



**SUMMARY OF MEETINGS AND ACTIVITIES
MONDAY, MAY 23, 2011, THROUGH FRIDAY, MAY 27, 2011**

MONDAY, MAY 23, 2011

<u>MONDAY, MAY 23, 2011</u>	<u>TIME</u>	<u>LOCATION</u>
Pre-Building Standards Commission	9:30 a.m.	Pre-Council Chamber
Building Standards Commission	10:00 a.m.	Council Chamber

TUESDAY, MAY 24, 2011

Pre-Council Meeting	8:30 a.m.	Pre-Council Chamber
City Council Meeting	10:00 a.m.	Council Chamber

WEDNESDAY, MAY 25, 2011

City Plan Commission – Work Session	12:00 Noon	Pre-Council Chamber
City Plan Commission – Public Hearing	1:30 p.m.	Council Chamber
Community Development Council	6:00 p.m.	Pre-Council Chamber
Mayor’s Advisory Committee on Homelessness	4:00 p.m.	Pre-Council Chamber
Parks and Community Services Advisory Board - Work Session	3:30 p.m.	Deborah Beggs Moncrief Garden Center Fort Worth Botanic Garden 3220 Botanic Garden Boulevard
Parks and Community Services Advisory Board	4:00 p.m.	Deborah Beggs Moncrief Garden Center Fort Worth Botanic Garden 3220 Botanic Garden Boulevard

THURSDAY, MAY 26, 2011

Appeals Board Pre-Meeting	8:30 a.m.	Pre-Council Chamber
Appeals Board	9:00 a.m.	Council Chamber
Audit and Finance Advisory Committee	3:00 p.m.	Pre-Council Chamber

<p>This summary is compiled from data furnished to the Office of the City Secretary by 12:00 noon on May 19, 2011, and may not include all meetings to be conducted during the week of May 23, 2011, through May 27, 2011. It is a summary listing only. See individual agendas which are posted in compliance with the Texas Open Meetings Act for detailed information.</p>



**SUMMARY OF MEETINGS AND ACTIVITIES
MONDAY, MAY 23, 2011, THROUGH FRIDAY, MAY 27, 2011**

FRIDAY, MAY 27, 2011

TIME

LOCATION

NO MEETINGS

This summary is compiled from data furnished to the Office of the City Secretary by 12:00 noon on May 19, 2011, and may not include all meetings to be conducted during the week of May 23, 2011, through May 27, 2011. It is a summary listing only. See individual agendas which are posted in compliance with the Texas Open Meetings Act for detailed information.

PRE-COUNCIL MEETING
TUESDAY, MAY 24, 2011
8:30 A.M.
PRE-COUNCIL CHAMBER, CITY HALL
1000 THROCKMORTON STREET, FORT WORTH, TEXAS

1. Report of the City Manager - Tom Higgins, Interim 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 9385: Implementation of an Integrated Camera and Physical Security Management System

Attachment(s):
[IR 9385 Attached.pdf](#)

IR 9386: Code Compliance Service Improvements

Attachment(s):
[IR 9386 Attached.pdf](#)
2. Questions Concerning Current Agenda Items - City Council Members
3. Responses to Items Continued from a Previous Week
4. Briefing on Dallas/Fort Worth International Airport Approval of the 45th, 46th and 47th Supplemental Bond Ordinances - Chris Poinsett and Jeff Fegan, Dallas Fort Worth International Airport
5. Presentation of the 2010 Racial Profiling Report - Chief Jeff Halstead, Police Department and Dr. Alex del Carmen, University of Texas at Arlington
6. City Council Requests for Future Agenda Items and/or Reports
7. Executive Session - The City Council may conduct a closed meeting as authorized by Section 551.071 of the Texas Government Code to seek the advice of its attorneys on legal issues regarding any matter listed on today's City Council Agendas

This facility is wheelchair accessible. For accommodations or sign interpretive services, please call the City Manager's Office at 817-392-6143, 48 hours in advance.

ATTACHMENT
Executive Session
(PRE-COUNCIL CHAMBER, CITY HALL)
Tuesday, May 24, 2010

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

**CITY COUNCIL AGENDA
FOR THE MEETING AT 10:00 A.M. TUESDAY, MAY 24, 2011
CITY COUNCIL CHAMBER, CITY HALL
1000 THROCKMORTON STREET, FORT WORTH, TEXAS**

I. CALL TO ORDER

II. INVOCATION - Father Stephen Jasso, All Saints Catholic Church

III. PLEDGE OF ALLEGIANCE

IV. CONSIDERATION OF MINUTES OF REGULAR MEETING OF MAY 17, 2011

V. CERTIFICATION OF OFFICIAL ELECTION RETURNS BY THE CITY SECRETARY

VI. RESOLUTION

1. A Resolution Canvassing Returns and Declaration of Results of the General Election Held on May 14, 2011

Attachment(s):

[Resoluton Canvassing Returns - Attached.pdf](#)

VII. PRESENTATION OF CERTIFICATES OF ELECTION

VIII. ORDINANCES

1. An Ordinance Ordering A Run-Off Election by the Qualified Voters of the City of Fort Worth, Texas, on Saturday, the 18th Day of June, 2011, for the Purpose of Electing the Mayor and a City Council Member for City Council District 7

Attachment(s):

[Run-Off Election Ordinance - Attached.pdf](#)

2. Forty-Fifth Supplemental Concurrent Bond Ordinance Authorizing Dallas/Fort Worth International Airport Joint Revenue Refunding Bonds, Series 2011A, 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

Attachment(s):

[DFW 45th Supplemental Ordinance-Attached.pdf](#)

3. Forty-Sixth Supplemental Concurrent Bond Ordinance Authorizing Dallas/Fort Worth International Airport Joint Revenue Bonds, Series 2011B, 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

Attachment(s):

[DFW 46th Supplemental Ordinance-Attached.pdf](#)

4. Forty-Seventh Supplemental Concurrent Bond Ordinance Authorizing Dallas/Fort Worth International Airport Joint Revenue Refunding Bonds, Series 2011C, Series 2011D, Series 2011E, Series 2011F, and Series 2011G, and Series 2011H, for Lawful Purposes; Providing the Security Therefore; Providing for the Sale, Execution and Delivery Thereof Subject to Certain Parameters; and Providing Other Terms, Provisions an Covenants with Respect Thereto

Attachment(s):

[DFW 47th Supplemental Ordinance-Attached.pdf](#)

IX. ITEMS TO BE WITHDRAWN FROM THE CONSENT AGENDA

X. ITEMS TO BE CONTINUED OR WITHDRAWN BY STAFF

XI. 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-17278](#) - Adopt a Resolution Authorizing an Increase to the Maximum Amount to be Paid to the Law Firm of Whitaker, Chalk, Swindle and Sawyer, L.L.P., to Assist the City with Legal Matters Concerning Premature Street Failures in an Additional Sum of \$66,000.00 and Adopt Supplemental Appropriation Ordinance and Decreasing the **Unaudited, Unreserved, Undesignated Fund Balance** of the General Fund by the Same Amount (COUNCIL DISTRICTS 2 and 6)
2. [M&C G-17279](#) - Adopt Ordinance Amending Section 7-402, Fees, of the Fort Worth City Code to Increase Rental Registration Fees

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

1. [M&C P-11236](#) - Authorize a Purchase Agreement with North Texas Hydromulching & Services, L.L.C., for Grass Seed and Sod for the City of Fort Worth for an Amount of \$409,200.00 for the First Year
2. [M&C P-11237](#) - Authorize a Sole-Source Purchase of Instruments, Software and Services from Applied Biosystems, L.L.C., for the Police Department, Forensic Division, for a Total Amount of \$440,965.67
3. [M&C P-11238](#) - Authorize a Purchase Agreement with The Paper Plate, Inc., to Provide Meals for the Parks and Community Services Department's Summer Food Service Program for an Annual Amount of \$525,000.00 from Federal Grant Funds for the First Year
4. [M&C P-11239](#) - Authorize the Purchase of a Sewer Truck from Southwest International Trucks, Inc., Using a Texas Association of School Boards Cooperative Contract for the Water Department for a Total Amount of \$253,851.00

C. Land - Consent Items

1. [M&C L-15192](#) - Authorize Settlement of Lawsuit Entitled City of Fort Worth v. Near Southeast Community Development Corporation, Inc., Cause No. 236-245377-10, Authorize Execution of a Settlement Agreement, Acceptance of Thirty Properties and Payment of Up to \$15,000.00 in Closing Costs and Dedication of 1000 Park Manor Drive as Parkland (COUNCIL DISTRICT 8)

D. Planning & Zoning - Consent Items

1. [M&C PZ-2937](#) - Adopt an Ordinance Vacating a Portion of Harris Parkway South of the Intersection of Harris Parkway and Dutch Branch Road (COUNCIL DISTRICT 3)
2. [M&C PZ-2938](#) - Adopt an Ordinance Vacating Two Alleys in Block 7, Southside Addition, Adjacent to the Intersection of Hemphill Street and West Seminary Drive (COUNCIL

DISTRICT 9)

E. Award of Contract - Consent Items

1. [M&C C-24916](#) - Approval of Community Facilities Agreement with A-S 104 Timberland Town Center, L.P., for Construction of Water and Sewer Improvements to Serve The Shops at Timberland with City Participation for the Water and Sewer Improvements in the Amount of \$30,995.39 (COUNCIL DISTRICT 2)
2. [M&C C-24917](#) - Authorize a Final Design and Commission Contract with Artist Mike Mandel for Seven Large-Scale Tile Murals for the Will Rogers Multi-Purpose Equestrian Facility on W.R. Watt Drive, Fort Worth, Texas, in the Amount of \$246,382.00 (COUNCIL DISTRICT 7)
3. [M&C C-24918](#) - Authorize Execution of a Professional Services Agreement with Garver, LLC, in the Amount of \$99,500.00 for Small Engineering Projects on an As-Needed Basis for the Aviation Department (COUNCIL DISTRICT 2)
4. [M&C C-24919](#) - Authorize a License Agreement with Fort Worth Symphony Orchestra Association for Use of the Fort Worth Botanic Garden for the Concerts in the Garden Series (COUNCIL DISTRICT 7)

XII. PRESENTATIONS BY THE CITY SECRETARY - CONSENT ITEMS

1. OCS - 1815 - Notice of Claims for Alleged Damages and/or Injuries

XIII. SPECIAL PRESENTATIONS, INTRODUCTIONS, ETC.

1. Presentation of Proclamation for National Missing Children's Day

XIV. ANNOUNCEMENTS BY CITY COUNCIL MEMBERS AND STAFF

1. Upcoming and Recent Events
2. Recognition of Citizens

XV. PRESENTATIONS BY THE CITY COUNCIL

1. Changes in Membership on Boards and Commissions

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

XVII. REPORT OF THE CITY MANAGER

A. Benefit Hearing - None

B. General

1. [M&C G-17280](#) - Approve Settlement of Lawsuit Entitled *Spirit of Prayer Community and Economic Development Corporation v. City of Fort Worth*, Cause No. 48-242097-09, in Tarrant County, Texas and Payment of \$141,500.00
2. [M&C G-17281](#) - Approve the Golf Enterprise Fund's Fiscal Year 2011 Gas-Related Revenue Expenditure Plan in the Amount of \$800,000.00 and Adopt Appropriation Ordinance (COUNCIL DISTRICTS 2, 3 and 8)
3. [M&C G-17282](#) - Conduct a Public Hearing and Adopt an Ordinance

Establishing Standards of Care for Youth Programs in the
Parks and Community Services Department for 2011 (ALL
COUNCIL DISTRICTS) **(PUBLIC HEARING)**

- a. Report of City Staff
- b. Citizen Presentations
- c. Council Action

C. Purchase of Equipment, Materials, and Services

- 1. [M&C P-11240](#) - Authorize the Purchase of Golf Turf Maintenance Equipment for the Parks and Community Services Department from Professional Turf Products, Limited Partnership, Using a National Intergovernmental Purchase Alliance Cooperative Contract for a Total Amount of \$329,687.00, Authorize Inter-Fund Loan and Adopt Appropriation Ordinance

D. Land - None

E. Planning & Zoning - None

F. Award of Contract

- 1. [M&C C-24920](#) - Authorize Execution of an Underground Pipeline License Agreement with Texas Midstream Gas Services, LLC., in the Amount of \$38,057.99 for a Natural Gas Pipeline Across City-Owned Property Located at 1701 Martin Luther King Freeway, Fort Worth, Texas, Also Known as Trinity River Levee (COUNCIL DISTRICT 8)
- 2. [M&C C-24921](#) - Authorize the Execution of an Encroachment Agreement with Carlyle/Cypress West 7th, LP, for the Construction of a Parking Structure Over an Alley at 2853 Crockett Street, Fort Worth, Texas (COUNCIL DISTRICT 9)
- 3. [M&C C-24922](#) - Authorize Execution of Amendment No. 1 to the Professional Services Agreement with Kimley-Horn and Associates, Inc., for Revision of the City's Standard Construction Specification Documents in the Amount of \$884,700.00 Increasing the Total Contract Amount to \$1,887,500.00
- 4. [M&C C-24923](#) - Authorize Execution of a Community Facilities Agreement with A-S 104 Timberland Town Center, L.P., with City Participation in the Amount of \$1,031,966.94 for the Construction of 450 Feet of North Beach Street North of Timberland Boulevard and 2,000 Feet of Timberland Boulevard East of North Beach Street and Adopt Appropriation Ordinance (COUNCIL DISTRICT 2)
- 5. [M&C C-24924](#) - Authorize Execution of Amendment No. 2 to City Secretary Contract No. 29095, Economic Development Program Agreement with Pier 1 Services Company to Change the Definition of Pier 1 Property as Described in the Agreement (COUNCIL DISTRICT 9)
- 6. [M&C C-24925](#) - Adopt a Resolution Authorizing Execution of a Funding Agreement with the Texas Department of Transportation

for the Litsey Road Widening in the Amount \$8,000,000.00, Authorize an Engineering Services Agreement with Halff Associates, Inc., for Design in the Amount of \$358,700.00, Approve the Transfer of \$1,600,000.00 from the Street Improvement 2008 Fund to the Grant Capital Project Fund and Adopt Appropriation Ordinance (COUNCIL DISTRICT 2)

7. [M&C C-24926](#)

- Adopt Supplemental Appropriation Ordinance Increasing Appropriations in the Culture and Tourism Fund in the Amount of \$502,852.00 and Decreasing the **Unaudited, Unreserved, Undesignated Culture and Tourism Fund Balance by the Same Amount** and Authorize the Execution of a Contract with Johnson Controls, Inc., to Upgrade the Air Conditioning and Heating System in the Coliseum Backstage Club at the Will Rogers Memorial Center (COUNCIL DISTRICT 7)

XVIII. CITIZEN PRESENTATIONS

XIX. EXECUTIVE SESSION (PRE-COUNCIL CHAMBER)

XX. 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. The Mayor, at his discretion, may reasonably extend these limits.

This facility is wheelchair accessible. For accommodations or sign interpretive services, please call the City Manager's Office at 817-392-6143, 48 hours in advance.



AUDIT AND FINANCE ADVISORY COMMITTEE

AGENDA

Thursday, May 26, 2011

3:00 p.m.

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

Council Member Jungus Jordan, Chair
Council Member Kathleen Hicks, Vice Chair
Mayor Pro Tem Danny Scarth
Carter Burdette, Council Member
John Stevenson, Citizen
Vickie Stevens, Citizen

Karen Montgomery, Assistant City Manager
Lena Ellis, Financial Management Services Director/CFO
Maleshia Farmer, Assistant City Attorney
Darlene Allen, City Auditor
Virginia Gomez, Recording Secretary

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- | | |
|---|--|
| 1. Call to Order/Welcome | Council Member Jungus Jordan, Chair |
| 2. Approval of Minutes from Meeting Held April 28, 2010 | Committee |
| 3. Update of Staffing Levels in the City Auditor's Office | Darlene Allen, City Auditor's Office |
| 4. Presentation of Employees' Retirement Fund Quarterly Performance Report | Ruth Ryerson, Executive Director
Employees' Retirement Fund |
| 5. Executive Session
The Audit and Finance Advisory Committee will conduct a closed meeting, as necessary, to seek the advice of its attorneys regarding the following 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: (i) legal issues concerning any current agenda items. | |
| 6. Future Agenda Items | Committee |
| 7. Next Meeting – Thursday, June 23, 2011, at 3:00 p.m. in the Pre-Council Chambers | |
| 8. Adjournment | |

Please Note: It is anticipated that additional members of the Fort Worth City Council may be attending the meeting for information-gathering purposes. Any members of the Council who are not on the Committee will not be deliberating or voting on any Committee agenda items.

