

# Memorandum



CITY OF DALLAS

DATE April 12, 2013

TO Members of the Economic Development Committee: Tennell Atkins (Chair), Ann Margolin (Vice Chair) Jerry R. Allen, Sheffie Kadane, Monica Alonzo

SUBJECT **Cypress Waters Municipal Management District Development and Operating Agreement (Cypress Waters MMD), April 24, 2013 Council Agenda**

These items represent the next steps in the establishment and operation of the Cypress Waters Municipal Management District (CWMMD), which was created to support the Cypress Waters TIF District, near LBJ Freeway (I-635) and Belt Line Road and within City boundaries. In 2011, Billingsley Development Corporation began to develop 948 acres around the 362-acre North Lake. The first phase of the multifamily portion of the development is due to be completed in 2014.

The next phase of Cypress Waters requires that the water level of the adjacent North Lake be lowered to increase the buildable area of the development.

The City of Coppell owns the lake's spillway and has agreed to lower the spillway (thus lowering the lake level). Luminant owns property next to the lake's spillway and has agreed to grant the City of Coppell the rights required to accomplish this, provided (since Luminant will not benefit from the MMD) the MMD takes some action to protect Luminant from any MMD-related expenses.

Luminant has requested three actions from the Cypress Waters MMD board, all of which require Council approval:

- 1) A land substitution, to include in the MMD three parcels Luminant is trading to Billingsley and to remove from the MMD one parcel Luminant is receiving from Billingsley. In addition to Council approval, this action requires a now-pending minor amendment to state legislation that governs the district.
- 2) A grant agreement to repay Luminant (from future MMD revenues, if any) for expenses it incurs from being in the MMD, in the event the state legislation allowing the land substitution is not approved in this session.
- 3) Assurance that the City retains exclusive rule making authority over any mineral rights in the MMD. That is, Luminant would be required to follow City regulations regarding any drilling or extraction inside the MMD boundary.

These actions require a development and operating agreement between the City and the Cypress Waters MMD. This item proposes a partial development and operating agreement that only provides for these necessary actions. All other potential Cypress Waters MMD activity requiring City approval, including building public improvements, levying taxes, etc., would require an amendment to the development and operating agreement and future Council action.

The development and operating agreement 1) gives the City exclusive rule making authority over any mineral estates in the CWMMD; 2) authorizes the land substitution; and 3) authorizes the economic development grant.

The final portion of the item amends Resolution No. 09-0458 (which consented to the creation of the CWMMD) by replacing the draft legislation in Exhibit A with the final state enabling legislation. Revision of Section 4 of the consent resolution provides for an approval process in the event there are any discrepancies between state law and Resolution 09-0458.

The CWMMD was created by a special act of state legislature codified as Special District Local Laws Code, Chapter 3874 on June 19, 2009, to promote development and redevelopment in the CWMMD.

The final build out of Cypress Waters includes 10,000 residential units, 4 million square feet of commercial space, and an estimated 150,000 square feet of pedestrian-oriented retail space.

### **Financing**

No cost consideration to the City

### **Staff**

Karl Stundins, Manager, Area Redevelopment  
Pam Thompson, Economic Development analyst

