

Memorandum



CITY OF DALLAS

DATE November 8, 2019

TO Honorable Mayor and Members of the City Council

SUBJECT **Taking Care of Business – November 7, 2019**

Updated Items

[Encampment Resolution Schedule – November 5, 2019 & November 12, 2019](#)

The Office of Homeless Solutions (OHS) has scheduled the following sites for homeless encampment resolution on **November 5, 2019** and **November 12, 2019**

November 5, 2019	November 12, 2019
<ul style="list-style-type: none">• 11919 North Central Service Road Southbound/North Central Expressway at Coit (District 11)• North Central Service Road at Royal Lane/North Central Expressway at Royal (District 11)• 9798 Lyndon B. Johnson Freeway Eastbound (District 10)• 2271 West Northwest Highway/Northwest Highway at Interstate I-35 (District 6)• 7200 North Stemmons Freeway/North Stemmons Freeway at Mockingbird Lane (District 6)	<ul style="list-style-type: none">• 1800 South Boulevard (District 7)• 1531 South Malcolm X Boulevard (District 7)• 2300 Coombs Street (District 7)• 7548 Bonnie View Road (District 8)• 8298 South Lancaster Road (District 8)• 2929 Hickory Street (District 7)

The OHS Street Outreach team will continue to engage with homeless individuals to provide notice of clean-up and connect to resources and shelter. OHS Community Mobilization staff are meeting with stakeholders to determine long-term sustainability of encampment sites and will provide periodic updates. Should you have any questions or concerns, please contact Monica Hardman, Director of Office of Homeless Solutions.

New Items

[Dallas Innovator Conference](#)

On Tuesday, November 12, the City will be hosting its inaugural investor conference. Staff will be making presentations, as will our regional partners. Our presentation will cover the City as a whole, as well as Dallas Water Utilities and Dallas Love Field Airport. If you would like to attend any or all day, please contact Elizabeth Reich. The flyer for the conference is attached.

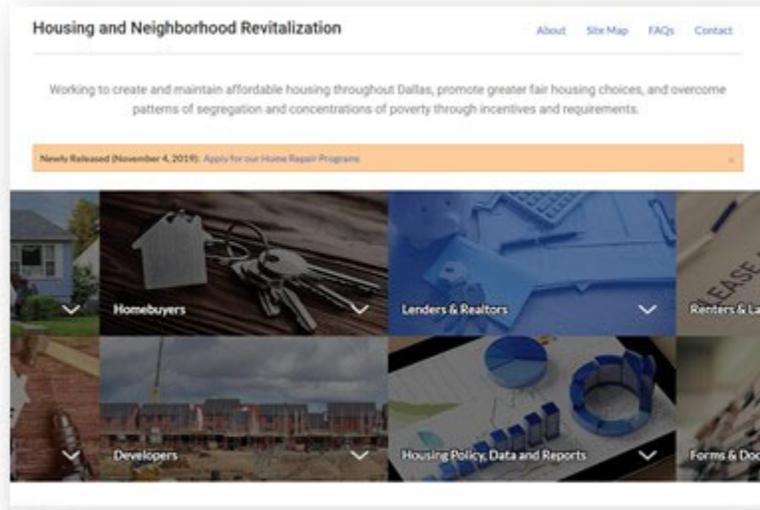
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SUBJECT **Taking Care of Business – November 7, 2019**

[Highland Hills WIC Clinic Opening](#)

The Highland Hills WIC Clinic is nearing completion and will begin providing services in the new permanent location next week. On Friday, November 15, 2019 from 11am to 1pm, the WIC team will host a grand opening showcase. The event will provide an opportunity for community members to come see the new WIC clinic and learn more about its service offerings. Should you have any questions, please contact Jessica Galeshaw, Director of the Office of Community Care.

[Home Improvement and Preservation Program \(HIPP\) Application Now Online](#)

On November 4, 2019, the Housing Department launched an online HIPP application. During the first day of the application period, over 80 homeowners began the application process. The new [website](#) is sleek and user-friendly. Please visit the new [website](#) and let us know your thoughts. New content will be added continually so visit our website often. Should you have any questions, please contact David Noguera, Director for Housing and Neighborhood Revitalization.



[Dallas Cultural Plan: What's Next](#)

The Office of Arts and Culture is hosting an event with our Cultural Plan Steering Committee on Wednesday, Nov. 20, at 3:30 p.m. at the Dallas Children's Theater to recap what has been accomplished in Year One of the Dallas Cultural Plan but more importantly to lay out our priorities for the coming year(s)! Please see the attached information (English/Spanish) and direct any questions to Jennifer Scripps, Director of the Office of Cultural Affairs.

[City of Dallas Employees Recognized at Luna Awards](#)

The City of Dallas earned 9 nominations in the categories of "Business Advocate, Outstanding Professional, Outstanding Executive, and Outstanding Administrative Professional" at the Regional Hispanic Contractors Association's "Luna Awards." We are proud to announce that Sandra Armijo from the Aviation Department won the 2019 Outstanding Professional of the Year. The Luna Awards celebrate the achievements of women in the Architecture, Engineering and Construction Industries. The nominees were honored at an Awards Luncheon held at the Omni Hotel on October 31st, attended by the nominees and members of the SDC leadership team. The complete list of nominees is below:

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Marisa Agüero - Office of Business Diversity
Lisa Alonzo - Office of Business Diversity
Zarin Gracey - Office of Business Diversity
Erma Saracho - Economic Development
Marisa Sanchez - Aviation
*Sandra Armijo - Aviation
LaTonya Webster - Sustainable Development and Construction
Irma Hayes - Sustainable Development and Construction
Mayra Perez - Sustainable Development and Construction

Love Field Executive Appointment

Sheneice M. Hughes was promoted to Assistant Director of Administration & Customer Engagement in the Department of Aviation effective October 23, 2019. Sheneice has been in Aviation for approximately seven years serving as Manager II and Manager III over Customer Experience. She and her team have received many awards for their trend-setting Customer Engagement and increased the social media following of the airport 200% in the last five years. In her current capacity, she will oversee Budget, Finance, Accounting, Customer Engagement, the Aviation Hiring Team, Parking, Disadvantaged Business Enterprise (DBE) and Title VI. Ms. Hughes holds a bachelor's degree in Psychology and Public Relations from Grambling State University and a Master of Applied Psychology in Industrial / Organizational Psychology from the University of Arkansas at Little Rock. She also holds the IPMA-SCP certification from IMPA-HR. She has approximately 20 years of experience with the City of Dallas working in several departments including Civil Service, the Office of Mayor / City Council, the City Manager's Office and Aviation.

City Hall Cafeteria

City Hall is currently undergoing renovation on the 1st and 7th floors. When finished, these remodels will include a café offering quick "grab and go" options on the 1st floor lobby near the blue east side of the building and an updated, full-service cafeteria and employee lounge area on the 7th floor. While under construction, the cafeteria is closed to City employees and visitors.

The 1st floor café construction is underway, with an anticipated grand opening on December 2, 2019. Dickey's has finalized plans for the 7th floor cafeteria and will submit their plans to the City soon to acquire a renovation permit. At this time, staff does not have a definitive opening date for the 7th floor cafeteria but anticipate the opening to take place in December. Should you have any questions, please contact Kimberly Tolbert, Chief of Staff to the City Manager.

Comprehensive Environmental and Climate Plan (CECAP) Progress:

Staff has updated the website www.dallasclimateaction.com to reflect current outreach events, and includes presentations from the recent Stakeholder Advisory Committee (Business, Education and Advocacy Groups) and the Environmental Planning Task Force (City Departments). Should you have any questions, please contact James McGuire, Director of Environmental Quality and Sustainability.

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[UN Global Leadership Award](#)

On October 25, 2019, OEQS Director James McGuire received the UN Global Leadership award from the United Nations Association Dallas Chapter for City efforts toward achieving the United Nations' Sustainable Development Goal #11: supporting Sustainable Cities & Communities. Please join me in congratulating James on this notable achievement.

[Welcoming America Selects Dallas for Community Visit Program](#)

The Office of Welcoming Communities and Immigrant Affairs was selected by Welcoming America as one of three cities in the U.S. to participate as a host city in its Community Visit Program. Welcoming America is a membership organization established ten years ago to provide leadership and assistance to communities dedicated to becoming more welcoming toward immigrants and all residents. The Community Visit Program pairs newly established welcoming efforts with more experienced welcoming programs to showcase flagship programs and partnerships. The City of Dallas will receive a group of 13 Welcoming America Network Members from across the U.S. for a visit to take place on November 18 and 19, 2019. This opportunity allows our city to showcase the robust welcoming and inclusion work taking place in Dallas in the areas of Civic Engagement, Leadership, Economic Opportunity, Equity, Safe, Healthy and Connected Communities.

Below are the cities and organizations visiting:

- Samaritas
- Hispanic Chamber – connected with Samaritas
- St. Louis Mosaic
- Office of St. Louis Mayor – with St. Louis Mosaic
- Int. Inst. St. Louis
- Boston
- Montgomery County MD
- Global Detroit
- Springdale, AR

[Beyond ABC Symposium](#)

On November 18, 2019, staff will participate in the Beyond ABC Symposium hosted by Children's Health at the Communities Foundation of Texas. Since 1996, Children's Health has published *Beyond ABC*, an in-depth look at the quality of life for North Texas children in the areas of health, safety, education and economic security. As Texas continues to be an epicenter for growth and development, the report reveals progress and challenges we can solve together as a community. Staff looks forward to attending the symposium and the opportunity to further engage partners and integrate and align their work with Resilient Dallas and Equity Indicators. Should you have any questions or concerns, please contact Chief of Equity and Inclusion, Liz Cedillo-Pereira.

