

EXHIBIT A



PROJECT DESCRIPTION

Klyde Warren Park opened in 2012 and since then, this 5.2-acre park has become Dallas' most popular public open space for residents and visitors alike, as well as a catalyst for unprecedented economic development. With this great success there has become a need to add more public open space and a year-round interior event pavilion.

This Phase Two expansion of Klyde Warren Park adds 1.7 acres to the park starting West of St. Paul street. The 31,000 square foot parcel between St. Paul and Akard will feature a pavilion that will house state-of-the-art tenant space, special event ballroom, and a rooftop "halo" garden. The pavilion builds on the curvilinear geometry of the park's promenades, adjacent office buildings, and the architectural language and materials of the existing Performance Pavilion and restaurant space. The 30,750 square foot parcel farther West will be open green space for open-air markets, events, and festivals. The parcel also features a concession-style building for catering, beverages, rentals, as well as restrooms.

In addition to providing additional space for community events, these two areas will also enable the Park to host private events, an important ingredient in the Foundation's ability to provide free programming for many years to come.

EXISTING CONDITIONS



01 Looking SW along Woodall Rodgers Fwy



02 Looking NW along N. St Paul St



03 Looking SW along Woodall Rodgers Fwy



04 Aerial View

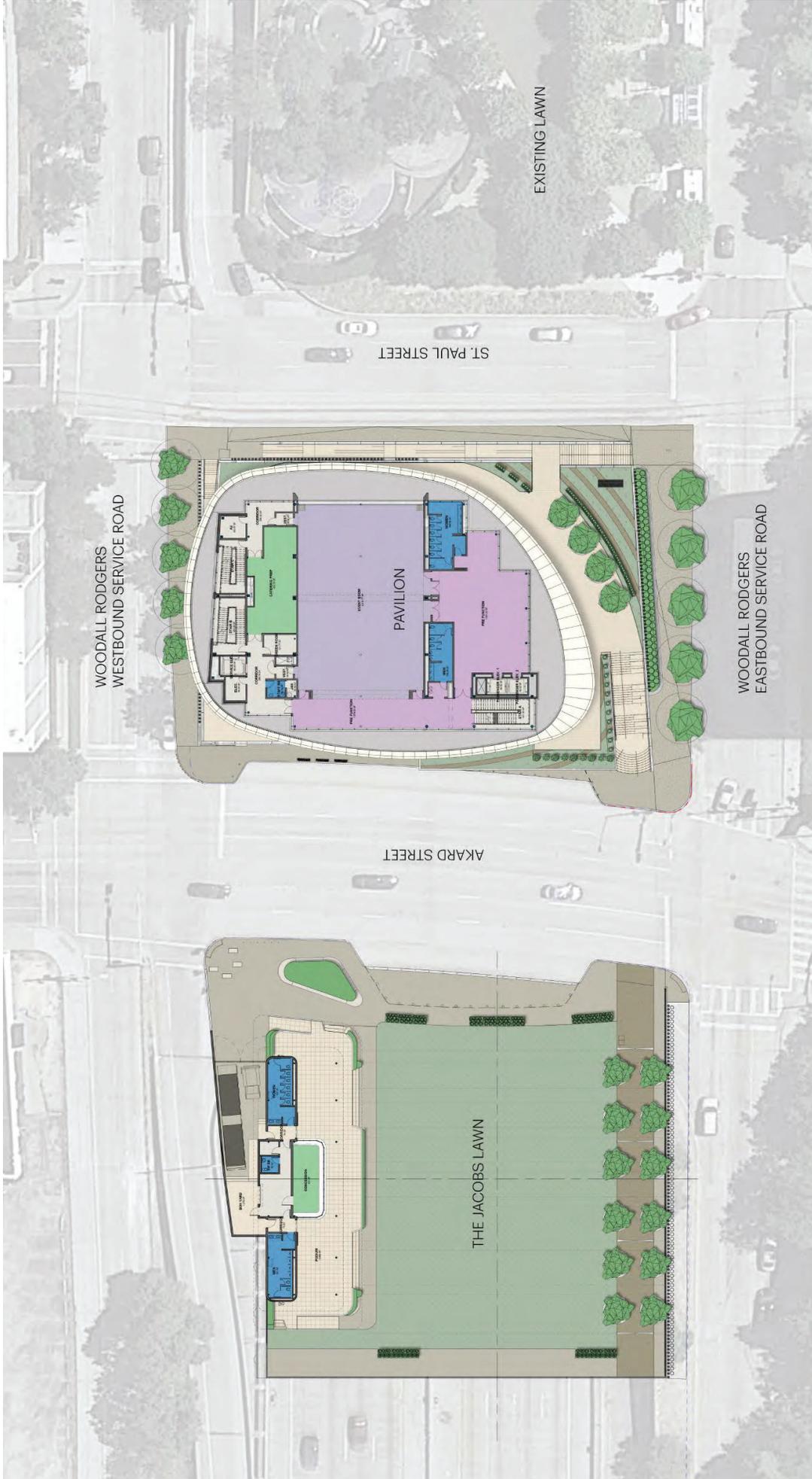


05 Looking SE along N Akard St

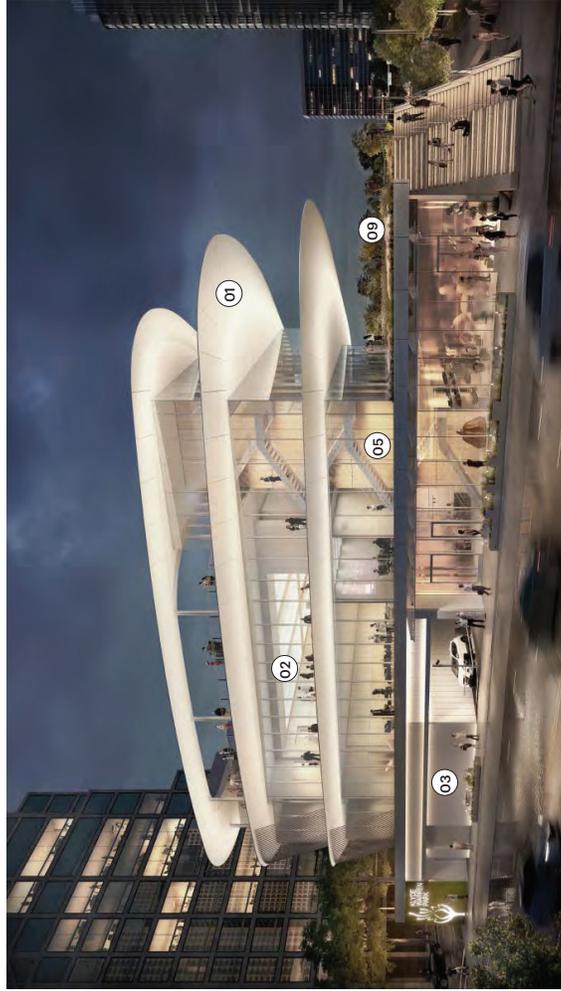


06 Looking NE along Woodall Rodgers Fwy

SITE PLAN



MATERIALITY



Architecture



01 Glossy "Bone White" Metal Panel



02 Clear Glass with Aluminum Fins



03 Charcoal Silver Metal Panel



04 Polished Concrete Floor



05 White Oak Interior Wall Panel

Landscape



06 Vertical Green Wall



07 Concrete Pavers



08 Board Formed Concrete



09 Varied Groundcover



10 Permeable Paving





VIEW NORTH ST. PAUL ST LOOKING WEST



VIEW AKARD ST LOOKING EAST

KLYDE WARREN PARK PHASE II

KLYDE WARREN PARK
HKS Gensler Jacobs



VIEW SOUTH PATIO LOOKING EAST



VIEW ROOFTOP LOOKING SOUTHEAST

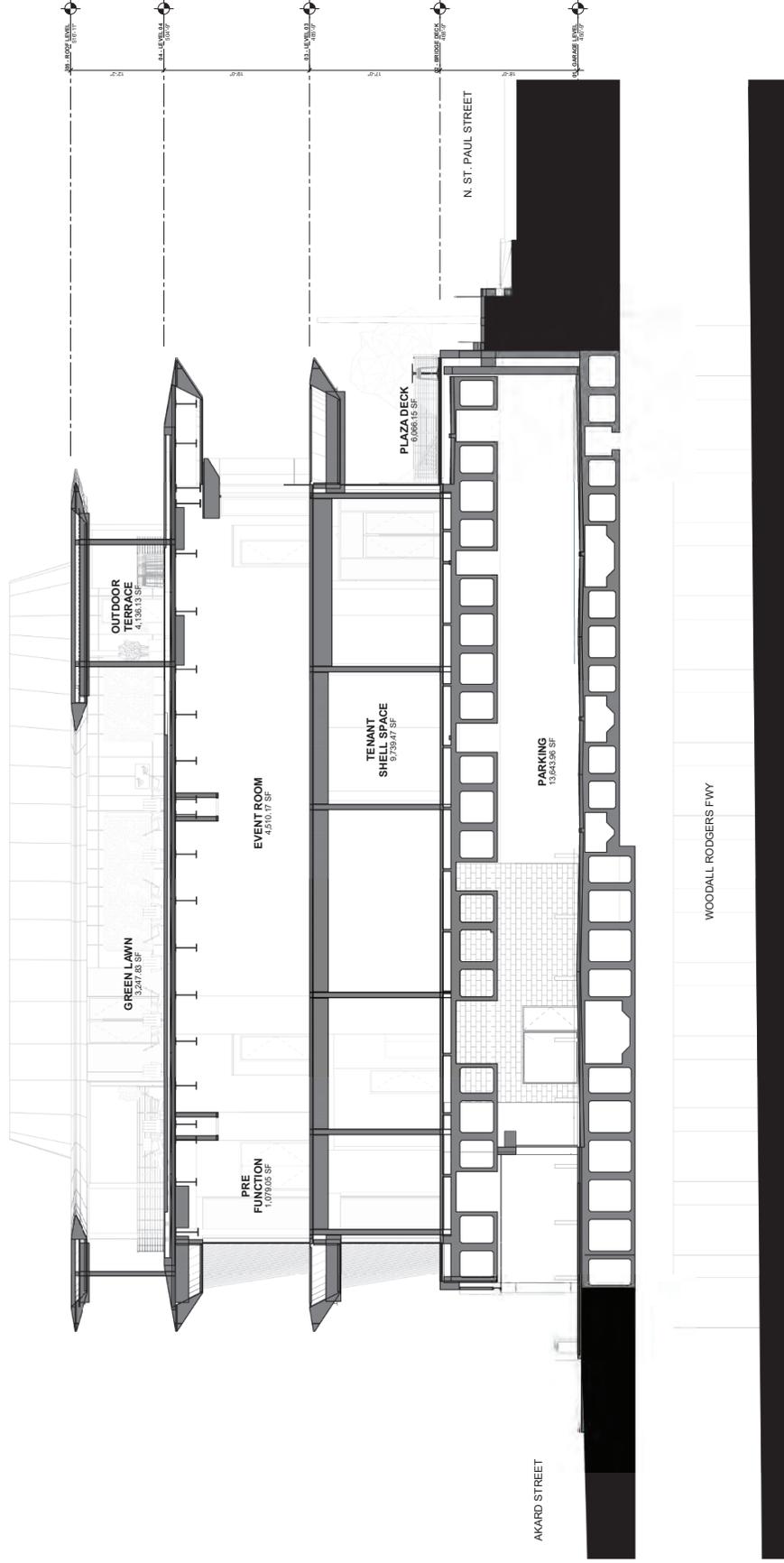


VIEW South Pedestrian Path looking South West

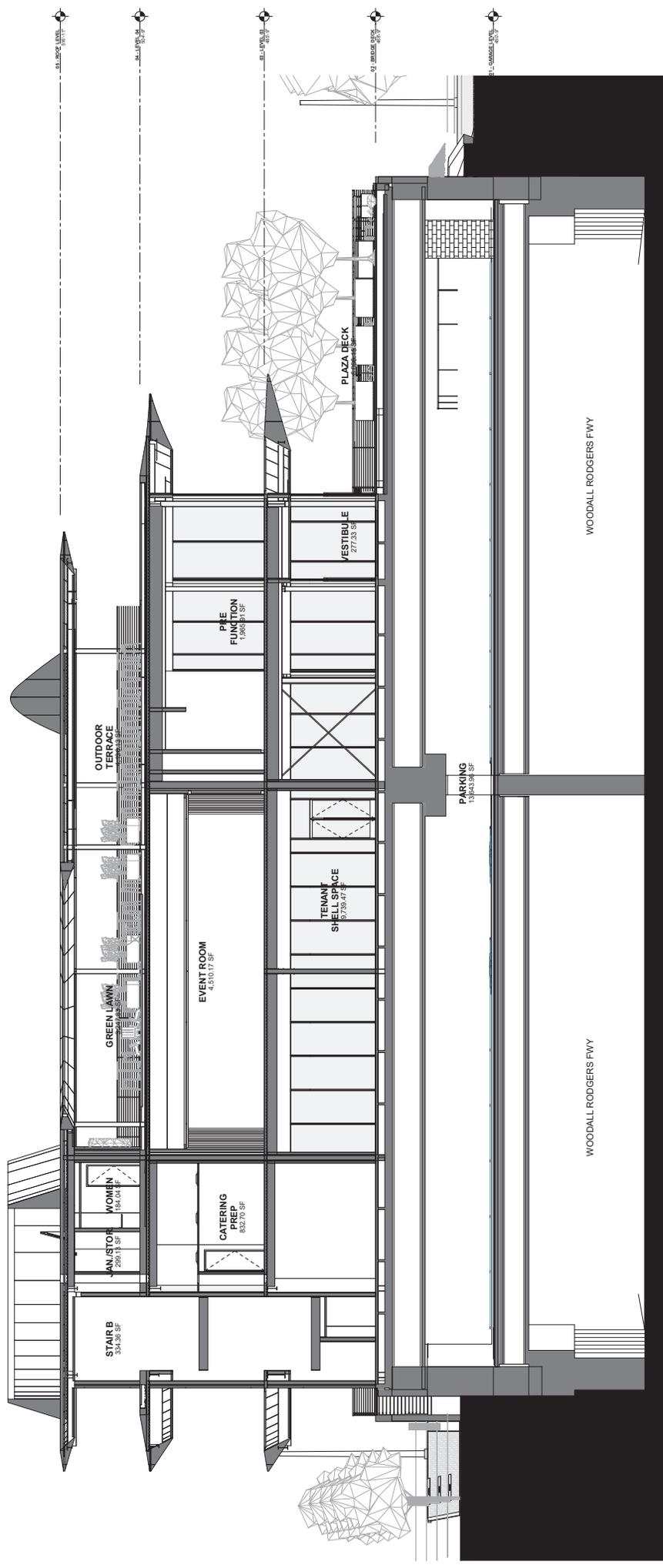


VIEW from Plaza Level looking North East

SECTION - EAST / WEST PAVILION



SECTION - NORTH / SOUTH PAVILION





VIEW AKARD ST LOOKING NORTHWEST
NOTE: RENDERING STILL UNDER DEVELOPMENT



VIEW JACOBS LAWN BUILDING
NOTE: RENDERING STILL UNDER DEVELOPMENT



VIEW JACOBS LAWN LOOKING EAST
NOTE: RENDERING STILL UNDER DEVELOPMENT



VIEW JACOBS LAWN WITH ICE RINK