ASSISTANCE AT THE PUBLIC MEETING

The Fort Worth City Hall and the Pre-Council Chambers are wheelchair accessible. Access to the building and special parking are available at the south end of City Hall off of Texas Street. Persons with disabilities who plan to attend this meeting and who may need auxiliary aids or services such as interpreters for persons who are deaf or hard of hearing, readers, or large print, are requested to contact Virginia Gomez at 817-392-1206, e-mail: Virginia.Gomez@fortworthgov.org, or call TDD 817-392-8856 at least two (2) working days prior to the meeting so that appropriate arrangements can be made.

**City of Fort Worth
Audit and Finance Advisory Committee
Minutes of the Meeting Held
April 28, 2011**

Committee Members Present:

Jungus Jordan, Council Member and Committee Chair
Kathleen Hicks, Council Member and Committee Vice Chair
Danny Scarth, Mayor Pro Tem and Committee Member
Carter Burdette, Council Member and Committee Member
Vickie Stevens, Citizen Appointee
John M. Stevenson, Citizen Appointee

Absent:

City Staff Present:

Tom Higgins, City Manager
Karen Montgomery, Assistant City Manager
Darlene Allen, City Auditor
Lena Ellis, FMS Director/CFO
Peter Vaky, Assistant City Attorney

Call to Order

Chair Jungus Jordan called the meeting to order.

Approval of Minutes

The first order of business was approving the minutes from the meeting of April 28, 2011. Mr. Scarth made a motion for approval and Ms. Stevens seconded the motion. The motion was approved.

**Review of Staffing Levels
in the City Auditor's
Office**

Darlene Allen, City Auditor's Office

Ms. Allen reported that in Fiscal Year 2008-09, there were a total of 16 positions, which included one clerical position. In addition, they had consultant funds of \$3900. The following year the 2009-10 budget included a reduction of two positions; however, one position was reinstated. A Sr. Auditor vacancy remained in place for the remainder of the year. Consultant funds were provided to compensate for the loss of the one position. This was commensurate with the salary rate of the lost position.

In FY 2010-11, staff was reduced by an entry level position. One of three vacant Sr. Auditor positions has been filled. One was vacant for 18 months and the other two have been open for five months. Consultant expenditures have increased, which includes a rollover of Deloitte & Touche funds. These funds were rolled over for this year to hire outside consultants. Currently, half of those funds remain at this point of the year.

Ms. Allen stated that the length of time it takes to fill a position has slowed down production. In comparison with other cities, all have trouble finding qualified candidates as this is not a highly sought after position. There are no sufficient budgeted funds in the personnel

City of Fort Worth
Audit and Finance Advisory Committee
Minutes of the Meeting Held
April 28, 2011

budget. Also, they are not able to do much for this year or next until budgetary demands are realigned.

Chair Jungus Jordan – Mr. Jordan asked that as the City was going through the budget process and are reducing positions, how would expertise positions play into the workload, and are there audits scheduled that need attention due to the inability to obtain necessary expertise.

Ms. Allen stated that the City Auditor's Office currently has a good group of consultants. They are working on grants in return for funds. The Internal Audit and Housing/Economic Development departments are working together.

Ms. Hicks stated that there had been problems in the past with HUD and wanted to make sure the City is working with HUD and that funds are being used correctly.

Ms. Allen suggested that she meet with Ms. Hicks individually with possible ideas

Mr. Jordan asked Ms. Allen to return next month to report on ideas of how the departments are working together. Mr. Jordan and Ms. Allen agreed that Internal Audit's responsibility for the oversight of the CAFR was a successful transition.

Ms. Stevens suggested that Ms. Allen check into campus recruitment and to use Deloitte & Touche as a training tool.

Mr. Stevenson asked Ms. Allen to return next month to report what the Internal Audit office needs in terms of the magnitude and/or possible losses.

**Update of Enterprise
Resource Planning (ERP)
Phase I**

Karen Montgomery, ACM
Gary Goforth, Financial Services Manager

Ms. Montgomery gave a brief history of the City's consultant, Salvaggio, Teal & Associates (STA). This vendor was hired in 2007 to gather and document all requirements for functioning of the system. They have identified over 3000 requirements for the Human Resources function alone.

Ms. Montgomery announced that the ERP Phase I project was moved under the leadership of Assistant City Manager Susan Alanis; the Equipment Services Department was moved under Ms. Montgomery; and the ERP Phase II project will remain under her stead as well.

City of Fort Worth
Audit and Finance Advisory Committee
Minutes of the Meeting Held
April 28, 2011

Mr. Goforth stated he will discuss three main elements of the Phase I project, 1) Review of background information, 2) Overview of the 90-day project plan, and 3) Beyond the 90-day plan.

The ERP Phase I project cost was authorized at \$18,524,000. Stabilization efforts total \$4,075,000 with an overall total of \$22,6M rounded. We have expended \$17,520,000 and the remaining balances total \$1,004,000. An amount of \$1,469,000 is available to allocate in future events. These totals are not 100% total costs as staff time is not calculated.

There are two contract partners: STA Consulting and eVerge Group of Texas. The eVerge Group provides system implementation services.

The current team structure is quite effective. The objective for the Police timekeeping is to optimize time collection for 2200 police employees. The Police Timekeeping went from 221 paycheck inquiries to 16 inquiries. The status of the Police Communication Backlog is based on 925 folders as of mid-March which results in 70% completion as of April 25, New Police Reconciliations started with 307 backlogs and has completed all folders. Regarding the Technical/ERP Support team, all IT Help Desk tickets were related to ERP issues. The ERP Support Team continues to attain the knowledge and experience to support state operations. Fire Reconciliation – the paychecks research and corrections are current. The Human Resources Team made significant progress, improved efficiency of benefits processing, timeliness of payroll processing and are implementing procedures in their own area.

Beyond the 90-Day Plan – We need to complete immediate priority issues as well as complete employee self service. The hiring of personnel is needed to replace consultants.

Mr. Goforth stated that ERP Phase II will be delayed a year. The post 90-day cost to be funded is \$865,000 and Grant Accounting and Account Mapping is estimated at \$60,000. These amounts are to be funded by existing appropriations.

**Cost Benefit Analysis for
ERP Phase I**

Mitt Salvaggio, STA Consulting

The Cost Benefit Analysis is associated with HR/Payroll, what the system is costing us and what type of benefits the City can achieve and how these compare over time.

Many of the systems are being replaced by ERP. We have City requirements that are not being met. Decision makers have difficulty in obtaining timely and accurate information. MARS was implemented in 1990 based on older technology, and the Fixed Assets Tracking System (FATS) has already failed.

**City of Fort Worth
Audit and Finance Advisory Committee
Minutes of the Meeting Held
April 28, 2011**

Other reasons for implementing the ERP system are standardization of business practices. These tools allow us to strengthen internal controls and enhance reporting across City government. Mr. Salvaggio stated that the life expectancy of the ERP system is a minimum of 20 years and upgrades will occur every 3-5 years. Other assumptions were made regarding staff and consulting costs.

Mr. Salvaggio provided a calculation of benefits:

- 1) Avoided cost due to consistent application of overtime policy
- 2) Employee Self Service – which allows City employees to perform common functions.
- 3) Avoiding cost by reducing other payroll errors which means going from manual process to automated process.

Total benefits add up to \$13,720,000 and project costs add up to \$22,599,000. The breakdown of annual support cost increases are \$1.8 million per year over a 10-year period.

**Update of Enterprise
Resource Planning (ERP)
Phase II**

Greg Jordan, Asst FMS Director

Mr. Jordan stated that the proposed start date for implementation of ERP Phase II shifted from October 2011 to October 2012. This was primarily due to the ongoing Phase I efforts as well as concerns raised by the Audit & Finance Committee and City Council.

When evaluating the move, the team reviewed guiding principles such as risk mitigation, cost/value of the overall project, schedule, and organizational change readiness. The Core financials have to be in conjunction with the City's fiscal year.

We are currently in pre-implementation phase. Phase IIB represents the Budget Development Module, Phase IIC represents the Enhanced eProcurement and Capital Projects. This is a 6.7 million dollar activity. The overall total for Phase II is \$48 million.

City Council will be briefed on May 3, 2011 on Phase II and in the summer of 2012, staff will return to City Council for consideration of moving forward with Phase II.

**Cost Benefit Analysis for
ERP Phase II**

Mitt Salvaggio, STA Consulting

The City currently spends \$1.3 million per year with external consultants to produce the CAFR. The net savings is an estimated \$698,000 per year and two positions in Finance.

The second benefit is the Decommissioning of the Mainframe. The City

City of Fort Worth
Audit and Finance Advisory Committee
Minutes of the Meeting Held
April 28, 2011

spends approximately \$836,000 per year on non-personnel related mainframe maintenance costs.

In summary for financials, total benefits are \$15 million over the 10-yr period, project cost is \$48 million, and the increased annual support cost is \$1.3 million per year. Project costs were taken for each phase and divided by the 20-yr useful life.

Mr. Stevenson stated that this project is a necessary enhancement and the City needs tools to be accurate and complete.

Ms. Stevens asked if the bids were out for the Phase II budget. Mr. Jordan replied that we are currently in final stages with negotiating the agreement. Prior to the delay of Phase II, we had anticipated seeking M&C's. We are working with that proposed vendor to extend the agreement to seek City Council authorization for the summer.

Chairman Jordan stated that it has been difficult for our staff to go through Payroll ERP; however, it is a necessary process that we have to be transparent and accountable to the City of Fort Worth.

Peter Vaky stated that there have been organizational changes in the Law Office and announced that Maleshia Farmer, Assistant City Attorney, will serve as Legal Counsel for the Audit & Finance Advisory Committee beginning in May 2011. Ms. Farmer has been an attorney for IT Solutions for the past seven years and Financial Management Services for the past three years, and is well suited for this position.

Executive Session	Not Required
Future Agenda Items	None
Next Meeting	Thursday, May 26, 2011 at 3:00 p.m. in the Pre Council Chamber
Adjournment	Meeting adjourned.



Updated May 19, 2011

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

May 24, 2011

8:30 a.m. Pre-Council Meeting

- o Briefing on Dallas/Fort Worth International Airport Approval of the 45th, 46th and 47th Supplemental Bond Ordinances [*Chris Poinsatte and Jeff Fegan, Dallas Fort Worth International Airport*]
- o Presentation of the 2010 Racial Profiling Report [*Chief Jeff Halstead, Police and Dr. Alex del Carmen, University of Texas at Arlington*]

May 26, 2011 (Thursday)

3:00 p.m. Audit and Finance Advisory Committee

May 30, 2010 (Monday)

City Hall Closed – Memorial Holiday

May 31, 2011

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

June 7, 2011 Monthly Zoning Meeting

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

Noon Local Development Corporation

Housing Finance Corporation

(Immediately following the LDC)

Housing and Economic Development Committee

(Immediately following the HFC)

3:00 p.m. Pre-Council Meeting

(Oaths of Office)



Updated May 19, 2011

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

June 7, 2011 *(continued)*

Continued Items:

- **ZC-11-006A** - City of Fort Worth Planning & Development, 2423 Clinton Avenue; from: “F” General Commercial to: “UR” Urban Residential (**Continued from May 10, 2011 by Council Member Espino**)
- **SP-10-008** - Champions Auto Sales Co. 2004-2024 Jacksboro Highway; Site plan amendment to PD-821 to add additional parking for vehicle sales. (**Continued from May 10, 2011 by Council Member Espino**)
- o Briefing on Transportation Utility [*Fernando Costa, City Manager’s Office*]
- o Review Proposed Criteria for City Council Redistricting [*Dana Burghdoff, Planning and Development*]

June 14, 2011

*1:00 p.m. Infrastructure & Transportation Committee
3:00 p.m. Pre-Council Meeting*

June 16, 2011 *(Thursday)*

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

June 21, 2011

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



Updated May 19, 2011

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

June 23, 2011 ***(Thursday)***

3:00 p.m. Audit and Finance Advisory Committee

June 28, 2011

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

July 4, 2010 ***(Monday)***

City Hall Closed – Fourth of July Holiday

July 5, 2011 ***Monthly Zoning Meeting***

11:00 a.m. Legislative and Intergovernmental Affairs Committee (cancelled)

1:00 p.m. Housing and Economic Development Committee (cancelled)

3:00 p.m. Pre-Council Meeting (cancelled)

July 12, 2011

1:00 p.m. Infrastructure & Transportation Committee

***3:00 p.m. Pre-Council Meeting
(Oaths of Office)***

July 19, 2011

8:30 a.m. Pre-Council Meeting



Updated May 19, 2011

City of Fort Worth
City Council Pre-Council Agenda Calendar

July 26, 2011

8:30 a.m. Pre-Council Meeting

July 28, 2011 *(Thursday)*

3:00 p.m. Audit and Finance Advisory Committee



City Council Meeting of May 17, 2011
Staff Action Tracking

1

**CITY OF FORT WORTH, TEXAS
REGULAR CITY COUNCIL MEETING
MAY 17, 2011**

Present:

Mayor Mike Moncrief
Mayor Pro tem Daniel Scarth, District 4
Council Member Salvador Espino, District 2
Council Member W. B. "Zim" Zimmerman, District 3
Council Member Frank Moss, District 5
Council Member Jungus Jordan, District 6
Council Member Carter Burdette, District 7
Council Member Kathleen Hicks, District 8
Council Member Joel Burns, District 9

Staff Present:

Tom Higgins, Interim City Manager
Sarah Fullenwider, City Attorney
Marty Hendrix, City Secretary

I. CALL TO ORDER

With a quorum of the City Council Members present, Mayor Moncrief called the regular session of the Fort Worth City Council to order at 10:23 a.m., on Tuesday, May 17, 2011, in the City Council Chamber of the Fort Worth City Hall, 1000 Throckmorton Street, Fort Worth, Texas 76102.

II. INVOCATION - Reverend Jack Crane, Truevine Missionary Baptist Church

The invocation was provided by Reverend Jack Crane, Truevine Missionary Baptist Church.

III. PLEDGE OF ALLEGIANCE

The Pledge of Allegiance was recited.

IV. CONSIDERATION OF MINUTES OF CITY COUNCIL TOUR OF WATER RECLAMATION FACILITY AND AWARDS CEREMONY AND OF REGULAR MEETING OF MAY 10, 2011

Motion: Council Member Zimmerman made a motion, seconded by Mayor Pro tem Scarth, that the minutes of the City Council Tour of the Village Creek Water Reclamation Facility and Awards Ceremony and of the regular meeting of May 10, 2011, be approved. The motion carried unanimously nine (9) ayes to zero (0) nays.

V. ITEMS TO BE WITHDRAWN FROM THE CONSENT AGENDA

There were no items to be withdrawn from the Consent Agenda.

VI. ITEMS TO BE CONTINUED OR WITHDRAWN BY STAFF

Interim City Manager Higgins requested that Mayor and Council Communication Nos. P-11234 be withdrawn from consideration and replaced with P-11234 (Revised) and L-15180 be withdrawn from consideration and replaced with L-15180 (Revised).

VII. CONSENT AGENDA

Motion: Mayor Pro tem Scarth made a motion, seconded by Council Member Espino, that the Consent Agenda be approved. The motion carried unanimously nine (9) ayes to zero (0) nays.

A. General - Consent Items

1. M&C G-17275 - Adopt a Resolution Establishing a Neighborhood Empowerment Zone Tax Abatement Policy.

The City Council approved the following recommendation: That the City Council Adopt Resolution No. 3986-05-2011 Providing That the City of Fort Worth ("City") Elects to be Eligible to Participate in Property Tax Abatement as Authorized by Texas Property Redevelopment and Tax Abatement Act, Chapter 312, of the Texas Property Tax Code and Establishing a Neighborhood Empowerment Zone Tax Abatement Policy Governing Subsequent Tax Abatement Agreements for Properties Located in a Neighborhood Empowerment Zone, Exhibit A to the Resolution, Entitled City of Fort Worth Neighborhood Empowerment Zone (NEZ) Tax Abatement Policy and Basic Incentives.

2. M&C G-17276 - Authorize Acceptance of the Fiscal Year 2011 Allocation Payment from the Law Enforcement Officer Standards and Education Program in the Amount of \$100,199.87 and Adopt Appropriation Ordinance.

The City Council approved the following recommendation: Authorize the Acceptance of the Fiscal Year 2011 Allocation Payment From the Law Enforcement Officer Standards and Education Program in the Amount of \$100,199.87; and Adopt Appropriation Ordinance No. 19683-05-2011 Increasing the Estimated Receipts and Appropriations in the Special Trust Fund, Subject to Receipt of Funds From the Law Enforcement Officer Standards and Education Program, for the Purpose of Funding Continuing Education and Training Within the Police Department.

(VII. CONSENT AGENDA Continued)

3. M&C G-17277 - Authorize the Provision of Water and Sewer Service at 1.25 Times the Retail Rate to Southwest Christian School, Inc., Located at 7001 Benbrook Lake Drive in Tarrant County Outside of the Fort Worth City Limits Pursuant to City Code Section 35-60B Uses Outside City.

