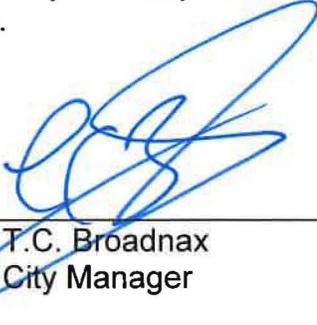


**AUGUST 14, 2019 CITY COUNCIL ADDENDUM
CERTIFICATION**

This certification is given pursuant to Chapter XI, Section 9 of the City Charter for the City Council Addendum dated August 14, 2019. We hereby certify, as to those contracts, agreements, or other obligations on this Agenda authorized by the City Council for which expenditures of money by the City are required, that all of the money required for those contracts, agreements, and other obligations is in the City treasury to the credit of the fund or funds from which the money is to be drawn, as required and permitted by the City Charter, and that the money is not appropriated for any other purpose.



T.C. Broadnax
City Manager

8/9/2019

Date

M. Elizabeth Reich

Elizabeth Reich
Chief Financial Officer

8-9-19

Date

RECEIVED

2019 AUG -9 PM 5:38

CITY SECRETARY
DALLAS, TEXAS

**ADDENDUM
CITY COUNCIL MEETING
WEDNESDAY, AUGUST 14, 2019
LAKE HIGHLANDS NORTH RECREATION CENTER
9940 WHITE ROCK TRAIL
DALLAS, TX 75238
2:00 P.M.**

REVISED ORDER OF BUSINESS

Agenda items for which individuals have registered to speak will be considered no earlier than the time indicated below:

2:00 p.m. **INVOCATION AND PLEDGE OF ALLEGIANCE**

OPEN MICROPHONE

CLOSED SESSION

MINUTES

Item 1

CONSENT AGENDA

Items 2 - 54

ITEMS FOR INDIVIDUAL CONSIDERATION

No earlier
than 2:15 p.m.

Items 55 - 58

Addendum Items 1 - 3

PUBLIC HEARINGS AND RELATED ACTIONS

6:00 p.m.

Items 59 - 79

Handgun Prohibition Notice for Meetings of Governmental Entities

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

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

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

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

ADDITIONS:

Closed Session

Attorney Briefings (Sec. 551.071 T.O.M.A.)

- Yvette "Will Rap 4 Weed" Gbalazeh, v. City of Dallas, Civil Action No. 3:18-CV-00076.
- Energy Future Holdings Corp., et al. Case No. 14-10979 (CSS) (Bankr. D. Del).
- In Re Return Lee to Lee Park, Warren Johnson, and Katherine Gann, Relators, No. 05-19-00774-CV; Return Lee to Lee Park, et al. v. Mike Rawlings, et al. No. 05-19-00456-CV.

ITEMS FOR INDIVIDUAL CONSIDERATION**Department of Public Works**

1. 19-851 Authorize a construction contract for the construction of the Forest Green Branch Library replacement facility to be located at 9619 Greenville Avenue - J.C. Commercial, Inc., best value proposer of four - Not to exceed \$6,100,366.71 - Financing: Library (E) Fund (2017 Bond Funds)

Office of Budget

2. 19-1199 Authorize **(1)** public hearings to be held on Wednesday, September 4, 2019 and Wednesday, September 11, 2019 to receive comments on a proposed tax rate; and **(2)** a proposal to consider adoption of a \$0.7800/\$100 valuation tax rate, or a lower rate as may be proposed by the City Council on September 18, 2019 - Financing: No cost consideration to the City

Office of Economic Development

3. 19-1133 Authorize the following: **(1)** a business personal property tax abatement agreement for a five- year period; **(2)** a Chapter 380 economic development grant agreement in an amount not to exceed \$3,500,000.00 over a period of ten-years; **(3)** a Chapter 380 economic development grant agreement in an amount not to exceed \$5,000,000.00 associated with job creation; **(4)** a Chapter 380 economic grant agreement in an amount not to exceed \$100,000.00 associated with certain City fees; and **(5)** nomination to receive designation as an Enterprise Project under the Texas Enterprise Zone Act, as amended (Texas Government Code, Chapter 2303) to the Office of the Governor, Economic Development and Tourism division, through the Economic Development Bank; all with Uber Technologies, Inc. or an affiliate thereof in connection with the proposed expansion of certain corporate operations into a new two phase office development located at 2550 Pacific Avenue in accordance with the City's Public/Private Partnership Program - Total not to exceed \$9,345,633.00 - Financing: Estimated Revenue Foregone (\$745,633.00 over a five-year period) and Public/Private Partnership Funds (\$8,600,000.00)

EXECUTIVE SESSION NOTICE

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

1. seeking the advice of its attorney about pending or contemplated litigation, settlement offers, or any matter in which the duty of the attorney to the City Council under the Texas Disciplinary Rules of Professional Conduct of the State Bar of Texas clearly conflicts with the Texas Open Meetings Act. [Tex. Govt. Code §551.071]
2. deliberating the purchase, exchange, lease, or value of real property if deliberation in an open meeting would have a detrimental effect on the position of the city in negotiations with a third person. [Tex. Govt. Code §551.072]
3. deliberating a negotiated contract for a prospective gift or donation to the city if deliberation in an open meeting would have a detrimental effect on the position of the city in negotiations with a third person. [Tex. Govt. Code §551.073]
4. deliberating the appointment, employment, evaluation, reassignment, duties, discipline, or dismissal of a public officer or employee; or to hear a complaint or charge against an officer or employee unless the officer or employee who is the subject of the deliberation or hearing requests a public hearing. [Tex. Govt. Code §551.074]
5. deliberating the deployment, or specific occasions for implementation, of security personnel or devices. [Tex. Govt. Code §551.076]
6. discussing or deliberating commercial or financial information that the city has received from a business prospect that the city seeks to have locate, stay or expand in or near the city and with which the city is conducting economic development negotiations; or deliberating the offer of a financial or other incentive to a business prospect. [Tex Govt. Code §551.087]
7. deliberating security assessments or deployments relating to information resources technology, network security information, or the deployment or specific occasions for implementations of security personnel, critical infrastructure, or security devices. [Tex Govt. Code §551.089]

