

ORDINANCE 14-08-47

AN ORDINANCE OF THE CITY COUNCIL OF THE CITY OF FRISCO, TEXAS AMENDING CITY OF FRISCO ORDINANCE NO. 97-02-17, ORDINANCE NUMBER 00-12-22, ORDINANCE NUMBER 03-12-101, ORDINANCE NUMBER 05-01-03, ORDINANCE NUMBER 05-12-99, ORDINANCE NUMBER 08-02-27, ORDINANCE NUMBER 09-12-68 AND ORDINANCE NUMBER 12-02-05; AMENDING THE PROJECT AND FINANCING PLANS OF REINVESTMENT ZONE NUMBER ONE, CITY OF FRISCO, TEXAS, EXPANDING THE BOUNDARIES OF REINVESTMENT ZONE NUMBER ONE, CITY OF FRISCO, TEXAS (TAX INCREMENT REINVESTMENT ZONE); AND PROVIDING AN EFFECTIVE DATE.

WHEREAS, the City Council of the City of Frisco, Texas (the "City"), created Reinvestment Zone Number One, City of Frisco, Texas (the "Zone") by Ordinance No. 97-02-17, adopted on February 24, 1997, and established the boundaries of the Zone, and adopted a project plan and financing plan for the Zone, as authorized by the Tax Increment Financing Act, Chapter 311 of the Texas Tax Code, as amended, (the "Act");

WHEREAS, on December 19, 2000, as authorized by the Act, the City Council of the City amended the Zone by Ordinance No. 00-12-22, amending the Project Plan and the Financing Plan, and expanding the boundaries of the Zone;

WHEREAS, on December 16, 2003, as authorized by the Act, the City Council of the City amended the Zone by Ordinance No. 03-12-101, amending the Project Plan and the Financing Plan, and expanding the boundaries of the Zone;

WHEREAS, on January 4, 2005, as authorized by the Act, the City Council of the City amended the Zone by Ordinance No. 05-01-03, amending the Project Plan and the Financing Plan, and expanding the boundaries of the Zone;

WHEREAS, on December 5, 2005, as authorized by the Act, the City Council of the City amended the Zone by Ordinance No. 05-12-99, amending the Project Plan and the Financing Plan, and expanding the boundaries of the Zone;

WHEREAS, on February 19, 2008, as authorized by the Act, the City Council of the City amended the Zone by Ordinance No. 08-02-27, amending the Project Plan and the Financing Plan, and expanding the boundaries of the Zone;

WHEREAS, on December 1, 2009, as authorized by the Act, the City Council of the City amended the Zone by Ordinance No. 09-12-68, amending the Project Plan and the Financing Plan, and expanding the boundaries of the Zone;

WHEREAS, on February 7, 2012, as authorized by the Act, the City Council of the City amended the Zone by Ordinance No. 12-02-05, amending the Project Plan and the Financing Plan, and expanding the boundaries of the Zone;

WHEREAS, in accordance with the Act, the Board of Directors of the Zone shall approve resolutions requesting to amend the Project Plan, the Financing Plan, and to enlarge the boundaries

of the Zone;

WHEREAS, in compliance with the Act, the City Council has called a public hearing to hear public comments on the creation of the proposed amendments to the Project Plan, Financing Plan, and boundaries of the Zone;

WHEREAS, in compliance with the Act, notice of such public hearing was published in the Frisco Enterprise, a newspaper of general circulation in the City of Frisco ("City"), such publication date being not later than seven (7) days prior to the date of the public hearing;

WHEREAS, such hearing was convened at the time and place mentioned in the published notice, August 5, 2014 at 6:30 PM in the Council Chamber of the City, which hearing was then continued until August 19, 2014 at 6:30 PM and which was then closed;

WHEREAS, at such hearing, the City Council invited and allowed to speak any interested person, or his representative, to appear and contend for or against the proposed amendments to the Project Plan attached hereto as Exhibit "A", the Financing Plan attached hereto as Exhibit "B", and the enlargement of the Zone, whether all or part of the territory which is described by the metes and bounds description attached hereto as Exhibit "C" and depicted in map attached as Exhibit "D" should be included in such proposed amendments to the Project Plan, the Financing Plan, and the enlargement of the Zone;

WHEREAS, all owners of property located within the proposed enlargement of boundaries of the Zone and all other taxing units and other interested persons were given the opportunity at such public hearing to protest the proposed amendments to the Project Plan, Financing Plan, and enlargement of the boundaries of the Zone and/or the inclusion of their property in such Zone; and

WHEREAS, the proponents of the amendments of the Project Plan, Financing Plan, and enlargement of the Zone boundaries offered evidence, both oral and documentary, in favor of all of the foregoing matters relating to the proposed amendments to the Project Plan, Financing Plan, and enlargement of the boundaries of the Zone, and opponents, if any, of the proposed amendments to the Project Plan, Financing Plan, and enlargement of the boundaries of the Zone appeared to contest such proposed amendments and enlargements.

NOW, THEREFORE, BE IT ORDAINED BY THE CITY COUNCIL OF THE CITY OF FRISCO, TEXAS:

Section 1. The City Council of the City finds that the facts and recitations contained in the preamble of this Ordinance are true and correct.

Section 2. The City Council, after conducting such hearing and having heard such evidence and testimony, makes the following findings and determinations based on the evidence and testimony presented to it:

(a) The public hearing on proposed amendments to the Project Plan, Financing Plan, and enlargement of the boundaries of the Zone has been properly called, held and conducted and that notice of such hearing has been published as required by law.

(b) Adoption of the proposed amendments to the Project Plan, Financing Plan, and enlargement of the boundaries of the Zone as described in Exhibit “A” through Exhibit “D” will result in benefits to the City, its residents and property owners, in general, and to the property, residents and property owners in the Zone.

(c) In compliance with Section 311.006 of the Act, the proposed enlargement of the boundaries of the Zone as depicted in Exhibits “C” and “D”, meets the criteria for changing the boundaries of the Zone in that:

(i) Not more than thirty percent (30%) of the property in the Zone, excluding property that is publicly owned, is used for residential purposes.

(ii) The total appraised value of taxable real property in the Zone does not exceed twenty-five percent (25%) of the total appraised value of taxable real property in the City and in the industrial districts created by the City.

(d) The property to be added to the Zone is contiguous to existing Zone boundaries and is located wholly in the corporate limits of the City.

(e) It is found that the area to be added to the Zone is predominantly open and because of obsolete platting, deterioration of structures or site improvements, inadequate drainage and lack of infrastructure or other facilities that would enable or attract development or redevelopment of the area, substantially impairs or arrests the sound growth of the City.

(f) It is found that the improvements to the property to be added to the Zone as described in the attached amendments to the Project Plan and Financing Plan will significantly enhance the value of all taxable real property in the Zone and will be of general benefit to the City by providing facilities for the exhibition of and participation sporting events that will attract visitors and consumers to the area encompassed by the Zone and existing improvements, facilities and commercial and retail enterprises within the Zone.

(g) The improvements to existing facilities within the Zone as described in the attached amendments to the Project Plan and Financing Plan will significantly enhance the value of all taxable real property in the Zone and will be of general benefit to the City by improving the facilities consistent with their intended purpose in order to meet greater demand for the use of such facilities and greater attendance than was expected at the time of their construction, providing additional features and use of the facilities as a sports and performance venue, expanding capacity of and adding features to the facilities in order to maintain the viability and public use of the facilities, and to provide funding for such improvements that was not included in the existing Project Plan and Financing Plan for such improvements.

(h) The development or redevelopment of the property to be added to the Zone will not occur solely through private investment in the reasonable foreseeable future.

(i) The property to be added to the Zone has no taxable value.

Section 3. The City Council enlarges the boundaries of the Zone over the area described by the metes and bounds descriptions in Exhibit "C" attached hereto and depicted in the map attached hereto as Exhibit "D", and amends the Project Plan and Financing Plan of the Zone as described in Exhibits "A" and "B" attached hereto.

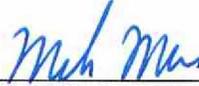
Section 4. In accordance with the Act, the Board of Directors of the Zone shall remain unchanged and the previous establishment of the tax increment fund for the Zone is hereby ratified and affirmed.

Section 5. If any section, paragraph, clause or provision of this Ordinance shall for any reason be held to be invalid or unenforceable, the invalidity or unenforceability of such section, paragraph, clause, or provision shall not affect any of the remaining provisions of this Ordinance.

Section 6. The enlargement of the boundaries and amendments to the Project Plan and Financing plan of the Zone shall take effect immediately upon the passage of this Ordinance.

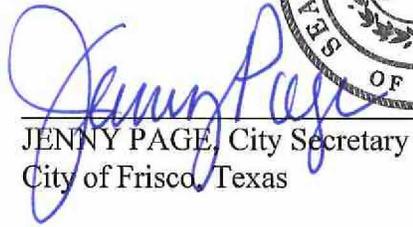
Execution page follows.

DULY PASSED AND APPROVED BY THE CITY COUNCIL OF THE CITY OF FRISCO,
TEXAS on this 19th day of August, 2014.



