

# **AT LAST! – An urban boarding experience**

**Economic Development  
Committee  
February 3, 2020**

**Courtney Pogue, Director  
Office of Economic Development  
City of Dallas**



# Presentation Overview

- Background
- Proposed Project
- Staff Recommendation
- Next Steps



# Background

- For the past 6 months, OED staff has been in discussions with EmDev, LLC and urban investor/developer, Randy Bowman regarding the development of an urban boarding school concept in the South Oak Cliff Community that will be called AT LAST!
- AT LAST! is an “urban boarding experience” (providing impoverished elementary school-aged students with the same educational resources and tools during the home life portion of the school day—from 3:30pm in the afternoon to 8:00am the next morning—as enjoyed by kids from more affluent families).
- This building will be located at 405 E. Overton across from the new South Oak Cliff High School (City Council District 4).

# Background

Mr. Bowman purchased the property (405 E. Overton Road) in 2017 and has developed it from a 4-acre dumping ground to an important part of a rejuvenated area on Overton Road.

The developer's vision is to convert the 4-acre dumping ground into: (i) An “urban boarding experience” (providing impoverished elementary school-aged kids with the same educational resources and tools during the home/life portion of the school day—from 3:30 in the afternoon to 8:00 the next morning—as enjoyed by kids from more affluent families). (ii) Integrate recreation and a park into the portion of the creek that runs through the property.

On full execution, the 300th-through-400th block of Overton Road—moving east-to-west—would bring education, recreation and healthcare (via Parkland's Bluit-Flowers Clinic) to an impoverished portion of South Oak Cliff. From a north-south perspective, the developer's vision creates the only connection point between the City's investment in the Honey Springs-Cedar Crest Trail and Overton Road in the stretch from Beckley Avenue and Michigan Avenue.

# Background

**Executive Summary—Proposed Development:** The development on the project will involve the construction of 3 houses with dorm rooms for school aged kids on @ 2.25 acres of land. A ceremonial groundbreaking ceremony for House 1 occurred during late 2019. The total construction costs for Phase I (House 1) —per the proposal from the contractor—will be @\$1,518,508. The philanthropic community has been supportive to provide sponsors for approximately \$1.1M necessary to construct House 1. The \$400,000 gap represents the approximate amount required to complete the Site Work for all three houses, and the Site Work for all three houses is done most efficiently if it is all completed at the same time in conjunction with the construction of House 1.

**Project Schedule & Phasing:** The project, upon completion, will feature three residences out of which AT LAST! will operate its Urban Boarding Experience, providing supplemental educational resources and tools for 16 Scholars-In-Residence in House 1 (@5,600 sq ft), an additional 82 Scholars-In-Residence in House 2 (@15,000 sq ft), and another 82 Scholars-In-Residence in House 3 (@15,000 sq ft). Total Scholars-In-Residence served by the three houses comprising the project will be @180.

# Background - Timeline

The overall project shall be completed in 3 phases: Phase 1 involves building House 1 and executing AT LAST!'s program and allow for sufficient time to become stabilized. House 1 is scheduled to be completed in Summer/Fall 2020, and AT LAST! staff and volunteers will receive training during the same timeframe. AT LAST! is scheduled to begin serving families in the winter of 2020.

Phase 2 begins with House 2's construction. Phase 2 will take a full 12 months to complete construction of House 2. House 2 is scheduled to be completed in Fall 2023. Added staff and volunteers will receive training that month, and the plan is to begin to serve 82 additional Scholars-In-Residence in August 2023.

Phase 3 which entails the development of House 3, which will be substantially similar in size to House 2 begins upon the completion/stabilization of Phase 2. The construction period will also last approximately 12 months and is scheduled to deliver in Spring 2024. AT LAST! will then provide training to additional staff and prepare to begin serving another 82 Scholars-In-Residence.

# Background

EmDev Fund, LLC is a real estate investment and development entity created in 2017. It is not an operating company, and is comprised of its member, Randy A. Bowman.

