



**DEEP ELLUM
FOUNDATION**

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Dear Assistant City Manager Majed Al-Ghafry,

On behalf of the Deep Ellum Foundation, I am writing to you regarding the proposed soccer development project planned for TXDOT property currently covered by a MUA with the City of Dallas underneath I-345 between Canton and Taylor Streets. Since our meeting on January 18th, DEF has taken a number of steps to consider this proposal in context of the current and future needs of not only Deep Ellum but the City of Dallas as a whole. We have hosted walk-throughs with the interested parties and members of the Department of Transportation. We have solicited feedback from local businesses and property owners and we have convened emergency meetings of our Board. We appreciate the opportunity to take these important steps to more fully comprehend both the potential opportunities and the impact of this project in light of further information on the project itself and how the project fits within the City's existing agreement with TXDOT. We also appreciate the chance to gather input from area stakeholders specifically in regard to this project as well as to weigh this proposed use in context of neighborhood priorities and needs identified in our near-final strategic plan.

With this fuller picture, we believe the proposed soccer development has significant implications for Deep Ellum, surrounding neighborhoods, and several initiatives of DEF that are currently in-progress in partnership with your team at the Department of Transportation. The project also impacts mid- and long-term plans for the development of the area as a whole. In particular, the location chosen for this project has long been considered the best and the next location for expanding parking capacity as the need for access continues to exponentially increase in not only Deep Ellum but also Downtown. The City of Dallas' current MUA with TXDOT outlines parking or public parks as the approved uses of this public land. As such, area stakeholders' understanding and our current initiatives as well as plans have all reflected use of this public land for parking next to the existing Art Park and Bark Park.

While this project is a departure from existing plans, we appreciate the project investors' interest in Deep Ellum and desire to bring a new regional amenity to the area. We value Mr. West and his team's passion for the culture of the neighborhood and their hope to enliven the pedestrian corridor connecting Deep Ellum to the Farmer's Market neighborhood. This corridor has already been identified by both DEF and DDI as a focus for pedestrian improvements including lighting, wayfinding signage and other enhancements. As such, we would like to offer a solution that enables the investors' desire to offer a new commercial opportunity to the surrounding districts while still serving Deep Ellum's pre-identified and exponentially growing need for parking accessibility, safety and connectivity to surrounding districts. We outline a proposed path forward below:

Maintain the MUA for the Long-term Benefit of The City of Dallas and Its Citizens

1. First and foremost, DEF and surrounding stakeholder groups are provided the draft agreement between TxDOT and the private operator and are enabled to offer input as well as review the proposed final version prior to its adoption and signature.
2. DEF and surrounding stakeholder groups are provided all future proposed amendments and new inclusions as well as requested departures from this MUA contract. DEF and appropriate groups will be a part of the City of Dallas consideration process for any such further changes.
3. The City of Dallas will not release any land from the existing MUA. Rather, the current MUA will be amended to allow the proposed soccer development in this specific location. The City of Dallas will not release to TXDOT and the private investors the land for the soccer field but instead grant a license as part of the MUA to use that land.
4. The license agreement will be for 2 years with automatic renewals upon each two-year period up to 25 years. Additionally, the license agreement will retain the right by either party to terminate the license upon 2 years' prior written notice.
5. The license agreement will require the private operator to complete the improvements and open the soccer fields for operation prior to the end of the initial two-year term. The first two-year renewal should be prefaced on completion of improvements and opening for business.
6. The license agreement with the private operator of the soccer development will automatically terminate and the tenant will have 90 days to move out should operations cease for longer than 3 consecutive months after opening for business.