The City Council approved the following recommendation: Authorize the Water Department to Provide Water and Sewer Service at 1.25 Times the Retail Rate to Southwest Christian School, Inc., Located at 7001 Benbrook Lake Drive; and Authorize the City Manager to Execute an Agreement for Such Services.

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

1. M&C P-11235 - Authorize a Sole Source Purchase Agreement with IDEXX Distribution, Inc., a Wholly-Owned Subsidiary of IDEXX Laboratories, Inc., to Provide Microbiological Supplies for the Water Department for an Annual Amount of \$79,133.00.

The City Council approved the following recommendation: Authorize a Sole Source Purchase Agreement With IDEXX Distribution, Inc., a Wholly-Owned Subsidiary of IDEXX Laboratories, Inc., to Provide Microbiological Supplies for the Water Department for an Annual Amount of \$79,133.00.

C. Land - Consent Items

1. M&C L-15182 - Authorize the Conveyance of 18.73 Acres Located in the Centreport Area to CentrePort Venture, Inc., and Accept and Record Permanent Avigation Easement and Release from CentrePort Venture, Inc.

The City Council approved the following recommendation: Authorize the City Manager to Execute a General Warranty Deed Conveying Property Described as 18.73 Acres in the Vincent J. Hutton Survey, A-681, City of Fort Worth, Tarrant County, Texas, to Centreport Venture, Inc.; and Authorize the Acceptance, Filing and Recording by the City of an Avigation Easement and Release From Centreport Venture, Inc., Covering the Property Conveyed in Favor of the Cities of Dallas and Fort Worth and the Dallas/Fort Worth Regional Airport Board.

D. Planning & Zoning - Consent Items

1. M&C PZ-2936 - Adopt Ordinance Vacating an Alley in Block 13, Chamberlin Arlington Heights Second Filing, from Hulen Street to Kenley Street.

(VII. CONSENT AGENDA Continued)

(PZ-2936 Continued)

The City Council approved the following recommendation: Adopt Ordinance No. 19684-05-2011 Vacating and Extinguishing a 16 Foot Wide Alley Right-of-Way, From Hulen Street to Kenley Street, Located in Block 13, Chamberlin Arlington Heights, Second Filing Addition, an Addition to the City of Fort Worth, Tarrant County, Texas; and Containing Approximately 7,675 Square Feet of Land More or Less; Providing for Reversion of Fee in Said Land; Providing That the City Shall Retain all Existing Utilities Easements; and Waive any and all Purchase Fee Value of the Vacated Land in Accordance With City Policy (Mayor and Council Communication No. 15624).

E. Award of Contract - Consent Items

1. M&C C-24905 - Authorize Execution of Contracts and Interdepartmental Letters of Agreement to Extend Public Service Programs Funded by Community Development Block Grant, Emergency Shelter Grant and Housing Opportunities for Persons with AIDS Grant Funds from June through September of 2011.

The City Council approved the following recommendation: Authorize the City Manager or his Designee to Execute Contracts or Interdepartmental Letters of Agreement to Extend Public Service Programs Funded With Community Development Block Grant, Emergency Shelter Grant and Housing Opportunities for Persons With AIDS Grant Funds for the Period From June to September 2011; and Authorize the City Manager or his Designee, to Amend the Contracts or Letter Agreements, if Necessary, to Achieve Program Goals, Provided any Amendment is Within the Scope of the Program and in Compliance With all Applicable Laws and Regulations Governing the use of Federal Grant Funds.

2. M&C C-24906 - Authorize the Change in Use and Expenditure of \$585,609.85 in Community Development Block Grant Funds for Payment on the Evans/Rosedale Section 108 Loan and Authorize a Substantial Amendment to the City's 2010-2011 Action Plan.

The City Council approved the following recommendation: Authorize a Substantial Amendment to the City's 2010-2011 Action Plan; and Authorize the Change in use and Expenditure of \$585,609.85 in Community Development Block Grant Funds to Repay Principal and Interest for the Evans/Rosedale Section 108 Loan.

3. M&C C-24907 - Approve Acceptance of Weatherization Assistance Program Grant Funds in an Amount Not to Exceed \$1,528,555.00 from the Texas Department of Housing and Community Affairs, Authorize Related Contracts, Authorize Waiver of Indirect Costs and an Interfund Loan and Adopt Appropriation Ordinance.

(VII. CONSENT AGENDA Continued)

(C-24907 Continued)

The City Council approved the following recommendation: Accept Weatherization Assistance Program Grant Funds in an Amount Not to Exceed \$1,528,555.00 and Authorize the City Manager or his Designee to Execute Two (2) Contracts With the Texas Department of Housing and Community Affairs for Program Year April 1, 2011, Through March 31, 2012, as Follows:

Department of Energy	\$321,042.00
Low Income Housing Energy Assistance Program	1,207,513.00
Total	\$1,528,555.00

4. M&C C-24908 - Ratify the Application for and Authorize Acceptance of Grant funds in the Amount of \$14,000.00 from the Texas Department of Transportation for the Click It or Ticket Selective Traffic Enforcement Program, Authorize the Execution of a Related Contract with the Texas Department of Transportation and Adopt Appropriation Ordinance.

The City Council approved the following recommendation: Ratify the Application for Grant Funding in the Amount of \$14,000.00 From the Texas Department of Transportation (TxDOT) to Operate the Click It or Ticket Selective Traffic Enforcement Program; Authorize the City Manager to Accept, if Awarded, the Grant Funds from TxDOT; Authorize the City Manager to Execute a Contract With TxDOT to Operate One (1) Enforcement Period Under the Click It or Ticket Selective Traffic Enforcement Program; and Adopt Appropriation Ordinance No. 19686-05-2011 Increasing the Estimated Receipts and Appropriations in the Grants Fund, Subject to Receipt of the Grant, for the Purpose of Funding the Program.

5. M&C C-24909 - Authorize Amendment No. 4 to City Secretary Contract No. 39252 in the Amount of \$369,544.82 with Jacobs Engineering Group, Inc., for Construction Management Services Associated with the Construction of the Earthwork Package No. 3 of the Alliance Runway Extension.

The City Council approved the following recommendation: Authorize Amendment No. 4 to City Secretary Contract 39252 in the Amount of \$369,544.82 With Jacobs Engineering Group, Inc., for Construction Management Services for Construction Support Services, Material Testing and Quality Assurance Surveying Associated With the Construction of the Earthwork Package No. 3 of the Alliance Runway Extension Project. The Total Fee Paid by the City for all Work and Services Shall Not Exceed the Sum of \$2,760,084.33.

(VII. CONSENT AGENDA Continued)

6. M&C C-24910 - Authorize Execution of a Second Five Year Lease Extension of City Secretary Contract No. 11963 with Atkinson, Francis and Welch for Unimproved Ground Lease Site 34-S at Fort Worth Meacham International Airport.

The City Council approved the following recommendation: Authorize the City Manager to Execute a Second Five (5) Year Lease Extension With Atkinson, Francis and Welch for Unimproved Ground Lease Site 34-S at Fort Worth Meacham International Airport.

7. M&C C-24911 - Amend Mayor and Council Communication C-23613 Authorizing Expenditures Under City Secretary Contract No. 38782 for Notification Services by Texas Excavation Safety System, Inc., to Change the Not to Exceed Amount from \$80,000.00 to \$240,000.00.

The City Council approved the following recommendation: Authorize the City Manager to Amend Mayor and Council Communication No. C-23613 Authorizing a Contract With Texas Excavation Safety System, Inc., to Provide the Water Department Notification Services to Change the Not to Exceed Amount From \$80,000.00 to \$240,000.00.

8. M&C C-24912 - Rescind Award of Contract to Laughley Bridge and Construction, Inc., for Sanitary Sewer Rehabilitation Contract 56, Part 2 and Authorize Execution of a Contract in the Amount of \$696,387.00 with Conatser Construction TX, LP, for Sanitary Sewer Rehabilitation Contract 56, Part 2 on Portions of West Peter Smith Street, West Cannon Street, West Leuda Street, West Terrell Avenue, College Avenue, Alston Avenue and Lipscomb Street and Adopt Appropriation Ordinance.

The City Council approved the following recommendation: Authorize the City Manager to Rescind the Award of Contract to Laughley Bridge and Construction, Inc., for Sanitary Sewer Rehabilitation Contract 56, Part 2; Authorize the Transfer of \$30,570.00 From the Water and Sewer Operating Fund to the Sewer Capital Projects Fund; Adopt Appropriation Ordinance No. 19687-05-2011 Increasing the Estimated Receipts and Appropriations in the Sewer Capital Projects Fund From Available Funds, for the Purpose of Funding the Contract; and Authorize the City Manager to Execute a Contract in the Amount of \$696,387.00 With Conatser Construction TX, LP., for Sanitary Sewer Rehabilitation Contract 56, Part 2 on West Peter Smith Street From Fulton Street to 130 Feet East of South Henderson Street; West Cannon Street From Lipscomb Street to 240 Feet East of College Avenue; West Leuda Street From Lipscomb Street to College Avenue; West Terrell Avenue From Alston Avenue to College Avenue; College Avenue From 170 Feet South of West Cannon Street to 100 Feet North of West Terrell North Avenue; College Avenue From West Terrell Avenue to 140 Feet North of West Rosedale Street; Alston Avenue From West Leuda Street to 100 Feet North of West Rosedale Street; Lipscomb Street From West Terrell Avenue to 450 Feet North of West Rosedale Street.

(VII. CONSENT AGENDA Continued)

VIII. PRESENTATIONS BY THE CITY SECRETARY - CONSENT ITEMS

1. OCS -1814 - Notice of Claims for Alleged Damages and/or Injuries

End of Consent Agenda.

IX. SPECIAL PRESENTATIONS, INTRODUCTIONS, ETC.

1. Presentation on the Mayor's Summer Reading Challenge 2011

Ms. Shela Scullock, Assistant Director, Fort Worth Public Library, stated that the summer reading program was over 40 years old and advised that Mayor Moncrief would make the presentation.

Mayor Moncrief presented the 2011 Summer Reading Challenge and stated this was a Fort Worth family literacy program that was open to residents of all ages, made available through the Fort Worth Library. He "opened the book" on summer reading by unveiling a 7-foot tall book to kick-off the Challenge. He further stated that this year's theme for the summer reading program, which would run from May 21, 2011 through July 31, 2011, was "Deep in the Heart of Texas" and served as a reminder to everyone that books were deep in the heart of Texans, as well as, a reminder to keep a healthy heart. He pointed out that the summer reading program was made possible through donations and support by the Fort Worth Public Library Foundation and the Friends of the Fort Worth Public Library and that anyone could sign up for the program just by visiting any Fort Worth library. He expressed appreciation to the honorary co-chairs Ms. Deborah Ferguson, Channel 5, and Mr. Bob Ray Sanders, *Fort Worth Star-Telegram*, for their support and commitment to the Fort Worth Public Library and the literacy cause.

2. Presentation of Proclamation for Crowne Plaza Invitational at Colonial's the Place to Meet Week

Mayor Moncrief and Council Member Zimmerman presented a Proclamation for the Crowne Plaza Invitational at Colonial's the Place to Meet Week to Mr. Chuck Sherer, Tournament Chair, Crowne Plaza Invitational at Colonial.

Mayor Moncrief stated that Colonial Country Club was founded in 1936 by J. Marvin Leonard and had matured into a great Fort Worth institution that was recognized as being the location of one of the foremost golf courses in the world. He further stated that Crowne Plaza Hotels and Resorts was the Official Hotel of the PGA TOUR and since 2007 had partnered with Colonial Country Club to host the Crowne Plaza Invitational at Colonial, a PGA TOUR event. He also advised that the Crowne Plaza Invitational at Colonial met the needs of local Tarrant County charities by generating more than \$40

(IX. SPECIAL PRESENTATIONS, INTRODUCTIONS, ETC. #2 Continued)

million for charities over the last 20 years and was expected to generate more than \$6 million for charities in 2011. He pointed out that in addition to meeting the interests of the local community with an annual economic impact of over \$33 million, the Crowne Plaza Invitational at Colonial was the longest running PGA TOUR event at the same venue.

Mr. Sherer introduced Jeff Moten, Colonial Country Club President, and expressed appreciation to the Mayor and Council Members for the Proclamation and the support and to the community and volunteers who helped make the tournament memorable each year.

Council Member Zimmerman also advised that there was a strong military personnel presence at the event each year which was supported by 1,000 volunteers, including 500 Marshals.

3. Presentation of Proclamation for Fort Worth Cats Baseball Day

Council Member Espino presented the Proclamation for Fort Worth Cats Baseball Day to Mr. Dick Smith, General Manager, Fort Worth Cats Baseball Club. He stated that Fort Worth was the proud home of the Fort Worth Cats baseball organization which had provided family fun and entertainment for more than a century. He further stated that a public/private partnership between the City of Fort Worth and the Fort Worth Cats baseball organization had been formed to promote the idea that all homeless pets deserved a loving home. He advised that this partnership had resulted in a season-long schedule of events where homeless pets from the Fort Worth Animal Shelter were displayed at home games to provide an opportunity for baseball fans to adopt a new family member. He pointed out that the City was excited about the start of a new Cats baseball season and encouraged all area residents to visit La Grave Field to participate in another winning season and help support the adoption of Fort Worth shelter pets.

Mr. Smith expressed appreciation to the Mayor and Council Members for the Proclamation and the support of the organization and stated he looked forward to a great season.

Mayor Moncrief wished Mr. Smith and the Fort Worth Cats good luck with their baseball season and expressed appreciation for the great partnership.

X. ANNOUNCEMENTS BY CITY COUNCIL MEMBERS AND STAFF

1. Upcoming and Recent Events

Council Member Burdette announced the Botanical Research Institute of Texas (BRIT) Grand Opening would be held on May 21, 2011, from 10:00 a.m. to 6:00 p.m., at the new facility located at 1700 University Drive. He stated that during this grand opening event, visitors could enjoy music, festivities and discover how BRIT shared knowledge about the plant world and enhanced life for all living things.

(X. ANNOUNCEMENTS BY CITY COUNCIL MEMBERS AND STAFF #1 Continued)

Council Member Hicks announced that the Fort Worth Business Assistance Center (BAC) was celebrating Small Business Week, May 16 through 20, 2011, with a business plan competition entitled “Getting to the Next Level. She stated that business owners would compete for cash, donated products and in-kind services totaling over \$25,000. She added that the application process would begin on May 18, 2011, and for more information to contact www.fwbac.com. She also expressed appreciation to Wells Fargo, who donated \$15,000.00, and other volunteers from Home Depot, the Code Compliance Department staff and many other community volunteers who assisted with the clean up on the south side of Fort Worth around Elmwood Avenue. She pointed out that the \$15,000.00 donation by Wells Fargo was for the continued clean up of this area. She also announced that she attended the Texas Wesleyan University graduation ceremony on May 13, 2011, and stated that the event was a wonderful ceremony and very diverse. She further advised that Mr. Daniel Denton, graduate, Texas Wesleyan School of Law, attained the highest score on the Texas Bar Exam in February 2011, which was a first for the university and very prestigious. She also congratulated Council District 8 Aide Will Trevino, who received his Master of Laws (LL.M.) in Estate Planning and Elder Law from Western New England College School of Law and also extended congratulations to his wife who graduated from Texas Woman’s University.

Council Member Burns announced that May 16 through 20, 2011, was National Bike to Work week and pointed out that May 20, 2011, was Fort Worth Bike to Work Day. He advised that he would ride his bicycle to work and encouraged everyone to do the same. He also congratulated all of the Council Members who were re-elected at the May 14, 2011, General Election.

Mayor Moncrief also congratulated all of the Council Members who were re-elected at the May 14, 2011, General Election and stated that this was a statement of support and confidence in the Council Members, the staff and City. He also added that the voter turnout was disappointing.

2. Recognition of Citizens

There were no citizens recognized at this time.

XI. PRESENTATIONS BY THE CITY COUNCIL

1. Changes in Membership on Boards and Commissions

There were no changes in membership 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. REPORT OF THE CITY MANAGER

C. Purchase of Equipment, Materials, and Services

1. M&C P-11228 - Authorize a Purchase Agreement with Dealers Electrical Supply Co. for Cobra Head Streetlight Luminaries for the Transportation and Public Works Department for an Initial Annual Amount of \$643,400.00. (Continued from a Previous Meeting)

The recommendation was that the City Council Authorize a Purchase Agreement With Dealers Electrical Supply Co, for Cobra Head Streetlight Luminaries for the Transportation and Public Works Department for an Initial Annual Amount of \$643,400.00.

Motion: Mayor Pro tem Scarth made a motion, seconded by Council Member Jordan, that Mayor and Council Communication No. P-11228 be approved. The motion carried unanimously nine (9) ayes, to zero (0) nays.