Addendum Date: August 14, 2019

ITEM #	DISTRICT	TYPE	DEPT	DOLLARS	DESCRIPTION
1.	10	I	PBW	\$6,100,366.71	Authorize a construction contract for the construction of the Forest Green Branch Library replacement facility to be located at 9619 Greenville Avenue - J.C. Commercial, Inc., best value proposer of four - Not to exceed \$6,100,366.71 - Financing: Library (E) Fund (2017 Bond Funds)
2.	N/A	I	BMS	NC	Authorize (1) public hearings to be held on Wednesday, September 4, 2019 and Wednesday, September 11, 2019 to receive comments on a proposed tax rate; and (2) a proposal to consider adoption of a \$0.7800/\$100 valuation tax rate, or a lower rate as may be proposed by the City Council on September 18, 2019 - Financing: No cost consideration to the City
3.	2	I	ECO	\$9,345,633.00	Authorize the following: (1) a business personal property tax abatement agreement for a five- year period; (2) a Chapter 380 economic development grant agreement in an amount not to exceed \$3,500,000.00 over a period of ten-years; (3) a Chapter 380 economic development grant agreement in an amount not to exceed \$5,000,000.00 associated with job creation; (4) a Chapter 380 economic grant agreement in an amount not to exceed \$100,000.00 associated with certain City fees; and (5) nomination to receive designation as an Enterprise Project under the Texas Enterprise Zone Act, as amended (Texas Government Code, Chapter 2303) to the Office of the Governor, Economic Development and Tourism division, through the Economic Development Bank; all with Uber Technologies, Inc. or an affiliate thereof in connection with the proposed expansion of certain corporate operations into a new two phase office development located at 2550 Pacific Avenue in accordance with the City's Public/Private Partnership Program - Total not to exceed \$9,345,633.00 - Financing: Estimated Revenue Foregone (\$745,633.00 over a five-year period) and Public/Private Partnership Funds (\$8,600,000.00)

TOTAL \$15,445,999.71



Agenda Information Sheet

File #: 19-851

Item #: 1.

STRATEGIC PRIORITY: Mobility Solutions, Infrastructure, and Sustainability

AGENDA DATE: August 14, 2019

COUNCIL DISTRICT(S): 10

DEPARTMENT: Department of Public Works

EXECUTIVE: Majed Al-Ghafry

SUBJECT

Authorize a construction contract for the construction of the Forest Green Branch Library replacement facility to be located at 9619 Greenville Avenue - J.C. Commercial, Inc., best value proposer of four - Not to exceed \$6,100,366.71 - Financing: Library (E) Fund (2017 Bond Funds)

BACKGROUND

Dallas voters approved funding to complete the design and construction of the Forest Green Branch Library replacement facility in the 2017 Bond Program.

J.C. Commercial, Inc. is recommended for award of this construction contract as the 'Best Value' Proposer following an evaluation process of the four Requests for Competitive Sealed Proposals (RFCSP) received to provide construction services for the approximately 18,000 square feet new neighborhood library.

ESTIMATED SCHEDULE OF PROJECT

Began Design	September 2018
Completed Design	March 2019
Project Advertisement	April 2019
Contract Awarded	August 2019
Begin Construction	October 2019
Complete Construction	May 2021

PRIOR ACTION/REVIEW (COUNCIL, BOARDS, COMMISSIONS)

On September 8, 2010, City Council authorized the acquisition of property at 9619 Greenville Avenue for the Forest Green Branch Library replacement facility by Resolution No. 10-2299.

On January 26, 2011, City Council authorized a professional services contract with HKS, Inc. for architectural and engineering design services and construction administrative services for the Forest Green Branch Library replacement facility by Resolution No. 11-0270.

On August 22, 2018, City Council authorized Supplemental Agreement No. 1 to the professional services contract with HKS, Inc. for the continuation of architectural, engineering design services and construction administration services for the Forest Green Branch Library replacement facility by Resolution No. 18-1132.

FISCAL INFORMATION

Library (E) Fund (2017 Bond Funds) - \$6,100,366.71

M/WBE INFORMATION

In accordance with the City’s Business Inclusion and Development Plan adopted on October 22, 2008, by Resolution No. 08-2826, as amended, the M/WBE participation on this contract is as follows:

Contract Amount	Category	M/WBE Goal	M/WBE %	M/WBE \$
\$6,100,366.71	Construction	25.00%	31.53%	\$1,923,438.16
• This contract exceeds the M/WBE goal.				

PROCUREMENT INFORMATION

A RFCSP was publicly advertised on April 10, 2019, for submittals by qualified contractors for evaluation by a Selection Committee comprised of City staff familiar with design and construction of City facilities. Four competitive sealed proposals were received on May 3, 2019. Following an independent review and ranking of each proposal by the Selection Committee, their final ranking of the proposals resulted in a recommendation of J.C. Commercial, Inc. being the Best Value Proposal for this contract.

The submitted proposals were evaluated and ranked according to criteria published in the Forest Green Branch Library project specifications. The Evaluation Criteria categories with respective weighting factors were as follows:

Proposed Construction Cost	40%
Schedule	5%
Experience/References	30%
Project Team	5%
Financial Sufficiency	5%
Business Inclusion and Development Requirements	<u>15%</u>
	100%

J.C. Commercial, Inc. provided the lowest responsive initial base bid proposal of \$6,267,777.00. The list of all submitted proposals is provided below:

<u>Proposers</u>	<u>Initial Base Bid Proposal</u>	<u>Ranking</u>
J.C. Commercial, Inc.	\$6,267,777.00	1
RJM Contractors, Inc.	\$6,418,000.00	2
O'Haver	\$7,000,000.00	3
Sedalco	\$7,120,000.00	4

After further negotiation with J.C. Commercial, Inc. and the addition of Alternate No. 1, Alternate No. 2, and Alternate No. 4, the best and final offer was \$6,100,366.71.

