Exhibit A

Downtown Connection TIF District
FY 2022-2023 Annual Report

Photo Source: Downtown Dallas Inc.
Photographer: Thomas Garza Photography

City of Dallas
Office of Economic Development
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October 1, 2022 to September 30, 2023

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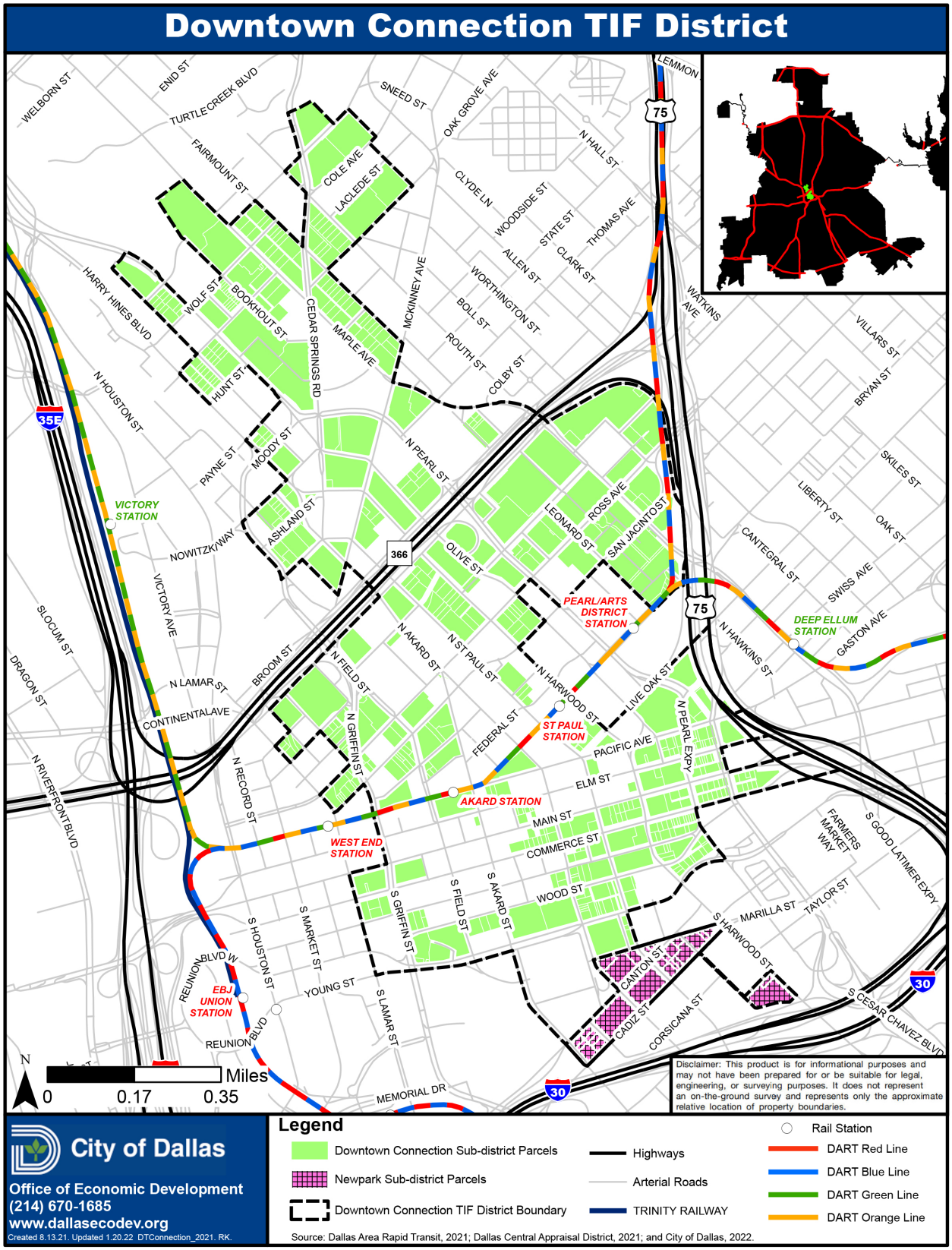


Mission Statement

Initially, the mission of the Downtown Connection Tax Increment Financing District ("TIF District") was to create a fund for public capital investments in the core of Downtown essential for development of key spaces and buildings as well as to focus on catalyst projects to create a greater density and critical mass of development within the Main Street core area.

The Downtown Connection TIF District was initiated by petition, pursuant to Section 311.005 (a)(5), Texas Tax Code through the sponsorship of the Downtown Improvement District and the Uptown Improvement District. The Downtown Connection TIF District took effect on June 8, 2005, per Ordinance No. 26020, and is scheduled to terminate on December 31, 2035 (including collections of the 2035 increment in calendar year 2036 or when the budget has been collected).

To date, TIF District-supported projects have predominately included the redevelopment of existing buildings. The next phase of downtown development is anticipated to include redevelopment of vacant/surface parking lots with new ground-up construction of high-density, mixed-use projects. Currently, there are approximately 75 acres of vacant/surface parking lots within the boundary of the TIF District. Of those 75 acres, over 30 acres have been announced for potential redevelopment. Facilitating high-density redevelopment on these underutilized parcels will require significant public capital investment in roadways, water, sewer, storm drainage, sidewalks, lighting, mixed-income housing, etc.

In June 2022, to specifically address the TIF District's lack of budget capacity and provide a long-term funding mechanism to support future downtown redevelopment, City Council approved various amendments to the Downtown Connection TIF District Project Plan and Reinvestment Zone Financing Plan. The amendments included the following:

A. create two sub-districts within the TIF District:
   1. Downtown Connection Sub-district (original District boundary); and
   2. Newpark Sub-district;

B. increase the geographic area of the TIF District to add approximately 14.2 acres to create the Newpark Sub-district to facilitate anticipated redevelopment;

C. increase the total budget of the TIF District (Downtown Connection Sub-district budget) from $231,593,554.00 Net Present Value (NPV 2005 dollars) (approximately $454,707,775.00 total dollars) to $402,897,888.00 NPV (approximately $1,059,227,817.00 total dollars, an increase of $171,304,334.00 NPV (approximately $604,520,042.00 total dollars);

D. modify the Downtown Connection Sub-district budget to add a line item for a public safety building to replace Fire Station #18;

E. establish a termination date for the Newpark Sub-district of December 31, 2052;

F. establish the percentage of tax increment contributed by the City of Dallas during the term of the Newpark Sub-district at 90%;

G. establish a total budget for the Newpark Sub-district of $90,329,182.00 NPV 2022 dollars (approximately $223,786,626.00 total dollars); and

H. request Dallas County participation in the Newpark Sub-district at 55% for twenty years beginning in 2027.

TIF District Projects

Projects Within the TIF District Utilizing TIF District Funding[1]

Project	Location	Calendar Yr Complete	Status	Units/ SF[2]	Approx. Value[3]	TIF District Investment[4]
Stoneleigh Hotel	2927 Maple	2008	Completed	17 additional hotel rooms	$31,000,000	$2,500,000
Mercantile Block	1800 & 1808 Main Street	2008	Completed	366 res. units; 33,770 sf retail	$69,550,000	$58,000,000
Santa Fe Lofts IV (Aloft Hotel)	1033 Young Street	2009	Completed	193 hotel rooms	$16,250,000	$3,734,419
Dallas Arts District Garage	2301 Ross Avenue	2010	Completed	garage renovations/ updates	$10,502,490	$1,078,635
Continental Building	1810 Commerce Street	2013	Completed	203 res. units; 5,871 sf retail	$27,900,000	$20,449,878
Lone Star Gas Lofts Phase I	300 S. St. Paul Street	2013	Completed	107 res. units	$5,900,000	$4,256,965
Joule Hotel Expansion	Main and Commerce Streets	2013	Completed	32 hotel rooms; 24,700 sf retail; 9,221 sf office	$9,775,000	$23,852,953
Lone Star Gas Lofts Phase II	301 S. Harwood Street	2014	Completed	123 res. units; 9,500 sf retail	$11,875,000	$15,460,149
Hall Arts Center	2323 Ross Avenue	2015	Completed	430,000 sf office; 30,000 sf retail	$179,197,560	$7,347,845
LTV Tower	1600 Pacific Avenue	2015	Completed	171 hotel rooms; 186 res. units	$22,750,000	$25,730,391
Mayflower Building	411 N. Akard Street	2017	Completed	215 res units; 13,700 sf retail	$39,960,860	$10,000,000
Statler/Library	1914 & 1954 Commerce Street	2018	Completed	219 res units; 161 hotel rooms; 60,000 sf retail 88,000 sf office	$99,500,100	$46,500,000
Tower Petroleum Renaissance Saint Elm Hotel	1907 Elm Street	2018	Completed	150 hotel rooms; 6,174 sf retail	$19,750,010	$10,300,000
Corrigan Tower 1900 Pacific Residences	1900 Pacific Avenue	2018	Completed	150 res units	$32,200,000	$9,700,000
1712 Commerce	1712 Commerce Street	2019	Completed	244 hotel rooms; 16,428 sf retail	$26,975,000	$10,500,000
The National	1401 Elm Street	2020	Completed	324 res units; 23K sf retail; 36K sf office; 218 hotel rooms	$205,000,000	$50,000,000
One Newpark	Akard Street Canton Street Cadiz Street	2027	Approved	268 res units; 44,574 sf retail; 224,257 sf office; 245 hotel rooms	$379,300,000	$92,000,000
			Subtotal	2,161 res. units; 1,431 hotel rooms; 268,205 sf retail; 787,186 sf office	$1,187,386,020	$391,411,235

