

**DATE August 15, 2014** 

To Members of the Economic Development Committee: Tennell Atkins (Chair), Rick Callahan (Vice Chair), Adam Medrano, Lee Kleinman, Jerry R. Allen, Scott Griggs

# SUBJECT Amendment to the Vickery Meadow TIF District Plan

Staff reviewed a request by Half Price Books, Records, Magazines, Inc. to consider expanding the Vickery Meadow TIF District to help facilitate the redevelopment of the former Parker Plaza along with the development of two vacant adjacent properties. The site, which is located at the northeast corner of Northwest Highway and Shady Brook, is across the street from the company's flagship store. Current uses are a Starbucks and a vacant commercial building.

Half Price Books has prepared a multi-phase plan for redeveloping this 5.7 acre site which it owns. The first phase is underway and consists of converting a vacant warehouse into a REI sporting goods store that will contain approximately 35,000 square feet of retail space. The total estimated private investment for the project is approximately \$8.1 million, including an investment of approximately \$4.8 million for the first phase. The project's anticipated build-out includes 49,000 square feet of retail/restaurant space and 356 parking spaces. The first phase is scheduled to be completed in March 2015. TIF assistance is not required for the first phase of the project. The property owner anticipates that TIF assistance will be needed for the second phase retail which is anticipated to commence in October 2014. Any specific support for this project will require review by the Vickery Meadow TIF Board of Directors and the City Council.

The completed project will help satisfy the District's Final Plan objective of diversifying its economy, eliminating unemployment or underemployment and developing or expanding commercial activity within the area. In addition, it provides an attractive gateway to the Vickery Meadow area from the south. It would also increase the taxable value of the properties that comprise the project site and encourage redevelopment activity at the District's southern gateway.

#### Fiscal Information

No Cost Consideration to the City

#### **Staff**

Karl Stundins, Manager, Area Redevelopment Division Telemachus Evans, Economic Development Analyst

Vickery Meadow TIF District Plan Amendment August 15, 2014 Page 2

# Recommendation

Staff recommends City Council approval of the proposed amendments to the Vickery Meadow TIF District boundary and Final Plan.

## Map

**Attached** 

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

Ryan S. Evans

First Assistant City Manager

C: The Honorable Mayor and Members of the City Council

A.C. Gonzales, City Manager

Warren M.S. Ernst, City Attorney

Craig D. Kinton, City Auditor

Rosa A. Rios, City Secretary

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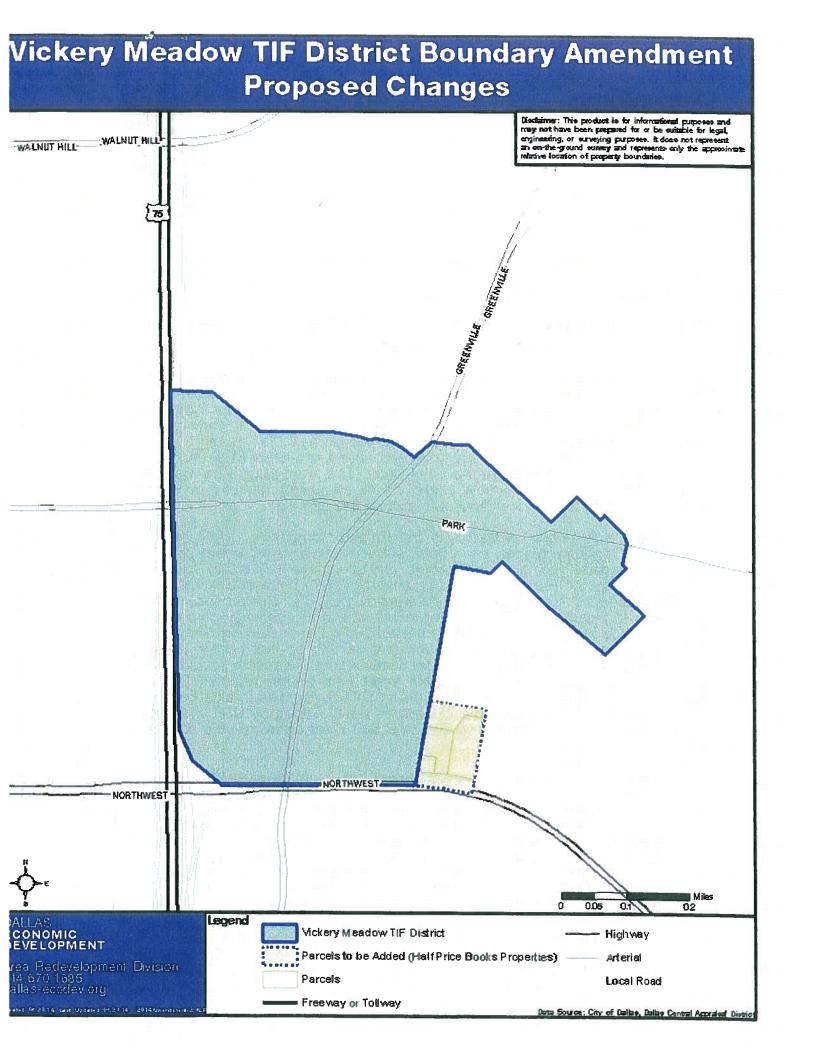
Jeanne Chipperfield, Chief Financial Officer