OWNER

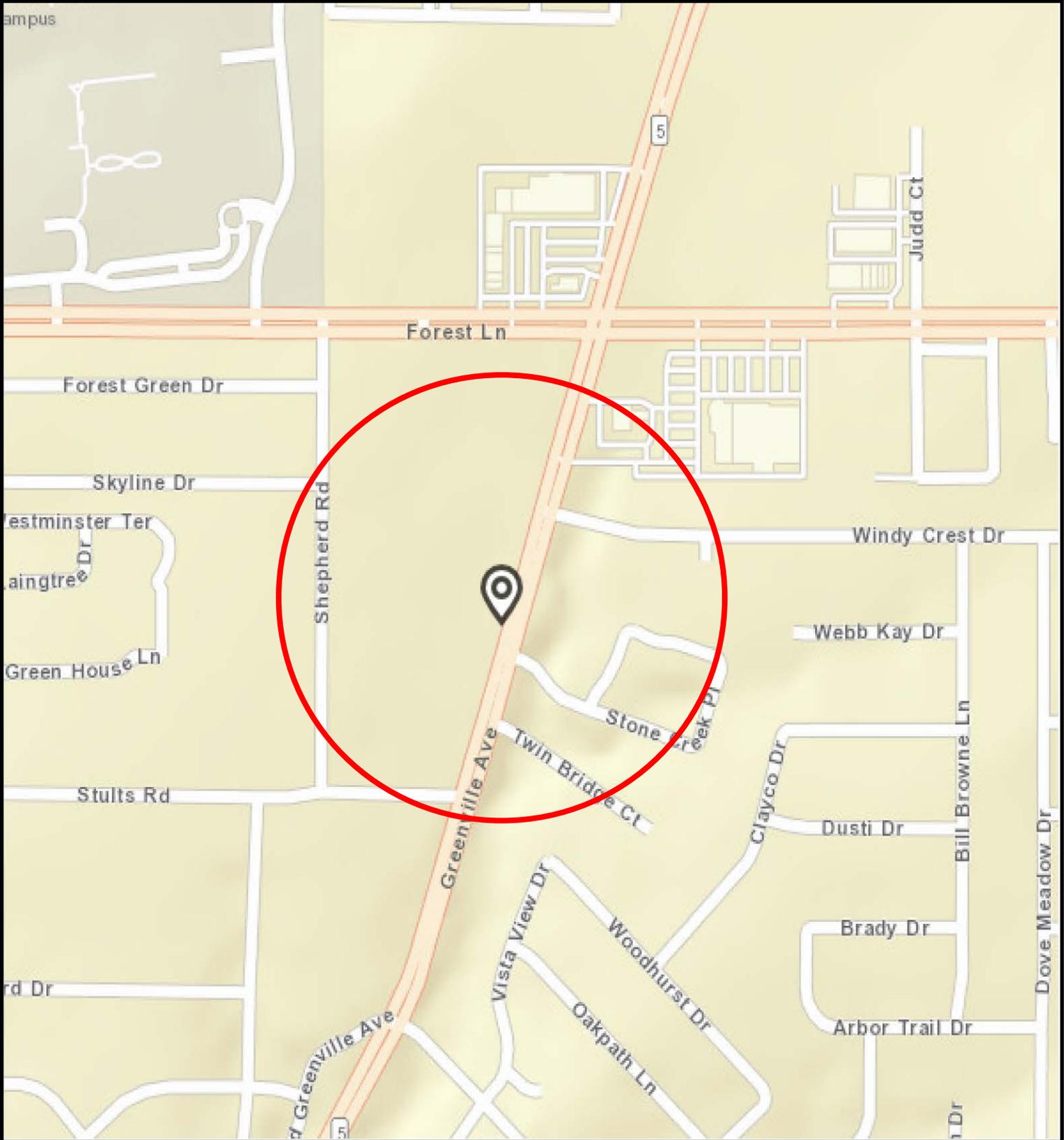
J.C. Commercial, Inc.

Larry Wagnor, President

MAP

Attached

FOREST GREEN BRANCH LIBRARY REPLACEMENT FACILITY - 9619 GREENVILLE AVENUE



COUNCIL DISTRICT 10

August 14, 2019

WHEREAS, the citizens of Dallas approved funding in the 2006 Bond Program for the land acquisition, design and construction of a replacement library facility for the Forest Green Service Area; and

WHEREAS, on September 8, 2010, City Council authorized acquisition of land at 9619 Greenville Avenue for the Forest Green Branch Library replacement facility by Resolution No. 10-2299; and

WHEREAS, on January 26, 2011, City Council authorized a professional services contract with HKS, Inc. for architectural and engineering services and construction administration service for the Forest Green Branch Library replacement facility, located at 9616 Greenville Avenue, in an amount not to exceed \$459,000.00, by Resolution No. 11-0270; and

WHEREAS, the citizens of Dallas approved funding in the 2017 Bond Program for the design and construction of the Forest Green Branch Library replacement facility to be located at 9619 Greenville Avenue; and

WHEREAS, on August 22, 2018, City Council authorized Supplemental Agreement No. 1 to the professional service contract with HKS, Inc. for the continuation of architectural, engineering design services and construction administration services for the Forest Green Branch Library replacement facility, in an amount not to exceed \$219,644.00, from \$459,000.00 to \$678,644.00, by Resolution No. 18-1132; and

WHEREAS, four Request for Competitive Sealed Proposals were received and opened on May 3, 2019; and

WHEREAS, the four responsive proposers were evaluated and ranked as follows:

<u>Proposers</u>	<u>Base Bid</u>	<u>Ranking</u>
J.C. Commercial, Inc.	\$6,267,777.00	1
RJM Contractors, Inc.	\$6,418,000.00	2
O'Haver	\$7,000,000.00	3
Sedalco	\$7,120,000.00	4

WHEREAS, J.C. Commercial, Inc. provided an original base bid of \$6,267,777.00 and after further negotiation with the contractor, with the addition of three alternatives, the final contract amount is now \$6,100,366.71; and

WHEREAS, J.C. Commercial, Inc. was selected as the best value proposer of the four responsive proposers; and

August 14, 2019

WHEREAS, it is now desirable to authorize a construction contract with J.C. Commercial, Inc., best value proposer of four, for construction of the Forest Green Branch Library replacement facility to be located at 9619 Greenville Avenue, in an amount not to exceed \$6,100,366.71.

Now, Therefore,

BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF DALLAS:

SECTION 1. That the City Manager is hereby authorized to execute a construction contract with J.C. Commercial, Inc., best value proposer of four, approved as to form by the City Attorney, for the construction of the Forest Green Branch Library replacement facility to be located at 9619 Greenville Avenue, in an amount not to exceed \$6,100,366.71.

SECTION 2. That the Chief Financial Officer is hereby authorized to disburse funds in an amount not to exceed \$6,100,366.71 to J.C. Commercial, Inc., in accordance with the terms and conditions of the contract from the Library (E) Fund, Fund 1V42, Department BSD, Unit VE01, Activity LIBF, Object 4310, Program EB17VE01, Encumbrance/Contract No. CX-BON-2019-00010659, Vendor VS0000012563.

SECTION 3. That this resolution shall take effect immediately from and after its passage in accordance with the provisions of the Charter of the City of Dallas, and it is accordingly so resolved.



Agenda Information Sheet

File #: 19-1199

Item #: 2.

