

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

WHEREAS, the City has established Tax Increment Financing Reinvestment Zone Number Six, ("Farmers Market TIF District" or "District") and established a Board of Directors for the District to promote development or redevelopment in the Farmers Market area pursuant to Ordinance No. 23521, authorized by the City Council on May 27, 1998, as authorized by the Tax Increment Financing Act, Chapter 311 of the Texas Tax Code ("Act"), as amended; and

WHEREAS, on August 25, 1999, City Council authorized the Project Plan and Reinvestment Zone Financing Plan for the Farmers Market TIF District by Ordinance No. 24001, as amended; and

WHEREAS, on June 25, 2003, City Council authorized the Project Plan and Reinvestment Zone Financing Plan for the Farmers Market TIF District by Ordinance No. 25298, as amended; and

WHEREAS, on March 27, 2013, City Council authorized amendments to the Farmers Market TIF Project and Financing Plan, including the expansion of the geographic boundaries of the TIF district to include the Dallas Farmers Market property by Ordinance No. 28951; and

WHEREAS, on May 4, 2015, the Farmers Market TIF District Board of Directors recommended approval of the amendments to the Farmers Market TIF District Project and Financing Plan; and

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 Farmers Market TIF District, any other taxing districts, and any other interested persons to speak for or against the amendments.

May 27, 2015

NOW, THEREFORE,

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

Section 1. That a public hearing shall be held at 1:00 p.m. on June 10, 2015, in the City Council Chambers, Dallas City Hall, 6th Floor, 1500 Marilla Street, Dallas, Texas, at which time any interested person may appear and speak for or against any of the following proposed amendments to the Project and Reinvestment Zone Financing Plan for Tax Increment Financing Reinvestment Zone Number Six (the Farmers Market TIF District):

1. Increase the geographic area of the Farmers Market TIF District to include property located on the east side of Harwood Street, south of Canton Street (approximately 13,057 square feet);
2. Adjust TIF Budget to reflect increase in TIF collection (current dollars) from \$33,955,605 to \$48,398,723 (with no increase in NPV, 19,238,514); and
3. Other related modifications and at the close of the public hearing, consideration of an ordinance amending Ordinance No. 23521, previously approved on May 27, 1998, Ordinance No. 24001, previously approved on August 25, 1999, Ordinance No. 25298, previously approved on June 25, 2003, and Ordinance No. 28951, previously approved on March 27, 2013 to reflect these amendments.

Section 2. That notice of such public hearing shall be published in the official newspaper of the City of Dallas not later than seven (7) days prior to the date of such hearing, and that written notice of such hearing along with a copy of this resolution shall be delivered in writing to the presiding officer of the governing body of each taxing unit that includes in its boundaries real property that is to be included in the proposed reinvestment zone.

Section 3. That after the public hearing is closed; City Council shall consider an ordinance adopting the proposed amendments to the Project and Reinvestment Zone Financing Plan for Tax Increment Financing Reinvestment Zone Number Six (the Farmers Market TIF District), as listed in Section 1 of this resolution, which are further reflected in **Exhibit A**, attached hereto.

Section 4. That this resolution shall take effect immediately from and after its passage in accordance with the provisions of the Charter of the City of Dallas, and it is accordingly so resolved.

APPROVED BY
CITY COUNCIL

MAY 27 2015


City Secretary

Farmers Market Tax Increment Financing District



Amended Project Plan & Reinvestment Zone Financing Plan

Approved - August 25, 1999

Amended – May 9, 2001

June 25, 2003

March 27, 2013

June 10, 2015

Acknowledgements

The Farmers Market TIF District Project Plan and Reinvestment Zone Financing Plan was originally prepared by Mark Stein. The amended and restated plan was prepared by the City of Dallas, Office of Economic Development. 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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Current Dallas City Council

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| Deputy Mayor Pro Tem Tennell Atkins | Jerry R. Allen |
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Farmers Market TIF Board of Directors

Zane Aveton
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Stein Planning, LLC – Mark Stein

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Section 1: Amended and Restated Project Plan

Background

The Dallas City Council (the "Council") established the Tax Increment Financing Reinvestment Zone Number Six, City of Dallas, Texas (the "Zone") by City Ordinance 23521 on May 27, 1998 with the intent of promoting the development of an infill neighborhood near the Dallas Farmers Market. Since the Dallas Farmers Market was non-taxable, it was not included within the boundaries of the Zone.

Initially, most of the property located within the Farmers Market TIF District was controlled by Camden Property Trust ("Camden"). Camden developed 904 apartments and 17 townhomes. Other developers in the Zone are Perry Homes, Intown Homes LLC and Craig Melde. These developers have built an additional 72 town homes (to date) with another 108 currently under construction. The Farmers Market TIF District assisted these projects with funding for public infrastructure improvements needed to promote this redevelopment activity.

In 2012, the City of Dallas initiated an effort to promote the redevelopment of the Dallas Farmers Market, including the potential sale of much of the land to a qualified private developer. The City circulated an RFP and reviewed the two proposals submitted. The selected redevelopment proposal calls for the lease of the existing Shed 1 for the permanent farmers market and sale of the remaining property, excluding public rights-of-way. Public financial incentives are needed to facilitate this needed repurposing of the Dallas Farmers Market.

The purpose of this Amended Plan is to: 1) increase the boundaries of the Farmers Market TIF District to include the property currently known as the Dallas Farmers Market; 2) extend the term of the Farmers Market for an additional 15 years beyond its current expiration date from September 30, 2013 to December 31, 2028; 3) increase the budget of the Farmers Market TIF District to provide development incentives related to the redevelopment of the Dallas Farmers Market property; 4) to encourage the redevelopment and rebranding of the Dallas Farmers Market; 5) improve public infrastructure within the Dallas Farmers Market; and 6) allow for a directed sale of a portion of the Dallas Farmers Market to a developer whose redevelopment plan for the site matches the City's goals for the site.

Specifically, this document amends the amended Plan to achieve the following: (a) increase the boundaries as shown in Exhibit A and B called "Extended Zones B and C (Original Zone is referred as Zone A)"; (b) add new line items to include public improvements costs, called "project costs" and thus reimbursable out of the TIF Fund as specified in this Amended Plan; (c) extend the term of the Zone from September 30, 2013 to December 31, 2028; (d) decrease the percentage of

tax increment contributed by the City of Dallas during the extended term from 100% to 90% and request County participation at 40% and establish tax increment percentages for Zone and Extended Zone; (e) update and modify development and revenue forecasts for the Zone; and (f) create an Economic Development Grant program for the Farmers Market TIF District, as set forth in **Appendix E**.

In 2015, the Farmers Market TIF District boundary was amended to include properties located north and east of the existing boundary as shown as Zone C. **Exhibit A** provides information on the original and amended boundary (Zone A, B and C) of the Farmers Market TIF District and **Exhibit B** provides land use information.

Exhibit A: Zone and Extended Zone Map

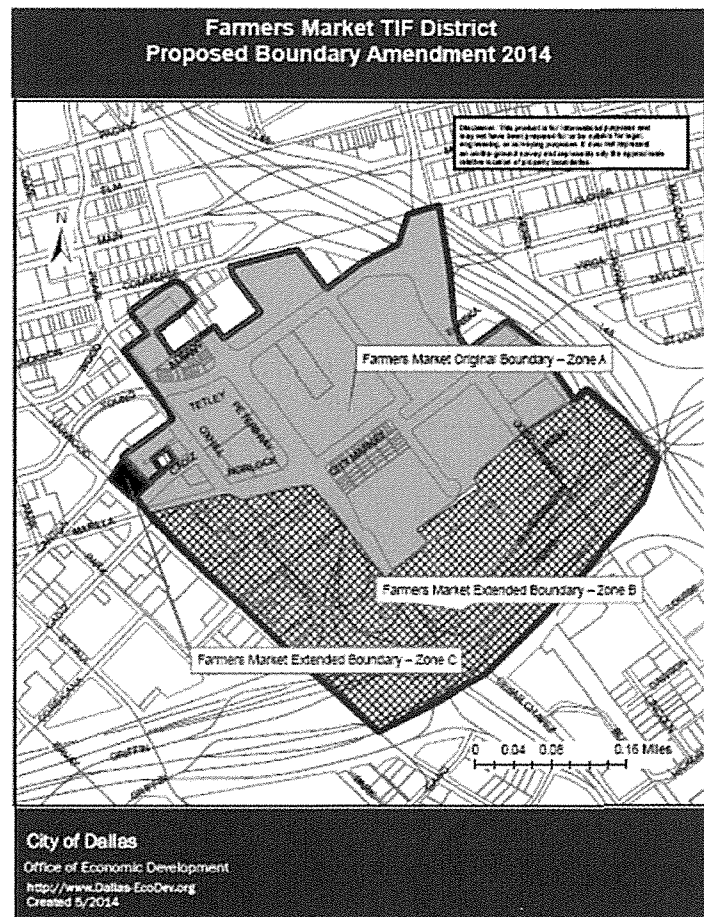
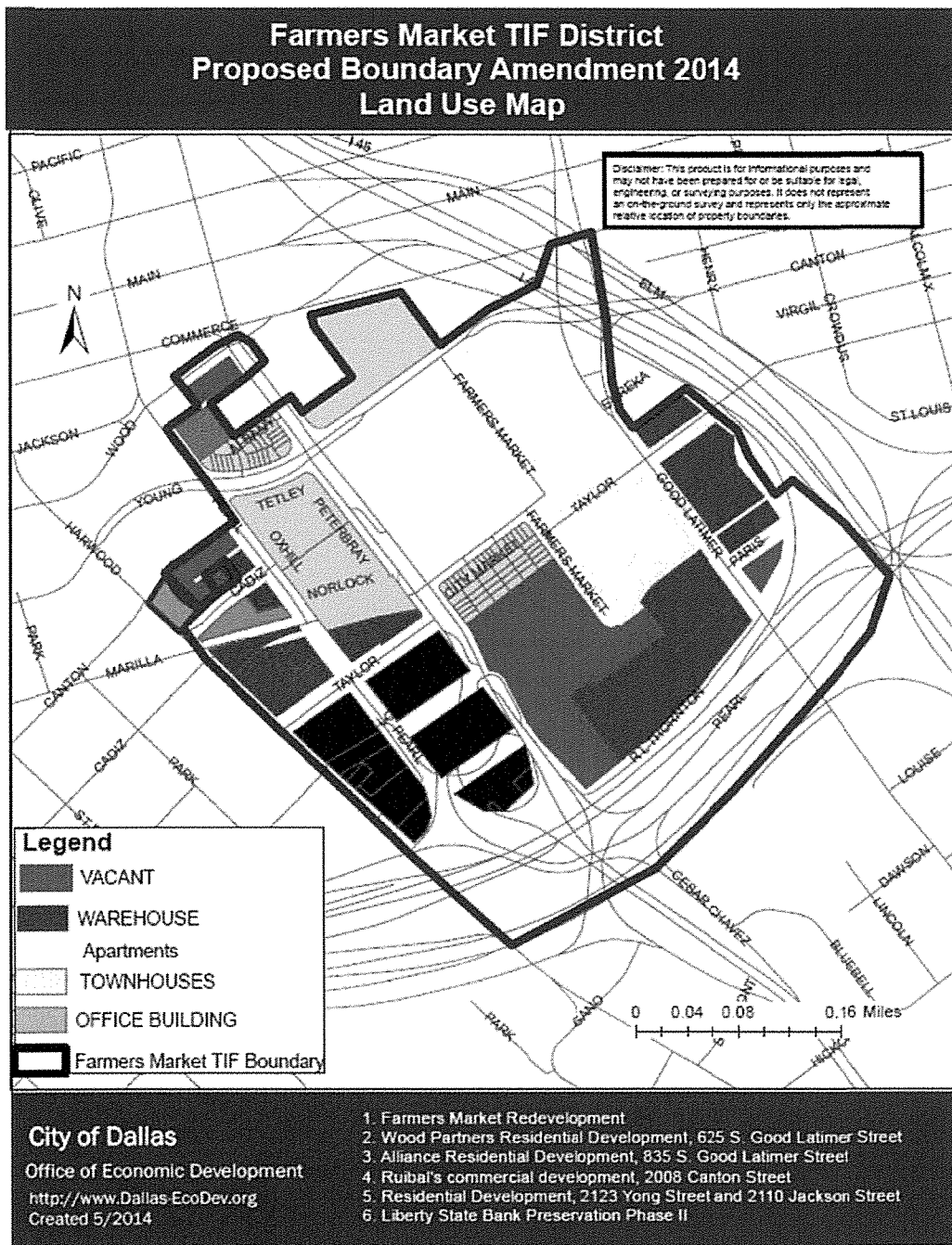


