

AN ORDINANCE 2010-06-10-0524

AUTHORIZING THE SECOND AMENDMENT TO DEVELOPMENT AGREEMENT AND AMENDMENTS TO THE FINAL FINANCE PLAN ANF FINAL PROJECT PLAN FOR TAX INCREMENT REINVESTMENT ZONE NUMBER SIXTEEN, CITY OF SAN ANTONIO, TEXAS, KNOWN AS THE BROOKS CITY-BASE TIRZ IN CITY COUNCIL DISTRICT 3.

* * * * *

WHEREAS, the City of San Antonio recognizes the importance of its continued role in economic development and was instrumental in establishing the legislation to allow the creation of a Defense Base Development Authority; and

WHEREAS, on September 27, 2001, City Council created the Brooks Development Authority (BDA) by passing Resolution 2001-36-39, for the purposes of accepting title to 1,300 acres of real property of the former Brooks Air Force Base and engaging in the redevelopment of this property into a business and technology park; and

WHEREAS, on December 9, 2004, City Council created Tax Increment Reinvestment Zone Number Sixteen, City of San Antonio, Texas, located in City Council District 3, by Ordinance Number 100073, in accordance with the Tax Increment Financing Act, Chapter 311 of the Texas Tax Code, and the City's Guidelines and Criteria for the use of TIF, to promote development and redevelopment of the property within the TIRZ; and

WHEREAS, this City-initiated TIF Zone was designed to leverage ongoing area development in support of a special joint project between the U.S. Air Force and the City to successfully convert and redevelop the former Brooks Air Force Base; and

WHEREAS, the City has contributed \$10,736,000 to BDA for capital improvements and has generally supported BDA through City funds to cover certain operating expenses of BDA; and

WHEREAS, on May 8, 2008 through Ordinance 2008-05-08-0367, City Council approved a Final Project Plan, a Final Finance Plan, and a Development Agreement with BDA; and

WHEREAS, on June 18, 2009 Ordinance 2009-06018-0508 amended the Development Agreement with BDA and the City; and

WHEREAS, on May 10, 2010, the TIRZ Board approved and adopted amendments to the Final Finance Plan, Final Project Plan, and Development Agreement with BDA and the City; and

WHEREAS, the Act requires that the City Council approve any amendment to the Development Agreement, the Final Finance Plan or the Final Project Plan, adopted by the Board; and

WHEREAS, it is now necessary for City Council to approve this Amendment to the Development Agreement and to authorize the City Manager or her designee to enter into a

Development Agreement with the TIRZ Board and BDA which provides for the development within the TIRZ as specified in the amended Final Project Plan and Final Finance Plan; 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 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. Tax Increment Reinvestment Zone Number Sixteen, City of San Antonio, Texas, located in City Council District 3, known as the Brooks City-Base TIRZ took effect on December 9, 2004 and will continue until its termination date of September 30, 2029 unless otherwise terminated earlier in accordance with the Development Agreement, upon payment in full of all Eligible Project Costs, or as authorized or permitted by law.

SECTION 2. The Second Amendment to the Development Agreement, as approved on May 10, 2010 by the TIRZ Board, is approved, and a copy is attached as Exhibit 1 and incorporated into this Ordinance for all purposes.

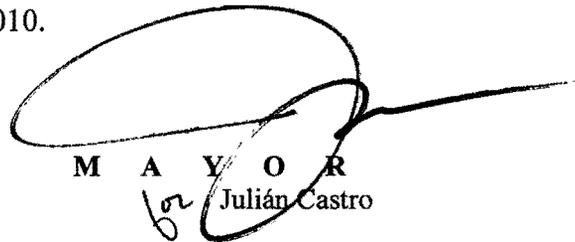
SECTION 3. The amended Final Project Plan and Final Finance Plan for the TIRZ are feasible and approved, and a copy is attached and incorporated into this Ordinance for all purposes as Exhibit 2 and 3 respectively.

SECTION 4. Approval and execution of the attached Development Agreement does not have a fiscal impact. The City is currently authorized to pay BDA up to a maximum total of \$55,464,027.00 representing a participation rate of 85% for public infrastructure improvements and financing costs as authorized by and in accordance with the Act.

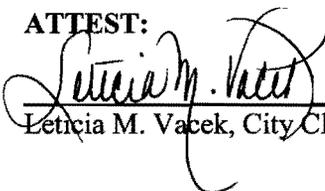
SECTION 5. If any provision of this Ordinance or the application of any provision of this Ordinance is held invalid, the remainder of this Ordinance shall nevertheless be valid and enacted without the invalid provision(s).

SECTION 6. This Ordinance shall take effect immediately upon passage by eight (8) affirmative votes; otherwise it shall be effective ten (10) days after its passage.

PASSED AND APPROVED this 10th day of June, 2010.


M A Y O R
for Julián Castro

ATTEST:



Leticia M. Vacek, City Clerk

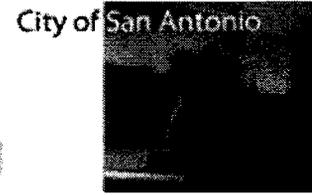
APPROVED AS TO FORM:



Michael D. Bernard, City Attorney



Request for
**COUNCIL
 ACTION**



Agenda Voting Results - 20

Name:	5, 6, 7, 9, 10, 11A, 11B, 11C, 14, 16A, 16B, 16C, 16D, 16E, 16F, 17, 18A, 18B, 18C, 18D, 18E, 19, 20, 22A, 22B, 22C, 23A, 23B, 24						
Date:	06/10/2010						
Time:	09:49:19 AM						
Vote Type:	Motion to Approve						
Description:	An Ordinance authorizing changes to the Final Project Plan and Finance Plan for the Brooks-City Base TIRZ and amending the Development Agreement between the City of San Antonio, the Brooks Development Authority and the Board of Directors of TIRZ #16. [Pat DiGiovanni, Deputy City Manager / Interim Director, Center City Development]						
Result:	Passed						
Voter	Group	Not Present	Yea	Nay	Abstain	Motion	Second
Julián Castro	Mayor		x				
Mary Alice P. Cisneros	District 1		x			x	
Ivy R. Taylor	District 2		x				
Jennifer V. Ramos	District 3		x				
Philip A. Cortez	District 4		x				
David Medina Jr.	District 5		x				
Ray Lopez	District 6		x				
Justin Rodriguez	District 7		x				
W. Reed Williams	District 8		x				
Elisa Chan	District 9	x					
John G. Clamp	District 10		x				x

Exhibit 1
Brooks City-Base TIRZ
Second Amendment to Development Agreement

**SECOND AMENDEDMENT TO
DEVELOPMENT AGREEMENT AMONG THE CITY OF SAN ANTONIO, TEXAS,
BROOKS DEVELOPMENT AUTHORITY, and
THE BOARD OF DIRECTORS OF REINVESTMENT ZONE NUMBER SIXTEEN,
CITY OF SAN ANTONIO, TEXAS
As Amended 06/10/2010**

FOR VALUE RECEIVED, the receipt and sufficiency of which is hereby acknowledged, this second amendment to the Development Agreement ("Second Amendment") is passed and approved on 10th day of June 2010, pursuant to Ordinance No. 2010-06-10-____, and is entered into by and between the City of San Antonio, a Texas municipal corporation in Bexar County, Texas (the "City"); Brooks Development Authority, a Defense Base Development Authority, created under Chapter 379B of the Texas Local Government Code ("BDA") which approved this Second Amendment at its meeting on the 11th day of May 2010; and the Board of Directors for Reinvestment Zone Number Sixteen, City of San Antonio, Texas, a tax increment reinvestment zone (the "Board") which approved this Second Amendment at its meeting on the 10th day of May 2010.

- A. City, BDA, and Board entered into a Development Agreement ("Agreement") on May 8, 2008, pursuant to City of San Antonio Ordinance No. 2008-05-08-0367.
- B. City, BDA, and Board previously amended the Agreement on June 18, 2009 per Ordinance No. 2009-06-18-0508.
- C. City, BDA, and Board agree to amend specific provisions of the Agreement as set out in this Second Amendment.
 - 1. Article 5, Paragraph 5.20.m of the Agreement is amended by deleting that paragraph in its entirety and substituting the following in its place:

Funds in the amount of up to four percent (4%) of the contract amount may be withheld by the City for City Project Administration Costs. Actual City Project Administration Costs will be calculated using the most recent cost allocation plan and indirect cost proposal for the CIMS. Currently the cost allocation plan is designed for CIMS to recover costs from project work efforts based on the actual time spent on the project, plus markup of non-billable hours, plus the indirect cost rate. Actual City Project Administration Costs will be charged in this manner to the project work effort on a monthly basis until the 4% cap has been charged by the City. At the end of the CO Project, any excess funds remaining in the work effort within the 4% cap for City Project Administration Costs will be provided to BDA if allowable expenses are submitted to the City and the City has determined that it would be in its best interest to pay said expenses. BDA may be reimbursed with Tax Increment for the City Project Administration Costs that it incurs.

- D. This Amendment may be executed and delivered in any number of counterparts, each of which so executed and delivered shall be deemed to be an original and all of which shall constitute one and the same instrument.
- E. Except as otherwise expressly modified hereby, all terms and provisions of the Agreement are ratified and confirmed and shall remain in full force and effect, enforceable in accordance with their terms.
- F. This Amendment shall be effective on the date of the last signature to the document.