NOTE: RENDERING STILL UNDER DEVELOPMENT

SECTION - NORTH / SOUTH WEST LAWN

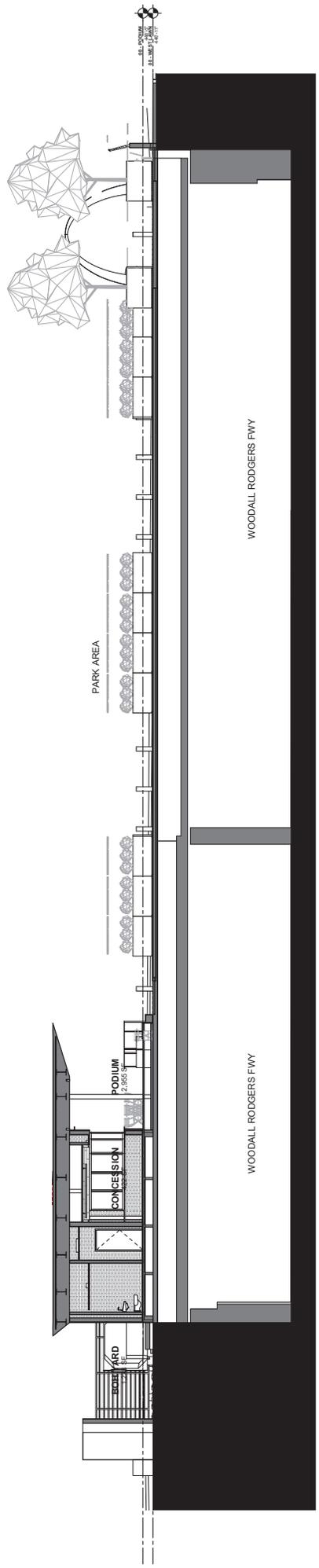


EXHIBIT B

TIF Increment Allocation Policy City Center TIF District Adopted March 21, 2013

It is important for the City of Dallas to encourage as many projects as possible in the City Center TIF District (the "City Center TIF" or "District"). After satisfying all obligations related to administrative expenses and district set-asides, City Center TIF funds will be allocated to Developers based on the increment created by the Project (as defined below) and Related Projects/Developers (as defined below) within the District and the distribution of any remaining funds in accordance with the reimbursement queue.

Definitions

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

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

Affordable Housing Set-Aside – Funds the Affordable Housing line item in the District's budget. 12.55 percent for the first 5 years of the District's extension (2013 to 2017); 10 percent for the remaining years (2037) or until approximately \$6.5 million has been collected for this line item. Projects eligible for funding from this set aside may include residential projects located in area where mixed income or affordable housing does not currently exist.

