

AGENDA
ANNUAL MEETING OF
THE BENBROOK
REINVESTMENT ZONE NO. 1
TAX INCREMENT FINANCE BOARD OF
DIRECTORS

CENTRAL CONFERENCE ROOM, BENBROOK
CITY HALL
911 WINSCOTT ROAD
BENBROOK, TEXAS
THURSDAY, NOVEMBER 17, 2022, 4:00 P.M.
ALL AGENDA ITEMS ARE SUBJECT TO FINAL
ACTION

- I. CALL TO ORDER
- II. CITIZEN COMMENTS ON ANY AGENDA ITEM
- III. APPROVE MINUTES

- I. Minutes For November 18, 2021

Documents:

[TIF MINUTES NOVEMBER 18, 2021.PDF](#)

- IV. OATH OF OFFICE
- V. REVIEW AND APPROVE ANNUAL REPORT

- I. Review And Approve Annual Report For Period Ending September 30, 2022

Documents:

[TIF-2022-01-ANNUAL REPORT.PDF](#)

- VI. REVIEW OF ON-GOING TIF PROJECTS AND OTHER DEVELOPMENT ACTIVITY
- VII. ADJOURN

**MINUTES OF THE MEETING BENBROOK
REINVESTMENT ZONE NO. 1
TAX INCREMENT FINANCE BOARD OF DIRECTORS
WEDNESDAY, NOVEMBER 18, 2021**

The special called meeting of the Benbrook TIF Board of Directors was held on Wednesday, November 18, 2020 at 4:00 p.m. in the Central Conference Room at 911 Winscott Road with the following Board members present:

Larry Marshall
Jim Hinderaker
Jeremiah Smith
David Eason
Mark Hallman

Also Present: Beth Fischer, Recording Secretary
Rick Overgaard, Finance Director

I. CALL TO ORDER

The meeting was called to order at 3:58 PM by Chair Larry Marshall.

II. CITIZEN COMMENTS ON ANY AGENDA ITEM

None

III. APPROVE MINUTES OF NOVEMBER 18, 2020

Motion by Jim Hinderaker, seconded by Mark Hallman to approve the minutes from November 18, 2020.

Ayes: All

Noes: None

Motion carried unanimously.

IV. OATH OF OFFICE

Beth Fischer, Recording Secretary administered the Oath of Office to Jeremiah Smith (Place 2), David Eason (Place 4), and Mark Hallman (Place 7).

V. REVIEW AND APPROVE ANNUAL REPORT FOR PERIOD ENDING SEPTEMBER 30, 2021

Jim Hinderaker gave the following report: This is the annual report of the activities of

Benbrook TIF Number 1 for the period from October 1, 2020 through September 30, 2021.

Status and Forecast of Taxable Increment

A. Previous Years (November 2002-September 2020)

The Benbrook TIF Number 1 was created in November 2002, which established the taxable value of \$27,190,150 in January 1, 2002 as the base value for the TIF. The net taxable increment in January 2003 (Year 1) was \$4,816,416, resulting in TIF revenues of \$66,393.10. The largest increase was the completion of the Railroad Controls, Inc. facility in Benbrook Industrial Park (\$3,078,605). The January 2004 (Year 2) net taxable increment decreased to \$1,475,984, with projected TIF revenues of \$20,346. This decrease was primarily the result of the purchase of the Railroad Controls facility by the Benbrook EDC, removing it from the tax rolls, for the purpose of entering a lease-buyback arrangement with Railroad Controls. The tax appraisal for January 2005 (Year 3) indicated a net taxable increment of \$9,566,796. The Benbrook EDC purchased approximately 80 acres in the TIF District for a total price of approximately \$3.863 million, removing this land value from the tax rolls; however, increases in the taxable values of other properties offset the removal of BEDC property from the tax rolls.