CITY OF SAN ANTONIO

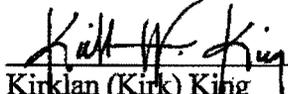
 SHERYL SCULLEY
 City Manager
 City of San Antonio
 Date: _____

BROOKS DEVELOPMENT AUTHORITY



 BROOKS DEVELOPMENT AUTHORITY,
 a Defense Base Development Authority
 By: Donald E. Jakeway, President and CEO
 Date: 5-28-10

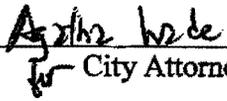
**BOARD OF DIRECTORS,
 TAX INCREMENT REINVESTMENT
 ZONE NUMBER SIXTEEN,
 CITY OF SAN ANTONIO, TEXAS**



 Kirklan (Kirk) King
 Title: Presiding Officer, Board of Directors
 Address: 9830 Colonnade, Ste. 600, SA, TX
 Date: 6/1/10

CITY CLERK

 Leticia M. Vacek
 City Clerk
 Date: _____

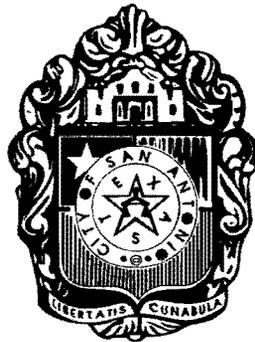
Approved as form: 

 for City Attorney
 Date: 6/3/2010

ACW
06/10/10
Item No. 20

Exhibit 2
Brooks City-Base TIRZ
Amended Final Project Plan

CITY OF SAN ANTONIO, TEXAS
Housing and Neighborhood Services Department



BROOKS CITY-BASE

Tax Increment Reinvestment Zone Sixteen

FINAL PROJECT PLAN

Amended
May 20, 2010

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Brooks City-Base

Executive Summary

The City of San Antonio's Tax Increment Reinvestment Zone ("TIRZ" or "Zone") Sixteen designated by City Council on December 9, 2004 will support the development of housing, commercial, retail and technology-based office space and other amenities in and around Brooks City-Base. The zone includes approximately 2,522 acres.

The project is located within the Primary Target Area as defined in the City's 2004 TIF Guidelines, within which the City may participate up to 85% and for a term of up to 25 years.

The Brooks City-Base development is located inside Loop 410, a half mile west of I-37, south of S.E. Military Drive and east of Old Corpus Christi Road in City Council District 3, and in the East Central and the San Antonio Independent School Districts. It is also located within the San Antonio Empowerment Zone, which is designed to promote economic development in distressed communities by using public funds and tax incentives as catalysts for private investment. The developer of the property is the Brooks Development Authority (BDA). This City-initiated TIRZ is designed to leverage ongoing area development in support of a special joint project between the U.S. Air Force and the City of San Antonio to successfully convert and redevelop the former Brooks Air Force Base into a business and technology park that can spur development in the southeastern sector of the city. Only the City is participating.

The estimated cost of infrastructure improvements and related development costs for Brooks City-Base is estimated at \$60,653,921 million, which includes an estimated administrative expense of \$420,000. The maximum amount of TIRZ expenses is projected to be \$55,464,027 million.

The public infrastructure improvements and related capital costs include: runway demolition, demolition of buildings, sewer outfall, Boyle Road/Research Plaza sewer, Lyster Road, Sidney Brooks Road, Research Plaza Blvd., City Base Landing Road, Drainage & Detention, and Street Landscape & Enhancements. New Braunfels infrastructure projects will consist of Phase I (SE Military to Sidney Brooks), Phase II (Sidney Brooks to Research Blvd.), Phase III (Research Blvd. to Lyster Road), Phase IV (Lyster Road to south property line), and Phase V (south property line to Loop 410). The TIRZ will provide a source of funding for reimbursing public improvement costs. Annual construction of public improvements will be reimbursed as TIRZ revenues become available. The estimated TIRZ revenue to be received through September 30, 2029 is \$55,464,027 million. Additional security is contractual commitment by BDA to utilize BDA's available funds in the event TIF revenues are not

The TIF Program has evolved since 1998 to ensure that the incentive is used today to support the City's Economic Development, Community Development and Urban Design goals. TIF seeks to directly promote recommendations made in the City's Master Plan, CRAG Report, Neighborhood Plans, Community Plans, Corridor and Area Plans, and Housing Master Plan.

TIF GUIDELINES

The City of San Antonio (City) adopted Guidelines and Criteria for TIF by Ordinance No. 98663 on January 8, 2004. The Guidelines were established by the City in 1998 by Ordinance No. 88196, amended by Ordinance No. 92552 in 2000, and Ordinance No. 92710 in 2002. The Guidelines serve as policy direction to City staff and interested parties regarding the Application for Redevelopment specifically related to Tax Increment Financing, which supports certain types of development in targeted areas of the city. Reinvestment Zones may be designated either through (1) a City-initiated project following a Request for Proposals and the submission of an Application for Redevelopment to the City pursuant to these Guidelines, or (2) the independent submission of an Application for Redevelopment to the City pursuant to these Guidelines in conjunction with the petition of a property owner as detailed in Section 311.005 (a)(5) of the Texas Tax Code. All TIRZ are governed by the Guidelines in effect at the time of the TIRZ creation by City Council.

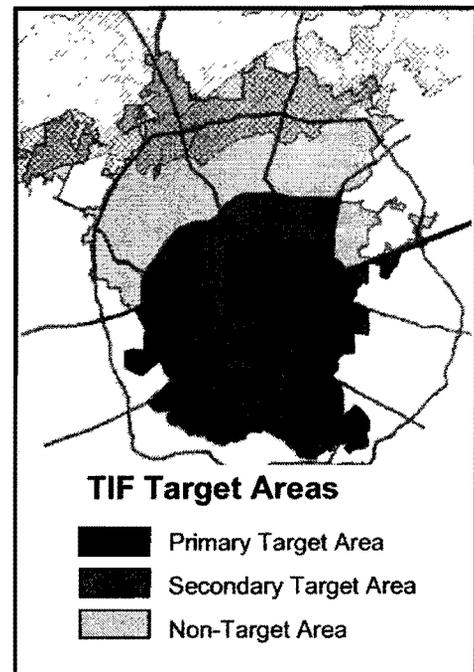
TARGETED ECONOMIC DEVELOPMENT

Use of TIF is tailored to the strengths and needs of specific areas of the City. The City has identified target areas where projects may be eligible for TIF with varying participation levels and a term of up to 25 years.

Primary Target Areas (Highest Priority Area): City may participate up to 100% and for a term of up to 25 years

Secondary Target Areas: City may participate up to 90% and up to a term of 20 years

Non-Target Areas: City may participate up to 65% and up to a term of 20 years



The Brooks City-Base Project is located in the Primary Target Area

comply, the City will remove those tax accounts from the list of accounts generating revenue for the TIRZ fund, and amend the financing plan accordingly

ENVIRONMENTAL PROTECTION

The TIF Program supports the Master Plan's Natural Resources Goal 1: to preserve the unique, rare and significant features of San Antonio's natural environment. The health of the Edwards Aquifer is of particular concern to San Antonio residents. In accordance with Natural Resources Policy 1b (see sidebar), the TIF program has established specific policies that strictly limit the use of TIF over the Aquifer.

Natural Resources Policy 1b: Develop and implement a management plan for land use activities which includes the best management practices, based on scientific study that will protect the recharge and drainage zones of the Edwards Aquifer from pollution.

The 2004 Guidelines do not allow applications for TIF where all or part of the proposed project falls over the Edwards Aquifer Recharge Zone.

The Brooks City-Base TIRZ is not located over any part of the Edwards Aquifer Recharge Zone.

B. CITY OF SAN ANTONIO

The Brooks City-Base TIRZ is a City-initiated tax increment reinvestment zone and the City is the development's sole participating taxing entity.

The City of San Antonio's TIRZ roles and responsibilities include the following:

- Pre-application consultation
- Application review and analysis
- Statutory presentations
- TIRZ Board administration
- TIRZ Fund administration and review of invoices for reimbursement
- Ongoing monitoring of construction

The City of San Antonio will contribute 85% of its increment to the Brooks City-Base TIRZ. The life of the TIRZ is projected to be 24.82 years, with the TIRZ being in existence until September 30, 2029.



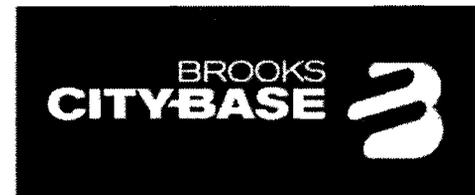
Participating Taxing Entity:
City of San Antonio

C. DEVELOPER

The Developer for this project is the Brooks Development Authority (BDA) created by the City of San Antonio in September 2001 to receive title of 1,300 acres of real property of the former Brooks Air Force Base and to transition it into a business and technology park. The President/CEO of the BDA is Donald Jakeway.

As the applicant for creation of the Brooks City-Base TIRZ, the Brooks Development Authority will serve as the developer for the TIRZ projects reflected in the current project and finance plans. The Brooks City-Base TIRZ includes not only the 1,309 acres of Brooks City-Base proper, but additional acreage surrounding the base that combine to total 2,522 acres for the zone.

The finance plan does not include costs for public or private improvements constructed outside the boundaries of Brooks City-Base. However, infrastructure and facility improvements being



Developer:
Brooks Development Authority



U.S. AIR FORCE

"Civilianization":
The Brooks Development Authority coordinates closely with the US Air Force in transitioning the former Brooks Air Force Base into a business and technology park.

constructed within Brooks City-Base, as well as key property leases and sales that BDA has made, will either lead to and/or support such additional private investments in the surrounding area.

In addition to public improvements that will be undertaken by the BDA within the boundaries of Brooks City-Base, new commercial and residential development not financed by the finance plan has been undertaken by other developers in various properties which surround Brooks City-Base proper yet are still within the Zone.

In order to maximize the area impact of the TIRZ's public investment within Brooks City-Base, the Developer should endeavor to harmonize development efforts undertaken within the perimeter of Brooks City-Base with those efforts that are planned or ongoing Brooks City-Base TIRZ area. Moreover, the Developer should work with the TIRZ Board to revisit and propose amendments to this project plan as may be needed in order to address development conditions and goals presented by area community plans or by the BDA's Master Plan once it is completed.

As the TIRZ Project's Developer, the BDA's responsibilities include oversight of the whole project, as well as the provision of quarterly reports (project status reports) to the City's TIF Unit (due the 15th of October, January, April and July or the first business day thereafter) that includes: copies of publicly bid documents for public improvements, detailed invoices related to project costs, disclosure of any relevant changes in project, ownership, financial stability, or any anticipated assignment.

D. TIRZ BOARD

The TIF Act requires that the City Council establish a reinvestment zone Board of Directors when designating a TIRZ. As amended in 2001, the TIF Act provides a formula for calculating the number of seats a taxing entity may have based on its anticipated pro rata contributions to the zone fund.