Exhibit B: Original Zone and Extended Zones Land Use Map



Development Goals and Objectives

The following development goals will meet the specific needs of the Farmers Market TIF District:

- Goal 1 – Create additional taxable value attributable to new private investment in projects in the Farmers Market TIF District totaling approximately \$114,000,000 over the term of the District.
- Goal 2 – Create urban neighborhood in southeast quadrant of downtown that capitalizes on proximity to the Dallas Farmers Market and supports concepts developed in the Downtown 360 Plan.
- Goal 3 – Facilitate redevelopment of the current Dallas Farmers Market area to adapt to changing market conditions and anchor the neighborhood.
- Goal 4 – Improve pedestrian, transit, bicycle and vehicular connections from the Farmers Market TIF District to the Downtown Core, Government District, Deep Ellum Entertainment District and Dallas Heritage Village/Cedars neighborhood.
- Goal 5 – Generate approximately \$16.5 million in total TIF collections through the end of the term of the TIF District in 2028 (final collection in 2029).
- Goal 6 – Diversify retail and commercial uses in the Farmers Market TIF District.
- Goal 7 – Encourage the development of housing in the Farmers Market TIF District that is available to households with diverse income levels.
- Goal 8 – Develop 1,700 housing units within the Farmers Market TIF District; and 100,000 square feet of commercial, restaurant and farmers market space.
- Goal 9 – Encourage the redevelopment of the current Dallas Farmers Market area including the sale of some City-owned property in the area and some street reconfigured to create a more usable site.

Section 2: Tax Increment Financing Explained

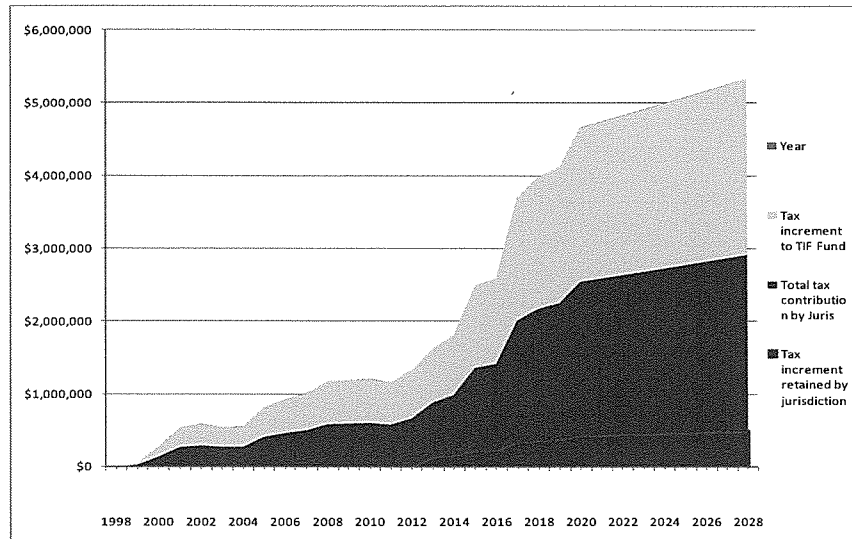
Tax increment financing (“TIF”) is a tool Texas local governments use to encourage redevelopment within a defined area. TIF funds can be used to fund a variety of improvements that benefit the public. These TIF financial contributions are intended to attract new investment to the defined area in an effort to increase property value. The primary statute governing tax increment financing is codified in Chapter 311 of the Texas Tax Code, as amended.

A municipality makes an area eligible for tax increment financing by designating a reinvestment zone (e.g., the Zone). Costs of specified improvements/grants within a reinvestment zone may be paid or reimbursed by property tax revenues generated from appreciated real property in the reinvestment zone. The additional tax dollars generated by growth of real property values in a reinvestment zone are called the “tax increment.” The tax increment flows to a tax increment fund (e.g., the TIF Fund) for a specified term of years. For the Zone, tax increments on real property levied through December 31, 2028 will flow to the TIF Fund. Money flowing to the TIF Fund each year will be disbursed according to this Amended Plan and agreements approved by the Board of Directors of the Zone (the “TIF Board”) and adopted by the City.

Exhibit C generally shows how tax revenues from real properties in a reinvestment zone flow to taxing units and the tax increment fund. **Exhibit C** assumes real property values in the reinvestment zone rise after the reinvestment zone’s designation.

Under certain TIF programs, cash accumulates in the tax increment fund and is used to purchase public improvements on a “pay-as-you-go” basis. More commonly, as with the Zone, a private developer or a public agency will provide cash to construct public improvements, with the tax increment fund eventually reimbursing the private developer or public agency for its costs plus reasonable interest.

Exhibit C: TIF Financial Impact



Municipalities may create reinvestment zones for tax increment financing. Once created, school districts, counties, hospital districts and college districts may participate in TIF programs. Each taxing unit may choose to dedicate to the tax increment fund all, a portion or none of the additional tax revenue attributable to increased real property value in the reinvestment zone.

Inclusion of a property in a reinvestment zone does not change the property tax rate for such property. Tax rates in a reinvestment zone are the same as tax rates outside the reinvestment zone, within the same set of taxing jurisdictions.

Section 3: Project Plan Improvements

Original Plan Improvements

The Original Plan improvements for the Farmers Market TIF District were very project oriented. **Phase IA, Phase IB and Phase II** improvements were related to the Camden development plan. Funding was designated for work on the improvements like: infrastructure, traffic, demolition, streetscape, utility relocation, public art, engineering, construction management, and other related improvements. **Deep Ellum Connector** improvements provided TIF funding to improve the connectivity between the Farmers Market TIF District and Deep Ellum. Funding under this category was designated for: infrastructure, paving, streetscape, engineering, construction management, lighting, park and open space improvement and other related improvements.

The Farmers Market TIF District Plan was amended in June 2003 to include an additional category – **Harlan Building Redevelopment**. This category was established to provide financial incentives related to the redevelopment of the historic Harlan Building. Specifically for improvements like: environmental remediation, interior/exterior demolition, historic façade restoration, design, engineering and other related improvements. This category was amended again in 2015 to broaden the scope of improvements allowed to include construction or re-construction of buildings to reinforce the historic context of the Farmers Market TIF District and improve the physical connection between the Dallas Farmers Market and Downtown Dallas.

The Original Plan improvements (which public improvements are substantially complete) are shown in **Appendix G** (Exhibit G-1, Exhibit G-2, Exhibit G3 and Exhibit G-4).

Amended and Restated Improvements

In the thirteen years since the adoption of the Original Plan, significant private investment has occurred in the Zone. Property values have grown by over 303.1 percent. Changing trends in grocery stores and neighborhood farmer markets have changed the role of the Dallas Farmers Market. City management of the existing facility, coupled with these changing market conditions, led to large operating losses between 2005 and 2012. The City decided to investigate private management of the Dallas Farmers Market and the potential sale of surplus property.

A new budget category is included in this Amended Plan, **Farmers Market Area Improvements**. This category includes the following eligible expenditures:

- TIF Grants consistent with **Appendix E**, Farmers Market TIF District Economic Development Grant Program;
- Environmental remediation, interior and exterior demolition, historic façade restoration;
- Infrastructure improvements including utility improvements and relocation, street and streetscape improvements, burial of utility lines;
- Offset the cost of providing affordable housing in new residential development; and
- Public parking and public open space improvements.

The following specific goals are intended to set the framework for the planned amended and restated improvements **Exhibit D** within the Farmers Market TIF District:

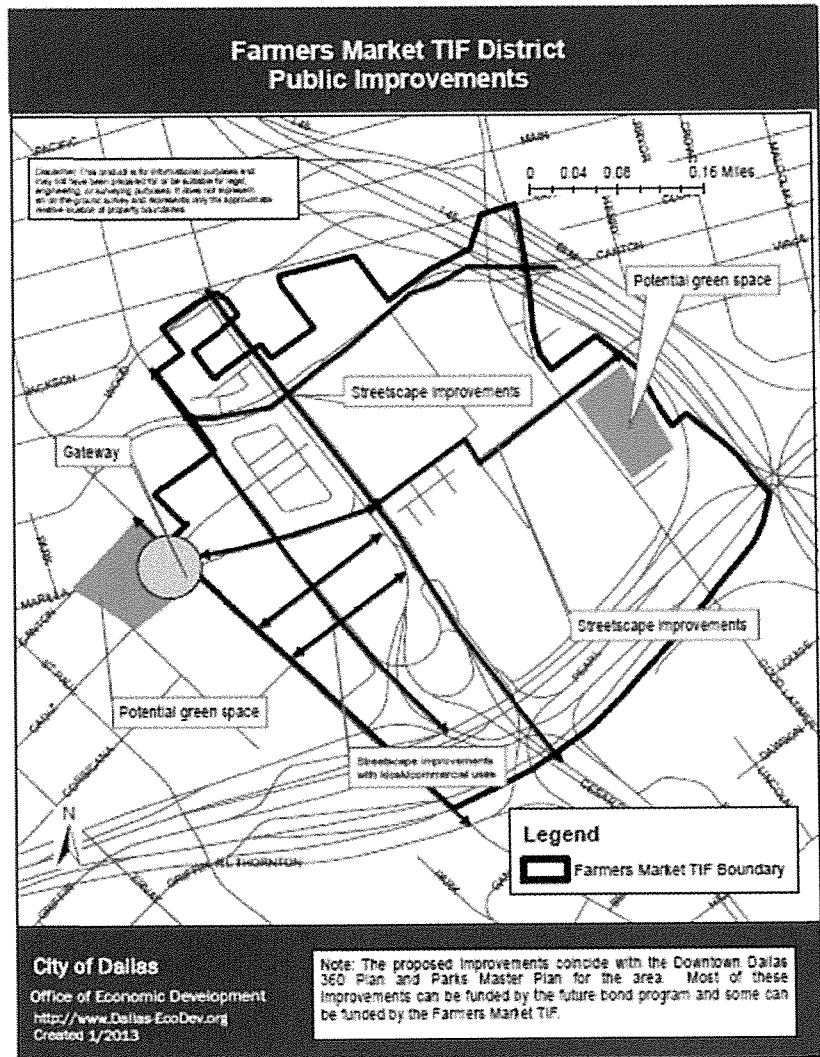
- Upgrade basic infrastructure including streetscape improvements, utilities, storm drainage, and water/wastewater lines to support new development in the Farmers Market TIF District.
- Provide grant funding for professional services related to identifying and resolving parking constraints.
- Provide funding for technical studies related to rebranding and marketing of the Dallas Farmers Market.
- Provide grant funding for adaptive reuse of existing buildings in the current Dallas Farmers Market area.