[Dallas Area Partnership to End and Prevent Homelessness November Meeting](#)

The Dallas Area Partnership to End and Prevent Homelessness (DAP), chaired by Councilmember Casey Thomas, will meet on Monday, November 18, 2019 at 12:00 p.m. at Catholic Charities of Dallas, 1421 W. Mockingbird Lane. Free parking is available. Should you have any questions or concerns, please contact Nadia Chandler Hardy, Assistant City Manager or Monica Hardman, Director of Office of Homeless Solutions.

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[DAS Thanks You](#)

On Halloween, Dallas Animal Services was faced with a frightening reality: we were overcapacity for medium and large dogs and would have been forced to euthanize for space. After a public plea for adopters and fosters, our wonderful community came through for the pets at DAS. Between the initial plea on Thursday, 10/31 and Sunday, 11/3, DAS saw over 500 animals leave the building: 301 pets were adopted or pre-adopted, 41 pets went to foster homes, 65 pets went to our rescue partners, and 135 pets were reunited with their families. We are so grateful to our partners at the Public Affairs Office and Dallas residents for making these happy endings possible! Should you have any questions or concerns, please contact Ed Jamison, Director of Dallas Animal Services.

[DAS to Accept Innovation Award](#)

On Thursday, November 14, 2019, staff will attend the Petco Lifesaving Awards in San Diego, CA to accept the Innovation Award on behalf of Dallas Animal Services. The awards will be streamed live on the Petco Foundation's Facebook Page beginning at 7:00pm. DAS staff, volunteers, adopters, and supporters will gather at the official watch party at White Rock Ale House and Brewery from 7:00pm – 9:00pm. Should you have any questions, please contact Ed Jamison, Director of Dallas Animal Services.

[Community Police Oversight Board Meeting – Nov. 12](#)

The next Community Police Oversight Board (CPOB) meeting is scheduled for Tuesday, Nov. 12, at 5:30 p.m. in the L1FN Auditorium. Attached are English/Spanish social media infographics for you to share as appropriate. The complete agenda will be posted [online](#). Should you have any questions, please contact Jon Fortune, Assistant City Manager of Public Safety.

[#MyDallas Citizenship](#)

On November 9, MyDallas Citizenship Workshop will provide free legal screenings and help with naturalization forms to Dallas residents eligible to become U.S. citizens. The goal is to reach 500 applicants the day of the workshop which will take place at 9 am, at the J. Erik Jonsson Central Library. See the PSA videos [here](#) and [here](#).

[City Events Calendar](#)

Later this month, the City will launch a publicly accessible events calendar on [dallascityhall.com](#). For the past year, the Mayor and City Council Office has managed a calendar and event forecast for internal consumption. This calendar will be used to populate content for the new City events calendar. The online calendar is intended to capture all City-sponsored events to enhance knowledge of City programs and outreach opportunities. Should you have any questions, please contact Carrie Rogers, Director of the Mayor and City Council Office.

[Media Inquiries](#)

As of November 3, 2019, the City has received media requests from various news outlets regarding the following topics:

- Two Hospitalized After Vehicle Crashes Into House
- DFR Extinguishes South Dallas Motel Fire
- DFR Talks Cancer Prevention to WFAA 8
- Man Hospitalized After Fire at Vacant Building

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Please see the attached document compiling information provided to the media outlets for the October 7 – October 14, 2019 for your reference. Should you have any questions or concerns, please contact Kimberly Bizer Tolbert, Chief of Staff.



T.C. Broadnax
City Manager

c: Chris Caso, City Attorney (Interim)
Mark Swann, City Auditor
Biliera Johnson, City Secretary
Preston Robinson, Administrative Judge
Kimberly Bizer Tolbert, Chief of Staff to the City Manager
Majed A. Al-Ghafry, Assistant City Manager
Jon Fortune, Assistant City Manager

Joey Zapata, Assistant City Manager
Nadia Chandler Hardy, Assistant City Manager and Chief Resilience Officer
Michael Mendoza, Chief of Economic Development and Neighborhood Services
M. Elizabeth Reich, Chief Financial Officer
Laila Aleqresh, Chief Innovation Officer
M. Elizabeth Cedillo-Pereira, Chief of Equity and Inclusion
Directors and Assistant Directors

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**Public Affairs & Outreach
Media Requests
October 28 – November 4**

Date: November 4, 2019

Topic: OHS Track 4 Update

Summary of Statement: The City of Dallas Office of Homeless Solutions sent out a Request for Proposals in September to seek an individual or company that can develop and implement a community engagement plan that fosters a greater understanding of homelessness and affordable housing in this city. A team from Texas Christian University's Department of Social Work was selected to develop and implement a community engagement plan and present their findings to my office and City staff. They have been asked to identify key themes specific to each district and citywide so that we have a robust approach to housing those experiencing homelessness and affordable housing. Once the public education effort is complete, staff will then work with the departments of Housing and Neighborhood Revitalization and Economic Development to prepare a draft RFP to be shared with the CHC, and Housing and Homelessness Council Committee. Utilizing an existing contract for professional services through these departments, staff will ensure that the RFP is prepared with an emphasis on innovation and joint venture approaches, is inclusive of mixed uses and mixed-income and compatibility with adjacent and surrounding zoning and/or located within or near areas that are currently identified as high-opportunity, eligible for Neighborhood Empowerment Zones or other related incentives offered by the City.

Department: City Manager's Office

Media Entity: Robert Wilonsky, Dallas Morning News

Date: October 29, 2019

Topic: Storm Damage Cost Estimate

Summary of Statement: As was previously stated in the original release, the DSO number provided by the City of Dallas is a preliminary estimate. The number may fluctuate as state and federal entities conduct their investigations. The city hopes to have a joint preliminary damage update early next week.

Department: Office of Emergency Management

Media Entity: Allen Manning, WFAA

Date: October 29, 2019

Topic: Reopening streets in the tornado path

Summary of Statement: All major streets are open to the public except for a portion of Harry Hines due to a combination of storm events and construction activities in the area. The latest section opened last night at Preston from Walnut Hill to Royal.

Department: City Manager's Office

Media Entity: Eric Bushman, WBAP

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Date: October 28, 2019

Topic: Disaster Summary Outline provided to the state

Summary of Statement: The Damage Summary Outline is not available at this time. As a result of the assessment over the last several days, we have a preliminary assessment of 100 million dollars in damages.

Department: Office of Emergency Management

Media Entity: Mike Pool, WFAA

Date: October 28, 2019

Topic: Request to go out with debris clean-up crews

Summary of Statement: For safety measures, only identified personnel are permitted in the storm impacted area.

Department: Sanitation Services

Media Entity: Claire Cardona, NBC 5

**Dallas Fire-Rescue Department
Media Requests: October 28th – November 3rd, 2019**

Monday, October 28th: **CBS 11 (Giles Hudson)** - Any info on the USAR response on Bigelow just now?

City Response – Dallas Fire-Rescue units were assigned to a 911 call for a major accident, at 10:52, after a vehicle crashed into a home located at the 3100 block of Biglow Street. DFR' s Urban Search and Rescue Team was called out to help stabilize the structure.

There was one person in the home at the time of the collision, and that person was taken to a local hospital for evaluation of non-life-threatening injuries. The person driving the vehicle, who also sustained non-life-threatening injuries, was taken to the hospital as well.

Thursday, October 31st: **CBS 11 (Giles Hudson)** - Know it's just started but if you get any official info on the deuce on RLT would certainly appreciate it.

City Response - At 08:16 Dallas Fire-Rescue units were dispatched to a 911 call for a structure fire at the Linfield Motel, located at 5715 South R.L. Thornton Freeway, in South Dallas.

When firefighters arrived at the one-story motel, they observed smoke coming from one of the units. They were able to make a quick attack, using handlines, and extinguish the flames in less than half-an-hour. While a second-alarm response was initially considered, it was never dispatched after firefighters arrived at the scene and got a better size-up of the situation.

While someone did occupy the unit or origin, there was no one inside when the fire began. According to investigators, the occupant was walking into the unit when he heard a noise from a bedroom in the unit; and when he went to investigate, he saw that the window climate control unit had fallen into the unit and was on fire.

There were no injuries as a result of the fire, and investigators believe the fire began as the result of an unspecified malfunction of a window-mounted climate control unit.

Friday, November 1st: **The following information was included (in part) in a past TCB (Tuesday, August 13th). The long-form piece actually aired during the WFAA 8 5:00 p.m. news cast on Friday, November 1st, and can be viewed at the following link:**

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<https://www.wfaa.com/article/news/local/firefighters-high-risk-cancer-need-clean-gear/287-c13ef1a1-08c4-4068-a1a6-5530b151f009>

In response to an interview request made on August 8th, members of our Safety Division, specifically Deputy Chief, Lauren Johnson and Captain, Greg Henderson, interviewed with WFAA Channel 8 reporter, Tiffany Liou, for a story about the prevalence of cancer in the fire service and the efforts put forth by the department in regards to cancer reduction.

Prior to speaking with us, Ms. Liou has spoken with Dallas Firefighters' Association President, Jim McDade, and DFR widow (of Jeff Delbert) Dena Delbert. Topics of conversation included the rising number of firefighters being diagnosed with cancer, measures being taken across the county to reduce it and the overall need for a culture change in the fire service in regard to exposure reduction.

Though the reporter originally inquired about extractors, we were able to not only show her the extractors, but talk to her about other equally, if not more important, measures such as gross decontamination (with detergent) immediately after a fire, the rescue wipes we use on our bodies to combat the increased absorption rate that comes with increased body temperatures, the recent approval of a second set of turn-out/bunker gear, in addition to our continued partnership with GCS among other measures.

Sunday, November 4th: Univision 23 (Nathalie Palacios) - We would like to know details in regard to a structure fire of Sylvan vacant business fire.

City Response - On Saturday, November 2nd, at 23:24, Dallas Fire-Rescue units were assigned to a 911 call for a structure fire in a vacant building, located at the intersection of Pueblo Street and Sylvan Avenue.

