

**MEMORANDUM OF UNDERSTANDING  
THAT FORMALIZES THE PARTNERSHIP BETWEEN  
THE UNIVERSITY OF TENNESSEE AT CHATTANOOGA  
AND  
THE ENGEL FOUNDATION, INC.  
RELATIVE TO UTC'S HISTORIC ENGEL STADIUM**

WHEREAS, The University of Tennessee is the sole owner of the facility known as UTC's Historic Engel Stadium; and,

WHEREAS, on March 8, 2012, The University of Tennessee, on behalf of its Chattanooga campus (UTC), and the Engel Foundation, Inc. (Engel Foundation), a Tennessee non-profit corporation, referred collectively as the "Parties" entered into a lease agreement for the facility known as UTC's Historic Engel Stadium (Stadium), including the stadium facility, accessory buildings within the gates and walls of said facility, and the parking area immediately adjacent to said Stadium ("Lease"); and,

WHEREAS, the Engel Foundation is a public charity that is an entity exempt from federal income tax under Section 501c(3) of the Internal Revenue Code and which was organized to restore, preserve, promote, and revitalize UTC's Historic Engel Stadium as a center for baseball and athletic events and community life through education, history, culture, entertainment, events, social programs, and sports-related activities for all to enjoy and to raise money for that purpose; and,

WHEREAS, under said Lease the Engel Foundation made leasehold and capital improvements to said Stadium and paid to upgrade the utility systems at the Stadium including, but not limited to, making water company required repairs to the water lines and meters in addition to other Code required upgrades to the electrical systems in order to make the Stadium utilities operational; and,

WHEREAS, over the last two years the Engel Foundation has been able to raise and commit funds to leasehold and capital improvements and utility system upgrades of approximately \$493,000 to said Stadium, including, but not limited to repair and painting of seats, concourse, restrooms, roof and roof decking; repair of deteriorating concrete; laser leveling of the playing field; repair of and planting of sod infield and outfield; out building demolition due to environmental issues; repair of handicap lift, repair of restroom and concessions plumbing; upgrading of irrigation and fire sprinkler and alarm systems to meet Code; rewiring of all outfield lights along with concourse and concessions lighting to meet Code; demolition and rebuilding of dugouts along with other improvements; a more detailed list of improvements and utility upgrades is attached and made a part of said MOU; and,

WHEREAS, with UTC's financial commitment for the outfield wall reconstruction and paint remediation, the capital improvements and utility upgrades for said Stadium now total close to \$1 million, making the Stadium fully functional and operational; and,

WHEREAS, the term of said lease is four years, terminating on March 7, 2016, with no options to renew; and,

**WHEREAS, by formal action on August 26, 2014, the Engel Foundation Board of Directors voted to terminate said lease agreement effective December 3, 2014, according to the terms and conditions of said lease agreement, termination letter attached hereto and made a part hereof; and,**

**WHEREAS, UTC and the Engel Foundation desire to enter into Memorandum of Understanding (MOU) that better defines the roles of the Parties and establishes a partnership between UTC and the Engel Foundation for the mutual benefit of “adaptive re-use” and appropriate preservation and future use of UTC’s Historic Engel Stadium.**

IN WITNESS, therefore, at the expiration of said Lease agreement the Parties desire to immediately enter into a MOU between the Parties to better define the roles of each Party; said MOU to take effect on January \_\_\_\_ 2015

NOW, THEREFORE, in consideration of the promises and the mutual covenants, terms, and conditions as hereinafter stated, UTC and the Engel Foundation desire to form a partnership and MOU for the benefit of UTC’s Historic Engel Stadium and hereto agree to the following roles and responsibilities:

**ENGEL FOUNDATION:**

1. The Engel Foundation’s primary role under this agreement is to work collaboratively with UTC to help define appropriate preservation and adaptive re-use of the Stadium, to help interpret the rich history that occurred there over the last 85 years, and to ensure that the Stadium remains a significant community asset and made available for UTC and the general public to interact, explore, and enjoy how the game of baseball and the antics of the “Barnum of Baseball,” Joe Engel, bridged the socio-economic barriers in our community and influenced the civil rights movement in Chattanooga and in the Southern League.
2. The Engel Foundation will serve as advisors to UTC offering input and expert opinion through volunteer professional expertise on adaptive reuse and/or additions to the Stadium and contiguous property in order to, where appropriate, preserve the historic integrity of the facility while helping to ensure that the Stadium is used for the benefit of students, the public, and visitors.
3. The Engel Foundation will serve as advisory members to UTC’s facilities planning team for the adaptive reuse of the Stadium which could include an intramural complex, athletic facilities, and entertainment support venues.

4. The Engel Foundation will act as “Friends” of UTC’s Historic Engel Stadium by raising contributions, securing sponsorships, identifying donors, selling merchandise, and developing revenue streams through grants and other resources and will share in the revenue from events held at the Stadium, as mutually agreed upon by the Parties.
5. The Engel Foundation, through its efforts to secure funding that will be reinvested in the Stadium to further the interpretation, presentation, preservation, and promotion of its 85-year history, under this agreement will seek UTC’s approval to place names and logos of donor sponsors on the outfield wall and concourse area in keeping with the historic integrity of the Stadium. Further, the Engel Foundation will seek to secure sponsorships or donations for historic portraits of baseball legends to be placed on the outside of the Stadium walls along O’Neal and E. Third Streets, securing individual and corporate sponsorships for stadium seats, engraved bricks in the outside courtyard, pennants/flags throughout the Stadium, or other means for identifying donors. In addition, the Engel Foundation reserves the right to retain all proceeds from the sale of any Engel Stadium souvenirs or memorabilia or to solicit donations through any such fundraising endeavors which must have the concurrence of UTC and use such revenue to reinvest into the Stadium’s historic interpretation and capital improvements.
6. The Engel Foundation will, upon UTC’s approval, seek to build an interactive historic center within the Stadium in conjunction with UTC’s overall master plan for facility development.
7. The Engel Foundation will serve as the liaison with the Middle Tennessee State University (MTSU) Center for Historic Preservation, working in collaboration with UTC and the appropriate students, staff, faculty, and administration, for the implementation of a tourist development plan based on the Heritage Development Assessment prepared by MTSU in Spring 2014, as presented to the Engel Foundation and UTC by the State Historian, Dr. Carroll Van West.
8. The Engel Foundation, in partnership with UTC, will serve as liaison with the greater Chattanooga community and surrounding neighborhoods, including but not limited to Lincoln Park, Fortwood and M. L. King to ensure that the Stadium is available for appropriate use as a community asset.
9. The Engel Foundation will work with the Director of the UTC/McKenzie Arena and other appropriate UTC staff to bring community events and concerts to the Stadium for the benefit of students, the public, and visitors and will coordinate with UTC to secure third party promoters interested in promoting concerts at the Stadium. The Engel Foundation will work collaboratively with UTC to develop programming that is mutually beneficial for UTC and the Engel Foundation including, but not limited to, such activities as the Southern League Lookouts

Home Run Derby, Vintage Baseball games, RBI Inner City baseball tournaments, high school baseball tournaments, and other such events as can be scheduled at Engel Stadium.

10. The Engel Foundation will assist UTC in developing a rate plan to charge for the use of the Stadium by outside parties.
11. The Engel Foundation may act as a liaison to UTC for any interim use of the facility until such time as plans for the UTC's full site and facility development are complete, such as use of the Stadium by the Chattanooga Sports League or other such organizations.
12. The Engel Foundation will continue to maintain adequate insurance for use of the Stadium and will provide satisfactory evidence of such coverage to UTC, as required, and name UTC as an additional insured under such policy.
13. The Engel Foundation will work closely with UTC to strengthen the partnership to preserve, promote, and utilize the Stadium by students, the public, and visitors.