Shawn Williams, (I) Public Information Officer

Elsa Cantu, Assistant to the City Manager - Mayor & Council

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SUBJECT Resolution Amendment for Victory South Parking Garage (Sports Arena TIF District), Victory Park UST Joint Venture I, LP

On September 10, 2014, City Council will consider various amendments to Resolution No. 13-0324 approved by City Council on February 13, 2013. The resolution authorized a grant agreement with Victory Park UST Joint Venture I, LP, ("UST") to provide American Airlines Center ("AAC") event parking and public transient parking within UST's 629-space garage (the "South Parking Garage") located in Block D at the northwest corner of Victory Park Lane and Museum Way in the Sports Arena TIF District. The grant was to be made in installments of \$855,000 annually based on the appraised market rent for the entire garage, for a total incentive not to exceed \$12,825,000.

UST is currently under contract with the Anland Companies ("Hillwood") to provide 602 parking spaces on various surface lots for AAC event parking. Block D (consisting of both the garage and a surface lot) is not currently encumbered by the Parking Rights Agreement ("PRA") between Hillwood and the AAC operator, Center Operating Company ("COC"). The purpose of the grant was to incentivize UST to unencumber 425 of the parking spaces from UST's surface lots and to encumber instead UST's South Parking Garage for both AAC event parking and public transient parking so that certain surface parking lots could be released for vertical development. To ensure development on the surface lots released, the grant agreement further required UST to guarantee a minimum increase of \$100M in DCAD appraised value between the 2012 and 2020 tax year on undeveloped tracts owned by UST within the Sports Arena TIF District including Blocks D and N, as shown on the attached map.

The proposed changes to the grant agreement are summarized as follows:

- 1. Not all 425 Arena Parking Spaces will be available in the garage. UST currently has existing office and valet leases for 354 spaces in the South Parking Garage; accordingly, only 359 parking spaces can be reserved during Arena events for AAC event parking within the garage. The shortfall of 66 spaces will be provided on Block D on UST's adjoining surface parking lot ("Block D-surface lot"). Accordingly, the Block D-surface lot will now also be encumbered under the PRA.
- 2. The guaranteed minimum increase from the 2012 DCAD-appraised value of UST owned development tracts will be reduced from \$100M to \$50M and the time frame to achieve this increase is now 2014 to 2020. The base year for measuring the added appraised value will now be 2014.

UST's commitment to increase DCAD appraised values on its parcels will be limited to Blocks D, K and M which are undeveloped or underdeveloped, as in the case of Block D. The development parcels are shown on the attached Location Map.

Prior to this amendment, UST has completed construction for one property (Block N) and currently has another parcel under contract for development (Block G). Although these properties will generate approximately \$60M in increased property appraised value and approximately \$9.3M in TIF increment for the sub-district, Blocks N and G will not count towards UST's amended increased value commitment.

