

150987

RECEIVED

Memorandum

2022 FEB 14 PM 4:47

CITY SECRETARY
DALLAS, TEXAS



CITY OF DALLAS

DATE 02/10/2022

TO City Secretary

SUBJECT Vendor Number Correction - Council Resolution (CR) No. 15-0987

The Council Resolution (CR) No.15-0987 approved on 5/27/2015 authorized to execute a development agreement with Supreme Bright Dallas II, LLC, and the City of Dallas, on behalf of the Downtown Connection TIF District for the 1712 Commerce Hotel Redevelopment project.

The Council Resolution No. 19-0434 approved on March 27, 2019 authorized to execute the first amendment to the development agreement with Supreme Bright Dallas, LLC, Supreme Bright Dallas Parking, LLC and 1712 Commerce TIF, Inc., (collectively, the "Developer") for the 1712 Commerce Street Redevelopment Project in the Downtown Connection TIF District, authorized by Resolution No. 15-0987, previously approved on May 27, 2015 to: (1) extend the certificate of occupancy and project completion deadlines for the project from January 1, 2018 to July 1, 2019; and (2) as consideration for the requested amendment, increase in the minimum private investment for the project from \$42,000,000.00 to \$43,500,000.00 approved as to form by the City Attorney.

On October 26, 2020, a correction memo approved by both Office of Economic Development Assistant Director and OFS staff for the funding information was submitted to your office (see attached).

Change(s) is/are needed to correct (select all applicable):

- Typo
- Obvious error from Council Resolution context
- Financial/funding information - vendor number correction**

The Vendor No. VS87328 per the Council Resolution No. 15-0987 should be corrected as follows:

Pursuant to a certain Assignment and Assumption of Incentive Agreement dated as of January 13,2022 and as referenced in the Contribution and Purchase Agreement dated November 2, 2021 and per the Payment Direction Notice, 1712 Commerce TIF, Inc., (the "Assignor") has agreed to allocate certain rights, title and interest in the TIF Subsidy (as such term is defined in the Development Agreement) in an amount not to exceed \$10,500,000 payable under the Development Agreement (the "TIF Subsidy), to SUMMIT NCI JV 159, LLC (the "Assignee") as follows:


8/2/18/22

Correction Memo – Vendor No. Correction
Page 2

- TIF subsidy amounts to be paid for the 2020 and 2021 fiscal years, which amounts have determined to be \$168,904.06 and \$145,094.53, respectively are to be paid directly to Assignor, 1712 Commerce TIF, Inc., (Vendor No. VC24421), and
- All TIF subsidy amounts to be paid for fiscal year 2022 and thereafter are to be paid directly to Assignee, SUMMIT NCI JV 159, LLC (Vendor No.(VC24454).

That, with the exception of the vendor number correction from VS87328 to the Vendor No. VC24421 (1712 Commerce, TIF, Inc.) and Vendor No. VC24454 (SUMMIT NCI JV 159, LLC) and the amounts payable as stated in the payment direction notice, all other requirements of the Agreement for the 1712 Commerce Street Redevelopment project will remain in full force and effect. All other funding information identified in the correction memo dated 10/26/2020 are still valid.

Department: Office of Economic Development (ECO)

Director (or designee): 
Signature

02/10/2022
Date

Jiroko Rosales
Print Name

150987

PAYMENT DIRECTION NOTICE

FEBRUARY 2nd
January 21, 2022 MP

To: Director
Office of Economic Development
City of Dallas
City Hall, Room 5CS
Marilla Street
Dallas, Texas

Re: Payment Direction Notice with respect to the development agreement (the
“**Development Agreement**”) for the 1712 Commerce Hotel Development Project

Dear Madam or Sir:

Pursuant to a certain Assignment and Assumption of Incentive Agreement dated as of January 13, 2022 included as Exhibit A hereto (the “**Assignment**”) and as referenced in the Contribution and Purchase Agreement dated as of November 2, 2021, 1712 COMMERCE TIF, INC., a Texas corporation, (the “**Assignor**”), has agreed to allocate certain rights, title and interest in the TIF Subsidy (as such term is defined in the Development Agreement) in the amount not to exceed \$10,500,000 payable under the Development Agreement (the “**TIF Subsidy**”), to SUMMIT NCI JV 159, LLC a Delaware limited liability company (the “**Assignee**”) as follows:

- TIF Subsidy amounts to be paid for the 2020 and 2021 fiscal years, which amounts have been determined to be \$168,904.06 and \$145,094.53, respectively, are to be paid directly to Assignor, and
- all TIF Subsidy amounts to be paid for fiscal years beginning with fiscal year 2022 and thereafter, are to be paid directly to Assignee.

