

**FIRST AMENDMENT TO THE CENTER CITY HOUSING  
INCENTIVE POLICY (“CCHIP”) AGREEMENT BETWEEN THE  
CITY OF SAN ANTONIO AND MISSION DG, LLC**

The FIRST AMENDMENT to the Center City Housing Incentive Policy (“CCHIP”) Agreement (this “First Amendment”) is entered into by and between the CITY OF SAN ANTONIO (“City”) and MISSION DG, LLC (“Developer”) together referred to as “the Parties.”

**RECITALS**

- A. City and Developer are parties to that certain Center City Housing Incentive Policy (“CCHIP”) Agreement executed on October 8, 2015 (the “Agreement”).
- B. In accordance with Center City Housing Incentive Policy Agreement, the City Manager or her designee has the authority to amend this Agreement.
- C. City and Developer desire and agree to amend the Agreement to: 1) increase the Developer’s total project investment; 2) decrease the number of multi-family rental units for the project; 3) eliminate office space from the project description; and increase the City’s economic incentives in accordance with the CCHIP guidelines.
- D. All other provisions of the AGREEMENT shall remain in full force and effect.

**AMENDMENT**

NOW THEREFORE, City and Developer hereby agree and amend as follows:

- 1. **Definitions.** All capitalized terms used in this Amendment without definition herein shall have the meanings assigned to such terms in the Agreement.
- 2. **Amendment.** The Parties hereby agree to amend the Agreement as follows:

a.) Article III, A. 1

The total amount of Developer’s investment shall increase from \$26,216,261.00 to \$27,360,000. Any reference to Developer’s total amount of investment throughout the Agreement shall be read to be \$27,360,000.00.

The total number of rental units shall decrease from 250 to 230. Any reference to cumulative number of rental units in the Agreement shall be read to be 230.

Any reference to office space and/or requirements for square footage of office space shall be eliminated in the Agreement.

b.) Article IV

The total amount of Economic Development Program Incentives will increase from a projected \$2,002,315.00 to a projected \$2,066,176.00.

c.) Article IV, A.

Due to the increase in investment, the Tax Reimbursement Grant is anticipated to increase from \$1,327,055.00 to \$1,387,821.00. Any reference to a cumulative total of reimbursement from taxes paid on the project shall be interpreted to be \$1,387,821.00.

d.) Article IV, B.

Due to the increase in investment, the City Fee waivers will increase from \$75,260.00 to \$78,355.00.

3. Exhibit A. "Letter dated August 25, 2016" addressed to John Jacks, Director, Center City Development Office from sender Blakely L. Fernandez, Bracewell LLP; notifying the City of San Antonio of changes to the St. John's Seminary Project Agreement.
4. Exhibit B. Revised CCHIP Agreement Term Sheet signed by the City of San Antonio Center City Development & Operations Department on September 14, 2016.
5. Exhibit C. Updated Inner City Reinvestment and Infill Policy (ICRIP) Fee Waiver Form Information Waiver ID. No. 842.
6. Effective Date. This Amendment shall be effective upon the Effective Date listed on the signature page.
7. No Other Changes. Except as specifically set forth in this Amendment, all of the terms and conditions of the Agreement shall remain the same and are hereby ratified and confirmed. The Agreement shall continue in full force and effect and with this Amendment shall be read and constructed as one instrument.
8. Choice of Law. This Amendment shall be constructed in accordance with and governed by the laws of the State of Texas.
9. Counterparts. This Amendment may be executed in any number of counterparts, but all such counterparts shall together constitute but one instrument. In making proof of this Amendment, it shall not be necessary to produce or account for more than one counterpart signed by each party hereto by and against which enforcement hereof is sought.