## Development Team

Entity	Activity
EmDev Fund, LLC	Developer/Project Sponsor
AT LAST!	Tenant
K&L Gates	Project Attorney
Pacheco Koch Consulting Engineers	Project Engineering
Baldwin Associates	Zoning
Architecture Demarest	Architect
Crimson Builders	General Contractor
Dement Designs	Interior Designs
Balfour Beatty	Construction Manager

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# Proposed Project

- Development of a 5,500 square foot facility (Phase 1)
- Total estimated investment: \$1.5 million (Phase 1)
- The developer is seeking a \$400K conditional grant from the city of Dallas.
- Total estimated job creation: 17 jobs for Phase 1
- The project is directly across the new South Oak Cliff High School that opened in January 2020.
- The developer plans to have 2 additional phases related to the project.



# Proposed Project - Property

Overview:	EmDev Fund, LLC
Location:	405 E. Overton Road, Dallas, TX 75216
Land SF:	2.25 acres
Improved SF:	5,700 SF (Phase I)
Property Type (Year Built):	Boarding School/New 2020
Tenancy:	AT LAST! – 100%
Comments:	The property is owned 100% by EmDev Fund, LLC, a limited liability corporation organized under the laws of the State of Texas.

# Proposed Project - Budget

Project Budget	Item
Acquisition	\$100,000
Construction	\$785,000
Permits	\$4,000
FFE	\$20,000
Survey	\$5,000
A&E	\$142,700
Legal	\$3,000
Environmental/Other	\$28,500
Insurance	\$12,308
Site Work	\$418,000
TOTAL	\$1,518,508

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# Proposed Project – Sources

Project Sources	Item
Equity/Donors	\$1,118,508
City of Dallas Grant/Bank Bridge Loan	\$400,000
TOTAL	\$1,518,508

- EmDev, LLC plans to secure a short-term bridge loan (Texas Capital) to finance the project during the construction. The project cannot support long-term conventional debt due to the limited cash flow from the \$22,800 per annum ground lease between EmDev, LLC and AT LAST!
- The City's grant will be utilized to fund site improvements.

# Proposed Project - Location

<b>Property Address:</b>	405 E Overton Road Dallas, TX 75216			
<b>Zoning:</b>	(MF-2 (A)) – Multi-Family – Zoning has been verified			
<b>City Service Area:</b>	South East			
<b>Major Access Routes:</b>	Overton Road, Keist Blvd, Marsalis Avenue and I-35E			
<b>Demographics:</b>	<b>Population</b>	<b>75216</b>	<b>Dallas</b>	<b>Texas</b>
	2018 Population	52,895	1,300,122	27,419,612
	Per Capita Income	\$13,027	\$31,260	\$28,985
	Median Household Income	\$25,763	\$47,285	\$57,051
	Median Household Value	\$61,400	\$154,000	\$151,500
	Unemployment Rate	9.3%	3.0%	3.3%
	Labor Force Participation Rate	51.1%	68.3%	64.4%
	No HS Diploma	34.5%	24.1%	16.1%
	BS Degree Holders	5.3%	20.2%	19.2%
	Poverty Level	37.3%	21.8%	16.0%
	Households SNAP	35.3%	15.4%	12.7%
	Households with No Vehicle	18.4%	9.6%	5.5%