Please acknowledge your receipt of this letter by signing this letter in the space below:

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

We appreciate your cooperation in this matter.

ASSIGNOR:

1712 COMMERCE TIF, INC.,
a Texas corporation

By: 
Name: Mehul Patel
Title: President

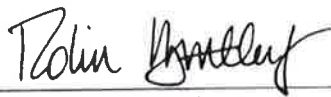
ASSIGNEE:

SUMMIT NCI JV 159, LLC.,
a Delaware limited liability company

By: 
Name: Christopher Eng
Title: Secretary

RECEIVED AND ACKNOWLEDGED:

CITY OF DALLAS,
a Texas home rule municipality

By: 
Robin Bentley, Director
Office of Economic Development

150987

RECEIVED

OCT 27 AM 11:30

CITY SECRETARY
DALLAS, TEXAS



CITY OF DALLAS

Memorandum

DATE 10/26/2020

TO City Secretary

SUBJECT Funding Correction - Council Resolution (CR) No. 15-0987

The Council Resolution (CR) No.15-0987 approved on 5/27/2015 authorized to execute a development agreement with Supreme Bright Dallas II, LLC, and the City of Dallas, on behalf of the Downtown Connection TIF District for the 1712 Commerce Hotel Redevelopment project.

The Council Resolution No. 19-0434 approved on March 27, 2019 authorized to execute the first amendment to the development agreement with Supreme Bright Dallas, LLC, Supreme Bright Dallas Parking, LLC and 1712 Commerce TIF, Inc., (collectively, the "Developer") for the 1712 Commerce Street Redevelopment Project in the Downtown Connection TIF District, authorized by Resolution No. 15-0987, previously approved on May 27, 2015 to: (1) extend the certificate of occupancy and project completion deadlines for the project from January 1, 2018 to July 1, 2019; and (2) as consideration for the requested amendment, increase in the minimum private investment for the project from \$42,000,000.00 to \$43,500,000.00 approved as to form by the City Attorney.

Change(s) is/are needed to correct (select all applicable):

- Typo
- Obvious error from Council Resolution context
- Financial/funding information**

Section 3 of the Council Resolution No. 15-0987 funding information should be corrected for the financial/funding information as follows:

From:

That the Chief Financial Officer is hereby authorized to encumber and disburse funds from future tax increments and subject to future appropriations from:

Fund: 0044, Department ECO, Unit P943, Object 4510, Activity DTT1, Program No. DCTIF0017, CT ECOP943D316-01, Vendor No. VS87328, in an amount not to exceed \$10,500,000; and

For a total not to exceed \$10,500,000.00.

Funds may be shifted among categories, except the TIF Grant category, as long as the total TIF funding does not exceed \$10,500,000.00

Correction Memo – CR No. 15-0987**Page 2****To:**

That the Chief Financial Officer is hereby authorized to encumber and disburse funds from future tax increments and subject to future appropriations from:

Fund: 0044, Department ECO, Unit P952, Object 3072, Activity DTT1, Program No. DCTIF0017, CT ECOP952D316-01, Vendor No. VS87328, in an amount not to exceed \$2,050,000;

Fund: 0044, Department ECO, Unit P952, Object 3072, Activity DTT1, Program No. DCTIF0017, CT ECOP952D316-02, Vendor No. VS87328, in an amount not to exceed \$1,000,000;

Fund: 0044, Department ECO, Unit P952, Object 4510, Activity DTT1, Program No. DCTIF0017, CT ECOP952D316-03, Vendor No. VS87328, in an amount not to exceed \$1,150,000;

Fund: 0044, Department ECO, Unit P952, Object 4550, Activity DTT1, Program No. DCTIF0017, CT ECOP952D316-04, Vendor No. VS87328, in an amount not to exceed \$600,000;

Fund: 0044, Department ECO, Unit P952, Object 3016, Activity DTT1, Program No. DCTIF0017, CT ECOP952D316-05, Vendor No. VS87328, in an amount not to exceed \$5,700,000;


For a total not to exceed \$10,500,000.

Funds may be shifted among categories, except the TIF Grant category, as long as the total TIF funding does not exceed \$10,500,000.00.

That, with the exception of the amendments described as stated in the Council Resolution No. 19-0434 and correction to funding information stated above to Council Resolution No.15-0987, all other requirements of the Agreement for the 1712 Commerce Street Redevelopment project will remain in full force and effect.