The Brooks City-Base Board shall consist of at least five and not more than fifteen members. The City shall appoint all members of the board because the City is the only taxing entity participating in this zone. The TIF Act does not provide board seats for the State Senator and State Representative in whose districts the zone is located. To be eligible for appointment, an individual must either be a qualified voter of the City, or be at least 18 and own real property in the zone, or be an employee or agent of a person that owns real property in the zone. City appointees will be required to comply with all policies related to City Boards and Commissions to the extent there is no conflict with the TIF Act. A current roster of board members is available from City staff by request.

2. Existing Conditions

A. REGIONAL CONTEXT

The Brooks City-Base TIRZ is located in the southeastern section of the City of San Antonio, inside Loop 410. The area borders South New Braunfels Avenue and South East Military Drive to the north, South Presa and Old Corpus Christi Road to the west, and Dave Erwin Drive and S.E. Loop 410 to the south and IH-37 to the east. The project area is approximately 6 miles south of the Central Business District.

Four major landholders (Brooks City Base, Stinson Airport, the National Park Service, and San Jose Mission Burial Park) control the majority of the surrounding area. Two major thoroughfares link the TIRZ area: South East Military Drive and I-410. S.E. Military Drive connects two of San Antonio's former major military installations, Kelly AFB and Brooks AFB. In addition, South Presa links downtown with the TIRZ area. The South Presa and S.E. Military Drive historically have been major corridors for commercial and industrial development.

Schools and School Districts

Brooks City-Base TIRZ straddles two school districts: San Antonio ISD and East Central ISD. Connell Ball Middle School and Schenck Elementary School located within San Antonio ISD are within close proximity of the TIRZ.

Parks and Other Facilities

Pytel Park is located in the northwestern part of the zone, and Brooks Park in the southeastern part of the zone. The closest public library is the McCreles library located off of Ada Street across IH-37.

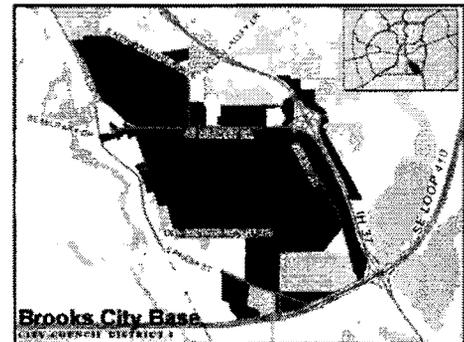


Figure 2-3 Locator Map

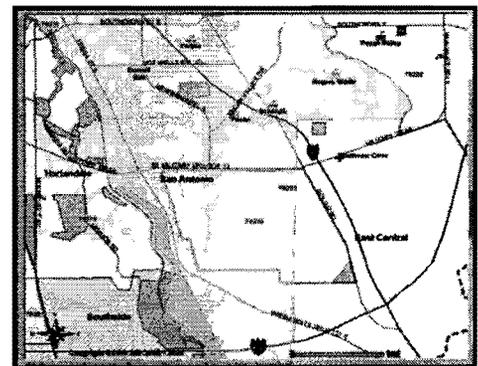


Figure 2-3 San Antonio ISD

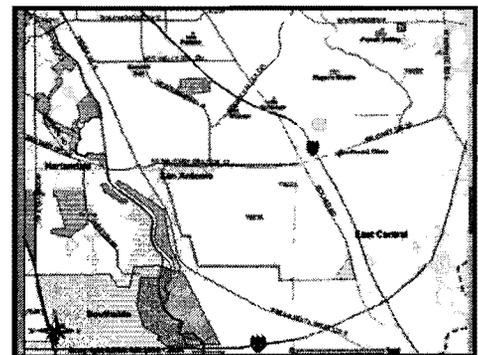


Figure 2-3 East Central ISD

Historical Resources

Several Spanish missions administered by the National Park Service lie nearby. Mission San Jose lies to the west of the northwest corner of the zone, Mission San Juan lies southwest of the zone, and Mission Espada lies south, southwest of the zone.

Medical Facilities and Public Safety

The San Antonio Police Department substation nearest is South Substation located on 711 Mayfield.

The San Antonio Metro Health District Clinic serving the area is the Southeast Clinic, located just east of I-37, along SE Military Drive and the northeast corner of the zone.

The nearest hospital is the Southeast Baptist Hospital, located less than two miles from the northeast corner of the zone, along E. Southcross Boulevard.

The three nearest San Antonio Fire Stations are Fire Station #22, Fire Station #29 and Fire Station #20.

Neighborhood Plans and Associations

The nearest neighborhood plans affecting this area are the South Central San Antonio Community Plan (August 1999), the Highlands Community Plan (April 2002), and the Southside Initiative (a.k.a. "City South") Plan (June 2003). While the several plans do not refer to TIRZ funds as a source for neighborhood improvements, they did list numerous items that would be addressed by/several elements of the plans related to the area of the Brooks City-Base TIRZ.

B. SITE CONDITIONS

Topography and Hydrology

Brooks AFB is situated along the base of the Edwards Plateau, in an area classified as the Blacklands Prairie. Dissected by small streams and elevations ranging from 1,100 to 1,900 feet above mean sea level (MSL), the Edwards Plateau serves as a catchment area for surface water that flows into the shallow aquifer recharge zone and streams extending around the base. Two areas on base are within the 100-year floodplain. Both sites are

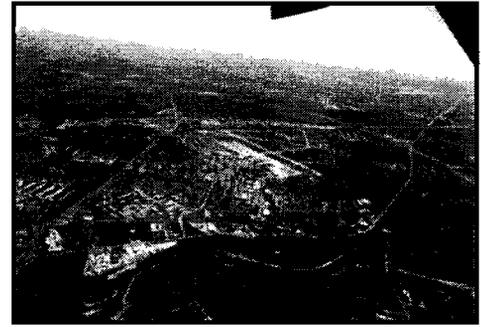


Figure 2-4 ["Aerial 10"Comment]



Figure 2-4 ["Aerial 11"Comment]

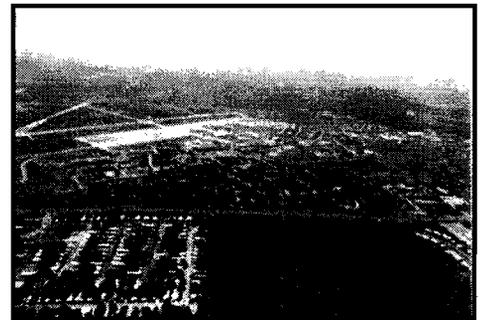


Figure 2-4 ["Aerial 7"Existing multi-family housing that currently supports resident military personnel is visible at center of photograph.]

in undeveloped areas and are used for recreational purposes. One area is adjacent to Berg's Mill Creek, a tributary of the San Antonio River that flows south-southwest on the base through the golf course, forms the golf course pond, and exits south of the West Gate. The other area classified as a 100-year floodplain is on the southeast portion of the base in the Family Campground Pond.

Geology

The three major soil types at Brooks City-Base, which constitute more than 80 percent of soils at the installation, include Houston black clay, Lewisville silty clay, and San Antonio clay loam. The remaining soils consist of five minor soil types: Hilly gravel sand, Karnes loam, Patrick soils, Trinity and Frio soils, and Webb fine sandy loam.

The surface soils on base are typically moderately drained alluvial clay, silty clay and silty clay loams. Permeability ranges from 0.3 to 2.5 inches per hour, with some higher values (up to 5 inches per hour) in the soils on the west side of the base. Gravel and gravelly alluvium can be encountered at depths of 5 to 12 feet.

Environmental Assessment

The Department of the Air Force conducted and submitted an Environmental Baseline Survey for the Brooks City Base site. This report identified all the known areas of concern within the facility, and evaluated potential risks to human health and environment associated with these areas of concern. Although this report identifies numerous known environmental concerns on the subject site, the report does not clearly identify the location of the future development. Therefore, it is very difficult to evaluate the proposed TIF location site in relation to this report from an environmental standpoint. The report is inconclusive at this time.

Based on the review, it is recommended that the applicant select a specific location and conduct a separate Phase I ESA on this location. This will enable us to review the environmental information and determine if historical operations at Brooks City Base have potentially affected the proposed development

Historic Use

In November 1917, leases were signed with individuals who owned the 873 acres of land that would become Brooks AFB. Prior to development of the installation, the property was primarily used for cattle ranching; the site was covered with mesquite and undergrowth. This original land, situated in the south section of the base, is the oldest part of the installation and was the first installation land sold to the U.S. Government.

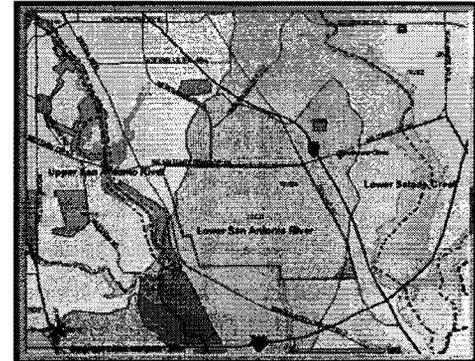


Figure 2-4 Water. Hundred Year Flood Plain areas exist east of the zone, but also run through the southern and northwestern parts of the zone, as depicted in the light blue shaded areas above.

