

Exhibit G

TIF Increment Allocation Policy Sports Arena TIF District Adopted October 2, 2014

It is important for the City of Dallas to encourage as many projects as possible in the Sports Area TIF District (the "District"). In that spirit, Sports Arena TIF funds will be allocated to Developers proportionately, based on the increment created by the Project (defined in a specific TIF agreement) and potentially other related projects by same developer or affiliate (if not seeking separate, additional TIF funds) within the District and in accordance with sub-district increment sharing arrangements as described below and after repayment of any pre-existing agreements with specific priority status.

Definitions:

Project (TIF-eligible) – Development/redevelopment that adds taxable real property value at a particular site or a space or facility of public benefit such as open space, trails or cultural facilities that has been approved for TIF funds by City Council and all requirements for payment set forth in the project's development agreement have been completed.

Developer – A person or entity that has completed all requirements for a TIF-eligible Project, as set out in the fully executed development agreement for the Project.

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-eligible Project, increment from those Related Project(s) may be included in Individual Increment for reimbursement of the TIF-eligible Project expenses. A Developer of a TIF-eligible Project or its affiliates must have at least 50% ownership in any Related Project. These requirements will be further specified in a development agreement where applicable.

Total Increment – The annual amount of increment generated by all sub-districts deposited into the TIF fund from the participating jurisdictions.

Sub-district Increment – The annual amount of increment generated within a Sub-district.

Individual Increment – The portion of the increment that a Project or Related Project creates each year.

Administrative Expenses – The City will take a share of TIF revenue from the District's total increment for the amount it bills to the district for costs necessary for administration of the TIF District program, which may include charges from other departments, each year. Administrative Expenses are the first priority for reimbursement out of the total increment for the TIF District.

Sub-District Wide Improvements – District-Wide Improvements are defined as improvements that are not specific to a single development site such as gateways, trails, open space, public facilities, or utility/streetscape improvements benefiting multiple

properties or blocks. Sub-district Wide Improvement Funds will be set up for both the West Dallas and Riverfront Gateway Sub-districts.

Sub-district Shared Increment – The Sub-district increment less: (1) any required set-aside for Sub-district Wide Improvements to be reserved from Sub-district increment; and (2) the sum of the Individual Increments of all eligible Developers.

Available Cash – Funds in the Sports Arena TIF fund that is not already allocated, encumbered, or otherwise set aside for other purposes pursuant to the Project and Financing Plan.

Sub-district Increment Sharing Arrangements:

In accordance with the Sports Arena TIF District Project and Financing Plan, tax increment sharing among certain sub-districts with the Sports Arena TIF has been designated as follows:

Ten percent (10%) of the total collected City and County increment revenue (after administrative expenses) for the Victory Sub-district shall be allocated to the West Dallas Sub-district.

Remaining increment generated from the Victory Sub-district will be retained for projects and other commitments in that area and will not be transferred to other sub-districts. There are not any increment sharing arrangements for the Riverfront Gateway Sub-district.

Sub-district Wide Improvements Set-Asides:

Victory Sub-district Wide Improvements Set-Aside – From 2014 annual sub-district increment, after payment of completed Tier One projects, \$500,000, shall be set-aside for eligible sub-district wide improvements. Eligible improvements are limited to future design and construction of public improvements that may be required as a result of the implementation of the following Tier Two infrastructure improvement projects: Olive Street Reconfiguration and Two-Way Conversion of Houston Street and Victory Avenue.

West Dallas Sub-district Wide Improvements Set-Aside – The West Dallas Sub-district Wide Improvements set-aside is comprised of two parts:

- 1) Zoning Sub-district Wide Improvements Set-Aside – Five percent (5%) of the increment generated from the West Dallas Sub-District, up to \$3,000,000, shall be set aside for Planned Development District (PD) 891 zoning required improvements (Zoning Sub-district Wide Improvements).

Zoning Sub-District Wide Improvements shall specifically include PD 891 Open Space Improvements, whether constructed incrementally in conjunction with

specific private development projects or constructed independent of a specific private development project.

PD 891 improvements specifically include: Muncie Street Linear Park, Herbert Plaza and the Akron Park Greenway.

- 2) General Sub-district Wide Improvements Set-Aside – Ten percent (10%) of the increment transferred from the Victory Sub-district shall be set-aside for other West Dallas Sub-district wide improvement projects (General Sub-district Wide Improvements) and to be used as a match for potential grant funding of improvement projects.

General Sub-district Wide Improvement projects are yet to be determined, but potential projects are listed below.

- Enhancement of western gateway to the Continental Pedestrian Bridge that provides the La Bajada neighborhood and community access (Continental Plaza)
- Transformation of existing electric utility infrastructure into public art gateway into the area in cooperation with Oncor and the Office of Cultural Affairs
- Revival of Bataan Center as the social and cultural hub of the neighborhood. The TIF Act allows for increment to fund the costs of providing areas of public assembly in or outside the district.
- Singleton boulevard streetscape improvements
- Canada Drive improvements

Riverfront Gateway Sub-district Wide Improvements Set-Aside – Ten percent (10%) of the increment generated from the Riverfront Gateway Sub-District, up to \$955,000, shall be set aside for eligible improvements. Eligible improvements shall specifically include streetscape, open space and trail improvements that benefit multiple properties within the Riverfront Gateway Sub-district whether constructed as part of a single development project or independent of a development project. These funds may also be used as a match for potential grant funding for eligible improvements.

Increment Allocation Provisions for the Victory Sub-district:

1. Beginning in tax year 2013, ten percent (10%) of the total collected City and County increment revenue (after administrative expenses) for the Victory Sub-district shall be allocated to the West Dallas Sub-district.
2. Existing Zone obligations (as approved in the Original Plan on August 25, 1999) shall have next priority.