Available Funds – Total Increment less: (1) Administrative Expenses, (2) Affordable Housing Set-Aside, (3) Parking Initiative Set-Aside, (4) Ground Floor/Retail Activation Set-Aside, and (5) District Wide Improvements Set-Aside.

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

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

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

District-Wide Improvements Initiative Set-Aside – Funds the District-Wide Improvements Initiative in the District's budget. 8 percent of the District's Total Increment for the first 5 years of the District's extension (2013-2017); 5 percent of the District's Total Increment

for the remaining years of the District (2037) until approximately \$4 million has been collected for this line item. Funds from this set-aside should support specific improvement projects benefiting multiple properties or blocks within the District and not specific to a single development site such as public parks, gateways, trails, public open space, public facilities, or utility/streetscape improvements. Utility burial and/or streetscape improvement projects at any location in the District may be eligible upon approval by the Board. These funds can be used to leverage additional funding for district-wide improvement projects such as grants.

Ground Floor/Retail Activation Initiative Set-Aside – Funds the Ground Floor/Retail Activation Initiative line item of the District’s budget. 15 percent of the District’s Total Increment for the first 5 years of the District’s extension (2013-2017); 10 percent for the remaining years of the District (2037) or until approximately \$8.3 million has been collected for this line item. Projects eligible for funding from this set-aside are detailed in the Downtown Ground Floor Activation Grant Program.

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

Parking Initiative Set-Aside – Funds the Parking Initiative line item in the District’s budget. 8 percent for the first 10 years of the District’s extension (2013 – 2022); 10 percent for the remaining years of the Zone (2037) or until approximately \$5.5 million has been collected for this line item. The current lease of short term public parking in the Dalpark garage and potential extension of the parking leases in the Third Rail Lofts and Dalpark garages, upon expiration, should be paid from this set-aside

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

TIF Project – Development or redevelopment has been approved for TIF funds and increases the taxable value of real property at a particular site or a space or facility of public benefit such as improvements to City parks, open space, trails or cultural facilities.