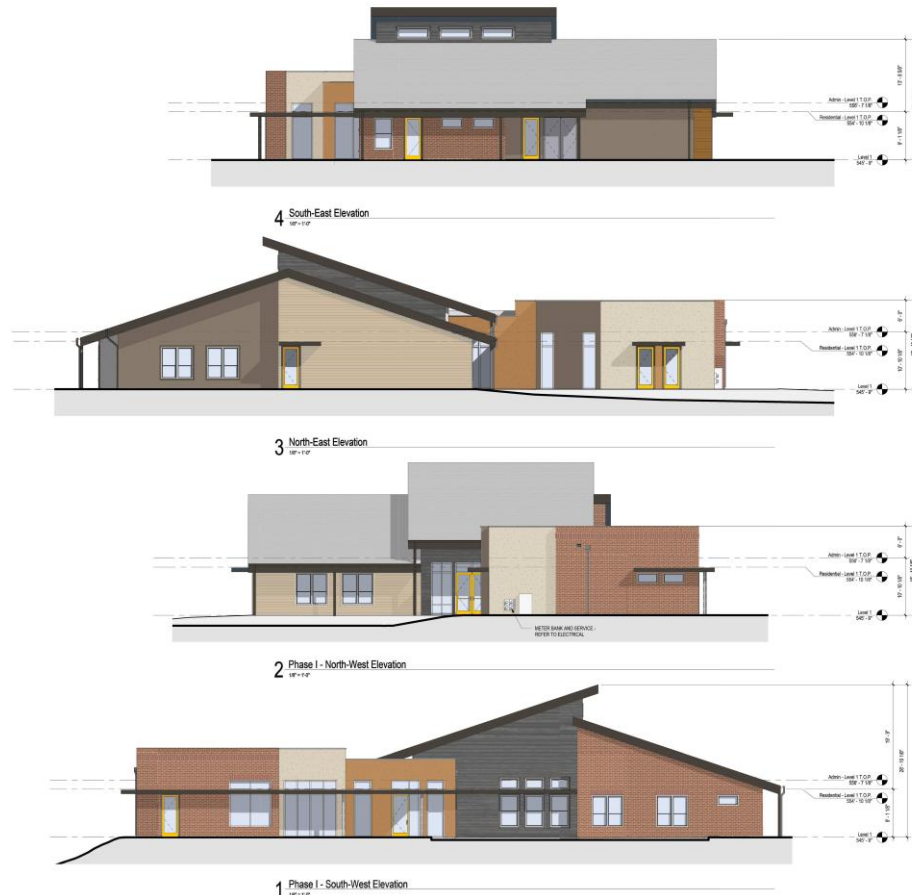
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# Proposed Project – Rendering



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# Proposed Project – Elevations



**BUILDING ELEVATIONS**

1/8" = 1'-0"

BUILDING ELEVATION LEGEND	
	BRICK BR 1 COLOR 1: GRAY BRICK WITH MOSS GROUT
	BRICK BR 2 COLOR 2: WEATHERED BROWN STONE
	BRICK BR 3 COLOR 3: SMOOTH REDWOOD-GRAINED
	BRICK BR 4 COLOR 4: WEATHERED CONCRETE GRAY
	BRICK BR 5 COLOR 5: WEATHERED MOSS GROUT
	BRICK BR 6 COLOR 6: WEATHERED MOSS GROUT
	BRICK BR 7 COLOR 7: WEATHERED MOSS GROUT
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**HYBRID HOME**