Projects Within TIF District Not Utilizing TIF District Funding[5]

Project	Location	Calendar Yr Complete	Status	Units/ SF	Approx. Value	Non- TIF District Incentives
Ashton	2215 Cedar Springs Road	2006	Completed	267 res. units	$118,190,000	$0
Trianon (Zom/ Rosewood)	2820 McKinnon Street	2006	Completed	317 res. units	$84,996,220	$0
Uptown Plaza Shopping I	2222 McKinney Avenue	2006	Completed	84,000 sf retail	$17,575,000	$0
Hunt Consolidated	1900 Akard Street	2007	Completed	400,000 sf office	$80,422,550	$6,300,000
Ritz-Carlton Hotel & Condos	2525 Pearl 2121 Mckinney Avenue	2007	Completed	71 res. units; 218 hotel rooms	$276,825,140	$0

Third Rail Lofts (1414 Elm portion)	1414 Elm Street	2007	Completed	14 res. units; 3,500 sf retail	$3,550,460	$1,800,000
Azure	2900 McKinnon Street	2008	Completed	154 res. units	$161,769,190	$0
1900 McKinney (Hanover)	1900 McKinney Avenue	2008	Completed	230 res. units	$101,250,000	$0
Rosewood Court	2101 Cedar Springs Road	2009	Completed	400,000 sf office; 12,000 sf retail	$217,131,000	$0
Alta Rosewood	2728 McKinnon Street	2008	Completed	375 res. units	$127,500,000	$0
AMLI/ Quadrangle	2717 Howell Street	2008	Completed	220 res. units; 14,800 sf retail	$54,000,000	$0
2000 McKinney	2000 McKinney Avenue	2009	Completed	15 res. units; 445,000 sf office; 6,500 sf retail	$208,000,000	$0
Ritz-Carlton Residences II	2555 Pearl Street	2009	Completed	92 res. units	$193,825,140	$0
St. Ann's Court	2501 Harwood Street	2010	Completed	320,000 sf office	$155,475,000	$0
Granite/Gables	1717 McKinney Avenue; 1700 Cedar Springs	2010	Completed	296 res. units; 382,980 sf office; 14,091 retail	$279,200,000	$0
CityWalk	511 N. Akard Street	2009	Completed	209 res. units	$15,287,880	$11,000,000
The Arts Apartment by JPI	2611 Ross Avenue	2010	Completed	228 res. units	$50,667,650	$0
Museum Tower	1918 Olive Street	2012	Completed	115 res. units	$380,791,770	$0
Residences at Stoneleigh	2300 Wolf Street	2014	Completed	76 res. units	$196,981,130	$0
The Brady	2728 Cedar Springs Road	2015	Completed	299 res. units	$124,900,000	$0
McKinney & Olive	2021 McKinney Avenue	2015	Completed	480,000 sf office; 50,000 sf retail	$291,825,600	$0
Uptown Plaza II	2212 McKinney Avenue	2016	Completed	203 res. units	$79,250,000	$0
Forty Five Ten	1615 Main Street	2016	Completed	37,000 sf retail	$4,125,000	$0
Rolex Building	2651 N. Harwood Street	2017	Completed	136,857 sf office	$25,750,000	$0
Parkview	1920 McKInney Avenue	2017	Completed	150,000 sf office; 8,500 sf retail	$67,950,000	$0
Blue Ciel	3130 N. Harwood Street	2017	Completed	158 res. units; 12,000 sf retail	$226,717,990	$0
500 S. Ervay	500 S. Ervay	2018	Completed	274 hotel rooms; 238 res. units; 29,400 sf retail	$63,227,260	$0
Park District	2121 N. Pearl Street	2018	Completed	228 res. units; 500,000 sf office; 20,000 sf retail	$269,500,000	$0
The Union	2300 N. Field Street	2018	Completed	309 res units; 417,000 sf office; 87,000 sf retail	$223,000,000	$0
2000 Ross Avenue	2000 Ross Avenue	2018	Completed	200 hotel rooms; 400 res units; 26,000 sf retail	$94,151,470	$0
Harwood No. 10	2822 N. Harwood Street	2018	Completed	220,548 sf office; 14,000 sf retail	$110,951,500	$0
Hall Arts Hotel	2323 Ross Avenue	2019	Completed	183 hotel rooms	$9,247,560	$0
Hall Arts Residences	1747 Leonard Street	2020	Completed	48 res. units	$169,950,000	$0
East Quarter Mixed Use Building	315 S. Cedar Chavez Blvd	2021	Completed	336 res. units; 180,000 sf office; 25,000 sf retail	$157,500,000	$0
J.W. Marriott Hotel	2000 Ross Avenue	2023	Completed	283 hotel rooms	$94,151,470	$0
The Residence at Harwood	Jackson Street & S. Harwood Street	2024	Under Construction	250 res units	$100,000,000	$0
The Modera St. Paul	St. Paul Street & Young Street	2024	Under Construction	333 res units	$70,000,000	$0

Dallas Gateway	Ross Avenue & Routh Street	TBD	Announced	900 res units 400,000 sf office 50,000 sf retail	TBD	$0
			Subtotal	6,381 res. units; 1,158 hotel rooms; 493,791 sf retail; 5,915,528 sf office	$4,735,635,980	$19,100,000
Projects Utilizing and Not Utilizing TIF District Funding						
			Total	8,542 res. units; 2,589 hotel rooms; 761,996 sf retail; 6,702,714 sf office	$5,923,022,000	$410,511,235

[1]All information updated as of September 30, 2023.
[2] Based upon either incentive application or required minimums stated in development agreement. Updated for completed projects based on actual unit mix and square footage.
[3] Based upon 1) market value of comparable projects for anticipated projects, 2) private investment stated in the development agreement for projects that are approved or under construction, or 3) DCAD market value for completed projects (unless project has not yet been assessed).
[4] Principal amounts not to be exceeded per the development agreement.
[5] Selected significant projects included.
[6] Tax-exempt properties
[7] Includes other incentives not shown. Contact City of Dallas Office of Economic Development for more information.

Mixed-Income Housing Summary

Successful development efforts support a variety of housing options. Accordingly, (1) ten percent (10%) of all housing units constructed as part of redevelopment of an existing building; (2) twenty percent (20%) of all housing units constructed as part of a new ground-up development; and (3) 30% of residential units constructed on City-owned land purchased by a private developer for residential development using direct, site-specific funding assistance from the TIF District are subject to the City's and County's established criteria for mixed-income housing.

In this TIF District, a total of 1,893 units have been built to-date with TIF District funding, and 342 (18%) have been set-aside as affordable.

Value and Increment Revenue Summary

The base value of the TIF District is the total appraised value of all taxable real property in the TIF District, as determined by the Dallas Central Appraisal District's certified property tax roll for the base year. The base value is established in the year a property is placed within the TIF District boundary.

The 2022 amendment of the TIF District's Project Plan and Reinvestment Zone Financing Plan created two sub-districts: Downtown Connection Sub-district (boundary prior to 2022 amendment) and Newpark Sub-district. As a result, each sub-district has its own base year value and separate increment collection funds.

Downtown Connection Sub-district: The 2005 adjusted base year taxable value of the Downtown Connection Sub-district was $564,917,317. The Downtown Connection Sub-district's 2023 certified taxable value was $7,177,736,248. This represents an increase of $6,612,818,931 (1,171%) over the adjusted base year taxable value as well as an increase of $677,539,391 (10.8%) over the 2022 final taxable value

($6,500,196,857). The increase over the adjusted base year taxable value will result in an estimated collection of approximately $43,785,458 (City $43,785,458; County $0) in incremental revenue for the Downtown Connection Sub-district. Dallas County's participation in the Downtown Connection Sub-district ended with the collection of tax year 2019 increment.

