

KEY FOCUS AREA: Culture, Arts and Recreation and Educational Enhancements

AGENDA DATE: May 24, 2017

COUNCIL DISTRICT(S): 14

DEPARTMENT: Office of Cultural Affairs

CMO: Joey Zapata, 670-1204

MAPSCO: 45-G

SUBJECT

Authorize: **(1)** one or more agreements with the Dallas Center for the Performing Arts Foundation, Inc., and the Moody Foundation granting naming rights for Dallas City Performance Hall to The Moody Foundation and for the design and installation of new signage for the Dallas City Performance Hall; and **(2)** specific findings that: (i) the Moody Foundation's charitable grant to the Dallas Center for the Performing Arts in the amount of \$22 million is a benefit to the City and accomplishes the public purpose of promotion and improvement of the arts; and (ii) the structure of the Moody Foundation's endowment to the Center, and the Governance, Grants and Spending Policy will sufficiently protect and ensure that the public purpose is met in return for the granting of naming rights to the Moody Foundation during the useful life of the performance hall - Financing: No cost consideration to the City

BACKGROUND

Dallas City Performance Hall is a City-owned 750-seat theater, operated by the Office of Cultural Affairs, designed to provide a home in the Dallas Arts District for the City's emerging and mid-size performing arts and cultural organizations. In keeping with other Arts District venues, the Performance Hall also provides rental space for concerts, theatrical productions, lectures and special events. The Performance Hall, which opened in 2012, was constructed utilizing 2006 Bond Funds and cost approximately \$40 million.

The City was approached in early 2017 by representatives of the Dallas Center for the Performing Arts Foundation, Inc. ("Center") regarding a proposal from The Moody Foundation ("Donor") to provide a \$22 million charitable grant to the Center's endowment foundation, \$12 million of which would be designated to assist the Center in the completion of its capital campaign, and \$10 million of which would be held in a separate fund, to be known as the Moody Fund for the Arts, the income from which would be used to provide grants to support and enhance non-profit performing arts organizations in Dallas that are vetted and supported by the Office of Cultural Affairs. In recognition of this endowment to the Center, which will result in a long-term public benefit to the City, the Center, and to arts, culture and charitable service organizations

based in Dallas whose services benefit the public, the City would grant naming rights to the Dallas City Performance Hall to the Donor.

The agreement between the City, Center and Donor will provide that the structure of the endowment to the Center, and the Governance, Grants and Spending Policy will sufficiently protect and ensure that the public purpose is met in return for the granting of naming rights of the facility.

PRIOR ACTION/REVIEW (COUNCIL, BOARDS, COMMISSIONS)

The Cultural Affairs Commission was briefed regarding this matter On April 13, 2017.

On April 20, 2017 the Cultural Affairs Commission, following further consideration of this matter, voted in unanimously favor of a recommendation to rename Dallas City Performance Hall as the Moody Performance Hall in recognition of a \$10 million endowment, the Moody Fund for the Arts, to be established in support of small arts organizations.

The Arts, Culture and Libraries Committee will be briefed regarding this matter on May 15, 2017.

FISCAL INFORMATION

No cost consideration to the City

May 24, 2017

WHEREAS, the City of Dallas (“City”) is the owner of a multi-disciplinary facility, known as the Dallas City Performance Hall (“Performance Hall”), located at 2520 Flora Street in the Dallas Arts District, featuring a 750-seat proscenium theatre, a multilevel lobby featuring a large open space for receptions and small performances, backstage support spaces and an event area on the balcony level; and

WHEREAS, the Performance Hall is managed and operated by the City through its Office of Cultural Affairs, a division of the City Manager’s Office; and

WHEREAS, on September 28, 2005, by Resolution No. 05-2859, the City Council authorized a Performing Arts Center Development and Use Agreement, as amended, with the Dallas Center for the Performing Arts Foundation, Inc. d/b/a AT&T Performing Arts Center (“Center”) for the construction, development, and for the long-term possession of a City-owned, multi-venue performing arts complex consisting of the Winspear Opera House, the Wylly Theater, the Grand Plaza, Annette Strauss Artist Square, underground parking garages and supporting infrastructure; and

