

City of Carrollton

*1945 E. Jackson Rd.
Carrollton, Tx. 75006*



REGULAR WORKSESSION & MEETING

Tuesday, May 19, 2015

5:45 PM

CITY HALL, 2nd Floor

City Council

*Mayor Matthew Marchant
Mayor Pro Tem Bob Garza
Deputy Mayor Pro Tem Anthony Wilder
Councilmember Jeff Andonian
Councilmember Steve Babick
Councilmember Kevin Falconer
Councilmember Doug Hrbacek
Councilmember Lisa Sutter*

*****PRE-MEETING / EXECUTIVE SESSION*******5:45 P.M. – COUNCIL BRIEFING ROOM**

1. Receive **information and discuss Consent Agenda.**
2. Council will convene in Executive Session pursuant to Texas Government Code:
 - Section 551.071 for private consultation with the City Attorney to seek legal advice with respect to pending and contemplated litigation and all matters on this agenda to which the City Attorney has a duty under the Texas Rules of Discipline and Professional conduct regarding confidential communication with the City Council.
 - Hamrla, et al, v. City
 - Camelot Landfill Application
3. Council will reconvene in open session to consider action, if any, on matters discussed in the Executive Session.

*****WORKSESSION*****

4. Discuss an Update to the Municipal Marketing Plan.
5. Mayor and Council reports and information sharing.

*****REGULAR MEETING 7:00 PM*******INVOCATION****PLEDGE OF ALLEGIANCE****PRESENTATIONS**

6. Present A Proclamation Declaring May 17-23, 2015 As National Public Works Week.

PUBLIC FORUM

7. **Hearing of any citizen/visitor on items not listed on the regular meeting agenda. Citizens wishing to address the Council regarding items on the posted agenda will be called to speak during the Council's consideration of such items.**

Citizens/visitors should complete an appearance card located on the table at the entrance to the City Council Chambers. Speakers must address their comments to the presiding officer rather than to individual Council members or staff; Stand at the podium, speak clearly into the microphone and state your name and address prior to beginning your remarks; Speakers will be allowed between 2 and 5 minutes for testimony; Speakers making personal, impertinent, profane or slanderous remarks may be removed from the room; Unauthorized remarks from the audience, stamping of feet, whistles, yells and similar demonstrations will not be permitted; No placards, banners or signs will be permitted in the Chambers or in any other room in which the Council is meeting. In accordance with the State Open Meetings Act, the City Council is restricted from discussing or taking action on items not listed on the agenda. Action can only be taken at a future meeting.

CONSENT AGENDA

*(*All items marked with a single asterisk are part of a Consent Agenda and require no deliberation by the Council. Each Council member has the prerogative of removing an item from this agenda so that it may be considered separately. Contracts and agreements are available in the City Secretary's Office.)*

MINUTES

- *8. Consider Approval Of The May 5, 2015 Regular Meeting Minutes.

BIDS & PURCHASES

- *9. Consider Authorizing The City Manager To Purchase A Mass Notification System From Everbridge, Inc. In An Amount Not To Exceed \$48,219.00.
- *10. Consider Approval Of Quote For Indian Creek Golf Course Clubhouse Carpet Replacement To Business Flooring In An Amount Not To Exceed \$40,757.18.
- *11. Consider Approval Of Quote For City Hall Office Furniture Replacement To Plano Office Supply Through An Inter-Local Agreement With Collin County Government Forum In An Amount Not To Exceed \$27,483.42.

CONTRACTS & AGREEMENTS

- *12. Consider Approval Of RFP #15-021 For A Water And Wastewater Cost Of Service And Rate Design Study From McLain Decision Support Systems In An Amount Not To Exceed \$27,950.00.

- *13. Consider Authorizing The City Manager To Enter Into A Contract With Waste Management Of Texas Inc. For Residential And City Facility Solid Waste Collection Services For The City Of Carrollton In An Amount Not To Exceed \$6,200,000.00 For The First Year.

ORDINANCE

- *14. Consider An Ordinance Approving A Negotiated Settlement Between The Atmos Cities Steering Committee ("ACSC") And Atmos Energy Corp., Mid-Tex Division ("Company") Regarding The Company's 2014 And 2015 Rate Review Mechanism Filings; Approving A Settlement Agreement With Attached Rate Tariffs And Proof Of Revenues; Declaring Existing Rates To Be Unreasonable; Adopting Tariffs That Reflect Rate Adjustments Consistent With The Negotiated Settlement; Finding The Rates To Be Set By The Settlement Tariffs To Be Just And Reasonable And In The Public Interest; Requiring The Company To Reimburse ACSC's Reasonable Ratemaking Expenses; Determining That This Ordinance Was Passed In Accordance With The Requirements Of The Texas Open Meetings Act; Adopting A Savings Clause; Declaring An Effective Date; And Requiring Delivery Of This Ordinance To The Company And The ACSC's Legal Counsel.

RESOLUTIONS

- *15. Consider A Resolution Reappointing Tim Hayden To The Dallas Area Rapid Transit (DART) Board Of Directors.
- *16. Consider A Resolution Authorizing The City Manager To Enter Into A Contract With IPS Advisors To Provide Benefit Consultant Services In An Amount Not To Exceed \$36,500.00.
- *17. Consider A Resolution Authorizing The City Manager To Execute A Contract With Cirrus Associates, LLC For The Background Study And Application To The Texas Commission On Environmental Quality For A Municipal Setting Designation Associated With The Downtown Carrollton Area Including 1309 South Broadway In An Amount Not To Exceed \$114,425.00.
- *18. Consider A Resolution Authorizing The City Manager To Enter Into A Contract With Gabriel Roeder Smith & Company To Provide Actuarial Services In An Amount Not To Exceed \$15,000.00.

PUBLIC HEARING-CONSENT AGENDA

- *19. Hold A Public Hearing And Consider An Ordinance To Repeal And Re-Establish Special Use Permit 293 To Allow For An Increase In Height For An Existing Antenna Support Structure With Special Conditions; Amending Accordingly The Official Zoning Map. The Approximately 3.7-Acre Tract Is Located At 3065 North Josey Lane And Is Currently Zoned For The (LR-2) Local Retail District. Case No. 02-15SUP1 AT&T Cell Tower/Clinton Earnhart/SBA Communications. Case Coordinator: Christopher Barton.

OTHER BUSINESS

20. Consider An Ordinance Canvassing The Returns Of The May 9, 2015 General Election For Places 1, 3, 5 And 7.
21. Administer The Oaths Of Office To Elected Council Members And Adjourn For Reception.

ADJOURNMENT

CERTIFICATE - I certify that the above agenda giving notice of meeting was posted on the bulletin board at the City Hall of Carrollton, Texas on the 15th day of May 2015 at 12:00pm.

Krystle F. Nelinson

Krystle F. Nelinson, City Secretary

This building is wheelchair accessible. For accommodations or sign interpretive services, please contact City Secretary's Office at least 72 hours in advance at 972-466-3005. Opportunities and services are offered by the City of Carrollton without regard to race, color, age, national origin, religion, sex or disability.

Pursuant to Section 551.071 of the Texas Government Code, the City Council reserves the right to consult in a closed meeting with its attorney and to receive legal advice regarding any item listed on this agenda. Further, the Texas Open Meetings Act, codified in Chapter 551 of the Texas Government Code, does not require an agenda posting where there is a gathering of a quorum of the City Council at a regional, state or national convention or workshop, social function, convention, workshop, ceremonial event or press conference. The City Secretary's Office may occasionally post agendas for social functions, conventions, workshops, ceremonial events or press conference; however, there is no legal requirement to do so and in the event a social function, convention, workshop, ceremonial event or press conference is not posted by the City Secretary's Office, nothing shall preclude a quorum of the City Council from gathering as long as "deliberations" within the meaning of the Texas Open Meetings Act do not occur.



City of Carrollton

Agenda Memo

File Number: 2023

Agenda Date: 5/19/2015

Version: 1

Status: Work Session

In Control: City Council

File Type: Work Session Item

Agenda Number: 4.

CC MEETING: May 19, 2015

DATE: May 8, 2015

TO: Mayor and City Council

FROM: Ashley D. Mitchell, Administrative Services Director

Discuss an **Update to the Municipal Marketing Plan.**

BACKGROUND:

In late 2012, the City of Carrollton submitted a request for qualifications for a marketing consultant for revenue generation through municipal marketing. We selected a vendor and a report was presented in August 2013. At that time, the Council chose not to move forward with a municipal marketing plan.

At the April 21, 2015 City Council meeting, the Council asked staff to solicit quotes to update this plan with current assets and expand the scope to look at the market for potential partnerships. The City would like to assess if the sponsorship market has changed since the report was created, in light of the additional assets.

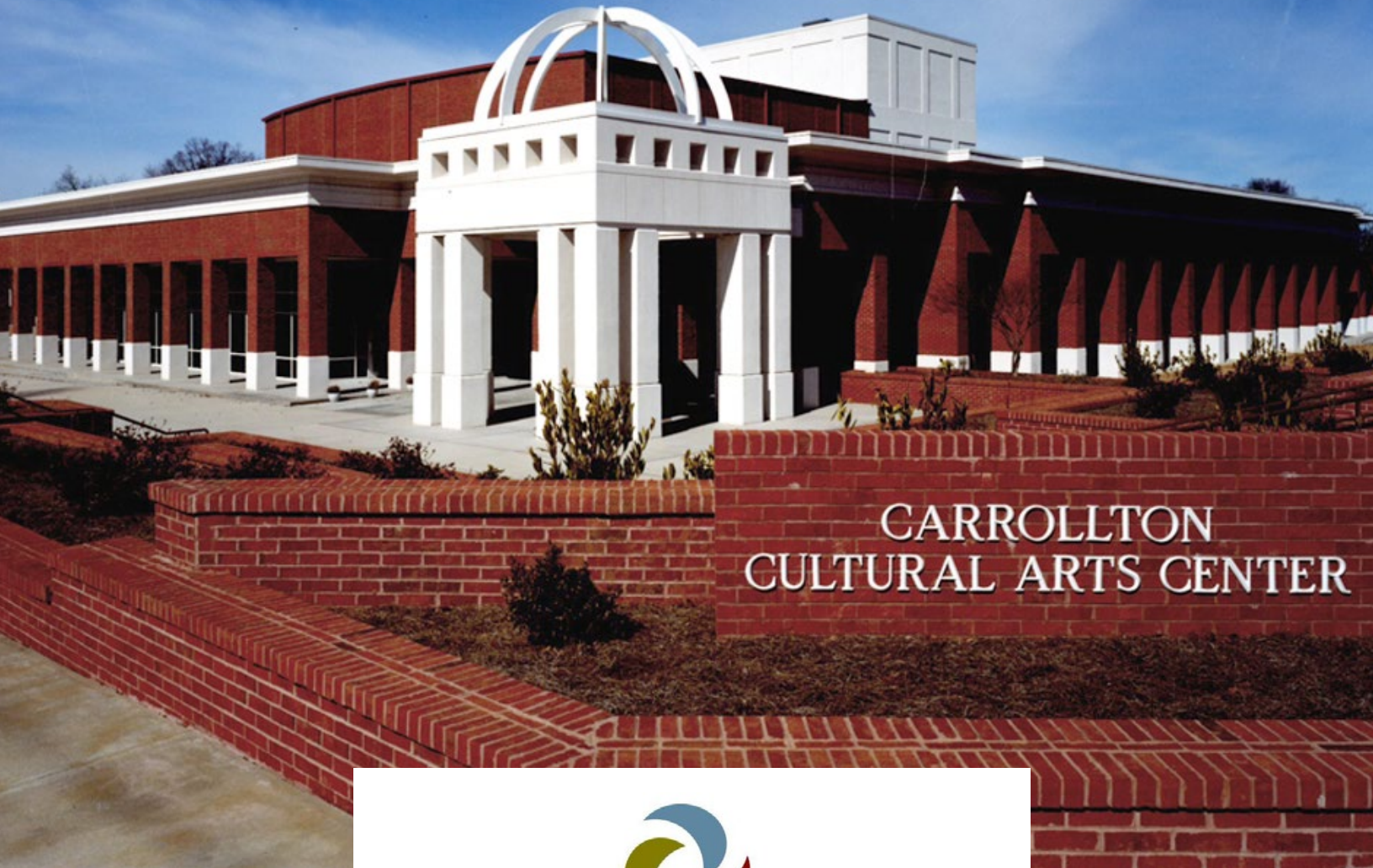
Staff requested the following be included in their proposal:

- Name and description of your firm;
- List of municipal clients your firm has worked with over the last five years;
- Description of three successful marketing investments your firm generated for cities during the last five years, including value of each project and the structure of your compensation from the city;
- Cost to update the attached marketing plan that was completed in August 2013 and determine what market interest, if any, may have developed since completion of the current plan for assets that the City of Carrollton has to offer;
- Time frame to complete the review and update of the current plan; and
- Total cost for the work to update the plan.

Staff sent the request for quotes to five different firms. We received quotes from Legends and Water Tower Partners. Their proposals are attached.

STAFF RECOMMENDATION/ACTION DESIRED:

Staff is asking for Council direction on how to move forward.



CARROLLTON
CULTURAL ARTS CENTER



CARROLLTON
TEXAS

ASSET ANALYSIS AND VALUATION FOR
CITY OF CARROLLTON

May 7, 2015

May 7, 2015



Ashley D. Mitchell
Administrative Services Director
City Hall Building
1945 E. Jackson Road
Carrollton, Texas 75006

**RE: CITY OF CARROLLTON
REQUEST FOR QUOTES
ASSET ANALYSIS**

Dear Ms. Mitchell:

CSL International ("CSL") and Legends Global Sales ("Legends") are pleased to submit this quote to provide the City of Carrollton ("City" or "Carrollton") with an updated Asset Analysis and Valuation to our 2013 Municipal Marketing Strategic Plan. CSL will determine the value associated with the additional assets recently identified by the City and reexamine the inventory identified in the 2013 report. In addition, we will examine if there are other new opportunities that may be uncovered at this time.

Our Plano-based team is entrenched in the Dallas-Forth Worth marketplace and comprised of industry leaders in a variety of disciplines necessary to meet the scope of services requested by the City. We provide expertise in sponsorship valuation services, public sector marketing, sponsorship program development, market research, sales execution, negotiation assistance, and other important disciplines necessary to provide the most comprehensive services available. We integrate CSL's unique analytical approach with Legends' "real-world" sponsorship sales execution experience to provide an accurate and realistic snapshot of the opportunities that will be most valuable and attractive to sponsors. Specific tasks include asset identification, inventory creation, valuation, sponsorship program development, strategic planning, market research and analysis, presentation development, sales execution, negotiation and contract assistance, and other related services.

CSL and Legends executives offer the City more than 125 years of sponsorship valuation and sales execution experience and the knowledge gained from having managed programs for several local, regional and national clients, including but not limited to:

- The Star in Frisco
- Klyde Warren Park, Dallas, Texas
- City of Lewisville, Texas
- City of Plano, Texas
- Irving Music Factory
- Ohio Turnpike Commission
- One World Observatory
- Sioux Falls Aquatics Center
- Sturgis Motorcycle Rally
- Pizza Hut Park (now Toyota Stadium)
- Pinnacle Bank Arena
- Denny Sanford PREMIER Center

To date, CSL and Legends' executives have generated in excess of \$3 billion in contractually obligated sponsorship income. We are enthusiastic about the opportunity to provide sponsorship valuation services for the City. Should we be given the opportunity to provide you with our services, you will receive the highest level of innovation, dedication and effort on our part. If you have any questions regarding this proposal, please feel free to contact me at 972.491.6900. We appreciate your time and consideration!

Sincerely,

Bill Rhoda
President, CSL International

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1 COMPANY BACKGROUND



BORN FROM PERFORMANCE

Legends Hospitality Management, LLC (“Legends”) was formed in September 2008 to serve as a broad provider of services to professional sports organizations, collegiate athletic departments, municipalities, sports facilities and other entertainment destinations, and is a partnership between the Dallas Cowboys, New York Yankees and Checketts Partners Investment Fund. With over 400 full-time employees, Legends operates with primary offices in Plano, New York and Los Angeles and is the industry’s most experienced sports marketing firm.

Born from performance and inspired by legendary brands, Legends has created a legacy of success, delivery and results with the icons of global sports, entertainment and business. As a turnkey service provider for our clients we provide integrated solutions across our three best-in-class service divisions: Global Planning, Global Sales and Hospitality.

Legends Global Planning is our industry-leading advisory and planning division specializing in providing consulting services to the sports, convention, entertainment and leisure industries. Members of the group have provided services to these industries since the early 1990’s and have been involved in over 1,000 projects worldwide. We assist our clients from the earliest stages of project planning providing deep market research and budget analysis to ensure informed decisions and offer experienced management for projects through construction all the way to opening. Our professionals also provide creative, informed solutions based on our analytics platform, which aggregates data from multiple touch points enabling smart and balanced insights used to make collaborative, actionable decisions that directly impact operational effectiveness, enhance the guest experience and lead to increased revenues.

Global Planning includes three primary business units:

- Financial Market Analysis
- Project Development
- Analytics

Financial market analysis services are provided by **Conventions, Sports and Leisure International (“CSL”)** and our consultants provide in-depth information, creative solutions to underlying issues, a thorough analysis of financial implications, and various measurements of risk and return surrounding alternative courses of action.

Based in Plano, CSL has built its reputation on meeting client needs by delivering quality services that have credibility in the marketplace. The firm is able to provide these services by drawing upon the years of experience of its professional staff. Being consistently involved in many major transactions allows our professionals to obtain knowledge of both tangible and intangible components of completed transactions, the reasons for failed efforts, and changes in the marketplace affecting revenue streams of a variety of types of sports teams, leagues, facilities and events.



BORN FROM PERFORMANCE

Legends Global Sales provides a full range of sales, marketing, CRM solutions, sales training and project management services and assists clients in maximizing revenues from naming rights, sponsorships, premium seating, seat licenses and tickets.

Built on a foundation of training, culture and process our Global Sales division offers best-in-class services that provide our partners with a structured sales approach that directly correlates to significant revenue. Through these proprietary processes and a dedicated team, we have generated over \$3 billion in sponsorship and sales for new, renovated and existing venues throughout the world providing a valued service our partners otherwise could not have executed internally, delivering on both product and results to maximize revenue potential.

Our Global Sales divisions include:

1. Naming Rights and Sponsorship
2. Premium & Ticket Sales Execution
3. Tours & Special Event Sales
4. CRM



SPONSORSHIPS

THE LEGENDS WAY

PROPERTIES TURN TO LEGENDS for our comprehensive, sponsorship solution that is tailor-made to leverage the unique assets of each property in order to maximize revenue potential.

NO OTHER COMPANY IN THE INDUSTRY has a better understanding of how to properly value and position sponsorship opportunities to maximize revenue for its clients. CSL and Legends executives have used their proprietary valuation model and vast industry experience to conduct naming rights and sponsorship valuations for properties of all types and sizes.



“THE LEGENDS WAY” is comprised of the following three distinct services:

EVALUATION - A detailed look at the City's history, the local marketplace and competitive landscape, a review of existing inventory as well as the identification of new assets, and finally, the building of a sponsorship platform and the design of a strategic marketing plan.

VALUATION - The measurement of quantitative benefits, rating of qualitative benefits, profile of demographic and socioeconomic indicators, assessment of geographic reach, calculation of fair-market value, recommendation of asset pricing, and an estimate of revenue potential.

SALES EXECUTION - The development of a prospect database, creation of sales collateral materials, execution of naming rights & sponsorship sales, management of the negotiation process, facilitation of the contract process, implementation of a PR strategy, and the fulfillment of sponsorship agreements.

SPONSORSHIPS

THE LEGENDS WAY

NO OTHER COMPANY IN THE INDUSTRY has a better understanding of how to properly value and position sponsorship opportunities to maximize revenue for its clients. CSL executives have used their proprietary valuation model and industry experience to conduct sponsorship valuations for the following types of properties:

- Municipalities
- Parks & Recreational Facilities
- Performing Arts Centers
- Multipurpose Facilities
- Convention Centers
- Special Events
- Entertainment Districts
- Arenas
- Ballparks
- Stadiums
- Colleges & Universities
- Horse Tracks
- Motor Speedways
- Transportation Departments

PROPERTIES COUNT ON LEGENDS to not only zero in on the accurate value of sponsorship packages but also for strategies on how to monetize these opportunities to create vital, long-term revenue streams.

LEGENDS COMPANY INFORMATION

Legends Hospitality Management, LLC

805 Third Ave, 31st Floor
New York, NY 10022
Federal ID # - 27-3469253
13 full-time employees

CSL International, LLC

7501 Lone Star Drive Suite B200
Plano, TX 75024
Federal ID # - 27-3469253
22 full-time employees



2 PROJECT TEAM





BEN WRIGLEY

CHIEF OPERATING OFFICER, CSL INTERNATIONAL

The Chief Operating Office at CSL, Ben Wrigley has spent the past 22 years planning and executing sales and marketing campaigns for a variety of major league, minor league and collegiate sports venues. His experience includes having managed sales and marketing engagements for Premier League Champions (Manchester City Football Club), the most-expensive major league ballpark (Yankee Stadium) and most-expensive NFL stadium (MetLife Stadium) ever built, as well as having negotiated a recent \$11.25-million naming rights deal for Pinnacle Bank Arena in Lincoln, Nebraska, and a recent \$18.75-million naming rights deal for the Denny Sanford PREMIER Center in Sioux Falls, South Dakota.

Mr. Wrigley's vast consulting expertise encompasses naming rights, sponsorships, premium seating, seat licenses and season tickets for new or renovated sports venues. His responsibilities on these projects include the management of sales, marketing and administrative staffs; budget management; consultation with architects and project principals on the design of seating bowls and premium seating levels and amenities; recommendations to clients regarding optimum suite, club seat, seat license and season ticket configuration and pricing; sales and marketing plan development; and sales execution.

In 2008–09, Mr. Wrigley spent 15 months on-site directing the premium seating sales and marketing efforts for the New York Yankees at the new Yankee Stadium. The project generated more than \$700 million in term revenue.

Prior to joining CSL, Mr. Wrigley was the Vice President of Business Operations for Sports Facilities Marketing Group, where he successfully negotiated three naming rights deals. Mr. Wrigley has also worked for the Cleveland Cavaliers and the Carolina Panthers.

Mr. Wrigley is based in Plano, Texas.

EXPERIENCE:

22 YEARS IN THE SPORTS INDUSTRY

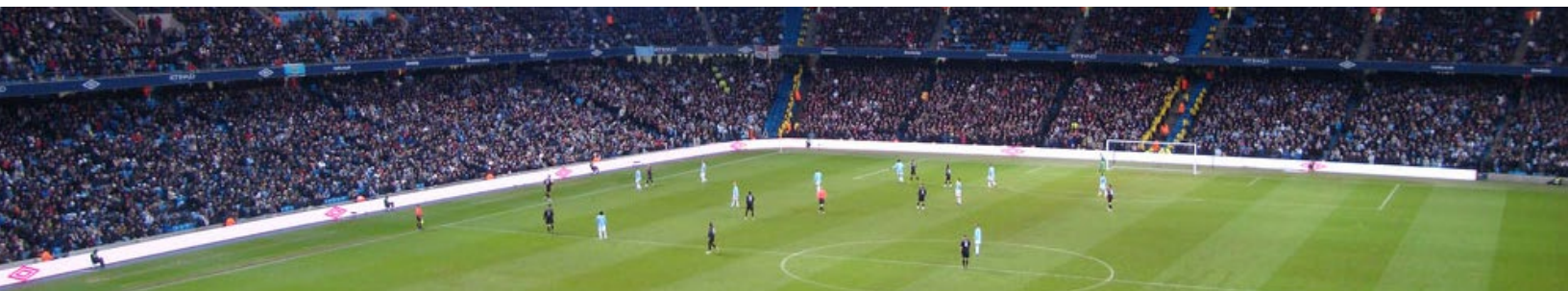
2011 – Present: Chief Operating Officer – CSL, International

2007 – 2011: Principal – CSL Marketing Group

1996 – 2007: Vice President of Business Operations – Sports Facilities Marketing Group

1995 – 1996: Sales Assistant – Carolina Panthers

1993 – 1994; 1996: Ticket Sales | Project Manager – Cleveland Cavaliers





JOHN ALPER

VICE PRESIDENT, STRATEGIC PARTNERSHIPS, GLOBAL SALES

John Alper is Legends' Vice President of Strategic Partnerships. Mr. Alper started his sports marketing career in 1991 as an account executive for the Dallas Mavericks and Dallas Sidekicks, with ticket sales nearly doubling during his four years with the Sidekicks. Upon the inception of Major League Soccer, Mr. Alper was hired in November of 1995 as Director of Sales for FC Dallas, and was promoted to VP of Sales in November of 1998 and oversaw the ticketing sales and ticketing department along with the corporate and sponsorship sales department.

In April 2000, he was promoted to Senior Vice President, overseeing all business departments of the organization, and was named Major League Soccer's Marketing Executive of the Year in 2002. In 2003, Mr. Alper was charged with overseeing sponsorship sales and suite sales for Pizza Hut Park, a 145-acre multi-purpose facility featuring a 20,000-seat stadium adjacent to 17 soccer fields. Pizza Hut Park successfully debuted in August 2005, with a naming rights partner in Pizza Hut, eight Signature sponsors, and a solid list of marketing partners, and was considered the blue print for success for sponsorship development for future venues in Major League Soccer. Upon its debut, Mr. Alper and his team had secured over \$50 million in contractually obligated sponsorship revenue. Mr. Alper's primary focus over the past few years has centered around generating tens of millions of sponsorship dollars for a variety of properties, including the North Texas Super Bowl XLV Host Committee, the New Orleans Hornets, Clube Atletico Paranaense in Brazil and the University of North Texas, among others.

Mr. Alper is based in Plano, Texas.