MAHER MASO, Mayor
City of Frisco, Texas

ATTESTED TO:



JENNY PAGE, City Secretary
City of Frisco, Texas

EXHIBIT A

Amended Project Plan
For Reinvestment Zone Number One, City of Frisco, Texas
(Tax Increment Reinvestment Zone)

(see attached)



PROGRESS IN MOTION

**REINVESTMENT ZONE NUMBER ONE,
CITY OF FRISCO, TEXAS
(TAX INCREMENT REINVESTMENT ZONE)**

PROJECT PLAN

Adopted:

February 24, 1997

Amended - December 19, 2000

Amended – December 16, 2003

Amended – January 4, 2005

Amended – December 5, 2005

Amended – February 19, 2008

Amended - December 1, 2009

Amended – February 7, 2012

Amended – August 19, 2014

Frisco Tax Increment Reinvestment Zone #1 Project Description

The City of Frisco established Reinvestment Zone Number One, City of Frisco, Texas (Tax Increment Reinvestment Zone) (FTIRZ #1) for the purpose of dedicating the incremental tax revenue generated, as outlined in the Financing Plan, within the zone to a comprehensive Project Plan. The FTIRZ #1 was created by Ordinance No. 97-02-17 adopted on February 24, 1997 and has been amended in 2000, 2003, 2005, 2005, 2008, 2009, 2012 and 2014. The following is a short narrative description of the projects.

After this amendment the FTIRZ #1 will consist of approximately 2,512.187 acres made up of private and publicly held property, including various sections of road rights of way. The 2000 Amendment to the boundaries of the FTIRZ #1 added approximately 305 acres to the original area of the FTIRZ #1. The 2003 Amendment of the FTIRZ #1 added approximately 459 acres to the amended area of the FTIRZ #1. The 2005 Amendment added approximately 488.25 additional acres to the Zone. The 2008 Amendment added approximately 56.91 additional acres to the Zone. The 2009 Amendment added 2.2362 additional acres to the zone. The 2012 amendment added 488.246 acres to the zone. The proposed 2014 amendment will add approximately 18.147 acres to the zone. The FTIRZ #1 is more specifically defined by the description contained in Exhibits A and B to City of Frisco Ordinance number 97-02-17 which is included in this plan document as Attachment 1 to the Project Plan. The boundaries as enlarged by the 2000 Amendment to the FTIRZ #1 are described in Map A-1 attached to Ordinance 97-02-17 amended by Ordinance 00-12-22. The boundaries as enlarged by Ordinance Number 03-12-101 (the 2003 Amendment) to the FTIRZ #1 are described in Map A-2 and also attached to Ordinance 97-02-17. The boundaries as enlarged by Ordinance Number 05-01-03 (the 2005 Amendment) to the FTIRZ #1 are described in Map A-3 and attached to the original Ordinance. The boundaries as enlarged by Ordinance Number 08-02-27 (the 2008 Amendment) to the FTIRZ #1 are described in Map A-4 and attached to the original Ordinance. The boundaries as enlarged by Amendment VI, Ordinance Number 09-12-68 are described in Map A-5. The boundaries as enlarged by Amendment VII, amended by Ordinance Number 12-02-05, are described in Map A-6. The proposed Amendment VIII would enlarge the boundaries of FTIRZ #1 as described in Map A-7. The private property portion of the FTIRZ #1 is generally bounded on the South by SH121, on the East by Preston Road (SH289), on the West by the Dallas Parkway, and on the North (approximately) by Warren Parkway. This property is the revenue generating portion of the FTIRZ #1. This portion of the FTIRZ #1 is made up of property currently owned by several land owners, including a ±130 acre regional mall site owned by General Growth Properties which has been developed as a ±1.6 million square foot shopping center. At the time of the fiscal year 2014 Amendment to the FTIRZ #1 boundary, approximately 91% of the private property had been developed or is currently under development, and the total preliminary Captured Assessed Value is estimated at \$1,153,940,128.

The tax revenue generated within this FTIRZ #1 will be used for public facilities and infrastructure development such as public roads, signalization and water and sewer system expansion and enhancement in and around the revenue generating portion of the FTIRZ #1 described above. The City, as part of an economic development package with GGP and Gaylord agreed to provide for the construction of infrastructure improvements in the area included in the FTIRZ #1 and these improvements are being paid for with FTIRZ #1 revenues. FTIRZ #1 revenue will be used to make other public facilities and infrastructure improvements that will enhance the development of the FTIRZ #1, the City, and Collin County as a whole. These improvements include participating in continuation of the North Dallas Parkway from FM720 to SH380, Preston Road

improvements and the construction of new North-South and East-West roads. The FTIRZ #1 will also provide for facility expansion to both Collin County Community College (Preston Ridge Campus) and to the Frisco Independent School District by including their property in the FTIRZ #1 and including these qualifying projects in the Project Plan. City of Frisco Ordinance Number 01-11-88 amended the Project and Financing Plan to include a public multi-use sports and entertainment complex, the 2000 Amendment, the 2003 Amendment, the 2005 Amendment, the 2008 Amendment, the 2009 amendment and the 2012 amendment each enlarged the boundaries of the FTIRZ #1 with publicly-owned property and each added General Account and Educational Account projects to the Project Plan for the overall benefit of the FTIRZ #1, the Fisd and for the City of Frisco. The 2nd 2005 Amendment added as an appropriate use of funds the maintenance and operations of the CCCCD Technology Center, a previously approved project, to the Project Plan and the Financing Plan. The 2nd 2005 Amendment did not change the boundaries of the existing zone. The proposed 2014 Amendment will add approximately 18.147 acres to the FTIRZ #1 in order to construct a multi-use, indoor, special event center; construct outdoor athletic playing fields; construct parking facilities and ancillary improvements including roads, water lines, sewer lines, storm drainage improvements, landscaping, open space improvements, lighting, walkways, fountains, plazas and similar infrastructure. Other projects included within the Phase VIII Amendment are a basketball court floor for the Dr Pepper Arena, Chapter 380 Grant agreements to encourage development within the Zone, façade improvements to a parking facility, improvements to the AA minor league baseball facility, and a 40,000 sq ft conference center and adjacent 1,000 space parking facility.

As one can see the plan for the FTIRZ #1 is to capture the great incremental tax revenue potential from a high growth, high value area that can then be applied to targeted projects that will enhance the development of the FTIRZ #1 and benefit the City of Frisco, Frisco Independent School District, Collin County Community College District and Collin County. The Project Plan and Financial Plan follow.

PROJECT PLAN FRISCO TAX INCREMENT REINVESTMENT ZONE #1

As set forth in Section 311.001 in the Tax Increment Financing Act of the Tax Code, the Project Plan for Reinvestment Zone Number One, City of Frisco, Texas (Tax Increment Reinvestment Zone) (FTIRZ #1) must include the following elements:

1. **A map showing existing uses and conditions of real property in the FTIRZ #1 and a map showing proposed improvements to and proposed uses of the property.**

Property contained within the FTIRZ #1 is open, undeveloped land with no existing infrastructure or improvements which negates the need for a map showing uses and conditions of real property.

Phase I - The maps showing the Phase I improvements are included as part of this report with each map showing different improvements to be carried out as part of the project. The content of the maps are as follows:

- Map 1 of 6 - Boundaries of the FTIRZ #1 (Areas in red indicate tracks to be added to the FTIRZ once annexed in accordance with Section 311.011 of the Tax Code)
- Map 2 of 6 - Road, water and sewer system plan
- Map 3 of 6 - Detail of water system improvements

- Map 4 of 6 - Detail of sewer system improvements
- Map 5 of 6 - Signalization plan
- Map 6 of 6 - Master plan for the revenue generating portion of the FTIRZ #1 showing proposed uses of the property
- Map A-1 - Boundaries of FTIRZ as amended by City of Frisco Ordinance 00-12-22
- Map A-2 - Boundaries of FTIRZ as amended by City of Frisco Ordinance 03-12-101
- Map A-3 - Boundaries of the FTIRZ as amended by City of Frisco Ordinance 05-01-03
- Map A-4 - Boundaries of the FTIRZ as amended by City of Frisco Ordinance 08-02-27
- Map A-5 - Boundaries of the FTIRZ as amended by the City of Frisco Ordinance 09-12-68
- Map A-6 - Boundaries of the FTIRZ as amended by the City of Frisco Ordinance 12-02-05
- Map A-7 - Boundaries of the FTIRZ as amended by the 2014 Amendment by City of Frisco Ordinance.