- Improve the pedestrian environment through plaza and sidewalk improvements, landscaping, lighting, design standards, and burial of overhead utilities, including improved pedestrian connections throughout the Farmers Market TIF District.
- Encourage creation of new residential, retail, office, and mixed-use developments to complement the Farmers Market TIF District.
- Encourage the development of mixed income housing within the Farmers Market TIF District.
- Provide funding to pay 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 Farmers Market TIF District, will be eligible for reimbursement as project costs, upon approval by the TIF Board and in connection with the implementation of the Amended 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.
- Use Economic Development Grants to achieve the goals of the Amended Plan. Legislation allows the City to make economic development loans or grants for the public purposes of developing and diversifying the economy of the Farmers Market TIF District. Projects receiving such loans or grants must (1) comply with the Economic Development Grant program on **Appendix E**; (2) be consistent with the goals and objectives of this Amended Plan; and (3) be subject to specific project agreements requiring City Council approval.

Economic Development Grant projects must be one of the following types of development:

- Parking development and consulting services;
- Mixed-income and workforce housing development;
- Retail or office development;
- High density development, especially that which requires a parking garage
- Improvements that enhance the physical connection between the Dallas Farmers Market and other Greater Downtown Area Venues
- New entertainment development
- Adaptive reuse of existing buildings, including studies and plans

Exhibit D - Public Improvement Map



Taxable Private Improvements

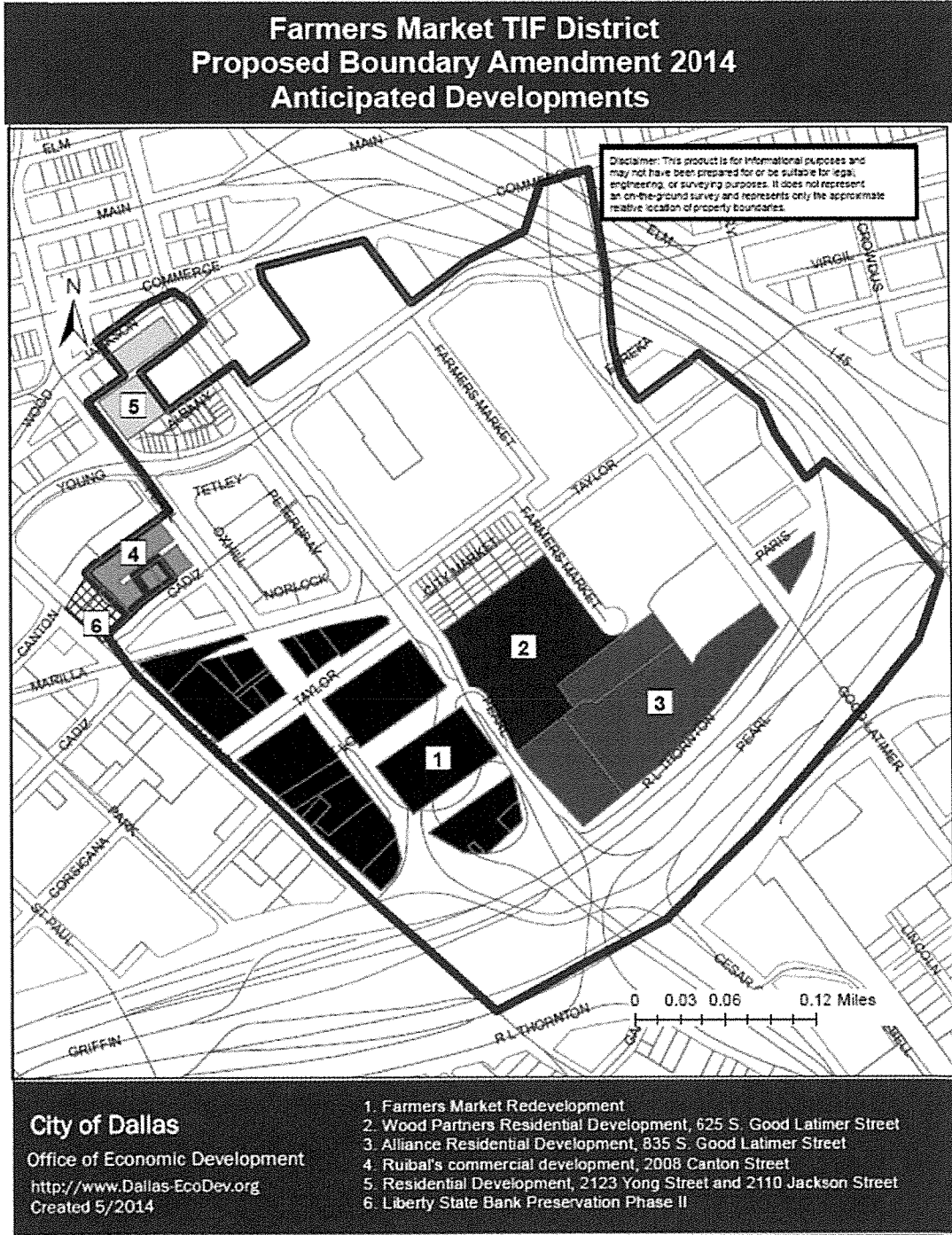
It is anticipated that the private development in the Farmers Market TIF District will occur in phases. In total over the next five to seven years, it is estimated that an additional \$114,000,000 in new private development and appreciation will occur within the Farmers Market TIF District boundaries. Most of this development will occur on land currently utilized for the Dallas Farmers Market. See **Exhibit E** for a list of anticipated development in the Farmers Market TIF District and **Exhibit F** for the location of projects within the district.

This new development is expected to reinforce the Dallas Farmers Market as a downtown Dallas destination. TIF revenue projections anticipate an overall three percent appreciation rate for property over the extended term of the Farmers Market TIF District.

Exhibit E: List of Anticipated Developments

| Project | Address | Project Details | Land Area | Current Value | Total Value | Increment | Start | Complete |
|--|----------------------------|-----------------------|-----------|---------------|--------------|---------------|-------|----------|
| 1. Farmers Market Sheds | Dallas Farmers Market | Dallas Farmers Market | 57,877 | | | \$0 | 2013 | 2015 |
| 1. Farmers Market Mix-use | Dallas Farmers Market | Mixed use | 45,444 | | | \$37,500,000 | 2013 | 2015 |
| 2. Camden at Good Latimer | 625 S. Good Latimer Street | Residential | 208,612 | \$2,447,270 | \$2,447,270 | \$35,000,000 | 2015 | 2017 |
| 3. Residential Development at Good Latimer | 835 S. Good Latimer Street | Residential | 321,236 | \$2,876,860 | \$37,876,860 | \$35,000,000 | 2015 | 2017 |
| 4. Rubaf's commercial development | 2008 Canton Stree | Commercial | 53,305 | \$1,168,240 | \$9,168,240 | \$8,000,000 | 2017 | 2018 |
| 5. Residential Development | 2123 Yong, 2110 Jackson | Residential | 70,655 | \$945,560 | \$24,445,560 | \$23,500,000 | 2017 | 2020 |
| 6. Liberty Bank, 600 S. Harwood Street | 600 S. Harwood Street | Commercial | | | | \$2,000,000 | 2015 | 2016 |
| | | | | \$7,437,930 | \$73,937,930 | \$141,000,056 | | |

Exhibit F – Anticipated Development Location Map



Section 4: Amended and Restated Financing Plan

Financing Plan

The following is the budget of the Amended Plan:

Exhibit G: Farmers Market TIF District Project Plan Budget

| Budget Item | Old budget categories | | | 2013 Budget Changes / 2015 Current Budget | | | |
|-------------------------------------|-------------------------|------------------------------|-----------------------------------|---|--------------------------------------|-----------------------------------|---------------------|
| | OLD Budget (1999 \$) | Total Budget (current \$) | Total Spent and Committed** | New Budget (1999) | New budget Estimated (current) | Total Spent and Committed** | Remaining |
| Phase IA | \$4,162,445 | \$8,125,410 | \$8,125,410 | \$4,162,445 | \$17,089,818 | \$8,125,410 | \$8,964,408 |
| Deep Ellum Connector | \$788,555 | \$1,539,320 | \$672,970 | \$197,138 | \$672,970 | \$672,970 | \$0 |
| Phase IB | \$1,345,734 | \$2,626,976 | \$742,031 | \$336,434 | \$742,031 | \$742,031 | \$0 |
| Phase II** | \$4,129,284 | \$8,060,679 | \$3,252,225 | \$1,666,033 | \$4,502,982 | \$3,252,225 | \$1,250,757 |
| Harlan Building | \$649,900 | \$1,268,655 | \$701,142 | \$162,475 | \$1,298,118 | \$701,142 | \$596,976 |
| Farmers Market Area Improvements | | | | \$11,948,989 | \$22,392,803 | \$15,000,164 | \$7,392,639 |
| Open space improvements | | | | | | | |
| Parking | | | | | | | |
| Other Projects | | | | | | | |
| Economic Development Grant | | | | | | | |
| TIF Administration | \$570,000 | \$1,112,684 | \$490,695 | \$765,000 | \$1,700,000 | \$563,410 | \$1,136,590 |
| Total | \$11,645,918 | \$22,733,724 | \$13,984,473 | \$19,238,514 | \$48,398,723 | \$29,057,352 | \$19,341,371 |

Project Costs

Any TIF funded improvements in the Zone will require the applicant follow the TIF design review process. Additionally, TIF improvements and projects funded with Economic Development Grants will also follow the Zone's design review process.

The following describes the Farmers Market TIF District's eligible TIF Project Costs, for which the developer and the City will be reimbursed:

Original Plan Improvements – The Original Plan improvements for the Farmers Market TIF District were project oriented. The improvement categories included: **Phase IA, Phase IB and Phase II** improvements related to the Camden development plan, **Deep Ellum Connector** improvements and **Harlan Building Redevelopment**. These categories provided financial incentives related to the redevelopment of the Zone, for the TIF eligible improvements: environmental remediation, interior/exterior demolition, historic façade restoration, design, engineering, infrastructure improvements, traffic, paving, streetscape, engineering, construction management, lighting, park and open space improvements and other related improvements.

Administration and Implementation – Administration costs, including reasonable charges for time spent by the municipality's employees, will be eligible for reimbursement as project costs, in connection with the implementation of the Amended Plan. Other TIF-related administrative expenses are included in this category.

It is estimated that approximately **\$765,000** (in 1999 dollars) will be needed for the administration and implementation of the TIF Plan.

Cash available in the TIF Fund for reimbursement will be paid promptly upon receipt of proper documentation of expenses, as set forth in the applicable reimbursement agreement between the developer and the City.