### **Recommendation**

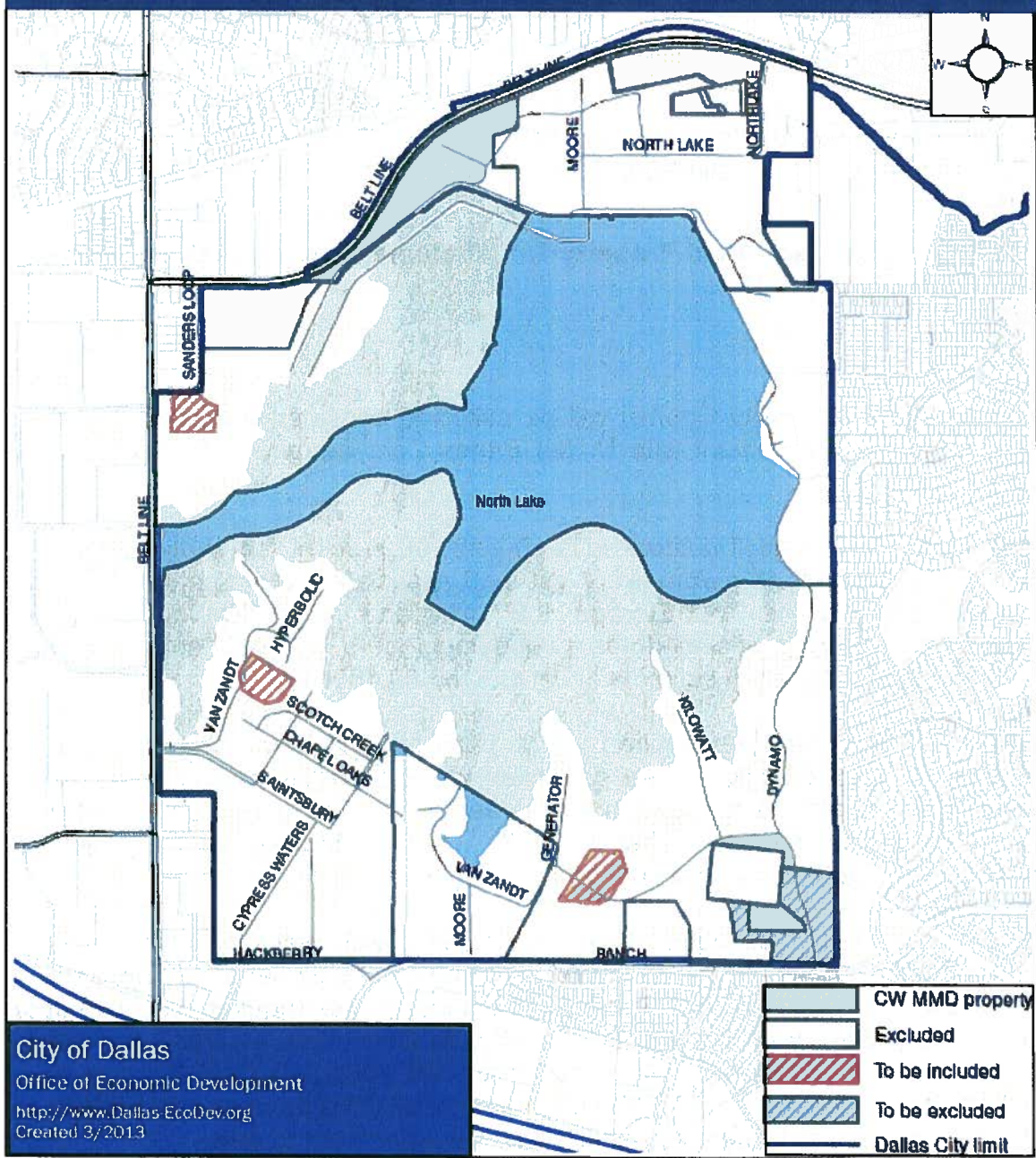
Staff recommends City Council approval of the item. Should you have any questions, please contact me at (214) 670-3296.



Ryan S. Evans  
Assistant City Manager

C: The Honorable Mayor and Members of the City Council  
Mary K. Suhm, City Manager  
Rosa Rios, City Secretary  
Tom Perkins Jr., City Attorney  
Craig Kinton, City Auditor  
Judge Daniel Solis, Administrative Judge Municipal Court  
A.C. Gonzalez, First Assistant City Manager  
Jill A. Jordan, P.E., Assistant City Manager  
Forest E. Turner, Assistant City Manager  
Joey Zapata, Assistant City Manager  
Jeanne Chipperfield, Chief Financial Officer  
Karl Zavitskovsky, Director, Office of Economic Development  
J. Hammond Perot, Assistant Director, Office of Economic Development  
Stephanie Pegues-Cooper, Assistant to the City Manager