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

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

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

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

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

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

Procedure

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

1. Administrative Expenses, including all expenses of the City and the City Center TIF District;
2. District Set-Asides

Should for any reason the District fail to meet all of the above financial obligations and requirements, no funds shall be distributed to any projects.

After meeting the above financial obligations, the outstanding funds may be used as *Available Funds* to meet other TIF financial obligations, including but not limited, to reimburse *Completed Projects*.

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

Should any *Available Funds* remain after distribution of all *Accrued Priority Increment* payments and all *Individual Increment* payments to *Completed Projects*, the *Remaining*

Funds shall be distributed in accordance with the Reimbursement Queue process detailed in the next section. District set-asides shall follow the procedures above.

THE REIMBURSEMENT QUEUE

The *Reimbursement Queue* shall list all approved City Center TIF District projects in order of priority based upon the earlier date in which the developer submits evidence of an executed construction loan and receipt of a building permit or final receipt of a final Certificate of Occupancy for the *Project*.

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

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

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

As projects are approved by City Council for funding from the City Center TIF Fund, they shall not be given a priority ranking until such time the developer submits evidence of: (1) an executed construction loan and receipt of a building permit or (2) final certificate of occupancy. At which time, the Reimbursement Queue shall be updated to assign the next available priority ranking the *Project*. Once a *Project* has earned a priority ranking, it shall not be subject to change. The City's Director of Economic Development will make the final determination in applying future available revenues in the TIF Fund among Projects. District set-asides shall establish individual reimbursement queues and follow the process detailed in this section.

Exhibit C

Quarterly Project Status Report

Prepared by
Woodall Rodgers Park Foundation

Project Name:
Report Period: From: _____ To: _____
Project Start Date: Required Completion Date: Current Completion Date: Number of units completed:
Briefly describe Project progress during this period:
Which documents did you submit to the City of Dallas Business Development & Procurement Services? When? Which documents did you submit to the City of Dallas Fair Housing Department? When? Describe any issues of concern with the City of Dallas (Office of Economic Development/Business Development & Procurement Services/ Fair Housing Department/Public Work and Transportation etc.)?
Attach 4-8 current construction progress pictures from four sides of the Project.
By: _____ _____ PRINT NAME: _____

Exhibit D



CITY OF DALLAS Business Inclusion and Development Affidavit

It is the policy of the City of Dallas to involve qualified Minority and Women-Owned Business Enterprises (M/WBEs) to the greatest extent feasible on the City's construction, procurement and professional services contracts. The City and its contractors shall not discriminate on the basis of race, color, religion, national origin, or sex in the award and performance of contracts. In consideration of this policy, the City of Dallas has adopted the Business Inclusion and Development Plan (BID Plan) for all City of Dallas contracts.

M/WBE Participation Goals

The BID Plan establishes subcontracting goals and requirements for all prospective bidders to ensure a reasonable degree of M/WBE participation in City contracts. It is the goal of the City of Dallas that a certain percentage of work under each contract be executed by one or more M/WBEs.

On May 14, 1997 the City Council adopted the following M/WBE participation goals without consideration for a specific ethnicity or gender (Resolution Number 97-1605):

<u>Construction</u>	<u>Architectural & Engineering</u>	<u>Other Professional</u>	<u>Other Services</u>	<u>Goods</u>
25.00%	25.66%	36.30%	23.80%	18.00%

The apparent low bidder/most advantageous proposer shall agree to meet the established goals or must demonstrate and document a "good faith effort" to include M/WBEs in subcontracting opportunities. The apparent low bidder/most advantageous proposer who fails to adequately document good faith efforts to subcontract or purchase significant material supplies from M/WBEs may be denied award of the contract by the City based on the contractor's failure to be a "responsive" or "responsible" bidder.

By signing below, I agree to provide the City of Dallas, Business Development & Procurement Services department with a completed copy of all required forms provided within the Business Inclusion and Development document package. I understand that if I fail to provide all of the required documents within five (5) business days after notification, my bid may be deemed "non-responsive" and I may be denied award of the contract. Intentional misrepresentation could result in criminal prosecution.

