



**SUMMARY OF MEETINGS AND ACTIVITIES
MONDAY, MARCH 3, 2014 THROUGH FRIDAY, MARCH 7, 2014**

MONDAY, MARCH 3, 2014

TIME LOCATION

No Meetings

TUESDAY, MARCH 4, 2014

City Council - Called Special Meeting	11:00 a.m.	Pre-Council Chamber
Legislative and Intergovernmental Affairs Committee	<i>Immediately following the City Council Called Special Meeting</i>	Pre-Council Chamber
Housing and Economic Development Committee (HEDC)	2:30 p.m.	Pre-Council Chamber
Fort Worth Housing Finance Corporation	<i>Immediately Following HEDC</i>	Pre-Council Chamber
Pre-Council Meeting	4:00 p.m.	Pre-Council Chamber
Council Meeting	7:00 p.m.	Council Chamber

WEDNESDAY, MARCH 5, 2014

Community Development Council (CDC)	6:15p.m.	Pre-Council Chamber
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THURSDAY, MARCH 6, 2014

No Meetings

FRIDAY, MARCH 7, 2014

No Meetings

SATURDAY, MARCH 8, 2014

Aviation Department Public Meeting	9:30 a.m.	Ella Mae Shamblee Library 1062 Evans Avenue
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<p>This summary is compiled from data furnished to the Office of the City Secretary by 12:00 p.m. on February 27, 2014, and may not include all meetings to be conducted during the week of March 3, 2014 through March 7, 2014. It is a summary listing only. See individual agendas which are posted in compliance with the Texas Open Meetings Act for detailed information.</p>

**CALLED SPECIAL - CITY COUNCIL MEETING
TUESDAY, MARCH 4, 2014
11:00 A.M.
PRE-COUNCIL CHAMBER, CITY HALL
1000 THROCKMORTON STREET, FORT WORTH, TEXAS**

**LEGISLATIVE AND INTERGOVERNMENTAL AFFAIRS COMMITTEE MEETING
TUESDAY, MARCH 4, 2014
(IMMEDIATELY FOLLOWING THE CALLED SPECIAL - CITY COUNCIL MEETING)
PRE-COUNCIL CHAMBER, CITY HALL
1000 THROCKMORTON STREET, FORT WORTH, TEXAS**

**HOUSING AND ECONOMIC DEVELOPMENT COMMITTEE MEETING
TUESDAY, MARCH 4, 2014
2:30 P.M.
PRE-COUNCIL CHAMBER, CITY HALL
1000 THROCKMORTON STREET, FORT WORTH, TEXAS**

**FORT WORTH HOUSING FINANCE CORPORATION MEETING
(IMMEDIATELY FOLLOWING HOUSING AND ECONOMIC DEVELOPMENT MEETING)
TUESDAY, MARCH 4, 2014
PRE-COUNCIL CHAMBER, CITY HALL
1000 THROCKMORTON STREET, FORT WORTH, TEXAS**

**PRE-COUNCIL MEETING
TUESDAY, MARCH 4, 2014
4:00 P.M.
(NOTE TIME CHANGE)
PRE-COUNCIL CHAMBER, CITY HALL
1000 THROCKMORTON STREET, FORT WORTH, TEXAS**

1. Report of the City Manager - **Tom Higgins, City Manager**
 - a. Changes to the City Council Agenda
 - b. Upcoming and Recent Events
 - c. Organizational Updates and Employee Recognition(s)
 - d. Informal Reports
 - [IR 9624](#): Historic Preservation Program
 - [IR 9625](#): Fort Worth Nature Center & Refuge Ten-Year Review of 2003 Strategic Master Plan
2. Current Agenda Items - **City Council Members**
3. Responses to Items Continued from a Previous Week
 - a. [M&C G-18124](#) - Authorize Submission of a Letter of No Objection to the Foreign Trade Zones Board to Expand Foreign Trade Zone No. 196 in the Alliance Airport Corridor (COUNCIL DISTRICT 7 - Dennis Shingleton **(Continued from February 18, 2014 by Staff)**)

- b. [ZC-13-157](#) - Ray & Linda Snider, 9508 Park Drive; from: "AG" Agricultural to: "A-2.5" One-Family (COUNCIL DISTRICT 7 - Dennis Shingleton)
(Recommended for Approval by the Zoning Commission)
(Continued from December 3, 2013 by Council Member Shingleton)
4. Overview of Significant Zoning Cases - **Dana Burghdoff, Planning and Development**
5. Presentation Regarding the Sale Process of Tax Foreclosed Properties - **Cynthia Garcia, Housing and Economic Development**
6. City Council Requests for Future Agenda Items and/or Reports
7. Executive Session (PRE-COUNCIL CHAMBER) - **SEE ATTACHMENT A**
Attachment(s):
[Executive Session Agenda - Attachment A.pdf](#)
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Fort Worth Pre-Council Chamber, is wheelchair accessible. Persons with disabilities who plan to attend this meeting and who may need accommodations, auxiliary aids, or services such as interpreters, readers, or large print are requested to contact the City's ADA Coordinator at (817) 392-8552 or e-mail ADA@FortWorthTexas.gov at least 48 hours prior to the meeting so that appropriate arrangements can be made. If the City does not receive notification at least 48 hours prior to the meeting, the City will make a reasonable attempt to provide the necessary accommodations.

ATTACHMENT A
EXECUTIVE SESSION
(PRE-COUNCIL CHAMBER, CITY HALL)
Tuesday, March 4, 2014

The City Council will conduct a closed meeting in order to:

1. Seek the advice of its attorneys concerning the following pending or contemplated litigation or other matters that are exempt from public disclosure under Article X, Section 9 of the Texas State Bar Rules, as authorized by Section 551.071 of the Texas Government Code:

- a. *City of Fort Worth v. Spencer Hodge and Wife, Carolyn Hodge, et al*, Cause No. 2010-083274-2, County Court at Law No. 2, Tarrant County, Texas;
- b. *Patricia Phelps v. City of Fort Worth*, Cause No. 352-265185-13, 352nd District Court, Tarrant County, Texas;
- c. *Misael Zacarias, Individually, et al, v. City of Fort Worth*, Cause No. 67-269954-14, 67th District Court, Tarrant County, Texas;
- d. Legal issues concerning the regulation of off-premise signs; and
- e. Legal issues concerning any item listed on today's City Council meeting agendas;

2. Deliberate the purchase, sale, lease or value of real property in accordance with Section 551.072 of the Texas Government Code. Deliberation in an open meeting would have a detrimental effect on the position of the City in negotiations with a third party;

3. Deliberate concerning economic development negotiations as authorized by Section 551.087 of the Texas Government Code;

4. Deliberate the deployment, or specific occasions for implementation, of security personnel or devices, in accordance with Section 551.076 of the Texas Government Code; and

5. Deliberate issues concerning the appointment of a City Manager in accordance with Section 551.074 of the Texas Government Code.



**CALLED SPECIAL - CITY COUNCIL MEETING
TUESDAY, MARCH 4, 2014
11:00 A.M.
PRE-COUNCIL CHAMBERS, 2ND FLOOR, CITY HALL
1000 THROCKMORTON STREET, FORT WORTH, TEXAS**

I. CALL TO ORDER

II. EXECUTIVE SESSION

The City Council will conduct a closed meeting in order to deliberate issues concerning the appointment of a City Manager in accordance with Section 551.074 of the Texas Government Code.

III. ADJOURN

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**CITY COUNCIL AGENDA
FOR THE MEETING AT 7:00 P.M. TUESDAY, MARCH 04, 2014
CITY COUNCIL CHAMBER, CITY HALL
1000 THROCKMORTON STREET, FORT WORTH, TEXAS**

I. CALL TO ORDER

II. INVOCATION - Pastor Chris Blakley, Sagamore Hill Baptist Church

III. PLEDGE OF ALLEGIANCE

IV. CONSIDERATION OF MINUTES OF REGULAR MEETING OF FEBRUARY 18, 2014

V. ITEMS TO BE WITHDRAWN FROM THE CONSENT AGENDA

VI. ITEMS TO BE CONTINUED OR WITHDRAWN BY STAFF

VII. CONSENT AGENDA

Items on the Consent Agenda require little or no deliberation by the City Council. Approval of the Consent Agenda authorizes the City Manager, or his designee, to implement each item in accordance with staff recommendations.

A. General - Consent Items

1. [M&C G-18128](#) - Approve Findings of the Ground Transportation Coordinator Regarding Application of American Executives Limo, Inc., to Operate Three Limousines Within the City of Fort Worth and Adopt Ordinance Granting Such Authority (ALL COUNCIL DISTRICTS)
2. [M&C G-18129](#) - Approve Findings of the Ground Transportation Coordinator Regarding Renewal Application of Continental Limousine, Inc., to Operate Four Limousines Within the City of Fort Worth and Adopt Ordinance Granting Such Authority (ALL COUNCIL DISTRICTS)
3. [M&C G-18130](#) - Approve Findings of the Ground Transportation Coordinator Regarding Renewal Application of DFW Prestige Limos, LLC d/b/a DFW Limos, to Operate Fifteen Limousines Within the City of Fort Worth and Adopt Ordinance Granting Such Authority (ALL COUNCIL DISTRICTS)
4. [M&C G-18131](#) - Authorize Application for and Acceptance of, if Awarded, Multiple Grants from the North Central Texas Council of Governments in the Amount of \$286,915.00 for the 2014 Solid Waste Implementation Grant Program, Authorize Use of Funds for In-Kind Match and Adopt Appropriation Ordinance (ALL COUNCIL DISTRICTS)
5. [M&C G-18132](#) - Approve Request of Downtown Fort Worth Initiatives, Inc., for Temporary Street Closures from April 7, 2014, Through April 14, 2014, to Accommodate the 2014 Main Street Fort Worth Arts Festival (COUNCIL DISTRICT 9)
6. [M&C G-18133](#) - Authorize Payments to The Active Network in the Amount of \$6,000.00 and to the Fort Worth Parks and Community Services Sports Advisory Council, Inc., in the Amount of \$26,500.00 for Revenue Share Commitments Generated from Sponsorship Fees from Coca-Cola Bottling Company

and Adopt Appropriation Ordinance (ALL COUNCIL DISTRICTS)

7. [M&C G-18134](#) - Adopt Ordinance Amending Chapter 13, Section 13-2, Subsection 3301.1.3 of the Code of the City of Fort Worth, Explosives and Fireworks, to Provide an Affirmative Defense to the Possession of Packaged Fireworks (ALL COUNCIL DISTRICTS)
8. [M&C G-18135](#) - Approve Parks and Community Services Department's Fiscal Year 2014 Gas Related Revenue Project Expenditure Plan in the Amount of \$469,180.19 and Adopt Appropriation Ordinance (ALL COUNCIL DISTRICTS)
9. [M&C G-18136](#) - Authorize Application for and Acceptance of, if Awarded, a Grant from the Texas State Library and Archives Commission in the Amount Up to \$75,000.00 for Program Year September 1, 2014 Through August 31, 2015 for the Library Department's Worth Reading Program, Authorize the City to Provide an In-Kind Match in the Amount of \$15,714.29 for a Total Grant Amount Up to \$90,714.29, Authorize Execution of a Grant Agreement with the Texas State Library and Archives Commission, Adopt Related Appropriation Ordinance Authorize a Non-Interest Bearing Interfund Loan from the General Fund to the Grants Fund in the Amount of \$75,000.00 (ALL COUNCIL DISTRICTS)

B. Purchase of Equipment, Materials, and Services - Consent Items

1. [M&C P-11627](#) - Authorize Sole Source Purchase from Spartan Chassis, Inc., of Repairs to Fire Engine 20 for the Fort Worth Fire Department in the Amount of \$124,507.50 (ALL COUNCIL DISTRICTS)
2. [M&C P-11628](#) - Authorize Purchase Agreement with Lowe's Home Centers, Inc., for Maintenance, Repair and Operating Supplies for All Departments Using a Cooperative Contract in the Amount Up to \$100,000.00 for the First Year (ALL COUNCIL DISTRICTS)

C. Land - Consent Items

1. [M&C L-15664](#) - Approve Settlement of Lawsuit Entitled City of Fort Worth v. Spencer Hodge, et al, Cause No. 2010-083274-2 in the Amount of \$430,000.00 to Acquire Property Interests for Lebow Channel Drainage Project (COUNCIL DISTRICT 2)
2. [M&C L-15665](#) - Authorize Direct Sale of Two Tax-Foreclosed Properties Located at 5200 Cotter Street and 5405 Cotter Street to Essie Mishaw for a Total Sales Price in the Amount of \$7,200.00 in Accordance with Section 34.05 (j) of the Texas Tax Code (COUNCIL DISTRICT 5)
3. [M&C L-15666](#) - Authorize Execution of a Lease Amendment with New Fort Tower I Hotel Limited Partnership for the Parking Garage Located Under General Worth Square at 916 Main Street to Extend the Lease Term and Adjust the Rental Rate (COUNCIL DISTRICT 9)
4. [M&C L-15667](#) - Authorize Acquisition of a Fee Simple Interest in 0.015

Acres of Land and a Temporary Easement Interest in 0.018 Acres of Land in the Amount of \$8,000.00 for Construction Located at 103 West Hurst Boulevard from H.J. Smith and Jerry Smith for the Norwood Drive Road Improvement Project, Pay Estimated Closing Costs Up to \$2,000.00 for a Total Cost of \$10,000.00 (COUNCIL DISTRICT 5)

5. [M&C L-15668](#) - Accept Dedication of Approximately 21.115 Acres of Parkland and Facility Improvements from Saratoga Homeowners Association, Inc., for Saratoga Park (COUNCIL DISTRICT 7)
6. [M&C L-15669](#) - Accept Dedication of Approximately 4.769 Acres of Parkland and Facility Improvements from Pulte Homes of Texas, L.P., for West Fork Ranch Park (COUNCIL DISTRICT 2)

D. Planning & Zoning - Consent Items - None

E. Award of Contract - Consent Items

1. [M&C C-26680](#) - Authorize Professional Services Agreement with CTS Consolidated Telecom Services, LLC, for the Installation of a Broadband Antenna Tracking System Using a Cooperative Contract for the Information Technology Solutions Department in the Amount Up to \$335,853.82 and Approval to Use Grant Funds Awarded by the State of Texas Department of Public Safety (ALL COUNCIL DISTRICTS)
2. [M&C C-26681](#) - Authorize Agreement for the Purchase of Microsoft Software Licenses and Maintenance from Software House International Government Solutions, Inc., Using a State of Texas Department of Information Resources Contract DIR-SDD-2503 for a Cost of \$817,498.30 (ALL COUNCIL DISTRICTS)
3. [M&C C-26682](#) - Authorize First Renewal of City Secretary Contract No. 44340 for Engineering Services Agreement with Freese and Nichols, Inc., for Engineering Services for Annual Bridge Maintenance Program in an Amount Not to Exceed \$150,000.00 (ALL COUNCIL DISTRICTS)
4. [M&C C-26683](#) - Authorize Execution of Amendment No. 5 to City Secretary Contract No. 42457, an Engineering Services Agreement with Transystems Corporation d/b/a Transystems Corporation Consultants in the Amount of \$230,143.00 for the Preparation of Plans and Specifications for the Design of Mark IV Parkway from IH 820 to Cantrell-Sansom Road for a Total Contract in the Amount of \$623,211.50 (COUNCIL DISTRICT 2)
5. [M&C C-26684](#) - Authorize Execution of Change Order No. 4 to City Secretary Contract No. 44155 with Mario Sinacola & Sons Excavating, Inc., in the Amount of \$477,090.00 for the Construction of North Beach Street from Vista Meadows Drive to South of Shiver Road, Thereby Increasing the Total Contract Amount to \$5,669,653.34 and Adopt

Appropriation Ordinance (COUNCIL DISTRICT 4)

6. [M&C C-26685](#) - Authorize Execution of Amendment No. 1 to City Secretary Contract No. 44486, an Engineering Agreement with Freese and Nichols, Inc., in the Amount of \$173,720.00 for Additional Engineering Design of the Central Arlington Heights Western Avenue Water, Sewer, Drainage and Pavement Improvements, Thereby Revising the Total Contract Amount to \$515,327.00 (COUNCIL DISTRICT 7)
7. [M&C C-26686](#) - Authorize Execution of an Engineering Services Agreement with Baird, Hampton & Brown, Inc., in the Amount of \$421,741.00 for the Design of the Dry Branch Creek Regional Detention Basin (COUNCIL DISTRICT 2)
8. [M&C C-26687](#) - Authorize Execution of Amendment No. 4 to City Secretary Contract No. 35294, an Engineering Agreement with A.N.A. Consultants LLC, in the Amount of \$80,605.00 for Additional Engineering Analysis and Design for the Fossil Drive, Yolanda Meadow Lane and Kings Oak Addition Drainage Improvements Project, Thereby Increasing the Total Contract Amount to \$420,106.00 (COUNCIL DISTRICT 4)
9. [M&C C-26688](#) - Authorize Execution of a Contract of Sale with Trustees Under the Kwong 2008 Grantor Trust and the Kwong Revocable Trust for the Purchase of 3530-3532 Joyce Drive, Including Two Structures and the Associated Land of 3.290 Acres, for an Amount Not to Exceed \$1,275,000.00 for the Purpose of Housing the Fort Worth Police Department's West Division Patrol Function and Pay Closing Costs in the Amount of \$7,700.00 (COUNCIL DISTRICT 3)
10. [M&C C-26689](#) - Authorize Execution of an Airport Access Agreement with Vintage Flying Museum, Inc., for Access to Fort Worth Meacham International Airport (COUNCIL DISTRICT 2)
11. [M&C C-26690](#) - Authorize Execution of a Contract with R&D Burns Brothers, Inc., in the Amount of \$592,574.00 for Water and Sanitary Sewer Replacement Contract 2009, WSM-C on Binyon Street, Marks Place and Merida Avenue, Provide for Project Costs and Contingencies for a Project Total in the Amount of \$654,574.00 and Adopt Appropriation Ordinances (COUNCIL DISTRICTS 3 and 9)
12. [M&C C-26691](#) - Authorize Execution of an Agreement with Alan Plummer Associates, Inc., in the Amount of \$211,145.00 for the Eagle Mountain Water Treatment Plant Membrane Pilot Study (COUNCIL DISTRICT 7)
13. [M&C C-26692](#) - Authorize Execution of a Settlement Agreement with Edwards Geren Limited (EGL) to Compensate EGL for Certain Costs Associated with Construction of the Chisholm Trail Parkway by Forgoing EGL's Debt to the City in the Amount of \$549,022.12 and by Constructing Certain Infrastructure Improvements for Edwards Ranch (COUNCIL DISTRICT 3)
14. [M&C C-26693](#) - Authorize Execution of a Construction Manager-at-Risk

Agreement with McCarthy Building Companies, Inc., for Preconstruction Phase Services in the Amount of \$95,000.00 and Construction Services Phase for a Fee of 3.5 Percent of the Guaranteed Maximum Price for the Peak Flow Management Facilities at Village Creek Water Reclamation Facility, Provide for Project Management and Staff Support Services for a Total Preconstruction Phase Amount of \$110,000.00 (COUNCIL DISTRICT 5)

15. [M&C C-26694](#) - Authorize Execution of a Contract with Westhill Construction, Inc., in the Amount of \$500,000.00 for Utility Cut Repair Contract 2013, UC01-2013 at Various Locations Throughout the City (ALL COUNCIL DISTRICTS)
16. [M&C C-26695](#) - Authorize Execution of an Engineering Agreement with Halff Associates, Inc., in the Amount of \$99,300.00 for the Schematic Design of the Trinity Trails Clear Fork-East Bank Extension Project (COUNCIL DISTRICT 9)
17. [M&C C-26696](#) - Authorize Execution of an Agreement with Senior Citizen Services of Greater Tarrant County, Inc., in the Amount Up to \$80,000.00 for Fiscal Year 2014 for the Operation of Senior Services and Programs at Various Community Centers and Adopt Appropriation Ordinance (COUNCIL DISTRICTS 2, 3, 5, 8, 9)

VIII. PRESENTATIONS BY THE CITY SECRETARY - CONSENT ITEMS

1. OCS - 1915 - Notice of Claims for Alleged Damages and/or Injuries

IX. SPECIAL PRESENTATIONS, INTRODUCTIONS, ETC.

1. Presentation of Proclamation for Friends of the Fort Worth Nature Center & Refuge, Inc. Day
2. Presentation of Proclamation for Bruce Shulkey Elementary School Sugar Daddies Day
3. Certificate of Recognition to Kelly Stewart, Miss Texas Teen USA 2014

X. ANNOUNCEMENTS BY CITY COUNCIL MEMBERS AND STAFF

1. Upcoming and Recent Events
2. Recognition of Citizens
3. Approval of Ceremonial Travel

XI. PRESENTATIONS BY THE CITY COUNCIL

1. Changes in Membership on Boards and Commissions

XII. PRESENTATIONS AND/OR COMMUNICATIONS FROM BOARDS, COMMISSIONS AND/OR CITY COUNCIL COMMITTEES

XIII. ORDINANCE

1. Fiftieth Supplemental Concurrent Bond Ordinance Authorizing One or More Series of Dallas/Fort Worth International Airport Joint Revenue Bonds, for Lawful Purposes; Providing the Security Therefore; Providing for the Sale, Execution and Delivery Thereof Subject to Certain Parameters; and Providing Other Terms, Provisions and Covenants with Respect Thereto

XIV. ZONING HEARING

1. [ZC-13-157](#) - **(CD 7)** - Ray & Linda Snider, 9508 Park Drive; from: "AG" Agricultural to: "A-2.5" One-Family **(Recommended for Approval by the**

Zoning Commission) (Continued from a Previous Meeting)

2. [2C-13-162](#) - (CD 5) - N. Lucille Gilkey, 4023 E. Berry Street; from: "ER" Neighborhood Commercial Restricted to: "PD/ER" Planned Development for all uses in "ER" Neighborhood Commercial Restricted plus funeral home or mortuary; site plan included **(Recommended for Denial by the Zoning Commission)**
3. [2C-13-177](#) - (CD 9) - Fort Worth Living Ltd., 212 & 216 Adrian Drive, 3000 Wingate; from: "B" Two-Family and "E" Neighborhood Commercial to: "MU-1" Low Intensity Mixed-Use **(Recommended for Approval by the Zoning Commission)**
4. [SP-14-001](#) - (CD 5) - Garland All Storage Associates, Ltd., 2941 Precinct Line Road; to: Amend "PD-627" site plan to add storage units, outdoor storage, and a retail building **(Recommended for Approval by the Zoning Commission)**
5. [2C-14-009](#) - (CD 6) - Chesapeake Land Development Company, LLC, 5159 Granbury Road; from: "PD/MU-1" Planned Development Low Intensity Mixed-Use with a height transitional plane beginning at 2 stories or 35 feet, no "freeway" signs per 6.409D, and to remove the parking reduction allowed when in proximity to a rail station; site plan waived. Site Plan required for any multifamily development to: "PD/MU-1" Planned Development Low Intensity Mixed-Use with a height transitional plane beginning at 2 stories or 35 feet, no "freeway" signs per 6.409D, and to remove the parking reduction allowed when in proximity to a rail station; site plan included **(Recommended for Approval by the Zoning Commission)**
6. [2C-14-010](#) - (CD 4) - McCaslin Schlieker Investments, Inc., 3715 NE 28th Street/3650 Kimbo Road; from: "PD-631" Planned Development/Specific Use for "A-5" One-Family with no access to 28th Street, except for construction and marketing; site plan waived to: "A-5" One-Family **(Recommended for Approval by the Zoning Commission)**
7. [2C-14-012](#) - (CD 9) - A1 Remodeling/Matt Speight, 2800, 2808, 2812 Hemphill Street; from: "A-5" One-Family to: "MU-1" Low Intensity Mixed-Use **(Recommended for Approval by the Zoning Commission)**
8. [2C-14-013](#) - (CD 9) - Cullen & Shotts, LLC, 2901 Cullen Street; from: "J" Medium Industrial to: "PD/J" Planned Development for all uses in "J" Medium Industrial plus indoor shooting range; site plan waiver recommended **(Recommended for Approval by the Zoning Commission)**
9. [2C-14-014](#) - (CD 2) - Eduardo, Isidro and Virginia Maldonado, 2700, 2704, 2706 Market Avenue; from: "A-5" One-Family to: "PD/SU" Planned Development/Specific Use for pallet storage, repair, and resale; site plan waiver requested **(Recommended for Denial by the Zoning Commission)**
10. [SP-14-002](#) - (CD 2) - Ashmi LLC and Mithui LLC, 6105 Old Denton Road; to: Amend "PD-788" site plan to change the size and location of the hotel **(Recommended for Approval by the Zoning Commission)**
11. [2C-14-016](#) - (CD 5) - Kenneth Smith, 8636 Meadowbrook Drive; from: "E" Neighborhood Commercial to: "A-5" One-Family **(Recommended for Denial Without Prejudice by the Zoning Commission)**
12. [2C-14-017](#) - (CD 5) - Legacy Holdings, LLC, 3520 Euless South Main Street; from: "PD-43" Planned Development/Specific Use for a petroleum storage and distribution facility, subject to landscape screening along the western boundary; no expansion of currently existing facility allowed; site plan waived. to: Amend "PD-43" to allow for expansion of industrial office building; site plan waiver recommended **(Recommended for Approval by the Zoning Commission)**

13. **ZC-14-018** - (CD-ALL) - City of Fort Worth Planning & Development
Department: Text Amendment: Airport Overlay: Dallas/Fort Worth International Airport: An Ordinance amending the Zoning Ordinance of the City of Fort Worth, being Ordinance No. 13896, as amended, codified as Appendix "A" of the Code of The City of Fort Worth (1986), to amend:
- Section 4.405 "Airport/Airfield Overlay" ("AO") District Of Article 4 "Overlay Districts", Of Chapter 4, "District Regulations" to add a new section, Section 4.405F, "Dallas/Fort Worth International Airport"; providing regulations for an Airport/Airfield Overlay Zone ("AO") for Dallas/Fort Worth International Airport

To review the proposed amendments:

<http://fortworthtexas.gov/planninganddevelopment/zoningcommission.aspx>

14. **ZC-14-019** - (CD 5) - City of Fort Worth Planning & Development, Map Amendment: Airport Overlay District for Dallas/Fort Worth International Airport, South of the Dallas/Fort Worth International Airport with Fort Worth City limits: Generally bounded by American Boulevard, city limits, County line, Trinity River, and TRE line; from: "AG" Agricultural, "A-5" One-Family, "C" Medium Density Multifamily, "E" Neighborhood Commercial, "FR" General Commercial Restricted, "F" General Commercial, "I" Light Industrial, "J" Medium Industrial, "K" Heavy Industrial, and "PD's" 196, 326, 444, 748, 749, 758, 904, and 991 Planned Development for various uses to: add Airport Overlay District **(Recommended for Approval by the Zoning Commission)**

XV. REPORT OF THE CITY MANAGER

A. Benefit Hearing - None

B. General

1. [M&C G-18124](#) - Authorize Submission of a Letter of No Objection to the Foreign Trade Zones Board to Expand Foreign Trade Zone No. 196 in the Alliance Airport Corridor (COUNCIL DISTRICT 7) **(Continued from a Previous Meeting)**
2. [M&C G-18137](#) - Adopt Ordinance Amending Chapter 29, Signs and Chapter 23, Offenses to Amend the Regulations Related to the Placement of Political Signs on Public Property Used as a Polling Place (ALL COUNCIL DISTRICTS)
3. [M&C G-18138](#) - Adopt Resolutions to Amend the City's General Tax Abatement Policy and the Neighborhood Empowerment Zone Tax Abatement Policy and Basic Incentives to Revise Language on Affordable Housing Commitments for Residential Tax Abatement Projects (ALL COUNCIL DISTRICTS)
4. [M&C G-18139](#) - Authorize Acceptance of a Monetary Grant from the Meta Alice Keith Bratten Foundation in the Amount of \$60,935.00 to Fund the Salary and Benefits of a Greenhouse Attendant, the Salary of a Scheduled Temporary Maintenance Worker and Various Equipment and Supplies for the Community Tree Planting Program and Adopt Appropriation Ordinance (ALL COUNCIL DISTRICTS)
5. [M&C G-18140](#) - Authorize Acceptance of a Monetary Gift from the Friends of the Fort Worth Nature Center and Refuge, Inc., in the

Amount of \$33,000.00 to Fund Part-Time Staff Positions at the Fort Worth Nature Center & Refuge for Fiscal Year 2014 and Adopt Appropriation Ordinance (COUNCIL DISTRICT 7)

C. Purchase of Equipment, Materials, and Services - None

D. Land - None

E. Planning & Zoning - None

F. Award of Contract

1. [M&C C-26697](#) - Authorize Execution of Economic Development Program Agreement with Wal-Mart Stores Texas, LLC, Related to Construction of a Wal-Mart Store to be Located at the Future Southeast Corner of Golden Triangle Boulevard and Park Vista Boulevard (COUNCIL DISTRICT 7)
2. [M&C C-26698](#) - Authorize Execution of Economic Development Program Agreement with Trademark Property Company or an Affiliate Related to a Mixed-Use Project to be Constructed on the West Side of Bryant Irvin Road at Arborlawn Drive at the Current Site of the Lockheed Martin Recreation Area in Southwest Fort Worth (COUNCIL DISTRICT 3)
3. [M&C C-26699](#) - Authorize Execution of a License Agreement with the Citizens Support Group for the Fort Worth Police Mounted Patrol to Construct a Mounted Patrol Equestrian Facility at West Park, Approve Development Fee Waivers, and Authorize Acceptance of a Gift Deed Conveying to the City of Fort Worth All Interest in the Mounted Patrol Equestrian Facility (COUNCIL DISTRICT 7)
4. [M&C C-26700](#) - Authorize Execution of a Construction Contract with Struhs II, LLC d/b/a Struhs Commercial Construction in the Amount of \$3,547,950.00 to Construct the Police Air Support Hangar at the Fort Worth Meacham International Airport, Authorize the Transfer of \$4,880,000.00 from the Crime Control and Prevention District Fund to the Specially Funded Capital Project Fund, Provide for Additional Project Costs and Contingencies for a Total Project Cost in the Amount of \$5,230,000.00 and Adopt Appropriation Ordinance (COUNCIL DISTRICT 2)
5. [M&C C-26701](#) - Authorize Execution of Change Order No. 7 to City Secretary Contract No. 43471 with S.J. Louis Construction of Texas, Ltd., in the Amount of \$1,398,116.20 for Water Main Phase I and East Side Pump Station Discharge Header Replacement on Beach Street, Scott Avenue and Avenue B for a Revised Total Contract in the Amount of \$10,005,762.73 (COUNCIL DISTRICT 8)
6. [M&C C-26702](#) - Authorize Execution of a Contract with Ark Contracting Services, L.L.C., in the Amount of \$2,073,444.00 for Sanitary Sewer Rehabilitation Contract 75, Part 1 on Devitt Street, Shaw Street, Cleburne Road, Sandage Avenue and Benbrook Boulevard and Seven Alleyways, Provide for Project Costs and Contingencies for a Project Total Cost in

the Amount of \$2,201,444.00 and Adopt Appropriation Ordinances (COUNCIL DISTRICT 9)

7. [M&C C-26703](#)

- Authorize Execution of Amendment No. 1 to City Secretary Contract No. 44633 Dated July 16, 2013 in the Amount of \$363,260.00 with RPGA Design Group, Inc., for Final Design and Construction Administration Services for the Victory Forest Community Center Located Near Hemphill Street and West Biddison Street Located Near Hemphill Street and West Biddison Street (COUNCIL DISTRICT 9)

XVI. CITIZEN PRESENTATIONS

XVII. EXECUTIVE SESSION (PRE-COUNCIL CHAMBER) - SEE ATTACHMENT B

XVIII. ADJOURNMENT

According to the City Council Rules of Procedures, individual citizen presentations shall be limited to three minutes, and group presentations shall be limited to ten minutes. At the Mayor's discretion, time limits may be reasonably extended.