- 3. To the extent development of Blocks D, K and M are counted towards the \$50M commitment and such tracts are developed as a residential or mixed-use residential project, UST shall contractually ensure such residential or mixed-use residential project satisfies the 20% set aside of the units in compliance with the Mixed-Income Housing policy for the Sports Arena TIF District. Failure to comply with such Mixed-Income Housing requirement for residential or mixed-use residential development on any development block counted towards UST's commitment shall result in the total recapture of the TIF grant funds paid under the grant agreement.
- 4. Design review is now required for any improvements made to any of the remaining undeveloped or underdeveloped blocks (Blocks D, G, K and M).
- 5. The TIF Grant amount for this project was based on the value of the parking being provided in the South Parking Garage (approximately \$5.9), the increase in sub-district value and the resulting TIF increment (approximately \$15M) generated by the development of undeveloped/underdeveloped tracts (Blocks D, K and M) during the remaining term of the sub-district, and not the rent or lease value of the entire garage.

UST must still secure 204 public transient parking spaces in the garage during AAC event times while COC operates the garage and 275 public transient parking spaces during non-event times, 24 hours a day and 7 days a week, excluding AAC event times and 75% of the revenues from the public parking must still be paid to the city.

#### **Fiscal Information**

\$855,000 annually for a total amount not to exceed \$12,825,000 - Sports Arena TIF District Funds

Sports Arena TIF District August 15, 2014 Page 3 of 9

## **ESTIMATED TIF GRANT TERM**

**Begin Grant Payment** 

2014

**End Grant Payment** 

2028 or expiration of the 1999 Center Operating Company Lease Agreement for the American Airlines Center with any exercised renewal options,

whichever termination occurs first

#### **Developer**

Victory Park UST Joint Venture I, LP Lance Fair, Vice President

#### **Attachments**

Block D Site Plan Location Map with Development Parcels Redline of Revisions to Resolution/Project Funding Conditions

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

Ryan S. Evans

First Assistant City Manager

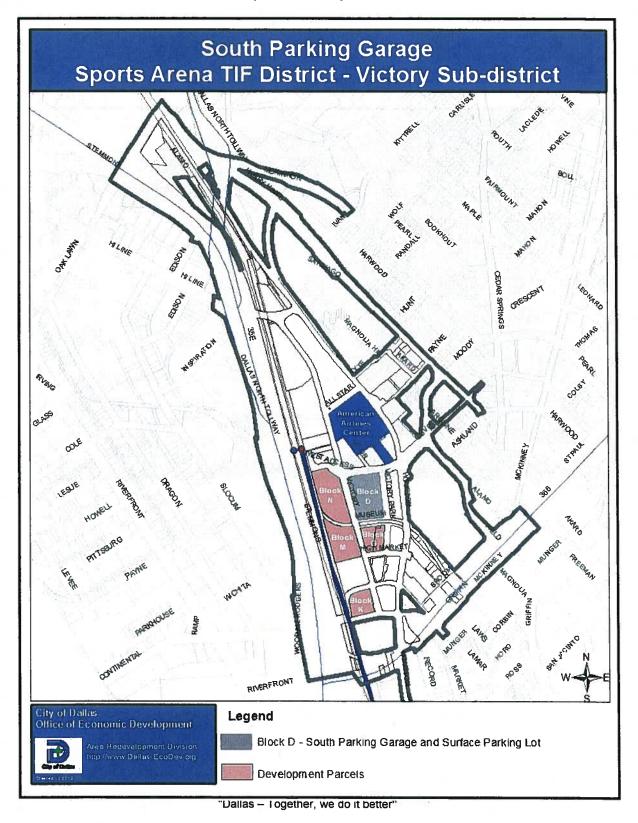
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**Block D Site Plan** 



#### **Location Map with Development Parcels**



## Redline of Proposed Revisions to Resolution No. 13-0324

**Section 2**. That the Sports Arena TIF District Board of Directors is authorized to dedicate future Sports Arena TIF District revenues, attributable to the Victory Sub-district in an amount not to exceed \$12,825,000, in the form of an annual Economic Development TIF Grant in an amount not to exceed \$855,000 for providing public parking in the private Victory South Parking Garage in the Victory Sub-district of the Sports Arena TIF District. The annual TIF Grant amount is based on the appraised market rent of the entire garage.