Department: Office of Economic Development (ECO)

Director (or designee):



Signature

Jiroko Rosales

Print Name

10/26/2020

Date

May 27, 2015

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

WHEREAS, on June 8, 2005, the City Council authorized the establishment of Tax Increment Financing Reinvestment Zone Number Eleven, City of Dallas, Texas ("Downtown Connection TIF District") in accordance with the Tax Increment Financing Act, as amended, Chapter 311 of the Texas Tax Code, Vernon's Texas Codes Annotated (the "Act") to promote development and redevelopment in the Uptown and Downtown areas through the use of tax increment financing by Ordinance No. 26020; as amended; and

WHEREAS, on August 29, 2005, the City Council authorized the Downtown Connection Tax Increment Financing District Project Plan and Reinvestment Zone Financing Plan by Ordinance No. 26096; as amended; and

WHEREAS, on December 19, 2014, Urban Design Peer Review Panel (the "UDPRP"), reviewed and approved the designs for the 1712 Commerce Hotel project; and

WHEREAS, on March 12, 2015, the Downtown Connection TIF District Board of Directors reviewed and recommended approval of a development agreement with Supreme Bright Dallas II, LLC for TIF incentives in an amount not to exceed \$4,800,000 for streetscape, historic façade restoration, environmental remediation/demolition, plus Economic Development TIF Grants in an amount not to exceed \$5,700,000, for a total not to exceed \$10,500,000; and

WHEREAS, on April 20, 2015, the Economic Development Committee was briefed and recommended approval of a development agreement with Supreme Bright Dallas II, LLC for TIF funding to support the 1712 Commerce Hotel redevelopment project in an amount not to \$10,500,000; and

WHEREAS, in furtherance of the Downtown Connection TIF District Project Plan and Reinvestment Zone Financing Plan and to promote within the Downtown Connection TIF District: (1) development and diversification of the economy, (2) elimination of unemployment and underemployment, and (3) development and expansion of commerce, the City desires to provide economic incentives to Supreme Bright Dallas II, LLC for the redevelopment of the 1712 Commerce Hotel project located at 1712 Commerce Street (the "Property") in the Downtown Connection TIF District as depicted in the Site/Landscape Plan, Project Elevations, Parking Garage Renderings and Hotel Renderings, attached hereto as **Exhibits A, B, C, D, and D1** respectively; and

WHEREAS, the expenditure of TIF funds supporting this project is consistent with promoting development and redevelopment of the Downtown Connection TIF District in accordance with the purposes for its creation, the City's revised Public/Private Partnership Guidelines and Criteria, the ordinance adopted by the City Council approving the Project and Financing Plan, and is for the purpose of making public improvements consistent with and described in the Project and Financing Plan for the Downtown Connection TIF District.

NOW, THEREFORE,

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

Section 1. That the City Manager, upon approval as to form by the City Attorney is hereby authorized to execute a development agreement with Supreme Bright Dallas II, LLC, and the City of Dallas, on behalf of the Downtown Connection TIF District for the 1712 Commerce Hotel redevelopment project.

Section 2. That the Downtown Connection TIF District Board of Directors is authorized to dedicate future Downtown Connection TIF revenues in an amount not to exceed \$10,500,000, of which, \$5,700,000 is in the form of an Economic Development TIF Grant for TIF-eligible project costs associated with the redevelopment project located in the Downtown Connection TIF District, as shown in **Exhibit F** – TIF Budget – Eligible Project Costs. These costs include, but are not limited to design, engineering, construction management, professional services, paving and streetscape improvements, environmental remediation and demolition, and façade improvement costs for the 1712 Commerce Hotel redevelopment project.

Section 3. That the Chief Financial Officer is hereby authorized to encumber and disburse funds from future tax increments and subject to future appropriations from:

Fund 0044, Department ECO, Unit P943, Object 4510, Activity DTTI, Program No. DCTIF0017, CT ECOP943D316-01, Vendor No. VS87328, in an amount not to exceed \$10,500,000; and

For a total not to exceed \$10,500,000.

Funds may be shifted among categories, except the TIF Grant category, as long as the total TIF funding does not exceed \$10,500,000.

Section 4. That nothing in the resolution shall be construed to require the City to approve future dedications of Downtown Connection TIF revenues (the “TIF Subsidy”) from any source of the City funds other than the Downtown Connection TIF District Fund. Any portion of the TIF Subsidy that remains unpaid due to lack or unavailability of Downtown Connection TIF District Funds shall no longer be considered project costs of the Downtown Connection TIF District or the City and the obligation of the Downtown Connection TIF District to pay the Owner shall automatically expire.

Section 5. That the TIF Subsidy to be provided to Supreme Bright Dallas II, LLC, will be based on the Downtown Connection TIF District’s Increment Allocation Policy and Reimbursement Queue for the sharing of future revenues in the Tax Increment Fund, adopted by the Downtown Connection TIF District Board of Directors September 16, 2009 (**See Exhibit E**).