Newpark Sub-district: The final 2022 base year taxable value of the Newpark Sub-district was $22,270,550. The Newpark Sub-district's 2023 certified taxable value was $24,574,700. This represents an increase of $2,304,150 (10.4%) over the base year taxable value. The increase over the base year taxable value will result in an estimated collection of approximately $15,256 (City $15,256; County $0) in incremental revenue for the Newpark Sub-district. Dallas County's participation in the Newpark Sub-district was requested to begin with the collection of tax year 2027 increment. To date, the Dallas County Commissioners Court has not yet formally approved the County's participation in the Newpark Sub-district.

The TIF District's (both sub-districts) total taxable value in 2023 was $7,202,310,948.00, an increase of $6,615,123,081.00 (1,127%) over the adjusted base year values (2005/2022). This increase will result in an estimated total collection in 2024 of approximately $43,800,714.00 (City $43,800,714.00; County $0.00) in incremental revenue for the Downtown Connection TIF District.

Development Goals and Objectives

The Downtown Connection Project Plan and Reinvestment Zone Financing Plan was adopted in 2005, as amended. The following goals, objectives, and action items set the framework for the planned improvements and investments within the Downtown Connection TIF District:

- Improve access between and within the Uptown and Downtown areas

  Construction of Klyde Warren Park, a deck park spanning Woodall Rodgers Freeway, connecting Downtown to Uptown, celebrated its grand opening October 2012.

  In July of 2010, the McKinney Avenue Transit Authority received a $4.9 million grant from the Federal Transit Administration and matching grant of $5 million from the North Central Texas Council of Government to complete the M-Line loop that branches off McKinney Avenue at Olive Street. Construction of the Olive/St. Paul Street Loop began in 2012, with completion in 2015. The line improves connectivity between Uptown, Downtown, Klyde Warren Park, the Arts District and DART downtown transit mall.

  In 2009, the North Central Texas Council of Governments (NCTCOG) Regional Transportation Council (RTC) issued its third Sustainable Development Program

call for projects. The Sustainable Development Program provides funding of infrastructure improvements associated with development projects that reduce the overall demand for transportation infrastructure and improve air quality. Two Downtown Connection TIF District projects were awarded funds under this program to enhance pedestrian and transportation linkages, access and safety to nearby bus/rail transit and City of Dallas public investments. City Council approved agreements between the City, NCTCOG, State of Texas and the project's developer for each project. Lone Star Gas Lofts completed construction of the project in summer 2013, while construction of the Continental project completed in 2014.

- *Continental Building Project – $607,739*
- *Lone Star Gas Lofts Project – $462,686*

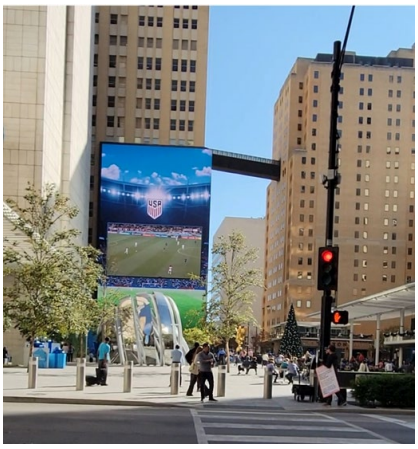
The creation of a circulator system for the downtown area was recommended by the Downtown Dallas 360 Area Plan. In September 2013, City Council approved funding to participate in a two-year pilot program D-Link, a special service from DART that provides residents, workers and visitors a way to get to some of the city's most popular arts, dining and historic destinations. The free bus route included destinations such as American Airlines Center, Klyde Warren Park, the Perot Museum of Nature and Science, The Sixth Floor Museum, Dallas Arts District and many other cultural, arts and entertainment-related stops.

The annual cost of the service was approximately $1.1 million. DART, Downtown Dallas Inc. and the City of Dallas shared the costs of the program annually. The service was discontinued during the 2019 fiscal year.

- Improve the image of the Downtown Connection Area

With the installation of numerous high-tech digital (video) sign boards within the Main Street core, continued redevelopment of vacant buildings, and completion and programming of the various downtown parks, activity downtown has increased dramatically.

Major corporate relocations to the downtown connection area over the years have included Moneygram International, AT&T, and Comerica Bank. In 2014, three corporations relocated to buildings in the downtown core (Santander Consumer USA, Inc., Active Network, LLC and Omnitrac, LLC), adding over 2,000 people to downtown's daytime population.



In 2017, AT&T committed to investing in their global headquarters in downtown Dallas. The AT&T Discovery District project included private investment of approximately $30 million in street and publicly accessible plaza improvements surrounding its complex of buildings and the addition of 65,000 square feet of retail and restaurant space. Total private investment, including interior improvements to existing buildings, is estimated to be $100 million. The Discovery District opened during fiscal year 2020-2021.

The increased downtown daytime population, residency and activities for residents and visitors have added to the evolving image of the area.

- Support redevelopment of the existing building supply and surface parking lots located within the area

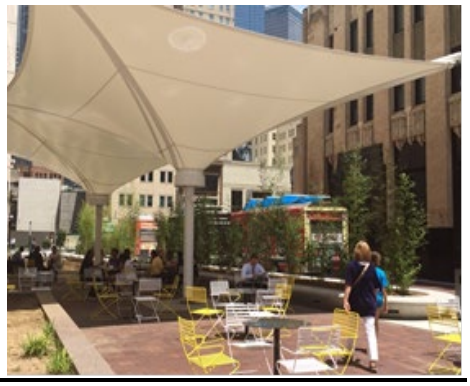
  There were not any new development projects approved during the 2022-2023 fiscal year within the Downtown Connection TIF District, but city staff has met with numerous development teams throughout the fiscal year regarding potential redevelopment and ground up new construction within the District.

  During the fiscal year, staff continued to work with the One Newpark development team draft mutually agreed upon documents for the project, including City Council approval and execution of a Newpark Municipal Management District development agreement.

- Develop a more diverse mixture of land uses within the Downtown Connection Area

  Projects announced, completed and/or underway within the TIF District will contribute approximately 8,542 residential units; 2,589 hotel rooms; 761,996 square feet of retail; and 6,702,714 square feet of new office space.

- Increase open space and recreational opportunities in the Downtown Connection Area



Browder Street Plaza Improvements - March 2012, the Office of Economic Development, in conjunction with Downtown Dallas, Inc., and the City Design Studio, issued a Request for Proposals for Browder Street Plaza retail development and leasing/management opportunities. The retail component of

Browder Street Plaza, between Commerce Street and Jackson Street, was intended to add activity along this pedestrian thoroughfare and complement the public improvements constructed on the site. The City of Dallas invested $500,000 in public space improvements to install landscaping, shade, street furniture, paving, and other pedestrian and plaza improvements. Hamilton DPL Development Inc. and Hamilton DPL, LP won the solicitation with its proposed retail activation plan which focused on retail kiosks and food trucks within Browder Street Plaza.

The original Downtown Parks Master Plan called for the creation of four parks downtown. The first park, Main Street Garden Park, opened in 2009. Belo Garden opened May 2012. The third park, Klyde Warren Park opened in October of 2012. Land for the fourth park, Pacific Garden Plaza/Park was acquired using 2006 Bond funds, but construction of the park was unfunded at that time.

The City of Dallas has contracted with Downtown Dallas Inc. to provide operations and programming of three of the four downtown parks (excludes Klyde Warren Park), as well as Pegasus Plaza. Main Street Garden Park hosts many events annually including Moonlight Movie Series showing free outdoor movies on Saturdays in the park and YMCA outdoor sporting leagues. Pegasus Plaza held the Taste of the Fair, where foods from the annual State Fair of Texas could be sampled during the fiscal year.

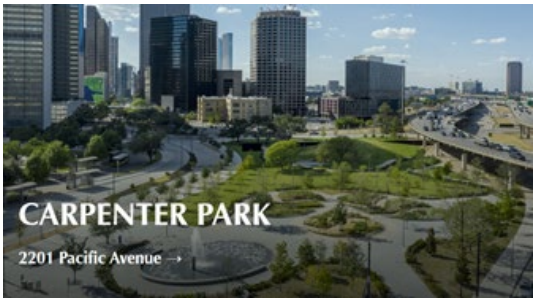
In March 2013, City Council endorsed an update of the Downtown Parks Master Plan that proposed construction of the Pacific Plaza Park and three new downtown parks: West End Plaza, Carpenter Park near Deep Ellum and Harwood Park next to the Farmers Market.