**Section 6**. That in addition to the conditions set out in the Sections above, the Grant Agreement is hereby expressly made subject to all of the following contingencies which must be <u>provided</u>, performed <u>and/or occur:</u>

- A. A minimum of 629 public parking spaces shall be made available, as follows: 425 public parking spaces and 204 public transient parking spaces for all American Airlines Center (AAC) events and general transient parking during non AAC event times A minimum of 359 parking spaces shall be reserved for American Airlines Center (AAC) event parking, with up to an additional 66 unreserved parking spaces available for AAC event parking in the garage or on the adjoining surface lot and 204 parking spaces for public/transient parking during AAC event times. An event time is defined as the period of time commencing 2 hours before an AAC event and continuing until 2 hours after the conclusion of the event;
- B. At the AAC/Event Parking operator's discretion, 50 of the 359 spaces reserved for AAC event parking may be provided on the surface parking lot adjacent to the garage;
- C. A minimum of 275 parking spaces for public/transient parking during nonevent times. A non-event time is defined as 24 hours a day and 7 days a week, excluding AAC event times, as defined above;
- D. If during any year, the City is not able to pay the entire TIF Grant payment, Owner may elect to (i) maintain the TIF Grant and defer unpaid amounts without interest until TIF funds become available, or (ii) reduce the number or Public Parking Spaces made available for AAC event and transient parking on a pro-rata basis;
- E. In addition to the other stated conditions, the first TIF Grant payment shall be conditioned on Owner having provided documentation of approval and acceptance by the Center Operating Company and Lender of the 425 AAC event parking spaces made available for AAC event parking in the Victory South Parking Garage (or other garages or the adjoining surface lot

pursuant to Subparagraph 5.G. below) by the Center Operating Company and Lender as required under the Parking Rights Agreements (PRAs) for the District and that these event parking spaces count towards a total credit of not less than 359 spaces against the minimum parking requirement for the American Airlines Center under the Parking Rights Agreements (the first TIF Grant payment is scheduled to occur on July 31, 2013);

- F. Owner shall certify in a written letter to the City by May 31st of each year throughout the term of the TIF Grant that 425 the parking spaces will be made available for AAC event parking in the Victory South Parking Garage (or other garages pursuant to Subparagraph 5.E. below) and these 425 event parking spaces count towards a total credit of not less than 359 spaces against the 602 parking space obligation of the Owner. Failure of Owner to submit annual certification letter may result in the loss of the TIF Grant payment for the year. Owner will have a 10 day right to cure a failure to provide written certification after receipt of notice by the City that it did not receive such certification:
- G. Owner shall reserve the right to relocate the 425359 public reserved parking spaces for AAC event parking from the Victory South Parking Garage in accordance with the PRAs to other parking garages which have been developed subsequent to the TIF Grant. Upon relocation, terms of this TIF Grant will survive as long as the relocated spaces continue to count towards the parking space obligation of the Owner under the PRAs;
- H. Approval from the Director of the Office of Economic Development (Director) is required prior to relocation of the 425359 reserved parking spaces and Owner shall provide documentation the relocated spaces continue to count towards the parking space obligation of the Owner under the PRAs:
- I. The City will retain <u>75%</u> of net revenues from transient parking in the Victory South Parking Garage;
- J. Owner must keep full and complete records of parking operations satisfactory to the City, including the development of a parking control system to prevent valet parkers or other contract parkers from using parking spaces to the detriment of the required minimum AAC event parking and transient parking;
- K. Owner shall submit a monthly report of AAC event parking and transient parking so long as and to the extent such data has been provided to Owner by AAC;

