RECEIVED
2024 APR 25 PM 3:29
CITY SECRETARY
DALLAS, TEXAS

City of Dallas

Public Notice
240424
POSTED CITY SECRETARY
DALLAS, TX

MALL AREA REDEVELOPMENT TIF DISTRICT
BOARD OF DIRECTORS
SPECIAL CALLED MEETING NOTICE
Reinvestment Zone Number Twenty, City of Dallas, Texas
(Mall Area Redevelopment Tax Increment Financing District)

Monday, April 29, 2024, at 4:00 p.m.
Dallas City Hall, 6DN Conference Room and Videoconference

Detailed information pertaining to this agenda may be found at https://cityofdallas.legistar.com/Calendar.aspx

Video Conference:
https://dallascityhall.webex.com/dallascityhall/j.php?MTID=m9e152abf3219da98d83039e7078010f4

Password: XYwNa3Mew95

Telephone: (408) 418-9388 **Access Code:** 2490 583 8748

The City of Dallas will make reasonable modifications to programs and/or other related activities to ensure all residents have access to services and resources to ensure an equitable and inclusive meeting. Anyone requiring auxiliary aid, service, and/or translation to fully participate in the meeting should notify the Office of Equity & Inclusion by calling (214) 670-7311 or TTY (800) 735-2989, forty-eight (48) hours prior to the scheduled meeting. A video stream of the meeting will be available two business days after adjournment by visiting https://dallascityhall.com/government/Pages/Live.aspx.

Individuals and interested parties wishing to speak must register with the Office of Equity & Inclusion by calling (214) 670-7311, twenty-four (24) hours prior to the meeting date and time.

La Ciudad de Dallas llevará a cabo Modificaciones Razonables a los programas u otras actividades relacionadas para asegurar que todos y cada uno de los residentes tengan acceso a los servicios y recursos para asegurar una reunión equitativa e inclusiva. Cualquier persona que requiera asistencia adicional, servicio o interpretación para poder participar de forma íntegra en la reunión debe notificar a la Oficina de Equidad y Inclusión llamando al (214) 670-7311 o TTY (800) 735-2989, dos (2) días hábiles antes de la reunión programada. Una transmisión en video de la reunión estará disponible dos días hábiles luego de la finalización de la reunión en https://dallascityhall.com/government/Pages/Live.aspx.

Las personas y las partes interesadas que deseen hacer uso de la palabra deben registrarse en la Oficina de Equidad y Inclusión llamando al (214) 670-7311, 24 horas antes del tiempo de la reunión

AGENDA

1. Call to order and introduction of meeting participants.

2. Public comments pertaining to agenda item 3 through 4.

3. Review and consideration of the Meeting Record of the January 22, 2024 Mall Area Redevelopment TIF District Board Meeting.

   Presenter: Kevin Spath, Assistant Director, Office of Economic Development
   Recommended action: Approval

4. Review and consideration of a fourth amendment to the Tax Increment Development, Chapter 380 Grant, and Chapter 380 Loan Agreement ("2018 TIF/Chapter 380 Agreement") with WCWRD Inc and its affiliate or subsidiaries ("Developer"), approved as to form by the City Attorney, related to the Reimagine RedBird Mall Redevelopment Project ("Project"), now known as the Shops at RedBird, generally located at the southeast corner of Camp Wisdom Road and Westmoreland Road in the Mall Area TIF District, specifically including (deletions are shown as strikethroughs; additions are shown in italicized and underlined font):

   a. amending Section 2.C(7) as follows:

      "Renovating and modernizing existing mechanical, electrical and structural systems including lighting, HVAC, flooring, and ceilings to create an office environment on the second floor of the in-line portion of the Mall, and in ~~the former Macy's building and~~ the former Dillard's building as described on Exhibit A-1 and shown on Exhibit A-2 (the former Macy's, the former Dillard's, and the in-line Mall buildings but excluding the parking areas which are included within the parcels containing such buildings being referred to collectively herein as the "Main Mall Properties") by December 31, 2025;"

   b. amending Section 2.D(2) as follows:

      "Developer shall achieve a minimum occupancy of (i) at least 75% of ground floor retail space immediately surrounding the "green space" as noted in the Concept Plan and (ii) at least 60% on all other new construction and within the Main Mall Properties *(excluding, if it has not yet been renovated and/or redeveloped, the former Macy's building)* by the CO Date and these ~~retail~~ spaces must continue to be occupied at these levels throughout the term of the Agreement (the "Occupancy Requirement"), the initial achievement of which shall be subject to extension under Section 1.B."

   c. amending Section 5.E as follows:

      "Partial Lien Releases. Prior to repayment of the Loan, the City shall execute partial releases of its lien and/or execute subordination agreements for portions of the Property that are contributed, sold or ground leased to unaffiliated third parties for vertical development of multi-family, hotel, or other commercial, residential, or mixed-use developments. Notwithstanding the foregoing, until the Loan is paid in full, Developer shall ensure that the Main Mall Properties remain under the direct ownership and control of the Loan Guarantor or under ownership and control of a subsidiary entity of which the

Loan Guarantor is the sole member and/or holds a controlling interest in such subsidiary entity*; provided, however, that, with the prior written consent of the Director of the Office of Economic Development, such consent not to be unreasonably withheld, the former Macy's building may be contributed to a joint venture in which the Loan Guarantor receives a percentage of the joint venture commensurate with the value of the Macy's property only if doing so will result in the redevelopment/adaptive reuse of the former Macy's building into a hotel or other use(s) acceptable to Director that is expected to increase the value of the former Macy's building*."

d. as consideration to the City for the specific amendments listed above, amending Section 2.A to increase the Developer's minimum Investment Requirement by $15,000,000 for the Project from $135,000,000 to $150,000,000; and

e. making any modifications to any other associated Project documents as may be necessary to effectuate the specific amendments described herein.

Presenter: Kevin Spath, Assistant Director, Office of Economic Development
Recommended action: Approval and forward a recommendation of approval to City Council

5. Adjournment.

Handgun Prohibition Notice for Meetings of Governmental Entities

"Pursuant to Section 30.06, Penal Code (trespass by license holder with a concealed handgun), a person licensed under Subchapter H, Chapter 411, Government Code (handgun licensing law), may not enter this property with a concealed handgun."

"De **acuerdo** con la **sección** 30.06 del **código** penal (**ingreso** sin **autorización** de un titular de **una licencia** con **una** pistol **oculta**), **una** persona con **licencia según el subcapítulo** h, **capítulo** 411, **código** del **gobierno** (ley **sobre licencias** para **portar pistolas**), no **puede ingresar a esta propiedad** con **una pistola oculta**."

"Pursuant to Section 30.07, Penal Code (trespass by license holder with an openly carried handgun), a person licensed under Subchapter H, Chapter 411, Government Code (handgun licensing law), may not enter this property with a handgun that is carried openly."

"De **acuerdo** con la **sección** 30.07 del **código** penal (**ingreso** sin **autorización** de un titular de **una licencia** con **una pistola** a la vista), **una** persona con **licencia según el subcapítulo** h, **capítulo** 411, **código** del **gobierno** (ley **sobre licencias** para **portar pistolas**), no **puede ingresar a esta propiedad** con **una pistola** a la vista."

"Pursuant to Section 46.03, Penal Code (places weapons prohibited), a person may not carry a firearm or other weapon into any open meeting on this property."

"De **conformidad** con la **Sección** 46.03, Código Penal (**coloca armas prohibidas**), **una** persona no **puede llevar** un **arma** de **fuego** u **otra arma** a **ninguna reunión abierta en esta propriedad**."

EXECUTIVE SESSION NOTICE

A closed executive session may be held if the discussion of any of the above agenda items concerns one of the following:

1. seeking the advice of its attorney about pending or contemplated litigation, settlement offers, or any matter in which the duty of the attorney to the City Council under the Texas Disciplinary Rules of Professional Conduct of the State Bar of Texas clearly conflicts with the Texas Open Meetings Act. [Tex. Govt. Code §551.071]

2. deliberating the purchase, exchange, lease, or value of real property if deliberation in an open meeting would have a detrimental effect on the position of the city in negotiations with a third person. [Tex. Govt. Code §551.072]
3. deliberating a negotiated contract for a prospective gift or donation to the city if deliberation in an open meeting would have a detrimental effect on the position of the city in negotiations with a third person. [Tex. Govt. Code §551.073]
4. deliberating the appointment, employment, evaluation, reassignment, duties, discipline, or dismissal of a public officer or employee; or to hear a complaint or charge against an officer or employee unless the officer or employee who is the subject of the deliberation or hearing requests a public hearing. [Tex. Govt. Code §551.074]
5. deliberating the deployment, or specific occasions for implementation, of security personnel or devices. [Tex. Govt. Code §551.076]
6. discussing or deliberating commercial or financial information that the city has received from a business prospect that the city seeks to have locate, stay or expand in or near the city and with which the city is conducting economic development negotiations; or deliberating the offer of a financial or other incentive to a business prospect. [Tex Govt . Code §551.087]
7. deliberating security assessments or deployments relating to information resources technology, network security information, or the deployment or specific occasions for implementations of security personnel, critical infrastructure, or security devices. [Tex Govt. Code §551.089]