Section 6. That in addition to the conditions set out in the Sections above, the Development Agreement is hereby expressly made subject to all of the following contingencies which must be performed or occur:

- A. Minimum private investment of \$42,000,000 for the Project, including acquisition cost, construction, and construction related soft costs.

The term “Invest” or “Investment” means the sum of all construction costs (hard and soft) paid, payable or actually incurred by or on behalf of the Owner, with respect to the Property and the improvements thereon. Construction related soft costs include the following items: architecture and engineering, interior design, remediation and demolition. The owner must provide verification of all expenditures.

- B. Redevelopment of the Project shall include:
- a. Minimum 9,000 square feet of retail space; and
 - b. Minimum 100,000 square feet (approximately 190 hotel rooms) of hotel space
 - c. Minimum 100,000 square feet of parking garage (approximately 300 parking spaces)
- C. Obtain a building and/or demolition permit for the Project by December 1, 2015;
- D. Obtain a Certificate of Occupancy (“CO”) for the Project by July 1, 2017;

Section 6. (Continued)

- E. The hotel component of the Project shall not permanently be discontinued or closed at any time during the TIF Reimbursement payment period. If the hotel component is temporarily discontinued or closed, a 90 day cure period will be granted, if issues are not addressed within cure period, Project shall not be eligible to receive further TIF reimbursements;
- F. Obtain final acceptance of public infrastructure improvements associated with the Project, as evidenced by the issuance of a Green Tag from the Public Works and Transportation Department by July 1, 2017;
- G. Execute an Operating and Maintenance agreement for non-standard public infrastructure improvements associated with the Project by July 1, 2017, for a period of 20 years;
- H. On December 19, 2014, Urban Design Peer Review Panel (the "UDPRP") reviewed the project and recommended the following changes (these changes have been incorporated in the attached Project plans):
 - I. Utilize the pool area as a way to activate the street level interaction and suggests increasing the height of the pool area to vibrate the presence along the street.
 - II. Soften parking structure lighting and articulate building façade lighting to better integrate into the urban setting.
- I. Construction of Project improvements and building renovations shall be in general conformance with design plans approved by the TIF Board and Dallas City Council;
- J. If the Project is not managed by Supreme Bright Dallas II, LLC, then, prior approval of a new management company by the Director of the Office of Economic Development (OED) is required; such approval by OED shall not be unreasonably withheld;
- K. Owner shall submit to the Director of the OED a quarterly status report for ongoing work on the Project, as well as public improvements. Status reports will be due once every three months from December 1, 2015;

Section 6. (Continued)

- L. Project shall comply with the Business Inclusion and Development (“BID”) goal of twenty-five percent (25%) Minority/Women-owned Business Enterprise (“M/WBE”) participation for TIF reimbursable improvements, and the Owner shall make a good faith effort to achieve a goal of 25% certified M/WBE participation for total private improvement construction expenditures for the Project, and meet all reporting requirements for each; and

- M. If necessary, the Project deadline can be extended up to six months, subject to the Office of Economic Development Director’s and Downtown Connection TIF District Board of Director’s approval.

Section 7. That should Supreme Bright Dallas II, LLC, not perform one or more of the contingencies listed above, the City Manager is authorized to terminate the development agreement and disallow the total TIF Subsidy up to an amount not to exceed \$10,500,000.