2. M&C P-11234 - Adopt Supplemental Appropriation Ordinance Increasing Appropriations in the Information Systems Fund by \$4,351,399.39 and Decreasing the Unaudited, Unreserved, Undesignated Information Systems Fund Balance by the Same Amount, Transfer Funds to the Information Systems Capital Projects Fund, Authorize a Twelve Year Lease/Purchase Agreement for an Initial Amount of \$52,216,792.68 with Motorola Inc., for Equipment and Professional Services Using a Houston-Galveston Area Contract for an Initial Annual Amount of \$4,351,399.39 and Adopt Appropriation Ordinance. (Continued from a Previous Meeting)

It was the consensus of the City Council that Mayor and Council Communication No. P-11234 be withdrawn from consideration.

3. M&C P-11234 - (Revised) Adopt Supplemental Appropriation Ordinance Increasing Appropriations in the Information Systems Fund by \$4,351,399.39 and Decreasing the Unaudited, Unreserved, Undesignated Information Systems Fund Balance by the Same Amount, Transfer Funds to the Information Systems Capital Projects Fund, Authorize a System Purchase Agreement and a Twelve Year Lease/Purchase Agreement in the Amount of \$52,216,792.68 with Motorola Solutions, Inc., for Equipment and Professional Services Using a Houston-Galveston Area Contract for an Annual Amount of \$4,351,399.39 and Adopt Appropriation Ordinance.

The recommendation was that the City Council Adopt a Supplemental Appropriation Ordinance Increasing the Estimated Receipts and Appropriations in the Information Systems Fund in the Amount of \$4,351,399.39 and Decreasing the Unaudited, Unreserved, Undesignated Fund Balance by the Same Amount, for the Purpose of Transferring Said Funds to the Information Systems Capital Projects Fund for Public Safety and Public Works Radio Communications System Replacement; Authorize the Transfer of Funds From the Information Systems Fund to the Information Systems Capital Projects

(P-11234 Continued)

Fund, for Radio System Replacement; Adopt an Appropriation Ordinance Increasing the Estimated Receipts and Appropriations in the Information Systems Capital Projects Fund From Available Funds, for the Purpose of Funding the Public Safety and Public Works Radio Communications System Replacement; and Authorize a System Purchase Agreement and a 12 Year Lease/Purchase Agreement in the Amount of \$52,216,792.68 With Motorola Solutions, Inc., for Equipment and Professional Services Using Houston-Galveston Area Contract Number RA01-08 for an Annual Amount of \$4,351,399.39.

Motion: Council Member Zimmerman made a motion, seconded by Mayor Pro tem Scarth, that Mayor and Council Communication No. P-11234 (Revised) be approved and Supplemental Appropriation Ordinance No. 19688-05-2011 and Appropriation Ordinance No. 19689-05-2011 be adopted. The motion carried unanimously nine (9) ayes, to zero (0) nays.

D. Land

1. M&C L-15180 - Authorize the Sale of Twenty Seven Tax-Foreclosed Properties in Accordance with Section 272.001 of the Texas Local Government Code and Section 34.05 of the Texas Property Tax Code for a Total Amount of \$53,073.01. (Continued from a Previous Meeting)

It was the consensus of the City Council that Mayor and Council Communication No. L-15180 be withdrawn from consideration.

2. M&C L-15180 - (Revised) Authorize the Sale of Twenty Three Tax-Foreclosed Properties in Accordance with Section 272.001 of the Texas Local Government Code and Section 34.05 of the Texas Property Tax Code for a Total Amount of \$31,433.21.

The recommendation was that the City Council Authorize the Sale of 23 Tax-Foreclosed Properties in Accordance With Section 272.001 of the Texas Local Government Code and Section 34.05 of the Texas Property Tax Code for a Total of \$31,433.21; and Authorize the City Manager, or his Designee, to Execute and Record the Appropriate Instruments Conveying the Properties to the Highest Bidders in Compliance With the Bid Form Specifications to Complete the Sales.

Motion: Council Member Moss made a motion, seconded by Council Member Espino, that Mayor and Council Communication No. L-15180 (Revised) be approved. The motion carried unanimously nine (9) ayes, to zero (0) nays.

3. M&C L-15183 - Adopt Appropriation Ordinance to Authorize the Use of Gas Well Revenues in the Amount of \$2,194,800.00 for the Acquisition of Rights-of-Way and Easements and for the Construction of the Thompson Road Project.

The recommendation was that the City Council Adopt an Appropriation Ordinance Increasing the Estimated Receipts and Appropriations in the Transportation Public Works Gas Well Revenues Fund in the Amount of \$2,194,800.00, From Available Funds, for the Purpose of Funding Construction on Thompson Road and the Acquisition of Rights-of-Way and Easements Related to the Thompson Road Project.

Motion: Mayor Pro tem Scarth made a motion, seconded by Council Member Burdette that Mayor and Council Communication No. L-15183 be approved and Appropriation Ordinance No. 19690-05-2011 be adopted. The motion carried unanimously nine (9) ayes, to zero (0) nays.

City Secretary Hendrix advised that Mayor and Council Communication Nos. L-15184, L-15185, L-15186, L-15187, L-15188, L-15189, L-15190 and L-15191, all pertained to the Thompson Road Project and would be considered under one (1) motion.

4. M&C L-15184 - Authorize the Purchase of a Fee Simple Interest in 0.0305 Acres of Land for Right-of-Way Located at 3599 Thompson Road from David and Pamela Christensen for a Total Amount of \$5,850.00 and Pay Costs of \$4,250.00.

The recommendation was that the City Council Authorize the Purchase of a Fee Simple Interest in 0.0305 Acre of Land for Right-of-Way Located at 3599 Thompson Road, Fort Worth, Texas, Described as Abstract No. 1611, Tract 2B08A, Charles C. Whyte Survey, From David and Pamela Christensen in the Amount of \$5,850.00; Find That the Price of \$5,850.00 Offered for the Purchase of the Right-of-Way and \$2,250.00 for Associated Seller Costs is Just Compensation; and Authorize the City Manager or his Designee to Accept the Conveyance and Record the Appropriate Instruments in the Amount of \$8,100.00 and to Pay Closing Costs Up to \$2,000.00.

5. M&C L-15185 - Authorize the Purchase of a Fee Simple Interest in 0.0429 Acres of Land for Right-of-Way Located at 3625 Thompson Road from Dale and Shelly Heflin for a Total Amount of \$7,600.00 and Pay Costs of \$3,850.00.

The recommendation was that the City Council Authorize the Purchase of a Fee Simple Interest in 0.0429 Acre of Land for Right-of-Way Located at 3625 Thompson Road, Fort Worth, Texas, Described as Abstract No. 1611, Tract 2B05, Charles C. Whyte Survey, From Dale and Shelly Heflin in the Amount of \$7,600.00; Find That the Price of \$7,600.00 Offered for the Purchase of the Right-of-Way and \$1,850.00 for Associated Seller Costs is Just Compensation; and Authorize the City Manager or his Designee to Accept the Conveyance and Record the Appropriate Instruments in the Amount of \$9,450.00 and to Pay Closing Costs Up to \$2,000.00.

6. M&C L-15186 - Authorize the Purchase of a Fee Simple Interest in 0.0193 Acres of Land for Right-of-Way Located at 3775 Thompson Road from Jacklyn Williams Messer for a Total Amount of \$2,500.00 and Pay Costs of \$2,350.00.

The recommendation was that the City Council Authorize the Purchase of a Fee Simple Interest in 0.0193 Acre of Land for Right-of-Way Located at 3775 Thompson Road, Fort Worth, Texas, Described as Abstract No. 1611, Tract 2B01, Charles C. Whyte Survey, From Jacklyn Williams Messer in the Amount of \$2,500.00; Find That the Price of \$2,500.00 Offered for the Purchase of the Right-of-Way and \$850.00 for Associated Seller Costs is Just Compensation; and Authorize the City Manager or his Designee to Accept the Conveyance and Record the Appropriate Instruments in the Amount of \$3,350.00 and to Pay Closing Costs Up to \$1,500.00.

7. M&C L-15187 - Authorize the Purchase of a Fee Simple Interest in 0.0168 Acres of Land for Right-of-Way Located at 3781 Thompson Road from Michael and Mary Mitchell for a Total Amount of \$2,200.00 and Pay Costs of \$2,050.00.

The recommendation was that the City Council Authorize the Purchase of a Fee Simple Interest in 0.0168 Acre of Land for Right-of-Way Located at 3781 Thompson Road, Fort Worth, Texas, Described as Abstract No. 1611, Tract 2B03, Charles C. Whyte Survey, From Michael and Mary Mitchell in the Amount of \$2,200.00; Find That the Price of \$2,200.00 Offered for the Purchase of the Right-of-Way and \$850.00 for Associated Seller Costs is Just Compensation; and Authorize the City Manager or his Designee to Accept the Conveyance and Record the Appropriate Instruments in the Amount of \$3,050.00 and to Pay Closing Costs Up to \$1,200.00.

8. M&C L-15188 - Authorize the Purchase of a Fee Simple Interest in 0.0042 Acres of Land for Right-of-Way Located at 8100 Old Denton Road from NDG Old Denton LLC., for a Total Amount of \$500.00 and Pay Costs of \$1,650.00.

The recommendation was that the City Council Authorize the Purchase of a Fee Simple Interest in 0.0042 Acre of Land for Right-of-Way Located at 8100 Old Denton Road, Fort Worth, Texas, Described as Lot 1, Block A, the Residences at Old Denton Addition, From NDG Old Denton LLC., in the Amount of \$500.00; Find That the Price of \$500.00 Offered for the Purchase of the Right-of-Way and \$650.00 for Associated Seller Costs is Just Compensation; and Authorize the City Manager or his Designee to Accept the Conveyance and Record the Appropriate Instruments in the Amount of \$1,150.00 and to Pay Closing Costs Up to \$1,000.00.

9. M&C L-15189 - Authorize the Purchase of a Fee Simple Interest in 0.0643 Acres of Land for Right-of-Way Located at 8107 Old Denton Road for the Thompson Road Project from Basem and Riad Nimri for a Total Amount of \$14,025.00 and Pay Costs of \$3,150.00.

The recommendation was that the City Council Authorize the Purchase of a Fee Simple Interest in 0.0643 Acre of Land for Right-of-Way Located at 8107 Old Denton Road, Fort Worth, Texas, Described as Abstract No. 1498, Tract 4C, William W. Thompson Survey, From Basem and Riad Nimri, in the Amount of \$14,025.00; Find That the Price of \$14,025.00 Offered for the Purchase of the Right-of-Way and \$650.00 for Associated Seller Costs is Just Compensation; and Authorize the City Manager or his Designee to Accept the Conveyance and Record the Appropriate Instruments in the Amount of \$14,675.00 and to Pay Closing Costs Up to \$2,500.00.

10. M&C L-15190 - Authorize the Purchase of a Fee Simple Interest in 0.0127 Acres of Land for Right-of-Way Located at 3789 Thompson Road from the International Church of The Foursquare Gospel Also Known as Northcreek Foursquare Church for a Total Amount of \$1,900.00 and Pay Costs of \$1,850.00.

The recommendation was that the City Council Authorize the Purchase of a Fee Simple Interest in 0.0127 Acre of Land for Right-of-Way Located at 3789 Thompson Road, Fort Worth, Texas, Described as Abstract No. 1611, Tract 2B02, Charles C. Whyte Survey, From International Church of the Foursquare Gospel Also Known as Northcreek Foursquare Church in the Amount of \$1,900.00; Find That the Price of \$1,900.00 Offered for the Purchase of the Right-of-Way and \$650.00 for Associated Seller Costs is Just Compensation; and Authorize the City Manager or his Designee to Accept the Conveyance and Record the Appropriate Instruments in the Amount of \$2,550.00 and to Pay Closing Costs Up to \$1,200.00.

11. M&C L-15191 - Authorize the Purchase of a Fee Simple Interest in 0.0317 Acres of Land for Right-of-Way Located on Thompson Road from Stewart Thomas for a Total Amount of \$5,000.00 and Pay Costs of \$3,350.00.

The recommendation was that the City Council Authorize the Purchase of a Fee Simple Interest in 0.0317 Acre of Land for Right-of-Way Located on Thompson Road, Fort Worth, Texas, Described as Abstract No. 1611, Tract 2B06, Charles C. Whyte Survey, From Stewart Thomas in the Amount of \$5,000.00; Find That the Price of \$5,000.00 Offered for the Purchase of the Right-of-Way and \$1,350.00 for Associated Seller Costs is Just Compensation; and Authorize the City Manager or his Designee to Accept the Conveyance and Record the Appropriate Instruments in the Amount of \$6,350.00 and to Pay Closing Costs Up to \$2,000.00.

Motion: Mayor Pro tem Scarth made a motion, seconded by Council Member Burdette, that Mayor and Council Communication Nos. L-15184, L-15185, L-15186, L-15187, L-15188, L-15189, L-15190 and L-15191 be approved. The motion carried unanimously nine (9) ayes, to zero (0) nays.

F. Award of Contract

1. M&C C-24913 - Authorize Execution of a Public Right-of-Way Use Agreement Granting Texas Midstream Gas Services, LLC, a License to Construct and Operate a Natural Gas Gathering Pipeline Along Reed Street, the Alley between Pate Drive and Griggs Avenue, East Berry Street and Across Freddie Street, Miller Avenue, Pate Drive, Griggs Avenue, Hatcher Street, Hughes Avenue and Edgewood Terrace.

The recommendation was that the City Council Authorize the City Manager to Execute a Public Right-of-Way Use Agreement With Texas Midstream Gas Services, LLC, Granting a License to Construct and Operate a Natural Gas Gathering Pipeline Along Reed Street From East of Highway 287 to Donalee Street; Across Freddie Street North of Reed Street; Across Miller Avenue North of Richardson Street; Across Pate Drive South of East Berry Street; Along the Alley South of East Berry Street Between Pate Drive and Griggs Avenue; Across Griggs Avenue, Hatcher Street, Hughes Avenue and Edgewood Terrace All South of East Berry Street; and Along East Berry Street on the Eastern Side of Edgewood Terrace, for a One (1) Time License Fee of \$120,474.80.

Motion: Council Member Moss made a motion, seconded by Mayor Pro tem Scarth that Mayor and Council Communication No. C-24913 be approved. The motion carried unanimously nine (9) ayes, to zero (0) nays.

2. M&C C-24914 - Authorize Execution of Economic Development Program Agreement with Spoon Industries, Inc., for Cowtown Market Redevelopment Project at the Intersection of Interstate 35 Frontage Road and Allen Avenue and Adopt Related Appropriation Ordinance.

The recommendation was that the City Council Authorize the City Manager to Execute an Economic Development Program Agreement With Spoon Industries, Inc., Pursuant to Which the City Will Make an Economic Development Grant Authorized by Chapter 380 of the Texas Local Government Code in an Amount Not to Exceed \$175,000.00 in Return for Completion of the Cowtown Market Redevelopment Project at the Intersection of Interstate 35 Frontage Road and Allen Avenue; Authorize Urban Development Action Grant Proceeds From the Hyatt Regency, now Known as the Hilton Parking Garage Project as the Funding Source for the Economic Development Grant to Spoon Industries, Inc.; and Adopt an Appropriation Ordinance Increasing the Estimated Receipts and Appropriations of the Grants Fund From Available Funds, for the Purpose of Funding the Cowtown Market Development.

Motion: Council Member Hicks made a motion, seconded by Council Member Espino, that Mayor and Council Communication No. C-24914 be approved with appreciation to the Housing and Economic Development Department staff and Southeast Fort Worth, Inc.; and Appropriation Ordinance No. 19691-05-2011 be adopted. The motion carried unanimously nine (9) ayes, to zero (0) nays.

3. M&C C-24915 - Authorize Consent to Assignment of Tax Abatement Settlement Agreement (City Secretary Contract No. 39821) by Johnson-Seitz Investments, LLC, to Cooper Oil & Gas Inc., and Authorize Execution of Related Assignment Agreement.

The recommendation was that the City Council Authorize Consent to the Assignment by Johnson-Seitz Investments, LLC, of its Rights, Duties and Obligations Under its Tax Abatement Settlement Agreement (City Secretary Contract No. 39821) to Cooper Oil & Gas Inc.; and Authorize the City Manager to Execute an Assignment Agreement With Cooper Oil & Gas Inc.

Motion: Council Member Burdette made a motion, seconded by Council Member Moss that Mayor and Council Communication No. C-24915 be approved. The motion carried unanimously nine (9) ayes, to zero (0) nays.

XIV. CITIZEN PRESENTATIONS

There were no citizen presentations.

XVI. ADJOURNMENT

There being no further business, the meeting was adjourned at 10:57 a.m.