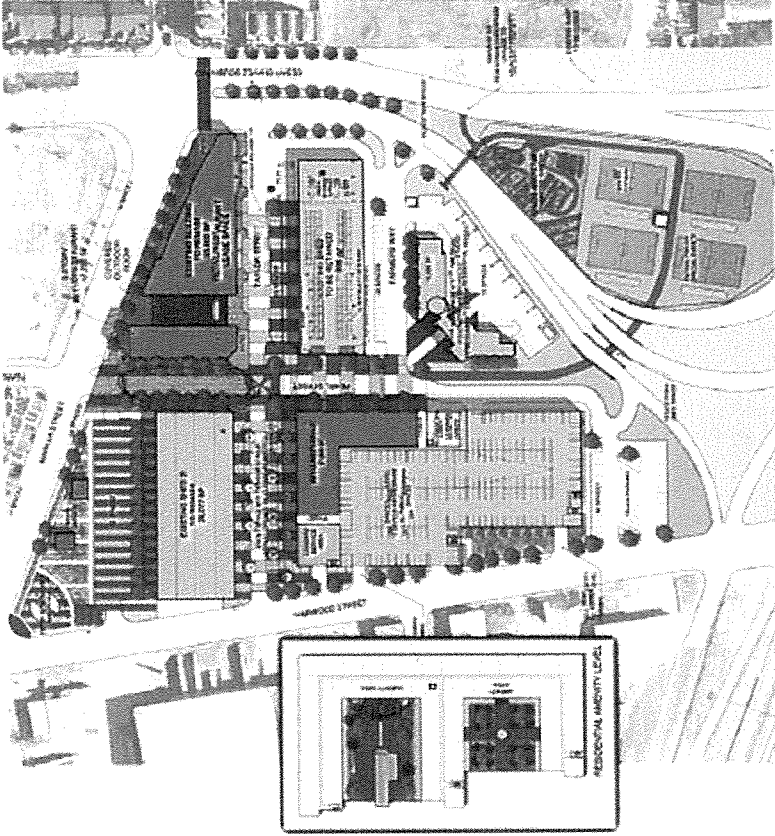
Amended and Restated Plan Improvements – A new funding category is included, **Farmers Market Area Improvements**. **Exhibit H** show planned improvements for the current Dallas Farmers Market area. The development plan for the Dallas Farmers Market area calls for redevelop shed 1 to retain and reconfigure for the farmers market operations; redevelop shed 2 for restaurant and specialty food vendors; redevelop shed 3 and shed 4 for mixed-use development and parking for residential and restaurant uses; reconfigure the operations of the auxiliary building; redevelop area across southbound Cesar Chavez Boulevard for outdoor activities like futsal fields and community garden; improvements to Peal Street and Taylor Street for outdoor public festivals/activities. These redevelopment activities in the current Dallas Farmers Market area are projected to stimulate the redevelopment in the remaining vacant lands in the Expanded Zone.

Farmers Market Area Improvements category includes the following eligible expenditures:

- Open space and Infrastructure improvements including utility improvements and relocation, street and streetscape improvements, burial of utility lines and associated engineering and design expenses;
- Economic Development Grants consistent with **Appendix E**, Farmers Market TIF District Economic Development Grant Program;
- Encourage commercial and residential development; and
- Public parking and public open space improvements.

Total TIF funding available for these expenditures is \$11,948,989 (in 1999 dollars).

Exhibit H: Planned Improvements



State law permits the City and Farmers Market TIF Board to consider making direct grants as necessary or convenient to implement this Amended Plan. The TIF Board may provide for a program to make economic development loans or grants from TIF funds in an aggregate amount not to exceed the amount of tax increment produced by the City and paid into the tax increment fund for the Farmers Market TIF District. Projects receiving such loans or grants must be consistent with the goals and objectives of this Amended Plan and would be subject to specific project agreements that require City Council approval. The City will implement sufficient controls to ensure that any grant funding provided will be used to satisfy at least one of the development goals and objectives stated in the Economic Development Grant Program **Exhibit E**.

The financing plan allows for the sale of TIF Bond funds if it promotes the financial interests of the City of Dallas and the Farmers Market TIF District.

Interest Rate – Interest payments may be included in TIF financial incentives for individual projects, subject to negotiation. If negotiated to be included in the incentive package, the interest rate on project costs funded by the developer will be a fixed rate established when the reimbursement agreement is approved by the Council, and shall equal the lesser of five percent or the annual percentage rate for Baa-rated TIF bonds in comparable U.S. markets at the time the reimbursement agreement is approved. Interest shall not begin to accrue until a project is completed and all terms of the related TIF Development Agreement are satisfied.

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 Farmers Market 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 Farmers Market 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 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.

Urban Design Peer Review Panel (UDPRP)

All new projects developed in the district shall be required to follow this review process. Non-TIF-funded projects may choose to follow this process also. Conformance to design standards for non-TIF-funded projects is voluntary but strongly encouraged to maintain the design focus of the implementation of the Farmers Market TIF Plan. TIF District Design Guidelines for new development and redevelopment in the Farmers Market TIF District have been adopted by the Farmers Market TIF District board.

Existing Resident Displacement

The Act requires that existing resident displacement be minimized.

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 5 percent per annum the Zone.

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

Tax Rate Changes. Although tax rates will likely increase during the development period, the financial plan conservatively assumes that the 2012 tax rate will remain constant for the life of the Farmers Market TIF District, except to incorporate tax rate changes when known.

Remittance to the TIF Fund. The Farmers Market TIF District is expected to terminate December 31, 2028. TIF collections will terminate once the TIF budget \$19,238,514 has been collected or December 31, 2028, whichever occurs first. Based on current development projections, the TIF budget is expected to be reached in 2028. Annual percentages of collected annual tax increments invested in the TIF fund by the City of Dallas will be 90 percent of total collected incremental revenue. Provided Dallas County agrees to participate during the extended term of the Zone.

Exhibit I includes County tax increments at 40% of County tax increment will be invested in the TIF fund for a fifteen year period beginning in FY 2013. County participation will be pursuant to a participation agreement by the Dallas County Commissioners Court.

Early termination. The Council may terminate the Farmers Market TIF District earlier than 2028 if all obligations of the TIF have been satisfied. The Council may also terminate the Farmers Market TIF District within three years after adoption of this Amended if there are no financial obligations, or within five years after adoption of this Amended if an investment of at least \$100,000,000 does not occur.

Exhibit I: Increment Projections

Revised Increment Projections with 2014 Base

| Year | Property Value Estimate | Property Value Growth | city | | county | | City of Dallas | | 100.00% | | 0.79700% | | 100.00% | |
|------|-------------------------|-----------------------|-------------------|--------------------|--------------------|----------------------------|--|-------------------------------|---------------------------------------|----------------------------|-------------------------------------|---------------------------------------|-----------|---------------------------|
| | | | Initial base 1998 | Expanded base 2013 | Expanded base 2015 | Anticipated Captured Value | Anticipated Captured Value Dallas County | Anticipated Increment Revenue | Anticipated Accumulated Revenue (NPV) | Tax Increment Revenue City | Tax Increment Revenue Dallas County | Anticipated Accumulated Revenue (NPV) | | |
| | | | \$27,706,851 | \$7,107,980 | \$117,580,674 | | 111686928 | | 100.00% | | 0.79700% | | | 100.00% |
| | | | \$34,814,831 | | | | 115037536 | | 2013 - 2028 City at 90% | | | | | 2013 - 2028 County at 40% |
| | | | \$871,870 | | | | | | | | | | | |
| | | | \$35,686,701 | | | | | | | | | | | |
| 1998 | \$27,706,851 | | | | | | | | | | | | | |
| 1999 | \$32,251,740 | 16.40% | 16.40% | | \$4,544,889 | \$0 | \$30,337 | \$28,688 | \$30,337 | \$0 | \$0 | \$0 | \$0 | \$0 |
| 2000 | \$48,849,886 | 51.46% | 76.31% | | \$21,143,035 | \$0 | \$141,130 | \$160,584 | \$141,130 | \$0 | \$0 | \$0 | \$0 | \$0 |
| 2001 | \$58,642,330 | 40.52% | 147.75% | | \$40,935,979 | \$0 | \$273,248 | \$395,942 | \$273,248 | \$0 | \$0 | \$0 | \$0 | \$0 |
| 2002 | \$69,918,509 | 1.86% | 152.35% | | \$42,211,658 | \$0 | \$295,397 | \$622,145 | \$295,397 | \$0 | \$0 | \$0 | \$0 | \$0 |
| 2003 | \$68,358,681 | -2.23% | 146.72% | | \$40,651,830 | \$0 | \$277,250 | \$831,782 | \$277,250 | \$0 | \$0 | \$0 | \$0 | \$0 |
| 2004 | \$66,805,228 | -2.27% | 141.11% | | \$39,098,377 | \$0 | \$278,362 | \$1,030,817 | \$278,362 | \$0 | \$0 | \$0 | \$0 | \$0 |
| 2005 | \$83,492,312 | 24.98% | 201.34% | | \$55,785,461 | \$0 | \$413,761 | \$1,310,577 | \$413,761 | \$0 | \$0 | \$0 | \$0 | \$0 |
| 2006 | \$55,337,865 | 11.73% | 236.89% | | \$55,631,014 | \$0 | \$467,257 | \$1,609,331 | \$467,257 | \$0 | \$0 | \$0 | \$0 | \$0 |
| 2007 | \$36,495,980 | 3.37% | 248.24% | | \$68,780,129 | \$0 | \$507,318 | \$1,916,061 | \$507,318 | \$0 | \$0 | \$0 | \$0 | \$0 |
| 2008 | \$111,085,798 | 15.13% | 300.93% | | \$83,378,947 | \$0 | \$591,515 | \$2,254,252 | \$591,515 | \$0 | \$0 | \$0 | \$0 | \$0 |
| 2009 | \$107,740,320 | -3.01% | 288.86% | | \$80,033,469 | \$0 | \$598,570 | \$2,577,869 | \$598,570 | \$0 | \$0 | \$0 | \$0 | \$0 |
| 2010 | \$103,812,469 | -3.65% | 274.68% | | \$76,105,618 | \$0 | \$606,562 | \$2,897,975 | \$606,562 | \$0 | \$0 | \$0 | \$0 | \$0 |
| 2011 | \$101,531,538 | -2.20% | 265.45% | | \$73,824,687 | \$0 | \$588,383 | \$3,172,431 | \$588,383 | \$0 | \$0 | \$0 | \$0 | \$0 |
| 2012 | \$111,686,928 | 10.00% | 303.10% | | \$83,980,077 | \$0 | \$669,321 | \$3,478,423 | \$669,321 | \$0 | \$0 | \$0 | \$0 | \$0 |
| 2013 | \$117,343,355 | 5.06% | 323.52% | | \$82,528,524 | \$5,656,427 | \$597,477 | \$3,736,717 | \$597,477 | \$5,500 | \$5,201 | \$5,201 | \$5,201 | \$5,201 |
| 2014 | \$173,532,957 | 47.88% | 526.32% | | \$137,846,256 | \$58,495,421 | \$1,045,652 | \$4,164,183 | \$988,771 | \$56,881 | \$56,065 | \$56,065 | \$56,065 | \$56,065 |
| 2015 | \$189,323,090 | 9.10% | 583.31% | | \$153,636,389 | \$71,742,416 | \$1,171,796 | \$4,617,170 | \$1,102,034 | \$69,762 | \$115,055 | \$115,055 | \$115,055 | \$115,055 |
| 2016 | \$251,411,429 | 32.29% | 907.40% | | \$215,724,728 | \$133,830,755 | \$1,677,531 | \$5,239,400 | \$1,547,393 | \$130,137 | \$219,114 | \$219,114 | \$219,114 | \$219,114 |
| 2017 | \$323,144,257 | 30.52% | 1087.95% | | \$293,457,556 | \$211,563,583 | \$2,310,695 | \$6,029,159 | \$2,104,971 | \$205,724 | \$374,669 | \$374,669 | \$374,669 | \$374,669 |
| 2018 | \$353,813,893 | 7.50% | 1176.99% | | \$318,127,192 | \$236,233,219 | \$2,511,640 | \$6,850,172 | \$2,281,926 | \$229,713 | \$538,918 | \$538,918 | \$538,918 | \$538,918 |
| 2019 | \$371,732,932 | 5.06% | 1241.66% | | \$336,046,231 | \$254,152,258 | \$2,657,597 | \$7,671,580 | \$2,410,480 | \$247,138 | \$706,018 | \$706,018 | \$706,018 | \$706,018 |
| 2020 | \$414,059,487 | 11.39% | 1394.43% | | \$378,372,786 | \$296,478,813 | \$2,869,212 | \$8,510,336 | \$2,714,068 | \$155,144 | \$805,214 | \$805,214 | \$805,214 | \$805,214 |
| 2021 | \$435,029,687 | 5.06% | 1470.12% | | \$399,342,986 | \$317,449,013 | \$2,894,487 | \$9,302,104 | \$2,864,487 | \$0 | \$805,214 | \$805,214 | \$805,214 | \$805,214 |
| 2022 | \$457,051,931 | 5.06% | 1549.64% | | \$421,375,230 | \$339,481,257 | \$3,022,525 | \$11,112,880 | \$3,022,525 | \$0 | \$805,214 | \$805,214 | \$805,214 | \$805,214 |
| 2023 | \$480,210,006 | 5.06% | 1633.18% | | \$444,523,305 | \$362,629,332 | \$3,188,566 | \$11,994,227 | \$3,188,566 | \$0 | \$805,214 | \$805,214 | \$805,214 | \$805,214 |
| 2024 | \$504,530,425 | 5.06% | 1720.96% | | \$468,843,724 | \$386,949,751 | \$3,363,016 | \$13,340,213 | \$3,363,016 | \$0 | \$805,214 | \$805,214 | \$805,214 | \$805,214 |
| 2025 | \$530,082,560 | 5.06% | 1813.18% | | \$494,396,859 | \$412,501,896 | \$3,546,301 | \$14,267,143 | \$3,546,301 | \$0 | \$805,214 | \$805,214 | \$805,214 | \$805,214 |
| 2026 | \$556,928,792 | 5.06% | 1910.06% | | \$521,242,091 | \$439,348,118 | \$3,738,870 | \$15,769,369 | \$3,738,870 | \$0 | \$805,214 | \$805,214 | \$805,214 | \$805,214 |
| 2027 | \$585,134,863 | 5.06% | 2011.88% | | \$549,447,962 | \$467,558,989 | \$3,941,190 | \$17,429,003 | \$3,941,190 | \$0 | \$805,214 | \$805,214 | \$805,214 | \$805,214 |
| 2028 | \$614,769,030 | 5.06% | 2118.83% | | \$579,082,329 | \$497,188,356 | \$4,153,758 | \$19,238,514 | \$4,153,758 | \$0 | \$805,214 | \$805,214 | \$805,214 | \$805,214 |
| | | | | | \$6,570,098,318 | \$4,491,254,694 | \$48,398,723 | \$19,238,514 | \$47,298,723 | \$1,100,000 | \$0 | \$805,214 | \$805,214 | \$805,214 |
| | | | | | Revenue thru 2012 | Revenue thru 2012 | \$5,738,410 | \$3,736,717 | \$5,738,410 | \$0 | \$0 | \$0 | \$0 | \$0 |
| | | | | | Revenue after 2012 | Revenue after 2012 | \$42,660,313 | \$15,501,797 | \$41,560,313 | \$1,100,000 | \$805,214 | \$805,214 | \$805,214 | \$805,214 |