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

APPROVED BY
CITY COUNCIL

MAY 27 2015

Lucas A. Rios
City Secretary

Exhibit A
1712 Commerce Hotel
Site Plan/Landscape Plan

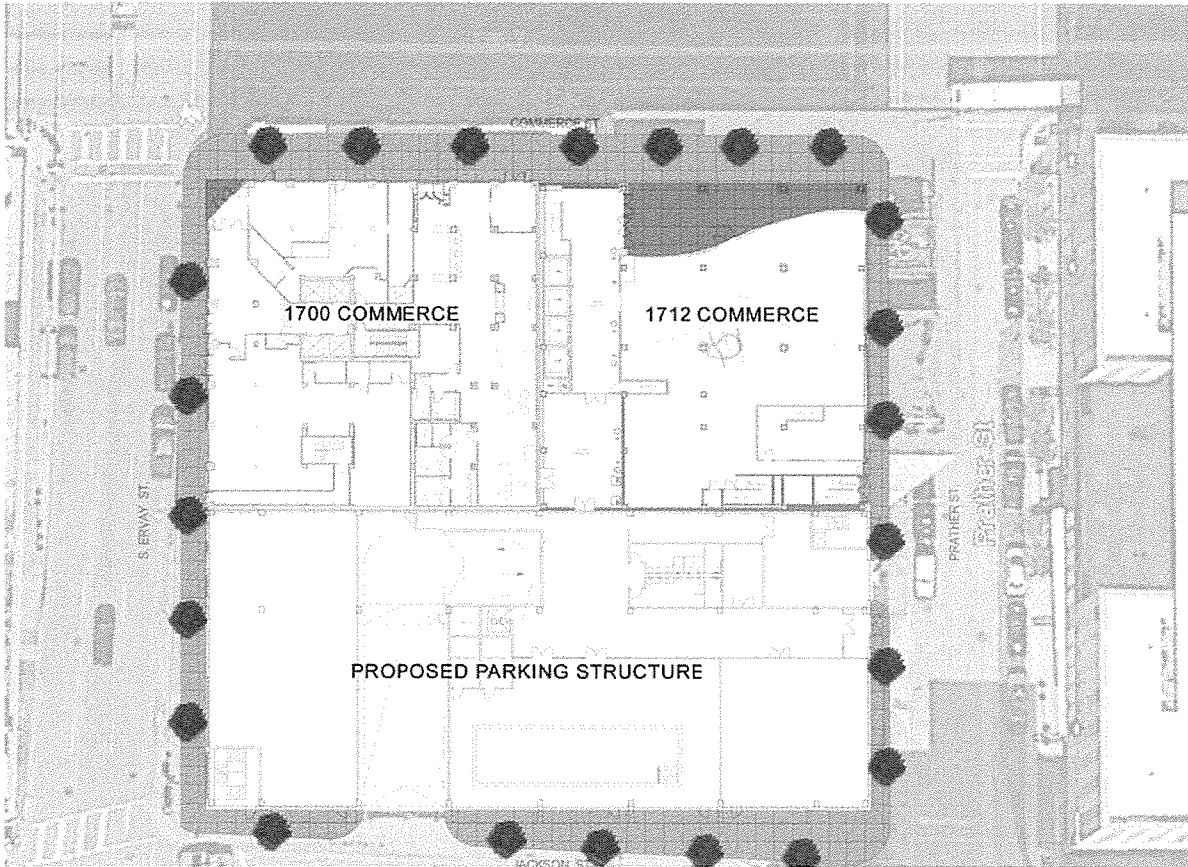


Exhibit B
1712 Commerce Hotel
Elevations

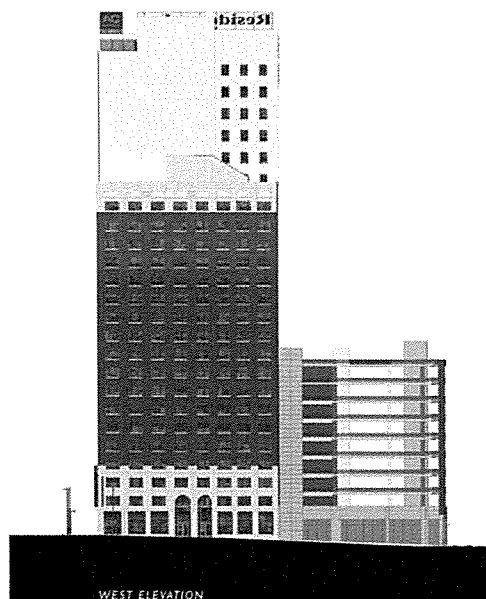
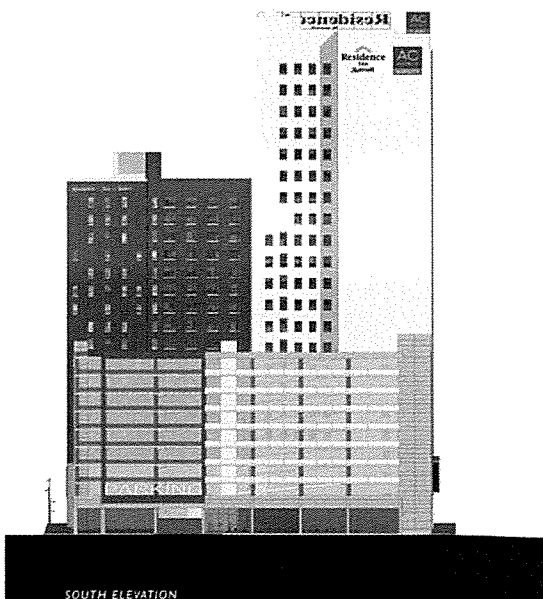
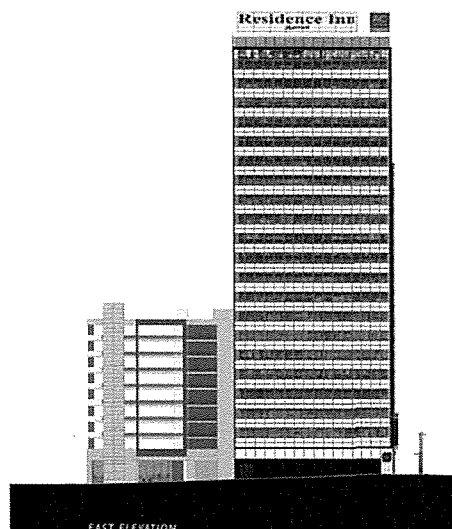
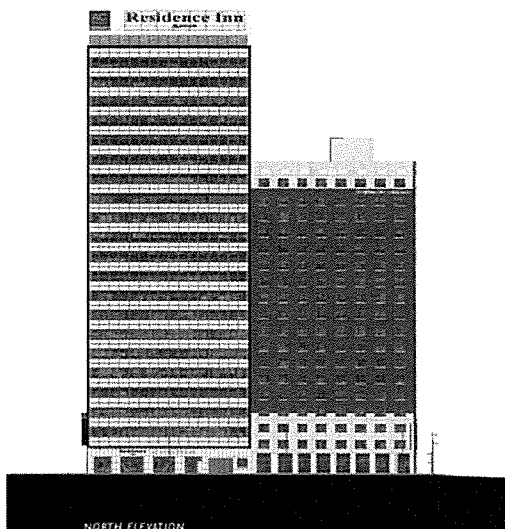
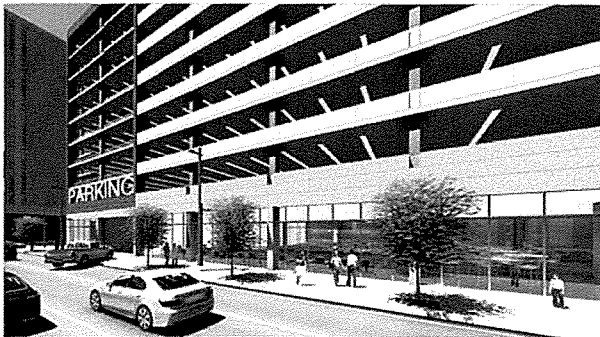