WHEREAS, on October 26, 2016 by Resolution No. 16-1750 the City Council authorized a Third Amendment to the Performing Arts Center Use Agreement to increase the City’s annual support from \$2,500,000 to \$4,000,000 in return for the Center’s commitment to promote and support non-profit arts and cultural organizations, and to work collaboratively with the City to identify additional services most needed by local arts and cultural organizations, and provide those services, subject to mutual approval by the City’s Director of Cultural Affairs and the Center; and

WHEREAS, the Center has formed the Dallas Center for the Performing Arts Endowment, Inc. (the “Endowment Foundation”) for the charitable purposes of: (1) supporting and enhancing the Center and (2) providing financial support, in accordance with the Governance, Grants and Investment Policy attached hereto as **Exhibit A**, to arts organizations that perform or display art in the City of Dallas, Texas, and that are supported by the City’s Office of Cultural Affairs; and

WHEREAS, the Moody Foundation, a Texas charitable trust, wishes to make a charitable donation in the amount of \$22 million (“Grant”) to the Center, \$12 million of which will be committed by the Center to its capital campaign, and \$10 million of which will be held in a separate fund (the “Designated Fund”) to be administered by the Endowment Foundation in accordance with the Governance, Grants and Investment Policy in **Exhibit A**; and

WHEREAS, the income from the Designated Fund will be used to provide grants to support and enhance non-profit performing arts organizations in the City of Dallas in accordance with the Endowment Foundation’s Governance, Grants and Spending Policy; and

May 24, 2017

WHEREAS, the City wishes to enter into a Naming Rights Agreement to accomplish the public purposes of promotion, improvement and application of the arts; in particular, to ensure financial support from the Endowment Foundation in the form of grants from the income earned on the Designated Fund that will be permanently committed to the performing arts organizations that are vetted by the City's Office of Cultural Affairs and that are related in purpose or function to the Center's purposes; and

WHEREAS, the City Council finds that granting naming rights to the Moody Foundation in recognition of the Moody Foundation's gift to the Center and the Center's establishment of the Endowment Foundation and the commitment of funding for performing arts organizations pursuant to the Governance, Grants and Spending Policy will result in a long-term public benefit to the City, the Center and to arts, culture, and charitable service organizations based in Dallas whose services benefit the public.

NOW, THEREFORE,

BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF DALLAS:

SECTION 1. That the City Manager is hereby authorized to execute one or more agreements with the Dallas Center for the Performing Arts Foundation, Inc. and/or The Moody Foundation, approved as to form by the City Attorney, granting naming rights for the Dallas City Performance Hall to The Moody Foundation to be known as the "Moody Performance Hall" and providing for the design, fabrication and installation of new signage for the facility subject to the conditions and limitations outlined herein.

SECTION 2. That the term of the naming rights agreement shall not exceed the useful life of the Performance Hall and such agreement shall not constitute a use agreement and shall not create any unfunded debt on behalf of the City nor commit the City or any future city council to re-build or to update or enhance the Performance Hall at any time in the future.

SECTION 3. That the City shall remain solely responsible for the management, repair and maintenance of the site and the Performance Hall and if a future city council in their sole discretion declares the Performance Hall to be surplus property and no longer needed as a performance hall, then the City may sell or demolish the building.

SECTION 4. That the City shall not be liable for specific performance or injunctive relief beyond commercially reasonable maintenance of the signage to be placed on the performance hall during the useful life of the building subject to the discretion of the City Manager and subject to future city council approval and appropriation of funds for such purpose.

May 24, 2017

SECTION 5. That the Center, the Endowment Foundation, and the Moody Foundation shall defend, indemnify and hold harmless the City, its officers, employees, representatives and agents from and against any and all claims, injuries, demands, liabilities, causes of action, suits, judgments, damages and expenses arising from the naming rights agreement or the signage agreement, and that the City takes no responsibility or liability for defending the use or misuse of the name.

SECTION 6. That the Certificate of Formation for the Endowment Foundation shall ensure that the charitable purpose of providing grants to small arts groups shall prevail upon termination or reorganization of the Center, and if such charitable purpose as outlined in the Governance, Grants and Investment Policy does not prevail, the naming rights agreement shall terminate.

