



**SUMMARY OF MEETINGS AND ACTIVITIES
MONDAY, MARCH 19, 2012, THROUGH FRIDAY, MARCH 23, 2012**

MONDAY, MARCH 19, 2012

	<u>TIME</u>	<u>LOCATION</u>
Ad Hoc Municipal Court Advisory Committee	1:00 p.m.	Pre-Council Chamber
Art Commission Meeting	5:30 p.m.	Fort Worth Community Arts Center 1300 Gendy Street

TUESDAY, MARCH 20, 2012

Pre-Council Meeting	8:30 a.m.	Pre-Council Chamber
City Council Meeting	10:00 a.m.	Council Chamber
Alliance Airport Authority, Inc.	Immediately Following the City Council Meeting	Pre-Council Chamber
City Council Tour of Council Districts 4 and 8	1:00 p.m.	Pick-up and Drop-off at the Northeast Corner of City Hall

WEDNESDAY, MARCH 21, 2012

Water and Wastewater Capital Improvements Plan Citizens Advisory Committee	11:45 a.m.	Hazel Harvey Peace Center for Neighborhoods 818 Missouri Avenue
Board of Adjustment – Residential Work Session	12:30 p.m.	Pre-Council Chamber
Board of Adjustment – Residential Public Hearing	1:30 p.m.	Pre-Council Chamber
Fort Worth Housing Authority (FWHA) Special Meeting	5:00 p.m.	FWHA Administrative Office Board Room 1201 East 13th Street

THURSDAY, MARCH 22, 2012

Appeals Board Pre-Meeting	8:30 a.m.	Pre-Council Chamber
Appeals Board Meeting	9:00 a.m.	Council Chamber

<p>This summary is compiled from data furnished to the Office of the City Secretary by 12:00 p.m. on March 15, 2012, and may not include all meetings to be conducted during the week of March 19, 2012 through March 23, 2012. It is a summary listing only. See individual agendas which are posted in compliance with the Texas Open Meetings Act for detailed information.</p>
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**SUMMARY OF MEETINGS AND ACTIVITIES
MONDAY, MARCH 19, 2012, THROUGH FRIDAY, MARCH 23, 2012**

THURSDAY, MARCH 22, 2012

(continued)

	<u>TIME</u>	<u>LOCATION</u>
Tax Increment Reinvestment Zone (TIF 3) Board Meeting	2:30 p.m.	City Hall 1000 Throckmorton, Lower Level Development Conference Room
Audit and Finance Advisory Committee	3:00 p.m.	Pre-Council Chamber

FRIDAY, MARCH 23, 2012

No Meetings

This summary is compiled from data furnished to the Office of the City Secretary by 12:00 p.m. on March 15, 2012, and may not include all meetings to be conducted during the week of March 19, 2012 through March 23, 2012. It is a summary listing only. See individual agendas which are posted in compliance with the Texas Open Meetings Act for detailed information.

ALLIANCE AIRPORT AUTHORITY, INC.
(IMMEDIATELY FOLLOWING CITY COUNCIL MEETING)
TUESDAY, MARCH 20, 2012
PRE-COUNCIL CHAMBER, CITY HALL
1000 THROCKMORTON STREET, FORT WORTH, TEXAS

PRE-COUNCIL MEETING
TUESDAY, MARCH 20, 2012
8:30 A.M.
PRE-COUNCIL CHAMBER, CITY HALL
1000 THROCKMORTON STREET, FORT WORTH, TEXAS

1. Report of the City Manager - Tom Higgins, City Manager
 - a. Changes to the City Council Agenda
 - b. Upcoming and Recent Events
 - c. Organizational Updates and Employee Recognition(s)
 - d. Informal Reports
 - [IR 9476](#): March 2012 - Sales Tax Update
 - [IR 9477](#): Using Gas Lease Revenue to Service Debt
2. Current Agenda Items - City Council Members
3. Responses to Items Continued from a Previous Week
 - a. [M&C G-17540](#) - Conduct a Public Hearing and Adopt Ordinance Designating Property in the Vicinity of Northwest Loop 820 and Old Decatur Road as Tax Abatement Reinvestment Zone No. 81, City of Fort Worth, Texas (PUBLIC HEARING) (COUNCIL DISTRICT 2) (Continued from March 6, 2012 by Staff)
 - b. [M&C C-25475](#) - Authorize Execution of a Tax Abatement Agreement with Commercial Metals Company for the Construction of a Metal Recycling Facility and Various Other Commitments on Property Located in the Vicinity of Northwest Loop 820 and Old Decatur Road and Waive Certain Related Development Fees Pursuant to the City of Fort Worth's Relocation Incentives Policy (COUNCIL DISTRICT 2) (Continued from March 6, 2012 by Staff)
 - c. [M&C C-25479](#) - Authorize Execution of a Construction Contract with Standard Parking Corporation d/b/a SP Plus in the Amount of \$1,766,535.59 and Authorize Amendment No. 1 to City Secretary Contract No. 42224 for Construction Administration Services in the Amount of \$46,000.00 with Dunaway Associates, LP, for the Landscaping, Paving, and Pedestrian Enhancements to Serve the Gendy Street Phase II Project at Will Rogers Memorial Center (COUNCIL DISTRICT 7) (Continued from March 6, 2012 by Council Member Scarth)

- d. [ZC-11-101](#) - Victor Lopez, 3602 North Grove Street; from: "K" Heavy Industrial to: "PD/K" Planned Development for all uses in "K" Heavy Industrial plus glass recycling, site plan included (Recommended for Approval) (Continued from March 6, 2012 by Council Member Espino)
- 4. Briefing on Salt Water Wells - Rick Trice, Planning and Development
- 5. Presentation on Best Value - Procurement (Fernando Costa, City Manager's Office)
- 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, March 20, 2012

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 related to the United States Department of Housing and Urban Development ("HUD") grant programs;
 - b. In re AMR Corporation, et al., Case Number 11-15463, United States Bankruptcy Court for the Southern District of New York; and
 - c. 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, MARCH 20, 2012
CITY COUNCIL CHAMBER, CITY HALL
1000 THROCKMORTON STREET, FORT WORTH, TEXAS**

- I. CALL TO ORDER**
- II. INVOCATION** - Imam Moujahed Bakhach, Islamic Association of Tarrant County
- III. PLEDGE OF ALLEGIANCE**
- IV. CONSIDERATION OF MINUTES OF REGULAR MEETING OF MARCH 6, 2012**
- V. ITEMS TO BE WITHDRAWN FROM THE CONSENT AGENDA**
- VI. ITEMS TO BE CONTINUED OR WITHDRAWN BY STAFF**

VII. CONSENT AGENDA

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

A. General - Consent Items

- 1. [M&C G-17541](#) - Adopt Ordinance Amending Chapter 7 "Buildings" of the City Code to Require Appeals to District Court to Be Trial De Novo for Appeals of Appeals Board Decisions of Building Standards Commission Orders and Removing the Mandatory Requirement to Demolish Foundations Pursuant to Demolition Permits (ALL COUNCIL DISTRICTS)
- 2. [M&C G-17542](#) - Approve Retroactive Extension of Injury Leave-of-Absence Pay Benefits in the Amount of \$19,323.20 for Police Officer Lisa Ramsey Beginning January 2, 2012 through July 4, 2012 (ALL COUNCIL DISTRICTS)
- 3. [M&C G-17543](#) - Accept Donation from the U. S. Domestic Nuclear Detection Office for Radiation Detection Equipment Valued at Approximately \$169,662.93 for Use by the Police Department's Emergency Preparedness Incident Command Unit and Adopt Appropriation Ordinance (ALL COUNCIL DISTRICTS)
- 4. [M&C G-17544](#) - Adopt Ordinance Appointing Raquel D. Brown as a Municipal Judge for a Two Year Term Commencing April 1, 2012 and Ending March 31, 2014 to Fill a Vacant Municipal Judge Position (ALL COUNCIL DISTRICTS)

B. Purchase of Equipment, Materials, and Services - Consent Items - None

C. Land - Consent Items

- 1. [M&C L-15334](#) - Authorize the Acquisition of a Fee Simple Interest in a Total of 0.90 Acres of Land for Right-of-Way, an Easement Interest in a Total of 0.11 Acres of Land for One Permanent Drainage Facility Easement, and 0.044 Acres of Land for One Variable Width Permanent Drainage Easement for the Ray White Road Improvement Project Near the Shiver and Ray White Road Intersection from Lazy F. Inc., and Quadrant North Tarrant Partners, Ltd.,

for \$138,300.00 and Pay the Estimated Closing Costs of \$8,000.00 in the Amount of \$146,300.00 and Adopt Appropriation Ordinance (COUNCIL DISTRICT 2)

2. [M&C L-15335](#) - Authorize the Acquisition of a Fee Simple Interest in 0.465 Acres of Land for Right-of-Way Located in the J.R. Knight Survey, Abstract 902, Tract 1C02, on the Southwest Corner of Alta Vista and Keller Hicks Road, from Hillwood Residential Services, LP, in the Amount of \$60,765.00 and Pay Estimated Closing Costs Not to Exceed \$2,500.00 (COUNCIL DISTRICT 2)

D. Planning & Zoning - Consent Items

1. [M&C PZ-2970](#) - Adopt Ordinance Vacating Two Alleys Located Between Third Street and Fourth Street and a Public Open Space Easement at the Intersection of Third Street and Main Street (COUNCIL DISTRICT 9)

E. Award of Contract - Consent Items

1. [M&C C-25486](#) - Authorize Execution of an Encroachment Agreement with Castle Peak Homes III, LP, for the Construction of Three Paved Parking Spaces at 2632 Lubbock Avenue Encroaching onto the Prairie Avenue Right-of-Way (COUNCIL DISTRICT 9)
2. [M&C C-25487](#) - Authorize Expenditure in the Amount of \$245,460.00 in Community Development Block Grant - Recovery Funds with Bradley Douglas Construction Services, LLC, for Construction of Sidewalks in Community Development Block Grant - Eligible Areas and Authorize Execution of Related Construction Contract (ALL COUNCIL DISTRICTS)
3. [M&C C-25488](#) - Authorize Change of Use and Expenditure of \$300,000.00 of HOME Investment Partnerships Program Grant Funds to Sphinx Development Corporation or its Designated Affiliate, in the Form of an Interim Loan for Harmon Villas, a Multifamily Housing Development to Be Located at 9592 Harmon Road, Authorize Execution of a Conditional Commitment and Contract, Authorize Substantial Amendment to the City of Fort Worth's 2009-2010 and 2010-2011 Action Plans and Substitution of Funding Years and Adopt Resolution Supporting the 2012 Low Income Housing Tax Credit Application for the Development (COUNCIL DISTRICT 2)
4. [M&C C-25489](#) - Authorize Change of Use and Expenditure in the Amount of \$368,000.00 of HOME Investment Partnerships Program Grant Funds to Miller Valentine Group or its Designated Affiliate, in the Form of an Interim Loan for the Reserve at Western Center, a Multifamily Housing Development to Be Located at Western Center Boulevard and Blue Mound Road, Authorize Execution of a Conditional Commitment and Contract, Authorize Substantial Amendment to the City of Fort Worth's 2009-2010 and 2010-2011 Action Plans and Substitution of Funding Years and Adopt Resolution Supporting the 2012 Low Income Housing Tax

Credit Application for the Development (COUNCIL DISTRICT 2)

5. [M&C C-25490](#) - Authorize Execution of an Engineering Services Agreement with Halff Associates, Inc., in the Amount of \$125,002.00 for the Preparation of Plans, Specifications and Construction Estimates for Intersection Capacity Improvements Projects at Three Locations, Western Center Boulevard at North Beach Street, South Hulen Street at Granbury Road, and West Cleburne Road at Columbus Trail (COUNCIL DISTRICTS 3, 4 and 6)
6. [M&C C-25491](#) - Authorize Execution of a Contract with the Texas Department of Transportation and Quick Water Productions for Temporary Closure of Interstate Highway 820 Service Road from 900 Feet West of Marine Creek Parkway to 500 Feet Past Marine Creek Lake Beginning Saturday, September 8, 2012 through Sunday, September 9, 2012, for the Fort Worth Drag Boat Nationals at Marine Creek Lake (COUNCIL DISTRICT 7)
7. [M&C C-25492](#) - Authorize Execution of an Engineering Agreement with Kasper/Graham & Associates, Inc., d/b/a Graham Associates, Inc., in the Amount of \$305,969.00 for the Design of the Shore View Drive Culvert Improvements (COUNCIL DISTRICT 7)
8. [M&C C-25493](#) - Authorize Execution of an Engineering Services Agreement with Kimley-Horn and Associates, Inc., in the Amount of \$475,600.00 for the Design of Old Decatur Road from WJ Boaz Road to McLeroy Boulevard Utilizing Funds from the 2008 Bond Program to Provide for Design, Project Management and Design Review for a City Project Total of \$508,600.00 (COUNCIL DISTRICT 7)
9. [M&C C-25494](#) - Authorize Execution of an Engineering Agreement with HDR Engineering, Inc., in the Amount of \$270,126.00 for the Design of Pennsylvania Avenue from Tenth Street to West Cannon Street (COUNCIL DISTRICT 9)
10. [M&C C-25495](#) - Authorize Execution of an Engineering Agreement with Freese and Nichols, Inc., in the Amount of \$455,825.00 for the Design of the Riverside Drive Bridge at Fossil Creek (COUNCIL DISTRICT 4)
11. [M&C C-25496](#) - Authorize Execution of a Stormwater Facility Maintenance Agreement with SHG Resources, LP, for Property Located on Lot 2-R, Block 2, Medical Centre Addition (COUNCIL DISTRICT 9)
12. [M&C C-25497](#) - Authorize Amendment No. 1 to City Secretary Contract No. 35728 with CourtView Justice Solution in the Amount of \$121,025.00 for the Design and Installation of an Automated Interface to Retrieve Electronic Citation Data from the City of Fort Worth's Pocket Citation System for Case Initiation (ALL COUNCIL DISTRICTS)
13. [M&C C-25498](#) - Adopt Resolution Authorizing an Increase of \$200,000.00 in the Maximum Amount to Be Paid to S.G. Johndroe, III and the Law Firm Cantey Hanger, LLP, as Outside Counsel

in the Alliance Airport Runway Extension Project to an Amount Not to Exceed \$500,000.00 (COUNCIL DISTRICT 2)

14. [M&C C-25499](#) - Authorize Execution of an Encroachment on Easement Agreement with Atmos Energy for the Installation of a Fire Lane by FTWFBO, LLC as Lessee and Texas Jet, Inc. as Sub-Lessee on an Existing Atmos Energy Easement in the Vicinity of 4709 North Main Street at Fort Worth Meacham International Airport (COUNCIL DISTRICT 2)
15. [M&C C-25500](#) - Authorize Acceptance of Grant Amendment No. 2 to City Secretary Contract No. 35315 from the Texas Department of Transportation Increasing the Sponsor's Share for the Perimeter Road Construction Project at Meacham International Airport by \$601,966.00, Authorize Use of Revenue Derived from Gas Leases in the Amount of \$601,966.00 for the Additional Grant Match and Adopt Appropriation Ordinances (COUNCIL DISTRICT 2)
16. [M&C C-25501](#) - Authorize Execution of a Contract with Burnsco Construction, Inc., in the Amount of \$714,475.90 for Water and Sanitary Sewer Replacement Contract 2005, WSM-L, Part 1, on Park Hill Drive from Shirley Avenue to Colonial Parkway and Adopt Appropriation Ordinances (COUNCIL DISTRICT 9)

VIII. PRESENTATIONS BY THE CITY SECRETARY - CONSENT ITEMS

1. OCS –1844 – Notice of Claims for Alleged Damages and/or Injuries

IX. SPECIAL PRESENTATIONS, INTRODUCTIONS, ETC.

1. Certificate of Recognition for Outstanding Act of Heroism Presented by the Fort Worth Police Department

X. ANNOUNCEMENTS BY CITY COUNCIL MEMBERS AND STAFF

1. Upcoming and Recent Events
2. Recognition of Citizens

XI. PRESENTATIONS BY THE CITY COUNCIL

1. Changes in Membership on Boards and Commissions

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

1. Report by the Building Standards Commission
2. Report by the Fort Worth Commission for Women

XIII. RESOLUTIONS

1. A Resolution Designating Saturday, March 31, 2012, from 8:30 p.m. to 9:30 p.m. as Earth Hour in Fort Worth
2. A Resolution Appointing Francisco Hernandez to the Dallas-Fort Worth International Airport Board of Directors, Place 2
3. A Resolution Appointing Lillie Biggins to the Dallas-Fort Worth International Airport Board of Directors, Place 8

XIV. ORDINANCE

1. Forty-Eighth Supplemental Concurrent Bond Ordinance Authorizing One or More Series of Dallas/Fort Worth International Airport Joint Revenue Bonds, for Lawful

Purposes; Providing the Security Therefore; Providing for the Sale, Execution and Delivery Thereof Subject to Certain Parameters; and Providing Other Terms, Provisions and Covenants With Respect Thereto

XV. REPORT OF THE CITY MANAGER

A. Benefit Hearing - None

B. General

1. [M&C G-17540](#) - Conduct a Public Hearing and Adopt Ordinance Designating Property in the Vicinity of Northwest Loop 820 and Old Decatur Road as Tax Abatement Reinvestment Zone No. 81, City of Fort Worth, Texas (COUNCIL DISTRICT 2) **(Continued from a Previous Meeting) (PUBLIC HEARING)**
 - a. Report of City Staff
 - b. Citizen Presentations
 - c. Council Action
2. [M&C G-17540](#) - **(Revised)** Conduct a Public Hearing and Adopt Ordinance Designating Property in the Vicinity of Northwest Loop 820 and Old Decatur Road as Tax Abatement Reinvestment Zone No. 81, City of Fort Worth, Texas (COUNCIL DISTRICT 2) **(PUBLIC HEARING)**
 - a. Report of City Staff
 - b. Citizen Presentations
 - c. Council Action
3. [M&C G-17545](#) - Approve Verification of Historic Site Tax Exemptions for 1400 Fairmount Avenue, 1728 Ransom Terrace, 1704 Sixth Avenue, 2000 Alston Avenue, 1317 Alston Avenue, 1507 Alston Avenue, 1710 Sixth Avenue, 1945 Chatburn Court, 1939 Hurley Avenue, 1906 South Henderson Street, 1701 Alston Avenue, 1207 West Richmond Avenue, 1415 South Lake Street, 2340 Lipscomb Street, 3627 Mount Vernon Avenue, 1405 Fairmount Avenue and 312 West Cannon Street (COUNCIL DISTRICTS 5, 8 and 9)
4. [M&C G-17546](#) - Authorize Execution of Interlocal Agreement with Tarrant County for Reimbursement in the Amount of \$1,500,000.00 to the City for Tarrant County Cost Participation Related to the Trinity River Vision-Central City Project (COUNCIL DISTRICTS 2 and 9)
5. [M&C G-17547](#) - Adopt Resolution Ratifying and Approving the Retention of Outside Legal Counsel to Represent the City in Matters Related to the AMR Bankruptcy (ALL COUNCIL DISTRICTS)
6. [M&C G-17548](#) - Authorize Execution of Supplemental Agreement Regarding North Airport Drilling Commitment in Dallas/Fort Worth International Airport Board, City of Fort Worth, and City of Dallas vs. Chesapeake Exploration, LLC, Cause No. 153-237052-09, in the 153rd Judicial District of Tarrant County, Texas (ALL COUNCIL DISTRICTS)
7. [M&C G-17549](#) - Adopt Resolution Appointing Jarod Cox as Trustee to Place 9 on the Board of Trustees of the City of Fort Worth Employees' Retirement Fund (ALL COUNCIL DISTRICTS)

8. [M&C G-17550](#) - Adopt Supplemental Appropriation Ordinance in the Amount of \$1,678,346.00 for Fiscal Year 2011 Year End Budget Adjustments and Decrease Unaudited, Unassigned General Fund Balance by the Same Amount (ALL COUNCIL DISTRICTS)
9. [M&C G-17551](#) - Authorize Amendment of the Financial Management Policy Statements to Dissolve the Trust Advisory Council and Establish a Gas Lease Revenue Trust and Adopt Resolution (ALL COUNCIL DISTRICTS)
10. [M&C G-17552](#) - Adopt Ordinance Repealing Ordinance No. 19558-02-2011 Designating Property Located at 3715 NE 28th Street and 3650 Kimbo Road as Tax Abatement Reinvestment Zone No. 72, City of Fort Worth, Texas (COUNCIL DISTRICT 4)
11. [M&C G-17553](#) - Authorize Acceptance of Monetary Donations from Quicksilver Resources Inc. and XTO Energy Inc., in the Amount of \$3,500.00 for the Purchase of Fitness Equipment for Fire Station No. 2 and Adopt Supplemental Appropriation Ordinance (COUNCIL DISTRICT 9)
12. [M&C G-17554](#) - Adopt an Update to the City-Wide Aquatic Master Plan 2008 and Adopt the Updated Plan as an Amendment to the Park, Recreation and Open Space Master Plan and the City of Fort Worth's Comprehensive Plan (ALL COUNCIL DISTRICTS)
13. [M&C G-17555](#) - Authorize Acceptance of a Donation from CVS Pharmacy, Inc., of a Tot Lot Playground Valued at \$40,049.00 for Rosemont Park (COUNCIL DISTRICT 9)