No Documents for this Section

**To the Mayor and Members of the City Council**

May 24, 2011

Page 1 of 3

SUBJECT: IMPLEMENTATION OF AN INTEGRATED CAMERA AND PHYSICAL SECURITY MANAGEMENT SYSTEM

City departments have invested in various surveillance and security systems over the past decade to secure city facilities and protect citizens and property. Surveillance and security system are being used by departments in a variety of locations with varying levels of sophistication to meet mission goals:

- TPW operates a network of cameras to monitor city roadways to ensure the safe movement of traffic on city streets.
- The Police Department operates an assortment of fixed and mobile cameras in high risk crime areas to protect against and prevent criminal and terrorist activity.
- Municipal Court's Marshal Office operates a network of surveillance cameras and electronic access control locks to secure city facilities.
- The Water Department employs cameras, access control locks, motion detectors and chemical sensors at critical water sites to protect against intrusion and ensure the safety of our drinking water.
- Additional independent systems are in place to monitor parking garages, illegal dump sites and other areas where remote observation and monitoring is a cost effective and efficient means to meet mission requirements.

Overall, the city gains enormous benefits through the use of surveillance and security systems. A growing challenge, however, is in leveraging the various systems, and the investment they represent, to get the video or lock controls in front of the right person at the right time.

Today, if the Police or Fire Department responds to an incident at a water facility or a city facility, the incident commander cannot access onsite cameras feeds without the assistance of water or security personnel. During Super Week, incident command staff in the Joint Emergency Operations Center used two different camera viewing applications to monitor activity. This multi-platform use creates issues in terms of access to available camera information and training of operators. Additionally, there are other private and public organizations in Fort Worth who have invested in surveillance resources. In some cases, those organizations would be willing to allow city agencies to view select cameras, but again, different systems create barriers to sharing video information during emergencies.

The Office of Emergency Management (OEM), at the request of stakeholders from Water, Police, and the Marshal's Office, supported a proof of concept project in October 2010 to evaluate a common operating platform for video systems. The proof of concept called for demonstrating that a single viewing platform was capable of capturing and displaying video from Water, Police and the Marshal's Office at one time. Working with a private vendor, staff was able to successfully transport video feeds from each department into a common viewing application.

OEM, in partnership with ITS, is currently conducting additional research on common operating platforms for video systems that would allow any camera system supplier's video system to be viewed and potentially controlled from a single place. The diagram below offers an overview of how we hope to connect the various security and surveillance systems in the Fort Worth area. By investing in a common

To the Mayor and Members of the City Council

May 24, 2011

Page 2 of 3

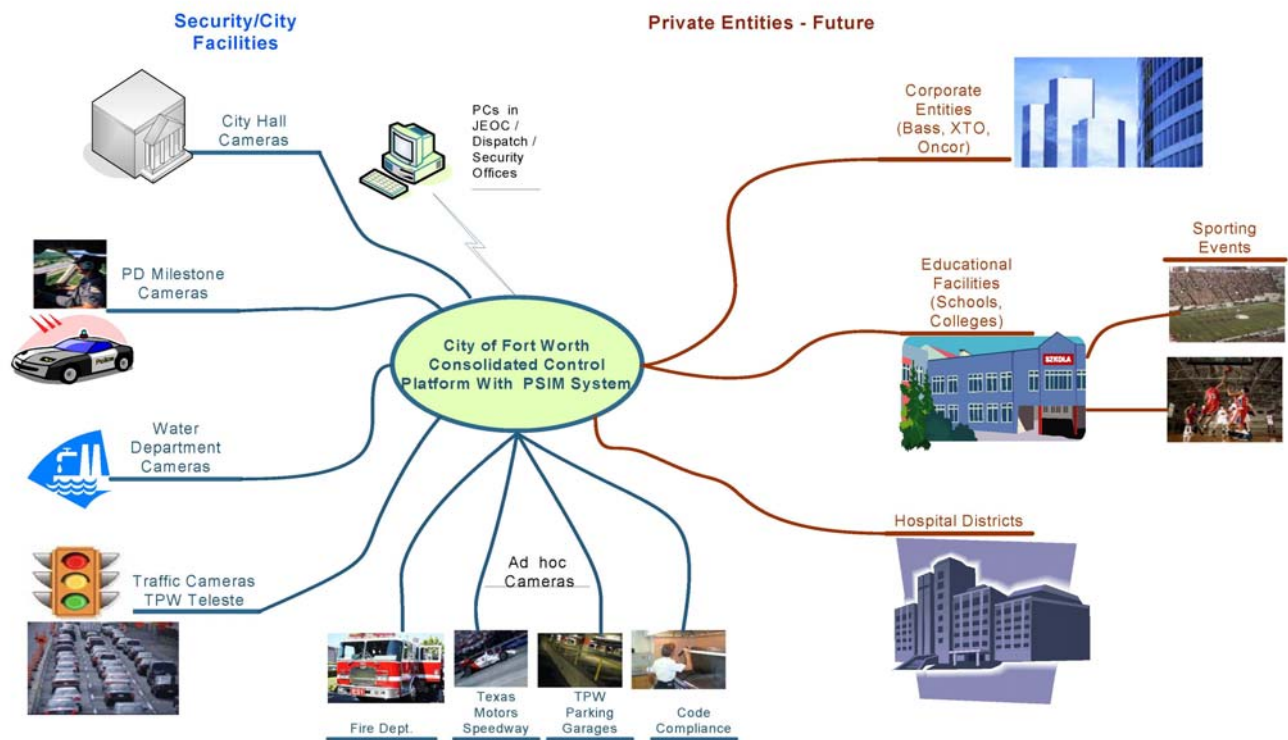


SUBJECT: IMPLEMENTATION OF AN INTEGRATED CAMERA AND PHYSICAL SECURITY MANAGEMENT SYSTEM

software/platform to connect the different surveillance and security platforms, we believe departments can protect the investment in their current systems, while encouraging an economical alternative for sharing critical information (video) with public safety agencies. An important part of this concept is providing a way to securely connect with community partners who are willing to share their video resources with City public safety agencies.



City of Fort Worth Consolidated Platform Physical Security Information Management (PSIM) System Overview



Author: Ken Alexander

Date Written: 02/16/2011

Last Modified: 04/26/2011

Page: 1

**To the Mayor and Members of the City Council****May 24, 2011**

Page 3 of 3

SUBJECT: IMPLEMENTATION OF AN INTEGRATED CAMERA AND PHYSICAL SECURITY MANAGEMENT SYSTEM

There are still several questions and issues staff is researching before a recommendation can be made on the type of system that will best meet Fort Worth's needs:

- Network Layout
- System scale (size, growth, phases)
- Cost sustainment
- Legal issues related to sharing video between the public and private sectors

A work group will be formed to discuss these issues with companies who can assist in developing and implementing a video fusion platform system for Fort Worth.

Staff plans to issue a Request for Proposal (RFP) in the next two to three months for the design and deployment of a common operating platform for shared video systems. We will come back to Council in a few months to brief you on the results of our research and the RFP process.

If you have any questions, please contact Chief Rudy Jackson at 817-392-6805.

Thank you,


for **Tom Higgins**
Interim City Manager

**To the Mayor and Members of the City Council****May 24, 2011**

Page 1 of 4

Subject: Code Compliance Service Improvements**Introduction**

In October 2010, the Solid Waste Division was transferred to the Code Compliance Department. As part of the transfer and reorganization, the department has been working on service efficiencies and long-term funding strategies. The Solid Waste Fund has had relatively consistent costs and revenues even through the economic downturn. Staff reviewed the fund balance, revenue and cost forecasts, reserve fund policies, contract negotiations/renewal's and short/long-term capital needs, including three additional citizen drop-off centers and operating equipment.

At the end of the day, the fund is healthy, can support additional solid waste services and support a larger percentage of code compliance services that are currently paid through the General Fund. The fund cannot be used for general City services (must be solid waste oriented).

Action Taken

The following service improvements are being implemented to improve the City's response to public health, welfare and safety issues:

- Wildlife Response Team (already implemented to address wildlife issues)
 - 2 Animal Control Officers*
- Additional Animal Care and Control Officers (additional staff to respond to calls for service)
 - 8 Animal Control Officers*
- Safe Neighborhood Initiative Team (specialized team to address high violation areas)
 - 4 Code Enforcement Officers
 - 3 Animal Control Officers*
 - 1 Support Staff
- Four Litter Teams (will deploy four community service crews to address litter and blight throughout the city)
 - 4 Crew Leaders
- Commercial Waste Enforcement (address dumpster, container, litter and other violations that occur on commercial property, along gateway arterials, etc.)
 - 2 Code Enforcement Officers

**To the Mayor and Members of the City Council****May 24, 2011**

Page 2 of 4

Subject: Code Compliance Service Improvements

- Overtime Pay for Animal Control Officers (better response to emergency and police calls for service after hours)*
- Overtime Pay for Code Compliance Field Operations (will enable the department to schedule better attendance at neighborhood and community meetings)

*Animal Care and Control services will be funded through the General Fund savings created by charging the Solid Waste Fund for existing Code Compliance services that were originally budgeted under the General Fund but are eligible to be paid from the Solid Waste Fund.

Benefits of Service Improvements

The public will experience the greatest improvement in Animal Care and Control. These improvements will expand field staff by 60% and add a team of specialized officers that will sweep areas with the highest concentration of stray and/or high risk animals. Overtime will be increased so that staff can provide better after hours support to the Police Department and emergency call outs. These additional staff will also avoid having to close the shelter an additional day each week (currently closed on Sunday). Attachment A is a summary of the current Animal Care and Control operations.

The second area with the greatest improvement will be illegal dumping and litter control. Currently, the Code Compliance Department has a single staff person to address litter citywide and has no staff to address overflowing trash cans, improperly placed/maintained dumpsters and other commercial waste violations that are unsightly and pollute our environment. Through these improvements, four crew leaders will be added to address litter/illegal dumping, and two Code Enforcement Officers will be added to address commercial waste violations.

Along with these improvements, four Code Enforcement Officers will be added to work high violation areas and additional overtime will be provided so that officers can attend neighborhood and community meetings on a more regular basis.

These improvements will result in better service delivery to the public and a more timely response to high priority calls. The department is excited about the opportunity to better serve the community and improve public safety.

**To the Mayor and Members of the City Council****May 24, 2011**

Page 3 of 4

Subject: Code Compliance Service Improvements**Long-term Budget Considerations**

Staff anticipates that the Solid Waste Fund will be able to support these additional services for the next three to five years, and perhaps as many as seven. Staff will monitor the fund closely and be prepared to implement vacancy management policies and other cost reduction strategies to avoid fee increases. This approach balances the need to provide essential services now and manage costs over the long run.

These additional services will be funded (\$1,166,743) for the remainder of FY11, with an M&C for the City Council's consideration in June, and will be included in the City Manager's proposed FY12 budget.

for **Tom Higgins**
Interim City Manager

**To the Mayor and Members of the City Council****May 24, 2011**

Page 4 of 4

Subject: Code Compliance Service Improvements**Attachment A**

Animal Care and Control has 13 field officers that must provide 24/7 coverage throughout the City and Tarrant County. Factoring in days off and court time, there are only 3 to 4 officers on shift during the day and one officer on-call in the evening. The City receives approximately 50,000 animal calls for service each year, but, due to staffing limitations, Animal Care and Control can only respond to about 72% of them. Except for dangerous animals, some of these calls are not answered for several days.

While the economy has played a role in increased service requests (abandoned animals and cruelty), the biggest impact has come from the growth in the City. In 2006, the department needed 10 additional officers; however, there was only enough funding to add four. No additional staff has been added since that time, while the City has grown by approximately 100,000 residents. In addition to the population growth, the development of neighborhoods outside of Loop 820 has increased the travel time for staff. In many cases, officers can spend well over one-third to one-half of their day driving to/between calls and the animal shelter.

Budget reductions have also played a role. Over the past few years, the City has reduced shelter staff by three positions. This resulted in closing the shelter on Sundays, and staff is facing an additional closure day. Closing the shelter two days a week was factored into the budget reductions, but every attempt has been made to keep it open for adoptions and reclaims. This has also impacted field operations as field officers have had to take on some of the duties that were once handled by shelter technicians.

Finally, staff continues to see high service demands for stray large breed dogs that pose a substantial risk to the public and/or have attacked a person or other animal. The implementation of tranquilizer rifles has been highly successful in catching many of these animals. However, dangerous dogs take longer to process, and staff is not getting to as many low risk stray calls.

On average, an officer can respond to about 12 to 15 calls per day. At the end of each day, there are between 300 and 500 calls that they cannot get to. In the summer, this can be as high as 700. While staff does respond to some of these calls the next day, too many are closed out because we simply cannot get to them.

Animal Care and Control is truly a public safety service. While calls are prioritized, situations with animals are often unpredictable and can transition from a stray dog call to an aggressive dog call in a short period of time. Citizens expect to receive some form of officer response as a result of a report of a stray animal so that potential tragedies can be prevented. Currently, staffing levels have created a large gap between citizen expectations and response capabilities.

No Documents for this Section

A Resolution

No. _____

CANVASSING RETURNS AND DECLARATION OF RESULTS OF THE GENERAL ELECTION HELD ON MAY 14, 2011

INFORMATION FORTHCOMING



ORDINANCE NO. _____

**AN ORDINANCE ORDERING A RUN-OFF ELECTION BY THE
QUALIFIED VOTERS OF THE CITY OF FORT WORTH, TEXAS,
ON SATURDAY, THE 18TH DAY OF JUNE, 2011, FOR THE
PURPOSE OF ELECTING THE MAYOR AND A CITY COUNCIL
MEMBER FOR CITY COUNCIL DISTRICT 7**

INFORMATION FORTHCOMING

DALLAS/FORT WORTH INTERNATIONAL AIRPORT

FORTY-FIFTH SUPPLEMENTAL CONCURRENT BOND ORDINANCE

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

authorizing

**DALLAS/FORT WORTH INTERNATIONAL AIRPORT
JOINT REVENUE REFUNDING BONDS,
TAXABLE SERIES 2011A**

Passed by the City Council of the City of Dallas May 25, 2011

Passed by the City Council of the City of Fort Worth May 24, 2011

Effective May 25, 2011

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CITY OF DALLAS ORDINANCE NO. _____

CITY OF FORT WORTH ORDINANCE NO. _____

**FORTY-FIFTH SUPPLEMENTAL CONCURRENT BOND ORDINANCE
AUTHORIZING DALLAS/FORT WORTH INTERNATIONAL AIRPORT
JOINT REVENUE REFUNDING BONDS, SERIES 2011A, 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 “FORTY-FIFTH 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 Thirtieth Supplemental Concurrent Bond Ordinance (defined and cited herein as the “Thirtieth Ordinance”) relating to the Dallas/Fort Worth International Airport (the “Airport”); and

WHEREAS, the Thirtieth Ordinance amended and supplemented the prior ordinance of the Cities that is defined therein as the “1968 Ordinance”; and

WHEREAS, the 1968 Ordinance, as amended and supplemented by the Thirtieth Ordinance, and the Thirtieth Ordinance, now constitute the controlling bond ordinances of the Cities (herein defined together as the “Controlling Ordinances”) that relate to the financing of the Airport and that, together (i) prescribe 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) provide and establish the pledge, security, and liens securing the Cities’ special obligations to pay when due the Outstanding Obligations, the Initial Obligations, any Parity Credit Agreement Obligations, and any Additional Obligations; and

WHEREAS, Cities heretofore approved the creation of the Dallas-Fort Worth International Airport Facility Improvement Corporation (the “Corporation”), a non-profit airport facility financing corporation created pursuant to Chapter 22, Texas Transportation Code, to act on behalf of the Cities for the purpose of financing airport facilities and for the other purposes set forth in the Corporation’s Articles of Incorporation, in order to benefit and enhance the operation and economic development of the Airport;

WHEREAS, the Corporation heretofore issued two series of bonds, entitled (i) “Dallas-Fort Worth International Airport Facility Improvement Corporation Rental Car Facility Change Revenue Bonds, Taxable Series 1998” (the “Series 1998 Bonds”) which are currently outstanding in the aggregate principal amount of \$96,410,000 and (ii) “Dallas-Fort Worth International Airport Facility Improvement Corporation Rental Car Facility Change Revenue Bonds, Taxable Series 1999” (the “Series 1999 Bonds”) which are currently outstanding in the aggregate principal amount of \$15,700,000 (the outstanding Series 1998 Bonds and Series 1999 Bonds being further described and defined as the “Refunded Obligations”);

WHEREAS, in accordance with the Controlling Ordinances, the Cities have been requested by the Dallas/Fort Worth International Airport Board (the “Board”) to issue Additional Obligations pursuant to this Ordinance to refund all 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 the refunding contemplated in this Order will benefit the Board by providing a present value debt service savings payable by the District in an amount to be certified in the Officer’s Pricing Certificate, and that such benefit is sufficient consideration for the refunding of the Refunded Obligations; 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

WHEREAS, pursuant to Sections 8.3 and 8.4 of the Thirtieth Ordinance, the “Outstanding Ordinances” (as defined in the Thirtieth Ordinance) and the Controlling Ordinances may be amended with the consent of the holders of more than sixty-six and two-thirds of the combined principal amount of the Obligations then outstanding at the time of the effective date of any amendments and each Credit Provider, if applicable, or, pursuant to Section 8.4(b) of the Thirtieth Ordinance, if the amendments are approved by Insurers and such other Credit Providers as applicable (all such capitalized terms having the respective meanings defined in the Thirtieth Ordinance); and

WHEREAS, the City Council of each of the Cities has heretofore approved a new Master Bond Ordinance as an amendment and restatement of the Controlling Ordinances, such Master Bond Ordinance to be effective immediately upon the receipt of the requisite consents referenced therein; and

WHEREAS, upon the effective date thereof, the Master Bond Ordinance shall govern and provide and establish the pledge, security, and liens securing the Outstanding Obligations, any Credit Agreement Obligations and any Additional Obligations; and

WHEREAS, all of the holders of the Bonds issued pursuant to this Ordinance are hereby deemed by the purchase of such Bonds to have irrevocably consented to the Master Bond Ordinance and the amendment and restatement of the Controlling Ordinances; 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 “Forty-Fifth 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 Controlling Ordinances. 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 the Chief Executive Officer, the Executive Vice President-Chief Financial Officer, and the Vice President-Treasury Management of the Board, 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 Officers’ Pricing Certificate.

