

ORDINANCE NO. 29037

AN ORDINANCE AMENDING ORDINANCE NOS. 26021, PREVIOUSLY APPROVED BY THE CITY COUNCIL ON JUNE 8, 2005, AS AMENDED AND 26303, PREVIOUSLY APPROVED BY THE CITY COUNCIL ON APRIL 12, 2006 TO: (1) CREATE TWO SUB-DISTRICTS WITHIN THE DESIGN DISTRICT TIF DISTRICT: (A) DESIGN DISTRICT SUB-DISTRICT (ORIGINAL DISTRICT BOUNDARY AND ADDITIONAL PROPERTY) AND (B) MARKET CENTER/STEMMONS SUB-DISTRICT; (2) INCREASE THE GEOGRAPHIC AREA OF THE DESIGN DISTRICT TO CREATE THE MARKET CENTER/STEMMONS SUB-DISTRICT; (3) INCREASE THE GEOGRAPHIC AREA OF THE DESIGN DISTRICT TIF DISTRICT TO INCLUDE CERTAIN PROPERTIES ALONG SLOCUM STREET, DRAGON STREET, AND RIVERFRONT BOULEVARD IN THE DESIGN DISTRICT SUB-DISTRICT (ALONG WITH THE ORIGINAL BOUNDARY AREA); (4) INCREASE THE DESIGN DISTRICT TIF DISTRICT'S TOTAL BUDGET FROM \$34,825,000 NPV (APPROXIMATELY \$63,736,506 TOTAL DOLLARS) TO \$76,976,666 NPV (APPROXIMATELY \$132,433,370 TOTAL DOLLARS); (5) AUTHORIZE AN AMENDMENT TO THE PARTICIPATION AGREEMENT WITH DALLAS COUNTY AS A COMPONENT OF THIS BUDGET INCREASE; (6) RECOGNIZE THE ADOPTED DESIGN DISTRICT GRANT PROGRAM AND MAKE MODIFICATIONS AS NEEDED; (7) REMOVE THE RESTRICTION IN THE TIF PROJECT PLAN FOR COSTS ASSOCIATED WITH STRUCTURED PARKING; (8) RESTRUCTURE THE TIF BUDGET TO CONSOLIDATE AND BROADEN CATEGORIES OF ELIGIBLE PROJECT COSTS INTO THE DESIGN DISTRICT SUB-DISTRICT, A NEW CATEGORY FOR THE MARKET CENTER/STEMMONS SUB-DISTRICT, AND RETAIN THE OLD TRINITY TRAIL AND ADMINISTRATION AND IMPLEMENTATION CATEGORIES; (9) MAKE CORRESPONDING MODIFICATIONS TO THE DESIGN DISTRICT TIF DISTRICT BOUNDARY, BUDGET, AND PROJECT AND REINVESTMENT ZONE FINANCING PLANS ESTABLISHING AN EFFECTIVE DATE; PROVIDING A SEVERABILITY CLAUSE; AND ENACTING OTHER MATTERS RELATED THERETO.

WHEREAS, the City has established Tax Increment Financing Reinvestment Zone Number Eight, ("Design District TIF District" or "District") and established a Board of Directors for the District to promote development or redevelopment in the Design District area pursuant to Ordinance No. 26021, authorized by the City Council on June 8, 2005, as authorized by the Tax Increment Financing Act, Chapter 311 of the Texas Tax Code, as amended; and

WHEREAS, on April 12, 2006, City Council authorized the Project Plan and Reinvestment Zone Financing Plan for the Design District TIF District by Ordinance No. 26303; and

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WHEREAS, the Act requires that if an amendment reduces or increases the geographic area of the zone, increases the amount of bonded indebtedness to be incurred, increases or decreases the percentage of a tax increment to be contributed by a taxing unit, increases the total estimated project costs, or designates additional property in the zone to be acquired by the municipality, the approval must be by ordinance after the City holds a public hearing on such amendments and provide interested persons the opportunity to speak and present evidence for or against such amendments; and

WHEREAS, the City desires, by the calling and holding of such public hearing, to provide a reasonable opportunity for any owner of property located within the Design District TIF District, any other taxing districts, and any other interested persons to speak for or against the amendment; and

WHEREAS, the Design District TIF District Board of Directors recommended approval of the following amendments to the Design District TIF District and the Project and Reinvestment Zone Financing Plans for the Design District TIF District to: 1) create two sub-districts within the Design District TIF District: (a) Design District Sub-district (original district boundary and additional property) and (b) Market Center/Stemmons Sub-district; (2) increase the geographic area of the Design District TIF District to create the Market Center/Stemmons Sub-district; (3) increase the geographic area of the Design District TIF District to include certain properties along Slocum Street, Dragon Street, and Riverfront Boulevard in the Design District Sub-District (along with the original boundary area) (4) increase the Design District TIF District's total budget from \$34,825,000 NPV (approximately \$63,736,506 total dollars) to \$76,976,666 NPV (approximately \$132,433,370 total dollars); (5) authorize an amendment to the participation agreement with Dallas County as a component of this budget increase; (6) recognize the adopted Design District Grant Program in the Plan and make modifications as needed; (7) remove the restriction in the TIF Project Plan for costs associated with structured parking; (8) restructure the TIF budget to consolidate and broaden categories of eligible project costs into the Design District Sub-District (original boundary area plus additional property); a new category for the Market Center/Stemmons Sub-District; and retain the Old Trinity Trail and Administration and Implementation categories and (9) make corresponding modifications to the Design District TIF District boundary, budget and Project and Reinvestment Zone Financing Plans, consistent with the requirements and limitations of the Act; and

WHEREAS, on May 22, 2013, City Council in accordance with the Tax Increment Financing Act, as amended, V.T.C.A Texas Tax Code, (Chapter 311), called a public hearing to be held on June 12, 2013, to hear citizen comments and concerns regarding the proposed Design District TIF District amendments and amended Project Plan and Reinvestment Zone Financing Plan for the District. That public hearing was duly held and closed.

NOW, THEREFORE,

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

SECTION 1. That Ordinance No. 26021, previously approved on June 8, 2005; as amended, and Ordinance No. 26303, previously approved on April 12, 2006, are hereby amended to: (1) create two sub-districts within the Design District TIF District: (a) Design District Sub-district (original district boundary and additional property) and (b) Market Center/Stemmons Sub-district; (2) increase the geographic area of the Design District TIF District to create the Market Center/Stemmons Sub-district; (3) increase the geographic area of the Design District TIF District to include certain properties along Slocum Street, Dragon Street, and Riverfront Boulevard in the Design District Sub-District (along with the original boundary area) (4) increase the Design District TIF District's total budget from \$34,825,000 NPV (approximately \$63,736,506 total dollars) to \$76,976,666 NPV (approximately \$132,433,370 total dollars); (5) authorize an amendment to the participation agreement with Dallas County as a component of this budget increase; (6) recognize the adopted Design District Grant Program in the Plan and make modifications as needed; (7) remove the restriction in the TIF Project Plan for costs associated with structured parking; (8) restructure the TIF budget to consolidate and broaden categories of eligible project costs into the Design District Sub-District (original boundary area plus additional property); a new category for the Market Center/Stemmons Sub-District; and retain the Old Trinity Trail and Administration and Implementation categories and (9) make corresponding modifications to the Design District TIF District boundary, budget and Project and Reinvestment Zone Financing Plans attached hereto as **Exhibit A1-A2** and **Exhibit B**.

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

SECTION 3. That the amendments to the Project and Reinvestment Zone Financing Plans and budget of the Design District TIF District will result in benefits to the City and the property included in the TIF District.

SECTION 4. That **Exhibit A (A-1 and A-2)** of Ordinance No. 26021 shall be completely deleted and the new attached **Exhibit A-1 and A-2** shall be substituted therefore.

SECTION 5. That the following shall be deleted from **Exhibit B (Schedule K)** of Ordinance No. 26021:

~~The TIF financing plan does not provide for costs associated with structured parking.~~

SECTION 6. That **Exhibit A** of Ordinance No. 26303 shall be completely deleted and the new attached **Exhibit B** shall be substituted therefore.

SECTION 7. That Section 7 of Ordinance No. 26303 is amended as follows:

Section 7. That the proposed duration of the Design District TIF District is 22 years. The City's participation is 0 percent in 2006 and 2007 and increases to 90 percent in 2008 and thereafter. TIF collections will terminate once the TIF budget of \$34,825,000 \$76,976,666 NPV (approximately \$132,433,370) has been collected or December 31, 2027, whichever occurs first.

SECTION 8. That this action is necessary to fund improvements needed to address underutilized properties and create a vibrant neighborhood on a larger scale.

SECTION 9. That improvements in the Design District TIF District will significantly enhance the value of all taxable real property in the TIF District.

SECTION 10. That Ordinance Nos. 26021, as amended and 26303 will remain in full force and effect, save and except as amended by this ordinance.

SECTION 11. That if any section, paragraph, clause or provision of this ordinance shall for any reason be held to be invalid or unenforceable, the invalidity or un-enforceability of such section, paragraph, clause or provision shall not affect any of the remaining provisions of this Ordinance.

SECTION 12. That this ordinance shall take effect immediately from and after its passage and publication in accordance with the provisions of the Charter of the City of Dallas, and it is accordingly so ordained.

APPROVED AS TO FORM

THOMAS P. PERKINS, JR.
CITY ATTORNEY

By: 
Assistant City Attorney

Passed and correctly enrolled JUN 12 2013

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Exhibit A1
Amended Boundary Description
Design District TIF District

The boundaries of the Design District TIF District include two (2) sub-districts generally located as follows:

Design District Sub-District

The Design District Sub-District includes the original 2005 boundary area generally located along North Stemmons Freeway, the railroad bed north of Cole Street, Glass Street, the railroad bed west of E. Levee Street, the railroad bed between Express Street and Turtle Creek Boulevard, and continues along the future Old Trinity Trail to Motor Street. The expanded area added in 2013 as part of the Design District Sub-District generally follows Slocum Street, Wichita Street, and Riverfront Boulevard.

Market Center/Stemmons Sub-District

The Market Center/Stemmons Sub-District includes the former Dallas Apparel Mart and adjacent property between Market Center Boulevard, Stemmons Freeway, the Trinity Rail Express rail line, and Medical District Drive. Certain additional properties are also included along Market Center Boulevard and Medical District Drive.

See Exhibit A-2 for a detailed boundary map.

Boundaries that follow public streets and highways shall be construed to extend to the far sides of such rights-of-way. Boundaries that approximate property lines shall be construed as following such property lines.

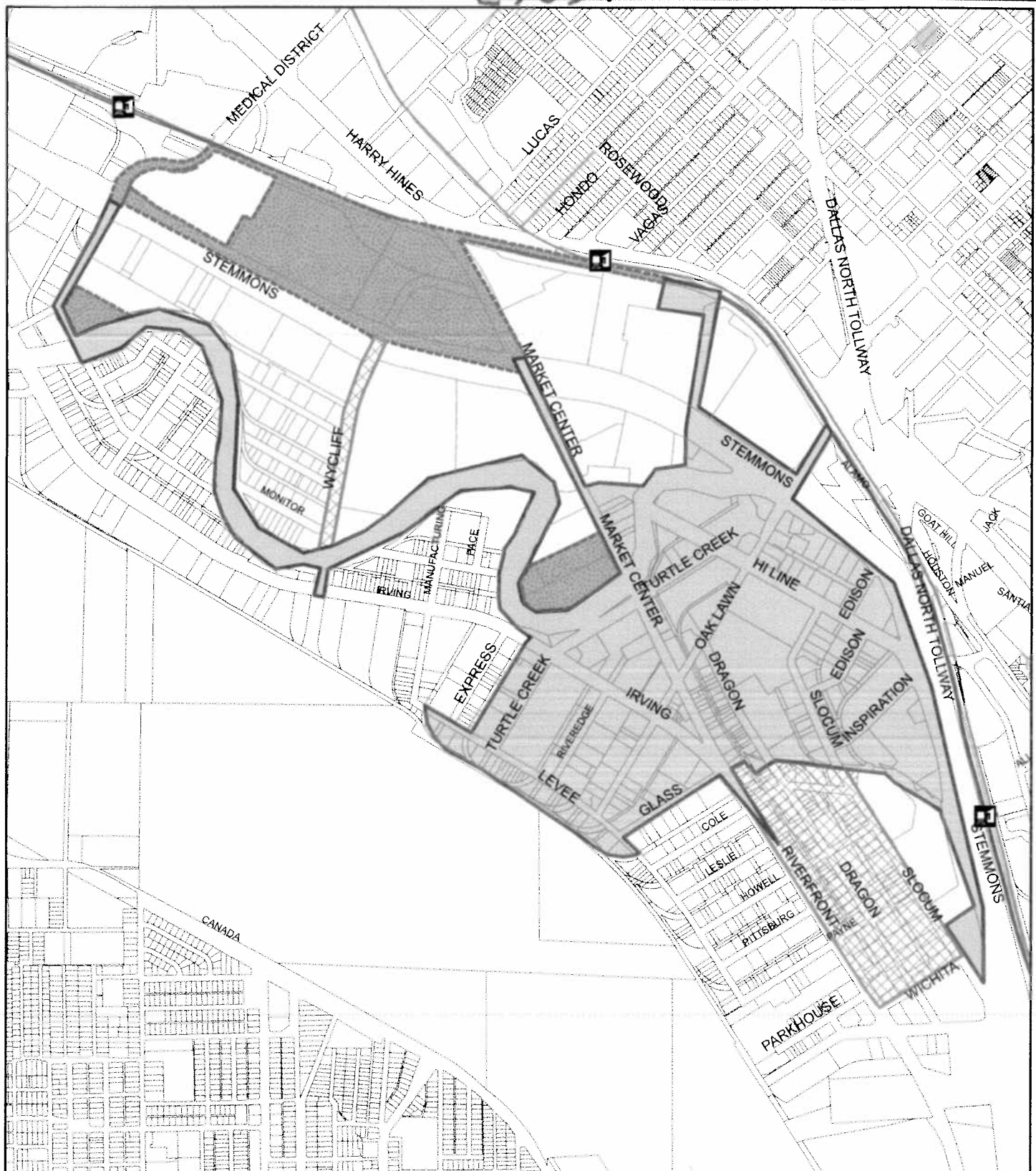






Exhibit A-2 Design District TIF Amended Boundary


Design District Sub-District:

-  Original TIF Boundary
-  Expanded area (2013)

Market Center/Stemmons Sub-District

-  Expanded area (2013)

-  Parcels (DCAD 2012)

-  DART/TRE Light Rail Stations



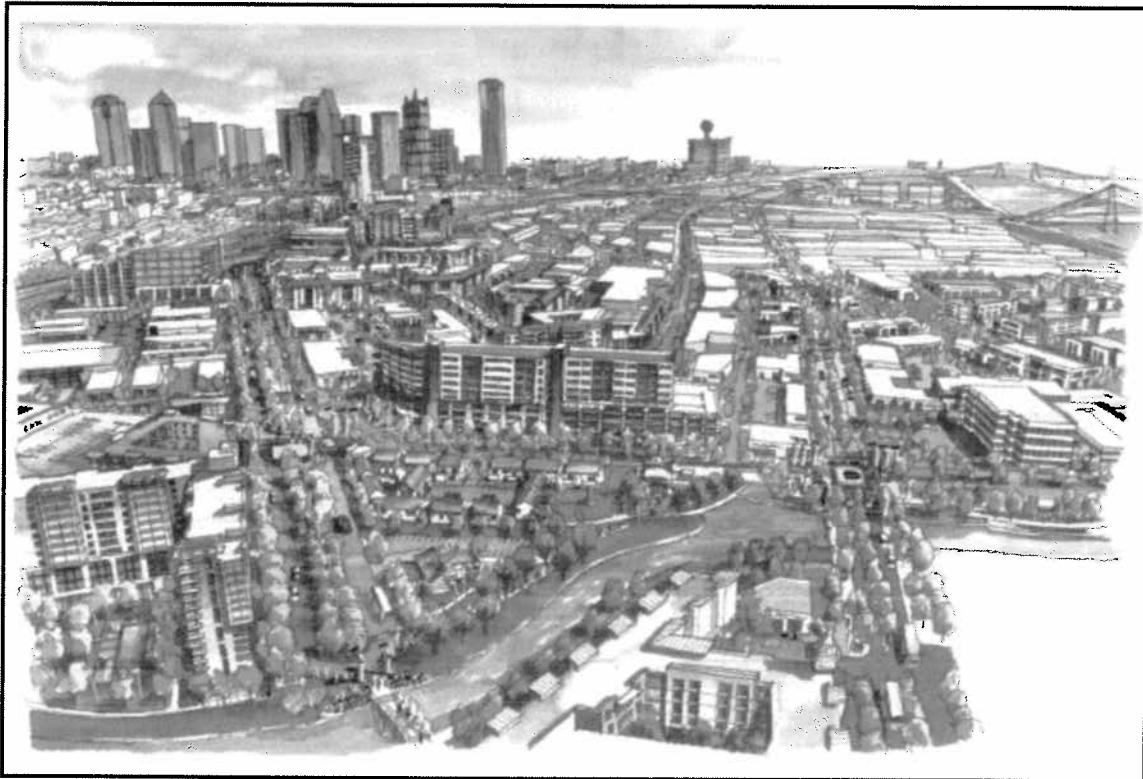
Office of Economic
Development
April 2013

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Exhibit B

DESIGN DISTRICT TAX INCREMENT FINANCING DISTRICT



PROJECT PLAN & REINVESTMENT ZONE FINANCING PLAN

APRIL 12, 2006
AMENDED JUNE 12, 2013

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Acknowledgements

The Design District TIF District Project Plan and Reinvestment Zone Financing Plan was prepared by the City of Dallas, Office of Economic Development, based on a preliminary plan prepared by Good Fulton & Farrell Architects. The Office of Economic Development wishes to acknowledge the efforts of everyone who contributed to the development of this plan, including the following organizations and individuals:

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Section 1: Project Plan

Background - History

The Design District Tax Increment Financing (TIF) District represents the outgrowth of the City of Dallas' effort to provide a model for redeveloping a former industrial and warehouse district to take full advantage of the expanding DART light rail system, to promote transit oriented development, to improve access to the Trinity River, and to improve the quality of development adjacent to the Trinity Corridor.

The Design District TIF District (the "District") was established in June 2005 to assist in the transformation of the old Stemmons Industrial area into a diversified, pedestrian friendly, mixed-use neighborhood near the heart of Downtown Dallas. The District boundaries are well defined and create an opportunity to create an in-town neighborhood. The original District boundary contained approximately 186 acres, not counting rights-of-way or the Old Trinity Trail that the Dallas Central Appraisal District (DCAD) does not identify as land parcels. Taxable land for 2005 for the original district boundary was estimated at 180 acres.

The Design District TIF District exhibits deteriorated structures, inadequate sidewalks and streets, large tracts of vacant land, faulty lot layouts, unsanitary or unsafe conditions, and deteriorated site improvements. These conditions substantially arrest or impair the sound growth of the City and property within the area.

Photos of property in the District show deteriorated public infrastructure and building stock (see **Exhibit B**). Many of the commercial structures in the District were developed in the 1940's. Streets and utilities are now over 60 years old and require improvements. By the late 1990s, many of the industrial and warehousing structures in the area exhibited signs of deterioration and neglect. Tenants who could afford more modern facilities moved out of the area.

The District will leverage the new Planned Development District 621 ("PD 621") zoning by assisting the development and redevelopment of a number of older warehouse/design center buildings, industrial structures, Class B and Class C office space and vacant land. Strengths of the area include immediate proximity to the Trinity River, Dallas Market Center, Old Trinity Trail, Downtown, the Arena/Victory area, the West End and the Southwestern Medical Center area to the north as well as views of the Downtown skyline and the Trinity Valley.

Multiple points of access are planned to connect the District to the DART Northwest Corridor light rail line, which will be complete in late 2009. The Market Center light rail station borders the District to the north and because of its proximity to the Dallas Market Center, major area hospitals and other major employers, this station is projected to

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carry 2,500 riders per weekday (Source: DART). The Market Center light rail station will be approximately 1.5 miles northwest of the existing Victory light rail station.

The District represents an important opportunity for the City of Dallas to stimulate development of a vibrant, master-planned, sustainable urban district near downtown Dallas. Opportunities exist in converting underutilized space, as well as adding new uses that include retail, hotel, and residential development which were not possible until the recent approval of PD 621 zoning. The TIF District is consistent with the City's visions for the area as defined in PD 621. This redevelopment program will attract new private redevelopment that otherwise might not occur, offering employment and quality living for the people of Dallas for years to come.

A number of land owners in the District including Crow Holdings, a Dallas-based real estate development company, the Trinity Association, and the Stemmons Corridor Business Association (the "Sponsorship Group") initiated the request for the City of Dallas to adopt a TIF Reinvestment Zone for the area. In response to these circumstances, the City Council, using the authority of the Tax Increment Financing Act (Chapter 311, Tax Code), approved Ordinance No. 26021 on June 8, 2005:

- Creating Tax Increment Financing Reinvestment Zone Number Eight, (the "Design District TIF District");
- Establishing the boundaries for the Design District TIF District;
- Adopting a preliminary project and financing plan; and
- Establishing a Board of Directors for the Design District TIF District

The initial Board of Directors included five City Council appointees and five representatives of the other taxing jurisdictions.

The cost of redevelopment in this area is an obstacle. Deteriorated buildings, hazardous materials, inadequate streets, sidewalks and utilities substantially impair the sound growth of this part of Dallas. Redevelopment of property in the Design District TIF District will require significant expenditures for environment remediation, demolition, reconstruction of utility systems, roadways and streetscape improvements, connections to the DART Victory light rail station and the future Market Center light rail station, trail connections, and public open space. The use of TIF funds make it possible for strategically located development sites to compete with other sites where development is not hampered by environmental issues and deteriorated infrastructure.

The Sponsorship Group initiated the planning process for the conversion of this industrial area to a mixed-use, transit oriented neighborhood. The preliminary discussions with city staff began with a smaller project area. The project area was expanded to allow the creation of a larger planned community and to improve

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connections to the DART Victory light rail station, the future Market Center light rail station, and to the City of Dallas trail and open space system.

When the TIF district was first established no property in the District was being used for residential use with fewer than five living units.

The duration of the Design District TIF District is 22 years; it is scheduled to terminate December 31, 2027. The City's participation began at 0% in 2006 and 2007 and increased to 90% in 2008 and thereafter. TIF collections will terminate once the TIF budget has been collected or December 31, 2027, whichever occurs first.

Background – Initial Accomplishments

After creation of the District, City Staff worked with Crow Holdings on a proposal for a mixed-use project, "1525 Turtle Creek at the District" located in the 1500 Block of Turtle Creek Boulevard that included TIF-eligible public improvements in support of the project and District-wide improvements at strategically located gateways. This first TIF development agreement for \$4,402,000 in future TIF funds was approved in August 2006. Crow Holdings partnered with Wood Partners, an Atlanta based apartment developer to develop a 214 unit development as part of the agreement.

In 2007, Houston-based Lionstone Group purchased approximately 30 acres of property from Crow Holdings and partnered with PegasusAblon, a local commercial real estate development company to begin redeveloping in the core area of the Dallas Design District around Oak Lawn Avenue and Hi Line Drive. PegasusAblon now owns and operates a portfolio of assets in the Design District, including the Dallas Design Center, Decorative Center Dallas, and other properties.