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

D. Land

1. [M&C L-15336](#) - Approve Amendment to the Lincolnshire Park Natural Gas Lease Agreement with Chesapeake Exploration, LLC, in the Amount of \$20,299.18 to Include 5.757 Acres, More or Less, of Recently Purchased Property (COUNCIL DISTRICT 6)
2. [M&C L-15337](#) - Authorize Condemnation by Eminent Domain of a Fee Simple Interest in 0.462 Acres of Improved Commercial Land for the Lebow Channel Drainage Project Located at 1609 Brennan Avenue and Owned by Spencer Hodge (COUNCIL DISTRICT 2)
3. [M&C L-15338](#) - Authorize Condemnation by Eminent Domain of a Fee Simple Interest in 1.0060 Acres of Improved Commercial Land for the Lebow Channel Drainage Project Located at 3051-3061 Hardy Street and Owned by Betty J. Williamson (COUNCIL DISTRICT 2)
4. [M&C L-15339](#) - Authorize Condemnation by Eminent Domain of a Fee Simple Interest in 1.171 Acres of Improved Commercial Land for the Lebow Channel Drainage Project Located at 3101-3109 and 3106 Hardy Street and Owned by Betty J. Williamson (COUNCIL DISTRICT 2)

E. Planning & Zoning - None

F. Award of Contract

1. [M&C C-25475](#) - Authorize Execution of a Tax Abatement Agreement with Commercial Metals Company for the Construction of a Metal Recycling Facility and Various Other Commitments on Property Located in the Vicinity of Northwest Loop 820 and Old Decatur Road and Waive Certain Related Development Fees Pursuant to the City of Fort Worth's Relocation Incentives Policy (COUNCIL DISTRICT 2) **(Continued from a Previous Meeting)**
2. [M&C C-25479](#) - Authorize Execution of a Construction Contract with Standard Parking Corporation d/b/a SP Plus in the Amount of \$1,766,535.59 and Authorize Amendment No. 1 to City Secretary Contract No. 42224 for Construction Administration Services in the Amount of \$46,000.00 with Dunaway Associates, LP, for the Landscaping, Paving, and Pedestrian Enhancements to Serve the Gendy Street Phase II Project at Will Rogers Memorial Center (COUNCIL DISTRICT 7) **(Continued from a Previous Meeting)**
3. [M&C C-25502](#) - Authorize Execution of Memorandum of Understanding and Master Utility Relocation Agreement with Oncor Electric Delivery Company LLC, Outlining Responsibilities and Processes for Utility Relocations Required by Trinity River Vision-Central City Project (COUNCIL DISTRICT 2)
4. [M&C C-25503](#) - Authorize Execution of a Contract with McClendon Construction Company, Inc., in the Amount of \$1,980,373.85 for the Second Phase of the West Berry Streetscape Improvements Project from Waits Avenue to West of University Drive, Authorize Execution of an Interlocal Agreement with the Fort Worth Transportation Authority, Authorize the Acceptance of a Contribution from the Fort Worth Transportation Authority in the Amount of \$11,183.00 for the West Berry Transit Stop Retrofits, Amend M&C G-15992 to Reduce TCU's In-Kind Contribution and Adopt Appropriation Ordinance (COUNCIL DISTRICT 9)
5. [M&C C-25504](#) - Authorize Execution of Enhanced Community Facilities Agreement with Keystone Equity Partners, LLC, with Reimbursement from the City of Fort Worth in an Amount Not to Exceed \$750,000.00 for the Reconstruction of Old Decatur Road from Loop 820 to the Southern Boundary of the Proposed Commercial Metals Company Site (COUNCIL DISTRICT 2)
6. [M&C C-25505](#) - Authorize Execution of a Contract with Conatser Construction TX, LP, in the Amount of \$2,927,612.50 for Pavement Reconstruction, Water and Sanitary Sewer Main Replacement in Seven Streets Within the Northside and Northeast Sectors Utilizing \$2,645,200.64 from the 2007 Critical Capital Projects Fund and \$837,343.12 from the Water and Sewer Capital Projects Funds to Provide for Construction Contract Costs, Contingencies and Construction Services for a Project Total of \$3,482,543.76 and Adopt Appropriation Ordinances (COUNCIL DISTRICT

2)

7. [M&C C-25506](#) - Authorize Execution of a Contract with Conatser Construction TX, LP, in the Amount of \$2,829,690.10 for Pavement Reconstruction and Water and Sanitary Sewer Main Replacement on Portions of Chickering Road, Weyburn Drive and Marks Place, Utilizing \$1,979,116.12 from the 2007 Critical Capital Projects Fund and \$1,238,693.00 from the Water and Sewer Capital Projects Funds to Provide for Construction Contract Costs, Contingencies and Construction Services for a Project Total of \$3,217,809.12 and Adopt Appropriation Ordinances (COUNCIL DISTRICT 3)
8. [M&C C-25507](#) - Authorize Execution of a Contract with Jet Underground Utilities, Inc., in the Amount of \$1,042,000.00 for Pavement Reconstruction and Water and Sanitary Sewer Main Replacement on Portions of Illinois Avenue, Leuda Street West, May Street, Marion Avenue and Mulkey Street, Utilizing \$1,101,060.00 from the 2008 Capital Improvement Program Projects Fund and \$251,115.00 from the Water Capital Projects Funds to Provide for Construction Contract Costs, Contingencies and Construction Services for a Project Total of \$1,352,175.00 and Adopt Appropriation Ordinance (COUNCIL DISTRICT 8)
9. [M&C C-25508](#) - Authorize Execution of an Engineering Agreement with Freese and Nichols, Inc., in the Amount of \$1,598,450.00 for the Design of East Rosedale Street from Miller Avenue to U.S. Highway 287 (COUNCIL DISTRICT 8)
10. [M&C C-25509](#) - Authorize Execution of a Contract with JLB Contracting, LLC, in the Amount of \$1,185,492.76 for Pavement, Sidewalks, Water, Street Lights, and Drainage Improvements for Thompson Road from North Riverside Drive to Flowertree Drive (COUNCIL DISTRICTS 2 and 4)
11. [M&C C-25510](#) - Authorize Execution of a Utility Adjustment Agreement with Oncor Electric Delivery Company, LLC, in the Amount of \$392,154.00 for Construction Fees Associated with the Relocation of an Electric Fiber Optic Line as Part of the Runway Extension Project at Fort Worth Alliance Airport (COUNCIL DISTRICT 2)
12. [M&C C-25511](#) - Authorize Execution of a Utility Relocation Reimbursement Agreement with Qwest Communications Company, LLC, in an Amount Not to Exceed \$1,274,844.51 for Relocating 12.5 Miles of Fiber Optic Line as Part of the Runway Extension Project at Fort Worth Alliance Airport (COUNCIL DISTRICT 2)
13. [M&C C-25512](#) - Authorize Execution of a Contract with Wright Construction Company, Inc., in the Amount of \$1,265,893.84 for Water and Sanitary Sewer Relocation on State Highway 114, Part 1 from Championship Parkway to Interstate Highway 35W (COUNCIL DISTRICT 2)
14. [M&C C-25513](#) - Authorize Execution of a Design-Build Contract in the Guaranteed Maximum Price in the Amount of

\$3,225,905.00 with Thos. S. Byrne, Ltd., to Design and Build the Enhanced Neighborhood Family Aquatic Center at Marine Park Located in the 300 Block of NW 20th Street, Authorize Transfer of \$2,000,000.00 from the Capital Projects Reserve Fund to the Specially Funded Capital Projects Fund and Adopt Appropriation Ordinance (COUNCIL DISTRICT 2)

XVI. PUBLIC HEARING

1. Second Public Hearing for a Proposed Service Plan for Approximately 64 Acres of Land in Tarrant County, Located South of Wall Price Keller Road and West of US Highway 377 (AX-11-009 Annexation Area 18)
 - a. Report of City Staff
 - b. Citizen Comments

XVII. ZONING HEARING

1. [ZC-11-101](#) - **(CD 2)** - Victor Lopez, 3602 North Grove Street; from: "K" Heavy Industrial to: "PD/K" Planned Development for all uses in "K" Heavy Industrial plus glass recycling, site plan included. **(Recommended for Approval) (Continued from a Previous Meeting)**
2. [SP-12-002](#) - **(CD 2)** - McQuerry Properties, 2355 & 2425 Decatur Avenue; Site plan amendment to "PD-775" Planned Development for K uses plus recycling, to expand area of activity and adjust for new tenant. **(Recommended for Approval)**
3. [ZC-12-030](#) - **(CD 2)** - Tarrant Regional Water District, 500 Block of North Commerce Street; from: "TU-N1" Trinity Uptown Neighborhood Zone 1 and "TU-N2" Trinity Uptown Neighborhood Zone 2 to: "PD/TU-N2" Planned Development for all uses in "TU-N2" Trinity Uptown Neighborhood Zone 2 plus outdoor recreational activities to include drive-in movie theater, concerts, etc. a mobile food truck park, three to four screen theater with hard surface, dust free parking/viewing areas. Only temporary outdoor recreational activities and associated structures are exempt from the development standards of the TU-N2 district; all permanent structures not related to the drive-in theater shall meet the development standards. On-site concession stand and food trucks shall have paved surfaces. Site plan waiver recommended. **(Recommended for Approval)**

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. At the Mayor's discretion, time limits may be reasonably extended.

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.

NOTICE OF AGENDA

A Meeting of

ALLIANCEAIRPORT AUTHORITY, INC.

will be held on

Tuesday, March 20, 2012

*Immediately Following the Meeting of
the City Council of the City of Fort Worth
Scheduled to Begin at 10:00 A.M.*

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

Board of Directors

Jungus Jordan, President

Salvador Espino, Vice President

Joel Burns, Director

Kathleen Hicks, Director

Frank Moss, Director

Betsy Price, Director

Dennis Shingleton, Director

Danny Scarth, Director

Zim Zimmerman, Director

-
- I. Call to Order
 - II. Approve Minutes of May 17, 2011 Meeting
 - III. Election of Officers.
 - IV. Adopt Resolution Authorizing Retention of Peter Lewis and the Law Firm of Scheef & Stone, L.L.P. as Outside Legal Counsel to Represent AllianceAirport Authority, Inc. in Matters Related to the AMR Bankruptcy and Authorizing Payment of Any Related Legal Fees Incurred by the City of Fort Worth
 - V. Executive Session – The Board of Directors of AllianceAirport Authority, Inc. will conduct a closed meeting to:
 - A. Seek the advice of its attorneys concerning any current agenda items that are exempt from public disclosure under Article X, Section 9 of the Texas State Bar Rules, as authorized by section 551.071 of the Texas Government Code;
 - B. Discuss the purchase, sale, lease or value of real property, as authorized by Section 551.072 of the Texas Government Code. Deliberation in an open meeting would have a detrimental effect on the position of the Corporation in negotiations with a third party; and
 - C. Discuss or deliberate negotiations relating to any economic development negotiations, as authorized by Section 551.087 of the Texas Government Code.
 - VI. Adjourn

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

ALLIANCEAIRPORT
AUTHORITY, INC.

No: 2012-01

Date: 03-20-12

RESOLUTION

*Ratifying and Approving the Retention of Peter C. Lewis and
the Law Firm of Scheef & Stone, L.L.P. as
Outside Legal Counsel to Represent AllianceAirport Authority,
Inc. in Matters Related to the AMR Bankruptcy and Authorizing
Payment of Any Related Legal Fees
Incurred by the City of Fort Worth*

WHEREAS, AllianceAirport Authority, Inc. (the "Corporation") owns the American Airlines maintenance facility adjacent to Fort Worth Alliance Airport and issued bonds to finance construction of that facility (the "Maintenance Facility") and certain equipment located therein; and

WHEREAS, the Corporation accordingly has interests that may be affected by the bankruptcy of American Airlines, Inc. and American Airlines Inc.'s parent company, AMR Corporation (collectively, the "AMR Bankruptcy"); and

WHEREAS, because the interests that are affected by the AMR Bankruptcy are of extraordinary importance and involve complex litigation, it is necessary to retain outside legal counsel to represent the Corporation in such matters; and

WHEREAS, Peter C. Lewis is an attorney with extensive bankruptcy law experience and is well-qualified to represent the Corporation in such matters; and

WHEREAS, because the City of Fort Worth (the "City") may also have interests affected by the AMR Bankruptcy concerning the Maintenance Facility that require the assistance of outside bankruptcy legal counsel, the City Council has, by separate resolution of the City Council, ratified and approved the retention Mr. Lewis and the law firm of Scheef & Stone, L.L.P. to represent the City in such matters; and

WHEREAS, the Corporation is a nonprofit industrial development corporation created pursuant to the Development Corporation Act of 1979, as amended, exclusively for the purpose of benefiting and accomplishing public purposes of, and to act on behalf of, the City of Fort Worth (the "City"), including, without limitation, the promotion and development of new and expanded business enterprises and employment; and

WHEREAS, it is proper for the Corporation to pay any legal fees that the City may be obligated to pay Mr. Lewis and the law firm of Scheef & Stone, L.L.P. for representation of the

City in matters related to the AMR Bankruptcy to the extent that such services concern the Maintenance Facility;

NOW, THEREFORE, BE IT RESOLVED, that the board of directors hereby ratifies and approves the retention of Peter C. Lewis and the law firm of Scheef & Stone, L.L.P. as outside legal counsel to represent the Corporation in matters related to the AMR Bankruptcy;

FURTHER RESOLVED, that the board of directors hereby authorizes the payment of legal fees to Peter C. Lewis and the law firm of Scheef & Stone, L.L.P. for legal services provided to the City in matters related to the AMR Bankruptcy to the extent that such services concern the Maintenance Facility;

FURTHER RESOLVED that, as far as practicable, the compensation to be paid to Peter C. Lewis and the law firm of Scheef & Stone, L.L.P. pursuant to the representation of both the Corporation and, to the extent that such representation concerns the Maintenance Facility, the City shall not exceed \$50,000.00 in the aggregate.

ADOPTED this 20th day of March, 2012.

ATTEST:

Ron Gonzales
Secretary

**CITY OF FORT WORTH, TEXAS
ALLIANCEAIRPORT AUTHORITY, INC.
CALLED - SPECIAL SESSION
TUESDAY, MAY 17, 2011**

Present:

President Jungus Jordan
Vice President Salvador Espino
Director Carter Burdette
Director Mike Moncrief
Director Kathleen Hicks
Director Danny Scarth
Director Zim Zimmerman

Absent:

Director Frank Moss
Director Joel Burns

City Staff:

Susan Alanis, Assistant City Manager
Sarah Fullenwider, City Attorney
Ron Gonzales, Assistant City Secretary
Jay Chapa, Director Housing and Economic Development Department

Other City Staff in Attendance:

Kent Penny, Director, Aviation Department
Robert Sturns, Economic Development Manager, Housing & Economic Development Dept.

Call to Order

(Agenda Item 1)

With a quorum of the directors present, President Jordan called the meeting to order for the Board of Directors of the AllianceAirport Authority at 8:31 a.m. on Tuesday, May 17, 2011, in the Pre-Council Chamber of the Fort Worth Municipal Building, 1000 Throckmorton Street, Fort Worth, Texas, with Directors Moss and Burns absent.

**Approval of Minutes of the February 8, 2011,
Meeting**

(Agenda Item 2)

President Jordan opened the floor for a motion on the approval of the minutes.

**CITY OF FORT WORTH, TEXAS
ALLIANCEAIRPORT AUTHORITY, INC.
CALLED - SPECIAL SESSION
TUESDAY, MAY 17, 2011
Page 2**

**Approval of Minutes of the February 8, 2011,
Meeting (cont'd)**

(Agenda Item 2)

MOTION: Upon a motion made by Director Scarth and seconded by Director Moncrief, the Corporation Board voted seven (7) “ayes” and zero (0) “nays”, with Directors Moss and Burns absent, to approve the minutes of the February 8, 2011, meeting of the AllianceAirport Board of Directors. The motion carried.

**Adopt a Resolution Authorizing Payment of
Legal Fees to Kelly, Hart & Hallman, LLP,
in the Amount of \$1,736.00 for Assistance in
Negotiating a Mineral Lease for Property
Located at 2000 Eagle Parkway**

(Agenda Item 3)

There was no staff presentation on this resolution. However, Mr. Jay Chapa, Director, Housing and Economic Development Department, was present to respond to any questions of the Corporation Board.

President Jordan opened the floor for discussion on this item.

There being no discussion, President Jordan opened the floor for a motion.

MOTION: Upon a motion made by Director Moncrief and seconded by Director Espino, the Board of Directors voted seven (7) “ayes” and zero (0) “nays”, with Directors Moss and Burns absent, to approve Resolution No. AAA-2011-02. The motion carried.

Executive Session

(Agenda Item 4)

President Jordan stated that he had been advised that an Executive Session was not necessary on the following items:

- A. Seek the advice of its attorneys concerning any current agenda items that are exempt from public disclosure under Article X, Section 9 of the Texas State Bar Rules, as authorized by Section 551.071 of the Texas Government Code;

**CITY OF FORT WORTH, TEXAS
ALLIANCEAIRPORT AUTHORITY, INC.
CALLED - SPECIAL SESSION
TUESDAY, MAY 17, 2011
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Executive Session (cont'd)

(Agenda Item 4)

- B. Discuss the purchase, sale, lease or value of real property, as authorized by Section 551.072 of the Texas Government Code. Deliberation in an open meeting would have a detrimental effect on the position of the City in negotiations with a third party; and
- C. Discuss or deliberate negotiations relating to any economic development negotiations, as authorized by Section 551.087 of the Texas Government Code.

Requests for Future Agenda Items

(Agenda Item 5)

There were no future agenda items requested.

Adjourn

(Agenda Item 6)

With no further business before the Corporation Board, President Jordan adjourned the meeting of the AllianceAirport Authority, Inc., at 8:33 a.m. on Tuesday, May 17, 2011.

These minutes approved by the AllianceAirport Authority on the ____ day of _____, 20____.

APPROVED:

President Jungus Jordan

ATTEST:

Ronald P. Gonzales, TRMC/CMC
Secretary to the Corporation Board



**CITY COUNCIL
Audit & Finance Advisory Committee
Agenda**

Thursday, March 22, 2012

3:00 p.m.

**Pre-Council Chambers
1000 Throckmorton Street
Fort Worth, Texas**

Committee Members

Councilmember Kathleen Hicks, Chair
Councilmember Frank Moss, Vice Chair
Councilmember Jungus Jordan

Councilmember Dennis Shingleton
Citizen Member John Stevenson
Citizen Member Vickie Stevens

City Staff

Susan Alanis, Assistant City Manager
Darlene Allen, City Auditor
Lena Ellis, FMS Director/CFO
Maleshia Farmer, Sr. Assistant City Attorney
Virginia Gomez, Recording Secretary

I. CALL TO ORDER

II. APPROVAL OF MINUTES FROM FEBRUARY 23, 2012

III. BRIEFINGS

None

IV. ACTION ITEMS

- A. Recommend Approval of Enterprise Resource Planning (ERP) Phase II (Susan Alanis, Assistant City Manager)
- B. Recommend Approval of Other Post-Employment Benefits (OPEB) Trust Transfer (Susan Alanis, Assistant City Manager)
- C. Recommend Issuance of Advance Refunding Bonds (James Mauldin, City Treasurer)

V. FUTURE AGENDA ITEMS

- A. The next meeting is April 26, 2012

VI. 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.

VII. ADJOURN

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 is 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
February 23, 2012**

Executive Session	Not Required
Future Agenda Items	<ul style="list-style-type: none">• ERP Phase II Update to the Committee.• Possible Ad Hoc Audit & Finance Advisory Committee meeting in March.
Next Scheduled Meeting	Thursday, April 26, 2012 at 3:00 p.m. in the Pre Council Chamber
Adjournment	Meeting adjourned.