Phase II -

Below is a listing of the Phase II improvements along with a Tract No. which may be cross referenced on Map 1 of 6 of this report.

| <u>Street Improvements</u> | <u>Tract No.</u> |
|-----------------------------------|------------------|
| Ohio Drive (Warren Pkwy to SH121) | N (North\South) |
| Warren Parkway (Ohio to SH289) | N (East\West) |
| Tollway (FM720 to SH380) | G |
| Parkwood (Northern Portion) | K(a), (b), (c) |
| Main Street (FM720/SH289 to TR) | H |
| Preston Road (SH121 to FM720) | I |
| SH121 (SH289 to TR) | O |

| <u>Facilities (Recreation\Educational)</u> | <u>Tract No.</u> |
|---|------------------|
| Recreation Center (High School Site) | B |
| CCCCD Technology Center, including maintenance and operations | L |

Phase III

Additional Facilities as approved by City of Frisco Ordinance 01-11-88 and as shown on Map A-1.

| <u>Facilities (Recreational/Educational)</u> | <u>Tract No.</u> |
|--|------------------|
| Double A Minor League Baseball Park | 1P1 |
| Hockey Arena including approximately 3500 seats on main ice area and one additional NHL size ice area | 1P1 |
| Parking for public facilities | 1P1 |
| Gymnastics facility | 1P1 |

Additional Infrastructure Improvements as approved by City of Frisco Ordinance 01-11-88 and as shown on Map A-1.

| | |
|--|-----|
| Infrastructure improvements supporting Frisco Sports Complex | 1P1 |
|--|-----|

(Including streets, drainage, and utilities)

Additional Land Purchases as approved by City of Frisco Ordinance 01-11-88 and as shown on Map A-1.

Land Purchase for Frisco Sports Complex (28 Acres)

1P1

Phase IV

Additional Public Facilities as approved by City of Frisco and as shown on Maps A-2 and A-3.

Public Facilities

Major League Soccer Stadium with 20,000 seats

17 Regional Soccer Tournament Fields with Public Access

Parking to support the Soccer Complex

Convention Center located within the existing boundaries of the FTIRZ #1.

Public entry features associated with and located within the FTIRZ #1.

Office/classroom building for use by the Collin County Community College District and associated parking.

Additional Infrastructure Improvements as approved by City of Frisco and as shown on Maps A-2 and A-3.

Infrastructure

Infrastructure Improvements supporting Frisco Soccer Complex
(Streets, drainage, and utilities)

Storm water retention/detention area located at the north east corner of SH 121 and the Dallas North Tollway supporting the drainage of the FTIRZ #1 area.

Additional Land Purchases as approved by City of Frisco and as shown on Maps A-2 and A-3.

Land Purchases

Land for Frisco Soccer Complex (144 acres)

Land for storm water retention/detention area located at the north east corner of SH 121 and the Dallas North Tollway supporting the drainage of the FTIRZ #1 area.

Land for Collin County Community College District administrative offices and classroom space and associated parking.

Phase V

Additional Public Facilities as approved by City of Frisco and shown on Map A-4.

Expansion of the arena with 1,500 seats

Parking to support the Arena and Office Complex

Parking to support the Frisco Junction Complex and Soccer Complex

Cultural Arts and Science Center

Phase VI

Additional Public Facilities as approved by City of Frisco and shown on Map A-5.

Infrastructure improvements for the Museum of the American Railroad

Maintenance and Operations of the Superdome Facility

Land Acquisition for the Frisco Junction Complex

Additional Improvements to the Hockey Arena

Phase VII

Additional Public Facilities as approved by City of Frisco and shown on Map A-6.

Recreational facility known as the Fieldhouse USA P-1
 Electronic Signage on the east side of the Arena

Phase VIII

Additional Public Facilities as approved by City of Frisco and shown on Map A-7.

Multi-use, indoor sports and event center
 Outdoor athletic playing fields
 Parking Facilities
 Roadway infrastructure
 Ancillary improvements including roads, water lines, sewer lines, storm drainage improvements, landscaping, open space improvements, lighting, walkways, fountains, plazas and similar infrastructure
 Basketball Court Flooring for the Dr Pepper Arena
 Façade and aesthetic improvements to parking facilities
 Improvements to AA minor league baseball facility
 Construction of a 40,000 square foot conference center and adjacent 1,000 space structured parking facility

Educational Facilities - There are no changes to Educational Facilities with Phase VIII

Below is list of educational facility projects to be constructed within the FTIRZ which may be cross referenced on Map 1 of 6 of this report by the indicated Tract No.

Phase I

| <u>Facilities (Educational)</u> | <u>Tract No.</u> |
|---------------------------------|------------------|
| Elementary\Middle School | E |
| High School Expansion | B |

Additional Educational Facilities as approved by City of Frisco Ordinance No. 00-12-22 (The 2000 Amendment) and as shown on Map A-1.

Phase II

| <u>Facilities (Educational)</u> | <u>Tract No.</u> |
|--|------------------|
| Administration Building site (2 nd Phase) | E6 |
| High School Site | E9 |
| Middle School Site | E8 |
| High School Site | E10 |

Phase III

Additional Educational Facilities approved by 2003 Amendment and as shown on Map A-2

| <u>Facilities (Educational)</u> | <u>Tract No.</u> |
|--|-------------------------|
| Griffin Middle School Site | E1 |
| Pioneer Heritage Middle School Site | E2 |
| Middle School Site/High School Site | E3 |
| Fisher Elementary | E4 |
| Sparks Elementary | E5 |

| | |
|------------------------|----|
| Elementary School Site | E6 |
| Elementary School Site | E7 |
| High School Site | E8 |

Additional Educational Facilities approved by 2012 Amendment and as shown on Map A-6

Phase VII

| Facilities (Educational) | Tract No. |
|---|------------------|
| Allen Elementary School | E5 |
| Corbell Elementary School | E4 |
| Phillips Elementary School | E2 |
| Purefoy Elementary School | E3 |
| Stafford Middle School | E1 |
| Liberty High School | E9 |
| Roach Middle School | E6 |
| Vandeventer Middle School | E10 |
| Elementary School Site (Independence N of Main) | E8 |
| Middle School Site (Independence N of Main) | E8 |
| High School #7 (Independence N of Main) | E7 |

Other Plan Costs

Chapter 380 grant agreements for development within the FTIRZ

2. Proposed changes of zoning ordinances, the master plan of the municipality, building codes and other municipal ordinances.

At this time, the City does not foresee any changes to zoning ordinances, the master plan, building codes or other municipal ordinances as a result of the creation of this Tax Increment Reinvestment Zone.

3. A list of estimated non-project costs.

Non-project costs within the FTIRZ #1 are those development costs not paid by the FTIRZ #1.

Phase I Non-Project Related Costs

| | | |
|--|--------------|---|
| City of Frisco | \$ 2,350,000 | Warren Parkway, Water and Sewer Lines, Elevated Storage Tank |
| County | \$ 1,000,000 | Warren Parkway |
| Frisco Independent School District | \$ 150,000 | Land Value\High School Site |
| Collin County Community College District | \$ 1,150,000 | Land Value, Technology Center |
| Gaylord | \$ 7,000,000 | (Portion above City or FTIRZ responsibility on streets) Warren Parkway, Mall Drive, Parkwood, Traffic Signals, Water Features, Park |
| GGP | \$50,000,000 | Mall, Onsite Utilities, Parking |
| Private Sources | \$ 1,000,000 | CCCCD Recreation\Education Facility |

| Phase III Non-Project Related Costs | Estimated Annual Contribution |
|--|--------------------------------------|
| Frisco Community Development Corporation | \$500,000 |
| Frisco Economic Development Corporation | \$500,000 |
| Frisco Hotel/Motel Tax Fund | \$500,000 |
| Southwest Sports Group | \$1,500,000 |
| Gymnastics Center Lease | \$200,000 |
| John Q. Hammons Hotels | \$500,000 |

| Phase IV Non-Project Related Costs | Estimated Debt Service Support |
|---|---------------------------------------|
| Frisco Community Development Corporation | \$5,000,000 |
| Frisco Economic Development Corporation | \$5,000,000 |
| Hunt Sports Group | \$10,000,000 |

| Phase V Non-Project Related Costs | Estimated Debt Service Support |
|--|---------------------------------------|
| Hicks Sports Group, LLC | \$ 7,000,000 |

| Phase VI Non-Project Related Costs | Estimated Contribution |
|---|-------------------------------|
| Museum of the American Railroad | \$ 1,000,000 |

| Phase VII Non-Project Related Costs | Estimated Contribution |
|--|-------------------------------|
| Sport Village USA | \$5,100,000 |

| Phase VIII Non-Project Related Costs | Estimated Contribution and Debt Service Support |
|---|--|
| Blue Star Stadium | \$90,040,000 |
| Frisco Community Development Corporation | \$30,000,000 |
| Frisco Economic Development Corporation | \$5,000,000 |

4. **A statement of a method of relocating persons to be displaced as a result of implementing the reinvestment FTIRZ.**

There are no existing residences or businesses that will be displaced in the reinvestment zone.

A detailed list of the projects proposed for the FTIRZ and their costs is included in the Financing Plan.