# Exhibit D Cypress Waters Municipal Management District (MMD) Inclusion/Exclusion Map



City of Dallas

Office of Economic Development

<http://www.DallasEcoDev.org>

Created 3/2013

# Memorandum



DATE April 12, 2013

TO Members of the Economic Development Committee:  
Tennell Atkins (Chair), Ann Margolin (Vice Chair), Monica Alonzo, Jerry R. Allen,  
Sheffie Kadane

SUBJECT **United States Cold Storage – Real Property Tax Abatement Agreement Amendment;  
Council Agenda April 24, 2013**

## **Background**

On Wednesday, April 24th, City Council will be asked to consider amending a real property tax abatement agreement with United States Cold Storage, L.P. (US Cold Storage).

On March 8, 2006, City Council authorized a 10-year, 90 percent tax abatement on added value of real property with Turnpike West, LLC associated with a potential new development by United State Cold Storage, L.P. The anticipated development by United States Cold Storage included the construction of a 500,000 square foot industrial/warehouse facility at an estimated cost of \$16,500,000.

As anticipated, US Cold Storage acquired the property in 2007 from Turnpike West, LLC with plans to build a large climate controlled warehouse that would meet the requirements of the approved tax abatement agreement. The date of substantial completion for the project was December 31, 2008. US Cold Storage put the project on hold indefinitely in 2008 due to the economic downturn.

In late 2012, US Cold Storage decided to move forward with plans to build a new facility and requested a modification of the original abatement agreement. City staff agreed to pursue City Council consideration of extending the required substantial completion of the project from December 31, 2008 to December 31, 2013 but not extend the term of the agreement. The modification will allow US Cold Storage to potentially benefit from the remaining 5-years of the original tax abatement agreement. US Cold Storage has not received any benefit from the agreement to date.

The original agreement required a minimum investment of \$16,500,000. The current anticipated investment for the new facility is over \$25,000,000 in real property and over \$2,700,000 in equipment. Estimated benefit from the tax abatement agreement to US Cold Storage over the proposed remaining term of the agreement is approximately \$897,638. US Cold Storage anticipates 60 employees at the facility.

**Owner**

United States Cold Storage, L.P., a Texas limited partnership  
James Slamon  
VP Finance & CFO

**Staff**

J. Hammond Perot, Assistant Director  
Christopher O'Brien, Sr. Coordinator

**Recommendation**

Staff recommends approval of the subject item. Please contact me if you have any questions at 214-670-3296.



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Assistant City Manager

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Karl Zavitskovsky, Director, Office of Economic Development  
J. Hammond Perot, Assistant Director, Office of Economic Development  
Stephanie Pegues-Cooper, Assistant to the City Manager





# Memorandum



DATE April 12, 2013

TO Members of the Economic Development Committee: Tennell Atkins (Chair), Ann Margolin (Vice Chair) Jerry R. Allen, Sheffie Kadane, Monica Alonzo

SUBJECT **Actions Related to Setting the Annual Assessment Rate for the Tourism Public Improvement District; May 22, 2013 and June 12, 2013 Council Agendas**

## **Background**

On May 22, 2013, City Council will be asked to consider a resolution to call for a public hearing to set the annual assessment rate for the Tourism Public Improvement District (T-PID). This rate will not change over the term of the T-PID.

The T-PID was established on June 13, 2012 by Resolution Number 12-1581. The District is located wholly within the City of Dallas. Its boundaries consist of noncontiguous areas authorized under Subchapter 372.0035 of the Act and include hotel properties with 100 or more rooms ordinarily used for sleeping. The District's primary purpose is to provide incentives and increased marketing that will attract more conventions and group meetings to Dallas as authorized by the Texas Local Government Code (the "Act") and approved by the Dallas City Council.