Updated March 15, 2012

City of Fort Worth
City Council Pre-Council Agenda Calendar

March 20, 2012

8:30 a.m. Pre-Council Meeting
Alliance Airport Authority, Inc. (Immediately following Council Meeting)

Continued Items:

- **M&C G-17540** - Conduct a Public Hearing and Adopt Ordinance Designating Property in the Vicinity of Northwest Loop 820 and Old Decatur Road as Tax Abatement Reinvestment Zone No. 81, City of Fort Worth, Texas (COUNCIL DISTRICT 2) (**PUBLIC HEARING**) (**Continued from March 6, 2012 by Staff**)
 - **M&C C-25475** - Authorize Execution of a Tax Abatement Agreement with Commercial Metals Company for the Construction of a Metal Recycling Facility and Various Other Commitments on Property Located in the Vicinity of Northwest Loop 820 and Old Decatur Road and Waive Certain Related Development Fees Pursuant to the City of Fort Worth's Relocation Incentives Policy (COUNCIL DISTRICT 2) (**Continued from March 6, 2012 by Staff**)
 - **M&C C-25479** - Authorize Execution of a Construction Contract with Standard Parking Corporation d/b/a SP Plus in the Amount of \$1,766,535.59 and Authorize Amendment No. 1 to City Secretary Contract No. 42224 for Construction Administration Services in the Amount of \$46,000.00 with Dunaway Associates, LP, for the Landscaping, Paving, and Pedestrian Enhancements to Serve the Gendy Street Phase II Project at Will Rogers Memorial Center (COUNCIL DISTRICT 7) (**Continued from March 6, 2012 by Council Member Scarth**)
 - **ZC-11-101** – Victor Lopez, 3602 North Grove Street; from: "K" Heavy Industrial to: "PD/K" Planned Development for all uses in "K" Heavy Industrial plus glass recycling, site plan included. (**Recommended for Approval**) (**Continued from March 6, 2012 by Council Member Espino**)
- o Briefing on Salt Water Wells [*Rick Trice, Planning and Development*]
 - o Presentation on Best Value - Procurement [*Fernando Costa, City Manager's Office*]

March 22, 2012 (*Thursday*)

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



Updated March 15, 2012

City of Fort Worth
City Council Pre-Council Agenda Calendar

March 27, 2012

8:30 a.m. Pre-Council Meeting

- o Briefing on Regional Transportation Projects [*Michael Morris, North Central Texas Council of Governments*]
- o Briefing on Enterprise Resource Planning [*Susan Alanis, City Manager's Office*]

April 3, 2012

Monthly Zoning Meeting

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

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

3:00 p.m. Pre-Council Meeting

Continued Items:

- **ZC-11-075A** - City of Fort Worth Planning & Development, Camp Bowie Corridor Form Based Code District: Ridglea Urban Village Core South: Generally bounded by the 6100 - 6400 blocks of Camp Bowie Boulevard, southside; from: "MU-1" Low Intensity Mixed-Use, "MU-1/HSE" Low Intensity Mixed-Use/Highly Significant Endangered "F" General Commercial, "G" Intensive Commercial, "MU-2" High Intensity Mixed-Use, and "PD" Planned Developments Nos. 400, 633, and 882 to: Camp Bowie Form-Based district: Ridglea Urban Village Core South Subdistrict (**Continued from March 6, 2012 by Council Member Zimmerman**)
- **ZC-11-100A** – City of Fort Worth Planning & Development, Text Amendment: Proposed Amendments to the Camp Bowie Form Based Code, Ridglea Urban Village Core South: An Ordinance amending the Zoning Ordinance of the City of Fort Worth, being Ordinance No. 13896, as amended, codified as Appendix "A" of the code of the City of Fort Worth, to amend: Section 5 "Schedule of Permitted Uses" of the Camp Bowie Revitalization Code of Section 4.1204 of Chapter 4, "District Regulations" and the Table of permitted uses in the Ridglea Urban Village Core South Zone. (**Recommended for Approval**) (**Continued from March 6, 2012 by Council Member Zimmerman**)



Updated March 15, 2012

City of Fort Worth
City Council Pre-Council Agenda Calendar

April 3, 2012 (continued)

Continued Items:

- **ZC-12-021** - City of Fort Worth Planning & Development, Text Amendment: Telecommunication Towers: An Ordinance amending the Zoning Ordinance of the City of Fort Worth, being Ordinance No. 13896, as amended, codified as Appendix "A" of the code of the City of Fort Worth, to amend:
 - Article 1 'Standards for Selected Uses', of Chapter 5, "Supplemental Use Standards"; Sections 5.136 "Telecommunications Antenna" and 5.137 "Telecommunication Tower and Stealth Telecommunication Tower" in their entirety;
 - Reorganize the sections and revise application requirements, design review responsibility, and allow administrative approvals;
 - Section 2.102 "Urban Design Commission" to revise the duties of the Urban Design Commission; and
 - Chapter 9, "Definitions" to revise definitions related to Telecommunications
(Recommended for Approval) (Continued from a Previous Meeting) (Continued from March 6, 2012 by Council Member Shingleton)
- o Overview of Significant Zoning Cases [\[Dana Burghdoff, Planning and Development\]](#)
- o Briefing on the Other Post Employment Benefits (OPEB) Trust [\[Susan Alanis, City Manager's Office\]](#)
- o Briefing on Healthcare Strategies [\[Karen Marshall, Human Resources\]](#)

April 10, 2012

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

April 17, 2012

8:30 a.m. Pre-Council Meeting

- o Presentation on Mayfest [\[Richard Zavala, Parks and Community Services and Elizabeth Basham, Executive Director, Mayfest, Inc.\]](#)
- o Briefing on Proposed Ordinance to Regulate Land Disturbance and Grading [\[Greg Simmons, Transportation and Public Works\]](#)



Updated March 15, 2012

City of Fort Worth
City Council Pre-Council Agenda Calendar

April 24, 2012

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

April 26, 2012 *(Thursday)*

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

May 1, 2012 *Monthly Zoning Meeting*

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

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

3:00 p.m. Pre-Council Meeting

May 8, 2012

1:00 p.m. Infrastructure & Transportation Committee

3:00 p.m. Pre-Council Meeting

May 15, 2012

8:30 a.m. Pre-Council Meeting

May 17, 2012 *(Thursday)*

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

May 22, 2012

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



Updated March 15, 2012

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

May 28, 2012 *(Monday)*

City Hall Closed – Memorial Holiday

May 29, 2012

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

**CITY OF FORT WORTH, TEXAS
REGULAR CITY COUNCIL MEETING
MARCH 6, 2012**

Present:

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

Staff Present:

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

I. CALL TO ORDER

With a quorum of the City Council Members present, Mayor Price called the regular session of the Fort Worth City Council to order at 7:02 p.m., on Tuesday, March 6, 2012, in the City Council Chamber of the Fort Worth City Hall, 1000 Throckmorton Street, Fort Worth, Texas 76102.

II. [INVOCATION - Pastor Dale Shorter, Harvest Assembly of God](#)

The invocation was provided by Pastor Dale Shorter, Harvest Assembly of God.

III. [PLEDGE OF ALLEGIANCE](#)

The Pledge of Allegiance was recited.

IV. [CONSIDERATION OF MINUTES OF REGULAR MEETING OF FEBRUARY 21, 2012, AND CITY COUNCIL TOUR OF DISTRICT 5 ON FEBRUARY 28, 2012](#)

Motion: Mayor Pro tem Zimmerman made a motion, seconded by Council Member Shingleton, that the minutes of the regular meeting of February 21, 2012, and the Minutes of the Council Bus Tour of District 5 February 28, 2012, be approved. The motion carried unanimously 9 ayes to 0 nays.

V. ITEMS TO BE WITHDRAWN FROM THE CONSENT AGENDA

City Manager Higgins requested that Mayor and Council Communication Nos. L-15330 and C-25459 be withdrawn from the Consent Agenda.

VI. ITEMS TO BE CONTINUED OR WITHDRAWN BY STAFF

City Manager Higgins requested that Mayor and Council Communication Nos. G-17540 and C-25475 be continued until the March 20, 2012, Council meeting.

VII. CONSENT AGENDA

Motion: Council Member Hicks made a motion, seconded by Mayor Pro tem Zimmerman, that the Consent Agenda be approved as amended. The motion carried unanimously 9 ayes to 0 nays.

A. General - Consent Items

1. M&C G-17527 - Authorize Change in Use and Expenditure in the Amount of \$477,835.40 in Community Development Block Grant Funds for the 2010 and 2011 Street Reconstruction Projects and Substantial Amendment to the 2009-2010 Action Plan. (ALL COUNCIL DISTRICTS)

The City Council approved the following recommendation: Authorize a substantial amendment to the City's 2009-2010 Action Plan; authorize a change in use and expenditure in the amount of \$259,250.00 in Community Development Block Grant (CDBG) funds from the Americans with Disabilities Act Ramp Project to the 2010 Street Reconstruction Project; and authorize a change in use and expenditure in the amount of \$218,585.40 in CDBG funds from the Americans with Disabilities Act Ramp Project to the 2011 Street Reconstruction Project.

2. M&C G-17528 - Approve Request of Downtown Fort Worth Initiatives, Inc., for Temporary Street Closures from April 16, 2012, through April 23, 2012, to Accommodate the 2012 Main Street Fort Worth Arts Festival. (COUNCIL DISTRICT 9)

The City Council approved the following recommendation: Approve the request of Downtown Fort Worth Initiatives, Inc., for temporary street closures from April 16, 2012, through April 23, 2012, to accommodate the 2012 Main Street Fort Worth Arts Festival.

3. **M&C G-17529 - Authorize the Temporary Closure of Approximately One Hundred Fifteen Feet of Riverfront Drive West from Its Intersection with South University Drive from March 1, 2012 through March 21, 2012 to Make a Connection to an Existing Sanitary Sewer in Riverfront Drive. (COUNCIL DISTRICT 9)**

The City Council approved the following recommendation: Authorize the continued temporary road closure of approximately 115 of Riverfront Drive west from its intersection with South University Drive from March 1, 2012, through March 21, 2012, to make a connection to an existing sanitary sewer in Riverfront Drive.

4. **M&C G-17530 - Approve Extension of Injury Leave-of-Absence Pay Benefits in the Amount of \$19,323.20 for Police Officer Gerald Anderson Beginning March 9, 2012 through June 9, 2012. (ALL COUNCIL DISTRICTS)**

The City Council approved the following recommendation: Approve a three month extension of injury leave-of-absence pay benefits in the amount of \$19,323.20 for Police Officer Gerald Anderson beginning March 9, 2012, through June 9, 2012.

5. **M&C G-17531 - Approve Retroactive Extension of Injury Leave-of-Absence Pay Benefits in the Amount of \$47,008.00 for Police Officer Terry Howard Beginning January 2, 2012 through July 4, 2012. (ALL COUNCIL DISTRICTS)**

The City Council approved the following recommendation: Approve an extension of injury leave-of-absence pay benefits in the amount of \$47,008.00 for Police Officer Terry Howard retroactively beginning January 2, 2012, through July 4, 2012.

6. **M&C G-17532 - Adopt Appropriation Ordinance Increasing Receipts and Appropriations in the Park Improvements Fund by \$27,165.00 to Fund Capital Expenses Related to the Fort Woof Dog Park. (COUNCIL DISTRICT 4)**

The City Council approved the following recommendation: Adopt Appropriation Ordinance No. 20077-03-2012 increasing the estimated receipts and appropriations in the Park Improvements Fund in the amount of \$27,165.00, from available funds, for the purpose of funding improvements at Fort Woof Dog Park.

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

1. **M&C P-11364 - Authorize a Purchase Agreement for Office Supplies with Office Depot Using a National Intergovernmental Purchasing Alliance Cooperative Contract Up to \$1,200,000.00 Per Year. (ALL COUNCIL DISTRICTS)**

The City Council approved the following recommendation: Authorize a purchase agreement for office supplies with Office Depot using National Intergovernmental Purchasing Alliance Cooperative Contract No. 618-000-11-1 up to \$1,200,000.00 per year.

E. Award of Contract - Consent Items

- 1. M&C C-25454 - Authorize Purchase Agreement with EMC Corporation through its Reseller INX, Inc., for Hardware, Software and Maintenance, and Authorize Execution of a Services Agreement with Isilon, LLC, a Subsidiary of EMC Corporation, for Installation, Configuration and Testing for an Enterprise Video Storage Platform in the Amount of \$266,718.00 Using a State of Texas Department of Information Resources Contract. (ALL COUNCIL DISTRICTS)**

The City Council approved the following recommendation: Authorize a Purchase Agreement with EMC Corporation through its reseller, INX, Inc., for hardware, software and maintenance, and authorize execution of a Services Agreement with Isilon, LLC, a subsidiary of EMC Corporation, for installation, configuration and testing for an Enterprise Video Storage Platform in the amount of \$266,718.00 using State of Texas Department of Information Resources Contract No. DIR-SDD-1418.

- 2. M&C C-25455 - Authorize Execution of an Easement Encroachment Agreement with Fort Worth Affordability for the Construction of an Eight-Foot Wrought Iron Fence to Replace an Existing Six-Foot Chain Link Fence at 6300 Vega Drive. (COUNCIL DISTRICT 6)**

The City Council approved the following recommendation: Authorize the execution of an Easement Encroachment Agreement with Fort Worth Affordability to construct an eight-foot wrought iron fence to replace an existing six-foot chain link fence at 6300 Vega Drive.

- 3. M&C C-25456 - Authorize Execution of an Easement Encroachment Agreement with Riverbend Investment Ltd., for the Construction of a Perimeter Subdivision Screening Wall that will Encroach Upon a Twenty-Four Foot Wide Utility Easement Approximately 110 Feet West of the Intersection of Salado Trail and Trinity Boulevard. (COUNCIL DISTRICT 4)**

The City Council approved the following recommendation: Authorize execution of an Easement Encroachment Agreement with Riverbend Investment Ltd., for the construction of a perimeter subdivision screening wall that will encroach upon a 24 foot wide utility easement approximately 110 feet west of the intersection of Salado Trail and Trinity Boulevard.

4. **M&C C-25457 - Authorize Execution of an Easement Encroachment Agreement with Texas Christian University for the Construction of a Box Culvert and Manhole that will Encroach Upon a Twenty-Foot Sanitary Sewer Easement at 2850 Stadium Drive. (COUNCIL DISTRICT 9)**

The City Council approved the following recommendation: Authorize the execution of an Easement Encroachment Agreement with Texas Christian University for the construction of a 4 foot by 2 foot box culvert and manhole which will encroach onto the City's 20 foot sanitary sewer easement at 2850 Stadium Drive.

5. **M&C C-25458 - Authorize Execution of an Easement Encroachment Agreement with Texas Christian University for the Construction of a Series of Wheel Chair Ramps and Retaining Walls that will Encroach Upon a Twenty-Foot Sanitary Sewer Easement at 2850 Stadium Drive. (COUNCIL DISTRICT 9)**

The City Council approved the following recommendation: Authorize the execution of an Easement Encroachment Agreement with Texas Christian University for the construction of a series of wheel chair ramps and retaining walls which will encroach into the City's 20 foot sanitary sewer easement at 2850 Stadium Drive.

7. **M&C C-25460 - Authorize Amendment of M&C C-24976 to Expand the Project Location of the Lancaster Mixed Use Project, Increase the Number of Housing Units and Approve the Waiver of Certain Related Development Fees. (COUNCIL DISTRICT 9)**

The City Council approved the following recommendation: Authorize amendment of M&C No. C-24976 to expand the project location of the Lancaster Mixed Use Project and increase the number of housing units; authorize amendment of the conditional commitment with the Fort Worth Local Development Corporation to reflect the expanded location and the increase in number of housing units; and approve the waiver of certain related development fees.

8. **M&C C-25461 - Authorize Execution of Change Order No. 2 in the Amount of \$64,075.00 to City Secretary Contract No. 41400 with NewStar Grading & Paving for Sidewalk Infrastructure Project Phase II. (COUNCIL DISTRICT 8)**

The City Council approved the following recommendation: Authorize the execution of Change Order No. 2 in the amount of \$64,075.00 to City Secretary Contract No. 41400 with NewStar Grading & Paving for Sidewalk Infrastructure Project Phase II, thereby increasing the total contract amount to \$513,725.00.

9. **M&C C-25462 - Authorize Additional Payment in the Amount of \$381,515.21 to the Texas Department of Transportation Under City Secretary Contract No. 37265, a Local Project Advance Funding Agreement for the Replacement of a Hydraulically Inadequate Culvert, Northeast Twenty Eighth Street Bridge at State Highway 183 and the Lebow Channel, a Tributary to the West Fork of the Trinity River and for Additional Costs Associated with the Construction and Inspection of the Lebow Channel Roadway Crossing Project. (COUNCIL DISTRICT 2)**

The City Council approved the following recommendation: Authorize additional payment in the amount of \$381,515.21 to the Texas Department of Transportation under City Secretary Contract No. 37265, a Local Project Advance Funding Agreement for replacement of a hydraulically inadequate culvert, Northeast Twenty Eighth Street Bridge, at State Highway 183 and the Lebow Channel, a tributary to the West Fork of the Trinity River, and for additional project costs associated with the construction and inspection of the Lebow Channel Roadway Crossing Project.

10. **M&C C-25463 - Authorize Rejection of all Bids for the Storm Drainage and Pavement Improvement Project for Beaumont Street and Zwolle Street and Re-Advertisement of the Project for Bids. (COUNCIL DISTRICT 2)**

The City Council approved the following recommendation: Reject all bids received for the Storm Drainage and Pavement Improvement Project for Beaumont Street and Zwolle Street; and authorize re-advertising the project for bids at the earliest time possible.

11. **M&C C-25464 - Authorize Execution of an Agreement with Burlington Northern Santa Fe Railway Company in the Amount of \$53,406.00 for Railroad Signal Improvements at the Railroad Crossing Located on Sycamore School Road. (COUNCIL DISTRICT 6)**

The City Council approved the following recommendation: Authorize the execution of an Agreement with the Burlington Northern Santa Fe Railway Company in the amount of \$53,406.00 for railroad signal improvements at the railroad crossing located on Sycamore School Road.

12. **M&C C-25465 - Authorize Execution of an Artwork Commission Contract with Artist Alice Bateman in the Amount of \$44,312.68 for Fabrication, Delivery, Installation, and Lighting of a Sculpture for the Traffic Circle at Elizabeth Boulevard and Fifth Avenue in the Ryan Place Neighborhood. (COUNCIL DISTRICT 9)**

The City Council approved the following recommendation: Authorize the execution of an Artwork Commission Contract with Alice Bateman in the amount of \$44,312.68 for fabrication, installation, and lighting of a sculpture for the traffic circle on Elizabeth Boulevard and Fifth Avenue in the Ryan Place Neighborhood.

13. **M&C C-25466 - Authorize Execution of a Professional Services Agreement with Freese and Nichols, Inc., in the Amount of \$193,185.00 for the Stream MSC-2 Floodplain Study Involving a Tributary of Mary's Creek in the Far West Sector. (COUNCIL DISTRICTS 3 and 7)**

The City Council approved the following recommendation: Authorize the execution of an Agreement with Freese and Nichols, Inc., in the amount of \$193,185.00 for the Stream MSC-2 Floodplain Study involving a tributary of Mary's Creek in the far west sector.

14. **M&C C-25467 - Authorize Execution of a Work Order with Job Order Contractor, Yeagan Construction Company, LLC-The Mark IV Construction Group, LLC, in the Amount of \$231,541.10 Plus \$30,458.90 for Contingency and Staff Administration to Replace Three Air Handling Units in the Richardson Bass Building at the Will Rogers Memorial Center. (COUNCIL DISTRICT 7)**

The City Council approved the following recommendation: Authorize the execution of a work order in the amount of \$231,541.10 plus \$30,458.90 for contingency and staff administration with Job Order Contractor, Yeagan Construction Company, LLC-The Mark IV Construction Group, LLC, to replace three air handling units in the Richardson Bass Building at the Will Rogers Memorial Center.

15. **M&C C-25468 - Authorize Execution of an Interlocal Agreement with Tarrant County for the City of Fort Worth to Provide Site Security Plans to Tarrant County for Fort Worth Strategic National Stockpile Points of Dispensing Sites and Adopt Appropriation Ordinance. (ALL COUNCIL DISTRICTS)**

The City Council approved the following recommendation: Authorize execution of an Interlocal Agreement with Tarrant County for Tarrant County to pay the City \$30,000.00 to develop Site Security Plans for Fort Worth Strategic National Stockpile Points of Dispensing Sites; and adopt Appropriation Ordinance No. 20078-03-2012 increasing the estimated receipts and appropriations in the Grants Fund in the amount of \$30,000.00, from available funds, for the purpose of developing the plans.

16. **M&C C-25469 - Authorize Use of Gas Lease Revenue in the Amount Not to Exceed \$65,000.00 to Conduct a Valuation Study of 223 Avigation Easements and Appraisal of Four Rural Properties for Acquisition in Accordance with the Fort Worth Alliance Airport Noise Compatibility Program and Adopt Appropriation Ordinances. (ALL COUNCIL DISTRICTS)**

The City Council approved the following recommendation: Authorize use of gas lease revenue in the amount not to exceed \$65,000.00 to (i) conduct a Valuation Study of 223 avigation easements and (ii) appraise four rural properties for acquisition in accordance with the Fort Worth Alliance Airport Noise Compatibility Program; adopt Appropriation Ordinance No. 20079-03-2012 increasing the estimated receipts and appropriations in the Airports Gas Lease

Project Fund in the amount of \$65,000.00, from available funds, for the purpose of conducting an Avigation Easement Valuation Study and appraise four rural properties for acquisition in accordance with the Fort Worth Alliance Airport Noise Compatibility Program; authorize transfer of funds from the Airports Gas Lease Project Fund to the Municipal Airports Fund in the amount of \$65,000.00; and adopt Appropriation Ordinance No. 20080-03-2012 increasing the estimated receipts and appropriations in the Municipal Airports Fund in the amount of \$65,000.00, from available funds.

17. M&C C-25470 - Authorize Execution of a Utility Adjustment Agreement with Enbridge Gathering, North Texas, L.P., in the Amount of \$346,376.00 for Construction Fees Associated with the Relocation of a Gas Pipeline as Part of the Runway Extension Project at Fort Worth Alliance Airport. (COUNCIL DISTRICT 2)

The City Council approved the following recommendation: Authorize execution of a Utility Adjustment Agreement with Enbridge Gathering, North Texas, L.P., in the amount of \$346,376.00 for construction fees associated with the relocation of a gas pipeline as part of the Runway Extension Project at Fort Worth Alliance Airport.

18. M&C C-25471 - Authorize Execution of a Utility Adjustment Agreement with NuStar Energy, LP, in the Amount of \$704,352.00 for Design and Construction Fees Associated with the Relocation of a Gas Pipeline as Part of the Runway Extension Project at Fort Worth Alliance Airport. (COUNCIL DISTRICT 2)

The City Council approved the following recommendation: Authorize execution of a Utility Adjustment Agreement with NuStar Energy, LP, in the amount of \$704,352.00 for design and construction fees associated with the relocation of a gas pipeline as part of the Runway Extension Project at Fort Worth Alliance Airport.

19. M&C C-25472 - Authorize Execution of a Construction Contract with Archer Western Construction, LLC, in the Amount of \$389,600.00 for the Secondary Clarifier 1-9 Weir Replacement at Village Creek Water Reclamation Facility. (COUNCIL DISTRICT 5)

The City Council approved the following recommendation: Authorize execution of a construction contract with Archer Western Construction, LLC, in the amount of \$389,600.00 for the Secondary Clarifier 1-9 Weir Replacement at Village Creek Water Reclamation Facility.

20. M&C C-25473 - Authorize Execution of Amendment No. 1 with Freese and Nichols, Inc., in the Amount of \$878,058.00 for a Total Contract Amount of \$2,397,337.00 for Engineering and Design Services for the Lake Worth Dredging Project Phase 1, and Adopt Appropriation Ordinances. (COUNCIL DISTRICT 7)

The City Council approved the following recommendation: Adopt Appropriation Ordinance No. 20081-03-2012 increasing the estimated receipts and appropriations in the Lake Worth Gas Lease Capital Improvement Fund in the amount of \$878,058.00, from available funds, for the

purpose of engineering and construction services associated with the Lake Worth Dredging Project Phase 1; authorize the transfer of \$878,058.00 from the Lake Worth Gas Lease Capital Improvement Fund to the Water Capital Projects Fund; adopt Appropriation Ordinance No. 20082-03-2012 increasing the estimated receipts and appropriations in the Water Capital Projects Fund in the amount of \$878,058.00, from available funds; and authorize the execution of Amendment No.1 with Freese and Nichols, Inc.