*Signatures appear on next page.*

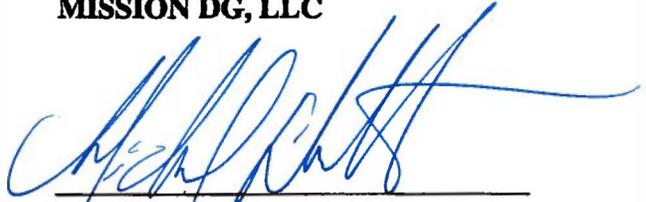
**IN WITNESS HEREOF**, the parties hereto have executed in duplicate originals this Amendment on the 4 day of October, 2016 (the "Effective Date").

**CITY OF SAN ANTONIO**  
**a municipal corporation**



Lori Houston  
Assistant City Manager

**MISSION DG, LLC**



Michael Wibracht  
President

**APPROVED AS TO FORM:**



Ray Rodriguez  
Assistant City Attorney

**EXHIBIT A**

# BRACEWELL

Texas  
New York  
Washington, DC  
Connecticut  
Seattle  
Dubai  
London

Blakely L. Fernandez  
Partner

210.299.3410 Office  
800.404.3970 Fax

Blakely.Fernandez@bracewelllaw.com

Bracewell LLP  
300 Convent Street  
Suite 1500  
San Antonio, Texas  
78205-3723

August 25, 2016

Mr. John Jacks  
Director  
Center City Development Office  
P.O. Box 839966  
San Antonio TX 78283-3966

Re: St. John's Seminary CCHIP Application

Dear John:

On May 1, 2015, 210 DG, LLP submitted a CCHIP application for the referenced project. The cover letter and application are attached hereto.

Changes made to the project during the historic review process require 210 DG to amend this application as follows:

- Total number of housing units created: decrease from 250 to 230 units
- Office space: decrease from 1,800 sq ft to -0- sq ft
- Total project cost: increase from \$26,216,261 to \$27,360,000

Thank you for your ongoing support of this important project. If you have questions or need additional information, you can reach me at 210-299-3410.

Very truly yours,

Bracewell LLP



Blakely L. Fernandez

BLF/jd  
Enclosures  
cc: 210 DG, LLC  
Rogelio L. Muñoz, Jr.

#5294336.2

## **EXHIBIT B**



**CCHIP Agreement Term Sheet**  
St. John's Seminary Project

**Project Name and location:** The St. John's Seminary Project is located at 222 E. Mitchell Street within the CRAG and Council District 3.

**Project Description:** Adaptive reuse of the former St. John's Seminary compound into a mixed-use housing project including 230 new apartments for a total project cost of \$27,360,000. The land site is currently and will remain in the ownership of the San Antonio Archdiocese, while Mission DG will own the public improvements. Project construction is tentatively scheduled to commence in January 2017 and construction completed by January 2019.

**Project Developer and POC:** Michael Wibracht with Mission DG, LLC

| <u>Incentive Package per CCHIP</u>  | <u>Amount</u>         | <u>Program Fees</u> |
|---|-----------------------|---------------------|
| City Fee Waiver.....  | 78,355.00.....        | 100.00              |
| SAWS Fee Waiver.....<br>- Project qualifies for \$718,250; limited funding available<br>- Funding not available until October 1, 2018   | 600,000.00.....       | 100.00              |
| 15-year tax reimbursement grant.....<br>- 62.6% participation due to location in CRAG<br>- Historic and adaptive reuse project<br>- 10% of units to maintain 1 <sup>st</sup> year rental rate for grant term (plus inflation)<br>- Excludes 2014 base value of \$1,238,040<br>- Projected end value of \$27,360,000 | 1,387,821.00.....     | 2,250.00            |
| <b>TOTAL INCENTIVES AND PROGRAM FEES</b>  | <b>\$2,066,176.00</b> | <b>\$2,450.00</b>   |

Program fees must be paid before execution of the final incentive agreement. All funding is subject to availability at the time of disbursement. The estimated tax reimbursement grant will be funded by the ad valorem tax increment generated by the project over the term of the grant. City fee waivers are funded by the General Fund. SAWS Fee Waivers are funded through an annual SAWS credit allocation. Loans are funded by the Inner City Incentive Fund and are subject to availability.

