JRP
10/15/15
Item No. 19

AN ORDINANCE 2015-10-15-0881

AUTHORIZING AMENDMENTS TO THE HOUSTON STREET PROJECT AND FINANCE PLANS, AND THE EXECUTION OF AN INTERLOCAL AGREEMENT BETWEEN BEXAR COUNTY, THE BOARD OF DIRECTORS OF THE HOUSTON STREET TAX INCREMENT REINVESTMENT ZONE NUMBER NINE, AND THE CITY OF SAN ANTONIO, TEXAS.

* * * * *

WHEREAS, the City recognizes the importance of its continued role in economic development, community development, community revitalization, planning and urban design; and

WHEREAS, by Ordinance Number 90969, dated December 9, 1999, pursuant to the Tax Increment Financing Act, Chapter 311 of the Texas Tax Code (as amended, hereinafter called the "Act"), the City created Reinvestment Zone Number Nine, City of San Antonio, Texas ("TIRZ") in accordance with the Act, to promote development and redevelopment of the Zone Property through the use of tax increment financing, in which development and redevelopment would not otherwise occur solely through private investment in the reasonably foreseeable future, and established a Board of Directors for the TIRZ; and

WHEREAS, on September 18, 2014 City Council through Ordinance No. 2014-09-18-0713 extended the term of the Houston Street TIRZ for an additional twenty years until September 30, 2034 and reduced the size of the Board of Directors from eleven to seven members of which four are to be appointed by City Council and three by Bexar County; and

WHEREAS, on June 4, 2015 City Council through Ordinance No. 2015-06-04-0489 extended the boundaries of the Houston Street TIRZ by adding 260 parcels equivalent to 138 parcel acres; and

WHEREAS, on October 5, 2015 the Houston Street TIRZ Board of Directors approved a resolution amending the TIRZ Project and Finance Plans and authorizing the execution of the Interlocal Agreement with Bexar County; and

WHEREAS, the City and the County will be the only participating taxing entities contributing to the TIRZ for the remaining term of the TIRZ; and

WHEREAS, participation by the City and the County and expansion of the TIRZ boundaries and term will allow for several projects to be funded including Economic Development Agreements with HVHC, Argo, the Maverick Building, and Economic Development Projects along the San Pedro Creek Improvement Project, Houston Street lighting Project, Frost Bank Tower infrastructure Project, renovations of the Alameda Theater and other future approved projects; and

WHEREAS, City staff has amended both the Project Plan and Finance Plan to include funding for new projects within the Houston Street TIRZ and the boundary and term extensions; and

WHEREAS, the Act authorizes the expenditure of funds derived within a reinvestment zone, whether from bond proceeds or other funds, for the payment of expenditures made or estimated to be made and monetary obligations incurred or estimated to be incurred by a municipality establishing a reinvestment zone, for costs of public works or public improvements in the reinvestment zone, plus other costs incidental to those expenditures and obligations, consistent with the Final Project Plan of the reinvestment zone, which expenditures and monetary obligations constitute project costs, as defined in Section 311.002 (1) of the Act ("Project Costs"); and

WHEREAS, it is officially found and determined that the meeting at which this Ordinance was passed was open to the public and public notice of the time, place and purpose of said meeting was given all as required by Chapter 551, Texas Government Code, and Chapter 311, Texas Tax Code; **NOW THEREFORE:**

BE IT ORDAINED BY THE CITY COUNCIL OF THE CITY OF SAN ANTONIO:

SECTION 1. The terms and conditions of the Interlocal Agreement with Bexar County allowing for funding of County projects including the Weston Urban Tower Project, the Alameda Theater Project, Economic Development Projects along the San Pedro Creek Improvements Project, and other future approved County Projects are hereby approved. A copy of the Interlocal Agreement in substantially final form is attached to this Ordinance as Exhibit A. A copy of the fully executed agreement will be substituted for Exhibit A upon receipt of all signatures.

SECTION 2. The City Manager or her designee is authorized to execute the attached Interlocal Agreement with Bexar County, in substantial form, incorporated into this Ordinance for all purposes.

SECTION 3. The Final Project Plan and the Final Finance Plan, as approved on October 5, 2015 by the TIRZ Board of Directors, are approved, and copies are attached as Exhibit B (Final Project Plan) and Exhibit C (Final Finance Plan) and incorporated into this Ordinance for all purposes.

SECTION 4. The Project Plan and Finance Plan are feasible and the Finance Plan is economically feasible as indicated in the plan analysis. The Project and Finance Plan are in compliance with the City's Master Plan and the City's Tax Increment guidelines and criteria by encouraging community revitalization, infrastructure improvements and housing within certain areas of the City which would not have occurred without tax increment financing.

SECTION 5. Approval and execution of the attached Interlocal Agreement does not have an immediate fiscal impact. Projects funded through the Houston Street TIRZ will be paid solely from tax increment generated through the TIRZ, so long as funds are available.

SECTION 6. Funding for this Ordinance is available in Fund 29086006, Cost Center 0703280001 and General Ledger 5201040, as part of the Fiscal Year 2016 Budget.

SECTION 7. The financial allocations in this Ordinance are subject to approval by the Director of Finance, City of San Antonio. The Director of Finance, may, subject to concurrence by the City Manager or the City Manager's designee, correct allocations to specific SAP Fund Numbers, SAP Project Definitions, SAP WBS Elements, SAP Internal Orders, SAP Fund Centers, SAP Cost Centers, SAP Functional Areas, SAP Funds Reservation Document Numbers, and SAP GL Accounts as necessary to carry out the purpose of this Ordinance.

SECTION 8. This Ordinance shall become effective immediately upon its passage by eight (8) affirmative votes of the City Council. If less than eight (8) affirmative votes are received, then this Ordinance shall be effective ten (10) days after passage.

PASSED AND APPROVED this 15th day of October, 2015.

M A Y O R
Ivy R. Taylor

ATTEST:

Leticia M. Vacek
City Clerk

APPROVED AS TO FORM:

Martha G. Sepeda
Acting City Attorney

Agenda Item:	**19 (in consent vote: 5, 6, 8, 9, 10, 11A, 11B, 12, 13, 15, 16, 17, 19, 20, 22A, 22B)**
Date:	10/15/2015
Time:	10:05:50 AM
Vote Type:	Motion to Approve
Description:	Public Hearing and an Ordinance approving amendments to the Houston Street Tax Increment Reinvestment Zone #9 (TIRZ) Project and Finance Plans, to include participation in the TIRZ by the City of San Antonio and Bexar County, funding by the TIRZ of City and Bexar County Projects within the TIRZ, boundary and term extension of the TIRZ and authorizing the execution of an Interlocal Agreement with Bexar County. [Peter Zanoni, Deputy City Manager, John Dugan, Director, Planning and Community Development]
Result:	Passed

Voter	Group	Not Present	Yea	Nay	Abstain	Motion	Second
Ivy R. Taylor	Mayor		x				
Roberto C. Treviño	District 1		x				x
Alan Warrick	District 2		x				
Rebecca Viagran	District 3		x				
Rey Saldaña	District 4	x					
Shirley Gonzales	District 5	x					
Ray Lopez	District 6		x				
Cris Medina	District 7		x				
Ron Nirenberg	District 8		x				
Joe Krier	District 9		x				
Michael Gallagher	District 10		x			x	

Agenda Item:	**19 (in consent vote: 5, 6, 8, 9, 10, 11A, 11B, 12, 13, 15, 16, 17, 19, 20, 22A, 22B)**
Date:	10/15/2015
Time:	10:50:31 AM
Vote Type:	Motion to Reconsider
Description:	Public Hearing and an Ordinance approving amendments to the Houston Street Tax Increment Reinvestment Zone #9 (TIRZ) Project and Finance Plans, to include participation in the TIRZ by the City of San Antonio and Bexar County, funding by the TIRZ of City and Bexar County Projects within the TIRZ, boundary and term extension of the TIRZ and authorizing the execution of an Interlocal Agreement with Bexar County. [Peter Zanoni, Deputy City Manager, John Dugan, Director, Planning and Community Development]
Result:	Passed

Voter	Group	Not Present	Yea	Nay	Abstain	Motion	Second
Ivy R. Taylor	Mayor		x				
Roberto C. Treviño	District 1		x				
Alan Warrick	District 2		x				
Rebecca Viagran	District 3		x				
Rey Saldaña	District 4	x					
Shirley Gonzales	District 5	x					
Ray Lopez	District 6		x				x
Cris Medina	District 7		x				
Ron Nirenberg	District 8		x				
Joe Krier	District 9		x				
Michael Gallagher	District 10		x			x	

Agenda Item:	**19 (in consent vote: 5, 6, 8, 9, 10, 11A, 11B, 12, 15, 16, 17, 18, 19, 20, 22A, 22B)**
Date:	10/15/2015
Time:	10:51:02 AM
Vote Type:	Motion to Approve
Description:	Public Hearing and an Ordinance approving amendments to the Houston Street Tax Increment Reinvestment Zone #9 (TIRZ) Project and Finance Plans, to include participation in the TIRZ by the City of San Antonio and Bexar County, funding by the TIRZ of City and Bexar County Projects within the TIRZ, boundary and term extension of the TIRZ and authorizing the execution of an Interlocal Agreement with Bexar County. [Peter Zanoni, Deputy City Manager, John Dugan, Director, Planning and Community Development]
Result:	Passed

Voter	Group	Not Present	Yea	Nay	Abstain	Motion	Second
Ivy R. Taylor	Mayor		x				
Roberto C. Treviño	District 1		x				x
Alan Warrick	District 2		x			x	
Rebecca Viagran	District 3	x					
Rey Saldaña	District 4	x					
Shirley Gonzales	District 5	x					
Ray Lopez	District 6		x				
Cris Medina	District 7		x				
Ron Nirenberg	District 8		x				
Joe Krier	District 9		x				
Michael Gallagher	District 10		x				

Exhibit A

THE STATE OF TEXAS	§	
	§	**HOUSTON STREET TIRZ – BEXAR COUNTY**
COUNTY OF BEXAR	§	

INTERLOCAL AGREEMENT

PARTIES:

THIS INTERLOCAL AGREEMENT (the "Agreement") is made by and between the **CITY OF SAN ANTONIO, TEXAS** (hereafter referred to as "CITY"), a Texas Municipal Corporation, acting by and through its City Manager pursuant to Ordinance No. 2015-__-___-____ passed and approved by the City Council on _____2015; **BEXAR COUNTY**, a political subdivision of the State of Texas, acting through its County Judge pursuant to authority granted by the Bexar County Commissioners Court on _____, 2015 (hereafter referred to as "COUNTY"); and by the **BOARD OF DIRECTORS FOR TAX INCREMENT REINVESTMENT ZONE NUMBER NINE (9), CITY OF SAN ANTONIO, TEXAS**, a TIRZ created by the CITY pursuant to Chapter 311, Texas Tax Code, (hereafter referred to as the "BOARD", as hereafter defined). Collectively, the CITY, COUNTY and BOARD may be referred to as the "parties". This Agreement is made pursuant to Chapter 791, Texas Government Code and Chapter 311, Texas Tax Code (the "TIF Act") for the participation of CITY and COUNTY in the Houston Street Redevelopment Project (the "Project").

RECITALS:

WHEREAS, by Ordinance No. 90969 dated December 9, 1999, the City Council of CITY created the Tax Increment Reinvestment Zone Number Nine (TIRZ) in accordance with the Act, to promote development and redevelopment within the TIRZ through tax increment financing, in which development and redevelopment would not otherwise occur solely through private investment in the reasonably foreseeable future.

WHEREAS, by Ordinance 2014-09-18-0713 dated September 18, 2014, the City Council of CITY extended the term of TIRZ until September 30, 2034 and expanded the boundaries of the TIRZ on June 4, 2015 by Ordinance 2015-06-04-0489; and

WHEREAS, the BOARD and COUNTY support the CITY in its development activities within the TIRZ, and the COUNTY intends to participate in the TIRZ by contributing its Tax Increment beginning with tax year 2015; for the purposes specified in the Agreement; and

WHEREAS, pursuant to said authority above, the Board, the CITY and the COUNTY each hereby enters into a binding agreement with the others to develop and/or redevelop the TIRZ as specified in this Agreement, the Project Plan, Finance Plan (as subsequently approved), and any associated Development Agreements, with priority for COUNTY's contribution to be utilized as set out more fully herein.

ARTICLE I. CONTENTS

A. Index

In consideration of the covenants set forth herein, and subject to the terms and conditions herein, the CITY, COUNTY, and BOARD hereby agree to the terms and conditions of this Agreement. This Agreement consists of the following sections:

Article	Description	Page
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VI.	Term and Termination	21
VII.	Miscellaneous	23

B. Parts Incorporated

All of the below described exhibits are hereby incorporated into this Agreement by this reference for all purposes.

Exhibit "A" City of San Antonio Ordinance No. 90969

Exhibit "B" City of San Antonio Ordinance No. 2014-09-18-0713

Exhibit "B-1" City of San Antonio Ordinance No. 2015-06-04-0489

Exhibit "C" Amended Finance Plan

Exhibit "D" Amended Project Plan

Exhibit "E" San Pedro Creek Improvements Project

Exhibit "F" Alameda Theater Project

ARTICLE II. DEFINITIONS

As used in this Agreement, the following terms shall have the meanings set out below:

1. "Administrative Costs" means reasonable costs directly incurred by a Participating Taxing Entity (as hereinafter defined) related to its agreement to participate in the development of the TIRZ, as described in this Agreement. These costs include, but

are not limited to, reasonable costs and expenses for legal review and financial analysis related to the TIRZ incurred prior to entering into and during this Agreement, time spent by employees of the CITY or COUNTY in connection with the implementation of the TIRZ Project Plan and Finance Plan, as well as any such costs and expenses incurred after this Agreement becomes effective. The Administrative Costs for the CITY will be paid in an amount up to One Hundred Twenty Thousand Dollars and Zero Cents ($120,000.00) each year from CITY fiscal year 2016 until City fiscal year 2034 of which a maximum of Fifteen Thousand Dollars and Zero Cents ($15,000.00) per year to be paid from the COUNTY Contribution until this Agreement terminates. The Administrative Costs for the CITY are estimated to be Two Million Two Hundred and Eighty Thousand Dollars and Zero Cents ($2,280,000.00) from CITY fiscal year 2016 until City fiscal year 2034. The Administrative Costs for the COUNTY shall be determined in accordance with Article V, Section D. 1 below and are estimated at One Hundred Fourteen Thousand Dollars and Zero Cents ($114,000.00) during the Term.

2. "Alameda Theater Project" means the renovation of the Historic Alameda Theatre and as shown and described in Exhibit F.

3. "Agreement" means this Interlocal Agreement.

4. "BOARD" means the Board of Directors of the TIRZ.

5. "Captured Appraised Value" means the captured appraised value of the TIRZ, as defined in Section 311.012(b), Texas Tax Code (as may be amended from time to time).

6. "CITY" is defined in the "Parties" section of this Agreement and includes its successors and assigns.

7. "CITY Contribution" shall mean 100% of the Tax Increment in the TIRZ collected by the City which will be contributed to the TIF fund.

8. "COUNTY" is defined in the "Parties" section of this Agreement.

9. "COUNTY Contribution" shall mean one hundred percent (100%) of the maintenance and operation portion of its General Fund Tax collected by the COUNTY in the TIRZ which the COUNTY will contribute under this Agreement, subject to the terms herein described.

10. "COUNTY Developers" is defined as any developer that the COUNTY may contract with to carry out the projects listed in Article IV, Sections E, F, G of this Agreement and other future approved COUNTY Projects.

11. "COUNTY Project(s)" are defined as the projects described and listed in Article IV, Sections E, F, and G of this Agreement and other future approved COUNTY Projects.

12. "COUNTY Project Costs" means those project costs eligible under Section 311.002(1) of the Texas Tax Code, as amended from time to time, which are included in the Project Plan and more specifically include (i) the costs associated with infrastructure improvements related to the Weston Urban Tower Project; (ii) the Alameda Theater Project, where COUNTY will be reimbursed for principal, interest, and costs of issuing debt and administering all financing instruments, the proceeds of which will be used to pay the costs of the Alameda Theater Project; (iii) future Economic Development projects approved by COUNTY along the San Pedro Creek Improvements Project; and (iv) other COUNTY projects as may be approved by COUNTY and added to the Project and Finance Plan from time to time. The County Project Costs for the Weston Urban Tower, estimated to be Three Million Dollars and Zero Cents ($3,000,000.00), and the Alameda Theater Project, estimated to be Ten Million Dollars and Zero Cents ($10,000,000.00) plus interest, and costs of issuing and administering all financing instruments.

13. "Finance Plan" means the Finance Plan for the TIRZ and as adopted by the Board

on August 23, 2000 and approved by the City Council of the CITY on August 24, 2000, as amended on September 20, 2007, April 1, 2010, and _____, 2015, and when approved shall be attached hereto as Exhibit "C", as such plan may be amended from time to time.

14. "Participating Taxing Entity" or "Participating Taxing Entities" means, singularly, a taxing unit participating in the TIRZ, and collectively, all taxing units participating in the TIRZ, and shall include CITY and COUNTY.

15. "Project Plan" means the Project Plan for the TIRZ, as adopted by the Board of Directors of the TIRZ on August 23, 2000, and approved by the City Council of CITY on August 24, 2000, as amended on September 20, 2007, April 1, 2010, and _____, 2015, and attached hereto as Exhibit "D", as such plan may be amended from time to time.

16 "Public Improvements" include those improvements that provide a public benefit and that are listed in the Project and Financing Plan or described in this Agreement.

17. "San Pedro Creek Improvements Project" as shown and described in Exhibit "E".

18. "Tax Increment" has the meaning assigned by Section 311.012 of the Texas Tax Code, and applies only to taxable real property within the TIRZ or as shown in the TIRZ Finance Plan.

19. "Tax Increment Base" has the meaning assigned by Section 311.012 of the Texas Tax Code.

20. "Tax Increment Fund/TIF fund" means the fund created by the CITY for the deposit of Tax Increments for the TIRZ, entitled "Reinvestment Zone Number Nine (9), City of San Antonio, Texas Tax Increment Fund".

21. "Tax Increment Payment" means the amount of the Tax Increment that a

Participating Taxing Entity agrees to deposit annually into the Tax Increment Fund in accordance with this Agreement and the TIRZ Finance Plan.

22. "TIRZ" means Tax Increment Reinvestment Zone Number Nine, City of San Antonio, Texas, created by the CITY on December 9, 1999 by Ordinance No. 90969 and extended by Ordinance No. 2014-09-18-0713, and expanded by Ordinance No. 2015-06-04-0489. Ordinance No. 90969 is attached hereto as Exhibit "A", Ordinance No. 2014-09-18-0713 attached hereto as Exhibit "B", and Ordinance No. 2015-06-04-0489 attached hereto as Exhibit "B-1".

ARTICLE III. BACKGROUND

A. Resolution No. 99-32-34, passed and approved by the City Council of CITY on August 19, 1999, expressed the CITY's intent to create a TIRZ to support revitalization activities in the TIRZ pursuant to Chapter 311, Texas Tax Code. On December 9, 1999, the City Council of CITY passed and approved Ordinance No. 90969 which created the TIRZ. On September 18, 2014, the City Council of CITY approved Ordinance No. 2014-09-18-0713 which extended the term of TIRZ until September 30, 2034 and expanded the boundaries of the TIRZ on June 4, 2015 via Ordinance No. 2015-06-04-0489. The TIRZ boundary is located in the City's Central Business district generally between Flores and Navarro Streets from Cesar Chavez on the South to Interstate Highway 35 on the North. The boundary is more specifically described in Exhibit "B-1". The TIRZ will provide funding for Public Improvements within the TIRZ and from the COUNTY Contribution only for the following: (1) funding in the amount up to Three Million Dollars and Zero Cents ($3,000,000.00) for public infrastructure related to the Weston Urban Tower Project; (2) reimbursement to the COUNTY for debt issued up to Ten Million Dollars and Zero Cents in principal ($10,000,00.00) plus interest and

financing costs for the Alameda Theater Project; (3) provide funding for Economic Development projects along the San Pedro Creek Improvements Project; and (4) provide funding for other COUNTY approved projects located in the TIRZ. The Tax Increment Base for the TIRZ will be calculated in accordance with Texas Tax Code 311.012 to include the Tax Increment Base at the time of original designation of the TIRZ (1999) and the Tax Increment Base for the expanded Zone (2015).

The TIRZ will terminate on September 30, 2034 unless earlier termination occurs under this Agreement (the "Term of the TIRZ").

B. It is anticipated that the extension of the Term of the TIRZ will enable COUNTY projects to be financed. Projects outlined in this Agreement and future approved COUNTY projects shall be added by amending the Project Plan, Finance Plan, and by amendment of this Agreement to include those projects which shall include the priority of payment for those projects after the priorities outlined in Article V, Section D. 3 of this Agreement. The CITY and COUNTY agree to participate in the TIRZ as described herein, and to deposit their respective Tax Increment Payments to the Tax Increment Fund, in accordance with the terms, and in consideration for the agreements set forth below. The COUNTY hereby acknowledges receipt of notice of the initial creation of the TIRZ.

ARTICLE IV. RIGHTS AND OBLIGATIONS OF COUNTY

A. Tax Increment Participation by COUNTY

1. Subject to the limitations set out in this Agreement, COUNTY agrees to participate in the TIRZ by contributing to the Tax Increment Fund one hundred percent (100%) of the maintenance and operation portion of its general fund tax collected in the TIRZ during each year of the Term of this Agreement, beginning with the 2015 tax year

and ending with the 2033 tax year. Further, beginning with City fiscal year 2016, COUNTY will be reimbursed for its administrative costs, as herein defined, under conditions and circumstances as set out in Article V, Section D of this Agreement.

2. The parties hereto agree that the COUNTY contribution to the Tax Increment Fund shall be used to fund those Public Infrastructure and Public Improvement projects, including related Project Costs, to include: (1) infrastructure costs related to the Weston Urban Tower Project described herein; (2) the Alameda Theater Project; (3) Economic Development projects along the San Pedro Creek Improvements Project and the surrounding area, to the extent such areas are within the TIRZ or otherwise eligible for the expenditure of Tax Increment Funds outside the TIRZ; (4) and other approved COUNTY projects. The parties also agree that the COUNTY contribution to the Tax Increment Fund shall be used to pay up to Fifteen Thousand Dollars and Zero Cents ($15,000.00) of the CITY's ongoing Administrative Costs per year and one hundred percent (100%) of the COUNTY's ongoing Administrative Costs of up to Six Thousand Dollars and Zero Cents per year ($6,000.00) from CITY fiscal year 2016 until the COUNTY's participation in the TIRZ is terminated.

3. The parties hereto agree that, except as provided herein, any bond, certificate of obligation, or other financial instruments issued by the COUNTY to finance any costs or improvements on any County Project shall only be any obligation of the COUNTY's Contribution and to the extent that funds are available from the COUNTY's Contribution deposited in the TIF fund and subject to priority of payment. The parties hereto agree, that under ***no circumstances*** shall a bond, certificate of obligation, or other financial instrument issued by the COUNTY to finance any costs or improvements on any COUNTY Project become an obligation of the CITY's Contribution deposited in the TIF

fund, the CITY's General Fund, or generally an obligation of the CITY or the Board.

B. Tax Increment Payment

1. COUNTY's obligation to contribute its Tax Increment Payment to the Tax Increment Fund, as provided in Article IV., Section A. 1 of this agreement, shall accrue as COUNTY collects its Tax Increment. The parties hereto agree that all real property taxes collected each year by COUNTY that are attributable to real property in the TIRZ, shall first constitute taxes on the Tax Increment Base, and after the total amount of taxes on the Tax Increment Base have been collected, shall then constitute the Tax Increment.

2. COUNTY agrees to deposit its Tax Increment Payment to the Tax Increment Fund semi-annually on or before April 15 and September 15 (or the first business day thereafter) of each year or within thirty (30) days after receipt on an invoice from the CITY. The amount of the first Tax Increment Payment shall be based on the COUNTY's Tax Increment collected for the 2015 tax year and shall be deposited in 2016 in accordance with this Agreement. The amount of each Tax Increment Payment shall be based on the Tax Increments that are received, but which have not been previously deposited, during the semi-annual period preceding each deposit date.

3. The parties expressly agree that COUNTY shall not owe any penalty or interest on Tax Increments that have been levied, but not received by COUNTY. In addition, COUNTY shall not be obligated to contribute its Tax Increment Payment from any non-Tax Increment revenue sources.

4. The CITY agrees to comply with the TIRZ Project and Finance Plans. The CITY agrees to provide prior written notice to all Participating Taxing Entities of a proposed change to the Project and Finance Plans that affects COUNTY Projects and or the COUNTY's participation in the TIRZ at least two (2) weeks prior to presenting the

proposed changes to the BOARD.

5. With the exception of those projects set out in Article IV Sections E, F and G below, any future approved COUNTY Projects, any debt instrument issued by the COUNTY for COUNTY Projects, and CITY and COUNTY administrative costs, the COUNTY shall have no obligation or responsibility for any costs and or expenses associated with the development of the TIRZ or the implementation of the TIRZ Number Nine Finance or Project Plan, including any obligation to pay or repay any debt issued by another Participating Taxing Entity, the TIRZ, or the BOARD relating to the TIRZ or any costs associated with the operation of TIRZ, other than contributing its respective Tax Increment Payments to the Tax Increment Fund as set out in this Agreement.

6. In the event there is a conflict between the Parties in regards to the amount of the Tax Increment owed by the COUNTY, the Parties agree that the COUNTY will make a reasonable determination as to the amount of any Tax Increment owed by the COUNTY under this Agreement and the COUNTY will be responsible for reasonably determining which tax collections will be apportioned for purposes of determining the COUNTY Tax Increment and the COUNTY's final determination shall be conclusive. The annual total appraised value of all real property taxable by the COUNTY located in the TIRZ shall be determined through independent third-party verification obtained from the Bexar Appraisal District. For the CITY and COUNTY, the CITY Tax Assessor Collector Administrator will verify taxes levied and collected in regards to property contained within the TIRZ.

C. Management of the TIRZ

1. The CITY and the COUNTY are the only Participating Taxing Entities with any responsibility for managing or administering the TIRZ Projects within the TIRZ.

The CITY, during the term of this Agreement, may inspect all Project sites and review all Project plans and drawings at times and intervals which will not interfere with ongoing operations upon five (5) days notice. The COUNTY shall be responsible for ensuring compliance with all agreements entered into by the COUNTY for the purposes of carrying out this Agreement and for the COUNTY Projects. The COUNTY will endeavor to complete all Projects that are listed in Article IV, Sections E, F, and G and any future approved COUNTY Projects in accordance with the TIRZ Project Plan, and this Agreement. In the event the COUNTY or CITY's performance of any of the terms, conditions, obligations or requirements of this Agreement is prevented or impaired due to a force majeure event beyond COUNTY or CITY's reasonable control, such inability to perform will be deemed to be excused and no penalties or sanctions will be imposed as a result thereof, provided COUNTY and CITY took steps to mitigate damages and accepts responsibility to cure the performance breach.

2. The BOARD shall be composed of seven (7) members. The COUNTY shall have a right to appoint three (3) individuals to the TIRZ Board. CITY shall have a right to appoint four (4) individuals to the TIRZ Board. The Parties agree that all projects which will be paid in part with the COUNTY Contribution shall be approved by the three COUNTY appointees and the majority approval of the Board present and voting. The Parties agree not to place a COUNTY Project using COUNTY Contributions on the BOARD Agenda unless the City receives the recommendations of all three COUNTY appointees on the BOARD.

D. Expansion of the TIRZ Area

The obligation of COUNTY to participate in the TIRZ is limited to the description of the TIRZ in Exhibit "B-1" hereto. COUNTY's participation shall not

extend to the Tax Increment on any additional property added to the TIRZ by the CITY unless COUNTY approves in writing such participation.

E. Reimbursement to County for Alameda Theater Project Costs

The COUNTY shall enter into a separate Alameda Theater Development Agreement for the COUNTY to provide up to Ten Million Dollars and Zero Cents ($10,000,000.00) to Alameda Theater Developer to complete the renovation of the Alameda Theater as shown in Exhibit F and attached to this Agreement. The Parties acknowledge that completion of the renovation of the Alameda Theater shall be of significant benefit to the TIRZ. The COUNTY's Alameda Theater Development Agreement shall require that the funds be used solely for Project Costs associated with the Alameda Theater. Payments of TIF funds to COUNTY for reimbursement for principal, interest, and costs of issuing and administering financing instruments for the Alameda Theater Project shall be carried out in accordance with this Agreement and shall be paid to the extent COUNTY contributions in the Tax Increment Fund are available, until such time as County receives full reimbursement of principal, interest, and costs of issuing and administering all financing instruments or the term of this Agreement or the TIRZ ends whichever shall first occur. The COUNTY's reimbursement for principal, interest, and costs of issuing and administering all financing instruments shall not exceed the available COUNTY Contributions minus any other priority payment(s) described in Article V Section D. 3. The COUNTY shall provide a debt payment schedule from a financial institution to the CITY and the BOARD for debt issued to finance allowable Alameda Theater Project costs. Upon receipt of the debt payment schedule and approval by the BOARD, the CITY shall pay directly to the COUNTY for reimbursable costs on the Alameda Project in accordance with the approved debt payment schedule and this

Agreement. The COUNTY shall insure that all payments received by the CITY in connection with this Project are in compliance with the TIF Act. The COUNTY agrees to provide CITY and BOARD with a copy of any notice of default that is delivered or sent to any party under the Alameda Theater Development Agreement within fifteen (15) business days after receipt or delivery of the notice by the COUNTY.

F. Reimbursement to County for Economic Development Projects along the San Pedro Creek Improvements Project

The COUNTY shall enter into separate Economic Development Agreement(s) to fund and to facilitate projects along the San Pedro Creek Improvements Project and the surrounding area; to the extent such areas are within the TIRZ or are otherwise eligible for the expenditure of Tax Increment Funds outside the TIRZ. The Parties acknowledge that Economic Development Projects along the San Pedro Creek Improvements Project shall be of significant benefit to the TIRZ. The Parties acknowledge that TIRZ funding shall not be used to pay for County bonds, debt service, budget allocations, or previous commitments associated with the original San Pedro Creek Improvements Project as described in the attached Exhibit E. Payments of TIF funds to COUNTY for reimbursement for Project Costs for Economic Development Projects along the San Pedro Creek Improvements Project shall be carried out in accordance with this Agreement and shall be paid to the extent COUNTY contributions in the TIF fund are available, until such time as County receives full reimbursement of Project Costs or the term of the TIRZ ends whichever shall first occur. The COUNTY's reimbursement for Project Costs shall not exceed the available COUNTY Contributions minus any other priority described in Article V Section D. 3. The COUNTY shall submit to the CITY and the BOARD for approval a payment schedule for all economic development projects

along the San Pedro Creek Improvement Project. Upon receipt of the payment schedule and approval by the BOARD, the CITY shall pay directly to the COUNTY or COUNTY Developers for reimbursable costs on any Economic Development Project along the San Pedro Creek Improvement Project and in accordance with the approved payment schedule and this Agreement. The COUNTY shall insure that all payments received by the CITY in connection with this Project are in compliance with the TIF Act. The COUNTY agrees to provide CITY and BOARD with a copy of any notice of default that is delivered or sent to any party under any Development Agreement for projects along the San Pedro Creek Improvements Project within fifteen (15) business days after receipt or delivery of the notice by the COUNTY.

G. Reimbursement to County for Public Infrastructure Development Agreement with Weston Urban Tower Project Costs

The COUNTY shall enter into a separate Chapter 381 Agreement with Weston Urban to fund Project Costs associated with infrastructure improvements in the amount of up to Three Million Dollars and Zero Cents ($3,000,000.00) from the COUNTY's increment to the TIRZ. The Parties acknowledge that the infrastructure improvements shall be of significant benefit to the TIRZ. The COUNTY's Agreement with the Weston Urban Tower Developer shall require that the funds be used solely for Project Costs associated with Public Infrastructure. Payments of TIF funds to Weston Urban Tower Developer for reimbursement of Project Costs for the Weston Urban Tower Project shall be carried out in accordance with this Agreement and shall be paid to the extent COUNTY Contributions in the TIF funds are available, until such time as the Weston Urban Tower Developer receives full reimbursement of Project Costs up to Three Million Dollars and Zero Cents ($3,000,000.00) or the term of this Agreement or the TIRZ ends

whichever is sooner. The Weston Urban Tower Developer's reimbursement for Project Costs shall not exceed the available COUNTY Contributions minus any other priority payment(s) described in Article V Section D. 3. The COUNTY shall submit to the CITY and BOARD for approval a payment schedule for the Weston Urban Tower projects along the San Pedro Creek Improvement Project. Upon receipt of the payment schedule and approval by the BOARD, the CITY shall pay directly to the Developer for reimbursable costs on the Weston Urban Tower Project and in accordance with the approved payment schedule and this Agreement. The COUNTY shall insure that all payments received by the CITY in connection with this Project are in compliance with the TIF Act. The COUNTY agrees to provide CITY and BOARD with a copy of any notice of default that is delivered or sent to any party under the Weston Urban Development Agreement within fifteen (15) business days after receipt or delivery of the notice by the COUNTY.

ARTICLE V. RIGHTS AND OBLIGATIONS OF CITY AND TIRZ

A. Tax Increment Participation by the CITY

1. Subject to the terms of this Agreement, CITY agrees to continue to participate in the TIRZ by contributing to the Tax Increment Fund one hundred percent (100%) of its Tax Increment for each tax year until 2033.