- L. The Victory South Parking Garage shall be managed and operated in cooperation with the owners of the AAC during AAC events and with the Owner at all other times:
- M. Without prior commercially reasonable approval from the Director, Owner shall not enter into additional parking agreements with other companies that affect the current 629 parking spaces in the Victory South Parking Garage, including valet companies, so as to ensure parking spaces are available for AAC event and transient parking;
- N. Design Review. The Urban Design Peer Review Panel (UDPRP), an independent group of design, engineering, and/or planning professionals selected by the Dallas City Manager, shall review and make recommendations on the preliminary design plans for any improvements on undeveloped property owned by Victory Park UST Joint Venture I, LP, including, in particular, blocks referred to as Block D, Block G, Block K and Block M located within the Sports Arena TIF District and provide their recommendations for the Director's consideration. Grantee commits to use commercially reasonable efforts to submit or cause to be submitted to the Director the following preliminary design plans for UDPRP review.
  - a. Site Plan. The site plan shall show the location of parcel boundaries and site improvements.
  - b. Streetscape/Sidewalk Plan. The sidewalk plan shall show the dimension of the sidewalks adjacent to the private property, location and type of all landscape materials, pedestrian lighting and other streetscape. Sidewalks within the site with high anticipated levels of pedestrian traffic shall be designed to accommodate the traffic. The sidewalks shall have a minimum 12 foot walking zone and a minimum 3 foot landscaping and lighting zone, where possible. Landscaping and pedestrian lights shall be placed in the area closest to the back of curb for the length of the sidewalk.
  - c. Elevations/Materials. Plans shall show the elevations and building materials for all sides of the building visible from the public right of way, focusing on the ground floor.
  - d. Colored Renderings. Renderings shall show the proposed development and its relationship to the adjacent area.

The Director shall review and approve the preliminary design plans after receiving recommendations from the UDPRP;

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O. Mixed Income Housing Requirement. If Blocks D, K and/or M are developed into a residential or mixed use (with residential space) project and the value of the developed blocks are used to meet the Owner's property value increase requirement for the TIF Grant (as defined in Section 8.), Owner shall contractually ensure such residential or mixed-use residential project satisfies the 20% set aside of the units in compliance with the Mixed-Income Housing policy for the Sports Arena TIF District. Failure to comply with such Mixed-Income Housing requirement for residential or mixed use residential development on any development block counted towards Owner's commitment shall result in the total recapture of the TIF grant funds paid under the grant agreement.

**Section 8**. That should the 20122014 assessed value of undeveloped property owned by Victory Park UST Joint Venture I, LP, including, not increase by \$100,000,000 \$50,000,000 from the 20122014 tax year to the 2020 tax year, the annual TIF Grant amount of \$855,000 shall be reduced by the percentage of which the properties' assessed value did not reach \$100,000,000 \$50,000,000, with a floor TIF Grant amount of \$500,000. If the minimum assessed value of the properties is not reached by tax year 2020, adjustments to the base TIF Grant amount of \$855,000 shall commence tax year 2021 and the grant amount shall be reevaluated annually.



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мето Members of the Economic Development Committee: Tennell Atkins (Chair), Rick Callahan (Vice-Chair), Jerry R. Allen, Adam Medrano, Lee Kleinman, Scott Griggs

SUBJECT Amendment to Loan Agreement for GBG BDM, LLC (Belinda Marsaw, DDS-Dental Delite Project)

On Wednesday, August 27, 2014, City Council will be asked to consider authorizing an amendment to Resolution No. 13-1865, previously approved on October 23, 2013, to: (1) further subordinate the City's lien position to accommodate all Lenders providing construction financing; and (2) correct the terms for the Deed Restrictions.

The City's loan of \$150,000 approved by CR 13-1865 is contingent upon approval of \$900K of financing from a conventional bank loan and the Small Business Administration (SBA) 504 Loan Guaranty Program. It is fully subordinated during the construction period and fully forgiven upon completion of construction and the issuance of the Certificate of Occupancy. SBA requires priority liens for all funders during construction and the release of all liens, covenants and restrictions for any non-guaranteed financing of term debt.

Dr. Belinda Marsaw is a dental practitioner, serving southern Dallas since 1984. Her practice, Dental Delite is located at 8228 Bruton Road, Dallas in the Pleasant Grove area. Her business has outgrown its existing facilities and she needs to expand to accommodate an increasing patient load. She has purchased a vacant lot next to her current location for expansion.

The project will add 10,000 square feet of space to the existing Dental Delite facility, improve a vacant lot, improve the efficiency and productivity of her practice, increase revenue and add 20 jobs. Total project cost is \$1,512,000. Dr. Marsaw will bring \$460K of equity to the project.