Fort Worth Council Chamber, is wheelchair accessible. Persons with disabilities who plan to attend this meeting and who may need accommodations, auxiliary aids, or services such as interpreters, readers, or large print are requested to contact the City's ADA Coordinator at (817) 392-8552 or e-mail ADA@FortWorthTexas.gov at least 48 hours prior to the meeting so that appropriate arrangements can be made. If the City does not receive notification at least 48 hours prior to the meeting, the City will make a reasonable attempt to provide the necessary accommodations.

ATTACHMENT B
EXECUTIVE SESSION
(PRE-COUNCIL CHAMBER, CITY HALL)
Tuesday, March 4, 2014

The City Council will conduct a closed meeting in order to:

1. Seek the advice of its attorneys concerning the following pending or contemplated litigation or other matters that are exempt from public disclosure under Article X, Section 9 of the Texas State Bar Rules, as authorized by Section 551.071 of the Texas Government Code:

- a. *City of Fort Worth v. Spencer Hodge and Wife, Carolyn Hodge, et al*, Cause No. 2010-083274-2, County Court at Law No. 2, Tarrant County, Texas;
- b. *Patricia Phelps v. City of Fort Worth*, Cause No. 352-265185-13, 352nd District Court, Tarrant County, Texas;
- c. *Misael Zacarias, Individually, et al, v. City of Fort Worth*, Cause No. 67-269954-14, 67th District Court, Tarrant County, Texas;
- d. Legal issues concerning the regulation of off-premise signs; and
- e. Legal issues concerning any item listed on today's City Council meeting agendas;

2. Deliberate the purchase, sale, lease or value of real property in accordance with Section 551.072 of the Texas Government Code. Deliberation in an open meeting would have a detrimental effect on the position of the City in negotiations with a third party;

3. Deliberate concerning economic development negotiations as authorized by Section 551.087 of the Texas Government Code;

4. Deliberate the deployment, or specific occasions for implementation, of security personnel or devices, in accordance with Section 551.076 of the Texas Government Code; and

5. Deliberate issues concerning the appointment of a City Manager in accordance with Section 551.074 of the Texas Government Code.



CITY COUNCIL
Legislative and Intergovernmental Affairs Committee
Agenda

Tuesday, March 4, 2014
Immediately Following the Called Special City Council Meeting
Scheduled to begin at 11 a.m.

Pre-Council Chambers
1000 Throckmorton Street
Fort Worth, Texas

Councilmember Danny Scarth, Chair
Councilmember Dennis Shingleton, Vice Chair

Mayor Pro Tem Zim Zimmerman
Councilmember Gyna Bivens

Charles Daniels, Assistant City Manager
TJ Patterson, Manager, Legislative Affairs
Denis McElroy, Sr. Assistant City Attorney
Evonia Daniels, Staff Liaison

I. CALL TO ORDER

II. ACTION

- A. APPROVAL OF MEETING MINUTES FROM FEBRUARY 4, 2014
- B. CONSIDERATION OF THE 2014 FEDERAL LEGISLATIVE PROGRAM- (KASEY PIPES, CORLEY PIPES CONSULTING, LLC.)

III. BRIEFINGS

- A. TEXAS 2015 LEGISLATIVE SESSION AND INTERIM STUDIES UPDATE- (TJ PATTERSON, LEGISLATIVE AFFAIRS MANAGER)

IV. REQUEST FOR FUTURE AGENDA ITEMS

- A. THE NEXT MEETING IS SCHEDULED FOR APRIL 1, 2014 AT 11:00 A.M. IN THE PRE-COUNCIL CHAMBERS.

V. EXECUTIVE SESSION

THE LEGISLATIVE AND INTERGOVERNMENTAL AFFAIRS COMMITTEE MAY CONDUCT A CLOSED MEETING TO SEEK THE ADVICE OF ITS ATTORNEYS CONCERNING LEGAL ISSUES REGARDING ANY MATTERS LISTED ON TODAY'S AGENDA, WHICH ARE EXEMPT FROM PUBLIC DISCLOSURE UNDER ARTICLE X, SECTION 9 OF THE TEXAS STATE BAR RULES, AS AUTHORIZED BY SECTION 551.071 OF THE TEXAS GOVERNMENT CODE.

VI. ADJOURN

Please Note: A quorum of the City Council may be attending this meeting for informational purposes. Members of the City Council who are not on the Committee will not be deliberating or voting on matters before the Committee.

Fort Worth Pre-Council Chamber, is wheelchair accessible. Persons with disabilities who plan to attend this meeting and who may need accommodations, auxiliary aids, or services such as interpreters, readers, or large print are requested to contact the City's ADA Coordinator at (817) 392-8552 or e-mail ADA@FortWorthTexas.gov at least 48 hours prior to the meeting so that appropriate arrangements can be made. If the City does not receive notification at least 48 hours prior to the meeting, the City will make a reasonable attempt to provide the necessary accommodations.

CITY COUNCIL
Legislative and Intergovernmental Affairs Committee
Minutes
Tuesday, February 4, 2014

COUNCIL MEMBERS IN ATTENDANCE: Councilmember Danny Scarth (Chairman), Mayor Pro Tem Zim Zimmerman, and Councilmember Dennis Shingleton.
Councilmember Gyna Bivens.

The Legislative and Intergovernmental Affairs Committee was called to order by Chairman Danny Scarth at 11:00 a.m.

ACTION ITEMS

Chairman Scarth called for a motion for approval of the January 7, 2014 minutes. The motion was made by Councilmember Gyna Bivens and seconded by Councilmember Denis Shingleton. The minutes were approved.

Mary Kayser, City Secretary presented for consideration of appointment Ms. Carol Hendrix to Place 3 and Mr. Bill Campbell to Place 9 on the Fort Worth Art Commission. The motion was made by Mayor Pro Tem Zim Zimmerman and seconded by Councilmember Dennis Shingleton to approve the appointments. The motion passed.

Next, Mary Kayser, City Secretary presented for consideration of appointments the following individuals to the Mayor's Committee on Persons with Disabilities: Ms. Debra Jones, Texas Department of Assistive and Rehabilitative Services - Fort Worth Region (Place 4), Ms. Sherley Spears, Fort Worth Citizen (Place 5), Mr. Carlos Walker, Fort Worth Citizen (Place 7), and Mr. Scott Powers, Fort Worth Citizen and Disabled Veteran Representative. The motion was made to approve the appointments by Councilmember Dennis Shingleton and seconded by Councilmember Gyna Bivens. The motion passed.

BRIEFING

TJ Patterson, Legislative Affairs Manager updated the committee on the upcoming 2015 Texas Legislative Session and Interim Studies. Lieutenant Governor David Dewhurst announced on January 29, 2014 interim charges for the Senate Committees on Intergovernmental Relations, Economic Development, and Government Organization. Lt. Governor Dewhurst instructed the Senate Committee on Intergovernmental Relations to focus on the following issues:

- Transparency
- Bonds & Ballots
- Economic Review

Lt. Governor Dewhurst instructed the Senate Committee on Government Organization to focus on the following issues:

- Efficiency
- Training
- Security

Lt. Governor Dewhurst will continue to release his interim charges in the coming weeks.

Speaker of the House Joe Straus released his interim charges for the 83rd Legislature to the committees below. The charges will help every standing committee in the Texas House begin preparing for the 2015 legislative session.

- House Committee on Agriculture and Livestock
- House Committee on Appropriations
- House Committee on Business and Industry
- House Committee on Corrections
- House Committee on County Affairs
- House Committee on Criminal Jurisprudence
- House Committee on Culture, Recreation, and Tourism
- House Committee on Defense and Veterans' Affairs
- House Committee on Economic and Small Business Development
- House Committee on Elections
- House Committee on Energy Resources
- House Committee on Environmental Regulation
- House Committee on Government Efficiency and Reform
- House Committee on Higher Education
- House Committee on Homeland Security and Public Safety
- House Committee on Human Services
- House Committee on Insurance
- House Committee on International Trade & Intergovernmental Affairs
- House Committee on Investments and Financial Services
- House Committee on Judiciary and Civil Jurisprudence
- House Committee on Land and Resource Management
- House Committee on Licensing and Administrative Procedures
- House Committee on Natural Resources
- House Committee on Pensions
- House Committee on Public Education
- House Committee on Public Health
- House Committee on Special Purpose Districts
- House Committee on State Affairs
- House Committee on Technology
- House Committee on Transportation
- House Committee on Urban Affairs
- House Committee on Ways and Means

Speaker Straus will release additional charges and highlight some of his own priorities in the coming months.

Mr. Patterson also informed the committee on upcoming dates for departments to submit their legislative issues, and when they will be brought before the committee for establishing the City of Fort Worth Legislative Agenda.

Next, Kasey Pipes with Corley Pipes Consulting updated the committee on Federal Legislative Issues. They continue to work with staff of Congresswoman Granger on the appropriation side and a the staff Congressman Williams on the authorizing side to keep them updated on the TEX

Rail phasing strategy and the need to create additional support on the Hill and at the Federal Transportation Authority. Staff continues to communicate with our Congressional allies about our needs on I-35 and Spinks. Additionally, staff conducting a follow up with the Transportation Department officials after the Mayor's trip to Washington.

Staff finalized a list of 163 cities and towns that are connected to the supply chain of Fort Worth-based defense projects and sent out the mayor's letter in mid-January. They are working on a second letter that will go out with signatures of other mayors in the supply chain asking for defense cuts to be restored. Monitoring any talk about BRAC at the Pentagon or on the Hill. Councilmember Zimmerman inquired about how the list of cities was obtained. Lookhead provided the list of cities.

Other efforts include strategy call with Congresswoman Granger's office on Trinity River Vision (TRVA). Her staff continues to work with Corps of Engineers as well as the state on money for TRVA that was channeled through Austin. Congresswoman Granger's staff believes the program is on track and no additional lobbying is needed at this time.

ADJOURN

There being no further business, the Committee adjourned at 11:27 a.m.



CITY OF FORT WORTH
CITY COUNCIL

HOUSING AND ECONOMIC DEVELOPMENT COMMITTEE

AGENDA

Tuesday, March 4, 2014

2:30 PM

City Hall, Pre-Council Chamber, Second Floor
1000 Throckmorton Street, Fort Worth, Texas 76102

Housing and Economic Development Committee Members

Joel Burns, Chair	Kelly Allen Gray, Council Member	Gyna M. Bivens, Council Member
Danny Scarth, Vice Chair	Dennis Shingleton, Council Member	Sal Espino, Council Member
Jungus Jordan, Council Member	Betsy Price, Mayor	Zim Zimmerman, Mayor Pro Tem

Fernando Costa, Assistant City Manager - Staff Liaison
Peter Vaky, Deputy City Attorney

1. **Call to Order** – Joel Burns, Chair
2. **Approval of Minutes from the Meeting Held on February 4, 2014** – Joel Burns, Chair
3. **Executive Session** - The Housing and Economic Development Committee will conduct a closed meeting to:
 - A. Seek the advice of its attorneys concerning the following items that are exempt from public disclosure under Article X, Section 9 of the Texas State Bar Rules, as authorized by section 551.071 of the Texas Government Code: (i) legal issues related to use of HOME Funds and project development requirements, and (ii) legal issues related to any current agenda items; and
 - B. Discuss the purchase, sale, lease or value of real property, as authorized by Section 551.072 of the Texas Government Code. Deliberation in an open meeting would have a detrimental effect on the position of the City in negotiations with a third party; and

- C. Discuss or deliberate negotiations relating to any economic development negotiations, as authorized by Section 551.087 of the Texas Government Code.
4. **Written Reports** – Jay Chapa, Director, Housing and Economic Development Department
 - Memo Regarding the Use of Urban Development Action Grant Funds on the Redevelopment of 3900 Hemphill for Retail Use
 - Memo on FY 2014 Contract for Homeless Services-Directions Home Program Year VI
 5. **Presentation on the Use of Urban Development Action Grant Funds and Tax Abatement for the Rehabilitation of a Commercial Building located at 1212 E. Lancaster Avenue** – Avis Chaisson, Community Development Manager, Housing and Economic Development Department
 6. **Presentation on Proposed Economic Development Incentive Agreement with MillerCoors, LLC for Expansion of the Facility located at 7001 South Freeway** – Robert Sturns, Business Recruitment Manager
 7. **Requests for Future Agenda Items** – Joel Burns, Chair
 8. **Date of Next Regular Meeting: April 1, 2014** - Joel Burns, Chair
 9. **Adjourn** – Joel Burns, Chair

The Pre-Council Chamber is wheelchair accessible. Persons with disabilities who plan to attend this meeting and who may need accommodations, auxiliary aids, or services such as interpreters, readers, or large print are requested to contact the City's ADA Coordinator at (817) 392-8552 or e-mail ADA@FortWorthTexas.gov at least 48 hours prior to the meeting so that appropriate arrangements can be made. If the City does not receive notification at least 48 hours prior to the meeting, the City will make a reasonable attempt to provide the necessary accommodations.

**CITY OF FORT WORTH, TEXAS
HOUSING AND ECONOMIC DEVELOPMENT COMMITTEE
February 4, 2014**

Present:

Committee Member Joel Burns, Chairman
Committee Member Danny Scarth, Vice Chairman
Committee Member Betsy Price
Committee Member Salvador Espino
Committee Member Kelly Allen Gray
Committee Member W. B. "Zim" Zimmerman
Committee Member Jungus Jordan
Committee Member Dennis Shingleton
Committee Member Gyna Bivens

City Staff:

Fernando Costa, Assistant City Manager
Peter Vaky, Deputy City Attorney
Mary J. Kayser, City Secretary
Jay Chapa, Housing and Economic Development Director
Cynthia Garcia, Assistant Director, Housing & Economic Development Department

Other City Staff in Attendance:

Tom Higgins, City Manager

1. Call to Order – Joel Burns, Chair

With a quorum of the committee members present, Chairman Joel Burns called the meeting of the Fort Worth Housing and Economic Development Committee to order at 3:57 pm, on Tuesday, February 4, 2014, in the Pre-Council Chamber of the Fort Worth City Hall, 1000 Throckmorton Street, Fort Worth, Texas 76102.

2. Approval of Minutes from the Meeting Held on January 7, 2014 – Joel Burns, Chair

Motion was made by Committee Member Price and second by Committee Member Bivens to approve the minutes of the January 7, 2014, Fort Worth Housing and Economic Development Committee meeting. Motion passed 9-0.

3. Written Reports – Jay Chapa, Director, Housing and Economic Development Department

- Memo on Hilton Parking Garage Lease Amendment
- Memo on Amending Tax Abatement Agreement with AT Industrial Owner 7 LLC and Carolina Beverage Group, LLC to Modify the Timeline of Installation of New Business Personal Property
- Memo on Proposed Request for Qualifications for Developers to Develop City Surplus Properties Along Lancaster Corridor
- Memo on Request for Letter of No Objection to Expand Foreign Trade Zone 196

There were no questions on the written reports.

4. Presentation on Trends Affecting Low Income Neighborhoods – Randle Harwood, Director, Planning and Development

Mr. Harwood presented information on trends in the City of Fort Worth: median family income, population change, population growth, new construction, race and ethnicity, unemployment, crime statistics, housing complaints, education levels. Mr. Harwood reviewed the Council's strategic goals and what steps are being taken to achieve them. Central City Revitalization, Urban Villages, Neighborhood Empowerment Zones, Crime control and Prevention District.

The Committee discussed the need for partnerships with the private sector to assist with revitalizing the neighborhoods and also partnerships with the ISDs and Tarrant County College. There was also discussion about the need for neighborhood engagement and communication and staying aware of the trends so that we can address them.

There was no action required on this item.

5. Update on Homelessness and Directions Home, City's Homeless Plan – Otis Thornton, Human Services Manager, Housing and Economic Development Department

Mr. Thornton reviewed the various Directions Home programs and reviewed the impacts of homelessness on the community, neighborhoods and individuals.

He noted that proximity to permanent supportive housing strengthens neighborhoods, improves the self-sufficiency of the individuals, and is cost effective.

He reviewed the challenges facing the programs working with the homeless:

- Recession and policy impacts on low wage and low skill workers
- Availability of dispersed quality, affordable and accessible housing
- Decreases in Local State and Federal funding
- Annual Federal match requirements increased.

Mr. Thornton reviewed the goals and objectives of both Directions Home and the Advisory Commission on Ending Homelessness. He also reviewed the steps going forward:

- Cold Weather Emergency Shelter Plan
- M&C to fund Program year VI
- City Departments will be meeting with the Near East Side Neighborhood to discuss order and public safety
- Joint meeting of the City Council and Fort Worth Advisory Commission on Ending Homelessness

The committee discussed the need for a joint meeting between the City Council and the Advisory Commission on Ending Homelessness that also includes the other stakeholders. They also discussed how we tie all the organizations and individuals trying to deal with the homeless issue together to gain a coordinated effort.

There was no action required on this item.

6. Presentation on Proposed Amendments to Economic Development Incentives Policy in Regard to the Promotion of Affordable Housing - Jesus Chapa, Director, Housing and Economic Development

At the January 7, 2014, Housing and Economic Development meeting staff recommended reviewing current housing programs and policies and provide recommendations and changes to better align with affordable housing goals. Mr. Chapa provided the following recommendations:

- Provide Developers and alternative in the incentive policies to meet City affordable housing policy goals by offering an option to substitute unites for funding.
- Charge \$200 per unit/per year for term of incentive agreement, to be paid out of the incentive proceeds or directly by development if tax abatement.
- Total annual amount deposited directly into the housing trust fund administered by the Fort Worth housing Finance Corporation
- Purpose of funds would be for FWHFC to fund projects to decrease disparity of affordable housing units as they exist in Fort Worth.

Next steps would be:

- Place an M&C on the March 4, 2014, City Council Agenda to amend the City's Neighborhood Empowerment Zone Policy and General Tax Abatement Policy
- Begin providing the alternative option to developments being recommended for Chapter 380 Grant Amendment since no formal amendment of the policy is required

There was no action required on this item.

7. Presentation Regarding the Sale Process of Tax Foreclosed Properties – Cynthia Garcia, Assistant Director, Housing and Economic Development Department

This item will be deferred to the March meeting.

8. Presentation on Resolutions for Submission to the Texas Department of Housing and Community Affairs for Housing Tax Credit Developments – Jesus Chapa, Director, Housing and Economic Development Department

On January 7, 2014, staff provided recommendations for award of HOME funds to Zenstar Development and Columbia at Renaissance Square

Staff agreed to provide resolutions of support to the other developments that submitted a RFP for HOME funds upon request.

Staff has received additional requests from developers to provide resolutions of support for housing tax credit applications that did not seek funding from the City:

Churchill at Champions Circle
Reserve at Boat Club Road
Sabine place Apartments

Staff expressed the following concerns:

- A resolution of support for all developments could lead to City funded projects facing stiffer competition from other FW projects
- For developments that will require additional City Council approval, resolution of support may be construed as support for all approvals such as zoning, variances, etc.
- Conversely, supporting only City funded projects limits the pool of potential competitive Fort Worth projects being awarded credits (Regional competition covers 19 counties)

The staff recommendations are:

- Provide resolutions of support for developments that have evidence that they will receive a firm commitment of local political funding and zoning compatible to proposed development
- Recommend resolutions of “no objection” for developments that seek City support, but do not have local political funding and appropriate zoning
- February 18, 2014, staff will bring forward an M&C for Council consideration for resolutions

There was no action required on this item.

Chairman Joel Burns adjourned the regular meeting of the Fort Worth Housing and Economic Development Committee into Executive Session at 5:28 pm and convened into Executive Session at 5:40 pm.

9. Executive Session - The Housing and Economic Development Committee will conduct a closed meeting to:

- Seek the advice of its attorneys concerning the following items that are exempt from public disclosure under Article X, Section 9 of the Texas State Bar Rules, as authorized by section 551.071 of the Texas Government Code: legal issues related to any current agenda items; and
- Discuss the purchase, sale, lease or value of real property, as authorized by Section 551.072 of the Texas Government Code. Deliberation in an open meeting would have a detrimental effect on the position of the City in negotiations with a third party; and
- Discuss or deliberate negotiations relating to any economic development negotiations, as authorized by Section 551.087 of the Texas Government Code.

Chairman Joel Burns adjourned the Executive Session at 6:16 pm, on Tuesday, February 4, 2014.

Chairman Joel Burns reconvened the regular session of the Housing and Economic Development Committee at 6:16 pm, on Tuesday, February 4, 2014.

**CITY OF FORT WORTH, TEXAS
HOUSING AND ECONOMIC DEVELOPMENT COMMITTEE**

February 4, 2014

Page 5 of 5

10. Requests for Future Agenda Items

There were none.

11. Date of Next Regular Meeting: March 4, 2014

12. Adjourn – Joel Burns, Chairman

With no further presentations or discussions, Chairman Burns adjourned the regular meeting of the Housing and Economic Development Committee at 6:16 pm, on Tuesday, February 4, 2014.

These minutes approved by the Housing and Economic Development Committee on the _____ day of _____ 2014.

APPROVED:

Joel Burns, Chairman

Minutes Prepared by and Attest:

Mary J. Kayser, City Secretary



MEMORANDUM

Date: March 4, 2014

To: Chairman Burns & Members of the Housing and Economic Development Committee

From: Jay Chapa, Director, Housing and Economic Development Department

Subject: 3900 Hemphill Redevelopment

3900 Hemphill Street Partners, LP acquired the property that was previously vacated by Terry's Supermarket and the developer intends to invest a minimum of \$654,000 in renovating the property. In an effort to improve the property beyond the renovation of the building, Staff is recommending that the City provide a grant from Urban Development Action Grant (UDAG) funds in the amount of \$32,700 to the project once the development is complete. These funds will provide for improvements to façade, parking lot and additional landscaping. The recommended funding represents a 20 to 1 ratio of private versus public funds. The project is located in a CDBG eligible census tract, which qualifies it for the use of UDAG funds.

The overall improvements to the property include:

- dividing the building into two leasable spaces,
- a new roof,
- façade improvements,
- parking lot improvements which include new concrete, store-front parking providing easier access for handicap visitors, and
- landscaping along Hemphill.

This project is located in the Hemphill/Berry Neighborhood Empowerment Zone and the developer has been approved for basic NEZ incentives. The developer will be subdividing the property into two commercial store fronts and will lease one of the spaces to XL Parts, an auto parts retailer. The developer is actively seeking a second tenant.

Staff intends to place an M&C authorizing the use of UDAG funds for this project on the March 18, 2014 City Council agenda.

Please contact me at 817-392-5804 if you have any questions or concerns.



MEMORANDUM

Date: March 4, 2014

To: Chairman Burns & Members of the Housing and Economic Development Committee

From: Jay Chapa, Director of Housing and Economic Development

Subject: FY 2014 Contract for Homeless Services (Directions Home Program Year VI)

A forthcoming M&C from the Housing & Economic Development Department will accompany an Agreement between the City of Fort Worth and the United Way of Tarrant County for City-funded homeless services for the upcoming program year—which runs from April 2014 through March 2015. The Council approved budget for contracted services for the Homelessness Division of the Housing & Economic Development Department is \$2,159,020.

Since the inception of the Directions Home plan in 2008, the United Way of Tarrant County has, at no cost to the City of Fort Worth, served as the fiscal and grant-making agent for public and private funds in support of the plan. In close consultation with City staff, the United Way oversees an annual grant-making process for community- and faith-based organizations to operate initiatives that accomplish the strategies contained in the Directions Home plan.

Funding decisions are overseen by a volunteer committee of community leaders. The committee is chaired by United Way President & CEO, Tim McKinney and includes Mayor Betsy Price, and Judge Glen Whitley.

The Fort Worth Advisory Commission on Ending Homelessness has received public comment and advised City Staff on funding priorities for the coming year. Staff will recommend that the Council authorize the City Manager to enter into the Agreement with the United Way for services to include:

- Rental Assistance
- Housing Retention Services (Case Management that accompanies rental assistance)
- Tenant Supportive Services (Specialized behavioral health services)
- Housing Placement Services
- Critical Documents Clerk
- Direct Client Services Fund
- Continuum of Care Coordination
- Independent Evaluation
- *The Shortest Way Home* Community Engagement Plan
- Project Homeless Connect

If you have any questions or concerns please contact me at 817-392-5804.

FORT WORTH HOUSING FINANCE CORPORATION

AGENDA

Tuesday, March 4, 2014

***Immediately Following the Fort Worth City Council
Housing and Economic Development Committee Meeting,
Scheduled to Begin at 2:30 PM***

City Hall, Pre-Council Chamber, Second Floor
1000 Throckmorton Street, Fort Worth, Texas 76102

Board of Directors

Salvador Espino, President
Danny Scarth, Vice President
Gyna M. Bivens, Director

Dennis Shingleton, Director
Joel Burns, Director
Kelly Allen Gray, Director

Jungus Jordan, Director
Betsy Price, Director
Zim Zimmerman, Director

Staff Liaison: Fernando Costa, Assistant City Manager
Vicki S. Ganske, Senior Assistant City Attorney

1. **Call to Order** – Sal Espino, President
2. **Approval of Minutes from the Meeting Held on January 28, 2014** – Sal Espino, President
3. **Written Reports** – Jay Chapa, Assistant General Manager
 - a. Financial Report through January 31, 2014
4. **Consider and Adopt Resolution Accepting Assignment of Option from Cypress Equities, LP to Purchase Land Located in the Evans and Rosedale Area From the City of Fort Worth for \$1,449,290.17** – Jay Chapa, Assistant General Manager
5. **Consider and Adopt Resolution Authorizing an Amendment to the HOME Contract with the City of Fort Worth for the Lee Townhomes Project, Entering into a CDBG contract with the City of Fort Worth for the Acquisition and Demolition or Removal of the Building and Approval for Use of Up To \$600,000 in FWHFC General Funds for the Construction of Homes** – Jay Chapa, Assistant General Manager
6. **Executive Session:** The Fort Worth Housing Finance Corporation will conduct a closed meeting to:
 - a. Seek the advice of its attorneys concerning the following items that are exempt from public disclosure under Article X, Section 9 of the Texas State Bar Rules, as authorized by Section 551.071 of the Texas Government Code: (i) legal issues concerning any current agenda item; and
 - b. Discuss the purchase, sale, lease or value of real property, as authorized by Section 551.072 of the Texas Government Code. Deliberation in an

open meeting would have a detrimental effect on the position of the Corporation in negotiations with a third party; and

- c. Discuss or deliberate negotiations relating to any economic development negotiations, as authorized by Section 551.087 of the Texas Government Code.