Employment

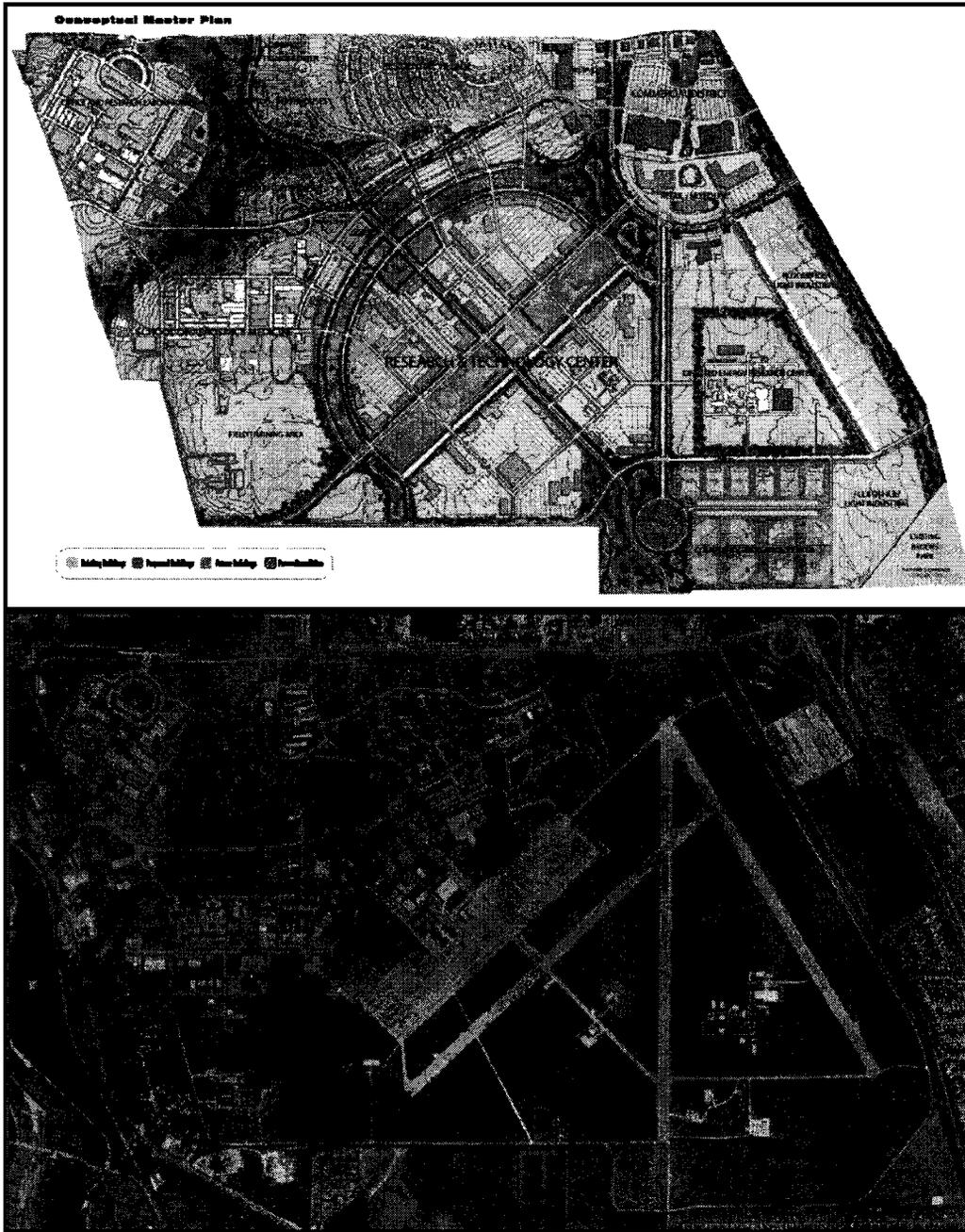
The 2000 Census (QT-P24. Employment Status by Sex: 2000 Data Set: Census 2000 Summary File 3 (SF3) Sample Data) reports San Antonio's percentage of unemployed civilians at 6.2%.

Brooks City-Base Census Tracts' unemployment percentage is better than the City average, at 2.5%.

Market Conditions

In the period from 1999 – 2004, the City of San Antonio's average total value (land plus improvements) increased 44%. In the same time period, the values of the Brooks City-Base TIRZ Census Tracts increased to a greater degree: 64%.

3. Project Information



A. CONCEPT

The Brooks Development Authority's (BDA) mission is to promote science research and technology at Brooks City-Base (BC-B) to contribute to the economic development of San Antonio. BDA intends to use a variety of incentives to help achieve its vision. These could range from use of the Empowerment Zone and Freeport incentives to use of BDA's ad valorem tax exempt status to attract desired companies to locate at BC-B.

This TIRZ is City-initiated and is designed to leverage ongoing area economic development to support the special joint project between the U.S. Air Force and the City of San Antonio to successfully convert and redevelop Brooks Air Force Base. The City of San Antonio created the BDA in September 2001 to receive title of 1,300 acres of real property of the former military base and to transition it into a business and technology park.

The project proposes to implement a variety of eligible use patterns, including Office or Institutional Campus, Commercial Center and Traditional Neighborhood Development Use Patterns in accordance with Master Development Plan # 807 approved by on February 17, 2005. In addition, the development of the Brooks City Base TIRZ will be implemented in accordance with the "*Comprehensive Economic Development Plan for South Central San Antonio, with Emphasis on the Brooks City Base Project*," study completed in 2001.

These investments will make BC-B unique by providing a master planned park with new infrastructure and extensive amenities that are a redevelopment within an area that was developed approximately 50 years ago but is extremely well located just off two intersecting highway systems. The level of amenities, park areas and recreational space will exceed typical levels in similar developments and make the property very attractive. By building this type of technical and science research base within an area that already has the necessary off-site highway and utility infrastructure, it will divert some of the burden of the development expanding the perimeter of the San Antonio area to the north and the west, which requires new highway and major utility infrastructure to support it.

Since BC-B is a former Air Force Base, no non-Department of Defense (DoD) development existed prior to BDA ownership. To communicate to the market that BC-B was a viable location for private business, BDA needed to first plan and construct a portion of the infrastructure previously mentioned. The next step was to create amenities for the area, including the previously mentioned retail development, creation of 23 acres of water features and park land, construction of softball and football fields and working with the City to add soccer fields at BC-B. After the addition of amenities, another

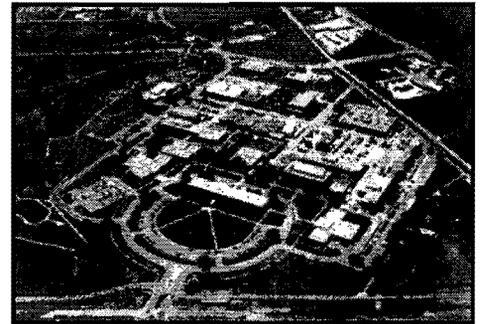


Figure 3-1 [Aerial 1, Comment]

crucial step is the securing of several non-DoD tenants. The BDA signed a long-term lease (for \$1 per year) with the City of San Antonio to build a \$24.5M Emergency Operations Center to benefit the community in the time of a disaster or other emergency. In May 2010, the TIRZ Board and City Council approved amendments to the Project and Finance Plans to utilize TIRZ funds for improvements to Challenger Drive and Inner Circle to facilitate the development of 6.14 acres for the City's 911 Operations Center. Additionally, the BDA responded to a Request for Proposals to build an R&D, office, lab and warehouse facility on a long-term lease to DPT Laboratories. BDA had to meet significant incentives and allow significant control of the project to be transferred to the tenant in order to keep this research use from moving out of San Antonio. It now serves as the first new private tenant anchoring the business and technology park. BDA also sold 10 acres of land for a charter school focused on science and engineering. It is well known that there is a lack of interest in science in engineering in school age children and BDA thought this would be an excellent complimentary use and would serve as an asset to the park and the community. The construction of new roads and utility systems was a requirement for all three of these anchor projects in that the existing infrastructure build by the Air Force was inadequate. In negotiating these deals, and all the current deals, BDA includes notification to the tenant/purchaser that the site or building is located within a TIRZ and that the development has to comply with TIRZ related requirements including compliance with land use pattern criteria.

Suggested deliverables that could be required of BDA as a result, or benefit from, the construction of the infrastructure in the TIRZ Project Plan could include:

1. Construction of 23 acres of professionally designed and landscaped water features, drainage areas and park areas
2. Construction of the second phase of an additional approximately 23 acres of professionally designed and landscaped park areas
3. Construction of softball, football and other recreational fields
4. Construction of hospital, medical offices, school and retail are projected at \$373.7 million.
5. Ground lease of 25 acres of land to the City of San Antonio for additional soccer fields, at a rate of \$1 per year.
6. Ground lease of land to the City of San Antonio for construction of the \$24.5M City and County Emergency Operations Center, a bond funded community entity, at a rate of \$1 per year.
7. Construction of 3 acres of regional storm water detention to solve flooding problems (not caused by BC-B) that have been a long standing issue with adjoining residential neighborhoods
8. Conversion and improvement of the former Air Force Golf Course in to landscaped parkland with walking trails that can be used as a community amenity.

B. INFRASTRUCTURE

BDA has begun construction infrastructure according to the project plan drafts submitted with the application for approval of Brooks City-Base TIRZ No. 16. To develop BC-B over the next decades, BDA had to complete a number of preparatory actions. Initial actions include master and land use planning, road, traffic, storm water, utility and telecom engineering analyses and reports. Next steps, which are currently in progress, include construction of major road thoroughfares, storm water detention facilities, utility systems and telecommunications infrastructure. Other actions in progress relate to the creation of an image that sets BC-B apart as a unique environment in competing for science research and technology tenants, especially in regional competition. These actions include creation of water features, large professionally designed and landscaped park areas with walking trails, soccer, softball, football and other recreation areas and regional storm water detention facilities that can be also used as public green space. BDA and our tenants also identified that additional retail services and restaurants where needed in the area as an amenity to BC-B. BDA therefore sold 62 acres of land for this type development and donated over \$300,000 to add upgraded landscaping and storm water collection to the site BDA sold to Wal-Mart and the other retail development. Additionally, BDA is working on design standards to help ensure a quality built environment with consistent, high quality signage and site improvements.

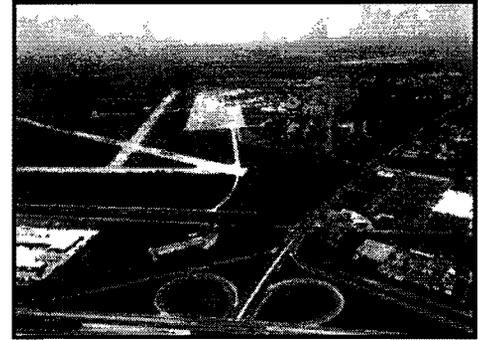


Figure 3-2 [Aerial 12, Main Gate].

FIRE DEPARTMENT

The Brooks City-Base TIRZ is serviced by Station #29, at 827 Hot Wells and Station #22, at 1100 March. Fire Station 22 is 3.4 miles to the entrance at City Base Landing and Station 29 is 2.33 miles. Both Stations provide Firefighting and Emergency Medical Services.

DEVELOPMENT SERVICES DEPARTMENT

Brooks City-Base MDP 807 was accepted on February 17, 2005. Subsequent plats 040596 for Unit 1 and 050037 for Unit 2 were approved on July 13, 2006. Plat number 060456 for Lyster Road, Unit 1 was approved on February 28, 2007.