Take a Comprehensive Approach to Maximize Public Land Use as Part of the MUA in an Increasingly Scarce-Resource Environment

1. All of Lot A-1 as well as a minimum of 75% of Lot E will be paved (as illustrated in Exhibit A provided here), landscaped and lit for parking as part of a reinvigorated commitment to realize the potential of the MUA in accord with current and expanding need of City of Dallas stakeholders and citizens. The remaining portion of Lot E, specifically the triangle of land between St. Louis Street and Malcolm X Blvd, will be reserved and used as a future public park.
2. For Lots C and E, an agreement for operation and maintenance services will be signed between the City of Dallas and the Deep Ellum Foundation (similar to existing agreements between the City and DEF related to the Art Park underneath I-345). The services DEF will coordinate and maintain the lots for will include public benefit improvements such as use for a neighborhood-wide valet operator, rideshare staging, and public parking on the lots. As part of this agreement, DEF may provide for a certain number of parking spaces to be allowed to be reserved for employees of businesses in Deep Ellum. Except while in use for surrounding neighborhood and citywide benefit under this administration action agreement with DEF, the parking in the lots will be accessible for public parking.
3. The Building Permit for the proposed soccer development will be granted upon condition of the commencement of construction of the above outlined improvements to Lots A-1 and E and the finalization of the accompanying operation and maintenance agreement(s) between the City of Dallas and DEF.
4. All net parking revenue on Lots A-1, A, B, C and E, above the total expenses required to maintain and operate, will be revenue solely for the City of Dallas.
5. Investigate ways to potentially supplement the cost of constructing a structured parking facility in the Deep Ellum area, including but not limited to, Deep Ellum TIF funding.

Protect the Public Right of Way & Surrounding Stakeholders Impacted Most While Allowing for Private Use

1. The private for-profit operator wishing to implement the soccer field development will sign a Community Benefits Agreement with the City of Dallas and DEF outlining specific investments they will make and practices they will follow to minimize negative impacts as well as contribute to the surrounding neighborhoods.
2. The private operator of the soccer fields will provide the following to the City of Dallas and DEF:
 - a. Disclosure of all partners and beneficiaries.
 - b. Revenue and expense budget and proforma.
 - c. Funding source and complete documentation with firm commitments from said source.
6. The soccer field operations will provide the appropriate amount of parking to accommodate full capacity usage as the City Plan Commission and City Council deem appropriate.
7. The private operator of the soccer field development will provide security which may include uniformed off-duty DPD officers the full time any of the licensed facility is open for use.
8. The private for-profit operator of the soccer fields will provide lighting on the entirety of Lot D licensed for its use. The private operator will also enhance lighting over Taylor and Canton Streets adjacent to Lot D to encourage safe passage of pedestrians to and from Deep Ellum and the Farmer's Market neighborhoods. The private operator will provide lighting or resources to implement enhanced lighting on the other lots party to the MUA as agreed with the City of Dallas. The lighting provided will be operated from twilight (dusk) to daylight. The private operator, the City of Dallas and/or TxDOT will pay for the electricity.
9. The private for-profit operator of the soccer development will provide landscaping on and surrounding Lot D licensed for its use.
10. The private for-profit operator will agree that the future of I-345 and, specifically, maintaining the opportunity for all options currently under consideration by TxDOT and the City of Dallas to either keep I-345 above-grade, rebuild I-345 below-grade or remove I-345 and replace with at-grade alignments takes precedence over the soccer development. Should TxDOT and the City of Dallas determine to revise, remove, or replace I-345 in a manner that would require the discontinuation of the private operation, the licensee will agree to terminate the license with 24 months' notice. This agreement will be reflected in writing as part of the Community Benefits Agreement.

If the compromise solution outlined above is met, the Deep Ellum Foundation can support approval of this proposed development on public right-of-way underneath I-345 between Canton and Taylor Streets. We are grateful to Mr. West, his team, you and the entire Department of Transportation team who consulted with us as we developed this recommended path forward and we look forward to continuing to work with you to achieve the best outcome for Deep Ellum, our sister neighborhoods Downtown and the citizens of the City of Dallas.

Once again, as the region continues to grow, we appreciate the ongoing work and diligence of the City of Dallas to facilitate the best transportation and development solutions all with limited resources. We are encouraged by the leadership demonstrated to this point to build a proactive and comprehensive mobility strategy for Dallas. We look forward to continuing to partner with the City of Dallas, TxDOT, and all parties interested in identifying optimal results and shepherding the sustainable growth of this important economic hub in the North Texas region.

On behalf of the Deep Ellum Foundation,



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Exhibit A.

