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Via Federal Express

December 16, 2014

Mr. Aaron Ford  
Texas Department of Transportation Real Estate  
150 E. Riverside Drive  
5<sup>th</sup> Floor, South Tower  
Austin, Texas 78701-2483

Re: Town of Addison Application for Reimbursement Relating to Acquisition of 4551 and 4553 Glenn Curtiss and 4701 Frank Luke Drive (also known as 4555 Glenn Curtis Drive<sup>1</sup>), Addison, Texas, 75001 (ALP # U2 & U4)

Dear Mr. Ford:

The Town of Addison, Dallas County, Texas (the "Town") acquired and took possession of the above-referenced real property (the "Property") at Addison Airport on May 28, 2014. It is hereby applying for financial reimbursement (or land credits in lieu thereof) in the sum of **One Million Two Hundred Twenty-Four Thousand Two Hundred Nineteen Dollars and No/100** (\$1,224,219.00), which represents ninety percent (90%) of the appraised value for the land-only component of the Property.

The Town of Addison acquired the Property pursuant to Title 49, Code of Federal Regulations (CFR), Part 24, *Uniform Relocation Assistance and Real Property Acquisition for Federal and Federally Assisted Programs* (the "Act"), Section 21 of the Texas Property Code, and the U.S. Department of Transportation Federal Aviation Administration ("FAA") Advisory Circular No. 150.5100-17 Change: 6. It should be noted **the Property is not required for any FAA/TxDOT Airport Improvement Program now or in the foreseeable future.** The property was acquired by the Town to

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<sup>1</sup> At time of the Town's initial Offer to Purchase, Dallas County Appraisal District (DCAD) listed the three parcels as 4551 and 4553 Glenn Curtiss and 4701 Frank Luke Drive. The Town of Addison Building Department showed the three street addresses as 4511, 4553 and 4555 Glenn Curtiss Drive. DCAD has since corrected their records. Consequently, various documents herein interchangeably reference 4555 Glenn Curtiss Drive and 4701 Frank Luke Drive.

achieve certain strategic objectives, namely to better protect the airport from encroaching non-compatible uses.

**Background Information:**

- August 30, 2013: The Town delivered to Hangin' Out, LLC ("Seller") written notice of the Town's interest and intent to acquire the Property. Together with this written notice, Seller received a copy of State of Texas's *Landowner's Bill of Rights* and the U.S. Department of Transportation Federal Aviation Administration publication entitled *Land Acquisition for Public Airports*.
- October 1, 2013: Seller received written notice the Town engaged the professional services of Commercial Appraisal Associates, a TxDOT approved appraiser, to inspect and appraise the property. The property owner was invited and was present during the appraiser's on-site inspection on October 4, 2013.
- November 12, 2013: The Town received its TxDOT Form ROW-A-5 Real Estate Appraisal Report prepared by Christi Boyd Glendinning (Tx-1321645-G) of Commercial Appraisal Associates and TxDOT Form ROW A-10 Tabulation of Values prepared by Mr. Marlin Blake, SRA (Tx-1321319-G), a TxDOT approved review appraiser. In the opinion of the appraiser the total just compensation for the acquisition of the Property was \$4,600,000.
- December 16, 2013: The Town delivered its written Offer to Purchase the Property for \$4,600,000. Among other things, Seller was given 30 days to consider the Town's offer.
- January 10, 2014: Seller submitted to the Town its written appeal for administrative adjustment and counter offer of \$5,400,000.
- February 4, 2014: After careful consideration the Town rejected Seller's request for administrative adjustment and instead issued its Final Offer to Purchase the Property at the original appraised value of \$4,600,000.
- February 6, 2014: Seller rejected the Town's Final Offer to Purchase.
- February 14, 2014: The Town gave written notice to Seller: (i) without waiving in any way its statutory power of eminent domain, the Town did not intend to initiate condemnation proceedings relating to this transaction; (ii) it extended Seller's deadline to accept the Town's Final Offer by 14 days (or until end of business February 27, 2014).
- February 28, 2014: Seller delivered a written counter proposal to the Town.
- March 12, 2014: the Town gave written notice to Seller: (i) it could not accept Seller's proposed counter offer set forth in its February 28, 2014 letter; (ii) it was formally withdrawing its Final Offer effective immediately, and (iii) it reiterated

that the Town did not intend to initiate condemnation proceedings relating to this transaction;

