#### Memorandum



DATE April 17, 2015

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

SUBJECT

#### 1712 Commerce Hotel: Downtown Connection TIF District

On Monday, April 20, 2015, the Economic Development Committee will be briefed on the proposed 1712 Commerce Hotel Project – Downtown Connection TIF District.

Briefing material is attached.

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

Ryan S. Evans

First Assistant City Manager

C: The Honorable Mayor and Members of the City Council A.C. Gonzalez, City Manager Warren M.S. Ernst, City Attorney Craig D. Kinton, City Auditor Rosa A. Rios, City Secretary Daniel F. Solis, Administrative Judge Eric D. Campbell, Assistant City Manager Jill A. Jordan, P.E., Assistant City Manager

Mark McDaniel, Assistant City Manager
Joey Zapata, Assistant City Manager
Jeanne Chipperfield, Chief Financial Officer
Sana Syed, Public Information Officer
Karl Zavitkovsky, Director, Office of Economic Development
J. Hammond Perot, Assistant Director, Office of Economic Development
Elsa Cantu, Assistant to the City Manager – Mayor & Council

## 1712 Commerce Hotel Project Downtown Connection TIF District

Economic Development Committee April 20, 2015





## Purpose

- Provide background information on Downtown Connection TIF District
- Review the 1712 Commerce Hotel project
- Review Budget Status of Downtown Connection TIF District
- Obtain Economic Development Committee's approval for consideration of the project by City Council on May 13, 2015

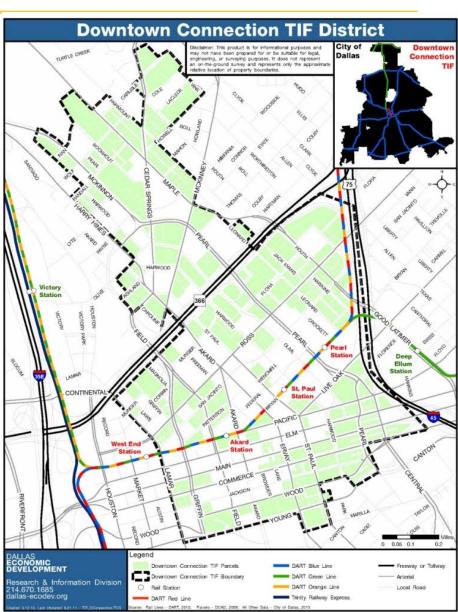




## Downtown Connection TIF District Background

- Created June 2005
- Project Plan and Reinvestment Zone Financing Plan originally approved August 2005, amended May 2013 to increase budget for district
- Expires December 31, 2035, or when approximately \$514.9 million in TIF increment has been collected (NPV of \$231.6 million), see Appendix E.
- Established to fund projects creating a greater density/critical mass of development within an expanded Downtown core with focus on strengthening connectivity to/between the core and growing downtown areas

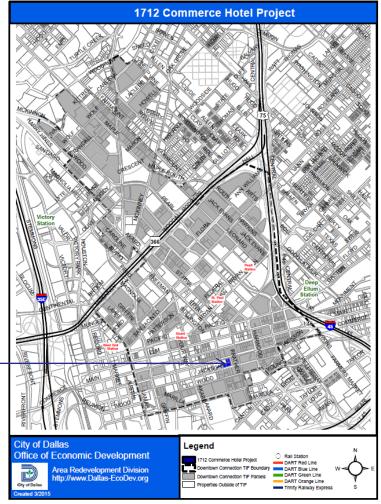




## 1712 Commerce Hotel Project Location

- Original building was built in 1955
- Located at the corner of Commerce Street, Prather Street, and Jackson Street
- Building has been vacant for the past 20 years

1712 Commerce Hotel







## 1712 Commerce Hotel Project Description

- Hotel: 206 hotel rooms (approximately 158,992 square feet)
- Retail: 16,428 square feet of retail space on ground floor
- Parking: 360 guest/public parking spaces (approximately 158,992 square feet) – new construction
- **Project Cost**: \$50,909,700
- Start Construction: 12/2015
- Complete Construction: 07/2017
- Design Review: Design Peer Review Panel (12/19/2014) reviewed and approved design of project



- Historic Tax Credits: Developer applied for Historic Tax Credits for project
- Developer also renovating **1700 Commerce Building**: 136,637 square feet of hotel space/176 rooms and 4,000 square feet of retail space, with an estimated project cost of \$35M (This project is in City Center TIF District and not eligible for TIF funding).