The net taxable increment as of January 2006 (Year 4) was \$20,108,225, of which \$9,372,477 was the result of new construction, much of which was associated with the residential development north of Walnut Creek (La Bandera Phase 3.) The net taxable value increment of the TIF as of January 2007 (Year 5) was \$28,873,037, with \$8,324,605 in new construction (again most in La Bandera Phase 3.) The net taxable value increment of the TIF as of January 2008 (Year 6) was \$46,716,035, with \$9,614,170 in new construction, including new buildings for Weatherford International (\$3.8 million), Best Western (\$1.3 million) and additional residential construction in La Bandera and Brookside Additions. The net taxable value increment of the TIF as of January 2009 (Year 7) was \$53,775,584, with \$4,027,969 in new construction, including a new building for Weatherford International (\$2.1 million) and residential construction in La Bandera and Brookside Additions. The net taxable value increment of the TIF as of January 2010 (Year 8) was \$55,271,055, with \$2,796,930 in new construction including the 7-Eleven on the corner of Benbrook Boulevard and I-20 and additional residential construction in Brookside Addition. The net taxable value increment of the TIF as of January 2011 (Year 9) was \$69,975,722, with \$15,071,926 in new construction including the new Walmart on Benbrook Boulevard and continued residential construction in the Brookside Addition.

The net taxable value increment of the TIF as of January 2012 (Year 10) was \$85,969,048, with \$11,021,310 in new construction including the new Gardner-Denver and Doctor's Home health buildings in the Industrial Park; Panda Express, Chick-fil-A and Chase Bank on Benbrook Boulevard and continued residential

construction in the Brookside Addition. The net taxable increment as of January 2013 (Year 11) was \$94,333,614, with \$6,134,484 in new construction consisting of Taco Villa, Chisholm Trail Dental, Golden Chick, and new home construction in Brookside Addition. The net taxable increment as of January 2014 (Year 12) was \$97,439,818, with new construction of NuEnergy, a professional building adjacent to Walmart and new home construction in Brookside Addition. The net taxable increment as of January 2015 (Year 13) was \$104,225,495, with \$1,740,101 in new construction consisting of office development along Mercedes Street and new home construction in Brookside Addition. The net taxable increment as of January 2016 (Year 14) was \$105,070,553, with \$1,759,381 in new construction consisting of improvements at Walmart, office development along Mercedes, and new home construction in Brookside Addition. The net taxable increment as of January 2017 (Year 15) was \$134,415,196, with \$97,568 in new construction. The net taxable increment as of January 2018 (Year 16) was \$144,252,563, with \$10,462,678 in new construction. The net taxable increment as of January 2019 (Year 17) was \$169,361,241, with \$12,012,023 in new construction. The net taxable increment as of January 2020 (Year 18) was \$181,644,212, with \$5,986,738 in new development.

Current Year (October 1, 2020 - September 30, 2021)

The net taxable increment as of January 2021 (Year 19) was \$199,113,254, with \$15,363,608 in new development primarily deriving from the new Aura multi-family construction on Vista Way.

TIF District Revenues and Expenses

The TIF District has had the following revenues and expenses for the year beginning October 1, 2020 and ending September 30, 2021:

Balance forward from October 1, 2020	\$2,965,422.95
Revenues	
Payments from TIF Partners	\$2,063,941.28
Interest	\$6,386.96
EDC Payment	<u>\$42,210.00*</u>
Total Revenues	\$2,112,538.24
 Total Available Funds	 \$5,077,961.19
Expenses:	
Debt service/issuance	\$501,203.00
Reimbursement to BBT	
• \$580,480*	
• \$15,125	
• \$98,972	\$694,577.46
Vista Way Engineering	\$42,524.00
Evans Plat	\$9,950.00
Ryan Tract	<u>\$6,988.77</u>
Total Expenses	\$1,255,243.23
 Balance as of September 30, 2021	 \$3,822,717.96

**Items were included in the 2020 annual report, but have been moved to FY2020-21 budget year, and this annual report, as listed items actually posted after the year end (September 30, 2020) of FY2019-20.*

In late 2003, the TIF Board and City Council authorized the sale of up to \$350,000 in certificates of obligation to cover the costs through September 2004; however, staff determined that it was best to borrow these funds from unappropriated city reserves to be paid back by the TIF rather than to issue debt. This interest-free loan was repaid in full during 2009. In June 2005, the City Council authorized a loan of up to \$3 million to the TIF from City reserves, but determined that they preferred to issue Certificates of Obligation rather than to continue to decrease their reserves, so \$2.5 million in COs was sold on August 4, 2005. In April 2012, the TIF issued \$1,280,000 in 10-year certificates of obligation at a 1.79% interest rate. Deducting the \$30,000 in issuance costs left \$1,250,000 for reimbursement to BBT Crossing. In June 2014, the TIF issued additional certificates of obligation for a period of eight years at 1.72% interest. Deducting \$27,963.75 in issuance expenses left \$1,147,036.25 for reimbursement to BBT Crossing.