The development of the Property will further the City's goals for development in the Southern Sector. Completion of the redevelopment and expansion at the subject must be within three (3) years from the date of the first draw under the loan agreement.

#### FISCAL INFORMATION

No cost consideration to the City

# **OWNER**

GBG BDM, LLC

Dr. Belinda Marsaw, President

Amendment to Loan Agreement for GBG BDM, LLC August 15, 2014 Page 2

#### MAP

**Attached** 

#### **RECOMMENDATION**

Staff recommends City Council approval of subject item.

Should you have any questions, please contact me at (214) 671-3296.

Ryan S. Evans

First Assistant City Manager

The- s. E

C: The Honorable Mayor and Members of the City Council

A.C. Gonzales, City Manager

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## **SUBJECT Stoneridge Distribution Center**

On Wednesday, August 27, 2014, City Council will be asked to consider economic development incentives for Stoneridge Distribution Center. For the past several months, City staff has been in discussions with Holt Lunsford Commercial and Frontier Equity regarding a potential three-building distribution center totaling 690,000 sq. ft. to be located on land at the Northwest corner of Hampton and Danieldale Roads in Dallas. The proposed facilities would be constructed concurrently and include individual buildings of 400,000, 150,000 and 140,000 square feet respectively. The ownership entity is Stoneridge Fund X, LLC. They will invest approximately \$25,000,000 in construction and related costs to build the three facilities. Holt Lunsford Commercial will be the development partner on the project and manage the property going forward.

Holt Lunsford Commercial, founded in May 1993 by Holt Lunsford, CEO, is a Dallas-based commercial real estate service and investment company. The company's core lines of business include development, construction management, leasing, property management, insurance consulting as well as investments in office, industrial, land and retail sectors. Holt Lunsford Commercial is the third largest commercial real estate provider in the Dallas/Fort Metroplex, overseeing over 47 million square feet in Dallas, Fort Worth and Houston for private and institutional owners.

The developer plans to build all three buildings at the same time and anticipates construction will begin in September 2014 and be completed by the end of 2015. The City has worked with Holt Lunsford Commercial for several years on a number of different projects.

In order to develop this project, Council is requested to consider the following:

- A 90 percent Real Property Tax Abatement for ten years on added value of Building One (Stoneridge XI - approximately 400,000 sq. ft.)
- 2. A 75 percent Real Property Tax Abatement for eight years on added value of improvements of Buildings Two and Three (Stoneridge XII and XIII totaling approximately 290,000 sq. ft.)

Stoneridge Distribution Center August 15, 2014 Page 2 of 2

This incentive will help offset costs associated with developing the site and allow the project to compete with other developments in Southern Dallas County, including sites in DeSoto, Lancaster, Wilmer and Hutchins.

In consideration of the tax abatements proposed, Stoneridge Fund X, LLC will: 1) Invest a minimum of \$20,000,000 in real property improvements and other related project costs such as design, engineering, architects, etc. and 2) Obtain substantial completion of all three building shells by December 31, 2015.

Forgone revenue associated with the abatements is \$1,175,771. The 10-year net estimated fiscal impact, net of incentives is \$314,032. This fiscal impact estimate does not reflect potential value of jobs created because of the speculative nature of the project. Staff recommends the proposed incentives.