C. UTILITIES

The following improvements will be reimbursed with TIRZ funds: sitework, streets, streetscape enhancements, water, sewer, telecom, gas, drainage & detention facilities.

D. PARKS

While no park improvements are included in the Finance Plan, the Developer and the City of San Antonio have entered into a 25 year ground lease for approximately 25 acres of land for a rental rate of \$1 per year. The site adjoins the existing City-owned Brooks Park which currently has several soccer fields and a rugby field. The City has redesigned this park with the addition of the 25 acres leased from the BDA and will include ten soccer and rugby fields, as well as restrooms, concession stands and parking on the two properties.

E. FINANCIAL INFORMATION

The proposed Final Finance Plan that was developed for this TIRZ includes a commitment by the City to issue bonds, notes, certificates of obligation, or other financial instruments to finance the New Braunfels Infrastructure Project, Phase I through V and other street infrastructure projects as funds are available. The City is making this commitment in an effort to minimize the cost of funding the infrastructure as well as maximizing the amount of principal financed. In May 2010, the TIRZ Board and City Council approved amendments to the Project and Finance Plans to utilize TIRZ funds for improvements to Challenger Drive and Inner Circle to facilitate the development of 6.14 acres for the City's 911 Operations Center.

The details of the Finance Plan are included below:

- Debt is structured based on cash flow of TIRZ
- Debt is secured with ad valorem tax pledge
- Debt service is paid from TIF revenues
- Additional security is contractual commitment by BDA to utilize their available funds in the event TIF revenues are not sufficient to cover debt service
- Provides City's significant credit strength and structuring flexibility resulting in the lowest cost of borrowing, thereby, maximizing the amount of capital infrastructure which can be funded
- No reimbursement of prior capital expenses to BDA, however, plan includes projects that would have been funded with the reimbursement as eligible to be funded from debt proceeds
- Maximizes capacity of the revenue stream for funding infrastructure
- Requires BDA to pursue other sources of funding
- BDA must demonstrate good faith effort and have exhausted all other options before they can seek further capital funding from the City in the future

The Final Finance Plan includes a base value of \$36,815,100 and captured values are projected to grow from \$3,626,775 in tax year 2005 to \$493,462,688 in tax year 2028. The growth assumptions include projected values of anticipated improvements of \$200,989,368 and an annual growth rate of 3%. This produces estimated annual revenues of \$17,581 in fiscal year 2006, which gradually increases to \$2,313,430 in fiscal year 2029.

4. Project Feasibility

Target Market

The target market is surrounding two market types that will include an Economic Base Market and a Real Estate Base Market for the subject site area. The major economic base industries in San Antonio include aerospace/aviation, healthcare/biotechnology, high-end business services, manufacturing, tele-communications, tourism, homeland security and military, all of which have an opportunity to expand to the South-East San Antonio market area. The major real estate market opportunities to be considered would include single-family residential, multi-family, retail and industrial markets.

Population

The population growth in the San Antonio area has been consistently above national averages for the past ten years ranging from 1.6% to 2.3% since 1991.

The estimated January 2006 population for the City of San Antonio is 1,306,900, with the estimated 2006 population of the San Antonio's MSA (Metropolitan Statistical Area) being 1,958,900. San Antonio's population increased 19.1% between 1980 and 1990, increased 22.3% between 1990 and 2000, and is estimated to increase at a rate of 14.2% between 2000 and 2006. The population of the San Antonio MSA increased 21.68% between 1980 and 1990, increased 20.2% between 1990 and 2000, and is anticipated to continue to increase. The population growth trends, as published by the U.S. Census Bureau and Real Estate Center at Texas A&M University, indicate that Texas increased at a rate of approximately 22.8% between 1990 and 2000, and the United States increased approximately 13.2% between 1990 and 2000. The population growth trends for the City of San Antonio and the San Antonio MSA are in-line with population trends for the State of Texas and are well above the population growth trends for the United States.

The area for the Brooks City-Base development has experienced an increase in population percentages due in part to the small amount of development housing projects going in place. Recent investment in this area may act as a catalyst to encourage an increase in the population. Data indicates that over half of the population consists of

eligible members of an active workforce with income earning potential between the ages of 18 and 64 years of age. It is estimated that the median age for the Primary Market Area will increase to 30.1 years by 2005, remaining slightly below the San Antonio median age.

5. Departmental Review

A team of various departments analyzed the viability and feasibility of the project, each evaluates the Application for Redevelopment submitted to the City expressing interest in TIF funding.

To ensure the developer criteria set forth in the City's Tax Increment Financing and Reinvestment Zone Guidelines & Criteria have been met along with other City policies, the respective departments review and coordinate with the developer and TIF coordinating department, information related to the project that assists in the analysis from their perspective.

Upon final analysis, each participating department submits a narrative review of the project. The City departments that comprise the team for analysis of the Brooks City-Base project are: City Attorney's Office; Development Services; Environmental Services; Finance; Fire; Housing and Neighborhood Services; Office of Management & Budget; Parks & Recreation; Planning and Community Development; and Public Works.

Exhibit A: Vicinity/School Districts Map

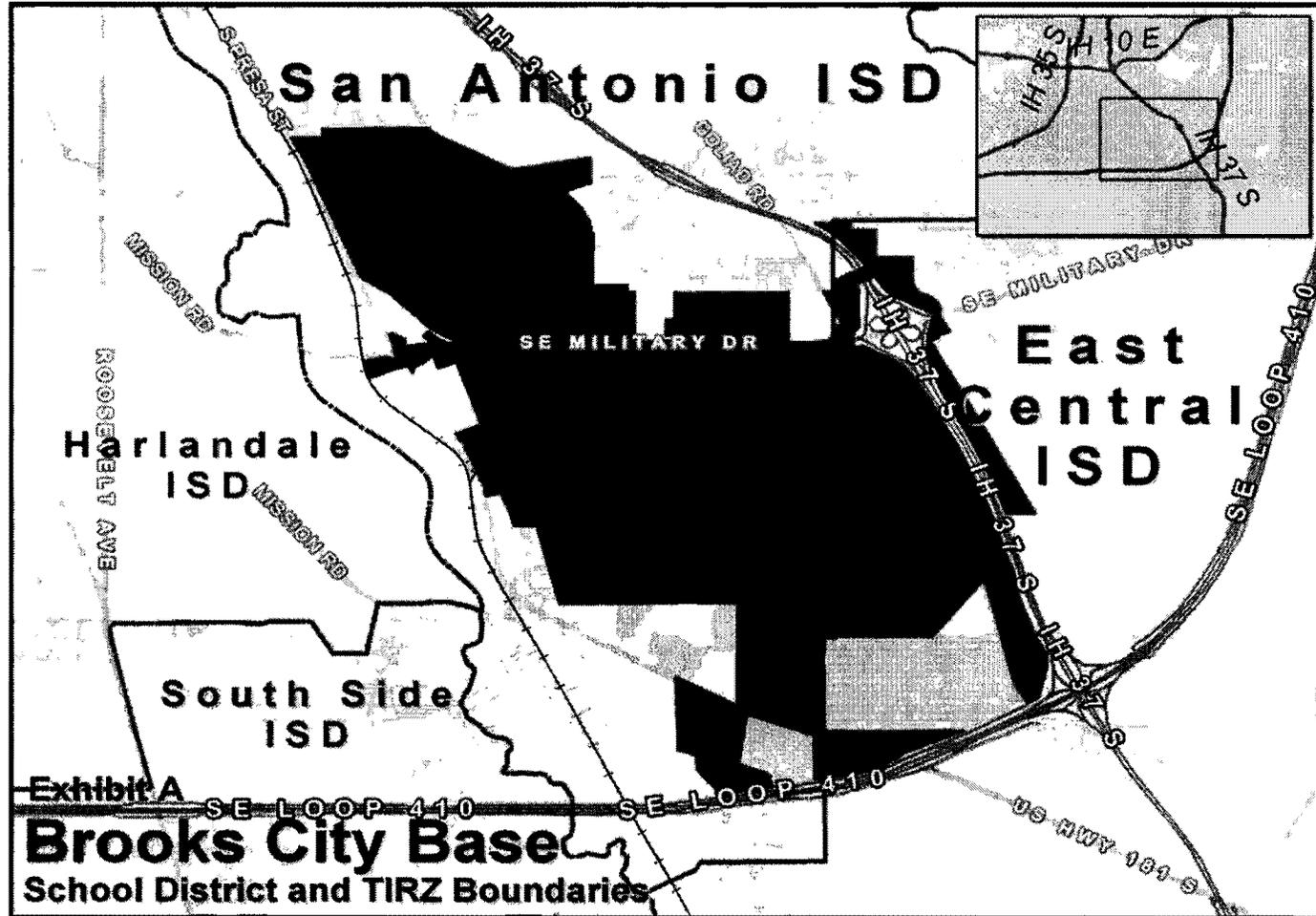
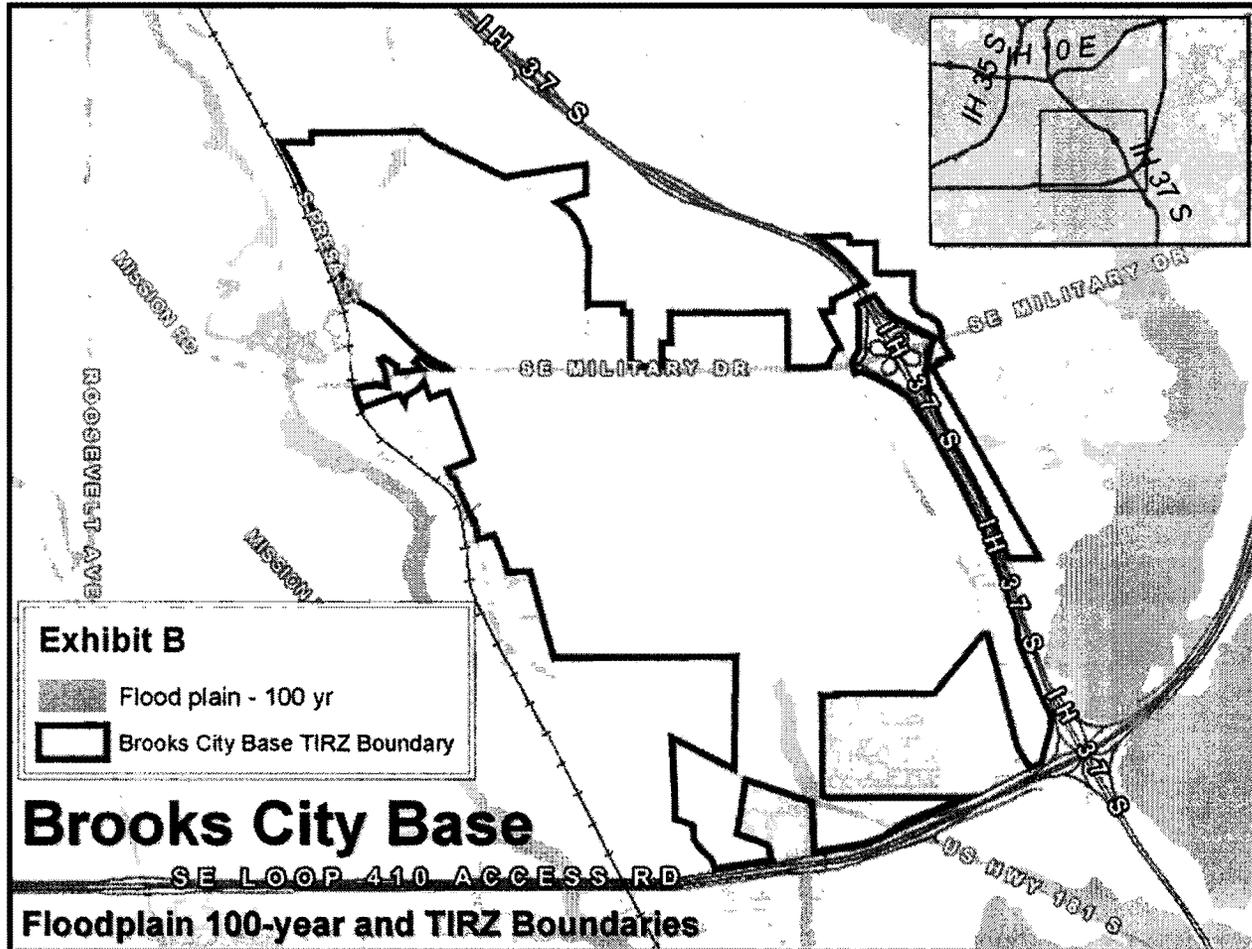