When firefighters arrived at the location, they observed smoke and flames coming from the windows of the building. They moved in for an offensive fire attack and had the flames extinguished in about 20 minutes.

Witnesses reported an unspecified number of homeless individuals exiting the building around the time of the fire. Though they all made it out safely prior to the arrival of firefighters, one of them (an adult male) was taken to a local hospital after being exposed to the smoke.

The building did not have any functioning utilities, and the cause of the fire is currently listed as undetermined.



Community Police Oversight Board Meeting

What: Monthly Meeting of the Community Police Oversight Board

Where: Dallas City Hall
1500 Marilla St, LIFN Auditorium
Dallas, Texas 75201

When: Tues., Nov. 12, 5:30 p.m.

Itinerary: A complete agenda, which includes public comments, can be found online at dallascityhall.com



Junta Directiva de la Supervisión Policial Comunitaria

Qué: Reunión mensual de la Junta Directiva de la Supervisión Policial Comunitaria

Dónde: Ayuntamiento De Dallas
1500 Marilla St, LIFN Auditorio
Dallas, Texas 75201

Cuando: Martes 12 de Noviembre, 5:30 p.m.

Horario: Una agenda completa, que incluye comentarios públicos, se puede encontrar en línea en dallascityhall.com

Memorandum



CITY OF DALLAS

DATE November 8, 2019

TO Honorable Mayor and Members of the City Council

SUBJECT **City Activating Temporary Inclement Weather Shelter**

As staff continues to develop an official inclement weather policy and plan, I've requested the mobilization of a temporary inclement weather shelter in anticipation of below freezing temperatures for the upcoming week. The City will activate a temporary inclement weather shelter at the Kay Bailey Hutchison Convention Center on Monday, November 11, 2019 through Tuesday, November 12, 2019, with the possibility of extending through November 14, 2019 should the temperature remain below 36 degrees. The activation will be subject to capacity at current shelter service providers and is intended to serve as overflow space.

During emergency conditions, the City has previously accommodated individuals and families overnight at the Kay Bailey Hutchison Convention Center. As the temperatures are anticipated to drop below freezing next week, the Convention Center will accommodate the unsheltered as an accessory temporary inclement weather shelter. The City will ensure that all life/ safety protocols are followed.

The Office of Homeless Solutions (OHS) is reaching out to its partners and service providers to request assistance with securing experienced volunteers to aid in the operation of the temporary inclement weather shelter. The Office of Homeless Solutions will lead this effort with the support of the Office of Emergency Management, Dallas Fire-Rescue, Dallas Police Department, Convention and Event Services, Office of Public Affairs and Outreach, and Office of Community Care.

Public safety is our priority and this effort will help ensure the safety of our most vulnerable population during inclement weather. Staff understands that this approach is not financially sustainable for the City by itself, nor should it be deployed as a reoccurring solution to address inclement weather sheltering.

That said, staff has been working to establish a 2019 Winter Plan to address inclement weather needs until the comprehensive long-term plan is approved by full City Council. OHS staff have been collaborating with the Citizen Homelessness Commission (CHC) subcommittee and will brief the full CHC on this proposed plan November 14, 2019, prior to briefing Housing & Homelessness Solutions Committee on December 10, 2019. The long-term solution of creating an accessory inclement weather shelter use as well as a new chapter in City Code has been in process since May 2019 per City Council direction. Staff's recommendation on creation of the zoning use was approved by the Zoning Ordinance Advisory Committee (ZOAC) on September 19, 2019 and was forwarded to the City Planning Commission (CPC). The CPC will be briefed on November 21, 2019 and will hear this item on their December 12, 2019 agenda. After CPC approval, both

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SUBJECT **City Activating Temporary Inclement Weather Shelter**

zoning and inclement weather shelter program chapters will need to be briefed to the Housing & Homelessness Solutions Committee prior to full City Council approval. It is anticipated that these steps, along with necessary public engagement will be completed by Spring 2020.

Should you have any questions or concerns, please contact Monica Hardman, Director of Office of Homeless Solutions or Rocky Vaz, Director of Office of Emergency Management.



T.C. Broadnax
City Manager

c: Chris Caso, City Attorney (Interim)
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CITY OF DALLAS

DATE November 8, 2019

TO Honorable Mayor and Members of the City Council

SUBJECT **Community Police Oversight Board**

The Community Police Oversight Board (CPOB) will hold its second meeting on Tuesday, November 12, 2019 at City Hall L1FN Auditorium at 5:30 p.m. The agenda and English/Spanish social media infographics are attached. The meeting is open to the public and will be recorded.

The meeting will begin with a public comment section for residents wishing to speak. The Board will then discuss the establishment of a sub-committee to develop rules and procedures of the board's functions, limitations, and powers.

As of Tuesday, October 1, the Office of Community Police Oversight was opened and available for residents to speak to staff in person and file a complaint. We are in the process of hiring a Police Oversight Monitor. You can also reach the Office of the Community Oversight by calling 214-617-8283 or via email at OfficeOfCommunityPolice@dallascityhall.com.

Please do not hesitate to reach out should you have any questions or concerns.

In the spirit of excellence!!

A handwritten signature in black ink, appearing to read 'T.C. Broadnax'.

T.C. Broadnax
City Manager

c: Chris Caso, City Attorney (Interim)
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DATE November 8, 2019
SUBJECT **Community Police Oversight Board**



Junta Directiva de la Supervisión Policial Comunitaria

Qué: Reunión mensual de la Junta Directiva de la Supervisión Policial Comunitaria

Dónde: Ayuntamiento De Dallas
1500 Marilla St, LIFN Auditorio
Dallas, Texas 75201

Cuando: Martes 12 de Noviembre, 5:30 p.m.

Horario: Una agenda completa, que incluye comentarios públicos, se puede encontrar en línea en dallascityhall.com

dallascityhall.com/government/meetings/Pages/citizens-police-review-board



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SUBJECT **Community Police Oversight Board**



Community Police Oversight Board Meeting

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DATE November 8, 2019

TO Honorable Mayor and Members of the City Council

SUBJECT **November 13, 2019 City Council FINAL Agenda - Additions/Revisions/Deletions**

On November 1, 2019, a DRAFT City Council Agenda for November 13, 2019 was provided for your review. This memo outlines any additions, revisions or deletions made to the FINAL agenda after the distribution of the DRAFT agenda.

Additional items and deletions to the DRAFT agenda are outlined below, including *revisions* to the FINAL agenda are underlined in blue and *deletions* are strikethrough in red.

Additions:

65. 19-1843 Authorize a public hearing to be held on December 11, 2019, to receive comments concerning the second extension of the Public/Private Partnership Program Guidelines and Criteria for the period December 31, 2019 through December 31, 2020 - Financing: No cost consideration to the City

Deletions: The following items have been removed from the agenda.

40. 19-1589 Authorize **(1)** rescinding the three-year service price agreement with Star Tractor, LTD., previously approved on August 28, 2019, by Resolution No. 19-1268, for vehicle and heavy equipment rental; and **(2)** Supplemental Agreement No. 1 to the service price agreement for vehicle and heavy equipment rental with Holt Texas, LTD in an estimated amount of \$328,400, from \$250,200 to \$578,600, Kirby-Smith Machinery, Inc. in an estimated amount of \$274,030, from \$481,585 to \$755,615, Herc Rentals, Inc. in an estimated amount of \$233,841, from \$1,827,636 to \$2,061,477, and RDO Equipment Co. in an estimated amount of \$55,200, from \$33,155 to \$88,355, lowest responsible bidders of eleven - Total estimated amount of \$891,471, from \$7,342,097 to \$8,233,568 - Financing: General Fund (\$288,201), Water Utilities Fund (\$476,823), and Storm Drainage Management Fund (\$126,447)

Memorandum



CITY OF DALLAS

DATE November 8, 2019

TO Honorable Mayor and Members of the City Council

SUBJECT **Upcoming Agenda Item #43 and #44, November 13, 2019 – Federal Legislative Consultant Contracts for Water Infrastructure and Flood Control**

On November 13, 2019, the Dallas City Council will consider an agenda item authorizing professional services contracts with Hector Alcalde and Paul Schlesinger to provide federal legislative services to the City related to water resources, infrastructure, and flood control.

Last month, the City Council approved a contract with CaptialEdge Strategies (Ralph Garboushian) for federal legislative consulting services. While Mr. Garboushian is the City's general federal lobbyist, Mr. Alcalde and Mr. Schlesinger provide specialized services in water resources, infrastructure, flood control, and United States Army Corps of Engineers' projects. Mr. Alcalde and Mr. Schlesinger work very closely with Mr. Garboushian, and these individuals comprise the City's overall federal legislative lobbying team.

Mr. Alcalde and Mr. Schlesinger have represented the City in Washington, DC since 2000. They have lengthy background and specific expertise in water and transportation infrastructure projects and have established critical relationships with key Administration officials and leadership in Congress, which has benefitted the City of Dallas and our efforts to move projects forward. While working on behalf of Dallas, they have helped secure over \$600 million for various projects including:

- \$150 million for the Dallas Floodway Extension Project, including securing a new start designation that allowed construction to begin – uncommonly - the first year it was sought;
- \$238 million for the Dallas Floodway Project, including securing the authorization that increased the amount of Corps participation from \$51 million to \$459 million; and then worked with the Corps and Congress in subsequent years to secure appropriations;
- \$147 million for necessary repairs to the Lewisville Dam; and
- \$104 million for Trinity River bridges.

Under the contract, the lobbying team is in communication with City staff frequently by telephone, through visits to Dallas, written reports, bulletins and memoranda. Information necessary to understanding the effect and impact of federal legislation and federal regulations is provided regularly to City staff.