(Note: Please use the Tab button, mouse or arrows to move from one section to the next. *Please DO NOT use the "Enter" key.*)

Bid Number: _____

Company name: _____

Typed or Printed Name of Certifying Official of Company

Date

Signature of Certifying Official of Company

Title



**CITY OF DALLAS
ETHNIC WORKFORCE COMPOSITION REPORT**

(Note: Please use the Tab button, mouse or arrows to move from one section to the next. *Please DO NOT use the "Enter" key.*)

Company name: _____

Address: _____

Bid #: _____

Telephone Number: _____ - _____ - _____ Ext. _____

Email Address: _____

Employee Classification	Total No. Employees		White		Black		Hispanic		Other	
	Male	Female	M	F	M	F	M	F	M	F
Administrative/ Managerial										
Professional										
Technical										
Office/Clerical										
Skilled										
Semiskilled										
Unskilled										
Seasonal										
Totals:										

Intentional misrepresentation could result in criminal prosecution.

Officer's Signature

Title

Typed or Printed Name

Date



CITY OF DALLAS
SUBCONTRACTOR INTENT FORM

(Note: Please use the Tab button, mouse or arrows to move from one section to the next. Please DO NOT use the "Enter" key.)

TO: City of Dallas DATE: _____
Business Development & Procurement Services gfe@dallascityhall.com

Project Name: _____ Bid # _____

Contract Bid Amount: _____

M/WBE/DBE Participation Amount: \$ _____ and % _____

_____ will provide the following
M/WBE Subcontractor on the project

good(s)/service(s) _____

to _____
prime contractor on the project

M/WBE subcontractor is currently certified by the
following agency: _____

M/WBE Certification Number: # _____

Certification must be kept current / valid for the entire duration of this contract. Failure to comply with this provision could be subject to removal from contract.

The undersigned intends to enter into a formal agreement with the subcontractor listed, conditioned upon being awarded the City of Dallas contract. If any changes are made to this list, the prime contractor must submit to the City's Program Manager and Business Inclusion and Development Group for approval a Change of M/WBE subcontractor /supplier form with documented explanations prior to any changes.

Failure to comply with this provision could result in termination of the contract, sanctions against the prime contractor, and/or ineligibility for future City contracts.

Officer's Signature (Prime Contractor)

Officer's Signature (M/WBE/DBE Subcontractor)

Printed Name (Prime Contractor)

Printed Name (M/WBE/DBE Subcontractor)

Title (Prime Contractor)

Title (M/WBE/DBE Subcontractor)

Date

Date



**CITY OF DALLAS
CONTRACTOR'S AFFIDAVIT
SCHEDULE OF WORK AND ACTUAL PAYMENT FORM**

Project Name: _____ Bid/Contract #: _____

Instructions:

Column 1: List type of work to be performed by Prime and 1st tier subcontractors.

Column 6: Indicate firm's location as L=local (within Dallas county limits); local (Outside Dallas county limits);

N=Non-

Column 2: City of Dallas Vendor Number for Prime and Subcontractors/Suppliers (if none, register online: www.bids.dallascityhall.org). ALL Prime and Subcontractors/Suppliers must be registered with the City of Dallas.

Column 7: Indicate dollar amount of value of work for the Prime contractor, subcontractors, and suppliers.

Column 3: List name of firm; M/WBE Certification Number (if applicable).

Column 8: Indicate percentage of total contract amount.

Column 4: List firm(s); contact name; address; telephone number.

Column 9: Indicate total payments to date.

Column 5: List ethnicity of firm(s) owner as B=African American; H=Hispanic; I=Asian Indian; N=Native American; P=Asian Pacific; W=Woman; NON=other than M/WBE.

Column 10: Indicate payments during current pay period.

Type of Work [1]	City of Dallas Vendor Number [2]	Name of Firm & M/WBE Certification (if Applicable) [3]	Contact Name Address, City, State, Zip & Tel. Number [4]	Type of Firm or N [5]	L or N [6]	Value of Work (\$) [7]	Percent (%) [8]	Payments to Date (\$) [9]	Payment this Period (\$) [10]
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