The total estimated cost of services and improvements provided by the District for the five year period is approximately sixty million, seven hundred ninety-seven thousand, seven hundred thirty-one dollars (\$60,797,731). The estimated average annual cost of services for the District is approximately twelve million, one hundred fifty-nine thousand, five hundred forty-six dollars (\$12,159,546). The apportionment of such costs shall be based on 2% of hotel room nights sold at Dallas hotels with 100 or more rooms. The 2% rate will only apply to hotel stays that are subject to the City's hotel occupancy tax.

The T-PID assessment has resulted in approximately \$5.3 million in collections through the 2nd quarter of fiscal year 2012-13. The collections have enabled the Dallas Convention & Visitors Bureau to initiate the "Big Things Happen Here" campaign and secure a variety of 38 events and meetings that will occur in the City over the next 10 years. This represents approximately \$58 million in additional hotel lodging revenue for the District's hotels.

The management group for the T-PID, the Dallas Tourism Public Improvement District Management Corporation, has requested that the start of the District's fiscal year be adjusted from August 1st to October 1st so that it is consistent with the City and the Dallas Convention Center & Visitors Bureau's fiscal year. As a result, the 2013 budget reflects an increase in all categories. The 2016 budget reflects a corresponding decrease. Total funding over the term of the T-PID remains the same.

The assessment rate will be reviewed and approved annually by the Dallas City Council and will be carried out in accordance with procedures stipulated in Chapter 372 of the Act.

**Actions Related to Setting the Annual Assessment Rate for the T-PID**

April 12, 2013

Page 2 of 2

The District shall automatically dissolve on July 31, 2017, unless the District is renewed through the petition and approval process as provided by the Act, or the District is sooner terminated as provided by law. During the term of the T-PID, if required, the T-PID can be dissolved by petitions signed by the majority of the property owners within the public improvement district as provided in Section 372.005(b) of the Act. If the District is dissolved, the District nonetheless shall remain liable for the payment of any indebtedness for the District.

The City desires, by the calling and holding of such public hearing, to provide a reasonable opportunity for any interested person to speak for or against the T-PID's special assessment on Dallas hotels with a 100 or more rooms, to provide funding for the District for the purpose of increasing hotel activities within the City of Dallas.

**Financing**

No Cost Consideration to the City

**Staff**

Karl Stundins, Area Redevelopment Manager, Office of Economic Development  
Telemachus Evans, Economic Development Analyst

**Recommendation**

Staff recommends City Council's approval of the item.

**5-year Service Plan**

Attached

**Map**

Attached

Should you have any questions or concerns, please contact me at (214) 670-3296.



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Assistant City Manager

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J. Hammond Perot, Assistant Director, Office of Economic Development  
Stephanie Pegues-Cooper, Assistant to the City Manager



**Tourism Public Improvement District (PID) Service Plan**

FISCAL YEAR	2013-14 <sup>1</sup>	2014-15	2015-16	2016-17 <sup>2</sup>	2017-18 <sup>3</sup>	TOTAL
Assessment Revenue	\$ 13,188,924	\$ 11,710,855	\$ 12,062,181	\$ 10,437,046	\$ 12,796,767	\$ 60,195,773
Prior Year Balance	\$ 2,089,251	\$ 6,003,898	\$ 8,583,266	\$ 11,120,402	\$ 13,184,612	-
Investment Income	\$ 131,889	\$ 117,109	\$ 120,622	\$ 104,370	\$ 127,968	\$ 601,958
<b>TOTAL INCOME</b>	<b>\$ 15,410,065</b>	<b>\$ 17,831,862</b>	<b>\$ 20,766,068</b>	<b>\$ 21,661,819</b>	<b>\$ 26,109,347</b>	<b>\$ 60,797,731</b>

