MINUTES OF THE DALLAS CITY COUNCIL WEDNESDAY, FEBRUARY 14, 2024

24-0240

VOTING AGENDA MEETING DALLAS CITY HALL, COUNCIL CHAMBER/VIDEO CONFERENCE MAYOR ERIC JOHNSON, PRESIDING

PRESENT: [15] Johnson, Atkins, Arnold (**9:33 a.m.), West, Moreno (**9:35 a.m.), Gracey, Resendez, Narvaez, Bazaldua, Blackmon, Stewart, Schultz, Mendelsohn (**9:31 a.m.), Willis, Ridley

ABSENT: [0]

The meeting was called to order at 9:29 a.m. with a quorum of the city council present.

The invocation was given by Minister J.K. Hamilton from Mountain View Church of Christ.

Mayor Johnson led the pledge of allegiances of the United States of America and Texas State flags.

The meeting agenda, posted in accordance with Chapter 551, "OPEN MEETINGS," of the Texas Government Code, was presented.

The meeting recessed at 12:08 p.m. and reconvened to open session at 1:17 p.m.

After all business properly brought before the city council had been considered, the city council adjourned at 6:07 p.m. due to loss of a quorum.

ATTEST:

Mayor

City Secretary

Date Approved

The annotated agenda is attached to the minutes of this meeting as EXHIBIT A.

The actions taken on each matter considered by the city council are attached to the minutes of this meeting as EXHIBIT B.

The actions taken on renewal motions that allows the city council to further discuss (reconsideration) or dispose (rescind) of a motion previously considered by the city council, are filed with the City Secretary as official public records and comprise EXHIBIT C to the minutes of this meeting.

*Note: Members of the City Council participated in this meeting by video conference. **Note: Indicates arrival time after meeting called to order/reconvened

MINUTES OF THE DALLAS CITY COUNCIL WEDNESDAY, FEBRUARY 14, 2024

EXHIBIT A

MINUTES OF THE DALLAS CITY COUNCIL WEDNESDAY, FEBRUARY 14, 2024

EXHIBIT B

FEBRUARY 14, 2024

24-0241

CITIZEN SPEAKERS

In accordance with the City Council Rules of Procedure, the city council provided "open microphone" opportunities for the following individuals to comment on matters that were scheduled on the city council voting agenda or to present concerns or address issues that were not matters for consideration listed on the posted meeting agenda:

OPEN MICROPHONE – BEGINNING OF MEETING:

SPEAKER:	Susan Oakey, 444 Mayrant Dr.
SUBJECT:	Carriage horse ban
SPEAKER:	Mark Nunneley, 6310 Joyce Way (handout provided)
SUBJECT:	Homelessness and encampments
SPEAKER:	Stephanie Drenka, 5614 Abrams Rd.
SUBJECT:	Ceasefire resolution
REPRESENTING:	Dallas Asian American Historical Society
SPEAKER:	Amy Tran, 8715 Flint Falls Dr.
SUBJECT:	Ceasefire
SPEAKER:	William Capper, 4938 Hilandale St.
SUBJECT:	Ceasefire resolution for Gaza

Councilmember Bazaldua moved to suspend the City Council Rules of Procedure [Sec. 6.3(f)] to allow the remaining registered Dallas residents an opportunity to address the city council; there was no objection voiced by the city council.

SPEAKER:	Lindsay Lindeman, 6467 Melody Ln.
SUBJECT:	Ceasefire resolution
SPEAKER:	Janice Tennison, 6934 Tractor Dr.
SUBJECT:	Homeless/housing
SPEAKER:	Eddie Propes, 2639 Exeter Ave.
SUBJECT:	Landmark in the state of Texas 1865
SPEAKER:	Summer Waters, 3318 Spruce Valley Ln.
SUBJECT:	Presentation of empathy
SPEAKER:	Marvin Crenshaw, 2704 Pennsylvania Ave.
SUBJECT:	Genocide ethnic cleansing

OFFICIAL ACTION OF THE DALLAS CITY COUNCIL FEBRUARY 14, 2024 24-0241 Page 2

OPEN MICROPHONE – BEGINNING OF MEETING:

(continued)

SPEAKER:	Britney English, 2238 Elderoaks Ln.
SUBJECT:	Ceasefire now
SPEAKER:	Jo Hargis, 2227 Hollybush Dr.
SUBJECT:	Ceasefire resolution
REPRESENTING:	Dallas Anti-War Committee
SPEAKER:	Keith Miller, 511 Archer Ave.
SUBJECT:	Do not ban horse drawn carriages
REPRESENTING:	Save Dallas Horse Carriages
SPEAKER:	Shilpi Shikha, 195 W. Davis St.
SUBJECT:	Ceasefire & beyond in Palestine
SPEAKER:	Chase Fitzpatrick, 8276 Callimont Dr.
SUBJECT:	Ceasefire
SPEAKER:	Wendy Goodwin, 2400 S. Ervay St.
SUBJECT:	United Nation Genocide Conference

OPEN MICROPHONE – END OF MEETING:

SPEAKER:	Deloris Phillips, 620 W. Westchester Pkwy., Grand Prairie, TX
SUBJECT:	Fabricated police report/green oaks
SPEAKER:	Jodie Wiederkehr, 7056 N. Damen Ave., Chicago, IL
SUBJECT:	Humane horse carriage ban
REPRESENTING:	Ban Horse Carriages Dallas
SPEAKER:	Gloria Carbajal, 509 Pecan St., Ferris, TX
SUBJECT:	Legislation to ban horse drawn carriages
REPRESENTING:	Ban Horse Carriages Dallas
SPEAKER:	Jamie Fisher, 1511 County Rd., Gainesville, TX
SUBJECT:	Do not ban horse drawn carriages
REPRESENTING:	Save Dallas Horse Carriages
SPEAKER:	BM Randolph, Not Provided
SUBJECT:	Satan I warned you

OFFICIAL ACTION OF THE DALLAS CITY COUNCIL FEBRUARY 14, 2024 24-0241 Page 2

OPEN MICROPHONE – END OF MEETING:

(continued)

SPEAKER:	Sarah Abdel Motaleb, Not Provided
SUBJECT:	Ceasefire resolution
SPEAKER:	Macenzye Snyder, Not Provided
SUBJECT:	Save Dallas horse drawn carriage
REPRESENTING:	Save Dallas Horse Carriages
SPEAKER:	Noor Wadi, Not Provided
SUBJECT:	Ceasefire now

FEBRUARY 14, 2024

24-0242

Item 1:Approval of Minutes of the January 24, 2024 City Council MeetingCouncilmember Schultz moved to adopt the minutes as presented.