Jim Lake Company also lead the evolution of the area with the Trinity Lofts (live/work and showroom) and International on Turtle Creek showroom developments. In recent years, other development groups have acquired and/or built new residential and mixed use projects.

In February 2009, the TIF Board adopted a "Design District TIF Strategic Implementation Plan" to guide the next phases of development and improvements in the District.

As of 2012, the district has grown to include over a thousand apartments, new restaurants along with new and upgraded showrooms/retailers in the home goods market and art galleries. Approximately \$168 million in new investment has been completed, underway or planned. Since inception, the overall tax base of the district has grown 116% to approximately \$307,057,736 based on Dallas County reported 2012 final values.

In addition, the City and community partners have District-wide initiatives that have been ongoing. The Trinity Strand Trail (formerly known as the Old Trinity Trail) Master

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Plan improvements are an integral part of attracting new mixed-use development in the Trinity River corridor and creating a vibrant neighborhood with recreational opportunities in the Design District area. A total of over \$8.6 million has been raised to date. In addition, a land donation at Goat Hill, former Baby Doe's site (valued at \$2 million) will equally benefit and assist with linkage of the Trinity Strand and Katy Trails.

Two trailheads are now complete at Hi Line Drive (by the river channel) in 2009 and the Turtle Creek Plaza and trailhead along Turtle Creek Boulevard between Market Center and Irving Boulevards in 2010. Phase 1 of the master plan is a concrete trail (main/spine trail) approximately 2 miles that would run along the old Trinity River from Stemmons Freeway to Medical District Drive. Construction is anticipated to start in 2013. In 2012, TIF funds were also approved for the design of a soft surface trail that would parallel the Phase I concrete trail on the opposite banks.

The City and private developers have also partnered with the North Central Texas Council of Governments (NCTCOG) to leverage Sustainable Development Program grant funds for pedestrian improvements along Hi Line Drive between the Trinity Strand Trailhead and Stemmons Freeway (completed in 2006) and improvements along Edison Street and the Stemmons Freeway Underpass connection to the Victory area (2010 funding awarded with anticipated completion in 2013). In 2012, TIF funds were approved for a median improvement project along Turtle Creek Boulevard between Market Center and Irving Boulevard for landscaping and signage enhancements that would complement recent City bond program roadway improvements.

Background – 2013 District Amendment

City Staff reviewed a request by Market Center Land, L.P., ("MCL"), an affiliate of Crow Holdings to consider expanding the Design District TIF to facilitate the redevelopment of the site commonly known as the Dallas Apparel Mart. The site is bordered by Stemmons Freeway, Medical District Drive, Market Center Boulevard, and the Trinity Railway Express. Current uses include a golf driving range (formerly occupied by the Apparel Mart), the Dallas Market Hall, a parking garage, and various other uses.

Discussions were also held with other investor/developer groups for other sites to be considered as part of boundary and plan amendments.

MCL has a multi-phased master plan for the site that includes medical/office, a hotel, residential, and mixed uses. In addition, a couple of multi-family development sites along Market Center Boulevard were proposed for inclusion in an expanded boundary. Preliminary estimates for the additional development could be in the range of \$300-400 million in new value and is estimated to generate both TIF funding support for the development and additional funds for district-wide improvements over an anticipated 10 year buildout.

A Phase I major medical development project is in the active planning stages. Issues such as aging storm sewers bisecting the site and the lack of modern infrastructure

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have hindered redevelopment of the site. TIF funding could assist in making this a catalyst development.

The expansion area will bridge the core of the Design District and the nearby medical district increasing employment, housing, and transportation connections. The expansion may facilitate improved pedestrian and trail connections with the Trinity Strand Trail and Market Center DART and Medical Center TRE light rail stations.

Proposed development in the expansion area will compliment current and future development in the District and provide for office and hotel development opportunities that have not occurred within the existing District. To date, market conditions in the existing District have favored residential and retail development.

This Amended Plan amends the Original Plan to achieve the following:

- Creates two sub-districts within the Design District TIF District: (1) Design District Sub-District (original district boundary plus additional property) and (2) Market Center/Stemmons Sub-District.
- Increases the geographic area of the District to include the addition of a Market Center/Stemmons Sub-District to facilitate the redevelopment of the Dallas Apparel Mart site and increase pedestrian and transit connections.
- Increases the geographic area of the District to include the addition of certain properties along Medical District Drive, Slocum/Dragon Streets, and Riverfront Boulevard (for inclusion in the Design District Sub-District).
- Increases the total TIF Budget to include anticipated new increment generated by the Market Center/Stemmons Sub-District and expanded Design District Sub-District from \$34,825,000 NPV dollars (approximately \$63,736,506 total dollars) to \$76,976,666 NPV dollars (approximately \$132,433,370 total dollars). Dallas County will be asked to amend the interlocal agreement with the City to increase its total contribution as a component of this increase.
- Recognizes the adopted Design District Grant Program in the Plan and makes modifications as needed.
- Removes the restriction in the TIF Project Plan for costs associated with structured parking (the Grant Program allows for offsetting costs such as structured parking as necessary to facilitate mixed use, higher density projects).
- Restructures the TIF budget to consolidate and broaden categories of eligible project costs into the Design District Sub-District (original boundary area plus additional property); a new category for the Market Center Sub-District; and retains the Old Trinity Trail and Administration and Implementation categories.

Tax Increment Base

The total taxable appraised value of real property within the original Design District TIF District as of September 30, 2005, according to the Dallas Central Appraisal District, was \$141,852,062. At the time of district creation, this was 0.243% of the \$58,417,219,956 of taxable real property in the City of Dallas in 2005. The appraised

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value of real property in this and all other Dallas TIF reinvestment zones combined will remain significantly below the statutory maximum of 15%. In addition, the appraised value of real property in this and all other Dallas TIF reinvestment zones combined was below the maximum threshold of 5% of the City's tax base as set by the City's Financial Management Performance Criteria (FMPC) when the District was created.

The estimated 2013 taxable base value for the expanded boundary area in the Design District Sub-District includes \$52,097,753 which combined with the 2005 original boundary area would have an adjusted taxable base value of approximately \$193,949,815 for the Design District Sub-District. For the new Market Center/Stemmons Sub-District, the estimated 2013 taxable base value is \$85,835,470. The 2013 taxable base value may be revised when final 2013 figures are available and pending any litigation or tax roll corrections. The City will monitor property with different base years separately. Taxable values may vary by taxing jurisdiction due to different exemption levels.

Description of Design District TIF District

Exhibit A is a map of the amended TIF District boundaries including the Design District Sub-District (comprised of the original boundary area and additional property added in 2013) and the Market Center/Stemmons Sub-District. (added in 2013).

Unless defined otherwise by a relevant City Ordinance, District boundaries include all rights-of-way immediately adjacent to real property within the District, extending to the far sides of the rights-of-way, and are not limited by the centerline. Boundaries that approximate property lines shall be construed as following such property lines.

The original boundary of the Design District TIF District was generally bounded by North Stemmons Freeway, the railroad bed north of Cole Street, Glass Street, the railroad bed west of E. Levee Street, the railroad bed between Express Street and Turtle Creek Boulevard, and continues along the future Old Trinity Trail to Motor Street. The expanded area included in the Design District Sub-District generally follows Slocum Street, Wichita Street, and Riverfront Boulevard.

The Market Center/Stemmons Sub-District includes the former Dallas Apparel Mart and adjacent property between Market Center Boulevard, Stemmons Freeway, the Trinity Rail Express rail line, and Medical District Drive. Certain additional properties are also included along Market Center Boulevard and Medical District Drive.

The original District encompassed approximately 186 acres, not counting rights-of-way or the Old Trinity Trail that the Dallas Central Appraisal District (DCAD) does not identify as land parcels. The expanded area of the Design District Sub-District includes approximately 40.5 acres and the Market Center/Stemmons Sub-District comprises approximately 66 acres (excluding rights-of-way). The amended boundary has a total area of approximately 292 acres.

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Appendix A identifies all real property accounts within the Design District TIF District boundary, according to 2005 Dallas Central Appraisal District records and estimated 2013 real property accounts for the expanded boundary areas.

Existing Uses

The District is a former industrial and warehousing area composed primarily of vacant land and underutilized structures. **Appendix B and C** shows the existing land use for the area within the Design District TIF District when established in 2005 and the current amended boundary area (for specific parcels included in the TIF District refer to **Exhibit A**, the TIF Boundary Map).

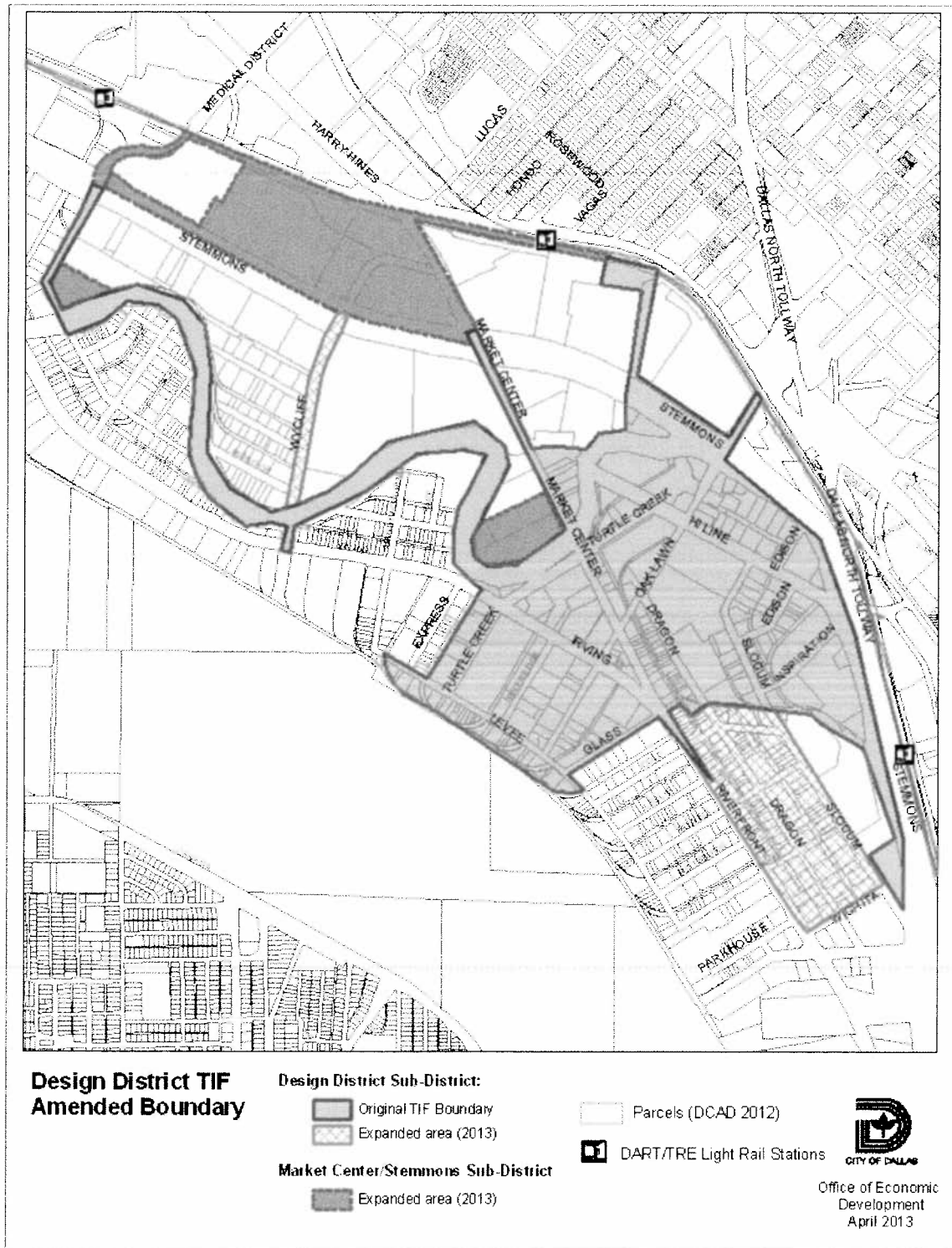
Existing Zoning

Appendix D shows existing zoning and the Planned Development Districts (PDs) in the Design District TIF District. Most of the TIF District is included in PD 621. PD 621, also known as the Old Trinity and Design District PD was adopted by City Council in August 2002 covering over three quarters of a square mile. The PD encourages residential, retail, office, and lodging uses while retaining the potential for limited industrial and warehouse uses. The PD served as a precursor for other initiatives aimed at stimulating the development of a vibrant, sustainable urban district near downtown Dallas. Opportunities opened up for converting underutilized space, as well as adding new uses that include retail, hotel, and residential development which were not possible until the approval of PD 621 zoning.

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Exhibit A

Design District TIF District Map



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**Exhibit B - Original Plan
Design District TIF District Existing Conditions**



Development Goals and Objectives

The following development goals meet the specific needs of the Design District TIF District:

- Goal 1 – To create additional taxable value attributed to new private investment in projects in the Design District TIF District totaling approximately \$1 billion. A list and map of anticipated development projects is attached (see **Exhibits C-1 and C-2**).
- Goal 2 – To attract new private development in the District totaling approximately 1.4 million square feet of retail/showroom/gallery space, 500,000 square feet of office space, 550 hotel rooms, and 4,500 new residential units.
- Goal 3 – To reach ridership at the DART Market Center light rail station averaging 2,500 riders per weekday by 2017.
- Goal 4 – To improve the access and connections to the DART light rail system within the Design District TIF District.
- Goal 5 – To support the conversion of the Design District area from industrial and warehousing land uses to a mixed-use, transit oriented neighborhood that complements the Victory development and the Trinity River Project.
- Goal 6 – To increase recreational opportunities, public open space and improve connections to the City of Dallas trails and open space system, including the Old Trinity Trail, in the District.
- Goal 7 – To generate approximately \$76,976,666 million (NPV) in total increment over 20 years of collections.

The following specific objectives set the framework for the planned public improvements within the Design District TIF District:

- Improve the pedestrian environment through sidewalk, landscaping, lighting and design standards.
- Provide funding for environmental remediation and interior/exterior demolition assistance to encourage redevelopment of land within the Design District TIF District.
- Upgrade basic infrastructure including storm drainage, water/wastewater lines, and burial of overhead utilities to support redevelopment in the District.
- Coordinate linkages with the DART Victory light rail station by extending streetscape improvements along Hi Line Drive to the Victory area and with the

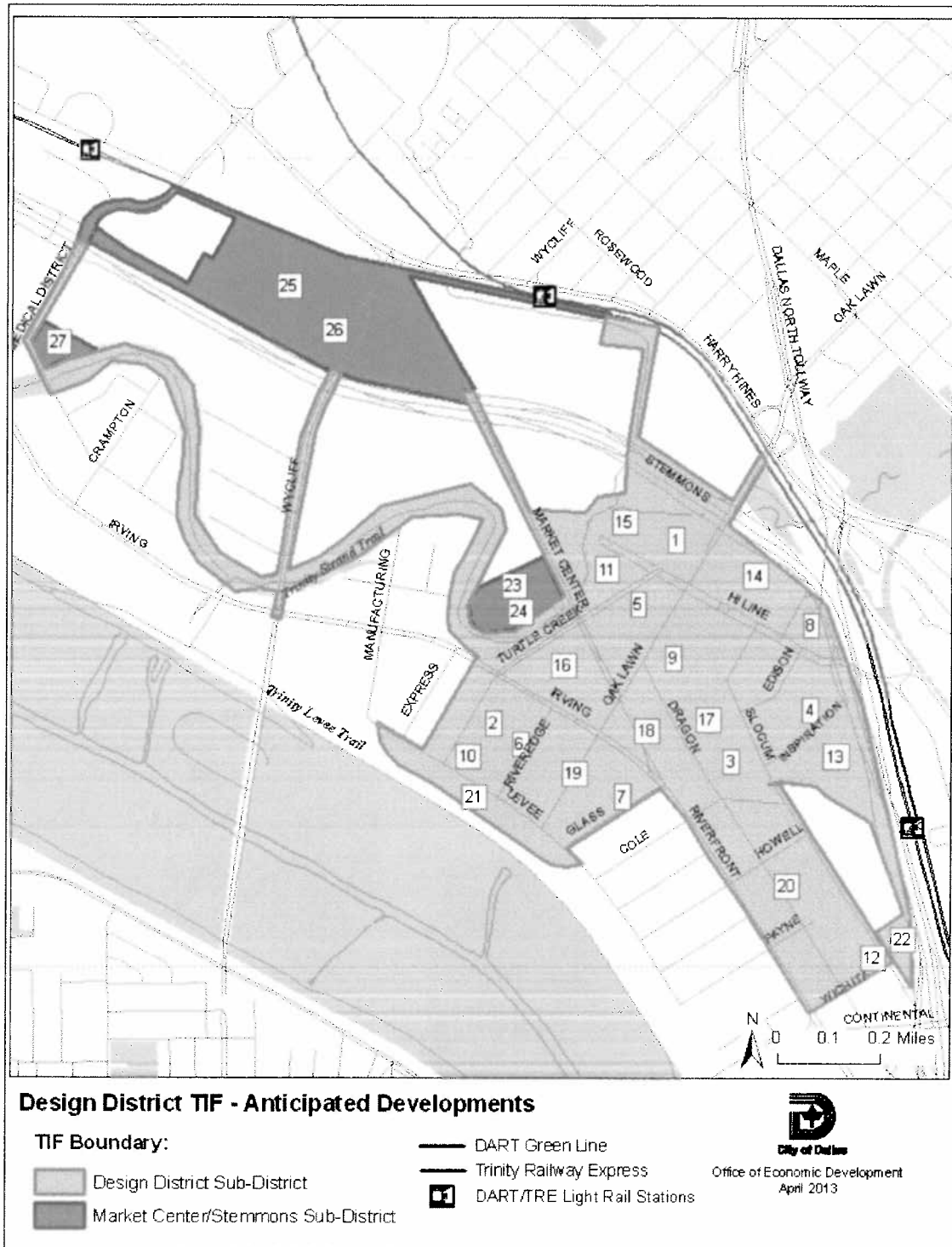
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Market Center light rail station immediately north of the District. In addition a shuttle service or similar program may be considered.

- Direct overall development of the Design District TIF District through the application of design guidelines for public improvements and private development.
- Encourage development of residential housing and retail development to complement the Victory development and the Trinity River Project.
- Develop and fund the Old Trinity Trail to create a portal to the Trinity River Project and enhance recreational opportunities within the District.
- Implement street and circulation improvements to enhance traffic flow and reduce congestion.
- Create gateways and portals for the District to help brand an area identity through the use of trailheads, freeway underpass improvements, and signage.
- Address parking constraints in the District and investigate potential solutions.

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Exhibit C-1 Map of Anticipated Development Projects



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Exhibit C-2

Design District Sub-District District

List of Anticipated Development Projects

SITE #	ESTIMATED YEAR OF COMPLETION	PROJECT and/or APPROXIMATE LOCATION	PROPOSED USE
1	2010	1525 Turtle Creek - NWC Hi Line @ Oak Lawn	Residential
2	2006	International on Turtle Creek - 150 Turtle Creek Blvd	Showroom/Retail
3	2007	Trinity Lofts & Work/Live Showrooms - 1403 Slocum/1430 Dragon Streets	Residential, Showroom/Retail, Live-Work
4	2009	Alta Design District - 1531 Inspiration Drive	Residential
5	2009	Alexan Design District (<i>currently</i> Camden Design District) - 1551 Oak Lawn Avenue	Residential
6	2008	Green Zone - 161 Riveredge Drive	Performance art space
7	2010	Dallas Contemporary - 161 Glass Street	Office/Gallery space
8	2012	1400 Hi Line Drive	Residential/Retail
9	2015, 2019	NE corner Oak Lawn/Dragon	Residential/Retail
10	2018	Turtle Creek/Levee	Residential/Retail
11	2018	Turtle Creek/Market Center	Residential/Retail
12	2018	Slocum/Witchita	Residential
13	2020, 2021	Inspiration/Stemmons	Mixed
14	2020	Oak Lawn/ Hi Line/Stemmons	Showroom/Retail
15	2021	Hi Line/Old Trinity Trail	Residential
16	2022	Turtle Creek/Irving	Mixed
17	2022	Dragon/Slocum/Edison	Mixed
18	2022, 2023	Oak Lawn/Riverfront	Mixed
19	2023	Oak Lawn/Levee	Residential/Live-Work
20	2023, 2024, 2026	Dragon/Slocum/Riverfront corridors	Showroom/Retail
21	2025, 2027	Levee/Trinity Corridor	Residential
22	2025	NWC Stemmons/Slocum	Hotel/Mixed

Note: The anticipated development projects listed above are subject to market conditions and may change over time. Some building renovations including conversions to restaurants and new retail uses have occurred since the district was created but have not added square footage and/or significant changes in DCAD appraisals.

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Exhibit C-3

**Market Center/Stemmons Sub-District District
List of Anticipated Development Projects**

SITE #	ESTIMATED YEAR OF COMPLETION	PROJECT and/or APPROXIMATE LOCATION	PROPOSED USE
23	2014	Alliance Broadstone - 1955 Market Center Blvd.	Residential
24	2016	1931 Market Center	Residential
25 - Refer to Conceptual Master Plan Exhibit C-4 for proposed development Block 1-8 locations			
	2015	Block 1	Medical/Office
	2016	Block 3	Hotel
	2017	Block 2	Residential
	2017	Block 4	Medical/Office
	2019	Block 5	Medical/Office
	2020	Block 6	Residential
	2023	Block 7	Mixed Use
	2025	Block 8	Mixed Use
26	2015	Renaissance Hotel expansion - 2222 Stemmons	Hotel meeting space
27	2014	Medical District Drive/Motor Circle	Showroom/Retail

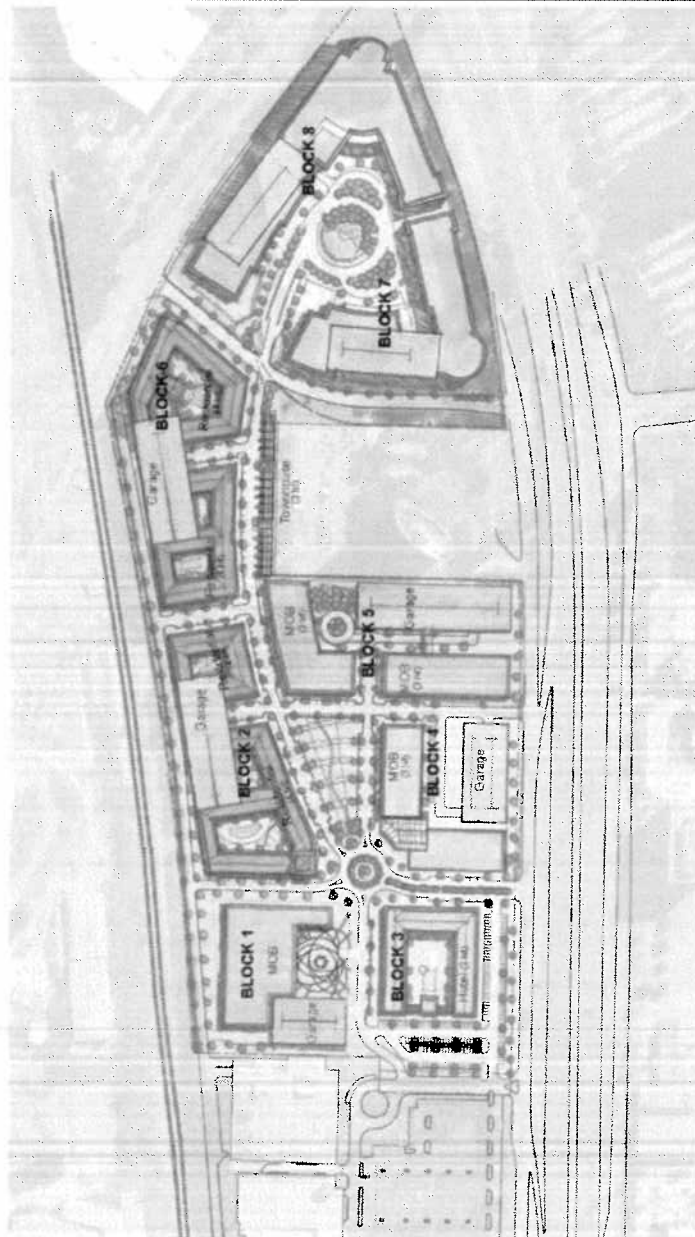
Note: The anticipated development projects listed above are subject to market conditions and may change over time.