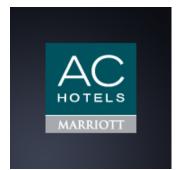
### 1712 and 1700 Commerce Hotel Potential Hotel Brands

#### 1712 Commerce Hotel

- Residence Inn
  - 121 Rooms
- AC Hotels by Marriott
  - 123 Rooms

(a new luxury brand boutique hotel)







#### 1700 Commerce Hotel

- Hampton Inn
  - 176 rooms

These two buildings will be connected internally, at the first floor for the public and at basement level for services.



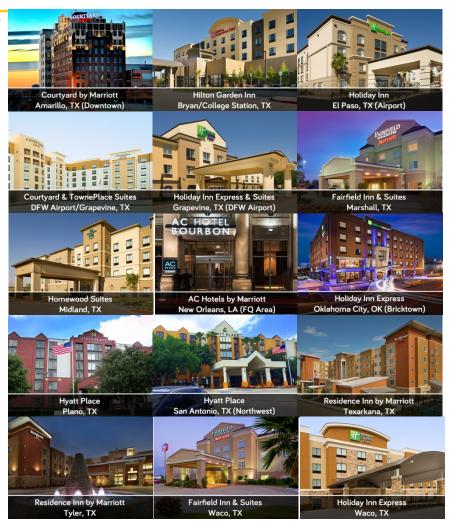


## 1712 Commerce Hotel *Developer*

- NewcrestImage, LLC, parent company of Supreme Bright Dallas II, LLC, is privately owned and operated since 1977.
- Texas based hotel development, construction, and management firm (see Appendix D).
- Successful track record in rehabilitating historic buildings
  - Fisk Medical Arts Building in Amarillo, TX
- Earned top recognition in hospitality excellence

dallas-ecodev.org

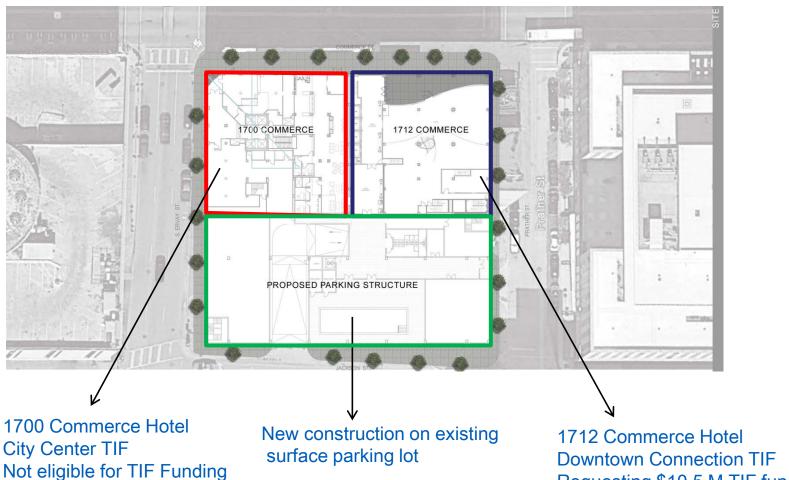
- Courtyard by Marriott at the Historic Fisk Building in Downtown Amarillo, TX won the top design award for adaptive reuse of a historic building from the Texas Downtown Association (TDA) in 2011
- Hampton Inn & Suites in Waco, TX received Hilton's most prestigious award, the Connie Award in 2010
- Fairfield Inn & Suites in Marshall, TX received Marriott's prestigious award, the Diamond Award in
   . 2010