Note: (1) The Farmers Market original boundary, Zone A value is \$27,706,851; (2) 2013, base value for the City, for the expanded and original boundary value is (Zone A and B) is \$34,814,831; (3) Dallas County participation started from 2012, with a base value of \$117,580,674; and (4) Zone C (expanded boundary in 2015) is estimated at \$ 871,870; however, 2015 taxable value figures have not been released. The base value may be revised when 2015 Dallas Central Appraisal District (DCAD) values are available and additional changes due to re-platting.

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 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 is expected to increase property value in the Expanded Zone to approximately \$114,000,000 during the term of the Farmers Market TIF District.

If revenues are received at the predicted rate, increment collections will be reached and final project improvements completed during 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 recommendation of the TIF Board and approval of Council.

Based upon a set of TIF district assumptions and analysis, this Amended Plan is feasible.

Financial Policies

General financial policies are governed by the City of Dallas Public/Private Partnership Program, as amended. This program provides a framework for development incentives in a variety of areas. Within this framework, the TIF Board has adopted specific policies for the Farmers Market 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 obtain TIF Board recommendation and Council approval for and sign a Development Agreement with the City.

- Reimbursement priorities and the method of apportioning available increment will be set forth in the Development Agreement.
- 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.
- 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 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 of the Texas Tax Code, 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 Farmers Market TIF District, eliminating unemployment or underemployment in the Farmers Market TIF District, and developing or expanding transportation, business, and commercial activity in the Farmers Market TIF District.

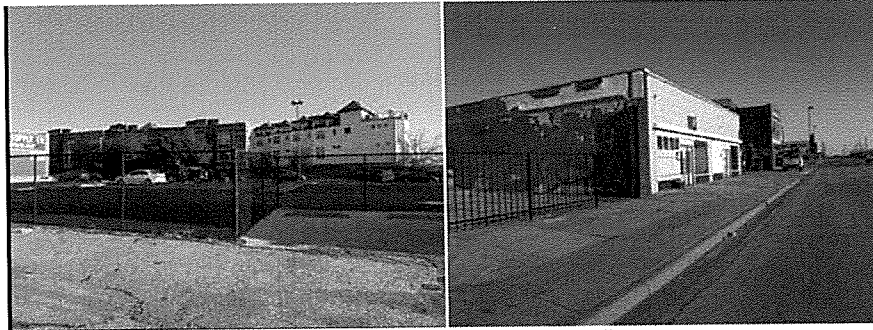
The TIF Board may from time-to-time recommend amendments to these financial policies which will affect the operations of the Farmers Market TIF District.

Appendix A: Farmers Market TIF District Original Land Uses

Exhibit D: Current Land Uses in the Reinvestment Zone

| Land Use | Land SF | Land, 1998 |
|--------------------------------|------------------|-------------|
| Vacant, parking, construction | 1,457,659 | 76.47% |
| Retail plant nurseries | 290,418 | 15.24% |
| City automotive service center | 89,445 | 4.69% |
| Multi-family residential | 44,297 | 2.32% |
| Warehouse | 24,320 | 1.28% |
| Total | 1,906,139 | 100% |

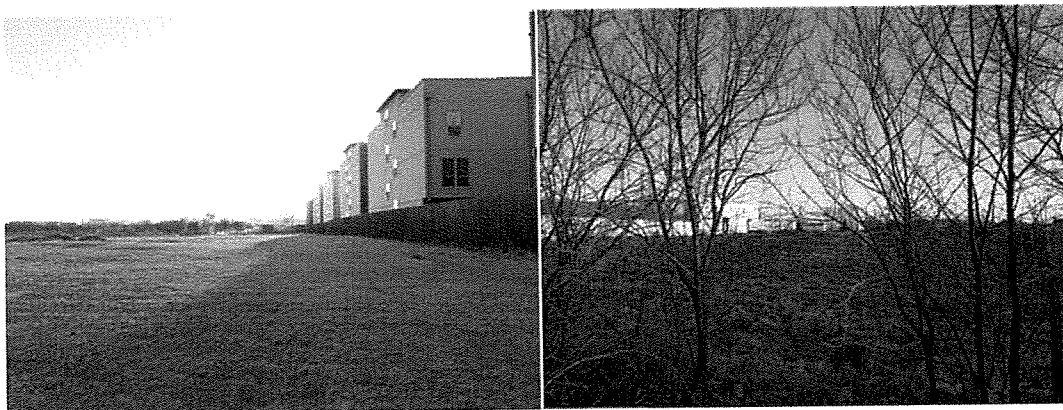
Appendix B: Farmers Market TIF District Original Existing Conditions



Parking lots and dilapidated buildings



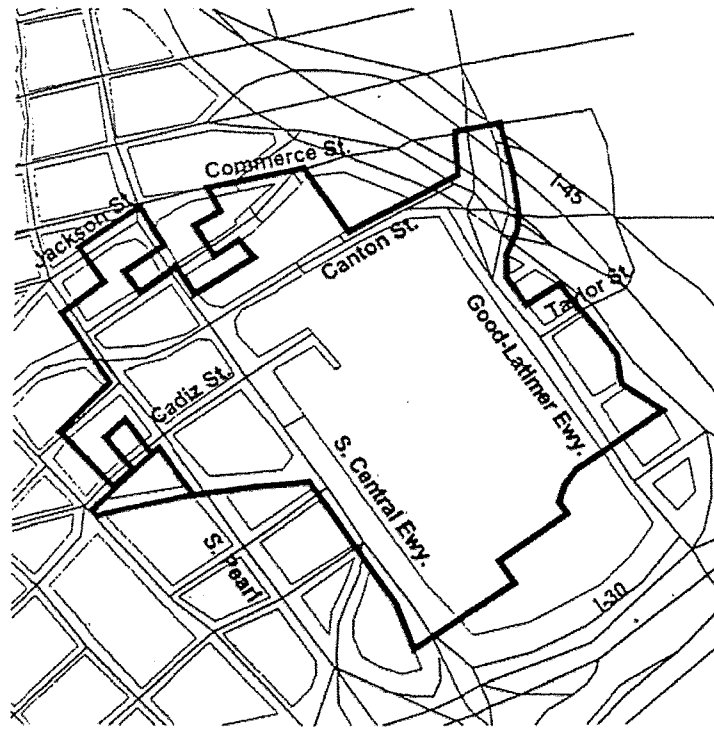
Sidewalks and infrastructure improvements



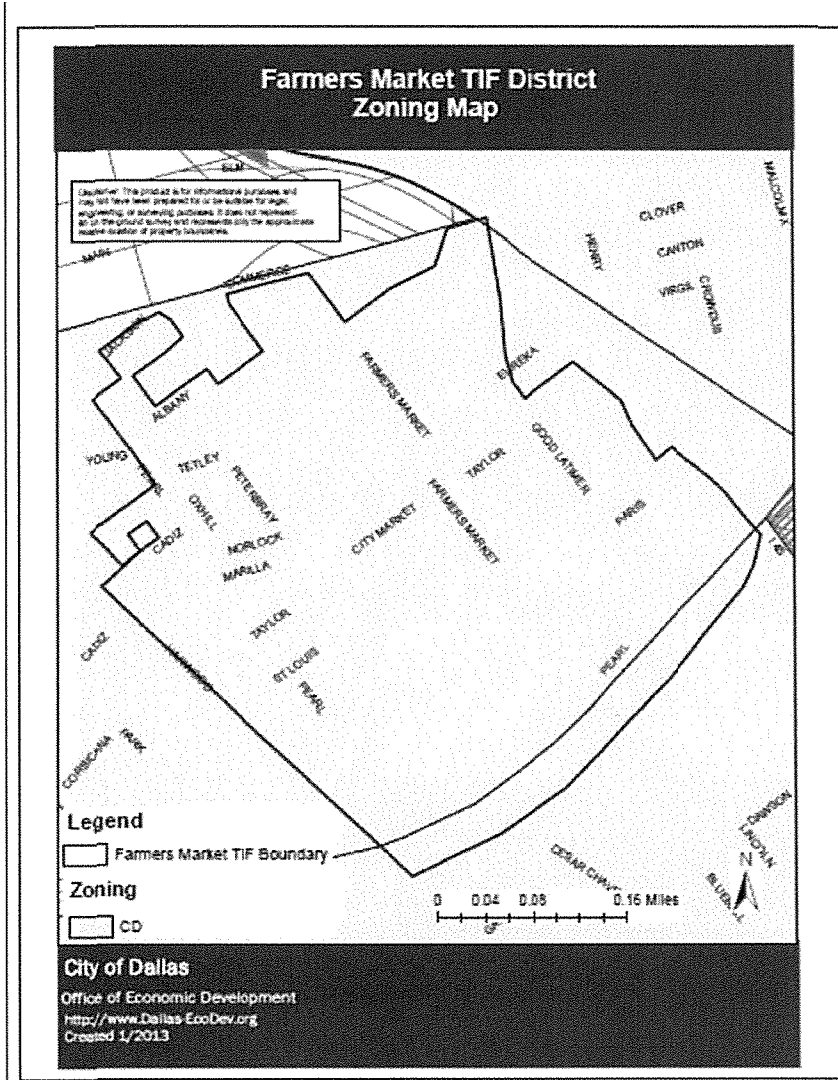
Vacant land

Appendix C: Zone – Current land uses

Exhibit B:
Reinvestment Zone Boundaries,
with Current Uses



Appendix D: Farmers Market TIF District Zoning Map



Appendix E: Grant Program

City of Dallas
Farmers Market Tax Increment Financing District
Economic Development Grant Program

The City of Dallas wishes to establish the Farmers Market TIF District Economic Development Grant Program pursuant to Chapter 311 of the Texas Tax Code, to implement the Amended and Restated Project Plan and Reinvestment Zone Financing Plan for the Farmers Market Tax Increment Financing District ("District").