Outstanding liabilities (as of 10/1/2021):

2005 Certificates of Obligation	
Balance was Paid-In-Full in 2021	\$0.00
2012 Certificates of Obligation	
Principal & Interest remaining	\$141,253.00
Annual (2022) debt service \$141,253	
(includes \$135,000 principal)	
2014 Certificates of Obligation	
Principal & Interest remaining	\$156,333.00
Annual (2022) debt service \$156,333	
(includes \$155,000 principal)	
Loan from City reserves	<u>\$0.00</u>
Total liabilities	\$297,586.00

Motion by David Eason, seconded by Mark Hallman to approve the annual report for period October 1, 2020 through September 30, 2021.

Ayes: All

Noes: None

Motion carried unanimously.

VI. APPROVE SECOND AMENDMENT TO DEVELOPER PARTICIPATION

AGREEMENT FOR BENBROOK TOWNE CROSSING PROJECT

Jim Hinderaker gave the following report: On February 5, 2016, the City of Benbrook entered into the First Amendment to the Developer Participation Agreement for Benbrook Towne Crossing Project (Underlying Agreement – attached herein as Exhibit A) with BBT Crossing, LTD., BBT Crossing GP Corporation and Bo Peek Limited, which are all companies wherein Brad H. Bowen is either the manager or president having authorization to sign the Underlying Agreement. The Underlying Agreement outlines a number of Tax Increment Finance District (TIF) construction projects already completed including (1) design and construction of a portion of Vista Way located between Mercedes Street and the I-20 frontage road, (2) Benbrook Field Drive (abutting the south side of McDonalds), (3) an access drive between Benbrook Field Drive and the Albertson's (now CubeSmart's) parking lot, and (4) a traffic signal at Benbrook Field Drive and Benbrook Boulevard. The same agreement also requires a yet to be completed access drive between Mercedes Street and the Walmart parking lot.

Due to changing development plans, the city no longer desires to construct the 24-foot wide access drive between Mercedes Street and the Walmart parking lot as required under Section V (C and D) of the Underlying Agreement. In fact, the required access drive is an impediment to approved planned redevelopment plan for new Russell Feed and Supply store. On May 21, 2020, the Benbrook City Council approved a 380 Economic Development Agreement (attached herein as Exhibit B) wherein BBT Crossing, LTD agreed to waive this requirement in exchange for the city covering the design and construction costs associated with the previous oversizing of an off-site drainage system that benefited Mr. Bowen's future drainage needs to develop a portion of a vacant tract of land located south of CubeSmart, north of Mercedes Street and west of Benbrook Boulevard.

The cost to design and construct the access drive between Mercedes Street and the Walmart parking lot was estimated to be approximately \$70,000. The design and construction cost of the oversizing of the off-site storm drainage system was \$42,210. The EDC has reimbursed the TIF for this already incurred cost.

The purpose of the Second Amendment to the Developer Participation Agreement (attached herein as Exhibit C) is to delete and remove Sections V.C and V.D of the First Amendment.

Motion by David Eason, seconded by Jeremiah Smith to approve Second Amendment to Developer Participation Agreement for Benbrook Towne Crossing Project.

Ayes: All

Noes: None

Motion carried unanimously.

VII. REVIEW OF ON-GOING TIF PROJECTS AND OTHER DEVELOPMENT

ACTIVITY

Jim Hinderaker provided an overview of the various on-going TIF projects and other development activity within the TIF boundary and balance of the City.

Chipotle Mexican Grill (8522 Benbrook Blvd) – The city approved a building permit application for the construction of a new 2,400 SQFT fast-casual restaurant with a mobile order pick-up lane. Construction is ongoing.

Taco Bueno (8528 Benbrook Blvd.) - Taco Bueno, a fast-food Mexican restaurant, is planning to open in the vacant Jack-in-the-Box building on Benbrook Boulevard. The City approved the applicant's remodel building permit application in March 2021. Construction is ongoing.

Dairy Queen (8636 Benbrook Blvd.) - The city has received and approved both a sign permit application and certificate of occupancy application to reopen the Dairy Queen located on Benbrook Boulevard. While the city is ready to issue both permits, the applicant has not sought any final permit issuance.

Russell Feed and Supply (8704 Benbrook Blvd.) - Kenny Russell, the owner of the feed store, has submitted plans to construct a new feed and supply store at the corner of Benbrook Boulevard and Mercedes Street. The City has released a grading only permit and site work is underway.