Exhibit C
1712 Commerce Hotel
Parking Garage Rendering



NEW PROPOSED GARAGE LOOKING NORTH



NEW PROPOSED GARAGE LOOKING NORTHWEST



NEW PROPOSED GARAGE LOOKING NORTH



NEW PROPOSED GARAGE LOOKING NORTHEAST

Exhibit D
1712 Commerce Hotel
Rendering



Exhibit D1
1712 Commerce Hotel
Rendering



Exhibit E
TIF Increment Allocation Policy
Downtown Connection TIF District
As of September 30, 2009

It is important for the City of Dallas to encourage as many projects as possible in the Downtown Connection TIF District (the "Downtown Connection TIF" or "District"). After satisfying all bond Downtown Dallas Development Authority ("DDDA") obligations related to reserves and debt service coverage requirements, Downtown Connection TIF funds will be allocated to Developers based on the increment created by the Project (as defined below) and Related Projects/Developers (as defined below) within the District and the distribution of any remaining funds in accordance with the reimbursement queue policy.

Definitions

Accrued Priority Increment - The unpaid balance of the *Individual Increment* owed to a project.

Administrative Expenses – the City will take a share of the District's annual TIF revenue to compensate for the amount billed to the District for costs related to the administration of its TIF program. This may include charges from the Office of Economic Development as well as other departments.

Available Funds – Total Increment less: (1) debt service on DDDA Bonds excluding Bonds issued pursuant to the Continental Building Improvements, (2) Bond trustee fees and expenses, (3) Administrative Expenses, (4) payment of any other DDDA obligations related to Bonds issuance, and (5) reimbursement to the City of Dallas for any grant of loan payments made to the DDDA.

Completed Projects – Projects which received City approval for satisfying all of its project obligations and approval on all supporting documentation required by their executed development agreements.

Cumulative Individual Increment – sum of all *Individual Increment* that a Project or Related Project produces in all years since its completion.

Developer/Owner – a person or entity that has completed all the requirements for a TIF-eligible Project as prescribed by the Project's fully executed development agreement.

District-Wide Improvements – improvements that benefit multiple properties or blocks but are not specific to a single development site such as public parks, gateways, trails, public open space, public facilities, or utility/streetscape improvements.

Individual Increment – the annual amount of increment deposited into the District's TIF fund by its participating jurisdictions that is generated by a Project eligible for TIF reimbursement. Dallas Central Appraisal District (DCAD) certified values for each tax year will be the data source used to determine values for the increment allocation procedure.

Performance Percentage – percentage of Individual Increments divided by the total Shared Increment.

Project (TIF-eligible) – development or redevelopment that increases the taxable value of real property at a particular site or a space or facility of public benefit such as improvements to City parks, open space, trails or cultural facilities. The Project has been approved for TIF funds and all requirements set forth in the development agreement have been completed.