## 1712 Commerce Hotel Project Site Plan





Requesting \$10.5 M TIF funding



## 1712 Commerce Hotel Project elevations









# 1712 Commerce Hotel Parking Garage













# 1712 Commerce Hotel Project Funding Sources and Uses

Sources	Amount	%	Uses
Developer Equity	\$3,909,700	8%	Acquisition and Construction
Primary Lender for Hotel	\$32,000,000	63%	Construction & Renovation
Federal and State Historic			
Tax Credit	\$15,000,000	29%	Construction & Renovation
	\$50,909,700	100%	





## 1712 Commerce Hotel Proposed TIF Funding

- Proposed TIF funds will reimburse costs associated with redeveloping a vacant building: environmental remediation/demolition, historic façade restoration, streetscape and utilities
- 1712 Commerce Hotel redevelopment project would not occur, but for TIF funding

Description	Amount
Redevelopment of Vacant Underutilized Downtown Buildings	
Façade Restoration	\$2,050,000
Environmental Remediation/Demolition	\$1,000,000
Streetscape Improvements	\$1,150,000
Water and Sewer upgrades	\$600,000
Economic Development TIF Grant (offset costs of building mechanical systems and cost of the parking)	\$5,700,000
Total TIF Funding Recommended	\$10,500,000

Note: (1) Costs may be moved between the categories based on actual expenditures except for the TIF Grant and as long as the total TIF reimbursement does not exceed \$10.5 million. (2) No interest shall accrue on any portion of the TIF Reimbursement; and (3) If Dallas Water Utility (DWU) reimburses/funds partially or completely towards the utility upgrades on Commerce Street, Prather Street, Jackson Street and Ervay Street, TIF reimbursement will be reduced by amount of DWU funding.





# 1712 Commerce Hotel Summary of Project Highlights

1712 Commerce Building Project Fa	cts
Minimum Hotel Space	100,000 s.f.
	Approx. 190 rooms
Minimum Retail Space	9,000 s.f.
Parking Spaces – new construction	100,000 s.f /300 spaces
	inside building
Required Private Investment – (construction hard and soft	Min. \$42,000,000
costs)	
Expected Total Project Cost	\$50,909,700
TIF Funding	\$10,500,000
% TIF funds to total project cost	20.6%
Return on Investment without TIF	5.94%
Return on Investment with TIF	6.22%
Deadline to Obtain Building Permit	December 1, 2015
Deadline to Obtain Final CO	July 1, 2017





## 1712 Commerce Hotel *Project Proforma*

PROJECT DESCRIPTION: 1712 Commerce Hotel

SITE AREA:

NUMBER OF FLOORS/STORIES: 22
BUILDING AREA (g.s.f.): 179,656
CONSTRUCTION PERIOD: 14 mo.
ANTICIPATED CONSTR START DATE: April 2015

Project Component	SF	Rooms	Total SF	\$ per SF
Residence Inn Hotel Lobby	2,197		2,197	-
Residence Inn Hotel Rooms	158,992	206	158,992	-
Basement (Common Back of Hou	11,575		11,575	
Retail Space	6,892		6,892	-
Total	179,656	206	179,656	\$4.11

Income (Annual)	
Revenue year 5	\$7,602,277
plus misc income	\$1,263,752
plus retail space	\$271,285
less vacancy	27%
less expenses	(\$6,114,368)
NOI (w/o TIF)	\$3,022,946
Project Costs	
Acquisition Costs	\$7,975,000
Hard Costs	\$30,724,700
Soft Costs	\$4,885,000
FFE Costs	\$3,000,000
Public Improvement costs	\$4,325,000
Total Project Cost (incl. public)	\$50,909,700

Total Project Cost (incl. public costs)	\$50,909,700
CITY ASSISTANCE (current \$)	\$2,285,071
Total Project Cost (with City \$)	\$48,624,629
Return on Cost Analysis	
NOI/Total Project Costs	
Return on Cost (no City \$)	5.94%
Return on Cost (with City \$)	6.22%





## 1712 Commerce Hotel TIF Board Funding Recommendation

 On March 12, 2015, the Downtown Connection TIF District Board of Directors reviewed and approved TIF funding for the 1712 Commerce Hotel redevelopment project in an amount not to exceed \$10,500,000 (see Appendix A).