Basis Charter School (8901 Vista Way) – The city has issued a building permit for a new 43,000 SQFT charter elementary school with a proposed occupancy of approximately 720 students (grades K-5 or greater depending on enrollment). Construction is ongoing.

Brookside Four Addition – The Planning and Zoning Commission approved this 49-lot residential preliminary plat on February 8, 2018. The property is located on the east side of Walnut Creek between Woodglen Lane and Sterling Drive. Grading work began in June 2019. Once all improvements are complete and accepted by the City, the final plat will be recorded and residential home construction can commence. As approved, 10 of the 49 residential lots are located within the TIF District boundary.

Walnut Creek Bridge and Mercedes Street Extension - The Planning and Zoning Commission has approved, with conditions, the final plat providing the necessary right-of-way for the extension of Mercedes Street over Walnut Creek and the platting of a 29-acre multi-family lot, which is the site of the proposed Creekside at Benbrook Apartments. The new bridge and roadway extension projects are TIF defined projects, eligible for reimbursement. Work on the projects has begun.

Benbrook Creekside Apartments (Mercedes and Vista Way, north and west of Walnut Creek) – The Trumont development group has received site plan and conditional final plat approval for a 374-unit apartment complex on approximately 29-acres (12.5 dwelling units per acre). The development group is currently working through the LOMR (letter of map revision) process with FEMA (Federal Emergency Management Agency) to remove areas of the property out of the 100-year floodplain.

Two-Way Conversion/Extension of Vista Way – On March 26, 2019, the TIF Board amended the Tax Increment Reinvestment Zone Project Plan to include a project plan to extend Vista Way from the I-20 Service Road to Benbrook Boulevard. The project plan includes a two-way conversion of a portion of the I-20 Service Road, extension of necessary utilities, and realignment of Aledo Road/Old Benbrook Road intersection and signalization. On June 20, 2019, City Council approved the new roadway design engineering contract with Parkhill, Smith & Cooper. On November 4, 2021, City Council awarded the construction contract to Rebcon, Inc., the low bidder, for the amount of \$3,099,562.68. The Benbrook Economic Development Corporation is funding all portions of the project (\$681,904) located east of Benbrook Boulevard. The TIF District is funding the balance of the project.

American Masonry Supply (500 Winscott Road) - Sam Shipley, owner and operator of American Masonry Supply, a manufacturer of specialty cast stone architectural products, relocated his entire manufacturing plant and retail business from Arlington, Texas to the former Weatherford International building in Benbrook, Texas.

Audi Dealership (7300 I-20 Frontage Road) – Construction is underway for a new Audi automobile dealership and inventory lot at the northeast corner of the I-20 frontage road and Hawkins Center Drive.

Jackson Shaw Development – The Jackson Shaw development group has submitted a planned development zone change request for approximately 255-acres located on either side of I-20, east of Winscott Road. The proposal includes approximately 69-acres of commerce/warehouse land uses on the north side of I-20 and approximately 108-acres of commerce/warehouse land uses and 78-acres of mixed-use on the south side of I-20.

VIII. ADJOURN

Meeting adjourned at approximately 4:36 P.M.

Approved

Dr. Larry Marshall, Chair



City of Benbrook

Tax Increment Financing Board

DATE:
11/17/22

REFERENCE
NUMBER: 2022-01

SUBJECT:
ANNUAL REPORT FOR PERIOD OCTOBER 1, 2021
THROUGH SEPTEMBER 30, 2022

PAGE:
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This is the annual report of the activities of Benbrook TIF Number 1 for the period from October 1, 2021 through September 30, 2022.

Status and Forecast of Taxable Increment

A. Previous Years (November 2002-September 2020)

The Benbrook TIF Number 1 was created in November 2002, which established the taxable value of \$27,190,150 in January 1, 2002 as the base value for the TIF. The net taxable increment in January 2003 (Year 1) was \$4,816,416, resulting in TIF revenues of \$66,393.10. The largest increase was the completion of the Railroad Controls, Inc. facility in Benbrook Industrial Park (\$3,078,605). The January 2004 (Year 2) net taxable increment decreased to \$1,475,984, with projected TIF revenues of \$20,346. This decrease was primarily the result of the purchase of the Railroad Controls facility by the Benbrook EDC, removing it from the tax rolls, for the purpose of entering a lease-buyback arrangement with Railroad Controls. The tax appraisal for January 2005 (Year 3) indicated a net taxable increment of \$9,566.796. The Benbrook EDC purchased approximately 80 acres in the TIF District for a total price of approximately \$3.863 million, removing this land value from the tax rolls; however, increases in the taxable values of other properties offset the removal of BEDC property from the tax rolls. The net taxable increment as of January 2006 (Year 4) was \$20,108,225, of which \$9,372,477 was the result of new construction, much of which was associated with the residential development north of Walnut Creek (La Bandera Phase 3.)