EXPERIENCE:

23 YEARS IN THE SPORTS INDUSTRY

2010 – Present: Vice President of Strategic Partnerships – Legends Global Sales

2006 – 2010: Vice President of Sponsorships – Premier Partnerships

2003 – 2006: Vice President of Sponsorships – Hunt Sports Group

1998 – 2003: Vice President of Ticket Sales & Sponsorship – Dallas Burn

1995 – 1998: Director of Ticket Sales & Sponsorship – Dallas Burn

1991 – 1995: Ticket Executive – Dallas Mavericks / Dallas Sidekicks





JOSH MOORE

SPONSORSHIP & VALUATION ANALYST, LEGENDS

Josh Moore joined Legends in 2013 after working at Learfield Sports for five years. In his role, Mr. Moore oversees the sponsorship valuation department and has consulted on more than 15 naming rights and sponsorship properties in the past 12 months including: the Dallas Cowboys World Headquarters, Klyde Warren Park, Sacramento Kings, Orlando Magic, Purdue University, Utah State University, Siena College, City of Sioux Falls, Saskatchewan Roughriders (CFL), the Ohio Turnpike, Westfield and Rock in Rio.

During his nine years in the sports industry Mr. Moore has evaluated naming rights and other sponsorships for more than 15 Fortune 500 brands including FedEx, U.S. Bancorp, Pacific Life Insurance, Medtronic and Target, as well as more than 75 properties around the world, including Stanford University, University of Nevada, FC Monterrey Rayados and the NCAA. While at Learfield, he oversaw the entire rate card system for the company's 50+ collegiate properties and provided market research data to over 3,500 clients. Prior to Learfield, Mr. Moore was a Market Analyst for the Bonham Group, a firm specialized to evaluate and sell naming rights.

Mr. Moore holds a Bachelors of Science in Marketing from the Louisiana State University in Baton Rouge, and is based in Plano, Texas.

EXPERIENCE:

9 YEARS IN THE SPORTS INDUSTRY:

2013 – Present: Sponsorship & Valuation Analyst – Legends

2010 – 2013: Director of Valuation & Market Research – Learfield Sports

2009 – 2010: Sales Analyst – Learfield Sports

2007 – 2009: Market Analyst – The Bonham Group





BILL RHODA

PRESIDENT, CSL INTERNATIONAL

Mr. Rhoda is the President of CSL International and specializes in providing market and financial advisory services to the sports industry. Over the past 20 years, Mr. Rhoda has consulted on over 350 sports and entertainment projects for professional, minor league, collegiate, high school and amateur organizations. Mr. Rhoda's experience over the past decade has included a variety of project types ranging from major league sports projects to international projects. As the Director of the Sports Practice, Mr. Rhoda has worked with representatives from government entities, sports commissions, facility authorities, sports teams, development groups and management companies. He has provided analysis for clients ranging from the City of Los Angeles to large equity firms looking to expand into facility development.

The depth and breadth of Mr. Rhoda's experience includes facilities such as arenas, stadiums, sports complexes, motor speedways, amphitheaters, convention centers, conference centers and other similar facilities. Mr. Rhoda's clients have included numerous municipalities, sports authorities, universities, professional and minor league sports teams, private investment groups and others. Mr. Rhoda has served as a speaker at a number of industry forums on topics such as maximizing revenues, the facility development process, impacts associated with franchises and facilities and the feasibility of projects. Prior to joining CSL, Mr. Rhoda was a Manager in the sports consulting practice at Coopers & Lybrand (now PricewaterhouseCoopers).

Mr. Rhoda is based in Plano, Texas.

EXPERIENCE:

20 YEARS SPORTS CONSULTING:

2011 – Present: President, CSL International

1996 – 2011: Principal – CSL International Sports Practice

1992 – 1996: Manager – Coopers & Lybrand LLP (now PwC)

Sports, Entertainment and Leisure Practice



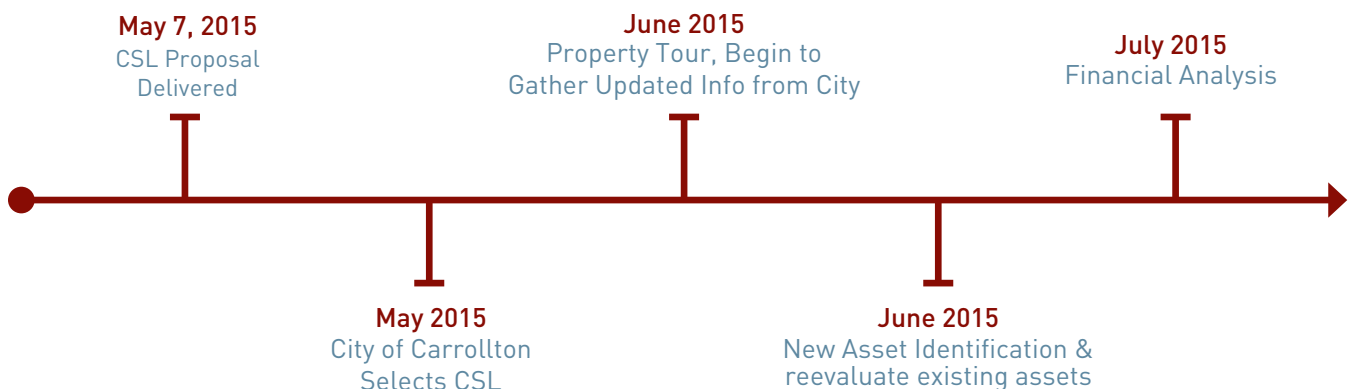
3 PROPOSED TIMING & FEE



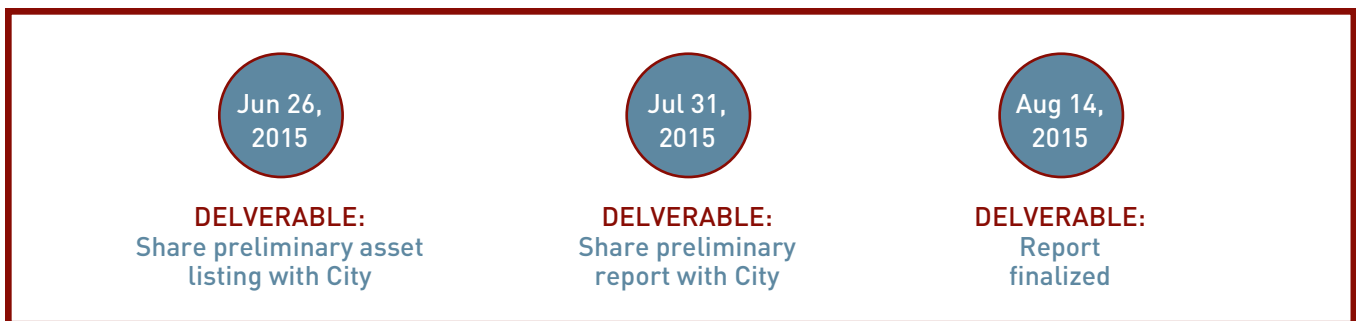
PROPOSED TIMING & FEE

PROPOSED TIMING:

CSL is prepared to commence this engagement June 1st or upon receipt of notice by the City. Our proposed completion date to update the '2013 Municipal Marketing Strategic Plan' is 60 days from the commencement date. Moreover, the project timeline is dependent upon the final scope of the engagement, the availability of key City personnel for interviews and discussions, and the timely receipt of requested materials.



KEY DATES:



This timeline is based on CSL's knowledge of the project and the City being able to provide all necessary information in a timely fashion.

PROPOSED FEE:

The term will commence upon contract execution and will take approximately be 60 days to complete. A one-time valuation and consulting fee of twenty thousand dollars (\$20,000) covers all Legends overhead, including staffing, compensation, travel, printing, and all other customary costs.

4 EXPERIENCE



LEGENDARY PARTNERSHIPS

DFW MARKET EXPERIENCE:



AMERICAN
AIRLINES CENTER



DALLAS
COWBOYS



DALLAS
STARS



FORT WORTH
MULTIPURPOSE ARENA



FRISCO
ROUGHRIDERS



KLYDE
WARREN PARK



CITY OF
LEWISVILLE



TOYOTA STADIUM
(FORMERLY PIZZA HUT
PARK)



CITY OF PLANO



SMU



NORTH TEXAS
SUPER BOWL HOST
COMMITTEE XLV



UNIVERSITY OF
NORTH TEXAS



IRVING MUSIC FACTORY

Note: Logos represent a few Dallas-Fort Worth properties for which CSL/Legends or members of the executive team (while working for another firm) have provided sponsorship sales or consulting services.



CITY OF CARROLLTON

LEGENDARY PARTNERSHIPS

VALUATION EXPERIENCE



ASA HALL OF FAME COMPLEX
OKLAHOMA CITY, OKLAHOMA



COWBOYS WORLD HEADQUARTERS
FRISCO, TEXAS



CITY OF LEWISVILLE
LEWISVILLE, TEXAS



C.F. MONTERREY
MONTERREY, MEXICO



CITY OF PLANO
PLANO, TEXAS



DEPAUL UNIVERSITY
CHICAGO, ILLINOIS



DR. PHILLIPS CENTER FOR THE PERFORMING ARTS
ORLANDO, FLORIDA



FORT WORTH MULTIPURPOSE ARENA AT WILL ROGERS MEMORIAL CENTER
FORT WORTH, TEXAS



HOME TEAM MARKETING
CLEVELAND, OHIO



KLYDE WARREN PARK
DALLAS, TEXAS



MILWAUKEE BUCKS
MILWAUKEE, WISCONSIN



NEW YORK CITY FOOTBALL CLUB
NEW YORK CITY, NEW YORK



NORTHLANDS
EDMONTON, ALBERTA



ONE WORLD OBSERVATORY
NEW YORK, NEW YORK



OHIO TURNPIKE
BEREA, OHIO



OHIO UNIVERSITY
ATHENS, OHIO



ORLANDO MAGIC
ORLANDO, FLORIDA



PREAKNESS STAKES
BALTIMORE, MARYLAND



ROSE BOWL OPERATING CO.
PASADENA, CALIFORNIA



ROYAL FARMS ARENA
BALTIMORE, MARYLAND



SACRAMENTO KINGS
SACRAMENTO, CALIFORNIA



SASKATCHEWAN ROUGHRIDERS
REGINA, SASKATCHEWAN



SIENNA UNIVERSITY
LOUDONVILLE, NEW YORK



SIOUX FALLS AQUATICS CENTER
SIOUX FALLS, SOUTH DAKOTA



STURGIS MOTORCYCLE RALLY
STURGIS, SOUTH DAKOTA



UNIVERSITY OF NEVADA, LAS VEGAS
LAS VEGAS, NEVADA



WESTFIELD
LOS ANGELES, CALIFORNIA

Note: Logos represent a few sponsorship deals for which Legends or members of the Legends executive team (while working for another firm) have valued or provided strategy.

DENNY SANFORD PREMIER CENTER SIOUX FALLS, SOUTH DAKOTA

BACKGROUND

The Denny Sanford PREMIER Center is a \$117-million, 12,000-seat indoor arena located in Sioux Falls, South Dakota. Debuting in October of 2014, the facility replaced the Sioux Falls Arena, which opened in 1961. The facility serves as home to the Sioux Falls Stampede of the United States Hockey League and the Sioux Falls Storm, an indoor arena football team.

ENGAGEMENT

Legends was retained in 2012 by the City of Sioux Falls to provide a valuation of sponsorship opportunities and sell naming rights on behalf of the city. Legends/CSL was paid a consulting fee of \$50,000 or less to analyze this naming rights and sponsorship opportunity. Legends was also retained to market the Event Center's premium seating and sponsorships. The terms for sales execution cannot be disclosed due to confidentiality agreements with the City of Sioux Falls.

RESULTS

Legends successfully brokered a \$18.75 million dollar naming rights agreement on behalf of the City of Sioux Falls with First Premier Bank and businessman / philanthropist T. Denny Sanford, two years prior to the opening of this new venue. In addition, Legends generated an additional \$17+ million in contractually obligated revenue for the City via the sales of suites (sold out), loge boxes (sold out), club seats (sold out), and sponsorships.

REFERENCE

Darrin Smith
City of Sioux Falls
Director, Community Development
(605) 367-8178
dsmith@siouxfalls.org



THE STAR IN FRISCO FRISCO, TEXAS

BACKGROUND

In August 2013, the Dallas Cowboys announced the new Cowboys World Headquarters was moving to Frisco, Texas. Scheduled to open in 2016, this facility will be a \$115 million, 91-acre facility that will feature a 12,000 seat indoor events center, a state-of-the-art training facility for the Cowboys, 1.4 million square feet of commercial space, 300,000 square feet of retail, and a 480-room luxury hotel.

ENGAGEMENT

In 2014, Legends/CSL was retained by the Cowboys to provide strategic consulting services in advance of “taking it to market” for sponsorship sales. Legends/CSL was provided a consulting fee of \$50,000 or less to analyze the naming rights and sponsorship opportunity. As part of the analysis, Legends provided strategies to assist the sales and marketing team with securing sponsor partners, including naming rights, founding partners and lower tier partners. In the process, we identified the key areas for sponsorship, detailed a plan to help the team incorporate sponsors into these landmarks without over-commercializing each opportunity and provided strategies for approaching new and existing partners. In addition, we analyzed the naming rights opportunity and provided a detailed valuation of media, signage and advertising exposure. At the conclusion of the report, we provided the team sponsorship revenue projections over a 10-year period.

RESULTS

The Cowboys are currently seeking a naming rights sponsor for the Training Facility & Events Center, as well as other lower-tier sponsors.

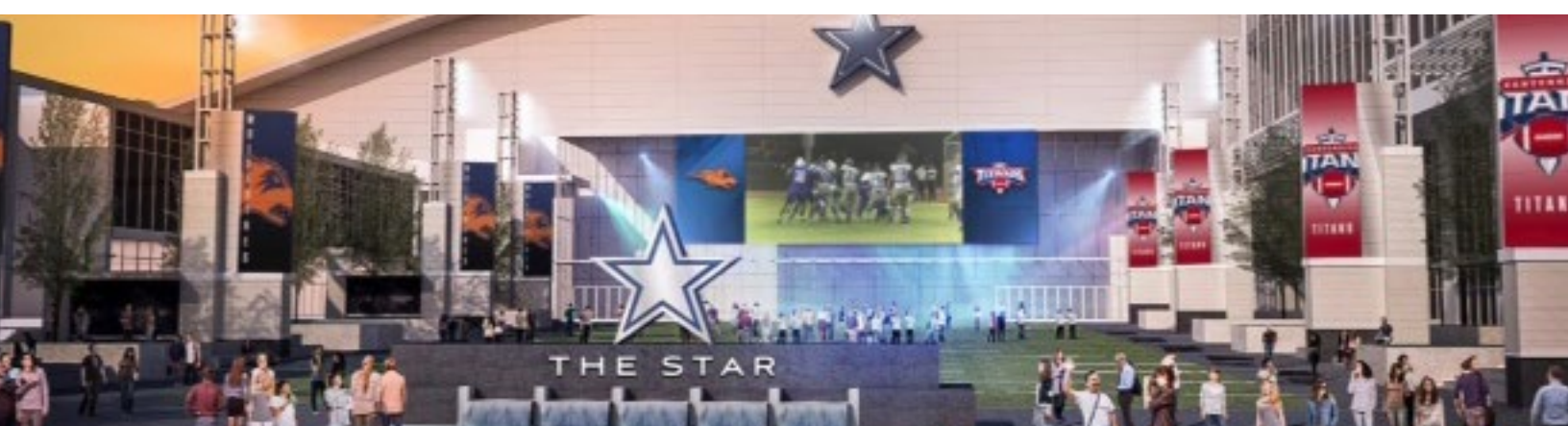
REFERENCE

Eric Sudol

Dallas Cowboys

Chief Business Development Officer

(972) 497-4565 | esudol@dallascowboys.net



CITY OF SIOUX FALLS AQUATICS CENTER SIOUX FALLS, SOUTH DAKOTA

BACKGROUND

The City of Sioux Falls will begin construction of the new indoor aquatic center at Spellerberg Park during the spring of 2015 with the grand opening scheduled for the fall of 2016. This 76,000 square foot facility will include four (4) indoor pools – a 50 Meter competition pool, a current channel pool, a recreational pool, and a therapy pool. It also has an indoor water slide platform with two family waterslides and one outdoor splash pad.

ENGAGEMENT

Legends was engaged by the City of Sioux Falls to consult and identify new corporate naming rights & sponsorship opportunities at the Aquatic Center. Legends/CSL was provided a consulting fee of \$50,000 or less to analyze the naming rights and sponsorship opportunity. The terms for sales execution cannot be disclosed due to confidentiality agreements with the City of Sioux Falls. Legends was asked to develop strategies that aid in the valuation process, including both naming rights & sponsorship assets, which would be used to maximize revenue during sales execution. Legends designed a naming rights and sponsorship plan that would make the facility the highest grossing aquatics center for sponsorships in the United States.

RESULTS

Legends is in the process of finalizing a multi-million dollar naming rights sponsorship for the aquatics center.

REFERENCE

Kendra Siemonsma
City of Sioux Falls
Chief Project Manager
(605) 367-8825 | ksiemonsma@siouxfalls.org



OHIO TURNPIKE BEREA, OHIO

BACKGROUND

After spending a week exploring the Ohio Turnpike's potential sponsorship inventory, Legends built out a comprehensive sponsorship plan for the Ohio Turnpike & Infrastructure Commission. Included in the strategic plan was the identification of individual sponsorship opportunities and a sales strategy for packaging assets that maximize values for the Ohio Turnpike. The study detailed the specific partnership initiatives, as well as the Turnpike's sponsorship revenue potential. Legends is currently in the sales execution phase and plans to generate several million dollars in sponsorship revenue.

ENGAGEMENT

CSL/Legends completed a sponsorship evaluation & valuation for the Ohio Turnpike & Infrastructure Commission. Legends/CSL was provided a consulting fee of \$50,000 or less to analyze the naming rights and sponsorship opportunity. The terms for sales execution cannot be disclosed due to confidentiality agreements with the Ohio Turnpike. In addition, we provided a detailed strategic plan that identified individual sponsorship opportunities and developed a sales strategy for packaging assets to maximize value for the Ohio Turnpike. The valuation showcases the specific partnership initiatives, as well as the Turnpike's revenue potential. Legends is currently in the sales execution phase.

RESULTS

Early on in the sales execution process, Legends secured a 5-year, \$255,000 annual sponsorship deal with PepsiCo. The assets included in the sponsorship are majority (not exclusive) vending and bottle sales for all PepsiCo beverage products (non snack) at all 14 service plaza convenience stores along the Turnpike. Sponsorship also includes storefront display of product and Pepsi signage near the main entrance of each service plaza.

REFERENCE

Adam Greenslade
Director of Government Affairs, Marketing and Communications
Ohio Turnpike & Infrastructure Commission
(440) 234-2081 | adam.greenslade@ohioturnpike.org



CITY OF PLANO PLANO, TEXAS

BACKGROUND & ENGAGEMENT

Legends was retained by the City of Plano to perform a valuation analysis related to municipal sponsorship assets and develop a sponsorship program that would generate incremental revenue. Legends/CSL was provided a consulting fee of \$50,000 or less to analyze the naming rights and sponsorship opportunity. The terms for sales execution cannot be disclosed due to confidentiality agreements with the City of Plano. Legends then developed the Plano Partners program, a multi-faceted marketing campaign that gives founding sponsors access to numerous City assets while minimizing clutter from signage and advertising.

RESULTS

Secured a five-year, million-dollar sponsorship with Texas Health Resources (Presbyterian Plano Hospital). The hospital became an Official City Partner and promoting community health and wellness initiatives at several Plano recreation centers. Other benefits included signage, Intellectual Property rights, and on-site marketing opportunities.

REFERENCE

Bruce Glasscock
City of Plano
City Manager
(972) 941-7121
bruceeg@plano.gov



KLYDE WARREN PARK DALLAS, TEXAS

BACKGROUND

Located between Downtown Dallas and Uptown, the urban park stretches three city blocks and opened in October 2012. The 5.2 acre city-owned Park was built over a recessed eight-lane freeway, cost approximately \$100 million dollars to build and currently hosts over 600 events annually. The Park is privately operated and managed by the Woodall Rodgers Park Foundation.

ENGAGEMENT

CSL was engaged by the Woodall Rodgers Foundation in 2014 to consult and provide a strategic valuation plan for sponsorships associated with Klyde Warren Park. Legends/CSL was provided a consulting fee of \$50,000 or less to analyze the naming rights and sponsorship opportunity. In the report, CSL/Legends provided a review of previous sponsorship sales associated with the Park and a comprehensive comparative analysis with insights into the sponsorship sales efforts of similar municipal parks. CSL also assisted in organizing, documenting and valuing viable potential new sponsorship assets, including the identification and creation of key inventory, an analysis of events at the Park, and additional benefits associated with sponsorship. CSL also provided a sample sponsorship package, a valuation of current sponsorship partner packages, and a strategic plan that incorporates revenue projections for the Park over the next five years.

RESULTS

Klyde Warren Park is in the process of implementing a sponsorship plan to secure additional sponsorships.

REFERENCE

Tara Green

Klyde Warren Park

President

(214) 716-4501 | tara@klydewarrenpark.org





*Water Tower Partners
Proposal for Carrollton TX
May 7, 2015*

A. LETTER OF TRANSMITTAL

Dear Sir or Madam,

My name is Kevin Bryant and I am one of two founding partners of Water Tower Partners located in Roswell, Georgia. We are a municipality, local government marketing firm that's sole purpose is to assist our clients in their pursuit of creating positive programs in and around their community with the ultimate goal of enhancing their citizens' daily lives. Although our firm is young in its existence, we have over fifty years combined experience in the sports and entertainment marketing world. Our focus over those years has been largely in sponsorship procurement strategies from both the property and brand side. We have been fortunate to work with properties such as the Olympic Games, World Cup, NASCAR, Southeastern Conference, NCAA, BASS and numerous entertainment properties. Our entry in to the municipality/local government arena has been driven from feedback we have received from various brands and their desire to be active in local communities. As we heard this initial feedback we researched this concept of localized or community marketing for over a year and decided to make an entry in to this area, thus Water Tower Partners was created.

Water Tower Partners is excited to have the opportunity to present our RFQ response to you today. My partner, Abby, and I have a rich history in marketing, brand management and sponsorship procurement. We feel that we are a good fit for the City of Carrollton as you consider strategic corporate partnerships as a part of your economic development strategy. The two people on our team that will be representing Water Tower Partners are:

Kevin Bryant
Water Tower Partners, LLC
Managing Partner
12 Norcross Street
Suite 101A
Roswell, Georgia 30075
404-372-9324

Abby Port
Water Tower Partners, LLC
Managing Partner
12 Norcross Street
Suite 101A
Roswell, Georgia 30075
770-827-3081

Our management team has read through the general conditions and specifications for the RFQ and we have a clear understanding of the scope of services and the planning and execution processes that it will take for us to be successful.

We are prepared to present a plan to you that will support your scope of:

- A. Review and identify tangible and intangible assets for sponsorship/partnership opportunities
- B. identify and prioritize revenue generation opportunities
- C. Assist the City in developing a marketing partnership policy.
- D. Assist the City in developing a strategic plan to fulfill the goal of achieving alternate sources of revenue generation that is sensitive to community values.
- E. Review of existing City contracts to identify revenue opportunities.

As we have entered the municipality marketing space we feel our thinking of what really works for brands in communities has separated our agency from our competitors. We are not an agency focused on scoreboard logos and one-off sponsorship deals. We are providing a service that helps our clients position themselves as different, by way of approaching the market focused on sustainability programming and true partnerships as opposed to a gold/silver/bronze typical sponsorship. We also believe in a "fewer and bluer" partnership strategy that focuses on marriage minded brands that want a seat at the table with the city and can integrate their brand into thoughtful strategic programming that truly impacts citizens' lives.

It is our intention to present the City of Carrollton with a go-to-market plan and strategy including a target list, asset categorization and pricing, and a sales presentation. The original marketing plan does not include a clear road map for the City to pursue a partnership program.

Thank you for including Water Tower Partners in the City of Carrollton's RFQ process. We look forward to your feedback and questions as we push this process forward.

Sincerely

Kevin Bryant
Water Tower Partners, LLC
12 Norcross Street
Suite 101 - A
Roswell, Georgia 30075
www.Watertower-partners.com
770. 769. 5101 - office
404. 372. 9324 - mobile

B. DETAILED WORK HISTORY

City of Roswell

Steve Stroud

617 Atlanta Street, Suite 100

Roswell, Georgia 30075

678-823-4004

CORPORATE SPONSORSHIP PROGRAM ASSESSMENT

2014-2015

Cornerstone Support

Paul Mcrainie

70 Mansell Court, suite 250

Roswell, Georgia 30076

770-587-2440

BRAND MANAGEMENT, STRATEGIC PLANNING

2013-2014

Shriners Hospitals for Children

Marlena Kline

2900 Rocky Point Drive

Tampa, Florida 33607

SPONSORSHIP PROCUREMENT STRATEGY

2012-2013

Action Sports Media

Gordon Whitener

2035 Lakeside Centre Way, suite 175

Knoxville, Tn. 37922

770-329-6299

SPONSORSHIP STRATEGY, MEDIA SALES

2010-2013

Colonial Life Insurance Company

Tom Bise

PO Box 1365

Columbia, SC 2922

800-325-4368

CORPORATE HOSPITALITY, NAMING RIGHTS EVALUATION

2012-2013

Regions Bank

Paul Hodges

1900 Fifth Avenue North

Birmingham Alabama 35203

CORPORATE HOSPITALITY

2010-2012

C. HISTORY OF FIRM

Water Tower Partners, LLC was launched in April 2014 to cultivate the under-served and rapidly growing segment of municipal corporate sponsorship development. Through our current municipal clients, brand relationships, and extensive research we have developed a strong understanding of the needs from both brands and municipalities. Although Water Tower Partners is a relatively new agency, our experience is much deeper. Both principals of the company have over 20 years each of experience in the realm of sponsorship and branding. Through our experience and knowledge, we created Water Tower Partners to focus on the municipal and community government segment of sponsorship development.