21. **M&C C-25474 - Authorize Execution of Change Order No. 2 to City Secretary Contract No. 39666-TA1 in the Amount of \$439,243.60 for a Total Contract Amount of \$5,251,955.60 with William J. Schultz, Inc., d/b/a Circle C Construction Company, the Completion Contractor for W.R. Hodgson Company, L.P., for Village Creek Reclaimed Water Eastern Delivery System Distribution Main, Part 2, South of Trinity Boulevard and West of FM-157. (COUNCIL DISTRICT 5)**

The City Council approved the following recommendation: Authorize execution of Change Order No. 2 to City Secretary Contract No. 39666-TA1 with William J. Schultz, Inc., d/b/a Circle C Construction Company, the Completion Contractor for W.R. Hodgson Company, L.P., in the amount of \$439,243.60 for the Village Creek Reclaimed Water Eastern Delivery System Distribution Main, Part 2, South of Trinity Boulevard and West of FM-157, thereby increasing the total contract amount to \$5,251,955.60.

VIII. PRESENTATIONS BY THE CITY SECRETARY - CONSENT ITEMS

1. **OCS - 1843 - Notice of Claims for Alleged Damages and/or Injuries**

End of Consent Agenda.

C. Land - Removed from Consent Agenda for Individual Consideration

1. **M&C L-15330 - Authorize Direct Sale of Tax-Foreclosed Property Located at 1410 South Jennings to Sameer Dalal in the Amount of \$23,867.52. (COUNCIL DISTRICT 9)**

The recommendation was that the City Council authorize the direct sale of a tax-foreclosed property located at 1410 South Jennings in accordance with Section 34.05 of the Texas Tax Code to Sameer Dalal for \$23,867.52; and authorize execution and recording of the appropriate instruments conveying the property to complete the sale.

Ms. Marjorie Walters, 3401 8th Avenue, appeared before Council in opposition to Mayor and Communication No. L-15330.

Motion: Council Member Burns made a motion, seconded by Council Member Shingleton, that Mayor and Council Communication No L-15330 be approved. The motion carried unanimously 9 ayes to 0 nays.

E. Award of Contract - Removed from Consent Agenda for Individual Consideration

6. M&C C-25459 - Authorize Execution of an Easement Encroachment Agreement with Waterview Estates, LP, for the Construction of a Wrought Iron Access Gate that will Encroach Upon a Ten Foot Wide Utility Easement at 5645 Grenada Drive. (COUNCIL DISTRICT 5)

The recommendation was that the City Council authorize the execution of an Easement Encroachment Agreement with Waterview Estates, LP, for the construction of a wrought iron access gate that will encroach upon a ten foot wide utility easement at 5645 Grenada Drive.

Council Member Moss stated that the residents of Enchanted Bay neighborhood had been working for several years to gate the neighborhood due to criminal activity in the area and also to address concerns with traffic.

Mr. James Kincannon, 5545 Grenada Drive, appeared before Council in support of Mayor and Council Communication No. C-25459.

Motion: Council Member Moss made a motion, seconded by Council Member Shingleton, that Mayor and Council Communication No C-25459 be approved. The motion carried unanimously 9 ayes to 0 nays.

IX. SPECIAL PRESENTATIONS, INTRODUCTIONS, ETC.

1. Presentation by Love Never Fails International

Ms. Jennifer Corbin, Executive Director, Love Never Fails International (LNFI), stated that LNFI was a non-profit charity that existed to provide a hand up not a hand out for impoverished children and families through assistance, tutoring and mentoring. She further stated that principals and teachers in the Fort Worth Independent School District handpicked children to receive tutoring and mentoring after school with LNFI. She advised that there was a variety of activities that were available to students each afternoon where volunteer mentors developed positive caring relationships that encouraged and provided a hand up in the children's lives. She introduced top students who recited life passages that they had learned from the literacy program that encompassed character lessons on how to live life successfully. They also recited the Love Never Fails Creed that they try to live by each day.

2. Presentation of the Fort Worth Commission for Women, 2012 Outstanding Women of Fort Worth Awards

Ms. Melissa Mitchell, Chair, Fort Worth Commission for Women, stated that the Fort Worth Commission for Women recognized women and organizations in the community for their efforts, talents and skills in making Fort Worth a better place for all residents.

Mayor Price and Council Member Hicks presented the following Certificates of Recognition for the 2012 Outstanding Women of Fort Worth Awards:

Ms. Abbi Ice, Outstanding Young Woman Volunteer (presented by Mayor Price)
Ms. Flora Brewer, Outstanding Women Who Volunteer (presented by Council Member Hicks)
Ms. Sue Wallace, Outstanding Women in the Workplace (presented by Mayor Price)
Ms. Hispanic Women's Network of Texas-Fort Worth Chapter, Outstanding Women's Advocacy Organization - accepted by Judy Perez on behalf of the organization (presented by Council Member Hicks)

Council Member Burns thanked the volunteers on the board.

3. Presentation by the Southwestern Exposition and Livestock Show

Mr. Brad Barnes, President and General Manager, Southwestern Exposition and Livestock, provided an update on the 116th Southwestern Exposition and Livestock Stock Show Days.

Mayor Price and Council Member Shingleton commented on the beautiful weather, high attendance and overall success of the 2012 Southwestern Exposition and Livestock Stock Show and stated they looked forward to another successful show next year.

X. ANNOUNCEMENTS BY CITY COUNCIL MEMBERS AND STAFF

1. Upcoming and Recent Events

Council Member Burns announced that a public meeting would be held regarding the Public Events Ordinance on March 19, 2012, at 6:00 p.m. in the Pre Council Chamber.

Council Member Jordan announced that March 2, 2012, was Texas Independence Day and that March 6, 2012, marked the 176th anniversary of the battle of the Alamo.

Council Member Scarth announced that the Welcome Home Hero program would come to an end on March 14, 2012, and pointed out that the program had welcomed thousands of soldiers home from the battlefield. He stated that a special feature on NBC Channel 5 would air in the near future.

Mayor Price expressed appreciation to the approximately 26,000 individuals who participated in the Cowtown Marathon and stated the event was a great success. She also announced that the Joe's Run, benefitting the Samaritan House would be held on March 24, 2012, and encouraged everyone to attend.

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.

2. Council Proposal No. 289 - Waiver of Parking Fees for Museum Parking Lot at the Will Rogers Memorial Center for Museum Attendees During Spring Break.

Council Member Shingleton expressed appreciation to Council Member Jordan for his support of Council Proposal No. 289. He stated that this proposal was for a waiver of parking fees for the museum parking lot at the Will Rogers Memorial Center for the museum attendees during Spring Break, which occurred March 10-18, 2012. He advised that museum patrons had to present their ticket stub to the parking attendant to receive complimentary parking. He pointed out that this proposal would encourage safe and positive activities during Spring Break.

Motion: Council Member Shingleton made a motion, seconded by Council Member Jordan, to suspend the rules. The motion carried unanimously 9 ayes to 0 nays.

Motion: Council Member Shingleton made a motion, seconded by Council Member Jordan, that Council Proposal No. 289 be approved. The motion carried unanimously 9 ayes to 0 nays.

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

There were no presentations and/or communications from boards, commissions and/or city council committees.

XIII. RESOLUTION

1. A Resolution Requesting Funding in An Amount Not to Exceed \$150,000.00 from the U. S. Department of the Interior, Bureau of Reclamation, Watersmart Title XVI Water Reclamation and Reuse Program for the Central Fort Worth Reclaimed Water System Feasibility Study.

Motion: Council Member Shingleton made a motion, seconded by Council Member Moss, that Resolution No. 4066-03-2012 be adopted. The motion carried unanimously 9 ayes to 0 nays.

2. A Resolution Authorizing Execution of the Certificate of the Mayor of the City of Fort Worth, Texas, Approving, for Purposes of Section 147(f) of the Internal Revenue Code, the Education Revenue Bonds (Uplift Education) Series 2010A Issued by the Clifton Higher Education Finance Corporation and the Facilities to be Financed with the Proceeds of the Bonds.

Ms. Angela Farley, 2108 Aristocrat, Irving, Texas, 76503, completed a speaker card in support of the Resolution. She was recognized by Mayor Price, but was not present in the Council Chamber.

Council Member Moss requested the City Attorney provide clarification relative to the resolution.

Ms. Sarah Fullenwider, City Attorney, clarified that the 2010 Clifton Higher Education Finance Corporation issued bonds to finance Uplift Education, a charter school with facilities in Dallas, Irving, and Arlington, Texas. She further stated that these facilities had been completed and approximately \$6 million in bond proceeds remained unspent. She advised that the Clifton Higher Education Finance Corporation desired to utilize the remainder of the bond funds to construct and operate two charter school facilities within the boundaries of Fort Worth. She stated the City would not be issuing any bonds and there was no liability for the payment of the bonds nor shall any of the City's assets be pledged for payment of the bonds.

Council Member Espino stated that the City continued to work with all school districts located within the City limits. He stated the City was simply complying with the requirements of Internal Revenue Code. He stated that in no way did this item have any impact on the City's support for continued excellence in education.

Motion: Council Member Shingleton made a motion, seconded by Council Member Scarth, that Resolution No. 4067-03-2012 be adopted. The motion carried unanimously 9 ayes to 0 nays.

XIV. ZONING HEARING

1. ZC-11-075A - (CD 3) - City of Fort Worth Planning & Development, Camp Bowie Corridor Form Based Code District: Ridglea Urban Village Core South: Generally bounded by the 6100 - 6400 blocks of Camp Bowie Boulevard, southside; from: "MU-1" Low Intensity Mixed-Use, "MU-1/HSE" Low Intensity Mixed-Use/Highly Significant Endangered "F" General Commercial, "G" Intensive Commercial, "MU-2" High Intensity Mixed-Use, and "PD" Planned Developments Nos. 400, 633, and 882 to: Camp Bowie Form-Based district: Ridglea Urban Village Core South Subdistrict. (Recommended for Approval) (Continued from a Previous Meeting)

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The City Council at its regular meeting on January 10, 2012, continued Zoning Docket No. ZC-11-075A.

The following individuals completed "undecided" speaker cards relative to Zoning Docket No. ZC-11-075A and were recognized by Mayor Price, but were not present in the Council Chamber:

Mr. John Roberts, 3629 Ryan Avenue
Ms. Lisa Lowry, 1208 Mistletoe Drive
Ms. Jerre Tracy, 1110 Penn Street
Ms. Janie Cumming, 6200 Locke Avenue
Mr. Lee Anderson, 6467 Floyd Drive
Ms. Janie Hart, 2416 Ryan Place Drive

Motion: Mayor Pro tem Zimmerman made a motion, seconded by Council Member Hicks, that Zoning Docket No. ZC-11-075 be continued until the April 3, 2012, Council meeting. The motion carried unanimously 9 ayes to 0 nays.

The Notice of Special Hearing set today as the date for the hearing in connection with recommended changes and amendments to Zoning Ordinance No. 13896 and that notice of the hearing had been given by publication in the Fort Worth Star-Telegram, the official newspaper of the City of Fort Worth, on February 17, 2012.

2. ZC-11-100A - (CD 3) - City of Fort Worth Planning & Development, Text Amendment: Proposed Amendments to the Camp Bowie Form Based Code, Ridglea Urban Village Core South: An Ordinance amending the Zoning Ordinance of the City of Fort Worth, being Ordinance No. 13896, as amended, codified as Appendix "A" of the code of the City of Fort Worth, to amend: Section 5 "Schedule of Permitted Uses" of the Camp Bowie Revitalization Code of Section 4.1204 of Chapter 4, "District Regulations" and the Table of permitted uses in the Ridglea Urban Village Core South Zone. (Recommended for Approval)

The text amendment amended the following: Section 5, "Schedule of Permitted Uses" of the Camp Bowie Revitalization Code as adopted and incorporated by reference into Section 4.1204 of Chapter 4, "District Regulations" of Ordinance No. 13896, the Zoning Ordinance of the City of Fort Worth, is hereby amended to remove bars as a permitted use in the Ridglea Urban Village Core South Zone.

The following individuals completed "undecided" speaker cards relative to Zoning Docket No. ZC-11-100A and were recognized by Mayor Price, but were not present in the Council Chamber:

Mr. John Roberts, 3629 Ryan Avenue
Ms. Lisa Lowry, 1208 Mistletoe Drive
Ms. Jerre Tracy, 1110 Penn Street
Ms. Janie Cumming, 6200 Locke Avenue
Mr. Lee Anderson, 6467 Floyd Drive

Ms. Janie Hart, 2416 Ryan Place Drive

Motion: Mayor Pro tem Zimmerman made a motion, seconded by Council Member Hicks, that Zoning Docket No. ZC-11-100A be continued until the April 3, 2012, Council meeting. The motion carried unanimously 9 ayes to 0 nays.

3. ZC-11-101 - (CD 2) - Victor Lopez, 3602 North Grove Street; from: "K" Heavy Industrial to: "PD/K" Planned Development for all uses in "K" Heavy Industrial plus glass recycling, site plan included. (Recommended for Approval) (Continued from a Previous Meeting)

The City Council at its regular meeting on February 14, 2012, continued Zoning Docket No. ZC-11-101.

Motion: Council Member Espino made a motion, seconded by Council Member Burns, that Zoning Docket No. ZC-11-101 be continued until the March 20, 2012, Council meeting. The motion carried unanimously 9 ayes to 0 nays.

4. ZC-12-005 - (CD 9) - Travis Avenue Baptist Church, 717 West Berry Street; from: "MU-1" Low Intensity Mixed-Use to: "PD/MU-1" Planned Development for all uses in "MU-1" Low Intensity Mixed-Use with waivers to development standards for Wal-Mart building only; site plan included. (Recommended for Denial) (Continued from a Previous Meeting)

The City Council at its regular meeting on February 14, 2012, continued Zoning Docket No. ZC-12-005.

The following individuals appeared before Council in support of Zoning Docket No. ZC-12-005:

Ms. Anna Burns, 3224 Lipscomb

Mr. Ron Reed, 1316 Orange Avenue

Ms. Juanita Jimenez, 3006 Jennings Avenue (provided petition and photographs of businesses operating in the area)

Mr. Nonny Evans, 3101 South Adams

Ms. Vicki Bargas, 301 East Drew Street

Mr. Christopher Bonilla, 8540 Charleston Avenue

Ms. Kellie Duhr, Director of Public Relations, Wal-Mart, 3800 North Lamar Boulevard, Austin, Texas, 78756

Mr. Tom Galbreath, Dunaway Associates, LP, 550 Bailey Avenue, Suite 400 (provided PowerPoint presentation)

Ms. Laura Rios, 3736 South Jones

Ms. Marjorie Walters, 3401 8th Avenue

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The following individuals completed speaker cards in support of Zoning Docket No. ZC-12-005, but did not wish to address the Council:

Mr. Hunter Hart, Wal-Mart Real Estate Division, 2001 SE 10th Street
Mr. Larry Craighead, 211 North Record Street, Suite 222, Dallas, Texas 75202
Mr. Brian Crawford, 211 North Record Street, Suite 222, Dallas, Texas 75202

The following individuals appeared before Council in opposition to Zoning Docket No. ZC-12-005:

Ms. Mary Giles, 3137 Hemphill Street
Ms. Elaine Faulk, 3732 Stuart Drive
Ms. Connie Medina, 3716 South Jones
Ms. Lee Hocking, 2701 Hemphill
Mr. Fernando Florez, 2740 Hemphill (provided handouts)
Ms. Sandra Dennehy, 3124 College Avenue (displayed overheard materials)
Ms. Linda Clark, 3030 Willing Avenue (displayed overhead photograph)
Mr. Paul Dennehy, 3124 College Avenue
Mr. Dan Jones, 3111 Lipscomb Street
Mr. Paul Millender, 3121 Lipscomb Street
Mr. Alonzo Aguilar, 3725 Stuart Drive
Mr. Lee Frampton, 816 East Biddison
Mr. Rick Kubes, 2700 West Berry Street
Ms. Annette Kellum, 4017 Ryan Avenue
Mr. Paul Sinclair, 2829 Travis Avenue
Ms. Cynthia Frampton, 3204 College Avenue
Mr. Robert Snoke, 3826 6th Avenue

Ms. Chantel Langlinais, 2512 Willing Avenue, completed a speaker card in opposition to Zoning Docket No. ZC-12-005, but did not wish to address the Council.

Council Member Burns provided an overview of the planning meetings that occurred throughout the process and stated that the desire to preserve the urban village design with curbside shopping was the driving force behind the discussion. He stated that once it was determined that the lot could not be configured to support the curbside store front; the decision was to look at how the lot could be configured with the parking lot in front. He reviewed various options that were discussed including the fact that Wal-Mart could remodel the current building located on the property. He stated that his motion would be to approve Zoning Docket No. ZC-12-005 as amended by Wal-Mart with the preclusion of any fuel sales on the parcel and Wal-Mart is allowed only to build parking on the lease lot area at the time in which Wal-Mart constructs a future building on the site.

Motion: Council Member Burns made a motion, seconded by Council Member Jordan, that Zoning Docket No. ZC-12-005 be approved as amended by Wal-Mart with the preclusion of any fuel sales on the parcel and Wal-Mart is allowed only to build parking on the lease lot area at the time in which Wal-Mart constructs a future building on the site.

Discussion ensued between Council Members Espino, Shingleton, Scarth, Jordan, Mayor Pro tem Zimmerman, City staff and the applicant regarding the recommended and requested parking spaces.

Motion: Council Member Espino made a substitute motion, seconded by Council Member Moss, that Zoning Docket No. ZC-12-005 be approved as amended by Wal-Mart to reflect the site plan submitted by Wal-Mart to Council on March 6, 2012, which includes the shared parking spaces in the lease lot area and the preclusion of any fuel sales on the site. The motion carried 7 ayes to 2 nays, with Council Members Jordan and Burns opposed.

5. ZC-12-015 - (CD 3) - Conti Ridgmar, L.L.C., 2600 South Cherry Lane; from: "E" Neighborhood Commercial to: "PD/E" Planned Development for all uses in "E" Neighborhood Commercial plus furniture upholstery, refinishing or resale; mini-warehouses; assembly of pre-manufactured parts, except for vehicles, trailers, airplanes or mobile homes; carpet and rug cleaning; food processing (no slaughtering); furniture or cabinet repair or construction; manufacture of artificial flowers, ornaments, awnings, tents, bags, brooms or brushes, buttons and novelties, canvass products, clothing, suits, coats or dresses for wholesale trade, plastics; monument/marble works, finishing and carving only and stone monument works; paper box manufacture; pattern shop; rubber stamping, shearing/punching; rubber stamp manufacture; sheet metal shop, warehouse or bulk storage; wholesale bakery, produce market or wholesale house; wholesale office or sample room; production, manufacture and wholesale retail sales of candy and other confections; multi-tenant warehouse distribution facility; and sewing, embroidery, and screen printing, with a waiver of the site plan and all uses to be located inside the building; site plan waiver recommended. (Recommended for Approval as Amended to PD/E plus uses)

Mr. Jim Schell, 901 Fort Worth Club Building, completed a speaker card in support of Zoning Docket No. ZC-12-015, but did not wish to address the Council.

Motion: Mayor Pro tem Zimmerman made a motion, seconded by Council Member Hicks, that Zoning Docket No. ZC-12-015 be approved. The motion carried unanimously 9 ayes to 0 nays.

6. ZC-12-016 - (CD 5) - William M. West, 3104 Louise Street; from: "B" Two-Family to: "FR" General Commercial Restricted. (Recommended for Approval)

Motion: Council Member Moss made a motion, seconded by Council Member Hicks, that Zoning Docket No. ZC-12-016 be approved. The motion carried unanimously 9 ayes to 0 nays.

7. ZC-12-018 - (CD 2) - City of Fort Worth Planning & Development, 4836 Melody Lane; from: "B" Two-Family to: "A-5" One-Family. (Recommended for Approval)

Motion: Council Member Espino made a motion, seconded by Council Member Hicks, that Zoning Docket No. ZC-12-018 be approved. The motion carried unanimously 9 ayes to 0 nays.

8. ZC-12-019 - (CD 8) - City of Fort Worth Planning & Development, 1829 East Davis Street; from: "B" Two-Family to: "A-5" One-Family. (Recommended for Approval)

Motion: Council Member Hicks made a motion, seconded by Council Member Scarth, that Zoning Docket No. ZC-12-019 be approved. The motion carried unanimously 9 ayes to 0 nays.

There being no one else present desiring to be heard in connection with the recommended changes and amendments pertaining to Zoning Ordinance No. 13896 for the above listed cases, Council Member Hicks made a motion, seconded by Council Member Scarth, that the hearing be closed and that Ordinance No. 20083-03-2012 be adopted. The motion carried unanimously 9 ayes to 0 nays.

9. ZC-12-020 - (CD-ALL) - City of Fort Worth Planning & Development, Text Amendment: Urban Design Quorum Change: An Ordinance amending the Zoning Ordinance of the City of Fort Worth, being Ordinance No. 13896, as amended, codified as Appendix "A" of the code of the City of Fort Worth, amending: Chapter 2, "Review Bodies" to amend Section 2.102 "Urban Design Commission" to reduce the quorum from six to five. (Recommended for Approval)

Motion: Council Member Hicks made a motion, seconded by Mayor Pro tem Zimmerman, that Zoning Docket No. ZC-12-020 be approved and Ordinance No. 20084-03-2012 be adopted. The motion carried unanimously 9 ayes to 0 nays.