EXHIBIT B

Amended Financing Plan
For Reinvestment Zone Number One, City of Frisco, Texas
(Tax Increment Reinvestment Zone)

(see attached)



PROGRESS IN MOTION

**REINVESTMENT ZONE NUMBER ONE,
CITY OF FRISCO, TEXAS
(TAX INCREMENT REINVESTMENT ZONE)**

FINANCING PLAN

Adopted:

February 24, 1997

Amended December 19, 2000

Amended – December 16, 2003

Amended – January 4, 2005

Amended – December 5, 2005

Amended – February 19, 2008

Amended - December 1, 2009

Amended - February 7, 2012

Amended – August 19, 2014

FRISCO TAX INCREMENT REINVESTMENT ZONE #1

As set forth in Section 311.011 in the Tax Increment Financing Act of the Tax Code, the Financing Plan for Reinvestment Zone Number One, City of Frisco, Texas (Tax Increment Reinvestment Zone) (FTIRZ) must include the following elements:

1. **A detailed list describing the estimated project costs of the FTIRZ, including administrative expenses; and,**
2. **A statement listing the kind, number and location of all proposed public works or public improvements in the FTIRZ.**

- *The following is intended to address both of these requirements.* -

The proposed public improvements in the FTIRZ fall into four general categories; streets (including storm water drainage), water system, sanitary sewer system, and public facilities. The estimated costs of each item and a brief description of each project follows:

The items described below for Phase I were funded by the issuance of debt obligations of the City as described in section 6 below, the debt service on which is a project cost of the FTIRZ. The annual debt service payments on such debt obligations are set forth in Attachment 1 hereto.

Phase I -

This phase began immediately with the creation of the FTIRZ. Not all project costs for projects being carried out within the FTIRZ will be funded by FTIRZ tax revenues. The City and Gaylord Properties, Inc. ("Gaylord") agreed to enter into an agreement on certain improvements to be made within the FTIRZ which are on property currently owned by Gaylord. The agreement placed a cap on the amount the City agreed would be contributed for the cost of constructing these specific improvements with Gaylord being responsible for any cost above the cap. These projects are listed below, and are marked by an asterisk (*), indicating the amount that will be paid from FTIRZ tax revenues. The costs above what the City agreed would be contributed toward these projects has been included in the Project Plan under item 3, listing estimated non-project costs. Additionally, some of the public projects that occurred in conjunction with Phase I Project Plan projects, which are shown on the maps in the Project Plan, will be wholly funded by the City or by joint venture with Collin County ("County") and Collin County Community College District ("CCCCD").

Street Improvements

Warren Parkway (6 Lane - SH289 to TR)
*Mall Drive (6 Lane - SH289 to TR)
*Parkwood (6 Lane - Southern Portion)
*Traffic Signals

Amount and
Funding Sources
City-County-Gaylord
\$2,160,000\FTIRZ
\$1,848,000\FTIRZ
\$ 488,000\FTIRZ

The proposed street projects are for the construction of public access roads and include the landscaping, irrigation and lighting of these roads.

Water and Sanitary Sewer Improvements

*Water Lines
Sewer Lines
Elevated Water Storage Tank

Amount and
Funding Sources
\$ 714,700\FTIRZ
City
City

The water system plays an integral part in the area's public water system network and will provide service within the zone through a looped system. The looped system is connected to an 18" water transmission line along Preston Road (SH289) and is also tied into a 16" transmission line along Parkwood Drive which is connected to a 2 million gallon elevated storage tank. The interconnection of the looped system and the surrounding transmission network provides an element of safety through redundancy by allowing segments of the transmission lines to be valved off in case of emergencies while continuing to provide adequate service for fire protection and potable uses through the cross connected network. The public sanitary sewer system will service the mall, adjacent parcels and undeveloped land in the area.

Facilities (Recreation\Educational)

CCCCD Improvement(s)

Amount and
Funding Sources
\$2,500,000\FTIRZ

The City and CCCCCD have participated in several joint ventures for the purpose of creating recreational and educational opportunities on property that is now within the FTIRZ. They have constructed a 14 acre sports complex and a recreation center\natatorium. These facilities are being jointly used by both entities for public recreation and formal classes taught by the college. The funds indicated above were used to construct another joint recreation\educational facility within the FTIRZ in the area labeled as Tract L (College Campus) on Map 1 of 6 in Project Plan. The City and CCCCCD may seek funding from private sources to pay a portion of the costs or to enhance the facility.

Total Phase I FTIRZ

Project Construction & Acquisition Cost

\$ 7,710,700\FTIRZ

Phase II -

The projects outlined in this section will be funded as revenues within the FTIRZ are sufficient to pay for such projects. The tentative timetable for these projects is five to ten years. As in Phase I, some of the projects listed will be jointly funded by both FTIRZ and either private or other public funding sources as shown in section 3 of the Project

Plan. Phase II projects are to be funded on an as available basis, and are not intended to take funding priority over any additional projects that may be added in the future.

Street Improvements

| | |
|-------------------------------------|-------------|
| Ohio Drive (Warren Pkwy to SH121) | \$1,450,000 |
| Warren Parkway (Ohio to SH289) | \$ 600,000 |
| Tollway (SH 121 to SH380) | \$5,000,000 |
| Parkwood (Northern Portion) | \$2,000,000 |
| Main Street (FM720/Coit Road to TR) | \$5,000,000 |
| Preston Road (SH121 to FM720) | \$5,000,000 |
| SH121 (SH289 to TR) | \$2,980,878 |

The proposed street projects are for the construction of public access roads and include the landscaping, irrigation and lighting of these roads.

Facilities (Recreation\Educational)

| | |
|--|-------------|
| Recreation Center (High School Site) | \$3,500,000 |
| CCCCD Technology Center | \$900,000 |
| CCCCD Technology Center Maintenance & Operations | \$6,400,000 |

As stated earlier, the City and CCCCDC have participated in several joint ventures for the purpose of creating recreational and educational opportunities on the CCCCDC campus that is located within the FTIRZ. The City has participated in joint ventures with the Frisco Independent School District (“FISD”) as well.

Under this plan the FTIRZ will participate in the construction of a facility on FISD property within the FTIRZ. This will be a facility designed for educational recreation programming by the FISD and for public recreation use. Additionally, the FTIRZ will participate in the construction, maintenance and operations of a Technology Center for educational purposes on the college campus within the FTIRZ. This center will be designed for educational instruction in various high technology areas. The Technology Center construction, maintenance and operations will be funded upon the Captured Assess Valuation (“CAV”) within the FTIRZ reaching \$350,000,000 subject to the FTIRZ Board of Directors approval. Annual funding of the maintenance and operations of the Technology Center in the amount of two hundred thousand dollars (\$200,000) is subject to the continued participation of the CCCCDC in the Zone at a rate which generates revenue from the CCCCDC participation payment to the TIF not less than the annual maintenance and operation funding.

The projects added to the Project Plan and Financing Plan by the 2000 Amendment are not intended to be fully funded by the Zone. Zone funding, however may be used as an additional or gap funding mechanism in the case of shortfall upon the approval of the FTIRZ Board of Directors.

| | |
|---|---------------------|
| Project Construction and Acquisition Costs | \$17,130,878 |
| Maintenance & Operation Costs | \$ 6,400,000 |
| Total Phase II FTIRZ Costs | \$23,530,878 |

Phase III-

The proposed public improvements in the FTIRZ Phase III fall into three general categories; public infrastructure improvements (including streets, storm water drainage, water system, and sewer system improvements), land purchase, and public recreational facilities. The estimated costs of each item and a brief description of each project follows.

Phase III projects began immediately with the approval of the 2000 Amendment to the FTIRZ. Not all project costs for the Phase III projects being carried out in the FTIRZ will be funded by FTIRZ tax revenues.

The items described below for Phase III will be funded by the issuance of debt obligations of the City as described in section 6 below, the debt service on which is a project cost of the FTIRZ. The estimated annual debt service payments on such debt obligations are set forth in Attachment 2 hereto.

The City of Frisco, Frisco Economic Development Corporation and Frisco Community Development Corporation are funding partners, along with private developers, for the Phase III projects, as reflected by development agreements with the FTIRZ Board of Directors. The agreements place a cap on the amount the FTIRZ and other public funding partners are to pay for these specific public improvements, with the private developers being responsible for any cost above the cap. The projects and amounts to be funded from the FTIRZ are outlined below:

Infrastructure Improvements

| | <u>Amount funded by FTIRZ/Total Project Cost</u> |
|--|---|
| Infrastructure improvements supporting Frisco Sports Complex (Streets, Drainage, and Utilities) | \$2,025,000/\$4,500,000 |

Land Purchase

| | <u>Amount funded by FTIRZ/Total Project Cost</u> |
|--|---|
| Land Purchase for Frisco Sports Complex (28 Acres) | \$3,825,000/\$8,500,000 |

Public Recreational Facilities

| | <u>Amount funded by FTIRZ/Total Project Cost</u> |
|--|---|
| Double A Minor League Ballpark | \$9,900,000/\$22,000,000 |
| Hockey Arena including approximately 3,500 seats, one main ice arena, and one additional NHL size ice arena | \$9,000,000/\$20,000,000 |
| Parking for Public Facilities | \$4,500,000/\$10,000,000 |
| Gymnastics Facility | \$900,000/2,000,000 |

| | |
|--|----------------------------------|
| Total Phase III FTIRZ/Total Project Costs | \$30,150,000/\$67,000,000 |
|--|----------------------------------|

Phase IV

The proposed public improvements in the FTIRZ Phase IV fall into three general categories; public infrastructure improvements (including streets, storm water drainage, water system, and sewer system improvements), land purchase, and public recreational facilities. The estimated costs of each item and a brief description of each project follows.