We have completed full assessments for the cities of Roswell, GA and Milton, GA. We are currently under contract with the City of Roswell as their corporate partner procurement agency. We have strategic relationships with the Georgia Department of Tourism, the Georgia Municipality Association (GMA), and The Association of County Commissioners of Georgia (ACCG). We currently have several pending proposals in the process of approvals with other cities and counties. As one of the only agencies that is solely dedicated to corporate partnerships at the local government level, we are constantly reminded of the demand for this service from both municipalities and brands. We have strategically limited our growth to ensure that our clients receive the best service possible and that we are able to deliver more than we promise.

Water Tower Partners, LLC is fully independent.

D. STAFF RESUMES

KEVIN R. BRYANT

340 Todwick Drive • Roswell, GA 30075 • 770-993-6718 • k-bryant@charter.net

Sports & Event Marketing/Consulting/Municipality Marketing

Focused, results-oriented professional qualified by a highly successful 30-year career. Proven success identifying and capturing market opportunities and developing strategic partnerships to increase revenues and improve profits.

PROFESSIONAL EXPERIENCE

Co-Founder and Managing Partner

Water Tower Partners

9/12 – present

- Creator of a boutique municipality firm with a focus on corporate partnership procurement strategies for local governments and municipalities.

Owner and Managing Partner

AIM Marketing Solutions

5/10 – 9/12

- After merging bLinc Sports and AIM, my role as a managing partner was focused on new business and team member on the SunTrust, UPS, Shriners Hospitals and Stanley Tool Business.

President/Founder

bLinc Sports

4/07 – 4/10

- Created bLinc Sports in 2005. We are national sports marketing agency focused on consulting, event management and experiential hospitality. I am responsible for all phases of business operations including strategy, development and fulfillment.
- Clients include Shaw Flooring, Advanced Auto, Casa Havana Cigars, Colonial Insurance and the Tony Dungy Foundation.

Vice President

Omnicom/SportsMark

1/05 – 3/07

- Charged with launching a new Southeast regional office for Radiate Sports, a division of Omnicom. My time at Omnicom was spent working with several different agencies within the company that included GMR and SportsMark. I was responsible for the development and management of the Atlanta office and provide superior base elements for the companies key clients. My focus was consulting/retainer work and developing new sponsorship programs to help diversify SportsMark's hospitality business.
- Secured the Coca Cola Beijing Olympic hospitality business.
- Created the AIG Minor League baseball program.

Executive Vice President

Host Communications

10/94 – 5/04

- Created first Southeast Region National Sales Office.
- Managed sales and marketing staff of thirteen people.

- Responsible for key account sales for all of Host Properties. National Sales Team manages all sales efforts over twenty properties that produced forty million dollars in sales last year.
- Created individual customer marketing material and enhanced corporate material, which improved sales presentations and closings.
- Cultivated a positive and polished corporate climate, elevating external corporate image through employee training, operational event procedures and sales team leadership.
- Developed and produced national sales plan for company's product line including the NCAA, SEC, Big XII and the Music City Bowl.

ASSOCIATE ATHLETIC DIRECTOR

Georgia Institute of Technology

7/83 - 9/94

- Assisted Athletic Director in planning and developing marketing plans for all Georgia Tech Team Sports.
- Planned, promoted and supervised sponsor and promotion activities for Georgia Tech sports teams.
- Created first ever Corporate Sponsor program that increased from one hundred thousand dollars to three million dollars annually in ten years.
- Youngest Associate Athletic Director in the Atlantic Coast Conference.
- Supervised and developed sales plan for season ticket sales for all of Georgia Tech's revenue producing sports.

SALES MANAGER

Hyatt Hotels

St. Thomas, USVI

Atlanta, Georgia

1981 - 1983

- Established and maintained corporate customer relationships, thereby increasing corporate sales significantly.
- Formulated and implemented comprehensive annual marketing plan to maximize sales and minimize expense.
- Recruited and hired to expand the Sports and Entertainment market within Hyatt Hotels that resulted in incremental room nights.
- Developed outstanding capacity to comprehend management at a sales team and clearly communicative company growth throughout strategic planning and forecasting.

EDUCATION

University of North Carolina at Charlotte

Bachelor of Arts, History

Abby Port

Experience

2014 – Present Water Tower Partners Roswell, GA

Co-Founder/Partner

Water Tower Partners, LLC, was established with the objective of engaging the private sector in building and maintaining integrated partnerships that advance the goals of municipalities in need of additional revenue streams.

2011 – 2014 Eye On You, LLC. Woodstock, GA

Founder/Partner/CEO

Developer and distributor of Eye On U Bands.

- 269% increase in revenue and a 678% growth in profit from 2011 to 2012.
 - Profitable in 2nd quarter of operation.
 - Product sold in over 200 retail locations in the first eight months of operation including a corporate agreement with Learning Express Toys.
 - Featured in March 2012 Parenting Magazine as “the next up and coming trend for kids”.
 - Responsible for design, patent, and manufacturing of the product.
 - Created all packaging, POS displays, marketing collateral, and PR materials
 - Designed website and online store.
 - Negotiated contracts with retailers and manufacturer in China.
-

2007 – 2011 Red Koala, Inc. Woodstock, GA

Founder/CEO

Graphic design based business focused on customized digital graphics and personalized digital art.

- Selected from over 5,500 applicants to receive a \$25,000 business grant from Yahoo! and Carolyn Keptcher.
 - Featured in the Wall Street Journal, Atlanta Journal Constitution, Entrepreneur.com, and many other publications and media outlets.
 - Profitable in the first year of business and merged with another successful business by the fourth.
-

2005 - 2007 JDC Marketing Group Norcross, GA

Senior Account Director

Full service marketing agency focused on developing fully leveraged sponsorship and activation programs to insure clients make an impact in the outdoor marketplace and capitalize on the brand loyalty of the outdoor consumer. Reported to the Vice President of Marketing on all aspects of our client accounts including program development, activation, and measurement.

- Grew the Coca-Cola account from retail promotions to a national Vault branded affinity marketing program including sponsorships, hospitality, interactive cross country simulator tour, and media.
- Instrumental in securing the Brown-Forman account including angler sponsorship and on and off-premise promotions.

2002 – 2005

CBS Broadcasting, Inc.

New York, NY

Manager, NCAA

Marketing

CBS Sports contractually owned the broadcasting and marketing rights of the NCAA, including the Men's and Women's Final Fours and 86 additional championships. Co-managed the largest sports sponsorship deal in history, \$575 Million, 11-year, Coca-Cola NCAA sponsorship and media package.

- Reviewed for compliance and provided feedback on behalf of the NCAA and CBS on all national, regional, and local Coca-Cola promotions and creative.
- Directed all aspects of the Men's and Women's Hoop City events as it relates to the Coca-Cola, POWERade, and Minute Maid elements including branding, signage, interactives, tickets, vendor issues, retail involvement, local market activation, and in-market exposure.
- Responsible for Coca-Cola, DASANI, and POWERade ad placements in 145+ NCAA Championship Publications.

1999 - 2001

Host Communications, Inc.

Roswell, GA

Manager, NCAA

Marketing

Promoted to the Director of Marketing for the collegiate division of this \$125 million global sports and affinity marketing company. Provided marketing-related services for over 20 collegiate institutions and conferences. Worked with Fortune 500 companies to achieve their marketing objectives through strategically designed marketing platforms. Reported to the Executive Vice President of Sales and Marketing.

- Directly impacted revenue of more than \$3 million annually in sponsorships agreements.
- Assisted in the development and implementation of sales and marketing plans which achieved increasing profitability targets.
- Implemented tools to assist the sales force in prospecting and closing sales in a more efficient and effective manner, including databases and industry resources.
- Created customized marketing platforms based on client needs.
- Facilitated market research for the purpose of lead generation including but not limited to property demographics and market segment appeal.
- Developed and maintained a sales and marketing intranet web page.

Education

08/97-06/99

Georgia State University; Atlanta, GA
Masters of Science - Sports Administration, 1999
Area of Focus: Sports Marketing and Promotion

Atlanta, GA

08/93-06/97

University of Georgia; Athens, GA
Bachelor of Business Administration, 1997
Major: Marketing

Athens, GA

E. WORK PLAN OUTLINE

- a. Review and identify tangible and intangible assets and events for sponsorship/partnership opportunities

Through an exhaustive assessment process, Water Tower Partners will provide the City of Carrollton with a strong understanding of the assets available and more importantly the assets best suited for inclusion in a partnership proposal. We will conduct interviews with key staff in areas such as Parks and Recreation, Cultural Arts, Business Development, Green Initiatives and Sustainability committees. These interviews will provide us with the information necessary to build a strategic partner platform around the available assets. We will provide results and analysis of the interviews performed. This process will lead to the development of an exhaustive asset database and strategy for organizing assets into packages.

- b. Identify and prioritize revenue generating opportunities

While identification of the assets is vital to the development of a partnership/sponsorship program, how those assets are priced and packaged is just as important to the success of the program. Water Tower Partners will use current market data and trends to strategically price potential assets and package them in a way to maximize their value. We will emphasize year round partnerships that involve assets across various City owned venues and departments. For example, a car manufacturer may be a title sponsor of a festival while also working with the City to provide more EV charging stations at popular parks. Our goal is to ensure that each partner is providing a benefit to the City while enhancing the quality of life for its citizens in addition to generating incremental revenue for the City.

Water Tower Partners will create a database of assets including pricing and recommended go-to-market strategies to ensure the assets are attractive to brands and potential partners. Each asset will be weighted and a value assigned based on the potential return for the corporate partner. The values will be generated by analyzing current market trends. We will also advise the City on additional creative ideation of new elements.

- c. Assist the City in developing a marketing partnership policy

Water Tower Partners has extensive knowledge in sponsorship program development from the property perspective. We have assisted dozens of collegiate properties and several municipalities in their quest to engage corporate partners. Through our municipal clients, we have a thorough understanding of the processes required to change policy and ensure plans and proposals are in sync with the City's brand and revenue strategies. We will assist the City in creating policy that will sustain the partnership program.

- d. Assist the City in developing a strategic plan to fulfill the goal of achieving alternate sources of revenue generation that is sensitive to community values.

As part of the assessment, we will provide an analysis of our findings and specific recommendations on moving forward with a partnership program including next steps and identifying criteria for ROI, while refining measurement and evaluation techniques in line with current industry trends. Through our assessment, we will provide the City with an exhaustive database of assets with pricing, a category

matrix of potential partners for the City, a strategy to move forward, and a go-to-market presentation. Our strategy will be based on the community values that we ascertain through the interview process. It is imperative that we leave a City better than we found it. It is our intention that all corporate partners have a sustainability or community improvement initiative in their package.

- e. Review of existing City contracts to identify revenue opportunities.

As part of the development of a category matrix and target list, we will evaluate your current vendors and partners to assess any opportunities that may exist to engage those brands or companies in a more robust marketing partnership.

TIMELINE

The interview process and development of an asset spreadsheet – 80 hours
Development of category matrix with identified targets – 30 hours
Development of a customizable sales presentation for the City – 30 hours
Analysis, Strategy, and Next Steps – 50 hours
Consulting, Travel, and Misc. – 10 hours

We will need 200 hours over a period of 16 weeks to get the City of Carrollton, TX ready to go-to-market with a corporate partnership program.

BUDGET

200 hours at \$325: \$70,400

Travel (3 trips for two staff): \$4,500

Misc: printing, supplies, etc... \$2,500

CONTRACT TERMS

- **The hours covered by our agreement will be accrued in a 'bank' of hours per month, and allocated against the best person for the requested work in order to leverage a relationship or for a specific area of expertise.**

FEE STRUCTURE (BASED ON SOW)

- **Budget: \$77,400, 4 equal payments due the 1st of the month, 1st payment due upon signing of contract**
 - This investment is inclusive of secondary research efforts, miscellaneous time for accounting and administrative support, printing, supplies, and travel



City of Carrollton

Agenda Memo

File Number: 2022

Agenda Date: 5/19/2015

Version: 1

Status: Presentations

In Control: City Council

File Type: Presentation

Agenda Number: 6.

CC MEETING: May 19, 2015

DATE: May 6, 2015

TO: Leonard Martin, City Manager

FROM: Robert Kopp, Director of Public Works

Present A **Proclamation Declaring May 17-23, 2015 As National Public Works Week.**

BACKGROUND:

The purpose of this item is to declare the week of May 17-23, 2015 as “National Public Works Week” (NPWW). Instituted as a public education campaign by the American Public Works Association in 1960, NPWW calls attention to the importance of public works in community life. NPWW seeks to enhance the prestige of the often-unsung heroes of our society - the professionals who serve the public good every day with quiet dedication. This year’s theme is “Community Begins Here.”

WHEREAS, the City of Carrollton Public Works department manages the City's streets, storm water, traffic operations, drinking water and wastewater systems to enhance the quality of life for the Carrollton community; and

WHEREAS, public works services are an integral part of our citizens' everyday lives and the health, safety and comfort of this community greatly depends on services; and

WHEREAS, this year, the theme of public works week is "Community Begins Here," which represents the classic idea of stewardship focused on communities' sustainability; and

WHEREAS, the efficiency of the qualified and dedicated personnel who staff public works departments is directly influenced by the people's attitude and understanding of their importance of the work they perform;

NOW, THEREFORE, I, Matthew Marchant, by the authority vested in me as Mayor of the City of Carrollton, do hereby proclaim May 17-23, 2015 as

National Public Works Week

in the City of Carrollton and invite all our citizens to join me in becoming aware of the issues and activities involved in providing our public works and to recognize the contributions that public works make every day to our health, safety, comfort and overall quality of life.

IN WITNESS WHEREOF, I have hereunto set my hand and caused to be affixed the official seal of the City of Carrollton, Texas, this 19th day of May 2015.

A handwritten signature in black ink, appearing to read "Matthew Marchant", written over a horizontal line.

Matthew Marchant, Mayor



City of Carrollton

Agenda Memo

File Number: 2033

Agenda Date: 5/19/2015

Version: 1

Status: Consent Agenda

In Control: City Council

File Type: Minutes

Agenda Number: *8.

CC MEETING: May 19, 2015

DATE May 12, 2015

TO: Leonard Martin, City Manager

FROM: Krystle F. Nelinson, Management Analyst/City Secretary

Consider Approval Of The May 5, 2015 Regular Meeting Minutes.

**CARROLLTON CITY COUNCIL
REGULAR WORKSESSION AND MEETING
MAY 5, 2015**

The City Council of the City of Carrollton, Texas convened in a Regular Worksession and Meeting on Tuesday, May 5, 2015 at 5:45 p.m. with the following members present; Mayor Matthew Marchant, Mayor Pro Tem Bob Garza, Deputy Mayor Pro Tem Anthony Wilder, Councilmembers Kevin Falconer, Doug Hrbacek, Lisa Sutter, Jeff Andonian and Steve Babick. Also present were City Manager Leonard Martin, Assistant City Managers Marc Guy and Erin Rinehart, City Controller Pamela Hodges, City Attorney Meredith A. Ladd and City Secretary Krystle Nelinson. Assistant City Manager Bob Scott arrived at 7:00 p.m.

5:45 P.M. – COUNCIL BRIEFING ROOM

*****PRE-MEETING *****

1. Receive information and discuss Consent Agenda.

Councilmember Falconer arrived at 6:00 p.m.

*****WORKSESSION*****

Mayor Marchant called the meeting to order at 5:50 p.m.

4. Discuss Appointment To The Parks Board.

After discussion of the applicants, a consensus was reached to appoint Reed Bales.

7. Discuss Municipal Court Update.

Meredith Lyon, Presiding Judge, provided a brief overview of the Municipal Court activities from October 1, 2014 – April 27, 2015 noting that all of the items reflect an increase in activity particularly noting the increase in arrest warrants. She talked about daily dockets and duties as well as after hours, weekends and holiday activity. She noted a significant increase in blood warrants requested after hours over the past few years. She addressed collection efforts with three marshals on the streets enforcing the warrants. Lastly she provided comparative information with other courts reflecting the level of efficiency of the staff.

8. Discuss Final Results Of The Sale Of City Of Carrollton General Obligation Improvement And Refunding Bonds, Series 2015.

City Controller Pam Hodges referred to a booklet provided to the Council that summarized the results of the bond sale underscoring that the sale was well within the parameters set by the Council. She stated the interest cost was about 2.6%; a little over 3% for the new money portion and a little under 2% for the refunding portion. She highlighted a net present value savings of a little over \$3.9 million.

*****EXECUTIVE SESSION*****

2. Council convened in **Executive Session** at **6:52 p.m.** pursuant to Texas Government Code:

- **Section 551.071** for private consultation with the City Attorney to seek legal advice with respect to pending and contemplated litigation and including all matters on this agenda to which the City Attorney has a duty under the Texas Rules of Discipline and Professional conduct regarding confidential communication with the City Council.
 - Hamrla, et al v. City
 - Camelot Landfill Application
- **Section 551.074** to discuss personnel matters
 - Presiding and Associate Judges

3. Council **reconvened in open session at 6:58 p.m.** to consider action, if any, on matters discussed in the Executive Session. No action taken.

*****REGULAR MEETING 7:00 PM*****

Mayor Marchant called the Regular Meeting to order at 7:05 p.m.

INVOCATION – Councilmember Doug Hrbacek

PLEDGE OF ALLEGIANCE – Councilmember Lisa Sutter

PRESENTATIONS

12. Present A **Proclamation Declaring May 2015 As Motorcycle Awareness Month.**

13. Present A **Proclamation Declaring May 10 Through May 16, 2015 As National Police Week And May 15, 2015 As Peace Officers' Memorial Day.**

14. Present A **Service Award To Battalion Chief Chris Cothes.**

PUBLIC FORUM

15. **Hearing of any citizen/visitor on items not listed on the regular meeting agenda. Citizens wishing to address the Council regarding items on the posted agenda will be called to speak during the Council's consideration of such items.** Citizens/visitors should complete an appearance card located on the table at the entrance to the City Council Chambers. Speakers must address their comments to the presiding officer rather than to individual Council members or staff; Stand at the podium, speak clearly into the microphone and state your name and address prior to beginning your remarks; Speakers will be allowed between 2 and 5 minutes for testimony; Speakers making personal, impertinent, profane or slanderous remarks may be removed from the room; Unauthorized remarks from the audience, stamping of feet, whistles, yells and similar demonstrations will not be permitted; No placards, banners or signs will be permitted in the Chambers or in any other room in which the council is meeting. In accordance with the State Open Meetings Act, the City Council is restricted from discussing or taking action on items not listed on the agenda. Action can only be taken at a future meeting.

Mayor Marchant thanked the staff for the 5K Trails event noting the amount of participation and reminded the audience that Saturday was Election Day encouraging the citizens to vote. Lastly he recognized former Mayor Ron Branson.

Kellie Stokes, 516 Hunters Ridge, Coppell, member of the Board of Directors of the Children's Advocacy Center for Denton County, shared information about the work of the Center and thanked the City for ongoing support.

David Wozniak, 1343 Barclay Drive, advised that he and his neighbors were being impacted by new slope failure of the Dudley Branch retaining wall repaired by the City in 1996. He encouraged the Council to solve the problem in any legal manner possible. He felt that inaction was a taking of his land causing foundation and plumbing problems. It was his opinion that based upon the reading of the easement recorded in 1996 the City has ongoing maintenance responsibility and ownership interest in the wall.

Willie Rainwater, 2006 Southern Oaks, recognized guests in the audience who were in attendance for Item 32 regarding the renaming of Jamestown Lane to Rainwater Lane. Mayor Marchant noted that the item was an attempt by the City Council to honor the legacy of the Rainwater Family who had a very storied and long history that makes up the tapestry of Carrollton. Mr. Rainwater thanked the Council for the honor.

CONSENT AGENDA

*(*All items marked with a single asterisk are part of a Consent Agenda and require no deliberation by the Council. Each Council member has the prerogative of removing an item from this agenda so that it may be considered separately. Contracts and agreements are available in the City Secretary's Office.)*

Mayor Marchant noted that Item 28 was pulled from the Consent Agenda and noted that the Council would take action on a substitute resolution for Item 29 that includes the name of the City's legal counsel.

Councilmember Hrbacek moved approval of Items 16-27 and 29-32; inserting the name of Reed Bales on Item 24 and accepting the substituted resolution on Item 29; second by Councilmember Sutter and the motion was approved with a unanimous 7-0 vote.

MINUTES

***16. Consider Approval Of The April 21, 2015 Regular Meeting Minutes.**

BIDS & PURCHASES

***17. Consider Approval Of Bid #15-008 Plant Protection From Various Vendors For The Parks Department In An Amount Not to Exceed \$70,000.00.**

***18. Consider Approval Of Bid #15-025 For Crack Sealing For Public Works From Champion Infrastructure, LLC In An Amount Not To Exceed \$400,000.00.**

***19. Consider Approval Of RFP #15-026 For Street, Alley & Sidewalk Repair For Public Works From Saz Global Inc. In An Amount Not To Exceed \$1,100,000.00.**

CONTRACTS & AGREEMENTS

***20. Consider Authorizing The City Manager To Approve A Contract With Tiseo Paving Company For The Old Denton Road Pavement Replacement Project (Trinity Mills/PGBT To Frankford Road) In The Amount Of \$6,983,867.00.**

***21. Consider Authorizing The City Manager To Approve Change Order #1 With Schmoldt Construction For The Town Square And Pioneer Park Project For Installation Of Four Additional Trees And Two Fountains In The Amount Of \$47,685.42 For A Revised Contract Amount Not To Exceed \$863,608.58 And Authorizing The City Manager To Procure The Fountains And Necessary Equipment In An Amount Not To Exceed \$26,300.00.**

***22. Consider Authorizing The City Manager To Enter Into A Lease Agreement For Covert Vehicles For The Police Department In An Amount Not To Exceed \$33,400.00.**

***23. Consider Authorizing The City Manager To Enter Into Contract Negotiations To Provide Residential And City Facility Solid Waste Collection Services For The City Of Carrollton.**

RESOLUTIONS

***24. Consider A Resolution Appointing A Member To The Parks Board To Fill A Vacancy.**

***25. Consider A Resolution Reappointing Municipal Court Judges.**

***26. Consider A Resolution For A Project Specific Agreement (PSA) With Dallas County Road And Bridge District #4 For A Mill And Overlay Of The 1000 Through 1200 Blocks Of West Alan Avenue And The 1000 Through 1200 Blocks Of West Russell Avenue In An Amount Not To Exceed \$105,757.52.**

***27. Consider A Resolution Authorizing The City Manager To Amend The Individuals Authorized To Invest Funds And Make Withdrawals From The Public Funds Investment Pool Known As “TexPool,” On Behalf Of The City.**

~~***28. Consider A Resolution Authorizing The City Manager To Enter Into A Redevelopment Incentive Agreement With Joe the Baker, LLC For 1104 Elm Street In An Amount Not To Exceed \$55,000.00.**~~

***29. Consider A Resolution Authorizing The City Attorney To Take All Steps Necessary To Oppose Municipal Solid Waste Permit Amendment, Proposed Permit Number 1312B.**

***30. Consider A Resolution To Name Thomas Baseball Field #1 “Shane Patterson Field.”**

PUBLIC HEARING-CONSENT AGENDA

***31. Hold A Public Hearing And Consider A Resolution For An Amendment To The Transportation Plan And Transportation Plan Map To Change The Roadway Designations Of: (A) MacArthur Drive Between Trinity Mills Road/PGBT And Old Denton Road And (B) Raiford Road Between Old Denton Road And Trinity Mills Road/PGBT. Case No. 01-15MD1 Mac Arthur/Raiford Transportation Plan Amendments/City Of Carrollton. Case Coordinator: Christopher Barton.**

***32. Hold A Public Hearing And Consider An Ordinance To Change The Street Name Of Jamestown Lane Between Josey Lane And Scott Mill Road To Rainwater Lane. Case No. 05-15MD2 Jamestown Lane (Street Name Change)/City Of Carrollton. Case Coordinator: Christopher Barton.**

CONSENT AGENDA ITEMS PULLED FOR SEPARATE CONSIDERATION.

***28. Consider A Resolution Authorizing The City Manager To Enter Into A Redevelopment Incentive Agreement With Joe the Baker, LLC For 1104 Elm Street In An Amount Not To Exceed \$55,000.00.**

Councilmember Hrbacek moved approval of Item 28; second by Councilmember Falconer.

Deputy Mayor Pro Tem Wilder expressed concern about the amount of funding spent on Downtown Carrollton, felt the spending by the City should stop and stated he would vote opposed to the motion. Councilmember Babick felt the City needed to continue doing what it had been doing to make the area a destination in Carrollton.

The motion was approved with a 6-1 vote, Deputy Mayor Pro Tem Wilder opposed.

PUBLIC HEARING - INDIVIDUAL CONSIDERATION

33. Hold A Public Hearing And Consider A Resolution For An Amendment To The Comprehensive Plan And The Land Use Map To Change An Approximately 3.4-Acre Site From Single-Family Residential Detached Uses To Single-Family Residential Attached Uses Located In The Vicinity Of The Southwest Corner Of Frankford Road And McCoy Road. Case No. 03-15MD1 McCoy Villas Comprehensive Plan Amendment/Harlan Properties, Inc. Case Coordinator: Michael McCauley.