Related Project/Developer – if a Developer or a Developer's affiliates (as defined in a development agreement) has other development or redevelopment projects in addition to a TIF-eligible Project, increment from those Related Project(s) may be included in Individual Increment for reimbursement of the TIF-eligible Project expenses. A Developer of a TIF-eligible Project must have at least 50% ownership in any Related Project. These requirements will be further specified in a development agreement where applicable.

Related Projects must create new taxable real property value for the District based on the following criteria:

- New development on previously vacant land or site of demolished structures.
- Redevelopment or major modification of an existing building that exceeds the building's original taxable value by 50% or more, or any increase in a building's original floor area if the expansion exceeds 50% for residential projects, 65% for mixed-use projects, and 75% for office/showroom projects

Remaining Funds – Funds leftover after distribution of all *Accrued Priority Increment* payments and all Individual Increment payments to *Completed Projects*.

Shared Increment – the sum of all Individual Increments generated by all Completed Projects in a given year.

Total Increment – the annual amount of increment deposited into the District's TIF fund by its participating jurisdictions.

Procedure

Annually, after the *Total Increment* has been deposited in the TIF Fund, the funds shall be used to meet the financial obligations of the Downtown Connection TIF District in the following order:

1. Payment of all principal, interest, premium (if any) and fund any reserves necessary or desirable in connection with outstanding District Bonds (excluding Bonds issued pursuant to Section 2.07 of the Mercantile Development Agreement for the Continental Building Improvements) pursuant to Bonds issued by the DDDA and to pay any DDDA obligations which are on a parity with such Bonds;
2. Payment of any fees and expenses of the trustee and paying agent/registrars due and owing;
3. Reimbursement to the City for staff costs, administrative costs and other costs and expenses of the City and the Downtown Connection TIF District;
4. Payment of any other DDDA obligations which are subordinate to the Bonds, but are related to the DDDA's role in issuing the Bonds and administering contracts to be funded with Bond proceeds;
5. Reimbursement to the City for any grant or loan payments made to the DDDA to cover debt service on the Bonds or other DDDA obligations pursuant to the Chapter 380 Program as a result of any shortfalls in tax increment of the Downtown Connection TIF District;

Should for any reason the District fail to meet all of the above financial obligations and satisfying all DDDA bond obligations related to reserves and debt service coverage requirements, no funds shall be distributed to any projects

If, after meeting the above financial obligations and satisfying all DDDA bond obligations related to reserves and debt service coverage requirements, the remaining funds may be used as *Available Funds* to meet other TIF financial obligations including but not limited to the reimbursement of certain project costs for eligible projects.

A *Completed Project* shall be entitled to receive its *Individual Increment* each year if the total amount of *Available Funds* is greater than the total *Shared Increment* for all *Eligible Projects*. Should the amount of *Available Funds* be less than the total *Shared Increment* in a given year, a *Completed Project* shall be reimbursed based on their *Performance Percentage*. The unpaid balance of the *Individual Increment* owed to a project shall be deemed as "*Accrued Priority Increment*" and shall be paid in the following year(s) prior to the distribution of any Individual Increment payments.

Should any *Available Funds* remain after distribution of all *Accrued Priority Increment payments* and all *Individual Increment payments* to *Eligible projects*, the *Remaining Funds* shall be distributed in accordance to the Downtown Connection TIF District Modified Queue Reimbursement Policy approved by the Downtown Connection TIF District Board of Directors on September 30, 2009.

THE REIMBURSEMENT QUEUE

The *Reimbursement Queue* shall list all approved Downtown Connection TIF District projects in order of priority based upon the earlier date in which the developer submits evidence of an executed construction loan and receipt of a building permit. Projects, such as Stoneleigh Hotel and Santa Fe IV, which were completed prior to the adoption of this policy, shall be placed in the queue based on their date of completion.

Each year, City staff is required to verify the status of all approved Downtown Connection TIF District projects as of June 1st. Those projects which have been completed shall be eligible to receive their Individual Increment; and shall be eligible to receive all or a portion of those funds which remain after the distribution of all Individual Increment payments. Payments from the *Remaining Funds* shall be made to completed projects in order of their priority ranking.

The amount of *Remaining Funds* distributed to a project shall not exceed the project's Total TIF Award (including interest when applicable) less the amount of *Cumulative Individual Increment* paid to date for a project. After such payment(s) are made, any leftover funds shall be distributed to the next completed project in order of their priority ranking.

Should a project which has not been completed as of June 1st of a given year have priority ranking over a project which has been completed, the uncompleted project shall be deemed "bumped" and shall not receive any payments for that year. A project may be "bumped" by more than one project in a given year. However, a "bumped" project shall retain its priority ranking for subsequent years.