Program Purpose

The purpose of the Farmers Market TIF District Economic Development Grant Program is to promote development and increased economic activity within the Zone: (1) development and diversification of the economy; (2) elimination of unemployment and underemployment; and (3) development and expansion of commerce. The City will achieve these objectives by making grants from the tax increment fund of the District in an aggregate amount not to exceed a negotiated amount of interest on the funds expended for these completed improvements. No County monies can be used to pay for economic development grants; however, County monies can be used as a direct pledge for eligible TIF project costs.

Specific actions allowed under this program include providing grants to:

1. Offset costs related to the planning, development and management of parking systems within the Farmers Market TIF District;
2. Offset costs related to rebranding and marketing efforts related to the Dallas Farmers Market;
3. Offset financial costs of financing large scale public improvements (by a private entity) in the form of a grant in lieu of interest;
4. Offset the cost of providing affordable housing as per the mixed income housing guidelines within the Farmers Market TIF District;
5. Encourage increased retail occupancy and improved Farmers Market operations and a more diverse mix of retailers within the Zone;
6. Encourage high density, mixed use redevelopment and retail; and
7. Adaptive reuse of existing buildings.

Use of Funds

The Council makes the final determination of all grant award amounts and awardees. Nothing contained herein shall obligate the City or the Council to provide grant awards as this Economic Development Grant Program does not constitute an entitlement.

Payment of Funds

No grant funds will be distributed until all conditions of the grant agreement have been fulfilled. Should funds not be used for approved expenses, the City shall be reimbursed the grant funds not properly allocated. Default on grant agreements will be subject to recapture of City funds.

Eligible Types of Businesses

- Property Owners and Developers within the Farmers Market TIF District.
- Retail, service or farmers market related businesses. There must be a public benefit to the neighborhood such as the provision of goods and services not currently available, new jobs, or blight elimination.
- For profit, sales tax paying businesses.
- The applicant may own the real estate in which a business is located. Alternatively, an applicant must have a fully executed lease for a term of at least five years.
- Performing arts venue or museum

Eligible Types of Development Projects

- Dense, mixed use development/redevelopment projects.
- Mixed Income Housing projects.
- Other public improvements that do not fall into the line item of the Farmers Market TIF District budget.
- Sporting venues and community gardens.

Ineligible Types of Businesses

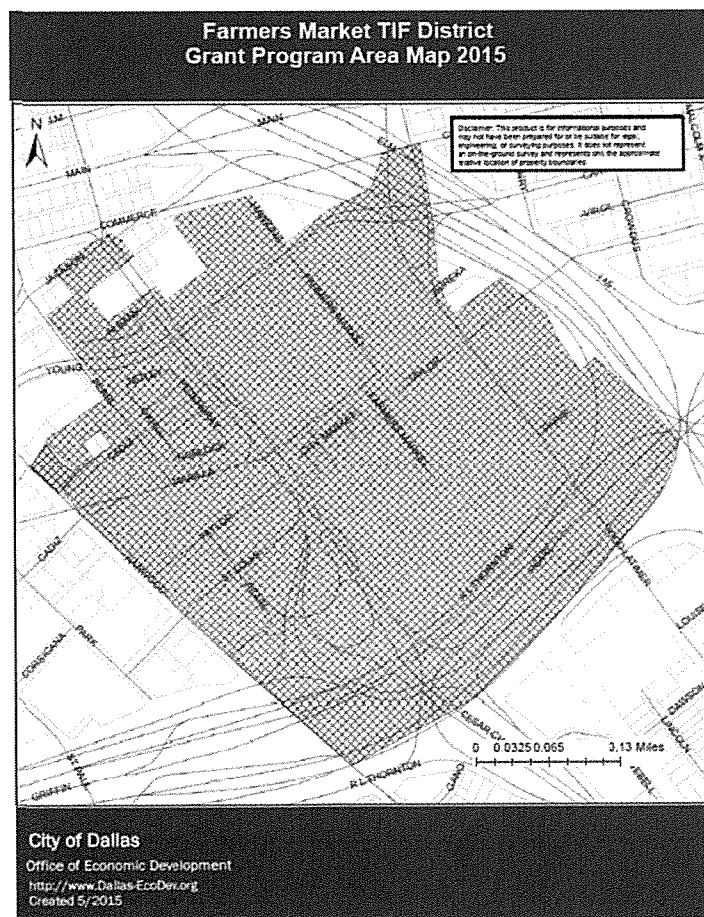
- Non-profit agencies and entities
- Schools
- Day care centers
- Currency exchanges including check cashing agencies
- Some non-bank financial retail outlets
- Liquor stores
- Convenience stores
- Gun shops
- Pawn shops

The City may decide on a case-by-case basis to exclude other business activities that do not benefit the health, safety, and welfare of the community or that do not meet the objectives of this Economic Development Grant Program.

Eligibility Criteria

The applicant's eligibility for funding will be determined based on factors that may include, but are not limited to, the financial viability of the applicant's business; the track record of the applicant's business at other locations; the ability to of the applicant's business to benefit from national or regional marketing resources; the applicant's existing or proposed investment; the lease term applicable to the applicant's leased space, which shall be a minimum period of five years; the square footage of a retail space; and the number and type of jobs created.

Economic Development Grant Program Area Map



Appendix F: DCAD Real Property Account in the Farmers Market TIF District – Original Boundary

Exhibit F: Inventory of Accounts in the Farmers Market Reinvestment Zone

| Account | Site Address | Land, 1998 | Improvements, 1998 | Total Taxable Value, 1998 |
|---|-----------------------|---------------------|--------------------|---------------------------|
| <i>Taxable accounts without exemptions or abatements</i> | | | | |
| 00000102643000000 | 2008 CANTON ST | \$595,820 | \$0 | \$595,820 |
| 00000102691000000 | 2000 CADIZ ST | \$82,080 | \$0 | \$82,080 |
| 00000102709000000 | 2008 CADIZ ST | \$11,920 | \$0 | \$11,920 |
| 00000102703000000 | 2018 CADIZ ST | \$39,398 | \$57,700 | \$97,098 |
| 00000102661000000 | 2021 CADIZ ST | \$108,000 | \$5,530 | \$113,530 |
| 00000102907000000 (part) | 2123 YOUNG ST | \$280,040 | \$0 | \$280,040 |
| 00000102928000000 | 2110 JACKSON ST | \$318,450 | \$0 | \$318,450 |
| 00000102949000000 | 517 S CENTRAL EXPY | \$1,233,540 | \$1,910 | \$1,235,450 |
| 00000102986000000 | 2129 EUREKA ST | \$1,198,350 | \$7,050 | \$1,205,400 |
| 00000103021000000 | 621 S CENTRAL EXPY | \$338,870 | \$0 | \$338,870 |
| 00000103168000000 | 2230 COMMERCE ST | \$612,910 | \$0 | \$612,910 |
| 00000103231000000 (part) | 2305 CANTON ST | \$1,532,609 | \$1,532,609 | \$1,532,609 |
| 00000103252000000 | 500 S CENTRAL EXPY | \$581,410 | \$0 | \$581,410 |
| 00000103255000000 | 666 S CENTRAL EXPY | \$4,983,260 | \$47,680 | \$5,030,940 |
| 00000103351000000 | 2300 CANTON ST | \$6,040,560 | \$80,500 | \$6,121,060 |
| 00000103354000000 | 2404 CANTON ST | \$7,322,190 | \$58,250 | \$7,380,440 |
| 00000103366000000 | 501 S GOOD LATIMER E | \$0 | \$36,610 | \$36,610 |
| 00000103555000000 | 510 S GOOD LATIMER E | \$348,990 | \$1,010 | \$350,000 |
| 00000102706000000 | 601 PEARL EXPY | \$78,940 | \$45,280 | \$124,220 |
| 00000102709000000 | 613 PEARL EXPY | \$72,670 | \$0 | \$72,670 |
| 00014100180010000 | 2104 YOUNG ST | \$800,590 | \$28,010 | \$828,600 |
| Subtotal | | \$26,580,598 | \$369,530 | \$26,950,129 |
| <i>Taxable accounts at 2200 Canton (all exempt from City real property taxes on land through 2005, on improvements th</i> | | | | |
| 00000103249000000 | 2200 CANTON ST | \$15,140 | \$0 | \$15,140 |
| 00C237000000000101 | 2220 CANTON ST APT 1C | \$5,480 | \$221,860 | \$227,330 |
| 00C237000000000102 | 2220 CANTON ST APT 1C | \$7,710 | \$273,760 | \$281,470 |
| 00C237000000000103 | 2220 CANTON ST APT 1C | \$4,580 | \$170,020 | \$174,600 |
| 00C237000000000105 | 2220 CANTON ST APT 1C | \$2,700 | \$87,080 | \$89,780 |
| 00C237000000000106 | 2220 CANTON ST APT 1C | \$6,740 | \$216,710 | \$223,450 |
| 00C237000000000107 | 2220 CANTON ST APT 1C | \$6,040 | \$244,260 | \$250,300 |
| 00C237000000000108 | 2220 CANTON ST APT 1C | \$4,830 | \$171,540 | \$176,370 |
| 00C237000000000109 | 2220 CANTON ST APT 1C | \$2,230 | \$78,980 | \$81,210 |
| 00C237000000000110 | 2220 CANTON ST APT 11 | \$1,830 | \$77,880 | \$79,810 |