Marketing (Promotion/Advertising)	\$ 3,996,244	\$ 3,548,389	\$ 3,654,841	\$ 3,162,425	\$ 3,877,421	\$ 18,239,319
Marketing Support for DCVB	\$ 666,041	\$ 591,398	\$ 609,140	\$ 527,071	\$ 646,237	\$ 3,039,887
Marketing/Event Application Pool	\$ 999,061	\$ 887,097	\$ 913,710	\$ 790,606	\$ 969,355	\$ 4,559,830
Marketing Reserve	\$ 333,020	\$ 295,689	\$ 304,570	\$ 263,535	\$ 323,118	\$ 1,519,943
<b>Marketing Sub-total</b>	<b>\$ 5,994,366</b>	<b>\$ 5,322,584</b>	<b>\$ 5,482,261</b>	<b>\$ 4,743,637</b>	<b>\$ 5,816,131</b>	<b>\$ 27,358,979</b>
Site Visits & Familiarization Tours	\$ 1,332,081	\$ 1,182,796	\$ 1,218,280	\$ 1,054,142	\$ 1,292,474	\$ 6,079,773
Incentives <sup>4</sup>	\$ 1,080,688	\$ 1,856,119	\$ 2,031,414	\$ 1,888,822	\$ 2,027,104	\$ 8,884,117
Incentives Reserve	\$ 333,020	\$ 295,689	\$ 304,570	\$ 263,535	\$ 323,118	\$ 1,519,943
<b>Incentives Sub-total</b>	<b>\$ 2,745,760</b>	<b>\$ 3,334,614</b>	<b>\$ 3,554,264</b>	<b>\$ 3,206,499</b>	<b>\$ 3,642,696</b>	<b>\$ 16,483,833</b>
Start-up expenses	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Insurance and Audit	\$ 133,208	\$ 118,280	\$ 121,828	\$ 105,414	\$ 129,247	\$ 607,977
Research	\$ 266,416	\$ 236,559	\$ 243,656	\$ 210,828	\$ 258,495	\$ 1,215,955
Administration	\$ 266,416	\$ 236,559	\$ 243,656	\$ 210,828	\$ 258,495	\$ 1,215,955
<b>Operations Sub-total</b>	<b>\$ 666,041</b>	<b>\$ 591,398</b>	<b>\$ 609,140</b>	<b>\$ 527,071</b>	<b>\$ 646,237</b>	<b>\$ 3,039,887</b>
<b>TOTAL EXPENSES</b>	<b>\$ 9,406,166</b>	<b>\$ 9,248,596</b>	<b>\$ 9,645,666</b>	<b>\$ 8,477,207</b>	<b>\$ 10,105,063</b>	<b>\$ 46,882,699</b>
<b>NET Balance<sup>5</sup></b>	<b>\$ 6,003,898</b>	<b>\$ 8,583,266</b>	<b>\$ 11,120,402</b>	<b>\$ 13,184,612</b>	<b>\$ 16,004,283</b>	<b>\$ 13,915,032</b>

**Notes:**

<sup>1</sup> 14 month budget to align the PID's fiscal year with the City and Dallas Convention & Visitors Bureau's fiscal year

<sup>2</sup> 10 month budget to finish the PID's existing term

<sup>3</sup> Expenses for 2017-18 are estimates subject to the Tourism PID's successful renewal

<sup>4</sup> Reflect actual payments occurring in the fiscal year for meetings that take place in Dallas

<sup>5</sup> Reflect the remaining Incentives budget that has been obligated, but will not be spent until the meeting occurs



[illegible]

**DALLAS  
ECONOMIC  
DEVELOPMENT**  
Research & Information Division  
214.670.1685  
dallas-econdev.org  
Created 1/2011, Updated 1/11/12, Revised 10/11/12

**Legend**

- Proposed PID Hotel
- Rail Station
- Future Station
- DART Light Rail
- Commuter Rail
- Future DART Light Rail
- Freeway

Source: Hotels - Texas State Comptroller's Office, 2011 - Hotels with 100+ rooms; All Other Data - City of Dallas, 2011



# Memorandum



DATE: April 12, 2013

TO: Members of the Economic Development Committee: Tennell Atkins (Chair), Ann Margolin (Vice Chair) Jerry R. Allen, Sheffie Kadane, Monica Alonzo

SUBJECT: **Call and Hold a public hearing to receive comments regarding the renewal of Downtown Improvement District – May 22, 2013 and June 12, 2013 Council Agenda**

On May 22, 2013, City Council will be asked to consider a resolution calling for a public hearing regarding the renewal of the Downtown Improvement District (DID) to be held on June 12, 2013.