The net taxable value increment of the TIF as of January 2007 (Year 5) was \$28,873,037, with \$8,324,605 in new construction (again most in La Bandera Phase 3.) The net taxable value increment of the TIF as of January 2008 (Year 6) was \$46,716,035, with \$9,614,170 in new construction, including new buildings for Weatherford International (\$3.8 million), Best Western (\$1.3 million) and additional residential construction in La Bandera and Brookside Additions. The net taxable value increment of the TIF as of January 2009 (Year 7) was \$53,775,584, with \$4,027,969 in new construction, including a new building for Weatherford International (\$2.1 million) and residential construction in La Bandera and Brookside Additions. The net taxable value increment of the TIF as of January 2010 (Year 8) was \$55,271,055, with \$2,796,930 in new construction including the 7-Eleven on the corner of Benbrook Boulevard and I-20 and additional residential construction in Brookside Addition. The net taxable value increment of the TIF as of January 2011 (Year 9) was \$69,975,722, with \$15,071,926 in new construction including the new Walmart on Benbrook Boulevard and continued residential construction in the Brookside Addition.

The net taxable value increment of the TIF as of January 2012 (Year 10) was \$85,969,048, with \$11,021,310 in new construction including the new Gardner-Denver and Doctor's Home health buildings in the Industrial Park; Panda Express, Chick-fil-A and Chase Bank on Benbrook Boulevard and continued residential construction in the Brookside Addition. The net taxable increment as of January 2013 (Year 11) was \$94,333,614, with \$6,134,484 in new construction consisting of Taco Villa, Chisholm Trail Dental, Golden Chick, and new home construction in Brookside Addition. The net taxable increment as of January 2014 (Year 12) was \$97,439,818, with new construction of NuEnergy, a professional building adjacent to Walmart and new home construction in Brookside

SUBMITTED BY:

DISPOSITION BY COUNCIL:

PROCESSED BY:

APPROVED OTHER (DESCRIBE)

CITY SECRETARY

CITY MANAGER

DATE:

Addition. The net taxable increment as of January 2015 (Year 13) was \$104,225,495, with \$1,740,101 in new construction consisting of office development along Mercedes Street and new home construction in Brookside Addition. The net taxable increment as of January 2016 (Year 14) was \$105,070,553, with \$1,759,381 in new construction consisting of improvements at Walmart, office development along Mercedes, and new home construction in Brookside Addition.

The net taxable increment as of January 2017 (Year 15) was \$134,415,196, with \$97,568 in new construction. The net taxable increment as of January 2018 (Year 16) was \$144,252,563, with \$10,462,678 in new single-family development in Brookside Addition. The net taxable increment as of January 2019 (Year 17) was \$169,361,241, with \$12,012,023 in new construction from the Gateway Center, the Benbrook Industrial Park, and new single-family housing development in the Brookside Addition. The net taxable increment as of January 2020 (Year 18) was \$181,644,212, with \$5,986,738 in new construction from Mother's Milk, the Benbrook Animal Shelter, Raising Cane's restaurant and new single-family housing development in the Brookside Addition. However, \$2,755,285 of the new valuation (Mother's Milk and the Benbrook Animal Shelter) is not taxable. The net taxable increment as of January 2021 (Year 19) was \$199,113,254, with \$15,363,608 in new construction from the new Aura Benbrook Apartment (301 Mercedes St.).

Current Year (October 1, 2021 - September 30, 2022)

The net taxable increment as of January 2022 (Year 20) was \$232,727,988, with \$28,702,988 in new construction from the Aura Benbrook Apartments (301 Mercedes St.) and Applied Systems Engineering (7510 Benbrook Parkway).