2. The Parties agree that the City's contribution to the Tax Increment Fund shall be used at the CITY and BOARD's discretion and in accordance with the TIF Act. The CITY's contributions shall not be used to fund any COUNTY projects, COUNTY Administrative fees, or any COUNTY expenses associated with the TIRZ or this Agreement. Under this Agreement, the Parties agree and understand that CITY may issue bonds, certificates of obligation, or other financial instruments issue to fund Projects

other than COUNTY Projects and to cover the costs of each issuance and capitalized interest. City Contributions from the Tax Increment Fund will be used to pay the principal, interest, and costs of issuing and administering said certificates of obligation or other public debt instrument.

B. Tax Increment Payment

1. CITY's obligation to contribute its Tax Increment Payment to the Tax Increment Fund as provided in Article V, Section A shall accrue as CITY collects its Tax Increment. CITY shall satisfy said obligation by contributing its Tax Increment Payment to the Tax Increment Fund semi-annually but not later than June 1 and September 1 (or first business day thereafter) of each year. The amount of each Tax Increment Payment shall be based on the Tax Increments that are received, but which have not been previously deposited, during the semi-annual period preceding each deposit date. Any delinquent deposit of a Tax Increment Payment under this Agreement by CITY shall be administered as provided in Section 311.013(c) of the Texas Tax Code.

2. The COUNTY and the BOARD expressly agree that CITY shall not owe any penalty or interest on Tax Increments that have been levied, but not received by CITY by the delinquency dates specified herein. In addition, CITY shall not be obligated to contribute its Tax Increment Payment from any non-Tax Increment revenue sources. Furthermore, CITY shall not be obligated to contribute its Tax Increment Payment to the Tax Increment Fund in the event a Participating Taxing Entity, other than the CITY, discontinues its contribution to the Tax Increment Fund (except as permitted in this Agreement) during the term of this Agreement, unless the discontinuance is in compliance with and authorized by a written amendment to this Agreement.

3. The Parties agree that payment for the performance of governmental functions

or services under this Agreement shall only be made from current revenues available to the paying party. Therefore, a Party is not obligated to perform said services or functions if said Party lacks current revenues to pay for said services or functions.

C. Financing of Project Costs

Each Participating Taxing Entity shall participate in the payment of Project Costs only to the extent described herein. The CITY and the BOARD shall be entitled to enter into any other agreements to pay Project Costs and other expenses from the Tax Increments paid into the Tax Increment Fund by the CITY without the consent of any other Participating Taxing Entity. However, except as provided herein, the COUNTY shall not ever use any Tax Increment Payments contributed by another Participating Taxing Entity to make payments on bonds, certificates of obligation, or other financial instruments without the prior written consent of the Participating Taxing Entity.

D. Disbursement of Funds in the Tax Increment Fund

1. Administration of Funds. The Parties agree that BOARD and the CITY shall administer the Tax Increment Fund. The Parties agree that no COUNTY contribution shall be disbursed from the Tax Increment Fund without the prior written approval of the BOARD. The Parties agree that in accordance with Section 311.014 (c) of the Texas Tax Code funds in the TIRZ fund will be invested and earn interest. The Parties further agree that any interest earned on the TIF fund will be a benefit to the TIF fund and not available to the COUNTY or COUNTY Developer(s) for reimbursement of any eligible costs under this Agreement or for disbursement to the COUNTY upon termination of this Agreement or the TIRZ.

2. Administration Costs. COUNTY recognizes that the CITY and the BOARD may, to the extent funds are available from COUNTY contributions in the Tax Increment

Fund and to the extent allowed by law, use such funds to reimburse each the CITY and COUNTY for its Administrative Costs, subject to the limitations set forth herein. The Parties agree that the CITY has ongoing CITY Administrative Costs and will be reimbursed up to One Hundred Twenty Thousand Dollars and Zero Cents ($120,000.00) per year of which a maximum of Fifteen Thousand Dollars and Zero Cents ($15,000.00) per year will be paid from the COUNTY contribution to the TIF Fund. The BOARD shall, to the extent funds are available in the Tax Increment Fund and to the extent allowed by law, reimburse the COUNTY for ongoing Administrative Costs up to Six Thousand Dollars and Zero Cents ($6,000.00) for each year from CITY fiscal year 2016 thru CITY fiscal year 2034. The COUNTY's reimbursement for Administrative Costs shall not exceed the COUNTY contribution in any given year after first deducting up to Fifteen Thousand Dollars and Zero Cents ($15,000.00) per year for the CITY's ongoing Administrative Costs and subject to priority of payment as described in Article V. Section D. 3 of this Agreement. If it is determined during the term of this Agreement that reimbursement of Administrative Costs is not allowed under law, the parties agree that the BOARD shall set the amount each Participating Taxing Entity may withhold as Administrative Costs from their respective Tax Increment Payment based on the best evidence available to the BOARD to make such projections, including but not limited to invoices reflecting Administrative Costs incurred by the Participating Taxing Entity and historical data of actual Administrative Costs of the Project incurred by the Participating Taxing Entity in prior years. The parties agree and understand that under no circumstances shall Administrative Costs, in the aggregate, exceed the amount set out in this Agreement.

3. Priority of Payment for COUNTY Contribution. The CITY and BOARD have

represented and expressly agree that they may only use the County Contribution in the Tax Increment Fund to pay expenditures in the following order or priority of payment: (i) to pay up to Fifteen Thousand and Zero Cents ($15,000.00) per year of the CITY's ongoing Administrative Costs to the CITY; (ii) to pay ongoing Administrative Costs up to Six Thousand Dollars and Zero Cents ($6,000.00) per year to the COUNTY; (iii) to reimburse up to Three Million Dollars and Zero Cents ($3,000,000.00) of Project Costs associated with the Weston Urban Tower Project; (iv) to reimburse the COUNTY for principal, interest, and costs of issuing and administering all financing instruments associated with the Alameda Theatre Project; (v) to reimburse COUNTY Economic Development Project Costs for projects along the San Pedro Creek Improvements Project; and (vi) to reimburse future approved COUNTY Project costs that are funded by the COUNTY contribution and in accordance with the TIF Act to include financing costs on any bond, certificate of obligation, or other financial instrument issued by the COUNTY, as may be provided in any Development Agreement for COUNTY Projects and to the extent that COUNTY contributions in the TIF Fund are available for this purpose. The foregoing notwithstanding, no funds will be paid from the TIF Fund to a Participating Taxing Entity or any Developer for its financial or legal services in any dispute arising under this Agreement or a related Interlocal Agreement between a Developer and a Participating Taxing Entity or between Participating Taxing Entities.

4. County Reimbursement Process. The COUNTY shall submit payment requests to the BOARD and the CITY in accordance with this Agreement and the TIF Act. The COUNTY shall submit to the CITY and the BOARD any debt payment, or payment schedules for reimbursable project expenses in accordance with this Agreement, the Project and Finance Plans, and the TIF Act. BOARD authorized reimbursements of

available Tax Increment Funds shall be paid to the COUNTY, or COUNTY Developers, by the CITY within thirty (30) days after submission of payment request(s) from the COUNTY and subject to available funds from the COUNTY's Contribution and priority of payment. All payment requests must contain a statement that the COUNTY's request for reimbursement is for eligible project expenses in accordance with the TIF Act and this Agreement.

Any payment request that are required to be submitted to the CITY and the BOARD shall be submitted within One Hundred and Fifty (150) days for work completed that are eligible Project Costs. Should there be any discrepancies in the payment request or if more information is required, COUNTY will have thirty (30) days upon notice by CITY to correct any discrepancies or submit additional information requested by City. Failure to timely submit the additional information requested by the City shall result in disallowance of the COUNTY's requested expense reimbursement. The sole source of the funds to reimburse the COUNTY for Project Costs shall be the available Tax Increment Funds levied and collected on the TIRZ Property by the COUNTY and contributed by the COUNTY in the TIRZ to the fund created and maintained by the City.

ARTICLE VI. TERM AND TERMINATION

A. Agreement Term and Termination

This Agreement shall become effective as of the last date of execution by the Parties hereto, and shall remain in effect until September 30, 2034, unless earlier terminated as provided herein (the "Agreement Term"). Subject to the terms of this Agreement, COUNTY agrees to participate under this Agreement beginning with the 2015 tax year, and ending in accordance with the terms provided herein. The parties

agree and understand that County's Tax Increment Payments will not be made after September 30, 2034, as set out in Article IV, Section A.1 of this Agreement.

B. Early Termination

1. The CITY may terminate the TIRZ earlier than the duration of the TIRZ as specified herein in addition to any other provision relating to termination provided herein or under Chapter 311 of the Texas Tax Code. Termination of the TIRZ terminates this Agreement. If the CITY or COUNTY terminates the Agreement under Article VI., Section B., the CITY shall refund any Tax Increment Payments made by the COUNTY through the date of termination less any amount utilized for CITY and COUNTY administrative costs and COUNTY Project costs and expenses previously reimbursed to the COUNTY in accordance with the terms of this Agreement.

2. If the CITY fails to perform any material obligation of this Agreement, then the COUNTY shall provide written notice to the CITY, and BOARD stating its intent to terminate its participation in the TIRZ and or this Agreement and detailing its objection(s) or concern(s). If the objection and/or concerns as set out in the notice are not resolved within (90) ninety days from the date of such notice, then the Participating Taxing Entity providing the notice may discontinue its Tax Increment Payments and terminate its participation in the TIRZ and this Agreement. If such objections and or concerns as detailed in any notice cannot be resolved within (90) days then the COUNTY may grant additional time as is necessary for the CITY to cure.

3. If the COUNTY fails to perform any material obligation of this Agreement, then the CITY shall provide written notice to the COUNTY, and BOARD stating its intent to terminate its participation in the TIRZ and or this Agreement and detailing its objection(s) or concern(s). If the objection and/or concerns as set out in the notice are not

resolved within (90) ninety days from date of such notice, then the CITY may terminate the TIRZ and or this Agreement. If such objections and or concerns as detailed in any notice cannot be resolved within (90) days then the CITY may grant additional time as is necessary for the COUNTY to cure.

C. Disposition of Tax Increment Funds

Upon expiration or termination of the TIRZ, any money remaining in the Tax Increment Fund shall be paid to the Participating Taxing Entities in accordance with Section 311.014(d) of the Texas Tax Code. The Parties agree that the COUNTY's respective share under Section 311.014(d) of the Texas Tax Code shall not be more than the COUNTY'S Contribution deposited in the TIF Fund during the Term of the TIRZ in accordance with this Agreement minus payments made by the CITY from the COUNTY's Contribution to the COUNTY and the COUNTY's Developers for Project Costs, CITY and COUNTY Administrative costs, or any other payments made from the COUNTY's contribution under the terms of this Agreement.

VII. MISCELLANEOUS

A. Understandings

Any and all costs incurred by the COUNTY for COUNTY Projects are not, and shall never become, general obligations or debts of the City. The Project Costs incurred by any Developer and/or the COUNTY for any Project listed in Article IV, Sections E, F, G, or other future approved COUNTY Projects shall be payable solely from the COUNTY's tax increment deposited into the Tax Increment Fund in the manner and priority provided in this Agreement. There shall also be no recourse against CITY, CITY public officials and or employees, TIRZ, or BOARD if all or part of any Developer's costs and/or the COUNTY contributions or costs for any COUNTY Project listed in

Article IV., Sections E, F, G or any other future approved COUNTY Projects are not reimbursed.

The Parties each represent that the TIRZ Project and Finance Plans for the TIRZ may not forecast sufficient tax revenues to reimburse the COUNTY and/or the COUNTY Developers for all their estimated contributions or costs.

B. Severability

1. If any clause or provision of this Agreement is held invalid, illegal or unenforceable under present or future federal, state or local laws, including but not limited to the City Charter, City Code, or ordinances of the CITY, then and in that event it is the intention of the Parties that such invalidity, illegality or unenforceability shall not affect any other clause or provision hereof and that the remainder of this Agreement shall be construed as if such invalid, illegal or unenforceable clause or provision was never contained herein; it is also the intention of the Parties that in lieu of each clause or provision of this Agreement that is invalid, illegal, or unenforceable, there be added as a part of the Agreement a clause or provision as similar in terms to such invalid, illegal or unenforceable clause or provision as may be possible, legal, valid and enforceable.

2. In the event any term, covenant, or condition of this Agreement shall be held invalid, the parties hereto agree that the Tax Increment Fund shall not refund any prior Tax Increment Payments under this provision of this Agreement unless ordered to do so by a Court having proper jurisdiction and subject to any rights of appeal.

C. Entire Agreement

This Agreement merges the prior negotiations and understandings of the parties hereto and embodies the entire agreement of the parties. There are no other agreements, assurances, conditions, covenants (express or implied), or other terms with respect to the

covenants, whether written or verbal, antecedent or contemporaneous, with the execution hereof.

D. Written Amendment

This Agreement may be changed or amended only by a written instrument duly executed on behalf of each party hereto. All parties to this Agreement understand and recognize that only the City Council of CITY and only the Commissioners Court of the COUNTY have authority to approve a change or amendment to this Agreement on behalf of CITY or COUNTY, respectively.

E. Notices

1. The initial addresses of the Parties are listed below. Each Party may designate a different address by giving the other Parties ten (1) days' prior notice.

CITY
Sheryl Sculley
City Manager
City of San Antonio
100 Military Plaza
San Antonio, Texas 78205
Re: Houston Street TIRZ

COUNTY
Honorable Nelson Wolff
Bexar County Judge
Bexar County Courthouse
101 W. Nueva, Suite 1019
San Antonio, Texas 78205-3482
Re: Houston Street TIRZ

With copies to:
Office of the County Manager
101 W. Nueva, Suite 901
San Antonio, Texas 78205-3446
Re: Houston Street TIRZ

And

Chief, Civil Section
Bexar County Criminal District
Attorney's Office
101 W. Nueva, Suite 727
San Antonio, Texas 78205-3406
Re: Houston Street TIRZ

TIRZ BOARD

_____
Chairman
Reinvestment TIRZ Number Nine (9),
City of San Antonio, Texas
1400 South Flores
San Antonio, TX 78204
Attn: TIF Unit DPCD

2. All notices required or permitted hereunder shall be in writing and shall be deemed delivered the earlier of (i) when actually received by personal delivery if received during normal business hours; or (ii) on the third day following deposit in a United States Postal Service post office or receptacle with proper postage affixed; or (iii) on the date of receipt if mailed by certified mail, return receipt requested, addressed to the respective other Party at the address prescribed in Article VII, Section E. 1 of this Agreement, or at such other address as the receiving Party may have theretofore prescribed by notice to the sending Party.

F. Non-Waiver

Failure of any party hereto to insist on the strict performance of any of the terms herein or to exercise any rights or remedies accruing hereunder upon default or failure of performance shall not be considered a waiver of the right to insist on, and to enforce by any appropriate remedy, strict compliance with any other obligation hereunder or to exercise any right or remedy occurring as a result of any future default or failure of performance.

G. Assignment

Except for the CITY's right to assign and delegate this Agreement and the performance of obligations to the BOARD, no party shall assign this Agreement at law or otherwise without the prior written consent of the other parties, and no party shall

delegate any portion of its performance under this Agreement without the written consent of the other parties. All parties to this Agreement understand and recognize that only the City Council of CITY has authority to approve an assignment or delegation of this Agreement on behalf of CITY by a party to this Agreement.

H. Successors

This Agreement shall bind and benefit the parties and their legal successors. This Agreement does not create any personal liability on the part of any trustee, officer, employee, elected official, or agent of a party to this Agreement.

I. TIRZ Project and Finance Plan

The parties agree that an amendment to the TIRZ Project and Finance Plans that affects COUNTY Projects and or the COUNTY's participation in the TIRZ shall not apply to the COUNTY unless it is approved by the TIRZ BOARD and by an amendment to this Agreement.

J. No Waiver of Immunity

No party hereto waives or relinquishes any immunity or defense on behalf of itself, its trustees, officers, employees, and agents as a result of its execution of this Agreement and performance or non-performance of the covenants contained herein. CITY and COUNTY acknowledge that the CITY and COUNTY are both political subdivisions of the State of Texas and that the CITY and COUNTY are both subject to and shall comply with the applicable provisions of the Texas Tort Claims Act, as set out in Civil Practice and Remedies Code, Section 101.001*et seq.* and the remedies authorized therein regarding claims or causes of action that may be asserted by third parties for accident, injury or death. This Agreement will be interpreted according to the Constitution and laws of the State of Texas. Nothing in this Agreement waives any

governmental immunity available to the CITY or COUNTY under the laws of the State of Texas.

K. Access to Financial Information

Each party to this Agreement shall have reasonable access to financial information and audit reports regarding the operation of the TIRZ, contribution of Tax Increment Payments to the Tax Increment Fund, and expenditures from the Tax Increment Fund for Project Costs. In addition, CITY agrees, during the term of this Agreement, to prepare and deliver a copy of the annual State Legislative report to COUNTY in accordance with Section 311.016, Texas Tax Code.

L. Development/Project Agreements

The COUNTY may enter into a written agreement with a Developer related to any Projects listed in Article IV, Sections E, F, and G or any other future approved COUNTY Projects. The CITY may enter into a written agreement with a Developer related to any Projects listed in the TIRZ Project Plan and or the development or redevelopment of the TIRZ. The COUNTY represents that it will enforce the provisions of this Agreement, as required, and shall be solely responsible for insuring compliance with all applicable Federal, State, and local laws, in any and all written agreements executed by the COUNTY for the purposes of carrying out the Projects listed in Article IV, Sections E, F, and G and any future approved COUNTY Projects.

M. Independent Contractors

1. All Parties expressly agree that in performing their services under this Agreement, the CITY, BOARD, COUNTY and/or any Developer at no time shall be acting as agents for each other. The Parties further agree that any and all consultants or contractors engaged by a Party to this Agreement shall not be an independent contractor

of the other Parties to this Agreement. No Party to this Agreement shall be liable for any claims that may be asserted by any third party occurring in connection with services performed by another Party to this Agreement and/or any Developer, under this Agreement unless any such claims are due to the fault of the Party.

2. Any Developer is solely responsible for compensation payable to any employee, contractor, or subcontractor of the Developer, and none of the Developer's employees, contractors, or subcontractors will be deemed employees, contractors, or subcontractors of the CITY, the BOARD, or any Participating Taxing Entity because of this or any other Agreement.

N. Litigation Expenses

Under no circumstances will the available Tax Increment Funds from this Agreement be used, either directly or indirectly, to pay costs or attorney fees incurred in litigation related to TIF or the TIRZ or adversarial proceedings related to TIF or the TIRZ regarding this Agreement involving the City or any other public entity. The Parties shall bear their own costs, including, but not limited to, attorneys' fees, for any action at law or in equity brought to enforce or interpret any provision of this Agreement. This paragraph does not affect the indemnity provisions herein.

O. Legal Authority

Each person executing this Agreement represents and guarantees that he or she has legal authority to execute this Agreement on behalf of their respective Party and to bind said Party and their successors and assigns to all of the terms, conditions and obligations of this Agreement.

P. Venue and Governing Law

THIS AGREEMENT SHALL BE CONSTRUED UNDER AND IN ACCORDANCE WITH THE LAWS OF THE STATE OF TEXAS. Venue and jurisdiction for any claim or dispute arising under or in connection with this Agreement shall lie exclusively in Bexar County, Texas.

Q. Parties' Representations

The CITY, BOARD and COUNTY jointly negotiated this Agreement, which shall not be construed against a Party simply because that Party primarily assumed responsibility for drafting.

R. Captions

All captions used in this Agreement are for the convenience of reference only and shall not be construed to have any effect or meaning as to the Agreement between the Parties.

Except as modified or amended, the recitals, provisions, conditions, obligations, and terms of the Agreement are hereby ratified and confirmed and shall remain in full force and effect as of the Effective Date hereof.

IN WITNESS THEREOF, the Parties hereto have made and executed this Interlocal Agreement, to be effective on the date of the last signature below ("Effective Date").

Signatures on next page.

CITY OF SAN ANTONIO

_____
Sheryl Sculley
City Manager or Designee
Date:_____

ATTEST/SEAL:

_____
Leticia M. Vacek
City Clerk
Date:_____

APPROVED AS TO FORM:

_____
Martha G. Sepeda
Acting City Attorney

Date:_____

BEXAR COUNTY

_____
Nelson W. Wolff
County Judge
Date:_____

ATTEST/SEAL:

_____
Gerard C. Rickhoff
County Clerk
Date:_____

APPROVED AS TO FORM:

Criminal District Attorney
Bexar County, Texas

By: _____
Gerard A. Calderon
Assistant Criminal District
Attorney - Civil Section
Date:_____

REINVESTMENT TIRZ NUMBER NINE
CITY OF SAN ANTONIO, TEXAS

_____

Vice-Chairperson, Board of Directors
Date:_____

ATTEST/SEAL:

_____
Name:
Date:

APPROVED AS TO FINANCIAL CONTENT:

_____
Susan Yeatts, CPA
County Auditor

_____
David Smith
County Manager

Exhibit A

DVS
#5B
12/9/99

AN ORDINANCE **90969**

DESIGNATING AN AREA IN THE CENTRAL BUSINESS DISTRICT AS A TAX INCREMENT REINVESTMENT ZONE; (ii) DESCRIBING THE BOUNDARIES OF THE ZONE; (iii) CREATING A BOARD OF DIRECTORS FOR THE ZONE; (iv) PROVIDING FOR AN EFFECTIVE DATE FOR THE ZONE; (v) PROVIDING FOR A TERMINATION DATE FOR THE ZONE; (vi) ASSIGNING THE NAME FOR THE ZONE TO BE "REINVESTMENT ZONE NUMBER NINE, CITY OF SAN ANTONIO, TEXAS"; (vii) ESTABLISHING A TAX INCREMENT FUND; (viii) CONTAINING OTHER PROVISIONS RELATED TO THE TAX INCREMENT FINANCING ("TIF") ACT.

* * * * *

WHEREAS, the City Council (the "Council") of the City of San Antonio, Texas (the "City") desires to support redevelopment and public infrastructure improvements for the Houston Street/Redevelopment Project (the "Project") which is located along and near Houston Street in the downtown area of the City; and

WHEREAS, the Project will be funded in part, through the creation of a Tax Increment Financing Reinvestment Zone (the "Zone," as hereinafter more specifically defined and named, and with boundaries as hereinafter provided), pursuant to the provisions of the Tax Increment Financing Act (the "Act"), Texas Tax Code, Chapter 311, as amended; and

WHEREAS, the Project will support financing of costs associated with the construction of public improvements related to several downtown redevelopment projects, which in whole or part, include the Presa Street Linkage, Houston Street Streetscape, the Majestic Courtyard, the Houston Street Bridge Linkage, Facade Preservation/Restoration, Certain Preliminary Design Fees, Crocket Street Disability Access Improvements, Historic Civic Center Linkage, and other public improvements which will be provided for in the Development Agreement to be considered by City Council at a later date; and

WHEREAS, pursuant to the Act, the City may designate a contiguous geographical area within the City as a Zone if the area satisfies the requirements of certain sections of the Act; and

WHEREAS, the Project is in compliance with the City's Master Plan and the City's adopted Guidelines and Criteria for use of TIF, as adopted by the City on July 30, 1998, by encouraging revitalization of the City's downtown area; and

WHEREAS, on August 19, 1999, and as required by the Act, the Council adopted Resolution No. 99-32-34 relating to the proposed Zone, and authorized the City to: (i) prepare a preliminary reinvestment zone financing plan; (ii) send a copy of the preliminary reinvestment zone financing plan to the governing body of each taxing unit that levies taxes on real property located in the proposed zone: (iii) hold a public hearing

on the creation of the Zone and its benefits to the City and to property located in the Zone; (iv) publish notice of the public hearing in a newspaper of general circulation in the City; (v) send written notice of its intent to establish the Zone to the governing body of each taxing unit that levies taxes on real property in the proposed Zone; (vi) make formal presentations to the governing body of the county and each school district that levies real property taxes in the proposed Zone; (vii) notify each taxing unit of each presentation to be made to a county or school district; (viii) request each taxing unit that levies real property taxes in a proposed Zone to designate a representative to meet with City representatives; and (ix) call and hold one or more meetings with representatives of the taxing units; and

WHEREAS, pursuant to Section 311.003(b) of the Act, the Council has previously authorized and directed City staff to (i) prepare a Preliminary Reinvestment Zone Financing Plan (the "Preliminary Plan") for the proposed Zone, and (ii) distribute a copy of the Preliminary Plan to the governing body of each taxing unit that levies taxes on real property in the proposed Zone as soon as the Preliminary Plan is complete; and

WHEREAS, furthermore, Council previously: (i) called and set the date, time, and place for a public hearing to be held in the Council Chambers, City Hall, at 3:00 p.m. on Thursday, December 9, 1999 (to comply with the requirements of and pursuant to Section 311.003(c) of the Act), to consider the creation of a Tax Increment Reinvestment Zone for the Project and its respective benefits to the City and to property in the proposed Zone, and (ii) directed the City Clerk to publish notice of the public hearings not later that Thursday December 2, 1999, in the San Antonio Express-News, a newspaper of general circulation in the City; and

WHEREAS, said notice has been duly published in the San Antonio Express-News in its issue of November 30, 1999; and

WHEREAS, pursuant to Section 311.003(e) of the Act, and the direction of the Council, the City did send written notice on, September 3, 1999, to the governing body of each taxing unit that levies real property taxes in the proposed Zone of the City's intent to consider establishing a Tax Increment Reinvestment Zone, which notice contained the following:

1. a description of the proposed boundaries of the proposed Zone;
2. the tentative plans for the development or redevelopment of the proposed Zone; and
3. an estimate of the general impact of the proposed Zone on property values and tax revenues; and

WHEREAS, pursuant to Section 311.003(f) and (g) of the Act, the City Manager, acting pursuant to authority granted him in Resolution No. 99-32-34, has previously: (i) requested that the taxing units designate a representative to meet with the City staff to discuss the Preliminary Project and Financing Plans for the proposed Zone; (ii) requested the opportunity to make a formal presentation to the governing body of Bexar County and

each school district that levies real property taxes in the proposed Zone, and (iii) notified each taxing unit that levies real property taxes in the proposed Zone of the date and time of each presentation to be made before the county and each school district; and (iv) met with designated representatives to make such presentations; and

WHEREAS, the Council hereby finds and determines that: (a) improvements in the Zone will significantly enhance the value of all the taxable real property in the Zone and will be of general benefit to the City; and (b) the Zone area meets the requirements of Section 311.005(a)(5) of the Act, being that the Zone area:

(1) substantially or impairs the sound growth of the City, retards the provision of housing accommodations, or constitutes an economic or social liability and is a menace to the public health, safety, morals, or welfare in its present condition and use because of the presence of:

(A) a substantial number of substandard, slum, deteriorated, or deteriorating structures;
(B) the predominance of defective or inadequate sidewalk or street layout;
(C) faulty lot layout in relation to size, adequacy, accessibility, or usefulness;
(D) unsanitary or unsafe conditions;
(E) the deterioration of site or other improvements;
(F) tax or special assessment delinquency exceeding the fair value of the land;
(G) defective or unusual conditions of title; or
(H) conditions that endanger life or property by fire or other cause; or

(2) is predominantly open, and because of obsolete platting, deterioration of structures or site improvements, or other factors, substantially impairs or arrests the sound growth of the City; and

WHEREAS, the Council, pursuant to the Act, further finds and declares that:

(1) the proposed Zone is a contiguous geographical area located wholly within the corporate limits of the City of San Antonio;
(2) less than ten percent (10%) of the property in the proposed Zone is used for residential purposes, as the term "residential" is defined in Section 311.006(d) of the Act;
(3) the total appraised value of the taxable real property in the proposed Zone or in existing reinvestment zones, if any, does not exceed fifteen percent (15%) of the total appraised value of taxable real property in the City and in industrial districts created by the City;
(4) the proposed Zone does not contain more than fifteen percent (15%) of the total appraised value of real property taxable by Bexar County or by the San Antonio Independent School District; and
(5) development or redevelopment within the boundaries of the proposed Zone will not occur solely through private investment in the reasonably foreseeable future.

WHEREAS, it is hereby officially found and determined that the meeting at which this Ordinance was passed was open to the public, and public notice of the time, place and purpose of said meeting was given, all as required by Chapter 551, Texas Government Code; **NOW THEREFORE:**

BE IT ORDAINED BY THE CITY COUNCIL OF THE CITY OF SAN ANTONIO:

SECTION 1. DESIGNATING THE AREA AS A REINVESTMENT ZONE. The area located along and near Houston Street in the downtown area of the City of San Antonio (the "City") commonly referred to as the "Central Business District," with the boundaries as more specifically described in Section 2 below, and officially assigned the name as designated in Section 5 below (which reinvestment zone so described, named and designated is hereinafter referred to as the "Zone," is hereby designated as a Tax Increment Reinvestment Zone.

SECTION 2. DESCRIPTION OF THE BOUNDARIES OF THE REINVESTMENT ZONE. Attached hereto as Exhibit "A", which is incorporated herein by reference for all purposes as if copied herein verbatim, is a description of the boundaries of the Zone created hereby, and which generally consists of approximately 0.9832 square miles in the downtown area of the City.

SECTION 3. CREATION OF A BOARD OF DIRECTORS FOR THE ZONE There is hereby created a Board of Directors (the "Board") for the Zone, with all the rights, powers, duties and terms of office as provided by the Act to such boards or by action of the City Council. Pursuant to Section 311.009(a) of the Texas Tax Code the Board shall consist of eleven (11) members. The composition of the Board of Directors and the City's appointments thereto shall be subject to future City Council Action.

SECTION 4. EFFECTIVE DATE AND TERMINATION DATE OF THE ZONE. The Zone shall take effect immediately upon passage of this ordinance and continue until its termination date of September 30, 2014 (the "Termination Date") as set out in the attached Exhibit B entitled "Houston Street Redevelopment Project Preliminary Financing Plan", unless otherwise terminated earlier as set out in the Final Financing Plan, or as authorized or permitted by law.

SECTION 5. ASSIGNING A NAME TO THE ZONE. The Tax Increment Reinvestment Zone created is hereby assigned the name of "REINVESTMENT ZONE NUMBER NINE, CITY OF SAN ANTONIO, TEXAS."

SECTION 6. TAX INCREMENT BASE. The Tax Increment Base for the Zone is the total appraised value of all real property taxable by the City and located in the Zone, determined as of January 1, 1999, the year in which the zone was designated as a TIF Reinvestment Zone (the "Tax Increment Base").

SECTION 7. ESTABLISHMENT OF A TAX INCREMENT FUND . There is

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hereby created and established in the depository bank of the City, a fund to be called the "REINVESTMENT ZONE NUMBER NINE, CITY OF SAN ANTONIO, TEXAS TAX INCREMENT FUND" (herein called the "Tax Increment Fund. Money in the Tax Increment Fund, from whatever source, may be disbursed from the Tax Increment Fund, invested, and paid as permitted by the Act or by any agreements entered into pursuant to the Act, or as otherwise authorized by law.

SECTION 8. INCORPORATION OF RECITALS. The City Council hereby finds that the statements set forth in the recitals of this Ordinance are true and correct, and the Council hereby incorporates such recitals as a part of this Ordinance.

SECTION 9. SEVERABILITY. If any provision of this Ordinance or the application thereof to any circumstance shall be held to be invalid, the remainder of this Ordinance and the application thereof to other circumstances shall nevertheless be valid, and this governing body hereby declares that this Ordinance would have been enacted without such invalid provision.

SECTION 10. This ordinance shall be effective on and after the tenth day after passage hereof.

PASSED AND APPROVED this 9th day of December, 1999.