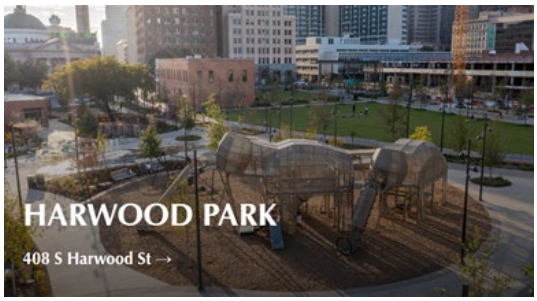
At the beginning of the 2016 fiscal year, the Belo Foundation (now called Parks for Downtown Dallas) pledged $30 million to complete implementation of the updated Downtown Dallas Parks Master Plan. The updated master plan called for $70 million in private and public funding to build four additional parks in downtown Dallas (Harwood Park, Carpenter Park, Pacific Plaza and West End Plaza). Two of the four parks are within the boundaries of the Downtown Connection TIF District – Harwood Park and Pacific Plaza. Parks for Downtown Dallas raised an additional $5 million, for a total pledge of $35 million. The $35 million committed by Parks for Downtown Dallas was offered to the City through a dollar-for-dollar matching grant, and the City was responsible for contributing matching capital.

On November 7, 2017, City of Dallas voters approved a General Obligation Bond Program totaling $1.050 billion. The program allocated $35 million to re-develop/develop three downtown parks: Carpenter Park, Harwood Park and the West End Plaza as a match for the Parks for Downtown Dallas grant. Additionally, $10 million was allocated as matching funds for the future expansion of Klyde Warren Park.

On April 17, 2018, a groundbreaking was held for Pacific Plaza Park. The 3.7-acre park cost approximately $15 million and opened to the public in October 2019. *Photo Source: downtowndallasparks.org*

Carpenter Park, adjacent to the TIF District and downtown Dallas' largest park at approximately 5.8 acres in size, began construction in September of 2020. The $20 million park opened May 3, 2022. *Photo Source: downtowndallasparks.org*





Construction of the 3.8-acre Harwood Park began October 1, 2021. The approximately $21.8 million Harwood Park opened to the public on September 23, 2023. *Photo Source: downtowndallasparks.org*

- Incentivize catalyst project(s) to accelerate reaching a critical mass of residential units, retail establishments, and public amenities for a vibrant downtown

  The TIF District's catalyst project included the Mercantile Block, Lone Star Gas Lofts Complex and Continental building. In 2008, the Mercantile Block completed redevelopment. Phase I of the Lone Star Gas Lofts Complex and Continental Building projects were completed in 2013. Phase II of the Lone Star Gas Lofts Complex project completed construction in July of 2014. These projects have added 799 residential units (inclusive of 211 affordable units) and 50,000 square feet of retail.

Year-End Summary of Meetings

The Downtown Connection TIF District Board of Directors met once during FY 2022-2023 on January 12, 2023.

The Downtown Connection TIF District Board of Directors consists of nine (9) members including six (6) City of Dallas appointees, one (1) State Senator's office appointee, one (1) Dallas County appointee and one (1) State Representative's office appointee.

During FY 2022-2023, the Downtown Connection TIF Board consisted of the following members:

Board Member List
John Perry – City Appointee (Attended 0 of 1 meeting)
Joseph Pitchford – City Appointee (Attended 0 of 1 meeting)
Billy Prewitt – City Appointee (Attended 1 of 1 meeting)
Nick Seamon – City Appointee (Attended 1 of 1 meeting)
Vacant – City Appointee
Luis Tamayo – Dallas County Appointee (Attended 1 of 1 meeting)
Vacant – State Senator's Office Appointee
Vacant – State Representative's Appointee

During FY 2022-2023, City Council approved twenty (20) items directly or indirectly associated with the Downtown Connection TIF District. The City Council actions are listed below.

- On November 9, 2022, City Council conducted a public hearing and approved Ordinance No. 32353 and Resolution No. 22-1713 authorizing an amendment to the City of Dallas Central Business District Streets and Vehicular Circulation Plan to change the right-of-way and pavement width on Park Avenue between Young Street and Marilla Street from 50 feet of right-of-way and 25 feet of pavement to 48 feet of right-of-way and 26 feet of pavement.

- On January 11, 2023, approved Resolution No. 23-0106 authorizing (1) an increase in the joint election agreement and election services contract between the City of Dallas and Collin County for the November 8, 2022 special election in an amount not to exceed $5,047.47, from $50,246.94 to $55,294.41; and (2) a reimbursement of funding in an amount not to exceed $5,047.47 from the Convention Center Capital Construction Fund to the General Fund - Not to exceed $5,047.47, from $50,246.94 to $55,294.41 - Financing: Convention Center Capital Construction Fund.

- On February 22, 2023, City Council approved Resolution No. 23-0305 accepting the FY 2021-2022 Annual Report on the status of Tax Increment Financing Reinvestment Zone Number Eleven (Downtown Connection TIF District or District) and authorizing the City Manager to submit the annual report to the Chief

Executive Officer of each taxing jurisdiction that levies taxes on real property in the District, and to the State Comptroller, as required by state law.

- On April 26, 2023, City Council approved Resolution No. 23-0568 authorizing a public hearing to be held on May 24, 2023, to receive comments concerning the Dallas Tourism Public Improvement District (the District) expansion in accordance with Chapter 372 of the Texas Local Government Code, allowing the City to include property in a hotel-public improvement district with the property owner's consent if such property could have been included in the District, when created, without violating the petition thresholds, to provide supplemental public services funded by assessments on Dallas hotels with 100 or more rooms (Qualifying hotels); and, at the close of the public hearing, (2) a resolution approving District boundary expansion to include 2 additional Qualifying hotels in the District not described in the resolution or petition renewing the District in 2016, and the resolutions approving the 2020, or 2022 boundary expansion (District expansion).

- On May 24, 2023, City Council approved Resolution No. 23-0723 denying authorization to the City Manager to procure the services of an independent consultant to conduct a feasibility study of the various alternatives for the future of Interstate Highway (IH) 345, including the Removal Alternative (also known as the Boulevard Option), with such study to be completed within one year of the execution of the consulting services contract; postpone placing a resolution in support of the Hybrid Alternative recommended by the Texas Department of Transportation (TxDOT) for IH- 345 on a City Council agenda until after the consultant and/or City staff present their findings to the City Council; and investigate the availability of federal infrastructure funds for an event in which the City pursues an alternative not supported by TxDOT - including, but not limited to, the Removal Alternative (Boulevard Option) - for the future of IH-345.

- On May 24, 2023, City Council approved Resolution No. 23-0729 authorizing the City Manager or designee to execute development agreements with the SoGood Cedars Municipal Management District and the NewPark Municipal Management District.

- On May 24, 2023, City Council conducted a public hearing and approved Resolution No. 23-0740 authorizing the Dallas Tourism Public Improvement District (the District) expansion in accordance with Chapter 372 of the Texas Local Government Code (the Act), allowing the City to include property in a hotel-public improvement district (hotel-PID) with the property owner's consent if such property could have been included in the District, when created, without violating the petition thresholds, to provide supplemental public services funded by assessments on Dallas hotels with 100 or more rooms (Qualifying hotels); and, at the close of the hearing, authorized a resolution approving District boundary expansion to include an estimated two additional Qualifying hotels in the District

not described in the resolution or petition renewing the District in 2016 and the resolutions approving the 2020 or 2022 boundary expansions.

- On June 14, 2023, City Council approved Resolution No. 23-0774 expressing official intent for the City to reimburse itself for costs and expenses incurred in connection with the Kay Bailey Hutchison Master Plan from obligations that will be issued after the expenditures.

- On August 9, 2023, City Council approved Resolution No. 23-1042 authorizing a public hearing to be held on August 23, 2023, to receive comments concerning: (1) the proposed levy of assessment for the Dallas Downtown Improvement District (the "District") in accordance with Chapter 372, Texas Local Government Code, for the purpose of providing supplemental public services to be funded by special assessments on property in the District; and, at the close of the public hearing (2) consider approval of an ordinance (a) levying a special assessment on property in the District for services and improvements to be provided during 2024; (b) establishing charges and liens against the property in the District and against the property owners thereof; (c) providing for the collection of the 2023 assessment; (d) requiring City staff to, not later than seven days after City Council's approval of the ordinance and service plan, file a copy of the approved service plan with the Dallas County Clerk; and (e) providing an effective date.

- On August 9, 2023, City Council approved Resolution No. 23-1043 authorizing a public hearing to be held on August 23, 2023, to receive comments concerning: (1) the proposed levy of assessment for the Dallas Tourism Public Improvement District (the "District") in accordance with Chapter 372, Texas Local Government Code, for the purpose of providing supplemental public services to be funded by special assessments on Dallas hotels with 100 or more rooms; and, at the close of the public hearing (2) consider approval of an ordinance (a) levying a special assessment on Dallas hotels with 100 or more rooms for services and improvements to be provided during FY 2023-24; (b) establishing charges and liens against the property in the District and against the property owners thereof; (c) providing for the collection of the 2023 assessment; (d) requiring City staff to, not later than seven days after City Council's approval of the ordinance and service plan, file a copy of the approved service plan with the Dallas County Clerk; and (e) providing an effective date.