**Quoted incentives will be reserved for this project for up to 90 calendar days pending the execution of a CCHIP Incentive Agreement. If an Agreement has not been executed within 90 days from the receipt of this term sheet, then all quoted incentives will be forfeited and made available to other projects.**

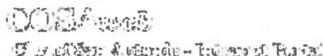
Approvals:

Sarah Esserlieu 9/13/16  
Sarah Esserlieu, Program Manager Date

No ICTF  
Erik "Clay" Lewis, Fiscal Analyst Date

Ramiro Gonzales 9/14/16  
Ramiro Gonzales, Redevelopment Officer Date

## **EXHIBIT C**



Thursday, September 29, 2016

sanantonio.gov

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ICRIP ADMIN **Welcome Rogelio**

| Submitted Date       | Est. Claim Date | Request Status | Status Date          | Approval  |
|----------------------|-----------------|----------------|----------------------|---|
| 3/25/2014 3:27:50 PM | 3/26/2015       | Approved       | 9/11/2016 6:02:38 PM | <input checked="" type="checkbox"/> City<br><input type="checkbox"/> SAWS<br><input type="checkbox"/> Council Approved<br><input type="checkbox"/> Special Expiration<br><input type="checkbox"/> EDD Project<br><input checked="" type="checkbox"/> CCHIP Project<br><input type="checkbox"/> Other CCDO Project |

**Status/Notes**

CCHIP agreement approved and executed. CCHIP agreement approved \$600K in SAWS waivers to be made available October 1, 2018.

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**Activity History**

**SAWS**

SAWS Waived Amount:

**CITY**

City Waived Amount:

**ICRIP Fee Waiver Form Information WaiverId For 842.**

**City Status: ACTIVE**  
**SAWS Status: NA**

**APPLICANT INFORMATION**

Project Owner:

Developer Type:

Other Developer Type:

**APPLICANT POINT OF CONTACT**

Project Role:

Other Project Role:

Name:

Title:

Company Name:

Applicant Address:

City:

State:

Zip Code:

Phone:

Fax:

Email:

**PROJECT INFORMATION/DESCRIPTION**

Project Address:

City Council District:

Property/Parcel ID:

Acreage:   
 Proposed Land Used of Project:   
 Other Proposed Land Used of Project:   
 Housing Units Created:   
 Project Description:   
 Proposed Level of Investment:   
 Project Start Date:   
 Project Completion Date:   
 Current Zoning of Project Site:   
 Estimate of City Fees:   
 Applied for Other Incentive?:  Yes  No  
 If so, what Dept(s):   
 SAWS Sewer and Water Impact Fee?:  Yes  No  
 SAWS Amount:  No attachment record was found.  
 Request Submitted By: Web User  
 Request Submitted Date: 3/25/2014 3:27:50 PM  
 Last Modified By: 135133  
 Last Modified Date: 9/29/2016 4:24:47 PM  
 Request Status: Approved  
 Status Date: 9/11/2016 2:02:38 PM  
 Status Reason: CCHIP agreement approved and executed. CCHIP agreement approved \$600K in SAWS waivers to be made available October 1, 2018.  
 SAWS Waived Amt:  
 SAWS Waived Date:  
 SAWS Who Waived:  
 City Waived Amt: \$78,355.00  
 City Who Waived: 135133  
 City Waived Date: 9/29/2016 4:24:44 PM  
 Council Approved: No  
 Est. Claim Date: 3/26/2015  
 City Approved: Yes  
 SAWS Approved: No  
 City Expiration Date:   
 SAWS Expiration Date:   
 Special Expiration: No  
 EDD Project: No  
 CCHIP Project: Yes  
 Other CCDO Project: No