- 10. ZC-12-021 - (CD-ALL) - City of Fort Worth Planning & Development, Text Amendment: Telecommunication Towers: An Ordinance amending the Zoning Ordinance of the City of Fort Worth, being Ordinance No. 13896, as amended, codified as Appendix "A" of the code of the City of Fort Worth, to amend: Article 1 'Standards for Selected Uses', of Chapter 5, "Supplemental Use Standards"; Sections 5.136 "Telecommunications Antenna" and 5.137 "Telecommunication Tower and Stealth Telecommunication Tower" in their entirety; Reorganize the sections and revise application requirements, design review responsibility, and allow administrative approvals; Section 2.102 "Urban Design Commission" to revise the duties of the Urban Design Commission; and Chapter 9, "Definitions" to revise definitions related to Telecommunications. (Recommended for Approval)**

Council Member Scarth requested an update at a future Pre-Council meeting to clarify the rules regarding signage on telecommunication towers.

Motion: Council Member Shingleton made a motion, seconded by Council Member Hicks, that Zoning Docket No. ZC-12-021 be continued until the April 3, 2012, Council meeting. The motion carried unanimously 9 ayes to 0 nays.

XV. REPORT OF THE CITY MANAGER

B. General

1. M&C G-17533 - Adopt Ordinance Approving the City of Fort Worth 2012 Comprehensive Plan. (ALL COUNCIL DISTRICTS)

The recommendation was that the City Council adopt an Ordinance adopting the City of Fort Worth 2012 Comprehensive Plan; analyzing population, economic and financial trends; describing implementation tools; dividing the City into 16 planning sectors; providing maps describing proposed future land uses and recommended land uses policies for each sector.

Motion: Council Member Scarth made a motion, seconded by Mayor Pro tem Zimmerman, that Mayor and Council Communication No. G-17533 be approved and Ordinance No. 20085-03-2012 be adopted. The motion carried unanimously 9 ayes to 0 nays.

2. M&C G-17534 - Adopt Ordinance Amending the Transportation Impact Fee Regulations to Add a Waiver for Change-of-Use Projects. (ALL COUNCIL DISTRICTS)

The recommendation was that the City Council adopt an Ordinance amending the Code of Ordinances of the City of Fort Worth, Texas (1986) as amended, by amending Article VIII, Transportation Impact Fees, Chapter 30, Streets and Sidewalks, to provide a waiver from the transportation impact fee for change of use projects and providing definitions.

Motion: Council Member Scarth made a motion, seconded by Council Member Moss, that Mayor and Council Communication No. G-17534 be approved and Ordinance No. 20086-03-2012 be adopted. The motion carried unanimously 9 ayes to 0 nays.

3. M&C G-17535 - Authorize Application for a Federal Grant Under the Transportation Investment Generating Economic Recovery (TIGER) Discretionary Program of the American Recovery and Reinvestment Act for Approximately \$22,330,000.00 for Construction of the White Settlement Bridge Project with a Local Match in the Amount of \$18,270,000.00 to Be Provided by the Tarrant Regional Water District. (COUNCIL DISTRICT 9)

The recommendation was that the City Council authorize the application for federal grant funding under the Transportation Investment Generating Economic Recovery (TIGER) Discretionary Program of the American Recovery and Reinvestment Act in the amount of approximately \$22,330,000.00 for construction of the White Settlement Bridge Project with a local match in the amount of \$18,270,000.00 to be provided by the Tarrant Regional Water District.

Motion: Council Member Hicks made a motion, seconded by Council Member Scarth, that Mayor and Council Communication No. G-17535 be approved. The motion carried unanimously 9 ayes to 0 nays.

4. M&C G-17536 - Adopt Ordinance Suspending Rate Increase Proposed by Atmos Energy Corporation, Mid-Tex Division and Authorize Cooperation with Atmos Cities Steering Committee on Retention of Consultants to Study Propriety of Proposed Rate Increase. (ALL COUNCIL DISTRICTS)

The recommendation was that the City Council adopt an Ordinance suspending implementation of the rate schedule proposed by Atmos Energy Corporation, Mid-Tex Division, as reflected in the "Statement of Intent to Increase Gas Utility Rates" filed by Atmos Energy Corporation, Mid-Tex Division on January 31, 2012, until the later of June 4, 2012, or the latest date permitted by law, or until the date of effectiveness of a rate order adopted by the City Council; establishing rates to be charged by Atmos Energy Corporation, Mid-Tex Division during the period of suspension; adopting declarations and findings in the preamble hereof; and authorize cooperation with the Atmos Cities Steering Committee to hire and direct legal counsel and consultants, negotiate with Atmos, make recommendations to the City regarding reasonable rates, and direct any administrative proceedings or litigation associated with the Rate Increase filed with the City or with the Railroad Commission.

Motion: Council Member Moss made a motion, seconded by Council Member Shingleton, that Mayor and Council Communication No. G-17536 be approved and Ordinance No. 20087-03-2012 be adopted. The motion carried unanimously 9 ayes to 0 nays.

5. M&C G-17537 - Adopt Ordinance Amending the Speed Zone Tables in Chapter 22 of the City Code, Motor Vehicles and Traffic. (COUNCIL DISTRICTS 2, 6, 7 and 9)

The recommendation was that the City Council adopt an Ordinance amending Chapter 22, "Motor Vehicles and Traffic", of the Code of the City of Fort Worth by amending Article III, Section 22-86, entitled "Speeding", subsections (f) and (g) by changing the locations, extent and/or speed limits of certain speed zones.

Motion: Council Member Shingleton made a motion, seconded by Council Member Hicks, that Mayor and Council Communication No. G-17537 be approved and Ordinance No. 20088-03-2012 be adopted. The motion carried unanimously 9 ayes to 0 nays.

6. M&C G-17538 - Authorize Execution of the Third Amendment to the Contract for Collection of Residential Garbage, Refuse and Small Bulky Waste, Recyclables, Certain Commercial Solid Waste, Yard Waste, Construction and Demolition Debris, Large Brush and Large Bulky Waste with Waste Management, Inc., to Provide an Incentive Program for Recycling in the Amount of \$400,000.00. (ALL COUNCIL DISTRICTS)

The recommendation was that the City Council authorize the execution of the third amendment to the contract for collection of residential garbage, refuse and small bulky waste, recyclables, certain commercial solid waste, yard waste, construction and demolition debris, large brush and large bulky waste with Waste Management, Inc., (City Secretary Contract No. 28358) to provide an incentive program for recycling in the amount of \$400,000.00 from the Solid Waste Fund.

Motion: Council Member Burns made a motion, seconded by Council Member Hicks, that Mayor and Council Communication No. G-17538 be approved. The motion carried unanimously 9 ayes to 0 nays.

7. M&C G-17539 - Authorize the Naming of Soccer Fields at Harmon Field Park as the Serapio Herrera Soccer Field Complex. (COUNCIL DISTRICT 8)

The recommendation was that the City Council authorize the naming of existing soccer fields at Harmon Field Park as the Serapio Herrera Soccer Field Complex.

Council Member Hicks provided information regarding Mr. Herrera's accomplishments and service to the community.

Council Member Espino expressed appreciation to Council Member Hicks, the Parks and Community Services Department and the Parks and Community Services Advisory Board members for supporting the naming of the soccer fields at Harmon Field Park.

Mrs. Herrera, widow of Serapio Herrera, expressed appreciation to the Council Members for supporting this item.

Motion: Council Member Hicks made a motion, seconded by Council Member Espino, that Mayor and Council Communication No. G-17539 be approved, with appreciation. The motion carried unanimously 9 ayes to 0 nays.

8. M&C G-17540 - Conduct a Public Hearing and Adopt Ordinance Designating Property in the Vicinity of Northwest Loop 820 and Old Decatur Road as Tax Abatement Reinvestment Zone No. 81, City of Fort Worth, Texas. (COUNCIL DISTRICT 2) (PUBLIC HEARING)

It was the consensus of the City Council that Mayor and Council Communication No. G-17540 be continued until the March 20, 2012, Council meeting.

D. Land

1. M&C L-15331 - Conduct a Public Hearing and Authorize Subsurface Drilling and Extraction of Natural Gas at Lincolnshire Park from an Off-Site Location. (COUNCIL DISTRICT 6) (PUBLIC HEARING)

The recommendation was that the City Council conduct a public hearing under the guidelines set forth by the Texas Parks and Wildlife Code, Chapter 26, Protection of Public Parks and Recreational Lands; find that no feasible or prudent alternatives exist for the subsurface use of Lincolnshire Park as proposed; find that the proposed use includes all reasonable planning to minimize harm to the parkland and that the proposed use will have no impact of the surface of parkland; and close the public hearing and authorize approval of the use of the subsurface of parkland for the drilling and the extraction of natural gas at Lincolnshire Park, located at 1425 Horncastle Street, South and East of Horncastle Street and Eastview Street.

Mayor Price opened the public hearing and asked if there was anyone present desiring to be heard.

Council Member Jordan advised he had filed a Conflict of Interest Affidavit with the City Secretary's Office and would abstain from voting on this item.

a. Report of City Staff

Mr. David Creek, Assistant Director, Parks and Community Services Department, appeared before Council and provided a staff report.

b. Citizen Presentations

There was no one present desiring to be heard in connection with the public hearing.

c. Council Action

Motion: Council Member Scarth made a motion, seconded by Mayor Pro tem Zimmerman, that the public hearing be closed and that Mayor and Council Communication No. L-15331 be approved. The motion carried 8 ayes to 0 nays, with 1 abstention by Council Member Jordan.

Council Member Jordan stated he had been advised by the City Attorney that he would be able to vote on the next two items as he did not have a conflict of interest.

2. M&C L-15332 - Conduct a Public Hearing and Authorize Subsurface Drilling and Extraction of Natural Gas at the Fort Worth Nature Center and Refuge from an Off-Site Location. (COUNCIL DISTRICT 7) (PUBLIC HEARING)

The recommendation was that the City Council Conduct a public hearing under the guidelines set forth by the Texas Parks and Wildlife Code, Chapter 26, Protection of Public Parks and Recreational Lands; find that no feasible or prudent alternatives exist for the subsurface use of Fort Worth Nature Center and Refuge as proposed; find that the proposed use includes all reasonable planning to minimize harm to the parkland and that the proposed use will have no impact of the surface of parkland; and close the public hearing and authorize approval of the use of the subsurface of parkland for the drilling and the extraction of natural gas at Fort Worth Nature Center and Refuge located at 9601 Fossil Ridge Road, west of Williams Springs Road, Eagle Mountain Circle and Clarke Drive, south and west of Ten Mile Bridge Road; south of Wells-Burnett Road; south of the terminus of Lawrence Lake Drive; east of Jacksboro Highway; east of Nine Mile Bridge Road, Buffalo Road and Anchorage Place; east of the terminus of Mahafy Road, Oak Creeks Court, Brady Oaks Court, Strawberry Creek Lane and Lucerne Drive; north of the terminus of Haley Road.

Mayor Price opened the public hearing and asked if there was anyone present desiring to be heard.

a. Report of City Staff

Mr. David Creek, Assistant Director, Parks and Community Services Department, appeared before Council and provided a staff report.

b. Citizen Presentations

Mr. Richard Sheppard, 3216 Preston Hollow Road, appeared before Council in support of Mayor and Council Communication No. L-15332.

c. Council Action

Council Member Hicks expressed appreciation to Marty Leonard for the work associated with this item.

Motion: Council Member Shingleton made a motion, seconded by Council Member Moss, that the public hearing be closed and that Mayor and Council Communication No. L-15332 be approved. The motion carried unanimously 9 ayes to 0 nays.

3. M&C L-15333 - Conduct a Public Hearing and Authorize Subsurface Drilling and Extraction of Natural Gas at Marine Creek Lake Park from an Off-Site Location. (COUNCIL DISTRICT 7) (PUBLIC HEARING)

The recommendation was that the City Council Conduct a public hearing under the guidelines set forth by the Texas Parks and Wildlife Code, Chapter 26, Protection of Public Parks and Recreational Lands; find that no feasible or prudent alternatives exist for the subsurface use of Marine Creek Lake Park as proposed; find that the proposed use includes all reasonable planning to minimize harm to the parkland and that the proposed use will have no impact of the surface of parkland as specified; and close the public hearing and authorize approval of the use of the subsurface of parkland for the drilling and the extraction of natural gas at Marine Creek Lake Park, located at 4700 Huffines Boulevard, south of Shadydell Drive, Royal Birkdale Drive and New Castleon Court, south and east of Kingsknowe Parkway, north of Catamaran Drive and Jim Wright Freeway and east of Huffines Boulevard.

Mayor Price opened the public hearing and asked if there was anyone present desiring to be heard.

a. Report of City Staff

Mr. David Creek, Assistant Director, Parks and Community Services Department, appeared before Council and provided a staff report.

b. Citizen Presentations

There was no one present desiring to be heard in connection with the public hearing.

c. Council Action

Motion: Council Member Shingleton made a motion, seconded by Mayor Pro tem Zimmerman, that the public hearing be closed and that Mayor and Council Communication No. L-15333 be approved. The motion carried unanimously 9 ayes to 0 nays.

E. Planning & Zoning

1. M&C PZ-2967 - Adopt Ordinance Changing the Name of Burger Street to Mount Horum Way from Carol Avenue to Reed Street. (COUNCIL DISTRICT 5) (PUBLIC HEARING)

The recommendation was that the City Council adopt an Ordinance changing the name of Burger Street from Carol Avenue to Reed Street to “Mount Horum Way”.

Mayor Price opened the public hearing and asked if there was anyone present desiring to be heard.

a. Report of City Staff

Ms. Allison Gray, Planning Manager, Planning and Development Department, appeared before Council and provided a staff report.

b. Citizen Presentations

There was no one present desiring to be heard in connection with the public hearing.

c. Council Action

Council Member Moss recognized Reverend Floyd Moody and members of the Mount Horum Missionary Baptist Church who were in attendance and in support of this item.

Motion: Council Member Moss made a motion, seconded by Council Member Shingleton, that the public hearing be closed and that Mayor and Council Communication No. PZ-2967 be approved and Ordinance No. 20089-03-2012 be adopted. The motion carried unanimously 9 ayes to 0 nays.

2. M&C PZ-2968 - Adopt Ordinance Changing the Name of Malvern Trail Between Mitchell Boulevard and Vaughn Boulevard to Renaissance Square. (COUNCIL DISTRICT 8) (PUBLIC HEARING)

The recommendation was that the City Council adopt an Ordinance changing the name of Malvern Trail, located between Mitchell Boulevard and Vaughn Boulevard to “Renaissance Square”.

Mayor Price opened the public hearing and asked if there was anyone present desiring to be heard.

a. Report of City Staff

Ms. Allison Gray, Planning Manager, Planning and Development Department, appeared before Council and provided a staff report.

b. Citizen Presentations

There was no one present desiring to be heard in connection with the public hearing.

c. Council Action

Motion: Council Member Hicks made a motion, seconded by Council Member Scarth, that the public hearing be closed and that Mayor and Council Communication No. PZ-2968 be approved and Ordinance No. 20090-03-2012 be adopted. The motion carried unanimously 9 ayes to 0 nays.

3. M&C PZ-2969 - Adopt Ordinance Changing the Name of a Portion of Blue Mound Road to Old Blue Mound Road Due to the Realignment of FM 156. (COUNCIL DISTRICT 2) (PUBLIC HEARING)

The recommendation was that the City Council adopt an Ordinance changing the name of a portion of Blue Mound Road to “Old Blue Mound Road” due to the realignment of FM 156.

Mayor Price opened the public hearing and asked if there was anyone present desiring to be heard.

a. Report of City Staff

Ms. Allison Gray, Planning Manager, Planning and Development Department, appeared before Council and provided a staff report.

b. Citizen Presentations

There was no one present desiring to be heard in connection with the public hearing.

c. Council Action

Motion: Council Member Espino made a motion, seconded by Council Member Moss, that the public hearing be closed and that Mayor and Council Communication No. PZ-2969 be approved and Ordinance No. 20091-03-2012 be adopted. The motion carried unanimously 9 ayes to 0 nays.

F. Award of Contract

1. M&C C-25475 - Authorize Execution of a Tax Abatement Agreement with Commercial Metals Company for the Construction of a Metal Recycling Facility and Various Other Commitments on Property Located in the Vicinity of Northwest Loop 820 and Old Decatur Road and Waive Certain Related Development Fees Pursuant to the City of Fort Worth's Relocation Incentives Policy (COUNCIL DISTRICT 2)

It was the consensus of the City Council that Mayor and Council Communication No. C-25475 be continued until the March 20, 2012, Council meeting.

2. M&C C-25476 - Authorize Execution of a Contract with Jet Underground Utilities, Inc., in the Amount of \$1,843,000.00 for Pavement Reconstruction and Water and Sanitary Sewer Main Replacement on Portions of Mecca Street, Schieffer Avenue, McCurdy Street, Belzise Terrace and East Hattie Street, Provide for Construction Contract Costs, Contingencies and Construction Services for a Project Total of \$2,162,438.00 and Adopt Appropriation Ordinances. (COUNCIL DISTRICT 8)

The recommendation was that the City Council authorize the transfer of \$812,178.00 from the Water and Sewer Fund in the amounts of \$446,240.00 to the Water Capital Projects Fund and \$365,938.00 to the Sewer Capital Projects Fund; adopt an Appropriation Ordinance increasing the estimated receipts and appropriations in the Water Capital Projects Fund in the amount of \$446,240.00, from available funds, for the purpose of entering into a contract with Jet Underground Utilities, Inc., for pavement reconstruction, water and sanitary sewer main replacement for Mecca Street, Schieffer Avenue, McCurdy Street, Belzise Terrace, E. Hattie Street, E. Fairway Drive to N. Wichita Street, E. Devitt Street to New York Avenue, E. Vickery Blvd. to E. Hattie Street, Glen Garden Drive to end of Belzise Terrace, and McCurdy Street to Sycamore Street (only water line); adopt an Appropriation Ordinance increasing the estimated receipts and appropriations in the Sewer Capital Project Fund in the amount of \$365,938.00, from available funds, for the purpose of entering into a contract with Jet Underground Utilities, Inc.

(Council Member Burns left the meeting at 10:00 p.m. and did not return.)

Motion: Council Member Hicks made a motion, seconded by Mayor Pro tem Zimmerman, that Mayor and Council Communication No. C-25476 be approved and Appropriation Ordinance Nos. 20092-03-2012 and 20093-03-2012 be adopted. The motion carried unanimously 8 ayes to 0 nays, with Council Member Burns absent.

3. M&C C-25477 - Authorize Execution of a Contract with JLB Contracting, LLC, in the Amount of \$7,028,141.20 for the Construction of North Beach Street from Keller-Hicks Road to Timberland Boulevard, Provide for Construction Contract Costs, Contingencies, and Construction Services for a Project Total of \$8,042,100.00 and Adopt Appropriation Ordinances. (COUNCIL DISTRICT 2)

The recommendation was that the City Council adopt an Appropriation Ordinance increasing the estimated receipts and appropriations in the Special Assessments Fund in the amount of \$645,434.00, from available funds, for the purpose of executing a contract with JLB Contracting, LLC, for the construction of North Beach Street from Keller-Hicks to Timberland Boulevard; authorize the transfer of \$645,434.00 from the Future Improvements Unspecified Project of the Special Assessments Fund to the Street Improvements 2008 Fund; adopt an Appropriation Ordinance increasing the estimated receipts and appropriations in the Street Improvements 2008 Fund in the amount of \$645,434.00; authorize the transfer of \$2,517,000.00 from the Water and Sewer Fund in the amounts of \$2,396,000.00 to the Water Capital Projects Fund and \$121,000.00 to the Sewer Capital Projects Fund; adopt an Appropriation Ordinance increasing the estimated receipts and appropriations in the Water Capital Projects Fund in the amount of \$2,396,000.00, from available funds; adopt an Appropriation Ordinance increasing the estimated receipts and appropriations in the Sewer Capital Projects Fund in the amount of \$121,000.00, from available funds; and authorize execution of the contract in the amount of \$7,028,141.20 with JLB Contracting, LLC, for Construction Contract Costs, Contingencies, and Construction Services for a Project Total of \$8,042,100.00.

Motion: Council Member Espino made a motion, seconded by Council Member Moss, that Mayor and Council Communication No. C-25477 be approved and Appropriation Ordinance Nos. 20094-03-2012, 20095-03-2012, 20096-03-2012 and 20097-03-2012 be adopted. The motion carried unanimously 8 ayes to 0 nays, with Council Member Burns absent.

4. M&C C-25478 - Authorize Execution of Change Order No. 6 in the Amount of \$2,856,974.00 to City Secretary Contract No. 41332 with Rogers-O'Brien Construction Company, Ltd., to Construct East Multi-Purpose Parking Lot Adjacent to East Equestrian Facility, Add Tunnel Gates, Non-Slip Ramp Surfaces, and Structural Revisions to the East Equestrian Facility at the Will Rogers Memorial Center, Increasing the Contract Amount to \$18,300,279.00. (COUNCIL DISTRICT 7)

The recommendation was that the City Council authorize the execution of Change Order No. 6 in the amount of \$2,856,974.00 to City Secretary Contract No. 41332 with Rogers-O'Brien Construction Company, Ltd., to construct East Multi-Purpose Parking Lot Facility adjacent to East Equestrian Facility, add tunnel gates, non-slip ramp surfaces, and structural revisions to the East Equestrian Facility currently under construction at the Will Rogers Memorial Center, Increasing the Contract Amount to \$18,300,279.00.

Motion: Council Member Shingleton made a motion, seconded by Council Member Scarth, that Mayor and Council Communication No. C-25478 be approved. The motion carried unanimously 8 ayes to 0 nays, with Council Member Burns absent.