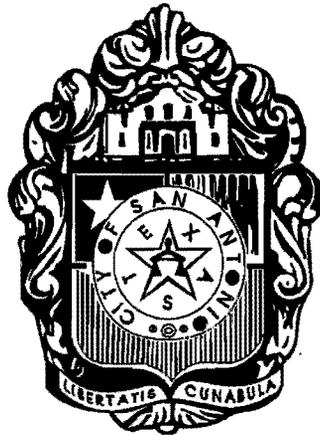
Exhibit B: Boundary/Flood Plain Map



ACW
06/10/10
Item No. 20

Exhibit 3
Brooks City-Base TIRZ
Amended Final Finance Plan

CITY OF SAN ANTONIO, TEXAS
Center City Development Office



Brooks City-Base
Tax Increment Reinvestment Zone Sixteen
Final Finance Plan

Participation Level of City (85%)

Amended June 3, 2010

Brooks City-Base Tax Increment Reinvestment Zone Plan of Finance

Introduction

The Brooks City-Base Tax Increment Reinvestment Zone ("TIRZ") is located in the southeast side of the City and will encompass approximately 2,522 acres. The approximate boundaries of the TIRZ lie west of I-37, south of South New Braunfels Avenue and S.E. Military Drive, east of South Presa Street and Old Corpus Christi Road, and north of Dave Erwin Drive and S.E. Loop 410 (please refer to map on page 5). This TIRZ is City-initiated and is designed to leverage ongoing area development in support of a special joint project between the U.S. Air Force and the City of San Antonio to successfully convert and redevelop the former Brooks Air Force Base. The City of San Antonio created the Brooks Development Authority ("BDA") in September 2001 to receive title of 1,300 acres of real property of the former military base and to transition it into a business and technology park. The BDA is the project's Developer. The life of the TIRZ is projected to be 24.82 years with a termination date of September 30, 2029.

Public Infrastructure

The public infrastructure improvements and related capital costs include streets, drainage, and water improvements and other costs approved by the TIRZ Board. The TIRZ will provide a source of funding for public improvements. Annual construction of public improvements will be reimbursed as TIRZ revenues become available. The estimated TIRZ revenue to be received through September 30, 2029 is \$34,051,499.

Plan of Finance

The tax year 2004 base value is \$36,815,100. Projected captured values will be taxed to produce revenues to pay for the capital costs of the public infrastructure improvements. Captured taxable values commence in tax year 2005 and collections commenced in fiscal year 2006. Captured values grow from \$3,626,775 in tax year 2005 to \$493,462,688 in tax year 2028.

The City of San Antonio is the sole taxing jurisdiction utilized in the analysis. The City's participation level is 85% and the City's current tax rate per \$100 valuation is \$0.565690. This produces annual revenues of \$478,035 in fiscal year 2008, which gradually increase to \$2,313,430 through fiscal year 2029. A 3% growth in values is assumed.

This Plan of Finance is contingent upon the relocation of Southeast Baptist Hospital to Brooks City-Base and the maintenance of the contractual agreement between BDA and the hospital to maintain a taxable entity status for ad valorem tax purposes for the life of the TIRZ or for as long as the City is financing the TIRZ capital improvements through the issuance of bonds, notes, certificates of obligation, or other financial instruments and all such debt remains outstanding.

The City will annually review the status of the TIRZ, anticipated tax increment to be collected and the public infrastructure to be constructed in the near term and shall issue bonds, notes, certificates of obligation or other financial instruments as necessary. Any issuance by the City of

bonds, notes, certificates of obligation, or other financial instruments does not require amendment of the Plan of Finance as long as the maximum total compensation to BDA does not exceed the City's maximum contribution of \$55,464,027.

The cost of the public infrastructure improvements and other approved costs will be paid annually from revenues produced by the TIRZ. In addition to the capital costs, other costs to be paid from the TIRZ revenues include City annual administrative fees. Revenues derived from the TIRZ will be used to pay costs in the following order of priority of payment: (i) to repay any necessary debt obligation of the City for debt dedicated to BDA's development of public infrastructure within the TIRZ; (ii) to reimburse eligible startup Administrative Costs incurred by the City in an amount not to exceed seventy five thousand dollars (\$75,000); (iii) to pay all other ongoing Administrative Costs to the City for administering the TIRZ; (iv) to reimburse the City for costs of the repair, replacement, and maintenance of public infrastructure and associated costs; (v) to reimburse the City under any reclaim of funds pursuant to the Development Agreement; and (vi) to pay BDA for public infrastructure improvements, including financing costs, as provided in this Plan of Finance to the extent that the funds are available for this purpose.

The projected amount of TIRZ revenues to fund capital costs through September 30, 2029 is \$34,051,499.

TABLE-TIRZ Contributions			
Taxing Entities	Maximum Dollar Contribution*	Max. Length of Contribution	of
City of San Antonio	\$55,464,027	25 years	
Maximum Reimbursable Amt.	\$55,464,027	25 years	

*Maximum Dollar Contributions are based on original Finance Plan dated May 8, 2008.

Limited Obligation of the City

The City shall have limited obligation to impose, collect taxes, and deposit such tax receipts into a TIRZ fund so long as the project is viable. The TIRZ collections shall not extend beyond September 30, 2029. The public infrastructure improvements will be financed through the issuance of certificates of obligation or other obligations with an effort to maximize the amount of public infrastructure projects funded.

Developer's Risk

All financing, developmental costs, construction costs, improvements, damages, or other costs incurred with respect to this project are at the sole risk of the Developer. The City shall not incur any risk whatsoever associated with the development, construction, completion, or failure of the project. In the event that the project fails, is abandoned by the BDA or for any reason not completed, the City shall have the right to terminate the TIRZ and any funds remaining in the TIRZ account shall be distributed to the City.

Compliance

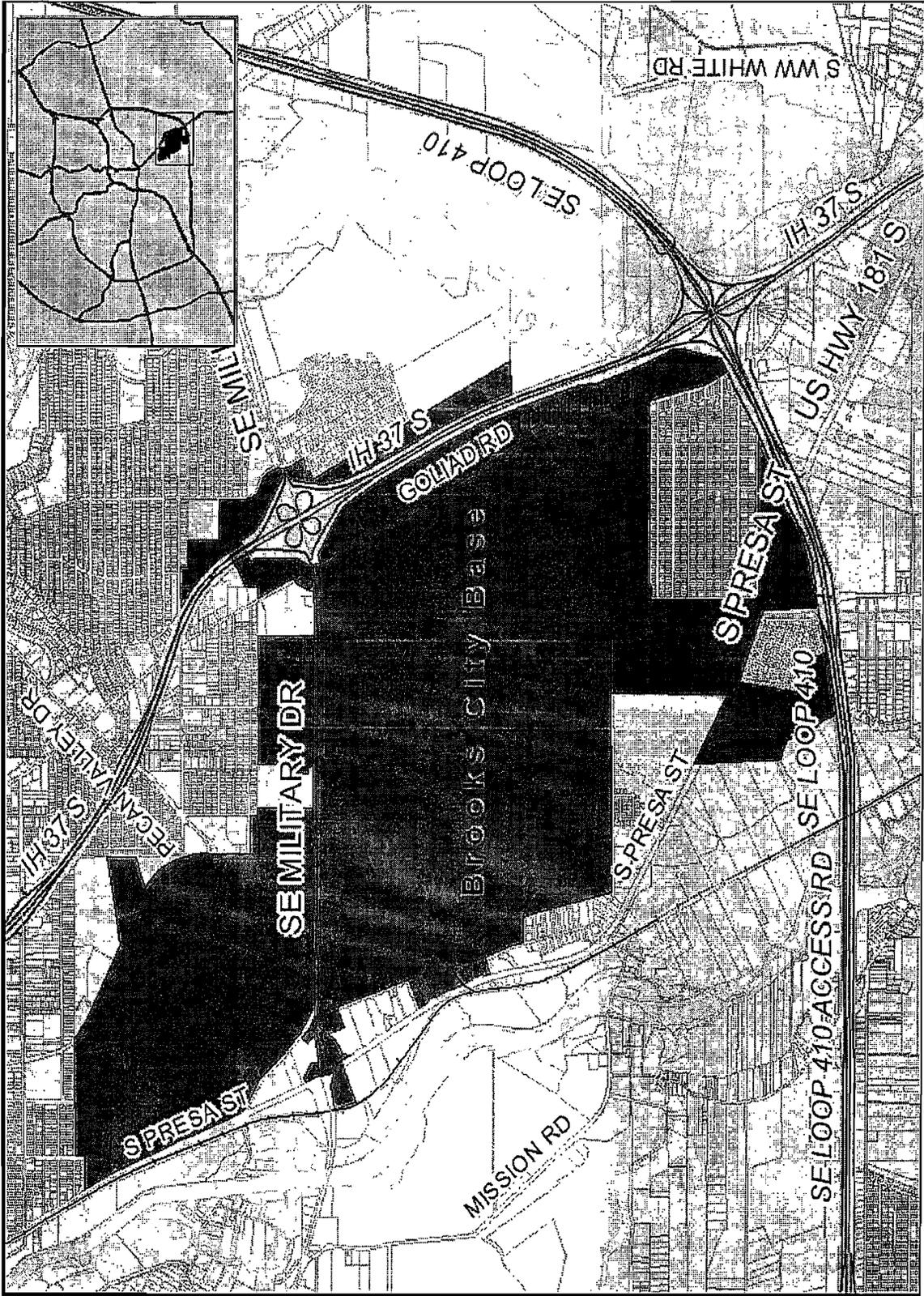
The Developer shall comply with all federal, state and local laws, rules and regulations, including the 2004 TIF Guidelines.