7. **Requests for Future Agenda Items** – Sal Espino, President

8. **Adjourn** – Sal Espino, President

The Pre-Council Chamber is wheelchair accessible. Persons with disabilities who plan to attend this meeting and who may need accommodations, auxiliary aids, or services such as interpreters, readers, or large print are requested to contact the City's ADA Coordinator at (817) 392-8552 or e-mail ADA@FortWorthTexas.gov at least 48 hours prior to the meeting so that appropriate arrangements can be made. If the City does not receive notification at least 48 hours prior to the meeting, the City will make a reasonable attempt to provide the necessary accommodations.

**CITY OF FORT WORTH, TEXAS
FORT WORTH HOUSING FINANCE CORPORATION
TUESDAY, JANUARY 28, 2014**

Present:

President Salvador Espino (Arrived at 8: 21 a.m.)
Vice President Danny Scarth
Director Betsy Price
Director W. B. "Zim" Zimmerman
Director Gyna Bivens
Director Jungus Jordan
Director Dennis Shingleton
Director Kelly Allen Gray
Director Joel Burns (Arrived at 8:21 a.m.)

City staff:

Tom Higgins, City Manager
Fernando Costa, Assistant City Manager
Vickie Ganske, Senior Assistant City Attorney
Mary J. Kayser, City Secretary
Jay Chapa, Assistant General Manager

1. Call to Order.

With a quorum present, Vice President Scarth called the meeting to order for the Board of Directors of the Fort Worth Housing Finance Corporation (Corporation) at 8:18 a.m. on Tuesday, January 28, 2014, in the Pre-Council Chamber of the Fort Worth Municipal Building, 1000 Throckmorton Street, Fort Worth, Texas.

2. Approval of Minutes of the November 5, 2013, Meeting.

Motion was made by Director Shingleton and seconded by Director Bivens to approve the Tuesday, November 5, 2013, minutes of the Corporation as presented. The motion passed 7-0 with President Espino and Director Burns temporarily absent.

3a. Written Reports: Fort Worth Housing Finance Corporation Financial Report through December 31, 2013.

Vice President Scarth referenced the Financial Report through December 31, 2013, and opened the floor for discussion on the report. There was no discussion or action on this agenda item.

4. Consider and Adopt Resolutions Approving the Actions of the Corporation as Sole Member of Decatur-Angle GP LLC, the General Partner of Decatur-Angle Ltd., Approving all Actions Necessary for the Acquisition, Financing, Development and Operation of the Decatur-Angle Apartments.

5. Consider and Adopt Resolution Authorizing the Acquisition of Land Located at Angle Avenue and Old Decatur Road for the Development of the Decatur-Angle Apartments and Entering into a 99-Year Ground Lease with Decatur-Angle Ltd., for the Land

Mr. Jay Chapa, Assistant General Manager, advised the Board that his briefing would pertain to Items 4 and 5 on the agenda and that the Board could take action by a single motion.

Mr. Chapa provided a PowerPoint briefing entitled "Required Board Actions for the Decatur-Angle Apartments Project. His first slide displayed an aerial view of the development site and he advised of the current status of the project as well as the timeline for the project. He completed his presentation with the staff recommendation that the Board approve both resolutions to approve the actions of the HFC as sole member of Decatur-Angle GP LLC, the general partner of Decatur-Angle Ltd. acquiring, financing, developing and operating the development, and approve the HFC acquiring and entering into a 99-year ground lease with Decatur-Angle Ltd. for the land and the development.

(President Espino and Director Burns assumed their places at the table.)

There was no discussion on either Item 4 or 5.

Motion was made by Director Shingleton and seconded by Director Bivens to approve Resolution FWHFC-2014-01 and FWHFC-2014-02. The motion passed 9-0.

6. Executive Session.

Vice President Scarth stated that he had been advised that an Executive Session was not necessary to discuss the following items:

- A. Seek the advice of its attorneys concerning the following items that are exempt from public disclosure under Article X, Section 9, of the Texas State Bar Rules, as authorized by Section 551.071 of the Texas Government Code: (i) legal issues concerning any current agenda item; and
- B. Discuss the purchase, sale, lease or value of real property, as authorized by Section 551.072 of the Texas Government Code. Deliberation in an open meeting would have a detrimental effect on the position of the Corporation in negotiations with a third party; and
- C. Discuss or deliberate negotiations relating to any economic development negotiations, as authorized by Section 551.087 of the Texas Government Code.

7. Requests for Future Agenda Items.

Vice President Scarth opened the floor on requests for future agenda items. No requests were made by Board members.

8. Adjourn.

With no further discussion, Vice President Scarth adjourned the meeting of the Fort Worth Housing Finance Corporation Board at 8:22 a.m. on Tuesday, January 28, 2014.

These minutes approved by the Fort Worth Housing Finance Corporation Board of Directors on the _____ day of _____, 2014.

APPROVED:

Daniel L. Scarth,
Vice President

Gyna M. Bivens
Secretary

ATTEST:

Mary J. Kayser
City Secretary

FORT WORTH HOUSING FINANCE CORPORATION
BALANCE SHEET AS ON JANUARY 31, 2014
(UNAUDITED)

ASSETS

Cash, Cash Equivalents and Investments

Cash & Investments	\$ 4,643,134	
Cash and cash equivalents (HTF General Fund)	1,474,106	
Cash at Bank- JP Morgan Chase - Infill	9,526	
Unrealized Gain/Loss	-	6,126,765

Restricted Assets

Restricted cash, cash equivalents & investments	1,286,781	
Restricted cash HTF	4,000,000	
		5,286,781

Other Assets

Loans receivable	18,565	
Interest Receivable	9,765	
Investments in Villas of East Wood LLC	615,000	
Advances to Villas of East Wood LLC	638,979	
Properties held for sale or construction by FWHFC (at cost or FMV)	555,203	(1) 1,837,512

Total Assets

\$ 13,251,057

LIABILITIES & FUND BALANCE

Liabilities

Accounts payable	\$ -	
Escrow for loans	1,202	
Accrual - Payroll	6,623	
Deferred revenue	18,565	
Payable to CFW - Carter Metro assigned liability	2,675	(4)
Payable to CFW - Mitchell Blvd. assigned properties	21,047	(4)
Payable to CFW - Appropriation from Rental Rehab Rev.(for VOE)	615,000	665,112

Total Liabilities

\$ 665,112

Fund Balances

Restricted for corpus	5,286,781	
Represented by HTF General Fund	1,474,106	
Represented by advance & cost of sale - VOE	327,990	(3)
Terrell Heights - Professional Fees	28,737	
Represented by advances to VOE	638,979	
Represented by land & properties	555,203	
Legal services (Terrell Homes)	52,187	
Architectural-Lee Av. Townhomes	38,400	
Restricted for land banking	328,117	
Unrelized Gain/Loss	-	
Restricted for Infill Dev.	1,254,277	
Unrestricted	2,601,170	(2)

Total Fund Balance

12,585,946

Total Liabilities & Fund Balance

\$ 13,251,057

Notes:

- (1) Cost of properties includes certain properties received as gift for which fair market value as on date of gift was included as cost. It also includes properties assigned to HFC.
- (2) Grants/endowments/gifts and other appropriations received and used to acquire properties or for operating expenditure forms part of the unrestricted equity balance along with surplus / loss from operations and interest income from investments.
- (3) FWHFC Board has approved a reserve fund of \$650,000.00 to VOE. Payment of \$322,010.00 were made from R109 and the balance of the reserved fund is \$327,990.00
- (4) Properties assigned to HFC in note (1) were acquired with grant funds, and the proceeds less taxes and constr. exp. incurred by HFC to be returned to CFW as program income.

Other Notes:

- A. Home warranty expenses and tax abatement refund dues are accounted on cash basis. The liability for unexpired warrantees and tax abatement refunds have not been quantified and not provided for.
- B. The Eastwood Public Facility Corporation, a single asset entity created by Fort Worth Housing Authority, purchased the Villas of Eastwood Facility by assuming it's FHA insured loan on August 9th, 2013.

FORT WORTH HOUSING FINANCE CORPORATION
REVENUES AND EXPENDITURES FOR PERIOD (4 MONTHS) ENDING JANUARY 31, 2014
(UNAUDITED)

Revenues

Interest earned on investments	\$ 32,503
Interest on loans	-
Revenue Land/Home sales	-
Program Income Prin. Loan	336
Contribution from HUD - HTF	-
Gas lease bonus	1,536
Gas lease royalties	15,417
Gas Well Shut In Payments	-
Holdings - SF Bond	-
Grant Revenue	-
Repayment of Loan - Windriver	-
Misc. revenue	116,047

Total Revenues	116,047	\$ 165,838
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Expenditures

Salary expenses	\$ 39,166
Postage	8
Misc. & other operations	-
Gas Well consultant fees	73
Engineering Services	3,213
Conference and seminars	1,448
Office Supplies	-
Travel Expenses	-
Inside printing	-
Graphics	-
Liability insurance	-
Electricity	64
Water & waste disposal	176
Dues and membership	-
Contractual services	59,039
Other professional services	13,763
Loss on asset	-
Bank Charges	-
Land purchase	-
Other expenses to be paid	-

Total Expenditures	116,951	\$ 116,951
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Excess of Revenues over (under) Expenditures		48,887
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Other Financing Sources (Uses)

Transfers in HFC	-
Transfers in infill	-
Total Other Financing Sources (Uses)	-

Excess of Revenues over (under) Expenditures and Other Financing sources		48,887
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Fund Balances (Deficit), beginning of the period	11,921,802	
Fund Balances (Deficit), at the end of the period	11,970,689	

Reconciliation of fund balance to Balance sheet

ADD: Loans receivable from Villas Of Eastwood	1,253,979	
Wind River loan	-	
Less: Liability to CFW - Assigned properties	(23,722)	
Liability to CFW RRPI- Villas of Eastwood	(615,000)	
Fund balance per balance sheet	615,257	\$ 12,585,946

FORT WORTH HOUSING FINANCE CORPORATION

Details of Loan Receivables & Escrow Accounts for period ending January 31, 2014

Loan Receivables

<u>Name</u>	<u>Date of Note</u>	<u>Amount</u>	<u>Status</u>
Willie Roberson	08/21/98	18,565	Active
Eastland		-	
Wind River		-	
Total		<u>\$ 18,565</u>	

Deferred revenue

Willie Roberson	18,565
	<u>18,565</u>

Escrows

Willie Roberson	08/21/98	1,202	Active
Total		<u>\$ 1,202</u>	

Details of Classification of Fund Balance

Represented by loans

Loans receivable from Villas of East Wood LLC	638,979
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Details of Payable to CFW (Assigned properties liability from Carter Metro)
(Properties were acquired with grant funds)

Assigned from Cartermetro	
1118 E. Tucker	1,500.00
1139 Cannon St	1,500.00
2912 Walker St	-
4521 Trueland - sold	-
4525 Trueland	-
802 E. Magnolia	1,500.00
Cash assigned to HFC	-
Total	<u>4,500.00</u>
Less Taxes paid when assigned	<u>1,824.82</u>
Total liability	<u>2,675.18</u>
Assigned from TCDC (Formerly Mitchell Blvd. Dev. Corp.)	
2511 Mitchell Blvd	39,220.00
3220 Thrall St	0.00
Total	<u>39,220.00</u>
Less Taxes paid when assigned	<u>18,172.76</u>
Total liability	<u>21,047.24</u>
G. Total Liability	23,722.42

FORT WORTH HOUSING FINANCE CORPORATION
DETAILS OF PROPERTIES HELD FOR SALE AS ON JANUARY 31, 2014

<u>SQ#</u>	<u>Address</u>	<u>Status</u>	<u>Date of Acquisition</u>	<u>Value Paid</u>	<u>Tax Paid</u>	<u>Fees paid</u>	<u>Other Exp Capitalized</u>	<u>Constn Exp Capitalized</u>	<u>Donated Value</u>	<u>Total Value</u>
1	NORTHSIDE (District 2) 2607 Clinton District 4	L	01/07/03	3,215.00		100.00				3,315.00
2	SOUTHEAST (District 5) 5250 Wonder Dr. & 5240 Wooten (Granbury Hills)	L	05/01/10	181,669.00						181,669.00
3	5220 Anderson St.	L	04/13/04	1,296.00		100.00				1,396.00
4	5300 Anderson St.	L	01/07/03	1,762.00		100.00				1,862.00
5	E. Berry St	L	10/10/00	28,265.70						28,265.70
6	E.Berry St	L	10/10/00	7,023.60						7,023.60
7	4700 E.Berry St	L	05/19/00	6,600.00						6,600.00
8	4700 E Berry St	L	05/19/00	479.21						479.21
9	1604 Birdell	L	09/01/05	1,201.48	205.33				2,500.00	3,906.81
10	2803 Burger	L	01/07/03	1,116.00		100.00				1,216.00
11	2805 Burger	L	01/07/03	1,537.00		100.00				1,637.00
12	5151 Charlene St.	L	05/19/00	582.15	35.06				2,000.00	2,617.21
13	5175 Charlene St.	L	02/28/03	1,176.00		100.00				1,276.00
14	5328 Cottey	L	07/05/02	2,717.77	73.53					2,791.30
15	5400 Cottey	L	01/12/04	5,232.04	10.87					5,242.91
16	5401 Cottey	L	12/20/06	4,650.48						4,650.48
17	5402 Cottey	L	01/12/04	5,232.04	10.87					5,242.91
18	1820 S. Cravens Rd	UCH	04/17/13	1,000.00	0.00	883.95		0.00		1,883.95
19	2808 Dillard	L	04/13/04	544.32		100.00				644.32
20	3012 Dillard	L	04/13/04	1,587.00		100.00				1,687.00
21	3101 Esatcrest Ct.	L	06/15/01	2,859.02	96.96					2,955.98
22	3109 Eastcrest Ct.	L	06/15/01	2,859.02	96.96					2,955.98
23	3133 Eastcrest Ct.	L	06/15/01	2,859.02	96.96					2,955.98
24	3137 Eastcrest Ct.	L	06/15/01	2,859.02	96.96					2,955.98
25	2600 Marlin	L	04/13/04	606.00		100.00				706.00
26	2709 Marlin	L	04/13/04	1,081.00		100.00				1,181.00
27	5101 Pinson	L	01/07/03	1,660.00		100.00				1,760.00
28	5300 Pinson	L	01/06/04	4,600.00						4,600.00
29	4913 Ramey	L	07/05/02	1,582.91	43.59				2,500.00	4,126.50
30	3412 Stalcup	L	06/04/99	852.00		100.00				952.00
31	2732 Stalcup	L	06/04/99	3,202.00		100.00				3,302.00
32	5217 Turner	L	08/06/99	3,588.25	70.60					3,658.85
33	5401 Turner	L	04/13/04	3,113.00		100.00				3,213.00
34	Wills Point Ct.	L	07/05/02	1,651.37	39.76				2,000.00	3,691.13
35	2514 Wills Point Ct.	L	04/13/04	508.00		100.00				608.00
36	2929 Burger	L	12/20/06	4,650.50						4,650.50
37	2933 Burger	L	12/20/06	4,650.50						4,650.50
38	2510 Sheraton	L	03/04/08	6,100.00	552.71	1.00				6,653.71
39	2512 Sheraton	L	03/04/08	5,000.00	552.71	1.00				5,553.71
40	2514 Sheraton	L	03/04/08	5,600.00	552.71	1.00				6,153.71
41	2516 Sheraton	L	03/04/08	5,000.00	552.71	1.00				5,553.71
42	2518 Sheraton	L	03/04/08	3,300.00	552.71	1.00				3,853.71
43	1708 Talton	L	03/04/08	6,100.00	337.48	1.00				6,438.48
44	1704 Colvin	L	03/04/08	3,000.00	95.44	1.00				3,096.44
45	5600 Bong	L	05/10/08	3,000.00	48.95	573.05				3,622.00
*LEGEND										
L -Land										
UC-Under construction										
UCH -With House										
VH -Vacant Structure										
LL -Land & Lake										
APH-Assigned Property HOUSE										
APL-Assigned Property LAND										

SQ#	Address	Status	Date of Acquisition	Value Paid	Tax Paid	Fees paid	Other Exp Capitalized	Constn.Exp Capitalized	Donated Value	Total Value
COMO (District 7)										
46	5424 Carver	L	04/28/04	2,678.52	34.62					2,713.14
47	5420 Chariot	L	04/13/04	1,745.00		100.00				1,845.00
48	5620 Chariot	L	04/21/99	1,268.00						1,268.00
49	5621 Como Dr.	L	12/16/98	1,000.00						1,000.00
50	5500 Farnsworth	L	04/28/04	2,678.52	34.62					2,713.14
51	5826 Farnsworth	L	04/28/04	2,678.52	28.05					2,706.57
52	5908 Fletcher	L	04/28/04	2,678.52	28.05					2,706.57
53	5425 Geddes	L	04/28/04	2,678.52	28.05					2,706.57
54	5336 Goodman	L	04/28/04	2,678.52	28.05					2,706.57
55	5438 Goodman	L	04/28/04	2,678.52	28.05					2,706.57
56	5515 Goodman	L	04/28/04	2,678.52	91.41					2,769.93
57	5407 Kilpatrick	L	04/28/04	2,678.52	34.62					2,713.14
58	5514 Shiloh	L	01/07/03	1,244.00		100.00				1,344.00
59	5520 Shiloh	L	01/07/03	1,244.00		100.00				1,344.00
60	5528 Shiloh	L	02/28/03	1,244.00		100.00				1,344.00
61	5532 Shiloh	L	01/07/03	1,318.00		100.00				1,418.00
62	5716 Wellesley	L	04/28/04	2,678.52						2,678.52
63	5720 Wellesley	L	04/28/04	2,678.52						2,678.52
MITCHEL BLVD (District 8)										
64	2705 Berryhill Dr.	L	04/14/04	1,031.00		100.00				1,131.00
65	1325 New York Ave	L	06/03/08	3,600.00		7.00				3,607.00
NEAR SOUTHEAST (District 8)										
66	1346 E. Jefferson	L	06/02/97	600.00		100.00				700.00
67	953 E. Powell	L	05/05/01	2,694.40						2,694.40
68	2651 Belzise Ter	L	11/12/07	4,250.00	47.27	352.50				4,649.77
69	1401 Illinois Ave	L	11/12/07	4,250.00	47.27	352.50				4,649.77
TWU (District 8)										
70	2710 Ave. C	L	03/12/99	4,760.32	24.33					4,784.65
OTHER(District 8)										
71	1321 Driess	L	04/10/07		394.95				1,500.00	1,894.95
72	2709 Ash Crescent St	L	06/05/07	3,900.00		3.50				3,903.50
73	2712 Ash Crescent (exchange w/3321&3323 NW 33rd St)	L	04/02/07				1,000.00			1,000.00
74	2713 Ash Crescent St	L	06/05/07	2,600.00		3.50				2,603.50
75	2670 Ash Crescent St	L	07/03/07	3,200.00		3.50				3,203.50
76	2771 Belzise	L	07/03/07	2,700.00		3.50				2,703.50
77	2750 Ash Crecent St.	L	08/24/07	4,000.00	48.95	561.00				4,609.94
78	2650 Ash Crecent St.	L	08/07/07	3,000.00		7.00				3,007.00
79	2770 Ash Crecent St.	L	09/29/07	4,100.00						4,100.00
80	2721 Belzise	L	09/29/07	3,100.00						3,100.00
81	929 Maddox Ave.	L	09/29/07	1,900.00						1,900.00
82	919 E. Maddox Ave.	L	03/03/08	3,500.00	(6.40)	81.65				3,575.25
83	1018 E. Myrtle	L	03/03/08	3,500.00	(6.40)	81.65				3,575.25
84	1421 Stewart	L	03/03/08	3,500.00	(6.39)	81.65				3,575.26
85	921 E. Humbolt	L	09/30/08	3,000.00						3,000.00
86	804 Kentucky	L	09/30/08	2,700.00						2,700.00
87	1301 Cannon	L	09/30/08	3,100.00						3,100.00
88	1405 & 1407 E Cannon St	L	11/17/11	20,000.00	17.49	369.00				20,386.49
89	1115 E. Humbolt	L	09/30/08	5,000.00						5,000.00
Assigned property (Cartermetro)							TAD Appraised			
90	1118 E. Tucker	APL	09/18/08			501.95	1,500.00			2,001.95
91	1139 Cannon St	APL	09/18/08			533.95	1,500.00			2,033.95
92	802 E. Magnolia	APL	09/18/08			501.95	1,500.00			2,001.95
Assigned property (TCDC) Formerly Mitchel Dev. Corp.)										
93	2511 Mitchell Blvd	APL	05/28/09			18,172.76	39,220.00			57,392.76
Total				469,680.84	5,019.46	25,282.56	44,720.00	0.00	10,500.00	555,202.85
*LEGEND										
	L -Land	88								
	UC-Under construction	0								
	UCH -With House	1								
	VH -Vacant Structure	0								
	LL -Land & Lake	0								
	APL-Assigned Property LAND	4								
			93							

FORT WORTH HOUSING FINANCE CORPORATION

Details of property transactions as on January 31, 2014

<u>Status</u>	<u>Date Sold/ Purchased</u>	<u>Value Paid</u>	<u>Tax Paid</u>	<u>Fees paid</u>	<u>Other Exp Capitalized</u>	<u>Constn.Exp Capitalized</u>	<u>Donated Value</u>	<u>Total Value</u>
Opening Balance (October 1st, 2013)		470,011.79	5,019.46	25,282.56	44,389.05	0.00	10,500.00	555,202.85
Add:								
Additions								
						-		-
						-		-
Total Additions		0.00	0.00	0.00	0.00	0.00	0.00	0.00
Less:								
Property Sold								0.00
								0.00
								0.00
								0.00
								0.00
Total cost of Properties sold		0.00	0.00	0.00	0.00	0.00	0.00	0.00
Add: Assigned property		TAD Value						
Total		-	-	-	-	-	-	-
Balance		470,011.79	5,019.46	25,282.56	44,389.05	0.00	10,500.00	555,202.85



Updated February 26, 2014

City of Fort Worth
City Council Pre-Council Agenda Calendar

March 4, 2014 **Monthly Zoning Meeting**

Audit Committee (cancelled)
11:00 a.m. Called Special Meeting (Pre-Council)
Legislative and Intergovernmental Affairs Committee
(Immediately Following the Called Special Meeting)
2:30 p.m. Housing and Economic Development Committee
Housing Finance Corporation
(Immediately Following Housing and Economic Development Meeting)
4:00 p.m. Pre-Council Meeting
(Note Time Change)

Continued Items:

- **M&C G-18124** - Authorize Submission of a Letter of No Objection to the Foreign Trade Zones Board to Expand Foreign Trade Zone No. 196 in the Alliance Airport Corridor (COUNCIL DISTRICT 7 – Dennis Shingleton) **(Continued from February 18, 2014 by Staff)**
- **ZC-13-157** - Ray & Linda Snider, 9508 Park Drive; from: "AG" Agricultural to: "A-2.5" One-Family (COUNCIL DISTRICT 7 – Dennis Shingleton) **(Recommended for Approval by the Zoning Commission)** **(Continued from December 3, 2013 by Council Member Shingleton)**
- o Overview on Significant Zoning Cases *[Dana Burghdoff, Planning and Development]*
- o Presentation Regarding the Sale Process of Tax Foreclosed Properties *[Cynthia Garcia, Housing and Economic Development]*

March 11, 2014

2:00 p.m. Infrastructure & Transportation Committee (cancelled)
3:00 p.m. Pre-Council Meeting (cancelled)



Updated February 26, 2014

***City of Fort Worth
City Council Pre-Council Agenda Calendar***

March 18, 2014

3:00 p.m. Pre-Council Meeting

Continued Items:

- **M&C PZ-3049** - Consider Institution and Adoption of Ordinance for the Owner-Initiated Annexation of Approximately 21.0 Acres of Land in the 6900 Block of Boat Club Road (COUNCIL DISTRICT 2 – Sal Espino) (**Continued from January 14, 2014 by Council Member Espino**)
- **ZC-13-131** - Texas American Properties, 6900-7000 block of Boat Club Road; from: Unzoned and "PD-670" Planned Development for a facility to create manufactured homes to: "A-5" One-Family, "C" Medium Density Multifamily and "E" Neighborhood Commercial (COUNCIL DISTRICT 2 – Sal Espino) (Recommended for Denial without Prejudice by the Zoning Commission) (**Continued from January 14, 2014 by Council Member Shingleton**)
- o Briefing on 2014 Federal Legislative Program [*Kasey Pipes, Corley Pipes Consultants, L.L.C.*]
- o Briefing on Creation of Murals to Abate Graffiti [*Martha Peters, Arts Council of Fort Worth and Tarrant County and Richard Zavala, Parks and Community Services*]
- o Presentation on Water Conservation and Drought Plan Updates [*Frank Crumb and Kara Shuror, Water*]
- o Briefing on Proposed Update of Development Fees [*Randle Harwood, Planning and Development*]
- o Briefing on Website Enhancements and Open Data Opportunities [*Michelle Gutt, Communication and Public Engagement*]

March 25, 2014

8:30 a.m. Pre-Council Meeting

2:00 p.m. Audit Committee

- o Presentation on the Regulation Regarding Sale of E-cigarettes to Minors [*TBD, Law*]
- o Update on Healthcare Strategy [*Brian Dickerson, Human Resources*]
- o Quarterly Fire Department Update [*Chief Rudy Jackson, Fire*]
- o Fiscal Year 2013 Financial Performance Update and Fiscal Year 2014 First Quarter Results [*Aaron Bovos, Financial Management Services*]



Updated February 26, 2014

City of Fort Worth
City Council Pre-Council Agenda Calendar

April 1, 2014 **Monthly Zoning Meeting**

11:00 a.m. Legislative and Intergovernmental Affairs Committee

1:00 p.m. Housing and Economic Development Committee

3:00 p.m. Pre-Council Meeting

- o Overview on Significant Zoning Cases [*Dana Burghdoff, Planning and Development*]

April 8, 2014

10:00 a.m. Audit Committee

1:00 p.m. Infrastructure & Transportation Committee

3:00 p.m. Pre-Council Meeting

April 15, 2014

8:30 a.m. Pre-Council Meeting

- o West Nile Virus Update [*Dr. Joon Lee, University of Texas Health Science Center*]

April 22, 2014

8:30 a.m. Pre-Council Meeting

April 29, 2014

8:30 a.m. Pre-Council Meeting (cancelled)



Updated February 26, 2014

City of Fort Worth
City Council Pre-Council Agenda Calendar

May 6, 2014 **Monthly Zoning Meeting**

11:00 a.m. Legislative and Intergovernmental Affairs Committee

1:00 p.m. Housing and Economic Development Committee

3:00 p.m. Pre-Council Meeting

- o Overview on Significant Zoning Cases *[Dana Burghdoff, Planning and Development]*

May 13, 2014

1:00 p.m. Infrastructure & Transportation Committee

3:00 p.m. Pre-Council Meeting

May 15, 2014 *(Thursday)*

7:00 p.m. Fort Worth Crime Control and Prevention District Board of Directors Meeting (Pre-Council Chamber)

May 20, 2014

8:30 a.m. Pre-Council Meeting

Special Called Meeting to Canvass Election Results for Council District 9

May 26, 2014

City Hall Closed – Memorial Holiday

May 27, 2014

8:30 a.m. Pre-Council Meeting (cancelled)

10:00 a.m. Audit Committee (Pre-Council Chamber)

City Council Meeting of February 18, 2014
Staff Action Tracking

Item #1	Neighborhood Empowerment Zones (NEZ)		
Due Date:	March 18, 2014	Council District:	9
Staff Action:	Staff to prepare a memo and look at the NEZ process to provide neighborhoods the opportunity to review proposed NEZ projects and automatic fee waivers.		
Responsibility:	Jay Chapa (Housing and Economic Development) and Randle Harwood (Planning and Development)		

**CITY OF FORT WORTH, TEXAS
REGULAR CITY COUNCIL MEETING
FEBRUARY 18, 2014**

Present:

Mayor Betsy Price
Council Member Salvador Espino, District 2
Council Member Daniel Scarth, District 4
Council Member Gyna M. Bivens, District 5
Council Member Jungus Jordan, District 6
Council Member Dennis Shingleton, District 7
Council Member Kelly Allen Gray, District 8
Council Member Joel Burns, District 9

Absent:

Mayor Pro tem W.B. "Zim" Zimmerman, District 3

Staff Present:

Tom Higgins, City Manager
Sarah Fullenwider, City Attorney
Mary Kayser, City Secretary

I. CALL TO ORDER

With a quorum of the City Council Members present, Mayor Price called the regular session of the Fort Worth City Council to order at 10:09 a.m. on Tuesday, February 18, 2014, in the City Council Chamber of the Fort Worth City Hall, 1000 Throckmorton Street, Fort Worth, Texas 76102, with Mayor Pro tem Zimmerman absent.