Phase IV projects began immediately with the approval of the 2003 Amendment to the FTIRZ. Not all project costs for the Phase IV projects being carried out in the FTIRZ will be funded by FTIRZ tax revenues.

The items described below for Phase IV will be funded by the issuance of debt obligations of the City as described in section 6 below, the debt service on which is a project cost of the FTIRZ. The estimated annual debt service payments on such debt obligations are set forth in Attachment 2 hereto.

The City of Frisco, Frisco Economic Development Corporation and Frisco Community Development Corporation, are funding partners, along with private developers, for the Phase IV projects, as reflected by development agreements with the FTIRZ Board of Directors. In addition, the proposed Participation Agreement with Collin County will increase the participation amount for the County from the current 50% to a maximum of 80% four years from now, adjusted to pay for an amount equal to the amount necessary to fund the annual debt service payments for \$20,000,000. The agreements place a cap on the amount the FTIRZ and other public funding partners are to pay for these specific public improvements, with the private developers being responsible for any cost above the cap.

The City of Frisco and the Collin County Community College District may partner to develop an administrative office and classroom building within the Zone that will provide existing and prospective businesses within the Zone unique training and partnering opportunities. The Zone may fund up to a total of \$7,000,000 for the purchase of land and/or for development of the building and associated parking. It is not intended that the Zone fund over \$7,000,000 for the entire project. The projects and amounts to be funded from the FTIRZ are outlined below:

Infrastructure Improvements

Amount funded by FTIRZ/Total Project Cost

| | |
|--|-------------------------|
| Infrastructure improvements supporting Frisco Soccer Complex (Streets, Drainage, and Utilities) | \$2,380,000/\$3,400,000 |
| Storm water retention/detention area improvements located at The north east corner of SH 121 and the Dallas North Tollway, Supporting drainage of the FTIRZ #1 area. | \$100,000/\$100,000 |

Land Purchase

Amount funded by FTIRZ/Total Project Cost

| | |
|--|---------------------------|
| Land Purchase for Frisco Soccer Complex (144 acres) | \$13,020,000/\$18,600,000 |
| Land for storm water retention/detention area located at the North east corner of SH 121 and the Dallas North Tollway and supporting drainage for the FTIRZ #1 area. | \$300,000/\$300,000 |
| Land for Collin County Community College District Admin. Offices, classrooms, and associated parking. | \$7,000,000/\$7,000,000 |

Public Recreational Facilities

Amount funded by FTIRZ/Total Project Cost

| | |
|---|---------------------------|
| Major League Soccer Stadium with 20,000 seats | \$24,500,000/\$35,000,000 |
|---|---------------------------|

| | |
|---|-----------------------------------|
| 17 Tournament Soccer Fields with public access | \$3,500,000/\$5,000,000 |
| Parking to support the complex | \$2,100,000/\$3,000,000 |
| Municipal Convention Center and parking garage | \$10,000,000/\$28,000,000 |
| Public entry feature(s) within Zone | \$600,000/\$600,000 |
| Office/classroom building for use by the CCCC and parking | \$7,000,000/\$7,000,000 |
| Total Phase IV FTIRZ/Total Project Costs | \$70,500,000/\$108,000,000 |

Phase V

The proposed public improvements in the FTIRZ Phase V fall into three general categories; public infrastructure improvements (including streets, storm water drainage, water system, and sewer system improvements), parking structures, and facilities which include a public cultural arts and science center and expansion of a public recreational facility. The estimated costs of each item and a brief description of each project are seen below:

Phase V projects are projected to be done in two stages; first stage began immediately with the approval of the 2008 Amendment to the FTIRZ. Stage one includes the expansion of the Stars Arena and the construction of an additional parking structure. The second parking structure and the Cultural Arts and Science Center will move forward with design and additional debt will be sold at a later date. Not all project costs for the Phase V projects being carried out in the FTIRZ will be funded by FTIRZ tax revenues.

The items described below for Phase V will be funded by the issuance of debt obligations of the City as described in section 6 below, the debt service on which is a project cost of the FTIRZ. The estimated annual debt service payments on such debt obligations are set forth in Attachment 2 hereto.

The City of Frisco and the Frisco Independent School District are funding partners, along with private developers, for the Phase V projects, as reflected by development agreements with the FTIRZ Board of Directors. The agreements place a cap on the amount the FTIRZ and other public funding partners are to pay for these specific public improvements, with the private developers being responsible for any cost above the cap. The projects and amounts to be funded from the FTIRZ are outlined below:

| <u>Public Recreational Facilities</u> | <u>Amount funded by FTIRZ/Total Project Cost</u> |
|---|---|
| Expansion of arena with 1,500 additional seats | \$ 23,000,000/\$23,000,000 |
| Parking to support the arena and office complex | 3,500,000/\$13,000,000 |
| Parking to support the Frisco Junction Complex | 6,000,000/\$10,000,000 |
| Cultural Arts and Science Center | 7,000,000/\$12,000,000 |
| Total Phase V FTIRZ/Total Project Costs | \$39,500,000/\$58,000,000 |

Phase VI

The proposed public improvements in the FTIRZ Phase VI fall into three general categories; public infrastructure improvements (including streets, storm water drainage,

water system, and sewer system improvements, site work), land acquisition and facilities which includes additional improvements for the expansion of a public recreational facility.

The estimated costs of each item and a brief description of each project are seen below:

Phase VI projects include land acquisition for the Frisco Junction Complex. This public land is being included in the FTIRZ to energize development and redevelopment in the downtown corridor. The maintenance and operations of the Superdome facility (a FTIRZ project funded in Phase I) will continue to enhance the area surrounding the CCCCD campus. Annual funding of maintenance and operations of the recreation\educational facility in the amount of one hundred thousand dollars (\$100,000) will be funded from FTIRZ revenues. The additional improvements to the Hockey Arena will allow for a broader spectrum of events to be held in the facility. The infrastructure for the site of the Museum of the American Railroad will allow for the relocation of this organizations collection to Frisco and will generate further economic activity in the area.

Phase VI projects are projected to begin immediately with the approval of the 2010 Amendment to the FTIRZ. Not all project costs for the Phase VI projects being carried out in the FTIRZ will be funded by FTIRZ tax revenues.

The City of Frisco, Frisco Community Development Corporation and the Hotel/Motel Fund are funding partners, along with private developers, for the Phase VI projects, as reflected by development agreements with the City of Frisco. The agreements place a cap on the amount the FTIRZ and other public funding partners are to pay for these specific public improvements, with the private developers being responsible for any cost above the cap.

Facilities (Recreational/Educational)

Additional Cost for the Expansion of arena
 CCCCD Improvements - Maintenance & Operation Costs

**Amount funded by
 FTIRZ/Total Project Cost**
 \$500,000/\$500,000
 \$2,900,000/\$2,900,000

Infrastructure Improvements

Infrastructure improvements supporting MAR
 (Streets, Drainage, and Utilities)

**Amount funded by
 FTIRZ/Total Project Cost**
 \$500,000/\$2,000,000

Land Purchase

Land Purchase for Frisco Junction Complex (2.24 acres)

**Amount funded by
 FTIRZ/Total Project Cost**
 \$430,000/\$430,000

Total Phase VI FTIRZ/Total Project Costs

\$4,330,000/\$5,830,000

Phase VII-

The proposed public improvements in the FTIRZ Phase VII fall into two general categories; educational facilities and public recreational facilities. The estimated costs of each item and a brief description of each project follows:

Phase VII projects are projected to begin immediately with the approval of the 2012 Amendment to the FTIRZ. Not all project costs for the Phase VII projects being carried out in the FTIRZ will be funded by FTIRZ tax revenues.

| <u>Public Recreational Facilities</u> | <u>Amount funded by FTIRZ/Total Project Cost</u> |
|--|---|
| Fieldhouse USA | \$12,500,000/\$17,600,000 |
| Electronic Signage | \$1,500,000/\$1,500,000 |
| Total Phase VII FTIRZ/Total Project Costs | \$14,000,000/\$19,100,000 |

Phase VIII-

The proposed public improvements in the FTIRZ Phase VIII fall into two general categories; public recreational facilities and public infrastructure. The estimated costs of each item and a brief description of each project follows:

Phase VIII projects are projected to begin immediately with the approval of the 2014 amendment to the FTIRZ. Not all project costs for the Phase VIII projects being carried out in the FTIRZ will be funded by FTIRZ tax revenues.

| <u>Public Recreational Facilities</u> | <u>Amount funded by FTIRZ/Total Project Cost</u> |
|---|---|
| Multi-use sports and event center; outdoor athletic Facilities and parking facilities | \$85,000,000/\$175,040,000 |
| Dr Pepper Arena Basketball flooring | \$90,000/\$90,000 |
| Improvements to AA minor league baseball facility | \$6,000,000/\$6,000,000 |

| <u>Land Purchase</u> | <u>Amount funded by FTIRZ/Total Project Cost</u> |
|---|---|
| Land Purchase for multi-use event center (18.147 acres) | \$0/\$5,000,000 |

| <u>Infrastructure Improvements</u> | <u>Amount funded by FTIRZ/Total Project Cost</u> |
|--|---|
| Infrastructure improvements supporting MUEC (Ancillary improvements for special event center and outdoor athletic fields including roads, water and sewer lines, storm drainage improvements, landscaping, open space improvements lighting, walkways, fountains, plazas and similar infrastructure and parking facility | \$5,000,000/\$5,000,000 |
| Façade and aesthetic improvements to parking facilities | \$275,000/\$825,000 |
| Construction of a 40,000 square foot conference center and adjacent 1,000 space parking facility | \$10,000,000/\$10,000,000 |

| | |
|---|------------------------------------|
| Total Phase VIII FTIRZ/Total Project Costs | \$106,365,000/\$201,955,000 |
|---|------------------------------------|

Educational Facilities – There are no new Educational Facilities for Phase VIII

The projects outlined in this section will be funded as revenues within the Educational Account of the FTIRZ are sufficient to pay for such projects. The tentative

timetable for these projects is five to fifteen years. Below is a list of educational facility projects to be constructed within the FTIRZ.