5. M&C C-25479 - Authorize Execution of a Construction Contract with Standard Parking Corporation d/b/a SP Plus in the Amount of \$1,766,535.59 and Authorize Amendment No. 1 to City Secretary Contract No. 42224 for Construction Administration Services in the Amount of \$46,000.00 with Dunaway Associates, LP, for the Landscaping, Paving, and Pedestrian Enhancements to Serve the Gendy Street Phase II Project at Will Rogers Memorial Center. (COUNCIL DISTRICT 7)

The recommendation was that the City Council authorize execution of a Construction Contract with Standard Parking Corporation d/b/a SP Plus, in the amount of \$1,766,535.59 including \$78,471.82 in allocation allowance; and authorize Amendment No. 1 to City Secretary Contract No. 42224 for Construction Administration Services in the amount of \$46,000.00 with Dunaway Associates, LP, for the landscaping, paving and pedestrian enhancements to serve the Gendy Street Phase II Project at Will Rogers Memorial Center.

The following individuals appeared before Council in opposition to Mayor and Council Communication No. C-25479:

Mr. Ken Thorne, 10315 Alta Vista Road
Mr. Michael Heimlich, 3210 Joyce Drive

Council Member Shingleton expressed concerns over the selection criteria and the bid process and requested staff clarification.

Mr. Glenn Balog, Facilities Manager, Transportation and Public Works Department, provided an overview of the bid selection criteria and the process.

Council Member Shingleton advised he still had real concerns about how this bid was handled and stated he would make a motion to reject all bids and rebid the project.

Mayor Pro tem Zimmerman and Council Members Scarth and Jordan all expressed concern over the selection process with the bid process and stated the policy should be consistent and not subjective. They suggested this item be continued rather than rejected due to time constraints. They also requested a staff report at a future Pre-Council meeting regarding the bid selection process.

Various City staff provided subsequent information regarding the project timeline and potential consequences of rebidding the project.

Council Member Shingleton advised he would withdraw his motion to reject all bids and rebid the project.

Motion: Council Member Scarth made a motion, seconded by Council Member Hicks, that Mayor and Council Communication No. C-25479 be continued until the March 20, 2012, Council meeting. The motion carried unanimously 8 ayes to 0 nays, with Council Member Burns absent.

6. M&C C-25480 - Authorize Application for and Accept, if Awarded, a Grant from the Federal Aviation Administration in the Amount of \$1,200,000.00 to Design and Construct Airfield Perimeter Fence Rehabilitation and Closed Circuit Television Security Improvements, Automated Surface Observing System Relocation, Airport Rescue and Firefighting Tower Emergency Telephone, Pavement Joint Rehabilitation on Runways, Taxiways and Aprons, and Conduct a Wildlife Hazard Assessment for Fort Worth Alliance Airport and Adopt Appropriation Ordinance. (COUNCIL DISTRICT 2)

The recommendation was that the City Council authorize an application for and accept a grant, if awarded, from the Federal Aviation Administration in the amount of \$1,200,000.00 to design and construct airfield perimeter fence rehabilitation and closed circuit television security improvements, automated surface observing system relocation, airport rescue and firefighting tower emergency telephone, pavement joint rehabilitation on runways, taxiways and aprons, and conduct a wildlife hazard assessment for Fort Worth Alliance Airport; authorize the use of land credits in the amount of \$63,157.89 for the City's in-kind local match of five percent of the project cost; and adopt an Appropriation Ordinance increasing the estimated receipts and appropriations in the Airports Grant Fund in the amount of \$1,263,157.89, subject to receipt of the grant.

Motion: Council Member Espino made a motion, seconded by Council Member Moss, that Mayor and Council Communication No. C-25480 be approved and Appropriation Ordinance No. 20098-03-2012 be adopted. The motion carried unanimously 8 ayes to 0 nays, with Council Member Burns absent.

7. M&C C-25481 - Authorize Application for and Accept, if Awarded, a Grant from the Federal Aviation Administration in the Amount of \$1,672,000.00 for the Acquisition of Avigation Easements in Accordance with the Part 150 Noise Mitigation Plan for Fort Worth Alliance Airport Accepted by the Federal Aviation Administration on December 6, 2010 and Adopt Appropriation Ordinance. (COUNCIL DISTRICT 2)

The recommendation was that the City Council authorize acceptance of a grant from the Federal Aviation Administration in the amount of \$1,672,000.00 for the acquisition of avigation easements in accordance with the Part 150 Noise Mitigation Plan for Fort Worth Alliance Airport accepted by the Federal Aviation Administration on December 6, 2010; authorize use of land credits in the amount up to \$88,000.00 for the City of Fort Worth's in-kind local match of five percent of the project cost; and adopt an Appropriation Ordinance increasing the estimated receipts and appropriations in the Airports Grant Fund in the amount of \$1,760,000.00, subject to receipt of the grant.

Motion: Council Member Espino made a motion, seconded by Council Member Scarth, that Mayor and Council Communication No. C-25481 be approved and Appropriation Ordinance No. 20099-03-2012 be adopted. The motion carried unanimously 8 ayes to 0 nays, with Council Member Burns absent.

8. M&C C-25482 - Authorize Application for and Accept, if Awarded, a Grant from the Federal Aviation Administration in the Amount of \$3,120,786.10 for the Acquisition of Land in Accordance with the Part 150 Noise Mitigation Plan for Fort Worth Alliance Airport Accepted by the Federal Aviation Administration on December 6, 2010 and Adopt Appropriation Ordinance. (COUNCIL DISTRICT 2)

The recommendation was that the City Council authorize acceptance of a grant from the Federal Aviation Administration in the amount of \$3,120,786.10 for the acquisition of land in accordance with the Part 150 Noise Mitigation Plan for Fort Worth Alliance Airport accepted by the Federal Aviation Administration on December 6, 2010; authorize use of land credits in the amount up to \$164,251.90 for the City of Fort Worth's in-kind local match of five percent of the project cost; and adopt an Appropriation Ordinance increasing the estimated receipts and appropriations in the Airports Grant Fund in the amount of \$3,285,038.00, subject to receipt of the grant.

Motion: Council Member Espino made a motion, seconded by Council Member Scarth, that Mayor and Council Communication No. C-25482 be approved and Appropriation Ordinance No. 20100-03-2012 be adopted. The motion carried unanimously 8 ayes to 0 nays, with Council Member Burns absent.

9. M&C C-25483 - Authorize Application for and Accept, if Awarded, a Grant from the Federal Aviation Administration in the Amount of \$20,000,000.00 for the Alliance Runway Extension Project at Fort Worth Alliance Airport and Adopt Appropriation Ordinance. (COUNCIL DISTRICT 2)

The recommendation was that the City Council authorize acceptance of a grant, if awarded, from the Federal Aviation Administration in the amount of \$20,000,000.00 for the Runway Extension Project at Fort Worth Alliance Airport; authorize use of land credits in the amount of \$1,052,631.58 for the City of Fort Worth's in-kind local match of five percent of the project cost; and adopt an Appropriation Ordinance increasing the estimated receipts and appropriations in the Airports Grant Fund in the amount of \$21,052,631.58, subject to receipt of the grant.

Motion: Council Member Espino made a motion, seconded by Mayor Pro tem Zimmerman, that Mayor and Council Communication No. C-25483 be approved and Appropriation Ordinance No. 20101-03-2012 be adopted. The motion carried unanimously 8 ayes to 0 nays, with Council Member Burns absent.

10. M&C C-25484 - Approve Bill of Sale to Accept Title to the Traveling Aviation Exhibit from the Fort Worth Air and Space Museum Foundation and Authorize Cancellation of City Secretary Contract No. 41669. (ALL COUNCIL DISTRICTS)

The recommendation was that the City Council approve Bill of Sale to accept title to the Traveling Aviation Exhibit, "Ascent...When Dreams Defy Gravity Exhibit", in lieu of foreclosure of the loan authorized by M&C G-17186 and set forth in City Secretary Contract No. 41669, a Loan Agreement with the Fort Worth Air and Space Museum Foundation in the amount of \$2,548,100.00 principal, plus interest; and authorize cancellation of City Secretary Contract No. 41669.

Mayor Pro tem Zimmerman advised he had filed a Conflict of Interest Affidavit with the City Secretary's Office and would abstain from voting on this item.

Motion: Council Member Jordan made a motion, seconded by Council Member Shingleton, that Mayor and Council Communication No. C-25484 be approved accepting title to all assets from the Fort Worth Air and Space Museum Foundation and cancelling City Secretary Contract No. 41669. The motion carried unanimously 7 ayes to 0 nays, with 1 abstention by Mayor Pro tem Zimmerman and Council Member Burns absent.

11. M&C C-25485 - Authorize Execution of a Contract with Gra-Tex Utilities, Inc., in the Amount of \$1,107,452.00 for Water and Sanitary Sewer Replacements Contract 2009, WSM-N on Acapulco Road, Greendale Court, Nottingham Boulevard, Portman Avenue and Vanessa Drive and Adopt Appropriation Ordinances. (COUNCIL DISTRICT 5)

The recommendation was that the City Council authorize the transfer of \$1,215,952.00 from the Water and Sewer Operating Fund in the amounts of \$624,175.00 to the Water Capital Projects Fund and \$591,777.00 to the Sewer Capital Projects Fund; adopt an Appropriation Ordinance increasing the estimated receipts and appropriations in the Water Capital Projects Fund in the amount of \$624,175.00, from available funds, for the purpose of funding water and sanitary sewer replacements on Acapulco Road, from Hitson Lane to Escalante Drive; Greendale Court, from Brentwood Stair Road to the cul-de-sac; Nottingham Drive, from Ellis Road to Martha Lane; Portman Avenue, from Friarford Road to Patino Road; and Vanessa Drive, from Sandy Lane to Calmar Road; adopt an Appropriation Ordinance increasing the estimated receipts and appropriations in the Sewer Capital Projects Fund in the amount of \$591,777.00, from available funds; and authorize execution of a contract with Gra-Tex Utilities, Inc., in the amount of \$1,107,452.00, for Water and Sanitary Sewer Replacements Contract 2009, WSM-N.

Motion: Council Member Moss made a motion, seconded by Mayor Pro tem Zimmerman, that Mayor and Council Communication No. C-25485 be approved and Appropriation Ordinance Nos. 20102-03-2012 and 20103-03-2012 be adopted. The motion carried unanimously 8 ayes to 0 nays, with Council Member Burns absent.

XVI. PUBLIC HEARING

1. First Public Hearing for a Proposed Service Plan for Approximately 64 Acres of Land in Tarrant County, Located South of Wall Price Keller Road and West of U. S. Highway 377 (AX-11-009 ANNEXATION AREA 18).

Mayor Price opened the public hearing and asked if there was anyone present desiring to be heard.

a. Report of City Staff

Ms. Allison Gray, Planning Manager, Planning and Development Department, appeared before Council and provided a staff report.

b. Citizen Comments

There was no one present desiring to be heard in connection with the public hearing.

c. Council Action

Motion: Council Member Espino made a motion, seconded by Council Member Shingleton, that the public hearing be closed. The motion carried unanimously 8 ayes to 0 nays, with Council Member Burns absent.

XVII. CITIZEN PRESENTATIONS

Mr. Dennis Meals, 4066 Clarke Avenue, appeared before Council relative to the proposed closing of Z Boaz Golf Course. He stated that he wished for the golf course to remain open and pointed out there were ways to use the property as both park land and as a golf course. He also voiced his concern about the proposed dusk until dawn park hours and stated those hours would likely increase criminal activity in the proposed fenced park.

The following individuals appeared before Council relative to the Chuck Silcox Animal Shelter and stated that the animals were not kept in a clean or safe environment. They stated that the staff working in the shelter were unfriendly and did not care about the animals. They encouraged the City to become a “no kill community”:

Mr. Tom Wilson, 1408 Virginia Place

Ms. Suzette Watkins, 1801 Boman Avenue (provided handouts)

Ms. Maryellen Maurer, 1408 Virginia Place, completed a citizen presentation card regarding the Chuck Silcox Animal Shelter and was recognized by Mayor Price, but did not wish to address the Council.

XVIII. EXECUTIVE SESSION (PRE-COUNCIL CHAMBER)

XIX. ADJOURNMENT

There being no further business, Mayor Price adjourned the regular meeting at 10:43 p.m.

No Documents for this Section

To the Mayor and Members of the City Council

March 20, 2012

Page 1 of 2



SUBJECT: MARCH 2012 – SALES TAX UPDATE

In response to the volatile nature of sales tax revenue, the Staff is committed to providing you a brief update of the sales tax collections. The Texas Comptroller’s Office posted results on March 7th. The results are dependent upon the timeliness and accuracy of sales tax payers’ returns. This payment from the State represents taxes collected on sales that occurred primarily in the month of January. In this report, you will see Fort Worth’s sales tax collection compared to last year and the impact on the current year’s budget.

MONTHLY NET SALES TAX COLLECTIONS FOR JANUARY

CITY OF FORT WORTH

JANUARY FY2012	\$8,098,227	<u>DOLLAR VARIANCE</u>	↑	<u>% VARIANCE</u>	↑
JANUARY FY2011	\$7,673,380	\$424,847		5.5%	

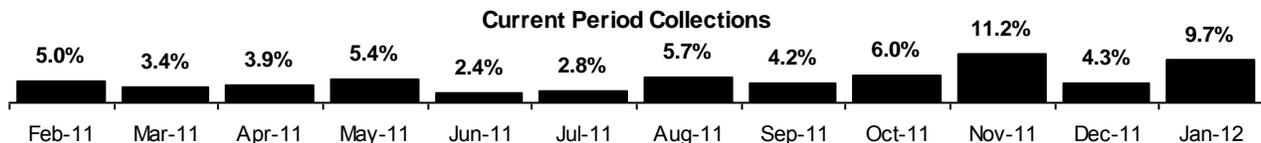


Note: The City’s net payment for sales tax collection is up \$424,847 or 5.5% compared to this month last year, making this the highest January collection on record. As depicted in the table below, the City experienced **\$695,915** or 9.7% in positive growth when compared to last year’s month-to-month current period collections. This positive trend has continued in Fort Worth’s current period collections.

CITY OF FORT WORTH COLLECTION DETAIL

COLLECTION DETAIL FOR CITY SALES TAX

	JANUARY 2011	JANUARY 2012	CHANGE	
Current Period Collections:	\$7,199,676	\$7,895,591	9.7%	↑
Other Collections:	\$255,533	\$234,353	-8.3%	
Audit Collections:	\$281,211	\$52,181	-81.4%	
Service Fee:	(\$154,728)	(\$163,642)	5.8%	
Retainage:	\$91,688	\$79,745	-13.0%	
Net Payment	\$7,673,380	\$8,098,227	5.5%	↑



City Sales Tax Trend: Variance for the most recent months vs. same period last year.

Note: As you can see, “Current Period” collections have a positive trend signaling continued sales tax improvement.

To the Mayor and Members of the City Council

March 20, 2012

Page 2 of 2



SUBJECT: MARCH 2012 – SALES TAX UPDATE

CITY OF FORT WORTH BUDGET COMPARISON - FY2012

	ADOPTED BUDGET	BUDGET RE-ESTIMATE	YR END VARIANCE	
CITY OF FORT WORTH	\$ 102,259,196	\$ 104,577,828	2.3%	↑
CRIME CONTROL AND PREVENTION DIST.	\$ 46,304,344	\$ 46,912,805	1.3%	↑
MASS TRANSIT AUTHORITY - THE "T"	\$ 47,647,392	\$ 49,573,679	4.0%	↑

Note: For the year, the City has collected **\$2,318,632** or 2.3% more than the FY2012 adopted budget. Although the City finished FY2011 strong with collections, Staff recommends maintaining a conservative forecast for FY2012 since we continue to experience a level of uncertainty with the national economy and potential audit adjustments.

The following chart demonstrates how our trend compares to the state and other cities:

CITY OF FORT WORTH

CITY COMPARISONS - FY 2012 v. FY 2011			
CITY	QTR 1	JAN	YTD
BURLESON	17.9%	23.9%	19.1%
GRAND PRAIRIE	19.4%	3.7%	15.5%
NORTH RICHLAND HILLS	8.5%	13.0%	9.4%
KELLER	9.4%	4.2%	8.3%
EULESS	8.7%	4.8%	7.8%
WATAUGA	7.3%	1.8%	6.2%
DALLAS	5.7%	8.0%	6.2%
ARLINGTON	3.3%	10.9%	4.9%
SOUTHLAKE	4.0%	0.4%	3.3%
FORT WORTH	2.2%	5.5%	3.0%
BEDFORD	2.5%	-0.1%	1.9%
HURST	-1.7%	0.6%	-1.2%
GRAPEVINE	-4.7%	-1.9%	-4.1%
STATE TOTAL	12.4%	9.5%	11.6%

Note: YTD collections for Fort Worth are up **3.0%** compared to last year.

Again, hopefully you find this additional information helpful. If you have any questions, please call Horatio Porter, Budget Officer, at 817.392.2379.

**Tom Higgins
City Manager**

To the Mayor and Members of the City Council**March 20, 2012**

Page 1 of 1

**SUBJECT: USING GAS LEASE REVENUE TO SERVICE DEBT**

The purpose of this Informal Report is to provide an update on the potential use of gas lease revenue to support debt service. On February 7th, staff briefed Council on the provisions for the gas lease revenue trust as noted in the City of Fort Worth's Financial Management Policy Statements. During that presentation, a question on whether gas lease revenue associated with bonuses, royalties and the interest thereon could be used to service debt. The intent of this communication is to address that question.

In discussing this matter with the City of Fort Worth's bond counsel, it was stated that while gas lease revenue may not be legally pledged for the payment of debt obligations, such revenue can be contributed to the interest and sinking fund established to pay such obligations thereby reducing the ad valorem tax revenue needed to pay debt service.

Given the depleting nature of these resources and the volatility associated with gas prices, using gas lease revenues to make debt payments has some risk. Therefore, staff recommends continuing to use these resources to cash fund capital projects. This allows for a more efficient use of the City's debt capacity and places less burden on the use of ad valorem taxes to support debt service.

If you have any questions, please contact Lena H. Ellis at 817-392-8517 or Greg Jordan at (817) 392-8843.

Tom Higgins
City Manager

No Documents for this Section

A Resolution

NO. _____

DESIGNATING SATURDAY, MARCH 31, 2012, FROM 8:30 P.M. TO 9:30 P.M. AS EARTH HOUR IN FORT WORTH

WHEREAS volatile energy prices and increasingly scarce resources affect the lives of Fort Worth residents and the prosperity of local businesses; and

WHEREAS Fort Worth has gained national recognition as a leader in resource conservation; and

WHEREAS communities around the world are observing Earth Hour 2012 as an opportunity to raise awareness about energy consumption by symbolically turning off lights to the maximum extent practical on a voluntary basis during that hour; and

WHEREAS over 5,200 cities in more than 135 countries have previously participated in Earth Hour observances;

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

1. The City Council authorizes the City Manager to observe Earth Hour 2012 by turning off lights at municipal facilities to the maximum extent practical from 8:30 p.m. to 9:30 p.m. on Saturday, March 31, 2012.
2. The City Council encourages local citizens, businesses, schools, and other institutions to participate voluntarily in Earth Hour 2012.
3. The City Council authorizes the City Manager to enroll the City of Fort Worth on the World Wildlife Fund website as a local coordinator of Earth Hour at no expense to the City.

Adopted this _____ day of _____ 2012.

ATTEST:

By: _____

City Secretary



A Resolution

NO. _____

APPOINTING FRANCISCO HERNANDEZ TO THE DALLAS-FORT WORTH INTERNATIONAL AIRPORT BOARD OF DIRECTORS, PLACE 2

WHEREAS, pursuant to Articles 3 and 4 of the Contract and Agreement between the City of Dallas, Texas, and the City of Fort Worth, Texas, dated and effective as of April 15, 1968, a public document on file in the City Secretary's Office as City Secretary Contract No. 6014 (the "Contract"), the City Council is authorized and required to appoint four (4) individuals to the Dallas-Fort Worth International Airport Board of Directors (the "Board"), which individuals occupy Place Nos. 2, 3, 7, and 8 on the Board; and

WHEREAS, by Resolution No. 3577-02-2008, adopted February 5, 2008, the City Council appointed Francisco Hernandez to the Board, Place 2, for a term expiring January 31, 2012; and

WHEREAS, members of the Board continue to serve on the Board until their successors are duly qualified and appointed; and

WHEREAS, the City Council wishes to appoint Francisco Hernandez to the Board, Place 2, for a term expiring January 31, 2016;

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

1. That Francisco Hernandez is hereby appointed to membership on the Dallas-Fort Worth International Airport Board to occupy Place 2 until January 31, 2012, or until a successor is duly qualified and appointed.
2. That this Resolution shall take effect immediately upon its adoption.

Adopted this _____ day of March, 2012.

ATTEST:

By: _____

Mary J. Kayser, City Secretary



A Resolution

NO. _____

APPOINTING LILLIE BIGGINS TO THE DALLAS-FORT WORTH INTERNATIONAL AIRPORT BOARD OF DIRECTORS, PLACE 8

WHEREAS, pursuant to Articles 3 and 4 of the Contract and Agreement between the City of Dallas, Texas, and the City of Fort Worth, Texas, dated and effective as of April 15, 1968, a public document on file in the City Secretary's Office as City Secretary Contract No. 6014 (the "Contract"), the City Council is authorized and required to appoint four (4) individuals to the Dallas-Fort Worth International Airport Board of Directors (the "Board"), which individuals occupy Place Nos. 2, 3, 7, and 8 on the Board; and

WHEREAS, by Resolution No. 3578-02-2008, adopted February 5, 2008, the City Council appointed Lillie Biggins to the Board, Place 8, for a term expiring January 31, 2012; and

WHEREAS, members of the Board continue to serve on the Board until their successors are duly qualified and appointed; and

WHEREAS, the City Council wishes to appoint Lillie Biggins to the Board, Place 8, for a term expiring January 31, 2016;

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

1. That Lillie Biggins is hereby appointed to membership on the Dallas-Fort Worth International Airport Board to occupy Place 8 until January 31, 2012, or until a successor is duly qualified and appointed.

2. That this Resolution shall take effect immediately upon its adoption.

Adopted this _____ day of March, 2012.