- Between March 12 and March 17, 2014 – through their representative, Seller advised the Town they had reconsidered the Town's Final Offer and asked for the Town to reconsider acquiring their Property.
- March 26, 2014 – the Town issued to Seller a new Offer to Purchase the Property for \$4, 600,000 and among other things gave Seller 30 days to consider and accept the Town's offer.
- March 26, 2014 a Commercial Contract of Sale was executed by the Town and Seller and delivered to the named escrow agent for closing.
- Between March 26, 2014 and May 28, 2014 the Town exercised its right to inspect and perform its customary due diligence prior to Closing pursuant to the Commercial Contract of Sale.
- May 28, 2014 – the transaction closed and the Town took full possession of the Property as of this date.
- June 3, 2014 – By and through its relocation specialist, Halff Associates (a TxDOT approved ROW specialist), the Town gave written notice to each of the tenants of the Property that the Town had acquired the Property and that even though they were not required to relocate because of the Town's acquisition of the Property, they may still be entitled to relocation assistance because of the Town's ownership of the Property.

Currently the Property is fully leased and occupied by two commercial aeronautical operators at Addison Airport.

In support of the Town's acquisition of the Property and its application for reimbursement to TxDOT/FAA, please find the following documentation relating to the Town's Offer to Purchase dated March 26, 2014:

1. Town of Addison's Letter of Intent to Purchase dated August 30, 2013; and
2. TxDOT Form ROW-A-5 Real Estate Appraisal Report prepared by Ms. Christi Boyd Glendinning (TX-1321645-G dated November 4, 2013 with the Effective Date of the Appraisal of November 1, 2013 indicating a market value of \$4,600,000 for the real property described therein; and
3. Letter dated October 1, 2013 giving written notice via certified mail #7011-2000-0002-73388712, return receipt requested of the Seller's opportunity to accompany the appraiser during inspection.
4. TxDOT Form ROW-A-10 Tabulation of Values prepared by Mr. Marlin M. Blake (TX-1321319-G) certified November 12, 2013;

5. Town of Addison's Offer Letter to Seller (CMMR #7011-2000-0002-7338-8767) dated March 26, 2014 (with enclosures: copy of underlying appraisal and appraisal review for just compensation, proposed Commercial Contract of Sale, State of Texas Land Owner's Bill of Rights, proposed Special Warranty Deed for the Property); Fully executed Commercial Contract of Sale.
6. Administrative Settlement Justification: Not Applicable.
7. AIP Master Grant Certification – This acquisition was not required by a state or federal assisted Airport Improvement Project.
8. FAA Form 5100-120: Land Acquisition Procedure and Payment Summary prepared by the undersigned as agent for the Town of Addison, Texas.
9. Certified Copy of Purchaser's Statement (GFNo: ND14261) executed by Lea Dunn, City Manager, Town of Addison, Texas.
10. Special Warranty Deed dated May 28, 2014 and recorded in the Dallas County, Texas Official Public Records on May 29, 2014 as Instrument #201400132167.
11. Certified Copy of Bill of Sale by and between Purchaser and Seller dated May 28, 2014.
12. Assignment and Assumption of Leases, and Assignment of Contracts, Security Deposits, and Warranties, and Other Matters dated May 28, 2014 and recorded in the Dallas County, Texas Official Public Records on May 29, 2014 as Instrument #201400132168.
13. TxDOT Form ROW-A-EnvChk - Environmental Check List for LPAs dated and signed by the undersigned on December 16, 2014.
14. Environmental Site Assessment Report – Pursuant to ASTM Practice E1527-13 Standard Practice for Environmental Site Assessments: Phase I Environmental Site Assessment Process dated April 23, 2014 prepared by Partner Engineering and Science (Report #14-117918.1);
15. Owner's Title Policy (Form T-1) issued by Stewart Title Guaranty Company, Policy #O-5966-000001859 made in favor of the Town of Addison, Texas as fee-simple interest vested in the Town of Addison, Texas in the amount of \$4,600,000;
16. Property Survey prepared by Sparr Surveys pursuant to TSPL Surveyors Standards and Specifications for a Category 1A, Condition II Survey, dated April 23, 2014 and revised May 5, 2014;

17. TxDOT ROW-LPA Title III Parcel Review Checklist for LPA's dated and signed  
by the undersigned on December 16, 2014;

We hope you will find the enclosed sufficient for your purposes. If you have any  
questions or require additional information, please feel free to give me a call or by email  
at [bill.dyer@addisonairport.net](mailto:bill.dyer@addisonairport.net)

Sincerely,



William M. Dyer, President  
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*SAMI Management, Inc. is a TREC Licensed Broker*