- On August 9, 2023, City Council approved Resolution No. 23-1045 authorizing a public hearing to be held on August 23, 2023, to receive comments concerning: (1) the proposed levy of assessment for the Klyde Warren Park/Dallas Arts District (the "District") in accordance with Chapter 372, Texas Local Government Code, for the purpose of providing supplemental public services to be funded by special assessments on property in the District; and, at the close of the public hearing; (2) consider approval of an ordinance (a) levying a special assessment on property in the District for services and improvements to be provided during 2024; (b) establishing charges and liens against the property in the District and

against the property owners thereof; (c) providing for the collection of the 2023 assessment; (d) requiring City staff to, not later than seven days after City Council's approval of the ordinance and service plan, file a copy of the approved service plan with the Dallas County Clerk; and (e) providing an effective date.

- On August 23, 2023, City Council conducted a public hearing and approved Ordinance No. 32527 and Resolution No. 23-1175 (1) authorizing the proposed levy of assessment for the Dallas Downtown Improvement District (the "District"), in accordance with Chapter 372, Texas Local Government Code, for the purpose of providing supplemental public services to be funded by special assessments on property in the District; and, at the close of the public hearing: (2) authorizing an ordinance approving and adopting the final 2024 Service Plan, the final 2023 Assessment Plan, the 2023 Assessment Roll (to be kept on file with the City Secretary) and 2024 Notice of Obligation to Pay Improvement District Assessment (to be filed with Dallas County); (3) establishing classifications for the apportionment of costs and the methods of assessing special assessments for the services and improvements to property in the District; (4) closing the public hearing and levying a special assessment on property in the District for services and improvements to be provided in the District during 2024; (5) providing for reimbursement of city administrative costs for operational oversight of the District; (6) establishing charges and liens against the property in the District and against the owners thereof; (7) providing for the collection of the 2023 assessment; (8) authorizing the receipt and deposit of assessments from Dallas County; (9) authorizing the disbursement of assessments and interest to Downtown Dallas, Inc.; and (10) providing for an effective date - Not to exceed actual collections estimated at $11,120,756.38 - Financing: Dallas Downtown Improvement District Fund ($10,199,987.59), General Fund ($614,012.10), and Convention and Event Services Enterprise Fund ($306,756.69).

- On August 23, 2023, City Council conducted a public hearing and approved Ordinance No. 32528 and Resolution No. 23-1176 (1) authorizing the proposed levy of assessment for the Dallas Tourism Public Improvement District (the "District") in accordance with Chapter 372, Texas Local Government Code, for the purpose of providing supplemental public services to be funded by special assessments on Dallas hotels with 100 or more rooms; and, at the close of the public hearing (2) authorizing an ordinance (a) levying a special assessment on Dallas hotels with 100 or more rooms for services and improvements to be provided during FY 2023-24; (b) establishing charges and liens against the property in the District and against the property owners thereof; (c) providing for the collection of the 2023 assessment; (d) requiring City staff to, not later than seven days after City Council's approval of the ordinance and service plan, file a copy of the approved service plan with the Dallas County Clerk; and (e) providing an effective date.

- On August 23, 2023, City Council conducted a public hearing and approved Ordinance No. 32530 and Resolution No. 23-1178 (1) authorizing the proposed

levy of assessment for the Klyde Warren Park/Dallas Arts District Public Improvement District (the “District”), in accordance with Chapter 372, Texas Local Government Code, for the purpose of providing supplemental public services to be funded by special assessments on property in the District; and, at the close of the public hearing (2) authorizing an ordinance approving and adopting the final 2024 Service Plan, the final 2023 Assessment Plan, the 2023 Assessment Roll (to be kept on file with the City Secretary) and 2024 Notice of Obligation to Pay Improvement District Assessment (to be filed with Dallas County); (3) establishing classifications for the apportionment of costs and the methods of assessing special assessments for the services and improvements to property in the District;(4) closing the public hearing and levying a special assessment on property in the District for services and improvements to be provided in the District during 2024; (5) providing for reimbursement of city administrative costs for operational oversight of the District; (6) establishing charges and liens against the property in the District and against the owners thereof; (7) providing for the collection of the 2023 assessment; (8) authorizing the receipt and deposit of assessments from Dallas County; (9) authorizing the disbursement of assessments and interest to Woodall Rodgers Park Foundation; and (10) providing for an effective date - Not to exceed actual collections estimated at $1,878,075.00 - Financing: Klyde Warren Park/Dallas Arts District Public Improvement District Fund .

- On August 23, 2023, City Council conducted a public hearing and approved Ordinance No. 32539 and Resolution No. 23-1187 (1) authorizing the proposed levy of assessment for the Uptown Public Improvement District (the “District”), in accordance with Chapter 372, Texas Local Government Code, for the purpose of providing supplemental public services to be funded by special assessments on property in the District; and, at the close of the public hearing: (2) authorizing an ordinance approving and adopting the final 2024 Service Plan, the final 2023 Assessment Plan, the 2023 Assessment Roll (to be kept on file with the City Secretary) and 2024 Notice of Obligation to Pay Improvement District Assessment (to be filed with Dallas County); (3) establishing classifications for the apportionment of costs and the methods of assessing special assessments for the services and improvements to property in the District; (4) closing the public hearing and levying a special assessment on property in the District for services and improvements to be provided in the District during 2024; (5) providing for reimbursement of city administrative costs for operational oversight of the District; (6) establishing charges and liens against the property in the District and against the owners thereof; (7) providing for the collection of the 2023 assessment; (8) authorizing the receipt and deposit of assessments from Dallas County; (9) authorizing the disbursement of assessments and interest to Uptown Inc .; (10) authorizing amendments to the District’s adopted 2023 Service Plan in accordance with the Act; (11) requiring City staff to file a copy of the amended service plan and notice with the Dallas county clerk; and (12) providing for an effective date - Not to exceed actual collections estimated at $3,583,138.00 - Financing: Uptown Public Improvement District Fund.

- On September 13, 2023, City Council approved Resolution No. 23-1254 authorizing a six-year professional services contract in the amount of $65,000,000, with a $2,000,000 contingency for potential scope enhancement, and one one-year renewal option in the amount of $4,000,000, for project management services and owner's representation for the implementation of Component One of the Kay Bailey Hutchison Convention Center Dallas master plan, which includes the Kay Bailey Hutchison Convention Center Dallas and proposed deck park using the construction manager at-risk or design build delivery models and the demolition of the existing convention center- Inspire Dallas, LLC, most highly qualified proposer of seven - Not to exceed $71,000,000 - Financing: Convention Center Construction Fund (to include reimbursements from Brimer Bill Bonds).

- On September 13, 2023, City Council conducted a public hearing and approved Ordinance No. 32550 and Resolution No. 23-1263 amending Ordinance No. 13262, "Dallas Central Business District Streets and Vehicular Circulation Plan " to change Harwood Street between Jackson Street and Commerce Street from 64 feet of right-of-way and 44 feet of pavement to 58 feet of right-of-way and 40 feet of pavement and update the existing right-of-way and pavement descriptions to reflect existing conditions.

- On September 13, 2023, City Council conducted a public hearing and approved Ordinance No. 32551 and Resolution No. 23-1264 amending Ordinance No. 13262, "Dallas Central Business District Streets and Vehicular Circulation Plan " to change the operation on Harwood Street between Interstate Highway 30 and Main Street from two-lanes southbound, two-lanes northbound, and a center turn-lane to one-lane southbound, one-lane northbound, and directional bicycle lanes.

- On September 13, 2023, City Council conducted a public hearing and approved Ordinance No. 32552 and Resolution No. 23-1265 amending Ordinance No. 13262, "Dallas Central Business District Streets and Vehicular Circulation Plan" to change Wood Street between Griffin Street and Field Street from 80 feet of right-of-way and 36 feet of pavement to 60 feet of right-of-way and 36 feet of pavement and update the existing right-of-way and pavement descriptions to reflect existing conditions.

- On September 27, 2023, City Council approved Ordinance No. 32558 and Resolution No. 23-1305 authorizing (1) the issuance and sale of City of Dallas, Texas, Special Tax Revenue Obligations (Kay Bailey Hutchison Convention Center Venue Project), Series 2023 in a principal amount not to exceed $172,000,000; (2) a Master Indenture of Trust and a First Supplemental Indenture of Trust; (3) making findings with respect to the issuance of such obligations; and (4) providing an effective date - Financing: 2023 Convention Center Venue Project Bond Funds ($1,583,400) and Convention and Event Services Fund ($14,500).