On April 1, 2013, Dallas CBD Enterprises, Inc., representing property owners of Downtown area delivered to the City of Dallas a petition to renew the DID in accordance with the parameters of Chapter 372 of the Texas Local Government Code.

City staff reviewed the petitions and determined that the owners of more than sixty percent of the property value and more than sixty percent of the land area had signed the petitions for the renewal of the DID. These benchmarks exceed the minimum requirements set in the City of Dallas PID Policy for the City Council to consider creation of the District and exceed State requirements for sufficiency of the petition. Staff has also evaluated the service plan and recommended that the services be made as outlined by the proposed service plan. The plan is viable.

DID was initially established in 1992, renewed in 2001 and 2006. The area is located in Council Districts 2 and 14, consists of approximately 1,777 properties and is primarily a combination of business, office and residential uses. The general nature of the proposed services and improvements to be performed by the District includes the Downtown Safety Patrol program, safety awareness and education programs, the Clean Team program, operation of the mass transportation facilities, landscaping, the banner program, installation and maintenance of trash containers, the promotion of downtown, installation of lighting, the implementation of signage and wayfinding systems, development of new public green spaces, and related expenses incurred in establishing, administering and operating the District as authorized by the Act and approved by the Dallas City Council.

The total estimated cost of services and improvements provided by the District for the seven year period is approximately forty-four million three hundred thirty-nine thousand five hundred fifty dollars (\$44,339,550). The estimated average annual cost of services for the District is approximately six million three hundred thirty-four thousand two hundred twenty-one dollars (\$6,334,221). Properties within the District will be charged with a special assessment to cover the cost of additional services. The following table shows the budget allocations for the next seven years:

<b>DID Services (2014-2020)</b>		
	<b>Amount</b>	<b>Percentage</b>
Organization & Administration	\$4,670,000.00	11%
Capital Improvements	\$3,770,000.00	9%
Transportation and Improvements	\$2,800,000.00	6%
Communications & Events	\$6,520,000.00	15%
Maintenance	\$9,151,000.00	21%
Safety	\$17,428,550.00	39%
<b>TOTAL EXPENDITURES</b>	<b>\$44,339,550.00</b>	

The proposed assessment rate for the seven year period is \$0.1190 per \$100.00 valuation. The annual assessment rate shall not exceed \$0.15 per \$100.00 valuation. The assessment rate will be reviewed and approved annually by the Dallas City Council and will be carried out in accordance with procedures stipulated in Chapter 372 of the Texas Local Government Code.

The City of Dallas has agreed to pay assessments against exempt City property in the District. The City has been paying an assessment on city-owned property in the DID since 1992. The City signed the petition to continue their support in the renewed DID. The City has participated because of the large amount of City-owned property and employees in the downtown area. The City facilities and employees benefit from the services of the DID. City right-of-way, railroad right-of-way, parks and cemeteries are not specially benefitted and therefore are not subject to an assessment. The approximate total liability for the City for the next seven years would be \$4,050,032 (based on 2012 City participation amount \$578,576).

Subject to City Council approval, the renewed DID will start operating from January 1, 2014 for seven years. The District will be managed through Dallas CBD Enterprises, Inc., a private nonprofit corporation established under the provisions of Section 501(c) (3) of the Internal Revenue Code. The Dallas City Council will review and approve annually the Service Plan and Assessment Plan that determines and levy assessments and conducts other functions as required by the Act. The Dallas CBD Enterprises, Inc., will be responsible for the management of the District.