SECTION 7. That if future grants provided to the City-vetted arts groups cease or materially diminish for any reason, the naming rights agreement may be terminated by the City.

SECTION 8. That the naming rights agreement shall terminate if the Moody Foundation or any member of the Moody family is finally convicted of a felony that materially diminishes or damages the Moody Foundation's goodwill or business reputation in the City of Dallas or if the Moody Foundation or any member of the Moody family is found liable or participates in a negotiated settlement of a civil lawsuit for moral turpitude or matter that would result in negative publicity or embarrassment to the City.

SECTION 9. That the Endowment Foundation shall provide regular and reasonable reporting of the Designated Fund's activities at the discretion of the Director of Cultural Affairs, or her successor.

SECTION 10. That the Governance, Grants and Spending Policy, attached hereto as **Exhibit A**, shall adhere to the conflict of interest guidelines as established by the City's Cultural Affairs Commission.

SECTION 11. That this resolution shall take effect immediately from and after its passage in accordance with the provisions of the Charter of the City of Dallas, and it is accordingly so resolved.

KEY FOCUS AREA: Culture, Arts and Recreation and Educational Enhancements

AGENDA DATE: May 24, 2017

COUNCIL DISTRICT(S): 14

DEPARTMENT: Office of Cultural Affairs

CMO: Joey Zapata, 670-1204

MAPSCO: 45-L

SUBJECT

Authorize the **(1)** acceptance of a grant in the amount of \$8,000 from Dallas CBD Enterprises, Inc. (DCBDE) for an exterior enhancement project at the Majestic Theatre under the Downtown Dallas Inc.'s 2017 Matching Grant Program of the Downtown Improvement District (DID) for the period May 24, 2017 through November 15, 2017; **(2)** local match in the amount of \$9,290; **(3)** receipt and deposit of grant funds in an amount not to exceed \$8,000 in the DID Matching Grant-DCBDE Majestic Theatre Banners Project Fund; **(4)** establishment of appropriations in an amount not to exceed \$8,000 in the DID Matching Grant-DCBDE Majestic Theatre Banners Project Fund; and **(5)** execution of the grant agreement - Total not to exceed \$17,290 - Financing: Dallas CBD Enterprises, Inc. Grant Funds (\$8,000) and Current Funds (\$9,290)

BACKGROUND

The Office of Cultural Affairs has been awarded a Capital Improvements Matching Grant by Dallas CBD Enterprises, Inc. for an exterior enhancement project at the Majestic Theatre. The 2017 Matching Grant Program of the Downtown Improvement District provides funds for capital improvement projects that improve the appearance, safety, and functional qualities of the downtown public environment. The Downtown Dallas 360 Plan approved by the City Council in 2011 is the guiding policy document. Projects must demonstrate public benefit and must result in tangible improvements. The following are examples of projects that may qualify:

- Renovations or enhancements to existing building facades or storefronts with emphasis on ground level public benefit and improvements
- Significant upgrades or additions to public spaces
- New landscaping on public streets or sidewalks
- Improved lighting of public spaces
- Repair or replacement of curbs and gutters
- Overall repairs and enhancements to sidewalks in public rights-of-way, including removal of driveway cuts
- Creative public area improvement projects which meet program goals

BACKGROUND (continued)

This grant has been awarded to restore banners on the Pacific Avenue facade of the Majestic Theatre, facing James W. Aston Park. The project goal is to make the 1900 block of Pacific Avenue a more vibrant and exciting street for pedestrians, while highlighting the Majestic's history and future.

PRIOR ACTION/REVIEW (COUNCIL, BOARDS, COMMISSIONS)

The Arts, Culture and Libraries Committee will be briefed regarding this matter on May 15, 2017.