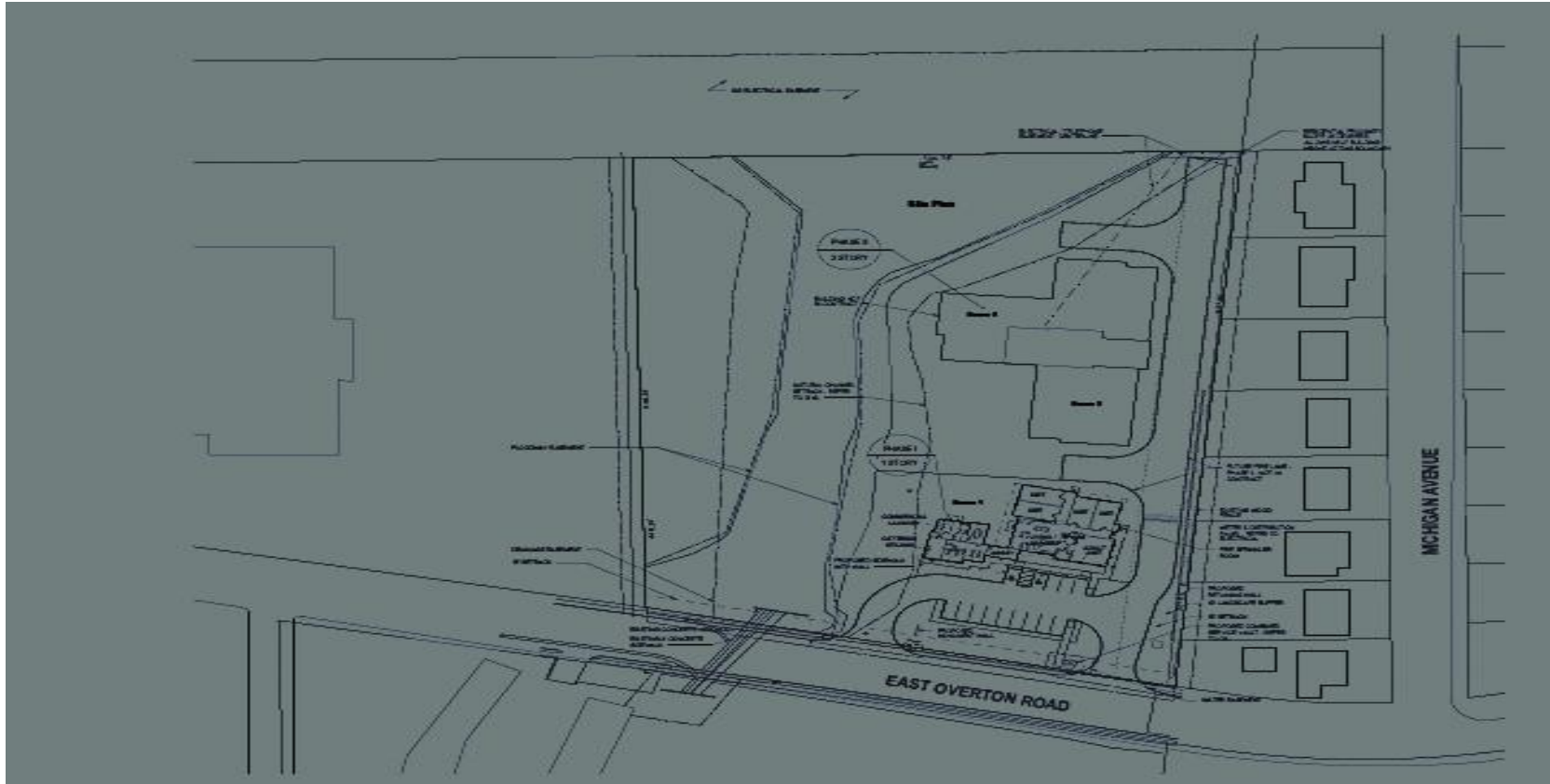
DALLAS, TEXAS  
04/19/18



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ARCHITECTURE **DEMAREST**  
2337 Madison Street, Suite 100, Dallas, Texas 75207 • T: 214.768.6855 • F: 214.768.6860