STRATEGIC PRIORITY: Government Performance and Financial Management

AGENDA DATE: August 14, 2019

COUNCIL DISTRICT(S): N/A

DEPARTMENT: Office of Budget

EXECUTIVE: Elizabeth Reich

SUBJECT

Authorize **(1)** public hearings to be held on Wednesday, September 4, 2019 and Wednesday, September 11, 2019 to receive comments on a proposed tax rate; and **(2)** a proposal to consider adoption of a \$0.7800/\$100 valuation tax rate, or a lower rate as may be proposed by the City Council on September 18, 2019 - Financing: No cost consideration to the City

BACKGROUND

This item is on the addendum in compliance with Chapter 26 of the Texas Property Tax Code that requires two public hearings should a tax rate above the lower of the effective or rollback rate be considered.

The City Manager's recommended FY 2019-20 budget includes a tax rate of \$0.7800/\$100. To set a property tax rate above the effective rate of \$0.7472/\$100, State law requires the following:

- Specify a proposed desired rate; take record vote and schedule two special public hearings;
- Publish "Notice of 2019 Tax Year Proposed Property Tax Rate" (quarter-page notice) at least seven days before public hearing (by August 23, 2019);
- Minimum 72-hour notice for public hearing;
- Hold two special public hearings, schedule and announce meeting to adopt tax rate 3-14 days from this date (Wednesday, September 4, 2019 and Wednesday, September 11, 2019);
- Minimum 72-hour notice for meeting at which Council will adopt tax rate; and
- Meeting to adopt tax rate (September 18, 2019).

PRIOR ACTION/REVIEW (COUNCIL, BOARDS, COMMISSIONS)

City Council will be briefed on the City Manager's Proposed Budget on August 13, 2019.

FISCAL INFORMATION

No cost consideration to the City.

August 14, 2019

WHEREAS, the City Manager's proposed FY 2019-20 Budget includes a \$0.7800/\$100 tax rate; and

WHEREAS, Chapter 26 of the Texas Property Tax Code requires the publication of one notice and holding two public hearings should a tax rate above the lower of the effective or rollback rate be considered; and

WHEREAS, the City's FY 2019-20 effective rate is calculated to be \$0.7472/\$100; and

WHEREAS, the City Council desires to reserve the option to set a tax rate that exceeds the calculated effective rate of \$0.7472/\$100; and

WHEREAS, the City Council is committed to providing the citizens with the opportunity to speak on the City's FY 2019-20 tax rate.

Now, Therefore,

BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF DALLAS:

SECTION 1. That public hearings on the City's FY 2019-20 proposed tax rate be held on Wednesday, September 4, 2019 after 9:00 a.m. and Wednesday, September 11, 2019 after 1:00 p.m. at Dallas City Hall.

SECTION 2. That the City Council will consider adoption of a \$0.7800/\$100 valuation property tax rate, or a lower rate as may be proposed by the City Council on September 18, 2019.

SECTION 3. That this resolution shall take effect immediately from and after its passage in accordance with the provisions of the Charter of the City of Dallas, and it is accordingly so resolved.



Agenda Information Sheet

File #: 19-1133

Item #: 3.

STRATEGIC PRIORITY: Economic and Neighborhood Vitality

AGENDA DATE: August 14, 2019

COUNCIL DISTRICT(S): 2

DEPARTMENT: Office of Economic Development

EXECUTIVE: Michael Mendoza

SUBJECT

Authorize the following: **(1)** a business personal property tax abatement agreement for a five- year period; **(2)** a Chapter 380 economic development grant agreement in an amount not to exceed \$3,500,000.00 over a period of ten-years; **(3)** a Chapter 380 economic development grant agreement in an amount not to exceed \$5,000,000.00 associated with job creation; **(4)** a Chapter 380 economic grant agreement in an amount not to exceed \$100,000.00 associated with certain City fees; and **(5)** nomination to receive designation as an Enterprise Project under the Texas Enterprise Zone Act, as amended (Texas Government Code, Chapter 2303) to the Office of the Governor, Economic Development and Tourism division, through the Economic Development Bank; all with Uber Technologies, Inc. or an affiliate thereof in connection with the proposed expansion of certain corporate operations into a new two phase office development located at 2550 Pacific Avenue in accordance with the City's Public/Private Partnership Program - Total not to exceed \$9,345,633.00 - Financing: Estimated Revenue Foregone (\$745,633.00 over a five-year period) and Public/Private Partnership Funds (\$8,600,000.00)

BACKGROUND

This item is being placed on the addendum per the City Manager's Office.

Uber Technologies, Inc. or an affiliate thereof ("Uber") has been evaluating sites within Dallas and Arizona for a new shared service center that will expand various corporate operations. The Dallas location under final consideration is The Epic development ("Epic") in Deep Ellum. The Epic developer will construct a second office tower to accommodate Uber.

Based in San Francisco, Uber is an American multinational transportation network company ("TNC") offering services that include peer-to-peer ridesharing, ride service hailing, food delivery, and a bicycle-sharing system.

Uber would sign a minimum ten-year lease with renewal options by the end of 2019 if the Epic office tower location is chosen. Uber will initially lease 168,000 square feet at the Epic office tower currently under construction, and will occupy that space for approximately three years while the second office tower is constructed. This lease represents 60.6% of the space in the first tower. Once the second 500,000 square foot Epic office tower is constructed, Uber will lease 450,000 square feet of that building and move all of their operations into the new second tower. Uber anticipates moving into the second Epic office tower by 2023. Currently, the towers share the address located at 2550 Pacific Avenue. Upon completion, the second tower may receive its own address.

In addition to the developer's investment in constructing the second tower construction, Uber will invest a minimum of \$60,000,000.00 in leasehold improvements associated with the two buildings, along with \$50,000,000.00 in business personal property, by 2023.

Uber plans to have 3,000 employees at the Epic in Deep Ellum by the end of 2024. The average annual salary will be \$100,000.00.

- (1) Uber is requesting City Council consideration of economic development incentives to secure Uber's selection of Dallas for the new facility. Proposed incentives include:
- (i) A business personal property tax abatement for a period of five-years in an amount equal to the City taxes assessed on fifty percent (50%) of the increased value of the Uber's business personal property;
 - (ii) An economic development investment grant of \$350,000.00 per year for a period of ten-years not to exceed a total of \$3,500,000.00 ("Investment Grant"); and
 - (iii) An economic development job grant ("Job Grant") of up to \$5,000,000.00 valued at up to \$2,000.00 per net new full-time equivalent employee (FTE) job that is created by December 31, 2023; An economic development grant of up to \$100,000.00 to fund an expedited permitting process (coordinated with the Department of Sustainable Development and Construction) and City of Dallas fee reimbursement; and The City of Dallas will nominate this project for designation as a Texas Enterprise Zone Project, a state sales and use tax refund program.