34. Hold A Public Hearing And Consider An Ordinance Amending PD-63 To Change The Zoning Of A Certain Tract From The (SF-12/20) Single-Family Residential District To The (SF-TH) Single-Family Townhouse Residential District With Special Development Standards; Amending Accordingly The Official Zoning Map. The Approximately 3.4-Acre Tract Is Located In The Vicinity Of The Southwest Corner Of Frankford Road And McCoy Road. Case No. 10-14Z3 McCoy Villas/Harlan Properties, Inc. Case Coordinator: Michael McCauley.

Christopher Barton, Chief Planner, advised that the Council heard the request for the first time about a month ago and it was continued at that time to allow the applicant to further refine the

design. He felt that the revised design was much better than the original design. He began the presentation with a color exhibit that better reflected the relationship of the building footprint, the driveways, the alleys and the roadways. He stated that the major difference was that all of the homes would be rear entry. The homes on the south side would use the existing alley that serves the homes along Golden Gate Drive. The developer would construct a new alley on the north side of the project and the alley would connect to the mutual access easement currently enjoyed by Rainwater Elementary which would help to defuse the amount of traffic and reduce the amount of congestion on the alley. There would be a masonry screening wall on the north side of the alley. He provided new front elevations of the proposed five-unit townhouse building and felt it was a better looking product that would probably be more sustainable. He also provided the side and rear elevations. Lastly he noted changes to stipulations with regard to the garage door material, front yard setback and decorative pavers which staff felt were no longer necessary because the homes would no longer be a front entry product.

Jim Dewy, JDJR Engineering, 2500 Texas Drive, Irving, representing Harlan Properties and Sumeer Homes, stated the revised plan was in line with the suggestions made by Councilmember Falconer and requested the Council remove the stipulations regarding the wood garage doors, the decorative pavers in the driveway and the masonry fence on the south side.

Councilmember Falconer recognized the amount of work required to revise the design and stated he was very pleased with the revisions.

Mayor Marchant opened the public hearing.

The following individuals submitted a card in support but did not wish to speak:

Jan and Heather Erickson, 1737 Delaford Drive; Steve and Julie Walker, 6423 Garlinghouse Lane, Dallas; Stephanie and Dave Johnson, 1100 Magnolia Drive; Melanie Johnson, 1408 Elizabeth Drive; Mike and Sheryl Smith, 3013 Rayswood Circle; Steve and Lyn Hau, 3617 Field Stone; Joe and Ellie Wakeman, 2109 Pueblo Drive; Coby and Shari Sparks, 2357 Highlands Creek; Mike Castelli, 1513 Shadywood Lane and Lori Vriend, 1366 Dogwood Trail, Lewisville;

Mark Mohrulis, 1533 Brighton Drive, Senior Pastor at Redeemer Covenant Church, stated the Church was in full support of the request. He stated have had a good relationship with the school with regard to traffic related concerns and desired to continue the relationship. He encouraged the Council to vote in favor of the request. Church members in support of the request stood to show their support.

Randall Chrisman, 1501 Broken Bow Trail, thanked staff and Council for their input and service.

Sureh Shridharani, 2404 Texas Drive, Irving, stated that Sumeer Homes had been building homes in the Dallas market for 37 years with over 200 in Carrollton. He requested approval.

Gabriel & Frances Cruz, 2909 Panorama Drive; Gabriel stated they were President and Secretary of the HOA and spoke in favor of the product as well as the developer. He stated that the majority of the neighborhood was in favor. Frances felt the proposed development would improve the property values in the area and requested approval.

There being no other speakers, Mayor Marchant closed the Public Hearing.

Councilmember Hrbacek moved approval of Items 33 and 34 modifying the following stipulations; No. 4 shall read “the front building setback shall be a minimum of 10 ft”; delete stipulations No. 5 and 6; second by Mayor Pro Tem Garza. Councilmember Sutter expressed her appreciation to the Church, developer and staff for the work necessary to make the revisions. Mr. Barton explained that the name of the street would be established by the subdivision plat and was not set by zoning. Councilmember Babick suggested Redeemer or Covenant Court be considered. **The motion was approved with a unanimous 7-0 vote.**

35. Hold A Public Hearing And Consider An Ordinance To Rezone To Amend Planned Development District 54 To Remove An Approximately 17.5-Acre Tract And To Amend Planned Development District 148 To Remove An Approximately 20.6-Acre Tract And To Establish A New Planned Development District For The (O-4) Office District With Modified Development Standards And To Allow The Additional Use Of Multi-Family Residential Uses On An Approximately 38.1-Acre Tract Of Land Located On The East Side Of Midway Road Between International Parkway And Park Boulevard; Amending Accordingly The Official Zoning Map. The Site Is Currently Zoned PD-54 For The (HC) Heavy Commercial District And PD-148 For The (HC) Heavy Commercial District With SUP 277 For Required Parking On A Lot Separate From The Main Use. Case No 02-15Z1 RP at Park/Billingsley Development Corp. Case Coordinator: Christopher Barton.

Mr. Barton stated the site was located in the vicinity of the southeast corner of Midway Road and Hebron (Park) Blvd. The proposal includes approximately 500 units of multi-family dwellings very similar in character and quality to the Austin Ranch apartment complex that was in The Colony and would include a parking garage. There would be a variety of building designs, heights and façade treatments as well as one or two five-story buildings. Staff felt it would be a quality development. He advised that the Planning & Zoning Commission recommended approval with a unanimous vote and that there was public opposition to the request.

Lucy Billingsley, applicant, described the development using the site plan noting there were a variety of amenities along with a multitude of building types. She stated that they focused on ingress and egress and stated that most vehicles going south and west would use the Midway area and those going north or east would likely use Park Blvd. She noted accommodations made as requested by the Air Park residents such as the wrought iron fencing without gates along Air Park Lane. She stated the rents would be \$1.40 - \$1.50 per foot and felt it would help to attract a young dynamic workforce. She stated they were excited about the development and were happy to answer any questions.

Councilmember Babick asked about the timeframe for beginning the development and Ms. Billingsley replied that they hope to begin by the end of the year. The multi-family units would probably be developed first and the first spec office building would be at Midway and 190. Deputy Mayor Pro Tem Wilder asked about the letter from Prince of Peace about lighting of the ball fields and Ms. Billingsley's response was not audible. Councilmember Falconer asked if the amenities were open to the multi-family residents and Ms. Billingsley replied affirmatively.

Mayor Marchant opened the public hearing.

The following individual submitted a card in support but did not wish to speak: Chris Hottel, 2245 Roundrock

John and Margie Hammond, 6335 Douglas Street, Plano, Air Park resident, stated he was neither in favor or opposed to the request. He felt there was an incompatible land use of high density and residential next to an airport and was challenged with mitigating that issue. He voiced concern with residents using Air Park Lane and requested that the developer use sound mitigation materials in construction of the apartments and also that they provide notification in the lease agreement about the adjacency of the airport.

Dale Burgdorf, 6345 Curtis Street, Plano, Air Park resident, spoke in opposition to the request voicing concern about traffic flow and congestion and stating it would be a detriment to the private use of their property. He felt it was a great development but would be more appropriate in a different area.

Mark Shisler, 4645 Plano Parkway, spoke in favor of the request. He felt it would enhance the community.

Donna Carter, 2245 Roundrock, spoke in favor of the request and felt it would be beneficial for the businesses, residents and the City.

John Mahalik, 2648 Newcastle Drive, stated he was very familiar with the area and felt it was a great use for the property. He stated he was in favor of the project with the stipulations presented.

There being no other speakers, Mayor Marchant closed the public hearing.

Councilmember Andonian moved approval of Item 35; second by Councilmember Sutter.

Councilmember Falconer stated that he was typically opposed to multi-family due to sustainability concerns but in this case his concerns were met because the product had many of the elements that would make it a viable product over the long-term and felt the structured parking was also a great element. He felt it was a quality design with the use of quality materials and would be a significant investment. He felt it was a good use for the area and stated he could support the project. Councilmember Hrbacek acknowledged previous comments about multi-family not within walking distance to the train but the litmus test was what the product would be in 20-50 years and in this case, he felt it was a great product and would be a great addition to the City. He felt the height and apartment garage contribute to the sustainability including the location and the product surrounding it. Councilmember Babick felt it would be a good urban environment that would attract young professionals, double income families and the right demographic to support the surroundings. Councilmember Andonian felt the project was exemplary in every dimension. Mayor Pro Tem Garza echoed the previous comments and felt it was a win for the City and the businesses.

The motion was approved with a unanimous 7-0 vote.

Mayor Marchant adjourned the Regular Session at 8:37 p.m. and announced they would continue in Worksession after a brief recess.

*****WORKSESSION*****

Mayor Marchant reconvened the Worksession at 8:52 p.m.

5. Discuss Preliminary Concepts For Infrastructure Aesthetics And Design Standards At Targeted Entryway Intersections.

Mayor Marchant opened the discussion stating this was one of the strategic sustainability objectives from the 2014 summer retreat. Councilmember Falconer advised that the City retained Kevin Sloan Architects to provide design concepts, using the Rosemeade Parkway/Marsh Lane entryway as a pilot to define key elements for the program and relinquished the floor to Mr. Sloan to present the concepts.

Mr. Sloan began the presentation with a photo of the pilot site and stated the problem was that the available land was slivers of medians. The assignment was to develop a memorable identity that marks the threshold of being within the City. The presentation included color elements as well as height and pavers. Councilmember Falconer referred to the recommendation of the Re-Development Sub-Committee and felt the Council first needs to determine consent to move forward.

Councilmember Sutter noted that the discussion and decisions would take more time than she had remaining on the Council and felt it was a topic that should be heard and discussed with the Council being elected over the weekend but felt that the City should move forward.

Asst. City Manager Marc Guy noted that Council allocated \$25,000 for the project and asked the Council to determine where to focus; intersections, design. Councilmember Falconer suggested beginning with determining a strategy for the project. Mr. Guy emphasized that the idea was to distinguish Carrollton. A consensus was reached to move forward with the design for the Priority 1 list and have the Re-Development Sub-Committee provide a recommendation to Council on the design.

6. Discuss Acquisition Of A Mass Notification System.

Elliott J. Reep, Emergency Management Coordinator, stated that following City Council direction from the November 4, 2014 Worksession, the City's emergency management staff coordinated a review process of potential mass notification vendors. DFW area cities were polled on their systems and numerous vendors were screened for the desired system capabilities and features. In addition, a series of web demonstrations were conducted with potential vendors and city staff. The process culminated with on-site presentations from two potential vendors, Everbridge, Inc. and Send Word Now Communication, Inc. Based on pricing, capabilities and recommendations from area partners, Everbridge, Inc. was selected as the vendor best able to deliver the services desired by the City. Everbridge, Inc. provided a one year GSA-approved contract with a four-year extension option package. The contract provides unlimited emergency and non-emergency alerting services for the City at a cost of \$43,835.44 for the first year and then \$40,588.37 annually for each of the optional four year extension periods. The first year price of \$43,835.44 includes: a basic service cost of \$35,514.82; a one-time implementation and set-up fee of \$3,247.07; and \$5,073.55 for the Smart Weather Alerting package. Based on information provided by the vendor as well as feedback from partner cities of comparable size

who utilize mass notification systems, the City's emergency management staff recommends that the Smart Weather Alerting package be evaluated during the initial year of the contract prior to committing to future possible extensions.

A consensus was reached in favor of moving forward as recommended.

9. Discuss Josey Lane And Belt Line Road Zoning Overlay Concept.

Ravi Shah, Director of Development Services, stated the project was one of the City Council's strategic sustainability objectives from the 2014 summer retreat. The City Council Re-Development Sub-Committee initially discussed the item on January 26, 2015. The project objective was to create a zoning overlay in these corridors to remove obstacles to future property re-development and rehabilitation, improve the visual character and sustain property values in these corridors over time, and create incentives to encourage private reinvestment in property and site improvements. The limits of the proposed overlay were defined as properties fronting on Josey Lane from Keller Springs Road to the city's southern boundary near Spring Valley Road and fronting on Belt Line Road from Josey Lane to Marsh Lane. The proposal submitted by staff recommends three tiers of zoning overlay to address the different stages of property development or re-development. The three tiers are re-development (demolition and rebuild on-site); rehabilitation (renovation of the existing building(s); and occupancy inspection (change of ownership or tenant of an existing building). The Re-Development Sub-Committee met again on April 21, 2015 and discussed the three scenarios in depth. Staff proposed transitional steps to offer an increase in opportunities for properties to eventually be re-developed, rehabilitated or refreshed. Steps included allowances for reduced exterior masonry on rehabilitation of existing buildings, allowances for reduced parking on fully-developed lots, reduced building setbacks and increased lot coverage/floor-to-area ratios, which would allow greater chances for adaptive reuse of properties.

After a lengthy discussion direction was given to review the suggested "0" rear setback and a consensus was reached to move forward. Mr. Shah reviewed the timeline stating the item would be brought to the Planning & Zoning Commission at their June 4, 2015 meeting with the possibility of returning to Council on July 7, 2015.

10. Discuss Acceptance Of A Donation For The Parks And Recreation Department.

Mayor Marchant stated that funds had been raised for the Shane Patterson ball field and although action was not needed to accept the funds, he wanted the Council to be aware of how the funds would be spent. Councilmember Hrbacek stated the amount was expected to be \$8,000.00 – \$10,000.00 and the consensus of the group responsible for raising the funds was to pay for appropriate bronze signage and the remaining funds would be used for something above and beyond what you would see at a typical park such as new knee walls at both fields including a brick façade on the outside at the Shane Patterson field to match the restroom. A consensus was reached in favor as stated by Councilmember Hrbacek.

11. Mayor and Council reports and information sharing.

ADJOURNMENT

Mayor Marchant adjourned the meeting at 10:48 p.m.

ATTEST:

Krystle Nelinson, City Secretary

Matthew Marchant, Mayor



City of Carrollton

Agenda Memo

File Number: 2032

Agenda Date: 5/19/2015

Version: 1

Status: Consent Agenda

In Control: City Council

File Type: Bid/Purchases

Agenda Number: *9.

CC MEETING: May 19, 2015

DATE: May 12, 2015

TO: Leonard Martin, City Manager

FROM: Elliott J. Reep, Emergency Management Coordinator

Consider Authorizing The City Manager To Purchase A Mass Notification System From Everbridge, Inc. In An Amount Not To Exceed \$48,219.00.

BACKGROUND:

Following City Council direction from the May 5, 2015 worksession, emergency management staff prepared a contract to purchase a Mass Notification System from Everbridge, Inc., in an amount not to exceed \$48,219.00, which includes a ten percent contingency allowance. The system will be purchased through a GSA-approved contract with a four-year extension option. The contract provides unlimited emergency and non-emergency alerting services.

The first year price of \$48,219.00 includes a basic service cost of \$35,514.82; a one-time implementation and set up fee of \$3,247.07; a fee of \$5,073.55 for the Smart Weather Alerting package; and a ten percent contingency allowance of \$4,383.56. The cost for the four optional years is \$40,588.37 per year.

During the first year contract period, emergency management staff will evaluate and test the Smart Weather Alerting package to determine whether to continue with this portion of the system. The testing phase will be used to determine how fast citywide messaging and calling can be delivered based on the city's population and local telephony. The weather alerting feature will be retained only if it is determined to be timely and effective during severe weather situations.

Following the execution of the contract emergency management staff will facilitate a training program with all stakeholder departments. This process will include the creation of a 'Policy for System Use' that identifies those authorized to activate the system and under what circumstances the system is to be activated.

FINANCIAL IMPLICATIONS:

The Mass Notification System will be purchased from funds as indicated below.

<u>ACCOUNTING UNIT</u>	<u>LINE ITEM</u>	<u>AMOUNT</u>	233001
68510	\$48,219.00		

STAFF RECOMMENDATION/ACTION DESIRED:

Staff recommends that City Council authorize the City Manager to purchase a Mass Notification System from Everbridge, Inc. in an amount not to exceed \$48,219.00.



City of Carrollton

Agenda Memo

File Number: 2038

Agenda Date: 5/19/2015

Version: 1

Status: Consent Agenda

In Control: City Council

File Type: Bid/Purchases

Agenda Number: *10.

CC MEETING: May 19, 2015

DATE: April 8, 2015

TO: Leonard Martin, City Manager

FROM: Carl W. Shelton, Fleet and Facilities Director & Vince Priolo, Purchasing Manager

Consider Approval Of Quote For Indian Creek Golf Course Clubhouse Carpet Replacement To Business Flooring In An Amount Not To Exceed \$40,757.18.

BACKGROUND:

This project will replace all the existing carpet at the Indian Creek Golf Course Clubhouse. The project includes: moving of all case good and display shelves/racks, demo of old carpet, installation of new carpet, wood flooring (LVT product), cove base, and all associated installation and clean up. Selected materials have a six to eight week lead time. Installation will be scheduled during non-business hours, when the facility is closed to the public. The old carpet material being removed from the facility will be recycled by the vendor.

Staff selected a multi-color, broadloom, nylon carpet material, which has been installed at other courses managed by Eagle Golf and has had very positive feedback. The material has performed well and the color/pattern was well received.

One response was received to our request for quotes and staff recommends moving forward with the bid from Business Flooring Partners, LLC, WMBE (Minority and Women-Owned Business Enterprise). Staff contacted the below vendors for quotes:

DMCA, Inc. (HUB vendor) - No quote

Business Flooring Partners, LLC (HUB vendor) - \$35, 757.18 + \$5,000 contingency

All Commercial Flooring Installation (HUB vendor) - No Quote

FINANCIAL IMPLICATIONS:

The Indian Creek Golf Course Clubhouse Carpet Replacement bid will be purchased from budgeted funds for the accounting unit and amount as listed below.

ACCTG UNIT	ACTIVITY	BUDGET AMOUNT
855342	115670899	\$40,757.18

STAFF RECOMMENDATION/ACTION DESIRED:

Staff recommends approval of the Indian Creek Golf Course Clubhouse Carpet Replacement quote to Business Flooring in an amount of \$40,757.18. This amount includes a contingency fee of \$5,000 added to the bidder's response for unforeseen expenses as work progresses, and is requested by the Carrollton Facilities Department.



City of Carrollton

Agenda Memo

File Number: 2039

Agenda Date: 5/19/2015

Version: 1

Status: Consent Agenda

In Control: City Council

File Type: Bid/Purchases

Agenda Number: *11.

CC MEETING: May 19, 2015

DATE: May 12, 2015

TO: Leonard Martin, City Manager

FROM: Carl W. Shelton, Fleet and Facilities Director & Vince Priolo, Purchasing Manager

Consider Approval Of Quote For City Hall Office Furniture Replacement To Plano Office Supply Through An Inter-Local Agreement With Collin County Government Forum In An Amount Not To Exceed \$27,483.42.

BACKGROUND:

This project will replace some of the existing office furniture in City Hall. All of the furniture being recommended for replacement was either purchased in 1986 with the construction of City Hall, brought over from the previous City Hall location, or older facilities like the original Crosby Recreation Center or the demolished Thomas Center. In general, most of the furniture is 29+ years old and in very poor condition.

Staff selected mid-grade office furniture from the HON product line for City Hall, which will become the “standard” for future replacements. This “phase 1” purchase recommendation will replace furniture in 12 offices in the facility. Staff selected and prioritized the replacements based on offices with the highest visibility, contact with customers and citizens, and overall condition. The multi-year budget proposal will include a funding recommendation to continue with the office furniture replacements in FY16 & FY17.

Staff recommends moving forward with the quote from Plano Office Supply through an inter-local agreement with Collin County Government Forum (CCGF). Council approved the CCGF inter-local agreement renewal at the March 3rd meeting this year. The CCGF contract is with the furniture manufacturer HON. Plano Office Supply is the designated HON office furniture dealer.

FINANCIAL IMPLICATIONS:

The City Hall office furniture will be purchased from budgeted funds for the accounting unit and amount as listed below.

ACCTG UNIT	ACCOUNT	BUDGET AMOUNT
1110003	68540	\$27,483.42

STAFF RECOMMENDATION/ACTION DESIRED:

Staff recommends approval of the City Hall Office Furniture Replacement quote to Plano Office Supply through our existing agreement with Collin County Government Forum in an amount not to exceed \$27,483.42.



City of Carrollton

Agenda Memo

File Number: 2021

Agenda Date: 5/19/2015

Version: 1

Status: Consent Agenda

In Control: City Council

File Type:
Contracts/Agreements

Agenda Number: *12.

CC MEETING: May 19, 2015

DATE: May 4, 2015

TO: Leonard Martin, City Manager

FROM: Bob Scott, Assistant City Manager

Consider Approval Of RFP #15-021 For A Water And Wastewater Cost Of Service And Rate Design Study From McLain Decision Support Systems In An Amount Not To Exceed \$27,950.00.

BACKGROUND:

As noted in the Budget Overview document in the Fiscal Year 2015 Budget, the City has experienced a decrease in water and sewer sales. This decrease appears to be more than would be attributable to weather fluctuations. Multi-year forecasts for Fiscal Years 2016 and 2017 projected the need for utility rate increases of approximately 8% per year. Staff recommended that rate increases be implemented in Fiscal Year 2015 to reduce the level of rate increases in 2016 and 2017 and that a comprehensive rate structure study be completed before implementation rate increases in 2016.

A request for proposals for a Utility Rate Study was advertised and distributed in April 2015. The City received nine responses. These responses were evaluated based on experience and quality factors in addition to the proposed cost. The proposal with the lowest cost was determined also to have top ratings for the experience and quality factors.

The recommended vendor, McLain Decision Support Systems (MDSS), has 32 years of experience performing rate studies. MDSS has completed rate studies for many north Texas cities including Plano and Frisco.

FINANCIAL IMPLICATIONS:

The proposed fees for the study are \$27,950.00 and will be paid from budgeted funds in the Utility Operating Fund.

STAFF RECOMMENDATION/ACTION DESIRED:

Staff recommends the City Council authorize the City Manager to enter into a contract with

McLain Decision Support Systems for an amount not to exceed \$27,950.00.



City of Carrollton

Agenda Memo

File Number: 2027

Agenda Date: 5/19/2015

Version: 1

Status: Consent Agenda

In Control: City Council

File Type:
Contracts/Agreements

Agenda Number: *13.

CC MEETING: May 19, 2015

DATE: May 12, 2015

TO: Leonard Martin, City Manager

FROM: Lon Fairless, Information Technology

Consider Authorizing The City Manager To Enter Into A Contract With Waste Management Of Texas Inc. For Residential And City Facility Solid Waste Collection Services For The City Of Carrollton In An Amount Not To Exceed \$6,200,000.00 For The First Year.

BACKGROUND:

The City Council appointed Lisa Sutter, Steve Babick, Lark Tribble, Jack Stotz and Bill Kirkland to review proposals for solid waste services based on the Carrollton Request for Proposal, RFP 15-014. The RFP included various service delivery options for consideration. The City Council reviewed the Committee recommendations at the April 7, 2015 meeting. City staff was directed to request final offers based on changes to the current solid waste collection services that included bringing the primary call center role to the City and to eliminate the recycling rewards program.

The RFP review committee reconvened with the new task to review final offers that were based on Council direction. The Committee recommendations were presented to Council at the April 21, 2015 meeting.

At the April 29, 2015 meeting, Council authorized the City Manager to enter contraction negotiations with Waste Management for solid waste services. If unsuccessful, then the City Manager was authorized to enter into contract negotiations with Republic Services Inc.

FINANCIAL IMPLICATIONS:

Funds for the residential and City facility solid waste collection services are provided from the enterprise Solid Waste Fund. The proposal includes a 2.5% annual escalation factor that will be incorporated in the annual City budget process.

STAFF RECOMMENDATION/ACTION DESIRED:

Request the Council to authorize the City Manager to enter a contract for solid waste collection services with Waste Management for a five year term with five one year mutually agreeable renewals and for an amount to not exceed \$6,200,000.00 for the first year, FY 2016.



City of Carrollton

Agenda Memo

File Number: 2028

Agenda Date: 5/19/2015

Version: 1

Status: Consent Agenda

In Control: City Council

File Type: Ordinance

Agenda Number: *14.

CC MEETING: May 19, 2015

DATE: May 12, 2015

TO: Leonard Martin, City Manager

FROM: Ashley D. Mitchell, Administrative Services Director

Consider An Ordinance Approving A Negotiated Settlement Between The Atmos Cities Steering Committee ("ACSC") And Atmos Energy Corp., Mid-Tex Division ("Company") Regarding The Company's 2014 And 2015 Rate Review Mechanism Filings; Approving A Settlement Agreement With Attached Rate Tariffs And Proof Of Revenues; Declaring Existing Rates To Be Unreasonable; Adopting Tariffs That Reflect Rate Adjustments Consistent With The Negotiated Settlement; Finding The Rates To Be Set By The Settlement Tariffs To Be Just And Reasonable And In The Public Interest; Requiring The Company To Reimburse ACSC's Reasonable Ratemaking Expenses; Determining That This Ordinance Was Passed In Accordance With The Requirements Of The Texas Open Meetings Act; Adopting A Savings Clause; Declaring An Effective Date; And Requiring Delivery Of This Ordinance To The Company And The ACSC's Legal Counsel.

BACKGROUND:

The City, along with other similarly situated cities served by Atmos Energy Corp., Mid-Tex Division ("Atmos Mid-Tex" or "Company"), is a member of the Atmos Cities Steering Committee ("ACSC"). The RRM Tariff was adopted by the City as an alternative to the Gas Reliability Infrastructure Program ("GRIP"), the statutory provision that allows Atmos to bypass the City's rate regulatory authority to increase its rates annually to recover capital investments. In February 2014, Atmos Mid-Tex filed its second annual filing under the Rate Review Mechanism ("RRM") Tariff, seeking an increase of \$45.7 million. Although ACSC attempted to reach a settlement with the Company as it had in past years, the wide differences between the Company and ACSC's consultants' recommendations made a compromise impossible. On the recommendation of the ACSC Executive Committee and ACSC's legal counsel, the City in 2014 adopted a Resolution denying the requested rate increase.