Motion seconded by Councilmember West and unanimously adopted.

FEBRUARY 14, 2024

24-0243

CONSENT AGENDA

Prior to consideration of the consent agenda, the following registered speakers addressed the city council:

Taylor Thomas, 13455 Noel Rd., representing Palladium USA International Inc. [Agenda Item 11] Elizabeth Deitchman, 13555 Noel Rd., representing Palladium USA [Agenda Item 11]

The consent agenda consisted of consent agenda items 2-36. Consent agenda items 2, 11, 15, 22 and 27 were corrected.

Councilmember Bazaldua requested consent agenda item 2 be considered as an individual item later in the meeting; there was no objection voiced by the city council.

Councilmember Mendelsohn requested consent agenda items 7, 15, 17, 18 and 27 be considered as individual items later in the meeting; there was no objection voiced by the city council.

Councilmember Stewart requested consent agenda item 9 be considered as an individual item later in the meeting; there was no objection voiced by the city council.

Councilmember Moreno requested consent agenda item 9 be considered as an individual item later in the meeting; there was no objection voiced by the city council.

Deputy Mayor Pro Tem Arnold requested consent agenda item 16 be considered as an individual item later in the meeting; there was no objection voiced by the city council.

Councilmember West requested consent agenda item 18 be considered as an individual item later in the meeting; there was no objection voiced by the city council.

Therefore, the consent agenda, consisting of consent agenda items 3-6, 8, 10-14, 19-26 and 28-36 was presented for consideration.

Councilmember West moved to adopt all items on the consent agenda.

Motion seconded by Councilmember Schultz and unanimously adopted.

FEBRUARY 14, 2024

24-0244

Item 2: Authorize an optional child-care facilities exemption of 50 percent for qualifying child-care facilities as defined in the Texas Tax Code beginning with the 2024 tax year (fiscal year beginning October 1, 2024) - Estimated Annual Revenue Foregone: TBD General Fund (\$79,512) and Debt Service Fund (\$30,507) totaling (\$110,019)

Corrected

Prior to consideration and the item being read into the record, Councilmember Bazaldua moved to suspend the rules to allow the following individual to address the city council on the item:

• Senator Royce West [Agenda Item 2]

Motion seconded by Councilmember Ridley and unanimously adopted.

Councilmember Bazaldua requested the item be considered as an individual item later in the meeting; there was no objection voiced by the city council.

Later in the meeting, the item was presented for consideration.

The following registered individual addressed the city council on the item:

Melanie Rubin, 5611 Lobello Dr., representing North Texas Early Education Alliance

Councilmember Bazaldua moved to adopt the item with the following change:

• Modified exemption increased from 50 percent to 100 percent

Motion seconded by Councilmember Narvaez.

After discussion, Mayor Johnson called a vote and declared the item unanimously adopted.

FEBRUARY 14, 2024

24-0245

Item 3: An ordinance authorizing (1) the issuance and sale of City of Dallas, Texas, General Obligation Refunding Bonds, Series 2024A in an aggregate principal amount not to exceed \$55,000,000.00; (2) levying a tax in payment thereof; (3) awarding the sale thereof and approving execution of a Purchase Agreement, a Deposit Agreement and an Escrow Agreement; (4) approving the official statement; and (5) enacting other provisions relating to the subject - Not to exceed \$418,000.00 - Financing: 2024A General Obligation Refunding Bonds Fund

Adopted as part of the consent agenda.

Assigned ORDINANCE NO. 32654

FEBRUARY 14, 2024

24-0246

Item 4: A resolution authorizing the appointment of members to the College Advisory Commission - Financing: No cost consideration to the City

FEBRUARY 14, 2024

24-0247

Item 5: Authorize an amendment to the Other Transaction Agreement (No. AJW-FN-CSA-21-SW-004695) with the Federal Aviation Administration (FAA) in connection with the Rehabilitation of Taxiway A and evaluation of the Runway Safety Area of 13L-31R at Dallas Love Field to (1) amend the scope of work to provide technical assistance, locate and physically mark all FAA power and control cables in the affected construction area, and to provide Resident Engineer oversight; and (2) increase the agreement in the amount of \$55,433.14 - Not to exceed \$55,433.14, from \$57,913.28 to \$113,346.42 - Financing: Aviation Passenger Facility Charge - Near Term Projects Fund

FEBRUARY 14, 2024

24-0248

Item 6: An ordinance amending Chapter 7A, "Anti-Litter Regulations," of the Dallas City Code by amending Section 7A-2; (1) providing a revised definition for "private premises"; (2) providing a penalty not to exceed \$2,000.00; (3) providing a saving clause; (4) providing a severability clause; and (5) providing an effective date - Financing: No cost consideration to the City

Adopted as part of the consent agenda.

Assigned ORDINANCE NO. 32655

FEBRUARY 14, 2024

24-0249

Item 7: Authorize (1) preliminary adoption of Substantial Amendment No. 3 to the FY 2023-24 Action Plan for the Community Development Block Grant (CDBG) Funds from the U.S. Department of Housing and Urban Development (HUD) to reprogram unspent FY 2022-23 CDBG Funds in the total amount of \$4,500,000.00 from the Home Improvement & Preservation Program to the Residential Development Acquisition Loan Program; and (2) a public hearing to be held on March 27, 2024, to receive comments on Substantial Amendment No. 3 to the FY 2023-24 Action Plan for the CDBG Funds -Financing: No cost consideration to the City

Councilmember Mendelsohn requested the item be considered as an individual item later in the meeting; there was no objection voiced by the city council.

Later in the meeting, the item was presented for consideration.

Councilmember West moved to adopt the item.

Motion seconded by Mayor Pro Tem Atkins.

After discussion, Mayor Johnson called a vote and declared the item unanimously adopted.