### Strategic Importance of Proposed Project

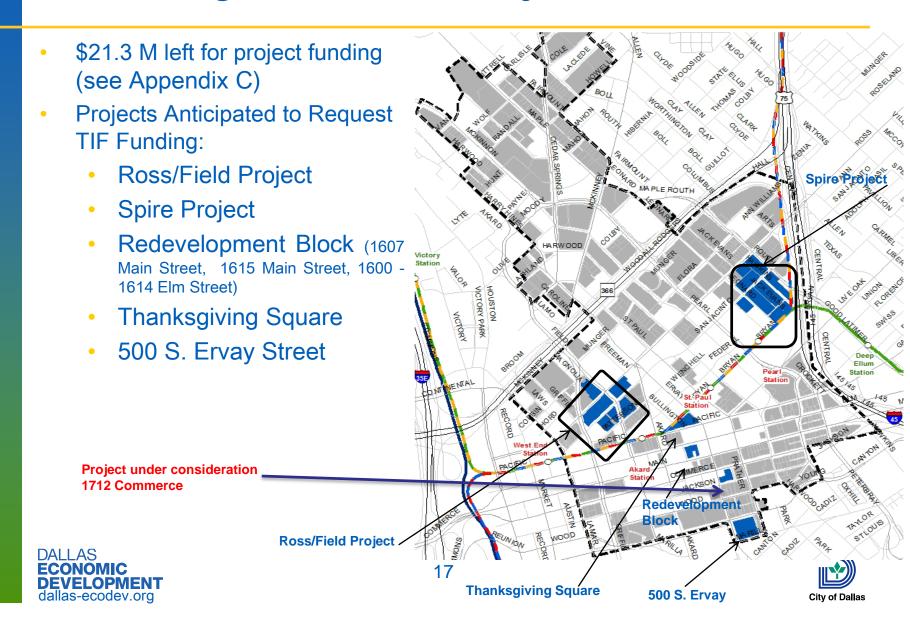
- Activates a vacant building in the downtown core
- Activates the ground floor of a building located on a street with heavy pedestrian activity







#### Remaining Downtown Projects/Priorities



#### Recommendation

 Staff requests ECO Committee's approval of consideration of a development agreement with Supreme Bright Dallas II, LLC, for TIF reimbursement not to exceed \$10,500,000 for the 1712 Commerce Hotel project by City Council at their May 13, 2015 Council meeting.





## **APPENDICES**





## Appendix A: 1712 Commerce Hotel *TIF Funding Conditions*

- Minimum private investment of \$39,000,000 for the Project, inclusive of acquisition, construction and construction related soft costs.
- Redevelopment of the Property shall include :
  - Minimum 9,000 square feet of retail space;
  - Minimum 100,0000 square feet (approximately 190 hotel rooms) of hotel space; and
  - Minimum 100,000 square feet of parking garage (approximately 300 parking spaces)
- Obtain building permit and start construction and/or demolition for Project by September 30, 2015;
- Obtain a building and/or demolition permit by December 1, 2015;
- Obtain final acceptance of public infrastructure improvements associated with Project by July 1, 2017 and submit documentation to the Office of Economic Development (the "OED");
- Execute Operating and Maintenance agreement for non-standard public infrastructure improvements by July 1, 2017, for a period of 20 years;