# Proposed Project – Site Plan

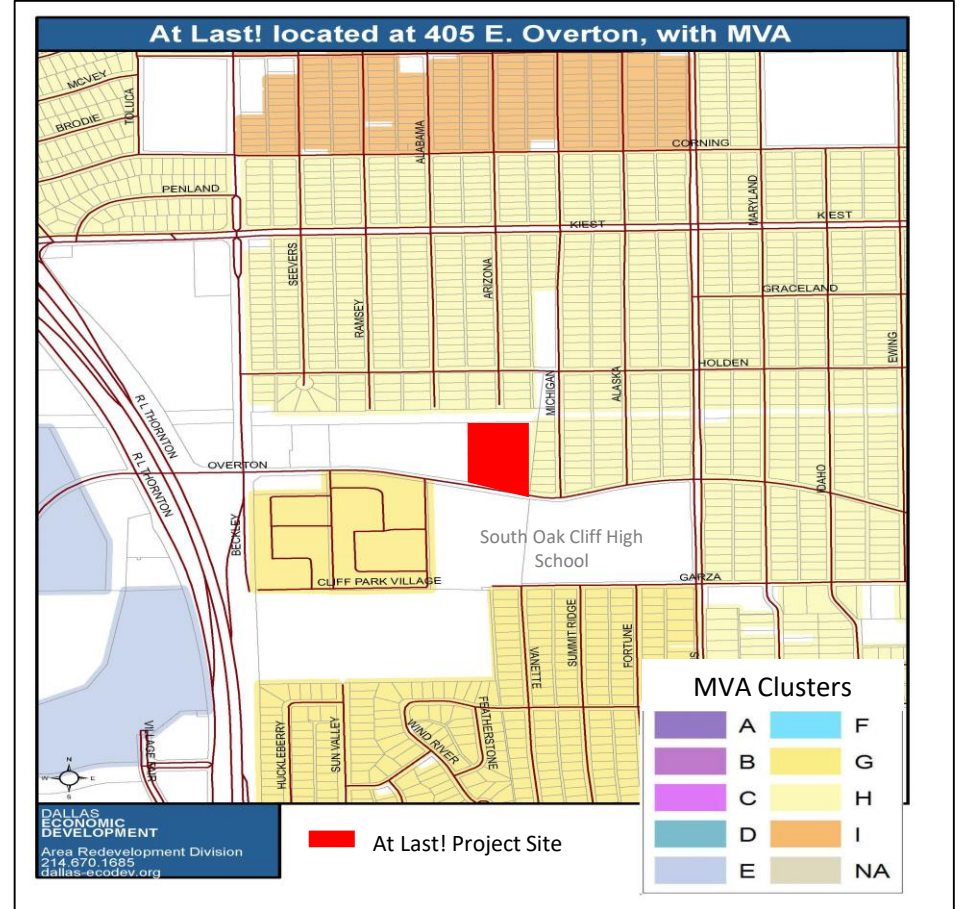


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# Proposed Project – MVA MAP

## Market Value Analysis (MVA)

- The Market Value Analysis (MVA) is a tool to assist residents and policy-makers to more precisely target intervention strategies in weak residential markets and support sustainable growth in stronger residential markets
- The proposed project is located on a non-residential tract and has close proximity to residential market type H. Market type H reflects a weak residential real estate market in Dallas
- Overton Park (Cliff Park Village) Apartments, **market type G**, is a nearby 360-unit apartment complex built circa 1985
- The new South Oak Cliff High School is directly across the street from the Project site



# Proposed Project

## Severely Distressed Census Tract

Census Tract: 48113005902

The Subject is located in 48113005902  
Census Tract Info:

**NMTC Qualified, Severely Distressed  
(ACS 2011-2015)  
Qualified Opportunity Zone**

Census Tract: 48113005902

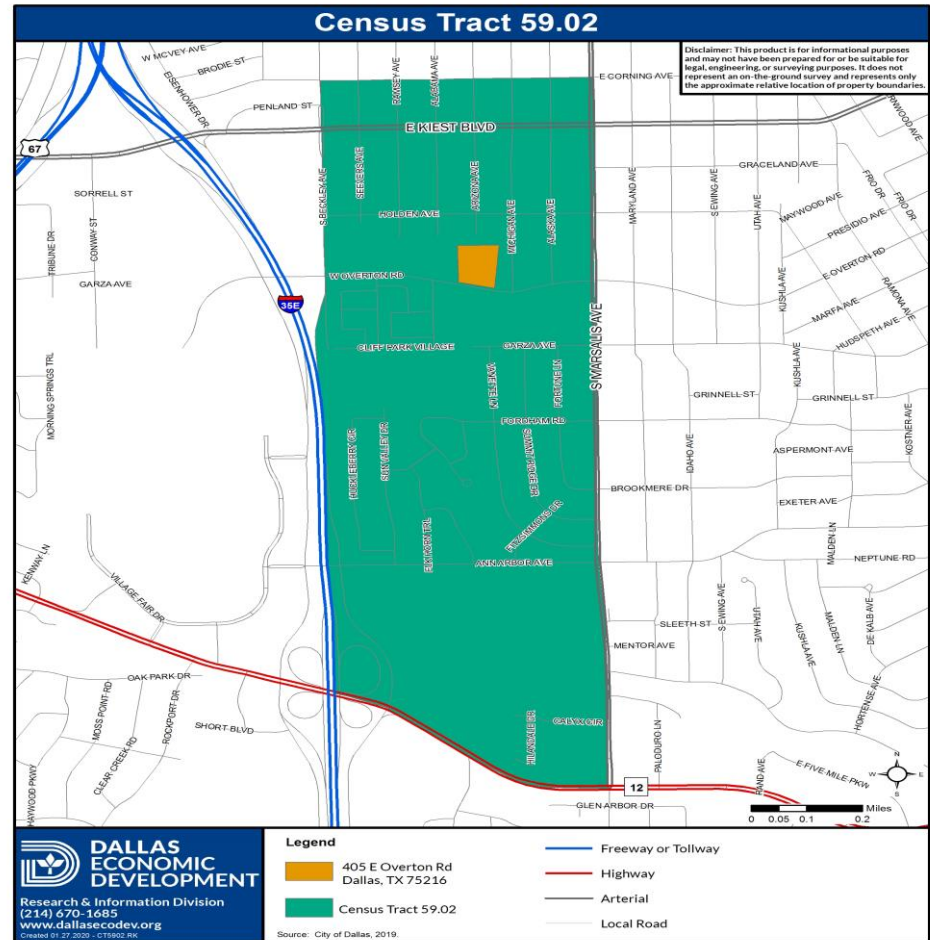
Poverty Rate: 45.9%, Distressed

Median Family Income: 43.36%, Distressed

Unemployment Rate: 18.5%, Distressed

### Opportunities:

- The census tract is NMTC and CDBG eligible.
- The new South Oak Cliff High School is directly across the street.



# Proposed Project - Tenancy

AT LAST! is an Urban Boarding Experience designed to deliver educational resources and tools to impoverished elementary school children, its residential component involves serving as supplemental housing for those children. From a functional standpoint, four Scholars-In-Residence will reside in each suite. They will arrive on Sunday afternoons for the upcoming school week and will return to the AT LAST! residence after school each day until Friday. On Fridays, the Scholars-In-Residence return to their homes and families, and then return again on Sunday afternoon. From a financial perspective, no family or Scholar-In-Residence pays rent or a fee to participate in AT LAST!.

AT LAST! will improve educational outcomes for impoverished elementary school children and create jobs for (a) college students in at PQC and UNT-Dallas, and (b) senior citizens on fixed incomes within 2 miles of AT LAST! That will act as facilitators.

The lease between the EmDev, LLC and AT LAST! was negotiated in an arm's length transaction with each party represented by different outside lawyers.

# Proposed Project - Tenancy

## **Supervision and Security Procedures:**

AT LAST! has created a Security Advisory Board comprised of law enforcement professionals. Their responsibility will be to advise on facility & non-facility operational and security elements needed to conduct operations within each residential facility.

Staffing—Supervision & Security. Every Overnight stage (Midnight-to-0600) involving AT LAST! operations in House 1 will involve two (2) Overnight Counsellors positioned at the intersection of the 2 hallways where the Scholars-In-Residence sleep. The Counsellors are no more than twenty (20) feet from the door of the room of any Scholar-In-Residence, and they can see the doorways of each room. Also present in the residence will be the House Mom, whose room is forty (40) feet from the Counsellors.

Beyond Staffing—Multi-Pronged Approach to Supervision & Security. AT LAST! plans a multi-pronged approach to ensuring the safety and security of its Scholars-In-Residence. On an ongoing basis, the Security Advisory Board will review and comment upon the base elements of the policies and practices, including the following: Design, Operations, Programming, and Technology.