In the context of the City's Market Value Analysis ("MVA"), the proposed project is located on non-residential tracts within close proximity to MVA Market Categories A, C, D, and E. Uber's proposed office service center in Deep Ellum will provide significant high wage, high technology local employment to this mixed use, mid-market area which otherwise would be lost to an out-of-state location in Arizona. The Epic site is located in an Opportunity Zone and is adjacent to the Deep Ellum DART Station.

Staff is recommending approval of the proposed incentives.

PRIOR ACTION/REVIEW (COUNCIL, BOARDS, COMMISSIONS)

City Council will be briefed in Executive Session to discuss the offer of a financial or other incentive for Uber Technologies, Inc. or an affiliate thereof under Section 551.087 of the Texas Government Code on August 7, 2019.

FISCAL INFORMATION

Estimated Revenue Foregone: \$745,633.00 over a five-year period (business personal property abatement)

Public/Private Partnership Funds - \$8,600,000.00 (Chapter 380 real property tax grant, Chapter 380 economic development job creation grant, Chapter 380 economic development permit reimbursement grant)

Total incentive valuation is estimated to be up to \$9,345,633.00. The estimated net present value of City revenues is \$7,484,399.00 over the ten-year period.

TENANT/LEASEE

Uber Technologies, Inc. or an affiliate thereof, Michael Huaco, Vice President, Global Workplace and Real Estate

MAP

Attached

LOCATION MAP



August 14, 2019

WHEREAS, the City of Dallas (“City”) recognizes the importance of its role in local economic development; and

WHEREAS, it is in the interest of the City to support and secure the expansions and relocations of business operations within the city of Dallas and the economic vitality and employment opportunities that these business operations bring for Dallas residents; and

WHEREAS, the proposed project will not occur within the city of Dallas without an offer of economic development incentives from the City; and

WHEREAS, on June 12, 2019, City Council authorized the re-adoption of the City of Dallas’ Public/Private Partnership Program Guidelines and Criteria through December 31, 2019, which (1) established certain guidelines and criteria for the use of City incentive programs for private development projects; (2) established programs for making loans and grants of public money to promote local economic development and to stimulate business and commercial activity in the City pursuant to the Economic Development Programs provisions under Chapter 380 of the Texas Local Government Code; and (3) established appropriate guidelines and criteria governing tax abatement agreements to be entered into by City as required by the Property Redevelopment and Tax Abatement Act, as amended, (Texas Tax Code, Chapter 312) (“Tax Abatement Act”) by Resolution No. 19-0891; and

WHEREAS, the City desires to support the proposed expansion and relocation of select corporate functions of Uber Technologies, Inc. or an affiliate thereof (hereafter referred to as “Uber”) located at 2550 Pacific Avenue and in accordance with the City’s Public/Private Partnership Program; and

WHEREAS, the proposed development site is located in an existing Texas Enterprise Zone; and

WHEREAS, pursuant to Section 312.2011 of the Texas Tax Code, the Property Redevelopment and Tax Abatement Act provides that the designation of an area as an enterprise zone under the Texas Enterprise Zone Act constitutes designation of an area as a reinvestment zone without further hearing or other procedural requirements; and

WHEREAS, the City desires to enter into a business personal property tax abatement agreement with Uber for added value to business personal property located within City of Dallas as further described by the metes and bounds legal description attached as **Exhibit B (Metes and Bounds Legal Description)**; and

WHEREAS, the Dallas City Council has previously passed Ordinance No. 30376 on February 22, 2017 electing to participate in the Texas Enterprise Zone Program; and

August 14, 2019

WHEREAS, the local incentives offered under this resolution are the same on this date as were outlined in Ordinance No. 30376; and

WHEREAS, the Office of the Governor, Economic Development and Tourism division, through the Economic Development Bank, will consider Uber as an enterprise zone project pursuant to a nomination and an application made by the City; and

WHEREAS, the City desires to pursue the creation of the proper economic and social environment in order to induce the investment of private resources in productive business enterprises located in the City and to provide employment to residents of enterprise zones, economically disadvantaged individuals and veterans; and

WHEREAS, pursuant to Chapter 2303, Subchapter F of the Texas Enterprise Zone Act, Texas Government Code ("Act"), Uber has applied to the City for designation as an enterprise zone project; and

WHEREAS, the City finds that Uber meets the criteria for designation as an enterprise project under the Act; and

WHEREAS, the City finds that it is in the best interest of the City to nominate Uber as an enterprise project pursuant to the Act; and

WHEREAS, the City finds that Uber meets the criteria for tax relief and other incentives adopted by the City.

Now, Therefore,

BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF DALLAS:

SECTION 1. That the facts and recitations contained in the preamble of this Resolution are hereby found and declared to be true and correct.

August 14, 2019

SECTION 2. That the City Manager is hereby authorized to execute the following: (1) a business personal property tax abatement agreement for a five-year period; (2) a Chapter 380 economic development grant agreement in an amount not to exceed \$3,500,000.00 over a period of ten-years; (3) a Chapter 380 economic development grant agreement in an amount not to exceed \$5,000,000.00 associated with job creation; (4) a Chapter 380 economic grant agreement in an amount not to exceed \$100,000.00 associated with fee reimbursement funding; and (5) the nomination to receive designation as an Enterprise Zone Project under the Texas Enterprise Zone Act, as amended (Texas Government Code, Chapter 2303) to the Office of the Governor, Economic Development and Tourism division, through the Economic Development Bank; all with Uber in connection with the proposed project which will be comprised of a two phase, two office tower development located at 2550 Pacific Avenue, approved as to form by the City Attorney's Office. Currently, the towers share the address 2550 Pacific Avenue. It is acknowledged that, upon completion, the second tower may receive its own address.

SECTION 3. That the approval and execution of the business personal property tax abatement agreement by the City is not conditional upon approval and execution of any other tax abatement agreement by any other taxing entity.

SECTION 4. That at least seven days prior to the execution of the tax abatement agreement, notice of the City's intention to enter into the tax abatement agreement shall be delivered to the governing bodies of each other taxing unit that includes in its boundaries the real property that is the subject of this agreement.