MAYOR
Howard W. Peak

ATTEST: Leticia Rodriguez
City Clerk

APPROVED AS TO FORM: Veronica M. Zaatuche
for City Attorney

90969

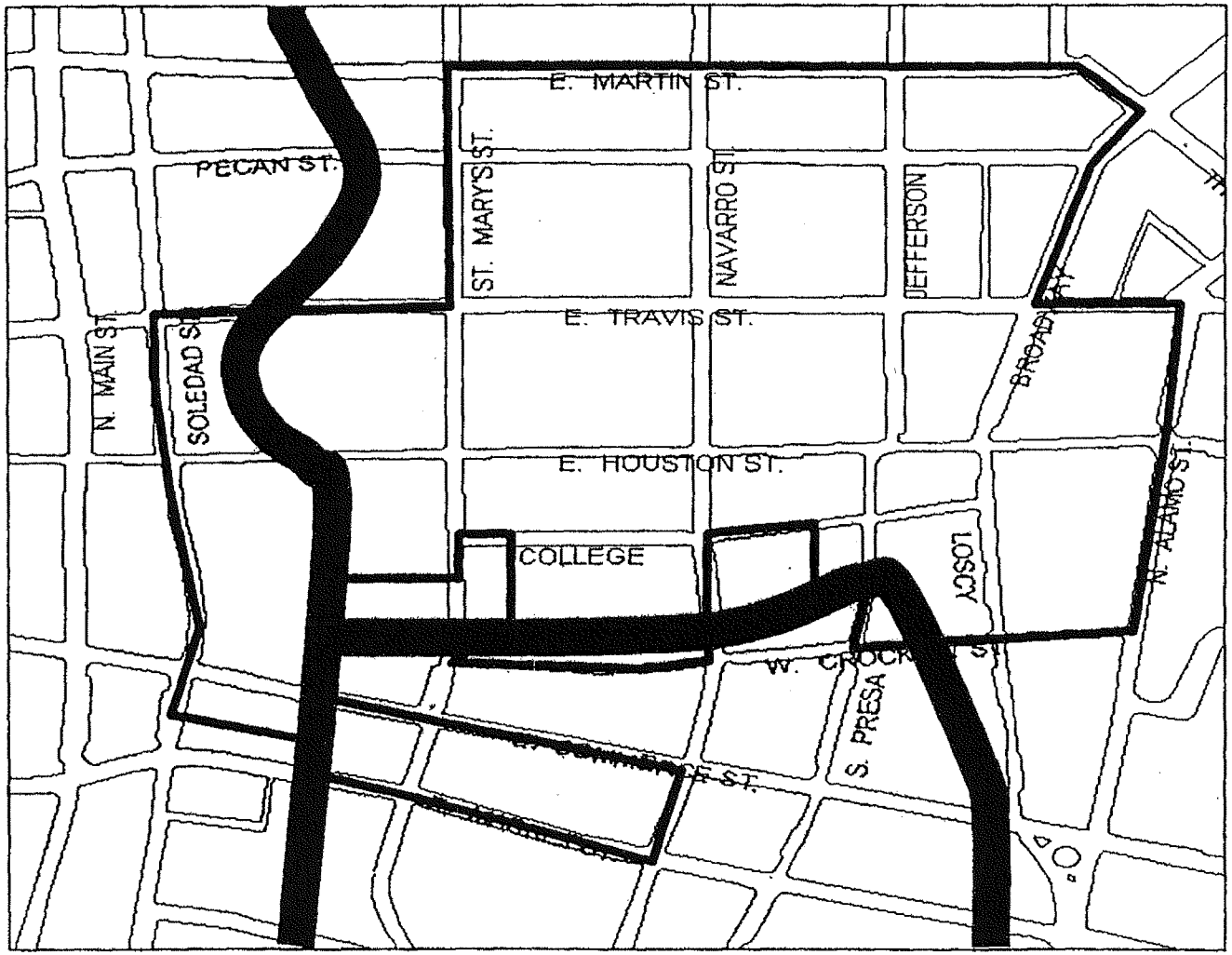
EXHIBIT A

TO ORDINANCE NO. 90969

PASSED AND APPROVED ON DECEMBER 9, 1999

BOUNDARIES OF
HOUSTON STREET REDEVELOPMENT PROJECT TIF
REINVESTMENT ZONE

PROPOSED TIF BOUNDARIES MAP



90969

EXHIBIT B

TO ORDINANCE NO. 90969

PASSED AND APPROVED ON DECEMBER 9, 1999

HOUSTON STREET REDEVELOPMENT PROJECT
PRELIMINARY FINANCING PLAN

90969

CITY OF SAN ANTONIO, TEXAS
Houston Street Redevelopment Project

TIF Plan of Finance

$4,500,000 Houston Street Redeveopment
$750,000 Historic Civic Center Linkage
$400,000 Crockett Street
Improvements Growth Rate of 2.80%

City, Bexar County,
UHS & ACCD

November 29, 1999

00277

Houston Street Redevelopment
Tax Increment Reinvestment Zone – Plan of Finance

Introduction

The proposed Houston Street Redevelopment project is located in the center of the downtown business district and will encompass approximately 0.9832 square miles. The proposed approximate boundaries stretch from a southernmost point of Crockett Street and extend north to Martin Street. The zone's western boundary is Soledad Street and Alamo Street to the east. The northernmost boundary extends to Martin Street. The proposed tax increment reinvestment zone ("TIRZ") will provide a source of funding for public improvements primarily along Houston Street. These public improvements are a significant part of a broader plan to revitalize and redevelop the commercial, retail and residential property along Houston Street and beyond.

The project includes the issuance of a certificate of obligation to fund approximately $4,500,000 of improvements along Presa Street, $750,000 for pedestrian linkage from the River Walk to the Historic Civic Center area, and $400,000 of improvements along Crockett Street. In addition to the aforementioned public improvements, the developer plans to fund $4,800,000 for public improvements to include: $1,600,000 for courtyard improvements, $975,000 for the Houston Street bridge linkage, $1,500,000 for facade preservation, $625,000 for other public improvements, and $100,000 for architect and engineering fees. Revenues produced from the tax increment reinvestment zone will be utilized to pay principal and interest on the certificates of obligation and the developer loan.

The revitalization of Houston Street is founded in the development program of Federal Realty Investment Trust, an equity real estate investment trust ("REIT") traded on the New York Stock Exchange. Houston Street development will be done through Street Retail San Antonio, LP ("Developer"), a Delaware limited partnership, organized and existing under the laws of the State of Delaware. Street Retail San Antonio, LP is a wholly-owned affiliate of a Federal Realty Investment Trust.

Public Infrastructure

The public infrastructure improvements and related capital costs include streetscaping, pedestrian/sidewalk expansions, River Walk access improvements, street improvements, construction of handicap-accessible elevators from street to River Walk, public courtyard development, and facade preservation. The total capital cost is estimated at $10,450,000.

Plan of Finance

The creation of the proposed TIRZ would provide a base value of $224,926,390. Future taxable value increases within the TIRZ in tax year 1999 and beyond would provide incremental revenue beginning in Fiscal Year Ending 9/30/2001. The taxable value increases captured within the TIRZ grow from $6,297,939 in Tax Year 2000 to $226,148,793 in Tax Year 2013. The tax revenue provided by the captured value will be used to pay principal and interest on the certificates of obligation and Developer loan.

The City of San Antonio intends to issue Certificates of Obligation in one or two installments over the next year to fund the improvements and certain costs of issuance. Through a contractual arrangement,

TIRZ tax collection will be remitted to the City to meet debt service requirements. In addition to the debt service cost, other costs to be paid from the TIRZ revenue include certain City of San Antonio and/or administrator fees. Revenues derived from the TIRZ will be used to pay costs in the following order of priority: (1) the administrative fees and other eligible costs incurred by the governmental entities participating in the TIRZ; (2) the payment of debt service requirements of certain obligations issued for the purpose of funding public improvements; (3) to reimburse Developer for liquidated damages payments plus accrued interest on the liquidated damages amount; and (4) the payment of the Developer's loan debt service requirements.

The taxing jurisdictions and tax rate per $100 valuation utilized in the analysis include: City of San Antonio at $0.57979; Bexar County at $0.339458; University Health System at $.243869 and the Alamo Community College District at $0.105961. Based on these assumptions, projected annual revenues of $77,928 in fiscal year 2001 to $2,798,254 in fiscal year 2014 are projected. No growth in tax rates is assumed. Growth of 2.80% in taxable value is assumed.

Limited Obligation of the City or Participating Governmental Entities

The City and Participating Governmental Entities shall have a limited obligation to impose, collect taxes, and deposit such tax receipts into a TIRZ fund and to submit the funds to the City of San Antonio as long as any debt obligation that funded the improvements remains outstanding. The TIRZ collections for this project shall not extend beyond September 30, 2014, and may be terminated prior to September 30, 2014, upon payment in full of its contractual obligations with the City of San Antonio, or for any other reason deemed appropriate by the City and the Participating Governmental Entities.

The contractual obligations of the TIRZ shall never in any event become general obligations or debt of the City or any of the Participating Governmental Entities. The contractual obligations incurred shall be payable solely from the TIRZ revenues and shall never constitute a debt, indebtedness, or a pledge of the faith and credit or taxing power of the State, the City, the Participating Governmental Entities, any political corporation, subdivision, or agency of the State.

Inspection

The City, Participating Governmental Entities or Administrator shall have the right to inspect the project site or sites.

Recommendation

It is recommended that the City and Participating Governmental Entities proceed with the project, submit the plan of finance, create the mechanisms required to tax and collect TIRZ revenues and deposit such revenues into a TIRZ account. Such recommendation is conditioned on the acceptance of the plan of finance by the Participating Governmental Entities, at the approximate participation levels described in this Plan of Finance.

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City of San Antonio, Texas
Houston Street Improvements - Tax Increment Financing Zone

Summary of Financial Analysis

Credit Rating (Certificates of Obligation)		AA+
Bond Insurance		No
t Structure		Level with Balloon in 2009
Dated Date		June 1, 2000
Estimated Interest Rate		
Current Interest Bonds		6.00%
Bond Issue Proceeds		
Current Interest Bonds	$	6,610,000
Developer Loan	$	4,800,000
Capitalized Interest (net funded amount)	$	907,773
Approximate Amount Available for Project Cost	$	11,410,000

Additional Bond and TIF Statistics

ximum Annual Debt Service	$	651,900
Total Debt Service	$	10,106,173
Final Term of Debt		09/15/2020
Final Year of TIF		2014
Base Year TIF Value (1999)	$	224,926,390
Total Projected New Development	$	93,743,688
Projected Annual Value Appreciation		
Base Model Growth Factor		2.80%
Enhanced Growth Model		0.00%
Total Projected Value Increase Over Base Year	$	226,148,793
(Beginning Value of final year less beginning value of base)		
Total TIF Revenues	$	22,345,732

Houston Street Redevelpoment
Tax Increment Financing Zone

Project Construction Sources and Uses of Funds

Sources of Funds		
Par Amount of Current Interest Bonds	$	6,610,000
Developer Loan		4,800,000
Total Sources of Funds	$	11,410,000
Uses of Funds		
Construction & Equipment Fund Deposit		
Houston Street Improvements		4,500,000
Crockett Street Improvements		400,000
Historic Civic Center		750,000
Majestic Courtyard		1,600,000
Houston Bridge Linkage		975,000
Façade Preservation		1,500,000
Architects & Engineering		100,000
Other Projects		625,000
Costs of Issuance		50,000
Underwriter's Discount		
Capitalized Interest Fund Deposit		907,773
Reserve Fund Deposit		
Contingency		2,227
Uses of Funds	$	11,410,000
Total TIF Revenues	$	22,345,732
TIF Fund Interest Earnings	$	693,135
Total Sources of Funds	$	23,038,867
Total Public Improvement Construction Cost	$	10,450,000
Cost of Issuance	$	52,227
Interest Cost on Certificates of Obligation	$	3,496,173
Interest Cost on Developer's Loan	$	8,692,406
Total Admin. Expenses	$	190,000
Ending TIF Fund Balance	$	158,061
Total Uses of Funds		23,038,867

City of San Antonio, Texas
Houston Street Redevelopment - Tax Increment Financing Zone

Projected Tax Increment Revenue

Tax Year	Tax Increment Zone: Beginning Assessed Value	(1) Federal Realty Improvements	(2) Other Improvements	Total Taxable Value	Projected Year-End Assessed Value	(3) Projected Captured Value	City of San Antonio: Captured Taxable Value	Tax Rate Contribution	Tax Increments	Bexar County: Captured Taxable Value	Tax Rate Contribution	Tax Increments	University Health System: Captured Taxable Value	Tax Rate Contribution	Tax Increments	Alamo Community College District: Captured Taxable Value	Tax Rate Contribution	Tax Increments	Combined Tax Increments	Fiscal Year Ending
1999				0	0															1999
1999	224,926,390			224,926,390	231,224,329	0	0	0.57979	0	0	0.33946	0	0	0.24387	0	0	0.10596	0	0	2000
2000	231,224,329	9,289,643	6,000,000	246,513,972	252,988,253	6,297,939	6,297,939	0.57979	35,602	6,297,939	0.33946	20,844	6,297,939	0.24387	14,973	6,297,939	0.10596	6,507	77,926	2001
2001	252,988,253	461,889		253,450,142	260,333,813	28,061,863	28,061,863	0.57979	158,632	28,061,863	0.33946	92,877	28,061,863	0.24387	66,723	28,061,863	0.10596	28,991	347,224	2002
2002	260,333,813	3,640,600		264,174,413	271,469,360	35,607,423	35,607,423	0.57979	201,287	35,607,423	0.33946	117,850	35,607,423	0.24387	84,665	35,607,423	0.10596	36,787	440,589	2003
2003	271,469,360	13,246,967		284,716,327	294,317,469	46,542,970	46,542,970	0.57979	263,105	46,542,970	0.33946	154,044	46,542,970	0.24387	110,666	46,542,970	0.10596	48,084	575,900	2004
2004	294,317,469	59,104,589		353,422,058	361,862,947	69,391,079	69,391,079	0.57979	392,264	69,391,079	0.33946	229,665	69,391,079	0.24387	164,993	69,391,079	0.10596	71,548	858,611	2005
2005	361,862,947			361,862,947	371,789,510	136,736,557	136,736,557	0.57979	772,965	136,736,557	0.33946	452,359	136,736,557	0.24387	325,122	136,736,557	0.10596	141,265	1,691,911	2006
2006	371,789,510			371,789,510	382,199,616	146,863,120	146,863,120	0.57979	830,210	146,863,120	0.33946	486,075	146,863,120	0.24387	349,200	146,863,120	0.10596	151,727	1,817,212	2007
2007	382,199,616			382,199,616	392,901,205	157,273,226	157,273,226	0.57979	889,058	157,273,226	0.33946	520,330	157,273,226	0.24387	373,952	157,273,226	0.10596	162,482	1,944,022	2008
2008	392,901,205			392,901,205	403,902,439	167,974,815	167,974,815	0.57979	949,554	167,974,815	0.33946	555,949	167,974,815	0.24387	399,398	167,974,815	0.10596	173,538	2,078,438	2009
2009	403,902,439			403,902,439	415,211,707	178,976,049	178,976,049	0.57979	1,011,743	178,976,049	0.33946	592,360	178,976,049	0.24387	425,535	178,976,049	0.10596	184,904	2,214,542	2010
2010	415,211,707			415,211,707	426,837,635	190,285,317	190,285,317	0.57979	1,075,674	190,285,317	0.33946	629,790	190,285,317	0.24387	452,446	190,285,317	0.10596	196,588	2,354,497	2011
2011	426,837,635			426,837,635	438,789,089	201,911,245	201,911,245	0.57979	1,141,395	201,911,245	0.33946	668,269	201,911,245	0.24387	480,089	201,911,245	0.10596	208,398	2,498,331	2012
2012	438,789,089			438,789,089	451,075,183	213,862,699	213,862,699	0.57979	1,208,936	213,862,699	0.33946	707,823	213,862,699	0.24387	508,506	213,862,699	0.10596	220,946	2,646,232	2013
2013	451,075,183			451,075,183	463,705,288	226,148,793	226,148,793	0.57979	1,278,408	226,148,793	0.33946	748,488	226,148,793	0.24387	537,719	226,148,793	0.10596	233,639	2,798,254	2014
2014							0	0.57979	0	0	0.33946	0	0	0.24387	0	0	0.10596	0	0	2015
2015							0	0.57979	0	0	0.33946	0	0	0.24387	0	0	0.10596	0	0	2016
2016							0	0.57979	0	0	0.33946	0	0	0.24387	0	0	0.10596	0	0	2017
2017							0	0.57979	0	0	0.33946	0	0	0.24387	0	0	0.10596	0	0	2018
2018							0	0.57979	0	0	0.33946	0	0	0.24387	0	0	0.10596	0	0	2019
2019							0	0.57979	0	0	0.33946	0	0	0.24387	0	0	0.10596	0	0	2020
		$27,743,688	$6,000,000						$10,208,834			$5,977,125			$4,294,008			$1,865,745	$22,345,732	

Existing Value Growth Factors	
Base Model Growth Factor	2.80%
Growth Factor Above Base	0.00%
Combined Growth Rate	2.80%

City of San Antonio	
Participation Level	100%
Tax Rate Growth Factor	0.00%
Tax Rate Collection Factor	97.50%

Bexar County	
Participation Level	100%
Tax Rate Growth Factor	0.00%
Tax Rate Collection Factor	97.50%

University Health System	
Participation Level	100%
Tax Rate Growth Factor	0.00%
Tax Rate Collection Factor	97.50%

Alamo Community College District	
Participation Level	100%
Tax Rate Growth Factor	0.00%
Tax Rate Collection Factor	97.50%

(1) Tax year 1999 value based on estimated certified values of existing property within the proposed zone (Provided by the City of San Antonio, Texas)
(2) Projected value of proposed improvements based on the development schedule provided by Federal Realty
(3) Projected total taxable value increase over base year (1999) taxable value

Houston Street Redevelopment - TIF Reinvestment Zone

Reimbursement for Public Improvements

Fiscal Year Ending	TIF Revenue	Cumulative TIF Revenues	Debt Service Pub. Imp. Infrastructure	Capitalized Interest	San Antonio Admin. Exp.	Developer Construction Funding	Payment to Developer	Interest on Deficit @ 10.00000%	Developer Balance	5.50% TIF Fund Interest Earnings	TIF Fund Balance
2000			114,573	114,573	50,000						(50,000)
2001	77,928	77,928	396,600	396,600	10,000	(1,600,000)		(160,000.00)	(1,760,000.00)		17,928
2002	347,224	425,151	396,600	396,600	10,000	(1,600,000)		(336,000.00)	(3,696,000.00)		355,151
2003	440,589	865,740	396,600		10,000	(1,600,000)		(529,600.00)	(5,825,600.00)	19,533	408,674
2004	575,900	1,441,640	481,600		10,000			(582,560.00)	(6,408,160.00)	22,477	515,450
2005	858,611	2,300,251	646,500		10,000			(640,816.00)	(7,048,976.00)	28,350	745,912
2006	1,691,911	3,992,163	646,200		10,000			(704,897.60)	(7,753,873.60)	41,025	1,822,648
2007	1,817,212	5,809,375	645,000		10,000			(775,387.36)	(8,529,260.96)	100,246	3,085,106
2008	1,946,022	7,755,397	647,900		10,000			(852,926.10)	(9,382,187.06)	169,681	4,542,909
2009	2,078,438	9,833,835	5,734,600		10,000			(938,218.71)	(10,320,405.76)	249,860	1,126,607
2010	2,214,562	12,048,397			10,000		3,331,169	(1,032,040.58)	(8,021,277.60)	61,963	61,963
2011	2,354,497	14,402,894			10,000		2,406,461	(802,127.76)	(6,416,944.62)	-	-
2012	2,498,351	16,901,245			10,000		2,488,351	(641,694.46)	(4,570,288.18)	-	-
2013	2,646,232	19,547,478			10,000		2,636,232	(457,028.82)	(2,391,084.64)	-	-
2014	2,798,254	22,345,732			10,000		2,630,193	(239,108.46)	0.00	-	158,061
2015											
2016											
2017											
2018											
2019											
2020											
	22,345,732		10,106,173	907,773	190,000	(4,800,000)	13,492,406	(8,692,406)		693,135	

Houston Street Redevelpoment - Tax Increment Financing Zone

Participation

Entity	Tax Rate	Level of Participation	Tax Rate Based on Participation	% of Project	TIF Revenues	TIF Expenses
San Antonio	0.5797900	100%	0.5797900	45.69%	$ 10,208,854	$ 10,525,519
Bexar County	0.3394580	100%	0.3394580	26.75%	$ 5,977,125	6,162,527
University Health S	0.2438690	100%	0.2438690	19.22%	$ 4,294,008	4,427,203
Alamo CCD	0.1059610	100%	0.1059610	8.35%	$ 1,865,745	1,923,618
TOTAL	1.2690780		1.2690780	100.00%	$ 22,345,732	$ 23,038,867

Houston Street Tax Increment Financing Zone
Projected Improvements

Year	(1) Non-Federal Improvements	(1) Federal Improvments	(2) Abatement Phase-Ins	Total New Improvments Base Model
1999		0	0	0
2000	6,000,000	9,289,643	0	15,289,643
2001		461,889	0	461,889
2002		3,640,600	0	3,640,600
2003		15,246,967	0	15,246,967
2004		59,104,589	0	59,104,589
2005		0	0	0
2006		0	0	0
2007		0	0	0
2008		0	0	0
2009			0	0
2010			0	0
2011			0	0
2012			0	0
2013			0	0
2014			0	0
2015			0	0
2016			0	0
2017			0	0
2018			0	0
2019			0	0
2020			0	0
	6,000,000	87,743,688	0	93,743,688

Houston Street Tax Increment Financing Zone
Projected Improvements

Year	(1) Non-Federal Improvements	(1) Federal Improvments	(2) Abatement Phase-Ins	Total New Improvments Base Model
1999		0	0	0
2000	6,000,000	9,289,643	0	15,289,643
2001		461,889	0	461,889
2002		3,640,600	0	3,640,600
2003		15,246,967	0	15,246,967
2004		59,104,589	0	59,104,589
2005		0	0	0
2006		0	0	0
2007		0	0	0
2008		0	0	0
2009			0	0
2010			0	0
2011			0	0
2012			0	0
2013			0	0
2014			0	0
2015			0	0
2016			0	0
2017			0	0
2018			0	0
2019			0	0
2020			0	0
	6,000,000	87,743,688	0	93,743,688

Houston Street Redevelopment - TIF Reinvestment Zone

Projected Tax Increment Revenue

Principal and Interest Requirements

Date	Principal	Interest Rate	Interest	Semi-annual Debt Service	Annual Debt Service
09/15/99					
03/15/00	-		0.00	-	
09/15/00	-	6.00%	114,573.33	114,573.33	114,573.33
03/15/01	-		198,300.00	198,300.00	
09/15/01	-	6.00%	198,300.00	198,300.00	396,600.00
03/15/02	-		198,300.00	198,300.00	
09/15/02	-	6.00%	198,300.00	198,300.00	396,600.00
03/15/03	-		198,300.00	198,300.00	
09/15/03	-	6.00%	198,300.00	198,300.00	396,600.00
03/15/04	-		198,300.00	198,300.00	
09/15/04	85,000	6.00%	198,300.00	283,300.00	481,600.00
03/15/05	0		195,750.00	195,750.00	
09/15/05	255,000	6.00%	195,750.00	450,750.00	646,500.00
03/15/06	0		188,100.00	188,100.00	
09/15/06	270,000	6.00%	188,100.00	458,100.00	646,200.00
03/15/07	0		180,000.00	180,000.00	
09/15/07	285,000	6.00%	180,000.00	465,000.00	645,000.00
03/15/08	0		171,450.00	171,450.00	
09/15/08	305,000	6.00%	171,450.00	476,450.00	647,900.00
03/15/09	0		162,300.00	162,300.00	
09/15/09	320,000	6.00%	162,300.00	482,300.00	644,600.00
03/15/10	0		152,700.00	152,700.00	
09/15/10	340,000	6.00%	152,700.00	492,700.00	645,400.00
03/15/11	-		142,500.00	142,500.00	
09/15/11	360,000	6.00%	142,500.00	502,500.00	645,000.00
03/15/12	-		131,700.00	131,700.00	
09/15/12	380,000	6.00%	131,700.00	511,700.00	643,400.00
03/15/13	-		120,300.00	120,300.00	
09/15/13	405,000	6.00%	120,300.00	525,300.00	645,600.00
03/15/14	-		108,150.00	108,150.00	-
09/15/14	430,000	6.00%	108,150.00	538,150.00	646,300.00
03/15/15	-		95,250.00	95,250.00	
09/15/15	455,000	6.00%	95,250.00	550,250.00	645,500.00
03/15/16	-		81,600.00	81,600.00	
09/15/16	480,000	6.00%	81,600.00	561,600.00	643,200.00
03/15/17	-		67,200.00	67,200.00	
09/15/17	510,000	6.00%	67,200.00	577,200.00	644,400.00
03/15/18	-		51,900.00	51,900.00	
09/15/18	540,000	6.00%	51,900.00	591,900.00	643,800.00
03/15/19	-		35,700.00	35,700.00	
09/15/19	575,000	6.00%	35,700.00	610,700.00	646,400.00
03/15/20	-		18,450.00	18,450.00	
09/15/20	615,000	6.00%	18,450.00	633,450.00	651,900.00
03/15/21	-		0.00	-	
09/15/21		6.00%	0.00	-	0.00
03/15/22	-		0.00	-	
09/15/22	-	6.00%	0.00	-	0.00
03/15/23	-		0.00	-	
09/15/23	-	6.00%	0.00	-	0.00
03/15/24	-		0.00	-	
09/15/24	-	6.00%	0.00	-	0.00
03/15/25	-		0.00	-	
09/15/25	-	6.00%	0.00	-	0.00
03/15/26	-		0.00	-	
09/15/26	-	6.00%	0.00	-	0.00
03/15/27	-		0.00	-	
	6,610,000.00		5,507,073.33	12,117,073.33	12,117,073.33

EXHIBIT "C"

PROPOSED COMPOSITION OF ZONE BOARD

90969

PROPOSED COMPOSITION OF ZONE BOARD

The proposed Houston Street Tax Increment Reinvestment Zone Board of Directors will be comprised as follows:

5 appointed by the City of San Antonio
1 appointed by the County *
1 appointed by the Alamo Community College District*
1 appointed by the University Health System*
1 appointed by the San Antonio Independent School District*

* if any taxing entity chooses not to appoint a representative, the City representation will be decreased by one.

EXHIBIT "D"

TAX ACCOUNT LISTING FOR PROPOSED ZONE

City of San Antonio
Finance Department
Proposed Houston Street TIF
Historical Assessed Values

Account Number	1993 Total Assessed	1994 Total Assessed	1995 Total Assessed	1996 Total Assessed	1997 Total Assessed	1998 Total Assessed	1999 Total Assessed
00101-000-0080	3,700,040	3,700,040	4,000,000	4,000,000	4,164,600	5,500,000	6,600,000
00106-000-0010	140,100	140,100	140,100	169,000	169,000	169,000	169,000
00106-000-0020	35,100	35,100	35,100	60,900	60,900	60,900	60,900
00106-000-0030	46,700	46,700	46,700	121,200	84,400	84,400	84,400
00106-000-0031	100,000	100,000	85,000	93,500	71,700	71,700	71,700
00106-000-0041	100,000	100,000	100,000	148,300	126,900	126,900	126,900
00106-000-0060	100,000	100,000	100,000	98,000	73,300	73,300	73,300
00106-000-0070	450,000	450,000	675,000	893,300	893,300	893,300	895,000
00106-000-0080	128,300	128,300	128,300	111,000	111,000	111,000	111,000
00106-000-0090	628,900	628,900	685,400	685,400	685,400	685,400	685,400
00106-000-0100	1,100,100	1,100,100	1,100,100	1,100,100	1,100,100	1,400,000	1,400,000
00106-000-0110	100	100	100	100	100	100	300
00106-000-0120	250,000	250,000	191,600	191,600	191,600	191,600	191,600
00106-000-0130	257,100	255,800	255,800	227,600	227,600	227,600	200,000
00106-000-0140	242,300	242,300	242,300	242,300	242,300	242,300	242,300
00106-000-0150	750,000	750,000	750,000	854,500	854,500	855,000	753,800
00108-000-0011	2,133,100	2,113,100	2,385,000	2,385,000	2,014,100	-	-
00108-000-0190	1,016,100	1,016,100	1,016,100	1,016,100	1,157,600	-	-
00108-000-0200	-	-	-	-	-	1,261,100	1,299,200
00108-000-0210	-	-	-	-	-	1,266,200	1,266,200
00109-000-0230	5,100,000	5,100,000	6,314,700	4,000,000	4,200,000	6,500,000	8,000,000
00120-001-0030	744,400	744,400	744,400	744,400	744,400	744,400	744,400
00120-001-0050	306,250	306,250	306,250	306,250	306,250	306,250	306,250
00120-001-0060	116,800	116,800	116,800	116,800	116,800	116,800	116,800
00120-001-0070	316,500	316,500	316,500	316,500	316,500	316,500	316,500
00120-001-0080	75,000	75,000	75,000	75,000	75,000	75,000	75,000
00120-001-0090	199,500	199,500	199,500	199,500	199,500	199,500	199,500
00403-014-0014	7,500,000	13,000,000	15,360,800	17,500,000	21,140,000	23,465,400	27,500,000
00404-018-0020	570,200	570,200	570,200	570,200	570,200	570,200	570,200
00404-018-0050	150,000	150,000	150,000	175,000	175,000	175,000	175,000
00404-018-0070	250,000	204,700	200,500	214,000	214,000	214,000	214,000
00404-018-0080	474,600	250,300	250,300	250,300	250,300	340,000	340,000
00404-020-0100	16,400,000	17,100,000	17,600,000	17,600,000	18,100,000	18,500,000	19,000,000
00405-022-0030	12,300,500	15,500,000	14,500,000	15,125,000	15,900,000	16,550,000	17,100,000
00406-021-0011	220,000	196,600	194,300	268,600	268,600	395,000	395,000
00406-021-0016	800,000	1,500,000	1,500,000	1,500,000	1,211,000	1,211,000	1,211,000
00406-021-0023	1,200,000	1,200,000	2,940,000	2,940,000	2,933,300	2,933,300	3,350,000
00407-017-0012	9,229,100	9,901,300	9,375,000	11,800,000	13,575,000	9,429,000	12,129,000
00407-017-0020	731,800	731,800	1,071,000	1,071,000	1,071,000	1,071,000	1,071,000
00407-017-0070	587,600	587,600	587,600	587,600	587,600	736,600	736,600
00407-017-0080	422,800	422,800	422,800	422,800	422,800	522,000	522,000
00407-017-0090	300,000	192,000	192,000	200,000	200,000	247,000	247,000
00407-017-0110	456,000	357,000	327,000	327,000	327,000	364,000	364,000
00407-017-0150	2,145,600	2,001,880	2,000,000	2,000,000	2,000,000	2,300,000	2,300,000
00407-017-0130	621,600	556,400	460,000	460,000	-	-	-
00407-100-0010	-	-	-	-	452,900	452,900	453,400
00407-100-0020	-	-	-	-	42,500	42,500	42,500
00407-100-0030	-	-	-	-	42,500	42,500	42,500
00408-015-0010	3,504,600	3,504,600	4,816,000	4,816,000	4,541,400	5,831,600	9,586,300
00408-015-0130	605,400	605,400	605,400	733,800	572,700	825,700	825,700
00408-015-0140	200,000	200,000	247,500	247,500	196,500	271,700	276,000
00408-015-0141	267,400	267,400	267,400	267,400	267,400	267,400	273,700
00408-015-0142	149,800	149,800	149,800	149,800	149,800	149,800	149,900
00408-015-0160	49,900	49,900	49,900	49,900	49,900	49,900	49,900
00408-015-0170	25,000	25,000	25,000	25,000	25,000	25,000	25,000
00408-015-0181	1,890,000	1,890,000	1,890,000	2,644,800	2,149,800	3,571,000	3,805,100
00408-015-0185	11,600	11,600	11,600	11,600	11,600	11,600	11,600
00409-012-0010	1,066,500	1,066,500	678,600	678,600	678,600	678,700	900,000
00409-012-0040	663,900	663,900	621,400	621,400	621,400	621,400	621,400
00409-012-0060	357,000	314,800	314,800	314,800	333,400	333,400	289,800
00413-011-0010	460,800	460,800	435,200	435,200	435,100	435,100	466,100
00415-018-0011	8,734,700	11,079,400	10,779,400	10,779,400	12,179,400	12,629,400	13,179,400
00415-018-0041	378,600	378,600	378,600	378,600	500,000	500,000	500,000
00415-018-0043	548,000	548,000	548,000	950,000	560,000	560,000	560,000
00415-018-0050	297,000	297,000	297,000	297,000	297,000	297,000	297,000

60291

Account Number		1993 Total Assessed	1994 Total Assessed	1995 Total Assessed	1996 Total Assessed	1997 Total Assessed	1998 Total Assessed	1999 Total Assessed
00415-018-0051		319,000	319,000	344,000	344,000	344,000	344,000	400,000
00415-018-0052		84,000	84,000	84,000	84,000	84,000	84,000	84,000
00415-018-0070		112,900	112,900	112,900	169,100	169,100	169,100	169,100
00415-018-0081		388,800	-	-	-	-	-	-
00415-018-0082		388,800	-	-	-	-	-	-
00415-018-0083		-	462,300	462,300	530,000	530,000	530,000	530,000
00416-023-0010		575,000	575,000	575,000	569,600	569,500	636,000	636,000
00416-023-0020		204,600	172,000	172,000	172,000	172,000	204,600	204,600
00416-023-0040		-	-	-	-	-	-	916,700
00416-023-0060		211,000	177,500	177,500	177,500	177,500	211,000	211,000
00416-023-0100		358,000	358,000	358,000	305,800	305,800	320,000	320,000
00416-023-0110		283,550	283,550	283,550	921,600	921,600	921,600	921,600
00416-023-0120		750,000	750,000	750,000	635,500	635,500	635,500	2,100,000
00416-023-0140		288,600	288,600	752,700	752,700	752,700	870,000	932,100
00416-023-0150		99,100	99,100	87,000	87,000	87,000	192,500	192,500
00416-023-0170		99,100	87,000	87,000	87,000	87,000	192,500	192,500
00416-023-0180		186,000	186,000	186,000	238,900	238,900	238,900	238,900
00416-023-0190		250,000	213,800	213,800	213,800	213,800	233,900	233,900
00416-023-0201		5,205,500	5,205,500	5,205,500	5,205,500	5,205,500	3,904,100	3,904,100
00416-023-0202		44,594,500	46,452,100	46,352,100	43,656,900	43,656,900	41,278,200	43,096,800
00416-100-1010	**	26,500	26,500	26,500	26,500	26,500	26,500	82,700
00416-100-1020	**	469,600	469,600	469,600	469,600	469,600	469,600	500,000
00416-100-2010	**	223,900	223,900	223,900	223,900	223,900	223,900	390,000
00416-100-2020	**	68,700	68,700	68,700	68,700	68,700	68,700	114,000
00416-100-2030	**	47,800	47,800	47,800	47,800	47,800	47,800	53,900
00416-100-3010		96,720	96,720	96,720	96,720	96,720	96,720	-
00416-100-3020		26,880	26,880	26,880	26,880	26,880	26,880	-
00416-100-3030		25,620	25,620	25,620	25,620	25,620	25,620	-
00416-100-3040		64,080	64,080	64,080	64,080	64,080	64,080	-
00416-100-3050		43,740	43,740	43,740	43,740	43,740	43,740	-
00416-100-4010		97,020	97,020	97,020	97,020	97,020	97,020	-
00416-100-4020		25,620	25,620	25,620	25,620	25,620	25,620	-
00416-100-4030		25,680	25,680	25,680	25,680	25,680	25,680	-
00416-100-4040		62,820	62,820	62,820	62,820	62,820	62,820	-
00416-100-4050		42,300	42,300	42,300	42,300	42,300	42,300	-
00416-100-5010		97,020	97,020	97,020	97,020	97,020	97,020	-
00416-100-5020		25,860	25,860	25,860	25,860	25,860	25,860	-
00416-100-5030		25,620	25,620	25,620	25,620	25,620	25,620	-
00416-100-5040		62,700	62,700	62,700	62,700	62,700	62,700	-
00416-100-5050		44,100	44,100	44,100	44,100	44,100	44,100	-
00416-100-6010		92,760	92,760	92,760	92,760	92,760	92,760	-
00416-100-6020		26,820	26,820	26,820	26,820	26,820	26,820	-
00416-100-6030		25,320	25,320	25,320	25,320	25,320	25,320	-
00416-100-6040		63,300	63,300	63,300	63,300	63,300	63,300	-
00416-100-6050		42,360	42,360	42,360	42,360	42,360	42,360	-
00416-100-7010		96,180	96,180	96,180	96,180	96,180	96,180	-
00416-100-7020		26,460	26,460	26,460	26,460	26,460	26,460	-
00416-100-7030		25,680	25,680	25,680	25,680	25,680	25,680	-
00416-100-7040		63,840	63,840	63,840	63,840	63,840	63,840	-
00416-100-7050		41,460	41,460	41,460	41,460	41,460	41,460	-
00417-019-0011		246,800	246,800	246,800	246,800	246,800	346,000	346,000
00417-019-0021		250,000	250,000	250,000	250,000	236,300	236,300	225,000
00417-019-0031		190,000	190,000	262,000	154,000	154,000	175,000	175,000
00417-019-0041		250,000	250,000	250,000	250,000	250,000	250,000	250,000
00417-019-0060		409,700	409,700	409,700	409,700	409,700	529,000	1,195,700
00418-016-0010		578,900	417,700	417,700	417,700	417,700	417,700	417,700
00418-016-0020		529,100	381,100	381,100	381,100	381,100	381,100	381,100
00418-016-0030		307,300	221,800	221,800	221,800	221,800	221,800	221,800
00418-016-0040		343,950	343,950	347,400	347,400	347,400	347,400	347,400
00418-016-0053		21,900	21,900	34,000	-	-	-	-
00418-016-0060		85,700	85,700	131,900	-	-	-	-
00418-016-0054		-	-	-	110,500	110,500	113,700	118,500
00418-016-0051		51,500	51,500	177,200	-	-	-	-
00418-016-0055		30,900	30,900	54,700	-	-	-	-
00418-016-0056		-	-	-	354,500	354,500	383,300	396,500
00418-016-0070		306,800	306,800	395,000	395,000	417,000	417,000	417,000
00418-016-0080		152,600	152,600	152,600	152,600	152,600	174,000	174,000
00418-016-0090		187,300	187,300	187,300	187,300	187,300	187,300	18[illegible]
00419-010-0010		146,900	146,900	146,900	146,900	146,900	146,900	14[illegible]
00419-010-0020		95,500	95,500	95,500	95,500	95,500	95,500	8[illegible]

Exhibit B

JRP
9/18/2014
Item No. 24

AN ORDINANCE 2014-09-18-0713

REVISING TAX INCREMENT REINVESTMENT ZONE (TIRZ) NUMBER NINE (HOUSTON STREET TIRZ) DESIGNATED BY ORDINANCE NUMBER 90969 BY EXTENDING THE TERM OF THE HOUSTON STREET TIRZ TO SEPTEMBER 30, 2034; RECONSTITUTING THE COMPOSITION OF THE TIRZ BOARD; AND AUTHORIZING THE NEW BOARD TO APPROVE, AN AMENDED PROJECT PLAN, FINANCE PLAN, OR ANY OTHER DOCUMENTS AS NECESSARY OR REQUIRED.