Bonds - mean the bonds described in Section 3.1.

Closing Date - means the date on which the Bonds are actually delivered to and paid for by the Purchaser.

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(d).

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 Officers' Pricing Certificate.

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 effective upon receipt of the consents required by the Thirtieth Ordinance.

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.

Officer's Pricing Certificate - means the certificate(s) to be executed by one or more of the Authorized Officers pursuant to Section 3.2.

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

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

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

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 the Underwriting Agreement.

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

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

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

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

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.

Thirtieth Ordinance - means the Thirtieth Supplemental Concurrent Bond Ordinance passed by the City Councils of the Cities and effective on February 23, 2000.

Underwriting Agreement - means the Underwriting Agreement hereafter entered into as contemplated and authorized in Section 3.2(b).

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 Controlling Ordinances.** (a) For all purposes of the Outstanding Ordinances and the Controlling Ordinances, 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 Thirtieth 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

Thirtieth 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 Article III are Principal Payment Dates for the purposes of the Thirtieth 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 Thirtieth 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 Chapter 1371, Government Code, as amended.

(ix) This Ordinance is an Additional Supplemental Ordinance.

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

(i) No amendment to the Controlling Ordinances or this Ordinance shall be approved or adopted pursuant to any of Sections 8.2, 8.3, 8.4, or 8.5 of the Thirtieth 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 Controlling Ordinances, and this Ordinance without the consent of or notice to the Holders, for any purpose not prohibited by Section 8.3 of the Thirtieth 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 Controlling Ordinances, 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) The specific information that must be provided pursuant to the disclosure requirements of Section 10.1 of the Thirtieth Ordinance with respect to the Bonds shall be (A) the audited financial statements of the Board for each Fiscal Year ending on and after September 30, 2011, and (B) the annual financial information shall be the operating data relating to the Bonds set forth in the numbered tables in the official statement relating to the issuance of the Bonds. In connection with the issuance of the Bonds, the Rule, as amended by 17 CFR Parts 240 and 241/Release No. 34-62184, will be effective and the Cities shall comply with such amendments. The Board shall provide such information on behalf of the Cities.

(vi) Pursuant to the terms of Section 8.4 of the Thirtieth 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 Controlling Ordinances, the Forty-Fifth Ordinance and the Outstanding Ordinances without notice to or the consent of the Holders of the Bonds.

(c) Notwithstanding any other provision hereof, the holders of the Bonds, as evidenced by the purchase thereof, irrevocably consent to the amendment and restatement of the Controlling Ordinances by the Master Bond Ordinance, such Master Bond Ordinance to be effective immediately upon receipt of the requisite consents set forth in the Thirtieth Ordinance.

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 Controlling Ordinances 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 Thirtieth 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 Controlling Ordinances, are secured by a lien on and pledge of the Pledged Revenues and the Pledged Funds on a parity with the Prior Obligations, the Initial 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 Thirtieth Ordinance.

ARTICLE III

AUTHORIZATION; GENERAL TERMS AND PROVISIONS REGARDING THE BONDS

Section 3.1 Authorization. Additional Obligations, to be designated “Dallas/Fort Worth International Airport Joint Revenue Refunding Bonds, Series 2011A,” are hereby authorized to be issued and delivered in accordance with Applicable Law and as provided herein and in the Officer’s Pricing Certificate. The Authorized Officer is hereby authorized and directed to modify the title of the Series to the extent that, in the judgment of the Authorized Officer, it is necessary or appropriate. The Bonds shall be issued in the aggregate principal amount designated in the Officer’s Pricing Certificate, provided that the aggregate principal amount of the Bonds shall not exceed \$115,000,000, for the purpose of (1) refunding all or a portion of the Refunded Obligations, as set forth in the Officer’s Pricing Certificate, (2) 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 (3) 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 Bond is hereby authorized to be issued, sold, and delivered hereunder as a single fully registered Bond, without interest coupons, dated the date designated in the Officer’s Pricing Certificate, in the denomination and maximum aggregate principal amount as designated in the Officer’s Pricing Certificate, numbered TA-1, 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 Bond to be payable on the dates, respectively, and in the principal amounts, respectively, to be stated in the Initial Bond as set forth in this Ordinance and 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, 2024.

(b) As authorized by Chapter 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 Bond and carrying out the other procedures specified in this Ordinance, including the determination of the price at which the Initial Bond will be sold, the amount of each Principal Installment issued hereunder, the due date of each Principal Installment hereof, which shall be November 1 in each year in which a Principal Installment is due, the rate of interest to be borne by each Principal Installment 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 Bond and the Bonds, provided that:

(i) the 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 the Bonds issued pursuant to this Ordinance and authorized to be issued for the purposes described in Section 3.1 shall not exceed the maximum amount authorized in Section 3.1 hereof (\$115,000,000) and shall equal an amount sufficient to provide for the refunding of the Refunded Obligations to be selected from the Refunded Obligations Candidates identified in schedule I hereto that will result in a present value debt service savings to the Airport; and

(iii) all such terms and determinations pertaining to the pricing of the Bonds shall be based on bond market conditions and available interest rates for the Bonds on the date of the sale of the Bonds, all as set forth in the Officer's Pricing Certificate. The Refunded Obligations shall be identified in the Officer's Pricing Certificate in accordance with the preceding sentence, except that if less than an entire maturity is to be refunded, the Refunded Obligations 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 the Bonds to the Purchasers, the 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 Officer is hereby authorized and directed to approve the final terms and provisions of an 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 the 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 Purchasers;

3. The details of an Official Statement (and, if appropriate, any Preliminary Official Statement) relating to the Bonds and the Cities' Rule 15c2-12 compliance;
4. A security deposit for the Bonds;
5. The representations and warranties of the Cities and Airport to the Purchasers;
6. The details of the delivery of, and payment for, the Bonds;
7. The Purchasers' obligations under the Underwriting Agreement;
8. The certain conditions to the obligations of the Airport and the Cities under the Underwriting Agreement;
9. Termination of the Purchase Contract;
10. Particular covenants of the Airport and the Cities;
11. The survival of representations made in the Underwriting Agreement;
12. The payment of any expenses relating to the Underwriting Agreement;
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 the 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) Each of the Authorized Officers is authorized to establish which maturity or maturities, if any, shall be insured based on recommendations of the Co-Financial Advisors of the Airport, and such Authorized Officer(s) shall specify the name or names of the Insurer or Insurers in the Underwriting Agreement and shall specify therein which maturity or maturities, if any, will be insured.

(d) The Initial Bond (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 sealed, and the principal of and interest on the Initial Bond 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 the Underwriting Agreement and the Officer's Pricing Certificate, including the name as to which the Initial Bond shall be registered.

(e) The authority granted to the Authorized Officer under this Section 3.2 shall expire on December 1, 2011 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 Bond 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 the 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 Officers' Pricing Certificate, and with interest rates as fixed by the Authorized Officers in accordance with this Ordinance and the Officers' Pricing Certificate, and as set forth in the Underwriting Agreement.

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 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 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 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 Officers shall specify in the Underwriting Agreement, Officer's Pricing Certificate, Initial Bond, 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 at random 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 Officers shall specify in the Underwriting Agreement, Officer's Pricing Certificate, Initial Bond 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 by lot 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) 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 by lot 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.

(d) 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 Controlling Ordinances 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.

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 Controlling Ordinances 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 Certificate, 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 Bond 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 form 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:

(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 REFUNDING BOND, TAXABLE SERIES 2011A**

INTEREST RATE: MATURITY DATE: ORIGINAL ISSUE DATE: CUSIP NO.:

_____ % _____, _____ _____ 1, 2011 _____

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 _____¹, 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 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 _____, 2011.² Interest on the Bonds shall accrue from the date of the initial delivery thereof.

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

¹ To be completed pursuant to the Officer's Pricing Certificate.

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

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 _____, 2011³ issued in the aggregate principal amount of \$_____ ⁴ issued pursuant to the authority of Chapter 22, Texas Transportation Code, as amended, Chapters 1371 and 1503, Texas Government Code, as amended and the "Controlling Ordinances," as defined in the Forty-Fifth Supplemental Concurrent Bond Ordinance adopted concurrently by the City Councils of the Cities (the "Forty-Fifth Supplemental Ordinance"). The Controlling Ordinances and the Forty-Fifth 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. As set forth in the Forty-Fifth Supplemental Ordinance any owner hereof is deemed to have irrevocably consented to the complete replacement and substitution of the Controlling Ordinances by the "Master Bond Ordinance" (as defined in the Forty-Fifth Supplemental Ordinance).

The Bonds were issued by the Cities for the purposes of obtaining funds to refund certain obligations previously issued by the Dallas-Fort Worth International Airport Facility Improvement Corporation, 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, if

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

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

applicable, 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, the Initial Obligations, and any Additional Obligations or Parity Credit Agreement Obligations that may be issued or executed pursuant to the Controlling Ordinances, 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

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

[The Bonds maturing 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 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.

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 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.

(Execution Page Follows)

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

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

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

(b) [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

(c) [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.

(d) 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 _____ 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>
--------------	-----------------------------------	---------------------------

(D) (Information to be inserted in accordance with Section 3.2(b) hereof”); and

(E) the Initial Bond shall be numbered T-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 Vinson & Elkins L.L.P., McCall, Parkhurst & Horton L.L.P., 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," representing the entire principal amount of the Bonds, payable in stated installments to the Purchaser 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 or its designee. Upon payment for the Initial Bond, the Paying Agent/Registrar shall cancel the Initial Bond and deliver to DTC on behalf of the Purchaser registered definitive Bonds 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 Bond 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 Bond has 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 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 7.4 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 7.5 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 7.6 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 7.7 Refunding and Redemption of Refunded Obligations. (a) The Cities hereby direct that the Refunded Obligations, or portions thereof specified in the 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 from the proceeds of the Bonds, plus additional lawfully available revenues of the Airport, if any, be deposited with the paying agent for the Refunded Obligations, an amount fully sufficient to pay the amount due on the Refunded Obligations on the Redemption Date (the "Redemption Date"), all in accordance with the form of notice of redemption prepared by the paying agent for the Refunded Obligations. The Refunded Obligations shall not bear interest after the Redemption Date.

(b) Any Authorized Officer is hereby authorized to enter into a deposit agreement ("Deposit Agreement"), if necessary, with the paying agent for the Refunded Obligations. The terms and provisions of the Deposit Agreement, as completed and delivered by the Authorized Officer pursuant to the Officer's Pricing Certificate, are hereby approved, subject to such insertions, additions and modifications as shall be necessary (a) to carry out the program designed for the Airport, (b) to minimize the Airport's costs of refunding, (c) to comply with all applicable laws and regulations relating to the refunding of the Refunded Obligations, (d) to carry out the other intents and purposes of this Ordinance and (e) to comply with the terms set forth in the Officer's Pricing Certificate. Any Authorized Officer is hereby authorized to execute and deliver such Deposit Agreement on behalf of the Cities and the Board. Notwithstanding the provisions of this section, the Cities may deposit funds directly with the paying agent(s) for the Refunded Obligations for the discharge and defeasance of the Refunded Obligations without necessity of a Deposit Agreement.

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 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, if applicable; (ii) an amount specified in the Officer's Pricing Certificate equal to the Redemption Price shall be deposited with the paying agent for the Refunded Obligations; and (iii) 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 Controlling Ordinances, money sufficient to pay when due all amounts required to be paid by this Ordinance, the Controlling Ordinances, the Outstanding Ordinances, and the Additional Supplemental Ordinances, if any, that authorize the issuance of the Initial Obligations or 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 Controlling Ordinances 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 Controlling Ordinances 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 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 such insurance is not issued as to one or more maturities on the Closing Date, this Section shall be of no force and effect. In accordance with the terms and conditions imposed by the Insurer or Insurers, and subject to the preceding sentence, the Cities covenant and agree that:

(a) Upon the occurrence of an Event of Default which would require any Insurer to make payments under a Policy, each obligated Insurer and its designated agent shall be provided with access to the registration books relating to the Bonds. In addition, each obligated Insurer shall be deemed the sole Holder of the Bonds that it has insured with respect to any action taken pursuant to Article VII of the Thirtieth Ordinance. In determining whether a payment default relating to the Bonds has occurred pursuant to Section 7.1(i) and (ii) of the Thirtieth Ordinance, no effect shall be given to payments made under any Policy. Furthermore, notice of any payment default with respect to the Bonds shall be given immediately by the Board to each Insurer.

(b) Notwithstanding any other provision of this Ordinance, no resignation or removal of the Paying Agent/Registrar shall become effective until a successor has been appointed and has accepted the duties of the Paying Agent/Registrar. Each Insurer shall be

furnished with written notice of the resignation or removal of the Paying Agent/Registrar and the appointment of any successor thereto.

(c) The following information and data shall be provided to each Insurer by the Board periodically as follows:

(i) Annually, when available, the Airport budget as approved by the Cities and the annual audited financial statements.

(ii) An official statement or offering document, if any, prepared in connection with the issuance of any Obligations.

(iii) Notice of any draw upon the Debt Service Reserve Fund.

(iv) Simultaneously with the delivery of the annual audited financial statements such other statistical data concerning passenger statistics, landing weights and aircraft operations as are compiled and made generally available by the Airport.

ARTICLE IX

REPEAL, SEVERABILITY, AND EFFECTIVE DATE

Section 9.1 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 9.2 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 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 9.3 Effective Date. This Ordinance, when duly passed by both Cities, shall be in full force and effect.

(Execution Pages Follow)

APPROVED AND ADOPTED BY THE DALLAS CITY COUNCIL THIS MAY 25, 2011.

CITY OF DALLAS:

MARY K. SUHM,
City Manager

APPROVED AS TO FORM:

THOMAS P. PERKINS, JR.,
City Attorney

By: _____
Assistant City Manager

By: _____
Assistant City Attorney

PASSED BY THE FORT WORTH CITY COUNCIL THIS MAY 24, 2011.

Mayor, City of Fort Worth, Texas

ATTEST:

City Secretary,
City of Fort Worth, Texas

APPROVED AS TO FORM AND LEGALITY:

City Attorney,
City of Fort Worth, Texas

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

I, Deborah Watkins, 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, May 25, 2011, confirming the passage of Dallas/Fort Worth International Airport FORTY-FIFTH Supplemental Concurrent Bond Ordinance authorizing the issuance of Dallas/Fort Worth International Airport Joint Revenue Refunding Bonds, Series 2011A 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 _____, 2011.

City Secretary,
City of Dallas, Texas

(SEAL)

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

I, Marty Hendrix, 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 May 24, 2011, 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 _____, 2011.