FISCAL INFORMATION

Dallas CBD Enterprises, Inc. Grant Funds - \$8,000
Current Funds - \$9,290

May 24, 2017

WHEREAS, Dallas CBD Enterprises, Inc. provides matching grants for capital improvement projects that improve the appearance, safety, and functional qualities of the downtown Dallas public environment; and

WHEREAS, the City of Dallas owns and manages, through the Office of Cultural Affairs, the historic Majestic Theatre located at 1925 Elm Street; and

WHEREAS, the rear facade of the Majestic Theatre occupies nearly one-third of the 1900 block of Pacific Avenue, facing James W. Aston Park and the future Pacific Plaza Park; and

WHEREAS, the rear facade of the Majestic Theatre has been a target of graffiti and other vandalism; and

WHEREAS, the Office of Cultural Affairs applied for, and has been notified by Downtown Dallas, Inc. of a Capital Improvements Matching Grant from the Dallas CBD Enterprises, Inc. for an exterior enhancement project at the Majestic Theatre; and

WHEREAS, the grant will be used to restore banners along the building's rear facade to promote a more vibrant and exciting street for pedestrians, while highlighting the Majestic's history and future.

Now, Therefore,

BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF DALLAS:

SECTION 1. That the City Manager is hereby authorized to **(1)** accept a grant from Dallas CBD Enterprises, Inc. (DCBDE) in an amount not to exceed \$8,000 for an exterior enhancement project at the Majestic Theatre under the Downtown Improvement District's 2017 Matching Grant Program for the period May 24, 2017 through November 15, 2017; **(2)** provide a local match in an amount not to exceed \$9,290; and **(3)** sign the grant agreement with DCBDE, approved as to form by the City Attorney.

SECTION 2. That the Chief Financial Officer is hereby authorized to receive and deposit grant funds in the DID Matching Grant-DCBDE Majestic Theatre Banners Project Fund, Fund P122, Department OCA, Unit 3194, Revenue Code 6506, in an amount not to exceed \$8,000.

SECTION 3. That the City Manager is hereby authorized to establish appropriations in an amount not to exceed \$8,000 in DID Matching Grant-DCBDE Majestic Theatre Banners Project Fund, Fund P122, Department OCA, Unit 3194, Object 3070.

May 24, 2017

SECTION 4. That the Chief Financial Officer is hereby authorized to disburse grant funds from the Dallas CBD Enterprises, Inc. from Fund P122, Department OCA, Unit 3194, Object 3070, in an amount not to exceed \$8,000.

SECTION 5. That the Chief Financial Officer is hereby authorized to provide the required matching funds in an amount not to exceed \$9,290 from Fund 0001, Department OCA, Unit 5502, Object 3070, in accordance with the terms and conditions of the grant agreement.

SECTION 6. That the City Manager is hereby authorized to reimburse to Dallas CBD Enterprises, Inc. any expenditures identified as ineligible. The City Manager shall notify the appropriate City Council Committee of expenditures identified as ineligible not later than 30 days after the reimbursement.

SECTION 7. That the City Manager shall keep the appropriate City Council Committee informed of all final Dallas CBD Enterprise, Inc. monitoring reports not later than 30 days after the receipt of the report.

SECTION 8. That this resolution shall take effect immediately from and after its passage in accordance with the provisions of the Charter of the City of Dallas, and it is accordingly so resolved.

KEY FOCUS AREA: Culture, Arts and Recreation and Educational Enhancements

AGENDA DATE: May 24, 2017

COUNCIL DISTRICT(S): All

DEPARTMENT: Office of Cultural Affairs
Business Development & Procurement Services

CMO: Joey Zapata, 670-1204
Elizabeth Reich, 670-7804

MAPSCO: N/A

SUBJECT

Authorize a one-year consultant contract for a consultant to develop a 10-year cultural plan and updated cultural policy - Lord Cultural Resources Planning and Management, Inc., most advantageous proposer of three - Not to exceed \$539,900 - Financing: Current Funds (subject to annual appropriations)

BACKGROUND

This consultant contract will allow for the development of a 10-year cultural plan and updated cultural policy.

The City of Dallas' Cultural Plan was last comprehensively updated in 2002, and given the changes in the City, demographically, economically and artistically, OCA sought consultants to lead a cultural planning process. The consultant will engage local arts and cultural organizations, their leaders, and supporters as well as residents across all neighborhoods, to explore ways to strengthen and improve access to and engagement with the City's tremendous cultural assets. Importantly, this plan and the process to formulate it will take into account the objectives and needs of artistic institutions and cultural organizations of all types and sizes, as well as the desires and aspirations of artists and others within the cultural economy.