Phase I Facilities (Educational)

| | |
|--------------------------|-------------|
| Elementary\Middle School | \$8,000,000 |
| High School Expansion | \$8,000,000 |

Additional Educational Facilities as approved by 2000 Amendment and as shown on Map A-1

Phase II Amended Facilities (Educational)

| | |
|--|--------------|
| Administration Building site (2 nd Phase) | \$3,500,000 |
| High School Site | \$48,000,000 |
| Middle School Site | \$22,000,000 |
| High School Site | \$55,000,000 |

Additional Educational Facilities as approved by the 2003 Amendment and as shown on Map A-2

Phase III Amended Facilities (Educational)

| | |
|-----------------------------|----------------|
| Elementary School Sites (4) | \$49,000,000 |
| Middle School Sites (3) | \$66,000,000 |
| High School Sites (2) | \$ 107,000,000 |

Additional Educational Facilities as approved by 2012 Amendment and as shown on Map A-6

Phase VII Amended Facilities (Educational)

| | |
|---|--------------|
| Allen Elementary School (15.263 Acres) | \$13,000,000 |
| Corbell Elementary School (9.174 Acres) | \$12,000,000 |
| Phillips Elementary School (12.52 Acres) | \$12,500,000 |
| Purefoy Elementary School (8.754 Acres) | \$12,000,000 |
| Stafford Middle School (21.4 Acres) | \$23,000,000 |
| Liberty High School (66.325 Acres) | \$65,000,000 |
| Roach Middle School (24.799 Acres) | \$23,000,000 |
| Vandeventer Middle School (20 Acres) | \$24,000,000 |
| Elementary School-Independence (30.738) | \$13,000,000 |
| Middle School-Independence (included with elem. school) | \$25,000,000 |
| High School #7-Independence (87.909 Acres) | \$75,000,000 |

Total Educational Facilities

Project Construction and Acquisition Costs \$ 664,000,000

Other Plan Obligations – Chapter 380 Agreements

| | |
|---|--------------|
| Grant Agreement-Champion Warren | \$ 1,030,155 |
| Grant Agreement-Conifer Revenue Cycle Solutions | \$ 850,000 |

Total Other Plan Obligations \$ 1,880,155

3. An economic feasibility study.

An economic feasibility analysis was completed and is included as Attachment 2. This analysis takes a more aggressive approach to the projected growth in the CAV within the FTIRZ #1 than does item 8 below. This is due to the fact that all indicators point to acceleration in development in the region and specifically within the tax revenue generating portion of the FTIRZ #1. A less aggressive schedule was used in item 8 below in order to be as conservative as possible and project a worst case scenario when evaluating the debt payment requirements for the FTIRZ #1.

A review of the economic feasibility study was performed at the time Amendments #1 and #2 were approved. The original economic feasibility study shows that there is excess capacity within the Educational Account which will support additional projects. In addition, the actual Captured Assessed Value for the FTIRZ #1 is outperforming the assumed Captured Assessed Value used in the Economic Feasibility study. Finally, the original Economic Feasibility study assumed a 25% City tax abatement for the real property owned by General Growth Properties. This agreement was amended and that tax abatement was replaced by a Section 380 Sales Tax Grant, allowing the City to contribute to the Tax Increment Fund at a full 100%. This Section 380 Sales Tax Grant is now paid in full. In addition, several of the proposed Phase II Projects have been funded through City of Frisco General Fund and G.O. bond fund money.

4. The estimated amount of bonded indebtedness to be incurred.

The total principal amount issued for the project construction and acquisition costs in Phase I is \$7,710,700 with an additional estimated \$714,300 in issuance costs and capitalized interest. The total indebtedness for Phase I is \$8,425,000.

The total estimated principal amount to be issued for the project construction and acquisition costs in Phase II is \$19,500,000 with an additional estimated \$1,000,000 in issuance costs, including capitalized interest. The total indebtedness for Phase II is estimated at \$20,500,000. This debt has not been issued.

The total estimated principal amount to be issued for the project construction and acquisition costs in Phase III is \$67,000,000 with an additional estimated \$1,000,000 in issuance costs and capitalized interest. The total indebtedness for Phase III is \$68,000,000.

The total estimated principal amount to be issued for the project construction and acquisition costs in Phase IV is \$73,000,000 with an additional estimated \$1,000,000 in issuance costs and capitalized interest. The total indebtedness for Phase IV is estimated at \$74,000,000.

The total estimated principal amount to be issued for the project construction and acquisition costs in Phase V is \$58,500,000 with an additional estimated \$1,000,000 in issuance costs and capitalized interest. The total indebtedness for Phase V is estimated at \$59,500,000.

There is no debt issuance proposed for Phase VI.

The total estimated principal amount issued for the project construction and acquisition costs in Phase VII is \$12,500,000 which included issuance costs. The signage will be paid from cash reserves. The Educational Facilities are funded with other financing instruments.

The total estimated principal amount to be issued for the Multi-use Event Center project construction and acquisition costs in Phase VIII is \$90,000,000. In addition the cost of the basketball court and the façade on the parking facility will be paid from annual FTIRZ revenue. The Chapter 380 Grant Agreements will be paid from annual FTIRZ revenue and total \$1,880,155. It is anticipated that additional debt will be issued for the improvements to the AA Minor League baseball facility and for the 40,000 sq ft conference center and parking facility. The total estimated amount for these two projects is \$6,000,000 and \$10,000,000 respectively. The total indebtedness for Phase VIII is estimated at \$106,000,000.

5. The time when related costs or monetary obligations are to be incurred.

The City issued in May of 1997 Certificates of Obligations for the Phase I projects in the amount described in Item 4 above. Phase II and Educational Facilities costs requiring monetary obligations will begin as described in sections 2 and 3 above and in Attachment 2 herein.

Phase III Projects were funded from a debt obligation of the City issued in 2001 in the amount described in Item 4 above. Phase IV Projects were funded from a debt obligation of the City issued in 2003 in the amount described in Item 4 above. Phase V Projects were partially funded from a debt obligation of the City issued in February 2008 and an additional sale in November 2009.

Phase VI Projects in the amounts described above will be paid from cash reserves in the FTIRZ and other funding sources.

Phase VII Projects were partially funded from a debt obligation of the City issued in 2008 in the amount described in Item 4 above.

Phase VIII Projects will be funded from certificates of obligation to be issued by the City in July 2014 in the maximum principal amount of \$90,000,000 and the balance to be issued at a later date.

6. A description of the methods of financing all estimated project costs and the expected sources of revenue to finance or pay project costs, including the percentage of tax increment to be derived from property taxes of each taxing unit on real property in the FTIRZ #1.

All project construction and acquisition costs for Phases I, III, IV, V and VII for which the FTIRZ #1 will be responsible for funding will be financed through the issuance of Certificates of Obligation by the City. In order to take advantage of lower borrowing costs, the Certificates of Obligation will be secured by a general ad-valorem pledge of the City, and may be additionally secured by other revenue sources of the City, including FTIRZ #1 revenues. FTIRZ #1 revenues are to be used and are dedicated and pledged to pay the Certificates of Obligation as project costs of the FTIRZ #1.

Phase II and Educational Facilities will be funded with the issuance of tax increment revenue bonds or other debt instruments. If applicable law in effect at the time of such funding permits the costs of such projects may be paid from the FTIRZ #1 fund.

Phase VI projects will be paid with FTIRZ #1 cash reserves and other contributions from the Frisco Community Development Corporation, the Frisco Hotel/Motel Fund and our partners, which include the Museum of the American Railroad and other private developers.

The project costs described above, as well as any debt service on obligations issued to fund said costs, including any debt issued to refund said obligations, shall be project costs of the zone. These costs will be paid by revenues derived from real property taxes captured by the FTIRZ #1. The City of Frisco, the Collin County Community College District and the Frisco independent School District are all participating at 100% in the FTIRZ #1. Collin County's participation in the FTIRZ #1 was at 50% until 2007, when by agreement it was increased to a maximum of 80%, adjusted annually to pay for an amount equal to the amount necessary to fund the annual debt service payments for \$20,000,000.

Phase VII projects, including any debt issued, will be paid with FTIRZ #1 revenues from the City and the Fisd.

