

Exhibit A: Southern Gateway Deck Park Development Agreement Terms

The Southern Gateway Public Green Foundation (SGPGF) and the City of Dallas propose to enter into a development agreement to build a new public park of approximately five acres. The park will be constructed in two phases over I-35 between Ewing and Marsalis Avenues. The first phase of the project extends from Ewing Avenue to Lancaster Avenue and is estimated to cost \$82M. The Phase I deck structure is fully funded with participation from the North Central Texas Council of Governments (\$40M) and the City of Dallas (\$7M in 2017 Bond Funds). SGPGF proposes to privately raise \$35M to fully fund Phase I development of the park (known as Plaza Area) on top of the deck. As part of the development of the project, the City and TxDOT will enter into an air rights agreement for the future park.

Phase II of the project extends from Lancaster to Marsalis Avenues and is anticipated to cost approximately \$90M. It is currently unfunded. However, the City and SGPGF intend to identify potential funding sources, which includes a commitment by SGPGF to privately raise up to \$30M for development of the Phase II park (Plaza Area).

The Park and Recreation Board approved the deal points for the project June 24, 2021. A briefing was presented on this project to the Quality of Life, Arts and Culture Committee on August 16, 2021. An agenda item for the development agreement is scheduled for City Council consideration on November 10, 2021.

The agreement will be subject to the following salient terms:

- City shall own the plaza area and its related improvements;
- SGPGF is responsible for the design, development and construction of the plaza area;
- SGPGF shall commence construction within 18 months following Director's written notice to proceed to SGPGF;
- SGPGF has 30 months to complete Phase I of the Plaza Area;
- The City, through the Park and Recreation Department Director, will review and approve plans at each stage of the design and construction process;
- Subject to certain rights of TxDOT, the City will own all improvements constructed or affixed in the Plaza Area;
- City shall be the sole and exclusive owner of all trademark and service mark rights of the Southern Gateway Deck Plaza;
- SGPGF shall be responsible for all permits and other approvals required for the construction of the Plaza Area;
- Subject to Park and Recreation Board approval and in accordance with the Park Naming Policy, SGPGF shall have naming rights to the Plaza Area and all improvements;
- SGPGF shall retain revenues derived from the naming rights for use, operation, maintenance of the Plaza Area;
- SGPGF, at its sole cost, shall be responsible for operation and maintenance of the Plaza Area, for the benefit of the public and said obligation will be memorialized further in a separate maintenance and use agreement;
- SGPGF shall require contractor(s) to use good faith efforts to comply with Business Inclusion and Development (BID) Policy. SGPGF shall take additional measures as described below:
 - SGPGF will meet with the City, prior to commencement of construction,

to discuss plans for its good faith efforts to comply with the City's BID Policy and (i) upon initiation of the design, (ii) upon commencement of construction, and (iii) upon completion of construction

- SGPGF shall update the Director, through the Office of Business Diversity, with a written report on its good faith efforts to comply with the City's BID Policy
- SGPGF shall: (1) strive to exceed the City's M/WBE goals for procurement on construction projects and; (2) participate in a minimum of two (2) information sessions regarding contracting opportunities with advocacy organizations such as Regional Black Contractors Association, Regional Hispanic Contractors Association, and the Oak Cliff Chamber; and
- The agreement will be subject to such other terms, conditions waivers and disclaimers as the City deems necessary, convenient or appropriate.