**Exhibit F:
Inventory of Accounts in the Farmers Market Reinvestment Zone**

| Account | Site Address | Land, 1998 | Improvements, 1998 | Total Value, 1998 | Total Taxable Value, 1998 |
|--------------------|-----------------------|------------|--------------------|-------------------|---------------------------|
| 00C237000000000201 | 2220 CANTON ST APT 2C | \$8,080 | \$314,920 | \$323,000 | \$0 |
| 00C237000000000202 | 2220 CANTON ST APT 2C | \$7,340 | \$297,160 | \$304,500 | \$0 |
| 00C237000000000203 | 2220 CANTON ST APT 2C | \$4,610 | \$148,270 | \$152,880 | \$0 |
| 00C237000000000204 | 2220 CANTON ST APT 2C | \$2,250 | \$83,720 | \$85,970 | \$0 |
| 00C237000000000205 | 2220 CANTON ST APT 2C | \$2,740 | \$101,600 | \$104,340 | \$81,092 |
| 00C237000000000206 | 2220 CANTON ST APT 2C | \$5,320 | \$187,540 | \$202,860 | \$150,797 |
| 00C237000000000207 | 2220 CANTON ST APT 2C | \$4,580 | \$162,920 | \$167,500 | \$0 |
| 00C237000000000208 | 2220 CANTON ST APT 2C | \$7,270 | \$294,060 | \$301,350 | \$0 |
| 00C237000000000209 | 2220 CANTON ST APT 2C | \$4,930 | \$199,560 | \$204,490 | \$0 |
| 00C237000000000210 | 2220 CANTON ST APT 2C | \$2,250 | \$91,200 | \$93,450 | \$0 |
| 00C237000000000211 | 2220 CANTON ST APT 2C | \$2,780 | \$111,050 | \$113,830 | \$0 |
| 00C237000000000301 | 2220 CANTON ST APT 3C | \$8,080 | \$324,420 | \$332,500 | \$0 |
| 00C237000000000302 | 2220 CANTON ST APT 3C | \$7,340 | \$297,160 | \$304,500 | \$0 |
| 00C237000000000303 | 2220 CANTON ST APT 3C | \$4,610 | \$148,270 | \$152,880 | \$0 |
| 00C237000000000304 | 2220 CANTON ST APT 3C | \$2,250 | \$72,510 | \$74,760 | \$0 |
| 00C237000000000305 | 2220 CANTON ST APT 3C | \$2,730 | \$82,270 | \$85,000 | \$0 |
| 00C237000000000306 | 2220 CANTON ST APT 3C | \$5,320 | \$197,540 | \$202,860 | \$0 |
| 00C237000000000307 | 2220 CANTON ST APT 3C | \$4,580 | \$170,270 | \$174,850 | \$128,975 |
| 00C237000000000308 | 2220 CANTON ST APT 3C | \$7,270 | \$294,060 | \$301,350 | \$0 |
| 00C237000000000309 | 2220 CANTON ST APT 3C | \$4,690 | \$212,880 | \$217,570 | \$217,570 |
| 00C237000000000310 | 2220 CANTON ST APT 3C | \$5,240 | \$168,750 | \$173,990 | \$0 |
| 00C237000000000401 | 2220 CANTON ST APT 4C | \$8,080 | \$353,670 | \$361,750 | \$0 |
| 00C237000000000402 | 2220 CANTON ST APT 4C | \$7,340 | \$321,520 | \$328,860 | \$0 |
| 00C237000000000403 | 2220 CANTON ST APT 4C | \$4,760 | \$168,840 | \$173,600 | \$0 |
| 00C237000000000404 | 2220 CANTON ST APT 4C | \$4,840 | \$171,760 | \$176,600 | \$0 |
| 00C237000000000405 | 2220 CANTON ST APT 4C | \$5,320 | \$188,720 | \$194,040 | \$0 |
| 00C237000000000406 | 2220 CANTON ST APT 4C | \$4,580 | \$162,660 | \$167,240 | \$0 |
| 00C237000000000407 | 2220 CANTON ST APT 4C | \$7,270 | \$318,190 | \$325,460 | \$0 |
| 00C237000000000408 | 2220 CANTON ST APT 4C | \$4,680 | \$184,630 | \$189,310 | \$87,448 |
| 00C237000000000409 | 2220 CANTON ST APT 4C | \$5,240 | \$255,740 | \$260,980 | \$0 |
| 00C237000000000501 | 2220 CANTON ST APT 5C | \$8,070 | \$233,050 | \$241,160 | \$0 |
| 00C237000000000502 | 2220 CANTON ST APT 5C | \$7,340 | \$307,660 | \$315,000 | \$0 |
| 00C237000000000503 | 2220 CANTON ST APT 5C | \$4,760 | \$192,510 | \$197,270 | \$0 |
| 00C237000000000504 | 2220 CANTON ST APT 5C | \$4,840 | \$195,840 | \$200,680 | \$0 |
| 00C237000000000505 | 2220 CANTON ST APT 5C | \$5,320 | \$215,180 | \$220,500 | \$0 |

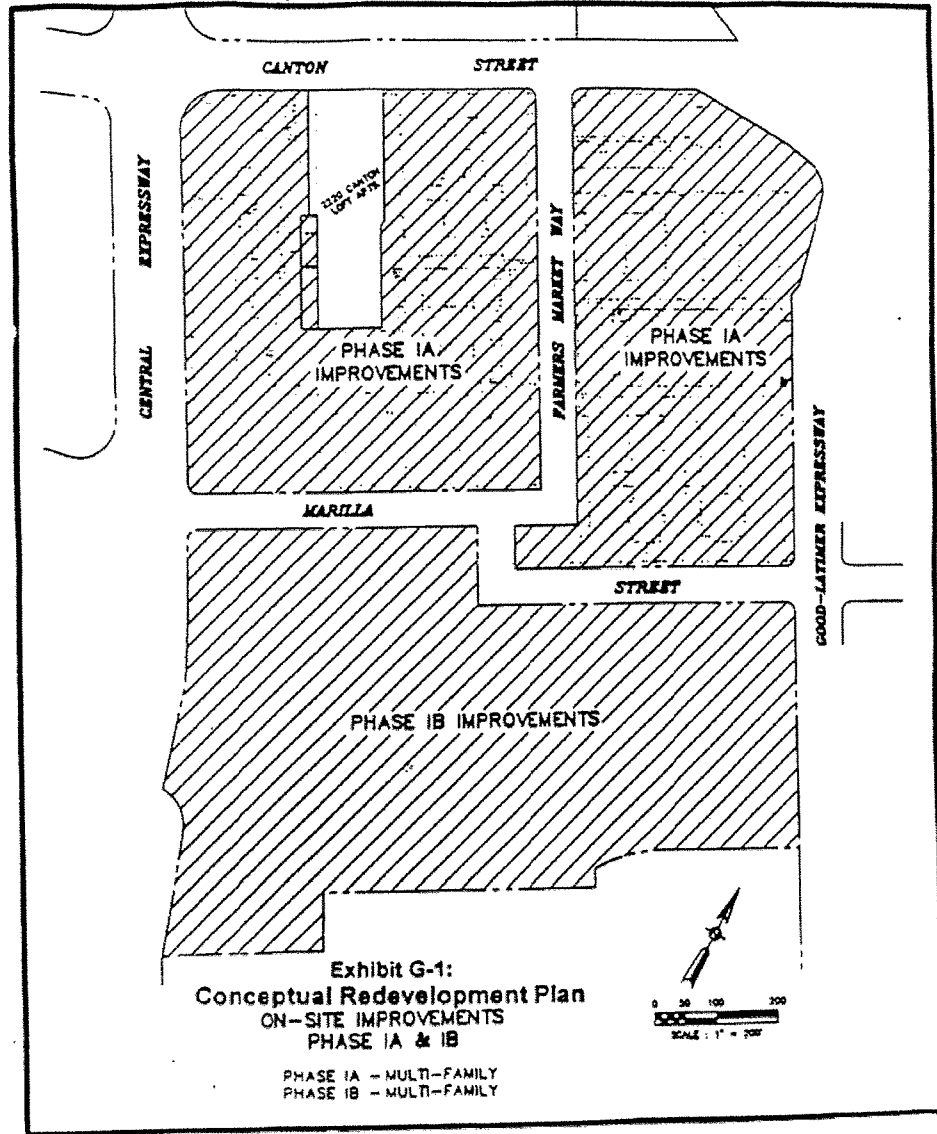
**Exhibit F:
Inventory of Accounts in the Farmers Market Reinvestment Zone**

| Account | Site Address | Land, 1998 | Improvements, 1998 | Total Value, 1998 | Total Taxable Value, 1998 |
|----------------------------|-----------------------|---------------------|--------------------|---------------------|---------------------------|
| 00C23700000000506 | 2220 CANTON ST APT 5C | \$4,580 | \$185,470 | \$190,050 | \$0 |
| 00C23700000000507 | 2220 CANTON ST APT 5C | \$7,270 | \$316,730 | \$324,000 | \$0 |
| 00C23700000000508 | 2220 CANTON ST APT 5C | \$4,690 | \$139,860 | \$144,550 | \$0 |
| 00C23700000000509 | 2220 CANTON ST APT 5C | \$5,240 | \$134,620 | \$139,860 | \$0 |
| Subtotal | | \$265,830 | \$8,558,940 | \$8,824,770 | \$1,144,712 |
| Absolutely exempt accounts | | | | | |
| 00000103556000000 | 606 S GOOD LATIMER E | \$1,155,900 | \$1,440 | \$1,160,340 | \$0 |
| 00000103556000000 | 700 S GOOD LATIMER E | \$630,000 | \$0 | \$630,000 | \$0 |
| 00000103285000000 | 1000 S CENTRAL EXPY | \$188,200 | \$0 | \$188,200 | \$0 |
| Subtotal | | \$1,977,100 | \$1,440 | \$1,978,540 | \$0 |
| Total, all accounts | | \$28,823,528 | \$9,929,910 | \$38,753,339 | \$28,094,741 |

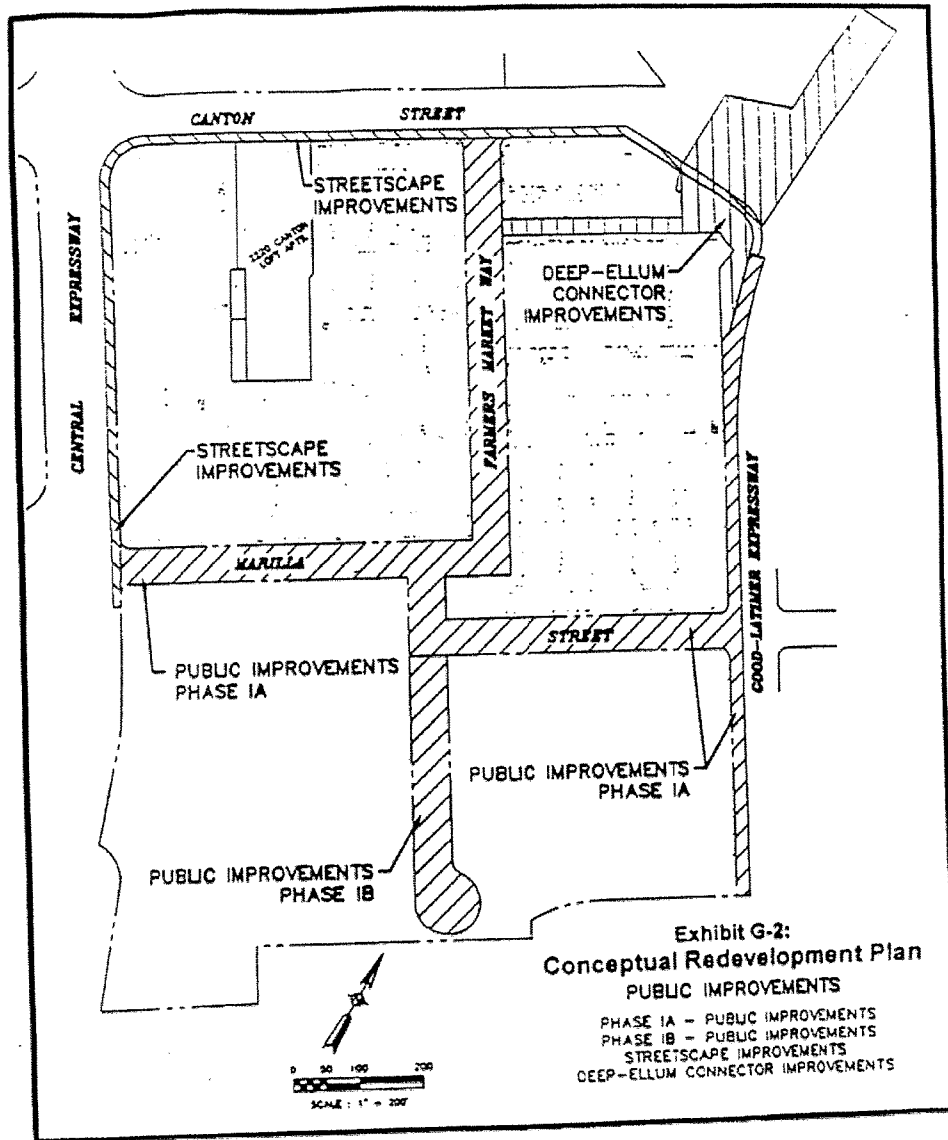
Source of values is City of Dallas Department of Revenue and Tax, May, 1999.
 *Land only x 0.5, an estimate excluding the value of lots 1 through 7.
 **Land only x (1-(19,560/(43,560*2.0815))), an estimate excluding lots 9 through 16.