The Company appealed the City's denial to the Railroad Commission of Texas ("Commission"), and revised its requested increase to \$43.8 million. A hearing was held on the Company's appeal on September 3, 2014. On April 28, 2015, the Commission's Hearings

Examiner issued his Proposal for Decision (“PFD”) in the Company’s appeal of the City’s denial of the 2014 RRM rate increase. This PFD was not favorable to ACSC, but did recommend a reduction of approximately \$860,000 to the Company’s adjusted 2014 filing.

While the parties were waiting for the PFD from the Hearings Examiner in the appeal of the 2014 RRM filing, on February 27, 2015, Atmos Mid-Tex filed with the City another rate increase request under the RRM Tariff, seeking additional revenues in the amount of \$28.762 million (total system) or \$24.0 million (affected cities). The City worked with ACSC to analyze the schedules and evidence offered by Atmos Mid-Tex to support its 2015 request to increase rates. The Ordinance and attached Settlement Agreement and tariffs are the result of negotiation between the Mid-Tex Executive Committee and the Company to resolve issues raised by ACSC during the review and evaluation of Atmos Mid-Tex’s filing. The recommended Settlement Agreement also requires Atmos to abate its appeal of the City’s rejection of the 2014 RRM rate increase pending approval by all ACSC cities of the Settlement Agreement. The Agreement requires Atmos to give the City the benefit of the adjustments to the 2014 rate increase recommended by the PFD.

RRM Background:

The RRM tariff was originally approved by ACSC Cities as part of the settlement agreement to resolve the Atmos Mid-Tex 2007 system-wide rate filing at the Railroad Commission. In early 2013, the City adopted a renewed RRM tariff for an additional five years. This is the third RRM filing under the renewed tariff. The RRM tariff and the process implementing that tariff were created collaboratively by ACSC and Atmos Mid-Tex as an alternative to the legislatively-authorized GRIP surcharge process. ACSC has opposed GRIP because it constitutes piecemeal ratemaking, does not allow any review of the reasonableness of Atmos’ expenditures, and does not allow participation by cities or recovery of cities’ rate case expenses. In contrast, the RRM process has allowed for a more comprehensive rate review and annual adjustment as a substitute for GRIP filings. ACSC’s consultants have calculated that had Atmos filed its 2015 case under the GRIP provisions, it would have received additional revenues from ratepayers of approximately \$10 million.

Purpose of the Ordinance:

The purpose of the Ordinance is to approve the Settlement Agreement and the resulting rate change under the RRM tariff. As a result of the negotiations, the Executive Committee was able to reduce the Company’s requested \$28.8 million rate increase for Mid-Tex cities to \$21,962,784. When added to the settlement of the 2014 RRM filing and the adjustments recommended by the PFD, the Company will receive total additional annual revenues of \$65.7 million. Because the 2014 rates have been in effect since June 1, 2014, the increase to currently-billed rates is \$21 million. Approval of the Ordinance will result in rates that implement an increase in Atmos Mid-Tex’s revenues effective June 1, 2015.

Reasons Justifying Approval of the Settlement Agreement:

While the 2015 RRM system-wide filing exceeded \$28 million, a comparable GRIP filing would have been in excess of \$38 million. ACSC has negotiated a reduction to the 2015 filing of approximately \$6 million. Therefore, the 2015 RRM result is approximately \$16 million better for ratepayers within municipal limits than ratepayers within Environs.

ACSC counsel is convinced that the Proposal for Decision (“PFD”) by Railroad Commission Examiners in the 2014 RRM appeal will not improve if we file Exceptions and Replies to Exceptions. Counsel recommends action to avoid the PFD becoming a final order that would serve as precedent in future rate proceedings.

The token benefit to ratepayers authorized in the PFD to the 2014 appeal has been incorporated into the Settlement Agreement.

Atmos will file its formal withdrawal of its 2014 appeal only after all ACSC members approve the Settlement Agreement.

The alternative to approval of the Settlement Agreement would be another contested case hearing on appeal of the 2015 filing, implementation of interim rates on June 1, 2015 at the full value of the Company’s request (or \$6 million higher than proposed by the Settlement) and continuation of the 2014 appeal with resulting rate case expenses borne by ratepayers.

FINANCIAL IMPLICATIONS:

The Ordinance and Settlement tariffs approve rates that will increase the Company’s revenues by \$65.7 million for the Mid-Tex Rate Division, effective for bills rendered on or after June 1, 2015. The monthly residential customer charge will be \$18.60. The consumption charge will change from \$0.08819 per Ccf to \$0.09931 per Ccf. The monthly bill impact for the typical residential customer consuming 60 Ccf will be an increase of \$1.14 (about a 1.59% increase in the base bill). The typical commercial customer will see an increase of \$2.69 or 0.96%.

STAFF RECOMMENDATION/ACTION DESIRED:

The ACSC Executive Committee, ACSC legal counsel and consultants, and staff recommend adoption of the Ordinance approving the negotiated Settlement Agreement resolving both the 2014 and the 2015 RRM filings, and implementing the rate change.

ORDINANCE NO. _____

AN ORDINANCE OF THE CITY COUNCIL OF THE CITY OF CARROLLTON, TEXAS, APPROVING A NEGOTIATED SETTLEMENT BETWEEN THE ATMOS CITIES STEERING COMMITTEE (“ACSC”) AND ATMOS ENERGY CORP., MID-TEX DIVISION (“COMPANY”) REGARDING THE COMPANY’S 2014 AND 2015 RATE REVIEW MECHANISM FILINGS; APPROVING A SETTLEMENT AGREEMENT WITH ATTACHED RATE TARIFFS AND PROOF OF REVENUES; DECLARING EXISTING RATES TO BE UNREASONABLE; ADOPTING TARIFFS THAT REFLECT RATE ADJUSTMENTS CONSISTENT WITH THE NEGOTIATED SETTLEMENT; FINDING THE RATES TO BE SET BY THE SETTLEMENT TARIFFS TO BE JUST AND REASONABLE AND IN THE PUBLIC INTEREST; REQUIRING THE COMPANY TO REIMBURSE ACSC’S REASONABLE RATEMAKING EXPENSES; DETERMINING THAT THIS ORDINANCE WAS PASSED IN ACCORDANCE WITH THE REQUIREMENTS OF THE TEXAS OPEN MEETINGS ACT; ADOPTING A SAVINGS CLAUSE; DECLARING AN EFFECTIVE DATE; AND REQUIRING DELIVERY OF THIS ORDINANCE TO THE COMPANY AND THE ACSC’S LEGAL COUNSEL.

WHEREAS, the City of Carrollton, Texas (“City”) is a gas utility customer of Atmos Energy Corp., Mid-Tex Division (“Atmos Mid-Tex” or “Company”), and a regulatory authority with an interest in the rates and charges of Atmos; and

WHEREAS, the City is a member of the Atmos Cities Steering Committee (“ACSC”), a coalition of similarly-situated cities served by Atmos Mid-Tex (“ACSC Cities”) that have joined together to facilitate the review of and response to natural gas issues affecting rates charged in the Atmos Mid-Tex service area; and

WHEREAS, ACSC and the Company worked collaboratively to develop a new Rate Review Mechanism (“RRM”) tariff that allows for an expedited rate review process by ACSC Cities as a substitute to the Gas Reliability Infrastructure Program (“GRIP”) process instituted by the Legislature, and that will establish rates for the ACSC Cities based on the system-wide cost of serving the Atmos Mid-Tex Division; and

WHEREAS, the initial RRM Tariff was in effect for four (4) years; and

WHEREAS, ACSC Cities and Atmos Mid-Tex entered into another settlement agreement and revised the RRM Tariff; and

WHEREAS, ACSC Cities and Atmos Mid-Tex compromised and reached agreements on the amount of the rate increases to be in effect for the RRM Tariff filings for 2012 and 2013; and

WHEREAS, ACSC Cities and Atmos Mid-Tex were unable to reach an agreement on the 2014 RRM Tariff filing, resulting in the ACSC Cities’ rejection of the 2014 RRM filing; and

WHEREAS, Atmos Mid-Tex appealed the ACSC Cities' actions rejecting its 2014 RRM filing to the Railroad Commission of Texas ("Commission"), pursuant to the provisions of the RRM Tariff; and

WHEREAS, Atmos Mid-Tex and ACSC litigated the appeal of the 2014 RRM filing at the Commission; and

WHEREAS, on February 27, 2015, Atmos Mid-Tex filed its 2015 RRM Tariff filing, requesting to increase natural gas base rates system-wide by \$28.762 million; and

WHEREAS, ACSC coordinated its review of Atmos Mid-Tex RRM filing through its Executive Committee, assisted by ACSC's attorneys and consultants, to resolve issues identified in the Company's RRM filing; and

WHEREAS, Atmos Mid-Tex has agreed to withdraw its appeal of ACSC's rejection of its 2014 RRM Tariff rate increase; and

WHEREAS, the Executive Committee, as well as ACSC's counsel and consultants, recommend that ACSC Cities approve the attached Settlement Agreement (Attachment A to this Ordinance) as well as the tariffs attached thereto, resolving both the 2014 and the 2015 RRM Tariff filings, which together will increase the Company's revenues by \$65.7 million over the amount allowed under City-approved rates set in 2013; and

WHEREAS, the attached tariffs implementing new rates are consistent with the negotiated Settlement Agreement and are just, reasonable, and in the public interest; and

WHEREAS, the RRM Tariff should be renewed for a period of time commencing in 2016 and continuing until the RRM Tariff is suspended by ordinance of the City; and

WHEREAS, the RRM Tariff contemplates reimbursement of ACSC's reasonable expenses associated with RRM applications;

NOW, THEREFORE, BE IT ORDAINED BY THE CITY COUNCIL OF THE CITY OF CARROLLTON, TEXAS, THAT:

Section 1.

The findings set forth in this Ordinance are hereby in all things approved.

Section 2.

The City Council finds that the Settlement Agreement (Attachment A to this Ordinance) represents a comprehensive settlement of gas utility rate issues affecting the rates, operations, and services offered by Atmos Mid-Tex within the municipal limits arising from Atmos Mid-Tex's 2014 and 2015 RRM filings, is in the public interest, and is consistent with the City's authority under Section 103.001 of the Texas Utilities Code.

Section 3.

The existing rates for natural gas service provided by Atmos Mid-Tex are unreasonable. The new tariffs attached hereto and incorporated herein as Attachment C, are just and reasonable, and are designed to allow Atmos Mid-Tex to recover annually an additional \$65.7 million in revenue over the amount allowed under currently approved rates, or \$21 million over currently-billed rates, as shown in the Proof of Revenues attached hereto and incorporated herein as Attachment B; such tariffs are hereby adopted.

Section 4.

The ratemaking treatment for pensions and other post-employment benefits in Atmos' next RRM filing shall be as set forth on Attachment D, attached hereto and incorporated herein.

Section 5.

In an effort to streamline the regulatory review process, the Atmos Mid-Tex RRM Tariff is renewed for a period commencing with the Company's March 1, 2016 RRM filing for calendar year 2015, effective June 1, 2016, and continuing thereafter until such time as the City adopts an ordinance suspending operation of the RRM Tariff.

Section 6.

Atmos Mid-Tex shall reimburse the reasonable ratemaking expenses of the ACSC in processing the Company's RRM application.

Section 7.

To the extent any resolution or ordinance previously adopted by the Council is inconsistent with this Ordinance, it is hereby repealed.

Section 8.

The meeting at which this Ordinance was approved was in all things conducted in strict compliance with the Texas Open Meetings Act, Texas Government Code, Chapter 551.

Section 9.

If any one or more sections or clauses of this Ordinance is adjudged to be unconstitutional or invalid, such judgment shall not affect, impair or invalidate the remaining provisions of this Ordinance and the remaining provisions of the Ordinance shall be interpreted as if the offending section or clause never existed.

Section 10.

Consistent with the City Ordinance that established the RRM process, this Ordinance shall become effective from and after its passage with rates authorized by attached tariffs to be effective for bills rendered on or after June 1, 2015.

Section 11.

A copy of this Ordinance shall be sent to Atmos Mid-Tex, care of Chris Felan, Vice President of Rates and Regulatory Affairs Mid-Tex Division, Atmos Energy Corporation, 5420 LJB Freeway, Suite 1862, Dallas, Texas 75240, and to Geoffrey Gay, General Counsel to ACSC, at Lloyd Gosselink Rochelle & Townsend, P.C., 816 Congress Avenue, Suite 1900, Austin, Texas 78701.

DULY PASSED AND APPROVED by the City Council of the City of Carrollton, Texas, this 19th day of May, 2015.

CITY OF CARROLLTON, TEXAS

Matthew Marchant, Mayor

ATTEST:

Krystle Nelinson, City Secretary

APPROVED AS TO FORM:

Meredith A. Ladd
City Attorney

APPROVED AS TO CONTENT:

Ashley D. Mitchell
Administrative Services Director

**SETTLEMENT AGREEMENT BETWEEN ATMOS ENERGY CORP., MID-TEX
DIVISION AND ATMOS CITIES STEERING COMMITTEE**

WHEREAS, this agreement (“Settlement Agreement”) is entered into by Atmos Energy Corp’s Mid-Tex Division and Atmos Cities Steering Committee (“ACSC”) whose members include the Cities of Abilene, Addison, Allen, Alvarado, Angus, Anna, Argyle, Arlington, Aubrey, Bedford, Bellmead, Benbrook, Beverly Hills, Blossom, Blue Ridge, Bowie, Boyd, Bridgeport, Brownwood, Buffalo, Burkburnett, Burleson, Caddo Mills, Canton, Carrollton, Cedar Hill, Celeste, Celina, Centerville, Cisco, Clarksville, Cleburne, Clyde, College Station, Colleyville, Colorado City, Comanche, Commerce, Coolidge, Coppell, Copperas Cove, Corinth, Corral City, Crandall, Crowley, Dalworthington Gardens, Denison, DeSoto, Duncanville, Eastland, Edgecliff Village, Emory, Ennis, Euless, Everman, Fairview, Farmers Branch, Farmersville, Fate, Flower Mound, Forest Hill, Fort Worth, Frisco, Frost, Gainesville, Garland, Garrett, Grand Prairie, Grapevine, Gunter, Haltom City, Harker Heights, Haskell, Haslet, Hewitt, Highland Park, Highland Village, Honey Grove, Hurst, Hutto, Iowa Park, Irving, Justin, Kaufman, Keene, Keller, Kemp, Kennedale, Kerens, Kerrville, Killeen, Krum, Lake Worth, Lakeside, Lancaster, Lewisville, Lincoln Park, Little Elm, Lorena, Madisonville, Malakoff, Mansfield, McKinney, Melissa, Mesquite, Midlothian, Murphy, Newark, Nocona, North Richland Hills, Northlake, Oakleaf, Ovilla, Palestine, Pantego, Paris, Parker, Pecan Hill, Petrolia, Plano, Ponder, Pottsboro, Prosper, Quitman, Red Oak, Reno (Parker County), Richardson, Richland, Richland Hills, Roanoke, Robinson, Rockwall, Roscoe, Rowlett, Royse City, Sachse, Saginaw, Sansom Park, Seagoville, Sherman, Snyder, Southlake, Springtown, Stamford, Stephenville, Sulphur Springs, Sweetwater, Temple, Terrell, The Colony, Trophy Club, Tyler, University Park, Venus, Vernon, Waco, Watauga, Waxahachie, Westlake, White Settlement, Whitesboro, Wichita Falls, Woodway, and Wylie.

WHEREAS, on February 28, 2014, Atmos filed with the ACSC Cities an application, hereinafter referred to as the 2014 RRM filing, to adjust rates pursuant to Rider RRM - Rate Review Mechanism, which were subsequently consolidated into GUD No. 10359 at the Railroad Commission of Texas; and

WHEREAS, on February 27, 2015, Atmos filed with the ACSC Cities an application, hereinafter referred to as the 2015 RRM filing, to adjust rates pursuant to Rider RRM - Rate Review Mechanism; and

WHEREAS, the Settlement Agreement resolves all issues between Atmos and ACSC (“the Signatories”) regarding the 2014 RRM filing, which is currently pending before the Commission, and the 2015 RRM filing, which is currently pending before the ACSC Cities, in a manner that the Signatories believe is consistent with the public interest, and the Signatories represent diverse interests; and

WHEREAS, the Signatories believe that the resolution of the issues raised in the 2014 RRM filing and the 2015 RRM filing can best be accomplished by each ACSC City approving this Settlement Agreement and the rates, terms and conditions reflected in the tariffs attached to this Settlement Agreement as Exhibit A;

NOW, THEREFORE, in consideration of the mutual agreements and covenants established herein, the Signatories, through their undersigned representatives, agree to the

following Settlement Terms as a means of fully resolving all issues between Atmos and the ACSC Cities involving the 2014 RRM filing and 2015 RRM filing:

Settlement Terms

1. Upon the execution of this Settlement Agreement, the ACSC Cities will approve an ordinance or resolution to approve the Settlement Agreement and implement the rates, terms and conditions reflected in the tariffs attached to the Settlement Agreement as Exhibit A. (Attachment A to the Ordinance ratifying the Agreement). Said tariffs should allow Atmos to recover annually an additional \$65.7 million in revenue over the amount allowed under currently approved rates by implementation of rates shown in the proof of revenues attached as Exhibit B. (Attachment B to the Ordinance ratifying this Agreement). The uniform implementation of gas rates, terms and conditions established by the Settlement Agreement shall be effective for bills rendered on or after June 1, 2015. Consistent with the City's authority under Section 103.001 of the Texas Utilities Code, the Settlement Agreement represents a comprehensive settlement of gas utility rate issues affecting the rates, operations and services offered by Atmos within the municipal limits of the ACSC Cities arising from Atmos' 2014 RRM filing and 2015 RRM filing. No refunds of charges billed to customers by Atmos under the RRM in past periods shall be owed or owing.
2. In an effort to streamline the regulatory review process, Atmos and the ACSC Cities have agreed to renew the Rate Review Mechanism ("Rider RRM") for a period commencing with the Company's March 1, 2016 filing under this mechanism for the calendar year 2015, effective June 1, 2016, and continuing thereafter until such time as either the ACSC Cities issue an ordinance stating a desire to discontinue the operation of the tariff or Atmos files a Statement of Intent. Atmos and the ACSC Cities further agree that the RRM tariff shall remain in effect until such time as new, final rates are established for Atmos. Upon approval of this Settlement Agreement by the ACSC Cities, Atmos shall file an updated RRM Tariff with each city reflecting the provisions of this agreement.
3. Atmos and the ACSC Cities agree that rate base as of December 31, 2014 in the amount of \$1,955,948,256 is just and reasonable and shall be recovered in rates.
4. Atmos and the ACSC Cities agree that a pension and other postemployment benefits balance as of December 31, 2014 in the amount of \$18,284,949 is just and reasonable and shall be used as the beginning balance for purposes of determining pension and other postemployment benefits to be recovered in the next RRM filing (Attachment D to the Ordinance ratifying the Agreement).
5. With regard to the treatment of Atmos' Rule 8.209 regulatory asset under the RRM, Atmos and the ACSC Cities agree to the following with respect to any pending and future RRM filings:
 - a. the capital investment in the Rule 8.209 regulatory asset in the 2014 RRM filing and 2015 RRM filing is reasonable and consistent with the requirements of Rule 8.209;

- b. the classification of projects included in the Rule 8.209 regulatory asset in the 2014 RRM filing and 2015 RRM filing is reasonable and consistent with the requirements of Rule 8.209 and shall serve as a basis for classification of projects in future RRM filings;
 - c. the treatment of blanket replacement projects, system upgrades, relocations, and transmission line replacements in the Rule 8.209 regulatory asset in the 2014 RRM filing and 2015 RRM filing is reasonable and consistent with the requirements of Rule 8.209 and shall be included in future RRM filings.
 - d. the incurred expenses included in the Rule 8.209 regulatory asset in the 2014 RRM and the 2015 RRM are reasonable and consistent with the requirements of Rule 8.209 and shall be included in future RRM filings;
 - e. interest on the Rule 8.209 regulatory asset account shall be calculated using the pre-tax cost of capital most recently approved by the Commission. The use of the pre-tax cost of capital is consistent with Rule 8.209. A return on Rule 8.209 capital investment is only earned once the investment is included in rate base. No change in the Company's calculation of the interest component in its Rule 8.209 regulatory asset accounts is warranted through the period ended May 31, 2015. Beginning June 1, 2015, interest expense shall be calculated monthly using simple interest (*i.e.* 11.49% divided by 12, or approximately 0.96% per month) applied to the total value of the Rule 8.209 asset investment (exclusive of interest) until such time the Rule 8.209 regulatory asset is approved for inclusion in the Company's rate base.
 - f. While Atmos and the ACSC Cities agree to apply the treatments and methodologies set forth in this paragraph, subsections (a) – (e) in all future RRM filings, the regulatory authority retains its right to disallow any capital investment that is not shown to be prudently incurred, and any expense not shown to be reasonable and necessary, in future RRM filings.
 - g. Atmos and the ACSC Cities acknowledge that their agreement regarding the treatment and methodologies applicable to Rule 8.209 capital investments under the RRM tariff shall not prejudice the right of either party to argue for different treatments or methodologies in a future statement of intent proceeding.
6. Revenues approved pursuant to Paragraph 1 of the Settlement Agreement include reimbursement of rate case expenses owed to the ACSC Cities in connection with the 2014 RRM filing.
7. The Signatories agree that each ACSC city shall approve this Settlement Agreement and adopt an ordinance or resolution to implement for the ACSC Cities the rates, terms, and conditions reflected in the tariffs attached to the Settlement Agreement as Exhibit A. Atmos and ACSC further agree that at such time as all of the ACSC Cities have passed an ordinance or resolution consistent with the Settlement and Atmos has received such ordinance or resolution, Atmos shall withdraw its appeal of the currently pending RRM filing before the Railroad Commission of Texas in connection with the 2014 RRM filing.

8. Atmos and the ACSC Cities further agree that the express terms of the Rider RRM are supplemental to the filing, notice, regulatory review, or appellate procedural process of the ratemaking provisions of Chapter 104 of the Texas Utilities Code. If the statute requires a mandatory action on behalf of the municipal regulatory authority or Atmos, the parties will follow the provisions of such statute. If the statute allows discretion on behalf of the municipal regulatory authority, the ACSC Cities agree that they shall exercise such discretion in such a way as to implement the provisions of the RRM tariff. If Atmos appeals an action or inaction of an ACSC City regarding an RRM filing to the Railroad Commission, the ACSC Cities agree that they will not oppose the implementation of interim rates or advocate the imposition of a bond by Atmos consistent with the RRM tariff. Atmos agrees that it will make no filings on behalf of its Mid-Tex Division under the provisions of Section 104.301 of the Texas Utilities code while the Rider RRM is in place. In the event that a regulatory authority fails to act or enters an adverse decision regarding the proposed annual RRM adjustment, the Railroad Commission of Texas shall have exclusive appellate jurisdiction, pursuant to the provisions of the Texas Utilities Code, to review the action or inaction of the regulatory authority exercising exclusive original jurisdiction over the RRM request. In addition, the Signatories agree that this Settlement Agreement shall not be construed as a waiver of the ACSC Cities' right to initiate a show cause proceeding or the Company's right to file a Statement of Intent under the provisions of the Texas Utilities Code.
9. The Signatories agree that the terms of the Settlement Agreement are interdependent and indivisible, and that if any ACSC city enters an order that is inconsistent with this Settlement Agreement, then any Signatory may withdraw without being deemed to have waived any procedural right or to have taken any substantive position on any fact or issue by virtue of that Signatory's entry into the Settlement Agreement or its subsequent withdrawal. If any ACSC city rejects this Settlement Agreement, then this Settlement Agreement shall be void *ab initio* and counsel for the ACSC Cities shall thereafter only take such actions as are in accordance with the Texas Disciplinary Rules of Professional Conduct.
10. The Signatories agree that all negotiations, discussions and conferences related to the Settlement Agreement are privileged, inadmissible, and not relevant to prove any issues associated with Atmos' 2014 RRM filing and 2015 RRM filing.
11. The Signatories agree that neither this Settlement Agreement nor any oral or written statements made during the course of settlement negotiations may be used for any purpose other than as necessary to support the entry by the ACSC Cities of an ordinance or resolution implementing this Settlement Agreement.
12. The Signatories agree that this Settlement Agreement is binding on each Signatory only for the purpose of settling the issues set forth herein and for no other purposes, and, except to the extent the Settlement Agreement governs a Signatory's rights and obligations for future periods, this Settlement Agreement shall not be binding or precedential upon a Signatory outside this proceeding.

Attachment A

13. The Signatories agree that this Settlement Agreement may be executed in multiple counterparts and may be filed with facsimile signatures.

Agreed to this 7 day of May, 2015.

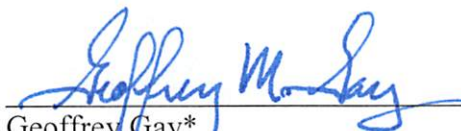
ATMOS ENERGY CORP., MID-TEX DIVISION

By: John A. Paris
John A. Paris
President, Mid-Tex Division

Agreed to this 7th day of May 2015.