In the year ahead, the team will continue working on water resources, infrastructure, and flood control issues that are important to the City. For example, they are currently working

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SUBJECT **Upcoming Agenda Items: Federal Legislative Consultant Contracts**

on legislation that would facilitate the appropriation of \$80 million in authorized funds for the state and Dallas County region for environmental infrastructure projects that might be made available to the City. The legislation is expected to pass as part of this year's appropriations process for the Army Corps.

Mr. Alcalde and Mr. Schlesinger have a strong and proven track record of representing the City in Washington, DC and advancing the City's legislative priorities. Staff is recommending approval of these contracts for Fiscal Year 2019-2020.

If you have any questions regarding the consideration of these contracts, please contact Brett Wilkinson, Managing Director of the Office of Strategic Partnerships and Government Affairs, at (214) 670-5797.



Kimberly Tolbert
Chief of Staff to the City Manager

- c: T.C. Broadnax, City Manager
Chris Caso, City Attorney (Interim)
Mark Swann, City Auditor
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Michael Mendoza, Chief of Economic Development and Neighborhood Services
M. Elizabeth Reich, Chief Financial Officer
Laila Alequresh, Chief Innovation Officer
M. Elizabeth (Liz) Cedillo-Pereira, Chief of Equity and Inclusion
Directors and Assistant Directors

Memorandum



CITY OF DALLAS

DATE November 8, 2019

TO Honorable Mayor and Members of the City Council

SUBJECT **City Hall Café/Cafeteria Renovation Update**

City Hall is currently undergoing renovation on the 1st and 7th floors. When finished, these remodels will include a café offering quick “grab and go” options on the 1st floor lobby near the blue east side of the building and an updated, full service cafeteria and employee lounge area on the 7th floor. While under construction, the cafeteria will be closed to City employees and visitors.

The 1st floor café construction is underway, with an anticipated grand opening on December 2, 2019. Dickey’s Barbecue Pit has finalized plans for the 7th floor cafeteria and will submit their plans to the City soon to acquire a renovation permit. At this time, staff does not have a definitive opening date for the 7th floor cafeteria but anticipate the opening to take place in December.

Should you have any questions, please contact me at k.bizortolbert@dallascityhall.com.

A handwritten signature in black ink that reads 'Kimberly E. Tolbert'.

Kimberly Tolbert
Chief of Staff to the City Manager

c: T.C. Broadnax, City Manager
Chris Caso, City Attorney (Interim)
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Directors and Assistant Directors

Memorandum



CITY OF DALLAS

DATE November 8, 2019

TO Honorable Mayor and Members of City Council

SUBJECT **Texas Department of Transportation (TxDOT) Grounds Maintenance Contract**

On October 23, 2019, the City Council deferred approval of the Texas Department of Transportation (TxDOT) Grounds Maintenance Contract (Contract), to its November 13, 2019 agenda meeting, so that it could have a fuller discussion at the Government Performance & Financial Management Committee. The committee asked additional questions and moved this item forward to City Council with no recommendation. This memo provides background information on the Contract services and addresses other issues raised during the October meeting. Staff will also be available to answer questions during the November 13th City Council Meeting.

Background

Agreement with TxDOT

In July 2016, the City and TxDOT entered into the current five-year commitment through a Municipal Maintenance Agreement (MMA) that provides the City shall maintain, *in place of TxDOT*, TxDOT rights-of-way in the City limits. Under the MMA, **TxDOT reimburses the City for the work that TxDOT would have completed**. This work consists of three mowing cycles and 12 litter pick-up cycles a year.

Through the MMA, the City can increase the frequency of litter pick-up and mowing cycles, and it can do so without obtaining consent from TxDOT every time the City seeks to increase services at a TxDOT right-of-way. In addition, the City provides these additional services at TxDOT rights-of-ways:

- litter pick-up immediately before mowing (as opposed to mowing over litter);
- vegetation control along roadsides to improve visibility; and
- other landscaping work.

The Procurement and Contracting Process

To complete the work discussed above, the City went through a competitive procurement process and recommended the lowest responsive and responsible bidder, currently Good Earth Corporation. The Good Earth contract expires on January 29, 2020. For these services to continue, the City will need to enter into a new contract with a qualified vendor.

DATE November 8, 2019
SUBJECT TxDOT Grounds Maintenance Contract

To establish a new contract, the Office of Procurement Services advertised a request for bids for a three-year agreement that includes mowing, litter removal, landscaping, watering, and herbicide application. Procurement Services advertised this opportunity on June 27, 2019, and July 4, 2019 in the Dallas Morning news as well as posting in Bonfire, its electronic bid portal. It also contacted additional vendors as provided by the Office of Business Diversity. 255 unique vendors were directly contacted with this opportunity. Three vendors submitted a bid; one was deemed non-responsive. The lowest responsible and responsive bidder was Good Earth, the incumbent vendor.

Additional Information

The Office of Business Diversity works with all prime contractors before and during the contract period to ensure efforts are made to comply with the City's business inclusion policy. Subcontractors can be added and/or replaced any time during the contract period if the Office of Business Diversity is notified of the change and the notification includes the reason.

The TxDOT Ground Maintenance contract was originally awarded with 11.0% MWBE participation. Due to time constraints for awarding the Contract in order to prevent services from being disrupted, OBD conditionally approved the Contract with 11.0% M/WBE participation with a commitment from Good Earth to continue good faith efforts to meet the 23.8% M/WBE goal.

As of today, this item includes participation from four M/WBE vendors **resulting in \$4.7M or 26.0% M/WBE participation on a 23.8% goal**. In an effort to build the capacity and experience for M/WBE landscaping companies interested in performing on TxDOT ground maintenance projects, OBD will continue working with Good Earth and Public Works Department to identify scopes that create additional opportunities and reduce barriers for meaningful participation.

Questions from the GPFM Committee

During the GPFM Committee Meeting some additional questions were asked including:

1. How many contracts does the City of Dallas have for grounds maintenance, and how many were awarded to Good Earth?
 - a. There are currently 14 contracts, and Good Earth holds five out of the current 14 active contracts, and roughly 68% of the contracted value. All of the current vendors are included in the following table:

DATE November 8, 2019
 SUBJECT TxDOT Grounds Maintenance Contract

Vendor	Total Award Amount	M/WBE \$	M/WBE %	# of Contracts
Cross Plus Construction, LLC	551,000.00	137,750.00	25.00%	1
Eden's Touch Landscape Management*	855,360.00	203,575.68	23.80%	1
Gardner's Touch Lawn Care LLC	887,754.40	-	0.00%	1
Good Earth Corporation	32,264,828.00	5,280,300.16	16.37%	5
Moir Watershed Services, LLC	4,966,190.75	1,039,044.43	20.92%	2
T Smith's Lawn Service**	5,504,967.63	1,310,182.30	23.80%	1
Texas Blooms Organic Landscaping	213,334.51	-	0.00%	1
Urban Landscaping & Irrigation*	1,906,551.00	444,602.09	23.32%	2
Grand Total	47,149,986.29	8,415,454.65	17.85%	14

*Certified Minority and Women-Owned Business Enterprises

**Minority-Owned, not certified

2. What are the specific TxDOT locations for the Contract?
 - a. The following locations included in the attached maps, are included in the contract. The City has the right to add additional locations should the budget allow.

GROUP 1 EAST		GROUP 2 WEST	
HIGHWAY	LIMITS	HIGHWAY	LIMITS
	East Zone		West Zone
IH20	1/2 mile west of SH 342 (Lancaster City Limits) to SH310	FM1382	IH20 to Cedar Hill City Limits
IH20	West of Trinity River to IH 635	IH20	Dallas City Limits (3/4 Mile west of Mountain Creek Parkway) to Cedar Ridge Drive
IH30	Trinity Railway Express to Mesquite City Limits	IH20	Cockrell Hill Road to 1/2 mile east of IH35E (Lancaster City Limits)
IH45	IH30 to Grand Avenue	IH30	Dallas City Limits (1 mile west of LP12) to Trinity Railway Express
IH45	Overton Road to Pine Street (under elevated area of IH45)	IH35E	Harry Hines Boulevard to Reunion Boulevard
IH45	Grand Avenue to LP12	IH35E	Reunion Boulevard to LP12
IH45	LP12 to IH 20 (South Limits at Langdon)	IH35E	LP12 to Dallas City Limits
IH345	Flora to Elm	IH635	West Dallas City Limits to Denton Drive

DATE November 8, 2019
 SUBJECT TxDOT Grounds Maintenance Contract

IH635	Merit to LaPrada	LP12	IH35E to Elm Fork Trinity River
LP12	Pemberton Hill to Carbondale	LP12	From Trinity River Bridge to 0.3 miles south of Illinois
SH310	IH45 to US175 (includes under SH310 bridge)	SH180	Dallas City Limits to LP12
US175	Grand Avenue to Seagoville City Limits	SH183	Elm Fork Trinity River to IH35E
US75	Hamilton Park Addition to the South, Schroeder to the east, and US 75 north bound	SP408	LP12 to IH20
US75	Flora to Midpark	SP482	Denton Drive to Elm Fork Trinity River
US80	LP12 to Mesquite City Limits	US67	IH35E to IH2057913
		US67	IH20 to Duncanville City Limits

3. What services will be provided during the Contract and what was initially projected?
- a. Due to a decrease in the budget for Grounds Maintenance for TxDOT Right of Way, the services provided over the next two years will be less than originally projected. The following table shows historic usage, projected usage, and what will likely be the actual usage based on budget constraints. Since this is an Indefinite Delivery/Indefinite Quantity (IDIQ) contract, the City has the right to increase the number of cycles, should the budget be increased.