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Exhibit C-4

MCL Master Plan

Proposed Design District TIF Expansion



3/12/2012

RTM

CROW HOLDINGS

Masterplan

Scale 1" = 100'

Note: The above master plan is conceptual and anticipated development projects or phases are subject to market conditions and may change over time.

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The Design District TIF District Project Plan and Reinvestment Zone Financing Plan (the "Project Plan") provides a long term plan to replace and upgrade the infrastructure and encourage redevelopment of underutilized property in the Design District TIF District. The public improvements enumerated in the amended Project Plan provide for \$76,976,666 (net present value) worth of paving, streetscape, pedestrian, and streetlight upgrades; wayfinding and District signage improvements; water, wastewater, and storm infrastructure improvements; environmental remediation and demolition assistance; utility burial; design and engineering; funds for open spaces, plazas, portals and civic uses; and economic development grants. Tax increment financing will be used to pay for these improvements.

Certain costs of improvements, as further discussed herein, are eligible for funding with tax increment revenues under legislative actions taken in 2005. These improvements enumerated in the Project Plan may be implemented in the form of loans or grants of TIF revenues, subject to an adopted grant program. The City will enact and implement controls sufficient to ensure that any grant funds provided will be used to fulfill the public purposes of developing and diversifying the economy of the Design District TIF District, eliminating unemployment or underemployment in the District, and developing or expanding transportation, business and commercial activity in the District.

This plan is intended to encourage private development and public infrastructure improvements thereby improving the economics of redeveloping the Design District TIF District.

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Market Feasibility

The predominant land use in the planned 22-year Design District TIF District development program will be for mixed-use development. When the District was created it was anticipated that development will occur within the first five years including approximately 330 residential units, 150,000 square feet of office space, and 55,000 square feet of retail/showroom space, all in a pedestrian, transit oriented core. Market analysis showed demand for all components of this anticipated development. The retail component of this development was expected to draw people within a 10-minute drive or train ride.

During the last decade the development and initial success of the DART light rail system has not fully been taken advantage of by the development community. Obstacles that are detrimental to project financing for high density projects include higher land costs, need for structured parking and additional infrastructure costs relating to taller, more costly buildings and enhanced pedestrian amenities. It has been difficult to attract denser, transit oriented development in markets such as the Design District area, where there is a former industrial area with no established housing and retail market or available parking.

While the appeal of creating a transit oriented neighborhood has been a key feature in the investigation of the financial feasibility of this project, it is unlikely that significant development in this area would occur without public assistance.

The next phase of the Project Plan involves the redevelopment of property in the remainder of the District, particularly on sites within close proximity to the Trinity River. The District currently contains a large amount of underutilized commercial structures, aging and inadequate public infrastructure, and vacant or undeveloped land. It is anticipated that as additional TIF increment is generated from initial development, an investment of TIF funds will be made to improve public infrastructure and pedestrian amenities, thereby expanding development opportunities in the remainder of the District.

Market analysis suggests that these developments are feasible but would likely not occur without the creation and implementation of this TIF District to fund needed infrastructure in the TIF District.

Between 2005 and 2012, the district has experienced significant residential and retail/showroom redevelopment. Strong demand for these uses is anticipated to continue. Office and hotel development has not yet occurred as originally anticipated; however, the District's expansion with the Market Center/Stemmons Sub-District is anticipated to provide more opportunities for other uses.

TIF District Policy Considerations

Mixed Income Housing Policy. Twenty percent of all housing units provided by projects using TIF funds must meet the City and County established criteria for affordable housing. Affordable housing units are those which are affordable to a household earning 80 percent or below of the median family income for the Dallas metropolitan area. A developer may, subject to City and County approval, and subject to the Design District TIF District Mixed Income Housing Policy, propose an alternative means of fulfilling the City's and County's affordable housing requirement. If the Policy allows affordable housing outside the Design District TIF District, and those units are placed within the boundaries of another TIF district, the developer must also secure approval for the affordable housing units within the respective district's boundaries from the respective TIF district's board of directors unless that board formally declines to review the project.

Business Inclusion and Development (BID) Plan. All TIF-funded projects must follow the City's adopted Business Inclusion and Development Plan (BID). This policy outlines goals for certified Minority and Women-Owned Business (M/WBE) participation in publicly funded infrastructure projects. The currently adopted BID Plan goal is 25 percent for construction of public improvements. The goal for private improvements is negotiated in the development agreement. The process for BID compliance and City oversight will be negotiated with City staff and included in the development agreement for each individual project.

Creating Permanent Jobs for Area Residents. TIF applicants must agree to sponsor job fairs or other programs to attract neighborhood residents to any permanent jobs created in the development.

Design Review. A set of Master Design Guidelines, which may be modified as specific needs arise, has been adopted by the Design District TIF Board of Directors. Projects requesting TIF funds will be required to comply with these design guidelines.

Existing Resident Displacement. No persons are expected to be displaced by redevelopment activity within the Design District TIF District. Relocation policies are not applicable for this reason, therefore, inapplicable to this TIF District.

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Section 2**Project Plan Improvements**

This Project Plan provides for approximately \$76.9 million (net present value) in TIF-eligible public improvements as further described below. See **Exhibits F and J** for a detailed map and budget of TIF-funded Project Plan Improvements ("Projects Costs"):

The following describes in greater detail eligible TIF Project Costs for the Design District TIF District:

A. Paving & Streetscape.

This category includes sidewalk and street infrastructure improvements, lighting, landscaping, benches and trash receptacles, as well as expanding and enhancing pedestrian and vehicle continuity in the corridor and other streetscape improvements related to specific projects.

B. Wayfinding & District Signage.

This category includes wayfinding and signage improvements intended to improve pedestrian and traffic circulation in the District.

C. Water, Wastewater, & Storm.

This category includes TIF eligible expenditures for infrastructure upgrades and relocation (water, wastewater, storm sewer).

D. Open Spaces, Plazas, Portals, Civic.

Public open space is an important amenity in the Design District TIF District. Funding would be provided for design, improvements and land acquisition as necessary for the development of plazas and portals to the Trinity River, improvements underneath freeways and alongside the Old Trinity Trail.

E. Environmental Remediation & Demolition.

The Design District TIF District contains buildings that have, in the past, been financially unfeasible to redevelop because of the cost of environmental remediation for asbestos, lead-based paint and other contaminants and interior and exterior demolition costs. Interior and exterior demolition expenses are tied directly to the remediation expenses, especially where the location of these buildings is not conducive to the development of a transit oriented, mixed-use center. These costs are TIF eligible expenditures. Remediation of environmentally hazardous materials and associated improvements, using TIF funds, greatly improves the marketability of these buildings and can enable redevelopment of structurally obsolete buildings.

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TIF funds will not be provided for environmental remediation and/or demolition for private development or redevelopment of property unless that property is undergoing major modification. Major modification is defined as reconstruction, alteration, or renovation of an original building that exceeds 50 percent of the value of the original building assessed by the Dallas Central Appraisal District or any increase in the floor area of an original building if the expansion is over 50 percent for residential projects, over 65 percent for mixed-use projects, and over 75 percent for office/showroom projects.

F. Utility Burial.

This category includes TIF eligible expenditures including but not limited to the burial and eligible upgrade of overhead electric, cable television and phone lines throughout the Design District TIF District.

G. Old Trinity Trail.

Enhancing recreational opportunities for the Old Trinity Trail is an objective of the Project Plan. Funding would be provided for design, trail improvements and land acquisition as necessary for the development of the trail, lighting, bridges, benches, plazas and portals along the Old Trinity Trail.

H. Economic Development Grants

Legislation allows the City to make economic development grants or loans for the public purposes of developing and diversifying the economy. Projects receiving such loans or grants must (1) demonstrate that the development is not financially feasible but for the grant; (2) must be consistent with the goals and objectives of the Final Plan; and (3) would be subject to specific project agreements and City Council approval.

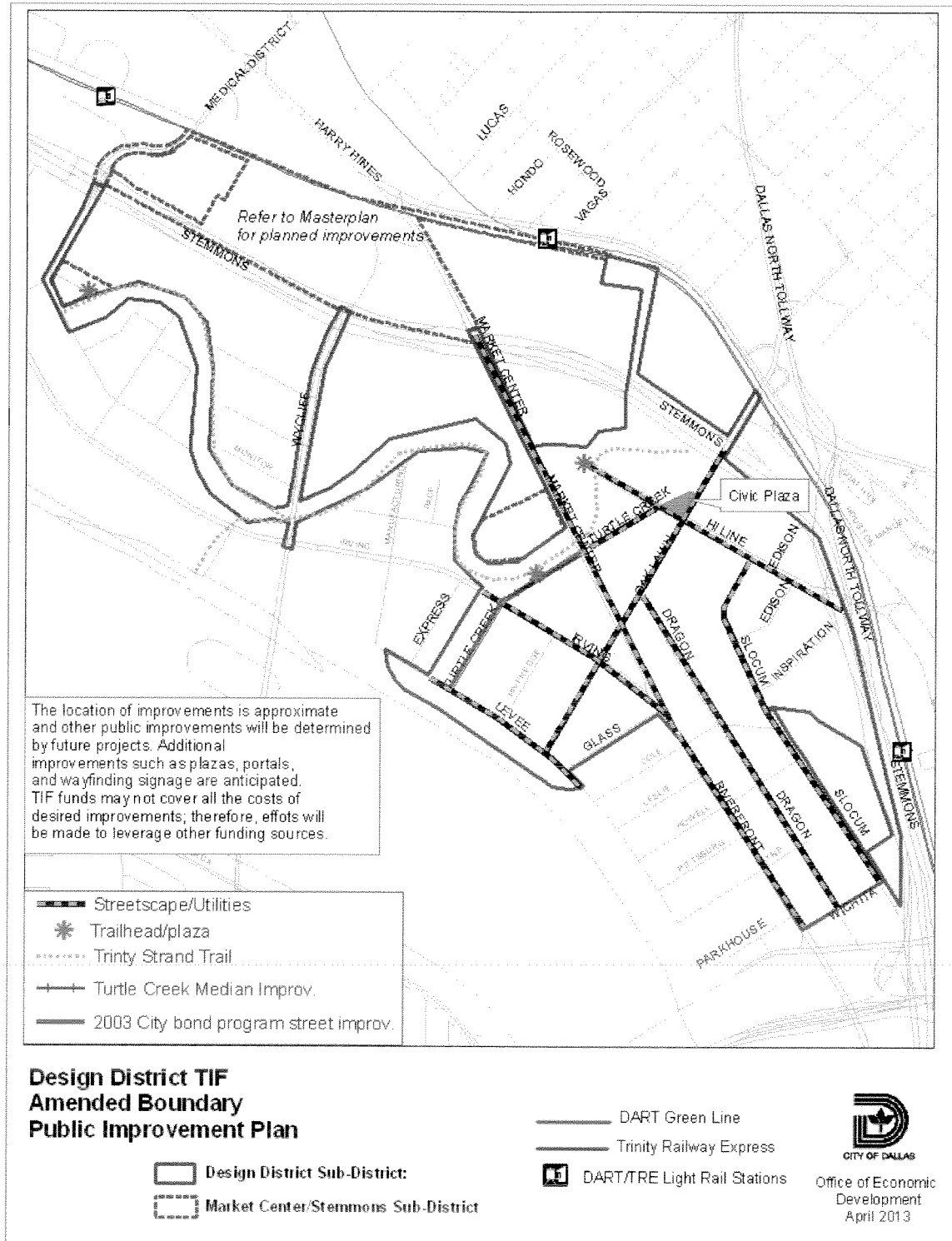
The District's Board of Directors first adopted a grant program in 2006; as amended, with specific criteria. A development project requesting economic development grant funds will be required to comply with the adopted grant program.

I. Administration and Implementation.

Administrative costs, including reasonable charges for the time spent by employees of the municipality and/or employees associated with any non-profit groups established to assist with implementation within the TIF District will be eligible for reimbursement as project costs, upon approval by the TIF Board of Directors and in connection with the implementation of the Project Plan. Other related administrative expenses including legal fees and consulting fees of the City, management expenses, meeting expenditures and equipment are included in this category.

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Exhibit F – Amended Design District TIF District Public Improvement Plan



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Planned Private Development

- Approximately 4,500 new residential units
- Approximately 1.4 million square feet retail/showroom/gallery space
- Approximately 500,000 square feet of office space
- Approximately 550 hotel rooms
- Development of property near the DART Market Center light rail station

To help jumpstart development in the District, Crow Holdings had initially proposed to invest \$6.3 million in reimbursable TIF eligible expenditures including paving and streetscape; wayfinding and district signage; water, wastewater and storm; utility burial; trail and open space improvements in the District to help build momentum for the area. Other sources of funds such as grants were pursued to leverage TIF funds. Crow had also planned two mixed-use developments consisting of over 330 residential units, 150,000 square feet of office space, and 55,000 square feet of ground floor retail/showroom space (see **Exhibit G-1** for original conceptual renderings)

After creation of the District, City Staff worked with Crow Holdings on a proposal for a mixed-use project, "1525 Turtle Creek at the District" located in the 1500 Block of Turtle Creek Boulevard that included TIF-eligible public improvements in support of the project and District-wide improvements at strategically located gateways. This first TIF development agreement for \$4,402,000 in future TIF funds was approved in August 2006. Crow Holdings partnered with Wood Partners, an Atlanta based apartment developer to develop a 214 unit development as part of the agreement.

When the district was first established additional developers expressed interest in the District and undertaking development projects by 2008. The Jim Lake Companies constructed the "International on Turtle Creek", a 157,000 square foot mixed-use design center as well as "Trinity Lofts", a mixed-use residential/retail redevelopment of an existing property at 1403 Slocum. In recent years, other development groups have acquired and/or built new residential and mixed use projects. See **Exhibit G-2** for photos of initial developments and related public improvements.

Exhibit H is a conceptual master plan of Planned Development District (PD) 621 which includes the Design District TIF District. **Exhibit I-1** is a conceptual enhancement and design plan detailing entry portals, project sub-areas, as well as street and pedestrian circulation. **Exhibit I-2** is a conceptual plan for the Market Center/Stemmon Sub-District transit, pedestrian, and hike/bike trail connectivity.

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Exhibit G-1 - Original Plan
Conceptual Renderings of Crow Holdings Development



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Exhibit G-2

Recent Development in the District

Civic plaza along Oak Lawn Avenue at Hi Line Drive (1525 Turtle Creek, currently "Bell Design District" apartments in background)



Trinity Lofts & Live/Work showrooms



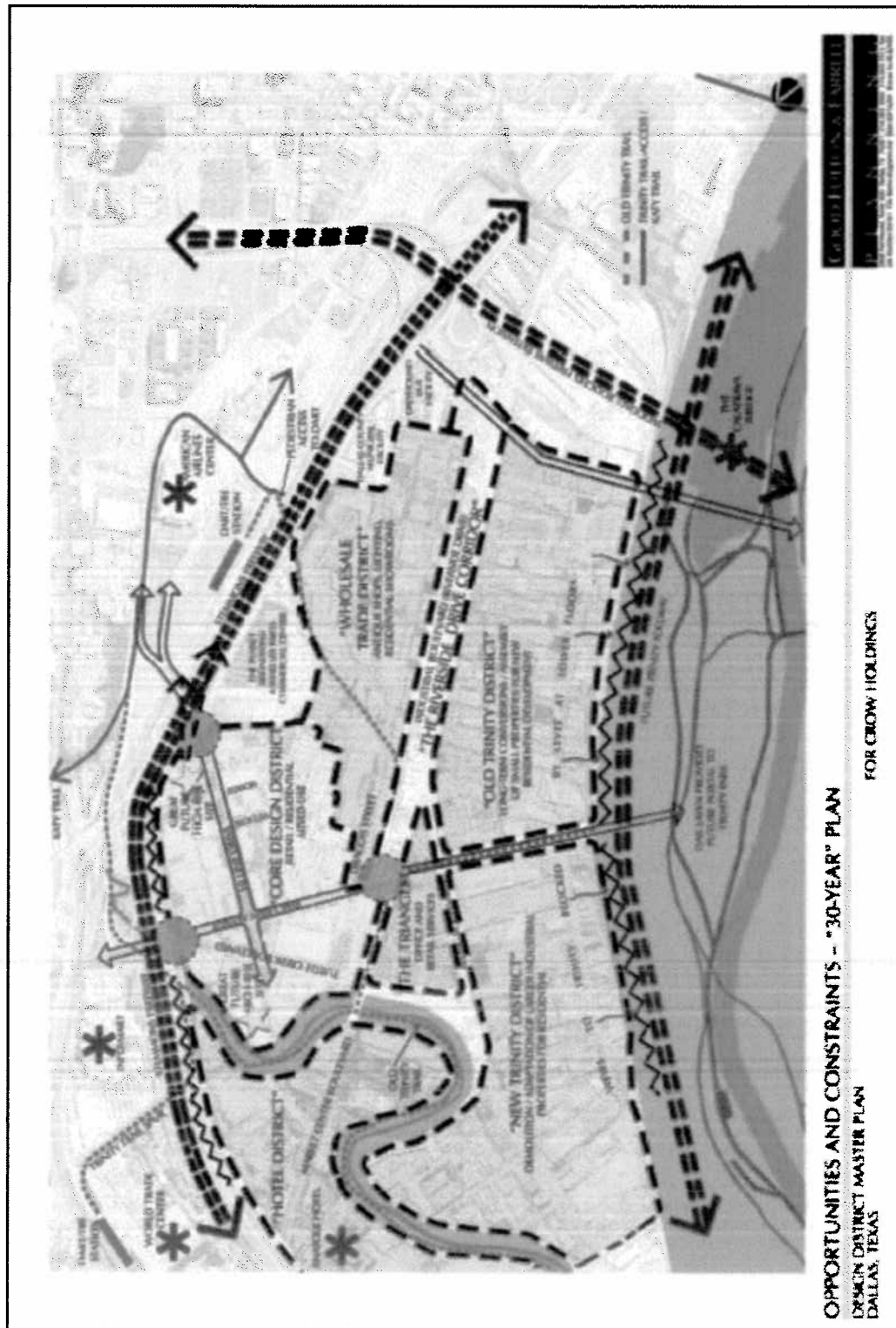
1400 Hi Line mixed use project



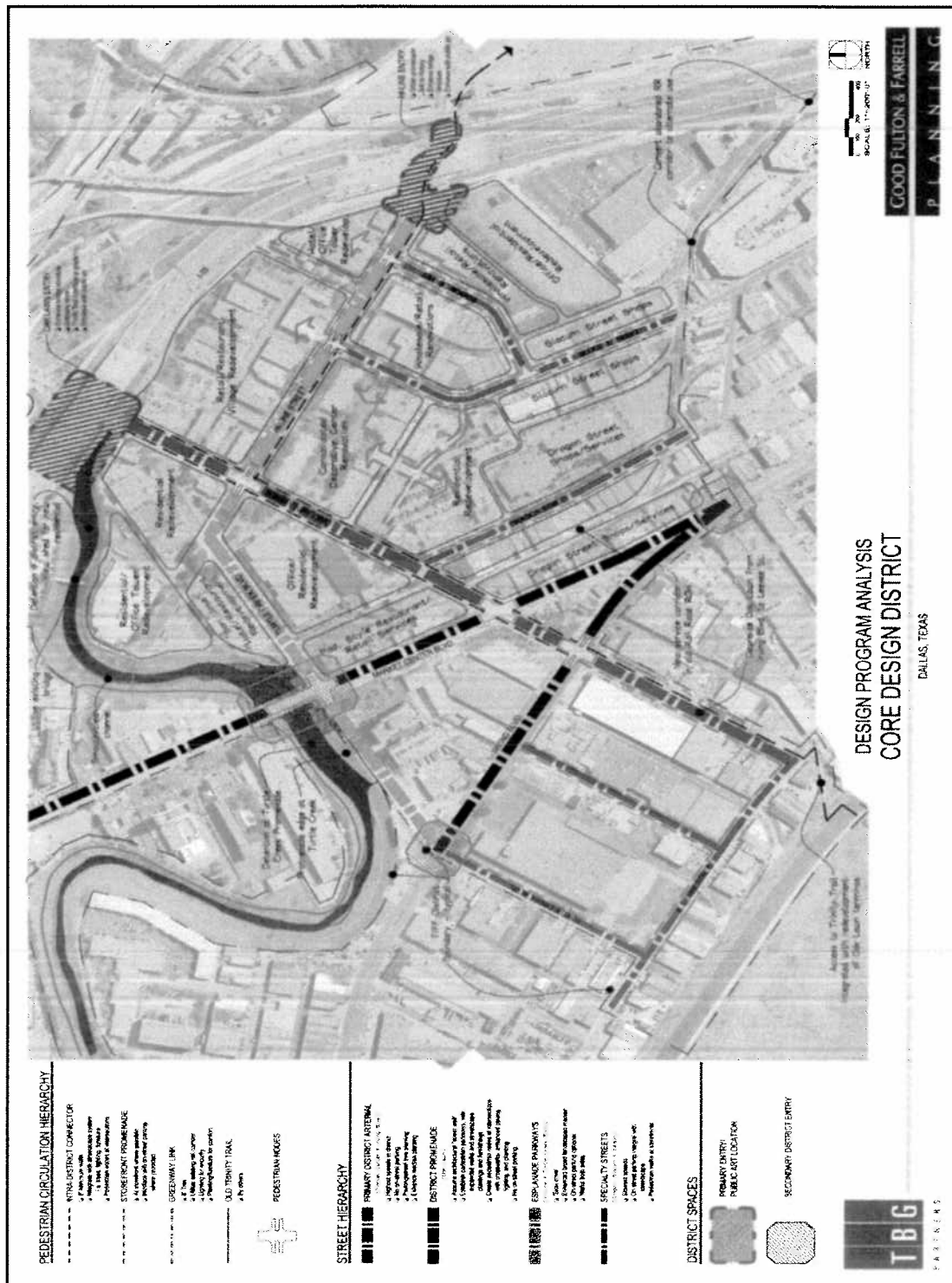
Alta Design District

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Exhibit H - Original Plan
 Conceptual Master Plan of Planned Development District 621