* * * * *

WHEREAS, in accordance with the Tax Increment Financing Act, Chapter 311 of the Texas Tax Code (the "TIF Act"), the City Council, through Ordinance No. 90969 dated December 9, 1999 designated the Houston Street TIRZ for a term to expire on September 30, 2014 and authorized a Development Agreement with Street Retail San Antonio, LP and Interlocal Agreements with Bexar County, The University Health System, and Alamo Colleges, all of which also expire on September 30, 2014; and

WHEREAS, the City Council desires to continue revitalization efforts of this valued reinvestment zone and to capitalize on potential future opportunities, and therefore wishes to extend the term of the Houston Street TIRZ from its original termination date of September 30, 2014 to September 30, 2034; and

WHEREAS, in addition to the City of San Antonio, the sole taxing entity who will participate in this extended Houston Street TIRZ is Bexar County; and

WHEREAS, the City Council therefore also desires to restructure the composition of the Board of Directors to only include representatives of the City of San Antonio and Bexar County as is permitted pursuant to Section 311.009 of the TIF Act; and

WHEREAS, the City Council previously approved two separate Parking Incentive Agreements with HVHC, Inc. and Argo Group US, Inc. to be funded in the event the Houston Street TIRZ was extended, which funding obligations will be included in Amended Project and Finance Plans; and

WHEREAS, in accordance with Section 311.007 of the TIF Act, the term of a tax increment financing zone may be extended after publication and a public hearing, both of which conditions have been met in this circumstance; **NOW THEREFORE:**

BE IT ORDAINED BY THE CITY COUNCIL OF THE CITY OF SAN ANTONIO:

SECTION 1. City Council hereby authorizes the extension of the Houston Street TIRZ Termination Date to September 30, 2034, unless otherwise terminated earlier as a result of breach of agreements, payment in full of all project costs approved in the Project and Finance Plans, or as authorized or permitted by law.

SECTION 2. The new Houston Street TIRZ Board shall be composed of representatives of the taxing entities participating in the TIRZ after September 30, 2014 in accordance with the TIF Act. The Houston TIRZ Board shall consist of seven members, four of whom shall be appointed by City Council and the remaining three appointed by Bexar County.

SECTION 3. The District One Councilperson shall serve on the Houston Street TIRZ as an ex-officio member and staff is directed to work with the District One City Council Office to identify three candidates for future appointment by City Council.

SECTION 4. The Houston Street TIRZ will continue to capture tax value on improvements within the TIRZ at the City's current participation rate of 100% for an additional 20 years until September 30, 2034. The City of San Antonio's and Bexar County's tax increment generated within the TIRZ will be used to fund public improvements within the TIRZ as described in any amended Project Plan, and Finance Plan approved by City Council. At the expiration of the TIRZ, any additional property tax values realized through the life of the TIRZ will be added to the tax rolls and deposited into the General Fund.

SECTION 5. The extension of the Houston Street TIRZ is conditioned on the Project and Finance Plans being amended to include funding solely from the City's tax increment captured after September 30, 2014 for Parking Incentives Agreements with HVHC, Inc. and ARGO Group US, Inc. previously approved by City Council.

SECTION 6. The City Council authorizes City staff to prepare amendments to the Project Plan, Finance Plan, negotiate Interlocal Agreements and Development Agreements, or any other document that is required either by the TIF Act or necessary for the implementation and execution of projects during the extended term of the Houston Street TIRZ.

SECTION 7. This Ordinance shall become effective immediately upon its passage by eight (8) affirmative votes of the City Council. If less than eight (8) affirmative votes are received, then this Ordinance shall be effective ten (10) days after passage.

PASSED AND APPROVED this 18th day of September, 2014.

M A Y O R
Ivy R. Taylor

ATTEST:

Leticia M. Vacek, City Clerk

APPROVED AS TO FORM:

Robert F. Greenblum, City Attorney

Agenda Item:	**24 (in consent vote: 5, 7, 8, 9, 10, 11, 12, 13, 14, 16, 17, 18, 19, 21, 22, 23, 24)**
Date:	09/18/2014
Time:	10:37:52 AM
Vote Type:	Motion to Approve
Description:	A Public Hearing and consideration of an Ordinance authorizing a 20-year term extension for the Houston Street Tax Increment Reinvestment Zone; modifying the composition of the TIRZ Board of Directors and participating tax entities; and, amending the TIRZ Project and Finance Plans. [Peter Zanoni, Deputy City Manager; John Dugan, Planning and Community Development]
Result:	Passed

Voter	Group	Not Present	Yea	Nay	Abstain	Motion	Second
Ivy R. Taylor	Mayor		x				
Diego Bernal	District 1		x				
Keith Toney	District 2		x				x
Rebecca Viagran	District 3		x				
Rey Saldaña	District 4		x				
Shirley Gonzales	District 5		x				
Ray Lopez	District 6		x				
Mari Aguirre-Rodriguez	District 7		x				
Ron Nirenberg	District 8		x				
Joe Krier	District 9		x				
Michael Gallagher	District 10		x			x	

Exhibit B-1

JRP
6/4/2015
Item No. 19

AN ORDINANCE 2015-06-04-0489

AMENDING THE BOUNDARIES OF TAX INCREMENT REINVESTMENT ZONE NUMBER NINE, CITY OF SAN ANTONIO, TEXAS KNOWN AS THE HOUSTON STREET TIRZ, AND TAX INCREMENT REINVESTMENT ZONE NUMBER THIRTY, CITY OF SAN ANTONIO, TEXAS KNOWN AS THE WESTSIDE TIRZ, AUTHORIZING CITY STAFF TO AMEND THE PROJECT AND FINANCE PLANS FOR TIRZ NUMBER NINE AND THIRTY AND APPOINTING THREE VACANCIES TO BE FILLED ON THE BOARD OF DIRECTORS FOR TIRZ NUMBER NINE.

* * * * *

WHEREAS, in accordance with the Tax Increment Financing Act, Texas Tax Code, Chapter 311 (the "TIF Act"), the City Council in 1999 through Ordinance No. 90969 designated the Houston Street TIRZ and in 2008 through Ordinances No. 2008-12-11-1173 designated the Westside Tax Increment Reinvestment Zone (the "TIRZ"), both located within and near the central business district and City Council Districts 1 and 5; and

WHEREAS, on September 18, 2014 City Council through Ordinance No. 2014-09-18-0713 extended the term of the Houston Street TIRZ for an additional twenty years until September 30, 2034 and reduced the size of the Board of Directors from eleven to seven members of which three are to be appointed by City Council; and

WHEREAS, City Council seeks to appoint the Assistant City Manager over Center City Development and Operations Department ("CCDO"), the Director of the Finance Department and the Director of CCDO as ex-officio members of the Houston Street TIRZ Board; and

WHEREAS, the proposed boundary amendments will increase the size of the Houston Street TIRZ by adding parcels located primarily along North Main extending from Cesar Chavez to IH-35 and will encompass parts of the proposed San Pedro Creek project; and

WHEREAS, the western edge of the proposed new Houston Street boundary runs adjacent to the Westside TIRZ east of South Flores Street and will include 27 parcels that are currently within the boundary of the Westside TIRZ; and

WHEREAS, the proposed boundary amendments will add 260 parcels totaling 138.54 parcel acres to the Houston Street TIRZ and will decrease the size of the Westside TIRZ by removing 27 parcels totaling 10.12 parcel acres; and

WHEREAS, the proposed boundary amendments will facilitate the City's economic development goals for the downtown area including development of the San Pedro Creek improvements by the Alameda Theater, redevelopment of City owned properties within each TIRZ, a public private partnership with the Weston Urban and Frost Bank that will result in a

consolidated administrative office tower for the City, 265 housing units in the central business district, and construction of the first class A office tower in downtown San Antonio since 1989; and

WHEREAS, in order to facilitate the public private partnership with Weston Urban and Frost Bank, several parcels will be removed from the Westside TIRZ to include but not limited to the Alameda Theater and the Frost Motor Bank site; and

WHEREAS, the parcels being removed from the Westside TIRZ and included in the Houston Street TIRZ will allow the City to utilize tax increment from the proposed new office tower on Frost Motor Bank site to service debt associated with the acquisition and renovation of the current Frost Bank Tower for City administrative offices and to allow Bexar County to utilize tax increment to fund improvements to the Alameda Theatre and other proposed public improvements; and

WHEREAS, the City seeks to amend the Houston Street and Westside TIRZ Project and Finance Plans to include the proposed boundary changes, public improvements and projects within the respective TIRZ; and

WHEREAS, the City now seeks to amend the boundaries of the Houston Street and Westside TIRZ by removing parcels from the Westside TIRZ and adding them to the Houston Street TIRZ; **NOW THEREFORE:**

BE IT ORDAINED BY THE CITY COUNCIL OF THE CITY OF SAN ANTONIO:

SECTION 1. The boundaries of the Houston Street TIRZ, located in City Council District 1 are amended by adding 260 parcels totaling 138.54 parcel acres for a new TIRZ boundary of 402 parcels totaling 179.74 parcel acres as shown in the attached **Exhibit A:** Map of the Houston TIRZ.

SECTION 2. The boundaries of the Westside TIRZ, located in City Council Districts 1 and 5 are amended by reducing it by 27 parcels totaling 10.12 parcel acres for a new TIRZ boundary of 2097 parcels totaling 1043.79 parcels acres, as shown in the attached **Exhibit B:** Map of the Westside TIRZ.

SECTION 3. The tax increment base for the properties being added to the Houston Street TIRZ is the total appraised value of the real property taxable by the City and the County as of January 1, 2015, the year in which the properties are being added to the Houston Street TIRZ.

SECTION 4. The Assistant City Manager over CCDO, the Director of the Finance Department and the Director of CCDO are appointed as ex-officio members of the Board of Directors of the Houston Street TIRZ to serve for a term of two years.

SECTION 5. There is no fiscal impact by this proposed action. All projects supported by the Houston Street and Westside TIRZ will be funded with future and available tax increment generated within each respective TIRZ.

SECTION 6. City Council authorizes City staff to amend the Project and Finance Plans to include the proposed boundary changes and proposed projects within the Houston Street and Westside TIRZ. Once amended, the Project and Finance Plans will require final approval by City Council in accordance with the TIF Act.

SECTION 7. This Ordinance shall become effective immediately upon its passage by eight (8) affirmative votes of the City Council. If less than eight (8) affirmative votes are received, then this Ordinance shall be effective ten (10) days after passage.

PASSED AND APPROVED this 4th day of June, 2015.

M A Y O R
Ivy R. Taylor

ATTEST:

Leticia M. Vacek
City Clerk

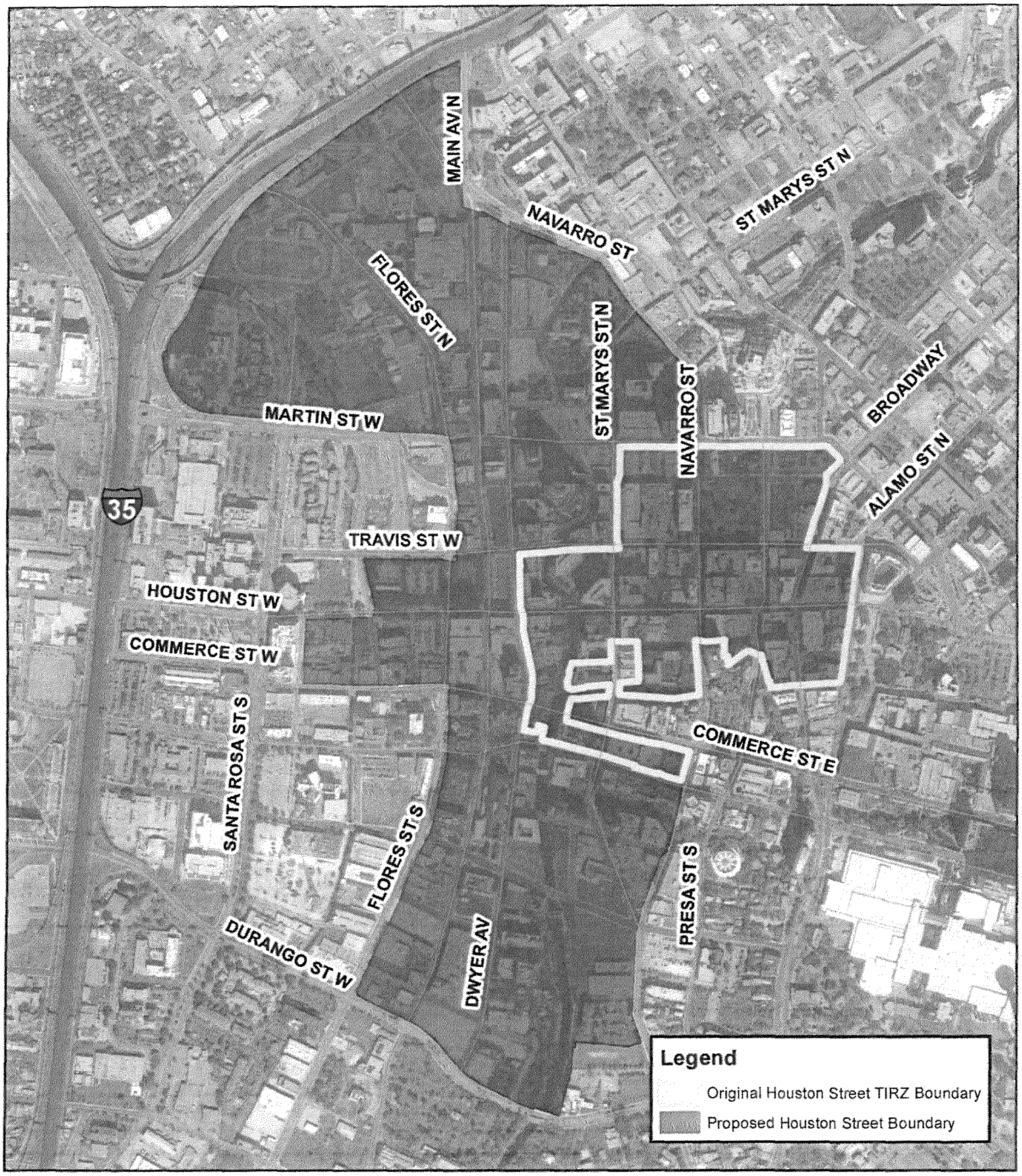
APPROVED AS TO FORM:

Martha G. Sepeda
Acting City Attorney

Agenda Item:	**19 (in consent vote: 5, 6, 7, 8, 9, 10, 11, 12, 15, 16, 17, 18, 19, 20, 21A, 21B, 22A, 22B)**
Date:	06/04/2015
Time:	09:47:28 AM
Vote Type:	Motion to Approve
Description:	An Ordinance amending the boundaries of the Tax Increment Reinvestment Zone #30 (Westside TIRZ) and the Tax Increment Reinvestment Zone #9 (Houston Street TIRZ); authorizing amendments to the Project and Finance Plans for each TIRZ; and filling three vacant seats on the Houston Street TIRZ Board of Directors. [Peter Zanoni, Deputy City Manager; John Dugan, Director, Planning and Community Development]
Result:	Passed

Voter	Group	Not Present	Yea	Nay	Abstain	Motion	Second
Ivy R. Taylor	Mayor		x				
Roberto C. Trevino	District 1		x				x
Alan Warrick	District 2	x					
Rebecca Viagran	District 3		x				
Rey Saldaña	District 4		x				
Shirley Gonzales	District 5	x					
Ray Lopez	District 6		x				
Cris Medina	District 7		x				
Ron Nirenberg	District 8		x			x	
Joe Krier	District 9	x					
Michael Gallagher	District 10		x				

EXHIBIT A



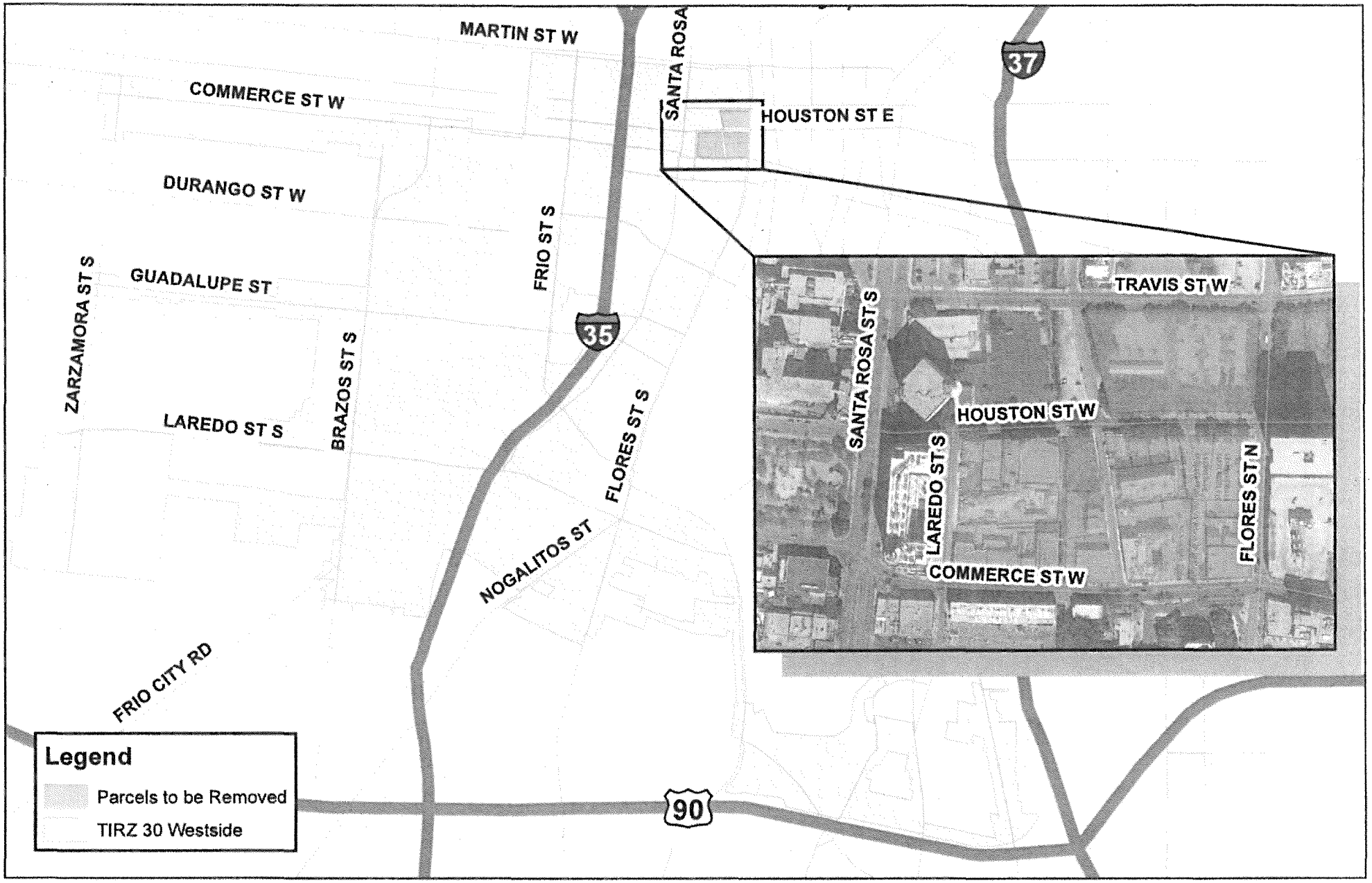
Proposed Boundary Amendment
Houston StreetTIRZ

N
W E
S

1,000 500 0 1,000 Feet

CITY OF SAN ANTONIO
DEPARTMENT OF PLANNING
& COMMUNITY DEVELOPMENT

EXHIBIT B



Proposed Boundary Amendment
Westside TIRZ

N W E S

2,800 1,400 0 2,800 Feet

CITY OF SAN ANTONIO
DEPARTMENT OF PLANNING
& COMMUNITY DEVELOPMENT

Exhibit C

CITY OF SAN ANTONIO, TEXAS

Houston Street
Tax Increment Reinvestment Zone Nine

Participation Levels:
City (100%)
Bexar County (100% O&M) after Extension

Bexar County (100%) until September 30, 2012
University Health System (60%) until September 30, 2012
Alamo Colleges (100%) until September 30, 2014

AMENDED FINAL FINANCE PLAN
Approved: August 23, 2000
Amended: September 20, 2007
Amended: April 1, 2010
Amended: September 30, 2014
Updated: October 1, 2015

Houston Street
Tax Increment Reinvestment Zone – Plan of Finance

Introduction

The Houston Street Redevelopment Project ("Project") is located in the center of the downtown business district and encompasses approximately 179.74 parcel acres. The original TIRZ boundary stretched from a southernmost point of Crockett Street and extended north to the northern most point of Martin Street; the western boundary was Soledad Street and the eastern boundary was Alamo Street. Boundary amendments approved by Ordinance 2015-06-04-0489 increased the size of the Houston Street TIRZ by adding parcels located primarily along North Main extending from Cesar Chavez to IH-35 (encompassing parts of the proposed San Pedro Creek project) and to extend the western edge of the new Houston Street boundary to run adjacent to the Westside TIRZ east of South Flores Street.

The tax increment reinvestment zone ("TIRZ") provides a source of funding for public improvements primarily along Houston Street. These public improvements are a significant part of a broader plan to revitalize and redevelop the commercial, retail, and residential property along Houston Street and beyond.

The Project includes redevelopment of Houston Street through projects such as HVHC, ARGO, Maverick Building, Weston Urban Tower Project, San Pedro Creek Redevelopment Project, Alameda Theater and Houston Street Lighting.

Plan of Finance

The tax year 1999 beginning appraised value of the TIRZ was $223,511,790.00. Projected captured values that would be taxed to produce revenues to pay for the TIRZ expenses commenced in tax year 1999 with collections commencing in tax year 2000 (fiscal year 2001). Increases in the assessed values within the TIRZ varied by Participating Taxing Entity depending on exemptions and adjustments applicable to each. The tax revenue provided by the projected captured value was used to pay principal and interest on the certificates of obligation and the Developer loan. The City of San Antonio ("City") issued certificates of obligation in November 2000 to fund improvements and certain costs of issuance. These certificates of obligation were subsequently redeemed March 15, 2010.

The City and Houston Street TIRZ Board have represented and expressly agree that they may only use the Bexar County ("County") Contribution in the Tax Increment Fund to pay expenditures in the following order or priority of payment: (i) to pay up to Fifteen Thousand and Zero Cents ($15,000.00) per year of the City's ongoing Administrative Costs to the City; (ii) to pay ongoing Administrative Costs up to Six Thousand Dollars and Zero Cents ($6,000.00) per year to the County; (iii) to reimburse up to Three Million Dollars and Zero Cents ($3,000,000.00) of Project Costs associated with the Weston Urban Tower Project; (iv) to reimburse the County for principal, interest, and costs of issuing and administering all financing instruments associated with the Alameda Theatre Project; (v) to reimburse County Economic Development Project Costs for projects along the San Pedro Creek Improvements Project; and (vi) to reimburse future approved County Project costs that are funded by the County contribution and in accordance with the TIF Act to include financing costs on any bond, certificate of obligation, or other financial

instrument issued by the County, as may be provided in any Development Agreement for County Projects and to the extent that County contributions in the TIF Fund are available for this purpose.

The City's Tax Increment contribution will be used to pay costs in the following order of priority of payment (i) Annual TIF Administrative Fees; (ii) $165,000 for Houston Street Lighting Project; (iii) Reimbursement for previous scheduled payments on behalf of HVAC and Argo (iv) Annual Reimbursements for the following projects: HVAC, Argo, Maverick Building 15 Year Annual Tax Reimbursement; and (v) Other projects approved by the Houston Street TIRZ Board of Directors.

The participating levels of each taxing entity after the Extension (approved through Ordinance 2014-09-18-0713) include 100% for the City, 100% of O&M for Bexar County. A growth rate of 3.25% in assessed value was assumed.

The TIRZ collections for this Project shall not extend beyond September 30, 2034 (approved through Ordinance 2014-09-18-0713) and may be terminated earlier once each taxing entity has deposited its respective amount described in the table below.

TABLE – TIRZ Contributions	
Participating Taxing Entities	Maximum Length of Contribution
City of San Antonio	September 30, 2034
Bexar County	September 30, 2034

In accordance with the TIF Act Section 311.011(c)(3), the Finance Plan for Houston Street Tax Increment Reinvestment Zone Number Nine is determined to be economically feasible.

Limited Obligation of the City or Participating Taxing Entities

The City and Participating Taxing Entities shall have a limited obligation to impose, collect taxes, and deposit such tax receipts into a TIRZ fund and to submit the funds to the City, as long as any debt obligation that funded the improvements remains outstanding. The TIRZ collections for this Project shall not extend beyond September 30, 2034, and may be terminated prior to September 30, 2034, upon payment in full of its contractual obligations with the City, or for any other reason deemed appropriate by the City and the Participating Taxing Entities.

The contractual obligations of the TIRZ shall never in any event become general obligations or debt of the City or any of the Participating Taxing Entities. The contractual obligations incurred shall be payable solely from the TIRZ revenues and shall never constitute a debt, indebtedness, or a pledge of the faith and credit or taxing power of the State, the City, the Participating Taxing Entities, any political corporation, subdivision, or agency of the State.

Inspection

The City, Participating Taxing Entities, or Administrator shall have the right to inspect the project site or sites.

Houston Street
Tax Increment Reinvestment Zone Nine
Summary Fact Sheet

	Original Finance Plan 2000	Amended Finance Plan 2007	Amended Finance Plan 2010	Amended Finance Plan 2014	Current Finance Plan 2015
Plan of Finance:					
Site Area	0.9832 sq. mi.	0.9832 sq. mi.	0.9832 sq. mi.	0.9832 sq. mi.	.2800 sq. mi. (179.74 parcel acres)
Beginning Assessed Value (1999)	$ 222,695,290.00	$ 223,199,790.00	$ 223,511,790.00	$ 223,511,790.00	$ 223,511,790.00
Assessed Value after Extended Boundaries (2015)					$ 1,189,013,420.00

Developer:
Varied

Performance Bonds
Per Texas Government Code Chapter 2253

Payment Bonds
Per Texas Government Code Chapter 2253

Assumptions:	Original Finance Plan 2000	Amended Finance Plan 2007	Amended Finance Plan 2010	Amended Finance Plan 2014	Current Finance Plan 2015
Year-End Assessed Tax Incremental Value	$ 205,767,030.00	$ 293,476,180.00	$ 364,903,334.00	$ 275,997,138.00	$ 1,313,461,899.74
Growth Factor	2.80%	2.80%	2.80%	3.25%	3.25%
Collection Rate	97.50%	97.50%	97.50%	97.50%	97.50%
Estimated Total TIF Revenues	$ 16,063,733.00	$ 19,732,045.00	$ 19,732,046.00	$ 145,618,669.51	$ 145,618,669.51
Estimated TIF Life (12/9/1999 to 09/30/2034)	14.82 yrs.	14.82 yrs.	14.82 yrs.	14.82 yrs.	34.83 yrs.
				(12/9/1999 to 09/30/14)	

Houston Street
Tax Increment Reinvestment Zone Nine
Sources and Uses

Sources of Funds [1]			
	TIF Revenues (12/09/1999 - 09/30/14)	$	20,049,374.18
	TIF Revenues (10/01/2014 - 09/30/2034)	$	125,569,295.33
	TIF Fund Interest Earnings		198,092.00
	Developer Payment to DS Shortfall		1,272,298.00
	Debt Service Close-out		12,548.51
Total Sources of Funds		$	147,101,608.02
Uses of Funds			
	Start-Up and Administrative Expenses		2,564,000.00
Original Projects:	Transfers to Debt Service	$	8,461,250.30
	Costs of Defeasance		11,800.00
	Taxing Entity Reimbursements for Overpayment and Litigation Expenses		317,329.18
	DS Shortfall Reimbursements		2,489,129.35
	Façade Preservation and Predevelopment Reimbursements		3,923,960.90
	Majestic Courtyard Reimbursements		3,026,508.95
	Walgreens/Stuart Building Reimbursements		1,843,659.32
	Houston Street Bridge Linkage Reimbursements [2]		-
	Kress Building Reimbursements [2]		1,299,777.22
Extension Projects:	HVHC [3]		$3,087,000.00
	ARGO [4]		$3,366,000.00
	Bexar County Projects [5]		40,190,508.00
	Houston Street Lighting		165,000.00
	Maverick Building [6]		415,753.05
	Other City Projects		75,939,931.75
Total Uses of Funds		$	147,101,608.01
Project Financing Surplus/(Shortage)		$	0.00

[1] An EDA Grant in the amount of $1,500,000.00 and UDAG in the amount of $974,500.00 was also used to fund Houston Street projects.

[2] On May 21, 2015, Ordinance No. 2015-05-21-0441 authorized the Settlement and Release Agreement with Street Retail Developer

[3] On Sep 1, 2011, Ordinance No. 2011-09-01-0721 authorized Ch380 Economic Development Agreement with HVHC
On Apr 1, 2013, Ordinance No. 2011-09-01-0257 authorized Amendment on Ch380 Economic Development Agreement with HVHC.

[4] On Sep 1, 2011, Ordinance No. 2011-09-01-0761 authorized Ch380 Economic Development Agreement with ARGO

[5] On _____, 2015, Ordinance No. 2015-__-__-____ authorized the Interlocal Agreement with Bexar County. Projects include Weston Urban Tower Project, Alameda Theater Project, and San Pedro Creek Improvements Project.

[6] On _____, 2015, Ordinance No. 2015-__-__-____ authorized Ch380 Agreement with Area Real Estate for Maverick Building.