The District shall automatically dissolve on December 31, 2020 unless the District is renewed through the petition and approval process as provided by the Act. During the term

of the PID, if required, the PID can be dissolved by petitions signed by majority of the property owners within the PID as provided in Section 372.005(b) of the Act. If the District is dissolved, the District nonetheless shall remain liable for the payment of any indebtedness for the District.

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 District to speak for or against the creation of the DID for a special assessment against each property owner of record for real property and real property improvements to provide funding for the District for the purpose of providing supplemental services and improvements.

The term of the District upon creation is seven years (2014 to 2020). Pending approval, the renewed DID operations will commence next year.

### **FISCAL INFORMATION**

No cost consideration to the City

### **STAFF**

Karl Stundins, Manager, Area Redevelopment Division  
Vasavi Pilla, Economic Development Analyst

### **RECOMMENDATION**

Staff recommends approval of the subject item. Please contact me if you have any questions.




Ryan S. Evans  
Assistant City Manager

C: The Honorable Mayor and Members of the City Council  
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Stephanie Pegues-Cooper, Assistant to the City Manager





## Downtown Improvement District Map

 PID Boundary

Office of Economic  
Development  
July 2006



# Memorandum



DATE April 12, 2013

TO Members of the Economic Development Committee:  
Tennell Atkins (Chair), Ann Margolin (Vice Chair), Monica Alonzo,  
Sheffie Kadane, Jerry R. Allen

SUBJECT **Patriot Tower – Council Agenda April 24, 2013**

## **Background**

On September 26, 2012 pursuant to Resolution Nos. 12-2399 and 12-2400, the City Council authorized a 10-year, 90 percent real property tax abatement agreement and a \$2 million Chapter 380 economic development grant with Encore Office to support the redevelopment of Patriot Tower in Downtown Dallas. On December 12, 2012, pursuant to Resolution No. 12-3073, City Council authorized replacing Encore Office with Saint Paul Holdings, LP as the developer and excluding land under the building, subject to two different ground leases, from the proposed tax abatement.

The project includes redevelopment of a 600,000 square foot office building. Half of the building will remain office space and half will be converted to a minimum of 200 modern apartment units. Redevelopment of the office portion of the building will result in retention of Greyhound's headquarters and recruitment of HKS Architects. Work is underway and will be completed in two phases. The office portion of the building is scheduled for completion in August 2013 and the multi-family portion should finish in June 2014.

Since the item was amended in December 2012, the developer has acquired one of the existing ground leases. Staff requests an amendment to the prior City Council approved resolutions to include the acquired ground lease which was previously excluded from the agreement.

This amendment does not change the terms and conditions of the original incentives for the project. The total foregone revenue associated with this 10-year tax abatement is \$2,872,440.

## **Owner**

St. Paul Holdings, LP, a Texas limited partnership acting by and through its general partner, St. Paul Holdings GP, LLC, a Texas limited liability corporation  
Shawn Todd

Patriot Tower  
April 12, 2012  
Page 2 of 2

**Staff**

J. Hammond Perot, Assistant Director  
Christopher O'Brien, Sr. Coordinator

**Recommendation**

Staff recommends approval of the subject item. Please contact me if you have any questions at 214-670-3296.



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J. Hammond Perot, Assistant Director, Office of Economic Development  
Stephanie Pegues-Cooper, Assistant to the City Manager

# Patriot Tower: 350 N. St. Paul St.

Disclaimer: This product is for informational purposes and may not have been prepared for or be suitable for legal, engineering, or surveying purposes. It does not represent an on-the-ground survey and represents only the approximate relative location of property boundaries.



## Legend

○ Rail Station

— DART Light Rail

— Freeway

— Arterial

— Local Road

Source: City of Dallas, 2012

DALLAS  
ECONOMIC  
DEVELOPMENT

Research & Information Division  
214.670.1685  
dallas-ecodev.org

Updated: 8/23/2012 - 12:08:22 Chris O'Brien (COB)