ATTEST:

By: _____
Mary J. Kayser
City Secretary



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

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

Authorizing One or More Series of

**DALLAS/FORT WORTH INTERNATIONAL AIRPORT
JOINT REVENUE BONDS**

Passed by the City Council of the City of Dallas _____, 2012

Passed by the City Council of the City of Fort Worth _____, 2012

Effective _____, 2012

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CITY OF DALLAS ORDINANCE NO. _____

CITY OF FORT WORTH ORDINANCE NO. _____

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

WHEREAS, prior to the adoption of this ordinance (herein defined and cited as the “Forty-Eighth 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 costs of capital improvements of the Airport and for other purposes as further described in Section 3.1; and

WHEREAS, the City Councils of the Cities of Dallas and Fort Worth, on February 23, 2000 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 Dallas/Fort Worth International Airport Public Facility Improvement Corporation, on April 11, 2001, approved a resolution authorizing the issuance of the Dallas/Fort Worth International Airport Public Facility Improvement Corporation Airport Hotel Revenue Bonds, Series 2001 (the “Series 2001 Bonds”), in the aggregate principal amount of \$77,050,000; and

WHEREAS, the City Councils of the Cities of Dallas and Fort Worth, on November 14, 2001 and November 13, 2001, respectively, concurrently adopted the Thirty-Third Supplemental Concurrent Bond Ordinance authorizing the issuance of the Dallas/Fort Worth International Airport Joint Revenue Improvement and Refunding 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, 2002 and August 13, 2002, respectively, concurrently adopted the Thirty-Fourth Supplemental Concurrent Bond Ordinance authorizing the issuance of the Dallas/Fort Worth International Airport Joint Revenue Improvement and Refunding Bonds, Series 2002A (the “Series 2002A Bonds”), in the aggregate principal amount of \$375,000,000; and

WHEREAS, the City Councils of the Cities of Dallas and Fort Worth, on August 14, 2002 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 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, 2002 and August 13, 2002, respectively, concurrently adopted the Thirty-Sixth Supplemental Concurrent Bond Ordinance authorizing the issuance of the Dallas/Fort Worth International Airport Joint Revenue 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 August 9, 2003 and August 8, 2003, respectively, concurrently adopted the Thirty-Seventh Supplemental Concurrent Bond Ordinance authorizing the issuance of the Dallas/Fort Worth International Airport Joint Revenue Bonds, Series 2003A (the “Series 2003A Bonds”), in the aggregate principal amount of \$1,457,700,000; and

WHEREAS, the City Councils of the Cities of Dallas and Fort Worth, on April 28, 2004 and April 27, 2004, respectively, concurrently adopted the Thirty-Ninth Supplemental Concurrent Bond Ordinance authorizing the issuance of the Dallas/Fort Worth International Airport Joint Revenue Bonds, Series 2004A (the “Series 2004A Bonds”), in the aggregate principal amount of \$129,750,000; 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, Series 2001 Bonds, Series 2001A Bonds, Series 2002A Bonds, Series 2002B Bonds, Series 2002C Bonds, Series 2003A Bonds and Series 2004A 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 pay costs of capital improvements at the Airport, 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-Eighth 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, as applicable.

(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-Eighth 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 as set forth in the Pricing Certificate, are hereby authorized to be issued and delivered in accordance with the Constitution and laws of the State of Texas, including specifically Chapters 1207 and 1371, Texas Government Code, as amended. The Authorized Officer is hereby authorized and directed to modify the title of each Series to the extent that, in the judgment of the Authorized Officer, it is necessary or appropriate. The final titles, the number of series and allocation of principal amount between each Series of Bonds shall be determined by the Authorized Officer based on market conditions in the discretion of the Authorized Officer and set forth in the Officer's Pricing Certificate for each series. The Authorized Officer shall also be authorized to issue and sell any series of Bonds as taxable obligations if the Authorized Officer determines that it is in the best interest of the Cities and the Airport to do so. The designation of any series of Bonds as taxable shall be set forth in the Officer's Pricing Certificate for that series. The Bonds shall be issued in the number of series and aggregate principal amount per series designated in the Officer's Pricing Certificate, provided that the aggregate principal amount of all of the Bonds shall not exceed \$2,100,000,000, for the purpose of (1) paying the costs of capital improvements at the Airport, (2) refunding all or a portion of the Refunded Bonds, as set forth in the Officer's Pricing Certificate, (3) to provide funding for the Debt Service Reserve Requirement through either the deposit of Bond proceeds or entering into a surety or such other agreement, if applicable, and (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 T-1 or as otherwise set forth in the Officer's Pricing Certificate, payable in annual installments of principal to the initial registered owner thereof (to be determined by the Authorized Officer, as hereinafter provided), or to the registered assignee or assignees of said Bond or any portion or portions thereof (in each case, the "registered owner"), with the annual installments of principal of the Initial Bonds to be payable on the dates, respectively, and in the principal amounts, respectively, to be stated the Officer's Pricing Certificate, and as provided in this Ordinance, but with the final installment of principal (the maximum term) to be not later than November 1, 2045.

(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 (\$2,100,000,000) and shall equal an amount at least sufficient to provide for the paying of the costs of capital improvements at the Airport and 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) A portion of Bonds are expected to be issued for restructuring of the Airport's debt service requirements; however, to the extent any present value savings is 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 April 1, 2013 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 BOND, SERIES ____¹**

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

_____% _____, _____ _____ 1, 2012 _____

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 _____, 2012², 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 _____, 2012.³ 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 _____

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.

the Designated Payment/Transfer Office of such successor. Interest on this Bond is payable by check dated as of the interest payment date, mailed by the Paying Agent/Registrar to the registered owner at the address shown on the registration books kept by the Paying Agent/Registrar or by such other customary banking arrangements acceptable to the Paying Agent/Registrar, requested by, and at the risk and expense of, the person to whom interest is to be paid. Upon written request of a registered owner of at least \$1,000,000 in principal amount of Bonds, all payments of the principal of, redemption premium, if any, and interest on the Bonds shall be paid by wire transfer in immediately available funds to an account designated by such registered owner. For the purpose of the payment of interest on this Bond, the registered owner shall be the person in whose name this Bond is registered at the close of business on the "Record Date," which shall be the 15th day of the month next preceding such interest payment date; provided, however, that in the event of nonpayment of interest on a scheduled interest payment date, and for 30 days thereafter, a new record date for such interest payment (a "Special Record Date") will be established by the Paying Agent/Registrar, if and when funds for the payment of such interest have been received. Notice of the Special Record Date and of the scheduled payment date of the past due interest (the "Special Payment Date," which shall be 15 days after the Special Record Date) shall be sent at least five business days prior to the Special Record Date by United States mail, first class postage prepaid, to the address of each Holder of a Bond appearing on the books of the Paying Agent/Registrar at the close of business on the last business day preceding the date of mailing such notice.

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

This Bond is one of a series of fully registered bonds specified in the title hereof, dated _____, 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-Eighth Supplemental Concurrent Bond Ordinance adopted concurrently by the City Councils of the Cities (the "Forty-Eighth Supplemental Ordinance"). The Controlling Ordinances and the Forty-Eighth 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-Eighth 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-Eighth Supplemental Ordinance).

The Bonds were issued by the Cities for the purposes of obtaining funds to [refund certain obligations previously issued by the Cities/pay costs of capital improvements at the Airport], to provide funding for the Debt Service Reserve Requirements through either the deposit of Bond

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.

proceeds or entering into a surety or such other agreements, and to pay the Cities' and the Board's costs incurred in connection with the issuance of the Bonds, including the costs of the Policy or Policies for Insurance, if any, or the surety or debt service reserve agreement.

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

The lien on and pledge of the Pledged Revenues and Pledged Funds created and granted in the Ordinances in favor of the Bonds is on a parity with the lien and pledge thereof granted by the Cities in favor of the Holders of Outstanding Obligations, 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, ____

<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.]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 to be

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

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:

	Principal	Interest
<u>Years</u>	<u>Installments</u>	<u>Rates</u>

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

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

ARTICLE VIII

GENERAL PROVISIONS

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

Section 8.2 Payment of the Bonds. While any of the Bonds are outstanding and unpaid, the Board shall make available to the Paying Agent/Registrar, out of the Debt Service Fund or the Debt Service Reserve Fund, the amounts and at the times required by this Ordinance and the 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. [REVISE FOR INCLUSION OF NEW MONEY] 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 or any bonds refunded with the Proceeds of the PAB Bonds (the “PAB Refunded Bonds”).

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

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

(c) that less than 25 percent of the Net Proceeds of the PAB Bonds or of the PAB Refunded Bonds, if any, has been and will be used, directly or indirectly, for the acquisition of land or an interest therein and no portion of the Net Proceeds of the PAB Bonds or the PAB Refunded Bonds, if any, has been or will be used, directly or indirectly, for the acquisition of land or an interest therein to be used for farming purposes (for purposes of this covenant, land acquired for noise abatement purposes or for future use as an airport shall not be taken into account, if there is no other significant use of such land).

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

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

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

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

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

Section 8.6 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 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 8.8 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 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 8.9 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.

Section 8.11 Issuance of Taxable Bonds. In the event the Authorized Officer determines to issue any series of Bonds as taxable obligations pursuant to the authority granted in Section 3.1 of this Ordinance, all covenants and representations of the Cities regarding the tax-exempt status of the Bonds or any obligations relating to the issuance of tax-exempt Bonds shall be null and void, including the covenants contained in Sections 8.4 through 8.10 of this Article VIII.

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.

PASSED BY THE FORT WORTH CITY COUNCIL THIS _____ DAY OF _____, 2012.

ATTEST:

Mayor
City of Fort Worth, Texas

City Secretary
City of Fort Worth

APPROVED AS TO FORM AND LEGALITY:

City Attorney
City of Fort Worth, Texas

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

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

1. That the above and foregoing is a true and correct copy of an Ordinance, duly presented and passed by the City Council of the City of Fort Worth, Texas, at a regular meeting held on _____, 2012, 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 _____, 2012.

City Secretary,
City of Fort Worth, Texas

(SEAL)

APPROVED AND ADOPTED BY THE DALLAS CITY COUNCIL THIS _____, 2012.

CITY OF DALLAS:
MARY K. SUHM,
City Manager

APPROVED AS TO FORM:
THOMAS P. PERKINS, JR.,
City Attorney

By: _____
City Manager

By: _____
Assistant City Attorney

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

I, Rosa Rios, Acting 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, _____, 2012, confirming the passage of Dallas/Fort Worth International Airport Forty-Eighth Supplemental Concurrent Bond Ordinance authorizing the issuance of Dallas/Fort Worth International Airport Joint Revenue Bonds which ordinance is duly of record in the minutes of said City Council.

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

WITNESS MY HAND and seal of the City of Dallas, Texas, this _____ day of _____, 2012.

Acting City Secretary,
City of Dallas, Texas

(SEAL)

SCHEDULE I

SCHEDULE OF REFUNDED BOND CANDIDATES

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

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

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

Dallas/Fort Worth International Airport Public Facility Improvement Corporation Airport Hotel Revenue Bonds, Series 2001

<u>Original Issue Date</u>	<u>Original Issuer Amount</u>	<u>Maturities to be Refunded</u>
April 1, 2001	\$77,050,000	2013 thru 2031

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

<u>Original Issue Date</u>	<u>Original Issuer Amount</u>	<u>Maturities to be Refunded</u>
December 1, 2001	\$650,000,000	2012 thru 2035

Dallas/Fort Worth International Airport Joint Revenue Refunding and Improvement Bonds, Series 2002A

<u>Original Issue Date</u>	<u>Original Issuer Amount</u>	<u>Maturities to be Refunded</u>
September 1, 2002	\$375,000,000	2012 thru 2035

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

<u>Original Issue Date</u>	<u>Original Issuer Amount</u>	<u>Maturities to be Refunded</u>
September 1, 2002	\$75,000,000	2018 thru 2028

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

<u>Original Issue Date</u>	<u>Original Issuer Amount</u>	<u>Maturities to be Refunded</u>
September 1, 2002	\$50,000,000	2018 thru 2028

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

<u>Original Issue Date</u>	<u>Original Issuer Amount</u>	<u>Maturities to be Refunded</u>
May 1, 2003	\$1,457,700,000	2021 thru 2035

Dallas/Fort Worth International Airport Joint Revenue Refunding Bonds, Series 2004A

<u>Original Issue Date</u>	<u>Original Issuer Amount</u>	<u>Maturities to be Refunded</u>
May 1, 2004	\$129,750,000	2016 thru 2035

City of Fort Worth, Texas
Mayor and Council Communication

DATE: Tuesday, March 20, 2012

LOG NAME:

REFERENCE NO.: **OCS-1844

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, March 14, 2012.

Attachment

Submitted for City Secretary's Office by:

Mary J. Kayser (6152)

Originating Department Head:

Mary J. Kayser (6152)

Additional Information Contact:

Lena Ellis (8517)
Nancy McKenzie (7744)

CITY COUNCIL MEETING

Tuesday, March 20, 2012

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
Brandon Bowman	3/1/2012	2/27/2012	Hicks Field & Hicks Field Rd E.	Auto Damage	Vehicle has scratches and residue from road construction.	TPW	No	No
Amsco Steel Company	3/1/2012	2/2/2012	3430 McCart Ave	Property Damage	Water main break caused property to flood.	Water	Yes	No
Ben Martinez	3/2/2012	3/1/2012	W Lancaster St	Auto Damage	Hit concrete median.	TPW	Yes	No
Brittany Edmond	3/2/2012	2/29/2012	FW Belknap Jail	Property Damage	Cell phones lost while in police custody.	Police	No	No
Mark Pacheco	3/2/2012	7/8/2011	5345 Lake Mead Tr	Property Damage	Water main break.	Water	No	No
Jason Macias	3/5/2012	2/21/2010	Cadillac Cantina, Fort Worth	Bodily Injury	Alleged excessive force used by off-duty police officer.	Police	No	Yes
Green Pasture Church of God	3/5/2012	10/27/2011	4813 Horne St	Property Damage	City crew drove and parked heavy equipment on parking lot.	Water	No	No

CLAIMANT	DATE RECEIVED	DATE OF INCIDENT	LOCATION	INCIDENT TYPE	ALLEGATION	DEPT	ESTIMATE	INJURY
Lanelle Hyde	3/5/2012	2/28/2012	401 Signal Hill Ct. North	Property Damage	Flood in home after crew read water meter.	Water	No	No
Debra Anderson	3/6/2012	2/21/2012	Z-Boaz Golf Course	Auto Damage	Mower kicked up object that damaged parked car.	PACS	No	No
Edward Rodriguez	3/6/2012	3/6/2012	28th St & Decatur	Auto Damage	Hit road spikes thrown by Police to stop another vehicle.	Police	No	No
David Hansford II	3/7/2012	4/1/2011	7001 Sunday Place	Property Damage	Fence damaged when City was mowing.	PACS	No	No
Maame Aba Essaba Opoku	3/8/2012	2/16/2012	14000 Trinity Blvd.	Bodily Injury	Injured in car accident.	Police	No	Yes
Village of Hawks Creek	3/9/2012	2/16/2012	101 N Roaring Springs Rd	Property Damage	Irrigation system damaged during sign installation.	TPW	Yes	No
Roosevelt Arnold	3/9/2012	11/10/2011	FW Police Compound	Auto Damage	Hit by City vehicle.	Police	Yes	No
Christina Barron	3/9/2012	1/5/2012	8308 Horseshoe Bend Dr	Property Damage	Sewer backup.	Water	No	No
Roesch, Gordon	3/9/2012	3/9/2012	Summit at I-30	Auto Damage	Hit by City vehicle.	Water	No	No

CLAIMANT	DATE RECEIVED	DATE OF INCIDENT	LOCATION	INCIDENT TYPE	ALLEGATION	DEPT	ESTIMATE	INJURY
William Martin	3/12/2012	3/5/2012	Water Dept East Parking	Auto Damage	City driver opened car door, scratched citizen vehicle.	Code	No	No
Rhonda Stanley	3/12/2012	2/26/2012	9400 Clifford St	Auto Damage	Hit storm drain and damaged vehicle.	TPW	Yes	No
Tri Bar Properties	3/12/2012	3/2/2012	2121 Carlotta	Property Damage	Water turned on by City, flooded vacant house.	Water	Yes	No
David Hernandez	3/13/2012	3/1/2012	1822 & 1824 Jacksboro Hwy	Property Damage	Water line damage during sewer line repair.	Water	No	No
Kolby Farenkopf	3/13/2012	3/8/2012	4837 Elkhart Dr	Property Damage	Property missing while in police possession.	Police	No	No
Patricia Ramirez	3/13/2012	12/1/2011	2800 Pearl Ave	Adjustment	Seeking a water bill adjustment due to leak.	Water	Yes	No
Roy Franklin Babich	3/14/2012	5/13/2011	4329 Alamo Ave	Bodily Injury	Injury during arrest, and dog killed by officers.	Police	No	Yes

PUBLIC HEARING:

SECOND PUBLIC HEARING FOR A PROPOSED SERVICE PLAN FOR
APPROXIMATELY 64 ACRES OF LAND IN TARRANT COUNTY, LOCATED
SOUTH OF WALL PRICE KELLER ROAD AND WEST OF US HIGHWAY 377.
(AX-11-009 ANNEXATION AREA 18)

- a. Report of City Staff
- b. Citizen Comments

To the Mayor and Members of the City Council

March 20, 2012

Page 1 of 1

**Subject: Draft Service Plan Public Hearing for AX-11-009, Located South of Wall Price Keller Road and West of US Highway 377 (Area 18)**

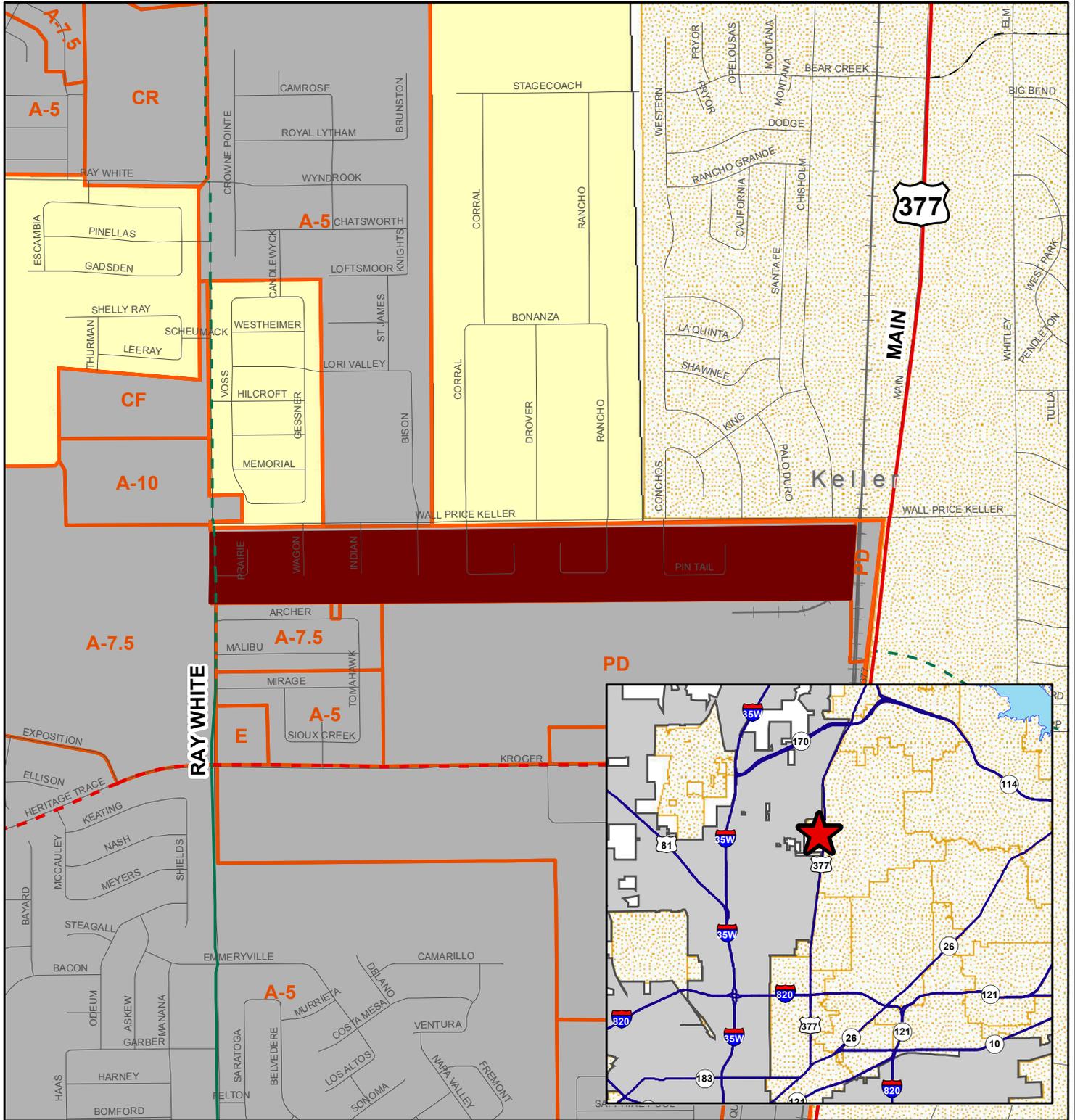
The 2011-2015 annexation program, adopted with the 2011 Comprehensive Plan, recommended this area be considered for full-purpose annexation in 2014 as an addition to Council District 2. Since the annexation area contains more than 100 residential dwellings, the City was required to add them in the State-mandated annexation plan on August 2, 2011. Approximately 109 single family homes on approximately 64 acres comprise Area 18, with one commercial use. State law requires a draft service plan to be prepared in cooperation with other service providers and for this draft service plan to be reviewed at two public hearings. The public hearings are required to be held within three months after the service inventory was available for review in January 2012.