SECTION 5. That the tax abatement agreement and grant agreements shall include the following terms, as applicable:

- (a) None of the property subject to the business personal property tax abatement is owned or leased by a member of the City Council of the City of Dallas or by a member of the City Plan Commission.
- (b) The business personal property tax abatement will only be applicable to the business personal property owned by Uber located on the real property depicted on the attached site map **Exhibit A (Map)** and as legally described by **Exhibit B (Metes and Bounds Legal Description)**.
- (c) Development of the property shall conform to all requirements of the City's zoning ordinance and that the use of the property is consistent with the general purpose of encouraging development or redevelopment in the City of Dallas during the period the business personal property tax abatement and grant abatements are in effect.

August 14, 2019

SECTION 6. That the City of Dallas shall provide Uber a five-year abatement of 50% of the added value to the business personal property within the area of land depicted on the attached site map **Exhibit A (Map)** and as legally described in **Exhibit B (Metes and Bounds Legal Description)**. Key terms shall include:

- (a) The business personal property abatement period will begin on or before January 1, 2024.
- (b) Uber will invest a minimum of \$50,000,000.00 in business personal property improvements on or before December 31, 2023.
- (c) If the leased space is not fully occupied by Uber during a given year within the five-year tax abatement period, the abatement shall be lost for that year. Furthermore, if the abatement is lost for two years in a row, then the business personal property tax abatement agreement shall be terminated.
- (d) A description of the kind, number, location, and costs of all proposed business personal property to be placed in service on the Property shall be provided to the City's Director of the Office of Economic Development ("Director") by Uber.
- (e) Access to the Property shall be provided to allow for inspection by City inspectors and officials to ensure that the improvements are made according to the specification and terms of the tax abatement agreement.
- (f) The owner of the property shall certify annually to the City that the owner is compliant with each applicable term of the tax abatement agreement.
- (g) The Dallas City Council may terminate or modify the tax abatement agreement if the property owner fails to comply with the tax abatement agreement.
- (h) The business personal property tax revenue foregone by the City because of the tax abatement agreement shall be recaptured from Uber by the City if investment of business property is not made and maintained as provided by the tax abatement agreement.
- (i) The abatement agreement shall only be assignable upon written approval of the assignment by the Director.

SECTION 7. That Uber shall satisfy and agree to the following terms as associated with the Chapter 380 real property/leasehold investment grant ("Investment Grant"):

- (a) The Investment Grant will be contingent upon Uber documenting a minimum capital investment of \$60 million by December 31, 2023.
- (b) The Investment Grant payment shall be \$350,000.00 per year and shall not exceed a total of \$3,500,000.00 over a period of ten-years.
- (c) The Investment Grant's first year payment will be in the first quarter of each year beginning in the year that the Job Grant (defined in Section 8) is paid.
- (d) The Rebate Grant term is ten-years.

SECTION 7. (continued)

- (e) The Rebate Grant's payments will be consecutively paid. Grant payments will not be allowed to be rolled over as payment credits for future years. If a payment is not made in any given year over the ten year period, Uber will forfeit that year's payment and the forfeited year's payment will be deducted from the total grant amount.

SECTION 8. That Uber shall satisfy and agree to the following terms associated with the Chapter 380 economic development job grant ("Job Grant"). The Chapter 380 economic development job grant shall be valued at up to \$2,000.00 per net new permanent full-time equivalent employee ("FTE") job that is created by December 31, 2023, in an amount not to exceed \$5,000,000.00.

- (a) A minimum 2,500 FTE jobs are required to be created or relocated by Uber by December 31, 2023. FTE is defined as an employee scheduled to work at least 35 hours per week with benefits.
- (b) Employees shall be paid a minimum average annual salary of \$100,000.00 by December 31, 2023, and Uber shall continuously maintain at least 2,500 permanent FTE jobs in Dallas earning the minimum average annual salary through December 31, 2033.
- (c) Uber will provide and maintain a minimum salary for hourly FTE workers equal to or greater than \$15.00/hour and an annual minimum salary for salaried FTE workers of \$31,200.00. These minimum salary requirements are wages only and are not inclusive of overtime, bonuses or benefits.
- (d) The average FTE salary figures and minimum FTE hourly wage requirements will be applicable through December 31, 2031.
- (e) Additionally, Uber will conduct or participate in two job fairs by December 31, 2022 at locations within the City of Dallas as approved by the Director to facilitate the recruitment and hiring of residents of the City of Dallas.
- (f) The total awarded Job Grant amount will be paid in two equal and consecutive payments based upon the percentage of the 2,500 minimum employees who are resident of the City of Dallas as described in the chart below. Fractional percentages will be rounded to the nearest whole number for purposes of determining payment:

SECTION 8. (continued)

Percentage of minimum 2,500 employees who are residents of the City of Dallas	Per Job Grant Amount	Total Job Grant
40% or greater	\$2,000.00	\$5,000,000.00
31% - 43%	\$1,600.00	\$4,000,000.00
21% - 30%	\$1,200.00	\$3,000,000.00
15% - 20%	\$800.00	\$2,000,000.00
0% - 14%	\$0.00	\$0.00

- (g) Payment One of the Job Grant will be equal to half of the total grant amount will be paid as soon as the minimum 2,500 permanent jobs are created or relocated and once grant compliance is completed.
- (h) Payment Two of the Job Grant will be equal to half of the total grant amount will be paid on or before October 31 of the subsequent calendar year, subject to ongoing compliance.

SECTION 9. That Uber shall satisfy and agree to the following terms associated with a Chapter 380 economic development of up to \$100,000.00 to fund an expedited permitting process (coordinated with the Department of Sustainable Development and Construction) and fee reimbursement (“Permitting Grant”).

- (a) The Office of Economic Development will reimburse Uber up to \$100,000.00 for any City of Dallas Department of Sustainable Development and Construction’s Q-TEAM fees, permitting fees, or other City of Dallas fees incurred by Uber and associated with the new Dallas facility.
- (b) The Director is authorized to determine the documentation required to verify fees eligible for reimbursement fulfillment associated with this grant.

SECTION 10. That Uber is a qualified business and meets the criteria for designation as an Enterprise Project under Chapter 2303, Subchapter F of the Enterprise Zone Act on the following grounds:

- (a) Uber is a "qualified business" under Section 2303.402 of the Enterprise Zone Act since it will be engaged in the active conduct of a trade or business at a qualified business site within the governing body’s jurisdiction located outside an enterprise zone and at least 35% of the business’ new employees will be residents of an enterprise zone or economically disadvantaged individuals or veterans.
- (b) There has been and will continue to be a high level of cooperation between public, private, and neighborhood entities within the area.
- (c) The designation of Uber as an enterprise project will contribute significantly to the achievement of the plans of the City for development and revitalization of the area.