II. INVOCATION - Pastor Eric Gronberg, Trinity Lutheran Church

The invocation was provided by Pastor Eric Gronberg, Trinity Lutheran Church.

III. PLEDGE OF ALLEGIANCE

The Pledge of Allegiance was recited.

IV. CONSIDERATION OF MINUTES OF REGULAR MEETING OF FEBRUARY 11, 2014

Motion: Council Member Shingleton made a motion, seconded by Council Member Bivens, that the minutes of the Regular meeting of February 11, 2014, be approved. The motion carried unanimously 8 ayes to 0 nays, with Mayor Pro tem Zimmerman absent.

V. ITEMS TO BE WITHDRAWN FROM THE CONSENT AGENDA

City Manager Higgins advised that Mayor and Council Communication G-18124 would be withdrawn from the Consent Agenda.

VI. ITEMS TO BE CONTINUED OR WITHDRAWN BY STAFF

City Manager Higgins advised that Mayor and Council Communication G-18124 would be continued to the March 4, 2014, Council meeting.

VII. CONSENT AGENDA

Motion: Council Member Scarth made a motion, seconded by Council Member Shingleton, that the Consent Agenda be approved as amended. The motion carried unanimously 8 ayes to 0 nays, with Mayor Pro tem Zimmerman absent.

A. General - Consent Items

1. M&C G-18124 - Authorize Submission of a Letter of No Objection to the Foreign Trade Zones Board to Expand Foreign Trade Zone No. 196 in the Alliance Airport Corridor (COUNCIL DISTRICTS 7)

It was the consensus of the City Council that Mayor and Council Communication G-18124 be continued to the March 4, 2014, Council meeting.

2. M&C G-18125 - Approve Findings of Ground Transportation Coordinator Regarding Renewal Application of RHP Property GT, LP d/b/a Gaylord Texan Resort and Convention Center, to Operate Fifteen Limousines Within the City of Fort Worth and Adopt Ordinance Granting Such Authority (ALL COUNCIL DISTRICTS)

The City Council approved the following recommendation: Consider and adopt the following findings of the Ground Transportation Coordinator: The public necessity and convenience require the operation of 15 limousines upon the City streets, alleys and thoroughfares; RHP Property GT, LP d/b/a Gaylord Texan Resort and Convention Center is qualified and financially able to conduct a limousine service within the City; RHP Property GT, LP d/b/a Gaylord Texan Resort and Convention Center has complied with the requirements of Chapter 34 of the City Code; RHP Property GT, LP d/b/a Gaylord Texan Resort and Convention Center presented facts in support of compelling demand and necessity for 15 limousines; the general welfare of the citizens of the City will best be served by the addition of 15 limousines upon City streets, alleys and thoroughfares; and adopt Ordinance No. 21124-02-2014 granting the privilege of operating authority to RHP Property GT, LP d/b/a Gaylord Texan Resort and Convention Center for the use of the streets, alleys, and public thoroughfares of the City in the conduct of its limousine business, which shall consist of the operation of 15 limousines for a one-year period beginning on the effective date; providing for written acceptance by RHP Property GT, LP d/b/a Gaylord Texan Resort and Convention Center subject to and conditioned on RHP Property GT, LP d/b/a Gaylord Texan Resort and Convention Center complying with all requirements of Chapter 34, Article VI of the Code of the City of Fort Worth (1986), as amended.

3. **M&C G-18126 - Authorize Acceptance of a \$4,500.00 Grant for the 2013-2014 Take Me Fishing? Program from the Recreational Boating and Fishing Foundation's Youth Boating and Fishing Initiative and the National Recreation and Park Association and Adopt Appropriation Ordinance (COUNCIL DISTRICTS 3 and 9)**

The City Council approved the following recommendation: Authorize the acceptance of grant funds totaling \$4,500.00 for the 2013-2014 Take Me Fishing Program from the Recreational Boating and Fishing Foundation's Youth Boating and Fishing Initiative and the National Recreation and Park Association to provide recreational boating and fishing experiences to youth in Fort Worth; and adopt Appropriation Ordinance No. 21125-02-2014 increasing estimated receipts and appropriations in the Grants Fund in the amount of \$4,500.00, subject to receipt of a grant from the Recreational Boating and Fishing Foundation's Youth Boating and Fishing Initiative and the National Recreation and Park Association, for the same purpose as reflected above.

B. Purchase of Equipment, Materials, and Services - Consent Items

1. **M&C P-11625 - Authorize Purchase Agreement with High Sierra Electronics and OneRain Incorporated, for a Combined Amount Up to \$164,913.00 for Advanced High Water Warning System Equipment and Maintenance for the Transportation and Public Works Department (ALL COUNCIL DISTRICTS)**

The City Council approved the following recommendation: Authorize a Purchase Agreement with High Sierra Electronics and OneRain Incorporated, for advanced high water warning system equipment and maintenance for the Transportation and Public Works Department for a combined amount up to \$164,913.00.

2. **M&C P-11626 - Authorize Purchase Agreement for Trash Can Liners with All American Poly, for all City Departments in the Amount Up to \$65,500.00 for the First Year (ALL COUNCIL DISTRICTS)**

The City Council approved the following recommendation: Authorize a Purchase Agreement for trash can liners with All American Poly, for all City Departments in the amount up to \$65,500.00 for the first year.

C. Land - Consent Items

1. **M&C L-15660 - Authorize Purchase of Property Located at 6113 Joe Ella Lane and 8605 Marks Lane from Kemil Pilotte and Margaret Joyce Hammond, Guardians for Glenolan Pilotte in the Amount of \$175,000.00 plus Approximately \$15,000.00 in Closing Costs, Dedicate Property as Parkland for the Fort Worth Nature Center and Refuge and Adopt Appropriation Ordinance (COUNCIL DISTRICT 7)**

The City Council approved the following recommendation: Adopt Appropriation Ordinance No. 21126-02-2014 increasing estimated receipts and appropriations in the Parks Dedication Fees Fund in the amount of \$190,000.00 from available funds for the purpose of purchasing 6113 Joe Ella Lane and 8605 Marks Lane for the Fort Worth Nature Center and Refuge; approve the purchase of the property located at 6113 Joe Ella Lane and 8605 Marks Lane from Kemil Pilotte and Margaret Joyce Hammond, Guardians for Glenolan Pilotte in the amount of \$175,000.00 plus closing costs estimated at \$15,000.00; authorize the execution of the appropriate closing documents to complete the purchase; and accept the property and dedicate the property as parkland upon acceptance.

2. **M&C L-15661 - Authorize Direct Sale of Two Tax Foreclosed Properties Located at 3420 James Avenue and 2717 Virginia Court for a Total Sales Price in the Amount of \$22,782.19, in Accordance with Section 34.05 of the Texas Tax Code (COUNCIL DISTRICT 9)**

The City Council approved the following recommendation: Authorize the direct sale of two tax foreclosed properties located at 3420 James Avenue described as Lot 6, Block 51, out of the John C. Ryan South Addition and 2717 Virginia Court described as Lot 12, Block 2, Jarrell Oakhurst Addition for a total sales price in the amount of \$22,782.19, in accordance with Section 34.05 of the Texas Tax Code; and authorize the City Manager, or his designee, to execute and record the appropriate instruments conveying the properties to complete the sales.

3. **M&C L-15662 - Authorize Execution of a Lease Amendment with RYLB FW Properties, LP, for Leased Space Located at 307 West Seventh Street for the Enterprise Resource Planning Program to Expand the Leased Premises and to Extend the Term (COUNCIL DISTRICT 9)**

The City Council approved the following recommendation: Authorize execution of a Lease Amendment with RYLB FW Properties, LP, or leased space located at 307 West Seventh Street for the Enterprise Resource Planning Program to expand the leased premises to include offices and 20 parking spaces formerly used by the Fire Department and to extend the term until February 28, 2017, for a rental rate of \$17.50 per square foot.

4. **M&C L-15663 - Authorize Acquisition of a Fee Simple Interest in 0.124 Acres in an Improved Lot for the Lebow Channel Drainage Improvements Project Located at 3501 Lebow Street from Antonio Martinez in the Amount of \$40,600.00 and Pay Estimated Closing Costs in the Amount Up to \$3,000.00 for a Total Cost of \$43,600.00 (COUNCIL DISTRICT 2)**

The City Council approved the following recommendation: Authorize the acquisition of a fee simple interest in 0.124 acres in an improved lot described as Lot 18, Block 16, Dixie Wagon Manufacturing Addition, located at 3501 Lebow Street, Fort Worth, Texas, from Antonio Martinez for \$40,600.00; find that the total purchase price in the amount of \$40,600.00 is just compensation; and authorize the City Manager or his designee to accept the conveyance, pay just compensation, record the appropriate instruments and pay estimated closing costs in the amount up to \$3,000.00 for a total cost of \$43,600.00.

E. Award of Contract - Consent Items

1. **M&C C-26668 - Authorize Execution of an Engineering Agreement with Caye Cook & Associates, in the Amount of \$96,430.00 for the Design and Engineering of Park Improvements in Eugene McCray Park at Lake Arlington, Oakmont Linear Park South, Hallmark Park and Jefferson Davis Park and Adopt Appropriation Ordinance in the Amount of \$96,444.00 for Park Improvements at Jefferson Davis Park (COUNCIL DISTRICTS 5, 6, 8 and 9)**

The City Council approved the following recommendation: Adopt Appropriation Ordinance No. 21127-02-2014 increasing estimated receipts and appropriations in the Park Gas Lease Project Fund in the amount of \$96,444.00 from available funds for park improvements at Jefferson Davis Park; and authorize the execution of an Engineering Agreement with Caye Cook & Associates, in the amount of \$96,430.00 for park improvements as Eugene McCray Park at Lake Arlington, Oakmont Linear Park South, Hallmark Park and Jefferson Davis Park.

2. **M&C C-26669 - Authorize Acceptance of a Grant from the Texas Department of Housing and Community Affairs for the 2014 U.S. Department of Energy Weatherization Assistance Program Up to \$300,000.00, Authorize Related Contracts, Authorize Waiver of Indirect Costs and Adopt Appropriation Ordinance (ALL COUNCIL DISTRICTS)**

The City Council approved the following recommendation: Authorize acceptance of U.S. Department of Energy Weatherization Assistance Program grant funds from the Texas Department of Housing and Community Affairs for the 2014 Weatherization Assistance Program up to \$300,000.00; authorize the execution of related contracts, including any amendments, extensions and renewals, in accordance with City policies and regulations, with the Texas Department of Housing and Community Affairs for the grant funds for program year January 1, 2014, through December 31, 2014; authorize a waiver by the City of indirect costs; and adopt Appropriation Ordinance No. 21128-02-2014 increasing estimated receipts and appropriations in the Grants Fund in the amount of \$300,000.00, subject to receipt of a grant from the Texas Department of Housing and Community Affairs, for the same purpose as reflected above.

VIII. PRESENTATIONS BY THE CITY SECRETARY - CONSENT ITEMS

1. OCS - 1914 - Notice of Claims for Alleged Damages and/or Injuries

End of Consent Agenda.

IX. SPECIAL PRESENTATIONS, INTRODUCTIONS, ETC.

Mayor Price introduced Ms. Heidi Swartz, Executive Director from the Cowtown Marathon. Ms. Swartz announced that the Cowtown Marathon would be held on Saturday, February 22, 2014, and invited everyone to attend.

X. ANNOUNCEMENTS BY CITY COUNCIL MEMBERS AND STAFF

1. Upcoming and Recent Events

Mayor Price and Council Members Bivens, Jordan and Burns announced upcoming and recent events within the City and various Council districts.

2. Recognition of Citizens

There was no recognition of citizens.

3. Approval of Ceremonial Travel

There was no approval of ceremonial travel.

XI. PRESENTATIONS BY THE CITY COUNCIL

1. Changes in Membership on Boards and Commissions

There were no changes in members on boards and commissions.

XII. PRESENTATIONS AND/OR COMMUNICATIONS FROM BOARDS, COMMISSIONS AND/OR CITY COUNCIL COMMITTEES

There were no presentations and/or communications from boards, commissions and/or City Council committees.

XIII. RESOLUTION

1. [A Resolution Appointing Certain Members to the Board of Directors of Tax Increment Reinvestment Zone Number Three, City of Fort Worth, Texas; Acknowledging the Appointment of the Other Current Members of the Board and Appointing a Chairperson for the Board \(Downtown TIF\)](#)

It was recommended that the City Council adopt a resolution appointing certain members to the Board of Directors of Tax Increment Reinvestment Zone No. 3, City of Fort Worth, Texas; acknowledging the appointment of the other current members of the Board and appointing a chairperson for the Board (Downtown TIF).

Motion: Council Member Burns made a motion, seconded by Council Member Jordan, that Resolution No. 4293-02-2014 be adopted. The motion carried unanimously 8 ayes to 0 nays, with Mayor Pro tem Zimmerman absent.

XIV. ORDINANCE

1. [An Ordinance Ordering a Special Election by the Qualified Voters of the City of Fort Worth, Texas, on May 10, 2014, for the Purpose of Electing a City Council Member for City Council District 9 to Serve the Remainder of an Unexpired Term](#)

It was recommended that the City Council adopt an ordinance a special election by the qualified voters of the City of Fort Worth, Texas, on May 10, 2014, for the purpose of electing a City Council member for City Council District 9 to serve the remainder of an unexpired term.

Motion: Council Member Burns made a motion, seconded by Council Member Espino, that Ordinance No. 21129-02-2014 be adopted. The motion carried unanimously 8 ayes to 0 nays, with Mayor Pro tem Zimmerman absent.

XV. REPORT OF THE CITY MANAGER

B. General

1. [M&C G-18127 - Authorize Application for a Customs User Fee Airport Designation by U.S. Customs and Border Protection, Department of Homeland Security for Fort Worth Meacham International Airport and Adopt Resolution \(COUNCIL DISTRICT 2\)](#)

It was recommended that the City Council authorize application for Customs User Fee Airport designation by U.S. Customs and Border Protection, Department of Homeland Security for Fort Worth Meacham International Airport; and adopt a resolution authorizing the submission of an application to U.S. Customs and Border Protection, Department of Homeland Security, for the same purpose as reflected above.

Motion: Council Member Espino made a motion, seconded by Council Member Scarth, that Mayor and Council Communication G-18127 be approved and Resolution No. 4294-02-2014 be adopted. The motion carried unanimously 8 ayes to 0 nays, with Mayor Pro tem Zimmerman absent.

F. Award of Contract

1. M&C C-26670 - Adopt a Resolution Authorizing Execution of Local Project Advanced Funding Agreements with the Texas Department of Transportation in the Aggregate Amount of \$73,709,317.00, Including \$6,631,831.00 in City Funds from the 2008 Capital Improvement Bond Program, for Construction of Three New Bridges Associated with the Trinity River Vision Project on Henderson Street, North Main Street and White Settlement Road, Consistent with the City's Limit of \$26.6 Million on Expenditures for the Trinity River Vision Project and Adopt Appropriation Ordinance (COUNCIL DISTRICTS 2 and 9)

It was recommended that the City Council adopt a resolution authorizing the execution of Local Project Advanced Funding Agreements with the Texas Department of Transportation in the collective amount of \$73,709,317.00 for the construction of three new bridges on North Main Street, Henderson Street and White Settlement Road over the future Trinity River Vision By-Pass Channel; authorize acceptance of \$18,365,782.00 in construction funds from the Tarrant Regional Water District; adopt an appropriation ordinance increasing estimated receipts and appropriations in the Street Improvements 2008 Fund in the amount \$18,365,782.00 from Tarrant Regional Water District funds; and authorize pre-payment to Texas Department of Transportation in the amount of \$18,365,782.00 from the Street Improvements 2008 Fund for the remaining local portion of construction costs in accordance with the Local Project Advanced Funding Agreement.

Motion: Council Member Espino made a motion, seconded by Council Member Shingleton, that Mayor and Council Communication C-26670 be approved and Resolution No. 4295-02-2014 and Appropriation Ordinance No. 21130-02-2014 be adopted. The motion carried unanimously 8 ayes to 0 nays, with Mayor Pro tem Zimmerman absent.

2. M&C C-26671 - Adopt Policy on Requests for Resolutions for Applications to the Texas Department of Housing and Community Affairs for 2014 Competitive 9% Housing Tax Credits, Adopt Resolutions for 2014 Applications for Multifamily Housing Developments Located at Various Sites Throughout the City, and Approve Development Funding for Zenstar Development, LLC and Columbia Renaissance Square I, L.P. (COUNCIL DISTRICTS 2, 3, 4, 7 and 8)

It was recommended that the City Council adopt policy on requests for resolutions for applications to the Texas Department of Housing and Community Affairs for 2014 Competitive 9% Housing Tax Credits; acknowledge receipt of requests for support for 2014 Competitive 9% Housing Tax Credit applications for the following developers:

- Avondale Apartments developed by AMTEX Avondale, LP, an affiliate of AMCAL Multi-Housing Inc., located at Avondale Haslet Road and Route 287, Fort Worth, Texas
- Columbia at Renaissance Square developed by Columbia Renaissance Square I, LP, an affiliate of New Columbia Residential, LLC, located at 3801 W.G. Daniels Drive, Fort Worth, Texas
- Sabine Place Apartments (Rehab) developed by Think Housing Development LLC, an affiliate of Alara Ventures, LLC and Preservation Partners Development III, LLC, located at 1215 Terminal Road, Fort Worth, Texas
- Art at Palladium View developed by Zenstar Development, LLC, located at Westpoint Boulevard and West Loop 820 South, Fort Worth, Texas
- Heritage Park Vista Phase Two developed by Heritage Park Vista Housing Partners Two, Ltd., an affiliate of NuRock Acquisitions, LLC, located at 8729 Ray White Road, Fort Worth, Texas
- Churchill at Champions Circle developed by Churchill at Champions Circle Community, L.P., an affiliate of Churchill Residential, Inc., located at Champions Circle, Fort Worth, Texas
- Reserve at Boat Club Road developed by MV Residential Development, LLC, an affiliate of Miller-Valentine Operations Inc., located at Boat Club Road and Cromwell-Marine, Fort Worth, Texas
- HomeTowne at Presidio Junction developed by HomeTowne at Presidio Junction, LP, an affiliate of Integrated Housing Solutions, LLC, located at Harmon Road and Presidio Vista Drive, Fort Worth, Texas

Adopt resolutions for 2014 applications for Competitive 9% Housing Tax Credits for the multi-family housing developments reflected above in accordance with the policy; and approve development funding from City HOME Investment Partnerships Program grant funds in the amount of \$1,500,000.00 to Zenstar Development, LLC and in the amount of \$1,200,000.00 to Columbia Renaissance Square I, L.P., such funding to be conditioned upon, among other things, an award of Housing Tax Credits and satisfactory completion of federal requirements.

Motion: Council Member Shingleton made a motion, seconded by Council Member Espino, that Mayor and Council Communication C-26671 be approved as amended and that Home Towne at Presidio Junction receive a resolution of support instead of a resolution of no objection since the application meets the policy guidelines and Resolution Nos. 4296-02-2014, 4297-02-2014, 4298-02-2014, 4299-02-2014, 4300-02-2014, 4301-02-2014, 4302-02-2014 and 4303-02-2014 be adopted. The motion carried unanimously 8 ayes to 0 nays, with Mayor Pro tem Zimmerman absent.

3. M&C C-26672 - Authorize Execution of Economic Development Program Agreement with Clearfork Development Company, LLC, or an Affiliate Related to a Mixed-Use Project to be Constructed Near the Southwest Intersection of West Vickery Boulevard and South Hulen Street due South of Chisholm Trail Parkway (COUNCIL DISTRICT 3)

It was recommended that the City Council authorize the City Manager to execute an Economic Development Program Agreement with Clearfork Development Company, LLC, or an affiliate (subject to subsequent, non-material changes agreed to by the parties) related to Clearfork, a mixed-use project to be constructed near the southwest intersection of West Vickery Boulevard and South Hulen Street due south of Chisholm Trail Parkway; and find that the terms and conditions of the agreement constitute custom-designed economic development program, as recommended by the 2014 Comprehensive Plan and authorized by Chapter 380 of the Texas Local Government Code.

Motion: Council Member Shingleton made a motion, seconded by Council Member Bivens, that Mayor and Council Communication C-26672 be approved. The motion carried unanimously 8 ayes to 0 nays, with Mayor Pro tem Zimmerman absent.

4. M&C C-26673 - Authorize Execution of a Five-Year Tax Abatement Agreement with Raymond and Janet M. Brown for the Construction of an Addition to a Single Family Dwelling on Property Located at 3408 Cockrell Avenue in the Berry/University Neighborhood Empowerment Zone (COUNCIL DISTRICT 9)

It was recommended that the City Council authorize the execution of a five-year Tax Abatement Agreement with Raymond and Janet M. Brown for the construction of an addition to a single-family house on property located at 3408 Cockrell Avenue in the Berry/University Neighborhood Empowerment Zone, in accordance with the Neighborhood Empowerment Zone Tax Abatement Policy and Basic Incentives.

Motion: Council Member Burns made a motion, seconded by Council Member Shingleton, that Mayor and Council Communication C-26673 be approved. The motion carried unanimously 8 ayes to 0 nays, with Mayor Pro tem Zimmerman absent.

5. M&C C-26674 - Authorize Execution of a Five-Year Tax Abatement Agreement with Toniya Lynnette Hart Burton for the Rehabilitation of a Single-Family House on Property Located at 5909 Houghton Avenue in the Ridglea/Como Neighborhood Empowerment Zone (COUNCIL DISTRICT 3)

It was recommended that the City Council authorize the execution of a five-year Tax Abatement Agreement with Toniya Lynette Hart Burton for the rehabilitation of a single-family house on property located at 5909 Houghton Avenue in the Ridglea/Como Neighborhood Empowerment Zone, in accordance with the Neighborhood Empowerment Zone Tax Abatement Policy and Basic Incentives.

Motion: Council Member Shingleton made a motion, seconded by Council Member Burns, that Mayor and Council Communication C-26674 be approved. The motion carried unanimously 8 ayes to 0 nays, with Mayor Pro tem Zimmerman absent.

6. M&C C-26675 - Authorize Execution of Amendment to Tax Abatement Agreement with AT Industrial Owner 7 LLC, and Carolina Beverage Group, LLC, to Modify Commitments for Installation of New Taxable Business Personal Property at 13300 Park Vista Boulevard (COUNCIL DISTRICT 7)

It was recommended that the City Council authorize the City Manager to execute an amendment to the Tax Abatement Agreement with AT Industrial Owner 7 LLC and Carolina Beverage Group, LLC (City Secretary Contract No. 45085), to modify the commitments for installation of new taxable business personal property at 13300 Park Vista Boulevard, which will be the location of a new manufacturing and distribution center for Carolina Beverage Group, LLC.

Motion: Council Member Shingleton made a motion, seconded by Council Member Bivens, that Mayor and Council Communication C-26675 be approved. The motion carried unanimously 8 ayes to 0 nays, with Mayor Pro tem Zimmerman absent.

7. M&C C-26676 - Adopt a Resolution Authorizing the Construction Portion of a Local Project Advance Funding Agreement with the Texas Department of Transportation, Authorize the Execution of a Contract with Austin Bridge & Road, LP, in the Amount of \$10,742,244.51 for the Construction of Altamesa Boulevard f/k/a Dirks Road, from Granbury Road to the Chisholm Trail Parkway and Provide for Project Costs and Contingencies for a Project Total in the Amount of \$12,031,313.85 and Adopt Appropriation Ordinance (COUNCIL DISTRICT 6)

It was recommended that the City Council adopt a resolution authorizing the construction portion of a project pursuant to a Local Project Advance Funding Agreement with the Texas Department of Transportation to design and construct the Altamesa Boulevard, f/k/a Dirks Road, widening from two lanes to six lanes, divided from the Chisholm Trail Parkway, f/k/a future Southwest Parkway (SH 121), to Granbury Road; authorize the transfer of \$5,522,313.85 from the 2007 Critical Capital Projects Fund to the Grants Capital Projects Fund for use towards the City's required matching funds and project and contingencies; adopt an appropriation ordinance increasing estimated receipts and appropriations in the Grant Capital Projects Fund in the amount of \$12,031,313.85, from available funds, for the same purpose as reflected above; and authorize the execution of a contract with Austin Bridge & Road, LP, in the amount of \$10,742,244.51 for the same purpose as reflected above.

Motion: Council Member Jordan made a motion, seconded by Council Member Shingleton, that Mayor and Council Communication C-26676 be approve and Resolution No. 4304-02-2014 and Appropriation Ordinance No. 21131-02-2014 be adopted. The motion carried unanimously 8 ayes to 0 nays, with Mayor Pro tem Zimmerman absent.

8. M&C C-26677 - Authorize Execution of a Contract with JLB Contracting, LLC, in the Amount of \$1,370,926.35 for the Reconstruction of the Intersection of North Riverside Drive at Fossil Creek Boulevard as a Multi-lane Roundabout, Provide for Project Costs and Contingencies for a Project Total in the Amount of \$1,724,900.46 (COUNCIL DISTRICT 4)

It was recommended that the City Council authorize the execution of a contract with JLB Contracting, LLC, in the amount of \$1,370,926.35 for the reconstruction of the intersection of North Riverside Drive at Fossil Creek Boulevard as a multi-lane roundabout, provide for project costs and contingencies for a project total in the amount of \$1,724,900.46.

Motion: Council Member Scarth made a motion, seconded by Council Member Shingleton, that Mayor and Council Communication C-26677 be approved. The motion carried unanimously 8 ayes to 0 nays, with Mayor Pro tem Zimmerman absent.

9. M&C C-26678 - Authorize Execution of a Contract with The Fain Group, Inc., in the Amount of \$2,942,280.86 for the Reconstruction of the Intersection of North Riverside Drive at Northern Cross Boulevard as a Multi-Lane Roundabout, Provide for Project Costs and Contingencies for a Project Total in the Amount of \$3,578,763.33 (COUNCIL DISTRICT 4)

It was recommended that the City Council authorize the execution of a contract with The Fain Group, Inc., in the amount of \$2,942,280.86 for the reconstruction of the intersection of North Riverside Drive at Northern Cross Boulevard as a multi-lane roundabout, provide for project costs and contingencies for a project total in the amount of \$3,578,763.33.

Motion: Council Member Scarth made a motion, seconded by Council Member Bivens, that Mayor and Council Communication C-26678 be approved. The motion carried unanimously 8 ayes to 0 nays, with Mayor Pro tem Zimmerman absent.

10. M&C C-26679 - Authorize Execution of an Agreement for Traffic Signal Construction Task Order Services Citywide with Bean Electrical, Inc., in an Amount Up to \$1,376,325.77 (ALL COUNCIL DISTRICTS)

It was recommended that the City Council authorize execution of an agreement for task order based construction of traffic signals with Bean Electrical, Inc., in an amount up to \$1,376,325.77 with a term of one year and providing two additional renewal options at the earlier expiration of funds or time.

Motion: Council Member Bivens made a motion, seconded by Council Member Espino, that Mayor and Council Communication C-26679 be approved. The motion carried unanimously 8 ayes to 0 nays, with Mayor Pro tem Zimmerman absent.

XVI. ZONING HEARING

The City Council, at its meeting of February 11, 2014, continued Zoning Docket ZC-13-158:

- 1. ZC-13-158 - (CD 2) - Rita & Blas Rodriguez, 2421 Pearl Avenue; from: "A-5" One-Family to: "PD/A-5" Planned Development for all uses in "A-5" One-Family plus inside storage of roofing materials only; site plan included. (Recommended for Denial by the Zoning Commission) (Continued from a Previous Meeting)**

Motion: Council Member Espino made a motion, seconded by Council Member Jordan, that Zoning Docket ZC-13-158 be denied. The motion carried unanimously 8 ayes to 0 nays, with Mayor Pro tem Zimmerman absent.

XVII. CITIZEN PRESENTATIONS

Mr. Tony Abbs, 6062 Copperfield Drive #844, completed a Citizen Presentation card relative to Fort Worth Police Department customer service and was recognized by Mayor Price but was not present in the Council Chamber.

Mr. Bob Willoughby, 6731 Bridge Street #125, appeared before Council relative to Section 11A-52, Nuisance Abatement.