The resulting cultural plan will provide the vision, implementation strategies, organizational structure, funding requirements and policy framework to achieve the goals and strategic objective set forth in the cultural plan.

BACKGROUND (continued)

A nine member committee from the following departments reviewed and evaluated the proposals:

- Office of Cultural Affairs (2)
- Planning and Urban Design (1)
- Library (2)
- Office of Financial Services (1)
- Parks and Recreation (1)
- Business Development & Procurement Services (2)*

*Business Development & Procurement Services evaluated the cost and the Business Inclusion and Development Plan.

The committee selected the successful respondent on the basis of demonstrated competence and qualifications under the following criteria:

- Approach and Methodology 30%
- Cost 30%
- Capability and Expertise 25%
- Business Inclusion and Development Plan 15%

As part of the solicitation process and in an effort to increase competition, Business Development & Procurement Services (BDPS) used its procurement system to send out 1011 email bid notifications to vendors registered under respective commodities. To further increase competition, BDPS uses historical solicitation information, the internet, and vendor contact information obtained from user departments to contact additional vendors by phone. Additionally, in an effort to secure more bids, BDPS' ResourceLINK Team (RLT) sent notifications to 25 chambers of commerce, the DFW Minority Business Council, and the Women's Business Council – Southwest, to ensure maximum vendor outreach.

On November 10, 2015, City Council authorized the wage floor rate of \$10.37, by Resolution No. 15-2141; the selected vendor meets this requirement.

PRIOR ACTION/REVIEW (COUNCIL BOARDS, COMMISSIONS)

The Arts, Culture and Libraries Committee will be briefed regarding this matter on May 15, 2017.

FISCAL INFORMATION

Current Funds - \$539,900 (subject to annual appropriations)

M/WBE INFORMATION

195 - Vendors contacted
195 - No response
 0 - Response (Bid)
 0 - Response (No bid)
 0 - Successful

The awardee has fulfilled the good faith effort requirements set forth in the Business Inclusion and Development (BID) Plan adopted on October 22, 2008, by Resolution No. 08-2826, as amended.

ETHNIC COMPOSITION

Lord Cultural Resources Planning and Management, Inc.

White Male	1	White Female	2
Black Male	0	Black Female	2
Hispanic Male	0	Hispanic Female	0
Other Male	0	Other Female	2

PROPOSAL INFORMATION

Business Development & Procurement Services received the following proposals from solicitation number BQZ1708. We opened them on January 20, 2017. We recommend the City Council award this service contract in its entirety to the most advantageous proposer.

*Denotes successful proposer

<u>Proposers</u>	<u>Address</u>	<u>Amount</u>	<u>Score</u>
*Lord Cultural Planning and Management, Inc.	145 Avenue of the Americas, Suite 6A New York, NY 10013	\$539,000	85.49
The Cultural Planning Group, LLC	4769 Kensington Dr. San Diego, CA 92116	\$599,875	84.33
Arts Manager, LLC	1300 Pennsylvania Ave. NW, Suite 410 Washington, DC 20004	\$517,890	75.00

OWNER

Lord Cultural Resources Planning and Management, Inc.

Gail Lord, President

Barry Lord, President

Barry King, Vice President

Maria Piacente, Vice President

Robert LaMarre, Vice President

May 24, 2017

BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF DALLAS:

SECTION 1. The City Manager is hereby authorized to sign a consultant contract for a term of one-year with Lord Cultural Resources Planning and Management, Inc. (VS93456), approved as to form by the City Attorney, for the development of a 10-year cultural plan and updated cultural policy for a term of one-year, in an amount not to exceed \$539,900. If the service was bid or proposed on an as needed, unit price basis for performance of specified tasks, payment to Lord Cultural Resources Planning and Management, Inc. shall be based only on the amount of the services directed to be performed by the City and properly performed by Lord Cultural Resources Planning and Management, Inc. under the contract.

SECTION 2. That the Chief Financial Officer is hereby authorized to disburse funds in an amount not to exceed \$539,900 (subject to annual appropriations) to Lord Cultural Resources Planning and Management, Inc. from Service Contract No. POM-2017-00001833.

SECTION 3. That this resolution shall take effect immediately from and after its passage in accordance with the provisions of the Charter of the City of Dallas, and it is accordingly so resolved.