Historical Average Annual Usage	Projected for Proposed Contract Annual Usage*	Annual Usage Based on Appropriated Budget
<p><u>MOWING</u> 8 Cycles citywide</p> <p><u>LITTER ACTIVITIES</u> 12 Cycles citywide (1 Cycle per month citywide)</p> <p><u>HANDWORK-MAJOR</u> 6509 Hours used citywide</p> <p><u>HANDWORK-MINOR</u> 420 Hours used citywide</p> <p><u>HERBICIDE</u> 268 Acres used citywide</p> <p><u>LANDSCAPE AREAS</u> 100% 12 Locations</p>	<p><u>MOWING ACTIVITIES</u> 10 Cycles citywide</p> <p><u>LITTER ACTIVITIES</u> 24 Cycles citywide (2 Cycles per month citywide)</p> <p><u>HANDWORK-MAJOR</u> 19,000 Hours to be used citywide</p> <p><u>HANDWORK-MINOR</u> 8,000 Hours to be used citywide</p> <p><u>HERBICIDE</u> 7,000 Acres to be used citywide</p> <p><u>LANDSCAPE AREAS</u> 100% 15 Locations</p>	<p><u>MOWING ACTIVITIES</u> 3 Cycles citywide</p> <p><u>LITTER ACTIVITIES</u> 12 Cycles citywide (1 Cycle per month citywide)</p> <p><u>HANDWORK-MAJOR</u> 225 Hours to be used citywide</p> <p><u>HANDWORK-MINOR</u> 338 Hours to be used citywide</p> <p><u>HERBICIDE</u> Zero (0) Acres to be used citywide</p> <p><u>LANDSCAPE AREAS</u> 60% 9 Locations</p>

DATE November 8, 2019
 SUBJECT TxDOT Grounds Maintenance Contract

*Public Works projected annual usage was based on feedback provided by the Council and community.

4. What is the fiscal information regarding this contract?
 a. Since this is an IDIQ contract the budget for services will be mostly dependent on the appropriated budget as illustrated below.

Fund	FY 2019-20 Adopted	FY 2020-21 Planned	Remaining Contract Capacity
General Fund	\$1,759,795.00	\$1,759,795.00	\$14,451,472.00
Total	\$1,759,795.00	\$1,759,795.00	\$14,451,472.00

5. How will the contractor be held accountable for quality service?

- a. The contract has very specific deliverables that will be analyzed daily by the Contract Administrator. The following table illustrates the required reporting and the performance measures that will be tracked with this contract.

Key Deliverables	Reporting	City Inspection	Performance Measure	Payment Deduction for Failed Inspections:
Grounds Maintenance in ROW including but not limited to: <ul style="list-style-type: none"> Mowing Litter Landscaping 	Daily	On going	Percentage of work performed correctly on 1 st inspection	<ul style="list-style-type: none"> \$100 for 1st \$150 thereafter

If you have any questions please contact Chhunny Chhean, Interim Director of Procurement Services, or Robert Perez, Director of Public Works, or Zarin Gracey Director of the Office of Business Diversity.



Kimberly Tolbert
 Chief of Staff to the City Manager

- c: T.C. Broadnax, City Manager
 Chris Caso, City Attorney (Interim)
 Mark Swann, City Auditor
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 M. Elizabeth (Liz) Cedillo-Pereira, Chief of Equity and Inclusion
 Directors and Assistant Directors