TIF District Revenues and Expenses

The TIF District has had the following revenues and expenses for the year beginning October 1, 2021 and ending September 30, 2022:

Balance forward from October 1, 2021	\$3,822,717.96
Revenues	
Payments from TIF Partners	\$2,397,960.29
Interest	<u>\$13,393.22</u>
Total Revenues	\$2,411,353.51
Total Available Funds	\$6,234,072.47
Expenses:	
Debt service/issuance	\$297,586.00
Vista Way (Two-way Conversion) Engineering	\$34,500.00
Vista Way (Two-way Conversion) Construction	\$2,093,998.23
Walnut Creek Flood Study (2016 payment)	\$17,000.00
Evans Tract (closing costs)	<u>\$1,901.45</u>
Total Expenses	\$2,444,985.68
Balance as of September 30, 2022	\$3,789,085.79

In late 2003, the TIF Board and City Council authorized the sale of up to \$350,000 in certificates of obligation to cover the costs through September 2004; however, staff determined that it was best to borrow these funds from unappropriated City reserves to be paid back by the TIF rather than to issue debt. This interest-free loan was repaid in full during 2009. In June 2005, the City Council authorized a loan of up to

\$3 million to the TIF from City reserves, but determined that they preferred to issue Certificates of Obligation rather than to continue to decrease their reserves, so \$2.5 million in COs was sold on August 4, 2005. In April 2012, the TIF issued \$1,280,000 in 10-year certificates of obligation at a 1.79% interest rate. Deducting the \$30,000 in issuance costs left \$1,250,000 for reimbursement to BBT Crossing. In June 2014, the TIF issued additional certificates of obligation for a period of eight years at 1.72% interest. Deducting \$27,963.75 in issuance expenses left \$1,147,036.25 for reimbursement to BBT Crossing.

Outstanding liabilities (as of 10/1/2022):

2005 Certificates of Obligation	
Balance was Paid-In-Full in 2021	\$0.00
2012 Certificates of Obligation	
Balance was Paid-In-Full in 2022	\$0.00
2014 Certificates of Obligation	
Balance was Paid-In-Full in 2022	\$0.00
Loan from City reserves	<u>\$0.00</u>
Total liabilities	\$0.00

Status of Ongoing Projects

A. Benbrook Field

The Developer Participation Agreement with Benbrook Towne Crossing (now known as Benbrook Field) was executed in September 2005, under which the TIF reimburses certain development costs up to a maximum of \$8.5 million from the increased taxes generated by their project. Work began on the first phase of the project in May 2006 and was completed in March 2007.

BBT Crossing, Ltd. exercised their option to purchase 80 acres in Benbrook Field from the Benbrook Economic Development Corporation (EDC) in August 2009 at cost. This action had two effects on the TIF District: 1) it removed the tax-exempt status on the property, which aided the generation of a taxable increment and 2) it removed the Benbrook EDC as a partner in the Benbrook Towne Crossing TIF Developer Agreement.

An initial request for reimbursement was received from BBT Crossing, Ltd. on October 27, 2009, in the amount of \$5,043,529.99 (including \$876,181.33 in interest.) After a detailed review by the auditor, the TIF Board determined in March 2011 that the maximum reimbursement to BBT for Phase 1 would be \$3,999,471, plus any eligible interest accrued since October 2009.

Based on the final 2012 tax rolls, the Benbrook Field project was reimbursed \$234,749.27 in May 2013. In May and June 2014, BBT Crossing was reimbursed a total of \$1,478,728.03, which included their regular TIF revenue plus the net proceeds of an additional certificate of obligation issuance. BBT was reimbursed \$189,952.27 in May 2015. BBT was reimbursed \$213,237.00 in May 2016, which resulted from their total increment of \$576,478.75 less \$66,208.75 for the Walnut Creek sewer line share, \$140,349.00 for the 2012 CO payment, and \$156,684.00 for the 2014 CO payment. BBT, while eligible for a maximum reimbursement of \$228,259.42 was reimbursed \$208,530.41 in July 2017, which resulted from their total increment of \$591,813.17 less \$66,208.75

for the Walnut Creek sewer line share, less the \$138,112.00 for the 2012 CO payment, less the \$159,233.00 for the 2014 CO payment, and less \$19,729.01 of unapplied accrued interest.