Appendix G: Original Zone Planned Improvements

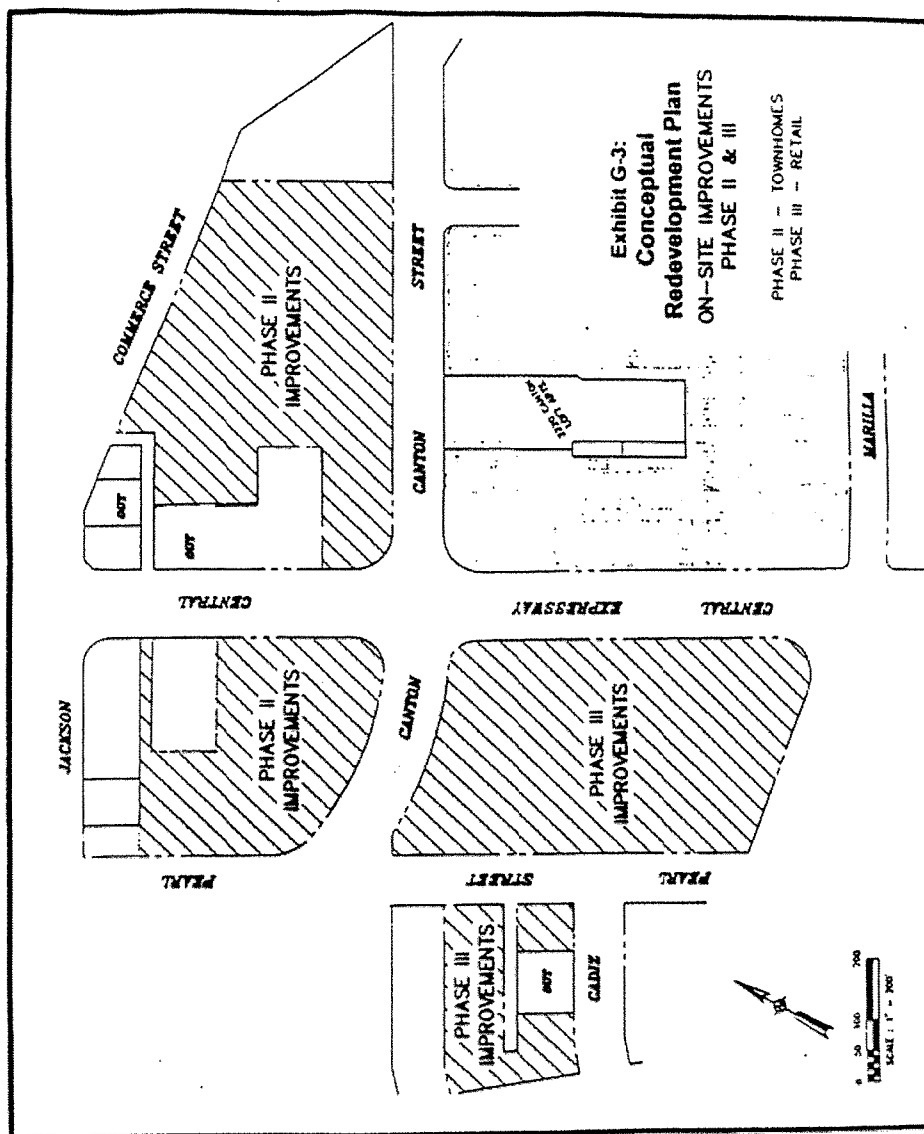
Original Plan improvements Exhibit G-1



Original Plan improvements Exhibit G-2

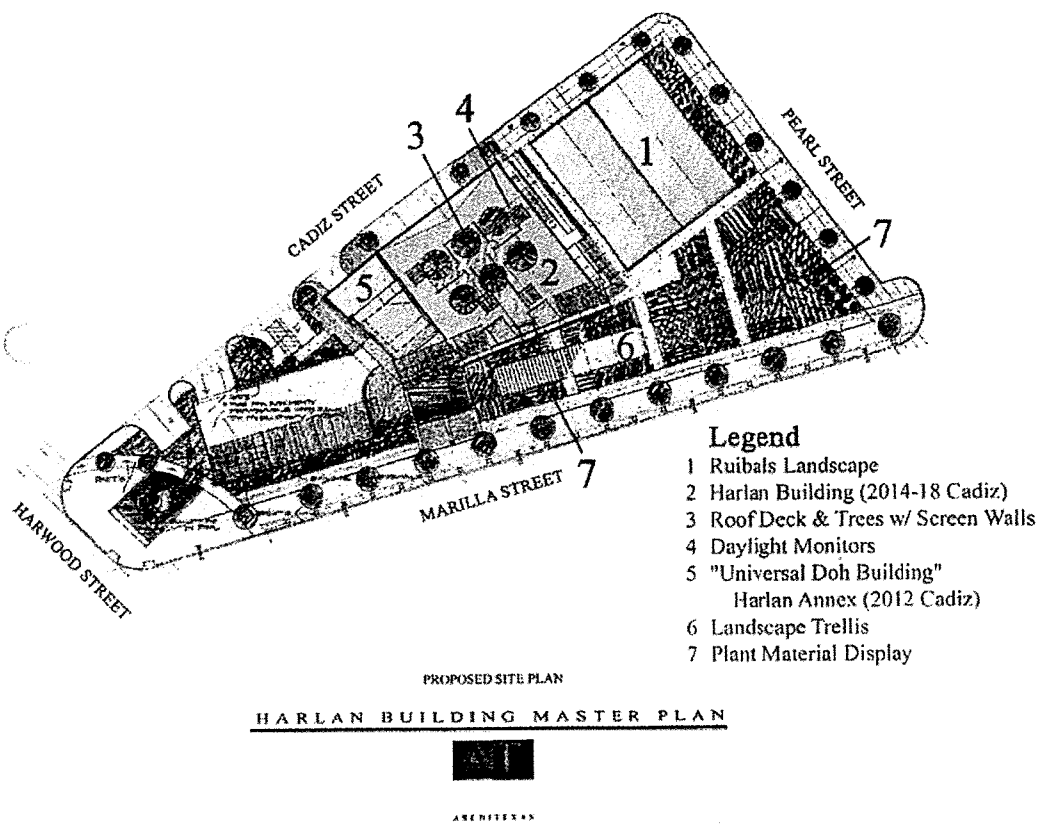


Original Plan improvements Exhibit G-3



Original Plan improvements Exhibit G-4

Exhibit G-4:
Conceptual
Redevelopment Plan



Appendix H: Inventory of Accounts in the Extended Zone B and C

Zone B

| DCAD | Address | TOT EXEMPT | Taxable Value | TOT VAL | IMP VAL | LAND VAL |
|-------------------|------------------------|---------------|------------------|--------------|-------------|--------------|
| 00000102667000000 | 2023 CADIZ ST | | \$185,820 | \$185,820 | \$95,820 | 90,000 |
| 00000103381000000 | 717 GOOD LATIMER EXPY | | \$1,050,000 | \$1,050,000 | \$115,640 | 934,360 |
| 00000103570000000 | 802 GOOD LATIMER EXPY | | \$138,510 | \$138,510 | \$0 | 138,510 |
| 00000103027000000 | 2111 TAYLOR ST | | \$747,300 | \$747,300 | \$510,040 | 237,260 |
| 00000103297000000 | 835 GOOD LATIMER EXPY | | \$1,682,280 | \$1,682,280 | \$1,000 | 1,681,280 |
| 00000103351000200 | 1204 CESAR CHAVEZ BLVD | | \$468,810 | \$468,810 | \$0 | 468,810 |
| 00000103033000000 | 2111 TAYLOR ST | | \$498,730 | \$498,730 | \$306,730 | 192,000 |
| 00000103036000000 | 2101 TAYLOR ST | | \$363,600 | \$363,600 | \$233,820 | 129,780 |
| 00000102694000000 | 801 PEARL EXPY | X | \$0 | \$332,190 | \$0 | 332,190 |
| 00000102725000000 | 801 PEARL EXPY | X | \$0 | \$170,010 | \$0 | 170,010 |
| 00000102726000000 | 906 HARWOOD ST | X | \$0 | \$43,710 | \$0 | 43,710 |
| 00000102719000000 | 911 PEARL EXPY | X | \$0 | \$101,250 | \$0 | 101,250 |
| 00000102715000000 | 920 HARWOOD ST | X | \$0 | \$589,550 | \$0 | 589,550 |
| 00000102721000000 | 2019 TAYLOR ST | X | \$0 | \$85,340 | \$0 | 85,340 |
| 00000102742000000 | 1012 HARWOOD ST | X | \$0 | \$786,460 | \$680 | 785,780 |
| 00000103039000000 | 1014 PEARL EXPY | X | \$0 | \$1,200,900 | \$150,900 | 1,050,000 |
| 00000103300000000 | 1200 CESAR CHAVEZ BLVD | | \$587,260 | \$587,260 | \$0 | 587,260 |
| 00000102748000000 | 2000 ST LOUIS ST | X | \$0 | \$238,640 | \$0 | 238,640 |
| 00000102759250000 | 1101 PEARL EXPY | X | \$0 | \$276,000 | \$0 | 276,000 |
| 00000102745000000 | 2004 ST LOUIS ST | X | \$0 | \$35,300 | \$680 | 34,620 |
| 00000102736000000 | 1102 HARWOOD ST | X | \$0 | \$69,310 | \$680 | 68,630 |
| 00000102759000000 | 1111 PEARL EXPY | X | \$0 | \$486,510 | \$0 | 486,510 |
| 00000103042000000 | 1100 PEARL EXPY | X | \$0 | \$1,050,680 | \$680 | 1,050,000 |
| 00000103063000000 | 2119 R L THORNTON FWY | X | \$0 | \$96,330 | \$0 | 96,330 |
| 00000103045000000 | 1216 PEARL EXPY | X | \$0 | \$699,800 | \$0 | 699,800 |
| 00000102760000000 | 1210 HARWOOD ST | X | \$0 | \$184,530 | \$0 | 184,530 |
| | | | \$5,722,310 | \$12,168,820 | \$1,416,670 | \$10,752,150 |

Zone C

| DCAD | Address | TOTEXEMPT | Taxable Value | Total Value | IMP_VAL | LAND_VAL |
|-------------------|----------------|-----------|---------------|-------------|-----------|-----------|
| 00013000280210000 | 616 HARWOOD ST | | \$381,380 | \$381,380 | \$267,990 | 113,390 |
| 00000102649000000 | 608 HARWOOD ST | | \$152,750 | \$152,750 | \$46,500 | 106,250 |
| 00013000280210100 | 614 HARWOOD ST | | \$337,740 | \$337,740 | \$290,080 | 47,660 |
| | | | \$871,870 | \$871,870 | \$604,570 | \$267,300 |

Note: (1) The Farmers Market original boundary, Zone A value is \$27,706,851; (2) 2013, base value for the City, for the expanded and original boundary value is (Zone A and B) is \$34,814,831; (3) Dallas County participation started from 2012, with a base value of \$117,580,674; and (4) Zone C (expanded boundary in 2015) is estimated at \$ 871,870; however, 2015 taxable value figures have not been released. The base value may be revised when 2015 Dallas Central Appraisal District (DCAD) values are available and additional changes due to re-platting.