Public Works TxDOT Mowing Routes for Council District 1

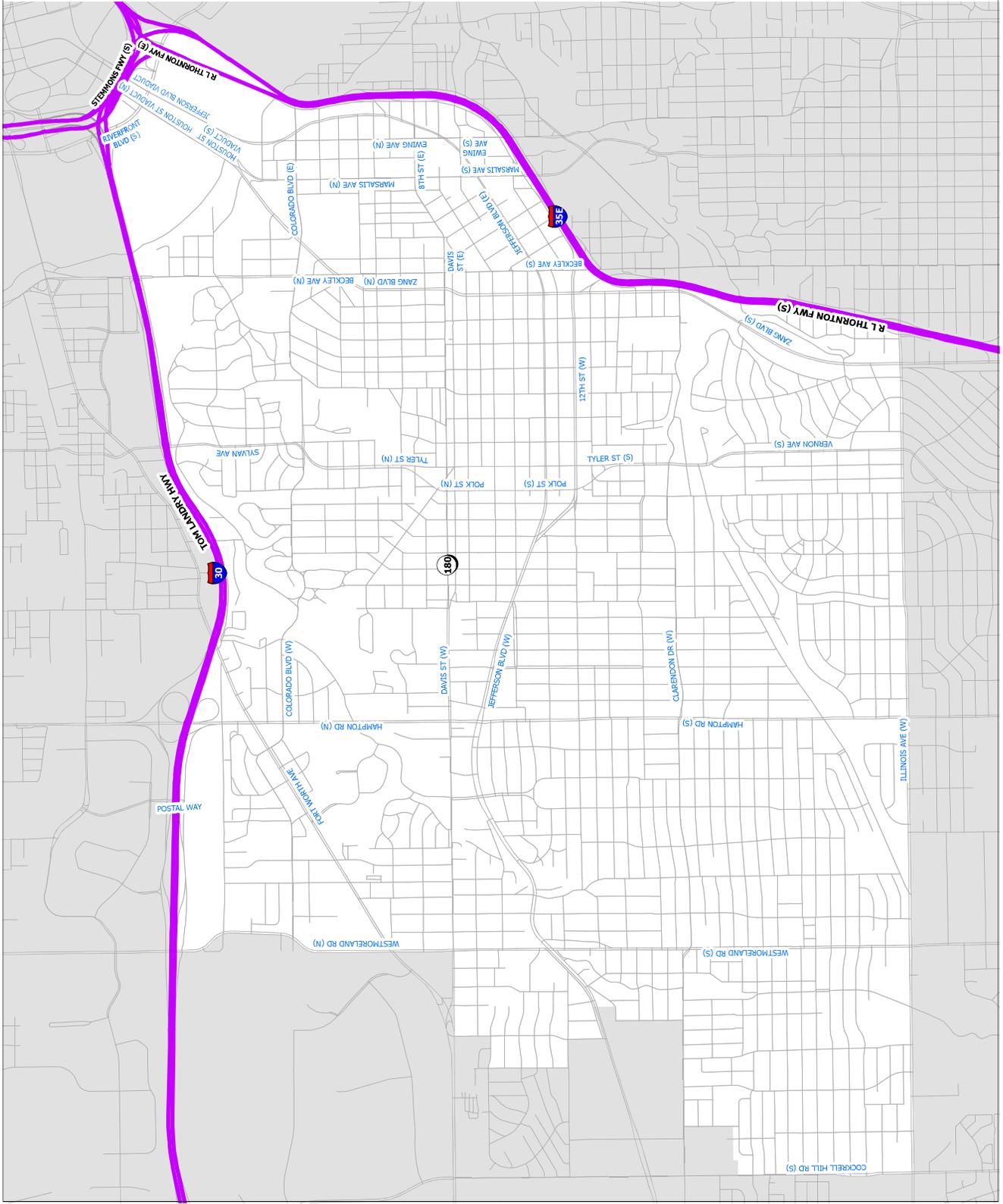


Created November 7, 2019

Legend

Mow Group

TxDOT-West



City of Dallas



City of Dallas

Public Works TxDOT Mowing Routes for Council District 2



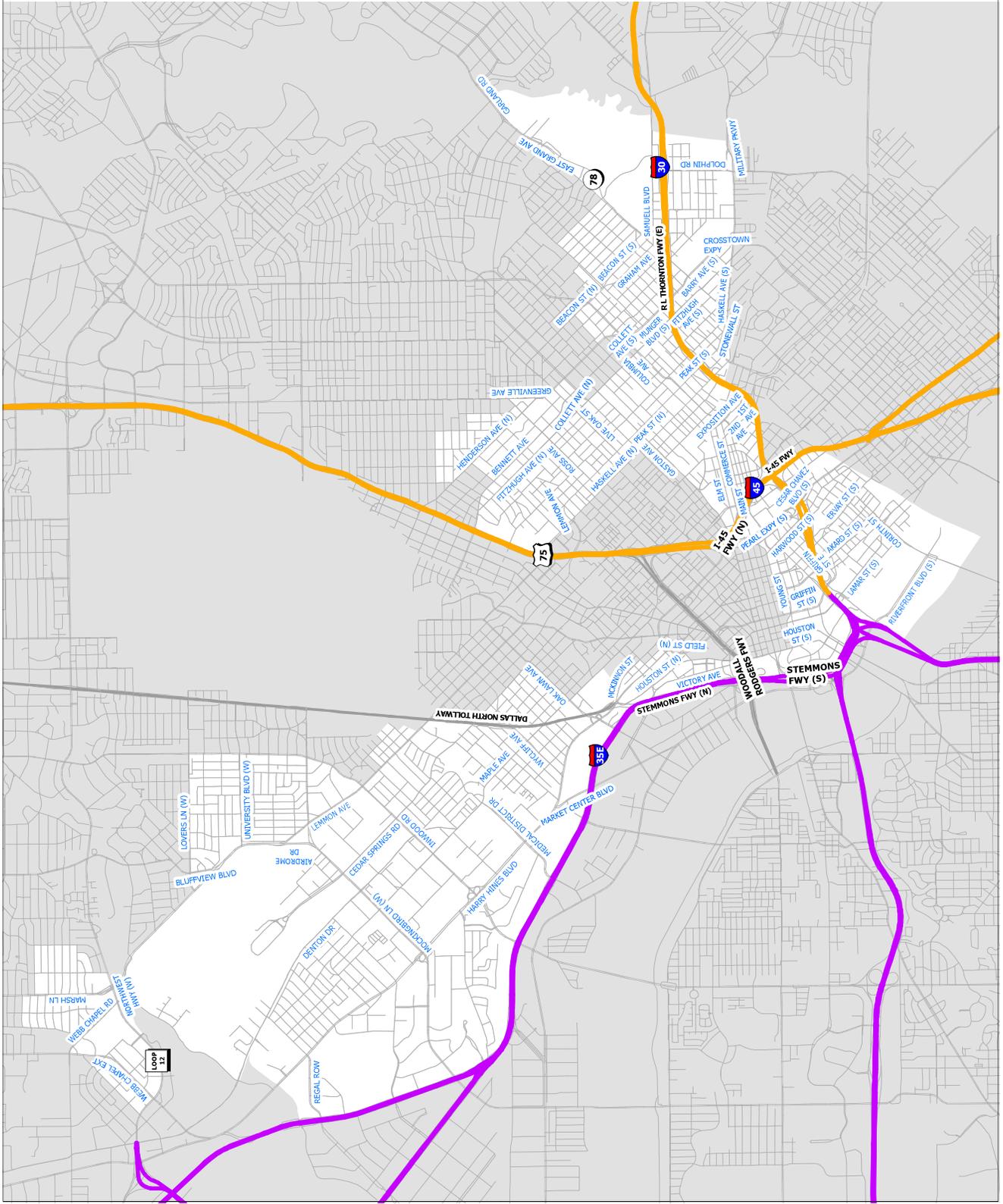
Created November 7, 2019

Legend

Mow Group

— TxDOT-East

— TxDOT-West



City of Dallas



City of Dallas

Public Works TxDOT Mowing Routes for Council District 3



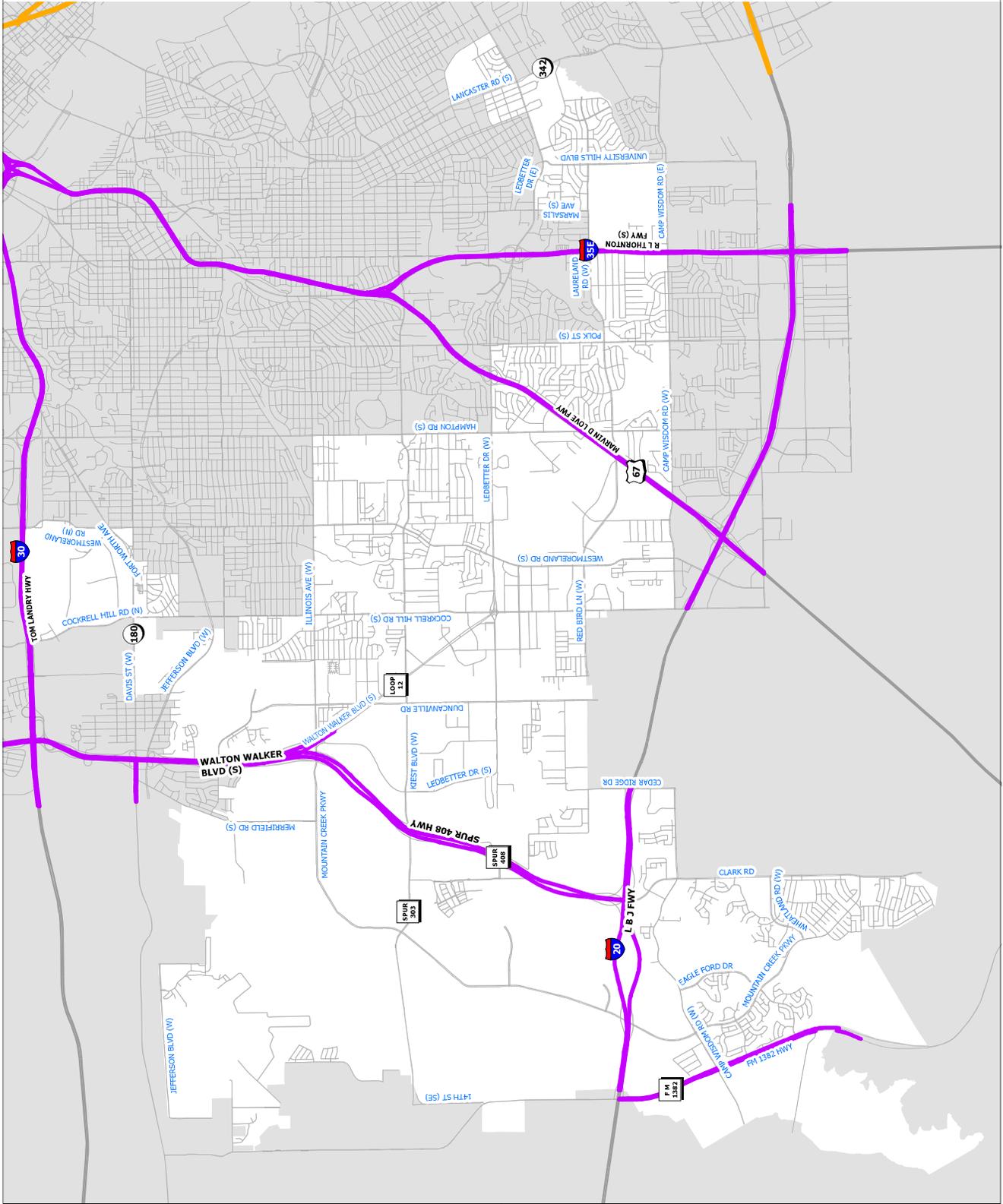
Created November 7, 2019

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Mow Group

— TxDOT-East

— TxDOT-West

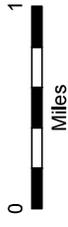


City of Dallas



City of Dallas

Public Works TxDOT Mowing Routes for Council District 4