The following is a summary of reimbursements to date:

June 7, 2010	\$53,665.77
June 6, 2011	86,392.38
May 31, 2012	1,534,215.87
May 21, 2013	234,749.27
May 20, 2014	331,691.78
June 24, 2014	1,147,036.25
May 20, 2015	189,952.27
May 19, 2016	213,237.00
<u>July 28, 2017</u>	<u>208,530.41</u>
Total	\$3,999,471.00

The above noted reimbursements were deducted directly from the maximum eligible reimbursement amount without inclusion of accrued interest calculations. To establish the "plus accrued interest" amount, the City engaged the services of Weaver and Tidwell, L.L.P., an independent auditing firm, who prepared an audit report dated August 13, 2018 wherein said reimbursement payments were subtracted from the principal and accrued interest balance in accordance with standard accounting practices established by the American Institute of Certified Public Accountants. As provided in said report, accrued interest calculations were determined by multiplying the outstanding debt balance related to the TIF by the interest rate on the total debt on a daily basis from inception to October 31, 2009. The report also reviewed the mathematical accuracy of the City's reimbursement payments and the break out of principal versus interest since October 31, 2009.

"Plus Accrued Interest" reimbursements include:

Based on the final 2017 tax rolls, BBT was reimbursed \$398,093.43 in July of 2018, which resulted from their total increment of \$742,142.17 less \$66,208.75 for the Walnut Creek sewer line share, less \$140,830.00 for the 2012 CO payment, less \$156,739.00 for the 2014 CO payment, and PLUS \$19,729.01 for underpayment of the 2016 tax increment of unapplied accrued interest.

Based on the final 2018 tax rolls, BBT was reimbursed \$540,431.01 in July of 2019, which resulted from their total increment of \$904,344.76 less \$66,208.75 for the Walnut Creek sewer line share, less \$138,503.00 for the 2012 CO payment, less \$159,202.00 for the 2014 CO payment.

Based on the final 2019 tax rolls, BBT was eligible to be reimbursed \$580,482.10, resulting from their total increment of \$985,514.10 less \$66,208.75 for the Walnut Creek sewer line share, less \$41,070.25 for the Walnut Creek Flood Study Reimbursement, less \$141,131 for the 2012 CO payment, and less \$156,622 for the 2014 CO payment. BBT was reimbursed \$580,480.10 on November 24, 2020 and an additional \$15,125.25 on December 1, 2020, as result of the Walnut Creek Flood Study Reimbursement overcharge of the same amount.

Based on the final 2020 tax rolls, BBT was eligible to be reimbursed \$803,747.25, resulting from their total increment of \$1,167,669.00 less \$66,208.75 for the Walnut Creek sewer line share, less \$138,714 for the 2012 CO payment, and less \$158,999 for the 2014 CO payment. BBT was reimbursed \$98,972.00 on July 28, 2021, which zeroed out the outstanding balance owed by the TIF District to BBT.

The following is a summary of "Plus Accrued Interest" reimbursements to date:

Aug. 12, 2018	\$398,093.43
July 10, 2019	540,431.01
Nov. 24, 2020	580,480.10
Dec. 02, 2020	15,125.25
<u>July 28, 2021</u>	<u>98,972.00</u>
Total	\$1,633,101.79

Walnut Creek Bridge, Mercedes Street Extension, and Walnut Creek Sewer Projects

On September 9, 2021, the Planning and Zoning Commission conditionally approved the Walnut Creek Addition final plat providing the right-of-way for the Walnut Creek bridge and Mercedes Street extension – both TIF reimbursement eligible projects. These improvements will provide access to the future Creekside at Benbrook Apartments, a proposed 29-acre multi-family development. On October 18, 2021, the City executed the Walnut Creek at Benbrook Developer’s Agreement with Bo Peek, Ltd., which estimates the total improvement costs of the bridge and street extension to be \$1,836,103.75. The Benbrook Water Authority entered into a separate development agreement with the developer for the Walnut Creek Sewer portion of the project – also a TIF reimbursement eligible project.

As required by the Section 3.B of the Developer Participation Agreement for Benbrook Towne Crossing Project, all three projects were competitive bid in accordance with Chapter 212 and Chapter 252 of the Texas Local Government Code. The contract was awarded to Gravley LDS, LLC for the total amount of \$3,266,903.75. However, the maximum TIF funding available for reimbursement of the projects costs is \$2,353,790.72 due to the \$8.5 million cap.

The Benbrook City Engineer has reviewed the projects and judges them to be substantially complete; however, the developer has not requested a final walk-through or close out of the projects necessary to begin the formal certification of projects (confirmation projects are built in accordance with approved plans and specifications) and final acceptance of the improvements by the City and the Benbrook Water Authority.