#### **UNIVERSITY OF TENNESSEE AT CHATTANOOGA:**

1. UTC is the sole owner of the Stadium and will manage the operations of the Stadium including, but not limited to, maintenance, repair, and renovation of the Stadium facility, infield and outfield, and all contiguous property (parking lots, etc.). UTC will be responsible for all utilities, security, alarm system, fire system, plumbing, etc. The Engel Foundation and other outside entity users shall pay appropriate fees to cover operating expenses associated with the use of the stadium.
2. UTC will develop a comprehensive student intramural complex with the Stadium becoming an integral part of that design as an adaptive reuse of the historic structure, with the Engel Foundation being a member of the planning and design team.
3. UTC is responsible for making all necessary capital improvements, modifications, additions and/or demolition to the Stadium. UTC will seek, where appropriate, the advice and input from the Engel Foundation and others to remain sensitive to the historical splendor of the facility where appropriate.
4. UTC agrees to make every effort to keep and maintain a playing surface in order to allow the Engel Foundation to attract marquee baseball tournaments and exhibition games while UTC utilizes the surface for Club Baseball and the outfield and surrounding area for intramural fields for other college sports.
5. UTC agrees to develop a revenue share model with the Engel Foundation and other applicable parties, as outlined in Item 3 under Engel Foundation defined as

“Friends” of UTC, earned from mutually agreed upon events held at the Stadium. Further, UTC agrees to work in conjunction with the Engel Foundation to bring concerts and other community events to the Stadium for the benefit of students and the general public and to allow the UTC/McKenzie Arena Manager to assist with the coordination of such concerts and events with the assistance of volunteers from the Engel Foundation.

6. UTC will make the Stadium available to its students, faculty and staff, through a variety of programs, for example, freshman orientation and movie nights, Greek Life games, recruitment activities, and other events during the academic year, intramural sports, career/college expos and job fairs, instructional purposes for sports management, historic interpretation, library science, etc. Further, UTC will coordinate several workshops with key staff and faculty in conjunction with members of the Engel Foundation to determine how the Stadium can best be used for the benefit of students.
7. UTC will partner with the Engel Foundation in its efforts to implement where appropriate, the “Heritage Development Assessment of UTC’s Historic Engel Stadium” to develop the rich story line associated with the 85-year history of Engel Stadium and to create interactive exhibits and interpretative programs that will be attractive to tourists coming to Chattanooga, which, in turn, will generate revenue to be re-invested into the Stadium. Further, UTC will be involved with the curation and presentation of any important and significant artifacts from the Joe Engel collection now archived at the Baseball Hall of Fame, should those artifacts become available through the efforts of the Engel Foundation. UTC will partner with the Engel Foundation to develop a scalable baseball museum on the property.
8. UTC will work closely with the Engel Foundation to strengthen the partnership to preserve, promote, and utilize the Stadium by students, the general public, and tourists.

FURTHER, UTC and the Engel Foundation, hereby enter into a partnership to “breathe life” back into UTC’s Historic Engel Stadium through the mutual goals of university life for use by students, faculty, and staff; community life for use by the general public through concerts and community events; and heritage tourism life for use by visitors and tourists interested in learning about the rich history of the Stadium and how its 85-year life has impacted our community.

IN WITNESS WHEREOF, UTC and the Engel Foundation hereby signify their acceptance to the terms and conditions of this MEMORANDUM OF UNDERSTANDING by their signatures below as of the effective date of January \_\_\_\_, 2015, and that any previous agreements entered into between the Parties are null and void.

ENGEL FOUNDATION, INC.

By: \_\_\_\_\_

Its: \_\_\_\_\_

Printed Name: \_\_\_\_\_

Engel Foundation, Inc.  
P.O. Box 3622  
Chattanooga, TN 37404

UNIVERSITY OF TENNESSEE AT CHATTANOOGA

By: \_\_\_\_\_

By :

\_\_\_\_\_

Its: \_\_\_\_\_

I t s :

\_\_\_\_\_

Printed Name: \_\_\_\_\_

Printed Name:

\_\_\_\_\_

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