The purpose of today's public hearing is to collect public comments on the draft service plan for the Deerfield Addition enclave (AX-11-009). The services that the annexation area will receive immediately upon annexation are: police, fire, and emergency medical services; garbage pick-up; library services; building inspection and code compliance; maintenance of existing public water and sewer lines; and public roadway maintenance. The only Council action necessary is to close the public hearing after receiving public input. Final annexation action will take in 2014, after certification of the service plan, anticipated for Council approval in October 2012.

Project Case # AX-11-009

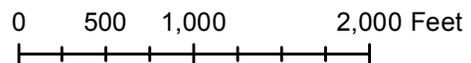
Exhibit A

Addition of 64.3 acres to become part of Council District 2



Legend

- Proposed Addition to Plan
- Fort Worth City Limits
- Fort Worth ETJ
- Adjacent City



Proposed Process Schedule		Map Reference	
Annexation Plan Amended	08/02/11	Mapsco	22 U&W, 23S
Service Plan Completed	10/02/12		
Consideration of Annexation	08/05/14		
Current Full-Purpose Incorporated Area		334.46 Square Miles	

Fort Worth
 Planning & Development Department
 8/17/11 - BK

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CITY OF FORT WORTH, TEXAS
SERVICE PLAN FOR ANNEXED AREA

Property Subject to Plan: BEING 64.3 acres of land situated in the John Edmonds Survey, Abstract Number 457; situated about 11.4 miles North 17 degrees East of the Courthouse in Tarrant County, Texas.

Location and Acreage: Approximately 64.3 acres of land in Tarrant County, located south of Wall Price Keller Road and west of US Highway 377.

Municipal services to the Annexation Area will be furnished by or on behalf of the City of Fort Worth, Texas, at the following levels and in accordance with the following service plan programs:

1. PROGRAM FOR SERVICES TO BE PROVIDED ON THE EFFECTIVE DATE OF THE ANNEXATION

The City will provide the following services in the Annexation Area on the effective date of the annexation, unless otherwise noted.

As used in this plan, the term 'providing services' includes having services provided by any method or means by which the City may extend municipal services to any other area of the City, including the City's infrastructure extension policies and developer or property owner participation in accordance with applicable city ordinances.

A. Police Protection

The Fort Worth Police Department will provide protection and law enforcement services in the Annexation Area commencing on the effective date of annexation. The services will include:

- Normal patrols and responses to calls for service
- Handling of offense and incident reports
- Special units, such as traffic enforcement, criminal investigations, narcotics law enforcement, gang suppression, and crime response team deployment when required.

These services are provided on a citywide basis. The area will be combined with existing Police Reporting Areas O062. The area will be added to Beat N12 in Zone N1 in North Division.

B. Fire Protection

Fire protection services will be provided by existing personnel and equipment of the Fort Worth Fire Department. These services will be provided based upon available water, road and street conditions, and distances from existing fire stations. Services will be provided to the annexation area commencing on the effective date of the annexation. These services include:

- Basic Life Support (BLS) 1st responder emergency medical services
- Fire suppression and rescue;
- Hazardous materials mitigation and regulation;
- Dive rescue;
- Technical rescue;
- Fire Safety Education;
- Aircraft/rescue/firefighting;
- Fire protection system plan review; and
- Inspections.

These services are provided on a citywide basis. All Fort Worth firefighters are certified by the Texas Commission on Fire Protection.

On the date of annexation, the first responding fire services will come from Fire Station 37, located at 4721 Ray White Road. The second responding fire company will be from Fire Station 31 located at

4209 Longstraw Drive. The Fire Department estimates the response time to be 4.1 and 9.1 minutes, respectively.

C. Emergency Medical Services – Basic Life Support

Basic Life Support (BLS) emergency medical services by existing personnel and equipment of the Fort Worth Fire Department will be provided to the annexation area commencing on the effective date of the annexation. The Fort Worth Fire Department serves as the first responder on life threatening medical emergencies as a part of the MedStar system. All Fort Worth Fire Department personnel are certified as Emergency Medical Technician basic level or higher. All engines, trucks, and rescue units carry Automated External Defibrillators for use with victims who are in cardiac arrest.

Emergency Medical Services – Advanced Life Support

Advanced Life Support response provided by MedStar is greater than 9 minutes to the proposed annexation area with a potential of at least a 30-minute transport time to the nearest trauma center.

D. Solid Waste Collection

Solid waste collection shall be provided to the Annexation Area in accordance with existing City ordinances and policies commencing on the effective date of the annexation. For residential collections, private solid waste service providers under contract with the City will provide services. Residential customers using the services of a privately owned solid waste management service provider other than the City's contracted service provider may continue to use such services until the second anniversary of the annexation. Residential areas that are Private Communities where the real property and all infrastructure are owned and maintained by a property owners association representing the residents and home owners of that private development will need to enter in to a service agreement with the City in order to receive solid waste collection service in accordance with Chapter 12.5-821(f) of the city ordinance.

At the discretion of the customer, private service providers may provide solid waste collection services for businesses and multi-family dwelling complexes having three or more units. Private solid waste collection providers must have an active Grant of Privilege issued by the City of Fort Worth to provide service within the city limits.

E. Operation and Maintenance of Water and Wastewater Facilities

Existing occupied homes that are using water well and on-site sewer facilities (and therefore have service) may continue to use the existing water well and on-site sewer facilities. If the existing property owner would like to connect to the City water and sewer system, then the property owner may request connection and receive up to 200 LF of water and sewer extension at City cost for each occupied property lot or tract in accordance with the "Policy for the Installation of Community Facilities" and as consistent with the Texas Local Government Code.

All the lots are being served by the existing Keller water system which will continue to be operated by Keller after annexation. The properties located at Prairie Court, Wagon Court, Indian Court, Bison Court and Corral Drive are served by the City of Fort Worth sewer, but billed by Keller. The properties at Rancho Drive, Red Tail Court, Pin Tail Court and Rock Dove Circle are served by Keller sewer, but will continue to be billed by Keller and the sewer mains will be maintained by Keller, after this property is annexed.

F. Operation and Maintenance of Roads and Streets, Including Street Lighting

The following services will be provided in the Annexation Area commencing on the effective date of the annexation, unless otherwise noted.

These services include emergency pavement repair and repair maintenance of public streets on an as-needed basis. Preventive maintenance projects are prioritized on a region-wide basis and scheduled based on a variety of factors, including surface condition, ride ability, age, traffic volume,

functional class, and available funding. Any necessary rehabilitation or reconstruction will be considered and prioritized by the City.

Streetlights installed on improved public streets shall be maintained by the City of Fort Worth in accordance with current City policies. Other street lighting shall not be maintained by the City of Fort Worth.

The City will also provide regulatory signage services in the Annexation Area. Traffic signal, stop, and all other regulatory studies are conducted in conjunction with growth of traffic volumes. All regulatory signs and signals are installed when warranted following an engineering study. Faded, vandalized, or missing signs are replaced as needed. "CALL BACK" service is provided 24 hours a day, 365 days a year for emergency sign repair.

G. Operation and Maintenance of Parks, Playgrounds, and Swimming Pools

Residents of this property may utilize all existing parks and community service facilities throughout the City, beginning with the effective date of the annexation. Existing parks, playgrounds, swimming pools and other recreational and community facilities within the Annexation Area that are private facilities will be unaffected by the annexation.

Existing parks, playgrounds, swimming pools and other recreational and community facilities within this property shall, upon deeding to and acceptance by the City and appropriations for maintenance and operations, be operated by the City of Fort Worth, but not otherwise.

H. Operation and Maintenance of Any Other Publicly Owned Facility, Building or Service.

In the event the City acquires any other facilities, buildings or services necessary for municipal services located in the Annexation Area, the appropriate City department will provide maintenance services.

2. PROGRAM FOR PROVIDING ADDITIONAL SERVICES

In addition to the services identified above, the following services will be provided in the Annexation Area on the effective date of the annexation, unless otherwise noted:

A. The residents of the Annexation Area will receive the following library services from the Fort Worth Library commencing on the effective date of the annexation.

- Genealogy, Local History and Archival Collections
- Youth & Teen Services
- Interlibrary Loan to borrow materials from collections of 10,000 libraries
- Telephone, Mail and E-mail Reference Services
- Remote access to over 50 online databases
- U. S., Texas and City of Fort Worth documents
- Free computer classes for the public
- Large Print Books

B. The City will provide general municipal administration and administrative services.

C. The Annexation Area will be included in the Transportation and Public Works Department's Storm Water Utility service area. Properties in this area will be assessed a monthly fee based on the amount of impervious surface. The fees will cover the direct and indirect costs of storm water management services, including routine maintenance (at current citywide service levels) for all public drainage channels and for all public storm sewers within dedicated public drainage easements. The Storm Water Utility will also provide floodplain management and information regarding flood plains, as well as watershed development review and inspection.

D. Enforcement of the City's code, consumer health, and animal care and control ordinances and regulations, that include but not limited to: high weeds and grass, trash and debris, solid waste, trash carts and illegal dumping, junked and abandoned vehicles, zoning, food, daycare, pool and spa

inspections, stray animals, cruelty and bite investigations. Complaints of ordinance or regulation violations within the area will be answered and investigated by existing personnel within the appropriate department beginning on the effective date of the annexation.

- E. The City's building, plumbing, mechanical, electrical, and all other construction codes will be enforced within the Annexation Area beginning with the effective date of the annexation.
- F. The City's zoning, subdivision, sign, manufactured housing, junk yard and other ordinances shall be enforced in the Annexation Area beginning on the effective date of the annexation.
- G. All inspection services furnished by the City of Fort Worth, but not mentioned above, will be provided to the Annexation Area beginning on the effective date of the annexation.
- H. In addition to residential solid waste collection services, the Environmental Management Division will provide the following services:
 - Emergency spills and pollution complaints response;
 - Storm sewer discharge pollution prevention; and
 - Water quality assessments for creeks.

3. PROGRAM FOR PROVIDING FULL MUNICIPAL SERVICES WITHIN 2-½ YEARS

In addition to the services listed above, the City will provide full municipal services to the Annexation Area commensurate with the levels of services provided in other parts of the City except if differences in topography, land use, and population density constitute a sufficient basis for providing different levels of service, no later than two and one-half (2-½) years after the effective date of the annexation. If full municipal services cannot be reasonably provided within the aforementioned time period, the City will propose a schedule for providing said services within a period of four and one-half (4-½) years after the effective date of the annexation, and/or upon commencement of development of a subdivision within this property, whichever occurs later.

“Full municipal services” are services provided by the annexing municipality within its full-purpose boundaries, excluding gas or electrical service. The City shall provide the services by any of the methods by which it extends the services to any other area of the City.

4. CAPITAL IMPROVEMENTS PROGRAM

The developer will initiate acquisition or construction of capital improvements necessary for providing full municipal services adequate to serve the Annexation Area. Any such construction shall be substantially completed within two and one-half (2-½) years after the effective date of the annexation. If capital improvements necessary for providing full municipal services for the Annexation Area cannot be reasonably constructed within the aforementioned time period, the City will propose a schedule for providing said services within a period of four and one-half (4-½) years, and/or upon commencement of development of a subdivision within this property, whichever occurs later.

Acquisition or construction shall be accomplished by purchase, lease, or other contract. Any such construction shall be accomplished in a continuous process and shall be completed as soon as reasonably possible, consistent with generally accepted local engineering and architectural standards and practices.

- A. Police Protection. No capital improvements are necessary at this time to provide police protection to the Annexation Area. Need for construction of new facilities will be assessed periodically based on population growth, predicted growth and call volume.
- B. Fire Protection. Currently, Fire Station 37 has a 4.1 minute response time to the Annexation Area. No capital improvements are necessary at this time to provide police protection to the Annexation Area. Need for construction of new facilities will be assessed periodically based on population growth, predicted growth and call volume.

- C. Solid Waste Collection. No capital improvements are necessary at this time to provide solid waste collection services to the Annexation Area.
- D. Water and Wastewater. Existing occupied homes that are using water well and on-site sewer facilities (and therefore have service) may request connection to the Fort Worth system (receiving up to 200 LF of water and sewer extension at City cost for each occupied property lot or tract) in accordance with the "Policy for the Installation of Community Facilities" and as consistent with the Texas Local Government Code.

Vacant properties' water and sewer extensions will be installed by the Developer in accordance with the "Policy for the Installation of Community Facilities". All water and wastewater facilities will be at the developer's cost and as consistent with the Texas Local Government Code. Water and sewer line sizes will be determined based upon the water/sewer study provided by the developer's engineer. Any City participation on water and sewer facilities will be in accordance with the "Installation Policy of Community Facilities" and the Texas Local Government Code. Upon connection, to existing water and sanitary sewer mains, water and sanitary sewage service will be provided at rates established by City ordinances for such service at the normal rates charged throughout the City.

- E. Roads. Capital improvements are necessary for the reconstruction of existing local streets.
- F. Storm Water Utility. No capital improvements are necessary at this time to provide drainage services.
- G. Street Lighting. It is anticipated that new subdivisions in the Annexation Area will install street lighting in accordance with the City's standard policies and procedures. In other cases, the City will consider installation of additional street lighting in the Annexation Area upon request, with priority given to street lighting for traffic safety. Provision of street lighting will be in accordance with the City's street lighting policies, and those of the providing utility.
- H. Parks, Playgrounds and Swimming Pools. Capital improvements such as parkland acquisition and development of facilities will be dictated by future land use of the area, goals established by the Park, Recreation and Open Space Master Plan and appropriation of resources. Should additional residential development occur, parkland dedication, neighborhood park development and neighborhood park infrastructure or payment in lieu thereof will be required in accordance with the Park Dedication Policy of the Subdivision Ordinance.
- I. Other Publicly Owned Facilities, Building or Services: Additional Services. In general, other City functions and services, and the additional services described above can be provided for the Annexation Area by using existing capital improvements. Additional capital improvements are not necessary to provide City services.

5. **IMPACT FEES**

Notwithstanding any other provision of this service plan, a landowner within the Annexation Area will not be required to fund capital improvements necessary to provide municipal services in a manner inconsistent with Chapter 395 of the Local Government Code governing impact fees, unless otherwise agreed to by the landowner.

No Documents for this Section

Zoning Docket items are linked on the Council Meeting Agenda.



CENTRAL BUSINESS DISTRICT STREET ACTIVITY

New items printed in red.

- North Main Street Bridge Rehabilitation—TxDOT Project
Bottom-side work and top-side work to include intermittent lane closures (9am-4pm) until late March 2012
- Water Line Upgrades for new Sundance Buildings
Lane closures on 3rd from Throckmorton to 75 feet past Commerce, Main from 3rd to 4th streets, Houston from 3rd to 4th streets, Commerce from 3rd to 4th streets, and 4th St intersection of 4th and Houston
March 12 through late June 2012. Work will stop during Main Street Arts Festival.
- Spur 347 (Weatherford St) Bridge Replacement Over UP Railroad
TxDOT Project
Weatherford reduced to one lane early June 2011 for partial demolition and reconstruction
Project will take 18—24 months to complete
- Demolition Project—Construction of Spire Center
100 blk Throckmorton St and 100 blk Taylor St: various lane and sidewalk closures through June 2012
- Chisholm Trail Parkway
Chisholm Trail Parkway construction prompts several road closures near Interstate 30

Permanent closures

Southbound 15th Avenue between the westbound I-30 frontage road and Vickery Boulevard
North and southbound Old University Drive from north of I-30 to just south of the Union Pacific Railroad
Eastbound Vickery Boulevard from west of Rogers Road to University Avenue

Indefinite closures

East- and westbound West Vickery Boulevard from Forest Park Boulevard to just west of Summit Avenue
I-30 westbound frontage road from east of 15th Avenue

For more information about upcoming lane closures, go to the "Chisholm Trail Lane/Ramp Closures" listing at www.ntta.org or call (817) 207-0184.

- New Tarrant County Jail
Belknap (from Cherry to Burnett) Parking lane and Sidewalk closures through **April 2012**
Weatherford (from Cherry to Burnett) Parking lane and Sidewalk closures through **April 2012**
Weatherford (from Cherry to Burnett) various lanes closed from 9am to 4pm through **April 2012**
Cherry (from Belknap to Weatherford) Northbound direction closed and sidewalk closures through **April 2012**
Southbound Burnett (from Belknap to Weatherford) closed and sidewalk closures through **April 2012**
Burnett (from Belknap to Weatherford) dates and times TBD
- St Patrick's Cathedral New Hall
W 12th (from Throckmorton to Jennings) Parking Lane closures through **late March 2012**
Texas (from W 13th to Jennings) Parking Lane closures through **late March 2012**
W 13th (from Texas to Throckmorton) Parking lane closures through **late March 2012**

For detailed information on TxDOT closures: <http://www.dot.state.tx.us/travel/roadconditions.htm>

For additional information on Street Activity, please contact 817-392-6672

OUTDOOR EVENTS

New items printed in red.

- CULTURAL DISTRICT & W 7th

Impossible Possibilities 5K & Festival

Mar 17 Trinity Park

Entrances to park closed at 6 a.m. Mar 17 and reopened 6 p.m. Mar 17

MS Walk

Mar 31 8 a.m. Trinity Park

Entrances to park closed at 6 a.m. Mar 31 and reopened at noon on Mar 31

Brewfest on Crockett

Mar 31 Crockett Street in the W 7th St Development

Street Closure: Begin at 6 a.m. Mar 31 and end at 6 a.m. Apr 1

Crockett from University to Currie

Norwood from W 7th St to Morton

- DOWNTOWN OUTDOOR EVENTS DISTRICT (DOED)

Cesar Chavez Celebration (Procession)

Mar 31 2 p.m. Step-off at 2nd and Calhoun

Route: 2nd, Main, Weatherford, Commerce, Belknap, end at TCC Campus

- NEAR SOUTHSIDE OUTDOOR EVENTS DISTRICT (NSOED)

Joe's Run

Mar 24 Starts at Magnolia on the Green

Registration 7 a.m. 8:30 a.m. 1 Mile 9 a.m. 5K & 10K

Routes: 10K - Hemphill, Page, Alston, Jefferson, Washington, Richmond, College, Jessamine, Elizabeth, 8th Ave, Pennsylvania, S Main, Terrell

5K - Hemphill, Magnolia, 8th Ave, Pennsylvania, S Main, Terrell

1Mile - Hemphill, Magnolia, S Henderson, W Rosedale

- STOCKYARDS OUTDOOR EVENTS DISTRICT (SOED)

- OTHER

For additional information on Outdoor Events, please contact 817-392-7894.



MEMORANDUM

To: The Honorable Mayor Price and Members of the City Council

From: Lena H. Ellis, Financial Management Services Director/CFO

Date: March 20, 2012

Subject: Comprehensive Annual Financial Report (CAFR) and Single Audit Report

As you know, a few years ago the Comprehensive Annual Financial Report (CAFR) and Single Audit Report were not published on time. This practice has been corrected and for the third consecutive year, these reports have been successfully audited and produced on a timely basis. Today, the Financial Management Services Department (FMS) presents, to the City of Fort Worth's ("City") Council and its citizens, the fiscal year 2011 CAFR and Single Audit Report. It should be noted that these reports are accompanied by an unqualified audit opinion.

The City's annual General Fund operating budget is formally enacted into law by City Council action adopting an appropriation ordinance that establishes spending limits for each department's operation. In addition to the annual reports noted above, you will be presented with an M&C for consideration. The purpose of this M&C is to provide the final balanced budget, per the audit, for the fiscal year ending September 30, 2011. This action is required by City Charter.

The above-mentioned M&C details an additional supplemental appropriation for the fiscal year 2011 reconciliation of budget to actual revenues and expenditures. This appropriation, for \$1.7M, is the result of higher than projected fuel costs for the Police Department. Additionally, it is proper to note that fiscal year 2011 revenues and financing sources were more than estimated by a favorable variance of \$38k, while citywide departmental savings totaled \$24M. This results in an increase to net equity bringing the General Fund's total fund balance to approximately \$115M.

For CAFR purposes, the General Fund is included with other funds such as the Risk Management Fund, Health Insurance Fund, Worker's Compensation Fund and the Unemployment Fund. Fund balance noted in the CAFR for these funds totals \$163M.

You may recall that \$24M of the fiscal year 2011 fund balance was identified to close the fiscal year 2012 budgetary shortfall. It is anticipated that a portion of the General Fund's fund balance may also be used to close the budgetary shortfall for fiscal 2013. However, the General Fund's fund balance will not be reduced below \$53M, which is the minimum reserve requirement per the Financial Management Policy Statements.

FINANCIAL MANAGEMENT SERVICES DEPARTMENT

I would like to take a moment to acknowledge both Financial Management Services Department staff, as well as fiscal personnel throughout the City. The successful completion of the 2011 CAFR and the Single Audit Report could not have been possible without the long hours and hard work of these individuals. I would also like to thank the City Council and the City Manager's Office for their continued support.

On April 26, Terry Kile, Audit Director for Deloitte & Touche, will go over the audit results in detail with the Audit & Finance Advisory Committee. Mr. Kile is expected to walk through the CAFR and Single Audit Report in detail, as well as the management and governance letters. Subsequently, FMS will once again apply for the Government Finance Officers Association's (GFOA) certificate of achievement award. You may recall that the City received this award for its fiscal 2010 CAFR. The GFOA Certificate of Achievement is the highest form of recognition in government accounting and financial reporting, and the rating agencies, grantor agencies, and others view this award very favorably.

Because FMS continues to reduce cost, we will only provide hard copies of these annual reports when requested. Once the closing M&C has been approved and all matters settled, the fiscal year 2011 Comprehensive Annual Financial Report, Single Audit Report, and management letter will reside on the City's Internet site for reference purposes. In the interim, should you have questions or comments concerning any of the aforementioned, please do not hesitate to contact me at 817-392-8517 or by email.

It is a pleasure to serve you as always.

Cc: Tom Higgins, City Manager
Susan Alanis, Assistant City Manager

FINANCIAL MANAGEMENT SERVICES DEPARTMENT

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