Houston Street
Tax Increment Reinvestment Zone Nine
Revenues

	Tax Increment Zone				City of San Antonio							
Tax Year	Beginning Appraised Value	New Values	Appraisal Growth	Year-End Appraised Value	Tax Exemptions	Year-End Taxable Value	Total Base Taxable Value [2]	Captured Taxable Value	Tax Rate	Actual Tax Increment	Projected Tax Increment	Fiscal Year
1999				223,511,790.00	(23,212,600.00)	200,299,190.00	200,299,190.00	-		-	-	2000
2000	223,511,790.00	9,171,700.00	11,686,054.00	244,369,544.00	(24,209,000.00)	220,160,544.00	200,299,190.00	19,861,354.00	0.57979	112,519.29	-	2001
2001	244,369,544.00	380,300.00	(7,144,804.00)	237,605,040.00	(23,870,419.00)	213,734,621.00	200,299,190.00	13,435,431.00	0.57854	79,428.40	-	2002
2002	237,605,040.00	6,669,100.00	(7,203,400.00)	237,070,740.00	(23,511,050.00)	213,559,690.00	200,299,190.00	13,260,500.00	0.57854	57,599.02	-	2003
2003	237,070,740.00	14,163,588.00	11,719,200.00	262,953,528.00	(19,118,000.00)	243,835,528.00	200,299,190.00	43,536,338.00	0.57854	250,194.77	-	2004
2004	262,953,528.00	3,424,512.00	(1,130,135.00)	265,247,905.00	(1,046,800.00)	264,201,105.00	200,299,190.00	63,901,915.00	0.57854	366,775.37	-	2005
2005	265,247,905.00	1,434,160.00	13,694,087.00	280,376,152.00	-	280,376,152.00	199,987,190.00	80,388,962.00	0.57854	466,708.13	-	2006
2006	280,376,152.00	1,602,460.00	62,661,864.00	344,640,476.00	(3,187,334.00)	341,453,142.00	199,987,190.00	141,465,952.00	0.57854	800,811.13	-	2007
2007	344,640,476.00	22,100,000.00	61,451,366.00	428,191,842.00	(2,628,740.00)	425,563,102.00	199,987,190.00	225,575,912.00	0.57230	1,292,249.72	-	2008
2008	428,191,842.00	19,222,100.00	88,817,325.00	536,231,267.00	(3,418,900.00)	532,812,367.00	198,687,990.00	334,124,377.00	0.56714	1,884,112.28	-	2009
2009	536,231,267.00	2,150,110.00	(14,988,335.00)	523,393,042.00	(3,415,070.00)	519,977,972.00	199,987,190.00	319,990,782.00	0.56569	1,754,820.81	-	2010
2010	523,393,042.00	2,032,230.00	(81,431,040.00)	443,994,232.00	(6,432,990.00)	437,561,242.00	199,987,190.00	237,574,052.00	0.56569	1,361,445.06	-	2011
2011	443,994,232.00	7,203,107.00	31,137,286.00	482,334,625.00	(17,077,070.00)	465,257,555.00	199,987,190.00	265,270,365.00	0.56569	1,498,478.76	-	2012
2012	482,334,625.00	7,132,000.00	(5,126,707.00)	484,339,918.00	(21,176,040.00)	463,163,878.00	199,987,190.00	263,176,688.00	0.56569	1,201,834.99	-	2013
2013	484,339,918.00	-	20,274,540.00	504,614,458.00	(28,630,130.00)	475,984,328.00	199,987,190.00	275,997,138.00	0.56569	951,246.27	-	2014
2014	504,614,458.00	-	10,467,856.00	515,082,314.00	(30,202,085.00)	484,880,229.00	199,987,190.00	284,893,039.00	0.56569	1,609,643.33	-	2015
2015	1,189,013,420.00	-	96,957,242.00	1,285,970,662.00	(96,041,549.00)	1,189,929,113.00	811,008,144.00	378,920,969.00	0.55827		2,062,517.00	2016
2016	1,285,970,662.00	-	41,794,046.52	1,327,764,708.52	(99,162,899.34)	1,228,601,809.17	811,008,144.00	417,593,665.17	0.55827		2,273,018.00	2017
2017	1,327,764,708.52	5,000,000.00	43,152,353.03	1,375,917,061.54	(102,385,693.57)	1,273,531,367.97	811,008,144.00	462,523,223.97	0.55827		2,517,575.00	2018
2018	1,375,917,061.54	-	44,717,304.50	1,420,634,366.04	(105,713,228.61)	1,314,921,137.43	811,008,144.00	503,912,993.43	0.55827		2,742,865.00	2019
2019	1,420,634,366.04	-	46,170,616.90	1,466,804,982.94	(109,148,908.54)	1,357,656,074.40	811,008,144.00	546,647,930.40	0.55827		2,975,477.00	2020
2020	1,466,804,982.94	-	47,671,161.95	1,514,476,144.88	(112,696,248.07)	1,401,779,896.81	811,008,144.00	590,771,752.81	0.55827		3,215,649.00	2021
2021	1,514,476,144.88	-	49,220,474.71	1,563,696,619.59	(116,358,876.13)	1,447,337,743.46	811,008,144.00	636,329,599.46	0.55827		3,463,626.00	2022
2022	1,563,696,619.59	-	50,820,140.14	1,614,516,759.73	(120,140,539.61)	1,494,376,220.12	811,008,144.00	683,368,076.12	0.55827		3,719,663.00	2023
2023	1,614,516,759.73	-	52,471,794.69	1,666,988,554.42	(124,045,107.14)	1,542,943,447.28	811,008,144.00	731,935,303.28	0.55827		3,984,021.00	2024
2024	1,666,988,554.42	-	54,177,128.02	1,721,165,682.44	(128,076,573.13)	1,593,089,109.31	811,008,144.00	782,080,965.31	0.55827		4,256,970.00	2025
2025	1,721,165,682.44	-	55,937,884.68	1,777,103,567.12	(132,239,061.75)	1,644,864,505.37	811,008,144.00	833,856,361.37	0.55827		4,538,791.00	2026
2026	1,777,103,567.12	-	57,755,865.93	1,834,859,433.05	(136,536,831.26)	1,698,322,601.79	811,008,144.00	887,314,457.79	0.55827		4,829,770.00	2027
2027	1,834,859,433.05	-	59,632,931.57	1,894,492,364.62	(140,974,278.28)	1,753,518,086.35	811,008,144.00	942,509,942.35	0.55827		5,130,206.00	2028
2028	1,894,492,364.62	-	61,571,001.85	1,956,063,366.47	(145,555,942.32)	1,810,507,424.16	811,008,144.00	999,499,280.16	0.55827		5,440,407.00	2029
2029	1,956,063,366.47	-	63,572,059.41	2,019,635,425.88	(150,286,510.44)	1,869,348,915.44	811,008,144.00	1,058,340,771.44	0.55827		5,760,689.00	2030
2030	2,019,635,425.88	-	65,638,151.34	2,085,273,577.23	(155,170,822.03)	1,930,102,755.19	811,008,144.00	1,119,094,611.19	0.55827		6,091,380.00	2031
2031	2,085,273,577.23	-	67,771,391.26	2,153,044,968.49	(160,213,873.75)	1,992,831,094.74	811,008,144.00	1,181,822,950.74	0.55827		6,432,819.00	2032
2032	2,153,044,968.49	-	69,973,961.48	2,223,018,929.96	(165,420,824.65)	2,057,598,105.31	811,008,144.00	1,246,589,961.31	0.55827		6,785,354.00	2033
2033	2,223,018,929.96	-	72,248,115.22	2,295,267,045.19	(170,797,001.45)	2,124,470,043.74	811,008,144.00	1,313,461,899.74	0.55827		7,149,347.00	2034
		$ 101,685,367.00	$ 1,296,138,782.19							$ 13,687,867.33	$ 83,370,144.00	

Existing Value Growth Factors	
Base Model Growth Factor	3.25%
Growth Factor Above Base	0.00%
Combined Growth Rate	3.25%

Participation Level	100%
Tax Rate Growth Factor	0.00%
Tax Rate Collection Factor	97.50%

[1] Appraised Value for Tax Year 2015 was adjusted by $673,931,106 to reflect Boundary Changes.

[2] Base Taxable Value was $200,299,190 in 1999. Due to litigation and account corrections, the base value changed to $199,987,190 in 2005; to $198,687,990 in 2008 and to $199,987,190 in 2009. In 2015, Base Taxable will change due to boundary amendment Ordinance 2015-06-04-0489.

Houston Street
Tax Increment Reinvestment Zone Nine
Revenues

	Tax Increment Zone				Bexar County								
Tax Year	Beginning Appraised Value	New Values	Appraisal Growth	Year-End Appraised Value	Tax Exemptions	Year-End Taxable Value	Total Base Taxable Value [3]	Captured Taxable Value Adjustment [4]	Captured Taxable Value	Tax Rate	Actual Tax Increment [5]	Projected Tax Increment	Fiscal Year
1999				223,511,790.00	(20,000,000.00)	203,511,790.00	203,511,790.00	-	-		-	-	2000
2000	223,511,790.00	9,171,700.00	11,686,054.00	244,369,544.00	(20,000,000.00)	224,369,544.00	203,511,790.00	(5,368,700.00)	15,489,054.00	0.339458	50,097.73	-	2001
2001	244,369,544.00	380,300.00	(14,244,804.00)	230,505,040.00	(19,321,419.00)	211,183,621.00	202,212,590.00	-	8,971,031.00	0.320756	15,043.96	-	2002
2002	230,505,040.00	6,669,100.00	(7,013,400.00)	230,160,740.00	(19,127,000.00)	211,033,740.00	202,212,590.00	-	8,821,150.00	0.317571	28,858.30	-	2003
2003	230,160,740.00	14,163,588.00	10,646,100.00	254,970,428.00	(18,218,000.00)	236,752,428.00	202,212,590.00	-	34,539,838.00	0.320952	75,067.24	-	2004
2004	254,970,428.00	3,424,512.00	899,965.00	259,294,905.00	-	259,294,905.00	202,212,590.00	-	57,082,315.00	0.318471	374,671.09	-	2005
2005	259,294,905.00	1,434,160.00	19,647,087.00	280,376,152.00	-	280,376,152.00	203,199,790.00	(4,653,800.00)	72,522,562.00	0.318471	(97,813.73)	-	2006
2006	280,376,152.00	1,602,460.00	62,661,864.00	344,640,476.00	(2,046,274.00)	342,594,202.00	203,199,790.00	(4,653,800.00)	134,740,612.00	0.314147	371,804.00	-	2007
2007	344,640,476.00	22,100,000.00	61,451,366.00	428,191,842.00	(2,566,614.00)	425,625,228.00	203,199,790.00	(4,653,800.00)	217,771,638.00	0.295104	641,541.40	-	2008
2008	428,191,842.00	19,222,100.00	88,817,325.00	536,231,267.00	(3,418,900.00)	532,812,367.00	201,900,590.00	(5,700,800.00)	325,210,977.00	0.289399	1,100,768.19	-	2009
2009	536,231,267.00	2,150,110.00	(14,988,335.00)	523,393,042.00	(3,415,070.00)	519,977,972.00	203,199,790.00	(5,723,342.00)	311,054,840.00	0.296187	892,001.32	-	2010
2010	523,393,042.00	2,032,230.00	(81,431,040.00)	443,994,232.00	(6,432,990.00)	437,561,242.00	203,199,790.00	(5,723,342.00)	228,638,110.00	0.296187	625,871.50	-	2011
2011	443,994,232.00	7,203,107.00	31,137,286.00	482,334,625.00	(17,077,070.00)	465,257,555.00	203,199,790.00	(5,723,342.00)	256,334,423.00	0.296187	164,773.23	-	2012
2012	482,334,625.00	7,132,000.00	(5,126,707.00)	484,339,918.00	(15,776,040.00)	468,563,878.00	203,199,790.00	(5,700,800.00)	259,663,288.00	0.296187	(34,471.42)	-	2013
2013													2014
2014												-	2015
2015	1,189,013,420.00	-	96,957,242.00	1,285,970,662.00	(17,138,678.92)	1,268,831,983.08	811,008,144.00		457,823,839.08	0.239991		1,071,268.00	2016
2016	1,285,970,662.00	-	41,794,046.52	1,327,764,708.52	(17,695,685.99)	1,310,069,022.53	811,008,144.00		499,060,878.53	0.239991		1,167,759.00	2017
2017	1,327,764,708.52	5,000,000.00	43,152,353.03	1,375,917,061.54	(18,270,795.78)	1,357,646,265.76	811,008,144.00		546,638,121.76	0.239991		1,279,085.00	2018
2018	1,375,917,061.54	-	44,717,304.50	1,420,634,366.04	(18,864,596.64)	1,401,769,769.40	811,008,144.00		590,761,625.40	0.239991		1,382,330.00	2019
2019	1,420,634,366.04	-	46,170,616.90	1,466,804,982.94	(19,477,696.04)	1,447,327,286.90	811,008,144.00		636,319,142.90	0.239991		1,488,931.00	2020
2020	1,466,804,982.94	-	47,671,161.95	1,514,476,144.88	(20,110,721.16)	1,494,365,423.73	811,008,144.00		683,357,279.73	0.239991		1,598,996.00	2021
2021	1,514,476,144.88	-	49,220,474.71	1,563,696,619.59	(20,764,319.59)	1,542,932,300.00	811,008,144.00		731,924,156.00	0.239991		1,712,638.00	2022
2022	1,563,696,619.59	-	50,820,140.14	1,614,516,759.73	(21,439,159.98)	1,593,077,599.75	811,008,144.00		782,069,455.75	0.239991		1,829,974.00	2023
2023	1,614,516,759.73	-	52,471,794.69	1,666,988,554.42	(22,135,932.68)	1,644,852,621.74	811,008,144.00		833,844,477.74	0.239991		1,951,123.00	2024
2024	1,666,988,554.42	-	54,177,128.02	1,721,165,682.44	(22,855,350.49)	1,698,310,331.95	811,008,144.00		887,302,187.95	0.239991		2,076,209.00	2025
2025	1,721,165,682.44	-	55,937,884.68	1,777,103,567.12	(23,598,149.38)	1,753,505,417.74	811,008,144.00		942,497,273.74	0.239991		2,205,361.00	2026
2026	1,777,103,567.12	-	57,755,865.93	1,834,859,433.05	(24,365,089.24)	1,810,494,343.81	811,008,144.00		999,486,199.81	0.239991		2,338,710.00	2027
2027	1,834,859,433.05	-	59,632,931.57	1,894,492,364.62	(25,156,954.64)	1,869,335,409.99	811,008,144.00		1,058,327,265.99	0.239991		2,476,393.00	2028
2028	1,894,492,364.62	-	61,571,001.85	1,956,063,366.47	(25,974,555.66)	1,930,088,810.81	811,008,144.00		1,119,080,666.81	0.239991		2,618,551.00	2029
2029	1,956,063,366.47	-	63,572,059.41	2,019,635,425.88	(26,818,728.72)	1,992,816,697.16	811,008,144.00		1,181,808,553.16	0.239991		2,765,328.00	2030
2030	2,019,635,425.88	-	65,638,151.34	2,085,273,577.23	(27,690,337.41)	2,057,583,239.82	811,008,144.00		1,246,575,095.82	0.239991		2,916,876.00	2031
2031	2,085,273,577.23	-	67,771,391.26	2,153,044,968.49	(28,590,273.37)	2,124,454,695.11	811,008,144.00		1,313,446,551.11	0.239991		3,073,350.00	2032
2032	2,153,044,968.49	-	69,973,961.48	2,223,018,929.96	(29,519,457.26)	2,193,499,472.70	811,008,144.00		1,382,491,328.70	0.239991		3,234,908.00	2033
2033	2,223,018,929.96	-	72,248,115.22	2,295,267,045.19	(30,478,839.62)	2,264,788,205.57	811,008,144.00		1,453,780,061.57	0.239991		3,401,718.00	2034
		$ 101,685,367.00	$ 1,265,396,386.19								$ 4,208,212.81	$ 40,589,508.00	

Existing Value Growth Factors	
Base Model Growth Factor	3.25%
Growth Factor Above Base	0.00%
Combined Growth Rate	3.25%

Participation Level	100% of O&M
Tax Rate Growth Factor	0.00%
Tax Rate Collection Factor	97.50%

[3] Base Taxable Value was $203,511,790. Due to litigation and account corrections, the base value changed to $202,212,590 in 2001; to $203,199,790 in 2005; to $201,900,590 in 2008; to $203,199,790 in 2009.
Values above are approximate; total certified values for tax year 2015 have not been received at the time of this Finance Plan.

[4] Captured taxable value was adjusted according to Interlocal Agreements with Bexar County and UHS to exclude Westin Hotel parking garage located at the corner of Market and Commerce Streets.

[5] Bexar County was reimbursed $18,097.59 for overpayment above stated maximum contribution and $116,498.22 for litigation expenses.

Houston Street
Tax Increment Reinvestment Zone Nine
Revenues

	Tax Increment Zone				University Health System							
Tax Year	Beginning Appraised Value	New Values	Appraisal Growth	Year-End Appraised Value	Tax Exemptions	Year-End Taxable Value	Total Base Taxable Value [5]	Captured Taxable Value Adjustment [3]	Captured Taxable Value	Tax Rate	Actual Tax Increment [6]	Fiscal Year
1999				223,511,790.00	(20,000,000.00)	203,511,790.00	203,511,790.00	-	-		-	2000
2000	223,511,790.00	9,171,700.00	11,686,054.00	244,369,544.00	(20,000,000.00)	224,369,544.00	203,511,790.00	(5,368,700.00)	15,489,054.00	0.243869	21,738.17	2001
2001	244,369,544.00	380,300.00	(14,244,804.00)	230,505,040.00	(19,321,419.00)	211,183,621.00	202,212,590.00	-	8,971,031.00	0.243869	6,835.85	2002
2002	230,505,040.00	6,669,100.00	(7,013,400.00)	230,160,740.00	(19,127,000.00)	211,033,740.00	202,212,590.00	-	8,821,150.00	0.243869	13,192.65	2003
2003	230,160,740.00	14,163,588.00	10,646,100.00	254,970,428.00	(18,218,000.00)	236,752,428.00	202,212,590.00	-	34,539,838.00	0.243869	-	2004
2004	254,970,428.00	3,424,512.00	899,965.00	259,294,905.00	-	259,294,905.00	202,212,590.00	-	57,082,315.00	0.243869	212,403.62	2005
2005	259,294,905.00	1,434,160.00	19,647,087.00	280,376,152.00	-	280,376,152.00	203,199,790.00	(4,653,800.00)	72,522,562.00	0.243869	106,341.37	2006
2006	280,376,152.00	1,602,460.00	62,661,864.00	344,640,476.00	(2,046,274.00)	342,594,202.00	203,199,790.00	(4,653,800.00)	134,740,612.00	0.243869	164,965.36	2007
2007	344,640,476.00	22,100,000.00	61,451,366.00	428,191,842.00	(2,566,614.00)	425,625,228.00	203,199,790.00	(4,653,800.00)	217,771,638.00	0.237408	309,505.08	2008
2008	428,191,842.00	19,222,100.00	88,817,325.00	536,231,267.00	(3,418,900.00)	532,812,367.00	203,199,790.00	(5,700,800.00)	323,911,777.00	0.261022	425,056.06	2009
2009	536,231,267.00	2,150,110.00	(14,988,335.00)	523,393,042.00	(3,415,070.00)	519,977,972.00	203,199,790.00	(5,723,342.00)	311,054,840.00	0.266235	481,102.05	2010
2010	523,393,042.00	2,032,230.00	(81,431,040.00)	443,994,232.00	(6,432,990.00)	437,561,242.00	203,199,790.00	(5,723,342.00)	228,638,110.00	0.276235	351,991.53	2011
2011	443,994,232.00	7,203,107.00	31,137,286.00	482,334,625.00	(17,077,070.00)	465,257,555.00	203,199,790.00	(5,723,342.00)	256,334,423.00	0.276235	45,833.65	2012
2012	482,334,625.00	7,132,000.00	(5,126,707.00)	484,339,918.00	(15,776,040.00)	468,563,878.00	203,199,790.00	(5,700,800.00)	259,663,288.00	0.276235	(45,833.65)	2013
2013	-	-	-	-	-	-	-	-	-	-	62,428.52	2014
2014	-	-	-	-	-	-	-	-	-	-	-	2015
2015	-	-	-	-	-	-	-	-	-	-	-	2016
2016	-	-	-	-	-	-	-	-	-	-	-	2017
2017	-	-	-	-	-	-	-	-	-	-	-	2018
2018	-	-	-	-	-	-	-	-	-	-	-	2019
2019	-	-	-	-	-	-	-	-	-	-	-	2020
2020	-	-	-	-	-	-	-	-	-	-	-	2021
2021	-	-	-	-	-	-	-	-	-	-	-	2022
2022	-	-	-	-	-	-	-	-	-	-	-	2023
2023	-	-	-	-	-	-	-	-	-	-	-	2024
2024	-	-	-	-	-	-	-	-	-	-	-	2025
2025	-	-	-	-	-	-	-	-	-	-	-	2026
2026	-	-	-	-	-	-	-	-	-	-	-	2027
2027	-	-	-	-	-	-	-	-	-	-	-	2028
2028	-	-	-	-	-	-	-	-	-	-	-	2029
2029	-	-	-	-	-	-	-	-	-	-	-	2030
2030	-	-	-	-	-	-	-	-	-	-	-	2031
2031	-	-	-	-	-	-	-	-	-	-	-	2032
2032	-	-	-	-	-	-	-	-	-	-	-	2033
2033	-	-	-	-	-	-	-	-	-	-	-	2034
		$ 96,685,367.00	$ 164,142,761.00								$ 2,155,560.26	

Existing Value Growth Factors	
Base Model Growth Factor	2.80%
Growth Factor Above Base	0.00%
Combined Growth Rate	2.80%

Participation Level	60%
Tax Rate Growth Factor	0.00%
Tax Rate Collection Factor	97.50%

[5] Base Taxable Value was $203,511,790. Due to litigation and account corrections, the base value changed to $202,212,590 in 2001; to $203,199,790 in 2005.

[6] University Health System was erroneously reimbursed $66,260.74 for overpayment above stated maximum contribution and $62,428.52 for litigation expenses and consequently owed $62,428.52 to the Houston Street TIRZ due to litigation. This amount was received and documented into the Houston Street fund as of December 5, 2014 for FY 2014.

Houston Street
Tax Increment Reinvestment Zone Nine
Revenues

	Tax Increment Zone				Alamo Colleges							
Tax Year	Beginning Appraised Value	New Values	Appraisal Growth	Year-End Appraised Value	Tax Exemptions	Year-End Taxable Value	Total Base Taxable Value [7]	Captured Taxable Value	Tax Rate	Actual Tax Increment [8]	Combined Tax Increments	Fiscal Year
1999				223,511,790.00	-	223,511,790.00	223,511,790.00	-		-	-	2000
2000	223,511,790.00	9,171,700.00	11,686,054.00	244,369,544.00	-	244,369,544.00	223,511,790.00	20,857,754.00	0.106900	21,810.91	206,166.10	2001
2001	244,369,544.00	380,300.00	(7,144,804.00)	237,605,040.00	(194,419.00)	237,410,621.00	223,511,790.00	13,898,831.00	0.104600	1,804.01	103,112.22	2002
2002	237,605,040.00	6,669,100.00	(7,203,400.00)	237,070,740.00	-	237,070,740.00	223,511,790.00	13,558,950.00	0.107100	18,105.02	117,754.99	2003
2003	237,070,740.00	14,163,588.00	11,719,200.00	262,953,528.00	-	262,953,528.00	223,511,790.00	39,441,738.00	0.107050	42,047.28	367,309.29	2004
2004	262,953,528.00	3,424,512.00	(1,130,135.00)	265,247,905.00	-	265,247,905.00	223,511,790.00	41,736,115.00	0.107050	43,531.70	997,381.78	2005
2005	265,247,905.00	1,434,160.00	13,694,087.00	280,376,152.00	-	280,376,152.00	223,199,790.00	57,176,362.00	0.107050	61,372.71	536,608.48	2006
2006	280,376,152.00	1,602,460.00	62,661,864.00	344,640,476.00	(2,046,274.00)	342,594,202.00	223,199,790.00	119,394,412.00	0.137050	159,263.51	1,496,844.00	2007
2007	344,640,476.00	22,100,000.00	61,451,366.00	428,191,842.00	(2,566,614.00)	425,625,228.00	223,199,790.00	202,425,438.00	0.134550	271,667.31	2,514,963.51	2008
2008	428,191,842.00	19,222,100.00	88,817,325.00	536,231,267.00	(3,418,900.00)	532,812,367.00	221,900,590.00	310,911,777.00	0.135855	419,982.88	3,829,919.41	2009
2009	536,231,267.00	2,150,110.00	(14,988,335.00)	523,393,042.00	(3,415,070.00)	519,977,972.00	223,199,790.00	296,778,182.00	0.135855	389,883.63	3,517,807.81	2010
2010	523,393,042.00	2,032,230.00	(81,431,040.00)	443,994,232.00	(6,432,990.00)	437,561,242.00	223,199,790.00	214,361,452.00	0.141623	123,864.55	2,463,172.64	2011
2011	443,994,232.00	7,203,107.00	31,137,286.00	482,334,625.00	(17,077,070.00)	465,257,555.00	223,199,790.00	242,057,765.00	0.141623	83,766.71	1,792,852.35	2012
2012	482,334,625.00	7,132,000.00	(5,126,707.00)	484,339,918.00	(15,776,040.00)	468,563,878.00	223,199,790.00	245,364,088.00	0.149150	(83,766.71)	1,037,763.21	2013
2013	-	-	-	-	-	-	-	-	-	54,043.60	1,067,718.39	2014
2014	-	-	-	-	-	-	-	-	-	-	1,609,643.33	2015
2015	-	-	-	-	-	-	-	-	-	-	3,133,785.00	2016
2016	-	-	-	-	-	-	-	-	-	-	3,440,777.00	2017
2017	-	-	-	-	-	-	-	-	-	-	3,796,660.00	2018
2018	-	-	-	-	-	-	-	-	-	-	4,125,195.00	2019
2019	-	-	-	-	-	-	-	-	-	-	4,464,408.00	2020
2020	-	-	-	-	-	-	-	-	-	-	4,814,645.00	2021
2021	-	-	-	-	-	-	-	-	-	-	5,176,264.00	2022
2022	-	-	-	-	-	-	-	-	-	-	5,549,637.00	2023
2023	-	-	-	-	-	-	-	-	-	-	5,935,144.00	2024
2024	-	-	-	-	-	-	-	-	-	-	6,333,179.00	2025
2025	-	-	-	-	-	-	-	-	-	-	6,744,152.00	2026
2026	-	-	-	-	-	-	-	-	-	-	7,168,480.00	2027
2027	-	-	-	-	-	-	-	-	-	-	7,606,599.00	2028
2028	-	-	-	-	-	-	-	-	-	-	8,058,958.00	2029
2029	-	-	-	-	-	-	-	-	-	-	8,526,017.00	2030
2030	-	-	-	-	-	-	-	-	-	-	9,008,256.00	2031
2031	-	-	-	-	-	-	-	-	-	-	9,506,169.00	2032
2032	-	-	-	-	-	-	-	-	-	-	10,020,262.00	2033
2033	-	-	-	-	-	-	-	-	-	-	10,551,065.00	2034
		$ 96,685,367.00	$ 164,142,761.00							$ 1,607,377.11	$ 145,618,669.51	

Existing Value Growth Factors	
Base Model Growth Factor	2.80%
Growth Factor Above Base	0.00%
Combined Growth Rate	2.80%

Participation Level	100%
Tax Rate Growth Factor	0.00%
Tax Rate Collection Factor	97.50%

[7] Base Taxable Value was $223,511,790. Due to litigation and account corrections, the base value changed to $223,199,790 in 2005.

[8] Alamo Colleges was erroneously reimbursed $54,044.11 for litigation expenses and consequently owed $54,043.60 to the Houston Street TIRZ due to litigation. This amount was received and documented into the Houston Street fund as of December 5, 2014 for FY 2014.

Houston Street
Tax Increment Reinvestment Zone Nine
Reimbursements

Tax Year	TIF Revenue Actual	TIF Revenue Projected	Cumulative TIF Revenue	TIF Fund Interest Rate	Interest Earned in TIF Fund Actual	Interest Earned in TIF Fund Projected	Developer Payment to DS Shortfall[1]	Debt Service Close-out[2]	TIF Fund Sources Sub-total	Transfer of TIF Revenue to Debt Service	Transfer of Developer DS Shortfall[1]	Costs of Defeasance[3]	Debt Service Expenses Sub-total	Start-Up & City Administrative Expenses Actual	Start-Up & City Administrative Expenses Projected	Bexar County Administrative Expenses Actual	Bexar County Administrative Expenses Projected	Overpayment and Litigation: Bexar County Reimbursements[4]	Overpayment and Litigation: UHS Reimbursements[5]	Overpayment and Litigation: Alamo Colleges Reimbursements[6]	Taxing Entity Expenses Sub-total
1999	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2000	206,166.10	-	206,166.10	5.6776%	-	-	-	-	206,166.10	-	-	-	-	-	-	-	-	-	-	-	-
2001	103,112.22	-	309,278.32	2.5725%	2,630.60	-	-	-	105,742.82	-	-	-	-	-	-	-	-	-	-	-	-
2002	117,754.99	-	427,033.31	1.2975%	1,966.55	-	472,397.00	-	592,118.54	(348,758.90)	(472,397.00)	-	(820,755.90)	-	-	-	-	-	-	-	-
2003	367,709.29	-	794,742.60	1.0900%	1,913.80	-	433,538.00	-	802,761.69	-	(433,538.00)	-	(433,538.00)	-	-	-	-	-	-	-	-
2004	997,381.78	-	1,791,724.39	2.8215%	166.09	-	258,491.00	-	1,256,038.87	(923,830.87)	(258,491.00)	-	(1,182,321.87)	-	-	-	-	-	-	-	-
2005	536,608.48	-	2,328,332.86	4.5610%	18,625.29	-	107,872.00	-	663,105.77	(38,779.13)	(107,872.00)	-	(146,651.13)	-	-	-	-	-	-	-	-
2006	1,496,844.00	-	3,825,176.86	5.1832%	64,981.74	-	-	-	1,561,825.74	(2,399,180.48)	-	-	(2,399,180.48)	-	-	-	-	-	-	-	-
2007	2,514,963.51	-	6,340,140.37	3.3481%	26,123.95	-	-	-	2,541,087.46	(1,227,249.72)	-	-	(1,227,249.72)	-	-	-	-	-	-	-	-
2008	3,829,919.41	-	10,170,059.78	1.4135%	39,915.55	-	-	-	3,869,834.96	(2,251,353.20)	-	-	(2,251,353.20)	(64,293.34)	-	-	-	-	-	-	(64,293.34)
2009	3,517,807.81	-	13,687,867.59	0.3922%	19,408.32	-	-	12,548.51	3,549,764.64	-	-	(11,800.00)	(11,800.00)	(15,000.00)	-	-	-	-	-	-	(15,000.00)
2010	2,463,172.64	-	16,151,040.23	0.2696%	4,084.19	-	-	-	2,467,256.83	-	-	-	-	-	-	-	-	-	-	-	-
2011	1,792,852.35	-	17,943,892.58	0.2086%	6,340.28	-	-	-	1,799,192.63	-	-	-	-	(30,000.00)	-	-	-	(116,498.22)	-	-	(146,498.22)
2012	1,037,763.21	-	18,981,655.79	0.1995%	5,842.70	-	-	-	1,043,605.91	-	-	-	-	(15,000.00)	-	-	-	(18,097.59)	(128,689.26)	(54,044.11)	(215,830.96)
2013	1,067,718.39	-	20,049,374.18	0.1897%	2,195.46	-	-	-	1,069,913.85	-	-	-	-	(30,706.66)	-	-	-	-	-	-	(30,706.66)
2014	1,609,643.33	-	21,659,017.51	0.1532%	3,050.29	165.94	-	-	1,612,859.56	-	-	-	-	(15,000.00)	-	-	-	-	-	-	(15,000.00)
2015	-	3,133,785.00	24,792,802.51	0.4125%	-	681.25	-	-	3,134,466.25	-	-	-	-		(120,000.00)		(6,000.00)	-	-	-	(126,000.00)
2016	-	3,440,777.00	28,233,579.51	1.3750%	-	-	-	-	3,440,777.00	-	-	-	-		(120,000.00)		(6,000.00)	-	-	-	(126,000.00)
2017	-	3,796,660.00	32,030,239.51	2.3750%	-	-	-	-	3,796,660.00	-	-	-	-		(120,000.00)		(6,000.00)	-	-	-	(126,000.00)
2018	-	4,125,195.00	36,155,434.51	3.3125%	-	-	-	-	4,125,195.00	-	-	-	-		(120,000.00)		(6,000.00)	-	-	-	(126,000.00)
2019	-	4,464,408.00	40,619,842.51	3.5000%	-	-	-	-	4,464,408.00	-	-	-	-		(120,000.00)		(6,000.00)	-	-	-	(126,000.00)
2020	-	4,814,645.00	45,434,487.51	3.5000%	-	-	-	-	4,814,645.00	-	-	-	-		(120,000.00)		(6,000.00)	-	-	-	(126,000.00)
2021	-	5,176,264.00	50,610,751.51	3.5000%	-	-	-	-	5,176,264.00	-	-	-	-		(120,000.00)		(6,000.00)	-	-	-	(126,000.00)
2022	-	5,549,637.00	56,160,388.51	3.5000%	-	-	-	-	5,549,637.00	-	-	-	-		(120,000.00)		(6,000.00)	-	-	-	(126,000.00)
2023	-	5,935,144.00	62,095,532.51	3.5000%	-	-	-	-	5,935,144.00	-	-	-	-		(120,000.00)		(6,000.00)	-	-	-	(126,000.00)
2024	-	6,333,179.00	68,428,711.51	3.5000%	-	-	-	-	6,333,179.00	-	-	-	-		(120,000.00)		(6,000.00)	-	-	-	(126,000.00)
2025	-	6,744,152.00	75,172,863.51	3.5000%	-	-	-	-	6,744,152.00	-	-	-	-		(120,000.00)		(6,000.00)	-	-	-	(126,000.00)
2026	-	7,168,480.00	82,341,343.51	3.5000%	-	-	-	-	7,168,480.00	-	-	-	-		(120,000.00)		(6,000.00)	-	-	-	(126,000.00)
2027	-	7,606,599.00	89,947,942.51	3.5000%	-	-	-	-	7,606,599.00	-	-	-	-		(120,000.00)		(6,000.00)	-	-	-	(126,000.00)
2028	-	8,058,958.00	98,006,900.51	3.5000%	-	-	-	-	8,058,958.00	-	-	-	-		(120,000.00)		(6,000.00)	-	-	-	(126,000.00)
2029	-	8,526,017.00	106,532,917.51	3.5000%	-	-	-	-	8,526,017.00	-	-	-	-		(120,000.00)		(6,000.00)	-	-	-	(126,000.00)
2030	-	9,008,256.00	115,541,173.51	3.5000%	-	-	-	-	9,008,256.00	-	-	-	-		(120,000.00)		(6,000.00)	-	-	-	(126,000.00)
2031	-	9,506,169.00	125,047,342.51	3.5000%	-	-	-	-	9,506,169.00	-	-	-	-		(120,000.00)		(6,000.00)	-	-	-	(126,000.00)
2032	-	10,020,262.00	135,067,604.51	3.5000%	-	-	-	-	10,020,262.00	-	-	-	-		(120,000.00)		(6,000.00)	-	-	-	(126,000.00)
2033	-	10,551,065.00	145,618,669.51	3.5000%	-	-	-	-	10,551,065.00	-	-	-	-		(120,000.00)		(6,000.00)	-	-	-	(126,000.00)
	$ 21,659,017.51	$ 123,959,652.00			$ 197,244.81	$ 847.19	$ 1,272,298.00	$ 12,548.51	$ 147,101,608.02	$ (7,184,952.30)	$ (1,272,298.00)	$ (11,800.00)	$ (8,473,050.30)	$ (170,000.00)	$ (2,280,000.00)	$ -	$ (114,000.00)	$ (134,595.81)	$ (128,689.26)	$ (54,044.11)	$ (2,881,329.18)

[1] Pursuant to the Development Agreement Article 11 Section 11.1, the Developer shall be responsible for any debt service shortfall.