FEBRUARY 14, 2024

24-0250

Item 8: Authorize (1) the adoption of a Resolution of Support for Generation Housing Partners, LLC and/or its affiliate(s) (Applicant), related to its application to the Texas Department of Housing and Community Affairs (TDHCA) for 9% Housing Tax Credits for the development The Heights at Park Lane to be located at 9310 North Central Expressway, Dallas, Texas 75231; and (2) an agreement with the Applicant for a line of credit in the amount of \$500.00 for the proposed multifamily development -Not to exceed \$500.00 - Financing: General Fund

FEBRUARY 14, 2024

24-0251

Item 9: Authorize (1) the adoption of a Resolution of Support for Generation Housing Partners, LLC and/or its affiliate(s) (Applicant), related to its application to the Texas Department of Housing and Community Affairs for 9% Housing Tax Credits for the development Patriot Pointe at Markville to be located at 9222 Markville Dr., Dallas, Texas 75243; and (2) an agreement with the Applicant for a line of credit in the amount of \$500.00 for the proposed multifamily development - Not to exceed \$500.00 - Financing: General Fund

Councilmember Stewart requested the item be considered as an individual item later in the meeting; there was no objection voiced by the city council.

Later in the meeting, the item was presented for consideration.

Councilmember Moreno moved to deny the item.

Motion seconded by Councilmember Blackmon.

After discussion, Mayor Johnson called a vote and declared the item unanimously denied.

FEBRUARY 14, 2024

24-0252

Item 10: Authorize (1) the adoption of a Resolution of Support for O-SDA Industries, LLC or its affiliate(s) (Applicant), related to its application to the Texas Department of Housing and Community Affairs (TDHCA) for 9% Housing Tax Credits for the development Olea at Oak Cliff (Project) located at 541 East Jefferson Boulevard, Dallas, Texas 75203; (a) accordance with 10 TAC §11.3(d) (the "Administrative Code"), specifically allow the adaptive reuse of the Project, as required by the Administrative Code, because the Project is within one linear mile or less of Gateway Oak Cliff (a 9% housing tax credit development located at 400 South Beckley Avenue), and is subject to the One Mile Three Year Rule; (b) in accordance with 10 TAC § 11.3(e) and § 11.4(c)(1) (the "Administrative Code") specifically allow the proposed adaptive reuse of the Project, as required by the Administrative Code, because the Project is located in a census tract that has more than 20% Housing Tax Credit Units per total households; and (2) an agreement with the Applicant for a line of credit in the amount of \$500.00 for the proposed multifamily development - Not to exceed \$500.00 - Financing: General Fund

FEBRUARY 14, 2024

24-0253

Item 11: Authorize (1) the adoption of a Resolution of Support for Palladium USA International, Inc. and/or its affiliate(s) or RIVA Switzerland, Inc. and/or its affiliate(s) (Applicant), related to its application to the Texas Department of Housing and Community Affairs (TDHCA) for 2024 9% Low Income Housing Tax Credits for the development of 3606 S. Cockrell Hill Road Senior Living located at 3606 S. Cockrell Hill Road, Dallas, TX 75236; and (2) an agreement with the Applicant for a line of credit in the amount of \$500.00 for the proposed multifamily development - Not to exceed \$500.00 - Financing: General Fund

Corrected

FEBRUARY 14, 2024

24-0254

Item 12: Authorize (1) the adoption of a Resolution of Support for St. Margaret, Inc., and/or its affiliate(s) (Applicant), related to its application to the Texas Department of Housing and Community Affairs (TDHCA) for 2024 9% Housing Tax Credits for the development of The Broderick located at 12800 Coit Road, Dallas, TX 75251; and (2) an agreement with the Applicant for a line of credit in the amount of \$500.00 for the proposed multifamily development - Not to exceed \$500.00 - Financing: General Fund

FEBRUARY 14, 2024

24-0255

Item 13: Authorize (1) the adoption of a Resolution of Support for Sycamore Strategies, LLC, and/or its affiliate(s) (Applicant), related to its application to the Texas Department of Housing and Community Affairs (TDHCA) for 9% Housing Tax Credits for the development West End Lofts to be located at 805 Elm Street, Dallas, Texas 75202 (Project); and (a) in accordance with 10 TAC §11.3(d) (the "Administrative Code"), specifically allow the construction of the Project, as required by the Administrative Code, because the Project is within one linear mile or less of Cabana Design District Apartment Homes (a 9% housing tax credit development located at 899 North Stemmons Freeway), and is subject to the One Mile Three Year Rule; and (2) an agreement with the Applicant for a line of credit in the amount of \$500.00 for the proposed multifamily development - Not to exceed \$500.00 - Financing: General Fund

FEBRUARY 14, 2024

24-0256

Item 14: Authorize (1) the adoption of a Resolution of Support for Sycamore Strategies, LLC, and/or its affiliate(s) (Applicant), related to its application to the Texas Department of Housing and Community Affairs (TDHCA) for 9% Housing Tax Credits for the development of Braniff Lofts to be located at 2801 Wycliff Avenue, Dallas, Texas 75219; and (2) an agreement with the Applicant for a line of credit in the amount of \$500.00 for the proposed multifamily development - Not to exceed \$500.00 - Financing: General Fund

FEBRUARY 14, 2024

24-0257

Item 15: Authorize an amendment to the Dallas Housing Resource Catalog (DHRC) to the (1) Land Transfer Program (LTP), as shown in the attached Exhibit A to: (1a) the release of the Land Transfer Program LTP deed restrictions initially required when a qualified buyer is also a Dallas Homebuyer Assistance Program (DHAP) participant; (a) and instead impose the federally required DHAP deed restrictions on lots (s) which shall to be filed and recorded in the real property records of the county in which the parcel(s) of real property is located; (b) no longer require a qualified buyer that is not a DHAP participant shall not be required to meet DHAP underwriting guidelines; and (c) require a qualified buyer that is also a DHAP participant shall be required to meet DHAP underwriting guidelines; (2) an amendment to the DHRC Single Family Development Requirements/Underwriting (SFDRU), as shown in the attached Exhibit B to: (a) no longer require Community Housing Development Organizations (CHDOs) to repay amend HOME funded loans issued by the City used for acquisition and construction financing and instead categorize them as from repayable to forgivable loans based on the total development cost related to the sales price of the home; and (b) this amendment shall be enforced retroactively from May 12, 2021, the effective date of the development agreement with all non-profit Community Housing Development Organizations (CHDOs), to the current including any applicable repayments to City-certified CHDOs for loan payments made during this time period -Estimated Net Revenue: General Fund Financing: No cost consideration to the City \$741,921.00 (see Fiscal Information)

Corrected

Councilmember Mendelsohn requested the item be considered as an individual item later in the meeting; there was no objection voiced by the city council.