Reporting

The Developer shall submit a project status report and financial report on a quarterly basis (January 15th, April 15th, July 15th and October 15th) to the City.

Inspection

The City, Participating Governmental Entities, or Administrator shall have the right to inspect the project site or sites and the premises of the Developer without notice.



Brooks City-Base - TIF Reinvestment Zone
Project Construction Sources and Uses of Funds

Sources of Funds	Total	Tax Year					
		2007	2008	2009	2010	2011	2012
TIF Revenues	\$ 34,051,499	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
COSA Capital Project Grants	4,613,000	4,613,000					
Other Capital Project Grants	1,375,000	1,375,000					
Other Contributions	20,614,422						
Total Sources of Funds	\$ 60,653,921	\$ 5,988,000	\$ -				
New Braunfels Infrastructure Projects	Total	2007	2008	2009	2010	2011	2012
Phase I (SE Military to Sidney Brooks) 12/08	\$ 7,288,524	\$ 5,533,256	\$ 1,755,268	\$ -	\$ -	\$ -	\$ -
Phase II (Sidney Brooks to Research Blvd.) 07/10	12,442,650	1,518,000	4,743,200	6,181,450			
Phase III (Research Blvd. to Lyster Rd.) 01/13	6,686,255			425,000	5,468,100	793,155	
Phase IV (Lyster Rd. to S. Property Line) 01/13	3,003,770					1,501,885	1,501,885
Phase V (S. Property Line to Loop 410) 01/13	10,915,000					5,457,500	5,457,500
Inflation @ 6.00%	5,433,200				1,044,495	2,034,863	2,353,842
New Braunfels Infrastructure Costs	\$ 45,769,399	\$ 7,051,256	\$ 6,498,468	\$ 6,606,450	\$ 6,512,595	\$ 9,787,403	\$ 9,313,227
Total New Braunfels Infrastructure Costs Less Grants	\$ 39,781,399	\$ 1,063,256	\$ 6,498,468	\$ 6,606,450	\$ 6,512,595	\$ 9,787,403	\$ 9,313,227
Challenger Drive Inner Circle Infrastructure Costs	2,646,945		389,908	2,257,037			
Total Infrastructure Costs	\$ 48,416,344	\$ 7,051,256	\$ 6,888,376	\$ 8,863,487	\$ 6,512,595	\$ 9,787,403	\$ 9,313,227
Total Infrastructure Costs Less Grants	\$ 42,428,344	\$ 1,063,256	\$ 6,888,376	\$ 8,863,487	\$ 6,512,595	\$ 9,787,403	\$ 9,313,227
Financing Cost							
Projected at rates consistent with the City's GO Debt Plan	\$ 11,817,577						
Total Admin. Expenses	\$ 420,000						
Grand Total	\$ 60,653,921						
Project Financing Surplus (Shortage)	\$ (0)						

Brooks City-Base - TIF Reinvestment Zone

Tax Year	Tax Increment Zone						City of San Antonio			Total TIF Collections	Fiscal Year Ending
	Beginning Assessed Value	Value Scheduled Improvements	Growth	Projected Year-End Assessed Value	Less: Exemptions	Year End Taxable Value	Captured Taxable Value	Tax Rate	Tax Increments		
2004	36,815,100	-	-	36,815,100	340,592	36,474,508	-	0.49176	-	-	2005
2005	36,815,100	-	3,568,283	40,383,383	282,100	40,101,283	3,626,775	0.49176	17,581	17,581	2006
2006	40,383,383	30,079,490	143,183,246	213,646,119	102,631,990	111,014,129	74,539,621	0.49176	366,314	366,314	2007
2007	213,646,119	16,769,878	8,677,533	239,093,530	104,258,556	134,834,974	98,360,466	0.48646	478,035	478,035	2008
2008	239,093,530	-	56,083,941	295,177,471	117,113,647	178,063,824	141,589,316	0.48207	677,110	677,110	2009
2009	295,177,471	-	4,821,702	299,999,173	138,982,116	161,017,057	124,542,549	0.48084	467,777	467,777	2010
2010	299,999,173	4,095,000	8,999,975	313,094,148	143,151,579	169,942,569	133,468,061	0.48084	625,719	625,719	2011
2011	313,094,148	91,250,000	9,392,824	413,736,973	147,446,127	266,290,846	229,816,338	0.48084	1,077,415	1,077,415	2012
2012	413,736,973	-	12,412,109	426,149,082	151,869,511	274,279,571	237,805,063	0.48084	1,114,867	1,114,867	2013
2013	426,149,082	23,945,000	12,784,472	462,878,554	156,425,596	306,452,958	269,978,450	0.48084	1,265,701	1,265,701	2014
2014	462,878,554	29,850,000	13,886,357	506,614,911	161,118,364	345,496,547	309,022,039	0.48084	1,448,743	1,448,743	2015
2015	506,614,911	5,000,000	15,198,447	526,813,358	165,951,915	360,861,443	324,386,935	0.48084	1,520,777	1,520,777	2016
2016	526,813,358	-	15,804,401	542,617,759	170,930,472	371,687,287	335,212,779	0.48084	1,571,530	1,571,530	2017
2017	542,617,759	-	16,278,533	558,896,292	176,058,386	382,837,905	346,363,397	0.48084	1,623,806	1,623,806	2018
2018	558,896,292	-	16,766,889	575,663,180	181,340,138	394,323,043	357,848,535	0.48084	1,677,650	1,677,650	2019
2019	575,663,180	-	17,269,895	592,933,076	186,780,342	406,152,734	369,678,226	0.48084	1,733,109	1,733,109	2020
2020	592,933,076	-	17,787,992	610,721,068	192,383,752	418,337,316	381,862,808	0.48084	1,790,232	1,790,232	2021
2021	610,721,068	-	18,321,632	629,042,700	198,155,265	430,887,435	394,412,927	0.48084	1,849,069	1,849,069	2022
2022	629,042,700	-	18,871,281	647,913,981	204,099,923	443,814,058	407,339,550	0.48084	1,909,671	1,909,671	2023
2023	647,913,981	-	19,437,419	667,351,401	210,222,921	457,128,480	420,653,972	0.48084	1,972,091	1,972,091	2024
2024	667,351,401	-	20,020,542	687,371,943	216,529,608	470,842,334	434,367,826	0.48084	2,036,384	2,036,384	2025
2025	687,371,943	-	20,621,158	707,993,101	223,025,496	484,967,605	448,493,097	0.48084	2,102,606	2,102,606	2026
2026	707,993,101	-	21,239,793	729,232,894	229,716,261	499,516,633	463,042,125	0.48084	2,170,814	2,170,814	2027
2027	729,232,894	-	21,876,987	751,109,881	236,607,749	514,502,132	478,027,624	0.48084	2,241,068	2,241,068	2028
2028	751,109,881	-	22,533,296	773,643,177	243,705,982	529,937,196	493,462,688	0.48084	2,313,430	2,313,430	2029
\$ 200,989,368 \$ 535,838,709										\$ 34,051,499	\$ 34,051,499
Existing Value Growth Factors											
Base Model Growth Factor						3.00%	Participation Level		85%		
Growth Factor Above Base						0.00%	Tax Rate Growth Factor		0.00%		
Combined Growth Rate						3.00%	Tax Rate Collection Factor		97.50%		

Brooks City-Base - TIF Reinvestment Zone
TIF Revenues Available for Reimbursement of Construction

Year Ending	TIF Revenue	Cumulative TIF Revenues	Expenses for Pub. Imp. Infrastructure	TIF Admin. Exp.	Misc. & Interest Revenue	TIF Fund Balance	Cumulative Fund Balance
2006	\$ 17,581	\$ 17,581	\$ -	\$ 75,000	\$ -	\$ (57,419)	\$ (57,419)
2007	366,314	383,895	-	15,000	-	351,314	293,895
2008	478,035	861,930	-	15,000	368	463,403	757,298
2009	677,110	1,539,040	267,640	15,000	14,489	408,959	1,166,257
2010	467,777	2,006,817	401,459	15,000	-	51,318	1,217,575
2011	625,719	2,632,536	991,967	15,000	-	(381,248)	836,327
2012	1,077,415	3,709,951	1,264,034	15,000	-	(201,620)	634,708
2013	1,114,867	4,824,818	1,289,909	15,000	-	(190,042)	444,665
2014	1,265,701	6,090,519	1,308,909	15,000	-	(58,208)	386,457
2015	1,448,743	7,539,263	1,405,484	15,000	-	28,259	414,716
2016	1,520,777	9,060,039	1,441,959	15,000	-	63,817	478,533
2017	1,571,530	10,631,569	1,479,859	15,000	-	76,670	555,204
2018	1,623,806	12,255,375	1,508,734	15,000	-	100,071	655,275
2019	1,677,650	13,933,024	1,539,484	15,000	-	123,165	778,440
2020	1,733,109	15,666,133	1,555,374	15,000	-	162,735	941,175
2021	1,790,232	17,456,366	1,573,025	15,000	-	202,207	1,143,383
2022	1,849,069	19,305,435	1,601,850	15,000	-	232,219	1,375,602
2023	1,909,671	21,215,106	1,626,525	15,000	-	268,146	1,643,748
2024	1,972,091	23,187,198	1,659,100	15,000	-	297,991	1,941,740
2025	2,036,384	25,223,582	1,691,450	15,000	-	329,934	2,271,674
2026	2,102,606	27,326,187	1,713,300	15,000	-	374,306	2,645,979
2027	2,170,814	29,497,001	1,746,900	15,000	-	408,914	3,054,893
2028	2,241,068	31,738,069	1,784,638	15,000	-	441,431	3,496,324
2029	2,313,430	34,051,499	785,975	15,000	-	1,512,455	5,008,779
	<u>\$ 34,051,499</u>		<u>\$ 28,637,577</u>	<u>\$ 420,000</u>	<u>\$ 14,857</u>	<u>\$ 5,008,779</u>	