City Secretary,
City of Fort Worth, Texas

(SEAL)

SCHEDULE I

Schedule of Refunded Obligations

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

Dallas-Fort Worth International Airport Facility Improvement Corporation
Rental Car Facility Charge Revenue Bonds, Taxable Series 1998

<u>Original Issue Date</u>	<u>Original Issue Amount</u>	<u>Maturities to be Refunded</u>
April 1, 1998	\$140,000,000	11/1/2012 11/1/2017 11/1/2024

Dallas-Fort Worth International Airport Facility Improvement Corporation
Rental Car Facility Charge Revenue Bonds, Taxable Series 1999

<u>Original Issue Date</u>	<u>Original Issue Amount</u>	<u>Maturities to be Refunded</u>
October 1, 1999	\$79,570,000	11/1/2012 11/1/2012 11/1/2017

**DALLAS/FORT WORTH INTERNATIONAL AIRPORT
FORTY-SIXTH SUPPLEMENTAL CONCURRENT BOND ORDINANCE**

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

Authorizing

**DALLAS/FORT WORTH INTERNATIONAL AIRPORT
JOINT REVENUE BONDS, SERIES 2011B**

Passed by the City Council of the City of Dallas May 25, 2011

Passed by the City Council of the City of Fort Worth May 24, 2011

Effective May 25, 2011

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CITY OF DALLAS ORDINANCE NO. _____

CITY OF FORT WORTH ORDINANCE NO. _____

**FORTY-SIXTH SUPPLEMENTAL CONCURRENT BOND ORDINANCE
AUTHORIZING DALLAS/FORT WORTH INTERNATIONAL AIRPORT
JOINT REVENUE BONDS, SERIES 2011B, 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 “Forty-Sixth 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 Thirtieth Supplemental Concurrent Bond Ordinance (defined and cited herein as the “Thirtieth Ordinance”) relating to the Dallas/Fort Worth International Airport (the “Airport”); and

WHEREAS, the Thirtieth Ordinance amended and supplemented the prior ordinance of the Cities that is defined therein as the “1968 Ordinance”; and

WHEREAS, the 1968 Ordinance, as amended and supplemented by the Thirtieth Ordinance, and the Thirtieth Ordinance, now constitute the controlling bond ordinances of the Cities (herein defined together as the “Controlling Ordinances”) that relate to the financing of the Airport and that, together (i) prescribe 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) provide and establish the pledge, security, and liens securing the Cities’ special obligations to pay when due the Outstanding Obligations, the Initial Obligations, any Parity Credit Agreement Obligations, and any Additional Obligations; and

WHEREAS, in accordance with the Controlling Ordinances, 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 the costs of capital improvements of the Airport and for other purposes as further described in Section 3.1; 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

WHEREAS, pursuant to Sections 8.3 and 8.4 of the Thirtieth Ordinance, the “Outstanding Ordinances” (as defined in the Thirtieth Ordinance) and the Controlling Ordinances may be amended with the consent of the holders of more than sixty-six and two-thirds of the combined principal amount of the Obligations then outstanding at the time of the effective date of any amendments and each Credit Provider, if applicable, or, pursuant to Section 8.4(b) of the Thirtieth Ordinance, if the amendments are approved by Insurers and such

other Credit Providers as applicable (all such capitalized terms having the respective meanings defined in the Thirtieth Ordinance); and

WHEREAS, the City Council of each of the Cities has heretofore approved a new Master Bond Ordinance as an amendment and restatement of the Controlling Ordinances, such Master Bond Ordinance to be effective immediately upon the receipt of the requisite consents referenced therein; and

WHEREAS, upon the effective date thereof, the Master Bond Ordinance shall govern and provide and establish the pledge, security, and liens securing the Outstanding Obligations, any Credit Agreement Obligations and any Additional Obligations; and

WHEREAS, all of the holders of the Bonds issued pursuant to this Ordinance are hereby deemed by the purchase of such Bonds to have irrevocably consented to the Master Bond Ordinance and the amendment and restatement of the Controlling Ordinances; 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 “Forty-Sixth 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 Controlling Ordinances. 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 Officers’ 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 date on which the Bonds are actually delivered to and paid for by the Purchaser.

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(d) 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 Officers' 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.

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 effective upon receipt of the consents required by the Thirtieth Ordinance.

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.

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 the Bonds.

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

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.

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

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 8.8 and is the type of fund referred to in the definition of that term in the Thirtieth Ordinance.

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

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

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.

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.

Thirtieth Ordinance - means the Thirtieth Supplemental Concurrent Bond Ordinance passed by the City Councils of the Cities and effective on February 23, 2000.

Underwriting Agreement - means the Underwriting Agreement or Private Placement Agreement hereafter entered into as contemplated and authorized in Section 3.2(b) and in the 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 Controlling Ordinances. (a) For all purposes of the Outstanding Ordinances and the Controlling Ordinances, 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 Thirtieth 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 Thirtieth 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 Thirtieth 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 Thirtieth 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.

(ix) This Ordinance is an Additional Supplemental Ordinance.

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

(i) No amendment to the Controlling Ordinances or this Ordinance shall be approved or adopted pursuant to any of Sections 8.2, 8.3, 8.4, or 8.5 of the Thirtieth 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 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 Controlling Ordinances, and this Ordinance without the consent of or notice to the Holders, for any purpose not prohibited by Section 8.3 of the Thirtieth Ordinance, if such amendment is approved by the Insurer that at the time is not in default under its Policy 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 Controlling Ordinances, 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) The specific information that must be provided pursuant to the disclosure requirements of Section 10.1 of the Thirtieth Ordinance with respect to the Bonds shall be (A) the audited financial statements of the Board for each Fiscal Year ending on and after September 30, 2011, and (B) the annual financial information shall be the operating data relating to the Bonds set forth in the numbered tables in the official statement relating to the issuance of the Bonds. In connection with the issuance of the Bonds, the Rule, as amended by 17 CFR Parts 240 and 241/Release No. 34-62184, will be effective and the Cities shall comply with such amendments. The Board shall provide such information on behalf of the Cities.

(vi) Pursuant to the terms of Section 8.4 of the Thirtieth 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 Controlling Ordinances, the Forty-Sixth Ordinance and the Outstanding Ordinances without notice to or the consent of the Holders of the Bonds.

(c) Notwithstanding any other provision hereof, the holders of the Bonds, as evidenced by the purchase thereof, irrevocably consent to the amendment and restatement of the Controlling Ordinances by the Master Bond Ordinance, such Master Bond Ordinance to be effective immediately upon receipt of the requisite consents set forth in the Thirtieth Ordinance.

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 Controlling Ordinances 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 Thirtieth 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 Controlling Ordinances, are secured by a lien on and pledge of the Pledged Revenues and the Pledged Funds on a parity with the Prior Obligations, the Initial 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 Thirtieth Ordinance.

ARTICLE III

AUTHORIZATION; GENERAL TERMS AND PROVISIONS REGARDING THE BONDS

Section 3.1 Authorization. Additional Obligations, to be designated “Dallas/Fort Worth International Airport Joint Revenue Bonds, Series 2011B, are hereby authorized to be issued and delivered in accordance with the Constitution and laws of the State of Texas, including specifically Chapter 1371, Texas Government Code, as amended. The Bonds shall be issued in the maximum aggregate principal amount of not to exceed \$1,000,000 for the purpose of (1) paying certain capital costs of the Airport, (2) to provide capitalized interest, if applicable (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 Bond is hereby authorized to be issued, sold, and delivered hereunder as single fully registered Bonds, without interest coupons, dated the date designated in the Officer’s Pricing Certificate, in the denomination and principal amount as designated in the Officer’s Pricing Certificate, numbered TB-1, 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 Bond 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, 2036.

(b) As authorized by Chapter 1371, Texas Government Code, as amended, the Authorized Officer 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 Bond and carrying out the other procedures specified in this Ordinance, including the determination of the prices at which the Initial Bond will be sold, the amount of each Principal Installment issued hereunder, the due date of each Principal Installment hereof, which shall be November 1 in each year in which a Principal Installment is due unless modified by the Officer’s Pricing Certificate, the rate of interest to be borne by each Principal Installment 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 Bond and the Bonds provided that:

(i) the 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 aggregate principal amount of the Bonds issued pursuant to this Ordinance and authorized to be issued for the purposes described in Section 3.1 shall not exceed the maximum amount authorized in Section 3.1 hereof (\$1,000,000); and

(iii) all such terms and determinations pertaining to the pricing of the Bonds shall be based on bond market conditions and available interest rates on the date of the sale of the Bonds, all as set forth in the Officer's Pricing Certificate; and

(iv) prior to delivery of the Bonds to the Purchasers, the 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; and

(v) none of the Bonds shall be issued unless it has been determined as set forth in the Officer's Pricing Certificate that the Bonds will be treated as a State or local government obligation that is not a private activity bond within the meaning of Internal Revenue Code of 1986, as amended; and

(vi) The Authorized Officer is hereby authorized and directed to approve the final terms and provisions of the 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 the Underwriting Agreement, the Authorized Officer is hereby authorized to come to an agreement with the Purchasers of the Bonds on the following, among other matters:

1. The details of the purchase and sale of the Bonds;
2. The details of the offering of the Bonds by the Purchasers;
3. The details of an Official Statement or other offering documents, if any, (and, if appropriate, any Preliminary Official Statement) relating to the Bonds and the District'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 Agreement;
8. The certain conditions to the obligations of the Airport and the Cities under the Underwriting Agreement;
9. Termination of the Underwriting Agreement;

10. Particular covenants of the Airport and the Cities;
11. The survival of representations made in the Underwriting Agreement;
12. The payment of any expenses relating to the Underwriting Agreement;
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) 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.

(d) 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.

(e) The Initial Bond (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 sealed, and the principal of and interest on the Initial Bond 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 Underwriting Agreement and the Officer's Pricing Certificate, including the names as to which the Initial Bond shall be registered.

(f) The authority granted to the Authorized Officer under this Section 3.2 shall expire on May 1, 2012 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 Agreement, Officer's Pricing Certificate, Initial Bond, 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 at random

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 Agreement, Officer's Pricing Certificate, Initial Bond 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 by lot 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 Controlling Ordinances 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.

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 Controlling Ordinances 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 Certificate, 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 Bond 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 form 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 2011B**

INTEREST RATE: MATURITY DATE: ORIGINAL ISSUE DATE: CUSIP NO.:
_____% _____, _____ _____ 1, 2011 _____

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 _____, 2011¹, 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 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 _____, 2011.² Interest on the Bonds shall accrue from the date of the initial delivery thereof.

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

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

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

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 _____, 2011³ 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 "Controlling Ordinances," as defined in the Forty-Sixth Supplemental Concurrent Bond Ordinance adopted concurrently by the City Councils of the Cities (the "Forty-Sixth Supplemental Ordinance"). The Controlling Ordinances and the Forty-Sixth 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. As set forth in the Forty-Sixth Supplemental Ordinance any owner hereof is deemed to have irrevocably consented to the complete replacement and substitution of the Controlling Ordinances by the "Master Bond Ordinance" (as defined in the Forty-Sixth Supplemental Ordinance).

The Bonds were issued by the Cities for the purposes of obtaining funds to fund certain capital costs of the Airport, to provide for capitalized interest, 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

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.

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, the Initial Obligations, and any Additional Obligations or Parity Credit Agreement Obligations that may be issued or executed pursuant to the Controlling Ordinances, 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

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

[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 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 Controlling Ordinances 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 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

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

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

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

(b) [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

(c) [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.

(d) 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 _____ 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 Vinson & Elkins L.L.P., McCall, Parkhurst & Horton L.L.P., 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 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 7.4 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 Officers Pricing Certificate for the Bonds to constitute conclusive evidence of such approval.

Section 7.5 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 7.6 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.

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 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; (ii) an amount shall be deposited to the Capitalized Interest Account of the Construction Fund to pay capitalized interest on the Bonds, (iii) an amount shall be deposited to the Construction Fund for payment of capital improvements of the Airport; 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 Controlling Ordinances, money sufficient to pay when due all amounts required to be paid by this Ordinance, the Controlling Ordinances, the Outstanding Ordinances, and the Additional Supplemental Ordinances, if any, that authorize the issuance of the Initial Obligations or 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 Controlling Ordinances 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 Controlling Ordinances 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 Internal Revenue Code of 1986, as amended (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 Sections 8.4 through 8.9 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 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. 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. The Cities and the Board covenant and agree that it will make use of the Proceeds of the 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 required so that the Bonds will not be “private activity bonds” within the meaning of section 141 of the Code.

Section 8.6 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 8.7 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 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 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 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 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 8.8 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 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 8.9 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 8.10 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.

ARTICLE IX

REPEAL, SEVERABILITY, AND EFFECTIVE DATE

Section 9.1 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 9.2 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 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 9.3 Effective Date. This Ordinance, when duly passed by both Cities, shall be in full force and effect.

(Execution Pages Follow)

APPROVED AND ADOPTED BY THE DALLAS CITY COUNCIL THIS MAY 25, 2011.

CITY OF DALLAS:

MARY K. SUHM,
City Manager

APPROVED AS TO FORM:

THOMAS P. PERKINS, JR.,
City Attorney

By: _____
Assistant City Manager

By: _____
Assistant City Attorney

PASSED BY THE FORT WORTH CITY COUNCIL THIS MAY 24, 2011.

Mayor, City of Fort Worth, Texas

ATTEST:

City Secretary,
City of Fort Worth, Texas

APPROVED AS TO FORM AND LEGALITY:

City Attorney,
City of Fort Worth, Texas

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

I, Deborah Watkins, 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, May 25, 2011, confirming the passage of Dallas/Fort Worth International Airport Forty-Sixth Supplemental Concurrent Bond Ordinance authorizing the issuance of Dallas/Fort Worth International Airport Joint Revenue Bonds, Series 2011B, 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 _____, 2011.

City Secretary,
City of Dallas, Texas

(SEAL)

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

I, Marty Hendrix, 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 May 24, 2011, 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 _____, 2011.

City Secretary,
City of Fort Worth, Texas

(SEAL)

**DALLAS/FORT WORTH INTERNATIONAL AIRPORT
FORTY-SEVENTH SUPPLEMENTAL CONCURRENT BOND ORDINANCE**

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

Authorizing

**DALLAS/FORT WORTH INTERNATIONAL AIRPORT
JOINT REVENUE REFUNDING BONDS, SERIES 2011C**

**DALLAS/FORT WORTH INTERNATIONAL AIRPORT
JOINT REVENUE REFUNDING BONDS, SERIES 2011D**

**DALLAS/FORT WORTH INTERNATIONAL AIRPORT
JOINT REVENUE REFUNDING BONDS, SERIES 2011E**

**DALLAS/FORT WORTH INTERNATIONAL AIRPORT
JOINT REVENUE REFUNDING BONDS, SERIES 2011F**

**DALLAS/FORT WORTH INTERNATIONAL AIRPORT
JOINT REVENUE REFUNDING BONDS, SERIES 2011G**

**DALLAS/FORT WORTH INTERNATIONAL AIRPORT
JOINT REVENUE REFUNDING BONDS, SERIES 2011H**

Passed by the City Council of the City of Dallas May 25, 2011

Passed by the City Council of the City of Fort Worth May 24, 2011

Effective May 25, 2011

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CITY OF DALLAS ORDINANCE NO. _____

CITY OF FORT WORTH ORDINANCE NO. _____

**FORTY-SEVENTH SUPPLEMENTAL CONCURRENT BOND
ORDINANCE AUTHORIZING DALLAS/FORT WORTH
INTERNATIONAL AIRPORT JOINT REVENUE REFUNDING BONDS,
SERIES 2011C, SERIES 2011D, SERIES 2011E, SERIES 2011F, AND
SERIES 2011G, AND SERIES 2011H, 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 “Forty-Seventh 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 Thirtieth Supplemental Concurrent Bond Ordinance (defined and cited herein as the “Thirtieth Ordinance”) relating to the Dallas/Fort Worth International Airport (the “Airport”); and

WHEREAS, the Thirtieth Ordinance amended and supplemented the prior ordinance of the Cities that is defined therein as the “1968 Ordinance”; and

WHEREAS, the 1968 Ordinance, as amended and supplemented by the Thirtieth Ordinance, and the Thirtieth Ordinance, now constitute the controlling bond ordinances of the Cities (herein defined together as the “Controlling Ordinances”) that relate to the financing of the Airport and that, together (i) prescribe 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) provide and establish the pledge, security, and liens securing the Cities’ special obligations to pay when due the Outstanding Obligations, the Initial Obligations, any Parity Credit Agreement Obligations, and any Additional Obligations; and

WHEREAS, the City Councils of the Cities of Dallas and Fort Worth, on February 23 and February 22, 2000, respectively, concurrently adopted the Thirty-First Supplemental Concurrent Bond Ordinance authorizing the issuance of the Dallas/Fort Worth International Airport Joint Revenue Bonds, Series 2000A (the “Series 2000A Bonds”), in the aggregate principal amount of \$335,000,000; and

WHEREAS, the City Councils of the Cities of Dallas and Fort Worth, on November 14 and November 13, 2001, respectively, concurrently adopted the Thirty-Third Supplemental Concurrent Bond Ordinance authorizing the Dallas/Fort Worth International Airport Joint Revenue Bonds, Series 2001A (the “Series 2001A Bonds”) in the aggregate principal amount of \$650,000,000; and

WHEREAS, the City Councils of the Cities of Dallas and Fort Worth, on August 14 and August 13, 2002, respectively, concurrently adopted the Thirty-Fifth Supplemental Concurrent

Bond Ordinance authorizing the issuance of the Dallas/Fort Worth International Airport Joint Revenue Auction Rate Bonds, Series 2002B (the “Series 2002B Bonds”), in the aggregate principal amount of \$75,000,000; and

WHEREAS, the City Councils of the Cities of Dallas and Fort Worth, on August 14 and August 13, 2002, respectively, adopted the Thirty-Sixth Supplemental Concurrent Bond Ordinance (the “Thirty-Sixth Ordinance”) authorizing the issuance of Dallas/Fort Worth International Airport Joint Revenue Auction Rate Bonds, Series 2002C (the “Series 2002C Bonds”) in the aggregate principal amount of \$50,000,000; and