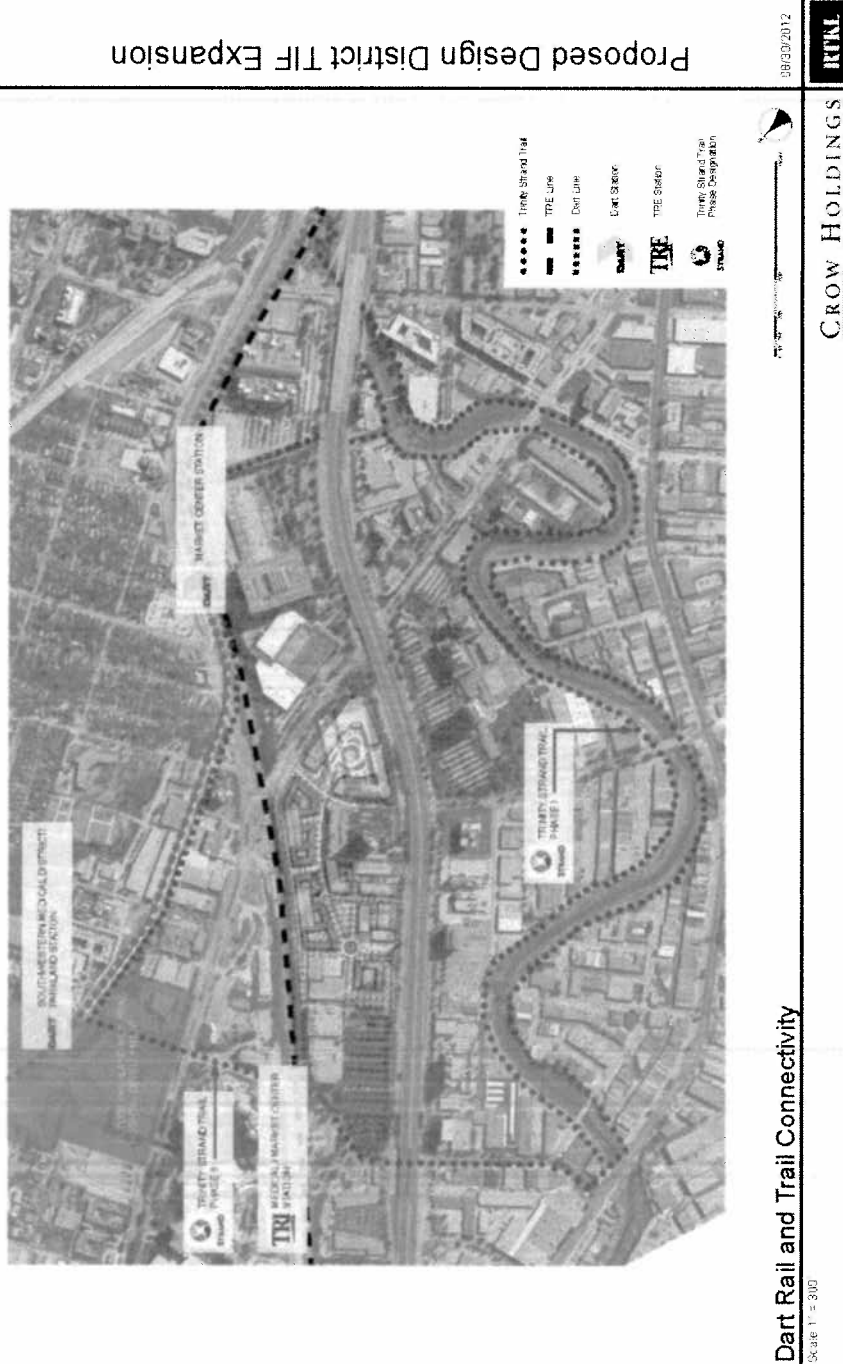


**Exhibit I - Original Plan
Conceptual Enhancement and Design Plan for
Design District TIF District**



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Exhibit I-2 – Market Center/Stemmons Sub-District Conceptual Transit, Pedestrian, and Trail Connectivity



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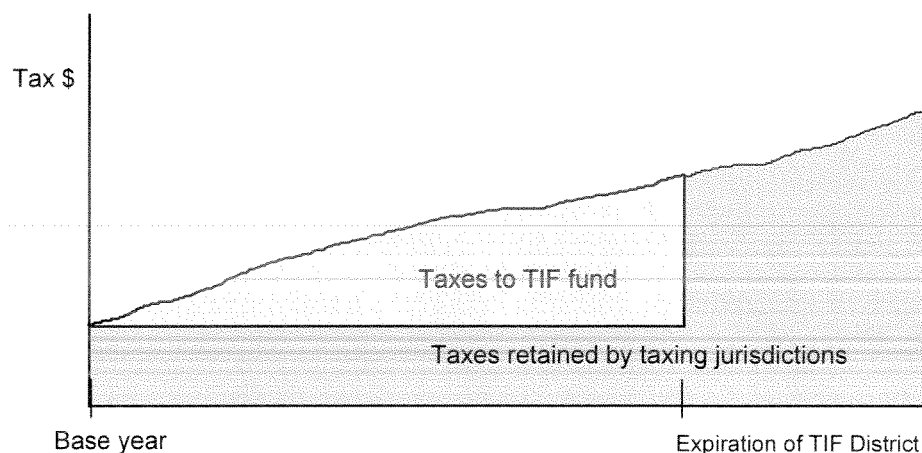
Section 3: Financing Plan

Tax increment financing ("TIF") is a tool local governments of Texas have used since 1986 to finance public improvements within defined areas that have unique challenges and opportunities for economic development. Public improvements strengthen existing communities and attract investment. The Tax Increment Financing Act is found in Chapter 311 of the Texas Tax Code (the "Act").

The governing body of a municipality may designate an area as a reinvestment zone if the City Council finds that development or redevelopment would not occur solely through private investment in the reasonably foreseeable future. The additional tax dollars generated by growth of real property value flow to a "tax increment financing fund" ("TIF fund") for a specified term of years. Money flowing to the TIF fund each year is then disbursed according to the Project Plan approved by the TIF board and the City Council, as prescribed by the Act and the ordinance designating the reinvestment zone. The TIF fund may be used to make grants in furtherance of the development for the District and for public improvements within the reinvestment zone. TIF funds may also be used for public improvements at places of public assembly, such as a park, or for affordable housing, even though outside the zone.

The illustration below shows how taxes from real properties in a TIF zone flow to a taxing jurisdiction and to a TIF fund. This assumes real property values in the TIF zone rise soon after the zone's designation.

Real Property Tax Flow with Tax Increment Financing



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Inclusion of property in a TIF district does not change tax rates for the property. Tax rates in a TIF zone are the same as tax rates outside the zone and within the same set of taxing jurisdictions.

Once the public improvements are completed and paid for, the TIF is dissolved and the full amount of the taxes collected in the area are kept by the taxing jurisdictions. In effect, the taxing jurisdictions are “investing” future earnings to receive the benefit of higher tax revenues from new development. Also, taxing jurisdictions are not restricted from raising their tax rates during the life of the zone.

Financing Plan

The Reinvestment Zone Financing Plan provides for incremental financing, and predicts revenues for the Design District TIF District.

Exhibit J TIF Project Plan Improvements

Category	Estimated TIF Expenditure NPV	Estimated Current Total Dollars
Design District Sub-District:	\$47,487,686	\$87,485,550
Paving & Streetscape		
Wayfinding & District Signage		
Water, Wastewater & Storm		
Open Spaces, Plazas, Portals, Civic		
Environmental Remediation & Demolition		
Utility Burial		
Economic Development Grants		
Market Center/Stemmons Sub-District:	\$23,088,979	\$33,234,578
Paving & Streetscape		
Wayfinding & District Signage		
Water, Wastewater & Storm		
Open Spaces, Plazas, Portals, Civic		
Environmental Remediation & Demolition		
Utility Burial		
Economic Development Grants		
Old Trinity Trail	\$4,000,000	\$7,320,776
Administration and implementation	\$2,400,000	\$4,392,466
Total Project Costs, excluding interest	\$76,976,666	\$132,433,370

Note: All values discounted to 2006 dollars (2013 for Market Center/Stemmons Sub-District) at 4% annually. Design and engineering costs may be considered in the above categories.

The Design District TIF Increment Allocation Policy, first adopted by the TIF Board in 2008 provides additional guidance on the allocation of available tax increment including potential funding set asides for district-wide improvements. This Policy, which may be

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modified, will provide more specific direction on any potential sharing of increment among sub-districts and/or funding of district-wide improvements.

The project principal costs in **Exhibit J** are expressed as if paid in 2006 (or 2013 for expanded boundary area). Cash for most of these expenditures will not be drawn until subsequent years.

Financing Method. The City's current policy for financing TIF projects is for private groups to advance funds for public improvements in the reinvestment zone or to have funds paid directly from the Design District TIF District Fund as funds become available. The City has financed the vast majority of its prior TIF District projects on a pay-as-you-go basis. Currently, TIF projects are no longer required to have a public bid process and advance of funds to the City; therefore, typically with most projects no interest is pledged since funds are not advanced to the City for improvements. On an individual project basis economic development grants may be considered in lieu of interest on the principal costs of public infrastructure improvements. The interest rate will be calculated at a fixed rate as determined by the City with the assistance of its official financial advisor. Taxing jurisdictions do not guarantee these reimbursements with funding from any other source.

The City may negotiate with financial institutions to secure bonds or other obligations, or lines of credit, to aid in the funding of projects within the TIF District, using any financial instrument, subject to City Council approval of the note or credit line or issue bonds or other obligations for eligible TIF expenditures.

The City may establish and provide for the administration of one or more programs for the public purposes of developing and diversifying the economy of the District, eliminating unemployment and underemployment in the District, and developing or expanding transportation, business, and commercial activity in the District, including programs to make grants and loans from the tax increment fund of the District in an aggregate amount not to exceed the amount of the tax increment produced by the municipality and paid into the tax increment fund for the District.

Financing Policy and Long Term Financing. The goal of the Design District TIF District is to leverage increment accrued to maximize development in the District.

Expected Revenues. **Exhibit K** is a list of developments anticipated in the Design District TIF District through 2027. Some of the identified developments may not occur, while other development projects likely may replace them. This schedule represents the best estimate of anticipated development in the area. Actual timing, floor area, uses and other attributes of the identified developments may differ from the schedule.

Unit values supporting appraisal estimates in **Exhibit K** are based on observations of values assigned to comparable developments by the Dallas Central Appraisal District (DCAD). Actual construction costs or trading prices may differ. Because tax

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increments are measured by DCAD values, these are the relevant measures of value for a TIF financing plan. To show the reasonableness of appraisal estimates in this plan, **Appendix E** presents 2005 appraisals by DCAD of properties near the TIF District that were believed to be similar to the forecasted development

The sites anticipated for redevelopment with the Design District TIF District may constitute most of the redevelopment in the District through 2027, although some unnamed sites will inevitably substitute for listed sites. Further redevelopment after 2027 is likely, but is not forecasted in this analysis for two reasons: (1) Tax increments are estimated to flow to the TIF zone for only twenty years; (2) Forecasts further into the future are only marginally reliable.

Based on the development projects identified in **Exhibit K** and other stated assumptions for the amended Plan, **Exhibit L** estimates annual City and County real property taxes from the TIF District and annual percentages and amounts of the real property tax growth increment reinvested each year in the Design District TIF District fund. Cumulative increased property value is expected to reach approximately \$1.9 billion during the 22-year term of the TIF District. Because the TIF receives revenue only from the taxable value which exceeds the base year, "captured" taxable value accruing to the Design District TIF District is approximately \$1.7 billion. This includes approximately \$1.24 billion in increased taxable value attributable to new private investment and \$492 million in increased taxable value due to property appreciation.

Projections assume a 90% reinvestment rate for the City and 55% for Dallas County with a maximum term of twenty two years or until the Project Cost Budget of \$76,976,666 is reached. The City and County did not participate during the first two years of the TIF District term, allowing the general fund to collect full revenue. The final terms of participating taxing jurisdictions' contributions of tax increment shall be set forth in interlocal participation agreements between the City and County.

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Exhibit K-1

Anticipated Redevelopment Projects in Design District Sub-District

Complete by End of Year	Site Location (From Exhibit C 1 Map)	Residential Projects		Office Projects		Retail/Showroom/Gallery Projects		Hotel		Estimated DCAD Real Property Appraisal
		Estimated Investment	# Units	Estimated Investment	# Square Feet	Estimated Investment	# Square Feet	Estimated Investment	# Units	
2005										
2006										\$0
2007	2,pt 3	\$3,171,480	92			\$10,815,680	157,640			\$13,987,160
2008	pt 3, 6	\$9,170,890								\$9,170,890
2009*	pt 1,4,5	\$58,192,700	659							\$58,192,700
2010*	pt 1,4,5,7	\$28,617,140	214	n/a	28,000	n/a	11,000			\$28,617,140
2011										\$0
2012	pt 8	\$27,219,230	314				29,000			\$27,219,230
2013	pt 8	\$11,650,770								\$34,780,770
2014										\$0
2015	pt 9	\$29,640,000	228			\$7,920,000	66,000			\$37,560,000
2016										
2017										\$31,662,439
2018	10,11,12	\$53,333,000	401			\$2,320,000	20,000			\$55,653,000
2019	pt 9	\$47,950,000	350			\$2,380,000	20,000			\$50,330,000
2020	13,14,	\$21,150,000	150			\$9,455,040	78,792			\$30,605,040
2021	13,15	\$52,691,413	363							\$52,691,413
2022	16,17,18,19	\$91,000,000	650			\$50,352,185	387,325			\$141,352,185
2023	19,20	\$17,052,344	114			\$61,565,697	459,446			\$78,618,041
2024	20 unspecified									\$15,000,000
2025	21,22	\$50,543,278	308					\$43,688,750	350	\$94,232,028
2026	20 unspecified									\$15,000,000
2027	21	\$69,600,000	400							\$69,600,000
TOTAL		\$570,982,244	4,243	\$0	28,000	\$144,808,602	1,229,202	\$43,688,750	350	\$844,272,035

*Note: some projects had partial DCAD completion value in multiple years. The Dallas Contemporary office/gallery space completed in 2010 is tax exempt; therefore, values shown as n/a above.

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Exhibit K-2

Anticipated Redevelopment Projects in Market Center/Stemmons Sub-District

Project	Complete by Jan 1	Commerical or Mixed Use SF	Residential Units	Estimated Value
Alliance Broadstone Apts. (<i>partial construction value.</i>)	2014		302	\$12,478,708
Block 1 - Medical/Office	2015	115,000		\$27,450,788
Renaissance Hotel expansion	2015	<i>TBD</i>		\$10,000,000
Block 3 - Hotel	2016	200 rooms		\$18,576,359
Browne site - Multifamily	2016		306	\$45,238,898
Block 2 - Multifamily	2017		297	\$38,441,753
Block 4 - Medical/Office	2017	189,000		\$47,862,262
Block 5 - Medical/Office	2019	230,000		\$61,792,206
Block 6 - Multifamily	2020		360	\$50,916,778
Block 7 - Mixed Use	2023	227,000		\$36,608,282
Block 8 - Mixed Use	2025	287,000		\$49,103,205
Motor Circle Building Renovation	2014	90,000		\$1,000,000
Total		1,138,000	1,265	\$399,469,239

Blocks refer to the Market Center Land, LP master plan Exhibit C-4.

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Exhibit L

Annual Real Property Appraisals and City/County Tax to the TIF Fund

Increment Projections – Design District Sub-District

Assumptions:

City of Dallas is expected to participate in the Design District TIF District for a period of 20 years beginning in 2008 at a rate of 90%.

Dallas County is expected to participate in the Design District TIF District for a period of 20 years beginning in 2008 at a rate of 55%.

Tax rate was assumed constant at 2005 rate (was updated in 2010). Actual rate will vary annually.

Tax appraisals are for Jan. 1 of the year. Levies occur by Sept. 30 of the year. Tax receipts generally occur 12-13 months after appraisal.

Stream of annual investments in TIF reflects intent to retire TIF obligations after twenty years of collections.

Property value estimates assume 1.5% annual property appreciation and 3% annual inflation in most years with updates based on actual trends.

PROJECTED TIF INCREMENT SCHEDULE									
Tax Year		Property Value Estimate	Property Value Growth	Comp. Value Growth	Anticipated Captured Value	Anticipated Increment Revenue	Anticipated Accumulated Revenue (NPV)	Tax Increment Revenue into TIF CITY @ 90%	Tax Increment Revenue into TIF COUNTY @ 55%
Base	2005	\$141,852,062							
Adj	2013	\$193,949,815							
1	2006	\$161,328,660	13.73%	13.73%	\$19,476,598	\$0	\$0	\$0	\$0
2	2007	\$177,595,830	10.08%	25.20%	\$35,743,768	\$0	\$0	\$0	\$0
3	2008	\$233,718,204	31.60%	64.76%	\$91,866,142	\$673,629	\$598,854	\$566,332	\$107,297
4	2009	\$265,554,293	13.62%	87.21%	\$123,702,231	\$1,005,884	\$1,458,688	\$859,988	\$145,896
5	2010	\$276,848,629	4.25%	95.17%	\$134,996,567	\$1,165,261	\$2,416,448	\$983,504	\$181,758
6	2011	\$274,649,352	-0.79%	93.62%	\$132,797,290	\$1,130,112	\$3,309,592	\$952,555	\$177,557
7	2012	\$307,057,736	11.80%	116.46%	\$165,205,674	\$1,405,909	\$4,377,967	\$1,185,020	\$220,888
8	2013	\$424,642,033	38.29%	199.36%	\$230,692,218	\$1,963,202	\$5,812,459	\$1,654,755	\$308,447
9	2014	\$467,106,236	10.00%	229.29%	\$273,156,421	\$2,324,575	\$7,445,675	\$1,959,351	\$365,224
10	2015	\$567,347,113	21.46%	299.96%	\$373,397,298	\$3,177,630	\$9,592,367	\$2,678,379	\$499,251
11	2016	\$609,898,147	7.50%	329.95%	\$415,948,332	\$3,539,741	\$11,891,716	\$2,983,597	\$556,144
12	2017	\$650,709,058	6.69%	358.72%	\$456,759,243	\$3,887,044	\$14,319,552	\$3,276,334	\$610,710
13	2018	\$716,122,694	10.05%	404.84%	\$522,172,879	\$4,443,717	\$16,988,333	\$3,745,546	\$698,171
14	2019	\$777,194,534	8.53%	447.89%	\$583,244,719	\$4,963,442	\$19,854,597	\$4,183,614	\$779,827
15	2020	\$854,755,912	9.98%	502.57%	\$660,806,097	\$5,623,493	\$22,977,123	\$4,739,962	\$883,531
16	2021	\$920,268,664	7.66%	548.75%	\$726,318,849	\$6,181,010	\$26,277,215	\$5,209,885	\$971,125
17	2022	\$1,075,424,878	16.86%	658.13%	\$881,475,063	\$7,501,397	\$30,128,231	\$6,322,821	\$1,178,576
18	2023	\$1,170,174,292	8.81%	724.93%	\$976,224,477	\$8,307,719	\$34,229,155	\$7,002,458	\$1,305,261
19	2024	\$1,202,726,907	2.78%	747.87%	\$1,008,777,092	\$8,584,743	\$38,303,839	\$7,235,958	\$1,348,785
20	2025	\$1,314,999,838	9.33%	827.02%	\$1,121,050,023	\$9,540,192	\$42,657,858	\$8,041,292	\$1,498,900
21	2026	\$1,349,724,836	2.64%	851.50%	\$1,155,775,021	\$9,835,703	\$46,974,095	\$8,290,374	\$1,545,329
22	2027	\$1,439,570,708	6.66%	914.84%	\$1,245,620,893	\$10,600,296	\$51,446,947	\$8,934,839	\$1,665,457
Total (2006 - 2027)						\$95,888,188	\$51,446,947	\$80,835,031	\$15,053,157
2006 NPV @ 4%						\$51,446,947	-	\$43,374,067	\$8,072,880

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Increment Projections – Market Center/Stemmons Sub-District**Assumptions:**

City of Dallas is expected to participate in the Design District TIF District for a period of 20 years beginning in 2008 at a rate of 90%.

Dallas County is expected to participate in the Design District TIF District for a period of 20 years beginning in 2008 at a rate of 55%.

Tax rate was assumed constant at 2005 rate (was updated in 2010). Actual rate will vary annually.

Tax appraisals are for Jan. 1 of the year. Levies occur by Sept. 30 of the year. Tax receipts generally occur 12-13 months after appraisal.

Stream of annual investments in TIF reflects intent to retire TIF obligations after twenty years of collections.

Property value estimates assume 1.5% annual property appreciation and 3% annual inflation in most years with updates based on actual trends..

PROJECTED TIF INCREMENT SCHEDULE									
Tax Year	Property Value Estimate	Property Value Growth	Comp. Value Growth	Anticipated Captured Value	Anticipated Increment Revenue	Anticipated Accumulated Revenue (NPV)	Tax Increment Revenue into TIF		Tax Increment Revenue into TIF
							CITY @ 90%		COUNTY @ 55%
Base 2013	\$85,835,470								
1 2014	\$112,794,957	31.41%	31.41%	\$26,959,487	\$229,427	\$220,602	\$193,380		\$36,046
2 2015	\$147,616,593	30.87%	71.98%	\$61,781,123	\$525,760	\$706,698	\$443,156		\$82,604
3 2016	\$218,812,680	48.23%	154.92%	\$132,977,210	\$1,131,643	\$1,712,724	\$953,846		\$177,797
4 2017	\$308,398,886	40.94%	259.29%	\$222,563,416	\$1,894,026	\$3,331,745	\$1,596,447		\$297,578
5 2018	\$313,024,869	1.50%	264.68%	\$227,189,399	\$1,933,393	\$4,920,853	\$1,629,630		\$303,764
6 2019	\$379,512,448	21.24%	342.14%	\$293,676,978	\$2,499,206	\$6,896,012	\$2,106,545		\$392,661
7 2020	\$436,121,913	14.92%	408.09%	\$350,286,443	\$2,980,955	\$9,161,293	\$2,512,605		\$468,350
8 2021	\$442,663,742	1.50%	415.71%	\$356,828,272	\$3,036,626	\$11,380,126	\$2,559,529		\$477,097
9 2022	\$449,303,698	1.50%	423.45%	\$363,468,228	\$3,093,133	\$13,553,320	\$2,607,158		\$485,975
10 2023	\$492,651,535	9.65%	473.95%	\$406,816,065	\$3,462,025	\$15,892,140	\$2,918,092		\$543,933
11 2024	\$500,041,308	1.50%	482.56%	\$414,205,838	\$3,524,912	\$18,181,856	\$2,971,098		\$553,814
12 2025	\$556,645,133	11.32%	548.50%	\$470,809,663	\$4,006,614	\$20,684,375	\$3,377,118		\$629,496
13 2026	\$564,994,810	1.50%	558.23%	\$479,159,340	\$4,077,670	\$23,133,318	\$3,437,010		\$640,660
14 2027	\$573,469,732	1.50%	568.10%	\$487,634,262	\$4,149,792	\$25,529,719	\$3,497,801		\$651,991
Total (2013 - 2027)					\$36,545,182	\$25,529,719	\$30,803,414		\$5,741,768
2013 NPV @ 4%					\$25,529,719	-	\$21,518,637		\$4,011,082

Note: The base values shown in the above charts will be revised when final 2013 tax roll figures are available for the expanded boundary and pending any litigation or tax roll corrections in the District. The City will monitor property with different base years separately. Taxable values may vary by taxing jurisdiction due to different exemption levels. Projections will be updated annually based on DCAD appraisal data.