Budget and Spending Status

The Downtown Connection TIF District established a budget for eligible public capital investments necessary to support private investment in the District. The amended Project Plan and Reinvestment Zone Financing Plan estimates TIF expenditures totaling approximately $402.9 million (in 2006 dollars) for the Downtown Connection Sub-district and approximately $90.3 million (in 2022 dollars) for the Newpark Sub-district. The budget for each Sub-district is below.

Downtown Connection Sub-district
Current Projected Increment Revenues to Retire TIF Fund Obligations

Category	Estimated Total Dollars Budget[1]	Allocated[2]	Estimated Total Dollar Balance
Catalyst Projects: - *Environmental remediation, demolition, historic façade, restoration, street/utility improvements & streetscape improvements, land acquisition, and non-project costs, including, but not limited to machinery, equipment, materials and supplies*	$68,000,000	$68,000,000	$0
Redevelopment of Vacant/Underutilized Downtown Buildings, Underdeveloped Parcels, Surface Parking Lots - *Environmental remediation, interior/exterior demolition, historic façade restoration, street/utility improvements, land acquisition, TIF grants, affordable housing*	$726,769,047	$241,411,191	$485,357,856
Uptown/Downtown connection improvements[3]	$0	$0	$0
Park and plaza design and acquisition	$3,852,266	$0	$3,852,266
Affordable Housing[4]	$3,000,000	$3,000,000	$0
Ground Floor Activation/Streetscape Improvements	$1,985,000	$459,845	$1,525,155
Downtown Area Plan	$515,000	$512,464	$2,536
Public Safety Building *(replace Fire Station #18)*	$13,500,000	$0	$13,500,000
Administration and Implementation[5]	$10,119,610	$2,297,033	$7,822,577
Debt Service *(Principal and Interest)*	$206,972,265	$206,972,265	$0
Total Project Costs	$1,034,713,188	$522,652,798	$512,060,390

[1] *Budget shown above in total dollars. Project Plan shows the budget in 2005 net present value. Total Dollars Budget values are estimated based on annual Sub-district value, project costs, tax rates, increment collections and Debt Service schedules. These values will fluctuate annually.*
[2] *The Allocated total shown for the Redevelopment of Vacant/Underutilized Downtown Building line item includes the sub-district's total commitment to projects currently in the TIF District's Reimbursement Queue.*
[3] *Funds allocated to this line item have been reprogrammed to the Redevelopment line item.*
[4] *The Affordable Housing line item has been reduced by the amount of sub-district funds allocated to the Continental and Mayflower Building projects. projects.*
[5] *Administration and Implementation expenses shown are expended or committed through FY 2023*

Newpark Sub-district Current Projected Increment Revenues to Retire TIF Fund Obligations			
Category	**Estimated Total Dollar Budget[1]**	**Allocated[2]**	**Estimated Total Dollar Balance**
Redevelopment of Vacant/Underutilized Downtown Buildings, Underdeveloped Parcels, Surface Parking Lots - *Environmental remediation, interior/exterior demolition, historic façade restoration, street/utility improvements, land acquisition, streetscape*	$46,737,026	$6,304,931	$40,432,095
Public Safety Building *(replace Fire Station #4)*	$13,536,453	$0	$13,536,453
Economic Development TIF Grant - *High density mixed-use development projects, mixed-income housing*	$148,885,796	$85,695,069	$63,190,727
Administration and Implementation[3]	$4,292,176	$7,796	$4,284,300
Total Project Costs	$213,451,451	$92,007,796	$121,443,655

[1]Budget shown above in total dollars. Project Plan shows the budget in 2022 net present value. Total Dollars Budget values are estimated base on annual Sub-district value, project costs, tax rates and increment collections. These values will fluctuate annually.
[2]The Allocated total shown for the Redevelopment of Vacant/Underutilized Downtown Building line item includes the sub-district's total commitment to projects approved by City Council.
[3]Administration and Implementation expenses shown are expended or committed through FY 2023

Downtown Connection Sub-District Amended Plan Budget	
Category	**Budget in 2005 Dollars**
Catalyst Projects: - *Environmental remediation, demolition, historic façade, restoration, street/utility improvements & streetscape improvements, land acquisition, and non-project costs, including, but not limited to machinery, equipment, materials and supplies*	$68,000,000
Redevelopment of Vacant/Underutilized Downtown Buildings, Underdeveloped Parcels, Surface Parking Lots - *Environmental remediation, interior/exterior demolition, historic façade restoration, street/utility improvements, land acquisition, TIF grants, affordable housing*	$239,255,247
Uptown/Downtown Connection Improvements	$0
Park and Plaza Design and Acquisition	$1,500,000
Affordable Housing	$3,000,000
Ground Floor Activation/Streetscape Improvements	$1,985,000
Downtown Area Plan	$515,000
Public Safety Building *(replace Fire Station #18)*	$5,146,398
Administration and Implementation	$3,940,386
Debt Service *(Principal and Interest)*	$79,555,857
Total Project Costs	**$402,897,888**

**Budget shown above in 2005 dollars; TIF Project Plan shows the budget in net present value.*

Newpark Sub-district Amended Plan Budget	
Category	**Budget in 2022 Dollars**
Redevelopment of Vacant/Underutilized Downtown Buildings, Underdeveloped Parcels, Surface Parking Lots - *Environmental remediation, interior/exterior demolition, historic façade restoration, street/utility improvements, land acquisition, streetscape*	$19,778,349
Public Safety Building *(replace Fire Station #4)*	$5,461,246
Economic Development TIF Grant - *High density mixed-use development projects, mixed-income housing*	$63,273,208
Administration and Implementation	$1,816,379
Total Project Costs	**$90,329,182**

Downtown Dallas Development Authority Status of DDDA Bond Sales and Repayment				
Project	**Bond Sales**	**Principal + Interest**	**Total Paid**	**Balance Due**
Mercantile	Series 2006 $50,605,343	$139,671,210	$38,188,793	$101,482,417
Mercantile	Series 2007 $28,950,514	$67,301,055	$36,467,232	$30,833,823
Totals		**$206,972,265**	**$86,766,025**	**$120,206,240**

M/WBE Participation

Public bidding is not required for TIF District-funded projects. All TIF District-funded projects must follow the City's adopted Business Inclusion and Development Plan and make a good faith effort to include certified Minority and Women-Owned Business (M/WBE) participation in TIF District-supported projects. The BID Plan goal for the projects listed below was 25 percent (25%) M/WBE participation in construction costs. During fiscal year 2020-2021, City Council increased the BID Plan goal for construction costs to 32 percent (32%).

Downtown Connection TIF District Project M/WBE Participation (completed projects only)

Project	Total Construction Contract Amount	Local MWBE Amount	Non-Local MWBE Amount	Total MWBE Participation	Total MWBE Participation Percentage
Continental Building	$30,796,191	$9,985,348	$1,063,266	$11,048,614	36%
Dallas Arts District Garage	$852,764			$439,839	52%
Hall Arts Center[1]	$67,967,863	$12,759,544	$164,950	$12,924,494	19%
Joule Hotel Expansion	$70,464,515	$12,054,208	$9,668,098	$21,722,305	31%
Lone Star Gas Lofts Complex Phase I	$6,887,607	$853,912	$1,020,662	$1,874,574	27%
Lone Star Gas Lofts Complex Phase II**	$13,466,814	$298,444	$1,851,343	$2,149,787	16%
Mayflower Building (411 N. Akard St.)	$30,315,839	$3,458,851	$4,141,919	$7,600,770	25%
Mercantile Complex	$107,012,554			$26,707,787	25%
Sante Fe IV (Aloft Hotel)	$20,937,338			$5,811,923	28%
Statler Hotel & Residences/Old Library Bldg	$128,327,195	$19,967,510	$12,327,745	$32,295,255	25%
Stoneleigh Hotel	$25,106,706			$4,998,000	20%
The National (1401 Elm)	$145,539,429	$8,897,043	$30,218,101	$39,115,144	27%
Totals	**$647,674,816**	**$68,274,860**	**$60,456,085**	**$166,688,493**	**26%**

*M/WBE participation percentages for completed projects and as provided by the City's Business Inclusion and Development division.

[1]Minimum M/WBE participation for Hall Arts Center project was 10%.