As projects are approved by City Council for funding from the Downtown Connection TIF Fund, they shall be given the lowest priority ranking until such time the developer submits evidence of: **(1) an executed construction loan and receipt of a building permit or (2) final certificate of occupancy.** At which time, the reimbursement queue shall be updated. Once a project has been completed, its priority ranking shall not be subject to change. The City's Director of Economic Development will make the final determination in applying future available revenues in the TIF Fund among Projects.

Downtown Connection TIF District
Reimbursement Queue
As of March 2015

Reimbursement Priority ¹	Project Name	Priority Date	Construction Status	Primary TIF Reimbursement	Maximum Interest	Total Eligible TIF Reimbursement	Project Generated Increment Only ⁴	Reimbursement Status
1	Stoneleigh Hotel	5/30/2010	Completed	\$2,500,000	\$0	\$2,500,000	Yes	To Be Paid
2	Hall Lone Star ²	5/30/2010	Completed	\$852,764	\$2,000,000	\$2,852,764	No	To Be Paid
3	Santa Fe IV - Aloft Hotel	5/30/2010	Completed	\$3,734,419	\$0	\$3,734,419	No	To Be Paid
4	Grand Ricchi Dallas - 1600 Pacific	10/26/2010	Completed	\$8,830,000	\$4,040,200	\$12,870,200	No	Paid
5	Joule Hotel Expansion	1/19/2011	Completed	\$20,658,500	\$0	\$20,658,500	No	To Be Paid
6	Atmos Complex Phase I	6/20/2011	Completed	\$3,250,000	\$3,000,000	\$6,250,000	No	To Be Paid
7	Joule Hotel Expansion Amendment	8/10/2011	Completed	\$3,194,409	\$0	\$3,194,409	No	To Be Paid
8	Continental Building ³	9/16/2011	Completed	\$13,305,700	\$4,222,588	\$17,528,288	No	N/A
9	Atmos Complex Phase II	5/21/2013	Completed	\$11,750,000	\$5,000,000	\$16,750,000	No	N/A
10	Hall Lone Star Project - Phase II ²	8/22/2013	Under Construction	\$5,000,000	\$0	\$5,000,000	No	N/A
11	PetroCorrigan Project	2/13/2014	Approved	\$10,300,000	\$0	\$10,300,000	No	N/A
12	LTV Tower Project	5/5/2014	Under Construction	\$17,500,000	\$0	\$17,500,000	No	N/A
13	The Olympic	10/24/2014	Under Construction	\$45,000,000	\$5,000,000	\$50,000,000	No	N/A
TBD	500 S. Ervay	TBD	Approved	\$5,000,000	\$0	\$5,000,000	Yes	N/A
TBD	Statler/Library/Jackson Street	TBD	Under Construction	\$46,500,000	\$0	\$46,500,000	No	N/A
TBD	Mayflower Building (411 N. Akard St.)	TBD	Approved	\$10,000,000	\$0	\$10,000,000	No	N/A
						\$230,638,580		

Notes:

¹The priority ranking of an approved project is established by the submittal of evidence to the City of an executed construction loan and building permit for the project.

²Hall Lone Star Project, Phases I and II, is eligible to receive up to \$2M in interest. The full \$2M in interest is shown in Phase I of the project.

³The Total TIF Reimbursement for the Continental Building project is \$22,028,288 (includes an additional \$2.5M in bond proceeds and \$2M in affordable housing funds).

⁴Based on the development agreement for the project, reimbursement may take the form of project generated increment only or project generated increment plus shared increment.

Exhibit F
1712 Commerce Hotel
TIF Budget – Eligible Project Costs

Description	Amount
Redevelopment of Vacant Underutilized Downtown Buildings	
<i>Façade Restoration</i>	\$2,050,000
<i>Environmental Remediation/Demolition</i>	\$1,000,000
<i>Streetscape Improvements</i>	\$1,150,000
<i>Water and Sewer upgrades</i>	\$600,000
<i>Economic Development TIF Grant (offset costs of building mechanical systems and cost of the parking)</i>	\$5,700,000
Total TIF Funding	\$10,500,000

The budget shown above outlines anticipated TIF reimbursements for the 1712 Commerce Hotel redevelopment project. The reimbursement will be based on actual expenditures and may be shifted among budget line items, except the Economic Development TIF Grant, as long as the total TIF subsidy does not exceed \$10,500,000. No interest shall accrue on any portion of the TIF subsidy. If Dallas Water Utility (DWU) reimburses/funds partially or completely towards the utility upgrades on Commerce Street, Prather Street, Jackson Street and Ervay Street, TIF reimbursement will be reduced by the amount of DWU funding.