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SECTION 11. That the City finds that Uber meets the criteria for incentives adopted by the City and nominates Uber for Enterprise Zone project status on the grounds that it will create or retain a higher level of employment and create economic activity and stability.

SECTION 12. That the designation of Uber will contribute significantly to the achievement of the plans of the City of Dallas for development.

SECTION 13. That the City finds that it is in the best interest of the City to nominate Uber as an Enterprise Project pursuant to the Enterprise Zone Act and hereby authorizes the Director to prepare and submit an application to the Office of the Governor, Economic Development and Tourism division, through the Economic Development Bank for designation of Uber as an Enterprise Project.

SECTION 14. That the Enterprise Project shall take effect on the date of designation of the Enterprise Project by the Office of the Governor, Economic Development and Tourism division, through the Economic Development Bank and terminate five years after date of designation.

SECTION 15. That in addition to the terms highlighted elsewhere in this resolution, Uber shall also satisfy and agree to the following terms:

- (a) Uber will execute a lease for office space located at 2550 Pacific Avenue by December 31, 2019 for a minimum term of ten-years with options for a minimum extension of the term for an additional five-years.
- (b) Uber will execute formal agreements with Dallas Independent School District and Richardson Independent School District by the end of 2020 to participate as an Industry Partner in each district's Pathway to Technology Early College High School Program.
- (c) Uber will undertake a good faith/best effort to comply with the City's Business Inclusion and Development goal of 25% participation by Minority/Women-owned Business Enterprises for construction and construction-related expenditures incurred by Uber in Dallas. Compliance will be coordinated with the City's Office of Business Diversity.

SECTION 16. That the Chapter 380 grants as noted within Sections 7 through 9 within this Resolution are subject to annual verification, audit, or other necessary procedures deemed appropriate by the City. The Director is authorized to make appropriate arrangements with Uber to meet the verification, audit, or other necessary requirements to fulfill the purposes described herein.

SECTION 17. That the Chapter 380 grants and business personal property abatement as noted within this Resolution are personal to Uber and cannot be sold or assigned to non-affiliated companies without written approval by the Director.

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SECTION 18. That pursuant to Section 6 of this Resolution, the business personal property tax abatement agreement is identified by the City as Contract No. ECO-2019-00011033.

SECTION 19. That pursuant to Section 7 of this Resolution, upon City approval of annual appropriation, that the Chief Financial Officer is hereby authorized to disburse funds in an amount not to exceed \$3,500,000.00 from Public/Private Partnership Fund, Fund 0352, Department ECO, Unit W470, Object 3016, Activity PPPF, Contract No. ECO-2019-00011034, Vendor VC20384.

SECTION 20. That pursuant to Section 8 of this Resolution, upon City approval of annual appropriation, the Chief Financial Officer is hereby authorized to disburse funds in an amount not to exceed \$5,000,000.00 from Public/Private Partnership Fund, Fund 0352, Department ECO, Unit W470, Object 3016, Activity PPPF, Contract No. ECO-2019-00011035, Vendor VC20384.

SECTION 21. That pursuant to Section 9 of this Resolution and upon City approval of annual appropriation, the Chief Financial Officer is hereby authorized to disburse funds in an amount not to exceed \$100,000.00 from Public/Private Partnership Fund, Fund 0352, Department ECO, Unit W470, Object 3016, Activity PPPF, Contract No. ECO-2019-00011036, Vendor VC20384.

SECTION 22. That this resolution shall take effect immediately from and after its passage in accordance with the provisions of the Charter of the City of Dallas, and it is accordingly so resolved.

EXHIBIT A – MAP



EXHIBIT B

METES and BOUNDS LEGAL DESCRIPTION:- PHASE 1

BEING a tract of land situated in the John Grisby Survey, Abstract No. 495, City of Dallas, Dallas County, Texas and being part of Lot 2, Block A/280, Westdale Epic Addition, an addition to the City of Dallas according to the plat recorded in Instrument No. 201900183767, Official Public Records of Dallas County, Texas and being part of a called 2.332 acre tract of land described in Special Warranty Deed to Epic Dallas Office, LP recorded in Instrument No. 201700027376 of said Official Public Records and being part of a tract of land described in Corrected Quitclaim Deed recorded in Instrument No. 201700321863 of said Official Public Records and being more particularly described as follows:

BEGINNING at a 5/8" iron rod with plastic cap stamped "KHA" found at the south end of a right-of-way corner clip located at the intersection of the southeast right-of-way line of Pacific Avenue (a variable width right-of-way) with the east right-of-way line of Jett Way;

THENCE with said right-of-way corner clip, North 15°44'53" East, a distance of 9.15 feet to a 5/8" iron rod with plastic cap stamped "KHA" found at the north end of said right-of-way corner clip;

THENCE with said southeast right-of-way line of Pacific Avenue, the following courses and distances:

North 58°35'30" East, a distance of 138.05 feet to a "X" cut in concrete found for corner;
South 31°25'13" East, a distance of 6.75 feet to a "X" cut in concrete found for corner;
North 58°35'30" East, a distance of 110.62 feet to a "X" cut in concrete found for corner;
South 31°12'54" East, a distance of 9.08 feet to a "X" cut in concrete found for corner;
North 58°36'09" East, a distance of 45.49 feet to a 5/8" iron rod with plastic cap stamped "KHA" found at the intersection of said southeast right-of-way line of Pacific Avenue and the west right-of-way line of Good-Latimer Expressway (a variable width right-of-way);

THENCE with said west right-of-way line of Good-Latimer Expressway, the following courses and distances:

South 53°38'33" East, a distance of 73.45 feet to 5/8" iron rod with plastic cap stamped "KHA" found for corner;
North 58°36'09" East, a distance of 24.47 feet to a 5/8" iron rod with plastic cap stamped "KHA" found for corner;
South 53°38'33" East, a distance of 16.14 feet to a 5/8" iron rod with plastic cap stamped "KHA" found for the easternmost northeast corner of said 2.332 acre tract;

THENCE departing said west right-of-way line of Good-Latimer Expressway and with the east and south lines of said 2.332 acre tract, the following courses and distances:

South 28°47'05" West, a distance of 50.70 feet to a 5/8" iron rod with plastic cap stamped "KHA" found for corner;
South 31°24'30" East, a distance of 188.40 feet to a 5/8" iron rod with plastic cap stamped "KHA" found for corner;

EXHIBIT B

South 75°24'25" West, a distance of 345.54 feet to a 5/8" iron rod with plastic cap stamped "KHA" found for corner in said east right-of-way line of Jett Way;

THENCE with said east right-of-way line of Jett Way, North 27°05'45" West, a distance of 206.78 feet to the **POINT OF BEGINNING** and containing 1.9400 acres or 84,508 square feet of land.