Later in the meeting, the item was presented for consideration.

Councilmember Moreno moved to adopt the item.

Motion seconded by Councilmember West.

After discussion, Mayor Johnson called a vote and declared the item adopted on a divided vote with Councilmember Mendelsohn voting "No."

FEBRUARY 14, 2024

24-0258

Item 16: Authorize an increase in the development loan agreement with Texas Heavenly Homes Ltd., or its affiliate (Applicant), conditioned upon the completion of a third-party underwriting for the development of the Bottom Infill, a 32-unit single-family affordable housing project located in the Bottom neighborhood of Council District 4 - Not to exceed \$3,084,427.00, from \$500,000.00 to \$3,584,427.00 - Financing: Community Development Block Grant Disaster Recovery Funds

Deputy Mayor Pro Arnold requested the item be considered as an individual item later in the meeting; there was no objection voiced by the city council.

Later in the meeting, the item was presented for consideration.

Deputy Mayor Pro Tem Arnold moved to defer the item to the March 27, 2024 voting agenda meeting of the city council.

Motion seconded by Councilmember Narvaez.

After discussion, Mayor Johnson called a vote and declared the item unanimously deferred.

FEBRUARY 14, 2024

24-0259

Item 17: Authorize the Dallas Public Facility Corporation to (1) acquire, develop, and own Santa Fe Trail at Haskell located at 4000 Ash Lane, Dallas, Texas 75223, a mixed-income, multifamily development to be located at 4000 Ash Lane; and (2) enter into a seventy-five-year lease agreement with Larkspur Capital, LP, or its affiliate, for the development of the Project - Estimated Revenue Forgone: General Fund \$2,609,794.00 (For 75 years; see Fiscal Information)

Councilmember Mendelsohn requested the item be considered as an individual item later in the meeting; there was no objection voiced by the city council.

Later in the meeting, the item was presented for consideration.

Councilmember Moreno moved to adopt the item.

Motion seconded by Councilmember Narvaez.

During discussion, Councilmember West requested a record vote.

After discussion, Mayor Johnson called a record vote on Councilmember Moreno's motion:

Voting Yes: [14] Johnson, Atkins, Arnold, West, Moreno, Gracey, Resendez, Narvaez, Bazaldua, Blackmon, Stewart, Schultz, Willis, Ridley

Voting No: [1] Mendelsohn

The city secretary declared the motion adopted.

FEBRUARY 14, 2024

24-0260

Item 18: Authorize the ratification of a resolution for the architectural and engineering professional services contract for emergency design of 1950 Forth Worth Avenue - Kirksey Architects Inc., dba Kirksey Architecture, most qualified bidder of two - Not to exceed \$536,186.00 - Financing: Coronavirus State and Local Fiscal Recovery Fund

Councilmember West requested the item be considered as an individual item later in the meeting; there was no objection voiced by the city council.

Later in the meeting, the item was presented for consideration.

Councilmember Blackmon moved to adopt the item.

Motion seconded by Councilmember Resendez.

After discussion, Mayor Johnson called a vote and declared the item unanimously adopted.

FEBRUARY 14, 2024

24-0261

Item 19: A resolution authorizing the conveyance of an easement and right of way containing approximately 2,286 square feet of land to Oncor Electric Delivery Company, LLC for the construction, maintenance and use of power lines and electric transformer facilities across City-owned land, located at the intersection of Schroeder Road and Willowdell Drive - Financing: No cost consideration to the City

FEBRUARY 14, 2024

24-0262

Item 20: An ordinance abandoning a portion of an alley to Fermin Olvera, the abutting owner, containing approximately 1,605 square feet of land, located near the intersection of Kiest and Los Angeles Boulevards; and authorizing the quitclaim - Revenue: General Fund \$7,800.00, plus the \$20.00 ordinance publication fee

Adopted as part of the consent agenda.

Assigned ORDINANCE NO. 32656

FEBRUARY 14, 2024

24-0263

Item 21: An ordinance abandoning a portion of one drainage and utility easement, all of one sanitary sewer easement and portions of four other sanitary sewer easements to JAHCO Lake Highlands, LLC and JAHCO LH Development, LLC, the abutting owners, containing a total of approximately 23,663 square feet of land, located near the intersection of Skillman Street and Audelia Road - Revenue: General Fund \$8,800.00, plus the \$20.00 ordinance publication fee

Adopted as part of the consent agenda.

Assigned ORDINANCE NO. 32657

FEBRUARY 14, 2024

24-0264

Item 22: Authorize (1) a construction services contract for the construction of landscape enhancements for U.S. Highway 67 (U.S. 67) at Camp Wisdom Road Project (CSJ No. 0261-03-070, Assistance Listing No. 20.205) - Central North Construction, lowest responsible bidder of two in the amount of \$404,859.00; (2) the establishment of appropriations in an amount not to exceed \$420,000.00 in the U.S. 67 at Camp Wisdom Rd, TxDOT Green Ribbon Project Fund; and (3) the receipt and deposit of funds in an amount not to exceed \$420,000.00 in the U.S. 67 at Camp Wisdom Rd, TxDOT Green Ribbon Project Fund -Not to exceed \$424.859.00 -Financing: Internal Service Bond Program Administration Fund (\$4,859.00) and U.S. 67 at Camp Wisdom Rd, TxDOT Green Ribbon Project Fund (\$420,000.00)

Corrected

FEBRUARY 14, 2024

24-0265

Item 23: Authorize (1) an agreement with Eglington Development, Ltd., for contribution of funds in the amount of \$120,000.00 towards the warranted traffic signal installation at the intersection of Forest Lane and Nuestra Drive in the City of Dallas; (2) the establishment of appropriations in an amount not to exceed \$120,000.00 in the Transportation Special Projects Fund; and (3) the receipt and deposit of funds in an amount not to exceed \$120,000.00 in the Transportation Special Projects Fund - Not to exceed \$120,000.00 - Financing: Transportation Special Projects Fund (see Fiscal Information for potential future costs)

FEBRUARY 14, 2024

24-0266

Item 24: Authorize a professional engineering services contract for traffic signal design services for the following six intersections selected as part of the 2021 Highway Safety Improvement Program: North Buckner Boulevard and Peavy Road; Buckner Boulevard and Elam Road; Buckner Boulevard and Chariot Drive/Moberly Lane; Harry Hines Boulevard and Regal Row/Burbank Street; John West Road and La Prada Drive/Big Town Boulevard; Corinth Street and South Ervay Street; and other related tasks - Criado & Associates, Inc., most highly qualified proposer of five - Not to exceed \$342,449.85 - Financing: Coronavirus State and Local Fiscal Recovery Fund