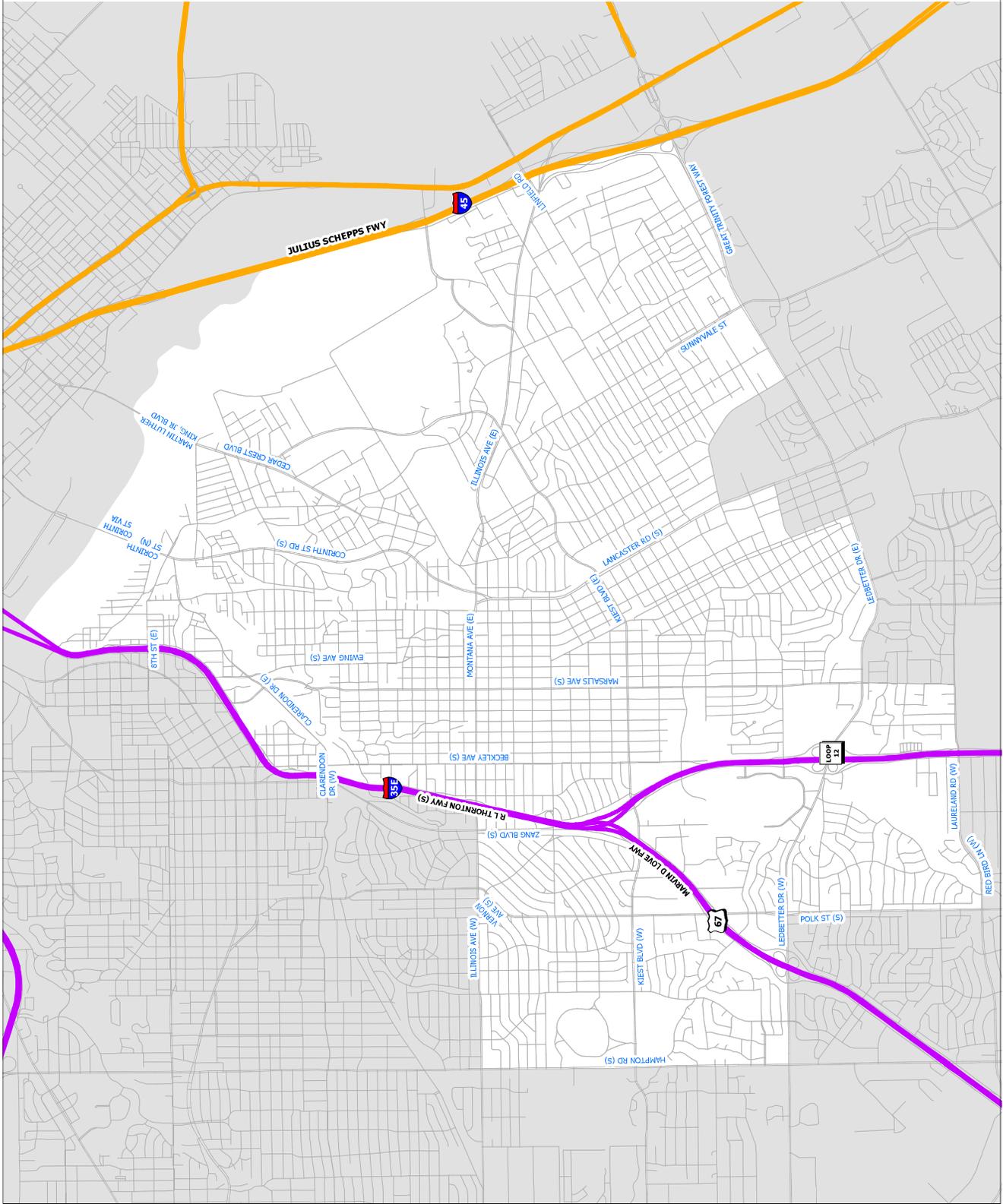
Created November 7, 2019

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Mow Group

TxDOT-East

TxDOT-West



City of Dallas



City of Dallas

Public Works TxDOT Mowing Routes for Council District 5

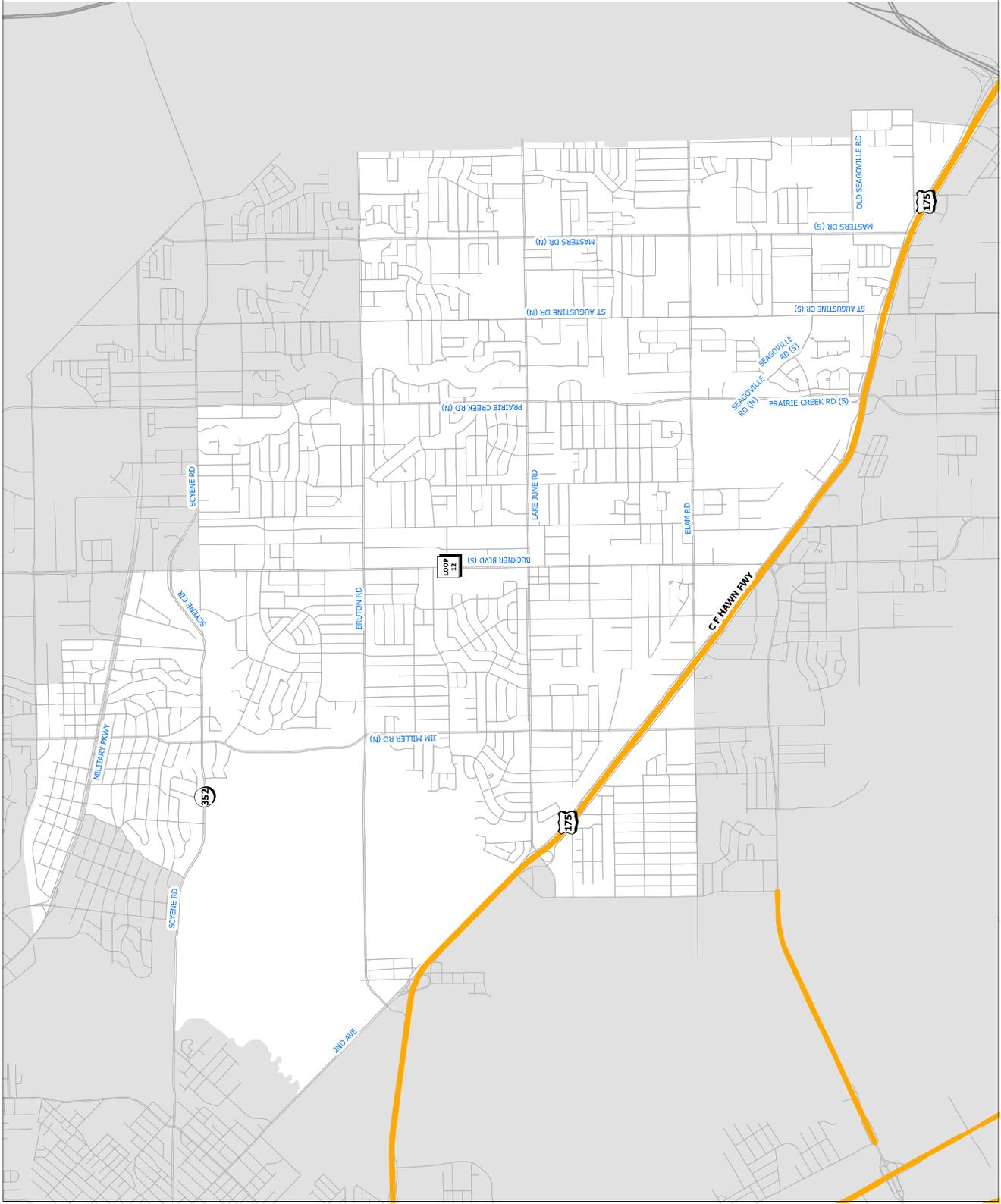


Created November 7, 2019

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Mow Group

TxDOT-East





Public Works TxDOT Mowing Routes for Council District 6



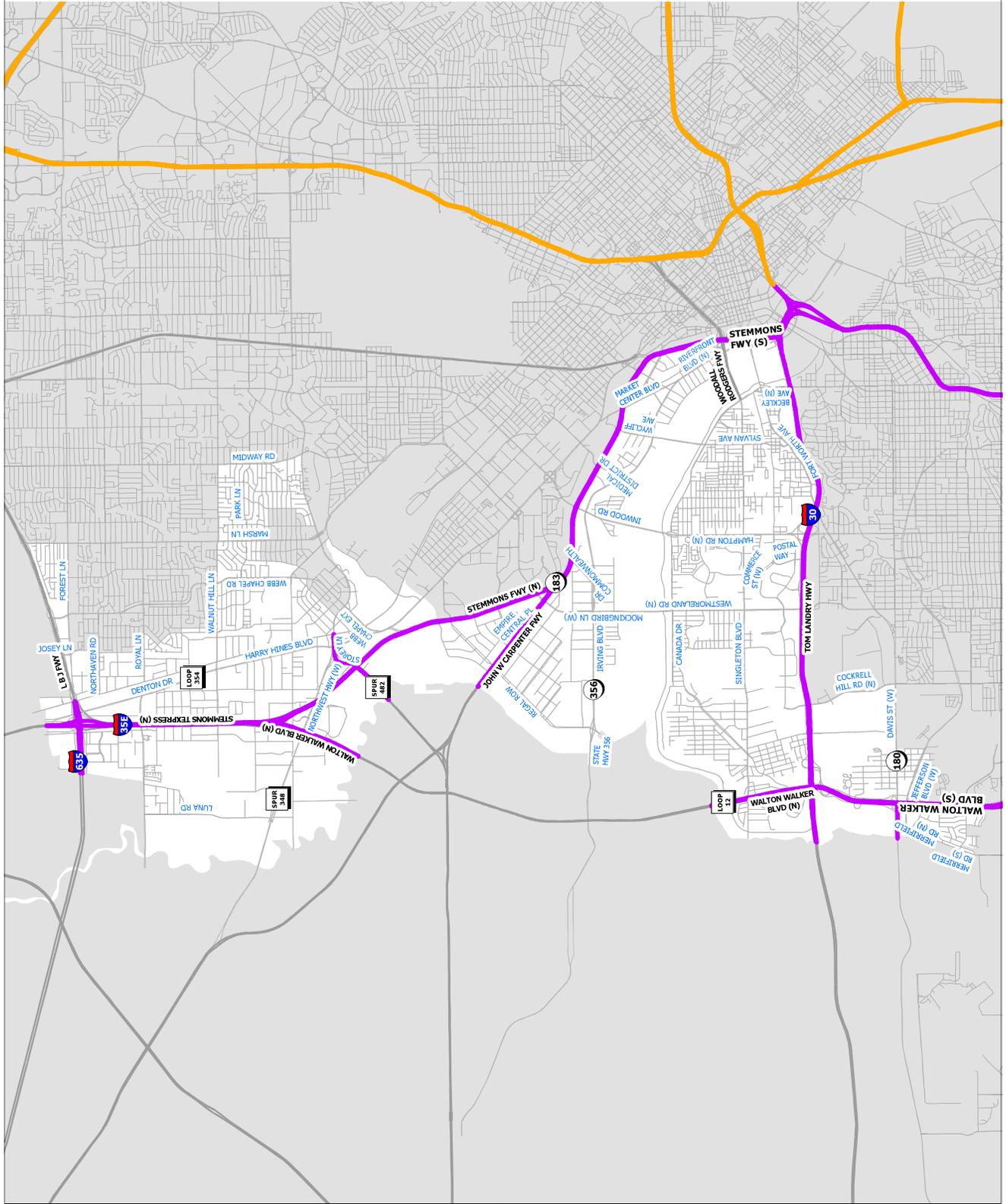
Created November 7, 2019

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Mow Group

TxDOT-East

TxDOT-West



City of Dallas



Public Works TxDOT Mowing Routes for Council District 8



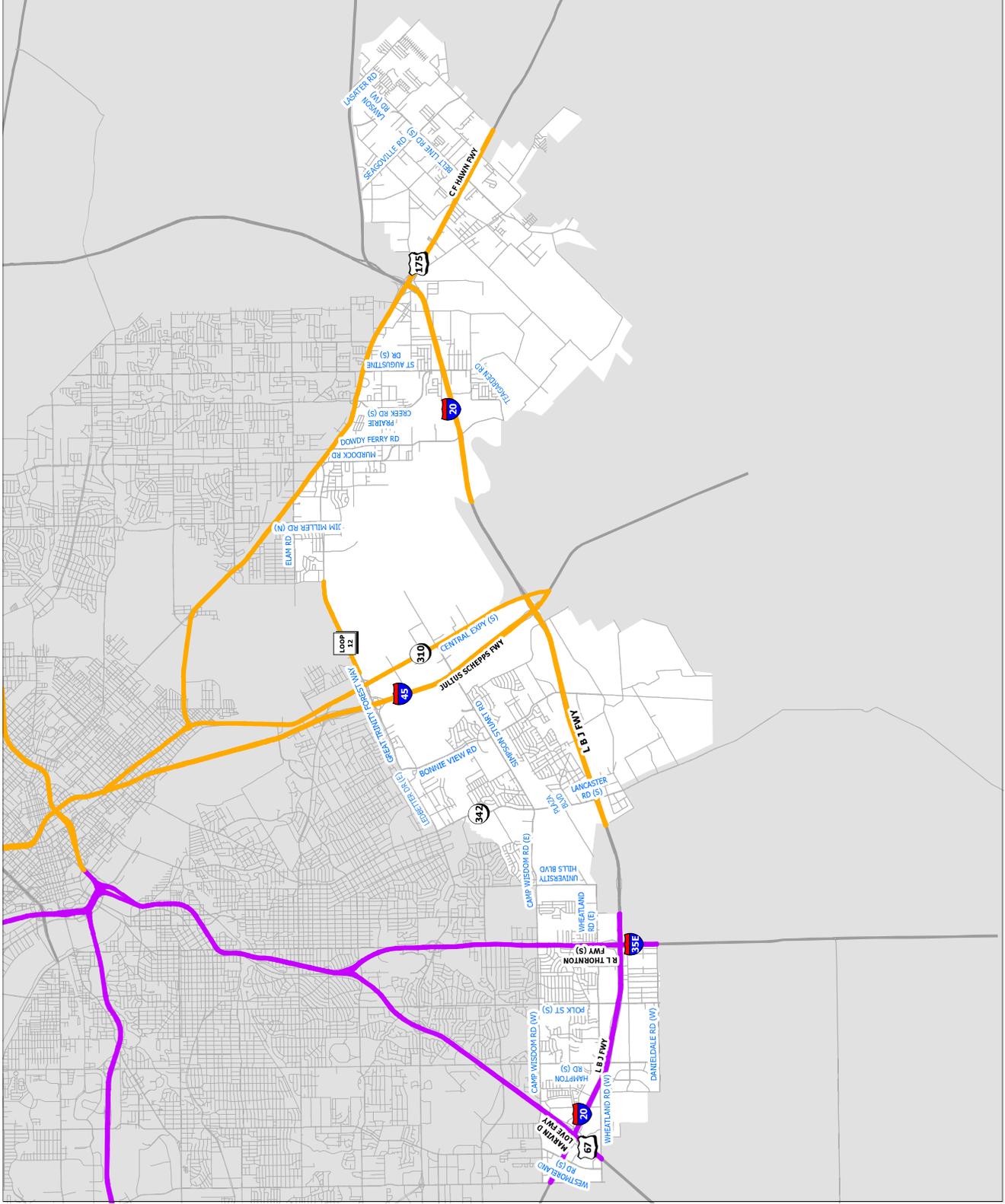