ATTORNEY FOR ATMOS CITIES STEERING COMMITTEE, WHOSE MEMBERS INCLUDE THE CITIES OF ABILENE, ADDISON, ALLEN, ALVARADO, ANGUS, ANNA, ARGYLE, ARLINGTON, AUBREY, BEDFORD, BELLMEAD, BENBROOK, BEVERLY HILLS, BLOSSOM, BLUE RIDGE, BOWIE, BOYD, BRIDGEPORT, BROWNWOOD, BUFFALO, BURKBURNETT, BURLESON, CADDO MILLS, CANTON, CARROLLTON, CEDAR HILL, CELESTE, CELINA, CENTERVILLE, CISCO, CLARKSVILLE, CLEBURNE, CLYDE, COLLEGE STATION, COLLEYVILLE, COLORADO CITY, COMANCHE, COMMERCE, COOLIDGE, COPPELL, COPPERAS COVE, CORINTH, CORRAL CITY, CRANDALL, CROWLEY, DALWORTHINGTON GARDENS, DENISON, DESOTO, DUNCANVILLE, EASTLAND, EDGECLIFF VILLAGE, EMORY, ENNIS, EULESS, EVERMAN, FAIRVIEW, FARMERS BRANCH, FARMERSVILLE, FATE, FLOWER MOUND, FOREST HILL, FORT WORTH, FRISCO, FROST, GAINESVILLE, GARLAND, GARRETT, GRAND PRAIRIE, GRAPEVINE, GUNTER, HALTOM CITY, HARKER HEIGHTS, HASKELL, HASLET, HEWITT, HIGHLAND PARK, HIGHLAND VILLAGE, HONEY GROVE, HURST, HUTTO, IOWA PARK, IRVING, JUSTIN, KAUFMAN, KEENE, KELLER, KEMP, KENNEDALE, KERENS, KERRVILLE, KILLEEN, KRUM, LAKE WORTH, LAKESIDE, LANCASTER, LEWISVILLE, LINCOLN PARK, LITTLE ELM, LORENA, MADISONVILLE, MALAKOFF, MANSFIELD, MCKINNEY, MELISSA, MESQUITE, MIDLOTHIAN, MURPHY, NEWARK, NOCONA, NORTH RICHLAND HILLS, NORTHLAKE, OAKLEAF, OVILLA, PALESTINE, PANTEGO, PARIS, PARKER, PECAN HILL, PETROLIA, PLANO, PONDER, POTTSBORO, PROSPER, QUITMAN, RED OAK, RENO (PARKER COUNTY), RICHARDSON, RICHLAND, RICHLAND HILLS, ROANOKE, ROBINSON, ROCKWALL, ROSCOE, ROWLETT, ROYSE CITY, SACHSE, SAGINAW, SANSOM PARK, SEAGOVILLE, SHERMAN, SNYDER, SOUTHLAKE, SPRINGTOWN, STAMFORD, STEPHENVILLE, SULPHUR SPRINGS, SWEETWATER, TEMPLE, TERRELL, THE COLONY, TROPHY CLUB, TYLER, UNIVERSITY PARK, VENUS, VERNON, WACO, WATAUGA, WAXAHACHIE, WESTLAKE, WHITE SETTLEMENT, WHITESBORO, WICHITA FALLS, WOODWAY, AND WYLIE.

By:


Geoffrey Gay*

* Subject to approval by ACSC City Councils

**MID-TEX DIVISION
ATMOS ENERGY CORPORATION**

RRC Tariff No:

RATE SCHEDULE:	C – COMMERCIAL SALES	
APPLICABLE TO:	ALL CUSTOMERS IN THE MID-TEX DIVISION EXCEPT THE CITY OF DALLAS AND UNINCORPORATED AREAS	
EFFECTIVE DATE:	Bills Rendered on or after 06/01/2015	PAGE:

Application

Applicable to Commercial Customers for all natural gas provided at one Point of Delivery and measured through one meter and to Industrial Customers with an average annual usage of less than 30,000 Ccf.

Type of Service

Where service of the type desired by Customer is not already available at the Point of Delivery, additional charges and special contract arrangements between Company and Customer may be required prior to service being furnished.

Monthly Rate

Customer's monthly bill will be calculated by adding the following Customer and Ccf charges to the amounts due under the riders listed below:

Charge	Amount
Customer Charge per Bill	\$ 40.00 per month
Rider CEE Surcharge	\$ 0.00 per month ¹
Total Customer Charge	\$ 40.00 per month
Commodity Charge – All Ccf	\$ 0.08020 per Ccf

Gas Cost Recovery: Plus an amount for gas costs and upstream transportation costs calculated in accordance with Part (a) and Part (b), respectively, of Rider GCR.

Weather Normalization Adjustment: Plus or Minus an amount for weather normalization calculated in accordance with Rider WNA.

Franchise Fee Adjustment: Plus an amount for franchise fees calculated in accordance with Rider FF. Rider FF is only applicable to customers inside the corporate limits of any incorporated municipality.

Tax Adjustment: Plus an amount for tax calculated in accordance with Rider TAX.

Surcharges: Plus an amount for surcharges calculated in accordance with the applicable rider(s).

Agreement

An Agreement for Gas Service may be required.

Notice

Service hereunder and the rates for services provided are subject to the orders of regulatory bodies having jurisdiction and to the Company's Tariff for Gas Service.

¹ Reference Rider CEE - Conservation And Energy Efficiency as approved in GUD 10170. Surcharge billing effective July 1, 2014.

**MID-TEX DIVISION
ATMOS ENERGY CORPORATION**

RRC Tariff No:

RATE SCHEDULE:	I – INDUSTRIAL SALES	
APPLICABLE TO:	ALL CUSTOMERS IN THE MID-TEX DIVISION EXCEPT THE CITY OF DALLAS AND UNINCORPORATED AREAS	
EFFECTIVE DATE:	Bills Rendered on or after 06/01/2015	PAGE:

Application

Applicable to Industrial Customers with a maximum daily usage (MDU) of less than 3,500 MMBtu per day for all natural gas provided at one Point of Delivery and measured through one meter. Service for Industrial Customers with an MDU equal to or greater than 3,500 MMBtu per day will be provided at Company's sole option and will require special contract arrangements between Company and Customer.

Type of Service

Where service of the type desired by Customer is not already available at the Point of Delivery, additional charges and special contract arrangements between Company and Customer may be required prior to service being furnished.

Monthly Rate

Customer's monthly bill will be calculated by adding the following Customer and MMBtu charges to the amounts due under the riders listed below:

Charge	Amount
Customer Charge per Meter	\$ 700.00 per month
First 0 MMBtu to 1,500 MMBtu	\$ 0.2937 per MMBtu
Next 3,500 MMBtu	\$ 0.2151 per MMBtu
All MMBtu over 5,000 MMBtu	\$ 0.0461 per MMBtu

Gas Cost Recovery: Plus an amount for gas costs and upstream transportation costs calculated in accordance with Part (a) and Part (b), respectively, of Rider GCR.

Franchise Fee Adjustment: Plus an amount for franchise fees calculated in accordance with Rider FF. Rider FF is only applicable to customers inside the corporate limits of any incorporated municipality.

Tax Adjustment: Plus an amount for tax calculated in accordance with Rider TAX.

Surcharges: Plus an amount for surcharges calculated in accordance with the applicable rider(s).

Curtailment Overpull Fee

Upon notification by Company of an event of curtailment or interruption of Customer's deliveries, Customer will, for each MMBtu delivered in excess of the stated level of curtailment or interruption, pay Company 200% of the midpoint price for the Katy point listed in *Platts Gas Daily* published for the applicable Gas Day in the table entitled "Daily Price Survey."

Replacement Index

In the event the "midpoint" or "common" price for the Katy point listed in *Platts Gas Daily* in the table entitled "Daily Price Survey" is no longer published, Company will calculate the applicable imbalance fees utilizing a daily price index recognized as authoritative by the natural gas industry and most closely approximating the applicable index.

**MID-TEX DIVISION
ATMOS ENERGY CORPORATION****RRC Tariff No:**

RATE SCHEDULE:	I – INDUSTRIAL SALES	
APPLICABLE TO:	ALL CUSTOMERS IN THE MID-TEX DIVISION EXCEPT THE CITY OF DALLAS AND UNINCORPORATED AREAS	
EFFECTIVE DATE:	Bills Rendered on or after 06/01/2015	PAGE:

Agreement

An Agreement for Gas Service may be required.

Notice

Service hereunder and the rates for services provided are subject to the orders of regulatory bodies having jurisdiction and to the Company's Tariff for Gas Service.

Special Conditions

In order to receive service under Rate I, Customer must have the type of meter required by Company. Customer must pay Company all costs associated with the acquisition and installation of the meter.

**MID-TEX DIVISION
ATMOS ENERGY CORPORATION**

RRC Tariff No:

RATE SCHEDULE:	R – RESIDENTIAL SALES	
APPLICABLE TO:	ALL CUSTOMERS IN THE MID-TEX DIVISION EXCEPT THE CITY OF DALLAS AND UNINCORPORATED AREAS	
EFFECTIVE DATE:	Bills Rendered on or after 06/01/2015	PAGE:

Application

Applicable to Residential Customers for all natural gas provided at one Point of Delivery and measured through one meter.

Type of Service

Where service of the type desired by Customer is not already available at the Point of Delivery, additional charges and special contract arrangements between Company and Customer may be required prior to service being furnished.

Monthly Rate

Customer's monthly bill will be calculated by adding the following Customer and Ccf charges to the amounts due under the riders listed below:

Charge	Amount
Customer Charge per Bill	\$ 18.60 per month
Rider CEE Surcharge	\$ 0.02 per month ¹
Total Customer Charge	\$ 18.62 per month
Commodity Charge – All <u>Ccf</u>	\$0.09931 per Ccf

Gas Cost Recovery: Plus an amount for gas costs and upstream transportation costs calculated in accordance with Part (a) and Part (b), respectively, of Rider GCR.

Weather Normalization Adjustment: Plus or Minus an amount for weather normalization calculated in accordance with Rider WNA.

Franchise Fee Adjustment: Plus an amount for franchise fees calculated in accordance with Rider FF. Rider FF is only applicable to customers inside the corporate limits of any incorporated municipality.

Tax Adjustment: Plus an amount for tax calculated in accordance with Rider TAX.

Surcharges: Plus an amount for surcharges calculated in accordance with the applicable rider(s).

Agreement

An Agreement for Gas Service may be required.

Notice

Service hereunder and the rates for services provided are subject to the orders of regulatory bodies having jurisdiction and to the Company's Tariff for Gas Service.

¹Reference Rider CEE - Conservation And Energy Efficiency as approved in GUD 10170. Surcharge billing effective July 1, 2014.

**MID-TEX DIVISION
ATMOS ENERGY CORPORATION**

RRC Tariff No:

RATE SCHEDULE:	T – TRANSPORTATION	
APPLICABLE TO:	ALL CUSTOMERS IN THE MID-TEX DIVISION EXCEPT THE CITY OF DALLAS AND UNINCORPORATED AREAS	
EFFECTIVE DATE:	Bills Rendered on or after 06/01/2015	PAGE:

Application

Applicable, in the event that Company has entered into a Transportation Agreement, to a customer directly connected to the Atmos Energy Corp., Mid-Tex Division Distribution System (Customer) for the transportation of all natural gas supplied by Customer or Customer's agent at one Point of Delivery for use in Customer's facility.

Type of Service

Where service of the type desired by Customer is not already available at the Point of Delivery, additional charges and special contract arrangements between Company and Customer may be required prior to service being furnished.

Monthly Rate

Customer's bill will be calculated by adding the following Customer and MMBtu charges to the amounts and quantities due under the riders listed below:

Charge	Amount
Customer Charge per Meter	\$ 700.00 per month
First 0 MMBtu to 1,500 MMBtu	\$ 0.2937 per MMBtu
Next 3,500 MMBtu	\$ 0.2151 per MMBtu
All MMBtu over 5,000 MMBtu	\$ 0.0461 per MMBtu

Upstream Transportation Cost Recovery: Plus an amount for upstream transportation costs in accordance with Part (b) of Rider GCR.

Retention Adjustment: Plus a quantity of gas as calculated in accordance with Rider RA.

Franchise Fee Adjustment: Plus an amount for franchise fees calculated in accordance with Rider FF. Rider FF is only applicable to customers inside the corporate limits of any incorporated municipality.

Tax Adjustment: Plus an amount for tax calculated in accordance with Rider TAX.

Surcharges: Plus an amount for surcharges calculated in accordance with the applicable rider(s).

Imbalance Fees

All fees charged to Customer under this Rate Schedule will be charged based on the quantities determined under the applicable Transportation Agreement and quantities will not be aggregated for any Customer with multiple Transportation Agreements for the purposes of such fees.

Monthly Imbalance Fees

Customer shall pay Company the greater of (i) \$0.10 per MMBtu, or (ii) 150% of the difference per MMBtu between the highest and lowest "midpoint" price for the Katy point listed in *Platts Gas Daily* in the table entitled "Daily Price Survey" during such month, for the MMBtu of Customer's monthly Cumulative Imbalance, as defined in the applicable Transportation Agreement, at the end of each month that exceeds 10% of Customer's receipt quantities for the month.

**MID-TEX DIVISION
ATMOS ENERGY CORPORATION**

RRC Tariff No:

RATE SCHEDULE:	T – TRANSPORTATION	
APPLICABLE TO:	ALL CUSTOMERS IN THE MID-TEX DIVISION EXCEPT THE CITY OF DALLAS AND UNINCORPORATED AREAS	
EFFECTIVE DATE:	Bills Rendered on or after 06/01/2015	PAGE:

Curtailment Overpull Fee

Upon notification by Company of an event of curtailment or interruption of Customer's deliveries, Customer will, for each MMBtu delivered in excess of the stated level of curtailment or interruption, pay Company 200% of the midpoint price for the Katy point listed in *Platts Gas Daily* published for the applicable Gas Day in the table entitled "Daily Price Survey."

Replacement Index

In the event the "midpoint" or "common" price for the Katy point listed in *Platts Gas Daily* in the table entitled "Daily Price Survey" is no longer published, Company will calculate the applicable imbalance fees utilizing a daily price index recognized as authoritative by the natural gas industry and most closely approximating the applicable index.

Agreement

A transportation agreement is required.

Notice

Service hereunder and the rates for services provided are subject to the orders of regulatory bodies having jurisdiction and to the Company's Tariff for Gas Service.

Special Conditions

In order to receive service under Rate T, customer must have the type of meter required by Company. Customer must pay Company all costs associated with the acquisition and installation of the meter.

**MID-TEX DIVISION
ATMOS ENERGY CORPORATION**

RIDER:	WNA – WEATHER NORMALIZATION ADJUSTMENT	
APPLICABLE TO:	ALL CUSTOMERS IN THE MID-TEX DIVISION EXCEPT THE CITY OF DALLAS AND UNINCORPORATED AREAS	
EFFECTIVE DATE:	Bills Rendered on or after 11/01/2015	PAGE:

Provisions for Adjustment

The Commodity Charge per Ccf (100 cubic feet) for gas service set forth in any Rate Schedules utilized by the cities of the Mid-Tex Division service area for determining normalized winter period revenues shall be adjusted by an amount hereinafter described, which amount is referred to as the "Weather Normalization Adjustment." The Weather Normalization Adjustment shall apply to all temperature sensitive residential and commercial bills based on meters read during the revenue months of November through April. The five regional weather stations are Abilene, Austin, Dallas, Waco, and Wichita Falls.

Computation of Weather Normalization Adjustment

The Weather Normalization Adjustment Factor shall be computed to the nearest one-hundredth cent per Ccf by the following formula:

$$WNAF_i = R_i \frac{(HSF_i \times (NDD-ADD))}{(BL_i + (HSF_i \times ADD))}$$

Where

- i = any particular Rate Schedule or billing classification within any such particular Rate Schedule that contains more than one billing classification
- $WNAF_i$ = Weather Normalization Adjustment Factor for the i^{th} rate schedule or classification expressed in cents per Ccf
- R_i = Commodity Charge rate of temperature sensitive sales for the i^{th} schedule or classification.
- HSF_i = heat sensitive factor for the i^{th} schedule or classification divided by the average bill count in that class
- NDD = billing cycle normal heating degree days calculated as the simple ten-year average of actual heating degree days.
- ADD = billing cycle actual heating degree days.
- BL_i = base load sales for the i^{th} schedule or classification divided by the average bill count in that class

The Weather Normalization Adjustment for the j th customer in i th rate schedule is computed as:

$$WNA_j = WNAF_i \times q_{ij}$$

Where q_{ij} is the relevant sales quantity for the j th customer in i th rate schedule.

**MID-TEX DIVISION
ATMOS ENERGY CORPORATION**

RIDER:	WNA – WEATHER NORMALIZATION ADJUSTMENT	
APPLICABLE TO:	ALL CUSTOMERS IN THE MID-TEX DIVISION EXCEPT THE CITY OF DALLAS AND UNINCORPORATED AREAS	
EFFECTIVE DATE:	Bills Rendered on or after 11/01/2015	PAGE:

Base Use/Heat Use Factors

Weather Station	<u>Residential</u>		<u>Commercial</u>	
	Base use <u>Ccf</u>	Heat use <u>Ccf/HDD</u>	Base use <u>Ccf</u>	Heat use <u>Ccf/HDD</u>
Abilene	10.22	0.1404	98.80	0.6372
Austin	11.59	0.1443	213.62	0.7922
Dallas	14.12	0.2000	208.11	0.9085
Waco	9.74	0.1387	130.27	0.6351
Wichita Falls	11.79	0.1476	122.35	0.5772

Weather Normalization Adjustment (WNA) Report

On or before June 1 of each year, the company posts on its website at atmosenergy.com/mtx-wna, in Excel format, a *Weather Normalization Adjustment (WNA) Report* to show how the company calculated its WNAs factor during the preceding winter season. Additionally, on or before June 1 of each year, the company files one hard copy and a Excel version of the *WNA Report* with the Railroad Commission of Texas' Gas Services Division, addressed to the Director of that Division.

ATMOS ENERGY CORP., MID-TEX DIVISION
PROOF OF REVENUES AND PROPOSED TARIFF STRUCTURE
TEST YEAR ENDING DECEMBER 31, 2014

(a)	(b)	(c)	(d)	(e)	(f)	(g)
1	Proposed Change In Rates:	\$21,066,527	Schedule A			
2	Proposed Change In Rates without Revenue Related Taxes:	\$19,757,254	Ln 1 divided by factor on WP_F-5.1			
3						
4						
5						
6		Revenue				
7	Residential	Requirements	Allocations			
8	Commercial	\$ 338,431,486	77.95%	Per GUD 10170 Final Order		
9	Industrial and Transportation	\$ 84,223,622	19.40%	Per GUD 10170 Final Order		
10	Net Revenue Requirements GUD No. 10170	\$ 11,490,316	2.65%	Per GUD 10170 Final Order		
11		\$ 434,145,424				
12						
17						
18	Rate Class	Current	Proposed Change	Proposed Rates	Proposed Change In Revenues	Proposed Rates with Rate Case Expenses
19						
20	Residential Base Charge	\$ 18.20	\$ 0.36	\$ 18.56	\$ 6,351,350	\$ 327,447,398
21	Residential Consumption Charge	\$ 0.08819	\$ 0.01112	\$ 0.09931	\$ 9,049,383	\$ 80,817,829
22	Commercial Base Charge	\$ 38.50	\$ 1.37	\$ 39.87	\$ 2,000,584	\$ 58,221,364
23	Commercial Consumption Charge	\$ 0.07681	\$ 0.00339	\$ 0.08020	\$ 1,834,968	\$ 43,411,339
24	I&T Base Charge	\$ 675.00	\$ 22.35	\$ 697.35	\$ 220,192	\$ 6,870,292
25	I&T Consumption Charge Tier 1 MMBTU	\$ 0.2807	\$ 0.0130	\$ 0.2937	\$ 142,055	\$ 3,209,350
26	I&T Consumption Charge Tier 2 MMBTU	\$ 0.2056	\$ 0.0095	\$ 0.2151	\$ 117,051	\$ 2,650,282
27	I&T Consumption Charge Tier 3 MMBTU	\$ 0.0441	\$ 0.0020	\$ 0.0461	\$ 42,703	\$ 984,314
28						
29						
					\$ 19,758,287	\$ 523,612,169

Data Sources:
GUD10170_FINAL.xlsm

RATE SCHEDULE:	C – COMMERCIAL SALES	
APPLICABLE TO:	ALL CUSTOMERS IN THE MID-TEX DIVISION EXCEPT THE CITY OF DALLAS AND UNINCORPORATED AREAS	
EFFECTIVE DATE:	Bills Rendered on or after 06/01/2015	PAGE:

Application

Applicable to Commercial Customers for all natural gas provided at one Point of Delivery and measured through one meter and to Industrial Customers with an average annual usage of less than 30,000 Ccf.

Type of Service

Where service of the type desired by Customer is not already available at the Point of Delivery, additional charges and special contract arrangements between Company and Customer may be required prior to service being furnished.

Monthly Rate

Customer's monthly bill will be calculated by adding the following Customer and Ccf charges to the amounts due under the riders listed below:

Charge	Amount
Customer Charge per Bill	\$ 40.00 per month
Rider CEE Surcharge	\$ 0.00 per month ¹
Total Customer Charge	\$ 40.00 per month
Commodity Charge – All Ccf	\$ 0.08020 per Ccf

Gas Cost Recovery: Plus an amount for gas costs and upstream transportation costs calculated in accordance with Part (a) and Part (b), respectively, of Rider GCR.

Weather Normalization Adjustment: Plus or Minus an amount for weather normalization calculated in accordance with Rider WNA.

Franchise Fee Adjustment: Plus an amount for franchise fees calculated in accordance with Rider FF. Rider FF is only applicable to customers inside the corporate limits of any incorporated municipality.

Tax Adjustment: Plus an amount for tax calculated in accordance with Rider TAX.

Surcharges: Plus an amount for surcharges calculated in accordance with the applicable rider(s).

Agreement

An Agreement for Gas Service may be required.

Notice

Service hereunder and the rates for services provided are subject to the orders of regulatory bodies having jurisdiction and to the Company's Tariff for Gas Service.

¹ Reference Rider CEE - Conservation And Energy Efficiency as approved in GUD 10170. Surcharge billing effective July 1, 2014.

RATE SCHEDULE:	I – INDUSTRIAL SALES	
APPLICABLE TO:	ALL CUSTOMERS IN THE MID-TEX DIVISION EXCEPT THE CITY OF DALLAS AND UNINCORPORATED AREAS	
EFFECTIVE DATE:	Bills Rendered on or after 06/01/2015	PAGE:

Application

Applicable to Industrial Customers with a maximum daily usage (MDU) of less than 3,500 MMBtu per day for all natural gas provided at one Point of Delivery and measured through one meter. Service for Industrial Customers with an MDU equal to or greater than 3,500 MMBtu per day will be provided at Company's sole option and will require special contract arrangements between Company and Customer.

Type of Service

Where service of the type desired by Customer is not already available at the Point of Delivery, additional charges and special contract arrangements between Company and Customer may be required prior to service being furnished.

Monthly Rate

Customer's monthly bill will be calculated by adding the following Customer and MMBtu charges to the amounts due under the riders listed below:

Charge	Amount
Customer Charge per Meter	\$ 700.00 per month
First 0 MMBtu to 1,500 MMBtu	\$ 0.2937 per MMBtu
Next 3,500 MMBtu	\$ 0.2151 per MMBtu
All MMBtu over 5,000 MMBtu	\$ 0.0461 per MMBtu

Gas Cost Recovery: Plus an amount for gas costs and upstream transportation costs calculated in accordance with Part (a) and Part (b), respectively, of Rider GCR.

Franchise Fee Adjustment: Plus an amount for franchise fees calculated in accordance with Rider FF. Rider FF is only applicable to customers inside the corporate limits of any incorporated municipality.

Tax Adjustment: Plus an amount for tax calculated in accordance with Rider TAX.

Surcharges: Plus an amount for surcharges calculated in accordance with the applicable rider(s).

Curtailment Overpull Fee

Upon notification by Company of an event of curtailment or interruption of Customer's deliveries, Customer will, for each MMBtu delivered in excess of the stated level of curtailment or interruption, pay Company 200% of the midpoint price for the Katy point listed in *Platts Gas Daily* published for the applicable Gas Day in the table entitled "Daily Price Survey."

Replacement Index

In the event the "midpoint" or "common" price for the Katy point listed in *Platts Gas Daily* in the table entitled "Daily Price Survey" is no longer published, Company will calculate the applicable imbalance fees utilizing a daily price index recognized as authoritative by the natural gas industry and most closely approximating the applicable index.

**MID-TEX DIVISION
ATMOS ENERGY CORPORATION**

Attachment C
RRC Tariff No:

RATE SCHEDULE:	I – INDUSTRIAL SALES	
APPLICABLE TO:	ALL CUSTOMERS IN THE MID-TEX DIVISION EXCEPT THE CITY OF DALLAS AND UNINCORPORATED AREAS	
EFFECTIVE DATE:	Bills Rendered on or after 06/01/2015	PAGE:

Agreement

An Agreement for Gas Service may be required.

Notice

Service hereunder and the rates for services provided are subject to the orders of regulatory bodies having jurisdiction and to the Company's Tariff for Gas Service.

Special Conditions

In order to receive service under Rate I, Customer must have the type of meter required by Company. Customer must pay Company all costs associated with the acquisition and installation of the meter.

RATE SCHEDULE:	R – RESIDENTIAL SALES	
APPLICABLE TO:	ALL CUSTOMERS IN THE MID-TEX DIVISION EXCEPT THE CITY OF DALLAS AND UNINCORPORATED AREAS	
EFFECTIVE DATE:	Bills Rendered on or after 06/01/2015	PAGE:

Application

Applicable to Residential Customers for all natural gas provided at one Point of Delivery and measured through one meter.

Type of Service

Where service of the type desired by Customer is not already available at the Point of Delivery, additional charges and special contract arrangements between Company and Customer may be required prior to service being furnished.

Monthly Rate

Customer's monthly bill will be calculated by adding the following Customer and Ccf charges to the amounts due under the riders listed below:

Charge	Amount
Customer Charge per Bill	\$ 18.60 per month
Rider CEE Surcharge	\$ 0.02 per month ¹
Total Customer Charge	\$ 18.62 per month
Commodity Charge – All <u>Ccf</u>	\$0.09931 per Ccf

Gas Cost Recovery: Plus an amount for gas costs and upstream transportation costs calculated in accordance with Part (a) and Part (b), respectively, of Rider GCR.