## Appendix A: 1712 Commerce Hotel *TIF Funding Conditions (Continued)*

- On December 19, 2014, Urban Design Peer Review Panel (the "UDPRP"), met and recommended the following changes:
  - Utilize the pool area as a way to activate the street level interaction and suggests increasing the height of the pool area to vibrate the presence along the street
  - Soften parking structure lighting and articulate building façade lighting to better integrate into the urban setting
- Construction shall be in general conformance with site plans approved by the Downtown Connection TIF Board of Directors and Dallas City Council;
- Submit quarterly status reports for ongoing work on the project
- 25% MWBE participation for TIF reimbursable improvements; 25% Good Faith Effort for private construction
- Project deadline can be extended 6 months, with Director and Downtown Connection TIF District Board of Directors approval





## Appendix B: Downtown Connection TIF District Reimbursement Queue

#### Downtown Connection TIF District Reimbursement Queue As of April 2015

Reimbursement		Priority		Primary TIF	Maximum	Total Eligible TIF	Project Generated	Reimbursement
Priority <sup>1</sup>	Project Name	Date	Construction Status	Reimbursement	Interest	Reimbursement	Increment Only4	Status
1	Stoneleigh Hotel	5/30/2010	Completed	\$2,500,000	\$0	\$2,500,000	Yes	In Progress
2	Hall Lone Star <sup>2</sup>	5/30/2010	Completed	\$852,764	\$2,000,000	\$1,078,635	No	Paid In Full
3	Santa Fe IV - Aloft Hotel	5/30/2010	Completed	\$3,734,419	\$0	\$3,734,419	No	To Be Paid
4	Grand Ricchi Dallas - 1600 Pacific	10/26/2010	Completed	\$8,830,000	\$4,040,200	\$9,230,391	No	Paid In Full
5	Joule Hotel Expansion	1/19/2011	Completed	\$20,658,500	\$0	\$20,658,500	No	In Progress
6	Atmos Complex Phase I	6/20/2011	Completed	\$3,250,000	\$3,000,000	\$6,250,000	No	To Be Paid
7	Joule Hotel Expansion Amendment	8/10/2011	Completed	\$3,194,409	\$0	\$3,194,409	No	To Be Paid
8	Continental Building <sup>3</sup>	9/16/2011	Completed	\$13,305,700	\$4,222,588	\$17,528,288	No	N/A
9	Atmos Complex Phase II	5/21/2013	Completed	\$11,750,000	\$5,000,000	\$16,750,000	No	N/A
10	Hall Lone Star Project - Phase II <sup>2</sup>	8/22/2013	Under Construction	\$5,000,000	\$0	\$5,000,000	No	N/A
11	PetroCorrigan Project	2/13/2014	Approved	\$10,300,000	\$0	\$10,300,000	No	N/A
12	LTV Tower Project	5/5/2014	Under Construction	\$17,500,000	\$0	\$17,500,000	No	N/A
13	The Olympic	10/24/2014	Under Construction	\$45,000,000	\$5,000,000	\$50,000,000	No	N/A
TBD	500 S. Ervay	TBD	Under Construction	\$5,000,000	\$0	\$5,000,000	Yes	N/A
TBD	Statler/Library/Jackson Street	TBD	Under Construction	\$46,500,000	\$0	\$46,500,000	No	N/A
TBD	Mayflower Building (411 N. Akard St.)	TBD	Approved	\$10,000,000	\$0	\$9,000,000	No	N/A
TBD	1712 Commerce	TBD	Under Consideration	\$10,500,000	\$0	\$10,500,000	No	N/A

\$234,724,642





### Appendix C: Downtown Connection TIF District Budget Status

- Total Remaining Funds for Projects: \$21,360,475 (subject to 1712 Commerce Project approval)
- Projects Anticipated to Request TIF Funding
  - Ross/Field Project
  - Spire Project
  - Redevelopment Block (1607 Main Street, 1615 Main Street, 1600 -1614 Elm Street)
  - Thanksgiving Plaza Area
  - 500 S. Ervay Street
  - Tower Petroleum & Corrigan
     Tower