[2] Transfer of $12,548.51 to Houston Street TIF Fund from Houston Street Certificates of Obligation debt service fund close-out.

[3] Houston Street Defeasance expenses of $1,800 for Bond Counsel fees payable to McCall, Parkhurst & Horton L.L.P. and $10,000 for Financial Advisory fees payable to Coastal Securities, Inc.

[4] Bexar County was reimbursed $18,097.59 for overpayment above stated maximum contribution and $116,498.22 for litigation expenses.

[5] University Health System was erroneously reimbursed $66,260.74 for overpayment above stated maximum contribution and $62,428.52 for litigation expenses and consequently owed $62,428.52 to the Houston Street TIRZ due to litigation.
This amount was received and documented into the Houston Street fund as of December 5, 2014 for FY 2014.

[6] Alamo Colleges was erroneously reimbursed $54,044.11 for litigation expenses and consequently owes $54,043.60 to the Houston Street TIRZ due to litigation. This amount was received and documented into the Houston Street fund as of December 5, 2014 for FY 2014.

Houston Street
Tax Increment Reinvestment Zone Nine
Reimbursements

DS Shortfall Reimbursements	Facade Preservation & Predevelopment Reimbursements	Majestic Courtyard Reimbursements	Walgreens/ Stuart Building Reimbursements	Houston Street Bridge Linkage Reimbursements	Kress Building Reimbursements[7]	Before Extension Reimbursements Sub-total	HVHC Reimbursements[8] Actual	HVHC Reimbursements[8] Projected	ARGO Reimbursements[9] Actual	ARGO Reimbursements[9] Projected	Houston Street Lighting	Maverick Building[10] Actual	Maverick Building[10] Projected	City's Other Projects Projected	Bexar County's Projects[11] Projected	After Extension Reimbursements Sub-total	Fiscal Year Cashflow Balance	Fiscal Year Fund Balance	Fiscal Year
-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	2000
-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	206,166.10	206,166.10	2001
-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	105,742.82	311,908.92	2002
-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	(228,637.36)	83,271.56	2003
-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	369,223.09	452,494.65	2004
-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	73,717.00	526,211.65	2005
-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	516,254.64	1,042,466.29	2006
-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	(837,354.74)	205,111.55	2007
-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	1,313,837.74	1,518,949.29	2008
-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	1,554,188.42	3,073,137.71	2009
(2,489,129.35)	(3,772,716.31)	-	(250,434.84)	-	-	(6,512,280.49)	-	-	-	-	-	-	-	-	-	-	(2,989,315.85)	83,821.86	2010
-	-	-	(1,293,946.09)	-	-	(1,293,946.09)	-	-	-	-	-	-	-	-	-	-	1,173,310.74	1,257,132.60	2011
-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	1,652,694.41	2,909,827.01	2012
-	(151,244.60)	(3,026,508.95)	(299,278.39)	-	-	(3,477,031.93)	-	-	-	-	-	-	-	-	-	-	(2,649,256.98)	260,570.03	2013
-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	1,039,207.19	1,299,777.22	2014
-	-	-	-	-	(1,299,777.22)	(1,299,777.22)	-	(650,107.56)	-	(782,600.45)	-	-	-	-	-	(1,432,707.95)	(1,134,625.61)	165,151.60	2015
-	-	-	-	-	-	-	-	(1,096,200.00)	-	(600,699.55)	(165,000.60)	-	-	(261,450.30)	(1,050,268.00)	(3,173,617.85)	(165,151.60)	0.00	2016
-	-	-	-	-	-	-	-	(277,042.50)	-	(332,700.00)	-	-	-	(1,558,275.59)	(1,146,759.00)	(3,314,777.60)	-	0.00	2017
-	-	-	-	-	-	-	-	(252,000.00)	-	(360,000.00)	-	-	(27,716.87)	(1,772,858.19)	(1,258,085.00)	(3,670,660.00)	-	0.00	2018
-	-	-	-	-	-	-	-	(252,000.00)	-	(360,000.00)	-	-	(27,716.87)	(1,998,148.13)	(1,361,330.00)	(3,999,195.00)	-	0.00	2019
-	-	-	-	-	-	-	-	(252,000.00)	-	(360,000.00)	-	-	(27,716.87)	(2,230,760.13)	(1,467,931.00)	(4,338,408.00)	-	0.00	2020
-	-	-	-	-	-	-	-	(252,000.00)	-	(360,000.00)	-	-	(27,716.87)	(2,470,932.13)	(1,577,996.00)	(4,688,645.00)	-	0.00	2021
-	-	-	-	-	-	-	-	(55,650.00)	-	(210,000.00)	-	-	(27,716.87)	(3,065,239.13)	(1,691,638.00)	(5,050,264.00)	-	0.00	2022
-	-	-	-	-	-	-	-	-	-	-	-	-	(27,716.87)	(3,586,946.13)	(1,808,974.00)	(5,423,637.00)	-	0.00	2023
-	-	-	-	-	-	-	-	-	-	-	-	-	(27,716.87)	(3,851,304.13)	(1,930,123.00)	(5,809,144.00)	-	0.00	2024
-	-	-	-	-	-	-	-	-	-	-	-	-	(27,716.87)	(4,124,258.13)	(2,055,209.00)	(6,207,179.00)	-	0.00	2025
-	-	-	-	-	-	-	-	-	-	-	-	-	(27,716.87)	(4,406,074.13)	(2,184,361.00)	(6,618,152.00)	-	0.00	2026
-	-	-	-	-	-	-	-	-	-	-	-	-	(27,716.87)	(4,697,053.13)	(2,317,710.00)	(7,042,480.00)	-	0.00	2027
-	-	-	-	-	-	-	-	-	-	-	-	-	(27,716.87)	(4,997,489.13)	(2,455,393.00)	(7,480,598.00)	-	0.00	2028
-	-	-	-	-	-	-	-	-	-	-	-	-	(27,716.87)	(5,307,690.13)	(2,597,551.00)	(7,932,958.00)	-	0.00	2029
-	-	-	-	-	-	-	-	-	-	-	-	-	(27,716.87)	(5,627,972.13)	(2,744,328.00)	(8,400,017.00)	-	0.00	2030
-	-	-	-	-	-	-	-	-	-	-	-	-	(27,716.87)	(5,958,663.13)	(2,895,876.00)	(8,882,256.00)	-	0.00	2031
-	-	-	-	-	-	-	-	-	-	-	-	-	(27,716.87)	(6,300,102.13)	(3,052,350.00)	(9,380,169.00)	-	0.00	2032
-	-	-	-	-	-	-	-	-	-	-	-	-	-	(6,680,354.00)	(3,213,908.00)	(9,894,261.00)	-	0.00	2033
-	-	-	-	-	-	-	-	-	-	-	-	-	-	(7,044,347.00)	(3,380,718.00)	(10,425,065.00)	-	0.00	2034
$ (2,489,129.35)	$ (3,923,960.90)	$ (3,026,508.95)	$ (1,843,659.32)	$ -	$ (1,299,777.22)	$ (12,503,035.73)	$ -	$ (3,087,000.00)	$ -	$ (3,366,000.00)	$ (165,000.60)	$ -	$ (415,733.05)	$ (75,959,931.75)	$ (40,190,508.00)	$ (123,164,192.80)	$ 0.00		

[7] Approval of Federal Realty Investment Trust invoice for Kress Building improvements for $1,700,948.91 was approved by Houston Street TIRZ Board on December 17, 2012.
On May 21, 2015, Ordinance No. 2015-05-21-0441 authorized the Settlement and Release Agreement with Street Retail Developer.

[8] On Sep 1, 2011, Ordinance No. 2011-09-01-0721 authorized Ch380 Economic Development Agreement with HVHC. (The "Parking Reimbursement Grants" is in a cumulative amount of approximately $7,869,956.00, based on FY 2012 Parking Rate)

[9] On Sep 1, 2011, Ordinance No. 2011-09-01-0761 authorized Ch380 Economic Development Agreement with ARGO. (The "Parking Reimbursement Grants" is in a cumulative amount of approximately $3,850,120.00, based on FY 2012 Parking Rate)

[10] On _____, 2015, Ordinance No. 2015-__-__-____ authorized Ch380 Agreement with Area Real Estate for Maverick Building renovation.

[11] On _____, 2015, Ordinance No. 2015-__-__-____ authorized the Interlocal Agreement with Bexar County. Projects include Weston Urban Tower Project, Alameda Theater Project, and San Pedro Creek Improvements Project.

Houston Street

Tax Increment Reinvestment Zone Nine

Participation

Entity	Tax Rate	Level of Participation	Tax Rate Based on Participation	% of Project	TIF Revenues	TIF Expenses [3]
City of San Antonio	$ 0.565690	100%	$ 0.565690	66.65%	$ 97,058,011.33	$ 98,046,422.11
Bexar County [1,2]	0.296187	100%	0.296187	30.76%	44,797,720.81	45,253,927.87
University Health System [1]	0.276235	60%	0.165741	1.48%	2,155,560.26	2,177,511.86
Alamo Colleges [1]	0.141623	100%	0.141623	1.10%	1,607,377.11	1,623,746.17
TOTAL	$ 1.279735		$ 1.169241	100.00%	$ 145,618,669.51	$ 147,101,608.01

[1] Tax rate shown as of year of last contribution of increment.

[2] Bexar County Participation is 100% of O&M

[3] Variance between Revenues and Expenses include TIF Fund Interest Earnings, Developer Payment to DS Shortfall, and Debt Service Close-out

Houston Street
Tax Increment Reinvestment Zone Nine
New Values

Tax Year	Frost/ Joseph's Building [1]	Harvey House/Carl Court [2]	Vogue Building	Kress Building	East Hotel Site [3]	Stuart Building	Walgreens Building	Valencia Hotel	South Texas Building	Neisner Building [4]	Alamo National Building	Maverick Building	Annual Total	Fiscal Year
1999														2000
2000	1,674,400.00	1,739,600.00	400,000.00	1,369,000.00	1,500,900.00	130,000.00	948,400.00	1,409,400.00	-	-	-	-	9,171,700.00	2001
2001	-	-	283,300.00	-	-	97,000.00	-	-	-	-	-	-	380,300.00	2002
2002	-	-	-	-	-	-	-	6,669,100.00	-	-	-	-	6,669,100.00	2003
2003	-	1,835,300.00	1,065,800.00	-	-	230,500.00	-	9,776,988.00	555,000.00	-	700,000.00	-	14,163,588.00	2004
2004	-	-	301,700.00	-	-	-	-	2,697,812.00	425,000.00	-	-	-	3,424,512.00	2005
2005	686,620.00	-	-	-	-	-	-	-	747,540.00	-	-	-	1,434,160.00	2006
2006	-	-	-	-	-	-	-	-	1,602,460.00	-	-	-	1,602,460.00	2007
2007	-	-	-	-	-	-	-	-	-	-	22,100,000.00	-	22,100,000.00	2008
2008	-	-	-	-	-	-	-	11,933,500.00	-	-	7,288,600.00	-	19,222,100.00	2009
2009	-	-	-	-	-	178,680.00	1,971,430.00	-	-	-	-	-	2,150,110.00	2010
2010	-	-	-	-	-	515,960.00	916,270.00	-	-	600,000.00	-	-	2,032,230.00	2011
2011	-	-	-	918,900.00	-	-	-	-	-	2,800,000.00	3,484,207.00	-	7,203,107.00	2012
2012	-	-	-	-	-	-	-	-	5,432,000.00	1,700,000.00	-	-	7,132,000.00	2013
2013	-	-	-	-	-	-	-	-	-	-	-	-	0.00	2014
2014	-	-	-	-	-	-	-	-	-	-	-	-	0.00	2015
2015	-	-	-	-	-	-	-	-	-	-	-	-	0.00	2016
2016	-	-	-	-	-	-	-	-	-	-	-	-	0.00	2017
2017	-	-	-	-	-	-	-	-	-	-	-	5,000,000.00	5,000,000.00	2018
2018	-	-	-	-	-	-	-	-	-	-	-	-	0.00	2019
2019	-	-	-	-	-	-	-	-	-	-	-	-	0.00	2020
2020	-	-	-	-	-	-	-	-	-	-	-	-	0.00	2021
2021	-	-	-	-	-	-	-	-	-	-	-	-	0.00	2022
2022	-	-	-	-	-	-	-	-	-	-	-	-	0.00	2023
2023	-	-	-	-	-	-	-	-	-	-	-	-	0.00	2024
2024	-	-	-	-	-	-	-	-	-	-	-	-	0.00	2025
2025	-	-	-	-	-	-	-	-	-	-	-	-	0.00	2026
2026	-	-	-	-	-	-	-	-	-	-	-	-	0.00	2027
2027	-	-	-	-	-	-	-	-	-	-	-	-	0.00	2028
2028	-	-	-	-	-	-	-	-	-	-	-	-	0.00	2029
2029	-	-	-	-	-	-	-	-	-	-	-	-	0.00	2030
2030	-	-	-	-	-	-	-	-	-	-	-	-	0.00	2031
2031	-	-	-	-	-	-	-	-	-	-	-	-	0.00	2032
2032	-	-	-	-	-	-	-	-	-	-	-	-	0.00	2033
2033	-	-	-	-	-	-	-	-	-	-	-	-	0.00	2034
	2,361,020.00	3,574,900.00	2,050,800.00	2,287,900.00	1,500,900.00	1,152,140.00	3,836,100.00	32,486,800.00	8,762,000.00	5,100,000.00	33,572,807.00	5,000,000.00	101,685,367.00	

[1] Parcels combined in 2005.
[2] Parcels combined in 2003.
[3] No new improvements; site is a parking lot. New value due to laying of asphalt.
[4] Property receives 100% tax exemption for Historic.

Exhibit D

CITY OF SAN ANTONIO, TEXAS

Department of Planning and Community Development

Houston Street

Tax Increment Reinvestment Zone Number Nine

Project Plan

Approved August 23, 2000
Amended on September 20, 2007
Amended on April 1, 2010
Amended on October 15, 2015

PROJECT PLAN

TAX INCREMENT REINVESTMENT ZONE NUMBER 9

Section 1: Project Overview

The Houston Street Tax Increment Reinvestment Zone Number 9 (TIRZ) will provide the financing needed to develop public improvements and support economic development activities associated with revitalization in the San Antonio's Central Business District. This Project Plan describes, pursuant to Section 311.011 of the Texas Tax Code:

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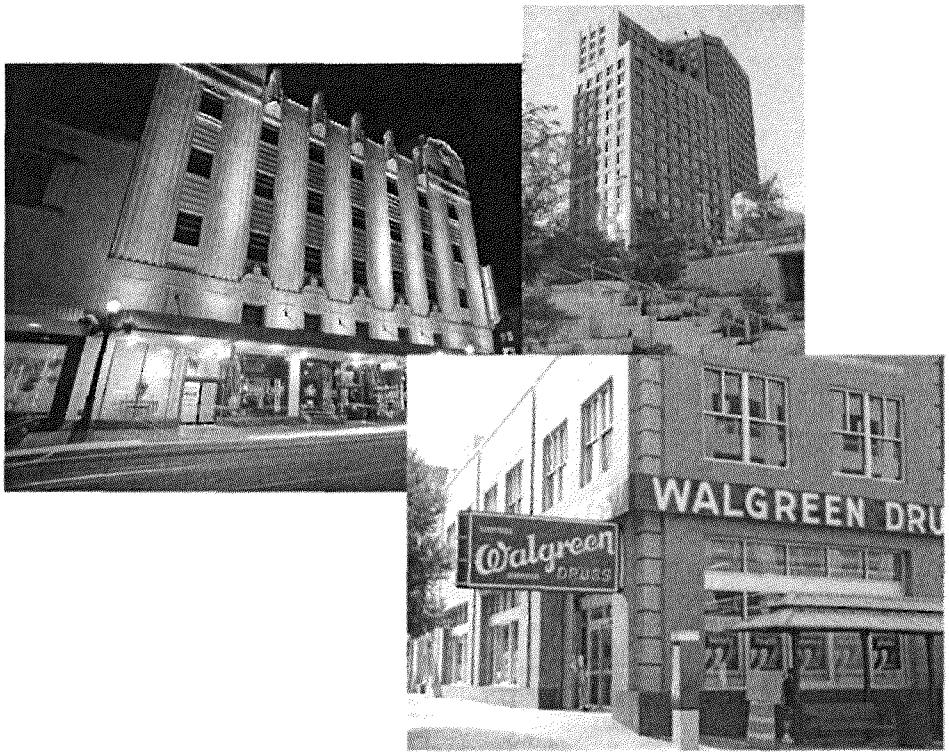

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- Argo
- HVHC
- Maverick Building
- Houston Street Lighting
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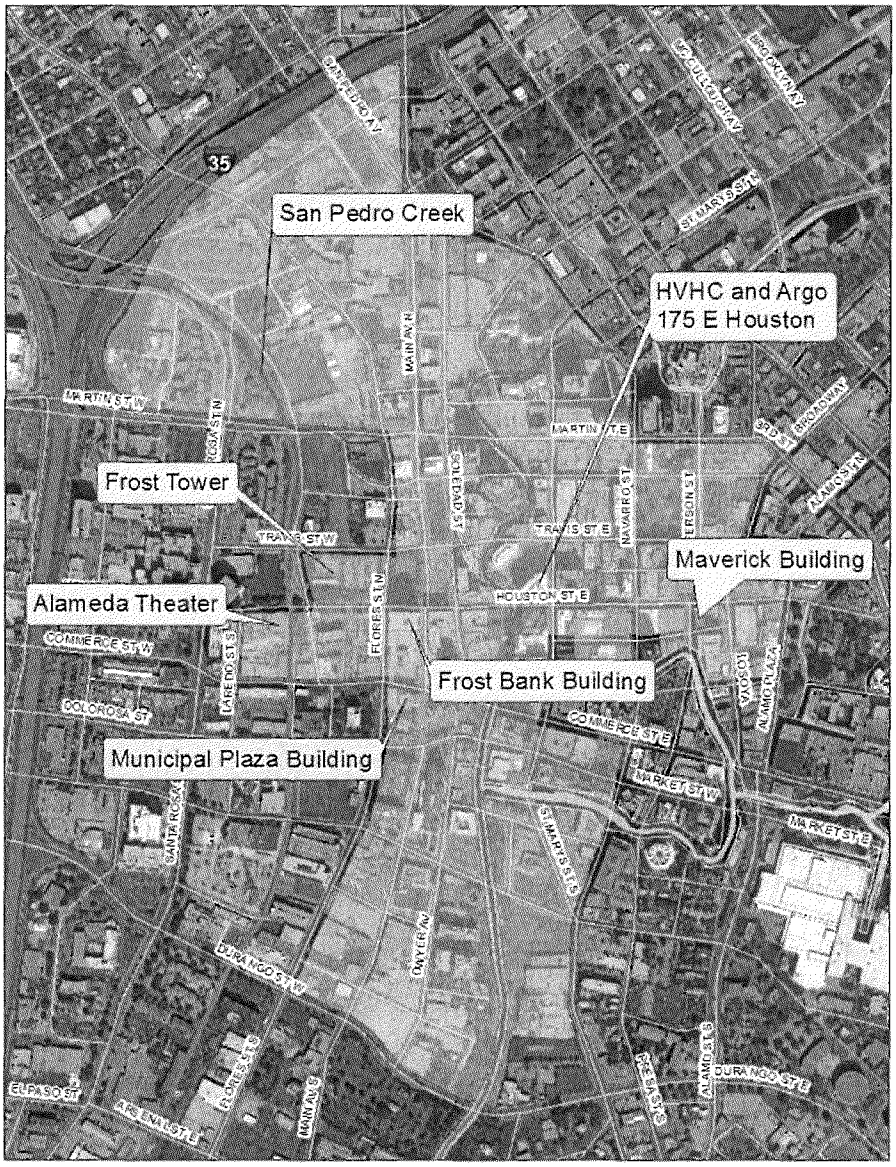

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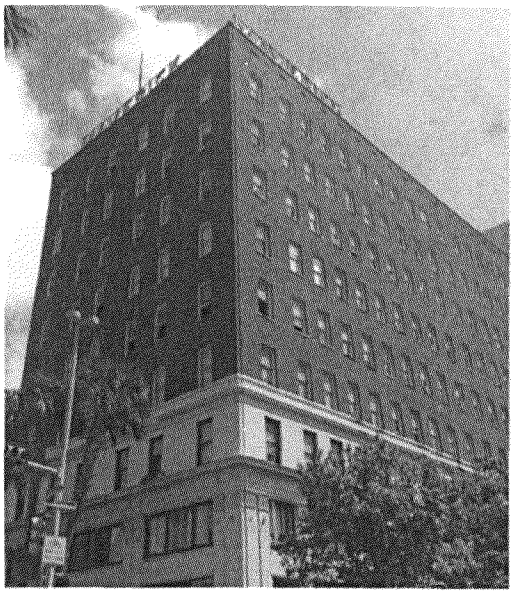

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The Houston Street TIRZ will support the renovation of the historic theater with up to $10,000,000.00 of TIRZ funding generated from Bexar County tax Increment. Once restored, the Alameda Theater will be returned to its vintage condition and will be able to seat 2,400 patrons.

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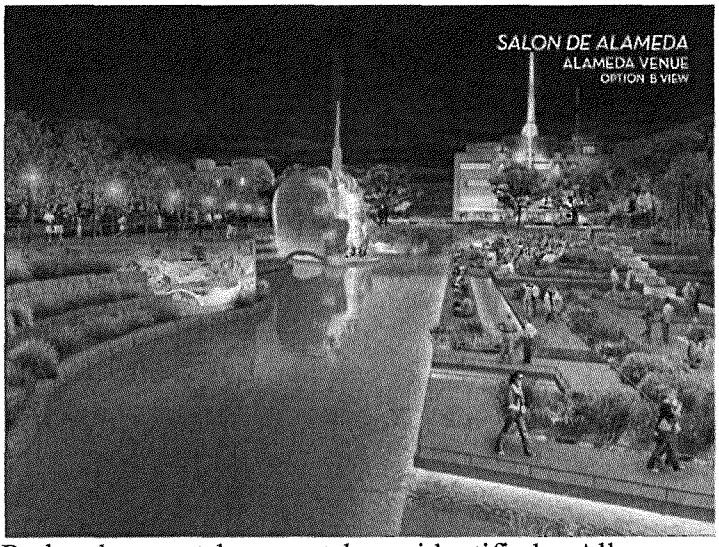


With the understanding that economic development projects associated with the San Pedro Creek redevelopment will provide significant benefit to the Houston Street TIRZ, the TIRZ may provide tax increment generated from Bexar County taxes to support economic development projects along San Pedro Creek. At the time of the drafting of this Project Plan, individual projects and specific costs related to the San Pedro Creek Redevelopment have not been identified. All payment schedules of project costs will require approval by the Houston Street TIRZ Board.

Section 4: Proposed Changes to Municipal Ordinances

Houston Street Design Guidelines

Winter & Company, under contract for the City, developed a set of design guidelines for the Houston Street area. These guidelines are intended to serve as a tool to help address design issues, to promote the preservation of historic resources, to promote new development that is compatible with historic resources, to enhance the pedestrian experience along Houston Street, and to provide a climate for investment in downtown. These guidelines were adopted in 2000 by the City as policy, and later adopted as part of the City's Unified Development Code, as a designated historic district, through overlay zoning, or through other mechanisms.

Rezoning

The vast majority of property within the Houston Street TIRZ is currently zoned "D" or Downtown zoning district to meet the goals of revitalizing downtown San Antonio by

relaxing certain development requirements. While some of the proposed projects may require rezoning, at this time no specific zoning changes have been identified.

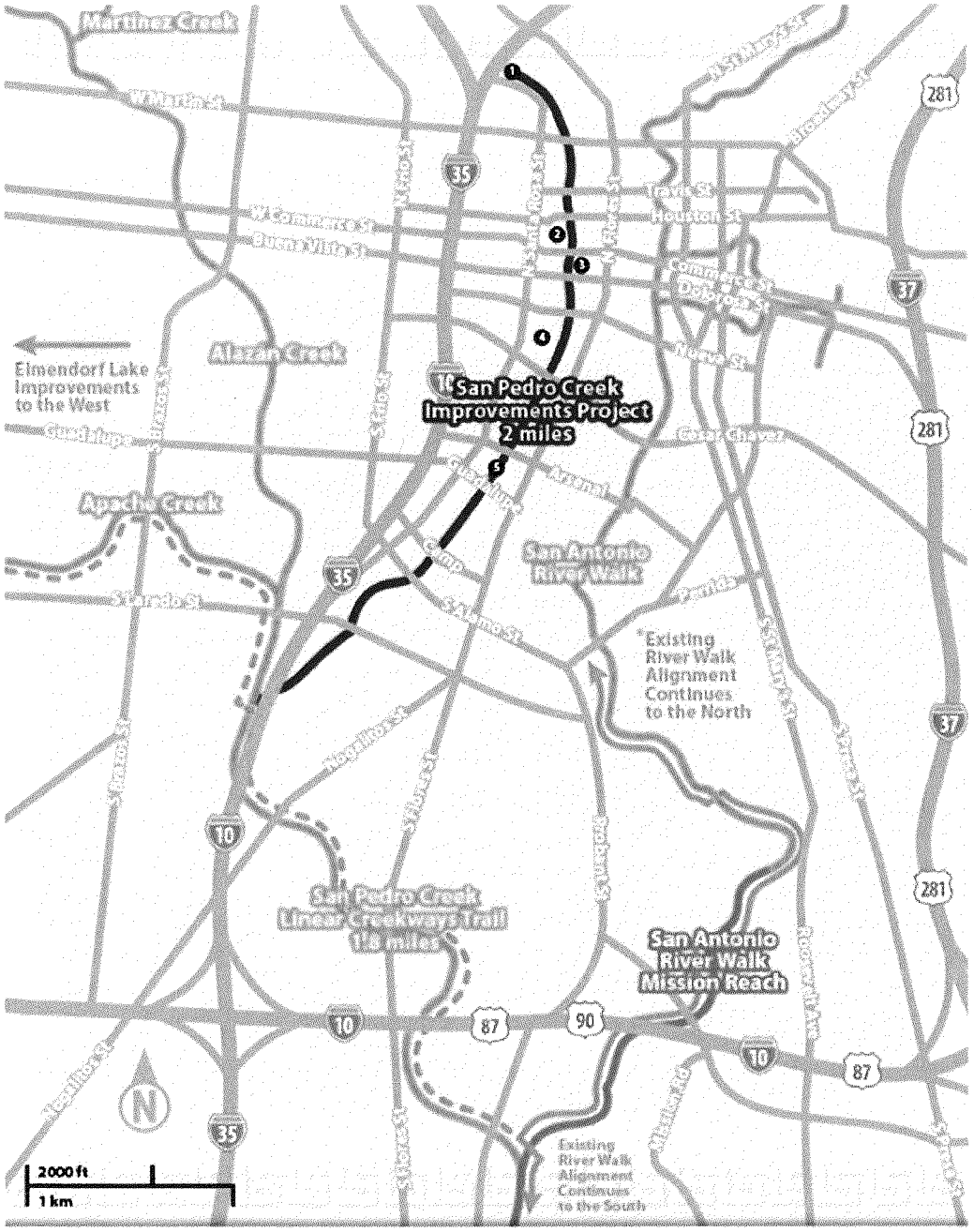
Section 5: Estimated Non-project Costs

Estimated non –project costs will include administrative fees for both the City of San Antonio and Bexar County. The City's administrative costs will be $120,000.00 for each year beginning in FY 2016 throughout the life of the TIRZ. A portion, $15,000.00, of the City's administrative fee will be paid from Bexar County tax increment annually. Bexar County will be paid an administrative fee of $6,000.00 which will be paid from the County's tax increment annually throughout the life of the TIRZ.

Section 6: Relocation of Persons to be Displaced

At this time it is not anticipated that any of the projects identified in this Project Plan will require the relocation or displacement of persons.