Weather Normalization Adjustment: Plus or Minus an amount for weather normalization calculated in accordance with Rider WNA.

Franchise Fee Adjustment: Plus an amount for franchise fees calculated in accordance with Rider FF. Rider FF is only applicable to customers inside the corporate limits of any incorporated municipality.

Tax Adjustment: Plus an amount for tax calculated in accordance with Rider TAX.

Surcharges: Plus an amount for surcharges calculated in accordance with the applicable rider(s).

Agreement

An Agreement for Gas Service may be required.

Notice

Service hereunder and the rates for services provided are subject to the orders of regulatory bodies having jurisdiction and to the Company's Tariff for Gas Service.

¹Reference Rider CEE - Conservation And Energy Efficiency as approved in GUD 10170. Surcharge billing effective July 1, 2014.

RATE SCHEDULE:	T – TRANSPORTATION	
APPLICABLE TO:	ALL CUSTOMERS IN THE MID-TEX DIVISION EXCEPT THE CITY OF DALLAS AND UNINCORPORATED AREAS	
EFFECTIVE DATE:	Bills Rendered on or after 06/01/2015	PAGE:

Application

Applicable, in the event that Company has entered into a Transportation Agreement, to a customer directly connected to the Atmos Energy Corp., Mid-Tex Division Distribution System (Customer) for the transportation of all natural gas supplied by Customer or Customer's agent at one Point of Delivery for use in Customer's facility.

Type of Service

Where service of the type desired by Customer is not already available at the Point of Delivery, additional charges and special contract arrangements between Company and Customer may be required prior to service being furnished.

Monthly Rate

Customer's bill will be calculated by adding the following Customer and MMBtu charges to the amounts and quantities due under the riders listed below:

Charge	Amount
Customer Charge per Meter	\$ 700.00 per month
First 0 MMBtu to 1,500 MMBtu	\$ 0.2937 per MMBtu
Next 3,500 MMBtu	\$ 0.2151 per MMBtu
All MMBtu over 5,000 MMBtu	\$ 0.0461 per MMBtu

Upstream Transportation Cost Recovery: Plus an amount for upstream transportation costs in accordance with Part (b) of Rider GCR.

Retention Adjustment: Plus a quantity of gas as calculated in accordance with Rider RA.

Franchise Fee Adjustment: Plus an amount for franchise fees calculated in accordance with Rider FF. Rider FF is only applicable to customers inside the corporate limits of any incorporated municipality.

Tax Adjustment: Plus an amount for tax calculated in accordance with Rider TAX.

Surcharges: Plus an amount for surcharges calculated in accordance with the applicable rider(s).

Imbalance Fees

All fees charged to Customer under this Rate Schedule will be charged based on the quantities determined under the applicable Transportation Agreement and quantities will not be aggregated for any Customer with multiple Transportation Agreements for the purposes of such fees.

Monthly Imbalance Fees

Customer shall pay Company the greater of (i) \$0.10 per MMBtu, or (ii) 150% of the difference per MMBtu between the highest and lowest "midpoint" price for the Katy point listed in *Platts Gas Daily* in the table entitled "Daily Price Survey" during such month, for the MMBtu of Customer's monthly Cumulative Imbalance, as defined in the applicable Transportation Agreement, at the end of each month that exceeds 10% of Customer's receipt quantities for the month.

RATE SCHEDULE:	T – TRANSPORTATION	
APPLICABLE TO:	ALL CUSTOMERS IN THE MID-TEX DIVISION EXCEPT THE CITY OF DALLAS AND UNINCORPORATED AREAS	
EFFECTIVE DATE:	Bills Rendered on or after 06/01/2015	PAGE:

Curtailment Overpull Fee

Upon notification by Company of an event of curtailment or interruption of Customer's deliveries, Customer will, for each MMBtu delivered in excess of the stated level of curtailment or interruption, pay Company 200% of the midpoint price for the Katy point listed in *Platts Gas Daily* published for the applicable Gas Day in the table entitled "Daily Price Survey."

Replacement Index

In the event the "midpoint" or "common" price for the Katy point listed in *Platts Gas Daily* in the table entitled "Daily Price Survey" is no longer published, Company will calculate the applicable imbalance fees utilizing a daily price index recognized as authoritative by the natural gas industry and most closely approximating the applicable index.

Agreement

A transportation agreement is required.

Notice

Service hereunder and the rates for services provided are subject to the orders of regulatory bodies having jurisdiction and to the Company's Tariff for Gas Service.

Special Conditions

In order to receive service under Rate T, customer must have the type of meter required by Company. Customer must pay Company all costs associated with the acquisition and installation of the meter.

**MID-TEX DIVISION
ATMOS ENERGY CORPORATION**

RIDER:	WNA – WEATHER NORMALIZATION ADJUSTMENT	
APPLICABLE TO:	ALL CUSTOMERS IN THE MID-TEX DIVISION EXCEPT THE CITY OF DALLAS AND UNINCORPORATED AREAS	
EFFECTIVE DATE:	Bills Rendered on or after 11/01/2015	PAGE:

Provisions for Adjustment

The Commodity Charge per Ccf (100 cubic feet) for gas service set forth in any Rate Schedules utilized by the cities of the Mid-Tex Division service area for determining normalized winter period revenues shall be adjusted by an amount hereinafter described, which amount is referred to as the "Weather Normalization Adjustment." The Weather Normalization Adjustment shall apply to all temperature sensitive residential and commercial bills based on meters read during the revenue months of November through April. The five regional weather stations are Abilene, Austin, Dallas, Waco, and Wichita Falls.

Computation of Weather Normalization Adjustment

The Weather Normalization Adjustment Factor shall be computed to the nearest one-hundredth cent per Ccf by the following formula:

$$WNAF_i = R_i \frac{(HSF_i \times (NDD-ADD))}{(BL_i + (HSF_i \times ADD))}$$

Where

- i = any particular Rate Schedule or billing classification within any such particular Rate Schedule that contains more than one billing classification
- $WNAF_i$ = Weather Normalization Adjustment Factor for the i^{th} rate schedule or classification expressed in cents per Ccf
- R_i = Commodity Charge rate of temperature sensitive sales for the i^{th} schedule or classification.
- HSF_i = heat sensitive factor for the i^{th} schedule or classification divided by the average bill count in that class
- NDD = billing cycle normal heating degree days calculated as the simple ten-year average of actual heating degree days.
- ADD = billing cycle actual heating degree days.
- BL_i = base load sales for the i^{th} schedule or classification divided by the average bill count in that class

The Weather Normalization Adjustment for the j th customer in i th rate schedule is computed as:

$$WNA_j = WNAF_i \times q_{ij}$$

Where q_{ij} is the relevant sales quantity for the j th customer in i th rate schedule.

**MID-TEX DIVISION
ATMOS ENERGY CORPORATION**

RIDER:	WNA – WEATHER NORMALIZATION ADJUSTMENT	
APPLICABLE TO:	ALL CUSTOMERS IN THE MID-TEX DIVISION EXCEPT THE CITY OF DALLAS AND UNINCORPORATED AREAS	
EFFECTIVE DATE:	Bills Rendered on or after 11/01/2015	PAGE:

Base Use/Heat Use Factors

Weather Station	<u>Residential</u>		<u>Commercial</u>	
	Base use <u>Ccf</u>	Heat use <u>Ccf/HDD</u>	Base use <u>Ccf</u>	Heat use <u>Ccf/HDD</u>
Abilene	10.22	0.1404	98.80	0.6372
Austin	11.59	0.1443	213.62	0.7922
Dallas	14.12	0.2000	208.11	0.9085
Waco	9.74	0.1387	130.27	0.6351
Wichita Falls	11.79	0.1476	122.35	0.5772

Weather Normalization Adjustment (WNA) Report

On or before June 1 of each year, the company posts on its website at atmosenergy.com/mtx-wna, in Excel format, a *Weather Normalization Adjustment (WNA) Report* to show how the company calculated its WNAs factor during the preceding winter season. Additionally, on or before June 1 of each year, the company files one hard copy and a Excel version of the *WNA Report* with the Railroad Commission of Texas' Gas Services Division, addressed to the Director of that Division.

ATMOS ENERGY CORP., MID-TEX DIVISION
PENSIONS AND RETIREE MEDICAL BENEFITS FOR CITIES APPROVAL
TEST YEAR ENDING DECEMBER 31, 2014

Line No.	Description (a)	Shared Services (b)		Mid-Tex Direct (e)		Adjustment Total (g)
		Pension Account Plan ("PAP")	Post-Retirement Medical Plan ("FAS 106") (c)	Pension Account Plan ("PAP") (d)	Supplemental Executive Benefit Plan ("SERP") (f)	
1	Fiscal Year 2014 Towers Watson Report (excluding Removed Cost Centers)	\$ 6,388,826	\$ 4,542,023	\$ 9,481,670	\$ 165,758	\$ 8,736,645
2	Allocation to Mid-Tex	46.26%	46.26%	71.70%	100.00%	71.70%
3	FY14 Towers Watson Benefit Costs (excluding Removed Cost Centers) Allocated to MTX (Ln 1 x Ln 2)	\$ 2,955,304	\$ 2,101,021	\$ 6,798,531	\$ 165,758	\$ 6,264,334
4	O&M and Capital Allocation Factor	100.00%	100.00%	100.00%	100.00%	100.00%
5	FY14 Towers Watson Benefit Costs To Approve (excluding Removed Cost Centers) (Ln 3 x Ln 4)	\$ 2,955,304	\$ 2,101,021	\$ 6,798,531	\$ 165,758	\$ 6,264,334
6						\$ 18,284,949
7						
8	Summary of Costs to Approve:					
9						
10	Total Pension Account Plan ("PAP")	\$ 2,955,304	\$ 2,101,021	\$ 6,798,531		\$ 9,753,835
11	Total Post-Retirement Medical Plan ("FAS 106")				\$ 6,264,334	\$ 8,365,356
12	Total Supplemental Executive Retirement Plan ("SERP")				165,758	165,758
13	Total (Ln 10 + Ln 11 + Ln 12)	\$ 2,955,304	\$ 2,101,021	\$ 6,798,531	\$ 165,758	\$ 18,284,949
14						
15						
16	O&M Expense Factor	95.82%	95.82%	43.03%	21.00%	43.03%
17						
18	Expense Portion (Ln 13 x Ln 16)	\$ 2,831,859	\$ 2,013,260	\$ 2,925,600	\$ 34,809	\$ 2,695,721
19						
20	Capital Factor	4.18%	4.18%	56.97%	79.00%	56.97%
21						
22	Capital Portion (Ln 13 x Ln 20)	\$ 123,445	\$ 87,761	\$ 3,872,930	\$ 130,949	\$ 3,568,614
23						
24	Total (Ln 18 + Ln 22)	\$ 2,955,304	\$ 2,101,021	\$ 6,798,531	\$ 165,758	\$ 6,264,334
						\$ 18,284,949



City of Carrollton

Agenda Memo

File Number: 2026

Agenda Date: 5/19/2015

Version: 1

Status: Consent Agenda

In Control: City Council

File Type: Resolution

Agenda Number: *15.

CC MEETING: May 19, 2015

DATE: May 12, 2015

TO: Leonard Martin, City Manager

FROM: Krystle F. Nelinson, Management Analyst/City Secretary

Consider A **Resolution Reappointing Tim Hayden To The Dallas Area Rapid Transit (DART) Board Of Directors.**

BACKGROUND:

On February 3, 2015, the City Council approved a Resolution appointing Tim Hayden to the Dallas Area Rapid Transit (DART) Board of Directors, to serve the remainder of Randall Chrisman's term. As that initial term expires on July 1, 2015, the DART Office of Board Support has asked the City to pass a Resolution appointing or re-appointing a representative to the Board.

Staff confirmed with the City of Irving that a Resolution reappointing Tim Hayden to the DART Board will be on their June 4 City Council meeting agenda.

STAFF RECOMMENDATION/ACTION DESIRED:

Staff recommends approval of the attached Resolution reappointing Tim Hayden to the DART Board of Directors.

RESOLUTION NO. _____

**A RESOLUTION OF THE CITY COUNCIL OF CITY OF CARROLLTON, TEXAS,
APPOINTING A MEMBER TO SERVE ON THE DALLAS AREA RAPID TRANSIT
(DART) BOARD OF DIRECTORS; AND PROVIDING AN EFFECTIVE DATE.**

**BE IT RESOLVED BY THE COUNCIL OF THE CITY OF CARROLLTON, TEXAS,
THAT:**

SECTION 1

Tim Hayden is appointed to serve on the Dallas Area Rapid Transit Board of Directors at the pleasure of the City Council for the term specified or from the date of their qualification to serve until their successors are appointed and qualified to serve.

SECTION 2

This resolution shall take effect immediately from and after its passage.

DULY PASSED AND APPROVED by the City Council of the City of Carrollton, Texas
this 19th day of May, 2015.

CITY OF CARROLLTON, TEXAS

Matthew Marchant, Mayor

ATTEST:

APPROVED AS TO FORM:

Krystle F. Nelinson, City Secretary

Meredith A. Ladd, City Attorney



City of Carrollton

Agenda Memo

File Number: 2029

Agenda Date: 5/19/2015

Version: 1

Status: Consent Agenda

In Control: City Council

File Type: Resolution

Agenda Number: *16.

CC MEETING: May 19, 2015

DATE: May 12, 2015

TO: Leonard Martin, City Manager

FROM: Chrystal Davis, Workforce Services Director

Consider A **Resolution Authorizing The City Manager To Enter Into A Contract With IPS Advisors To Provide Benefit Consultant Services** In An Amount Not To Exceed \$36,500.00.

BACKGROUND:

The City currently utilizes a Benefits Consultant to assist in staying abreast of health care trends, analyzing claims data and providing recommendations on the City's benefit offerings to employees. The Benefits Consultant also assists with implementing mandated legislative changes, assists with employee benefit education sessions and assists in the RFP process for various benefit related services. Our practice has been to obtain a multi-year rate agreement and to provide for an annual renewal process to access rate agreements. Therefore, this resolution authorizes the contract to be renewed annually based on the terms, agreements, and rates specified in the contract.

FINANCIAL IMPLICATIONS:

The funds for the Benefits Consultant will be paid for through the City's Employee Health Trust. Year one, as well as years two and three, is not expected to exceed \$36,500.00 each year.

STAFF RECOMMENDATION/ACTION DESIRED:

Staff recommends adoption of the attached resolution authorizing the City Manager to enter into a contract with IPS for Benefits Consulting Services with the option to renew for two additional one year periods, at guaranteed rates.

RESOLUTION NO. _____

A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF CARROLLTON, TEXAS AUTHORIZING THE CITY MANAGER TO TAKE ALL NECESSARY ACTION TO ENTER INTO AN AGREEMENT WITH IPS ADVISORS FOR BENEFIT CONSULTING SERVICES; ESTABLISHING THE AUTHORITY TO RENEW THE AGREEMENT WITH IPS ADVISORS FOR ADDITIONAL YEARS BASED ON RATE GUARANTEES AND AUTHORIZING PAYMENTS AT THE RATES SPECIFIED HEREIN; AND PROVIDING AN EFFECTIVE DATE.

NOW, THEREFORE, BE IT RESOLVED BY THE COUNCIL OF THE CITY OF CARROLLTON, TEXAS, THAT:

SECTION 1

The City Manager is hereby authorized to enter into a contract with IPS Advisors for benefit consulting services in the amount of \$36,500 for the first year and to renew this agreement annually for an additional two years in which the rate will not exceed \$36,500 per year.

The benefit consulting services are to be paid from funds budgeted in the Employee Health Trust.

SECTION 2

The City Manager is authorized to take those steps reasonable and necessary to comply with the intent of this resolution.

SECTION 3

This resolution shall take effect on June 1, 2015.

DULY PASSED AND APPROVED by the City Council of the City of Carrollton, Texas this 19th day of May, 2015.

Matthew Marchant, Mayor

ATTEST:

Krystle F. Nelinson, City Secretary

Resolution No. _____

APPROVED AS TO FORM:

Meredith A. Ladd, City Attorney

APPROVED AS TO CONTENT:

Chrystal Davis,
Workforce Services Director



City of Carrollton

Agenda Memo

File Number: 2030

Agenda Date: 5/19/2015

Version: 1

Status: Consent Agenda

In Control: City Council

File Type: Resolution

Agenda Number: *17.

CC MEETING: May 19, 2015

DATE: May 12, 2015

TO: Leonard Martin, City Manager

FROM: Scott Hudson, Environmental Services Director

Consider A Resolution Authorizing The City Manager To Execute A Contract With Cirrus Associates, LLC For The Background Study And Application To The Texas Commission On Environmental Quality For A Municipal Setting Designation Associated With The Downtown Carrollton Area Including 1309 South Broadway In An Amount Not To Exceed \$114,425.00.

BACKGROUND:

A recently completed supplement to Phase II Environmental Site Assessments conducted at 1309 South Broadway, a property currently owned by the City, confirmed the presence of benzene in groundwater above the protective concentration level under the Texas Risk Reduction Program. This most recent analysis also indicates that groundwater containing benzene may have migrated beyond the boundaries of this tract.

Confirming these benzene concentrations triggered a requirement to report to the Texas Commission on Environmental Quality (TCEQ). That initial report has been filed. Under TCEQ rules several options exist for the City to address soil and groundwater concerns. Of these, establishing a Municipal Setting Designation (MSD) for the property or area appears to offer the shortest and least costly path, especially considering that other options require a commitment to multi-year processes of treatment and/or monitoring.

An MSD is an official designation given by TCEQ certifying that the groundwater underneath a property is not used as potable water and is prohibited from future use as potable water because of contamination above potable-water protective concentration levels. The purpose of the MSD is to limit or eliminate the need for investigation or remediation of groundwater contamination in cases where the groundwater is not being used as a drinking water supply and where there is no other exposure pathway.

This project would provide the necessary background and the application for an MSD. The

process is estimated to take nine months.

FINANCIAL IMPLICATIONS:

The cost of the background study and MSD application process will be taken from the Transit Oriented Development Capital Projects Fund.

IMPACT ON COMMUNITY SUSTAINABILITY:

The property at 1309 South Broadway is in the midst of and vital to a strong revitalization in the Downtown Transit Center District. It is, therefore, important that this property be brought to its full commercial potential. Full utilization of this property can only be possible if regulatory requirements regarding the benzene contamination are addressed.

STAFF RECOMMENDATION/ACTION DESIRED:

Staff recommends approval of the attached resolution to authorize the City Manager to contract with Cirrus Associates, LLC for the Municipal Setting Designation background study and application in an amount not to exceed \$114,425.00.

RESOLUTION NO _____

A RESOLUTION AUTHORIZING THE CITY MANAGER TO ENTER INTO A CONTRACT WITH CIRRUS ASSOCIATES, LLC FOR THE REQUIRED BACKGROUND STUDY AND APPLICATION TO THE TEXAS COMMISSION ON ENVIRONMENTAL QUALITY REGARDING A MUNICIPAL SETTING DESIGNATION FOR 1309 SOUTH BROADWAY STREET IN AN AMOUNT NOT TO EXCEED \$114,425.00; ESTABLISHING AN EFFECTIVE DATE.

WHEREAS, the City of Carrollton is the owner of 1309 S. Broadway Street where, through testing, benzene has been discovered in some areas of the soil and groundwater in concentrations which exceed the Texas Commission on Environmental Quality protective concentration level;

WHEREAS, groundwater containing benzene appears to have migrated beyond the boundaries of 1309 S. Broadway Street;

WHEREAS, it is important to redevelop 1309 S. Broadway Street to its full commercial potential as part of the Downtown Carrollton revitalization;

WHEREAS, the Texas Legislature passed a Municipal Setting Designation (MSD) statute which created an alternative for persons addressing the groundwater contamination;

WHEREAS, the Texas Commission on Environmental Quality has established an application process by which a property owner, including municipalities, may obtain an MSD;

WHEREAS, redevelopment of 1309 S. Broadway Street and other property may be facilitated by the establishment of an MSD;

WHEREAS, installation and sampling of groundwater monitor wells is necessary for the creation of an MSD in Carrollton;

WHEREAS, the City of Carrollton is a firm advocate for good environmental stewardship and protection of public health;

WHEREAS, upon full review and consideration of the project, and all matters attendant and related thereto, the City Council is of the opinion that the contract for the installation and sampling of permanent groundwater monitor wells is necessary and that the City Manager shall be authorized to execute it on behalf of the City of Carrollton;

NOW, THEREFORE, BE IT RESOLVED BY THE COUNCIL OF THE CITY OF CARROLLTON, TEXAS, THAT:

SECTION I

The above and foregoing premises are found to be true and correct and are incorporated herein and made part hereof for all purposes.

SECTION 2

The City Manager is hereby authorized to execute a contract with Cirrus Associates, LLC for the background study and application to the Texas Commission on Environmental Quality for the purpose of obtaining a Municipal Setting Designation for the area of 1309 S. Broadway Street in an amount not to exceed \$114,425.00 and to take those steps reasonable and necessary to comply with the intent of this resolution.

SECTION 3

This resolution shall take effect upon passage.

DULY PASSED AND APPROVED by the City Council of the City of Carrollton, Texas this 19th day of May, 2015.

Matthew Marchant, Mayor

ATTEST:

Krystle Nelinson, City Secretary

APPROVED AS TO FORM:

APPROVED AS TO CONTENT:

Meredith Ladd, City Attorney

Scott Hudson, Environmental Services Director



City of Carrollton

Agenda Memo

File Number: 2031

Agenda Date: 5/19/2015

Version: 1

Status: Consent Agenda

In Control: City Council

File Type: Resolution

Agenda Number: *18.

CC MEETING: May 19, 2015

DATE: May 12, 2015

TO: Leonard Martin, City Manager

FROM: Chrystal Davis, Workforce Services Director

Consider A **Resolution Authorizing The City Manager To Enter Into A Contract With Gabriel Roeder Smith & Company To Provide Actuarial Services** In An Amount Not To Exceed \$15,000.00.

BACKGROUND:

The City currently utilizes an Actuary provided through our Benefit Consultant. The Actuary provides both analytical and actuarial analysis necessary to design benefit plans and rate structures that help the City contain healthcare costs, maintain industry best standards, prevent adverse plan selection and ensure compliance with local, state, and federal guidelines. By contracting with an Actuarial Consultant separately, the City is able to ensure we are obtaining the best possible services while reducing the annual cost of these services in years 2 and 3. Our practice has been to obtain a multi-year rate agreement and to provide for an annual renewal process to access these rate agreements. Therefore, this resolution authorizes the contract to be renewed annually based on the terms, agreements, and rates specified in the contract.

FINANCIAL IMPLICATIONS:

The funds for Actuarial Services will be paid for through the City's Employee Health Trust. Year one with GRS is expected to cost \$15,000 and GRS has proposed a \$5,000 price reduction in years two and three. Actuarial Services are not expected to exceed \$15,000 in year one and \$10,000 in years two and three.

STAFF RECOMMENDATION/ACTION DESIRED:

Staff recommends adoption of the attached resolution authorizing the City Manager to enter into a contract with GRS for Actuarial Services with the option to renew for two additional one year periods, at guaranteed rates.

RESOLUTION NO. _____

A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF CARROLLTON, TEXAS AUTHORIZING THE CITY MANAGER TO TAKE ALL NECESSARY ACTION TO ENTER INTO AN AGREEMENT WITH GABRIEL ROEDER SMITH & COMPANY FOR ACTUARIAL SERVICES; ESTABLISHING THE AUTHORITY TO RENEW THIS AGREEMENT GABRIEL ROEDER SMITH & COMPANY FOR ADDITIONAL YEARS BASED ON RATE GUARANTEES AND AUTHORIZING PAYMENTS AT THE RATES SPECIFIED HEREIN; AND PROVIDING AN EFFECTIVE DATE.

NOW, THEREFORE, BE IT RESOLVED BY THE COUNCIL OF THE CITY OF CARROLLTON, TEXAS, THAT:

SECTION 1

The City Manager is hereby authorized to enter into a contract with Gabriel Roeder Smith & Company for actuarial services in the amount of \$15,000 for the first year and to renew this agreement annually for an additional two years in which the rate will not exceed \$10,000 per year.

The actuarial services are to be paid from funds budgeted in the Employee Health Trust.

SECTION 2

The City Manager is authorized to take those steps reasonable and necessary to comply with the intent of this resolution.

SECTION 3

This resolution shall take effect on June 1, 2015.

DULY PASSED AND APPROVED by the City Council of the City of Carrollton, Texas this _____ day of _____, _____.

Matthew Marchant, Mayor

ATTEST:

Resolution No. _____

Krystle F. Nelinson, City Secretary

APPROVED AS TO FORM:

Meredith A. Ladd, City Attorney

APPROVED AS TO CONTENT:

Chrystal Davis,
Workforce Services Director



City of Carrollton

Agenda Memo

File Number: 2040

Agenda Date: 5/19/2015

Version: 1

Status: Public Hearing/Consent
Agenda

In Control: City Council

File Type: Public Hearing

Agenda Number: *19.

CC MEETING: May 19, 2015

DATE: May 14, 2015

TO: Leonard Martin, City Manager

FROM: Christopher Barton, Chief Planner

Hold A Public Hearing And Consider An Ordinance To Repeal And Re-Establish Special Use Permit 293 To Allow For An Increase In Height For An Existing Antenna Support Structure With Special Conditions; Amending Accordingly The Official Zoning Map. The Approximately 3.7-Acre Tract Is Located At 3065 North Josey Lane And Is Currently Zoned For The (LR-2) Local Retail District. Case No. 02-15SUP1 AT&T Cell Tower/Clinton Earnhart/SBA Communications. Case Coordinator: Christopher Barton.