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# Proposed Project - Tenancy

AT LAST! will have a Child Care License issued by the Texas Department of Family and Protective Services. In order to obtain it, AT LAST! must comply with a two-step process: (1) Obtain a Certificate of Training from the Texas Dept of Fam & Protective Services relevant to operating a Child Care Facility, and (2) pass an inspection by the Department. Inspection by the Department is not scheduled until the construction of the facility is complete. All faculty, counselors, and employees of AT LAST! Will be subjected to extensive background check. The projected annual Operating Budget for House 1 is \$700K-to-\$850K. The jobs and descriptions for House 1 are listed below:

JOB'S CREATED	BRIEF DESCRIPTION	# In House	# Cumul-atively
Grandma Morning (0600-0800)	Awaken kids & get them off to school. Retirees from surrounding neighborhood.	3	3
Receptionist (0900-to-1700)	Answers calls. 1 <sup>st</sup> impressions ambassadors.	1	1
House Mom (1500-to-2300)	Establisher of the House's Culture.	1	1
Security (1500-to-2300)	In-House & On-Property protection.	1	1
Executive Function Counsellors (1500-to-1900)	Developing executive function w/in SIRs.	3	3
Learning-To-Learn Counsellors (1500-to-1900)	Developing proficiency in skill of learning w/in SIRs.	3	3
Evening Transition Counsellors (1900-to-2400)	Monitoring transition into socialization & downtime.	3	3
Overnight Transition Counsellors (2400-to-0600)	Resource & comforting presence for SIRs who awaken during night.	2	2
DAY TOTALS		17	17

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# Proposed Project - Tenancy

## **First of its kind:**

AT LAST!'s model (and “urban boarding experience” for elementary school-aged kids) does not exist elsewhere. It represents actual innovation, and thus has the capacity to improve educational outcomes. There are, however, concepts in adjacent spaces that AT LAST! has learned from: SEED (an urban boarding school originated in Washington, DC), and Boys Hope Girls Hope (an urban boarding experience that focuses on high school students and is “college prep” in its approach

# Proposed Project - Tenancy

## **Selection Process for Admission:**

AT LAST! has 16 slots to offer and will select the children for those slots by use of a lottery admissions system. The children selected for those slots are AT LAST!'s "Scholars-In-Residence."

AT LAST!'s lottery system will be weighted to favor those who:

1. Qualify for free and reduced lunch
2. Live within (by order of preference)
  - a. 2 miles of the location of AT LAST!'s
  - b. 2.1-to-5 miles of the location of AT LAST!'s
  - c. 5.1 miles of the location of AT LAST!'s
3. Are entering 3rd, 4th or 5th grade in August 2020.

Families will be informed about AT LAST! through a number of channels:

1. Conducting Info Sessions at the elementary schools that are within Zones a & b
2. Working collaboratively with the Principal/Community Liaison at South Oak Cliff High School
3. Working collaboratively with community organizations located within Zones a & b
4. Conducting Info Sessions at churches located in Zones a & b
5. Social Media
6. Working collaboratively with the DCCCD to inform its Workforce Development and Adult Education students about AT LAST!

# Proposed Project - Tenancy

## Insurance for Tenant:

The insurance required by the state regulatory body that will license AT LAST! is a policy providing liability insurance covering \$300,000 for each occurrence of negligence (Chapter 748, Title 26, Health and Human Services, Part 1, Texas Health and Human Services Commission, Section 748.151(6)). AT LAST! will exceed that minimum standard (with coverage of either \$500,000 or \$1,000,000).

In addition, AT LAST! currently has the following coverages:

- 1) Builder's Risk (\$1,500,000)
- 2) D&O Liability (\$1,000,000)
- 3) Employment Practices (\$1,000,000)
- 4) Fiduciary Liability (\$1,000,000)
- 5) Workplace Violence (\$1,000,000)
- 6) Internet Liability (\$1,000,000)

AT LAST! will also secure Property Insurance upon completion of House 1.