WHEREAS, the City Councils of the Cities of Dallas and Fort Worth, on May 9, 2003 and April 8, 2003 respectively, adopted the Thirty-Seventh Supplemental Concurrent Ordinance (the “Thirty-Seventh Ordinance”) authorizing the issuance of 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 9, 2003 and April 8, 2003 respectively, adopted the Thirty-Eighth Supplemental Concurrent Ordinance (the “Thirty-Eighth Ordinance”) authorizing the issuance of Dallas/Fort Worth International Airport Joint Revenue Bonds, Series 2003C-1 (the “Series 2003C-1 Bonds”) in the aggregate principal amount of \$56,375,000 and the Dallas/Fort Worth International Airport Joint Revenue Bonds, Series 2008C-2 (the “Series 2003C-2 Bonds”) in the aggregate principal amount of \$56,400,000; and

WHEREAS, each City Council hereby finds and determines that the refunding of all or a portion of the outstanding maturities of the Series 2000A Bonds, the Series 2001A Bonds, the Series 2002B Bonds, the Series 2002C Bonds, the Series 2003A Bonds, the Series 2003C-1 Bonds, and the Series 2003C-2 Bonds described in Schedule I (the “Refunded Obligations”) is in the best interests of the Cities; and

WHEREAS, in accordance with the Controlling Ordinances, the Cities have been requested by the Dallas/Fort Worth International Airport Board (the “Board”) to issue Additional Obligations pursuant to this Ordinance to 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

WHEREAS, pursuant to Sections 8.3 and 8.4 of the Thirtieth Ordinance, the “Outstanding Ordinances” (as defined in the Thirtieth Ordinance) and the Controlling

Ordinances may be amended with the consent of the holders of more than sixty-six and two-thirds of the combined principal amount of the Obligations then outstanding at the time of the effective date of any amendments and each Credit Provider, if applicable, or, pursuant to Section 8.4(b) of the Thirtieth Ordinance, if the amendments are approved by Insurers and such other Credit Providers as applicable (all such capitalized terms having the respective meanings defined in the Thirtieth Ordinance); and

WHEREAS, the City Council of each of the Cities has heretofore approved a new Master Bond Ordinance as an amendment and restatement of the Controlling Ordinances, such Master Bond Ordinance to be effective immediately upon the receipt of the requisite consents referenced therein; and

WHEREAS, upon the effective date thereof, the Master Bond Ordinance shall govern and provide and establish the pledge, security, and liens securing the Outstanding Obligations, any Credit Agreement Obligations and any Additional Obligations; and

WHEREAS, all of the holders of the Bonds issued pursuant to this Ordinance are hereby deemed by the purchase of such Bonds to have irrevocably consented to the Master Bond Ordinance and the amendment and restatement of the Controlling Ordinances; 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 “Forty-Seventh 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 Controlling Ordinances. 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 Officers' 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(d) 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 Officers' 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.

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 effective upon receipt of the consents required by the Thirtieth Ordinance.

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 Thirtieth 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 Officers 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 Officers Pricing Certificate.

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

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.

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.

Thirtieth Ordinance - means the Thirtieth Supplemental Concurrent Bond Ordinance passed by the City Councils of the Cities and effective on February 23, 2000.

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 Controlling Ordinances. (a) For all purposes of the Outstanding Ordinances and the Controlling Ordinances, 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 Thirtieth 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 Thirtieth 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 Thirtieth 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 Thirtieth 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.

(ix) This Ordinance is an Additional Supplemental Ordinance.

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

(i) No amendment to the Controlling Ordinances or this Ordinance shall be approved or adopted pursuant to any of Sections 8.2, 8.3, 8.4, or 8.5 of the Thirtieth 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 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 Controlling Ordinances, and this Ordinance without the consent of or notice to the Holders, for any purpose not prohibited by Section 8.3 of the Thirtieth Ordinance, if such amendment is approved by the Insurer that at the time is not in default under its Policy 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 Controlling Ordinances, 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) The specific information that must be provided pursuant to the disclosure requirements of Section 10.1 of the Thirtieth Ordinance with respect to the Bonds shall be (A) the audited financial statements of the Board for each Fiscal Year ending on and after September 30, 2011, and (B) the annual financial information shall be the operating data relating to the Bonds set forth in the numbered tables in the official statement relating to the issuance of the Bonds. In connection with the issuance of the Bonds, the Rule, as amended by 17 CFR Parts 240 and 241/Release No. 34-62184, will be effective and the Cities shall comply with such amendments. The Board shall provide such information on behalf of the Cities.

(vi) Pursuant to the terms of Section 8.4 of the Thirtieth 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 Controlling Ordinances, the Forty-Seventh Ordinance and the Outstanding Ordinances without notice to or the consent of the Holders of the Bonds.

(c) Notwithstanding any other provision hereof, the holders of the Bonds, as evidenced by the purchase thereof, irrevocably consent to the amendment and restatement of the Controlling Ordinances by the Master Bond Ordinance, such Master Bond Ordinance to be effective immediately upon receipt of the requisite consents set forth in the Thirtieth Ordinance.

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 Controlling Ordinances 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 Thirtieth 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 Controlling Ordinances, are secured by a lien on and pledge of the Pledged Revenues and the Pledged Funds on a parity with the Prior Obligations, the Initial 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 Thirtieth Ordinance.

ARTICLE III

AUTHORIZATION; GENERAL TERMS AND PROVISIONS REGARDING THE BONDS

Section 3.1 Authorization. Additional Obligations, to be designated “Dallas/Fort Worth International Airport Joint Revenue Refunding Bonds, Series 2011C, Dallas/Fort Worth International Airport Joint Revenue Refunding Bonds, Series 2011D, Dallas/Fort Worth International Airport Joint Revenue Refunding Bonds, Series 2011E, Dallas/Fort Worth International Airport Joint Revenue Refunding Bonds, Series 2011F, Dallas/Fort Worth International Airport Joint Revenue Refunding Bonds, Series 2011G and Dallas/Fort Worth International Airport Joint Revenue Refunding Bonds, Series 2011H” or such other designation or designations 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 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 \$1,500,000,000, for the purpose of (1) refunding all or a portion of the Refunded Bonds, as set forth in the Officer's Pricing Certificate, (2) 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 (3) 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 TC-1 for the Series 2011C Bonds, TD-1 for the Series 2011D Bonds, TE-1 for the Series 2011E Bonds, TF-1 for the Series 2011F Bonds, TG-1 for the Series 2011G Bonds and TH-1 for the Series 2011H Bonds, 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, 2036.

(b) As authorized by Chapters 1207 and 1371, Texas Government Code, as amended, the Authorized Officer 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 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 the Bonds issued pursuant to this Ordinance and, authorized to be issued for the purposes described in Section 3.1 shall not exceed the maximum amount authorized in Section 3.1 hereof (\$1,500,000,000) and shall equal an amount sufficient to provide for the refunding of 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 District'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) The Bonds are being issued for restructuring of the Airport's debt service requirements; however, to the extent any present value savings is 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 sealed, 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 on May 1, 2012 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 at random 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 by lot 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 Controlling Ordinances 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.

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 Controlling Ordinances 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 REFUNDING BOND, SERIES 2011¹**

INTEREST RATE: MATURITY DATE: ORIGINAL ISSUE DATE: CUSIP NO.:

_____ % _____, _____ _____ 1, 2011 _____

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 _____, 2011², 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 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 _____, 2011.³ Interest on the Bonds shall accrue from the date of the initial delivery thereof.

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

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

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.

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 _____, 2011⁴ issued in the aggregate principal amount of \$_____ ⁵ issued pursuant to the authority of Chapter 22, Texas Transportation Code, as amended, Chapters 1207 and 1371, Texas Government Code, as amended and the "Controlling Ordinances," as defined in the Forty-Seventh Supplemental Concurrent Bond Ordinance adopted concurrently by the City Councils of the Cities (the "Forty-Seventh Supplemental Ordinance"). The Controlling Ordinances and the Forty-Seventh 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. As set forth in the Forty-Seventh Supplemental Ordinance any owner hereof is deemed to have irrevocably consented to the complete replacement and substitution of the Controlling Ordinances by the "Master Bond Ordinance" (as defined in the Forty-Seventh Supplemental Ordinance).

The Bonds were issued by the Cities for the purposes of obtaining funds to refund certain obligations previously issued by the Cities, 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

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

⁵ To be completed pursuant to the Officer's Pricing Certificate for the Bonds.

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, the Initial Obligations, and any Additional Obligations or Parity Credit Agreement Obligations that may be issued or executed pursuant to the Controlling Ordinances, 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.]⁶

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

[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, ____

Year

Amount

BONDS MATURING NOVEMBER 1, ____

Year

Amount

BONDS MATURING NOVEMBER 1, ____

Year

Amount

BONDS MATURING NOVEMBER 1, ____

Year

Amount

BONDS MATURING NOVEMBER 1, ____

Year

Amount

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 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.]]⁷

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 Controlling Ordinances 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 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

⁷ Mandatory redemption provisions to be inserted pursuant to the Officer's Pricing Certificate for the Bonds.

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

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

(b) [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

(c) [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.

(d) 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 _____ 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 Vinson & Elkins L.L.P., McCall, Parkhurst & Horton L.L.P., 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 Officers 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 Obligations. (a) The Cities hereby direct that the Refunded Obligations, 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 Obligations (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 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; (ii) an amount, specified in the Officer's Pricing Certificate shall be deposited into the Escrow Fund for the Refunded

Bonds; and (iii) 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 Controlling Ordinances, money sufficient to pay when due all amounts required to be paid by this Ordinance, the Controlling Ordinances, the Outstanding Ordinances, and the Additional Supplemental Ordinances, if any, that authorize the issuance of the Initial Obligations or 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 Controlling Ordinances 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 Controlling Ordinances 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 Regarding PAB Bonds. The Cities and the Board covenant with respect to the PAB Bonds that are used to refund the Refunded 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 and the PAB Refunded Bonds 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 and the PAB Refunded Bonds 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 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 and the PAB Refunded Bonds 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 and the PAB Refunded Bonds 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 and the PAB Refunded Bonds 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 and the PAB Refunded Bonds (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 with the Proceeds of the PAB Bonds do not exceed two (2) percent of the Sale Proceeds of the Bonds.

Section 8.6 Use of Proceeds Regarding Non-PAB Bonds. The Cities and the Board covenant and agree that it will make use of the Proceeds of the 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 any action to assure, or refrain from any action which would adversely affect, the treatment of the Non-PAB Bonds as “governmental bonds” and, therefore, not “private activity bonds” within the meaning of section 141 of the Code.

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, of 90 days or less until such Proceeds are needed for the purpose for which the bonds are issued,

(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.

ARTICLE IX

REPEAL, SEVERABILITY, AND EFFECTIVE DATE

Section 9.1 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 9.2 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 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 9.3 Effective Date. This Ordinance, when duly passed by both Cities, shall be in full force and effect.

(Execution Pages Follow)

APPROVED AND ADOPTED BY THE DALLAS CITY COUNCIL THIS MAY 25, 2011.

CITY OF DALLAS:

MARY K. SUHM,
City Manager

APPROVED AS TO FORM:

THOMAS P. PERKINS, JR.,
City Attorney

By: _____
Assistant City Manager

By: _____
Assistant City Attorney

PASSED BY THE FORT WORTH CITY COUNCIL THIS MAY 24, 2011.

Mayor, City of Fort Worth, Texas

ATTEST:

City Secretary,
City of Fort Worth, Texas

APPROVED AS TO FORM AND LEGALITY:

City Attorney,
City of Fort Worth, Texas

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

I, Deborah Watkins, 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, May 25, 2011, confirming the passage of Dallas/Fort Worth International Airport Forty-Seventh Supplemental Concurrent Bond Ordinance authorizing the issuance of Dallas/Fort Worth International Airport Joint Revenue Refunding Bonds, Series 2011C, Series 2011D, Series 2011E, Series 2011F Series 2011G and Series 2011H 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 _____, 2011.

City Secretary,
City of Dallas, Texas

(SEAL)

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

I, Marty Hendrix, 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 May 24, 2011, 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 _____, 2011.

City Secretary,
City of Fort Worth, Texas

(SEAL)

SCHEDULE I

Schedule of Refunded Bonds Candidates

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

Dallas/Fort Worth International Airport Joint Revenue Bonds, Series 2000A

<u>Original Issue Date</u>	<u>Original Issue Amount</u>	<u>Maturities to be Refunded</u>
March 1, 2000	\$335,000,000	11/01/2016 – 11/01/2035

Dallas/Fort Worth International Airport Joint Revenue Refunding and Improvement Bonds, Series 2001A

<u>Original Issue Date</u>	<u>Original Issue Amount</u>	<u>Maturities to be Refunded</u>
December 1, 2001	\$650,000,000	11/01/2011 – 11/01/2035

Dallas/Fort Worth International Airport Joint Revenue Bonds, Series 2002B

<u>Original Issue Date</u>	<u>Original Issue Amount</u>	<u>Maturities to be Refunded</u>
September 1, 2002	\$75,000,000	11/01/2016 – 11/01/2028

Dallas/Fort Worth International Airport Joint Revenue Bonds, Series 2002C

<u>Original Issue Date</u>	<u>Original Issue Amount</u>	<u>Maturities to be Refunded</u>
September 1, 2002	\$50,000,000	11/01/2016 – 11/01/2028

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 1, 2003	\$1,457,700,000	11/01/2021, 11/01/2031 – 11/01/2032, 11/01/2034 – 11/01/2035

Dallas/Fort Worth International Airport Joint Revenue Bonds, Series 2003C-1

<u>Original Issue Date</u>	<u>Original Issue Amount</u>	<u>Maturities to be Refunded</u>
August 1, 2003	\$56,375,000	11/01/2011 – 11/01/2018

Dallas/Fort Worth International Airport Joint Revenue Bonds, Series 2003C-2

<u>Original Issue Date</u>	<u>Original Issue Amount</u>	<u>Maturities to be Refunded</u>
August 1, 2003	\$56,400,000	11/01/2011 – 11/01/2018

City of Fort Worth, Texas
Mayor and Council Communication

DATE: Tuesday, May 24, 2011

LOG NAME:

REFERENCE NO.: **OCS-1815

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, May 18, 2011.

Attachment

Submitted for City Secretary's Office by:

Marty Hendrix (6152)

Originating Department Head:

Marty Hendrix (6152)

Additional Information Contact:

Lena Ellis (8517)

Nancy McKenzie (7744)

CITY COUNCIL MEETING

Tuesday, May 24, 2011

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 Nancy McKenzie ext 7744 or JoAnn Rowls ext 7784. Thank you.

CLAIMANT	DATE RECEIVED	DATE OF INCIDENT	LOCATION	INCIDENT TYPE	ALLEGATION	DEPT	ESTIMATE	INJURY
Billie Oguntoke	5/11/2011	4/23/2011	7617 Kingsmill Tr	Property Damage	Tree fell and damaged house.	PACS	No	No
Patricia Ruth McCloy	5/12/2011	5/12/2011	Trinity Boulevard	Auto Damage	Vehicle damaged in accident	TPW	No	No
Brandon Taylor	5/13/2011	4/25/2011	2530 Brennan Ave	Property Damage	Vehicle broken into while impounded at PD auto pound	PD	No	No
Sanders Marshall	5/13/2011		5660 Conlin Dr.	Property Damage	Grass and curb damaged during street construction.	T/PW	No	No
Marie Lindsay Clifton	5/13/2011	5/13/2011	325` Bellaire Drive	Auto Damage	Auto accident	Water	No	No
Brandon Taylor & Mary Taylor	5/13/2011	4/25/2011	Auto Pound	Property Damage	Damage to vehicle	Police	No	No
Donald Tircuit	5/16/2011	2/15/2011	1162 Limerick Drive	Property Damage	Construction caused damage to yard	TPW	No	No

CLAIMANT	DATE RECEIVED	DATE OF INCIDENT	LOCATION	INCIDENT TYPE	ALLEGATION	DEPT	ESTIMATE	INJURY
Derrelle Dickson	5/16/2011	5/2/2011	6315 East Lancaster	Property Damage	Cell phone damaged	Police	No	No
Robert O'Brien	5/17/2011	6/13/2009	1400 8th Avenue	Bodily Injury	Excessive force	Police	No	Yes
Joey Lankford	5/17/2011	1/12/2011	7620 Meadowbrook Drive	Property Damage	Water meter damage	Water	No	No
Stephen Young	5/17/2011	1/5/2011	5529 Odessa Ave	Auto Damage	Car damage die to asphalt and new inclines.	TPW	Yes	No
Dawnette Rhoades	5/18/2011	2/11/2011	4500 Heritage Trace Pkwy	Auto Damage	Vehicle damaged in accident	Police	Yes	No
Demery Cox	5/18/2011	5/1/2011	I-30	Property Damage	Debris in roadway caused damage to vehicle	TPW	No	No

No Documents for this Section

No Documents for this Section