Financial Assumptions

The key factors influencing the financial feasibility study and its conclusions are the financial assumptions that have been adopted.

Inflation. The generally accepted inflation for construction costs and the value of improvements is 3% percent per annum. Based on current market rates, net present values of the tax increment were calculated at a discount rate of 4% per annum.

Appreciation. Property appreciation is assumed to be 1.5% per annum on average.

Tax Rate Changes. Although tax rates will certainly increase during the twenty two year development period, the financial plan conservatively assumes that the 2005 tax rate will remain constant for the life of the Design District TIF District, except to incorporate tax rate changes when known.

Remittance to the TIF Fund. The proposed duration of the Design District TIF District is 22 years; it is scheduled to terminate December 31, 2027. The City of Dallas will participate at a rate of 0% in 2006 and 2007 and at a rate of 90% in 2008 and thereafter. Dallas County will participate at a rate of 0% in 2006 and 2007 and at a rate of 55% in 2008 and thereafter. TIF collections will terminate once the TIF budget of \$76,976,666 (net present value) has been collected or December 31, 2027, whichever occurs first. Based on current development projections, the TIF budget is expected to be reached in 2027, after 22 years of collections.

Financial Feasibility

The private development plans, public improvement program, general financing strategy and financial assumptions were all included in a preliminary assessment prepared by the Good, Fulton, & Farrell, Crow Holdings and the City of Dallas, Office of Economic Development. The study is intended to be used as part of the economic feasibility study for the District in accordance with the provisions of Section 311.011, Texas Tax Code, and is available upon request.

Cumulative private development in the amended Plan is expected to increase property values to \$1.9 billion during the term of the TIF District. Since the TIF receives revenue only from the taxable value which exceeds the base year, "captured" taxable value accruing to the Design District TIF District will be approximately \$1.7 billion.

If revenues are received at the predicted rate, increment collections will be reached and final project improvements completed by Year 22 of the TIF term.

On a strict "pay-as-you-go" basis, the progress of the public improvements portion of the development program is a direct result of the revenues received and matched by the City's contributions. Therefore, if revenues exceed these projections, then the public improvements can be completed ahead of schedule. If revenues do not meet expectations, then the pace of public improvements will be slowed or discontinued

altogether based upon the advice of the Board of Directors and the approval of the City Council.

The Reinvestment Zone Financing Plan provides that the City and County will begin to realize additional revenues from the TIF in Year 22 of the program.

Based upon a set of TIF District assumptions and analysis, the preliminary project plan and reinvestment zone financing plan is feasible.

Financial Policies

General financial policies are governed by the City of Dallas Public/Private Partnership Program that was first approved by the City Council on March 13, 1996. This program provides a framework for development incentives in a variety of areas. Within this framework the Design District Board of Directors has adopted specific policies for the Design District TIF District:

- Public improvements will be phased at a pace that coincides with private development.
- Private developers desiring City participation in sharing the costs of infrastructure improvements needed for their projects must sign a Development Agreement with the City.
- Each Development Agreement is mutually exclusive - that is, the nature and extent of support from public funds may change over time as the District becomes more developed.
- The City may negotiate with financial institutions to secure notes or lines of credit to aid in the funding of projects within the TIF District, using any financial instrument, subject to City Council approval, or may issue certificates of obligation or TIF bonds for projects as described earlier in the Project Plan.
- If a developer requests funding for infrastructure improvements at a time when sufficient funds are not available in the TIF Reserve Fund, then improvements may be:
 - ~ deferred until funds are available
 - ~ constructed at the sole expense of the developer
 - ~ constructed at developer expense, with the City reimbursing the developer (with applicable interest) as funds become available
- Should project costs be paid that directly benefit the developer of a project, such as grants made to a developer as permitted by Chapter 311, Texas Tax Code, the City will enact and implement controls sufficient to ensure that any grant

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funds provided will be used to fulfill the public purposes of developing and diversifying the economy of the Design District TIF District, eliminating unemployment or underemployment in the District, and developing or expanding transportation, business and commercial activity in the District.

The Design District TIF Board may from time-to-time recommend amendments to these financial policies which will affect the operations of the TIF District.

The City reserves the right to amend this plan to provide for the establishment of a "sales tax increment" collection process, as permitted by Chapter 311, Texas Tax Code.

Other Financial Benefits

The original plan estimated that during the twenty-two year TIF term, approximately 1.4 million square feet of retail projects, 2.4 million square feet of office space, 4,200 new residential units, and 550 hotel rooms are expected to be developed within the boundaries of the Design District TIF District. Because the City and DART each have a one percent sales tax and the City also has a nine percent hotel tax and business personal property tax, this generates additional municipal revenue. **Appendix F** (based on original plan) estimates additional City and DART sales tax attributed to the anticipated retail development. By 2027, the City and DART will each receive roughly \$23.1 million (net present value) in incremental sales tax revenue from the Design District TIF District. **Appendix G** (based on original plan) estimates additional City hotel tax and business personal property tax attributed to the anticipated hotel, retail and office development. By 2027, the City will receive approximately \$8.6 million (net present value) in incremental hotel and business personal property taxes from the Design District TIF District.

The Dallas Independent School District is not expected to participate in the Design District TIF program. State law governing school funding since September 1999 makes TIF participation generally unattractive for a school district. Nevertheless, the DISD will receive incremental real property and business personal property taxes from the Design District TIF District (see **Appendix H**). DISD will receive an estimated \$91.3 million (net present value) over the twenty two year TIF term. All DISD tax projections bear risk that new Texas law may cap the rate of the local property taxes a school district may levy.

Conclusions

Based upon a set of assumptions and analysis of the Design District TIF District Project Plan and Reinvestment Zone Financing Plan, the plan has been determined to be feasible.

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Appendix A

2005 DCAD Real Property Accounts in the Design District TIF District

DCAD Account #	Exempt	Property Address	Improvements	Land	Total Value	Taxable Value
00000633832000000		1643 DRAGON	\$411,790.00	\$81,430.00	\$493,220.00	\$493,220.00
00000633835000000		1641 DRAGON	\$416,240.00	\$39,380.00	\$455,620.00	\$455,620.00
00000633838000000		1633 DRAGON	\$255,940.00	\$19,690.00	\$275,630.00	\$275,630.00
00000633841000000		1631 DRAGON	\$255,940.00	\$19,690.00	\$275,630.00	\$275,630.00
00000633844000000		1627 DRAGON	\$165,850.00	\$19,690.00	\$185,540.00	\$185,540.00
00000633847000000		1621 DRAGON	\$165,860.00	\$29,530.00	\$195,390.00	\$195,390.00
00000633850000000		1615 DRAGON	\$148,100.00	\$29,530.00	\$177,630.00	\$177,630.00
00000633853000000		1611 DRAGON	\$285,150.00	\$29,190.00	\$314,340.00	\$314,340.00
00000633856000000		1607 DRAGON	\$177,630.00	\$13,560.00	\$191,190.00	\$191,190.00
00000633859000000		1605 DRAGON	\$217,830.00	\$15,310.00	\$233,140.00	\$233,140.00
00000633862000000		1601 DRAGON	\$580,300.00	\$70,180.00	\$650,480.00	\$650,480.00
00000633865000000		1525 DRAGON	\$215,740.00	\$21,690.00	\$237,430.00	\$237,430.00
00000633868000000		1523 DRAGON	\$114,370.00	\$13,130.00	\$127,500.00	\$127,500.00
00000633872000000		1515 DRAGON	\$110,840.00	\$14,000.00	\$124,840.00	\$124,840.00
00000633873000000		1519 DRAGON	\$110,840.00	\$14,000.00	\$124,840.00	\$124,840.00
00000633874000000		1511 DRAGON	\$158,750.00	\$21,880.00	\$180,630.00	\$180,630.00
00000633877000000		1507 DRAGON	\$105,170.00	\$15,090.00	\$120,260.00	\$120,260.00
00000633883000000		1501 DRAGON	\$370,670.00	\$45,160.00	\$415,830.00	\$415,830.00
00000633886000000		1435 DRAGON	\$151,610.00	\$15,970.00	\$167,580.00	\$167,580.00
00000633889000000		1425 DRAGON	\$253,980.00	\$56,930.00	\$310,910.00	\$310,910.00
00000634684000000		1500 DRAGON	\$3,909,370.00	\$708,780.00	\$4,618,150.00	\$4,618,150.00
00000634687000000		1430 DRAGON	\$0.00	\$193,280.00	\$193,280.00	\$193,280.00
00683600060540000		1431 DRAGON	\$0.00	\$4,310.00	\$4,310.00	\$4,310.00
00683600060630000		1511 DRAGON	\$0.00	\$1,790.00	\$1,790.00	\$1,790.00
00683600060630100		1627 DRAGON	\$0.00	\$2,390.00	\$2,390.00	\$2,390.00
00683600060630200		1607 DRAGON	\$0.00	\$1,660.00	\$1,660.00	\$1,660.00
00683600060630300		1523 DRAGON	\$0.00	\$800.00	\$800.00	\$800.00
00683600060630400		1511 DRAGON	\$0.00	\$2,810.00	\$2,810.00	\$2,810.00
00683600060630500		1611 DRAGON	\$0.00	\$3,480.00	\$3,480.00	\$3,480.00
00683600060630600		1615 DRAGON	\$0.00	\$2,390.00	\$2,390.00	\$2,390.00
00683600060631000		1643 DRAGON	\$0.00	\$7,950.00	\$7,950.00	\$7,950.00
00683600060631500		1605 DRAGON	\$0.00	\$2,200.00	\$2,200.00	\$2,200.00
00683600060631600		1525 DRAGON	\$0.00	\$2,650.00	\$2,650.00	\$2,650.00
00683600060631700		1633 DRAGON	\$0.00	\$4,170.00	\$4,170.00	\$4,170.00
00683600060631800		1611 DRAGON	\$0.00	\$5,280.00	\$5,280.00	\$5,280.00
00683600060632000		1611 DRAGON	\$0.00	\$4,770.00	\$4,770.00	\$4,770.00
00683600060632500		1425 DRAGON	\$0.00	\$14,310.00	\$14,310.00	\$14,310.00
00683600060632600		1611 DRAGON	\$0.00	\$5,050.00	\$5,050.00	\$5,050.00
00683600060632800		1523 DRAGON	\$0.00	\$1,690.00	\$1,690.00	\$1,690.00
00683600060633000		1601 DRAGON	\$0.00	\$15,090.00	\$15,090.00	\$15,090.00
00684600160030000		1400 DRAGON	\$0.00	\$41,230.00	\$41,230.00	\$41,230.00
00000137836000000		1626 EDISON	\$171,240.00	\$79,220.00	\$250,460.00	\$250,460.00
00000137914000000		1551 EDISON	\$469,310.00	\$135,000.00	\$604,310.00	\$604,310.00
00000137917000000		1539 EDISON	\$395,000.00	\$126,000.00	\$521,000.00	\$521,000.00
00000137920000000		1531 EDISON	\$355,600.00	\$52,500.00	\$408,100.00	\$408,100.00
00000137923000000		1515 EDISON	\$246,040.00	\$70,700.00	\$316,740.00	\$316,740.00
00000137956000000		1550 EDISON	\$445,500.00	\$153,900.00	\$599,400.00	\$599,400.00
00000137959000000		1550 EDISON	\$203,200.00	\$37,660.00	\$240,860.00	\$240,860.00
00000137962000000		1546 EDISON	\$224,860.00	\$25,140.00	\$250,000.00	\$250,000.00
00000137965000000		1544 EDISON	\$270,070.00	\$28,350.00	\$298,420.00	\$298,420.00
00000137968000000		1532 EDISON	\$643,700.00	\$77,910.00	\$721,610.00	\$721,610.00
00000137971000000		1526 EDISON	\$153,980.00	\$23,920.00	\$177,900.00	\$177,900.00
00000137974000000		1522 EDISON	\$265,900.00	\$33,070.00	\$298,970.00	\$298,970.00
00000137977000000		1516 EDISON	\$134,060.00	\$20,620.00	\$154,680.00	\$154,680.00
00000137980000000		1512 EDISON	\$568,240.00	\$98,160.00	\$666,400.00	\$666,400.00
00100100430130000		1600 EDISON	\$0.00	\$81,900.00	\$81,900.00	\$81,900.00
00100100440200000		1600 EDISON	\$0.00	\$35,790.00	\$35,790.00	\$35,790.00
00100100440200200		1600 EDISON	\$0.00	\$7,490.00	\$7,490.00	\$7,490.00
00100300470250100		1525 EDISON	\$0.00	\$4,570.00	\$4,570.00	\$4,570.00

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Appendix A
2005 DCAD Real Property Accounts in the
Design District TIF District
(continued)

DCAD Account #	Exempt	Property Address	Improvements	Land	Total Value	Taxable Value
00100300470250200		1500 EDISON	\$0.00	\$10,530.00	\$10,530.00	\$10,530.00
00100300480300200		1504 EDISON	\$0.00	\$27,670.00	\$27,670.00	\$27,670.00
00100300480300500		1526 EDISON	\$0.00	\$6,210.00	\$6,210.00	\$6,210.00
00000634624000000		100 FORDYCE	\$829,320.00	\$136,480.00	\$965,800.00	\$965,800.00
00000634627000000		122 FORDYCE	\$504,140.00	\$80,060.00	\$584,200.00	\$584,200.00
00000775273000000		178 FORDYCE	\$0.00	\$270,000.00	\$270,000.00	\$270,000.00
00000775273000100		175 FORDYCE	\$0.00	\$112,510.00	\$112,510.00	\$112,510.00
006850002030A0000		134 FORDYCE	\$425,920.00	\$124,080.00	\$550,000.00	\$550,000.00
00000775273500000		161 FORDYCE	\$47,190.00	\$0.00	\$47,190.00	\$47,190.00
00000634528000000		167 GLASS	\$0.00	\$143,140.00	\$143,140.00	\$143,140.00
00000634531000000		161 GLASS	\$565,240.00	\$190,220.00	\$755,460.00	\$755,460.00
00000634534000000		141 GLASS	\$395,460.00	\$54,540.00	\$450,000.00	\$450,000.00
00000634537000000		135 GLASS	\$906,690.00	\$177,490.00	\$1,084,180.00	\$1,084,180.00
00000634570000100		161 GLASS	\$0.00	\$11,920.00	\$11,920.00	\$11,920.00
00000137794000000		1330 HI LINE	\$179,500.00	\$95,610.00	\$275,110.00	\$275,110.00
00000137794000100		1332 HI LINE	\$0.00	\$4,420.00	\$4,420.00	\$4,420.00
00000137794000200		1350 HI LINE	\$0.00	\$10,170.00	\$10,170.00	\$10,170.00
00000137797000000		1400 HI LINE	\$1,819,610.00	\$315,000.00	\$2,134,610.00	\$2,134,610.00
00000137803000000		1500 HI LINE	\$314,440.00	\$75,000.00	\$389,440.00	\$389,440.00
00000137806000000		1532 HI LINE	\$775,650.00	\$187,250.00	\$962,900.00	\$962,900.00
00000137809000000		1616 HI LINE	\$638,390.00	\$200,000.00	\$838,390.00	\$838,390.00
00000137812000000		1626 HI LINE	\$644,550.00	\$124,000.00	\$768,550.00	\$768,550.00
00000137815000000		1710 HI LINE	\$431,510.00	\$109,070.00	\$540,580.00	\$540,580.00
00000137818000000		1718 HI LINE	\$496,230.00	\$90,000.00	\$586,230.00	\$586,230.00
00000137950000000		1525 HI LINE	\$717,940.00	\$135,000.00	\$852,940.00	\$852,940.00
00000775177000000		1909 HI LINE	\$805,380.00	\$192,780.00	\$998,160.00	\$998,160.00
00000775180000000		1935 HI LINE	\$0.00	\$181,610.00	\$181,610.00	\$181,610.00
00000775183000000		1923 HI LINE	\$620.00	\$2,130.00	\$2,750.00	\$2,750.00
00000775201000000		1930 HI LINE	\$796,890.00	\$825,320.00	\$1,622,210.00	\$1,622,210.00
00000775204500000		1922 HI LINE	\$0.00	\$13,800.00	\$13,800.00	\$13,800.00
00100100440200100		1532 HI LINE	\$0.00	\$23,850.00	\$23,850.00	\$23,850.00
00100300470250000		1500 HI LINE	\$0.00	\$10,800.00	\$10,800.00	\$10,800.00
00100300480300000		1400 HI LINE	\$0.00	\$7,500.00	\$7,500.00	\$7,500.00
00100300480300700		1401 HI LINE	\$0.00	\$13,910.00	\$13,910.00	\$13,910.00
00788800370060000		1900 HI LINE	\$0.00	\$67,710.00	\$67,710.00	\$67,710.00
00000633793000000		1506 N INDUSTRIAL	\$179,780.00	\$50,220.00	\$230,000.00	\$230,000.00
00000633796000000		1522 N INDUSTRIAL	\$282,640.00	\$97,210.00	\$379,850.00	\$379,850.00
00000633799000000		1530 N INDUSTRIAL	\$67,580.00	\$51,560.00	\$119,140.00	\$119,140.00
00000633802000000		1538 N INDUSTRIAL	\$0.00	\$26,120.00	\$26,120.00	\$26,120.00
00000634525000100		1501 N INDUSTRIAL	\$0.00	\$9,710.00	\$9,710.00	\$9,710.00
00683600060631200		1522 N INDUSTRIAL	\$0.00	\$4,740.00	\$4,740.00	\$4,740.00
00683600060631300		1522 N INDUSTRIAL	\$0.00	\$2,550.00	\$2,550.00	\$2,550.00
00683600060631900		1538 N INDUSTRIAL	\$0.00	\$5,320.00	\$5,320.00	\$5,320.00
00683600060631100		1430 N INDUSTRIAL	\$0.00	\$7,160.00	\$7,160.00	\$7,160.00
00000633790000000		1500 N INDUSTRIAL	\$164,530.00	\$39,200.00	\$203,730.00	\$203,730.00
00000108653000000		1530 INSPIRATION	\$0.00	\$2,990.00	\$2,990.00	\$2,990.00
00000108662000000		1530 INSPIRATION	\$1,867,010.00	\$349,580.00	\$2,216,590.00	\$2,216,590.00
00000144520500000		1531 INSPIRATION	\$0.00	\$660,350.00	\$660,350.00	\$660,350.00
00040200020000100		1500 INSPIRATION	\$0.00	\$59,190.00	\$59,190.00	\$59,190.00
00040200020000200	X	1500 INSPIRATION	\$0.00	\$3,750.00	\$3,750.00	\$0.00
00040200020000300	X	1500 INSPIRATION	\$0.00	\$1,260.00	\$1,260.00	\$0.00
00100300480300100		1300 INSPIRATION	\$0.00	\$9,120.00	\$9,120.00	\$9,120.00
00100300480300300		1500 INSPIRATION	\$0.00	\$13,750.00	\$13,750.00	\$13,750.00
00100300480300400		1500 INSPIRATION	\$0.00	\$8,860.00	\$8,860.00	\$8,860.00
00100300480300600		1400 INSPIRATION	\$0.00	\$4,980.00	\$4,980.00	\$4,980.00
00000633919000000		1630 IRVING	\$158,090.00	\$54,120.00	\$212,210.00	\$212,210.00
00000633922000000		1630 IRVING	\$0.00	\$12,600.00	\$12,600.00	\$12,600.00
00000633925000000		1628 IRVING	\$0.00	\$12,600.00	\$12,600.00	\$12,600.00
00000633928000000		1626 IRVING	\$0.00	\$12,930.00	\$12,930.00	\$12,930.00
00000634570000200		1500 IRVING	\$0.00	\$20,260.00	\$20,260.00	\$20,260.00

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Appendix A

**2005 DCAD Real Property Accounts in the
Design District TIF District
(continued)**

DCAD Account #	Exempt	Property Address	Improvements	Land	Total Value	Taxable Value
00000634612000000		1717 IRVING	\$2,333,810.00	\$431,320.00	\$2,765,130.00	\$2,765,130.00
00000775249000000		1820 IRVING	\$66,380.00	\$59,370.00	\$125,750.00	\$125,750.00
00000775261000000		1838 IRVING	\$43,790.00	\$82,200.00	\$125,990.00	\$125,990.00
00000775270000000		1800 IRVING	\$242,640.00	\$100,550.00	\$343,190.00	\$343,190.00
00000775312500000	X	1901 IRVING	\$1,634,930.00	\$128,520.00	\$1,763,450.00	\$0.00
00000775660000000		1900 IRVING	\$99,820.00	\$95,670.00	\$195,490.00	\$195,490.00
006850002030A0100		1721 IRVING	\$4,310.00	\$26,930.00	\$31,240.00	\$31,240.00
006850002030A0200		1729 IRVING	\$703,830.00	\$316,490.00	\$1,020,320.00	\$1,020,320.00
00789000210450000		1811 IRVING	\$0.00	\$39,640.00	\$39,640.00	\$39,640.00
00000634570000000		1500 LEVEE	\$0.00	\$2,400.00	\$2,400.00	\$2,400.00
00000634570000300		1500 LEVEE	\$0.00	\$7,190.00	\$7,190.00	\$7,190.00
00000634586000000		1421 LEVEE	\$399,960.00	\$63,370.00	\$463,330.00	\$463,330.00
00000634594000000		1511 LEVEE	\$234,480.00	\$80,520.00	\$315,000.00	\$315,000.00
00000634597000000		1515 LEVEE	\$65,200.00	\$11,730.00	\$76,930.00	\$76,930.00
00000634600000000		1517 LEVEE	\$70,540.00	\$29,270.00	\$99,810.00	\$99,810.00
00000634621000000		1710 LEVEE	\$324,960.00	\$40,250.00	\$365,210.00	\$365,210.00
00000634645000000		1605 LEVEE	\$235,500.00	\$43,100.00	\$278,600.00	\$278,600.00
00000634648000000		1715 LEVEE	\$139,400.00	\$45,950.00	\$185,350.00	\$185,350.00
00000634651000000		1717 LEVEE	\$152,240.00	\$22,760.00	\$175,000.00	\$175,000.00
00000634654000000		1725 LEVEE	\$83,960.00	\$38,890.00	\$122,850.00	\$122,850.00
00000634663000000		1727 LEVEE	\$137,090.00	\$18,690.00	\$155,780.00	\$155,780.00
00000634666000000		1733 LEVEE	\$177,150.00	\$18,360.00	\$195,510.00	\$195,510.00
00000634669000000		1737 LEVEE	\$132,720.00	\$21,410.00	\$154,130.00	\$154,130.00
00000634672000000		1745 LEVEE	\$125,120.00	\$70,320.00	\$195,440.00	\$195,440.00
00000634675000000		1807 LEVEE	\$100,800.00	\$23,580.00	\$124,380.00	\$124,380.00
00000634678000000		1811 LEVEE	\$87,770.00	\$45,000.00	\$132,770.00	\$132,770.00
00000775277000000		1802 LEVEE	\$276,250.00	\$84,750.00	\$361,000.00	\$361,000.00
00000775288000000		1821 LEVEE	\$99,620.00	\$10,200.00	\$109,820.00	\$109,820.00
00000775291000000		1825 LEVEE	\$98,960.00	\$12,000.00	\$110,960.00	\$110,960.00
00000775294000000		1829 LEVEE	\$110,600.00	\$17,400.00	\$128,000.00	\$128,000.00
00000775297000000		1831 LEVEE	\$210,870.00	\$21,690.00	\$232,560.00	\$232,560.00
00000775300000000		1833 LEVEE	\$168,900.00	\$21,950.00	\$190,850.00	\$190,850.00
00000775303000000		1835 LEVEE	\$247,710.00	\$34,940.00	\$282,650.00	\$282,650.00
00000775306000000		1839 LEVEE	\$107,040.00	\$11,430.00	\$118,470.00	\$118,470.00
00000775309000000		1841 LEVEE	\$156,550.00	\$34,150.00	\$190,700.00	\$190,700.00
00000775405000000		1847 LEVEE	\$11,450.00	\$25,210.00	\$36,660.00	\$36,660.00
00000775408000000		1901 LEVEE	\$378,450.00	\$59,410.00	\$437,860.00	\$437,860.00
00000775411000000		1917 LEVEE	\$180,190.00	\$30,220.00	\$210,410.00	\$210,410.00
00000775417000000		1925 LEVEE	\$219,210.00	\$70,790.00	\$290,000.00	\$290,000.00
00000775420000000		1933 LEVEE	\$323,090.00	\$70,520.00	\$393,610.00	\$393,610.00
00000775423000000		2001 LEVEE	\$52,580.00	\$20,840.00	\$73,420.00	\$73,420.00
00000775426000000		2011 LEVEE	\$0.00	\$46,600.00	\$46,600.00	\$46,600.00
00000775444000000		1845 LEVEE	\$218,990.00	\$41,480.00	\$260,470.00	\$260,470.00
00684900190050000		1500 LEVEE	\$0.00	\$2,030.00	\$2,030.00	\$2,030.00
00684900190140000		1500 LEVEE	\$0.00	\$13,700.00	\$13,700.00	\$13,700.00
00684900190140100		1500 LEVEE	\$0.00	\$4,370.00	\$4,370.00	\$4,370.00
00684900190140200		1112 LEVEE	\$0.00	\$250.00	\$250.00	\$250.00
00685000220080000		1700 LEVEE	\$0.00	\$880.00	\$880.00	\$880.00
00685000220080100		1700 LEVEE	\$0.00	\$22,940.00	\$22,940.00	\$22,940.00
00685000220080200		1700 LEVEE	\$0.00	\$2,310.00	\$2,310.00	\$2,310.00
00685000220080300		1800 LEVEE	\$0.00	\$2,470.00	\$2,470.00	\$2,470.00
00685000220080400		1700 LEVEE	\$0.00	\$640.00	\$640.00	\$640.00
006850002207A0000		1700 LEVEE	\$0.00	\$2,020.00	\$2,020.00	\$2,020.00
00789000220170000		1800 LEVEE	\$0.00	\$27,420.00	\$27,420.00	\$27,420.00
00789000250070000		1900 LEVEE	\$0.00	\$15,340.00	\$15,340.00	\$15,340.00
00789000250170000		2021 LEVEE	\$0.00	\$390.00	\$390.00	\$390.00
00789000250180000		2021 LEVEE	\$0.00	\$5,660.00	\$5,660.00	\$5,660.00
00000633805000000		1602 MARKET CENTER	\$67,340.00	\$25,740.00	\$93,080.00	\$93,080.00
00000633808000000		1606 MARKET CENTER	\$63,410.00	\$51,040.00	\$114,450.00	\$114,450.00
00000633811000000		1614 MARKET CENTER	\$91,360.00	\$25,000.00	\$116,360.00	\$116,360.00