Bearing system based on the Texas Coordinate System of 1983, North Central Zone (4202), North American Datum of 1983.

EXHIBIT B

METES and BOUNDS LEGAL DESCRIPTION - PHASE 2

BEING a tract of land situated in the John Grisby Survey, Abstract No. 495, City of Dallas, Dallas County, Texas and being part of City of Dallas Block Nos. 270 1/2 and 272 and being all of Lot 1, Block A/280, Westdale Epic Addition, an addition to the City of Dallas according to the plat recorded in Instrument No. 201900183767, Official Public Records of Dallas County, Texas and being all of an abandoned portion of Hawkins Street pursuant to Ordinance Number 31178 and being part of a called 2.332 acre tract of land described in Special Warranty Deed to Epic Dallas Office, LP recorded in Instrument No. 201700027376 of said Official Public Records and being part of a called 1.232 acre tract of land described in Special Warranty Deed to Epic Dallas Phase 2, LP recorded in Instrument No. 201700027377 of said Official Public Records and being part of a tract of land described in Corrected Quitclaim Deed recorded in Instrument No. 201700321863 of said Official Public Records and being part of a called 1.295 acre tract of land described in Special Warranty Deed to Westdale Properties America I, Ltd. recorded in Instrument No. 201600085773 of said Official Public Records and being part of a called 0.012 acre tract of land described in Special Warranty Deed to Epic Dallas Phase 2, LP recorded in Instrument No. 201800057900 of said Official Public Records and being part of a called 0.568 acre tract of land described in Special Warranty Deed to Epic Dallas Phase 2, LP recorded in Instrument No. 201800071892 of said Official Public Records and being more particularly described as follows:

BEGINNING at a 5/8" iron rod with plastic cap stamped "KHA" found at the south end of a right-of-way corner clip located at the intersection of the north right-of-way line of Elm Street (a 60-foot wide right-of-way) and the west right-of-way line of Jett Way (a 50-foot wide right-of-way);

THENCE with said north right-of-way line of Elm Street, South 75°24'25" West, passing the southwest corner of said 2.332 acre tract and the southeast corner of said 1.232 acre tract at a distance of 5.58 feet and continuing in all a total distance of 126.09 feet to a 1/2-inch iron rod found at the intersection of said north right-of-way line of Elm Street with the northeast right-of-way line of Interstate Highway No. 345, being the northeast corner of a tract of land described in Agreed Judgment to the State of Texas, recorded in Volume 70086, Page 2002 of the Deed Records of Dallas County, Texas and being a south corner of said 1.232 acre tract;

THENCE with said northeast right-of-way line of Interstate Highway No. 345, the following courses and distances:

North 69°56'39" West, a distance of 61.41 feet to a "X" cut in concrete found for the northwest corner of said State of Texas tract, for the southwest corner of said 1.232 acre tract and being at the southeast corner of said abandoned portion of Hawkins Street;

North 71°14'09" West, a distance of 60.11 feet to a "X" cut in concrete found at the southwest corner of said portion of abandoned Hawkins Street and being the south corner of said 0.012 acre tract;

North 63°48'38" West, passing a 5/8" iron rod with cap stamped "City of Dallas" found for the northwest corner of said 0.012 acre tract and being the south corner of said 0.568 acre tract at a distance of 45.81 feet and continuing with said northeast right-of-way line of Interstate Highway No. 345 and the southwest line of said 0.568 acre tract in all a total distance of 197.60 feet to a 5/8" iron rod with plastic cap stamped "KHA" found for corner;

EXHIBIT B

North 54°19'24" West, a distance of 58.13 feet to a 5/8" iron rod with plastic cap stamped "KHA" found at the south end of a right-of-way corner clip located at the intersection of said northeast right-of-way line of Interstate Highway No. 345 with the southeast right-of-way line of Pacific Avenue (a variable width right-of-way);

THENCE with said right-of-way corner clip, North 7°10'09" East, a distance of 32.46 feet to a mag nail found at the beginning of a non-tangent curve to the left having a central angle of 9°49'11", a radius of 1185.90 feet, a chord bearing and distance of North 62°55'14" East, 203.00 feet and being the northernmost westerly corner of said 0.568 acre tract;

THENCE with said southeast right-of-way line of Pacific Avenue, the following courses and distances:

In a northeasterly direction, with the north line of said 0.568 acre tract and with said curve to the left, passing a "X" cut in concrete found for the northeast corner of said 0.568 acre tract and the northwest corner of said portion of abandoned Hawkins Street at an arc distance of 177.19 feet and continuing with the north line of said abandoned portion of Hawkins Street in all a total arc distance of 203.25 feet to a "X" cut in concrete found for corner;

North 14°57'00" West, a distance of 3.92 feet to a mag nail found for corner;

North 41°29'33" East, a distance of 30.00 feet to a 5/8" iron rod with plastic cap stamped "KHA" found for the northwest corner of said Lot 1;

North 44°07'30" East, a distance of 2.10 feet to a 5/8" iron rod with plastic cap stamped "KHA" found for corner;

North 58°35'30" East, passing the northwest corner of said 1.232 acre tract at a distance of 12.96 feet and continuing with the north line of said Lot 1 in all a total distance of 103.27 feet to a 5/8" iron rod with plastic cap stamped "KHA" found at the west end of a right-of-way corner clip located at the intersection of said southeast right-of-way line of Pacific Avenue with said west right-of-way line of Jett Way and being the north corner of said Lot 1;

THENCE with said right-of-way corner clip, South 74°15'07" East, a distance of 8.49 feet to a 5/8" iron rod with plastic cap stamped "KHA" found for corner at the east end of said right-of-way corner clip;

THENCE with said west right-of-way line of Jett Way and the east line of said Lot 1, South 27°05'45" East, a distance of 361.94 feet to a 5/8" iron rod with plastic cap stamped "KHA" found for corner at the north end of said right-of-way corner clip located at the intersection of said west right-of-way line of Jett Way with said north right-of-way line of Elm Street;

THENCE with said right-of-way corner clip, South 24°09'20" West, a distance of 12.52 feet to the **POINT OF BEGINNING** and containing 2.0696 acres or 90,150 square feet of land.

Bearing system based on the Texas Coordinate System of 1983, North Central Zone (4202), North American Datum of 1983.