FEBRUARY 14, 2024

24-0267

Item 25: Authorize an Advance Funding Agreement with the Texas Department of Transportation (TxDOT) in the estimated amount of \$2,097,936.11 for a U.S. Department of Transportation - Federal Highway Administration 2021 Highway Safety Improvement Program grant (Agreement No. CSJ 0918-47-348, etc., Assistance Listing No. 20.205) in the amount of \$1,649,419.00 as Federal participation, \$360,723.64 (\$154,056.96 for direct state costs paid to TxDOT and an estimated \$206,666.68 for design) as local participation, and \$87,793.47 as State participation for indirect state costs to construct traffic signal improvements at four intersections (list attached to Agenda Information Sheet) - Total amount of \$154,056.96 - Financing: Coronavirus State and Local Fiscal Recovery Fund

FEBRUARY 14, 2024

24-0268

Item 26: Authorize a construction services contract for the Tornado - Damaged Signals Group 2 - Re-Bid Project to reconstruct traffic signals at the intersections of Walnut Hill Lane and Brockbank Drive, Park Lane and Webb Chapel Road, Royal Lane and St. Michaels Drive, and Forest Lane and Shepherd Road - EAR Telecommunications, LLC DBA: EARTC, lowest responsible bidder of four - Not to exceed \$3,091,437.15 -Financing: Federal Highway Administration Tornado Damaged Signals Fund (\$1,600,000.00) and Coronavirus State and Local Fiscal Recovery Fund (\$1,491,437.15)

FEBRUARY 14, 2024

24-0269

Item 27: Authorize a master cooperative agreement with Staples to provide critical non-food items, such as period products, diapers, adult diapers and other hygiene items for distribution in high needs communities or to residents for the period February 1, 2024 through December 31, 2025 - Not to exceed \$700,000.00 - Financing: Coronavirus State and Local Fiscal Recovery Fund (\$300,000.00) and Equity Fund (\$400,000.00)

Corrected

Councilmember Mendelsohn requested the item be considered as an individual item later in the meeting; there was no objection voiced by the city council.

Later in the meeting, the item was presented for consideration.

Councilmember Schultz moved to adopt the item.

Motion seconded by Councilmember Blackmon.

During discussion, Councilmember Blackmon requested a record vote.

After discussion, Mayor Johnson called a record vote on Councilmember Schultz's motion:

Voting Yes:	[10]	Atkins, Arnold, West, Moreno, Gracey, Resendez, Narvaez, Blackmon, Schultz, Willis
Voting No:	[3]	Johnson, Mendelsohn, Ridley
Absent When Vote Taken:	[2]	Bazaldua, Stewart

The city secretary declared the motion adopted.

FEBRUARY 14, 2024

24-0270

Item 28: Authorize a public hearing to be held on February 28, 2024, to receive comments on the proposed amendments to the Project Plan and Reinvestment and Reinvestment Zone Financing Plan ("Plan") for Tax Increment Reinvestment Zone Number Twelve, the Deep Ellum Tax Increment Financing ("TIF") District (the "TIF District") to: (1) increase the total budget for the Deep Ellum TIF District from \$29,992,935.00 net present value (approximately \$57,641,077.00 in total dollars) to \$46,408,080.00 net present value (approximately \$93,519,023.00 in total dollars); (2) redefine and reallocate budget categories; and (3) make corresponding modifications to the TIF District's Plan; and, at the close of the public hearing, consider an ordinance amending Ordinance No. 26043, previously approved on April 12, 2006, as amended, to reflect these amendments - Financing: No cost consideration to the City

FEBRUARY 14, 2024

24-0271

Item 29: A resolution authorizing amendments to the Dallas Fort Worth International Airport Master Bond Ordinance, the 67th, 68th, and 69th Supplemental Concurrent Bond Ordinances - Financing: No cost consideration to the City

FEBRUARY 14, 2024

24-0272

Item 30: Authorize a three-year cooperative purchasing agreement for a mobile forensic software subscription for the Police Department with Carahsoft Technology Corp. through the Texas Department of Information Resources cooperative agreement - Not to exceed \$715,141.64 - Financing: General Fund (subject to annual appropriations)

FEBRUARY 14, 2024

24-0273

Item 31: Authorize a two-year master agreement for the purchase of liquid dipotassium orthophosphate for the Water Utilities Department - Carus LLC, lowest responsible bidder of two - Estimated amount of \$5,224,827.60 - Financing: Dallas Water Utilities Fund

FEBRUARY 14, 2024

24-0274

Item 32: Authorize a three-year service price agreement for citywide plumbing services for the Building Services Department - A Star Heat and Air, Inc, most advantageous proposer of four - Estimated amount of \$9,974,836.75 -Financing: Capital Construction Fund (subject to annual appropriations)

FEBRUARY 14, 2024

24-0275

Item 33: Authorize a three-year service price agreement for the installation, maintenance, and repair of electromagnetic gates and security fencing for the Department of Aviation - Construction Rent-A-Fence, lowest responsible bidder of two - Estimated amount of \$708,710 - Financing: Aviation Fund (subject to annual appropriations)

FEBRUARY 14, 2024

24-0276

Item 34: Authorize a six-year service price agreement for maintenance and repair services for elevators, escalators, and moving sidewalks for the Building Services Department, Water Utilities Department, and the Department of Aviation - Prestige Elevator Services, LLC, lowest responsible bidder of six - Estimated amount of \$18,390,534.45 - Financing: General Fund (\$460,764.67), Aviation Fund (\$8,500,537.61), Dallas Water Utilities Fund (\$4,000,519.53), and Capital Construction Fund (\$5,428,712.64) (subject to annual appropriations)

FEBRUARY 14, 2024

24-0277

Note: Agenda Item No. 35 must be considered before Agenda Item No. 38 is considered.