Brooks City-Base - TIF Reinvestment Zone Participation Levels

Entity	Tax Rate	Level of Participation	Tax Rate Based on Participation	% of Project	TIF Revenues	TIF Expenses
City of San Antonio	\$ 0.565690	85%	\$ 0.4808365	100.00%	\$ 34,051,499	\$ 60,653,921
Total	\$ 0.565690		\$ 0.4808365	100.00%	\$ 34,051,499	\$ 60,653,921

**Brooks City-Base - TIF Reinvestment Zone
 Projected New Value of Tax Increment**

Tax Year	Retail	School	Hospital	Medical Offices	Mixed Use	Annual Total
2005	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
2006	\$ 30,079,490	\$ -	\$ -	\$ -	\$ -	\$ 30,079,490
2007	\$ 12,674,878	\$ 4,095,000	\$ -	\$ -	\$ -	\$ 16,769,878
2008	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
2009	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
2010	\$ -	\$ 4,095,000	\$ -	\$ -	\$ -	\$ 4,095,000
2011	\$ -	\$ -	\$ 81,250,000	\$ 10,000,000	\$ -	\$ 91,250,000
2012	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
2013	\$ 8,100,000	\$ 4,095,000	\$ -	\$ 5,000,000	\$ 6,750,000	\$ 23,945,000
2014	\$ 8,100,000	\$ -	\$ -	\$ 15,000,000	\$ 6,750,000	\$ 29,850,000
2015	\$ -	\$ -	\$ -	\$ 5,000,000	\$ -	\$ 5,000,000
	<u>\$ 58,954,368</u>	<u>\$ 12,285,000</u>	<u>\$ 81,250,000</u>	<u>\$ 35,000,000</u>	<u>\$ 13,500,000</u>	<u>\$ 200,989,368</u>

Retail	\$ 58,954,368
School	\$ 12,285,000
Hospital	\$ 81,250,000
Medical Offices	\$ 35,000,000
Mixed Use	\$ 13,500,000
	<u>\$ 200,989,368</u>

Brooks City-Base - TIF Reinvestment Zone

Projected Uses of Tax Increment

Tax Year							Total						
2007	\$	7,051,256					\$ 7,051,256						
2008			\$	6,498,468			\$ 6,498,468						
2009					\$	6,606,450	\$ 6,606,450						
2010					\$	6,512,595	\$ 6,512,595						
2011						\$	9,787,403						
2012						\$	9,313,227						
	\$	7,051,256	\$	6,498,468	\$	6,606,450	\$ 6,512,595	\$	9,787,403	\$	9,313,227	\$	45,769,399

Brooks City-Base - TIF Reinvestment Zone
Projected Tax Increment Revenue

Date	Principal and Interest Requirements- FY2009 & FY2010				
	Principal	Interest Rate	Interest	Semi-annual Debt Service	Annual Debt Service
02/01/05			\$ -	\$ -	
08/01/05	\$ -		-	-	\$ -
02/01/06			-	-	
08/01/06			-	-	
02/01/07			-	-	
08/01/07			-	-	
02/01/08			-	-	
08/01/08			-	-	
02/01/09			-	-	
08/01/09			267,639.61	267,639.61	267,639.61
02/01/10			200,729.71	200,729.71	
08/01/10			200,729.71	200,729.71	401,459.41
02/01/11			547,449.71	547,449.71	
08/01/11			444,517.21	444,517.21	991,966.91
02/01/12			444,517.21	444,517.21	
08/01/12	375,000		444,517.21	819,517.21	1,264,034.41
02/01/13			434,954.71	434,954.71	
08/01/13	420,000		434,954.71	854,954.71	1,289,909.41
02/01/14			424,454.71	424,454.71	
08/01/14	460,000		424,454.71	884,454.71	1,308,909.41
02/01/15			412,742.21	412,742.21	
08/01/15	580,000		412,742.21	992,742.21	1,405,484.41
02/01/16			398,479.71	398,479.71	
08/01/16	645,000		398,479.71	1,043,479.71	1,441,959.41
02/01/17			382,429.71	382,429.71	
08/01/17	715,000		382,429.71	1,097,429.71	1,479,859.41
02/01/18			364,367.21	364,367.21	
08/01/18	780,000		364,367.21	1,144,367.21	1,508,734.41
02/01/19			344,742.21	344,742.21	
08/01/19	850,000		344,742.21	1,194,742.21	1,539,484.41
02/01/20			322,686.85	322,686.85	
08/01/20	910,000		322,686.85	1,232,686.85	1,555,373.69
02/01/21			299,012.50	299,012.50	
08/01/21	975,000		299,012.50	1,274,012.50	1,573,025.00
02/01/22			273,425.00	273,425.00	
08/01/22	1,055,000		273,425.00	1,328,425.00	1,601,850.00
02/01/23			245,762.50	245,762.50	
08/01/23	1,135,000		245,762.50	1,380,762.50	1,626,525.00
02/01/24			214,550.00	214,550.00	
08/01/24	1,230,000		214,550.00	1,444,550.00	1,659,100.00
02/01/25			180,725.00	180,725.00	
08/01/25	1,330,000		180,725.00	1,510,725.00	1,691,450.00
02/01/26			144,150.00	144,150.00	
08/01/26	1,425,000		144,150.00	1,569,150.00	1,713,300.00
02/01/27			105,950.00	105,950.00	
08/01/27	1,535,000		105,950.00	1,640,950.00	1,746,900.00
02/01/28			64,818.75	64,818.75	
08/01/28	1,655,000		64,818.75	1,719,818.75	1,784,637.50
02/01/29			20,487.50	20,487.50	
08/01/29	745,000		20,487.50	765,487.50	785,975.00
02/01/30			-	-	
08/01/30			-	-	
02/01/31			-	-	
08/01/31			-	-	
02/01/32			-	-	
08/01/32			-	-	
02/01/33			-	-	
08/01/33			-	-	
	\$ 16,820,000		\$ 11,817,577.40	\$ 28,637,577.40	\$ 28,637,577.40

Brooks City-Base - TIF Reinvestment Zone
Projected Tax Increment Revenue

Principal and Interest Requirements -- Debt FY 2010

Date	Principal	Interest Rate	Interest	Semi-annual Debt Service	Annual Debt Service
02/01/09					
08/01/09					
02/01/10					
08/01/10					
02/01/11			\$ 346,720.00	\$ 346,720.00	
08/01/11		5.50%	243,787.50	243,787.50	\$ 590,507.50
02/01/12			243,787.50	243,787.50	
08/01/12	\$ 300,000	5.50%	243,787.50	543,787.50	787,575.00
02/01/13			235,537.50	235,537.50	
08/01/13	315,000	5.50%	235,537.50	550,537.50	786,075.00
02/01/14			226,875.00	226,875.00	
08/01/14	335,000	5.50%	226,875.00	561,875.00	788,750.00
02/01/15			217,662.50	217,662.50	
08/01/15	355,000	5.50%	217,662.50	572,662.50	790,325.00
02/01/16			207,900.00	207,900.00	
08/01/16	375,000	5.50%	207,900.00	582,900.00	790,800.00
02/01/17			197,587.50	197,587.50	
08/01/17	395,000	5.50%	197,587.50	592,587.50	790,175.00
02/01/18			186,725.00	186,725.00	
08/01/18	415,000	5.50%	186,725.00	601,725.00	788,450.00
02/01/19			175,312.50	175,312.50	
08/01/19	440,000	5.50%	175,312.50	615,312.50	790,625.00
02/01/20			163,212.50	163,212.50	
08/01/20	460,000	5.50%	163,212.50	623,212.50	786,425.00
02/01/21			150,562.50	150,562.50	
08/01/21	485,000	5.50%	150,562.50	635,562.50	786,125.00
02/01/22			137,225.00	137,225.00	
08/01/22	515,000	5.50%	137,225.00	652,225.00	789,450.00
02/01/23			123,062.50	123,062.50	
08/01/23	540,000	5.50%	123,062.50	663,062.50	786,125.00
02/01/24			108,212.50	108,212.50	
08/01/24	570,000	5.50%	108,212.50	678,212.50	786,425.00
02/01/25			92,537.50	92,537.50	
08/01/25	605,000	5.50%	92,537.50	697,537.50	790,075.00
02/01/26			75,900.00	75,900.00	
08/01/26	635,000	5.50%	75,900.00	710,900.00	786,800.00
02/01/27			58,437.50	58,437.50	
08/01/27	670,000	5.50%	58,437.50	728,437.50	786,875.00
02/01/28			40,012.50	40,012.50	
08/01/28	710,000	5.50%	40,012.50	750,012.50	790,025.00
02/01/29			20,487.50	20,487.50	
08/01/29	745,000	5.50%	20,487.50	765,487.50	785,975.00
02/01/30					
08/01/30					
02/01/31					
08/01/31					
02/01/32					
08/01/32					
02/01/33					
08/01/33					
	<u>\$ 8,865,000</u>		<u>\$ 5,912,582.50</u>	<u>\$ 14,777,582.50</u>	<u>\$ 14,777,582.50</u>