Ms. Dianna Wilson, 5816 Village Course Circle #326, appeared before Council relative to the bus route on Mansfield Highway.

XVIII. EXECUTIVE SESSION (PRE-COUNCIL CHAMBER) - SEE ATTACHMENT B

XIX. ADJOURNMENT

There being no further business, Mayor Price adjourned the Regular meeting at 10:40 a.m.

No Documents for this Section



To the Mayor and Members of the City Council

March 4, 2014

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SUBJECT: HISTORIC PRESERVATION PROGRAM

The purpose of this report is to provide an update on issues raised during the January 28, 2014, joint City Council and Historic and Cultural Landmarks Commission (HCLC) meeting.

Background

In 2003, the City of Fort Worth in partnership with local business and civic leaders completed its first Historic Preservation Plan. Creation and implementation of the plan generated strong interest from the community to designate districts and individual structures. As a result, the preservation program grew from approximately 2,500 designated properties and five (5) districts in 2003 to 4,400 designated properties and eight (8) districts in 2006. As a result of the growth, the City hired a full-time preservation planner in 2006 to assist the Historic Preservation Officer (HPO) to implement the plan and assist customers. In 2014, the preservation program has grown to over 7,000 properties and 13 districts. Given budget cuts in the past five years, only one full-time person is now assigned to administer the program.

Service Capacity

The HPO currently provides limited services: staffing the HCLC; assisting customers with new construction, renovations, and demolitions; processing historic site tax exemptions; and performing federal Section 106 reviews for public projects. The following preservation activities once performed by staff are now either on hold or addressed on an as needed basis:

- Creation of new historic districts
- Updating existing district standards and guidelines
- Updating the Historic Preservation Plan
- Updating the Historic Resources Survey
- HCLC and staff training and education
- Community education, outreach and communication
- Special design assistance for low-income applicants

Cost of Preservation Program Activities

Staffing:

In order to provide all of the services now on hold, two preservation planners would be needed. At least one preservation planner would be needed to initiate any one of the activities below.

Planner Cost: \$ 68,000 per year/per planner

Historic Preservation Plan Update:

The City of Fort Worth Historic Preservation Plan was adopted by City Council in 2003. The cost was \$160,000 and was funded by the City and numerous organizations such as the Amon G. Carter Foundation, the Sid Richardson Foundation, Downtown Fort Worth, Inc., and the Fort Worth Chapter of the American Institute of Architects. Through this process, local business and civic leaders reached consensus on five (5) areas of improvement, 13 goals and 65 objectives. Since 2003, staff and the preservation community have actively participated in addressing over 90% of the goals and objectives.

Plan Update Cost: \$100,000 (estimate)

**To the Mayor and Members of the City Council****March 4, 2014**

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SUBJECT: HISTORIC PRESERVATION PROGRAM**Historic Resources Survey Update:**

Performing an ongoing update of the historic resources survey is one of the five (5) areas of improvement in the 2003 Historic Preservation Plan. The survey was partially updated (~10%) by a consultant in 2008-09. Budget limits prevented the completion of subsequent phases for remaining historically significant areas of Fort Worth. A reconnaissance (windshield) survey for potentially eligible neighborhoods is needed to establish a baseline of existing historic resources.

Reconnaissance Survey Cost:	\$100,000	(estimate)
Comprehensive Survey Cost:	\$ 50,000 per neighborhood (varies by size)	

Revolving Loan Fund:

Research indicates that the vast majority of preservation-related revolving loan funds are operated by the nonprofit sector and not City government. Typically, City governments provide seed money to nonprofits to leverage private funds. In order for an interested preservation group to start a sustainable loan program, it would require an annual loan fund operating budget of approximately \$500,000.

If you have any questions, please call Randle Harwood, Director of Planning and Development, at 817-392-6101.

Tom Higgins
City Manager

**To the Mayor and Members of the City Council****March 4, 2014**

Page 1 of 2

**SUBJECT: FORT WORTH NATURE CENTER & REFUGE TEN-YEAR REVIEW
OF 2003 STRATEGIC MASTER PLAN**

The purpose of this Informal Report is to apprise the City Council of the Parks and Community Services Department's (PACSD) planned review and update of the Nature Center & Refuge's (Nature Center) 2003 Strategic Master Plan. This ten-year administrative review and status update will occur during FY2014. Beginning in FY2015, update reviews will be scheduled to occur in five year cycles i.e. 2020, 2025, etc.

Background

On June 17, 2003, the City Council adopted "Preserving Native Texas: A Master Plan for the Fort Worth Nature Center & Refuge" (M&C G-13998) and added the plan as an amendment to the Park, Recreation and Open Space Master Plan and the City's Comprehensive Plan. The adoption culminated 18 months of work of a Mayor-appointed citizen Steering Committee, the MESA Design Group and City staff. The Strategic Master Plan was established as a guide to address future management, operation, programming and development of the Nature Center including \$67M (in 2003 dollars) for land acquisition and new and upgraded infrastructure spread out over 40 years.

Expected Outcomes

The intent of the FY2014 review is to provide an administrative update, not to suggest any material changes to the plan. In the ten years since its original adoption, a number of conditions have changed that may have a positive, neutral or negative impact on the ability of the City to fulfill the various recommendations. For example, the entry gate staffing and fee collection program was successfully implemented in April 2006 and purchase of private properties continue in the Lakeland Addition within the Nature Center's boundaries as recommended in the plan. Another example is that in 2003 mineral extraction in the Barnett Shale was not yet underway so the possibility of gaining a new revenue stream coupled with the overarching need to protect park resources was not addressed. Upon completion the review document will be appended to the original plan, and staff will continue to make these reviews on a five-year basis going forward. (This is like in the 1st paragraph)

Nature Center staff shared the planned review and status update process with the Board of Directors of the Friends of the FW Nature Center and Refuge at their regular monthly meeting on September 12, 2013. In addition, staff presented an overview of this process to the Parks and Community Services Advisory Board as an Information Item at the Board's December 18, 2013 meeting.



To the Mayor and Members of the City Council

March 4, 2014

Page 2 of 2

**SUBJECT: FORT WORTH NATURE CENTER & REFUGE TEN-YEAR REVIEW
OF 2003 STRATEGIC MASTER PLAN**

Review Schedule and Process

The following provides an outline of milestones and deliverables for the plan update:

Phase One – Launch Update Process (October-December 2013)

Phase Two – Information Gathering (January – March 2014)

Phase Three – Report Production (April – June 2014)

Phase Four – Updated Report Presentation and Distribution (July – September 2014)

This presentation and distribution phase will include reviews by the Friends of the Nature Center and Refuge and the Parks and Community Services Advisory Board in the fourth quarter. Pending action by the Park Board, it is anticipated that an Informal Report will be presented to the City Council in September 2014.

Should you have any questions regarding this report please contact Richard Zavala, Parks and Community Services Director at 817-392-5704.

**Tom Higgins
City Manager**

No Documents for this Section

No Documents for this Section

**DALLAS/FORT WORTH INTERNATIONAL AIRPORT
FIFTIETH SUPPLEMENTAL CONCURRENT BOND ORDINANCE**

Passed concurrently by the City Councils of the Cities of Dallas and Fort Worth, Texas

Authorizing One or More Series of
**DALLAS/FORT WORTH INTERNATIONAL AIRPORT
JOINT REVENUE BONDS**

Passed by the City Council of the City of Dallas _____, 2014

Passed by the City Council of the City of Fort Worth _____, 2014

Effective _____, 2014

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CITY OF DALLAS ORDINANCE NO. _____

CITY OF FORT WORTH ORDINANCE NO. _____

**FIFTIETH SUPPLEMENTAL CONCURRENT BOND ORDINANCE
AUTHORIZING ONE OR MORE SERIES OF DALLAS/FORT WORTH
INTERNATIONAL AIRPORT JOINT REVENUE BONDS, FOR LAWFUL
PURPOSES; PROVIDING THE SECURITY THEREFORE; PROVIDING
FOR THE SALE, EXECUTION AND DELIVERY THEREOF SUBJECT TO
CERTAIN PARAMETERS; AND PROVIDING OTHER TERMS,
PROVISIONS AND COVENANTS WITH RESPECT THERETO**

WHEREAS, prior to the adoption of this ordinance (herein defined and cited as the “Fiftieth Supplemental Concurrent Bond Ordinance” or as the or this “Ordinance”), the City Councils of the Cities of Dallas and Fort Worth, Texas (the “Cities”) passed the Master Bond Ordinance relating to the Dallas/Fort Worth International Airport (the “Airport”); and

WHEREAS, the Master Bond Ordinance constitutes the controlling bond ordinance of the Cities that relates to the financing of the Airport and (i) prescribes the terms and conditions upon the basis of which the Additional Obligations, Credit Agreements, and Parity Credit Agreement Obligations may be issued and executed, and (ii) provides and establishes the pledge, security, and liens securing the Cities’ special obligations to pay when due the Outstanding Obligations, any Parity Credit Agreement Obligations, and any Additional Obligations; and

WHEREAS, the City Councils of the Cities of Dallas and Fort Worth, on August 9, 2003 and August 8, 2003, respectively, concurrently adopted the Thirty-Seventh Supplemental Concurrent Bond Ordinance authorizing the issuance of the Dallas/Fort Worth International Airport Joint Revenue Bonds, Series 2003A (the “Series 2003A Bonds”), in the aggregate principal amount of \$1,457,700,000; and

WHEREAS, the City Councils of the Cities of Dallas and Fort Worth, on April 28, 2004 and April 27, 2004, respectively, concurrently adopted the Thirty-Ninth Supplemental Concurrent Bond Ordinance authorizing the issuance of the Dallas/Fort Worth International Airport Joint Revenue Improvement Bonds, Series 2004B (the “Series 2004B Bonds”), in the aggregate principal amount of \$207,000,000; and

WHEREAS, the City Councils of the Cities of Dallas and Fort Worth, on June 27, 2007 and June 19, 2007, respectively, concurrently adopted the Forty-Second Supplemental Concurrent Bond Ordinance authorizing the issuance of the Dallas/Fort Worth International Airport Joint Revenue Refunding Bonds, Series 2007 (the “Series 2007 Bonds”), in the aggregate principal amount of \$102,455,000; and

WHEREAS, each City Council hereby finds and determines that the refunding of all or a portion of the outstanding maturities of the Series 2003A Bonds, Series 2004B Bonds and Series 2007 Bonds described in Schedule I (the “Refunded Obligations”) is in the best interests of the Cities; and

WHEREAS, in accordance with the Master Bond Ordinance, the Cities have been requested by the Dallas/Fort Worth International Airport Board (the “Board”) to issue Additional Obligations pursuant to this Ordinance to pay costs of capital improvements at the Airport (including capitalized interest, if any), refund all or a portion of the Refunded Obligations and for other purposes as further described in Section 3.1; and

WHEREAS, each City Council hereby finds and determines that it is not practical to determine on the date hereof the aggregate amount by which the debt service payments on the bonds authorized hereby (the “Bonds”) exceed the debt service payments on the Refunded Bonds, and that the issuance of the Bonds is in the best interest of the Cities in order to restructure the annual debt service requirements of the Airport; and

WHEREAS, each City Council finds and determines that the meeting at which this Ordinance was adopted was open to the public, and public notice of the time, place and subject matter of the public business to be considered and acted upon at said meeting, including this Ordinance, was given, all as required by Applicable Law; and

NOW, THEREFORE, BE IT ORDAINED BY THE CITY COUNCIL OF THE CITY OF DALLAS:

NOW, THEREFORE, BE IT ORDAINED BY THE CITY COUNCIL OF THE CITY OF FORT WORTH:

ARTICLE I

DEFINITIONS AND OTHER PRELIMINARY MATTERS

Section 1.1. Short Title. This Ordinance may hereafter be cited in other documents and without further description as the “Fiftieth Supplemental Concurrent Bond Ordinance.”

Section 1.2. Definitions. The capitalized terms used herein, including in the preambles hereto, that are not otherwise defined herein shall have the same meanings and definitions as are applied to such terms, respectively, in, or incorporated into, the Master Bond Ordinance. Additionally, unless otherwise expressly provided or unless the context clearly requires otherwise, the following additional terms shall have the respective meanings specified below:

Authorized Officer – means each of the Chief Executive Officer, the Executive Vice President-Chief Financial Officer, or the Vice President-Treasury Management of the Board, each acting singly, and, in the event any of such positions is renamed or otherwise reorganized, including any person holding or exercising the duties of any comparable position.

Bond - means any of the Bonds.

Bond Date - means the date of such Bonds as designated in the Officer’s Pricing Certificate.

Bonds - mean the bonds described in Section 3.1 as such series and titles are authorized by separate Officer’s Pricing Certificates.

Closing Date - means the dates on which each series of Bonds are actually delivered to and paid for by the Purchaser.

Code – means the Internal Revenue Code of 1986, as amended.

Designated Payment/Transfer Office - means (i) with respect to the initial Paying Agent/Registrar named herein, its office in Dallas, Texas, or such other location as may be designated by the Paying Agent/Registrar, and (ii) with respect to any successor Paying Agent/Registrar, the office of such successor designated and located as may be agreed upon by the Cities and such successor.

DTC - means The Depository Trust Company of New York, New York, or any successor securities depository.

DTC Participant - means brokers and dealers, banks, trust companies, clearing corporations and certain other organizations on whose behalf DTC was created to hold securities to facilitate the clearance and settlement of securities transactions among such parties.

Initial Bond - means the Bonds described in Section 3.2 with the insertions required by Section 6.2(c) and an Officer's Pricing Certificate.

Insurer or Insurers - means the issuer of the Policy or of the Policies if more than one are issued, as certified by an Authorized Officer on the Closing Date.

Interest Payment Date - means the date or dates upon which interest on the Bonds is scheduled to be paid until the applicable Stated Maturity Date or Mandatory Redemption Date, as determined in the Officer's Pricing Certificate.

Investment Proceeds – is defined in section 1.148-1(b) of the Treasury Regulations and generally consists of any amounts actually or constructively received from investing Proceeds.

MSRB - means the Municipal Securities Rulemaking Board and any successor to its duties.

Mandatory Redemption Dates - mean the dates on which the Cities are obligated to redeem Bonds in advance of their respective Stated Maturity Dates in accordance with Section 4.4 and the Officer's Pricing Certificate.

Master Bond Ordinance – means the Master Bond Ordinance approved by the City Councils of the Cities and consented to by the require parties.

Master Paying Agent Agreement - means the paying agent agreement previously executed by the Board and the Paying Agent/Registrar that specifies the duties and responsibilities of the Paying Agent/Registrar with respect to bonds or other obligations issued by the Cities in relation to the Airport.

Net Proceeds – means, with respect to any issue of Bonds, the Proceeds of such issue reduced by amounts in a reasonably required reserve or replacement fund.

Non-PAB Bond - shall mean any series of Bonds issued under this Ordinance that is, or was, as the case may be, issued and designated by the Cities in the Officer's Pricing Certificate or otherwise as "Non-PAB" or as a "non-private activity bond."

Officer's Pricing Certificate(s) - means the certificate(s) to be executed by one of the Authorized Officers pursuant to Section 3.2. Multiple Officer's Pricing Certificates for multiple series of Bonds may be executed pursuant to this Ordinance.

Ordinance - means this Ordinance and all amendments hereof and supplements hereto.

Original Issue Date - means the Closing Date of each series of Bonds.

PAB Bond – shall mean any series of Bonds issued under this Ordinance that is, or was, as the case may be, issued and designated by the Cities in the Officer's Pricing Certificate or otherwise as "PAB" or as a "private activity bond."

Paying Agent/Registrar - means The Bank of New York Mellon Trust Company, N.A., or any successor thereto as provided in this Ordinance.

Proceeds – is defined in section 1.148-1(b) of the Treasury Regulations and generally means any Sale Proceeds, Investment Proceeds and Transferred Proceeds of the Bonds.

Policy or Policies - means the policy or policies, if any, of municipal bond insurance relating to the Bonds issued on the Closing Date by the Insurer or the Insurers if more than one.

Purchaser - means the person, firm or entity or the group thereof, or the representative of such group, initially purchasing the Bonds issued hereunder from the Cities pursuant to each Underwriting Agreement.

Rebate Fund - means the special fund required to be created and maintained in Section 8.9 and is the type of fund referred to in the definition of that term in the Master Bond Ordinance.

Record Date - means the 15th day of the month next preceding an Interest Payment Date.

Refunded Bonds - means those obligations designated as such in the Officer's Pricing Certificate from the list of Refunded Bond Candidates described in Schedule I attached hereto.

Refunded Bond Candidates - means the obligations described in Schedule I attached hereto which are authorized to be designated Refunded Bonds in the Officer's Pricing Certificate.

Representation Letter - means the “Blanket Letter of Representations” between the Cities and DTC, as approved ratified in Section 3.9(c).

Rule - means SEC Rule 15c2-12, as amended from time to time.

Sale Proceeds – is defined in section 1.148-1(b) of the Treasury Regulations and generally consists of any amounts actually or constructively received from the sale (or other disposition) of any Bond, including amounts used to pay underwriters’ discount, if any, or compensation and accrued interest other than pre-issuance accrued interest. Sale Proceeds also include amounts derived from the sale of a right that is associated with any Bond and that is described in section 1.148-4(b)(4) of the Treasury Regulations.

SEC - means the United States Securities and Exchange Commission and any successor to its duties.

Stated Maturity Dates - mean the respective dates on which the Bonds are stated to mature in accordance with Section 3.2(b) and the Officer’s Pricing Certificate.

Transferred Proceeds – means, with respect to any portion of the Bonds that is a refunding issue, proceeds that have ceased to be proceeds of a prior issue and are transferred proceeds of the refunding issue by reason of section 1.148-9 of the Treasury Regulations.

Underwriting Agreement - means the Underwriting Agreements hereafter entered into as contemplated and authorized in Section 3.2(b) and in the Officer’s Pricing Certificates. Multiple Underwriting Agreements may be entered into for multiple series of Bonds authorized pursuant to this Ordinance and separate Officer’s Pricing Certificates.

Section 1.3. **Table of Contents, Titles and Headings.** The table of contents, titles and headings of the Articles and Sections of this Ordinance have been inserted for convenience of reference only and are not to be considered a part hereof and shall not in any way modify or restrict any of the terms or provisions hereof and shall never be considered or given any effect in construing this Ordinance or any provision hereof or in ascertaining intent, if any question of intent should arise.

Section 1.4. **Interpretation.** (a) Unless the context requires otherwise, words of the masculine gender shall be construed to include correlative words of the feminine and neuter genders and vice versa, and words of the singular number shall be construed to include correlative words of the plural number and vice versa.

(b) Article and Section references shall mean references to Articles and Sections of this Ordinance unless designated otherwise.

(c) If any one or more of the covenants, provisions or agreements contained herein should be contrary to Applicable Law, then such covenants, provisions or agreements shall be deemed separable from the remaining covenants, provisions, and agreements hereof, and shall in no way affect the validity of the remaining covenants, provisions, and agreements contained in this Ordinance.

Section 1.5. Declarations and Additional Rights and Limitations Under Master Bond Ordinance. (a) For all purposes of the Outstanding Ordinances and the Master Bond Ordinance, as amended and supplemented, the Cities declare and provide as follows:

(i) The Bonds are Additional Obligations that are authorized by Section 3.2 of the Master Bond Ordinance.

(ii) The Bonds are not Interim Obligations.

(iii) Each Policy is a Credit Agreement, and each Insurer is a Credit Provider. However, a Policy does not create a Parity Credit Agreement Obligation. A Policy, if any, entered into for the purpose of providing all or a portion of the amount equal to the Debt Service Reserve Requirement is hereby declared to be a Credit Agreement that is on a parity with Subordinate Lien Obligations; provided however, the provisions of subsection 5.2(b)(iii) of the Master Bond Ordinance shall continue to apply with respect to any deficiencies in the Debt Service Reserve Fund, including any costs of a Policy with respect to the Debt Service Reserve Fund.

(iv) Administrative Expenses shall include the fees and expenses owed to the Paying Agent/Registrar.

(v) The amount of the Debt Service Reserve Requirement on account of the Bonds is an amount that is not less than the average annual Debt Service that will be required to be paid on or with respect to all Outstanding Obligations as of the date following the delivery of the Bonds. In the event that the amount on deposit in the Debt Service Reserve Fund is less than the amount required, the amount specified in the Officer's Pricing Certificate, pursuant to Section 8.1 shall be deposited to the Debt Service Reserve Fund out of the proceeds of the Bonds or shall be used to enter into a Credit Agreement to satisfy the Debt Service Reserve Requirement.

(vi) The Stated Maturity Dates and the Mandatory Redemption Dates established in accordance with Articles III and IV as modified by the Officer's Pricing Certificate are Principal Payment Dates for the purposes of the Master Bond Ordinance.

(vii) Each Insurer, as a Credit Provider, that is not at such time in default under its Policy is authorized to give and withdraw notices of default under the provisions of Section 7.1(vii) of the Master Bond Ordinance.

(viii) Each of the Authorized Officers is designated and appointed as an "officer" of the Cities for the limited purposes of administering this Ordinance, including particularly the related documents and agreements described herein in accordance with Chapters 1207 and 1371, Government Code, as amended, as applicable.

(ix) This Ordinance is an Additional Supplemental Ordinance.

(b) For all purposes of the Outstanding Ordinances and the Master Bond Ordinance, as amended and supplemented, the following additional rights and limitations are granted and imposed:

(i) No amendment to the Master Bond Ordinance or this Ordinance shall be approved or adopted pursuant to any of Sections 8.2, 8.3, 8.4, or 8.5 of the Master Bond Ordinance, whether with or without the consent of the Holders, unless and until the same is approved by the Insurer that at the time is not in default under its Policy and has a then current credit rating of at least investment grade by two nationally recognized rating agencies, to the extent required under the terms of the Credit Agreement.

(ii) The Cities shall have the right to amend the Outstanding Ordinances, the Master Bond Ordinance, and this Ordinance without the consent of or notice to the Holders, for any purpose not prohibited by Section 8.3 of the Master Bond Ordinance, if such amendment is approved by the Insurer that at the time is not in default under its Policy and has a then current credit rating of at least investment grade by two nationally recognized rating agencies and such other Credit Providers, if any, as may be required by an Additional Supplemental Ordinance.

(iii) Whenever in this Ordinance, or in the Master Bond Ordinance, the right is granted to redeem Bonds in advance of a Stated Maturity Date, any such redemption may be accomplished with any lawfully available money. The Bonds may be redeemed according to their respective terms, and pro rata redemptions are not required. All money delivered to the Paying Agent/Registrar for the purpose of paying the principal of and interest on Bonds shall be held uninvested by the Paying Agent/Registrar.

(iv) In the event of the occurrence of an Event of Default, the right of acceleration of the Stated Maturity Date or the Mandatory Redemption Date of any Bond or of any Parity Credit Agreement Obligation is not granted as a remedy, and the right of acceleration is expressly denied.

(v) Pursuant to the terms of Section 8.4 of the Master Bond Ordinance, Holders of the Bonds confirm that the Credit Providers, whether or not related to the Bonds, have the right to consent to amendments to the Master Bond Ordinance, the Fiftieth Ordinance and the Outstanding Ordinances without notice to or the consent of the Holders of the Bonds.

ARTICLE II

PURPOSES, PLEDGE AND SECURITY FOR BONDS

Section 2.1. Purposes of Ordinance. The purposes of this Ordinance are to prescribe the specific terms and provisions of the Bonds, to extend expressly the pledge, lien, security, and provisions of the Master Bond Ordinance to and for the benefit of the Holders, to provide certain

covenants to and for the benefit of each Insurer and/or Credit Provider, and to sell the Bonds to the Purchaser.

Section 2.2. Pledge, Security for, Sources of Payment of Bonds. (a) The pledge, the security and the filing provisions of Sections 2.2 and 2.4, respectively, of the Master Bond Ordinance are hereby expressly restated, fixed, brought forward and granted to the Holders, and to each Insurer, as a Credit Provider.

(b) The Bonds, as “Additional Obligations” under the Master Bond Ordinance, are secured by a lien on and pledge of the Pledged Revenues and the Pledged Funds on a parity with the Prior Obligations, and any other Additional Obligations that are Outstanding, and with Parity Credit Agreement Obligations, if any, that are unpaid from time to time, as declared and provided in Section 2.2 of the Master Bond Ordinance.

ARTICLE III

AUTHORIZATION; GENERAL TERMS AND PROVISIONS REGARDING THE BONDS

Section 3.1. Authorization. Additional Obligations, to be designated as set forth in the Pricing Certificate, are hereby authorized to be issued and delivered in accordance with the Constitution and laws of the State of Texas, including specifically Chapters 1207 and 1371, Texas Government Code, as amended. The Authorized Officer is hereby authorized and directed to modify the title of each Series to the extent that, in the judgment of the Authorized Officer, it is necessary or appropriate. The final titles, the number of series and allocation of principal amount between each Series of Bonds shall be determined by the Authorized Officer based on market conditions in the discretion of the Authorized Officer and set forth in the Officer's Pricing Certificate for each series. The Authorized Officer shall also be authorized to issue and sell any series of Bonds as taxable obligations if the Authorized Officer determines that it is in the best interest of the Cities and the Airport to do so. The designation of any series of Bonds as taxable shall be set forth in the Officer's Pricing Certificate for that series. The Bonds shall be issued in the number of series and aggregate principal amount per series designated in the Officer's Pricing Certificate, provided that the aggregate principal amount of all of the Bonds shall not exceed \$1,700,000,000, for the purpose of (1) paying the costs of capital improvements at the Airport (including capitalized interest, if any), (2) refunding all or a portion of the Refunded Bonds, as set forth in the Officer's Pricing Certificate, (3) to provide funding for the Debt Service Reserve Requirement through either the deposit of Bond proceeds or entering into a surety or such other agreement, if applicable, and (4) to pay the Cities' and the Board's costs incurred in connection with the issuance of the Bonds including the costs of the Policy or Policies of Insurance or the surety or debt service reserve agreement.

Section 3.2. Initial Date, Denominations, Number, Maturity, Initial Registered Owner, Characteristics of the Initial Bond and Expiration Date of Delegation. (a) The Initial Bonds are hereby authorized to be issued, sold, and delivered hereunder as single fully registered Bonds, without interest coupons, dated the dates designated in the Officer's Pricing Certificate, in the denomination and maximum aggregate principal amount as designated in the Officer's Pricing Certificate, numbered T-1 or as otherwise set forth in the Officer's Pricing Certificate, payable in

annual installments of principal to the initial registered owner thereof (to be determined by the Authorized Officer, as hereinafter provided), or to the registered assignee or assignees of said Bond or any portion or portions thereof (in each case, the “registered owner”), with the annual installments of principal of the Initial Bonds to be payable on the dates, respectively, and in the principal amounts, respectively, to be stated the Officer’s Pricing Certificate, and as provided in this Ordinance, but with the final installment of principal (the maximum term) to be not later than November 1, 2050.

(b) As authorized by Chapters 1207 and 1371, Texas Government Code, as amended, the Authorized Officers and the City Managers are hereby authorized, appointed, and designated as the officers or employees of the Cities authorized to act on behalf of the Cities in the selling and delivering of the Initial Bonds and carrying out the other procedures specified in this Ordinance, including the determination of the prices at which the Initial Bonds will be sold, the amount of each Principal Installment of each series issued hereunder, the due date of each Principal Installment of each series hereof, which shall be November 1 in each year in which a Principal Installment of each series is due unless modified by the Officer’s Pricing Certificate, the rate of interest to be borne by each Principal Installment of each series issued hereunder, the redemption features, including any requirements of Mandatory Redemption, and all other matters relating to the issuance, sale, and delivery of the Initial Bonds and each series of the Bonds provided that:

(i) each series of Bonds shall not bear interest at a rate greater than the maximum rate allowed by Chapter 1204, Texas Government Code, as amended; and

(ii) the combined aggregate principal amount of all Bonds issued pursuant to this Ordinance authorized to be issued for the purposes described in Section 3.1 shall not exceed the maximum amount authorized in Section 3.1 hereof (\$1,700,000,000) and shall equal an amount at least sufficient to provide for paying the costs of capital improvements at the Airport (including capitalized interest, if any), funding the Debt Service Reserve Fund Requirement, if applicable, and refunding the Refunded Bonds to be selected from the Refunded Bond Candidates identified in Schedule I hereto; and

(iii) all such terms and determinations pertaining to the pricing of each series of Bonds shall be based on bond market conditions and available interest rates for each series of Bonds on the date of the sale of each series of the Bonds, all as set forth in the Officer’s Pricing Certificate for each series. The Refunded Bonds shall be identified in the Officer’s Pricing Certificate for each series in accordance with the preceding sentence, except that if less than an entire maturity is to be refunded, the Refunded Bonds to be refunded within a maturity shall be selected as provided in the Ordinance authorizing their issuance and, if not so provided, by lot; and

(iv) prior to delivery of each series of Bonds to the Purchasers, each series of Bonds must have been rated by a nationally recognized rating agency for

municipal securities in one of the four highest rating categories for long term obligations.