Item 35: Authorize a development agreement with Dallas Wetlands Foundation for a term commencing upon execution and shall terminate one year following the completion of the construction of improvements - Not to exceed \$7,358,064.00 - Financing: Park and Recreation (B) Fund (2017 General Obligation Bond Fund)

FEBRUARY 14, 2024

24-0278

Item 36: Authorize a public hearing to be held on March 27, 2024, pursuant to Chapter 26 of the Texas Parks and Wildlife Code, to receive comments on the proposed use of a portion of Bachman Creek Greenbelt located at 3900 Shorecrest Drive, by Dallas Water Utilities for the construction of an 8-inch wastewater line totaling approximately 1,682 square feet of land, and a 30-inch stormwater line totaling approximately 1,580 square feet of land, for the public benefit and execution of a development agreement with UG Bluffview LP for the reconstruction of trail affected by the easement - Financing: No cost consideration to the City (see Fiscal Information)

FEBRUARY 14, 2024

24-0279

Item 37: Consideration of appointments to boards and commissions and the evaluation and duties of board and commission members (List of nominees is available in the City Secretary's Office)

The city secretary distributed a report showing nominations were received and indicated the nominees met qualifications for service with the term for appointment for the 2023-2025 term to begin on October 1, 2023.

Councilmember Schultz moved to appoint the following:

- Tracy Wallace, General Public/Environmental Experience, to the Environmental Commission;
- Victor Toledo to the Reinvestment Zone Nineteen Board (Cypress Waters);
- Matt Fulgham to the Reinvestment Zone Ten Board (Southwestern Medical); and
- Terry Flowers to the Reinvestment Zone Thirteen Board (Grand Park South)

Motion seconded by Councilmember West and unanimously adopted. (Mendelsohn absent when vote taken)

[Information on each newly-appointed member is located in the file shown next to the name of the board.]

24-5350	EVC	ENVIRONMENTAL COMMISSION
24-5351	RZ10	REINVESTMENT ZONE TEN BOARD (SOUTHWESTERN
		MEDICAL
24-5352	RZ13	REINVESTMENT ZONE THIRTEEN BOARD (GRAND PARK
		SOUTH)
24-5353	RZ19	REINVESTMENT ZONE NINETEEN BOARD (CYPRESS
		WATERS

FEBRUARY 14, 2024

24-0280

Item 38: An ordinance (1) ordering a special election to be held in the city of Dallas (the City) on May 4, 2024, for the purpose of authorizing general obligation bonds for propositions on the purposes set forth; and (2) making provisions for the conduct of the election and other related provisions - Financing: No cost consideration to the City

The following registered speakers addressed the city council on the item:

Chris Denney, 2950 McKinney Ave., representing Turtle Creek Conservancy
Louis Darrouzet, 4939 Harvest Hill Rd., representing Metroplex Civic & Business
Association
Marie Camino, 3000 Pegasus Park Dr., representing The Nature Conservancy Texas
Bruce Dunai, 10036 Edgecove Dr.
Tamitha Barbose Curiel, Not Provided

Councilmember Narvaez moved to adopt the item as recommended by the city council committee of the whole, with the following changes and clarifications to the propositions and funding allocations:

- Streets & Transportation increased from \$500,000,000 to \$521,200,000.
- Park & Recreation increased from \$310,500,000 to \$345,270,000.
- Libraries increased from \$43,500,000 to \$43,530,000.
- Housing increased from \$24,400,000 to \$26,400,000.
- Economic Development increased from \$65,800,000 to \$72,300,000.
- Homeless Housing increased from \$8,500,000 to \$19,000,000.
- Flood Protection & Storm Drainage remains at \$52,100,000.
- Public Safety remains at \$90,000,000.
- Cultural Arts Facilities remains at \$75,200,000.
- Information Technology remains at \$5,000,000.

The City Hall and Stemmons Municipal Center propositions remain at \$0 and are deleted from this ordinance.

Motion seconded by Mayor Pro Tem Atkins.

OFFICIAL ACTION OF THE DALLAS CITY COUNCIL 24-0280 Page 2

During discussion, Councilmember Bazaldua moved a *subsidiary motion, with changes and clarifications to the propositions and funding allocations:

- Streets & Transportation decreased from \$521,200,000 to \$507,010,000.
- Park & Recreation decreased from \$345,270,000 to \$336,660,000.
- Libraries decreased from \$43,530,000 to \$43,730,000.
- Housing decreased from \$26,400,000 to \$25,900,000.
- Economic Development increased from \$72,300,000 to \$72,440,000.
- Homeless Housing increased [should be decreased] from \$19,900,000 to \$18,640,000.
- Flood Protection & Storm Drainage decreased from \$52,100,000 to \$51,140,000.
- Public Safety to \$93,250,000 increased from \$90,000,000 to \$93,250,000.
- Cultural Arts Facilities decreased from \$75,200,000 to \$74,330,000.
- City Hall \$27,900,000 increased from \$0 to \$27,900,000.
- Information Technology decreased from \$5,000,000 to \$0.

The Information Technology and Stemmons Municipal Center propositions are at \$0 and are deleted from this ordinance and the propositions are renumbered to reflect this.

Motion seconded by Councilmember Blackmon.

After discussion, Mayor Johnson called a record vote on Councilmember Bazaldua's subsidiary motion:

Voting Yes:	[3]	Bazaldua, Blackmon, Schultz
Voting No:	[12]	Johnson, Atkins, Arnold, West, Moreno, Gracey, Resendez, Narvaez, Stewart, Mendelsohn, Willis, Ridley

The city secretary declared the motion failed.

Mayor Johnson called a record vote on Councilmember Narvaez's original motion:

Voting Yes:	[14]	Johnson, A	Atkins, A	Arnold,	West,	Moreno,
		Gracey, H	Resendez,	Narva	aez, B	lackmon,
		Stewart, Sc	hultz, Me	endelsoh	ın, Will	is, Ridley

Voting No: [1] Bazaldua

The city secretary declared the item amended.

Assigned ORDINANCE NO. 32658

*NOTE: Funding allocations based on Councilmember Narvaez's motion to adopt the item as recommended by the city council committee of the whole, with changes and clarifications to the propositions and funding allocations stated.

OFFICE OF THE CITY SECRETARY

FEBRUARY 14, 2024

24-0281

Item 39: Authorize Supplemental Agreement No. 3 to the service agreement with HR&A Advisors, Inc., approved as to form by the City Attorney, for analytical, strategic and community planning consultant services to: (1) extend the term from June 30, 2024 to June 30, 2025; and (2) increase the overall contract amount by \$1,580,000.00, from \$2,318,000.00 to \$3,898,000.00 - Not to exceed \$1,580,000.00 - Financing: General Fund

Councilmember West moved to adopt the item.