EXHIBIT "E"



San Pedro Creek Improvements Project

1. San Pedro Creek Tunnel Inlet
2. Alameda Theater
3. Spanish Governor's Palace
4. Future Federal Courthouse
5. San Pedro Creek Tunnel Outlet

- - - - Proposed Trail Alignment

——— Existing River Walk Alignment

SAN ANTONIO RIVER AUTHORITY

Exhibit "F"

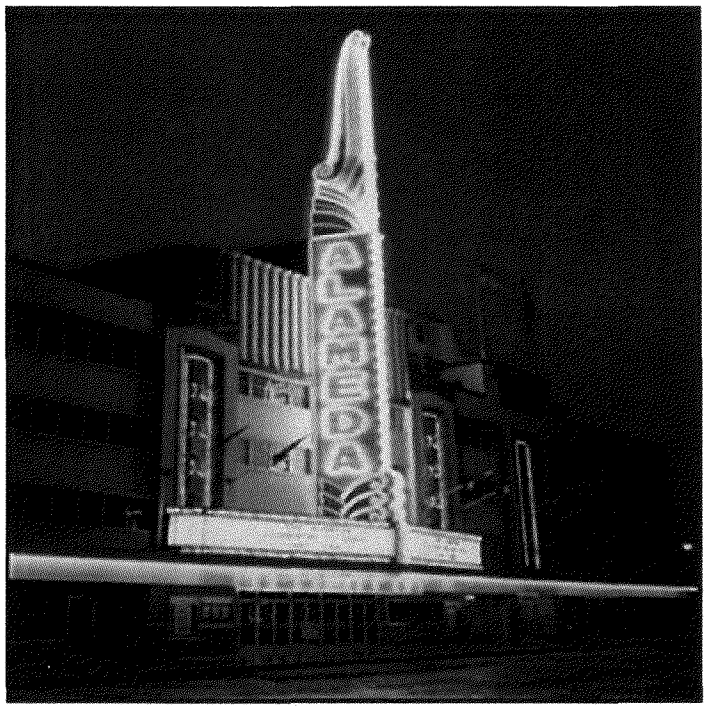


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Exhibit B

CITY OF SAN ANTONIO, TEXAS

Department of Planning and Community Development

Houston Street

Tax Increment Reinvestment Zone Number Nine

Project Plan

Approved August 23, 2000
Amended on September 20, 2007
Amended on April 1, 2010
Amended on October 15, 2015

PROJECT PLAN

TAX INCREMENT REINVESTMENT ZONE NUMBER 9

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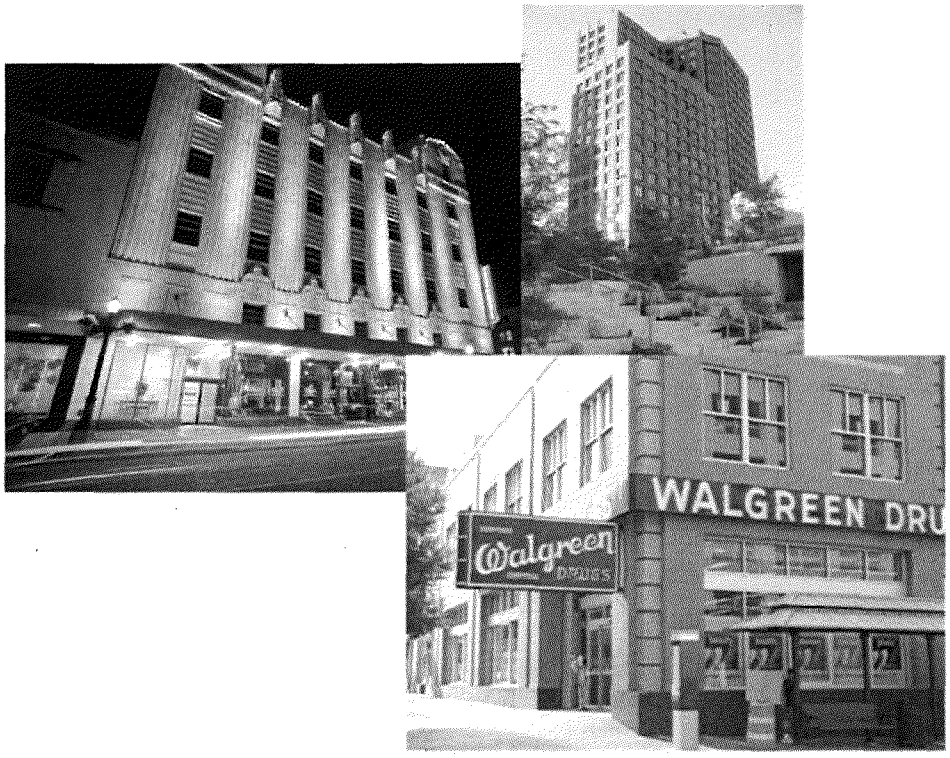

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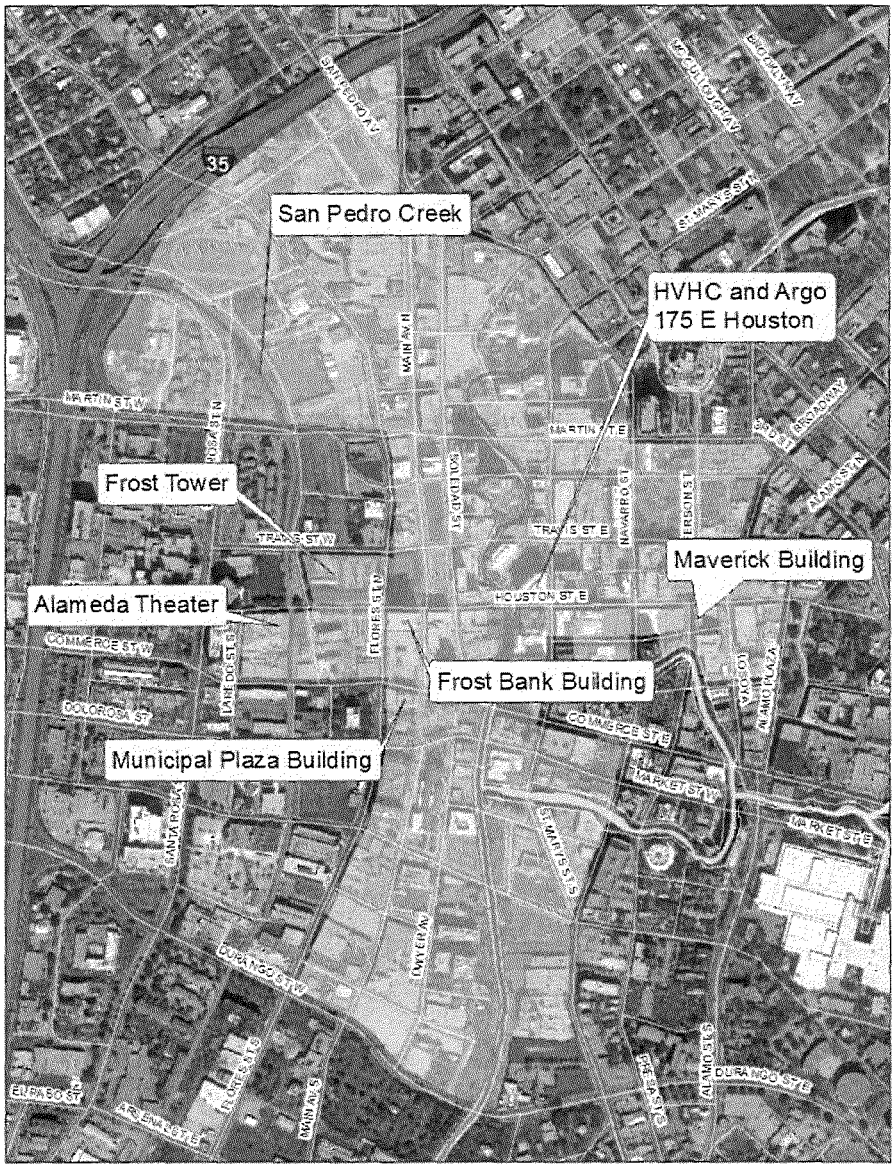

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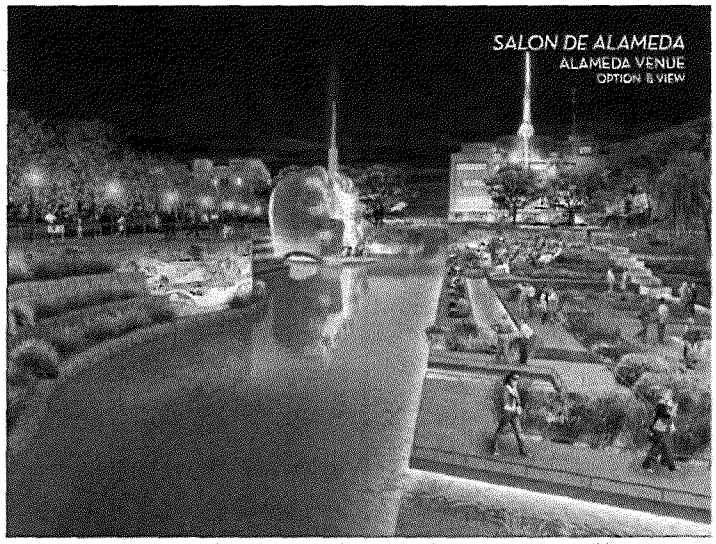
Bexar County Commissioners Court, under the leadership of Commissioner Paul Elizondo, entered into an agreement with the San Antonio River Authority (SARA) to begin the design phase of an ambitious $175 million revitalization of a two-mile segment of the creek through downtown. The project limits are from north to south begin at IH-35 at the flood tunnel inlet near Fox Tech High School to the confluence with the Alazan/Apache Creeks at IH-35 near the stockyards. Following final design, construction is anticipated to begin in 2016 and be completed in 2018 in celebration of the 300th anniversary of the establishment of the City.



With the understanding that economic development projects associated with the San Pedro Creek redevelopment will provide significant benefit to the Houston Street TIRZ, the TIRZ may provide tax increment generated from Bexar County taxes to support economic development projects along San Pedro Creek. At the time of the drafting of this Project Plan, individual projects and specific costs related to the San Pedro Creek Redevelopment have not been identified. All payment schedules of project costs will require approval by the Houston Street TIRZ Board.

Section 4: Proposed Changes to Municipal Ordinances

Houston Street Design Guidelines

Winter & Company, under contract for the City, developed a set of design guidelines for the Houston Street area. These guidelines are intended to serve as a tool to help address design issues, to promote the preservation of historic resources, to promote new development that is compatible with historic resources, to enhance the pedestrian experience along Houston Street, and to provide a climate for investment in downtown. These guidelines were adopted in 2000 by the City as policy, and later adopted as part of the City's Unified Development Code, as a designated historic district, through overlay zoning, or through other mechanisms.

Rezoning

The vast majority of property within the Houston Street TIRZ is currently zoned "D" or Downtown zoning district to meet the goals of revitalizing downtown San Antonio by

relaxing certain development requirements. While some of the proposed projects may require rezoning, at this time no specific zoning changes have been identified.

Section 5: Estimated Non-project Costs

Estimated non –project costs will include administrative fees for both the City of San Antonio and Bexar County. The City's administrative costs will be $120,000.00 for each year beginning in FY 2016 throughout the life of the TIRZ. A portion, $15,000.00, of the City's administrative fee will be paid from Bexar County tax increment annually. Bexar County will be paid an administrative fee of $6,000.00 which will be paid from the County's tax increment annually throughout the life of the TIRZ.

Section 6: Relocation of Persons to be Displaced

At this time it is not anticipated that any of the projects identified in this Project Plan will require the relocation or displacement of persons.

Exhibit C

CITY OF SAN ANTONIO, TEXAS

Houston Street
Tax Increment Reinvestment Zone Nine

Participation Levels:
City (100%)
Bexar County (100% O&M) after Extension

Bexar County (100%) until September 30, 2012
University Health System (60%) until September 30, 2012
Alamo Colleges (100%) until September 30, 2014

AMENDED FINAL FINANCE PLAN
Approved: August 23, 2000
Amended: September 20, 2007
Amended: April 1, 2010
Amended: September 30, 2014
Updated: October 1, 2015

Houston Street
Tax Increment Reinvestment Zone – Plan of Finance

Introduction

The Houston Street Redevelopment Project ("Project") is located in the center of the downtown business district and encompasses approximately 179.74 parcel acres. The original TIRZ boundary stretched from a southernmost point of Crockett Street and extended north to the northern most point of Martin Street; the western boundary was Soledad Street and the eastern boundary was Alamo Street. Boundary amendments approved by Ordinance 2015-06-04-0489 increased the size of the Houston Street TIRZ by adding parcels located primarily along North Main extending from Cesar Chavez to IH-35 (encompassing parts of the proposed San Pedro Creek project) and to extend the western edge of the new Houston Street boundary to run adjacent to the Westside TIRZ east of South Flores Street.

The tax increment reinvestment zone ("TIRZ") provides a source of funding for public improvements primarily along Houston Street. These public improvements are a significant part of a broader plan to revitalize and redevelop the commercial, retail, and residential property along Houston Street and beyond.

The Project includes redevelopment of Houston Street through projects such as HVHC, ARGO, Maverick Building, Weston Urban Tower Project, San Pedro Creek Redevelopment Project, Alameda Theater and Houston Street Lighting.

Plan of Finance

The tax year 1999 beginning appraised value of the TIRZ was $223,511,790.00. Projected captured values that would be taxed to produce revenues to pay for the TIRZ expenses commenced in tax year 1999 with collections commencing in tax year 2000 (fiscal year 2001). Increases in the assessed values within the TIRZ varied by Participating Taxing Entity depending on exemptions and adjustments applicable to each. The tax revenue provided by the projected captured value was used to pay principal and interest on the certificates of obligation and the Developer loan. The City of San Antonio ("City") issued certificates of obligation in November 2000 to fund improvements and certain costs of issuance. These certificates of obligation were subsequently redeemed March 15, 2010.

The City and Houston Street TIRZ Board have represented and expressly agree that they may only use the Bexar County ("County") Contribution in the Tax Increment Fund to pay expenditures in the following order or priority of payment: (i) to pay up to Fifteen Thousand and Zero Cents ($15,000.00) per year of the City's ongoing Administrative Costs to the City; (ii) to pay ongoing Administrative Costs up to Six Thousand Dollars and Zero Cents ($6,000.00) per year to the County; (iii) to reimburse up to Three Million Dollars and Zero Cents ($3,000,000.00) of Project Costs associated with the Weston Urban Tower Project; (iv) to reimburse the County for principal, interest, and costs of issuing and administering all financing instruments associated with the Alameda Theatre Project; (v) to reimburse County Economic Development Project Costs for projects along the San Pedro Creek Improvements Project; and (vi) to reimburse future approved County Project costs that are funded by the County contribution and in accordance with the TIF Act to include financing costs on any bond, certificate of obligation, or other financial

instrument issued by the County, as may be provided in any Development Agreement for County Projects and to the extent that County contributions in the TIF Fund are available for this purpose.

The City's Tax Increment contribution will be used to pay costs in the following order of priority of payment (i) Annual TIF Administrative Fees; (ii) $165,000 for Houston Street Lighting Project; (iii) Reimbursement for previous scheduled payments on behalf of HVAC and Argo (iv) Annual Reimbursements for the following projects: HVAC, Argo, Maverick Building 15 Year Annual Tax Reimbursement; and (v) Other projects approved by the Houston Street TIRZ Board of Directors.

The participating levels of each taxing entity after the Extension (approved through Ordinance 2014-09-18-0713) include 100% for the City, 100% of O&M for Bexar County. A growth rate of 3.25% in assessed value was assumed.

The TIRZ collections for this Project shall not extend beyond September 30, 2034 (approved through Ordinance 2014-09-18-0713) and may be terminated earlier once each taxing entity has deposited its respective amount described in the table below.

TABLE – TIRZ Contributions	
Participating Taxing Entities	Maximum Length of Contribution
City of San Antonio	September 30, 2034
Bexar County	September 30, 2034

In accordance with the TIF Act Section 311.011(c)(3), the Finance Plan for Houston Street Tax Increment Reinvestment Zone Number Nine is determined to be economically feasible.

Limited Obligation of the City or Participating Taxing Entities

The City and Participating Taxing Entities shall have a limited obligation to impose, collect taxes, and deposit such tax receipts into a TIRZ fund and to submit the funds to the City, as long as any debt obligation that funded the improvements remains outstanding. The TIRZ collections for this Project shall not extend beyond September 30, 2034, and may be terminated prior to September 30, 2034, upon payment in full of its contractual obligations with the City, or for any other reason deemed appropriate by the City and the Participating Taxing Entities.

The contractual obligations of the TIRZ shall never in any event become general obligations or debt of the City or any of the Participating Taxing Entities. The contractual obligations incurred shall be payable solely from the TIRZ revenues and shall never constitute a debt, indebtedness, or a pledge of the faith and credit or taxing power of the State, the City, the Participating Taxing Entities, any political corporation, subdivision, or agency of the State.

Inspection

The City, Participating Taxing Entities, or Administrator shall have the right to inspect the project site or sites.

Houston Street
Tax Increment Reinvestment Zone Nine
Summary Fact Sheet

	Original Finance Plan 2000	Amended Finance Plan 2007	Amended Finance Plan 2010	Amended Finance Plan 2014	Current Finance Plan 2015
Plan of Finance:					
Site Area	0.9832 sq. mi.	0.9832 sq. mi.	0.9832 sq. mi.	0.9832 sq. mi.	.2800 sq. mi. (179.74 parcel acres)
Beginning Assessed Value (1999)	$ 222,695,290.00	$ 223,199,790.00	$ 223,511,790.00	$ 223,511,790.00	$ 223,511,790.00
Assessed Value after Extended Boundaries (2015)					$ 1,189,013,420.00

Developer:
Varied

Performance Bonds
Per Texas Government Code Chapter 2253

Payment Bonds
Per Texas Government Code Chapter 2253

	Original Finance Plan 2000	Amended Finance Plan 2007	Amended Finance Plan 2010	Amended Finance Plan 2014	Current Finance Plan 2015
Assumptions:					
Year-End Assessed Tax Incremental Value	$ 205,767,030.00	$ 293,476,180.00	$ 364,903,334.00	$ 275,997,138.00	$ 1,313,461,899.74
Growth Factor	2.80%	2.80%	2.80%	3.25%	3.25%
Collection Rate	97.50%	97.50%	97.50%	97.50%	97.50%
Estimated Total TIF Revenues	$ 16,063,733.00	$ 19,732,045.00	$ 19,732,046.00	$ 145,618,669.51	$ 145,618,669.51
Estimated TIF Life (12/9/1999 to 09/30/2034)	14.82 yrs.	14.82 yrs.	14.82 yrs.	14.82 yrs.	34.83 yrs.
			(12/9/1999 to 09/30/14)		

Houston Street
Tax Increment Reinvestment Zone Nine
Sources and Uses

Sources of Funds [1]			
	TIF Revenues (12/09/1999 - 09/30/14)	$	20,049,374.18
	TIF Revenues (10/01/2014 - 09/30/2034)	$	125,569,295.33
	TIF Fund Interest Earnings		198,092.00
	Developer Payment to DS Shortfall		1,272,298.00
	Debt Service Close-out		12,548.51
Total Sources of Funds		$	147,101,608.02
Uses of Funds			
	Start-Up and Administrative Expenses		2,564,000.00
Original Projects:	Transfers to Debt Service	$	8,461,250.30
	Costs of Defeasance		11,800.00
	Taxing Entity Reimbursements for Overpayment and Litigation Expenses		317,329.18
	DS Shortfall Reimbursements		2,489,129.35
	Façade Preservation and Predevelopment Reimbursements		3,923,960.90
	Majestic Courtyard Reimbursements		3,026,508.95
	Walgreens/Stuart Building Reimbursements		1,843,659.32
	Houston Street Bridge Linkage Reimbursements [2]		-
	Kress Building Reimbursements [2]		1,299,777.22
Extension Projects:	HVHC [3]		$3,087,000.00
	ARGO [4]		$3,366,000.00
	Bexar County Projects [5]		40,190,508.00
	Houston Street Lighting		165,000.00
	Maverick Building [6]		415,753.05
	Other City Projects		75,939,931.75
Total Uses of Funds		$	147,101,608.01
Project Financing Surplus/(Shortage)		$	0.00

[1] An EDA Grant in the amount of $1,500,000.00 and UDAG in the amount of $974,500.00 was also used to fund Houston Street projects.

[2] On May 21, 2015, Ordinance No. 2015-05-21-0441 authorized the Settlement and Release Agreement with Street Retail Developer

[3] On Sep 1, 2011, Ordinance No. 2011-09-01-0721 authorized Ch380 Economic Development Agreement with HVHC
On Apr 1, 2013, Ordinance No. 2011-09-01-0257 authorized Amendment on Ch380 Economic Development Agreement with HVHC.

[4] On Sep 1, 2011, Ordinance No. 2011-09-01-0761 authorized Ch380 Economic Development Agreement with ARGO

[5] On _____, 2015, Ordinance No. 2015-__-__-____ authorized the Interlocal Agreement with Bexar County. Projects include Weston Urban Tower Project, Alameda Theater Project, and San Pedro Creek Improvements Project.

[6] On _____, 2015, Ordinance No. 2015-__-__-____ authorized Ch380 Agreement with Area Real Estate for Maverick Building.

Houston Street
Tax Increment Reinvestment Zone Nine
Revenues

	Tax Increment Zone				City of San Antonio							
Tax Year	Beginning Appraised Value	New Values	Appraisal Growth	Year-End Appraised Value	Tax Exemptions	Year-End Taxable Value	Total Base Taxable Value [2]	Captured Taxable Value	Tax Rate	Actual Tax Increment	Projected Tax Increment	Fiscal Year
1999				223,511,790.00	(23,212,600.00)	200,299,190.00	200,299,190.00	-		-	-	2000
2000	223,511,790.00	9,171,700.00	11,686,054.00	244,369,544.00	(24,209,000.00)	220,160,544.00	200,299,190.00	19,861,354.00	0.57979	112,519.29	-	2001
2001	244,369,544.00	380,300.00	(7,144,804.00)	237,605,040.00	(23,870,419.00)	213,734,621.00	200,299,190.00	13,435,431.00	0.57854	79,428.40	-	2002
2002	237,605,040.00	6,669,100.00	(7,203,400.00)	237,070,740.00	(23,511,050.00)	213,559,690.00	200,299,190.00	13,260,500.00	0.57854	57,599.02	-	2003
2003	237,070,740.00	14,163,588.00	11,719,200.00	262,953,528.00	(19,118,000.00)	243,835,528.00	200,299,190.00	43,536,338.00	0.57854	250,194.77	-	2004
2004	262,953,528.00	3,424,512.00	(1,130,135.00)	265,247,905.00	(1,046,800.00)	264,201,105.00	200,299,190.00	63,901,915.00	0.57854	366,775.37	-	2005
2005	265,247,905.00	1,434,160.00	13,694,087.00	280,376,152.00	-	280,376,152.00	199,987,190.00	80,388,962.00	0.57854	466,708.13	-	2006
2006	280,376,152.00	1,602,460.00	62,661,864.00	344,640,476.00	(3,187,334.00)	341,453,142.00	199,987,190.00	141,465,952.00	0.57854	800,811.13	-	2007
2007	344,640,476.00	22,100,000.00	61,451,366.00	428,191,842.00	(2,628,740.00)	425,563,102.00	199,987,190.00	225,575,912.00	0.57230	1,292,249.72	-	2008
2008	428,191,842.00	19,222,100.00	88,817,325.00	536,231,267.00	(3,418,900.00)	532,812,367.00	198,687,990.00	334,124,377.00	0.56714	1,884,112.28	-	2009
2009	536,231,267.00	2,150,110.00	(14,988,335.00)	523,393,042.00	(3,415,070.00)	519,977,972.00	199,987,190.00	319,990,782.00	0.56569	1,754,820.81	-	2010
2010	523,393,042.00	2,032,230.00	(81,431,040.00)	443,994,232.00	(6,432,990.00)	437,561,242.00	199,987,190.00	237,574,052.00	0.56569	1,361,445.06	-	2011
2011	443,994,232.00	7,203,107.00	31,137,286.00	482,334,625.00	(17,077,070.00)	465,257,555.00	199,987,190.00	265,270,365.00	0.56569	1,498,478.76	-	2012
2012	482,334,625.00	7,132,000.00	(5,126,707.00)	484,339,918.00	(21,176,040.00)	463,163,878.00	199,987,190.00	263,176,688.00	0.56569	1,201,834.99	-	2013
2013	484,339,918.00	-	20,274,540.00	504,614,458.00	(28,630,130.00)	475,984,328.00	199,987,190.00	275,997,138.00	0.56569	951,246.27	-	2014
2014	504,614,458.00	-	10,467,856.00	515,082,314.00	(30,202,085.00)	484,880,229.00	199,987,190.00	284,893,039.00	0.56569	1,609,643.33	-	2015
2015	1,189,013,420.00	-	96,957,242.00	1,285,970,662.00	(96,041,549.00)	1,189,929,113.00	811,008,144.00	378,920,969.00	0.55827		2,062,517.00	2016
2016	1,285,970,662.00	-	41,794,046.52	1,327,764,708.52	(99,162,899.34)	1,228,601,809.17	811,008,144.00	417,593,665.17	0.55827		2,273,018.00	2017
2017	1,327,764,708.52	5,000,000.00	43,152,353.03	1,375,917,061.54	(102,385,693.57)	1,273,531,367.97	811,008,144.00	462,523,223.97	0.55827		2,517,575.00	2018
2018	1,375,917,061.54	-	44,717,304.50	1,420,634,366.04	(105,713,228.61)	1,314,921,137.43	811,008,144.00	503,912,993.43	0.55827		2,742,865.00	2019
2019	1,420,634,366.04	-	46,170,616.90	1,466,804,982.94	(109,148,908.54)	1,357,656,074.40	811,008,144.00	546,647,930.40	0.55827		2,975,477.00	2020
2020	1,466,804,982.94	-	47,671,161.95	1,514,476,144.88	(112,696,248.07)	1,401,779,896.81	811,008,144.00	590,771,752.81	0.55827		3,215,649.00	2021
2021	1,514,476,144.88	-	49,220,474.71	1,563,696,619.59	(116,358,876.13)	1,447,337,743.46	811,008,144.00	636,329,599.46	0.55827		3,463,626.00	2022
2022	1,563,696,619.59	-	50,820,140.14	1,614,516,759.73	(120,140,539.61)	1,494,376,220.12	811,008,144.00	683,368,076.12	0.55827		3,719,663.00	2023
2023	1,614,516,759.73	-	52,471,794.69	1,666,988,554.42	(124,045,107.14)	1,542,943,447.28	811,008,144.00	731,935,303.28	0.55827		3,984,021.00	2024
2024	1,666,988,554.42	-	54,177,128.02	1,721,165,682.44	(128,076,573.13)	1,593,089,109.31	811,008,144.00	782,080,965.31	0.55827		4,256,970.00	2025
2025	1,721,165,682.44	-	55,937,884.68	1,777,103,567.12	(132,239,061.75)	1,644,864,505.37	811,008,144.00	833,856,361.37	0.55827		4,538,791.00	2026
2026	1,777,103,567.12	-	57,755,865.93	1,834,859,433.05	(136,536,831.26)	1,698,322,601.79	811,008,144.00	887,314,457.79	0.55827		4,829,770.00	2027
2027	1,834,859,433.05	-	59,632,931.57	1,894,492,364.62	(140,974,278.28)	1,753,518,086.35	811,008,144.00	942,509,942.35	0.55827		5,130,206.00	2028
2028	1,894,492,364.62	-	61,571,001.85	1,956,063,366.47	(145,555,942.32)	1,810,507,424.16	811,008,144.00	999,499,280.16	0.55827		5,440,407.00	2029
2029	1,956,063,366.47	-	63,572,059.41	2,019,635,425.88	(150,286,510.44)	1,869,348,915.44	811,008,144.00	1,058,340,771.44	0.55827		5,760,689.00	2030
2030	2,019,635,425.88	-	65,638,151.34	2,085,273,577.23	(155,170,822.03)	1,930,102,755.19	811,008,144.00	1,119,094,611.19	0.55827		6,091,380.00	2031
2031	2,085,273,577.23	-	67,771,391.26	2,153,044,968.49	(160,213,873.75)	1,992,831,094.74	811,008,144.00	1,181,822,950.74	0.55827		6,432,819.00	2032
2032	2,153,044,968.49	-	69,973,961.48	2,223,018,929.96	(165,420,824.65)	2,057,598,105.31	811,008,144.00	1,246,589,961.31	0.55827		6,785,354.00	2033
2033	2,223,018,929.96	-	72,248,115.22	2,295,267,045.19	(170,797,001.45)	2,124,470,043.74	811,008,144.00	1,313,461,899.74	0.55827		7,149,347.00	2034
		$ 101,685,367.00	$ 1,296,138,782.19							$ 13,687,867.33	$ 83,370,144.00	

Existing Value Growth Factors	
Base Model Growth Factor	3.25%
Growth Factor Above Base	0.00%
Combined Growth Rate	3.25%

Participation Level	100%
Tax Rate Growth Factor	0.00%
Tax Rate Collection Factor	97.50%

[1] Appraised Value for Tax Year 2015 was adjusted by $673,931,106 to reflect Boundary Changes.

[2] Base Taxable Value was $200,299,190 in 1999. Due to litigation and account corrections, the base value changed to $199,987,190 in 2005; to $198,687,990 in 2008 and to $199,987,190 in 2009. In 2015, Base Taxable will change due to boundary amendment Ordinance 2015-06-04-0489.

Houston Street
Tax Increment Reinvestment Zone Nine
Revenues

	Tax Increment Zone				Bexar County								
Tax Year	Beginning Appraised Value	New Values	Appraisal Growth	Year-End Appraised Value	Tax Exemptions	Year-End Taxable Value	Total Base Taxable Value [3]	Captured Taxable Value Adjustment [4]	Captured Taxable Value	Tax Rate	Actual Tax Increment [5]	Projected Tax Increment	Fiscal Year
1999				223,511,790.00	(20,000,000.00)	203,511,790.00	203,511,790.00	-	-		-	-	2000
2000	223,511,790.00	9,171,700.00	11,686,054.00	244,369,544.00	(20,000,000.00)	224,369,544.00	203,511,790.00	(5,368,700.00)	15,489,054.00	0.339458	50,097.73	-	2001
2001	244,369,544.00	380,300.00	(14,244,804.00)	230,505,040.00	(19,321,419.00)	211,183,621.00	202,212,590.00	-	8,971,031.00	0.320756	15,043.96	-	2002
2002	230,505,040.00	6,669,100.00	(7,013,400.00)	230,160,740.00	(19,127,000.00)	211,033,740.00	202,212,590.00	-	8,821,150.00	0.317571	28,858.30	-	2003
2003	230,160,740.00	14,163,588.00	10,646,100.00	254,970,428.00	(18,218,000.00)	236,752,428.00	202,212,590.00	-	34,539,838.00	0.320952	75,067.24	-	2004
2004	254,970,428.00	3,424,512.00	899,965.00	259,294,905.00	-	259,294,905.00	202,212,590.00	-	57,082,315.00	0.318471	374,671.09	-	2005
2005	259,294,905.00	1,434,160.00	19,647,087.00	280,376,152.00	-	280,376,152.00	203,199,790.00	(4,653,800.00)	72,522,562.00	0.318471	(97,813.73)	-	2006
2006	280,376,152.00	1,602,460.00	62,661,864.00	344,640,476.00	(2,046,274.00)	342,594,202.00	203,199,790.00	(4,653,800.00)	134,740,612.00	0.314147	371,804.00	-	2007
2007	344,640,476.00	22,100,000.00	61,451,366.00	428,191,842.00	(2,566,614.00)	425,625,228.00	203,199,790.00	(4,653,800.00)	217,771,638.00	0.295104	641,541.40	-	2008
2008	428,191,842.00	19,222,100.00	88,817,325.00	536,231,267.00	(3,418,900.00)	532,812,367.00	201,900,590.00	(5,700,800.00)	325,210,977.00	0.289399	1,100,768.19	-	2009
2009	536,231,267.00	2,150,110.00	(14,988,335.00)	523,393,042.00	(3,415,070.00)	519,977,972.00	203,199,790.00	(5,723,342.00)	311,054,840.00	0.296187	892,001.32	-	2010
2010	523,393,042.00	2,032,230.00	(81,431,040.00)	443,994,232.00	(6,432,990.00)	437,561,242.00	203,199,790.00	(5,723,342.00)	228,638,110.00	0.296187	625,871.50	-	2011
2011	443,994,232.00	7,203,107.00	31,137,286.00	482,334,625.00	(17,077,070.00)	465,257,555.00	203,199,790.00	(5,723,342.00)	256,334,423.00	0.296187	164,773.23	-	2012
2012	482,334,625.00	7,132,000.00	(5,126,707.00)	484,339,918.00	(15,776,040.00)	468,563,878.00	203,199,790.00	(5,700,800.00)	259,663,288.00	0.296187	(34,471.42)	-	2013
2013													2014
2014												-	2015
2015	1,189,013,420.00	-	96,957,242.00	1,285,970,662.00	(17,138,678.92)	1,268,831,983.08	811,008,144.00		457,823,839.08	0.239991		1,071,268.00	2016
2016	1,285,970,662.00	-	41,794,046.52	1,327,764,708.52	(17,695,685.99)	1,310,069,022.53	811,008,144.00		499,060,878.53	0.239991		1,167,759.00	2017
2017	1,327,764,708.52	5,000,000.00	43,152,353.03	1,375,917,061.54	(18,270,795.78)	1,357,646,265.76	811,008,144.00		546,638,121.76	0.239991		1,279,085.00	2018
2018	1,375,917,061.54	-	44,717,304.50	1,420,634,366.04	(18,864,596.64)	1,401,769,769.40	811,008,144.00		590,761,625.40	0.239991		1,382,330.00	2019
2019	1,420,634,366.04	-	46,170,616.90	1,466,804,982.94	(19,477,696.04)	1,447,327,286.90	811,008,144.00		636,319,142.90	0.239991		1,488,931.00	2020
2020	1,466,804,982.94	-	47,671,161.95	1,514,476,144.88	(20,110,721.16)	1,494,365,423.73	811,008,144.00		683,357,279.73	0.239991		1,598,996.00	2021
2021	1,514,476,144.88	-	49,220,474.71	1,563,696,619.59	(20,764,319.59)	1,542,932,300.00	811,008,144.00		731,924,156.00	0.239991		1,712,638.00	2022
2022	1,563,696,619.59	-	50,820,140.14	1,614,516,759.73	(21,439,159.98)	1,593,077,599.75	811,008,144.00		782,069,455.75	0.239991		1,829,974.00	2023
2023	1,614,516,759.73	-	52,471,794.69	1,666,988,554.42	(22,135,932.68)	1,644,852,621.74	811,008,144.00		833,844,477.74	0.239991		1,951,123.00	2024
2024	1,666,988,554.42	-	54,177,128.02	1,721,165,682.44	(22,855,350.49)	1,698,310,331.95	811,008,144.00		887,302,187.95	0.239991		2,076,209.00	2025
2025	1,721,165,682.44	-	55,937,884.68	1,777,103,567.12	(23,598,149.38)	1,753,505,417.74	811,008,144.00		942,497,273.74	0.239991		2,205,361.00	2026
2026	1,777,103,567.12	-	57,755,865.93	1,834,859,433.05	(24,365,089.24)	1,810,494,343.81	811,008,144.00		999,486,199.81	0.239991		2,338,710.00	2027
2027	1,834,859,433.05	-	59,632,931.57	1,894,492,364.62	(25,156,954.64)	1,869,335,409.99	811,008,144.00		1,058,327,265.99	0.239991		2,476,393.00	2028
2028	1,894,492,364.62	-	61,571,001.85	1,956,063,366.47	(25,974,555.66)	1,930,088,810.81	811,008,144.00		1,119,080,666.81	0.239991		2,618,551.00	2029
2029	1,956,063,366.47	-	63,572,059.41	2,019,635,425.88	(26,818,728.72)	1,992,816,697.16	811,008,144.00		1,181,808,553.16	0.239991		2,765,328.00	2030
2030	2,019,635,425.88	-	65,638,151.34	2,085,273,577.23	(27,690,337.41)	2,057,583,239.82	811,008,144.00		1,246,575,095.82	0.239991		2,916,876.00	2031
2031	2,085,273,577.23	-	67,771,391.26	2,153,044,968.49	(28,590,273.37)	2,124,454,695.11	811,008,144.00		1,313,446,551.11	0.239991		3,073,350.00	2032
2032	2,153,044,968.49	-	69,973,961.48	2,223,018,929.96	(29,519,457.26)	2,193,499,472.70	811,008,144.00		1,382,491,328.70	0.239991		3,234,908.00	2033
2033	2,223,018,929.96	-	72,248,115.22	2,295,267,045.19	(30,478,839.62)	2,264,788,205.57	811,008,144.00		1,453,780,061.57	0.239991		3,401,718.00	2034
		$ 101,685,367.00	$ 1,265,396,386.19								$ 4,208,212.81	$ 40,589,508.00	

Existing Value Growth Factors	
Base Model Growth Factor	3.25%
Growth Factor Above Base	0.00%
Combined Growth Rate	3.25%

Participation Level	100% of O&M
Tax Rate Growth Factor	0.00%
Tax Rate Collection Factor	97.50%

[3] Base Taxable Value was $203,511,790. Due to litigation and account corrections, the base value changed to $202,212,590 in 2001; to $203,199,790 in 2005; to $201,900,590 in 2008; to $203,199,790 in 2009.
Values above are approximate; total certified values for tax year 2015 have not been received at the time of this Finance Plan.