(v) The Authorized Officers are hereby authorized and directed to approve the final terms and provisions of each Underwriting Agreement in accordance with the terms of the Officer's Pricing Certificate and this Ordinance, such approval being evidenced by its execution thereof by any Authorized Officer. With regard to such terms and provisions of each Underwriting Agreement, the Authorized Officer is hereby authorized to come to an agreement with the Purchasers of each series of Bonds on the following, among other matters:

1. The details of the purchase and sale of the Bonds;
2. The details of the public offering of the Bonds by the Underwriters;
3. The details of an Official Statement (and, if appropriate, any Preliminary Official Statement) relating to the Bonds and the Airport's Rule 15c2-12 compliance;
4. A security deposit for the Bonds;
5. The representations and warranties of the Cities and the Airport to the Purchasers;
6. The details of the delivery of, and payment for, the Bonds;
7. The Purchasers' obligations under the Underwriting Agreements;
8. The certain conditions to the obligations of the Airport and the Cities under the Underwriting Agreements;
9. Termination of the Underwriting Agreements;
10. Particular covenants of the Airport and the Cities;
11. The survival of representations made in the Underwriting Agreements;
12. The payment of any expenses relating to the Underwriting Agreements;
13. Notices; and

14. Any and all such other details that are found by the Authorized Officer to be necessary and advisable for the purchase and sale of the Bonds.

Any Authorized Officer, acting singly, is hereby authorized and directed to execute each Underwriting Agreement for and on behalf of the Board and the Cities and as the act and deed of the Board and the Cities.

(c) A portion of Bonds are expected to be issued for restructuring of the Airport's debt service requirements; however, to the extent any present value savings is not achieved with the issuance of any series of Bonds pursuant to this Ordinance, such restructuring purpose and requirement is hereby deemed to be achieved.

(d) In connection with the issuance and delivery of the Bonds, the Authorized Officer, acting for and on behalf of the Cities, is authorized to set out in the Officer's Pricing Certificate such information as contemplated herein. The Officer's Pricing Certificate shall include such information as such Authorized Officer deem appropriate or is required by this Ordinance.

(e) The Authorized Officer is authorized to establish which maturity or maturities, if any, of each series of Bonds shall be insured based on recommendations of the Co-Financial Advisors of the Airport, and such Authorized Officer shall specify the name or names of the Insurer or Insurers in each Underwriting Agreement and shall specify therein which maturity or maturities, if any, will be insured.

(f) The Initial Bonds of each series (i) may be prepaid or redeemed prior to the respective scheduled due dates of installments of principal thereof as provided for in this Ordinance and in the Officer's Pricing Certificate, (ii) may be assigned and transferred, (iii) may be converted and exchanged for other Bonds, (iv) shall have the characteristics, and (v) shall be signed, and the principal of and interest on the Initial Bonds of each series shall be payable, all as provided, and in the manner required or indicated, in the FORM OF BOND set forth in this Ordinance and as determined by an Authorized Officer, as provided herein and in the Officer's Pricing Certificate, with such changes and additions as are required to meet the terms of each Underwriting Agreement and the Officer's Pricing Certificate, including the names as to which the Initial Bond of each series shall be registered.

(g) The authority granted to the Authorized Officer under this Section 3.2 shall expire one year from the effective date of this Ordinance unless otherwise extended by the City Councils of each of the cities by separate action.

Section 3.3. Medium, Method and Place of Payment. (a) The principal of, premium, if any, and interest on the Bonds shall be paid in lawful money of the United States of America as provided in this Section.

(b) Interest on the Bonds shall be payable to the Holders whose names appear in the Obligation Register (as defined in Section 3.5) at the close of business on the Record Date; provided, however, that in the event of nonpayment of interest on a scheduled Interest Payment Date, and for 30 days thereafter, a new record date for such interest payment (a "Special Record

Date”) will be established by the Paying Agent/Registrar if and when funds for the payment of such interest have been received from the Cities or the Board. Notice of the Special Record Date and of the scheduled payment date of the past due interest (the “Special Payment Date,” which shall be at least 15 days after the Special Record Date) shall be sent at least five business days prior to the Special Record Date by United States mail, first class postage prepaid, to the address of each Holder of a Bond appearing on the books of the Paying Agent/Registrar at the close of business on the last business day next preceding the date of mailing of such notice.

(c) Interest on the Bonds shall be paid by check (dated as of the Interest Payment Date) and sent by the Paying Agent/Registrar to the Holder entitled to such payment, United States mail, first class postage prepaid, to the address of the Holder as it appears in the Obligation Register or by such other customary banking arrangements acceptable to the Paying Agent/Registrar and the person to whom interest is to be paid; provided, however, that such person shall bear all risk and expenses of such other customary banking arrangements. Upon written request of a registered owner of at least \$1,000,000 in principal amount of Bonds, all payments of the principal of, redemption premium, if any, and interest on the Bonds shall be paid by wire transfer in immediately available funds to an account designated by such registered owner.

(d) The principal of each Bonds shall be paid to the Holder on the due date thereof (whether at the maturity date or the date of prior redemption thereof) upon presentation and surrender of such Bond at the Designated Payment/Transfer Office.

(e) If a date for the payment of the principal of or interest on a Bond is a Saturday, Sunday, legal holiday, or a day on which banking institutions in the Cities or in the city in which the Designated Payment/Transfer Office is located, are authorized by law or executive order to close, then the date for such payment shall be the next succeeding Business Day, and payment on such date shall have the same force and effect as if made on the original date payment was due.

(f) Subject to any applicable escheat, unclaimed property, or similar and Applicable Law, unclaimed payments remaining unclaimed by the Holders entitled thereto for three years after the applicable payment or redemption date shall be paid to the Board and thereafter neither the Cities, the Paying Agent/Registrar, nor any other person shall be liable or responsible to any Holders of such Bonds for any further payment of such unclaimed moneys or on account of any such Bonds.

(g) The unpaid principal balance of each Initial Bond shall bear interest as set forth in such Initial Bond to the respective scheduled due dates, or to the respective dates of prepayment or redemption, of the Principal Installments, and said interest shall be payable to the registered owner thereof, all in the manner provided and on the dates fixed by the Authorized Officers in accordance with this Ordinance and the Officer’s Pricing Certificate for each series, and with interest rates as fixed by the Authorized Officer in accordance with this Ordinance and the Officer’s Pricing Certificate, and as set forth in the Underwriting Agreements.

Section 3.4. Ownership. (a) The Cities, the Board, the Paying Agent/Registrar and any other person may treat each Holder as the absolute owner of such Bond for the purpose of

making and receiving payment of the principal thereof and premium, if any, thereon, and for the further purpose of making and receiving payment of the interest thereon (subject to the provisions herein that interest is to be paid to each Holder on the Record Date), and for all other purposes, whether or not such Bond is overdue, and neither the Cities, the Board, nor the Paying Agent/Registrar shall be bound by any notice or knowledge to the contrary.

(b) All payments made to the person deemed to be the Holder in accordance with this Section shall be valid and effectual and shall discharge the liability of the Cities, the Board, and the Paying Agent/Registrar upon such Bond to the extent of the sums paid.

Section 3.5. Registration, Transfer and Exchange. (a) So long as any Bonds remain outstanding, the Board shall cause the Paying Agent/Registrar to keep a register (the "Obligation Register") at its principal trust office in which, subject to such reasonable regulations as it may prescribe, the Paying Agent/Registrar shall provide for the registration and transfer of Bonds in accordance with this Ordinance.

(b) Ownership of any Bond may be transferred in the Obligation Register only upon the presentation and surrender thereof at the Paying Agent's Designated Payment/Transfer Office for transfer of registration and cancellation, together with proper written instruments of assignment, in form and with guarantee of signatures satisfactory to the Paying Agent/Registrar, evidencing assignment of the Bonds, or any portion thereof in any integral multiple of \$5,000, to the assignee or assignees thereof, and the right of such assignee or assignees thereof to have the Bond or any portion thereof registered in the name of such assignee or assignees. No transfer of any Bond shall be effective until entered in the Obligation Register. Upon assignment and transfer of any Bond or portion thereof, a new Bond or Bonds will be issued by the Paying Agent/Registrar in conversion and exchange for such transferred and assigned Bond. To the extent possible the Paying Agent/Registrar will issue such new Bond or Bonds in not more than three business days after receipt of the Bond to be transferred in proper form and with proper instructions directing such transfer.

(c) Any Bond may be converted and exchanged only upon the presentation and surrender thereof at the Designated Payment/Transfer Office of the Paying Agent/Registrar together with a written request therefor duly executed by the registered owner or assignee or assignees thereof, or its or their duly authorized attorneys or representatives, with guarantees of signatures satisfactory to the Paying Agent/Registrar, for a Bond or Bonds of the same maturity and interest rate and in any authorized denomination and in an aggregate principal amount equal to the unpaid principal amount of the Bond presented for exchange. If a portion of any Bond is redeemed prior to its scheduled maturity as provided herein, a substitute Bond or Bonds having the same maturity date, bearing interest at the same rate, in the denomination or denominations of any integral multiple of \$5,000 at the request of the registered owner, and in an aggregate principal amount equal to the unredeemed portion thereof, will be issued to the registered owner upon surrender thereof for cancellation. To the extent possible, a new Bond or Bonds shall be delivered by the Paying Agent/Registrar to the registered owner of the Bond or Bonds in not more than three business days after receipt of the Bond to be exchanged in proper form and with proper instructions directing such exchange.

(d) Each Bond issued in exchange for any Bond or portion thereof assigned, transferred or converted shall have the same principal maturity date and bear interest at the same rate as the Bond for which it is being exchanged. Each substitute Bond shall bear a letter and/or number to distinguish it from each other Bond. The Paying Agent/Registrar shall convert and exchange the Bonds as provided herein, and each substitute Bond delivered in accordance with this Section shall constitute an original contractual obligation of the Cities and shall be entitled to the benefits and security of this Ordinance to the same extent as the Bond or Bonds in lieu of which such substitute Bond is delivered.

(e) The Board will pay, as Administrative Expenses, the Paying Agent/Registrar's reasonable and customary charge for the initial registration or any subsequent transfer, exchange or conversion of the Bonds, but the Paying Agent/Registrar will require the Holder to pay a sum sufficient to cover any tax or other governmental charge that is authorized to be imposed in connection with the registration, transfer, exchange or conversion of a Bond. In addition, the Cities hereby covenant with the Holders of the Bonds that the Board will (i) pay the reasonable and standard or customary fees and charges of the Paying Agent/Registrar for its services with respect to the payment of the principal of and interest on the Bonds, when due, and (ii) pay the fees and charges of the Paying Agent/Registrar for services with respect to the transfer, registration, conversion and exchange of Bonds as provided herein.

(f) Neither the Cities, the Board, nor the Paying Agent/Registrar shall be required to issue, transfer, or exchange any Bond called for redemption, in whole or in part, where such redemption is scheduled to occur within 45 calendar days after the transfer or exchange date; provided, however, such limitation shall not be applicable to an exchange by the Holder of the uncalled principal balance of a Bond.

Section 3.6. Cancellation and Authentication. All Bonds paid or redeemed before their Stated Maturity Dates in accordance with this Ordinance, and all Bonds in lieu of which exchange Bonds or replacement Bonds are authenticated and delivered in accordance with this Ordinance, shall be canceled upon the making of proper records regarding such payment, redemption, exchange or replacement. The Paying Agent/Registrar shall dispose of the canceled Bonds in accordance with Applicable Law.

Section 3.7. Temporary Bonds. (a) Following the delivery and registration of the Initial Bond issued hereunder and pending the preparation of definitive Bonds, the proper officers of the Cities may execute and, upon the Cities' or the Board's request, the Paying Agent/Registrar shall authenticate and deliver, one or more temporary Bonds that are printed, lithographed, typewritten, mimeographed or otherwise produced, in any denomination, substantially of the tenor of the definitive Bonds in lieu of which they are delivered, without coupons, and with such appropriate insertions, omissions, substitutions and other variations as the officers of the Cities executing such temporary Bonds may determine, as evidenced by their signing of such temporary Bonds.

(b) Until exchanged for Bonds in definitive form, such Bonds in temporary form shall be entitled to the benefit and security of this Ordinance.

(c) The Cities or the Board, without unreasonable delay, shall prepare, execute and deliver to the Paying Agent/Registrar the Bonds in definitive form; thereupon, upon the presentation and surrender of the Bond or Bonds in temporary form to the Paying Agent/Registrar, the Paying Agent/Registrar shall cancel the Bonds in temporary form and authenticate and deliver in exchange therefor a Bond or Bonds of the same maturity and series, in definitive form, in the authorized denomination, and in the same aggregate principal amount, as the Bond or Bonds in temporary form surrendered. Such exchange shall be made without the making of any charge therefor to any Owner.

Section 3.8. Replacement Bonds. (a) Upon the presentation and surrender to the Paying Agent/Registrar, at the Designated Payment/Transfer Office, of a mutilated Bond, the Paying Agent/Registrar shall authenticate and deliver in exchange therefor a replacement Bond of like tenor and principal amount, bearing a number not contemporaneously outstanding. The Cities, the Board, or the Paying Agent/Registrar may require the Holder of such Bond to pay a sum sufficient to cover any tax or other governmental charge that is authorized to be imposed in connection therewith and any other expenses connected therewith.

(b) In the event any Bond is lost, apparently destroyed or wrongfully taken, the Paying Agent/Registrar, pursuant to Subchapter D of Chapter 1201, Government Code, as amended, and in the absence of notice or knowledge that such Bond has been acquired by a bona fide purchaser, shall authenticate and deliver a replacement Bond of like tenor and principal amount, bearing a number not contemporaneously outstanding, provided that the Holder first:

(i) furnishes to the Paying Agent/Registrar satisfactory evidence of his or her ownership of and the circumstances of the loss, destruction or theft of such Bond;

(ii) furnishes such security or indemnity as may be required by the Paying Agent/Registrar, the Board and the Cities to save them harmless;

(iii) pays all expenses and charges in connection therewith, including, but not limited to, printing costs, legal fees, fees of the Paying Agent/Registrar and any tax or other governmental charge that is authorized to be imposed; and

(iv) satisfies any other reasonable requirements imposed by the Cities and the Paying Agent/Registrar.

(c) If, after the delivery of such replacement Bond, a bona fide purchaser of the original Bond in lieu of which such replacement Bond was issued presents for payment such original Bond, the Cities, the Board, and the Paying Agent/Registrar shall be entitled to recover such replacement Bond from the person to whom it was delivered or any person taking therefrom, except a bona fide purchaser, and shall be entitled to recover upon the security or indemnity provided therefor to the extent of any loss, damage, cost or expense incurred by the Cities, the Board, or the Paying Agent/Registrar in connection therewith.

(d) In the event that any such mutilated, lost, apparently destroyed or wrongfully taken Bond has become or is about to become due and payable, the Paying Agent/Registrar, in its discretion, instead of issuing a replacement Bond, may pay such Bond.

(e) Each replacement Bond delivered in accordance with this Section shall constitute an original contractual obligation of the Cities and shall be entitled to the benefits and security of this Ordinance to the same extent as the Bond or Bonds in lieu of which such replacement Bond is delivered.

Section 3.9. Book-Entry Only System. (a) The definitive Bonds for each series shall be initially issued in the form of a separate single fully registered Bond for each of the maturities thereof. Upon initial issuance, the ownership of each such Bond shall be registered in the name of Cede & Co., as nominee of DTC, and except as provided in Section 3.10, all of the outstanding Bonds shall be registered in the name of Cede & Co., as nominee of DTC.

(b) With respect to Bonds registered in the name of Cede & Co., as nominee of DTC, the Cities, the Board, and the Paying Agent/Registrar shall have no responsibility or obligation to any DTC Participant or to any person on behalf of whom such a DTC Participant holds an interest in the Bonds, except as provided in this Ordinance. Without limiting the immediately preceding sentence, the Cities, the Board, and the Paying Agent/Registrar shall have no responsibility or obligation with respect to (i) the accuracy of the records of DTC, Cede & Co. or any DTC Participant with respect to any ownership interest in the Bonds, (ii) the delivery to any DTC Participant or any other person, other than a Holder, as shown on the Obligation Register, of any notice with respect to the Bonds, including any notice of redemption, or (iii) the payment to any DTC Participant or any other person, other than a Holder, as shown in the Register of any amount with respect to principal of, premium, if any, or interest on the Bonds. Notwithstanding any other provision of this Ordinance to the contrary, the Cities, the Board, and the Paying Agent/Registrar shall be entitled to treat and consider the person in whose name each Bond is registered in the Obligation Register as the absolute owner of such Bond for the purpose of payment of principal of, premium, if any, and interest on the Bonds, for the purpose of giving notices of redemption and other matters with respect to such Bond, for the purpose of registering transfer with respect to such Bond, and for all other purposes whatsoever. The Paying Agent/Registrar shall pay all principal of, premium, if any, and interest on the Bonds only to or upon the order of the respective Holders, as shown in the Obligation Register, or their respective attorneys duly authorized in writing, and all such payments shall be valid and effective to fully satisfy and discharge the Cities' obligations with respect to payment of, premium, if any, and interest on the Bonds to the extent of the sum or sums so paid. No person other than a Holder, as shown in the register, shall receive a certificate evidencing the obligation of the Cities to make payments of amounts due pursuant to this Ordinance. Upon delivery by DTC to the Paying Agent/Registrar of written notice to the effect that DTC has determined to substitute a new nominee in place of Cede & Co., and subject to the provisions in this Ordinance with respect to interest checks or drafts being mailed to the registered Owner at the close of business on the Record Date, the word "Cede & Co." in this Ordinance shall refer to such new nominee of DTC.

(c) The "Blanket Representation Letter" setting respective duties with respect to the Bonds has been previously executed and delivered by an Authorized Officer of the Airport and made applicable to the Bonds delivered in book-entry-only form to DTC, as securities depository therefor, is hereby ratified and approved for the Bonds.

Section 3.10. Successor Securities Depository. In the event that the Cities, the Board, or the Paying Agent/Registrar determine that DTC is incapable of discharging its responsibilities

described herein and in the Representation Letter, and that it is in the best interest of the beneficial owners of the Bonds that they be able to obtain certificated Bonds, or in the event DTC discontinues the services described herein, the Cities, the Board, or the Paying Agent/Registrar shall (i) appoint a successor securities depository, qualified to act as such under Section 17(a) of the Securities and Exchange Act of 1934, as amended, notify DTC and DTC Participants, as identified by DTC, of the appointment of such successor securities depository and transfer one or more separate Bonds to such successor securities depository or (ii) notify DTC and DTC Participants, as identified by DTC, of the availability through DTC of Bonds and transfer one or more separate Bonds to DTC Participants having Bonds credited to their DTC accounts, as identified by DTC. In such event, the Bonds shall no longer be restricted to being registered in the Obligation Register in the name of Cede & Co., as nominee of DTC, but may be registered in the name of the successor securities depository, or its nominee, or in whatever name or names Holders transferring or exchanging Bonds shall designate, in accordance with the provisions of this Ordinance.

Section 3.11. Payments to Cede & Co. Notwithstanding any other provision of this Ordinance to the contrary, so long as any Bonds are registered in the name of Cede & Co., as nominee of DTC, all payments with respect to principal of, premium, if any, and interest on such Bonds, and all notices with respect to such Bonds, shall be made and given, respectively, in the manner provided in the Representation Letter.

ARTICLE IV

REDEMPTION OF BONDS BEFORE MATURITY

Section 4.1. Limitation on Redemption. The Bonds shall be subject to redemption before scheduled maturity only as provided in this Article IV and the Officer's Pricing Certificate.

Section 4.2. Optional Redemption. (a) The Authorized Officer shall specify in the Underwriting Agreements, Officer's Pricing Certificates, Initial Bonds, and in the Bonds such rights of optional redemption, if any, and the Redemption Prices therefor that are to be reserved by the Cities.

(b) To the extent the Bonds are subject to optional redemption, the Board, at least 45 days before the redemption date, unless a shorter period shall be satisfactory to the Paying Agent/Registrar, shall notify the Paying Agent/Registrar of such redemption date and of the principal amount of the Bonds to be redeemed.

Section 4.3. Partial Redemption. (a) If less than all of the Bonds are to be redeemed pursuant to Section 4.2, the Board shall have the right to determine the maturity or maturities and the amounts thereof to be redeemed and shall direct the Paying Agent/Registrar to call the Bonds, or portions thereof, within such maturity or maturities and in such principal amounts for redemption as determined by the Board in its sole discretion.

(b) A portion of a single Bond of a denomination greater than \$5,000 may be redeemed, but only in a principal amount equal to \$5,000 or any integral multiple thereof. If

such a Bond is to be partially redeemed, the Paying Agent/Registrar shall treat each \$5,000 portion of the Bond as though it were a single Bond for purposes of selection for redemption.

(c) Upon surrender of any Bond for redemption in part, the Paying Agent/Registrar, in accordance with Section 3.5 of this Ordinance, shall authenticate and deliver an exchange Bond or Bonds in an aggregate principal amount equal to the unredeemed portion of the Bond so surrendered, such exchange being without charge.

(d) The Paying Agent/Registrar shall promptly notify the Board in writing of the principal amount to be redeemed of any Bond as to which only a portion thereof is to be redeemed.

Section 4.4. Mandatory Redemption of Certain Bonds. (a) The Authorized Officer shall specify in the Underwriting Agreements, Officer's Pricing Certificates, Initial Bonds and in the Bonds such obligations to redeem the Bonds mandatorily, and the Redemption Prices therefor, as are to be imposed on the Cities.

(b) Subject to the provisions of subsection (c) of this Section, when less than all of the Bonds of a specified maturity on a specified Stated Maturity Date are required to be redeemed as determined in accordance with this Section, the Board, acting on behalf of the Cities, shall have the right and shall direct the Paying Agent/Registrar to call the Bonds, or portions thereof within a maturity, that are to be called for redemption. A portion of a single Bond of a denomination greater than \$5,000 may be redeemed, but only in a principal amount equal to \$5,000 or an integral multiple thereof. The Paying Agent/Registrar shall treat each \$5,000 portion of the Bond as though it were a single Bond for purposes of selection for redemption. Upon surrender of any Bond for redemption in part, the Paying Agent/Registrar shall authenticate and deliver an exchange Bond or Bonds in an aggregate amount equal to the unredeemed portion of the Bond so surrendered.

(c) In lieu of the procedure described in subsection (b) of this Section, if less than all of the Bonds of a Stated Maturity Date are required to be redeemed, the Cities and the Board shall have the right to accept tenders of Bonds of the applicable Stated Maturity Date and to purchase Bonds of such maturity in the open markets at any price that is less than the applicable Redemption Price for the Bonds required to be redeemed.

Section 4.5. Notice of Redemption to Holders. (a) The Paying Agent/Registrar shall give notice of any redemption of Bonds by sending notice by first class United States mail, postage prepaid, or by such other means as is acceptable to such Holders, not less than 30 days before the date fixed for redemption, to the Holder of each Bond (or part thereof) to be redeemed, at the address shown on the Obligation Register.

(b) The notice shall state the redemption date, the redemption price, the place at which the Bonds are to be surrendered for payment, and, if less than all the Bonds outstanding are to be redeemed, an identification of the Bonds or portions thereof to be redeemed.

(c) Any notice given as provided in this Section shall be conclusively presumed to have been duly given, whether or not the Holder receives such notice.

Section 4.6. Conditional Notice of Redemption. With respect to any optional redemption of Bonds, unless certain prerequisites to such redemption required by the Master Bond Ordinance or this Ordinance have been met and moneys sufficient to pay the principal of and premium, if any, and interest on the Bonds to be redeemed shall have been received by the Paying Agent prior to the giving of such notice of redemption, such notice shall state that said redemption may, at the option of the Board, be conditional upon the satisfaction of such prerequisites and receipt of such moneys by the Paying Agent on or prior to the date fixed for such redemption. If a conditional notice of redemption is given and such prerequisites to the redemption and sufficient moneys are not received, such notice shall be of no force and effect, the Board shall not redeem such Bonds and the Paying Agent shall give notice, in the manner in which the notice of redemption was given, to the effect that the Bonds have not been redeemed.

Section 4.7. Payment Upon Redemption. (a) Before or on each redemption date, the Board on behalf of the Cities shall deposit with the Paying Agent/Registrar money sufficient to pay all amounts due on the redemption date and the Paying Agent/Registrar shall make provision for the payment of the Bonds to be redeemed on such date by setting aside and holding in trust such amounts as are received by the Paying Agent/Registrar from the Board and shall use such funds solely for the purpose of paying the principal of, redemption premium, if any, and accrued interest on the Bonds being redeemed, or the tender or negotiated price in the case of Bonds tendered or purchased under Section 4.4(c).

(b) Upon presentation and surrender of any Bond called for redemption at the Designated Payment/Transfer Office on or after the date fixed for redemption, the Paying Agent/Registrar shall pay the principal of, redemption premium, if any, and accrued interest on such Bond to the date of redemption from the money set aside for such purpose.

Section 4.8. Effect of Redemption. (a) Notice of redemption having been given as provided in Section 4.5 of this Ordinance, the Bonds or portions thereof called for redemption shall become due and payable on the date fixed for redemption and, unless the Cities fail in their obligation to make provision for the payment of the principal thereof, redemption premium, if any, or accrued interest thereon on the date fixed for redemption, such Bonds or portions thereof shall cease to bear interest from and after the date fixed for redemption, whether or not such Bonds are presented and surrendered for payment on such date.

(b) If the Cities shall fail to make provision for payment of all sums due on a redemption date, then any Bond or portion thereof called for redemption shall continue to bear interest at the rate stated on the Bond until due provision is made for the payment of same by the Cities.

ARTICLE V

PAYING AGENT/REGISTRAR

Section 5.1. Appointment of Initial Paying Agent/Registrar. The Bank of New York Mellon Trust Company, N.A., is hereby appointed as the initial Paying Agent/Registrar for the Bonds, under and subject to the terms and provisions of the Master Paying Agent Agreement.

Section 5.2. Qualifications. The Paying Agent/Registrar shall be a commercial bank, a trust company organized under applicable laws, or any other entity duly qualified and legally authorized to serve as and perform the duties and services of paying agent and registrar for the Bonds.

Section 5.3. Maintaining Paying Agent/Registrar. (a) At all times while any Bonds are Outstanding, the Cities will maintain a Paying Agent/Registrar that is qualified under Section 5.2 of this Ordinance.

(b) If the Paying Agent/Registrar resigns or otherwise ceases to serve as such, the Board will promptly appoint a replacement.

Section 5.4. Termination. The Cities, acting through the Board, upon not less than 60 days' notice, reserves the right to terminate the appointment of any Paying Agent/Registrar by delivering to the entity whose appointment is to be terminated written notice of such termination, provided that such termination shall not be effective until a successor Paying Agent/Registrar has been appointed and has accepted the duties of Paying Agent/Registrar for the Bonds.

Section 5.5. Notice of Change. Promptly upon each change in the entity serving as Paying Agent/Registrar, the Board will cause notice of the change to be sent to each Holder and Insurer by first class United States mail, postage prepaid, at the address in the Obligation Register, stating the effective date of the change and the name and mailing address of the replacement Paying Agent/Registrar.

Section 5.6. Agreement to Perform Duties and Functions. By accepting the appointment as Paying Agent/Registrar, the Paying Agent/Registrar acknowledges receipt of copies of the Master Bond Ordinance and this Ordinance, and is deemed to have agreed to the provisions thereof, and to perform the duties and functions of Paying Agent/Registrar prescribed therein and herein.

Section 5.7. Delivery of Records to Successor. If a Paying Agent/Registrar is replaced, such Paying Agent/Registrar, promptly upon the appointment of the successor, will deliver the Obligation Register (or a copy thereof) and all other pertinent books and records relating to the Bonds to the successor Paying Agent/Registrar.

ARTICLE VI

FORM OF THE BONDS

Section 6.1. Form Generally. (a) The Bonds, including the Registration Certificate of the Comptroller of Public Accounts of the State, the Certificate of the Paying Agent/Registrar, and the Assignment form to appear on each of the Bonds, (i) shall be substantially in the form set forth in this Article, with such appropriate insertions, omissions, substitutions, and other variations as are permitted or required by this Ordinance or the Officer's Pricing Certificates, and (ii) may have such letters, numbers, or other marks of identification (including identifying numbers and letters of the Committee on Uniform Securities Identification Procedures of the American Bankers Association) and such legends and endorsements (including any reproduction of an opinion of counsel) thereon as, consistently herewith, may be determined by the Board.

(b) Any portion of the text of any Bonds may be set forth on the reverse side thereof, with an appropriate reference thereto on the face of the Bonds.

(c) The Bonds, including the Initial Bonds submitted to the Attorney General of Texas and any temporary Bonds, shall be typed, printed, lithographed, photocopied or engraved, and may be produced by any combination of these methods or produced in any other similar manner, all as determined by the officers executing such Bonds, as evidenced by their execution thereof.