Motion seconded by Councilmember Schultz.

After discussion, Mayor Johnson called a vote and declared the item unanimously adopted.

FEBRUARY 14, 2024

24-0282

ZONING CASES - UNDER ADVISEMENT – INDIVIDUAL

Item Z1: Zoning Case Z223-195(AU)

A public hearing to receive comments regarding an application for an MU-1 Mixed Use District on property zoned an R-10(A) Single Family District, on the northeast line of Seagoville Road, southeast of Ravenview Road

Recommendation of Staff: Approval

Recommendation of CPC: Denial without prejudice

Note: This item was deferred by the City Council before opening public hearing on December 13, 2023, and is scheduled for consideration on February 14, 2024.

Prior to the item being read into the record, Mayor Pro Tem Atkins moved to defer the item to the March 27, 2024 voting agenda meeting of the city council.

Motion seconded by Deputy Mayor Pro Tem Arnold and unanimously deferred.

FEBRUARY 14, 2024

24-0283

DEVELOPMENT CODE AMENDMENTS - UNDER ADVISEMENT - INDIVIDUAL

Item PH1: A public hearing to receive comments regarding consideration of amending Chapters 51 and 51A of the Dallas Development Code, with consideration to be given to amending Sections 51-4.204(4) and 51A-4.204(3), "Child-Care Facility;" 51-4.204(6) and 51A-4.204(1), "Adult Day Care Facility;" 51-4.217(b)(10) and 51A-4.217(b)(7.1) "Day home;" 51-4.407 and 51A-4.407, "Maximum lot coverage;" 51-4.408 and 51A-4.408 "Maximum building height;" 51A-13.306, "Uses;" and 51A-13.402, "Required Parking;" and related sections with consideration to be given to appropriate zoning districts and developing appropriate standards associated with adult day care facilities, child-care facilities, and day homes and an ordinance granting the amendments

Recommendation of Staff: Approval

Recommendation of CPC: Approval

<u>Note</u>: This item was held under advisement by the City Council at the public hearing on December 13, 2023 and is scheduled for consideration on February 14, 2024.

The following individuals addressed the city council on the item:

Jack Kocks, 7658 El Pensador Dr. Nicole Gann, 1234 Abrams Rd. Ashley Brown, 6258 Prospect Ave., representing Juliete Fowler Communities Karen Roberts, 502 Cameron Ave. Lisa Mumford, 10108 Kilarney Dr., representing Juliette Fowler Communities Ed Zahra, 1003 Valencia St., representing Dallas Neighborhood Coalition Robert Price, 418 Valencia St., representing St. Matthews Cathedral Jonathan Vinson, 6342 Vickery Blvd., representing Dallas County Hospital District Ronnie Mestas, 3215 Rutz St. Mary Paras, 2703 Kingston St. Ann McKinley, 6810 Kenwhite Dr., representing Fowler Communities Dementia Friendly Dallas Debbie Solis, 2322 Kenesaw Dr., representing Ledbetter Community Crime Watch Sarah Evans, 9056 Westbriar Dr., representing Heart House Shannon Hendricks, Not Provided, representing Heart House Dallas Cothrum, 2201 Main St. Herb Weitzman, 3901 Lovers Ln. Karl Crawley, 2201 Main St.

OFFICIAL ACTION OF THE DALLAS CITY COUNCIL 24-0283 Page 2

Councilmember Ridley moved to close the public hearing and follow the Zoning Ordinance and Advisory Committee (ZOAC) recommendations with the following changes:

- (1) Child or adult day care facilities are permitted by right in multi-family, retail, central area, mixed-use, multiple commercial, office and urban corridor districts. By Specific Use Permit (SUP) in R(A), D(A), TH(A), and CH districts. An Specific Use Permit (SUP) is not required in residential, duplex, townhouse or clustered housing districts when the child or adult-care facility is operated on a property that is operated by a religious organization or a city recreation center. By right, with approval of DIR, in industrial and CS districts;
- (2) Required Off-Street Parking: None, except that in R(A), D(A), TH(A), and CH districts if an Specific Use Permit (SUP) is required for this use, an off-street parking requirement may be established in the Specific Use Permit (SUP), otherwise one space per 500 square feet of floor area;
- (3) Board of Adjustment may grant a special exception to the following requirements when in the opinion of the board, the special exception will not adversely affect neighboring properties:
 - (a) the minimum side or rear yard requirements for accessory structures for use in outdoor recreation, and

(b) except in R(A), D(A), TH(A), CH, and MH(A) districts, placement of off-street parking in the front yard when prohibited pursuant to Section 51A-4.301(b). Sec. 51A-4.204(3)(E)(iii);

- (4) No more than 12 day home attendees under the age of 18 or 8 over the age of 18, including persons in foster care and those related to the owner of the residence or the head of the household by blood, marriage, or adoption are permitted at any time in the operation of this use; and
- (5) Use Chart. Changed to reflect paragraph 1 above.

Motion seconded by Councilmember Narvaez.

At the request of Councilmember Schultz, Mayor Johnson allowed Councilmember Ridley to clarify that A(A) and MH(A) districts were not included in Section 1 of his motion.

Councilmember Schultz made a subsidiary motion to make the following changes to Councilmember Ridley's motion:

- (1) Child or adult care day-care facilities are permitted in multi-family, retail, central area, mixed-use, multiple commercial, office and urban corridor districts by Specific Use Permit (SUP) in R(A), D(A), TH(A), and CH districts. An Specific Use Permit (SUP) is not required in residential, duplex, townhouse or clustered housing districts when the child or adult-care facility is operated on property that is operated <u>or was previously operated</u> by a religious organization, <u>public or private school</u>, or a city recreation center. By right, with approval of DIR, in industrial and CS districts; and
- (4) no more than 12 day home attendees under the age of 18 or <u>12</u> over the age of 18, including persons in foster care and those related to the owner of the residence or the head of the household by blood, marriage, or adoption are permitted at any time in the operation of this use.

OFFICIAL ACTION OF THE DALLAS CITY COUNCIL 24-0283 Page 3

At the request of Councilmember West, staff clarified the City Plan and Zoning Commission (CPC) recommendation was to allow Child or adult care facility by right, including in R(A), D(A), TH(A), CH districts and have a Specific Use Permit (SUP) in CS and industrial districts.