[4] Captured taxable value was adjusted according to Interlocal Agreements with Bexar County and UHS to exclude Westin Hotel parking garage located at the corner of Market and Commerce Streets.

[5] Bexar County was reimbursed $18,097.59 for overpayment above stated maximum contribution and $116,498.22 for litigation expenses.

Houston Street
Tax Increment Reinvestment Zone Nine
Revenues

	Tax Increment Zone				University Health System							
Tax Year	Beginning Appraised Value	New Values	Appraisal Growth	Year-End Appraised Value	Tax Exemptions	Year-End Taxable Value	Total Base Taxable Value [5]	Captured Taxable Value Adjustment [3]	Captured Taxable Value	Tax Rate	Actual Tax Increment [6]	Fiscal Year
1999				223,511,790.00	(20,000,000.00)	203,511,790.00	203,511,790.00	-	-		-	2000
2000	223,511,790.00	9,171,700.00	11,686,054.00	244,369,544.00	(20,000,000.00)	224,369,544.00	203,511,790.00	(5,368,700.00)	15,489,054.00	0.243869	21,738.17	2001
2001	244,369,544.00	380,300.00	(14,244,804.00)	230,505,040.00	(19,321,419.00)	211,183,621.00	202,212,590.00	-	8,971,031.00	0.243869	6,835.85	2002
2002	230,505,040.00	6,669,100.00	(7,013,400.00)	230,160,740.00	(19,127,000.00)	211,033,740.00	202,212,590.00	-	8,821,150.00	0.243869	13,192.65	2003
2003	230,160,740.00	14,163,588.00	10,646,100.00	254,970,428.00	(18,218,000.00)	236,752,428.00	202,212,590.00	-	34,539,838.00	0.243869	-	2004
2004	254,970,428.00	3,424,512.00	899,965.00	259,294,905.00	-	259,294,905.00	202,212,590.00	-	57,082,315.00	0.243869	212,403.62	2005
2005	259,294,905.00	1,434,160.00	19,647,087.00	280,376,152.00	-	280,376,152.00	203,199,790.00	(4,653,800.00)	72,522,562.00	0.243869	106,341.37	2006
2006	280,376,152.00	1,602,460.00	62,661,864.00	344,640,476.00	(2,046,274.00)	342,594,202.00	203,199,790.00	(4,653,800.00)	134,740,612.00	0.243869	164,965.36	2007
2007	344,640,476.00	22,100,000.00	61,451,366.00	428,191,842.00	(2,566,614.00)	425,625,228.00	203,199,790.00	(4,653,800.00)	217,771,638.00	0.237408	309,505.08	2008
2008	428,191,842.00	19,222,100.00	88,817,325.00	536,231,267.00	(3,418,900.00)	532,812,367.00	203,199,790.00	(5,700,800.00)	323,911,777.00	0.261022	425,056.06	2009
2009	536,231,267.00	2,150,110.00	(14,988,335.00)	523,393,042.00	(3,415,070.00)	519,977,972.00	203,199,790.00	(5,723,342.00)	311,054,840.00	0.266235	481,102.05	2010
2010	523,393,042.00	2,032,230.00	(81,431,040.00)	443,994,232.00	(6,432,990.00)	437,561,242.00	203,199,790.00	(5,723,342.00)	228,638,110.00	0.276235	351,991.53	2011
2011	443,994,232.00	7,203,107.00	31,137,286.00	482,334,625.00	(17,077,070.00)	465,257,555.00	203,199,790.00	(5,723,342.00)	256,334,423.00	0.276235	45,833.65	2012
2012	482,334,625.00	7,132,000.00	(5,126,707.00)	484,339,918.00	(15,776,040.00)	468,563,878.00	203,199,790.00	(5,700,800.00)	259,663,288.00	0.276235	(45,833.65)	2013
2013	-	-	-	-	-	-	-	-	-	-	62,428.52	2014
2014	-	-	-	-	-	-	-	-	-	-	-	2015
2015	-	-	-	-	-	-	-	-	-	-	-	2016
2016	-	-	-	-	-	-	-	-	-	-	-	2017
2017	-	-	-	-	-	-	-	-	-	-	-	2018
2018	-	-	-	-	-	-	-	-	-	-	-	2019
2019	-	-	-	-	-	-	-	-	-	-	-	2020
2020	-	-	-	-	-	-	-	-	-	-	-	2021
2021	-	-	-	-	-	-	-	-	-	-	-	2022
2022	-	-	-	-	-	-	-	-	-	-	-	2023
2023	-	-	-	-	-	-	-	-	-	-	-	2024
2024	-	-	-	-	-	-	-	-	-	-	-	2025
2025	-	-	-	-	-	-	-	-	-	-	-	2026
2026	-	-	-	-	-	-	-	-	-	-	-	2027
2027	-	-	-	-	-	-	-	-	-	-	-	2028
2028	-	-	-	-	-	-	-	-	-	-	-	2029
2029	-	-	-	-	-	-	-	-	-	-	-	2030
2030	-	-	-	-	-	-	-	-	-	-	-	2031
2031	-	-	-	-	-	-	-	-	-	-	-	2032
2032	-	-	-	-	-	-	-	-	-	-	-	2033
2033	-	-	-	-	-	-	-	-	-	-	-	2034
		$ 96,685,367.00	$ 164,142,761.00								$ 2,155,560.26	

Existing Value Growth Factors	
Base Model Growth Factor	2.80%
Growth Factor Above Base	0.00%
Combined Growth Rate	2.80%

Participation Level	60%
Tax Rate Growth Factor	0.00%
Tax Rate Collection Factor	97.50%

[5] Base Taxable Value was $203,511,790. Due to litigation and account corrections, the base value changed to $202,212,590 in 2001; to $203,199,790 in 2005.

[6] University Health System was erroneously reimbursed $66,260.74 for overpayment above stated maximum contribution and $62,428.52 for litigation expenses and consequently owed $62,428.52 to the Houston Street TIRZ due to litigation. This amount was received and documented into the Houston Street fund as of December 5, 2014 for FY 2014.

Houston Street
Tax Increment Reinvestment Zone Nine
Revenues

	Tax Increment Zone				Alamo Colleges							
Tax Year	Beginning Appraised Value	New Values	Appraisal Growth	Year-End Appraised Value	Tax Exemptions	Year-End Taxable Value	Total Base Taxable Value [7]	Captured Taxable Value	Tax Rate	Actual Tax Increment [8]	Combined Tax Increments	Fiscal Year
1999				223,511,790.00	-	223,511,790.00	223,511,790.00	-		-	-	2000
2000	223,511,790.00	9,171,700.00	11,686,054.00	244,369,544.00	-	244,369,544.00	223,511,790.00	20,857,754.00	0.106900	21,810.91	206,166.10	2001
2001	244,369,544.00	380,300.00	(7,144,804.00)	237,605,040.00	(194,419.00)	237,410,621.00	223,511,790.00	13,898,831.00	0.104600	1,804.01	103,112.22	2002
2002	237,605,040.00	6,669,100.00	(7,203,400.00)	237,070,740.00	-	237,070,740.00	223,511,790.00	13,558,950.00	0.107100	18,105.02	117,754.99	2003
2003	237,070,740.00	14,163,588.00	11,719,200.00	262,953,528.00	-	262,953,528.00	223,511,790.00	39,441,738.00	0.107050	42,047.28	367,309.29	2004
2004	262,953,528.00	3,424,512.00	(1,130,135.00)	265,247,905.00	-	265,247,905.00	223,511,790.00	41,736,115.00	0.107050	43,531.70	997,381.78	2005
2005	265,247,905.00	1,434,160.00	13,694,087.00	280,376,152.00	-	280,376,152.00	223,199,790.00	57,176,362.00	0.107050	61,372.71	536,608.48	2006
2006	280,376,152.00	1,602,460.00	62,661,864.00	344,640,476.00	(2,046,274.00)	342,594,202.00	223,199,790.00	119,394,412.00	0.137050	159,263.51	1,496,844.00	2007
2007	344,640,476.00	22,100,000.00	61,451,366.00	428,191,842.00	(2,566,614.00)	425,625,228.00	223,199,790.00	202,425,438.00	0.134550	271,667.31	2,514,963.51	2008
2008	428,191,842.00	19,222,100.00	88,817,325.00	536,231,267.00	(3,418,900.00)	532,812,367.00	221,900,590.00	310,911,777.00	0.135855	419,982.88	3,829,919.41	2009
2009	536,231,267.00	2,150,110.00	(14,988,335.00)	523,393,042.00	(3,415,070.00)	519,977,972.00	223,199,790.00	296,778,182.00	0.135855	389,883.63	3,517,807.81	2010
2010	523,393,042.00	2,032,230.00	(81,431,040.00)	443,994,232.00	(6,432,990.00)	437,561,242.00	223,199,790.00	214,361,452.00	0.141623	123,864.55	2,463,172.64	2011
2011	443,994,232.00	7,203,107.00	31,137,286.00	482,334,625.00	(17,077,070.00)	465,257,555.00	223,199,790.00	242,057,765.00	0.141623	83,766.71	1,792,852.35	2012
2012	482,334,625.00	7,132,000.00	(5,126,707.00)	484,339,918.00	(15,776,040.00)	468,563,878.00	223,199,790.00	245,364,088.00	0.149150	(83,766.71)	1,037,763.21	2013
2013	-	-	-	-	-	-	-	-	-	54,043.60	1,067,718.39	2014
2014	-	-	-	-	-	-	-	-	-	-	1,609,643.33	2015
2015	-	-	-	-	-	-	-	-	-	-	3,133,785.00	2016
2016	-	-	-	-	-	-	-	-	-	-	3,440,777.00	2017
2017	-	-	-	-	-	-	-	-	-	-	3,796,660.00	2018
2018	-	-	-	-	-	-	-	-	-	-	4,125,195.00	2019
2019	-	-	-	-	-	-	-	-	-	-	4,464,408.00	2020
2020	-	-	-	-	-	-	-	-	-	-	4,814,645.00	2021
2021	-	-	-	-	-	-	-	-	-	-	5,176,264.00	2022
2022	-	-	-	-	-	-	-	-	-	-	5,549,637.00	2023
2023	-	-	-	-	-	-	-	-	-	-	5,935,144.00	2024
2024	-	-	-	-	-	-	-	-	-	-	6,333,179.00	2025
2025	-	-	-	-	-	-	-	-	-	-	6,744,152.00	2026
2026	-	-	-	-	-	-	-	-	-	-	7,168,480.00	2027
2027	-	-	-	-	-	-	-	-	-	-	7,606,599.00	2028
2028	-	-	-	-	-	-	-	-	-	-	8,058,958.00	2029
2029	-	-	-	-	-	-	-	-	-	-	8,526,017.00	2030
2030	-	-	-	-	-	-	-	-	-	-	9,008,256.00	2031
2031	-	-	-	-	-	-	-	-	-	-	9,506,169.00	2032
2032	-	-	-	-	-	-	-	-	-	-	10,020,262.00	2033
2033	-	-	-	-	-	-	-	-	-	-	10,551,065.00	2034
		$ 96,685,367.00	$ 164,142,761.00							$ 1,607,377.11	$ 145,618,669.51	

Existing Value Growth Factors	
Base Model Growth Factor	2.80%
Growth Factor Above Base	0.00%
Combined Growth Rate	2.80%

Participation Level	100%
Tax Rate Growth Factor	0.00%
Tax Rate Collection Factor	97.50%

[7] Base Taxable Value was $223,511,790. Due to litigation and account corrections, the base value changed to $223,199,790 in 2005.

[8] Alamo Colleges was erroneously reimbursed $54,044.11 for litigation expenses and consequently owed $54,043.60 to the Houston Street TIRZ due to litigation. This amount was received and documented into the Houston Street fund as of December 5, 2014 for FY 2014.

Houston Street
Tax Increment Reinvestment Zone Nine
Reimbursements

Tax Year	TIF Revenue Actual	TIF Revenue Projected	Cumulative TIF Revenue	TIF Fund Interest Rate	Interest Earned in TIF Fund Actual	Interest Earned in TIF Fund Projected	Developer Payment to DS Shortfall [1]	Debt Service Close-out [2]	TIF Fund Sources Sub-total	Transfer of TIF Revenue to Debt Service	Transfer of Developer DS Shortfall [1]	Costs of Defeasance [3]	Debt Service Expenses Sub-total	Start-Up & City Administrative Expenses Actual	Start-Up & City Administrative Expenses Projected	Bexar County Administrative Expenses Actual	Bexar County Administrative Expenses Projected	Overpayment and Litigation: Bexar County Reimbursements [4]	Overpayment and Litigation: UHS Reimbursements [5]	Overpayment and Litigation: Alamo Colleges Reimbursements [6]	Taxing Entity Expenses Sub-total
1999	-	-	-		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2000	206,166.10	-	206,166.10	5.6770%	-	-	-	-	206,166.10	-	-	-	-	-	-	-	-	-	-	-	-
2001	103,112.22	-	309,278.32	2.5725%	2,630.60	-	-	-	105,742.82	-	-	-	-	-	-	-	-	-	-	-	-
2002	117,754.99	-	427,033.31	1.2975%	1,966.55	-	472,307.00	-	592,118.54	(348,356.90)	(472,307.00)	-	(820,735.90)	-	-	-	-	-	-	-	-
2003	367,309.29	-	794,342.60	1.0900%	1,913.80	-	433,538.00	-	802,761.09	-	(433,538.00)	-	(433,538.00)	-	-	-	-	-	-	-	-
2004	997,381.78	-	1,791,724.38	2.8215%	166.09	-	258,491.00	-	1,256,038.87	(923,830.87)	(258,491.00)	-	(1,182,321.87)	-	-	-	-	-	-	-	-
2005	536,608.48	-	2,328,332.86	4.6610%	18,625.29	-	107,872.00	-	663,105.77	(38,979.13)	(107,872.00)	-	(146,851.13)	-	-	-	-	-	-	-	-
2006	1,496,844.60	-	3,825,177.86	5.1832%	64,981.74	-	-	-	1,561,826.74	(2,399,180.48)	-	-	(2,399,180.48)	-	-	-	-	-	-	-	-
2007	2,514,063.51	-	6,340,140.37	3.3491%	26,123.95	-	-	-	2,541,087.46	(1,227,249.72)	-	-	(1,227,249.72)	-	-	-	-	-	-	-	-
2008	3,829,919.41	-	10,170,059.78	1.4135%	39,915.55	-	-	-	3,869,834.96	(2,251,353.20)	-	-	(2,251,353.20)	(64,293.34)	-	-	-	-	-	-	(64,293.34)
2009	3,517,897.81	-	13,687,857.59	0.3922%	19,408.32	-	-	12,548.51	3,549,764.64	-	-	(11,800.00)	(11,800.00)	(15,000.00)	-	-	-	-	-	-	(15,000.00)
2010	2,463,172.64	-	16,151,030.23	0.2656%	4,084.19	-	-	-	2,467,256.83	-	-	-	-	-	-	-	-	-	-	-	-
2011	1,792,852.35	-	17,943,882.58	0.2038%	6,340.28	-	-	-	1,799,192.63	-	-	-	-	(30,000.00)	-	-	-	(116,498.22)	-	-	(146,498.22)
2012	1,037,763.21	-	18,981,655.79	0.1967%	5,842.70	-	-	-	1,043,605.91	-	-	-	-	(15,000.00)	-	-	-	(13,697.59)	(128,689.26)	(54,044.11)	(215,830.95)
2013	1,087,718.39	-	20,049,374.18	0.1897%	2,195.46	-	-	-	1,089,913.85	-	-	-	-	(30,706.66)	-	-	-	-	-	-	(30,706.66)
2014	1,609,643.33	-	21,659,017.51	0.1532%	3,050.29	165.94	-	-	1,612,859.56	-	-	-	-	(15,000.00)	-	-	-	-	-	-	(15,000.00)
2015	-	3,133,785.00	24,792,802.51	0.4129%	-	681.25	-	-	3,134,466.25	-	-	-	-		(120,000.00)		(6,000.00)	-	-	-	(126,000.00)
2016	-	3,440,777.00	28,233,579.51	1.3750%	-	-	-	-	3,440,777.00	-	-	-	-		(120,000.00)		(6,000.00)	-	-	-	(126,000.00)
2017	-	3,796,660.00	32,030,239.51	2.3750%	-	-	-	-	3,796,660.00	-	-	-	-		(120,000.00)		(6,000.00)	-	-	-	(126,000.00)
2018	-	4,125,195.00	36,155,434.51	3.3125%	-	-	-	-	4,125,195.00	-	-	-	-		(120,000.00)		(6,000.00)	-	-	-	(126,000.00)
2019	-	4,464,408.00	40,619,842.51	3.5000%	-	-	-	-	4,464,408.00	-	-	-	-		(120,000.00)		(6,000.00)	-	-	-	(126,000.00)
2020	-	4,814,645.00	45,434,487.51	3.5000%	-	-	-	-	4,814,645.00	-	-	-	-		(120,000.00)		(6,000.00)	-	-	-	(126,000.00)
2021	-	5,176,264.00	50,610,751.51	3.5000%	-	-	-	-	5,176,264.00	-	-	-	-		(120,000.00)		(6,000.00)	-	-	-	(126,000.00)
2022	-	5,549,637.00	56,160,388.51	3.5000%	-	-	-	-	5,549,637.00	-	-	-	-		(120,000.00)		(6,000.00)	-	-	-	(126,000.00)
2023	-	5,935,144.00	62,095,532.51	3.5000%	-	-	-	-	5,935,144.00	-	-	-	-		(120,000.00)		(6,000.00)	-	-	-	(126,000.00)
2024	-	6,333,179.00	68,428,711.51	3.5000%	-	-	-	-	6,333,179.00	-	-	-	-		(120,000.00)		(6,000.00)	-	-	-	(126,000.00)
2025	-	6,744,152.00	75,172,863.51	3.5000%	-	-	-	-	6,744,152.00	-	-	-	-		(120,000.00)		(6,000.00)	-	-	-	(126,000.00)
2026	-	7,168,480.00	82,341,343.51	3.5000%	-	-	-	-	7,168,480.00	-	-	-	-		(120,000.00)		(6,000.00)	-	-	-	(126,000.00)
2027	-	7,606,599.00	89,947,942.51	3.5000%	-	-	-	-	7,606,599.00	-	-	-	-		(120,000.00)		(6,000.00)	-	-	-	(126,000.00)
2028	-	8,058,958.00	98,006,900.51	3.5000%	-	-	-	-	8,058,958.00	-	-	-	-		(120,000.00)		(6,000.00)	-	-	-	(126,000.00)
2029	-	8,526,017.00	106,532,917.51	3.5000%	-	-	-	-	8,526,017.00	-	-	-	-		(120,000.00)		(6,000.00)	-	-	-	(126,000.00)
2030	-	9,008,256.00	115,541,173.51	3.5000%	-	-	-	-	9,008,256.00	-	-	-	-		(120,000.00)		(6,000.00)	-	-	-	(126,000.00)
2031	-	9,506,169.00	125,047,342.51	3.5000%	-	-	-	-	9,506,169.00	-	-	-	-		(120,000.00)		(6,000.00)	-	-	-	(126,000.00)
2032	-	10,020,262.00	135,067,604.51	3.5000%	-	-	-	-	10,020,262.00	-	-	-	-		(120,000.00)		(6,000.00)	-	-	-	(126,000.00)
2033	-	10,551,065.00	145,618,669.51	3.5000%	-	-	-	-	10,551,065.00	-	-	-	-		(120,000.00)		(6,000.00)	-	-	-	(126,000.00)
	$ 21,659,017.51	$ 123,959,652.00			$ 197,244.51	$ 847.19	$ 1,272,208.00	$ 12,548.51	$ 147,101,608.02	$ (7,188,983.30)	$ (1,272,208.00)	$ (11,800.00)	$ (8,473,050.30)	$ (170,000.00)	$ (2,280,000.00)	$ -	$ (114,000.00)	$ (134,895.81)	$ (128,689.26)	$ (54,044.11)	$ (2,881,329.18)

[1] Pursuant to the Development Agreement Article 11 Section 11.1, the Developer shall be responsible for any debt service shortfall.

[2] Transfer of $12,548.51 to Houston Street TIF Fund from Houston Street Certificates of Obligation debt service fund close-out.

[3] Houston Street Defeasance expenses of $1,800 for Bond Counsel fees payable to McCall, Parkhurst & Horton L.L.P and $10,000 for Financial Advisory fees payable to Coastal Securities, Inc.

[4] Bexar County was reimbursed $18,097.59 for overpayment above stated maximum contribution and $116,498.22 for litigation expenses.

[5] University Health System was erroneously reimbursed $66,260.74 for overpayment above stated maximum contribution and $62,428.52 for litigation expenses and consequently owed $62,428.52 to the Houston Street TIRZ due to litigation.
This amount was received and documented into the Houston Street fund as of December 5, 2014 for FY 2014.

[6] Alamo Colleges was erroneously reimbursed $54,044.11 for litigation expenses and consequently owes $54,044.11 to the Houston Street TIRZ due to litigation. This amount was received and documented into the Houston Street fund as of December 5, 2014 for FY 2014.

Houston Street
Tax Increment Reinvestment Zone Nine
Reimbursements

DS Shortfall Reimbursements	Façade Preservation & Predevelopment Reimbursements	Majestic Courtyard Reimbursements	Walgreens/ Stuart Building Reimbursements	Houston Street Bridge Linkage Reimbursements	Kress Building Reimbursements[7]	Before Extension Reimbursements Sub-total	HVHC Reimbursements[8] Actual	HVHC Reimbursements[8] Projected	ARGO Reimbursements[9] Actual	ARGO Reimbursements[9] Projected	Houston Street Lighting	Maverick Building[10] Actual	Maverick Building[10] Projected	City's Other Projects Projected	Bexar County's Projects[11] Projected	After Extension Reimbursements Sub-total	Fiscal Year Cashflow Balance	Fiscal Year Fund Balance	Fiscal Year
-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	2000
-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	206,166.10	206,166.10	2001
-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	105,742.82	311,908.92	2002
-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	(228,637.36)	83,271.56	2003
-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	369,223.09	452,494.65	2004
-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	73,717.00	526,211.65	2005
-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	316,254.64	1,042,466.29	2006
-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	(837,354.74)	205,111.55	2007
-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	1,313,837.74	1,518,949.29	2008
-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	1,554,188.42	3,073,137.71	2009
(2,489,129.35)	(3,772,716.31)	-	(250,434.84)	-	-	(6,512,280.49)	-	-	-	-	-	-	-	-	-	-	(2,989,315.85)	83,821.86	2010
-	-	-	(1,293,946.09)	-	-	(1,293,946.09)	-	-	-	-	-	-	-	-	-	-	1,173,310.74	1,257,132.60	2011
-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	1,652,694.41	2,909,827.01	2012
-	(151,244.66)	(3,026,508.95)	(299,278.39)	-	-	(3,477,031.93)	-	-	-	-	-	-	-	-	-	-	(2,649,256.98)	260,570.03	2013
-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	1,039,207.19	1,299,777.22	2014
-	-	-	-	-	(1,299,777.22)	(1,299,777.22)	-	(636,107.50)	-	(782,600.45)	-	-	-	-	-	(1,432,707.95)	(1,134,625.61)	165,151.60	2015
-	-	-	-	-	-	-	-	(1,096,200.00)	-	(600,999.55)	(165,000.00)	-	-	(261,450.30)	(1,050,268.00)	(3,173,617.85)	(165,151.60)	0.00	2016
-	-	-	-	-	-	-	-	(277,042.00)	-	(332,700.00)	-	-	-	(1,538,275.50)	(1,146,759.00)	(3,314,777.00)	-	0.00	2017
-	-	-	-	-	-	-	-	(252,000.00)	-	(360,000.00)	-	-	(27,716.87)	(1,772,358.13)	(1,258,085.00)	(3,670,660.00)	-	0.00	2018
-	-	-	-	-	-	-	-	(252,000.00)	-	(360,000.00)	-	-	(27,716.87)	(1,998,145.13)	(1,361,395.00)	(3,999,195.00)	-	0.00	2019
-	-	-	-	-	-	-	-	(252,000.00)	-	(360,000.00)	-	-	(27,716.87)	(2,230,760.13)	(1,467,831.00)	(4,338,408.00)	-	0.00	2020
-	-	-	-	-	-	-	-	(252,000.00)	-	(360,000.00)	-	-	(27,716.87)	(2,470,932.13)	(1,577,866.00)	(4,688,645.00)	-	0.00	2021
-	-	-	-	-	-	-	-	(55,650.00)	-	(210,000.00)	-	-	(27,716.87)	(3,065,259.13)	(1,691,638.00)	(5,050,264.00)	-	0.00	2022
-	-	-	-	-	-	-	-	-	-	-	-	-	(27,716.87)	(3,586,946.13)	(1,808,974.00)	(5,423,637.00)	-	0.00	2023
-	-	-	-	-	-	-	-	-	-	-	-	-	(27,716.87)	(3,851,304.13)	(1,930,123.00)	(5,809,144.00)	-	0.00	2024
-	-	-	-	-	-	-	-	-	-	-	-	-	(27,716.87)	(4,124,253.13)	(2,055,209.00)	(6,207,179.00)	-	0.00	2025
-	-	-	-	-	-	-	-	-	-	-	-	-	(27,716.87)	(4,406,674.13)	(2,184,761.00)	(6,618,152.00)	-	0.00	2026
-	-	-	-	-	-	-	-	-	-	-	-	-	(27,716.87)	(4,697,653.13)	(2,317,710.00)	(7,042,480.00)	-	0.00	2027
-	-	-	-	-	-	-	-	-	-	-	-	-	(27,716.87)	(4,997,489.13)	(2,455,393.00)	(7,480,599.00)	-	0.00	2028
-	-	-	-	-	-	-	-	-	-	-	-	-	(27,716.87)	(5,307,690.13)	(2,597,551.00)	(7,932,958.00)	-	0.00	2029
-	-	-	-	-	-	-	-	-	-	-	-	-	(27,716.87)	(5,627,872.13)	(2,744,328.00)	(8,400,017.00)	-	0.00	2030
-	-	-	-	-	-	-	-	-	-	-	-	-	(27,716.87)	(5,958,663.13)	(2,895,876.00)	(8,882,256.00)	-	0.00	2031
-	-	-	-	-	-	-	-	-	-	-	-	-	(27,716.87)	(6,300,192.13)	(3,052,350.00)	(9,380,169.00)	-	0.00	2032
-	-	-	-	-	-	-	-	-	-	-	-	-	-	(6,650,354.00)	(3,213,908.00)	(9,864,262.00)	-	0.00	2033
-	-	-	-	-	-	-	-	-	-	-	-	-	-	(7,044,347.00)	(3,380,718.00)	(10,425,065.00)	-	0.00	2034
$ (2,489,129.35)	$ (3,923,960.97)	$ (3,026,508.95)	$ (1,843,659.32)	$ -	$ (1,299,777.22)	$ (12,583,035.73)	$ -	$ (3,087,000.00)	$ -	$ (3,366,000.00)	$ (165,000.00)	$ -	$ (415,753.05)	$ (75,939,631.75)	$ (40,199,508.00)	$ (123,164,192.80)	$ 0.00		

[7] Approval of Federal Realty Investment Trust invoice for Kress Building improvements for $1,780,848.91 was approved by Houston Street TIRZ Board on December 17, 2012.

On May 21, 2015, Ordinance No. 2015-05-21-0441 authorized the Settlement and Release Agreement with Street Retail Developer.

[8] On Sep 1, 2011, Ordinance No. 2011-09-01-0721 authorized Ch380 Economic Development Agreement with HVHC. (The "Parking Reimbursement Grants" is in a cumulative amount of approximately $2,869,956.00, based on FY 2012 Parking Rate)

[9] On Sep 1, 2011, Ordinance No. 2011-09-01-0761 authorized Ch380 Economic Development Agreement with ARGO. (The "Parking Reimbursement Grants" is in a cumulative amount of approximately $2,850,120.00, based on FY 2012 Parking Rate)

[10] On _____, 2015, Ordinance No. 2015-__-__-____ authorized Ch380 Agreement with Aura Real Estate for Maverick Building renovation.

[11] On _____, 2015, Ordinance No. 2015-__-__-____ authorized the Interlocal Agreement with Bexar County. Projects include Weston Urban Tower Project, Alameda Theater Project, and San Pedro Creek Improvements Project.

Houston Street

Tax Increment Reinvestment Zone Nine

Participation

Entity	Tax Rate	Level of Participation	Tax Rate Based on Participation	% of Project	TIF Revenues	TIF Expenses [3]
City of San Antonio	$ 0.565690	100%	$ 0.565690	66.65%	$ 97,058,011.33	$ 98,046,422.11
Bexar County [1,2]	0.296187	100%	0.296187	30.76%	44,797,720.81	45,253,927.87
University Health System [1]	0.276235	60%	0.165741	1.48%	2,155,560.26	2,177,511.86
Alamo Colleges [1]	0.141623	100%	0.141623	1.10%	1,607,377.11	1,623,746.17
TOTAL	$ 1.279735		$ 1.169241	100.00%	$ 145,618,669.51	$ 147,101,608.01

[1] Tax rate shown as of year of last contribution of increment.

[2] Bexar County Participation is 100% of O&M

[3] Variance between Revenues and Expenses include TIF Fund Interest Earnings, Developer Payment to DS Shortfall, and Debt Service Close-out

Houston Street
Tax Increment Reinvestment Zone Nine
New Values

Tax Year	Frost/ Joseph's Building [1]	Harvey House/Carl Court [2]	Vogue Building	Kress Building	East Hotel Site [3]	Stuart Building	Walgreens Building	Valencia Hotel	South Texas Building	Neisner Building [4]	Alamo National Building	Maverick Building	Annual Total	Fiscal Year
1999														2000
2000	1,674,400.00	1,739,600.00	400,000.00	1,369,000.00	1,500,900.00	130,000.00	948,400.00	1,409,400.00	-	-	-	-	9,171,700.00	2001
2001	-	-	283,300.00	-	-	97,000.00	-	-	-	-	-	-	380,300.00	2002
2002	-	-	-	-	-	-	-	6,669,100.00	-	-	-	-	6,669,100.00	2003
2003	-	1,835,300.00	1,065,800.00	-	-	230,500.00	-	9,776,988.00	555,000.00	-	700,000.00	-	14,163,588.00	2004
2004	-	-	301,700.00	-	-	-	-	2,697,812.00	425,000.00	-	-	-	3,424,512.00	2005
2005	686,620.00	-	-	-	-	-	-	-	747,540.00	-	-	-	1,434,160.00	2006
2006	-	-	-	-	-	-	-	-	1,602,460.00	-	-	-	1,602,460.00	2007
2007	-	-	-	-	-	-	-	-	-	-	22,100,000.00	-	22,100,000.00	2008
2008	-	-	-	-	-	-	-	11,933,500.00	-	-	7,288,600.00	-	19,222,100.00	2009
2009	-	-	-	-	-	178,680.00	1,971,430.00	-	-	-	-	-	2,150,110.00	2010
2010	-	-	-	-	-	515,960.00	916,270.00	-	-	600,000.00	-	-	2,032,230.00	2011
2011	-	-	-	918,900.00	-	-	-	-	-	2,800,000.00	3,484,207.00	-	7,203,107.00	2012
2012	-	-	-	-	-	-	-	-	5,432,000.00	1,700,000.00	-	-	7,132,000.00	2013
2013	-	-	-	-	-	-	-	-	-	-	-	-	0.00	2014
2014	-	-	-	-	-	-	-	-	-	-	-	-	0.00	2015
2015	-	-	-	-	-	-	-	-	-	-	-	-	0.00	2016
2016	-	-	-	-	-	-	-	-	-	-	-	-	0.00	2017
2017	-	-	-	-	-	-	-	-	-	-	-	5,000,000.00	5,000,000.00	2018
2018	-	-	-	-	-	-	-	-	-	-	-	-	0.00	2019
2019	-	-	-	-	-	-	-	-	-	-	-	-	0.00	2020
2020	-	-	-	-	-	-	-	-	-	-	-	-	0.00	2021
2021	-	-	-	-	-	-	-	-	-	-	-	-	0.00	2022
2022	-	-	-	-	-	-	-	-	-	-	-	-	0.00	2023
2023	-	-	-	-	-	-	-	-	-	-	-	-	0.00	2024
2024	-	-	-	-	-	-	-	-	-	-	-	-	0.00	2025
2025	-	-	-	-	-	-	-	-	-	-	-	-	0.00	2026
2026	-	-	-	-	-	-	-	-	-	-	-	-	0.00	2027
2027	-	-	-	-	-	-	-	-	-	-	-	-	0.00	2028
2028	-	-	-	-	-	-	-	-	-	-	-	-	0.00	2029
2029	-	-	-	-	-	-	-	-	-	-	-	-	0.00	2030
2030	-	-	-	-	-	-	-	-	-	-	-	-	0.00	2031
2031	-	-	-	-	-	-	-	-	-	-	-	-	0.00	2032
2032	-	-	-	-	-	-	-	-	-	-	-	-	0.00	2033
2033	-	-	-	-	-	-	-	-	-	-	-	-	0.00	2034
	2,361,020.00	3,574,900.00	2,050,800.00	2,287,900.00	1,500,900.00	1,152,140.00	3,836,100.00	32,486,800.00	8,762,000.00	5,100,000.00	33,572,807.00	5,000,000.00	101,685,367.00	

[1] Parcels combined in 2005.
[2] Parcels combined in 2003.
[3] No new improvements; site is a parking lot. New value due to laying of asphalt.
[4] Property receives 100% tax exemption for Historic.