Section 6.2. Form of Bond. The forms of Bond, including the form of the Registration Certificate of the Comptroller of Public Accounts of the State, the form of Certificate of the Paying Agent/Registrar and the form of Assignment appearing on the Bonds, shall be substantially as follows for each Bond of each series:

(a) [Form of Bond]

REGISTERED

REGISTERED

No. _____

\$ _____

United States of America
State of Texas
Cities of Dallas and Fort Worth

**DALLAS/FORT WORTH INTERNATIONAL AIRPORT
JOINT REVENUE BOND, SERIES ____¹**

INTEREST RATE:	MATURITY DATE:	ORIGINAL ISSUE DATE:	CUSIP NO.:
_____%	_____, ____	_____ 1, 201__	_____

The Cities of Dallas and Fort Worth, Texas (the “Cities”), for value received, hereby promise to pay to

or registered assigns, on the Maturity Date, as specified above, the sum of

_____ DOLLARS

unless this Bond shall have been sooner called for redemption and the payment of the principal hereof shall have been paid or provision for such payment shall have been made, and to pay interest on the unpaid principal amount hereof from the later of the Original Issue Date, or the most recent interest payment date to which interest has been paid or provided for until such principal amount shall have been paid or provided for, at the per annum rate of interest specified

¹ To be completed pursuant to the Officer’s Pricing Certificate for the Bonds.

above, computed on the basis of a 360-day year of twelve 30-day months, such interest to be paid semiannually on May 1 and November 1 of each year, commencing _____, 201_.²

Capitalized terms appearing herein that are defined terms in the Ordinances defined below, have the meanings assigned to them in the Ordinances. Reference is made to the Ordinances for such definitions and for all other purposes.

The principal of this Bond shall be payable without exchange or collection charges in lawful money of the United States of America upon presentation and surrender of this Bond at the corporate trust office in Dallas, Texas (the "Designated Payment/Transfer Office"), of The Bank of New York Mellon Trust Company, N.A. or, with respect to a successor Paying Agent/Registrar, at the Designated Payment/Transfer Office of such successor. Interest on this Bond is payable by check dated as of the interest payment date, mailed by the Paying Agent/Registrar to the registered owner at the address shown on the registration books kept by the Paying Agent/Registrar or by such other customary banking arrangements acceptable to the Paying Agent/Registrar, requested by, and at the risk and expense of, the person to whom interest is to be paid. Upon written request of a registered owner of at least \$1,000,000 in principal amount of Bonds, all payments of the principal of, redemption premium, if any, and interest on the Bonds shall be paid by wire transfer in immediately available funds to an account designated by such registered owner. For the purpose of the payment of interest on this Bond, the registered owner shall be the person in whose name this Bond is registered at the close of business on the "Record Date," which shall be the 15th day of the month next preceding such interest payment date; provided, however, that in the event of nonpayment of interest on a scheduled interest payment date, and for 30 days thereafter, a new record date for such interest payment (a "Special Record Date") will be established by the Paying Agent/Registrar, if and when funds for the payment of such interest have been received. Notice of the Special Record Date and of the scheduled payment date of the past due interest (the "Special Payment Date," which shall be 15 days after the Special Record Date) shall be sent at least five business days prior to the Special Record Date by United States mail, first class postage prepaid, to the address of each Holder of a Bond appearing on the books of the Paying Agent/Registrar at the close of business on the last business day preceding the date of mailing such notice.

If a date for the payment of the principal of or interest on the Bonds is a Saturday, Sunday, legal holiday, or a day on which banking institutions in the Cities or in the city in which the Designated Payment/Transfer Office is located are authorized by law or executive order to close, then the date for such payment shall be the next succeeding Business Day, and payment on such date shall have the same force and effect as if made on the original date payment was due.

This Bond is one of a series of fully registered bonds specified in the title hereof, dated _____, 201_³ issued in the aggregate principal amount of \$_____⁴ issued pursuant to the authority of Chapter 22, Texas Transportation Code, as amended, Chapters 1207 and 1371, Texas Government Code, as amended and the "Master Bond Ordinance," as defined in the Fiftieth Supplemental Concurrent Bond Ordinance adopted

² To be completed pursuant to the Officer's Pricing Certificate for the Bonds.

³ To be completed pursuant to the Officer's Pricing Certificate for the Bonds.

⁴ To be completed pursuant to the Officer's Pricing Certificate for the Bonds.

concurrently by the City Councils of the Cities (the “Fiftieth Supplemental Ordinance”). The Master Bond Ordinance and the Fiftieth Supplemental Ordinance are herein collectively referred to as the “Ordinances.” This Bond is one of the Additional Obligations authorized by the Ordinances and is subject to the terms and provisions thereof. The Ordinances and their respective terms and provisions are incorporated herein for all purposes.

The Bonds were issued by the Cities for the purposes of obtaining funds to [refund certain obligations previously issued by the Cities/pay costs of capital improvements at the Airport (including capitalized interest, if any)], to provide funding for the Debt Service Reserve Requirements through either the deposit of Bond proceeds or entering into a surety or such other agreements, and to pay the Cities’ and the Board’s costs incurred in connection with the issuance of the Bonds, including the costs of the Policy or Policies for Insurance, if any, or the surety or debt service reserve agreement.

The Bonds and the interest thereon are payable from, and are secured by a first lien on and pledge of the Pledged Revenues and the Pledged Funds.

The lien on and pledge of the Pledged Revenues and Pledged Funds created and granted in the Ordinances in favor of the Bonds is on a parity with the lien and pledge thereof granted by the Cities in favor of the Holders of Outstanding Obligations and any Additional Obligations or Parity Credit Agreement Obligations that may be issued or executed pursuant to the Master Bond Ordinance, as defined and permitted therein. The Cities have reserved the right in the Ordinances to issue Additional Obligations and Parity Credit Agreement Obligations that, after issuance, may be secured by liens on and pledges of the Pledged Revenues and Pledged Funds on a parity with the lien thereon in favor of the Bonds.

The Cities have also reserved the right in the Ordinances to issue Subordinate Lien Obligations, and Net Revenue Obligations and Credit Agreement Obligations in connection therewith, provided the lien and pledge securing the same are expressly made junior and subordinate to the pledge and lien securing the Obligations and Parity Credit Agreement Obligations.

All covenants requiring the Cities to pay principal and interest or other payments on Obligations, Subordinate Lien Obligations, Net Revenue Obligations, and Credit Agreement Obligations shall be joint, and not several, obligations, and all monetary obligations shall be payable and collectible solely from the revenues and funds expressly pledged thereto by the Ordinances or by an Additional Supplemental Ordinance, such revenues and funds being owned in undivided interests by the City of Dallas (to the extent of 7/11ths thereof) and by the City of Fort Worth (to the extent of 4/11ths thereof); and, each and every Holder shall by his acceptance of this Bond consent and agree that no claim, demand, suit, or judgment for the payment of money shall ever be asserted, filed, obtained or enforced against either of the Cities apart from the other City and from sources other than the funds and revenues pledged thereto; and no liability or judgment shall ever be asserted, entered or collected against either City individually, except out of such pledged revenues and exceeding in the case of Dallas an amount equal to 7/11ths of the total amount asserted or demanded, and in the case of Fort Worth an amount equal to 4/11ths of the total amount asserted or demanded. The Holders hereof shall never have the right to demand payment of this obligation out of any funds raised or to be raised by taxation.

[The Cities have reserved the right and option to redeem the Bonds maturing in the years ____ through ____, inclusive, in whole or part, in principal amounts equal to \$5,000 or any integral multiple thereof, before their respective maturity dates, on November 1, ____, or on any date thereafter, at a price equal to the principal amount thereof, plus interest to the date fixed for redemption, without premium.]⁵

[The Bonds maturing November 1, ____ November 1, ____, November 1, ____ and November 1, ____ shall be redeemed prior to stated maturity in part at random on November 1 as indicated, in each of the years set forth below from moneys required to be deposited to the credit of the Debt Service Fund at the principal amount thereof and accrued interest to date of redemption, without premium. Such required sinking fund installments as to each maturity are as follows:

BONDS MATURING NOVEMBER 1, ____

<u>Year</u>	<u>Amount</u>
-------------	---------------

BONDS MATURING NOVEMBER 1, ____

<u>Year</u>	<u>Amount</u>
-------------	---------------

BONDS MATURING NOVEMBER 1, ____

<u>Year</u>	<u>Amount</u>
-------------	---------------

BONDS MATURING NOVEMBER 1, ____

<u>Year</u>	<u>Amount</u>
-------------	---------------

BONDS MATURING NOVEMBER 1, ____

<u>Year</u>	<u>Amount</u>
-------------	---------------

The Paying Agent/Registrar will select at random the specific Bonds (or with respect to Bonds having a denomination in excess of \$5,000, each \$5,000 portion thereof) to be redeemed by mandatory redemption. The principal amount of Bonds required to be redeemed on any

⁵ Optional redemption provisions to be inserted pursuant to the Officer's Pricing Certificate for the Bonds.

redemption date pursuant to the foregoing mandatory sinking fund redemption provisions hereof shall be reduced, at the option of the Board on behalf of the City, by the principal amount of any Bonds having the same maturity which, at least 45 days prior to the mandatory sinking fund redemption date (i) shall have been acquired by the Board on behalf of the City at a price not exceeding the principal amount of such Bonds plus accrued interest to the date of purchase thereof, and delivered to the Paying Agent/Registrar for cancellation, or (ii) shall have been redeemed pursuant to the optional redemption provisions hereof and not previously credited to a mandatory sinking fund redemption.]]⁶

Notice of such redemption or redemptions shall be given by first class mail, postage prepaid, not less than 30 days before the date fixed for redemption, to the registered owner of each of the Bonds to be redeemed in whole or in part. Notice having been so given, the Bonds or portions thereof designated for redemption shall become due and payable on the redemption date specified in such notice; from and after such date, notwithstanding that any of the Bonds or portions thereof so called for redemption shall not have been surrendered for payment, interest on such Bonds or portions thereof shall cease to accrue.

With respect to any optional redemption of Bonds, unless certain prerequisites to such redemption required by the Master Bond Ordinance or this Ordinance have been met and moneys sufficient to pay the principal of and premium, if any, and interest on the Bonds to be redeemed shall have been received by the Paying Agent prior to the giving of such notice of redemption, such notice shall state that said redemption may, at the option of the Board, be conditional upon the satisfaction of such prerequisites and receipt of such moneys by the Paying Agent on or prior to the date fixed for such redemption. If a conditional notice of redemption is given and such prerequisites to the redemption and sufficient moneys are not received, such notice shall be of no force and effect, the Board shall not redeem such Bonds and the Paying Agent shall notice, in the manner in which the notice of redemption was given, to the effect that the Bonds have not been redeemed.

As provided in the Ordinances, and subject to certain limitations therein set forth, this Bond is transferable upon surrender of this Bond for transfer at the Designated Payment/Transfer Office, with such endorsement or other evidence of transfer as is acceptable to the Paying Agent/Registrar, and, thereupon, one or more new fully registered Bonds of the same stated maturity, of authorized denominations, bearing the same rate of interest, and for the same aggregate principal amount will be issued to the designated transferee or transferees.

Neither the Cities, the Board, nor the Paying Agent/Registrar shall be required to issue, transfer or exchange any Bond called for redemption where such redemption is scheduled to occur within 45 calendar days of the transfer or exchange date; provided, however, such limitation shall not be applicable to an exchange by the registered owner of the uncalled principal balance of a Bond.

The Cities, the Board, the Paying Agent/Registrar, and any other person may treat the person in whose name this Bond is registered as the owner hereof for the purpose of receiving payment as herein provided (except interest shall be paid to the person in whose name this Bond

⁶ Mandatory redemption provisions to be inserted pursuant to the Officer's Pricing Certificate for the Bonds.

is registered on the Record Date or Special Record Date, as applicable) and for all other purposes, whether or not this Bond be overdue, and neither the Cities, the Board, nor the Paying Agent/Registrar shall be affected by notice to the contrary.

IT IS HEREBY CERTIFIED AND RECITED that the issuance of this Bond and the series of which it is a part is duly authorized by law; that all acts, conditions and things required to be done precedent to and in the issuance of the Bonds have been properly done and performed and have happened in regular and due time, form and manner, as required by law.

IN WITNESS WHEREOF, the City Council of the City of Dallas, Texas, has caused the facsimile seal of that City to be placed hereon and this Bond to be signed by the facsimile signature of its Mayor and countersigned by the facsimile signatures of its City Manager and City Secretary; and the City Council of the City of Fort Worth, Texas, has caused the facsimile seal of that City to be placed hereon and this Bond to be signed by the facsimile signature of its Mayor, countersigned by the facsimile signature of its City Secretary, and approved as to form and legality by its City Attorney.

COUNTERSIGNED:

City Manager,
City of Dallas, Texas

Mayor,
City of Dallas, Texas

City Secretary,
City of Dallas, Texas
[SEAL]

COUNTERSIGNED:

City Secretary,
City of Fort Worth, Texas

Mayor,
City of Fort Worth, Texas

APPROVED AS TO FORM AND LEGALITY:

City Attorney,
City of Fort Worth, Texas
[SEAL]

**[Form of Certificate of Paying Agent/Registrar]
CERTIFICATE OF PAYING AGENT/REGISTRAR**

This is one of the Bonds referred to in the within mentioned Ordinances. The series of Bonds of which this Bond is a part was originally issued as one Initial Bond which was approved by the Attorney General of the State of Texas and registered by the Comptroller of Public Accounts of the State of Texas.

THE BANK OF NEW YORK MELLON TRUST
COMPANY, N.A., as Paying Agent/Registrar

Dated: _____

By: _____
Authorized Signatory

(b) [Form of Assignment]

ASSIGNMENT

FOR VALUE RECEIVED, the undersigned hereby sells, assigns and transfers unto (print or typewrite name, address and zip code of transferee):

_____ (Social Security or other identifying number: _____) the within Bond and all rights hereunder and hereby irrevocably constitutes and appoints _____ attorney to transfer the within Bond on the books kept for registration hereof, with full power of substitution in the premises.

Dated: _____

Signature Guaranteed By:

Authorized Signatory

NOTICE: The signature on this Assignment must correspond with the name of the registered owner as it appears on the face of the within Bond in every particular and must be guaranteed in a manner satisfactory to the Paying Agent/Registrar.

(c) Initial Bond Insertions.

(i) The Initial Bond shall be in the form set forth in paragraph (a) of this Section, except that:

A. immediately under the name of the Bond, the headings “INTEREST RATE” and “MATURITY DATE” shall both be completed with the words “As Shown Below” and “CUSIP NO. _____” deleted;

B. in the first paragraph:

the words “on the Maturity Date” shall be deleted and the following will be inserted:

C. “on November 1 in the years, in the principal installments and bearing interest at the per annum rates set forth in the following schedule:

<u>Years</u>	<u>Principal Installments</u>	<u>Interest Rates</u>
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D. (Information to be inserted in accordance with the Officer’s Pricing Certificate; and

E. the Initial Bond shall be numbered TC-1.

(ii) The following Registration Certificate of Comptroller of Public Accounts shall appear on the Initial Bond in lieu of the Certificate of the Paying Agent/Registrar:

**REGISTRATION CERTIFICATE OF
COMPTROLLER OF PUBLIC ACCOUNTS**

OFFICE OF THE COMPTROLLER §	
OF PUBLIC ACCOUNTS §	REGISTER NO. _____
	§
THE STATE OF TEXAS §	

I HEREBY CERTIFY THAT there is on file and of record in my office a certificate to the effect that the Attorney General of the State of Texas has examined and approved this Bond as required by law, and that he finds that it has been issued in conformity with the constitution and laws of the State of Texas, and that this Bond has been registered this day by me.

WITNESS MY SIGNATURE AND SEAL OF OFFICE this _____.

SEAL]

Comptroller of Public Accounts
of the State of Texas

Section 6.3. CUSIP Registration. The Cities may secure identification numbers through the CUSIP Service Bureau Division of Standard & Poor's Corporation, New York, New York, and may authorize the printing of such numbers on the face of the Bonds. It is expressly provided, however, that the presence or absence of CUSIP numbers on the Bonds shall be of no significance or effect as regards the legality thereof and neither the Cities, the Board, nor the attorneys approving said Bonds as to legality are to be held responsible for CUSIP numbers incorrectly printed on the Bonds.

Section 6.4. Legal Opinion. The approving legal opinions of McCall, Parkhurst & Horton L.L.P., Bracewell & Giuliani LLP, and Newby Davis PLLC, Co-Bond Counsel, shall be delivered to the Paying Agent/Registrar and the delivery thereof shall be acknowledged by the Paying Agent/Registrar on behalf of the Holders of the Bonds.

ARTICLE VII

EXECUTION, APPROVAL, REGISTRATION, SALE AND DELIVERY OF BONDS AND RELATED DOCUMENTS

Section 7.1. Method of Execution, Delivery of Initial Bond. (a) Each of the Bonds shall be signed and executed on behalf of the City of Dallas by the manual or facsimile signature of its Mayor and countersigned by the manual or facsimile signatures of its City Manager and City Secretary, and the corporate seal of that City shall be impressed, printed, lithographed or otherwise reproduced or placed on each bond. Each of the Bonds shall be signed and executed on behalf of the City of Fort Worth by the manual or facsimile signature of its Mayor and countersigned by the manual or facsimile signature of its City Secretary; the same shall be approved as to form and legality by the manual or facsimile signature of the City Attorney of the City, and its corporate seal shall be impressed, printed, lithographed or otherwise reproduced or placed upon each bond. All manual or facsimile signatures placed upon the Bonds shall have the same effect as if manually placed thereon, all to be done in accordance with Applicable Law.

(b) In the event the Mayor, City Secretary, City Manager or City Attorney of either of the Cities is absent or otherwise unable to execute any document or take any action authorized herein, the Mayor Pro Tem, the Assistant City Secretary, an Assistant City Manager or an Assistant City Attorney, respectively, shall be authorized to execute such documents and take such actions, and the performance of such duties by the Mayor Pro Tem and the Assistant City Secretary, and an Assistant City Manager and an Assistant City Attorney shall, for the purposes of this Ordinance, have the same force and effect as if such duties were performed by the Mayor, City Secretary, City Manager and City Attorney, respectively. If any official from either City whose manual or facsimile signature shall appear on the Bonds, shall cease to be such official before the Authentication of the Bonds or before delivery of the Bonds, such manual or facsimile signature shall nevertheless be valid and sufficient for all purpose as if such official had remained in such office.

(c) On the Closing Date, one "Initial Bond," of each series representing the entire principal amount of all Bonds of such series and the terms set forth in each Officer's Pricing Certificate applicable thereto, payable in stated installments to the Purchasers or its designee, executed by manual or facsimile signatures of the Mayors and the City Manager of the

City of Dallas and countersigned by the City Secretaries of the Cities and approved as to form and legality by the City Attorney of the City of Fort Worth, approved by the Attorney General of Texas, and registered and manually signed by the Comptroller of Public Accounts of the State, will be delivered to the Purchaser of each series or its designee. Upon payment for the Initial Bonds, the Paying Agent/Registrar shall cancel the Initial Bonds and deliver to DTC on behalf of the Purchaser registered definitive Bonds for each maturity of each series as described in Section 3.7.

(d) Except as provided below, no Bond shall be valid or obligatory for any purpose or be entitled to any security or benefit of this Ordinance unless and until there appears thereon the Certificate of Paying Agent/Registrar substantially in the form provided in this Ordinance, duly authenticated by manual execution of the Paying Agent/Registrar. It shall not be required that the same authorized representative of the Paying Agent/Registrar sign the Certificate of Paying Agent/ Registrar on all of the Bonds. In lieu of the executed Certificate of Paying Agent/Registrar described above, the Initial Bonds shall have attached thereto the Comptroller's Registration Certificate substantially in the form provided in this Ordinance, manually executed by the Comptroller of Public Accounts of the State or by his duly authorized agent, which certificate shall be evidence that the Initial Bonds have been duly approved by the Attorney General of the State and that it is a valid and binding obligation of the Cities, and has been registered by the Comptroller.

Section 7.2. Approval and Registration. The Board is hereby authorized to have control and custody of the Bonds and all necessary records and proceedings pertaining thereto pending their delivery, and the Chairman, and the officers and employees of the Board and of the Cities are hereby authorized and instructed to make such certifications and to execute such instruments as may be necessary to accomplish the delivery of the Bonds or the Initial Bond to the Attorney General of the State of Texas and to assure the investigation, examination and approval thereof by the Attorney General and their registration by the Comptroller of Public Accounts. Upon registration of the Bonds, the Comptroller of Public Accounts (or a deputy designated in writing to act for him) shall manually sign the Comptroller's Registration Certificate accompanying the Bonds and the seal of the Comptroller shall be impressed, or placed in facsimile, on such certificate. The Chairman of the Board and the Chief Executive Officer of the Airport shall be further authorized to make such agreements and arrangements with the purchasers of Bonds and with the Paying Agent/Registrar as may be necessary to assure that such Bonds will be delivered to such purchasers in accordance with the terms of sale.

Section 7.3. TEFRA Approval. An Authorized Officer is hereby appointed to be the designated Hearing Officer for a public hearing, if applicable, relating to the Bonds to be held for purposes of satisfying Section 147 of the Code and the Mayors are hereby authorized to approve the issuance of the Bonds and the use of the proceeds thereof for the purpose of satisfying the requirements of Section 147 of the Code.

Section 7.4. Approval of Credit Agreements. The Board is authorized to enter into Credit Agreements relating to the Bonds from time to time while the Bonds are Outstanding in accordance with Applicable Law.

Section 7.5. Official Statement. The preparation, execution and delivery of a preliminary official statement and a final official statement for the Bonds and any supplements thereto which may be necessary to accomplish the issuance of Bonds are hereby authorized, in such form and with such changes therein as shall be approved by an Authorized Officer or the Board, with an Authorized Officer's execution of the Officer's Pricing Certificate for the Bonds to constitute conclusive evidence of such approval.

Section 7.6. Attorney General Modification. In order to obtain the approval of the Bonds by the Attorney General of the State of Texas, any provision of this Ordinance may be modified, altered or amended after the date of its adoption if required by the Attorney General in connection with the Attorney General's examination as to the legality of the Bonds and approval thereof in accordance with the applicable law. Such changes, if any, shall be provided to the City Secretary of each City and such City Secretary shall insert such changes into this Ordinance as if approved on the date hereof.

Section 7.7. Further Action. The Authorized Officers and each of them are authorized, empowered and directed to execute such other documents in addition to those enumerated herein and to take such other actions as they deem necessary or advisable in order to carry out and perform the purposes of this Ordinance.

Section 7.8. Refunding and Redemption of Refunded Bonds. (a) The Cities hereby direct that the Refunded Bonds, or portions thereof specified in each Officer's Pricing Certificate, be called for redemption on the date or dates set forth in the Officer's Pricing Certificate (the "Redemption Date") and that the paying agent for the Refunded Bonds (the "Escrow Agent") deposit an amount sufficient, with investment earnings thereon, if any, to pay the amount due on the Refunded Bonds on the Redemption Date (the "Redemption Date"), all in accordance with the form of notice of redemption prepared by the Escrow Agent and attached to the Escrow Agreement. The Refunded Bonds shall not bear interest after the Redemption Date.

(b) The Authorized Officer is hereby authorized to enter into an escrow agreement (the "Escrow Agreement") with the Escrow Agent. The Escrow Agent is authorized to take such steps as may be necessary or appropriate to purchase securities and to create and fund the Escrow Fund pursuant to the Escrow Agreement through the use of the proceeds of the Bonds and other lawfully available monies, and to use such monies to redeem the Refunded Bonds on the Redemption Date.

ARTICLE VIII

GENERAL PROVISIONS

Section 8.1. Deposit and Uses of Bond Proceeds. The proceeds received from the sale of the Bonds, together with other available funds, if any, shall be applied as follows: (i) an amount as specified in the Officer's Pricing Certificate shall be deposited to the Construction Fund to pay costs of capital improvements at the Airport (including capitalized interest, if any); (ii) an amount as specified in the Officer's Pricing Certificate shall be deposited to the Debt Service Reserve Fund or shall be used to purchase a Credit Agreement, which together with the amount on deposit therein, is equal to the Debt Service Reserve Requirement; (iii) an amount,

specified in the Officer's Pricing Certificate shall be deposited into the Escrow Fund for the Refunded Bonds; and (iv) an amount specified in the Officer's Pricing Certificate, equal to the Cities' and the Board's costs of issuance of the Bonds will be deposited into the Construction Fund.

Section 8.2. Payment of the Bonds. While any of the Bonds are outstanding and unpaid, the Board shall make available to the Paying Agent/Registrar, out of the Debt Service Fund or the Debt Service Reserve Fund, the amounts and at the times required by this Ordinance and the Master Bond Ordinance, money sufficient to pay when due all amounts required to be paid by this Ordinance, the Master Bond Ordinance and the Additional Supplemental Ordinances, if any, that authorize the issuance of Additional Obligations.

Section 8.3. Representations and Covenants. (a) The Cities and the Board will faithfully perform at all times any and all covenants, undertakings, stipulations, and provisions contained in the Master Bond Ordinance and this Ordinance; the Cities will promptly pay or cause to be paid from Pledged Revenues the principal of, interest on, and premium, if any, with respect to, each Bond on the dates and at the places and manner prescribed in each Bond; and the Cities will, at the times and in the manner prescribed by this Ordinance, deposit or cause to be deposited the amounts of money specified by the Master Bond Ordinance and this Ordinance.

(b) The Cities are duly authorized by Applicable Law to issue the Bonds; all action on their part for the issuance of the Bonds has been duly and effectively taken; and the Bonds in the hands of the Holders are and will be valid and enforceable special obligations of the Cities and the Board in accordance with their terms.

(c) The Board, the officers, employees and agents are hereby directed to observe, comply with and carry out the terms and provisions of this Ordinance.

Section 8.4. General Tax Covenant Regarding Tax-Exemption. The Cities and the Board covenant to take any action necessary to assure, or refrain from any action which would adversely affect, the treatment of the Bonds as obligations described in section 103 of the Code, the interest on which is not includable in the "gross income" of the holder for purposes of federal income taxation. The Cities and the Board understand that the term "Proceeds" includes "disposition proceeds," as defined in the Treasury Regulations. It is the understanding of the Cities and the Board that the covenants contained in this Ordinance are intended to assure compliance with the Code and any regulations or rulings promulgated by the U.S. Department of the Treasury pursuant thereto. In the event that regulations or rulings are hereafter promulgated which modify, or expand provisions of the Code, as applicable to the Bonds, the Cities and the Board will not be required to comply with any covenant contained herein to the extent that such failure to comply, in the opinion of nationally-recognized bond counsel, will not adversely affect the exemption from federal income taxation of interest on the Bonds under section 103 of the Code. In the event that regulations or rulings are hereafter promulgated which impose additional requirements which are applicable to the Bonds, the Cities and the Board agree to comply with the additional requirements to the extent necessary, in the opinion of nationally-recognized bond counsel, to preserve the exemption from federal income taxation of interest on the Bonds under section 103 of the Code.

Notwithstanding any other provision of this Ordinance, the terms, conditions and requirements of Section 8.4 through 8.10 of the Ordinance shall survive the defeasance and discharge of the Bonds and the Cities and the Board will continue to comply with such terms, conditions and requirements to the extent that a failure to do so would adversely affect the treatment of the Bonds as obligations derived in section 103 of the Code, the interest on which is not includable in the “gross income” of the holder for purposes of federal income taxation. For purposes of making the foregoing determination, the Cities and the Board may rely on the advice of nationally-recognized bond counsel.

Section 8.5 Use of Proceeds of Non-PAB Bonds. The Cities and Board covenant and agree that they will make use of the Proceeds of Non-PAB Bonds, including interest or other investment income derived from such Proceeds, regulate the use of property financed, directly or indirectly, with such Proceeds, and take such other and further action as may be requires so that the Non-PAB Bonds will not be “private activity bonds” within the meaning of section 141 of the Code.

Section 8.6. Use of Proceeds Regarding PAB Bonds. The Cities and the Board covenant with respect to the PAB Bonds or any bonds refunded with the Proceeds of the PAB Bonds (the “PAB Refunded Bonds”):

(a) that they have taken any action necessary to assure, or refrain from any action which would adversely affect, the treatment of the PAB Bonds or the PAB Refunded Bonds, if any, as “exempt facility bonds” as the term is defined in section 142 of the Code.