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Appendix A

2005 DCAD Real Property Accounts in the Design District TIF District (continued)

DCAD Account #	Exempt	Property Address	Improvements	Land	Total Value	Taxable Value
00000633814000000		1618 MARKET CENTER	\$78,430.00	\$20,000.00	\$98,430.00	\$98,430.00
00000633817000000		1622 MARKET CENTER	\$89,160.00	\$22,500.00	\$111,660.00	\$111,660.00
00000633820000000		1624 MARKET CENTER	\$0.00	\$7,680.00	\$7,680.00	\$7,680.00
00000633823000000		1626 MARKET CENTER	\$0.00	\$15,400.00	\$15,400.00	\$15,400.00
00000633826000000		1632 MARKET CENTER	\$65,630.00	\$20,000.00	\$85,630.00	\$85,630.00
00000633829000000		1634 MARKET CENTER	\$29,080.00	\$124,130.00	\$153,210.00	\$153,210.00
00000633907000000		1601 MARKET CENTER	\$45,300.00	\$103,620.00	\$148,920.00	\$148,920.00
00000633910000000		1615 MARKET CENTER	\$71,230.00	\$73,220.00	\$144,450.00	\$144,450.00
00000633913000000		1639 MARKET CENTER	\$1,000.00	\$60,340.00	\$61,340.00	\$61,340.00
00000634525000000		1501 MARKET CENTER	\$946,610.00	\$400,020.00	\$1,346,630.00	\$1,346,630.00
00000775168000000		1900 MARKET CENTER	\$178,780.00	\$51,220.00	\$230,000.00	\$230,000.00
00000775210000000		1708 MARKET CENTER	\$650,350.00	\$221,080.00	\$871,430.00	\$871,430.00
00000775213000000		1804 MARKET CENTER	\$173,350.00	\$39,660.00	\$213,010.00	\$213,010.00
00000775216000000		1808 MARKET CENTER	\$150,030.00	\$60,000.00	\$210,030.00	\$210,030.00
00000775219000000		1812 MARKET CENTER	\$87,500.00	\$42,500.00	\$130,000.00	\$130,000.00
00000775220000000		1824 MARKET CENTER	\$320,150.00	\$109,960.00	\$430,110.00	\$430,110.00
00000775246000000		1715 MARKET CENTER	\$766,520.00	\$781,580.00	\$1,548,100.00	\$1,548,100.00
00000775252000000		1805 MARKET CENTER	\$527,840.00	\$272,150.00	\$799,990.00	\$799,990.00
00000775684000000		1944 MARKET CENTER	\$0.00	\$67,920.00	\$67,920.00	\$67,920.00
00000775687000000		1950 MARKET CENTER	\$63,970.00	\$162,810.00	\$226,780.00	\$226,780.00
00000775690000000		2030 MARKET CENTER	\$431,960.00	\$464,800.00	\$896,760.00	\$896,760.00
00000775696000000		2006 MARKET CENTER	\$175,000.00	\$189,780.00	\$364,780.00	\$364,780.00
00000775699000000		1900 MARKET CENTER	\$32,140.00	\$258,590.00	\$290,730.00	\$290,730.00
00000775705000000	X	2014 MARKET CENTER	\$176,550.00	\$74,100.00	\$250,650.00	\$0.00
00000775714000000		2010 MARKET CENTER	\$242,360.00	\$98,690.00	\$341,050.00	\$341,050.00
00683600060631400		1632 MARKET CENTER	\$0.00	\$2,120.00	\$2,120.00	\$2,120.00
00788800380150100		1708 MARKET CENTER	\$0.00	\$9,980.00	\$9,980.00	\$9,980.00
00788900270030000		1825 MARKET CENTER	\$4,185,040.00	\$729,720.00	\$4,914,760.00	\$4,914,760.00
00000137764000000		1628 OAK LAWN	\$657,020.00	\$135,300.00	\$792,320.00	\$792,320.00
00000137782000000		1700 OAK LAWN	\$859,800.00	\$147,020.00	\$1,006,820.00	\$1,006,820.00
00000137785000000		1650 OAK LAWN	\$0.00	\$83,750.00	\$83,750.00	\$83,750.00
00000137821000000		1616 OAK LAWN	\$598,830.00	\$111,950.00	\$710,780.00	\$710,780.00
00000137824000000		1620 OAK LAWN	\$760,620.00	\$125,560.00	\$886,180.00	\$886,180.00
00000137851000000		1444 OAK LAWN	\$6,662,730.00	\$2,043,270.00	\$8,706,000.00	\$8,706,000.00
00000633916000000		1212 OAK LAWN	\$189,450.00	\$35,970.00	\$225,420.00	\$225,420.00
00000634543000000		100 OAK LAWN	\$407,700.00	\$51,340.00	\$459,040.00	\$459,040.00
00000634546000000		118 OAK LAWN	\$377,820.00	\$46,980.00	\$424,800.00	\$424,800.00
00000634549000000		120 OAK LAWN	\$134,180.00	\$30,210.00	\$164,390.00	\$131,512.00
00000634552000000		126 OAK LAWN	\$261,110.00	\$54,000.00	\$315,110.00	\$315,110.00
00000634555000000		134 OAK LAWN	\$184,500.00	\$108,000.00	\$292,500.00	\$292,500.00
00000634567000000		180 OAK LAWN	\$352,880.00	\$399,040.00	\$751,920.00	\$751,920.00
00000634615000000		123 OAK LAWN	\$0.00	\$187,180.00	\$187,180.00	\$187,180.00
00000634618000000		111 OAK LAWN	\$321,370.00	\$56,150.00	\$377,520.00	\$377,520.00
00000634621000100		107 OAK LAWN	\$169,900.00	\$33,590.00	\$203,490.00	\$203,490.00
00000775198000000		1707 OAK LAWN	\$683,970.00	\$218,450.00	\$902,420.00	\$902,420.00
00000775228000000		1505 OAK LAWN	\$1,481,830.00	\$374,730.00	\$1,856,560.00	\$1,856,560.00
00000775231000000		1333 OAK LAWN	\$766,260.00	\$131,300.00	\$897,560.00	\$897,560.00
00000775234000000		1401 OAK LAWN	\$234,730.00	\$120,270.00	\$355,000.00	\$355,000.00
00000775240000000		1621 OAK LAWN	\$477,500.00	\$110,460.00	\$587,960.00	\$587,960.00
00000775243000000		1201 OAK LAWN	\$733,610.00	\$467,830.00	\$1,201,440.00	\$1,201,440.00
00683600060630700		1300 OAK LAWN	\$0.00	\$2,390.00	\$2,390.00	\$2,390.00
00683600060630800		1300 OAK LAWN	\$0.00	\$2,390.00	\$2,390.00	\$2,390.00
00683600060630900		1300 OAK LAWN	\$0.00	\$11,350.00	\$11,350.00	\$11,350.00
00683600060632700		1300 OAK LAWN	\$0.00	\$11,940.00	\$11,940.00	\$11,940.00
00788800380150000		1300 OAK LAWN	\$0.00	\$140,640.00	\$140,640.00	\$140,640.00
00000634615009900		123 OAK LAWN	\$710,310.00	\$0.00	\$710,310.00	\$710,310.00
006850002030A0300		148 RIVEREDGE	\$633,760.00	\$191,240.00	\$825,000.00	\$825,000.00
00000137861000000		1505 SLOCUM	\$1,257,570.00	\$142,430.00	\$1,400,000.00	\$1,400,000.00
00000137869000000		1435 SLOCUM	\$436,380.00	\$78,040.00	\$514,420.00	\$514,420.00
00000137878000000		1423 SLOCUM	\$0.00	\$26,780.00	\$26,780.00	\$26,780.00

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Appendix A

**2005 DCAD Real Property Accounts in the
Design District TIF District
(continued)**

DCAD Account #	Exempt	Property Address	Improvements	Land	Total Value	Taxable Value
00000137881000000		1415 SLOCUM	\$573,840.00	\$52,330.00	\$626,170.00	\$626,170.00
00000137884000000		1411 SLOCUM	\$289,420.00	\$28,000.00	\$317,420.00	\$317,420.00
00000137887000000		1403 SLOCUM	\$1,416,690.00	\$110,900.00	\$1,527,590.00	\$1,527,590.00
00000137899000000		1333 SLOCUM	\$551,560.00	\$78,440.00	\$630,000.00	\$630,000.00
00000137926000000		1502 SLOCUM	\$751,080.00	\$66,780.00	\$817,860.00	\$817,860.00
00000137929000000		1518 SLOCUM	\$408,010.00	\$91,990.00	\$500,000.00	\$500,000.00
00000137932000000		1528 SLOCUM	\$550,470.00	\$49,530.00	\$600,000.00	\$600,000.00
00000137935000000		1532 SLOCUM	\$529,450.00	\$75,350.00	\$604,800.00	\$604,800.00
00000137941000000		1544 SLOCUM	\$320,760.00	\$75,620.00	\$396,380.00	\$396,380.00
00000137947000000		1548 SLOCUM	\$498,840.00	\$75,620.00	\$574,460.00	\$574,460.00
00000137983000000		1436 SLOCUM	\$147,520.00	\$19,690.00	\$167,210.00	\$167,210.00
00000137986000000		1428 SLOCUM	\$426,250.00	\$39,380.00	\$465,630.00	\$465,630.00
00000137989000000		1418 SLOCUM	\$217,120.00	\$39,380.00	\$256,500.00	\$256,500.00
00000137995000000		1408 SLOCUM	\$43,810.00	\$3,940.00	\$47,750.00	\$47,750.00
00000137998000000		1406 SLOCUM	\$424,560.00	\$35,440.00	\$460,000.00	\$460,000.00
00000138001000000		1404 SLOCUM	\$223,450.00	\$21,880.00	\$245,330.00	\$245,330.00
00000138004000000		1400 SLOCUM	\$361,910.00	\$32,200.00	\$394,110.00	\$394,110.00
00000138007000000		1322 SLOCUM	\$435,950.00	\$78,850.00	\$514,800.00	\$514,800.00
00000138019000000		1533 SLOCUM	\$7,378,720.00	\$1,624,700.00	\$9,003,420.00	\$9,003,420.00
00100300460270000		1500 SLOCUM	\$0.00	\$5,080.00	\$5,080.00	\$5,080.00
00100300460270100		1400 SLOCUM	\$0.00	\$35,370.00	\$35,370.00	\$35,370.00
00100300460270400		1400 SLOCUM	\$0.00	\$13,710.00	\$13,710.00	\$13,710.00
00100300480190000		1414 SLOCUM	\$108,560.00	\$19,690.00	\$128,250.00	\$128,250.00
00100300480200000		1410 SLOCUM	\$240,310.00	\$19,690.00	\$260,000.00	\$260,000.00
00000108646000000	X	899 N STEMMONS	\$7,209,480.00	\$499,350.00	\$7,708,830.00	\$0.00
00000137743000000		1949 N STEMMONS	\$1,821,610.00	\$825,650.00	\$2,647,260.00	\$2,647,260.00
00000137749000000		1959 N STEMMONS	\$79,510.00	\$240,820.00	\$320,330.00	\$320,330.00
00000137761000000	X	1615 N STEMMONS	\$564,590.00	\$166,880.00	\$731,470.00	\$0.00
00000137767000000		1605 N STEMMONS	\$637,730.00	\$167,270.00	\$805,000.00	\$805,000.00
00000137773000000		1625 N STEMMONS	\$423,620.00	\$207,800.00	\$631,420.00	\$631,420.00
00000137776000000		1645 N STEMMONS	\$1,276,260.00	\$203,650.00	\$1,479,910.00	\$1,479,910.00
00000137776000100		1645 N STEMMONS	\$0.00	\$19,640.00	\$19,640.00	\$19,640.00
00000137783000000	X	1700 N STEMMONS	\$0.00	\$140,760.00	\$140,760.00	\$0.00
00000137788000000		1635 N STEMMONS	\$433,480.00	\$152,820.00	\$586,300.00	\$586,300.00
00000137839000000		1525 N STEMMONS	\$172,350.00	\$75,140.00	\$247,490.00	\$247,490.00
00000146989500000		1333 N STEMMONS	\$11,631,600.00	\$1,060,090.00	\$12,691,690.00	\$12,691,690.00
00000146989600000		1333 N STEMMONS	\$0.00	\$104,770.00	\$104,770.00	\$104,770.00
00127400000020000		1323 N STEMMONS	\$1,251,420.00	\$117,390.00	\$1,368,810.00	\$1,368,810.00
00000775171000000		1401 TURTLE CREEK	\$270,810.00	\$137,150.00	\$407,960.00	\$407,960.00
00000775174000000		1405 TURTLE CREEK	\$371,900.00	\$94,620.00	\$466,520.00	\$466,520.00
00000775189000000		1501 TURTLE CREEK	\$615,510.00	\$154,490.00	\$770,000.00	\$770,000.00
00000775192000000		1511 TURTLE CREEK	\$641,620.00	\$233,050.00	\$874,670.00	\$874,670.00
00000775195000000		1525 TURTLE CREEK	\$1,016,010.00	\$190,610.00	\$1,206,620.00	\$1,206,620.00
00000775225000000		1400 TURTLE CREEK	\$4,552,420.00	\$1,042,870.00	\$5,595,290.00	\$5,595,290.00
00000775225000100		1400 TURTLE CREEK	\$0.00	\$78,900.00	\$78,900.00	\$78,900.00
00000775264000000		1212 TURTLE CREEK	\$166,000.00	\$384,000.00	\$550,000.00	\$550,000.00
00000775279000000		150 TURTLE CREEK	\$2,060,500.00	\$1,369,500.00	\$3,430,000.00	\$3,430,000.00
00000775312000000		167 TURTLE CREEK	\$612,440.00	\$255,560.00	\$868,000.00	\$868,000.00
00000775315000000		139 TURTLE CREEK	\$398,480.00	\$127,980.00	\$526,460.00	\$526,460.00
00000775318000000		101 TURTLE CREEK	\$301,030.00	\$223,970.00	\$525,000.00	\$525,000.00
00000775667000000		1201 TURTLE CREEK	\$128,530.00	\$118,030.00	\$246,560.00	\$246,560.00
00788800360070000		1300 TURTLE CREEK	\$0.00	\$59,470.00	\$59,470.00	\$59,470.00
00605300000000300		2100 STEMMONS	\$0.00	\$1,045,090.00	\$1,045,090.00	\$1,045,090.00

Total

\$141,852,062

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**Appendix A – Design District Sub-District Expanded Area (2013 estimated)
accounts**

DCAD Account #	Exempt	Property Address	Improvements	Land	Total Value	Taxable Value
0000063443200000		1420 DRAGON ST	\$112,000	\$33,000	\$145,000	\$145,000
00684600160020100		300 COLE ST	\$0	\$9,300	\$9,300	\$9,300
00000634465000000		327 COLE ST	\$127,710	\$390,050	\$517,760	\$517,760
00000634429000000		1414 DRAGON ST	\$142,890	\$42,110	\$185,000	\$185,000
00000634441000000		1412 DRAGON ST	\$0	\$69,050	\$69,050	\$69,050
00000634459000000		331 COLE ST	\$227,090	\$112,910	\$340,000	\$340,000
00000634456000000		1313 SLOCUM ST	\$466,650	\$281,750	\$748,400	\$748,400
00683600060633100		1400 N RIVERFRONT BLVD	\$0	\$2,390	\$2,390	\$2,390
00000633787000000		1430 N RIVERFRONT BLVD	\$68,800	\$109,200	\$178,000	\$178,000
00000633892000000		1419 DRAGON ST	\$133,560	\$84,380	\$217,940	\$217,940
00000634435000000		315 COLE ST	\$285,250	\$249,750	\$535,000	\$535,000
00000634438000000		1410 DRAGON ST	\$233,470	\$60,750	\$294,220	\$294,220
00000634426000000		1400 DRAGON ST	\$178,710	\$156,260	\$334,970	\$334,970
00683600060632300		1400 N RIVERFRONT BLVD	\$0	\$7,150	\$7,150	\$7,150
00000633784000000		1426 N RIVERFRONT BLVD	\$84,400	\$75,600	\$160,000	\$160,000
00684600160020000		300 COLE ST	\$0	\$12,000	\$12,000	\$12,000
00000633895000000		1413 DRAGON ST	\$324,260	\$84,380	\$408,640	\$408,640
00683600060632400		1415 DRAGON ST	\$0	\$4,770	\$4,770	\$4,770
00000633898000000		1411 DRAGON ST	\$230,620	\$84,380	\$315,000	\$315,000
00000633781000000		1418 N RIVERFRONT BLVD	\$62,770	\$148,500	\$211,270	\$211,270
00683600060632900		1411 DRAGON ST	\$0	\$2,390	\$2,390	\$2,390
00683600060010000		1400 N RIVERFRONT BLVD	\$103,870	\$126,360	\$230,230	\$230,230
00000633778000000		1418 N RIVERFRONT BLVD	\$0	\$71,320	\$71,320	\$71,320
00000633901000000		1403 DRAGON ST	\$446,070	\$168,750	\$614,820	\$614,820
00683600060632200		1403 DRAGON ST	\$0	\$4,770	\$4,770	\$4,770
00000633775000000		1408 N RIVERFRONT BLVD	\$32,590	\$70,370	\$102,960	\$102,960
00683600060020000		1404 N RIVERFRONT BLVD	\$70,670	\$54,470	\$125,140	\$125,140
00000634378000000		318 COLE ST	\$373,280	\$191,720	\$565,000	\$565,000
00000634384000000		1330 DRAGON ST	\$283,230	\$121,260	\$404,490	\$404,490
00684500150190300		318 COLE ST	\$0	\$8,500	\$8,500	\$8,500
00684500150190000		300 COLE ST	\$0	\$16,980	\$16,980	\$16,980
00000634387000000		1310 DRAGON ST	\$227,430	\$89,780	\$317,210	\$253,768
00000633748000000		1327 DRAGON ST	\$245,250	\$168,750	\$414,000	\$414,000
00683500050330400		1327 DRAGON ST	\$100	\$4,770	\$4,870	\$4,870
00000634390000000		1308 DRAGON ST	\$215,460	\$89,780	\$305,240	\$305,240
00683500050330500		1318 N RIVERFRONT BLVD	\$0	\$9,540	\$9,540	\$9,540
00000634396000000		1227 SLOCUM ST	\$814,920	\$435,080	\$1,250,000	\$1,250,000
00000634393000000		1304 DRAGON ST	\$156,760	\$65,840	\$222,600	\$222,600
00000633745000000		200 COLE ST	\$352,500	\$67,500	\$420,000	\$420,000
00000633751000000		1319 DRAGON ST	\$244,500	\$168,750	\$413,250	\$413,250
00000634381000000		1302 DRAGON ST	\$167,580	\$71,820	\$239,400	\$239,400
00000634399000000		1217 SLOCUM ST	\$297,000	\$180,000	\$477,000	\$477,000
00683500050330000		200 COLE ST	\$0	\$4,790	\$4,790	\$4,790
00000634372000000		1230 DRAGON ST	\$277,880	\$152,120	\$430,000	\$430,000
00000634375000000		1300 DRAGON ST	\$214,130	\$91,770	\$305,900	\$305,900
00000634402000000		1215 SLOCUM ST	\$430,000	\$180,000	\$610,000	\$610,000
00000633742000000		1322 N RIVERFRONT BLVD	\$473,070	\$135,000	\$608,070	\$608,070
00000633751000100		1311 DRAGON ST	\$270,230	\$168,750	\$438,980	\$438,980
00684500150190100		1217 SLOCUM ST	\$0	\$6,360	\$6,360	\$6,360
00000634369000000		1202 DRAGON ST	\$1,370,060	\$944,940	\$2,315,000	\$2,315,000
00000634405000000		1209 SLOCUM ST	\$365,000	\$150,000	\$515,000	\$515,000
00683500050330100		1314 N RIVERFRONT BLVD	\$0	\$2,390	\$2,390	\$2,390
00000633739000000		1318 N RIVERFRONT BLVD	\$345,500	\$67,500	\$413,000	\$413,000
00683500050230000		1307 DRAGON ST	\$140,650	\$84,350	\$225,000	\$225,000
00684500150190200		300 HOWELL ST	\$0	\$22,260	\$22,260	\$22,260
00683500050330700		1310 N RIVERFRONT BLVD	\$0	\$3,710	\$3,710	\$3,710
00000633736000000		1314 N RIVERFRONT BLVD	\$233,320	\$67,500	\$300,820	\$300,820