Downtown Connection TIF District							
Current Projected Increment Revenues to Retire TIF Fund Obligations							
B C B-0							
	Estimated		Estimated				
	Total Dollar	Allocated <sup>3</sup>	Total Dollar				
Category	TIF Budget		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	\$256,031,117	\$234,724,642	\$21,306,475				
Uptown/Downtown connection improvements	\$0	\$0	\$0				
Park and plaza design and acquisition	\$3,181,489	\$0	\$3,181,489				
Affordable Housing <sup>2</sup>	\$3,000,000	\$3,000,000	\$0				
Retail Initiative/Streetscape Improvements	\$1,985,000	\$459,845	\$1,525,155				
Downtown Area Plan	\$515,000	\$512,464	\$2,536				
Administration and Implementation	\$8,132,568	\$1,299,539	\$6,833,029				
Debt Service (Interest Only)	\$150,363,000	\$150,363,000	\$0				
Total Project Costs	\$491,208,174	\$458,359,490	\$32,848,684				
1TIE Budget about about in total dellars; TIE Project Blan about the	a hudget in not pro	ant value					

TIF Budget shown above in total dollars; TIF Project Plan shows the budget in net present value

<sup>2</sup>The Affordable Housing line item has been reduced by the amount of money allocated to the Continental and 411 N. Akard projects

<sup>3</sup>The Allocated total shown for the Redevelopment of Vacant/Underutilized Downtown Building line item reflects the total TIF District's commitment to projects currently in the Reimbursement Queue

Budget values may fluctuate as a result of district property value changes as provided by DCAD, completion of projects within the district, changes in tax rates for taxing jurisdictions, etc.





## Appendix D: 1712 Commerce Hotel *Project Team*

- Developer Supreme Bright Dallas II, LLC Leadership Team
  - Mehul Patel, Chairman & Chief Executive Officer
  - Chirag Patel, Chief Financial Officer
  - Daxesh Patel, Chief Operating Officer Construction Finance
  - Yogi Patel, Chief Operating Officer Hotel Management
  - Mital Patel, Chief Administrative Officer
  - Sanjay Patel, Chief Officer Construction Project Manager
- Architect Merriman Associates Architects, Inc.