FY 2023-2024 Work Program

The work program items for FY 2023-2024 for the Downtown Connection TIF District are as follows:

- Adoption of FY 2022-2023 Annual Report
- Continue to support City's office/business retention efforts in the downtown core
- Identify and promote redevelopment of key properties in the District
- Identify and support opportunities for improving physical connections between Downtown Core and surrounding districts including the Convention Center, Uptown, Victory, the Cedars and Deep Ellum neighborhoods
- Continue annual disbursement of funding to TIF District-funded projects
- Continue working with the One Newpark development team to address development issues delaying execution of the project's development agreement.
- Conduct City audit of TIF District projects completed by June 1, 2023 and begin payment process for completed projects
- Work to gain State Senator and State Representative appointments to the TIF District's board of directors
- Continue to work with relevant city departments on various downtown transportation and development projects:
    - I-30 Canyon Redesign
    - I-345 Sub-committee
- Continue to work with the TIF board's Dallas County representative on the County's participation in the Newpark Sub-district

Appendix A: TIF District Financials

City of Dallas, Texas
Downtown Connection Tax Increment Financing District - Downtown Connection Sub-district Fund
Balance Sheet as of September 30, 2023 (Unaudited)
With Comparative Totals for September 30, 2022, 2021, 2020 and 2019 (Audited)

	2023	2022	2021	2020	2019
Assets:					
Pooled cash and cash equivalents	$29,427,879	$8,824,808	$3,169,819	$1,200,945	$17,242,073
Interest receivable	$155,678	($158,761)	$379	$998	$52,083
Accounts receivable from DDDA	$0	$0	$0	$25,587,890	$23,615,978
Notes Receivable-Developers Loan	$1,657,143	$1,712,381	$1,767,619	$1,822,857	$3,922,805.49
Total assets	$31,240,700	$10,378,427	$4,937,817	$28,612,691	$44,832,940
Liabilities and Fund Balance (Deficit):					
Liabilities:					
Accounts and other payable	$27,227,206	$6,684,038	$1,360,905	$25,362,890	$27,691,800
Advances from developers	$1,657,143	$1,712,381	$1,767,619	$1,822,857	$3,922,805
Due to general fund	$389,481	$340,179	$340,178	$127,184	$93,774
Total liabilities	$29,273,830	$8,736,598	$3,468,703	$27,312,932	$31,708,380
Fund Balance (Deficit):					
Fund Balance (Deficit)	$1,966,869	$1,641,829	$1,593,873	$1,299,759	$13,124,559
Total Liabilities and Fund Equity	$31,240,700	$10,378,427	$5,062,575	$28,612,691	$44,832,939

Downtown Connection Tax Increment Financing District Fund
Statement of Revenues, Expenditures and Changes in Fund Balance (Deficit)
Balance Sheet as of September 30, 2023 (Unaudited)
With Comparative Totals for September 30, 2022, 2021, 2020 and 2019 (Audited)

	ITD	2023	2022	2021	2020	2019
Revenues:						
Tax increment-Governmental	$281,467,556	$39,783,760	$37,696,082	$33,145,357	$30,201,792	$25,946,284
Tax increment-Intergovernmental	$29,137,245	$0	$0	$0	$2,892,892	$4,846,486
Interest income	$1,789,332	$586,030	$70,357	$44,958	$96,851	$506,829
Developer's Loan Payback - Principal	$342,857	$55,238	$55,238	$55,238	$55,238	$55,238
Developer's Loan Payback - Interest	$44,565	$7,180	$7,180	$7,180	$7,180	$7,180
Contributions from DDDA	$219,612,920	$31,365,984	$29,531,143	$25,328,564	$25,587,890	$23,615,978
Net increase (decrease) in fair value of investments	($575,244)	($427,900)	($172,722)	($2,200)	$11,305	$86,671
Sec 108 Developer Pymt- Principal	$375,507	$0	$0	$0	$375,507	$0
Total revenues	$532,194,737	$71,370,293	$67,187,278	$58,579,097	$59,228,654	$55,064,668
Expenditures:						
Administrative expenses	$2,297,033	$103,007	$124,758	$23,771	$138,533	$93,774
Non-Capital Outlay	$116,615,344	$31,025,968	$6,145,738	$1,216,675	$35,578,703	$26,076,260
Capital outlay	$4,706,601	$132,517	$144,727	$176,701	$2,241,535	$1,764,826
Affordable housing cost participation	$2,000,000	$0	$0	$0	$0	$0
Transfers to DDDA-Increment	$310,604,801	$39,783,760	$37,696,082	$33,145,357	$33,094,684	$30,792,771
Developer reimbursements-Principal	$91,853,203	$0	$22,122,115	$22,877,885	$0	$0
Interest and fiscal charges	$2,150,886	$0	$905,901	$844,594	$0	$0
Total expenditures	$530,227,868	$71,045,253	$67,139,322	$58,284,983	$71,053,455	$58,727,631
Excess (Deficiency) of Revenues over Expenditures	$1,966,869	$325,040	$47,956	$294,114	($11,824,800)	($3,662,964)
Fund balance (Deficit) at beginning of year as previously reported	$0	$1,641,829	$1,593,873	$1,299,759	$13,124,559	$16,787,523
Fund balance (Deficit) at beginning of year, as restated	$0	$1,641,829	$1,593,873	$1,299,759	$13,124,559	$16,787,523
Fund balance (deficit) at end of year	$1,966,869	$1,966,869	$1,641,829	$1,593,873	$1,299,759	$13,124,559

Note: Fiscal year 2022-2023 unaudited financial statements are based on preliminary close numbers and are subject to review by the City Controller's Office prior to approval by the City Council. In case of any material changes, TIF board will be provided with the updated financial statements.

City of Dallas, Texas
Downtown Connection Tax Increment Financing District Fund
Reinvestment Zone Number Eleven
As of September 30, 2023

Chapter 311.016 of V.C.T.A. requires the following information as part of the annual report on the status of the TIF District.
Information is contained in detail on the attached financial statements.

1. Amount and source of revenue in the tax increment fund established for the Downtown Connection Sub-District:

$586,030	Interest Income
$55,238	Developer's loan payback- Principal -FC Continental Surplus Cash Note payment
$7,180	Developer's loan payback- Interest-FC Continental Surplus Cash Note payment
$31,365,984	Funds from Dallas Downtown Development Authority (DDDA), Trustee, U.S. Bank (net of the debt and Trustee Fee)
$39,783,760	Ad Valorem Taxes (Collected in FY 2022-2023 based on 2022 Final Tax Roll)
($427,900)	Change in fair value of investments
$71,370,293	**Total Revenue**

2. Amount and purpose of expenditures from the Downtown Connection Sub-District:

$103,007	Dowtown Connection Sub-District TIF administrative expense for FY 2022-2023
$31,025,968	Non-Capital Outlay (see detail #4 below)
$132,517	Capital outlay accrued expenditures/Infrastructure expenditures (see detail #4 below)
$39,783,760	Transfers to DDDA-FY2022-2023 increment collected (tax year 2022)
$71,045,253	**Total Expenditures**

3. Downtown Connection Newpark Sub-District Fund:
TIF administrative expense in the amount of $7,796 incurred in FY 2022-2023 for Newpark Sub-District Fund.

4. Downtown Connection Sub-District Capital and Non-Capital Outlay Expenditures are as follows as of September 30, 2023:

Description/Developer	Project	Capital Outlay	Non-Capital	Total
DDDA audit fees[1]	Audit DDDA financial statement	$0	$17,500	$17,500
Public Finance Authority[2]	Statler/Library/Jackson Street	$0	$26,444,178	$26,444,178
Supreme Bright Dallas II, LLC.	1712 Commerce Street Building	$0	$142,204	$142,204
PetroCorrigan Towers, LP	Corrigan Tower-Phase II	$0	$183,908	$183,908
AP/APH Stoneleigh, L.P.	Stoneleigh Hotel	$0	$159,841	$159,841
FC MERC COMPLEX, P.P.	Continental Building A	$0	$146,570	$146,570
Akard Owner, LLC.	411 N. Akard-Mayflower Building	$132,517	$3,931,767	$4,064,285
		$132,517	**$31,025,968**	**$31,158,485**

[1]Fiscal year 2021-2022 DDDA audit fees $11,000; fiscal year 2022-2023 $6,500 (partial pymt)
[2]Accrued fiscal year 2022-2023 payment due to Public Finance Authority for the project

5. a. Amount of Principal and Interest due-on outstanding indebtedness:
The Downtown Connection Sub-District has a primary obligation to retire the bonds, issued by Downtown Dallas Development Authority (DDDA) from available tax increment generated over the life of the Zone.

b. The Downtown Connection Sub-District has entered into a development agreement for each of the following projects and their status is as follows, as of September 30, 2023:

					Less Payments			
		Principal	Max Interest	Maximum		Accrued		Net Bal.
Developer	Project Name	TIF Award	Add'l Subsidy (A)	TIF Award	Principal	Add'l Subsidy[1]	Total P & I	Remaining
AP/APH Stoneleigh, L.P.	Stoneleigh Hotel	$2,500,000	$0	$2,500,000	$2,473,409	$0	$2,473,409	**$26,591**
SANTA FE IV HOTEL, L.P.	Santa Fe IV - Aloft Hotel	$3,734,419	$0	$3,734,419	$3,734,419	$0	$3,734,419	**$0**
Federal Deposit Insurance Corp.	1600 Pacific	$8,830,000	$4,040,200	$12,870,200	$8,830,000	$400,391	$9,230,391	**$0**
TIF Hotel, Inc.	Joule Hotel Expansion	$20,658,500	$0	$20,658,500	$20,658,500	$0	$20,658,500	**$0**
Hamilton Atmos, L.P.	Atmos Complex Phase I	$3,250,000	$3,000,000	$6,250,000	$3,250,000	$1,006,000	$4,256,000	**$0**
Hamilton Atmos, L.P.	Atmos Complex Phase II	$11,750,000	$5,000,000	$16,750,000	$11,750,000	$4,424,561	$16,174,561	**$0**
TIF Hotel, Inc.	Joule Hotel Expansion Amendment	$3,194,403	$0	$3,194,403	$3,194,403	$0	$3,194,403	**$0**
FC MERC COMPLEX, P.P.	Continental Building A (Inc. only)	$3,700,000	$0	$3,700,000	$1,728,522	$0	$1,728,522	**$1,971,478**
FC MERC COMPLEX, P.P.	Continental Building B	$13,036,809	$4,222,588	$17,259,397	$13,036,809	$3,713,069	$16,749,878	**$0**
Hall Lone Star Associates, L.P.	Hall Lone Star Phase I	$852,764	$0	$852,764	$852,764	$225,871	$1,078,635	**$0**
Hall Lone Star Associates, L.P.	Hall Lone Star Project - Phase II	$6,147,236	$2,000,000	$8,147,236	$6,147,236	$1,200,609	$7,347,845	**$0**
PetroCorrigan Towers, LP	Tower Petroleum-Phase I	$10,300,000	$0	$10,300,000	$10,300,000	$0	$10,300,000	**$0**
Federal Deposit Insurance Corp.	LTV Tower Project	$16,500,000	$0	$16,500,000	$16,500,000	$0	$16,500,000	**$0**
Starwood Property Mortgage LLC	1401 Elm Street Redevelopment	$45,000,000	$5,000,000	$50,000,000	$45,000,000	$1,750,495	$46,750,495	**$0**
Public Finance Authority	Statler/Library/Jackson Street	$46,500,000	$0	$46,500,000	$20,055,822	$0	$20,055,822	**$26,444,178**
Akard Owner, LLC.	411 N. Akard-Mayflower Building	$9,000,000	$1,000,000	$10,000,000	$4,932,763	$1,000,000	$5,932,763	**$4,067,237**
Supreme Bright Dallas II, LLC.	1712 Commerce Street Building	$10,500,000	$0	$10,500,000	$603,650	$0	$603,650	**$9,896,350**
PetroCorrigan Towers, LP	Corrigan Tower-Phase II	$9,700,000	$0	$9,700,000	$890,123	$0	$890,123	**$8,809,877**
Total		**$225,154,132**	**$24,262,788**	**$249,416,920**	**$173,938,421**	**$13,720,996**	**$187,659,417**	**$51,215,711**

Note: Payments began in fiscal year 2014 and will continue each year after meeting bond requirements, project completion and upon availability of TIF funds
[1]Additional Subsidy in Form of Grant (in lieu of interest expense)

6. Surplus Cash Note Due from FC Continental Landlord LLC:
Per the Surplus Cash Note Agreement, the payment status as of September 30, 2023 are as follows:

			Less Payments from FC Continental			
					Balance Due	Balance Due
Principal	Total Interest	Total Due	Principal	Total Interest	(Principal)	(interest)
$2,000,000	$259,945	$2,259,945	$342,857	$44,563	$1,657,143	$215,382

7. Tax increment base and current captured appraised value retained by the zone:

Taxing Jurisdiction	Taxable Value 2023	Base Year 2005 Value	Est. Captured Value 2023*
City of Dallas - Downtown Connection Sub-District	$7,177,736,248	$564,917,317	$6,612,818,931
Dallas County - Downtown Connection Sub-District	$7,188,272,099	$561,696,337	$6,626,575,762

Taxing Jurisdiction	Taxable Value 2023	Base Year 2022 Value	Est. Captured Value 2023*
City of Dallas - Newpark Sub-District	$24,574,700	$22,270,550	$2,304,150

*Based on Certified Taxable Values. Final values will be determined on February 1, 2024.

8. Captured appraised value by the municipality and other taxing units, the total amount of the tax increment received and any additional information necessary to demonstrate compliance with the tax increment financing plan adopted by the governing body of the municipality:

a. Estimated tax increment shared by the municipality and other participating taxing jurisdictions:

	Assessment	Estimated 2023
City of Dallas - Downtown Connection Sub-District	0.66213	$43,785,458
Dowtown Connection - Newpark Sub-District	0.66213	$15,256
Dallas County - Downtown Connection Sub-District	0.00000	$0
Dallas County - Newpark Sub-District	0.00000	$0
Total for all Jurisdictions		**$43,800,714**

Dallas County met their maxium participation amount ($18.5 million 2006 NPV) with 2019 tax year increment collected during the fiscal year 2020 for Downtown Connection Sub-District.
Dallas County participation in Newpark Sub-District was requested to start increment collection in fiscal year 2028.

b. The total amount of estimated tax increment to be billed for the 2023 tax year is $43,800,714

c. For the 2022 tax year, increment in the amount of $39,783,760 was collected and transferred to Downtown Dallas Development Authority (DDDA) in accordance with the terms of the DDDA bond indentures.

City of Dallas, Texas
Downtown Connection Tax Increment Financing District
Notes to Financial Statements for the Year Ended September 30, 2023

1. The measurement focus used for the Zone fund is a flow of financial resources. The financial statements are prepared using the modified accrual basis of accounting. Under the modified accrual basis of accounting, tax increment revenues and interest are recognized as revenue when they become both "measurable" and "available" to finance expenditures of the current period. Expenditures are recognized when the liability is incurred.

2. State statute requires that each taxing jurisdiction remit its ad valorem taxes to the Zone by May 1 of each year (remittance to occur no more than 90 days after taxes for the jurisdiction become delinquent).

3. The Zone's cash balances are invested in the City's investment pool and include amounts in demand deposits as well as short-term investments. Pooled investments and short-term non-pooled investments are treated as cash equivalents. Investment income on the pooled investments is prorated monthly based upon the average daily cash balance in each fund.

4. The Zone's Financing Plan provides for staffing and other administrative expenses by the City of Dallas not to exceed $14,411,786 (in current $) over the life of the Zone. The City began billing the Zone for administrative costs in FY 2007. Any future remittance for administrative expenses would come from excess cash as tax increment revenue increases as a result of increased assessed values.

5. "Due to general fund" amount of $389,481 on September 30, 2023 represents the Downtown Connection Sub-District administration costs for the fiscal year 2018-19 ($19,774), fiscal year 2019-20 ($53,705), fiscal year 2020-21 ($88,236), fiscal year 2021-22 ($124,758), and fiscal year 2022-23 ($103,007) that have been earned but will be reimbursed to the General Fund in future years based on the availability of Zone funds. Note that these administrative costs do not include billing to other City departments.

6. TIF Administrative expense for Newpark Sub-District incurred in the amount of $7,796 for fiscal year 2022-2023. It has been recorded as "Due to General Fund" in the Newpark Sub-District Fund. Newpark Sub-District Fund financials will be prepared effective fiscal year 2023-2024 after collection of initial increment.

7. All project costs resulting in capital improvements which are owned by the City are capitalized in the City's fixed assets.

Appendix B: Project Pay-Off Estimates

Downtown Connection Sub-district			
Developer	**Project Name**	**Max. TIF Award**	**Pay-Off Date**
Centurion Acquisitions, L.P.	Statler/Library/Jackson Street	$46,500,000	2024
Akard Owner, LLC.	411 N. Akard-Mayflower Building	$10,000,000	2024
Supreme Bright Dallas II, LLC.	1712 Commerce Street Building	$10,500,000	2024
PetroCorrigan Towers, LP	Corrigan Tower-Phase II	$9,700,000	2024

Estimated pay-off dates may change and are subject to the following

(1) Changes in increment collected annually;

(2) Changes in the real property tax rates of participating taxing jurisdictions (City of Dallas and Dallas County);

(3) Changes in the participation rate of participating taxing jurisdictions; and/or

(4) Completion dates of projects listed in the District's reimbursement queue

Appendix C: District Set-Aside Funds

There are no District Set-Aside Funds.