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**Appendix A – Design District Sub-District Expanded Area (2013 estimated)
accounts continued**

DCAD Account #	Exempt	Property Address	Improvements	Land	Total Value	Taxable Value
00000634408000000		1205 SLOCUM ST	\$401,500	\$165,000	\$566,500	\$566,500
00000633733000000		1310 N RIVERFRONT	\$156,720	\$105,000	\$261,720	\$261,720
00000633730000000		1300 N RIVERFRONT	\$229,210	\$118,140	\$347,350	\$347,350
00000633760000000		1231 DRAGON ST	\$368,200	\$181,800	\$550,000	\$550,000
00000634411000000		1201 SLOCUM ST	\$362,260	\$135,000	\$497,260	\$497,260
00683500050331100		1220 N RIVERFRONT	\$0	\$7,160	\$7,160	\$7,160
00000633727000000		1230 N RIVERFRONT	\$140,630	\$67,500	\$208,130	\$208,130
00000633763000000		1221 DRAGON ST	\$488,900	\$187,500	\$676,400	\$676,400
00683500050330900		1221 DRAGON ST	\$0	\$5,300	\$5,300	\$5,300
00000633724000000		1220 N RIVERFRONT	\$157,630	\$67,500	\$225,130	\$225,130
00000633766000200		1215 DRAGON ST	\$291,110	\$84,380	\$375,490	\$375,490
00000634339000000		1131 SLOCUM ST	\$283,490	\$270,000	\$553,490	\$553,490
00683500050331000		1202 N RIVERFRONT	\$0	\$11,930	\$11,930	\$11,930
00000633721000000		1220 N RIVERFRONT	\$0	\$67,500	\$67,500	\$67,500
00684400140240000		300 HOWELL ST	\$0	\$47,700	\$47,700	\$47,700
00000633766000100		1211 DRAGON ST	\$465,620	\$84,380	\$550,000	\$550,000
00683500050330800		1211 DRAGON ST	\$0	\$2,390	\$2,390	\$2,390
00000634342000000		1123 SLOCUM ST	\$486,000	\$270,000	\$756,000	\$756,000
00000633718000000		1216 N RIVERFRONT	\$191,590	\$67,500	\$259,090	\$259,090
00683500050330200		1203 DRAGON ST	\$0	\$2,390	\$2,390	\$2,390
00000634345000000		1115 SLOCUM ST	\$203,580	\$135,000	\$338,580	\$338,580
00000633766000000		1203 DRAGON ST	\$392,610	\$168,750	\$561,360	\$561,360
00683500050330300		200 HOWELL ST	\$0	\$4,770	\$4,770	\$4,770
00000633715000000		1202 N RIVERFRONT	\$480,440	\$270,000	\$750,440	\$750,440
00000634348000000		1107 SLOCUM ST	\$512,640	\$540,000	\$1,052,640	\$1,052,640
00000633688000000		1135 DRAGON ST	\$278,840	\$112,500	\$391,340	\$391,340
00000633691000000		1131 DRAGON ST	\$104,060	\$56,250	\$160,310	\$160,310
00683400040331400		1135 DRAGON ST	\$0	\$3,180	\$3,180	\$3,180
00683400040330700		1130 N RIVERFRONT	\$0	\$7,140	\$7,140	\$7,140
00000634360000000		1029 SLOCUM ST	\$0	\$135,000	\$135,000	\$135,000
00000633694000000		1115 DRAGON ST	\$375,810	\$102,320	\$478,130	\$478,130
00683400040330300		1131 DRAGON ST	\$0	\$1,590	\$1,590	\$1,590
00000634333000000		1080 DRAGON ST	\$2,205,000	\$945,000	\$3,150,000	\$3,150,000
00000634357000000		1025 SLOCUM ST	\$341,470	\$135,000	\$476,470	\$476,470
00000633694000100		1113 DRAGON ST	\$257,330	\$84,380	\$341,710	\$341,710
00000633685000000		1130 N RIVERFRONT	\$1,000	\$202,500	\$203,500	\$203,500
00000633694000200		1111 DRAGON ST	\$156,090	\$84,380	\$240,470	\$240,470
00000634354000000		1019 SLOCUM ST	\$140,000	\$135,000	\$275,000	\$275,000
00683400040330900		1113 DRAGON ST	\$0	\$2,380	\$2,380	\$2,380
00683400040330400		1100 N RIVERFRONT	\$0	\$7,160	\$7,160	\$7,160
00000634351000000		1013 SLOCUM ST	\$160,000	\$135,000	\$295,000	\$295,000
00683400040330800		1111 DRAGON ST	\$0	\$2,390	\$2,390	\$2,390
00000634330000000		1030 DRAGON ST	\$545,000	\$405,000	\$950,000	\$950,000
00000633682000000		1118 N RIVERFRONT	\$5,630	\$67,500	\$73,130	\$73,130
00000634327000000		1018 DRAGON ST	\$331,450	\$341,550	\$673,000	\$673,000
00000633697000000		1107 DRAGON ST	\$203,290	\$164,840	\$368,130	\$368,130
00683400040331200		1109 DRAGON ST	\$0	\$4,620	\$4,620	\$4,620
00000634312000000		1007 SLOCUM ST	\$74,530	\$253,230	\$327,760	\$327,760
00000633679000000		1114 N RIVERFRONT	\$66,280	\$135,000	\$201,280	\$201,280
00683400040331300		1100 N RIVERFRONT	\$0	\$4,660	\$4,660	\$4,660
00684400140240100		1006 DRAGON ST	\$0	\$26,280	\$26,280	\$26,280
00000633700000000		1105 DRAGON ST	\$596,480	\$168,750	\$765,230	\$765,230
00683400040330000		200 HOWELL ST	\$0	\$4,770	\$4,770	\$4,770
00000634315000000		965 SLOCUM ST	\$299,940	\$165,000	\$464,940	\$464,940
00000633676000000		1104 N RIVERFRONT	\$122,770	\$71,870	\$194,640	\$194,640
00000634321000000		1006 DRAGON ST	\$37,800	\$189,000	\$226,800	\$226,800
00683400040330500		1026 N RIVERFRONT	\$0	\$4,790	\$4,790	\$4,790
00000633673000000		1100 N RIVERFRONT	\$102,500	\$60,000	\$162,500	\$162,500
00000634318000000		961 SLOCUM ST	\$150,660	\$149,340	\$300,000	\$300,000
00000633703000000		1027 DRAGON ST	\$531,250	\$168,750	\$700,000	\$700,000

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**Appendix A – Design District Sub-District Expanded Area (2013 estimated)
accounts continued**

DCAD Account #	Exempt	Property Address	Improvements	Land	Total Value	Taxable Value
00683400040331000		1023 DRAGON ST	\$0	\$4,770	\$4,770	\$4,770
00000634336000000		963 SLOCUM ST	\$0	\$39,390	\$39,390	\$39,390
00000633670000000		1026 N RIVERFRONT BLVD	\$213,750	\$135,000	\$348,750	\$348,750
00683400040330600		1026 N RIVERFRONT BLVD	\$0	\$2,350	\$2,350	\$2,350
00000634324000000		1000 DRAGON ST	\$105,270	\$554,730	\$660,000	\$660,000
00000633706000000		1019 DRAGON ST	\$596,250	\$168,750	\$765,000	\$765,000
00683400040330100		1019 DRAGON ST	\$0	\$4,770	\$4,770	\$4,770
00683400040331100		1012 N RIVERFRONT BLVD	\$0	\$7,160	\$7,160	\$7,160
00000633667000000		1022 N RIVERFRONT BLVD	\$115,310	\$67,500	\$182,810	\$182,810
00000108736000000		955 SLOCUM ST	\$846,240	\$540,000	\$1,386,240	\$1,386,240
00683400040331500		1011 DRAGON ST	\$237,880	\$102,120	\$340,000	\$340,000
00040900000160200		300 WICHITA ST	\$0	\$19,080	\$19,080	\$19,080
00000633664000000		1018 N RIVERFRONT BLVD	\$0	\$67,500	\$67,500	\$67,500
00000633661000000		1012 N RIVERFRONT BLVD	\$148,920	\$67,500	\$216,420	\$216,420
00000633709000000		1003 DRAGON ST	\$59,880	\$240,120	\$300,000	\$300,000
00000633658000000		1010 N RIVERFRONT BLVD	\$169,060	\$67,500	\$236,560	\$236,560
006834000402A0000		209 PAYNE ST	\$30,000	\$50,860	\$80,860	\$80,860
00000108643000000		1025 N STEMMONS FWY	\$0	\$272,970	\$272,970	\$272,970
00040900000160000		300 WICHITA ST	\$0	\$9,560	\$9,560	\$9,560
00000108745000000		960 DRAGON ST	\$250,800	\$540,000	\$790,800	\$790,800
006834000401A0000		1000 N RIVERFRONT BLVD	\$81,010	\$83,580	\$164,590	\$164,590
00040900000170100		200 PAYNE ST	\$0	\$19,080	\$19,080	\$19,080
00000108709000000		923 SLOCUM ST	\$141,400	\$297,150	\$438,550	\$438,550
00000108643000000		1025 N STEMMONS FWY	\$0	\$269,430	\$269,430	\$269,430
00000108733000000		959 DRAGON ST	\$491,270	\$337,500	\$828,770	\$828,770
00040900000160100		923 SLOCUM ST	\$0	\$31,970	\$31,970	\$31,970
00000108721000000		930 N RIVERFRONT BLVD	\$0	\$177,719	\$177,719	\$177,719
00000108760000000		915 SLOCUM ST	\$1,000	\$405,000	\$406,000	\$406,000
00040900000170000		200 WICHITA ST	\$0	\$9,540	\$9,540	\$9,540
00000108739000000		940 N RIVERFRONT BLVD	\$68,500	\$270,000	\$338,500	\$338,500
00000108775000000		922 DRAGON ST	\$787,100	\$297,510	\$1,084,610	\$1,084,610
00000108721000000		930 N RIVERFRONT BLVD	\$0	\$174,270	\$174,270	\$174,270
00040900000010000		903 SLOCUM ST	\$0	\$229,330	\$229,330	\$229,330
00000108781000000		918 DRAGON ST	\$348,480	\$405,000	\$753,480	\$753,480
00000108787000000		919 DRAGON ST	\$483,270	\$225,000	\$708,270	\$708,270
00000108727000000		922 N RIVERFRONT BLVD	\$1,000	\$213,790	\$214,790	\$214,790
00000108790000000		915 DRAGON ST	\$45,300	\$214,700	\$260,000	\$260,000
00000108730000000		910 N RIVERFRONT BLVD	\$53,070	\$389,800	\$442,870	\$442,870
00000108778000000		908 DRAGON ST	\$169,800	\$205,200	\$375,000	\$375,000
00000108724000000		920 N RIVERFRONT BLVD	\$0	\$33,070	\$33,070	\$33,070
00000108778000100		900 DRAGON ST	\$220,580	\$199,800	\$420,380	\$420,380
00000108793000000		905 DRAGON ST	\$341,870	\$253,130	\$595,000	\$595,000
00000108742000000		902 N RIVERFRONT BLVD	\$52,940	\$151,660	\$204,600	\$204,600
00C7185000001303B		1303 DRAGON ST	\$249,100	\$36,760	\$285,860	\$228,688
00C7185000001303C		1303 DRAGON ST	\$211,160	\$31,150	\$242,310	\$129,848
00C7185000001303D		1303 DRAGON ST	\$222,650	\$32,850	\$255,500	\$140,400
00C71850001303A00		1303 DRAGON ST	\$273,440	\$55,140	\$328,580	\$328,580
Total						\$52,097,753

Note: The base value will be revised when final 2013 tax roll figures are available for the expanded boundary and pending any litigation or tax roll corrections in the District. The City will monitor property with different base years separately. Taxable values may vary by taxing jurisdiction due to different exemption levels.

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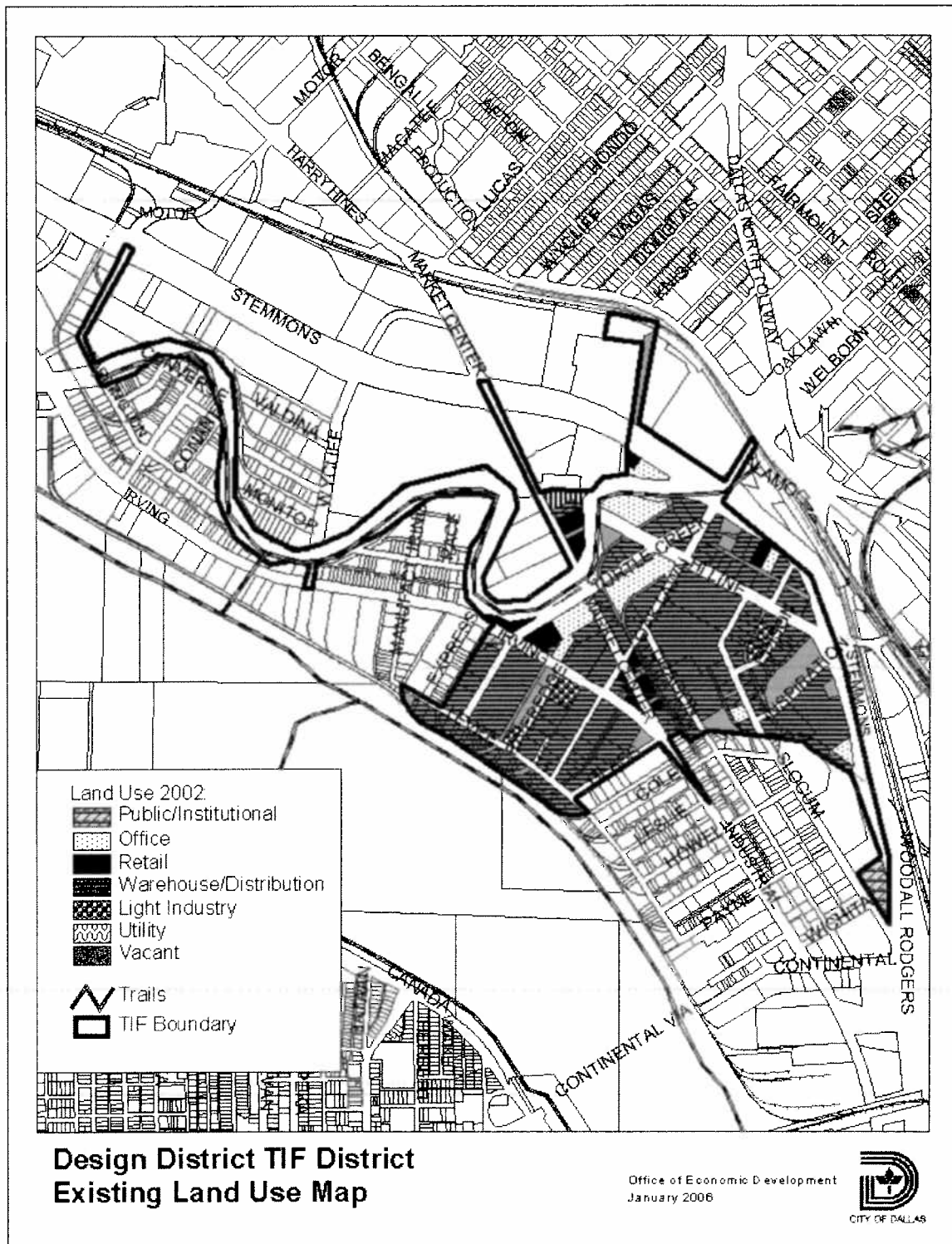
**Appendix A – Market Center/Stemmons Sub-District Expanded Area (2013
estimated) accounts**

DCAD Account #	Exempt	Property Address	Improvements	Land	Total Value	Taxable Value
0060550000060100		2300 N Stemmons Fwy	\$0	\$349,550	\$349,550	\$349,550
00000502378000000		2206 N Stemmons Fwy	\$0	\$1,613,110	\$1,613,110	\$1,613,110
00000502369000000		2300 N Stemmons Fwy	\$280,490	\$11,893,440	\$12,173,930	\$12,173,930
0060550000060200		2300 N Stemmons Fwy	\$0	\$274,960	\$274,960	\$274,960
00000502354000000		2525 Market Center Blvd	\$1,000	\$3,651,890	\$3,652,890	\$3,652,890
00000502358000000		2222 N Stemmons Fwy	\$23,337,300	\$3,162,700	\$26,500,000	\$26,500,000
00000502351000000		2503 Market Center Blvd	\$0	\$1,367,280	\$1,367,280	\$1,367,280
00000502357000000		2202 N Stemmons Fwy	\$215,390	\$5,400,610	\$5,616,000	\$5,616,000
00000775669000000		1955 Market Center Blvd	\$1,247,540	\$1,783,400	\$3,030,940	\$3,030,940
00000775670000000		1951 Market Center Blvd	\$0	\$476,250	\$476,250	\$476,250
00000775681000000		1931 Market Center Blvd	\$3,609,640	\$2,571,170	\$6,180,810	\$6,180,810
00000776374000000		1302 Medical District Dr	\$83,310	\$2,016,690	\$2,100,000	\$2,100,000
Total 2012 value						\$63,335,720
2013 estimate for added base value w/partial new construction						\$85,835,470

Note: The base value will be revised when final 2013 tax roll figures are available for the expanded boundary and pending any litigation or tax roll corrections in the District. The City will monitor property with different base years separately. Taxable values may vary by taxing jurisdiction due to different exemption levels.

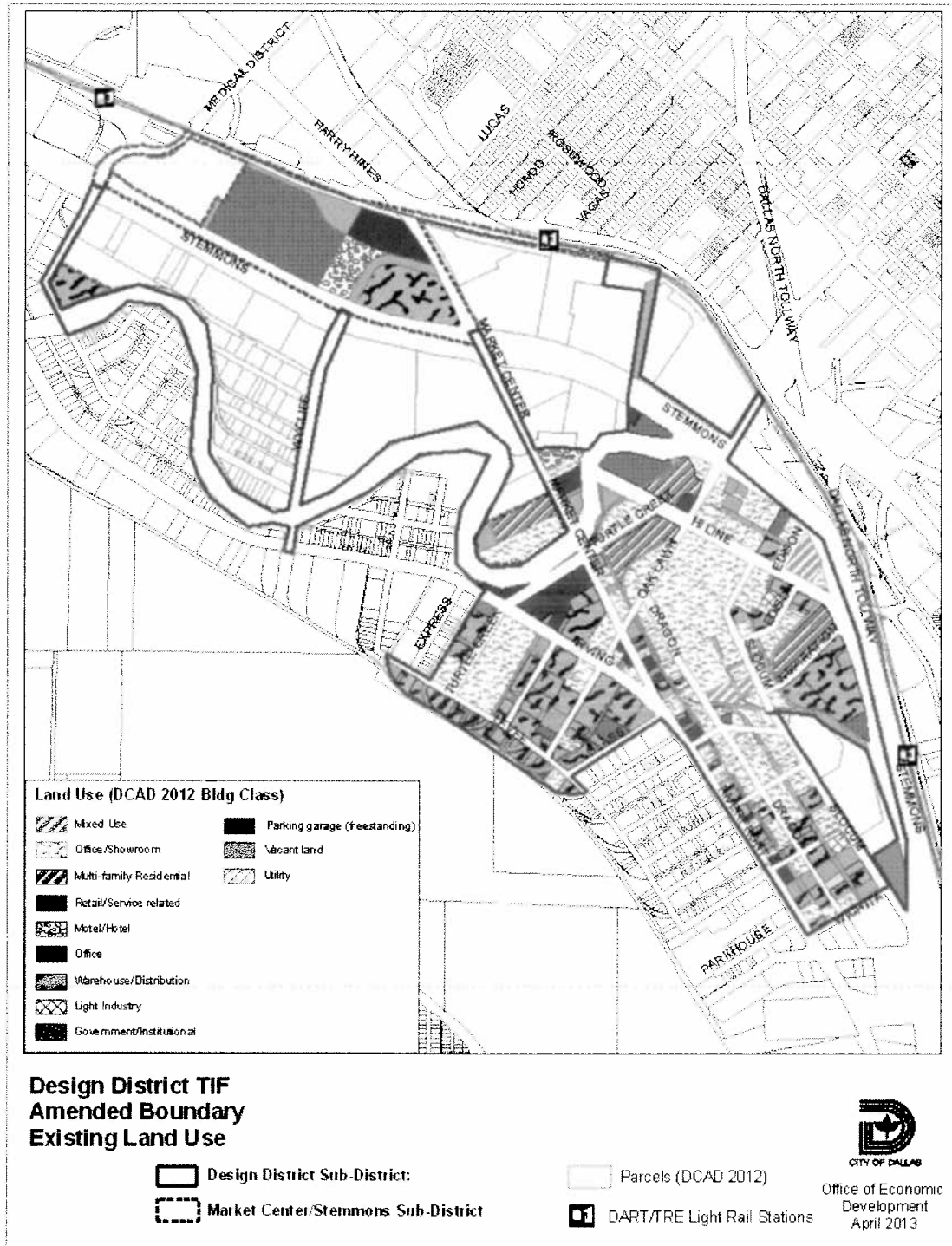
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Appendix B– Original Plan Existing Land Use Map



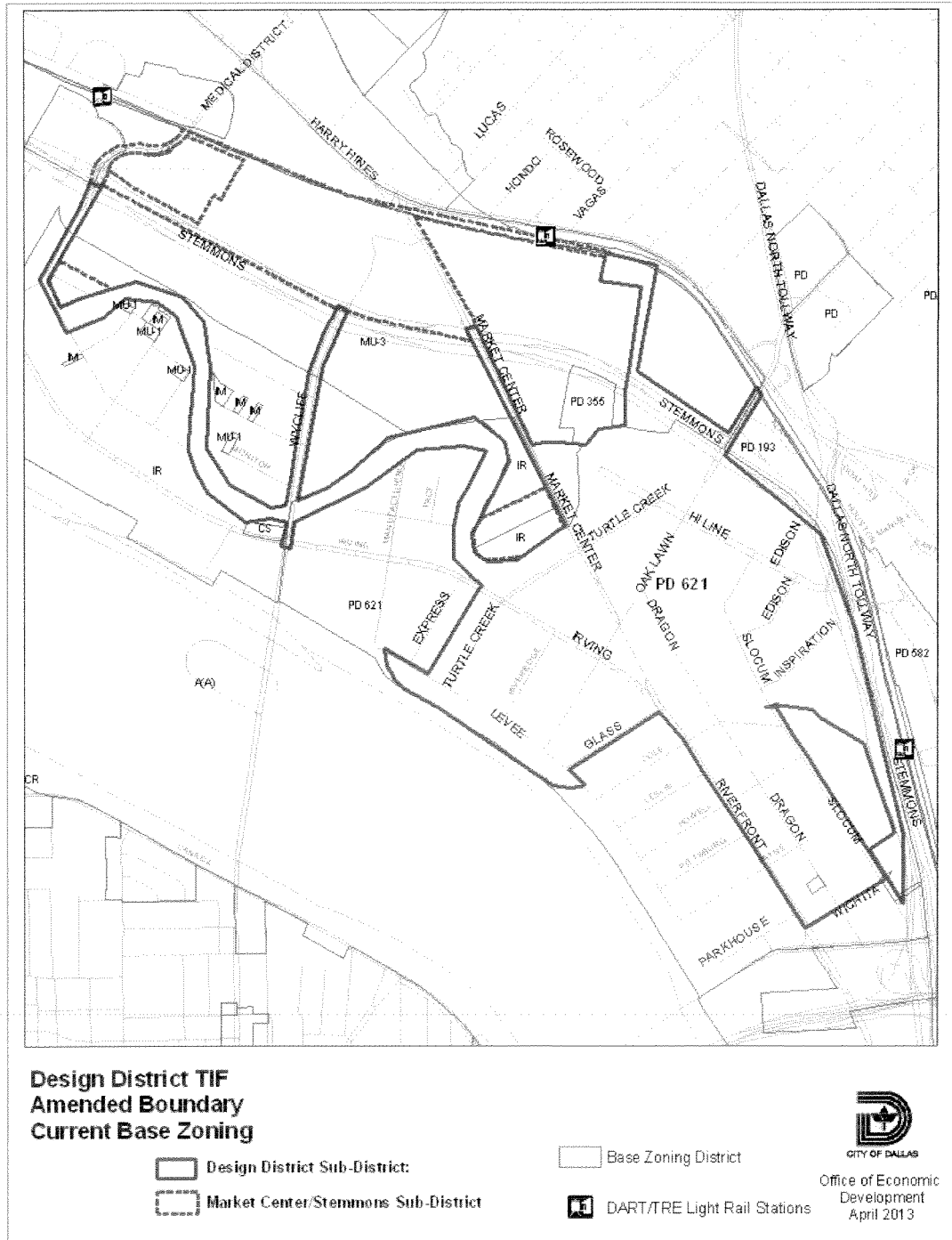
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Appendix C– Amended Plan Existing Land Use Map



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Appendix D– Amended Plan Current Zoning Map



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Appendix E - Original Plan

Comparable Developments based on DCAD Appraisals

Information is for the year noted.
The purpose of this schedule is to relate actual appraisals and other quantitative measures of comparable development in the metropolitan area.
Building floor area measurements exclude parking garages. Improvement appraisals include garages.