After discussion, Mayor Johnson called a record vote on Councilmember Schultz's subsidiary motion:

Voting Yes:	[9]	Johnson, Atkins, West, Moreno, Gracey, Resendez, Bazaldua, Blackmon, Schultz
Voting No:	[5]	Arnold, Narvaez, Stewart, Mendelsohn, Ridley
Absent When Vote Taken:	[1]	Willis

The city secretary declared the subsidiary motion passed.

At the request of Councilmember Ridley, staff clarified that in the original motion, made by Councilmember Ridley, the reference '*By right, with approval of DIR, in industrial and CS districts*' refers to the DIR process which stands for Development Impact Review.

Mayor Johnson called a vote and declared the item unanimously amended.

FEBRUARY 14, 2024

24-0284

THOROUGHFARE PLAN AMENDMENT

Item PH2: A public hearing to receive comments to amend Ordinance No. 20860, "City of Dallas Thoroughfare Plan" to change the designation of Elam Road between Pemberton Hill Road and Jim Miller Road from a minor six-lane divided roadway in 100 feet of right-of-way [M-6-D(a)] to a special two-lane undivided roadway with a shared-use path on the north side of the roadway in 75 feet of right-of-way [SPCL 2U]; and, at the close of the public hearing, authorize an ordinance implementing the change -Financing: No cost consideration to the City

No one addressed the city council on the item.

Mayor Pro Tem Atkins moved to close the public hearing and adopt the item.

Motion seconded by Councilmember Resendez and unanimously adopted. (West, Willis absent when vote taken)

FEBRUARY 14, 2024

24-0285

THOROUGHFARE PLAN AMENDMENT

Item PH3: A public hearing to receive comments to amend Ordinance No. 20860, "City of Dallas Thoroughfare Plan" to remove Crown Road from Newkirk Street to Farmers Branch City Limits; and, at the close of the public hearing, authorize an ordinance implementing the change - Financing: No cost consideration to the City

No one addressed the city council on the item.

Councilmember Blackmon moved to close the public hearing and adopt the item.

Motion seconded by Mayor Pro Tem Atkins and unanimously adopted. (West, Resendez, Narvaez, Willis absent when vote taken)

FEBRUARY 14, 2024

24-0286

THOROUGHFARE PLAN AMENDMENT

Item PH4: A public hearing to receive comments to amend Ordinance No. 20860, "City of Dallas Thoroughfare Plan" to remove (1) Harwood Street between Pennsylvania Avenue and Martin Luther King Jr. Boulevard; and(2) Harwood Street between Martin Luther King Jr. Boulevard and Al Lipscomb Way; and, at the close of the public hearing, authorize an ordinance implementing the change - Financing: No cost consideration to the City

No one addressed the city council on the item.

Councilmember Blackmon moved to close the public hearing and adopt the item.

Motion seconded by Councilmember Schultz and unanimously adopted. (West, Resendez, Narvaez, Willis absent when vote taken)

FEBRUARY 14, 2024

24-0287

MISCELLANEOUS HEARINGS

Item PH5: A public hearing to receive comments regarding an application by 8004 West Virginia Drive, LP, an affiliate of April Housing (Applicant) to the Texas Department of Housing and Community Affairs (TDHCA) for 4% Non-Competitive Low Income Housing Tax Credits for West Virginia located at 8004 West Virginia Drive, Dallas, Texas 75228; and, at the close of the public hearing, authorize a Resolution of No Objection for Applicant, related to its application to TDHCA for the development of West Virginia Drive - Financing: No cost consideration to the City

No one addressed the city council on the item.

Mayor Pro Tem Atkins moved to close the public hearing and adopt the item.

Motion seconded by Councilmember Blackmon and unanimously adopted. (West, Resendez, Willis absent when vote taken)

FEBRUARY 14, 2024

24-0288

MISCELLANEOUS HEARINGS

Item PH6: A public hearing to receive comments regarding an application by 13695 Goldmark Drive Owner, LP, an affiliate of Waterford at Goldmark, LP (Applicant) to the Texas Department of Housing and Community Affairs (TDHCA) for 4% Non-Competitive Low Income Housing Tax Credits (4% Housing Tax Credits) for Waterford at Goldmark located at 13695 Goldmark Drive, Dallas Texas 75228; and, at the close of the public hearing authorize a Resolution of No Objection for Applicant, related to its application to TDHCA for the development of Waterford at Goldmark - Financing: No cost consideration to the City

No one addressed the city council on the item.

Councilmember Blackmon moved to close the public hearing and adopt the item.

Motion seconded by Mayor Pro Tem Atkins and unanimously adopted. (West, Resendez, Willis absent when vote taken)

FEBRUARY 14, 2024

24-0289

MISCELLANEOUS HEARINGS

Item PH7: A public hearing to receive comments regarding an application by TX Illinois 2024, Ltd. an affiliate of Generation Housing Partners, LLC (Applicant) to the Texas Department of Housing and Community Affairs (TDHCA) for 4% Non-Competitive Low Income Housing Tax Credits for HiLine Illinois located at 4710 West Illinois Avenue, Dallas, TX 75211; and, at the close of the public hearing, authorize a Resolution of No Objection for Applicant, related to its application to TDHCA for the development of HiLine Illinois - Financing: No cost consideration to the City

No one addressed the city council on the item.

Councilmember Blackmon moved to close the public hearing and adopt the item.

Motion seconded by Councilmember Bazaldua and unanimously adopted. (West, Resendez, Willis absent when vote taken)

FEBRUARY 14, 2024

24-0290

MISCELLANEOUS HEARINGS

Item PH8: A public hearing to receive comments regarding an application by TX Tenison 2024, Ltd. an affiliate of Generation Housing Partners, LLC (Applicant) to the Texas Department of Housing and Community Affairs (TDHCA) for 4% Non-Competitive Low Income Housing Tax Credits for Tenison Lofts located at 3600 Samuell Boulevard, Dallas, TX 75223; and, at the close of the public hearing, authorize a Resolution of No Objection for Applicant, related to its application to TDHCA for the development of Tenison Lofts - Financing: No cost consideration to the City

No one addressed the city council on the item.

Councilmember Moreno moved to close the public hearing and adopt the item.

Motion seconded by Mayor Pro Tem Atkins and unanimously adopted. (West, Resendez, Willis absent when vote taken)

MINUTES OF THE DALLAS CITY COUNCIL WEDNESDAY, FEBRUARY 14, 2024

EXHIBIT C