(b) that at least 95 percent of the Net Proceeds of the PAB Bonds or the PAB Refunded Bonds, if any, actually expended have been and will be expended to finance or refinance costs of property (the “Financed Property”) that (A) either (1) were paid or incurred after the issue date of the PAB Refunded Bonds, or (2) paid prior to the issue date of the PAB Refunded Bonds, if any, but meet the requirements of section 1.150-2 of the Treasury Regulations; (B) are properly chargeable for federal income tax purposes to the capital account of the Financed Property, or would be so chargeable either with a proper election or but for a proper election to deduct such amounts; and (C) were incurred to provide “airport facilities,” which may include both an “airport” within the meaning of section 142 of the Code and property that is functionally related and subordinate thereto within the meaning of section 1.103-8(a)(3) of the Treasury Regulations or directly related and essential thereto within the meaning of Section 1.103-8(e)(2)(ii) of the Treasury Regulations (for purposes of this covenant a storage or training facility shall be an “airport facility” only if such facility is directly related to the airport, and an “office” shall be considered an “airport facility” only if such office is located on the premises of an airport and all but a de minimis amount of the functions to be performed at such office are directly related to the day-to-day operations at such airport).

(c) that less than 25 percent of the Net Proceeds of the PAB Bonds or of the PAB Refunded Bonds, if any, has been and will be used, directly or indirectly, for the acquisition of land or an interest therein and no portion of the Net Proceeds of the PAB Bonds or the PAB Refunded Bonds, if any, has been or will be used, directly or indirectly, for the acquisition of land or an interest therein to be used for farming purposes (for purposes of this covenant, land

acquired for noise abatement purposes or for future use as an airport shall not be taken into account, if there is no other significant use of such land).

(d) that no portion of the Net Proceeds of the PAB Bonds or of the PAB Refunded Bonds, if any, has been or will be used for the acquisition of any existing property or an interest therein unless (A) the first use of such property is pursuant to such acquisition or (B) the rehabilitation expenditures with respect to any building and the equipment therefor equal or exceed 15 percent of the cost of acquiring such building financed or refinanced with the Net Proceeds of the PAB Bonds or of the PAB Refunded Bonds, if any, (with respect to structures other than buildings, this covenant shall be applied by substituting 100 percent for 15 percent and the term “rehabilitation expenditures” shall have the meaning set forth in section 147(d)(3) of the Code).

(e) to take such action to assure at all times while the PAB Bonds remain outstanding, the Financed Property, will be owned by a governmental unit.

(f) that no part of the Financed Property, will constitute (i) any lodging facility, (ii) any retail facility (including food or beverage facilities) in excess of a size necessary to serve passengers and employees at the exempt facility, (iii) any retail facility (other than parking) for passengers or the general public located outside the exempt facility terminal, (iv) any office building for individuals who are not employees of a governmental unit or of the operating authority for the exempt facility, (v) any industrial park or manufacturing facility, (vi) any airplane, (vii) any skybox or other private luxury box, (viii) any health club facility, (ix) any facility primarily used for gambling, or (x) any store the principal business of which is the sale of alcoholic beverages for consumption off premises.

(g) that the maturity of the PAB Bonds does not exceed 120 percent of the economic life of the Financed Property, as more specifically set forth in section 147(b) of the Code; and

(h) that the costs of issuance to be financed or refinanced with the Proceeds of the PAB Bonds do not exceed two (2) percent of the Sale Proceeds of the Bonds.

Section 8.7. No Federal Guarantee. The Cities and the Board covenant and agree to refrain from taking any action that would result in the Bonds being “federally guaranteed” within the meaning of section 149(b) of the Code.

Section 8.8. No Arbitrage. The Cities and the Board covenant and agree that they will make such use of the Proceeds of the Bonds, including interest or other investment income derived from Proceeds of the Bonds, regulate investments of Proceeds of the Bonds, and take such other and further action as may be required so that the Bonds will not be “arbitrage bonds” within the meaning of section 148(a) of the Code. In furtherance thereof, the Cities and the Board covenant and agree as follows:

(a) to refrain from using any portion of the Proceeds of the Bonds, directly or indirectly, to acquire or to replace funds which were used, directly or indirectly, to acquire investment property (as defined in section 148(b)(2) of the Code) which produces a materially

higher yield over the term of each issue of the Bonds, other than investment property acquired with --

(i) Proceeds of the Bonds invested for a reasonable temporary period, within the meaning of Section 148 of the Code,

(ii) Proceeds or amounts invested in a bona fide debt service fund, within the meaning of section 1.148-1(b) of the Treasury Regulations, and

(iii) amounts deposited in any reasonably required reserve or replacement fund to the extent such amounts do not exceed 10 percent of the stated principal amount (or, in the case of more than a “de minimis amount” of original issue discount, the issue price, within the meaning of section 1.148-1(b) of the Treasury Regulations) of the Bonds;

(b) to otherwise restrict the use of the Proceeds of the Bonds or amounts treated as Proceeds of the Bonds, as may be necessary, to satisfy the requirements of section 148 of the Code (relating to arbitrage);

(c) to create and maintain a Rebate Fund, as required below for each issue of the Bonds, to pay to the United States of America at least once during each five-year period (beginning on the date of delivery of the issue of the Bonds) an amount that is at least equal to 90 percent of the “Excess Earnings,” within the meaning of section 148(f) of the Code and to pay to the United States of America, not later than 60 days after the Bonds of such issue have been paid in full, 100 percent of the amount then required to be paid as a result of Excess Earnings under section 148(f) of the Code; and

(d) to maintain such records as will enable the Cities and the Board to fulfill their responsibilities under this section and section 148 of the Code and to retain such records for at least six years following the final payment of principal and interest on each issue of the Bonds.

In order to facilitate the requirements of subsection (c) of this Section, the Rebate Fund for each issue of the Bonds shall be established and maintained by the Board, on behalf of itself and the Cities, for the sole benefit of the United States of America, and such fund shall not be subject to the claim of any other Person, including Holders and Credit Providers. Amounts on deposit in the Rebate Fund in accordance with section 148 of the Code shall be paid periodically to the United States of America in such amounts and at such times as are required by said section.

Section 8.9. Record Retention. The City and the Board covenant and agree to retain all pertinent and material records relating to the use and expenditure of the Proceeds of each issue of the Bonds until six years after the last Bond is redeemed, or such shorter period as authorized by subsequent guidance issued by the Department of Treasury, if applicable. All records will be kept in a manner that ensures their complete access throughout the retention period. For this purpose, it is acceptable that such records are kept either as hardcopy books and records or in an electronic storage and retrieval system, provided that such electronic system includes reasonable controls and quality assurance programs that assure the ability of the Cities and the Board to

retrieve and reproduce such books and records in the event of an examination of the Bonds by the Internal Revenue Service.

Section 8.10. Disposition of Project. The Cities and the Board covenant that the property constituting the projects financed or refinanced with the proceeds of the Bonds will not be sold or otherwise disposed in a transaction resulting in the receipt by the Cities or the Board of cash or other compensation, unless the Cities and the Board obtain an opinion of nationally-recognized bond counsel that such sale or other disposition will not adversely affect the tax-exempt status of the Bonds. For purposes of the foregoing, the portion of the property comprising personal property and disposed in the ordinary course shall not be treated as a transaction resulting in the receipt of cash or other compensation. For purposes hereof, the Cities and the Board shall not be obligated to comply with this covenant if they obtain an opinion that such failure to comply will not adversely affect the excludability for federal income tax purposes from gross income of the interest on the Bonds.

Section 8.11. Bond Insurance. The Bonds may be offered with one or more commitments for bond insurance provided by the Insurer or Insurers, with the bond insurance to be evidenced by one or more of the then current legal forms of the Policy or Policies. The Cities may sell one or more maturities of the Bonds based on such insurance but are not required to obtain bond insurance from another source if the Insurer does not honor or is unable to honor its obligations to deliver the Policy or Policies on the Closing Date. In the event that any of the Bonds are insured, the covenants and representations of the Cities relating to insurance shall be set forth in the Officer's Pricing Certificates.

Section 8.12. Issuance of Taxable Bonds. In the event the Authorized Officer determines to issue any series of Bonds as taxable obligations pursuant to the authority granted in Section 3.1 of this Ordinance, all covenants and representations of the Cities regarding the tax-exempt status of the Bonds or any obligations relating to the issuance of tax-exempt Bonds shall be null and void, including the covenants contained in Sections 8.4 through 8.10 of this Article VIII.

Section 8.13. Allocation Of, And Limitation On, Expenditures For The Project. The Cities and the Board covenant to account for the expenditure of sale proceeds and investment earnings to be used for the purposes described in this Ordinance (the "Project") on its books and records in accordance with the requirements of the Internal Revenue Code. The Cities and the Board recognize that in order for the proceeds to be considered used for the reimbursement of costs, the proceeds must be allocated to expenditures within 18 months of the later of the date that (1) the expenditure is made, or (2) the Project is completed; but in no event later than three years after the date on which the original expenditure is paid. The foregoing notwithstanding, the Cities and the Board recognize that in order for proceeds to be expended under the Internal Revenue Code, the sale proceeds or investment earnings must be expended no more than 60 days after the earlier of (1) the fifth anniversary of the delivery of the Bonds, or (2) the date the Bonds are retired. The Cities and the Board agree to obtain the advice of nationally-recognized bond counsel if such expenditure fails to comply with the foregoing to assure that such expenditure will not adversely affect the tax-exempt status of the Bonds. For purposes hereof, the Cities and the Board shall not be obligated to comply with this covenant if it obtains an opinion that such

failure to comply will not adversely affect the excludability for federal income tax purposes from gross income of the interest.

Article IX

CONTINUING DISCLOSURE

Section 9.1. Annual Reports. The Cities, acting through the Board, undertake to and shall provide annually to the MSRB, in an electronic format as prescribed by the MSRB, within six months after the end of its fiscal year which ends September 30, 2014, and each fiscal year thereafter, financial information and operating data with respect to the Airport of the general type included in the final Official Statement relating to the Bonds, being information of the general type described in Exhibit A hereto. Any financial statements so to be provided shall be (1) prepared in accordance with the accounting principles described in Exhibit A hereto, or such other accounting principles as the Board may be required to employ from time to time pursuant to applicable federal and state laws or regulations, and (2) audited, if the Board, on behalf of the Cities, commissions an audit of such statements and the audit is completed within the period during which it must be provided. If the audit of such financial statements is not complete within such period, then the Board shall provide to the MSRB, in an electronic format as prescribed by the MSRB, unaudited financial statements within the required time period and audited financial statements for the applicable fiscal year, when and if the audit report on such statements becomes available.

If the Board, on behalf of the Cities, changes its fiscal year, it will notify the MSRB in writing of the change (and of the date of the new fiscal year end) prior to the next date by which the Board, on behalf of the Cities, otherwise would be required to provide financial information and operating data pursuant to this Section.

The financial information and operating data to be provided pursuant to this Section may be set forth in full in one or more documents or may be incorporated by specific reference to any document or specific part thereby that is available to the public on the MSRB's website or filed with the SEC. All documents provided to the MSRB pursuant to this Section shall be accompanied by identifying information as prescribed by the MSRB.

Section 9.2. Material Event Notices. (a) The Cities, acting through the Board, agree to disclose in a timely manner pursuant to the terms hereof and subject to the time limitation below, if the Cities, acting through the Board, determine, pursuant to subsection (c) below, that such events are "material" under applicable federal securities laws and regulations promulgated thereunder.

- (1) Non-payment related defaults;
- (2) modifications to rights of bondholders;
- (3) Bond calls;
- (4) release, substitution, or sale of property securing repayment of the Bonds;

- (5) the consummation of a merger, consolidation, or acquisition involving an obligated person or the sale of all or substantially all of the assets of the obligated person, other than in the ordinary course of business, the entry into a definitive agreement to undertake such an action or the termination of a definitive agreement relating to any such actions, other than pursuant to its terms; and
- (6) appointment of a successor or additional paying agent or the change of name of a paying agent.

(b) The Cities, acting through the Board, agree to provide notice to the MSRB of any of the following events with respect to the Bonds without regard to whether such event is considered material within the meaning of the federal securities laws

- (1) Principal and interest payment delinquencies;
- (2) Unscheduled draws on debt service reserves reflecting financial difficulties;
- (3) Unscheduled draws on credit enhancements reflecting financial difficulties;
- (4) substitution of credit or liquidity providers, or their failure to perform;
- (5) Reserved;
- (6) Tender offers;
- (7) Defeasances;
- (8) Rating changes; and
- (9) bankruptcy, insolvency, receivership or similar event of an obligated person.⁷

The Cities, acting through the Board, shall provide to the MSRB, notice of events stated in (a) and (b) immediately above, to the extent required, in a timely manner (but not in excess of ten business days after the occurrence of the event). The Cities, acting through the Board, will also provide timely notice of any failure by the Cities, acting through the Board, to provide annual financial information in accordance with their agreement described above under Section 9.1.

⁷ For the purposes of the event identified in (b)(9), the event is considered to occur when any of the following occur: the appointment of a receiver, fiscal agent, or similar officer for an obligated person in a proceeding under the U.S. Bankruptcy Code or in any other proceeding under state or federal law in which a court or governmental authority has assumed jurisdiction over substantially all of the assets or business of the obligated person, or if such jurisdiction has been assumed by leaving the existing governing body and officials or officers in possession but subject to the supervision and orders of a court or governmental authority, or the entry of an order confirming a plan of reorganization, arrangement, or liquidation by a court or governmental authority having supervision or jurisdiction over substantially all of the assets or business of the obligated person.

Such notices shall be filed in an electronic format as prescribed by the MSRB. All documents provided to the MSRB pursuant to this Section 9.2 shall be accompanied by identifying information as prescribed by the MSRB

Section 9.3. Limitations, Disclaimers, and Amendments. The Cities, acting through the Board, shall be obligated to observe and perform the covenants specified in this undertaking for so long as, but only for so long as, the Cities remain an “obligated person” with respect to the Bonds within the meaning of the Rule, except that the Board, on behalf of the Cities, in any event will give notice of any deposit made in accordance the Master Bond Ordinance that causes Bonds no longer to be Outstanding.

The provisions of this undertaking are for the sole benefit of (and may be enforced by) the Bondholders and beneficial owners of the Bonds, and nothing in this undertaking, express or implied, shall give any benefit or any legal or equitable right, remedy, or claim hereunder to any other Person. The Cities, acting through the Board, undertakes to provide only the financial information, operating data, financial statements, and notices which it has expressly agreed to provide pursuant to this undertaking and does not hereby undertake to provide any other information that may be relevant or material to a complete presentation of the financial results, condition, or prospects or hereby undertake to update any information provided in accordance with this undertaking or otherwise, except as expressly provided herein. The Cities, acting through the Board, do not make any representation or warranty concerning such information or its usefulness to a decision to invest in or sell Bonds at any future date.

UNDER NO CIRCUMSTANCES SHALL THE CITIES, ACTING THROUGH THE BOARD, BE LIABLE TO THE BONDHOLDER OR BENEFICIAL OWNER OF ANY BOND OR ANY OTHER PERSON, IN CONTRACT OR TORT, FOR DAMAGES RESULTING IN WHOLE OR IN PART FROM ANY BREACH BY THE BOARD, ON BEHALF OF THE CITIES, RESPECTIVELY, WHETHER NEGLIGENT OR WITHOUT FAULT ON ITS PART, OF ANY COVENANT SPECIFIED IN THIS AGREEMENT, BUT EVERY RIGHT AND REMEDY OF ANY SUCH PERSON, IN CONTRACT OR TORT, FOR OR ON ACCOUNT OF ANY SUCH BREACH SHALL BE LIMITED TO AN ACTION FOR MANDAMUS OR SPECIFIC PERFORMANCE.

No default by the Cities, acting through the Board, in observing or performing its obligations under this undertaking shall comprise a breach of or default under the Master Bond Ordinance for purposes of any other provision of this undertaking.

Nothing in this undertaking is intended or shall act to disclaim, waive, or otherwise limit the duties of the Cities, acting through the Board, on behalf of the cities, under federal and state securities laws.

The provisions of this undertaking may be amended with the written consent of the Cities, acting through the Board, from time to time to adapt to changed circumstances that arise from a change in legal requirements, a change in law, or a change in the identity, nature, status, or type of operations of the Airport, but only if (1) the provisions of this undertaking, as so amended, would have permitted an underwriter to purchase or sell Bonds in the primary offering of the Bonds in compliance with the Rule, taking into account any amendments or interpretations

of the Rule since such offering as well as such changed circumstances and (2) either (a) the Holders of a majority in aggregate principal amount (or any greater amount required by any other provision of this undertaking that authorizes such an amendment) of the Outstanding Bonds consent to such amendment or (b) an entity that is unaffiliated with the Airport (such as nationally recognized bond counsel) determines that such amendment will not materially impair the interests of the Bondholders and beneficial owners of the Bonds and is permitted by the terms of the undertaking. If the Cities, acting through the Board, so amends the provisions of this undertaking in connection with the financial information or operating data which it is required to disclose under Section 9.1 hereof, the Cities, acting through the Board, shall provide a notice of such amendment to be filed in accordance with Section 9.2(b) hereof, together with an explanation, in narrative form, of the reason for the amendment and the impact of any change in the type of financial information or operating data to be provided by the Cities, acting through the Board, pursuant to the terms of this undertaking. The Cities, acting through the Board, may also amend or repeal the provisions of this undertaking if the SEC amends or repeals the applicable provisions of the Rule or a court of final jurisdiction enters judgment that such provisions of the Rule are invalid, but only if and to the extent that the provisions of this sentence would not prevent an underwriter from lawfully purchasing or selling Bonds in the primary offering of the Bonds.

ARTICLE X

REPEAL, SEVERABILITY, AND EFFECTIVE DATE

Section 10.1. Ordinance Irrepealable. After any of the Bonds shall be issued, this Ordinance shall constitute a contract between the Cities, the Holders, and each Insurer, and this Ordinance shall be and remain irrepealable until the Bonds and the interest thereon shall be fully paid, canceled, refunded or discharged or provision for the payment thereof shall be made.

Section 10.2. Severability. If any Section, paragraph, clause or provision of this Ordinance shall for any reason be held to be invalid or unenforceable, the invalidity or lack of enforceability of such Section, paragraph, clause or provision shall not affect any of the remaining provisions of this Ordinance. If any Section, paragraph, clause or provision of the Contract and Agreement shall for any reason be held to be invalid or unenforceable, the invalidity or lack of enforceability of such Section, paragraph, clause or provision shall not affect

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any of the remaining provisions of the Contract and Agreement, or of any other provisions of this Ordinance not dependent directly for effectiveness upon the provision of the Contract and Agreement thus declared to be invalid and unenforceable.

Section 10.3. Effective Date. This Ordinance, when duly passed by both Cities, shall be in full force and effect.

PASSED BY THE FORT WORTH CITY COUNCIL THIS ____ DAY OF ____, 2014.

ATTEST:

Mayor
City of Fort Worth, Texas

City Secretary
City of Fort Worth

APPROVED AS TO FORM AND LEGALITY:

City Attorney
City of Fort Worth, Texas

THE STATE OF TEXAS §
COUNTY OF TARRANT §
CITY OF FORT WORTH §

I, Mary J. Kayser, City Secretary of the City of Fort Worth, Texas, do hereby certify:

1. That the above and foregoing is a true and correct copy of an Ordinance, duly presented and passed by the City Council of the City of Fort Worth, Texas, at a regular meeting held on ____, 2014, as same appears of record in the Office of the City Secretary.

2. That said meeting was open to the public, and public notice of the time, place and purpose of said meeting was given, all as required by Chapter 551, Texas Government Code, as amended.

WITNESS MY HAND and the Official Seal of the City of Fort Worth, Texas, this ____ day of ____, 2014.

City Secretary,
City of Fort Worth, Texas

(SEAL)

APPROVED AND ADOPTED BY THE DALLAS CITY COUNCIL THIS _____, 2014.

CITY OF DALLAS:

A.C. GONZALEZ

City Manager

APPROVED AS TO FORM:

WARREN M.S. ERNST

City Attorney

By: _____
City Manager

By: _____
City Attorney

THE STATE OF TEXAS §
COUNTY OF DALLAS §
CITY OF DALLAS §

I, Rosa Rios, City Secretary of the City of Dallas, Texas, do hereby certify:

1. That the above and foregoing is a true and correct copy of an excerpt from the minutes of the City Council of the City of Dallas, had in regular meeting, _____, 2014, confirming the passage of Dallas/Fort Worth International Airport Fiftieth Supplemental Concurrent Bond Ordinance authorizing the issuance of Dallas/Fort Worth International Airport Joint Revenue Bonds which ordinance is duly of record in the minutes of said City Council.

2. That said meeting was open to the public, and public notice of the time, place and purpose of said meeting was given, all as required by Chapter 551, Texas Government Code, as amended.

WITNESS MY HAND and seal of the City of Dallas, Texas, this _____ day of _____, 2014.

City Secretary,
City of Dallas, Texas

(SEAL)

SCHEDULE I

SCHEDULE OF REFUNDED BOND CANDIDATES

All or any portion of the following outstanding bonds that are set for in the Officer's Pricing Certificate:

Dallas/Fort Worth International Airport Joint Revenue Bonds, Series 2003A

<u>Original Issue Date</u>	<u>Original Issue Amount</u>	<u>Maturities to be Refunded</u>
May 13, 2003	\$1,457,700,000	2026 thru 2032

Dallas/Fort Worth International Airport Joint Revenue Improvement Bonds, Series 2004B

<u>Original Issue Date</u>	<u>Original Issue Amount</u>	<u>Maturities to be Refunded</u>
July 29, 2004	\$207,000,000	2015 thru 2027

Dallas/Fort Worth International Airport Joint Revenue Refunding Bonds, Series 2007

<u>Original Issue Date</u>	<u>Original Issue Amount</u>	<u>Maturities to be Refunded</u>
August 8, 2007	\$102,455,000	2015 thru 2023

Exhibit A
to
Undertaking

DESCRIPTION OF ANNUAL FINANCIAL INFORMATION

The following information is referred to in Section 9.1.

Annual Financial Statements and Operating Data

The financial information and operating data with respect to the Airport to be provided annually in accordance with such Section are as specified (and included in the Appendix or under the headings of the Official Statement referred to) below:

1. All quantitative financial information and operating data with respect to the Airport, as of the end of such Fiscal Year or for such Fiscal Year period, of the general type included in the main text of the Official Statement within the numbered tables only.
2. The portions of the financial statements of the Airport appended to the Official Statement as Appendix C, but for the most recently concluded fiscal year.

Accounting Principles

The accounting principles referred to in such Section are the accounting principles described in the notes to the financial statements referred to above.

City of Fort Worth, Texas

Mayor and Council Communication

DATE: Tuesday, March 4, 2014

LOG NAME:

REFERENCE NO.: **OCS-1914

SUBJECT:

Notices of Claims for Alleged Damages and/or Injuries

RECOMMENDATION:

It is recommended that the City Council refer the notices of claims for alleged damaged and/or injuries to the Finance Department/Risk Management for evaluation and investigation.

DISCUSSION:

The procedure for filing of claims of alleged damages and/or injuries is prescribed in Chapter XXVII, Section 25 of the Charter of the City of Fort Worth, Texas.

The attached list is a summary of the notices of claims against the City of Fort Worth received in the City Secretary's Office as of 5:00 p.m., Wednesday, February 26, 2014.

Attachment

Submitted for City Secretary's Office by:

Mary J. Kayser (6152)

Originating Department Head:

Mary J. Kayser (6152)

Additional Information Contact:

Aaron Bovos (8517)
Joey Page (7761)

CITY COUNCIL MEETING

Tuesday, March 04, 2014

RISK MANAGEMENT CLAIMS REPORT

Claims listed on this report have been received in the Risk Management Division claims office and either have been or will be thoroughly investigated. The decision whether or not to accept liability is predicated on applicable provisions of the Texas Tort Claims Act. If any claimant contacts you, please refer them to Joey Page ext 7761 or Sophia Canady ext 7784. Thank you.

CLAIMANT	DATE RECEIVED	DATE OF INCIDENT	LOCATION	INCIDENT TYPE	ALLEGATION	DEPT	ESTIMATE	INJURY
Willie Fields	2/14/2014	1/5/2014	Jones Street & 14th Street	Bodily Injury	Injury, due to motor vehicle accident	Housing	Yes	Yes
DaShawnda Holmes	2/14/2014	2/8/2014	Lancaster & Ayers Avenue	Reimbursement	Missing property	Police	Yes	No
Christopher DeLeon	2/14/2014	1/14/2014	Block 100 & Weatherford Street	Bodily Injury	Excessive force	Police	Yes	Yes
Franklin Moore	2/17/2014	1/29/2013	2200 Forest Park Blvd	Bodily Injury	Injury, due to motor vehicle accident	Water	Yes	Yes
Norma Garcia	2/12/2014	9/21/2013	3032 Jumes Avenue	Bodily Injury	Property owner blamed for negligence, due to missing manhole cover	Water	Yes	Yes
Carmen Medrano	2/12/2014	1/1/2014	1515 Avenue D	Property Damage	Officer damaged residence during search	Police	No	No
Brittany, Robert Roseberry OBO	2/17/2014	1/24/2014	2700 E. Vickery Blvd.	Bodily Injury	Officer turned into vehicle, failed to yield	Police	Yes	Yes

CLAIMANT	DATE RECEIVED	DATE OF INCIDENT	LOCATION	INCIDENT TYPE	ALLEGATION	DEPT	ESTIMATE	INJURY
Patrick K. Whitlow	2/17/2014	12/19/2013	Main Street & Bickery	Bodily Injury	Fell from improperly secured wheelchair, due to driver of Dart vehicle making turn	The T	Yes	Yes
Freddy Lee Akins	2/17/2014	1/18/2014	Cove Meadow Lane & Risinger Road	Auto Damage	Officer struck vehicle	Police	Yes	No
Steve Nichols	2/17/2014	1/7/2014	2000 Forest Park & I-30 2400 Block	Auto Damage	Struck by City vehicle	Fire	Yes	No
Rebecca Duarte	2/17/2014	2/3/2014	1553 Hamsted	Auto Damage	Struck by City vehicle	Police	Yes	No
Shannon Luce	2/21/2014	10/9/2013	FAA Blvd & American Blvd	Auto Damage	Vehicle struck channel marker	TPW	Yes	No
Taylor A. Bell	2/21/2014	2/16/2014	Western Center Blvd & N. Beach	Auto Damage	Vehicle struck pothole	TPW	Yes	No
Liset Veliz	2/20/2014	2/4/2014	YMCA across from Bank of America	Bodily Injury	Trip and fall on sidewalk	TPW	No	Yes
Steve Perry	2/19/2014	2/13/2014	8633 Heron Drive	Reimbursement	Excessive water bill, due to water main break	Water	No	No
Rod Pruett Jr.	2/18/2014	8/26/2013	7625 Osburn Street	Property Damage	Bulk collection truck knocked down residential electrical service wire	Code	Yes	No

CLAIMANT	DATE RECEIVED	DATE OF INCIDENT	LOCATION	INCIDENT TYPE	ALLEGATION	DEPT	ESTIMATE	INJURY
AT&T-Texas	2/20/2014	10/16/2013	2720 Lubbock Avenue	Property Damage	Crew damaged cable	Water	Yes	No
Veronica Oviedo	2/20/2014	8/20/2013	700 E Berry Street	Bodily Injury	Struck by City vehicle	Water	Yes	Yes
Esperanza Gutierrez	2/20/2014	2/6/2014	Wabash Avenue & Trail Lake Drive	Bodily Injury	Struck by City vehicle	Police	Yes	Yes
Carol Ann Patrick	2/18/2014	6/25/2013	3609 Walton Avenue	Property Damage	Damages from water main break	Water	Yes	No
Daniel Naumann	2/20/2014	2/7/2014	1700 N Fielder Road	Auto Damage	Struck by City vehicle	Police	Yes	No
Anna Stegall	2/24/2014	1/4/2014	1428 N. Commerce	Bodily Injury	Trip and fall on open water meter	Water	No	Yes
Karol Morgan	2/21/2014	2/11/2014	11301 Old Weatherford	Auto Damage	City truck damaged mailbox	Water	Yes	No
AT&T-Texas	2/21/2014	2/7/2014	804 E. Felix Street	Property Damage	Crew cut drop line	Water	Yes	No
Chad Roper	2/21/2014	10/1/2013	5001 Basswood Court	Reimbursement	Excessive water bills, due to water valve leak	Water	No	No

CLAIMANT	DATE RECEIVED	DATE OF INCIDENT	LOCATION	INCIDENT TYPE	ALLEGATION	DEPT	ESTIMATE	INJURY
Yolanda Garcia	2/18/2014	1/8/2014	3500 Altamesa Blvd.	Auto Damage	Struck by City vehicle	Code	Yes	No
Garcia Aida	2/17/2014	12/12/2001	2615 Angie Avenue	Property Damage	Property damaged from excessive water flow	Water	No	No
Jennifer Hueber	2/24/2014	6/19/2013	5750 Sam Calloway Road	Bodily Injury	Fall, due to broken water meter cover	Water	Yes	Yes

No Documents for this Section

No Documents for this Section

Zoning Docket items are linked on the Council Meeting Agenda.

No Documents for this Section