(a) Development Name	(b) Address	(c) Improvements	(d) Land	(e) Total Value	(f) Bldg. SF	(g) Imp. per BSF	(h) Land SF	(i) Land per LSF	(j) Total per BSF	(k) FAR	Year
Mixed use centers											
The Crescent	500 Crescent	Dallas	\$245,180,080	\$25,984,920	\$271,165,000	1,722,192	\$142	433,082	\$60	\$157	3.98 2005
Mockingbird Station	5307 Mockingbird	Dallas	\$77,490,670	\$11,386,140	\$88,876,810	565,675	\$137	379,538	\$30	\$157	1.49 2005
West Village		Dallas	\$35,971,000	\$7,957,620	\$43,928,620	315,653	\$114	282,513	\$28	\$139	1.12 2005
Galleria mall and department stores		Dallas	\$221,530,810	\$42,779,370	\$264,310,180	1,722,681	\$129	1,222,267	\$35	\$153	1.41 2005
Westin Galleria Hotel		Dallas	\$50,789,810	\$4,210,190	\$55,000,000	473,645	\$107	120,291	\$35	\$116	3.94 2005
Galleria office buildings		Dallas	\$115,140,300	\$12,908,500	\$128,048,800	1,535,614	\$75	368,814	\$35	\$83	4.16 2005
Galleria vacant land		Dallas	\$0	\$1,558,100	\$1,558,100	0		98,441	\$16		0.00 2005
Galleria grand total		Dallas	\$387,460,920	\$61,456,160	\$448,917,080	3,731,940	\$104	1,809,813	\$34	\$120	2.06
Retail centers											
One-Stop Mini-Mart	2324 McKinney	Dallas	\$576,860	\$1,423,080	\$1,999,940	3,509	\$164	23,718	\$60	\$570	0.15 2005
Lincoln Park (retail with. grocery)	7700 W. Northwest	Dallas	\$36,215,560	\$11,299,680	\$47,515,240	153,642	\$236	502,208	\$23	\$309	0.31 2005
Knox Park Village	3001 Knox	Dallas	\$17,796,280	\$2,798,910	\$20,595,190	81,893	\$217	87,172	\$32	\$251	0.94 2005
Highland Park Village total		High. Park	\$33,687,570	\$19,586,920	\$53,274,490	230,948	\$146	497,455	\$39	\$231	0.46 2005
Best Buy, CompUSA, Office Max	9358 N. Central	Dallas	\$15,455,230	\$9,544,770	\$25,000,000	184,996	\$84	636,318	\$15	\$135	0.29 2005
Office Max, Ross, etc.	2415 N. Haskell	Dallas	\$6,042,190	\$2,901,100	\$8,943,290	92,426	\$65	290,110	\$10	\$97	0.32 2005
Target	2417 N. Haskell	Dallas	\$3,426,210	\$3,873,790	\$7,300,000	128,688	\$27	387,379	\$10	\$57	0.33 2005
Grocery stores											
Whole Foods Market	4100 Lomo Alto	Dallas	\$3,488,800	\$1,775,900	\$5,264,700	35,600	\$98	70,236	\$25	\$148	0.51 2005
Kroger Signature	5665 E. Mockingbird	Dallas	\$578,210	\$6,282,830	\$6,861,040	79,228	\$7	349,046	\$18	\$87	0.23 2005
Office buildings											
2100 McKinney	2100 McKinney	Dallas	\$57,474,900	\$8,189,460	\$65,664,360	374,654	\$153	136,491	\$60	\$175	2.74 2005
Chase Tower	2200 Ross	Dallas	\$158,281,210	\$2,799,830	\$161,081,040	1,250,000	\$127	111,993	\$25	\$129	11.16 2005
Trammell Crow Center	2001 Ross	Dallas	\$141,253,560	\$2,851,440	\$144,105,000	1,245,324	\$113	95,048	\$30	\$116	13.10 2005
Fountain Place	1445 Ross	Dallas	\$127,473,260	\$2,247,740	\$129,721,000	1,297,418	\$98	78,848	\$29	\$100	16.45 2005
1845 Woodall Rodgers	1845 Woodall Rodgers	Dallas	\$10,027,320	\$2,171,400	\$12,198,720	185,007	\$54	36,190	\$60	\$66	5.11 2005
Residences											
1999 McKinney condos (62)	1999 McKinney	Dallas	\$32,925,450	\$1,309,414	\$34,234,864	175,482	\$188	29,098	\$45	\$195	6.03 2004
(Improvement figures are estimates based on 100% of three middle floors.)											
Portobello townhouse condo unit	33xx Blackburn	Dallas	\$415,870	\$59,130	\$475,000	2,606	\$160	N.A.	N.A.	\$182	N.A. 2004
Live Oak Lofts condos (113)	2502 Live Oak	Dallas	\$15,615,100	\$1,030,560	\$16,645,660	104,167	\$150	68,704	\$15	\$160	1.52 2004
(Improvement figures are estimates based on 9 units at middle of DCAD listing)											
Travis Terrace townhouse condo	39xx Travis	Dallas	\$400,610	\$42,420	\$443,030	2,782	\$144	2,121	\$20	\$159	1.31 2004
Lincoln Park	5445 Caruth Haven	Dallas	\$35,455,780	\$9,544,220	\$45,000,000	395,377	\$90	636,281	\$15	\$114	0.62 2004
Heights of State Thomas	3015 State	Dallas	\$14,616,920	\$3,921,090	\$18,538,010	173,545	\$84	122,534	\$32	\$107	1.42 2005
Knox Travis Park	4611 Travis	Dallas	\$12,692,040	\$537,960	\$13,230,000	137,331	\$92	26,898	\$20	\$96	5.11 2005
The Abbey	2521 Worthington	Dallas	\$3,380,550	\$944,450	\$4,325,000	48,082	\$70	29,514	\$32	\$90	1.63 2005
Jefferson at Gaston	2752 Gaston	Dallas	\$26,158,960	\$4,665,280	\$30,824,240	417,815	\$63	548,856	\$9	\$74	0.76 2005
Rovello	2610 Allen	Dallas	\$24,622,260	\$4,727,740	\$29,350,000	397,294	\$62	132,117	\$36	\$74	3.01 2005
Gables Concord	3003 Bookhout	Dallas	\$5,175,800	\$4,755,420	\$9,931,220	138,390	\$37	158,514	\$30	\$72	0.87 2005
Gables at Routh (Mirabella)	2600 Cole	Dallas	\$7,325,870	\$2,736,590	\$10,062,460	142,507	\$51	60,813	\$45	\$71	2.34 2005
Uptown Village		Dallas	\$29,356,860	\$11,037,660	\$40,394,520	570,793	\$51	328,315	\$34	\$71	1.74 2005
Jefferson at the North End	2323 N. Field	Dallas	\$27,940,320	\$16,395,540	\$44,335,860	623,997	\$45	468,444	\$35	\$71	1.33 2005
Block 588 Condos	3110 Thomas	Dallas	\$14,363,550	\$1,636,450	\$16,000,000	229,074	\$63	51,139	\$32	\$70	4.48 2005
Kirby Building		Dallas	\$12,950,000	\$1,800,000	\$14,750,000	209,223	\$62	30,000	\$60	\$70	6.97 2005
Davis Building	1309 Main	Dallas	\$14,860,940	\$873,000	\$15,733,940	241,481	\$62	14,550	\$60	\$65	16.60 2005
AMLI at Bryan Street		Dallas	\$20,462,860	\$3,847,140	\$24,310,000	375,461	\$55	298,880	\$13	\$65	1.26 2005
Majestic Lofts Residences	1900 Elm	Dallas	\$6,553,000	\$1,200,000	\$7,753,000	126,000	\$52	20,000	\$60	\$62	6.30 2005
Camden Farmers Market	2210 Canton	Dallas	\$16,231,940	\$5,676,390	\$21,908,330	381,441	\$43	306,632	\$18	\$57	1.24 2005
Heights of State Thomas	3110 Thomas	Dallas	\$14,363,550	\$1,636,450	\$16,000,000	299,362	\$48	51,139	\$32	\$53	5.85 2005
Wilson Building	1623 Main	Dallas	\$8,985,000	\$1,740,000	\$10,725,000	250,778	\$36	29,000	\$60	\$43	8.65 2005
Hotels											
The Mansion on Turtle Creek	2821 Turtle Creek	Dallas	\$16,504,580	\$5,495,420	\$22,000,000	82,976	\$199	157,012	\$35	\$265	0.53 2005
Hotel Zaza	2332 Leonard	Dallas	\$16,821,580	\$2,901,120	\$19,722,700	102,010	\$165	48,639	\$60	\$193	2.10 2005
Hotel St. Germain	2516 Maple	Dallas	\$359,600	\$540,400	\$900,000	8,273	\$43	15,440	\$35	\$109	0.54 2005
Hyatt Regency Hotel		Dallas	\$62,744,660	\$7,785,210	\$70,529,870	657,212	\$95	543,964	\$14	\$107	1.21 2004
Adam's Mark Hotel		Dallas	\$75,102,350	\$7,877,820	\$82,980,170	827,534	\$91	230,258	\$34	\$100	3.59 2005
Fairmont Hotel		Dallas	\$20,637,480	\$2,778,020	\$23,415,500	579,037	\$36	99,215	\$28	\$40	5.84 2005
Health											
Cooper Aerobics Center		Dallas	\$9,345,990	\$8,986,280	\$18,332,270	203,725	\$46	1,069,219	\$8	\$90	0.19 2005

Assumptions:

Gross floor areas and timing estimates provided by developer.

All floor area estimates of existing retail centers represent projected net increase in square footage (net gain)

Businesses are assumed operating by July of the previous fiscal year (three months before the indicated fiscal year begins).

Estimated sales per square foot are adjusted annually for inflation at:

Sales tax column approximates tax receipts in the indicated fiscal year.

3.00%

(a) (b) (c) ... (g) (h) (i) (j) (k) (l) (m) (n) (o)

Fiscal Year Ended	Fiscal Year of Initial Tax Receipts =												Total
	Gross Square Feet of Floor Area =												
	Estimated Sales per Gross Square Foot (in 2006 Dollars) =												
	Percent of Gross Sales Subject to Sales Tax =												
	2007	2009	2011	2012	2013	2014	2015	2018	2020	2022	2023	2025	
40,000	37,500	88,667	22,679	89,462	190,883	63,342	23,341	78,792	387,325	459,446			
\$225	\$225	\$225	\$225	\$225	\$225	\$225	\$225	\$225	\$225	\$225	\$225		
90%	90%	90%	90%	90%	90%	90%	90%	90%	90%	90%	90%		
2005	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0		
2006	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0		
2007	\$8,343,000	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$8,343,000		
2008	\$8,593,290	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$8,593,290		
2009	\$8,851,089	\$8,297,896	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$17,148,984		
2010	\$9,116,621	\$8,546,833	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$17,663,454		
2011	\$9,390,120	\$8,803,238	\$20,814,844	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$39,008,202		
2012	\$9,671,824	\$9,067,335	\$21,439,290	\$5,483,682	\$0	\$0	\$0	\$0	\$0	\$0	\$45,662,130		
2013	\$9,961,978	\$9,339,355	\$22,082,468	\$5,648,193	\$22,280,463	\$48,965,487	\$0	\$0	\$0	\$0	\$69,312,456		
2014	\$10,260,933	\$9,619,535	\$22,744,932	\$5,817,638	\$22,948,872	\$50,434,451	\$16,736,006	\$0	\$0	\$0	\$120,357,317		
2015	\$10,568,663	\$9,908,121	\$23,427,291	\$5,992,168	\$23,637,343	\$51,947,485	\$17,238,086	\$0	\$0	\$0	\$140,704,043		
2016	\$10,885,723	\$10,205,365	\$24,130,109	\$6,171,933	\$24,346,463	\$51,947,485	\$17,238,086	\$0	\$0	\$0	\$144,925,164		
2017	\$11,212,294	\$10,511,526	\$24,854,013	\$6,357,081	\$25,076,857	\$53,505,910	\$17,755,229	\$0	\$0	\$0	\$149,272,919		
2018	\$11,548,663	\$10,826,872	\$25,599,633	\$6,547,803	\$25,829,163	\$55,111,087	\$16,287,886	\$6,738,934	\$0	\$0	\$160,490,040		
2019	\$11,895,123	\$11,151,678	\$26,367,622	\$6,744,237	\$26,604,038	\$56,764,419	\$18,836,522	\$6,941,102	\$0	\$0	\$164,927,919		
2020	\$12,251,977	\$11,486,228	\$27,158,951	\$6,946,565	\$27,421,159	\$58,467,352	\$19,401,618	\$7,149,335	\$24,133,944	\$0	\$165,304,741		
2021	\$12,619,536	\$11,830,815	\$27,973,410	\$7,154,961	\$28,224,223	\$60,221,373	\$19,883,666	\$7,363,815	\$24,857,962	\$0	\$167,397,827		
2022	\$12,998,122	\$12,185,740	\$28,812,812	\$7,369,610	\$29,070,950	\$62,028,014	\$20,583,176	\$7,594,729	\$25,603,701	\$125,862,279	\$200,229,762		
2023	\$13,388,066	\$12,551,312	\$29,679,991	\$7,590,699	\$29,943,079	\$63,888,854	\$21,200,672	\$7,812,271	\$26,371,812	\$129,638,148	\$320,989,934		
2024	\$13,789,708	\$12,927,851	\$30,567,301	\$7,819,420	\$30,841,371	\$65,805,820	\$21,836,692	\$8,046,639	\$27,162,966	\$133,527,292	\$406,839,067		
2025	\$14,203,399	\$13,315,687	\$31,484,320	\$8,052,921	\$31,766,612	\$67,779,685	\$22,491,793	\$8,288,038	\$27,977,855	\$137,533,111	\$926,035,666		
2026	\$14,629,501	\$13,715,157	\$32,428,849	\$8,294,561	\$32,719,610	\$69,813,076	\$23,166,546	\$8,536,680	\$28,817,191	\$141,659,104	\$541,816,736		
2027	\$15,068,386	\$14,126,612	\$33,401,715	\$8,543,398	\$33,701,199	\$71,907,468	\$23,861,543	\$8,792,780	\$29,681,707	\$145,908,877	\$558,071,238		
Total for 22 years (2006-2027)													\$44,459,892
2006 NPV @ 4%													\$23,053,702

29037

Appendix G - Original Plan

Estimated City Hotel Occupancy Tax and Business Personal Property Tax from the Reinvestment Zone

Assumptions:

Date of City receipt of Hotel Occupancy Tax may lag date of earning by 3-4 months.

BPP Tax receipts generally occur 12-13 months after appraisal. Appraisals are for Jan. 1 of the year indicated.

Commercial development includes retail, office, and hotel projects.

(a) (b) (c) (d) (e) (f) (g) (h)

		City Hotel Occupancy Tax			City BPP Tax		Total
		Annual Room Receipts If 2007 ADR = \$120 Inflation = 3% Occupancy = 70%			Estimated Cumulative Square Feet New Commercial Development Estimated City BPP Tax @ \$20 per SF Commercial		Total Estimated City Hotel and BPP Tax
Year		Guest Rooms		Estimated City Hotel Occupancy Tax @ 9.00%			
Base	2005						
1	2006	0	\$0	\$0	40,000	\$5,934	\$5,934
2	2007	0	\$0	\$0	40,000	\$5,934	\$5,934
3	2008	0	\$0	\$0	77,500	\$11,496	\$11,496
4	2009	0	\$0	\$0	77,500	\$11,496	\$11,496
5	2010	0	\$0	\$0	316,167	\$46,900	\$46,900
6	2011	50	\$1,725,405	\$155,286	383,846	\$56,940	\$212,226
7	2012	50	\$1,777,167	\$159,945	473,308	\$70,211	\$230,156
8	2013	50	\$1,830,482	\$164,743	1,058,957	\$157,086	\$321,829
9	2014	50	\$1,885,397	\$169,686	1,122,299	\$166,482	\$336,168
10	2015	50	\$1,941,959	\$174,776	1,122,299	\$166,482	\$341,258
11	2016	50	\$2,000,217	\$180,020	1,122,299	\$166,482	\$346,501
12	2017	50	\$2,060,224	\$185,420	1,145,640	\$169,944	\$355,364
13	2018	50	\$2,122,031	\$190,983	1,145,640	\$169,944	\$360,927
14	2019	50	\$2,185,691	\$196,712	1,408,054	\$208,871	\$405,583
15	2020	50	\$2,251,262	\$202,614	1,408,054	\$208,871	\$411,484
16	2021	50	\$2,318,800	\$208,692	2,188,142	\$324,589	\$533,281
17	2022	50	\$2,388,364	\$214,953	3,030,065	\$449,480	\$664,433
18	2023	50	\$2,460,015	\$221,401	3,550,065	\$526,617	\$748,018
19	2024	500	\$25,338,154	\$2,280,434	3,955,065	\$586,694	\$2,867,128
20	2025	500	\$26,098,299	\$2,348,847	4,366,836	\$647,776	\$2,996,623
21	2026	500	\$26,881,248	\$2,419,312	4,366,836	\$647,776	\$3,067,089
22	2027	500	\$27,687,685	\$2,491,892	4,366,836	\$647,776	\$3,139,668
Total for 22 Years		-	\$132,952,400	\$11,965,716	-	\$5,453,781	\$17,419,497
2006 NPV @ 4%		-	-	\$5,774,068	-	\$2,861,020	\$8,635,088

29037

Appendix H - Original Plan
Estimated Annual DISD Real Property and Business Personal
Property Tax from the TIF District

Assumptions:

Estimated assessed values and captured appraised values are from a separate schedule.

Taxes are levied in September following the appraisal date. Collections occur in the next fiscal year.

Tax rates are for 2005, although actual rates will vary annually.

Texas school district property tax rates may be reduced by legislative or judicial actions.

This schedule depicts DISD real property and business personal property tax benefits only and does not take into account the effect of state recapture provisions.

(a) (b) (c) (d) (e) (f) (g)

DISD Real Property Tax				DISD BPP Tax		DISD Total Tax
Appraisal on January 1,	Estimated Total Assessed Value	Estimated Increase in Assessed Real Property (Captured Appraised Value)	Estimated Total RP Tax @ \$1.68836 per \$100	Estimated Cumulative Square Feet New Commercial Development	Estimated Total BPP Tax @ \$20 per SF Commercial	Estimated Total DISD Tax from Zone Retained
2005	\$141,852,062					
2006	\$143,979,843	\$2,127,781	\$35,925	40,000	\$13,507	\$49,431
2007	\$184,343,140	\$42,491,078	\$717,402	40,000	\$13,912	\$731,314
2008	\$187,006,724	\$45,154,662	\$762,373	77,500	\$27,763	\$790,137
2009	\$222,238,707	\$80,386,645	\$1,357,216	77,500	\$28,596	\$1,385,812
2010	\$223,250,033	\$81,397,971	\$1,374,291	316,167	\$120,160	\$1,494,451
2011	\$276,900,806	\$135,048,744	\$2,280,109	383,846	\$150,258	\$2,430,367
2012	\$281,621,293	\$139,769,231	\$2,359,808	473,308	\$190,837	\$2,550,645
2013	\$310,685,613	\$168,833,551	\$2,850,518	1,058,957	\$439,778	\$3,290,297
2014	\$396,460,202	\$254,608,140	\$4,298,702	1,122,299	\$480,067	\$4,778,769
2015	\$403,990,656	\$262,138,594	\$4,425,843	1,122,299	\$494,469	\$4,920,312
2016	\$410,050,516	\$268,198,454	\$4,528,155	1,122,299	\$509,303	\$5,037,458
2017	\$416,201,273	\$274,349,211	\$4,632,002	1,145,640	\$535,492	\$5,167,494
2018	\$436,176,609	\$294,324,547	\$4,969,258	1,145,640	\$551,556	\$5,520,814
2019	\$506,349,991	\$364,497,929	\$6,154,037	1,408,054	\$698,230	\$6,852,267
2020	\$558,585,803	\$416,733,741	\$7,035,966	1,408,054	\$719,177	\$7,755,142
2021	\$619,023,002	\$477,170,940	\$8,056,363	2,188,142	\$1,151,142	\$9,207,505
2022	\$829,538,385	\$687,686,323	\$11,610,621	3,030,065	\$1,641,884	\$13,252,505
2023	\$966,469,857	\$824,617,795	\$13,922,517	3,550,065	\$1,981,364	\$15,903,881
2024	\$1,142,459,804	\$1,000,607,742	\$16,893,861	3,955,065	\$2,273,624	\$19,167,485
2025	\$1,159,596,701	\$1,017,744,639	\$17,183,193	4,366,836	\$2,585,647	\$19,768,840
2026	\$1,235,083,504	\$1,093,231,442	\$18,457,682	4,366,836	\$2,663,216	\$21,120,899
2027	\$1,307,871,960	\$1,166,019,898	\$19,686,614	4,366,836	\$2,743,113	\$22,429,726
Total for 22 years (2006-2027)			\$153,592,457	-	\$20,013,094	\$173,605,551
2006 NPV @ 4%			\$81,035,060	-	\$10,250,233	\$91,285,293