## **Appendix E: Increment Collection Projections**

Year         Value         Value         Captured         Increment         Increment         Increment           Funds Arrive         Total         Growth         Value         Revenue CITY         Revenue CUNIY         Revenue CUNIY           2006         \$561,696,137         \$197,337,311         \$1,208,059         \$1,438,614           2007         \$759,033,448         35.13%         \$197,337,311         \$1,208,059         \$1,438,614           \$759,016,948         \$197,320,811         \$230,555         \$2,844,731         \$3,396,536           2008         \$989,078,707         30.31%         76.09%         \$427,382,570         \$2,844,731         \$3,396,536           \$988,341,787         \$426,645,650         \$551,805         \$551,805           2009         \$1,515,616,786         53.24%         169.83%         \$953,920,649         \$6,065,898         \$7,224,872           \$1,595,047,713         \$1,033,501,376         \$1,158,974         \$1,158,974         \$1,158,974           2010         \$1,512,292,589         -0.22%         169.24%         \$947,375,272         \$6,768,369         \$7,886,151           \$1,559,199,640         \$994,432,123         \$1,117,782         \$1,117,782           2011         \$1,539,047,900         1.77% <th>TIF Fund 2006 NPV @ 5.00%  \$1,370,108  \$4,450,867  \$10,691,983  \$17,179,939</th>	TIF Fund 2006 NPV @ 5.00%  \$1,370,108  \$4,450,867  \$10,691,983  \$17,179,939
Arrive 2006 \$561,696,137  2007 \$759,033,448 35.13% \$197,337,311 \$1,208,059 \$1,438,614 \$759,016,948 \$197,320,811 \$230,555 \$  2008 \$989,078,707 30.31% 76.09% \$427,382,570 \$2,844,731 \$3,396,536 \$988,341,787 \$426,645,650 \$551,805 \$551,805 \$7,224,872 \$1,515,616,786 53.24% 169.83% \$953,920,649 \$6,065,898 \$7,224,872 \$1,595,047,713 \$1,033,501,376 \$1,158,974 \$2010 \$1,512,292,589 -0.22% 169.24% \$947,375,272 \$6,768,369 \$7,886,151 \$1,559,199,640 \$94,432,123 \$1,117,782	\$1,370,108 \$1,370,108 \$4,450,867 \$10,691,983
2006         \$561,696,137           2007         \$759,033,448         35.13%         \$197,337,311         \$1,208,059         \$1,438,614           \$759,016,948         \$197,320,811         \$230,555           2008         \$989,078,707         30.31%         76.09%         \$427,382,570         \$2,844,731         \$3,396,536           \$998,341,787         \$426,645,650         \$551,805         \$551,805           2009         \$1,515,616,786         53.24%         169.83%         \$953,920,649         \$6,065,898         \$7,224,872           \$1,595,047,713         \$1,033,501,376         \$1,158,974         \$7,886,151           2010         \$1,512,292,589         -0.22%         169.24%         \$947,375,272         \$6,768,369         \$7,886,151           \$1,559,199,640         \$94,432,123         \$1,117,782	\$1,370,108 \$4,450,867 \$10,691,983
2007         \$759,033,448         35.13%         \$197,337,311         \$1,208,059         \$1,438,614           \$759,016,948         \$197,320,811         \$230,555           2008         \$989,078,707         30.31%         76.09%         \$427,382,570         \$2,844,731         \$3,396,536           \$988,341,787         \$426,645,650         \$551,805         \$551,805           2009         \$1,515,616,786         53.24%         169.83%         \$953,920,649         \$6,065,898         \$7,224,872           \$1,595,047,713         \$1,033,501,376         \$1,158,974         \$1,158,974           2010         \$1,512,292,589         -0.22%         169.24%         \$947,375,272         \$6,768,369         \$7,886,151           \$1,559,199,640         \$94,432,123         \$1,117,782         \$1,117,782	\$4,450,867 \$10,691,983
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2009         \$1,515,616,786         53.24%         \$169.83%         \$953,920,649         \$6,065,898         \$7,224,872           \$1,595,047,713         \$1,033,501,376         \$1,158,974           2010         \$1,512,292,589         -0.22%         \$169.24%         \$947,375,272         \$6,768,369         \$7,886,151           \$1,559,199,640         \$94,432,123         \$1,117,782         \$1,117,782	
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\$1,589,222,014 \$ 1,024,304,697 \$1,321,658	
<b>2013</b> \$1,747,004,927 12.94% 209.25% \$ 1,182,087,610 \$8,408,406 \$10,024,261	\$37,100,585
\$1,791,557,491 \$ 1,226,640,174 \$1,615,855	
<b>2014</b> \$2,151,461,278 23.15% 281.42% \$ 1,586,543,961 \$11,306,531 \$13,429,720	\$46,190,348
\$2,194,764,321 \$ 1,629,847,004 \$2,123,189	
<b>2015</b> \$2,343,360,262 8.92% 315.38% \$ 1,778,442,945 \$12,756,771 \$15,198,483	\$55,987,426
\$2,391,110,733 \$ 1,826,193,416 \$2,441,712	
	\$66,951,794
	\$78,813,260
<b>2018</b> \$3,203,957,492 8.65% 467.73% \$ 2,639,040,175 \$18,929,835 \$3,528,529 \$22,458,364	\$91,318,918
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	\$117,209,923
	\$128,744,853
	\$140,022,395
	\$151,013,080
	\$161,732,925
	\$172,178,561
	\$182,370,712
	\$192,300,749
	\$201,974,775
	\$211,415,337
	\$220,611,298
	\$229,518,706 \$231,593,554
	\$231,593,554 \$231,593,554
	\$231,593,554
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2006 NPV @ 5% 4.66% \$213.093,553 \$18,500,000 \$231,593,554	\$231,593,554