## <u>Owner</u>

Stoneridge Fund X, LLC

David Cartwright, Partner, Holt Lunsford Commercial

# **Staff**

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

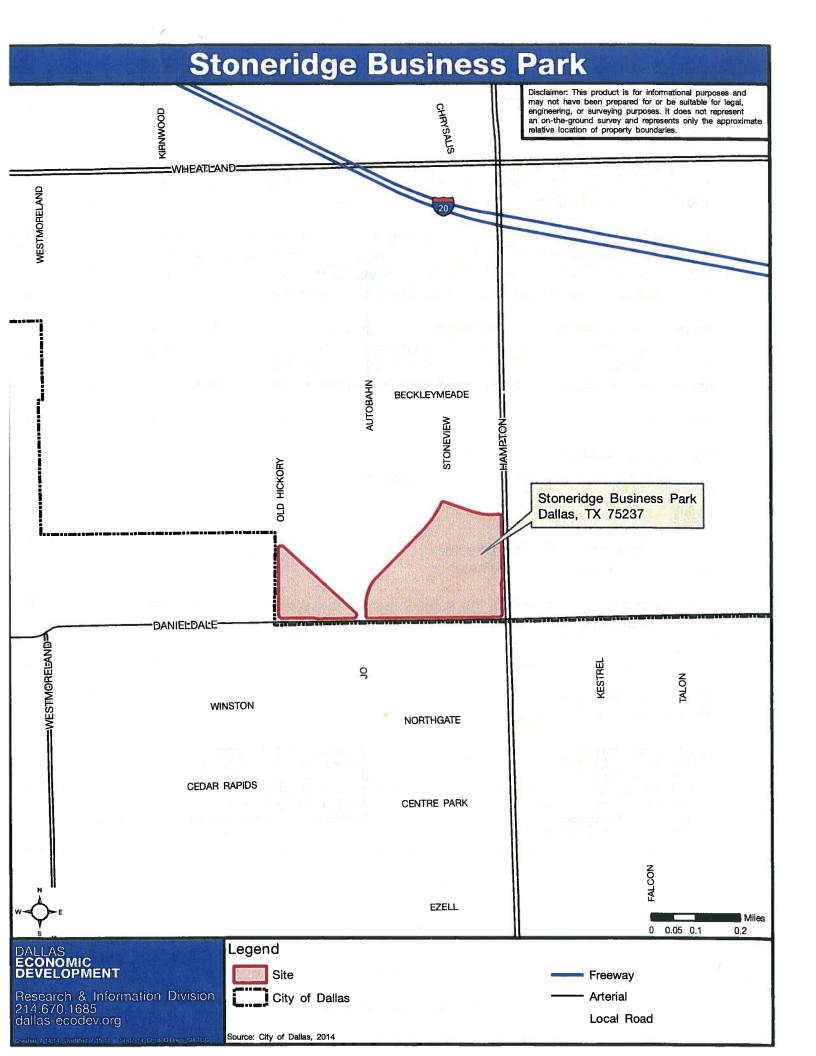
Staff recommends approval of the subject item. Please contact me if you have any questions at 214-670-3296.

Ryan S. Evans

First Assistant City Manager

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# Proposed Project Information Worksheet Economic Development Committee

### A. Project Summary/Assumptions

City Council District		8	
Project/Company Name	Stoneridge Distribution Center		
Project Location	NW Corner Hampton and Danieldale		
Project Type	Spec Warehouse		
Facilities (Square Feet)	690,000		
Construction Schedule	Begin	August, 2014	
	Complete	December, 2015	
Private Improvement Investment	Real Property	\$21,880,000	
	<b>Business Property</b>	\$0	
Jobs	Created	0	
	Retained	N/A	
Average Wage Rate	Salary	N/A	
	Hourly	N/A	
City Incentive Summary	Tax Abatements	\$ 1,175,771	
	Infrastructure	N/A	
	Other - Grant	N/A	

# B. Economic Impact Estimates (Dallas City Economy Only, \$ Million)

	10-Year		20-Year	
	Jobs	Economic Output	Jobs	Economic Output
Direct Impact	0	21,880,000	0	21,880,000
Indirect and Induced Impact*	0	17,504,000	0	17,504,000
Total Impact	0	39,384,000	0	39,384,000

# C. City of Dallas General Fund Fiscal Impact (\$ Million)

(From direct, indirect and induced economic impacts)

	10-Year	20-Year
Total City GF Revenue Generated	1,829,988	3,846,515
Total City GF Service Costs	340,184	340,184
Net Impact Before Incentives	1,489,804	3,506,331
City Incentives	1,175,771	1,260,767
Net City Fiscal Impact	314,033	2,245,564

<sup>\*</sup> Indirect impacts represent supplier effects, induced impacts represent spin-off household effects.

D. Other Taxing Jurisdiction 10-yr Estimated Tax Revenue

¥	Pro	perty Taxes	Sales Taxes
DISD	\$	280,520	N/A
Dallas County	\$	55,378	N/A
DCCCD	\$	27,284	N/A
Parkland Hospital	\$	60,389	N/A
DART	\$	-	N/A