B. Two-Way Conversion/Extension of Vista Way

On March 26, 2019, the TIF Board amended the Tax Increment Reinvestment Zone Project Plan to include a project plan to extend Vista Way from the I-20 Service Road to Benbrook Boulevard. The project plan includes a two-way conversion of a portion of the I-20 Service Road, extension of necessary utilities, and realignment of Aledo Road/Old Benbrook Road intersection and signalization.

On June 20, 2019, City Council approved the new roadway design engineering contract with Parkhill, Smith & Cooper. On November 4, 2021, City Council awarded the construction contract to Rebcon, Inc., the low bidder, for \$3,099,562.68. The contract included installation of signal light bases, conduit, and wiring, but did not include the purchase or installation costs of the signal light poles, mast arms, and signal lights as TXDOT will not permit the installation of signal lights prior to meeting actual traffic warrants. The Benbrook Economic Development Corporation (BEDC) is funding all portions of the project (\$681,904) located east of Benbrook Boulevard. The TIF District is funding the balance of the project.

The following is the “paid to date” project payment summary:

Approved Contract Amount	\$3,099,562.68
Paid by TIF District	\$2,093,998.23
Paid by BEDC	<u>\$681,904.00</u>
Outstanding Contract Balance to Be Paid	\$323,660.45

Staff expects this roadway project to be completed and fully open at the beginning of the new year. Additional estimated project expenses not included in the above contract amount:

Purchase of Signal Poles, Mast Arms and Signal Lights & Installation Costs	\$275,000.00
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C. Other Development Activity

Chipotle Mexican Grill (8522 Benbrook Blvd) – In March 2022, the City issued an occupancy permit to the operator of this new fast-casual restaurant with a mobile order pick-up lane.

Taco Bueno (8528 Benbrook Blvd.) – In March 2022, the City issued an occupancy permit to the operator of this new fast-food restaurant located inside the renovated Jack-in-the-Box restaurant located on Benbrook Boulevard.

Dairy Queen (8636 Benbrook Blvd.) – In May 2022, the City issued an occupancy permit to a new operator of the closed Dairy Queen located on Benbrook Boulevard.

Audi Dealership (7300 I-20 Frontage Road) – In September 2022, the City issued an occupancy permit for a new Audi automobile dealership and inventory lot located at the northeast corner of the I-20 frontage road and Hawkins Center Drive.

Basis Charter School (8901 Vista Way) – In September 2022, the City issued an occupancy permit for the new 43,000 SQFT charter school. The school has capacity for approximately 720 students (currently grades K-8).

Brookside Phase 4 Addition – The development improvements (streets, sidewalks, storm drainage, water/sewer and utilities) on this 49-lot residential plat, recorded in two phases, are now complete and the City has begun issuing new residential home permits for construction. The property is located on the east side of Walnut Creek between Woodglen Lane and Sterling Drive. As approved, 10 of the 49 residential lots are located within the TIF District boundary.

Russell Feed and Supply (8704 Benbrook Blvd.) – This new feed and supply store is nearing completion and expected to open soon. The business is located at the corner of Benbrook Boulevard and Mercedes Street.

Creekside at Benbrook Apartments (Mercedes and Vista Way, north and west of Walnut Creek) – The Trumont development group has received site plan and conditional final plat approval for a 374-unit apartment complex on approximately 29-acres (12.5 dwelling units per acre). The development group is currently working through the LOMR (letter of map revision) process with FEMA (Federal Emergency Management Agency) to remove areas of the property out of the 100-year floodplain.

Chisholm 20 (Jackson Shaw project) – In January 2022, City Council approved a zone change of approximately 69 acres located at the northeast corner of Winscott Road and I.H. 20/820 to accommodate a proposed commerce/warehouse development. In March 2022, The Planning and Zoning Commission approved a site plan for the construction approximately 917,000sqft of warehouse development in four buildings. Building permits were issued in August 2022 and construction is under way.

Ballard Family Dentistry (9005 Vista Way) – Ballard Family Dentistry is moving forward with plans to construct two medical office buildings, totaling 9,000 sqft. The property is located just south of the new Basis Charter School.

Simply Posh Pets (7501 Kathy Lane) – The operators of an existing dog boarding and grooming facility located at 7516 Kathy Lane (a leased facility in the Benbrook Industrial Park) have purchased a separate tract of land at 7501 Kathy Lane. They are working through the permitting process to construct a new 7,500sqft dog boarding and grooming facility.