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# Staff Recommendation

## Incentive Summary

- **Recommended Incentive:** \$400,000 in 2017 general obligation bond funds (Economic Development Prop. I – District #4 Discretionary Funds) as a conditional grant. The grant will be payable upon the completion of the project which shall be defined as having a final certificate of occupancy and AT LAST! is operating in the entire space for Phase I.
- The Grant shall be payable as a reimbursement for eligible expenses actually incurred during the construction of building 1 (including site work) or to pay down a bridge loan (or other credit facility) established to pay such expenses, and shall only be paid after a final certificate of occupancy and the building is open. The grant shall require the developer/operator to operate the facility for no less than three (3) years.

# Staff Recommendation

## Incentive Summary

- Pursuant to the P/PPP Guidelines and Criteria (effective for the period January 1, 2020 through December 31, 2020), the proposed development is located in a Target Area. The project meets the minimum eligibility criteria of the program by providing an investment greater than \$1 million (\$1.5 million for Phase I).

# Staff Recommendation

## Incentive Summary – City Requirements

- Minimum required investment: \$850,000 excluding acquisition.
- The Project shall include the development of one (1) building approximately 5,700 square foot building and sitework at 405 E. Overton Road, Dallas, TX, 75216.
- The Developer shall obtain building permit(s) for the Project by December 31, 2020. Demolition permits and/or foundation permits shall not fulfill this requirement.
- Developer shall complete the construction of the Project and obtain the final Certificate of Occupancy (CO) buildings by June 30, 2022.
- The Developer shall solidify its fundraising strategy and its funding for the project prior to the City Council approval.
- Prior to City Council consideration, the Developer shall provide three (3) years of financial statements for EmDev and AT LAST!.
- Upon the stabilization of the Project, the Developer shall cause AT LAST! to operate the Project's "urban boarding experience" for a period of no less than three (3) years.

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# Staff Recommendation

## Incentive Summary – City Requirements

- The project via the tenancy of AT LAST! shall create no less than twelve (12) full-time jobs (or full-time job equivalents) of which 51% (7 employees) shall be hired from low to moderate income census tracts in the City of Dallas or the following zip codes 75216, 75217, 75215, 75241 and 75210.
- The developer via AT LAST! shall ensure that no less than eight (8) students per year and no less than forty (40) over the three (3) year compliance period are provided basic, age-appropriate workforce development skills in the form of introduction to subject matters related to workforce development, career exposure, and career education for high-demand industries such as technology, coding, and health care.
- The developer via AT LAST shall ensure that no less than eight (8) slots are available to students from the following the zip codes: 75216, 75217, 75215, 75241, 75210.
- All employees after the date of the City Council authorization of the proposed incentive agreement shall be paid a minimum starting hourly wage of \$15.00 per hour (excluding overtime, tips, bonuses, and benefits).

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# Staff Recommendation

## Incentive Summary – City Requirements

- The Developer shall make a good faith effort to comply with the City's Business Inclusion and Development ("BID") goal of 25% participation by certified M/WBE for all hard construction expenditures on the Project and meet all reporting requirements.”
- AT LAST! will obtain a Certificate of Training from Texas Dept of Family & Protective Services within 180 days of execution of the grant agreement
- AT LAST! will pass the necessary state inspections within 180 days of being issued a final certificate of occupancy

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# Staff Recommendation

## Incentive Summary – City Requirements

The Developer shall meet all annual reporting requirements including:

1. Certified Annual Occupancy Report for the Project
2. AT LAST shall furnish an annual operating budget during the three (3) year compliance period
3. Annual CPA prepared financial statements for AT LAST!.
4. The developer shall provide an annual copy of the Form 990 for AT LAST during the three (3) year compliance period.
5. Provide an annual certification that twelve (12) students per year were enrolled at AT LAST! and received its programming.
6. Provide an annual certification relating to the number of full-time jobs (or full-time job equivalents) created and/or existing as a result of the project and ensure that seven (7) jobs were filled by individuals from low to moderate census tracts or high unemployment zip codes.
7. An annual report shall be provided regarding the enrollment of AT LAST!

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# Next Steps

- With Committee approval, an agenda item will be placed on the City Council voting agenda for March 25, 2020

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Committee  
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**Courtney Pogue, Director  
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City of Dallas**