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3. TIF grants for Center Operating Company and Hillwood 1642, Ltd as outlined in the amended TIF Plan approved May 9, 2012, shall be next in priority, if the grant has been authorized by City Council.
4. Tier One Improvements as described in the TIF Plan shall be next in priority.
 - a. Increment payments for Tier One improvements shall be made in fixed payments over the life of the Victory Sub-district.
 - b. If the Sub-district Increment plus any remaining Sub-district increment from previous years is insufficient to satisfy all Tier One priority payments, the available increment will be allocated according to a fraction, with the denominator of which is the outstanding balance of total Tier One priority payments and the numerator of which is the outstanding balance of the individual Tier One priority payments.
5. Tier Two Improvements as described in the TIF Plan shall be next in priority.
 - a. Once the Sub-district increment generated is in excess of the annual TIF funding commitments for Tier One projects, including funding any shortfalls in amortized annual payments for Tier One projects, Tier Two project costs will be reimbursed on a constant payment basis over the remaining term of the Sub-district.
 - b. The TIF Board may allocate additional one time payments for Tier Two projects if there is surplus Sub-district increment after annual payments are made for all outstanding Sub-district obligations.
 - c. Subject to TIF Board and City Council approval and surplus increment after annual payments are made for all Sub-district obligations, projects under \$750,000 may be funded directly.
6. Funding a Reserve Account as described in the TIF Plan is the remaining priority.

Increment Allocation Provisions for the West Dallas Sub-district:

1. Funds transferred from the Victory Sub-district to the West Dallas Sub-district shall be allocated as follows:
 - a. General Sub-district Wide Improvement Set-Aside - Ten percent (10%) of the increment transferred from the Sports Arena portion of the District up to \$1,400,000 shall be set-aside for the General Sub-district Wide Improvements described above.

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- b. Remaining funds (Net General Sub-district Wide Set-Aside) shall be made available to reimburse eligible development projects pursuant to agreements with private developers with the private developer projects paid in the order that such projects qualify for payment.
2. Zoning Sub-district Wide Improvement Set-Aside - Five percent (5%) of the West Dallas Sub-district Increment up to \$3,000,000, shall be set aside for Zoning Sub-district Wide Improvements.
3. After allocation of funding for 1. and 2. above, remaining Sub-district Increment shall be allocated to eligible projects in accordance with the Standard Procedure described below.

Increment Allocation Provisions for the Riverfront Gateway Sub-district:

1. Riverfront Gateway Sub-district Wide Improvements Set-aside - Ten percent (10%) of the increment generated from the Riverfront Gateway Sub-district, up to \$955,000, shall be set aside for eligible improvements.
2. Remaining sub-district increment shall be allocated to projects in this sub-district in accordance with the Standard Procedure described above.

Standard Procedure *(West Dallas and Gateway Sub-districts Only, for increment generated within each Sub-district):*

Annually, after the Total Increment has been deposited in the TIF fund, the fund will pay Administrative Expenses from the entire Sports Arena TIF District's Total Increment. After Administrative Expenses, allocation of any funds transferred from the Victory Sub-district and any Sub-district-Wide Improvement allocations (as set forth above), have been paid or set aside, Developers within the Sub-district approved for TIF funding from the Sports Arena TIF will be eligible to receive increment generated within the Sub-district and collected for their Project if the Sub-district increment is greater than the sum of Sub-district Wide Improvement Set-asides to be reserved from increment generated within the Sub-district (for the West Dallas Sub-district, the Zoning Sub-district Wide Improvements Set-aside, but not the General Sub-district Wide Improvements Set-aside) and all individual increment from other projects eligible for payment. In such case, in addition to their individual increment, Developers will be eligible to receive a portion of any Shared Increment, if available. The Shared Increment allotted to an eligible Developer shall be a ratio of an eligible Developer's Individual Increment to the sum of the Individual Increments for all Projects eligible for reimbursement for that year.

If the sum of sub-district set-asides and all individual increment from projects eligible for payment is not greater than the sub-district increment, remaining sub-district increment shall be allocated to eligible projects proportionally based on added value (a ratio of one eligible project's added value to the sum of the added value for all projects eligible for reimbursement in a given year).

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Dallas Central Appraisal District (DCAD) certified values for each tax year will be the data source used to determine values for the increment allocation procedure. However, no increment allocation will be made unless a total Project or specific phase as defined in a development agreement is completed by June 1st of a given year, as evidenced by City approval of all supporting documents required in the development agreement. The City's Director of Economic Development will make the final determination in applying future available revenues in the TIF Fund among Projects.

Notes:

In general, increment will be allocated annually, after each participating jurisdiction has deposited its annual increment into the TIF fund. Projects will not be eligible for TIF funding in a given year unless all contractual obligations of the development agreement are fulfilled by June 1st of that year. If there are delays with the Project start date, approval of other financing sources or project completion, staff and the TIF board may reconsider the priority status for increment allocation to the Project. If the Project completion is delayed past approved dates and other approved TIF projects are completed any available accumulated increment in the TIF fund can be used to reimburse other completed projects; and when the Project has been completed it may resume its original priority for reimbursement.

If the appraised value of the remaining property in the TIF District decreases in value despite new development and as additional TIF Projects are approved and completed, the TIF subsidy for Projects that year may be reduced or unpaid. If there is no revenue available after administrative expenses, there will be no increment payments that year.

At its discretion, the Sports Arena TIF Board may make modifications or corrections to this Policy to increase its effectiveness.