Phase VIII projects, including any debt issued will be paid partially with FTIRZ #1 revenues from the City and the Fisd, as well as contributions from the Frisco Economic Development Corporation and the Frisco Community Development Corporation. In addition the basketball court and the façade on the parking facility will be paid from the fund balance in the FTIRZ #1. The Chapter 380 Grant Agreements will be paid from annual FTIRZ #1 revenue. Additional debt will be issued for the AA Minor League baseball facility improvements and will be supported from FTIRZ #1 revenue and lease revenue. Additional debt may be issued for the 40,000 sq ft of conference space and parking facility and will be supported from FTIRZ #1 revenue and hotel/motel contributions.

7. The current total appraised value of the taxable real property in the FTIRZ #1.

The total appraised value of the taxable property in the FTIRZ #1 in 1997, at the time of its creation was \$16,126,133.

At the time of the 2014 Amendment, the preliminary captured value of real property in the FTIRZ #1 was \$1,153,940,128, which does not include the value of property added to the FTIRZ #1 as a result of the 2014 Amendment. A historical presentation of the captured appraised values for the FTIRZ is shown in section 8 below.

8. The estimated captured appraised value of the FTIRZ #1 during each year of its existence.

A less aggressive schedule was used in this item than in item 3 above in order to be as conservative as possible and project a worst case scenario when evaluating the debt load for the City and the FTIRZ #1. The original assessed value of the FTIRZ #1 assumed an annual growth in the appraised value of 2%. This was less than the historic

annual growth of 3% in assessed values for malls in Collin County since 1991 and far less than the 8.7% this area had seen in added property value in the last few years prior to creation of the FTIRZ #1. Under this scenario the estimated captured appraised value of the improvements in the FTIRZ #1 per year is listed below. The actual captured value far exceeds the original estimates of the total appraised value. The revenue generating portion of the FTIRZ #1 is almost built out. There is on-going construction and a small amount of vacant land remaining.

| <u>Year</u> | <u>Original Estimated Appraised Value</u> | <u>Actual Captured Value</u> |
|-------------|---|------------------------------|
| 1998 | 50,000,000 | 8,810,822 |
| 1999 | 100,000,000 | 59,810,642 |
| 2000 | 137,500,000 | 205,329,418 |
| 2001 | 150,000,000 | 352,548,590 |
| 2002 | 150,000,000 | 479,407,767 |
| 2003 | 152,000,000 | 529,353,085 |
| 2004 | 155,040,000 | 579,993,614 |
| 2005 | 158,140,800 | 634,973,261 |
| 2006 | 161,303,616 | 718,969,683 |
| 2007 | 164,529,688 | 830,866,416 |
| 2008 | 167,820,282 | 939,239,425 |
| 2009 | 171,176,688 | 968,278,962 |
| 2010 | 174,600,221 | 900,065,473 |
| 2011 | 178,092,226 | 907,471,729 |
| 2012 | 181,654,070 | 948,269,733 |
| 2013 | 185,287,152 | 1,024,191,586 |
| 2014 | 188,992,895 | 1,112,704,377 |
| 2015 | 192,772,753 | |
| 2016 | 196,628,208 | |
| 2017 | 200,560,772 | |
| 2018 | 204,571,987 | |
| 2019 | 208,663,427 | |
| 2020 | 212,836,696 | |
| 2021 | 217,093,430 | |
| 2022 | 221,435,298 | |
| 2023 | 225,864,004 | |
| 2024 | 230,381,284 | |
| 2025 | 234,988,910 | |
| 2026 | 239,688,688 | |
| 2027 | 244,482,462 | |
| 2028 | 249,372,111 | |
| 2029 | 254,359,553 | |
| 2030 | 259,446,744 | |
| 2031 | 264,635,679 | |
| 2032 | 269,928,393 | |
| 2033 | 275,326,961 | |
| 2034 | 280,833,500 | |
| 2035 | 286,450,170 | |
| 2036 | 292,179,173 | |
| 2037 | 298,022,757 | |
| 2038 | 303,983,212 | |

9. The duration of the FTIRZ.

The FTIRZ was created on February 19, 1997. The termination of the FTIRZ is set as either December 31, 2038, or the date when all project costs are paid and all debt is retired, whichever comes first.

EXHIBIT "A"

**City of Frisco
Collin County
Texas**

Tax Increment Reinvestment Zone #1 Property Description and Acreage

| TRACT LABEL | DESCRIPTION OF PROPERTY | AREA (ACRES) |
|-------------------------------|---|-------------------|
| A | Gaylord Property\General Growth (Mall Site, etc.) | ±718.0067 |
| B | High School Area on Parkwood Blvd. | ±66.8820 |
| C | City Park on Parkwood Blvd. | Combined w/ Above |
| D | City Park on Hillcrest Road | ±3.7 |
| E | School Site on Hillcrest/Preston Vineyard Drive | ±9.542 |
| F | North Dallas Toll Road SH121 North to FM720 | ±167.79 |
| } | | {36.16} |
| G | North Dallas Toll Road FM720 North to US380 | ±183.61 |
| H | FM720 (Main Street, etc.) | ±22.66 |
| | SH289 West to Toll Road | |
| I | SH289 (Preston Road) | ±77.25 |
| | SH121 North to FM 720 | |
| J | Lebanon Road - 400 feet East of SH289 West to crossing SH289 to Toll Road | ±9.047 |
| | | {7.123} |
| K(a) | Combination of 5th and Parkwood to FM720 Northern Portion | ±3.31 |
| K(b) | Parkwood Blvd.-Intersect with S. 5th St. to Lebanon Rd.-Center Portion SH121 North to FM720 | ±17.99 |
| K☐ | Parkwood Blvd.-From Lebanon Rd. to Opubco Property Line-Southern Portion Outside Opubco {Entire Tract to be added once annexed} | ±{12.854} |
| L | Collin County Community College Area on Wade Blvd. | ±111.643 |
| M | Wade Blvd. SH289 East to College Parkway | ±9.52 |
| N | Warren Parkway - SH289 to Ohio Drive/ Ohio Drive - Warren Parkway to SH121 | ±11.70 |
| O | SH121 - North Dallas Toll Road to SH289 | ±10.15 |
| Total Acreage in TIRZ: | | ±1,203.03 |

EXHIBIT "A-2"

City of Frisco
Collin County
Texas

**Additional Tax Increment Reinvestment Zone #1
Property Description and Acreage
All Tract Numbers Refer to Map A-1**

| TRACT LABEL | DESCRIPTION OF PROPERTY | |
|---|---|-----------------|
| E6 | Administrative Building, Phase II, 6942 Maple Road | ±72.677 |
| E8 | Middle School at King's Ridge Road | ±30.606 |
| E9 | High School at Coit and Rolater Road | ±76.477 |
| E10 | High School at EIDorado Parkway | ±60.545 |
| F7 | County Road from (Administration Bldg.) 6942 Maple Road to FM 720 | ±2.374 |
| F9 | Spur 33 Road from Preston Road to King's Ridge Road | ±6.829 |
| F10 | Coit Road from School at Rolater Road to FM 720, FM 720 from Coit Road to King's Ridge Road, King's Ridge Road from School at King's Ridge Road to FM 720 | ±44.811 |
| F11 | Coit Road from FM 720 to EIDorado Parkway and EIDorado Parkway from Coit Road to High School at EIDorado Parkway | ±11.407 |
| <hr/> Total Acreage in Amendment | | ±305.699 |

EXHIBIT "A-3"

City of Frisco Collin County Texas and Denton County Texas

Additional Tax Increment Reinvestment Zone #1 Property Description and Acreage All Tract Numbers Refer to Map A-3

| TRACT LABEL | DESCRIPTION OF PROPERTY | AREA (ACRES) |
|-----------------------------------|--|---------------------|
| P1 | Frisco Soccer Complex Site | ±123.712 |
| R1 | ROW of Teel Road from Lebanon Road to Stewart Creek Road | ±8.713 |
| R2 | ROW of Stewart Creek Road from Teel Road to Midnight Moon Drive | ±3.196 |
| R3 | ROW of Trails Parkway from Main Street to Old Orchard Road and the ROW of Old Orchard Road from Trails Parkway to La Mesa Drive | ±3.792 |
| R4 | ROW of Twin Falls Drive from Main Street to High Shoals Drive and ROW of Idlewild Drive west of Twin Falls Drive | ±7.231 |
| R5 | ROW of El Dorado Parkway from Dallas Parkway to North Ridge Drive | ±29.901 |
| R7 | ROW of Main Street from Dallas Parkway to Twin Falls Drive | ±34.281 |
| R8 | ROW of Lebanon Road from Dallas Parkway to Teel Road | ±41.898 |
| R9 | ROW of High Shoals Drive to Palisades Drive | ±1.860 |
| R10 | ROW of Grayhawk Boulevard from Main to Swan Lake Drive; ROW of Swan Lake Drive from Grayhawk Boulevard to East Talon Drive; ROW of Spirit Falls Drive from East Talon Drive to Roadster Drive. | ±5.075 |
| E1 | Griffin Middle School Site - 3703 El Dorado Parkway | ±41.429 |
| E2 | Pioneer Heritage Middle School Site - 1649 High Shoals Drive | ±23.990 |
| E3 | Middle School/High School Site Stewart Creek Road and 4 th Army Memorial Road | ±25.378 |
| E4 | Fisher Elementary – 2500 Old Orchard Drive | ±10.000 |
| E5 | Sparks Elementary – 8500 Wade Blvd | ±8.000 |
| E6 | Elementary School Site – Lone Star Ranch | ±8.000 |
| E7 | Boals Elementary School Site | ±8.801 |
| E8 | High School Site – Dallas Parkway and Legacy Drive | ±102.989 |
| Total Acreage in Amendment | | ±488.246 |