BACKGROUND:

This is a request to repeal and re-establish Special Use Permit 293 for an antenna support structure for cellular telephone antennas. The approximately 3.7 acre tract is located at 3065 North Josey Lane and is currently zoned SUP 293 for the (LR-2) Local Retail District.

On April 7, 2015 the City Council continued the case to the May 19, 2015 meeting to allow the applicant to develop additional options.

As of May 14, 2015, the applicant had not finalized new exhibits or options. Therefore, this case report is virtually identical to that presented previously.

STAFF RECOMMENDATION/ACTION DESIRED:

On March 5, 2015 the Planning & Zoning Commission recommended **APPROVAL** with staff stipulations and one additional stipulation.

RESULT SHEET

Date: 05/14/2015

Case No./Name: 02-15SUP1 AT&T Cell Tower

A. STIPULATIONS AND RECOMMENDATIONS

Staff recommends **APPROVAL** with the following stipulations:

1. The maximum height of the antenna monopole structure shall be 85 feet.
2. Two additional landscape islands, a minimum of nine feet at their narrowest dimension including curbing, shall be installed in the parking lot along Josey Lane as shown in Exhibit _____. Each new landscape island shall contain the following at a minimum:
 - a. One multi-stem Crepe Myrtle (Red Rocket, Dallas Red or equivalent variety), at least 3-inch caliper and 10 feet in height at the time of planting.
 - b. Mexican Feather Grass, a least one gallon at the time of planting, spaced no more than 18 inches apart.
 - c. A natural stone boulder, a minimum of 18 inches in each dimension and a minimum of 24 inches in at least one dimension.
3. The existing parking lot landscape islands shall be improved by removing existing turf grass and replacing it with decomposed granite.

B. P&Z RECOMMENDATION from P&Z meeting: 02/05/15
Result: **CONTINUED** to the March 5, 2015 meeting/Vote: 6 – 0 (Daniel-Nix & Romo absent, one seat vacant)

C. P&Z RECOMMENDATION from P&Z meeting: 03/05/15
Result: **APPROVAL** /Vote: 9 - 0

D. CC ACTION from CC meeting: 04/07/15
Result: **CONTINUED** to the May 19, 2015 meeting/Vote:

E. CC ACTION from CC meeting: 05/19/15
Result: /Vote:

SPECIAL USE PERMIT

Case Coordinator: Lorri Dennis

GENERAL PROJECT INFORMATION

SITE ZONING: (LR-2) Local Retail District with SUP-293 for an antenna support structure.

SURROUNDING ZONING

SURROUNDING LAND USES

NORTH	(LR-2) Local Retail District	Commercial Uses
SOUTH	(LR-2) Local Retail District	Commercial Uses
EAST	(LR-2) Local Retail District	Commercial Uses
WEST	PD-21 for the (SF-7/14) Single Family Residential District	Single Family Residential Subdivision

REQUEST: Allow a 20-foot increase in height for the existing 62-foot cellular telephone antenna monopole

PROPOSED USE: Cellular telephone antenna monopole

ACRES/LOTS: Approximately 1,841 square foot lease space on an approximately 3.7-acre tract (unplatted)

LOCATION: 3065 N. Josey Lane

HISTORY: The shopping center has never been platted.
The current zoning was established in December 1998. Prior to that time the tract was zoned PD-21 for the (LR-2) Local Retail District.
Per the Appraisal District, the shopping center was built in 1980.
SUP-293 was approved in 2002.

COMPREHENSIVE PLAN: Low Intensity Commercial Uses

TRANSPORTATION PLAN: Josey Lane is designated as an (A6D) Six-Lane Divided Arterial

OWNER: Double Horseshoe, LLC

REPRESENTED BY: Clinton Earnhart, SBA Communications Corp.

STAFF ANALYSIS

PROPOSAL/BACKGROUND

- A. This is a request for a 20-foot tower extension section to be added to the existing 62-foot monopole to accommodate at least two (2) new wireless carriers. The extension will bring the height of the tower to approximately 82 feet.
- B. Freestanding cellular towers are allowed within the (LR-2) Local Retail District upon approval of a Special Use Permit.
- C. The existing Woodlake Village Shopping Center has parking lot light poles that are approximately 35 feet in height.

ORDINANCE REQUIREMENTS

- D. The Comprehensive Zoning Ordinance requires the approval of a Special Use Permit for an antenna support structure in all zoning districts.

ELEMENTS TO CONSIDER

OTHER SUPS FOR SIMILAR ANTENNAS

- 1. SUP 69 (2387 Midway Rd., just north of Kellway Dr.): Enacted in 1996, allows for a 95-foot antenna located behind the building.
- 2. SUP 117 (1421 W. Main St., just west of IH-35E): Enacted in 1989, allows for a 117-foot monopole located at the rear of the lot.
- 3. SUP 126 (2601 E. Belt Line Rd., Halliburton, at the northwest corner of Columbian Club Dr.): Enacted in 1990, allows for a 420-foot-tall antenna with guy wires, located on the north end of the site.
- 4. SUP 140 (1225 W. Trinity Mills Rd., just west of Camp Ave.): Enacted in 1991, allows for a 92-foot monopole.
- 5. SUP 176 (2445 N. Broadway St., opposite the DART Trinity Mills Station): Enacted in 1994, allows for a 75-foot monopole.
- 6. SUP 204 (2760 E. Trinity Mills Rd., just west of Marsh Ln.): Enacted in 1997, allows for a 100-foot monopole located behind the building.
- 7. SUP 205 (3733 N. Josey Ln., at the northwest corner of Rosemeade Pkwy.): Enacted in 1997, allows for a 92-foot monopole.
- 8. SUP 217 (1420 Westway Cir.): Enacted in 1996, allows for an 85-foot monopole located behind the building.
- 9. SUP 218 (2734 N. IH-35E, Classic Buick/GMC): Enacted in 1996, allows for a 100-foot monopole located at the rear corner of the property.
- 10. SUP 222 (2320 Luna Rd., - site is actually on the west side of the PGBT, between Belt Line Rd. and Valley View Ln.): Enacted in 1997, allows for a 130-foot monopole.

11. SUP 223 (2808 Trinity Square Dr., just east of Marsh Ln.): Enacted in 1997, allows for an 85-foot monopole located at the rear of the building.
12. SUP 230 (1725 Sandy Lake Rd., just west of IH-35E): Enacted in 1998, allows for a 75-foot monopole located at the rear of the building.
13. SUP 259 (1706 Peters Colony Dr., Blalock Middle School, at the southeast corner of Standridge Dr.): Enacted in 2000, allows for a 60-foot monopole located between the building and the football field.
14. SUP 264 (1700 Columbian Club Dr., north of Belt Line Rd.): Enacted in 2000, allows for a 100-foot monopole located to the south of the building.
15. SUP 287 (2013 N. Broadway St., just north of Whitlock Ln.): Enacted in 2002, allows for an 85-foot monopole located at the rear of the property.
16. SUP 293 (3065 N. Josey Ln., at the southwest corner of Frankford Rd.): Enacted in 2003, allows for a 60-foot monopole located in front of the building.
17. SUP 303 (2140 Hutton Dr., just north of Champion Dr.): Enacted in 2003, allows for a 130-foot monopole located to the side of the building.
18. SUP 398 (4020 Nazarene Dr., near SH 121 and Marchant Blvd.): Enacted in 2012, allows for a 120-foot monopole with multiple antenna sets.

**ADDITIONAL INFORMATION DEVELOPED
AFTER THE FEBRUARY 5, 2015 MEETING**

The applicant and staff have worked out the following landscaping package proposed for the SUP. Landscaping on the subject tract is difficult due to the odd shape of the tract and the number of existing parking spaces and driveways along Josey Lane.

The applicant will remove a minimum of three parking spaces along Josey Lane (as shown in the landscaping exhibit) and replace them with landscaping islands containing Crepe Myrtles, Mexican Feather Grass and decorative natural stone boulders. Once established, these species should be low-maintenance and drought tolerant.

These new islands will be visually consistent with the City-maintained landscape buffer further north in front of the CVS pharmacy.

The applicant will be responsible for replacing any plants that die, but the City can provide routine maintain for these new islands since City crews will already be nearby maintaining the buffer in front of the CVS pharmacy.

Finally, the applicant will “dress up” the other existing landscape islands in the shopping center by installing decomposed granite gravel to replace the dead/dying turf grass.

CONCLUSION

The site has had a 62-foot monopole since 2002. The proposal for the extension will allow for other carriers to co-locate. New landscaping will improve the look of the shopping center. Co-locating carriers on existing antenna monopoles (as opposed to erecting new monopoles) is encouraged by City policy, therefore the request seems appropriate.

**ACTION BY CITY COUNCIL
AT THE APRIL 7, 2015 MEETING**

Following is an excerpt from the minutes of the April 7, 2015 City Council meeting regarding this case.

Hold A Public Hearing And Consider An **Ordinance To Repeal And Re-Establish Special Use Permit 293 To Allow For An Increase In Height For An Existing Antenna Support Structure With Special Conditions; Amending Accordingly The Official Zoning Map. The Approximately 3.7-Acre Tract Is Located At 3065 North Josey Lane And Is Currently Zoned For The (LR-2) Local Retail District. Case No. 02-15SUP1 AT&T Cell Tower/Clinton Earnhart/SBA Communications. Case Coordinator: Christopher Barton.**

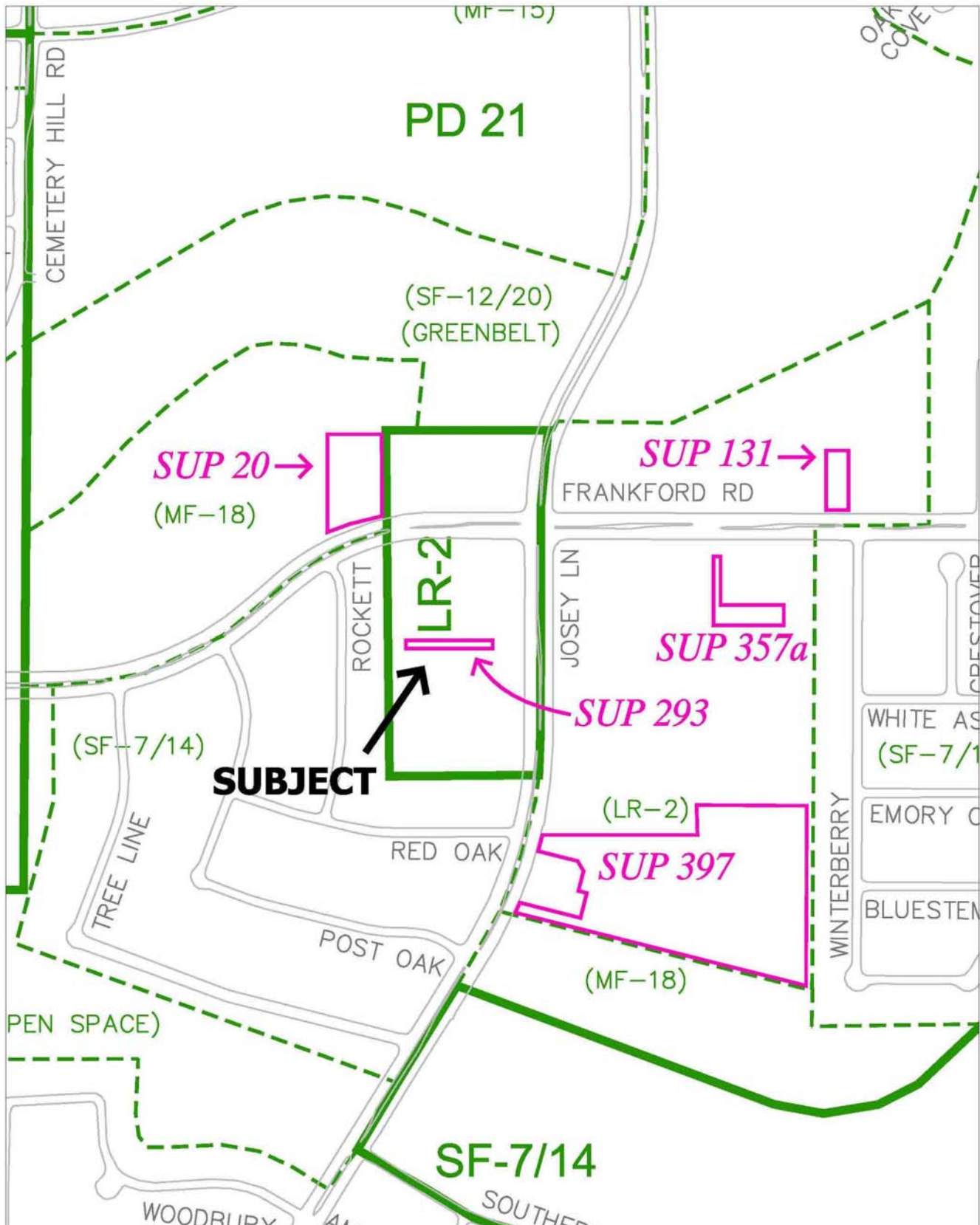
Christopher Barton, Chief Planner, stated the request was to replace an existing SUP for a cellular antenna monopole located at the southwest corner of Josey Lane and Frankford Road. The request would increase the height of the existing pole approximately 20 ft to allow the applicant to add additional carriers. Without the additional height, another antenna would be requested. He described enhanced landscaping that would occur. Staff received no comments from the public and he advised that the Planning Commission recommended unanimously in favor of the request.

Peter Kavanagh, 1620 Handley, Suite A, Dallas, representing Verizon Wireless advised that the antenna currently belongs to Sprint and explained that Verizon was requesting the 20 ft extension which would allow Verizon Wireless to be at the top of the pole and AT&T would be between Verizon and Sprint. He explained where the equipment would be placed and explained that there would be a total of three tiers of antenna like the one that was existing. He explained that allowing the T arms would allow for more carriers and more antennas in a lower profile. He guessed that flush mount antennas would require a 100 ft pole. Discussion was held about various types of antenna, locations and the need to get more data through to address customer need. Mayor Marchant felt the pole was detrimental to the view and the corridor and discussion was held with regard to aesthetics and alternative structures. Mr. Cavanaugh stated he does not see fewer or shorter poles in the future. He stated they would be agreeable to a six week continuation to allow them time to review options.

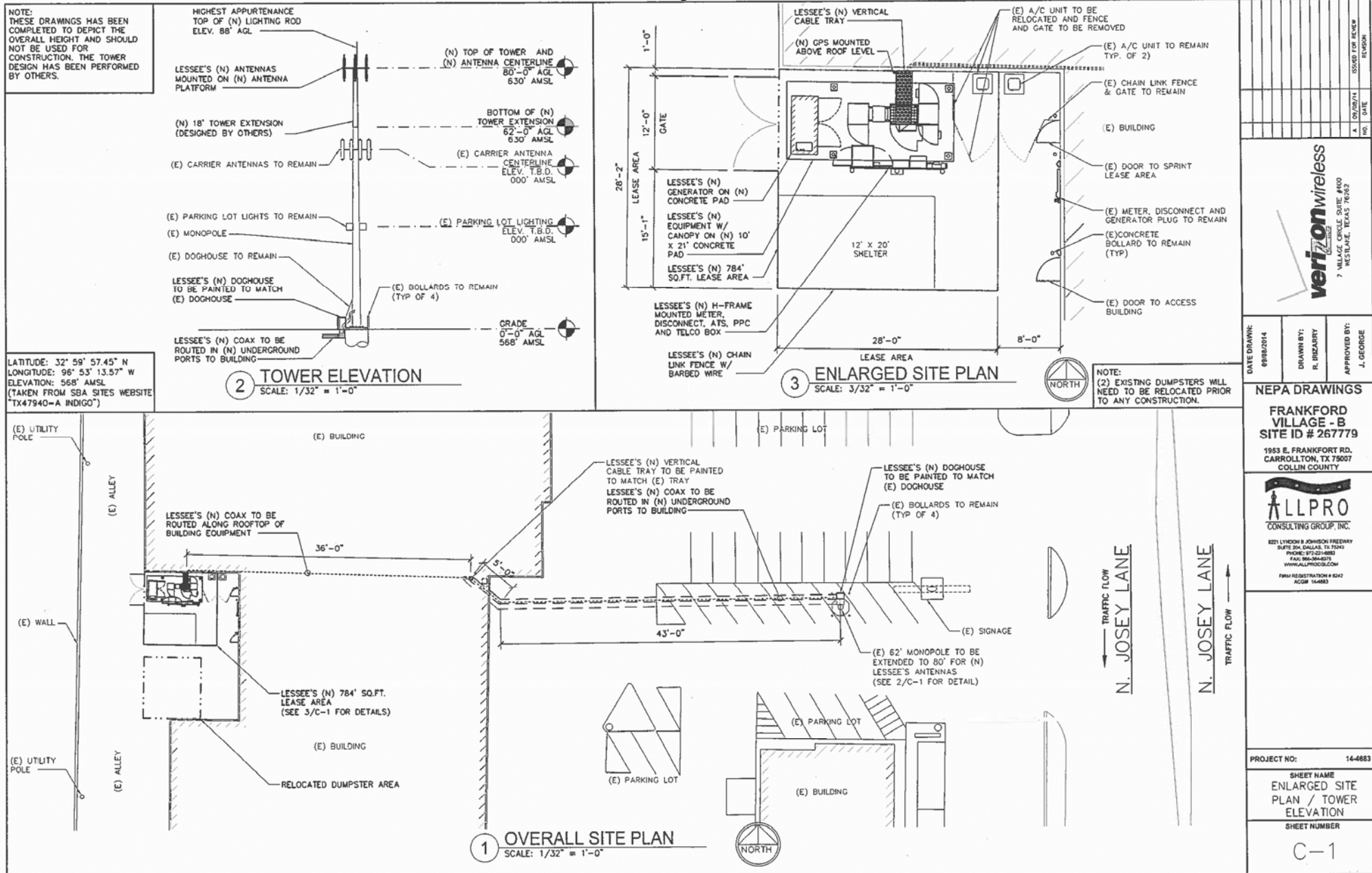
Councilmember Falconer moved to continue the case to May 19; second by Councilmember Babick.

As of May 14, 2015, the applicant had not finalized new exhibits or options.

SITE LOCATION AND ZONING MAP



APPLICANTS EXHIBIT (plans)



SUPPLEMENTARY INFORMATION

Aerial View of the Site
(north is to the right)



SUPPLEMENTARY INFORMATION

Photos of existing tower



View of existing monopole from the north.

SUPPLEMENTARY INFORMATION

Photos of existing tower



View of the Tower Base showing “Dog House”.
An additional “Dog House” (sloped structure to cover new wire conduit)
will be added and painted to match the existing color.

SUPPLEMENTARY INFORMATION

Applicant's narrative

Application Explanation and Description of Request or Project

The purpose of the SUP application at 3065 Josey Ln is for the addition of a 20 foot tower extension on an existing 60 foot monopole to accommodate at least two (2) additional wireless carries.

SBA realizes that the beautification of Carrollton is important to both the City and its residents, and because of this we wish to help further that cause. However the current communication tower's location is in an area that makes this difficult. Due to this fact, SBA would like to be a part of the beautification of Carrollton by donating a flower garden, landscaping, or trees to a future beautification project to be determined at a later date.

PROPOSED LANDSCAPING EXHIBIT



**Excerpt from Approved Minutes
Planning & Zoning Commission
Meeting of February 5, 2015**

Hold A Public Hearing And Consider An Ordinance To Repeal And Re-Establish **Special Use Permit 293 To Allow For A 20 Foot Tower Extension** To The Existing 60 Foot Monopole. With Special Conditions; Amending Accordingly The Official Zoning Map. The Approximately 3.688-Acre Tract Is Located At 3065 Josey Lane And Is Currently Zoned SUP 293 For The (LR-2) Local Retail District. **Case No. 02-15SUP1 Verizon/Clinton Earnhart** For SBA Communications. Case Coordinator: Christopher Barton.

Christopher Barton, Chief Planner, presented the case noting that the height extension would allow the co-location of two other carriers. He stated that staff was still working with the applicant regarding a couple of issues and therefore recommended the case be continued to the March 5, 2015 meeting.

Vice Chair Averett opened the public hearing and invited speakers to the podium; there were no speakers.

- * *Stotz moved to hold open the public hearing and continue Case No. 01-15SUP1 AT&T Cell Tower to the March 5 meeting; second by Chadwick and the motion was approved with a unanimous 6-0 vote (Romo and Daniel-Nix absent, one vacant seat).*

**Excerpt from Draft Minutes
Planning & Zoning Commission
Meeting of March 5, 2015**

Hold A Public Hearing And Consider An Ordinance To Repeal And Re-Establish **Special Use Permit 293 To Allow For A 20 Foot Tower Extension** To The Existing 60 Foot Monopole. With Special Conditions; Amending Accordingly The Official Zoning Map. The Approximately 3.688-Acre Tract Is Located At 3065 Josey Lane And Is Currently Zoned SUP 293 For The (LR-2) Local Retail District. **Case No. 02-15SUP1 AT&T Cell Tower**/Clinton Earnhart For SBA Communications. Case Coordinator: Christopher Barton.

Barton presented the case stating that the case was continued from the January 15, 2015 meeting allowing the applicant to prepare additional information, specifically a landscaping plan. Staff recommended approval with the stipulations found in the case report. He advised that the applicant was also proposing to dress up the existing landscape islands and recommended that stipulation be added.

Peter Cavanaugh, 1620 Hamely Drive, Dallas, requested approval subject to the items noted by Mr. Barton. He stated that he had read the stipulations and understood them.

Chair McAninch opened the public hearing and invited speakers to the podium; there were no speakers.

- * *Chadwick moved to close the public hearing and approve Case No. 02-15SUP1 AT&T Cell Tower with stipulations and with the added stipulation that the turf grass would be removed from the existing islands and replaced with decomposed granite and boulders; second by Averett and the motion was approved with a unanimous 9-0 vote.*



City of Carrollton

Agenda Memo

File Number: 2024

Agenda Date: 5/19/2015

Version: 1

Status: Other Business

In Control: City Council

File Type: Ordinance

Agenda Number: 20.

CC MEETING: May 19, 2015

DATE: May 11, 2015

TO: Leonard Martin, City Manager

FROM: Krystle F. Nelinson, Management Analyst/City Secretary

Consider An **Ordinance Canvassing The Returns Of The May 9, 2015 General Election For Places 1, 3, 5 And 7.**

BACKGROUND:

In accordance with the State Election Code, the City Council is the canvassing authority for the May 9, 2015 General Election. There were 3,455 ballots cast at the election, and the results are as follows:

	VOTES	PERCENT
<u>Carrollton - Council Member, Place 1</u>		
Trent Teague	1,517	49.41%
James Lawrence	1,553	50.59%
<u>Carrollton - Council Member, Place 3</u>		
Doug Hrbacek	2,437	100.00%
<u>Carrollton - Council Member, Place 5</u>		
Glen A. Blanscet	1,991	58.77%
Young Sung	1,397	41.23%
<u>Carrollton - Council Member, Place 7</u>		
John Sutter	2,469	100.00%

STAFF RECOMMENDATION/ACTION DESIRED:

Staff recommends approval of the Ordinance canvassing the returns, and declaring the results of the city of Carrollton's General Election held May 10, 2014.

ORDINANCE NO. _____

AN ORDINANCE OF THE CITY OF CARROLLTON, TEXAS CANVASSING THE RETURNS, DECLARING THE RESULTS OF THE CITY GENERAL ELECTION HELD MAY 9, 2015, FOR THE PURPOSE OF ELECTING COUNCILMEMBERS TO PLACES 1, 3, 5, AND 7.

WHEREAS, notice of said election was actually given by the City as required by law; and

WHEREAS, said election was duly and legally held on May 9, 2015, in conformity with the election laws of the State of Texas, and the results of said election have been certified and returned by the proper judges and clerks thereof; and

WHEREAS, the City Council of the City has considered the returns of said election held May 9, 2015; and

WHEREAS, the election returns, duly and legally made, showed that there were 3,455 ballots cast at the election and that each candidate in the election received the following votes:

	VOTES	PERCENT
<u>Carrollton – Council Member, Place 1</u>		
Trent Teague	1,517	49.41%
James Lawrence	1,553	50.59%
<u>Carrollton – Council Member, Place 3</u>		
Doug Hrbacek	2,437	100.00%
<u>Carrollton – Council Member, Place 5</u>		
Glen A. Blanscet	1,991	58.77%
Young Sung	1,397	41.23%
<u>Carrollton – Council Member, Place 7</u>		
John Sutter	2,469	100.00%

NOW THEREFORE, BE IT ORDAINED BY THE COUNCIL OF THE CITY OF CARROLLTON, TEXAS, THAT:

SECTION 1.

It is determined the results of the May 9, 2015 General Election as canvassed and tabulated reflect the expressed desires of the qualified voters of the City.

SECTION 2.

James Lawrence, Place 1; Doug Hrbacek, Place 3; Glen Blanscet, Place 5; and John Sutter, Place 7 received the majority of the votes cast and are declared duly elected, subject to the taking of the oath of office.

SECTION 3.

This ordinance shall become effective from and after its passage.

DULY PASSED AND APPROVED by the City Council of the City of Carrollton, Texas, this 19th day of May, 2015.

CITY OF CARROLLTON, TEXAS

Matthew Marchant, Mayor

ATTEST:

APPROVED AS TO FORM:

Krystle F. Nelinson, City Secretary

Meredith A. Ladd, City Attorney



City of Carrollton

Agenda Memo

File Number: 2025

Agenda Date: 5/19/2015

Version: 1

Status: Other Business

In Control: City Council

File Type: Ordinance

Agenda Number: 21.

CC MEETING: May 19, 2015

DATE: May 11, 2015

TO: Leonard Martin, City Manager

FROM: Krystle F. Nelinson, Management Analyst/City Secretary

Administer The **Oaths Of Office** To Elected Council Members And Adjourn For Reception.