EXHIBIT "A-4"

City of Frisco Collin County Texas

Proposed Additional Tax Increment Reinvestment Zone #1 Property Description and Acreage All Tract Numbers Refer to Map A-4

| TRACT LABEL | DESCRIPTION OF PROPERTY | AREA (ACRES) |
|-----------------------------------|---|---------------------|
| P1 | Northwest corner-Main Street and BNSF (Grain silos) | ±2.170 |
| P2 | 6410 Main Street (grain silos) | ±0.458 |
| P3 | 8940 John W Elliot (metal building and white brick building) | ±1.5713 |
| P4 | Southwest corner of Main Street and the BNSF railway crossing (Greensmith) | ±1.5277 |
| P5 | Northwest corner-old Main Street and John W Elliot | ±0.8116 |
| P7 | 8760 John W Elliott (red brick building) | ±0.124 |
| P8 | 8721 Railroad Ave. and 8741 Railroad Ave. | ±0.45 |
| P9 | 8554 Railroad Ave. | ±1.692 |
| P10 | Property along the BNSF railroad | ±5.46 |
| P11 | Moore Street (Senior Center location) | ±3.636 |
| P12 | Parcel east of Beal Aerospace building | ±12.346 |
| P13 | Frisco City Hall/Library site | ±5.426 |
| P14 | Old Library location | ±1.3537 |
| P15 | Frisco Square Plaza | ±1.6799 |
| R2 | ROW – Frisco Square Blvd. (Library to John W Elliott) | ±1.2420 |
| R3 | ROW – Page Street (Library to John W Elliott) | ±0.6480 |
| R4 | ROW – Roadways within FSMD (Coleman, Frisco Square Blvd., Page, Church Library, Burnham, Moore, Gordon, Clarkson, Goodhue, Cotton Gin Road, Short | ±16.2389 |
| R5 | ROW – Main Street/John W Elliot (Mahard Feed Mill) | ±0.0735 |
| Total Acreage in Amendment | | ±56.9086 |

EXHIBIT "A-5"

City of Frisco
Collin County Texas

**Proposed Additional Tax Increment Reinvestment Zone #1
Property Description and Acreage
All Tract Numbers Refer to Map A-5**

| TRACT LABEL | DESCRIPTION OF PROPERTY | AREA (ACRES) |
|---|--------------------------------|---------------------|
| P1 | O'Neal Tract 1 | ±0.260 |
| P2 | O'Neal Tract 2 | ±0.177 |
| P3 | O'Neal Tract 3 | ±0.224 |
| P4 | O'Neal Tract 4 | ±0.103 |
| P5 | John W Elliott Dr – Block 101 | ±1.4722 |
| <hr/> | | |
| | Total Acreage in Amendment | ±2.2362 |
| Total Acreage After Additional {Annexation}: | | ±2,056.1198 |

EXHIBIT "A-6"

City of Frisco Collin County Texas and Denton County Texas

Additional Tax Increment Reinvestment Zone #1 Property Description and Acreage All Tract Numbers Refer to Map A-6

| TRACT LABEL | DESCRIPTION OF PROPERTY | AREA (ACRES) |
|--|---|---------------------|
| P1 | Fieldhouse USA Site | ±10.554 |
| R1 | ROW of Teel Parkway from Stafford Middle School to Main Street and ROW of Panther Creek Parkway from Teel Parkway to Adeline Drive | ±40.089 |
| R2 | ROW of The Trails Parkway from Teel Parkway to Crockett Drive and ROW of Smotherman Road from The Trails Parkway to Corbell Elementary | ±8.231 |
| R3 | ROW of Legacy Drive from Main Street to Allen Elementary | ±30.527 |
| R4 | ROW of John W. Elliott Drive from Main Street to Sports Village Road and ROW of Technology Drive from John W. Elliott Drive to Frisco Street | ±6.386 |
| R5 | ROW of Independence Parkway from Lebanon Road to Northern City Limit and ROW of Eldorado Parkway from Independence Parkway to Heritage High School | ±42.404 |
| R6 | ROW of Rolater Road from Independence Parkway to Liberty High School | ±2.843 |
| E1 | Stafford Middle School Site – 2288 Little River Drive | ±21.400 |
| E2 | Phillips Elementary School Site – 2285 Little River Drive | ±12.520 |
| E3 | Purefoy Elementary School Site – 11880 Teel Parkway | ±8.754 |
| E4 | Corbell Elementary School Site – 11095 Monarch Drive | ±9.174 |
| E5 | Allen Elementary School Site – 5800 Legacy Drive | ±15.263 |
| E6 | Roach Middle School Site – 12499 Independence Parkway | ±24.799 |
| E7 | High School #7 Site – Independence Parkway, North of Main Street | ±87.909 |
| E8 | Elementary School/Middle School Site - Independence Pkwy, North of Main Street | ±30.738 |
| E9 | Liberty High School Site – 15250 Rolater Road | ±66.325 |
| E10 | Vandeventer Middle School Site – 6075 Independence Pkwy | ±20.000 |
| Total Acreage in Amendment | | ±437.916 |
| Total Acreage in TIRZ#1 after amendment | | ±2,494.04 |

EXHIBIT "A-7"

City of Frisco
Collin County Texas and Denton County Texas

Additional Tax Increment Reinvestment Zone #1
Property Description and Acreage
All Tract Numbers Refer to Map A-7

| TRACT LABEL | DESCRIPTION OF PROPERTY | AREA (ACRES) |
|--------------------|---|---------------------|
| P1 | Multi-use event center; outdoor athletic playing fields And parking facilities | ±18.147 |
| <hr/> | | |
| | Total Acreage in Amendment | ±18.147 |
| | Total Acreage in TIRZ#1 after amendment | ±2,512.187 |

Attachment I
Frisco Tax Increment Refinancing Zone #1
Detail of Debt Obligations Outstanding

Phase I

| | | |
|------|--|------------|
| 1997 | City of Frisco Certificates of Obligations (Tax exempt) | Refunded |
| 1997 | City of Frisco Certificates of Obligations (Taxable) | \$ 960,000 |

Phase III

| | | |
|-------|--|--------------|
| 2001A | City of Frisco Certificates of Obligations (Tax exempt) | Refunded |
| 2001B | City of Frisco Certificates of Obligations (Taxable) | \$16,354,964 |

Phase IV

| | | |
|-------|---|--------------|
| 2003A | City of Frisco Certificates of Obligations (Tax exempt) | \$ 4,035,000 |
| 2003B | City of Frisco Certificates of Obligations (Taxable) | \$ 9,925,000 |
| 2005 | City of Frisco General Obligation Refunding Bonds (Tax exempt) | \$ 3,344,905 |
| 2007 | City of Frisco General Obligation Refunding Bonds (Tax exempt) | \$21,500,000 |

Phase V

| | | |
|---------------|---|--------------|
| 2008A | City of Frisco Certificates of Obligations (Tax exempt) | \$27,475,000 |
| 2008B | City of Frisco Certificates of Obligations (Taxable) | \$20,235,000 |
| Phase 2009 | City of Frisco Certificates of Obligations (Tax exempt) | \$ 3,810,000 |
| 2009 | City of Frisco General Obligation Refunding Bonds (Tax exempt) | \$ 1,230,000 |
| 2011 | City of Frisco General Obligation Refunding Bonds (Tax exempt) | \$29,425,000 |

Phase VIII

| | | |
|------|---|--------------|
| 2014 | City of Frisco Certificates of Obligation (Taxable) | \$90,000,000 |
|------|---|--------------|

Note: Debt obligations will continue through 2038. These obligations are paid through a combination of FTIRZ revenues and lease payments.

EXHIBIT C

Metes and Bounds
For Reinvestment Zone Number One, City of Frisco, Texas
(Tax Increment Reinvestment Zone)

(see attached)

Metes and Bounds

City of Frisco
Collin County Texas and Denton County Texas

Additional Tax Increment Reinvestment Zone #1
Property Description and Acreage
All Tract Numbers Refer to Map A-7

| TRACT LABEL | DESCRIPTION OF PROPERTY | AREA (ACRES) |
|--------------------|---|---------------------|
| P1 | Multi-use event center; outdoor athletic playing fields And parking facilities | ±18.147 |
| <hr/> | | |
| | Total Acreage in Amendment | ±18.147 |
| | Total Acreage in TIRZ#1 after amendment | ±2,512.187 |

EXHIBIT D

Map Portraying Boundary Change
For Reinvestment Zone Number One, City of Frisco, Texas
(Tax Increment Reinvestment Zone)

(see attached)

Proposed Additions to Frisco Tax Increment Reinvestment Zone #1