Created November 7, 2019

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Mow Group

— TxDOT-East

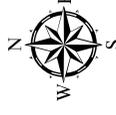
— TxDOT-West



City of Dallas



Public Works TxDOT Mowing Routes for Council District 9

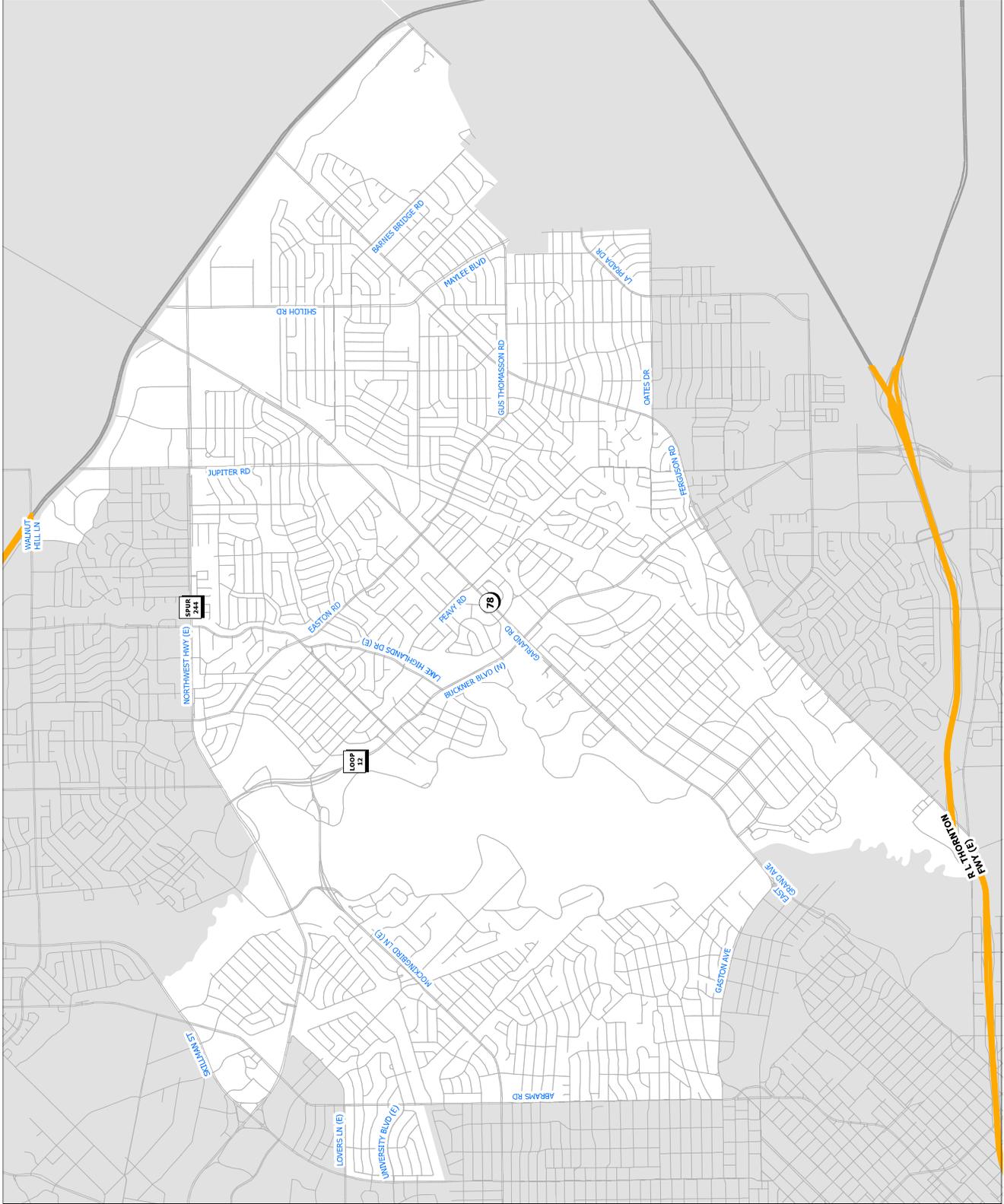


Created November 7, 2019

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Mow Group

TxDOT-East



City of Dallas



Public Works TxDOT Mowing Routes for Council District 10

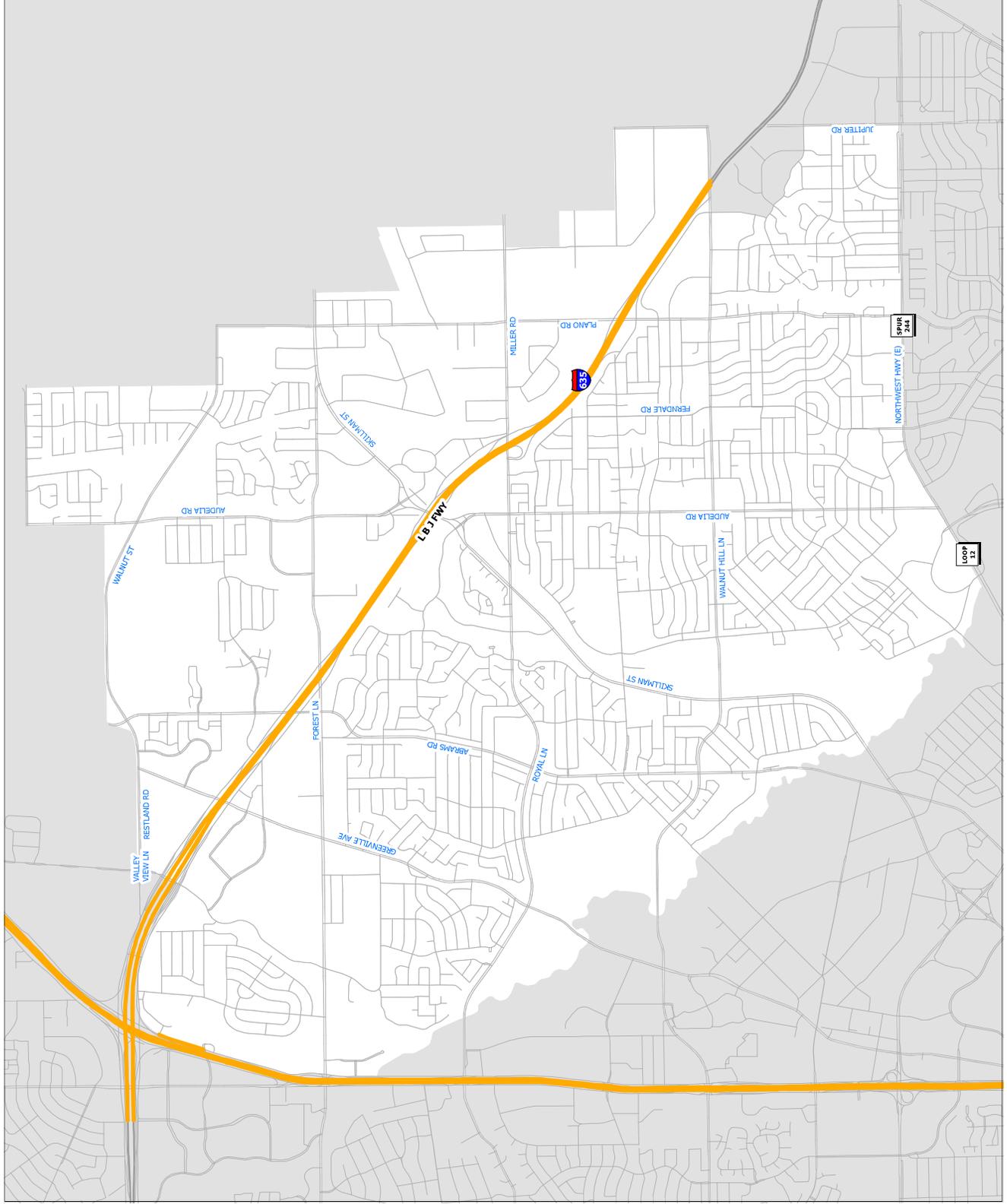


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Mow Group

TxDOT-East

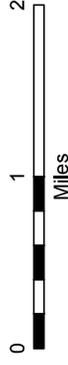


City of Dallas



City of Dallas

Public Works TxDOT Mowing Routes for Council District 11

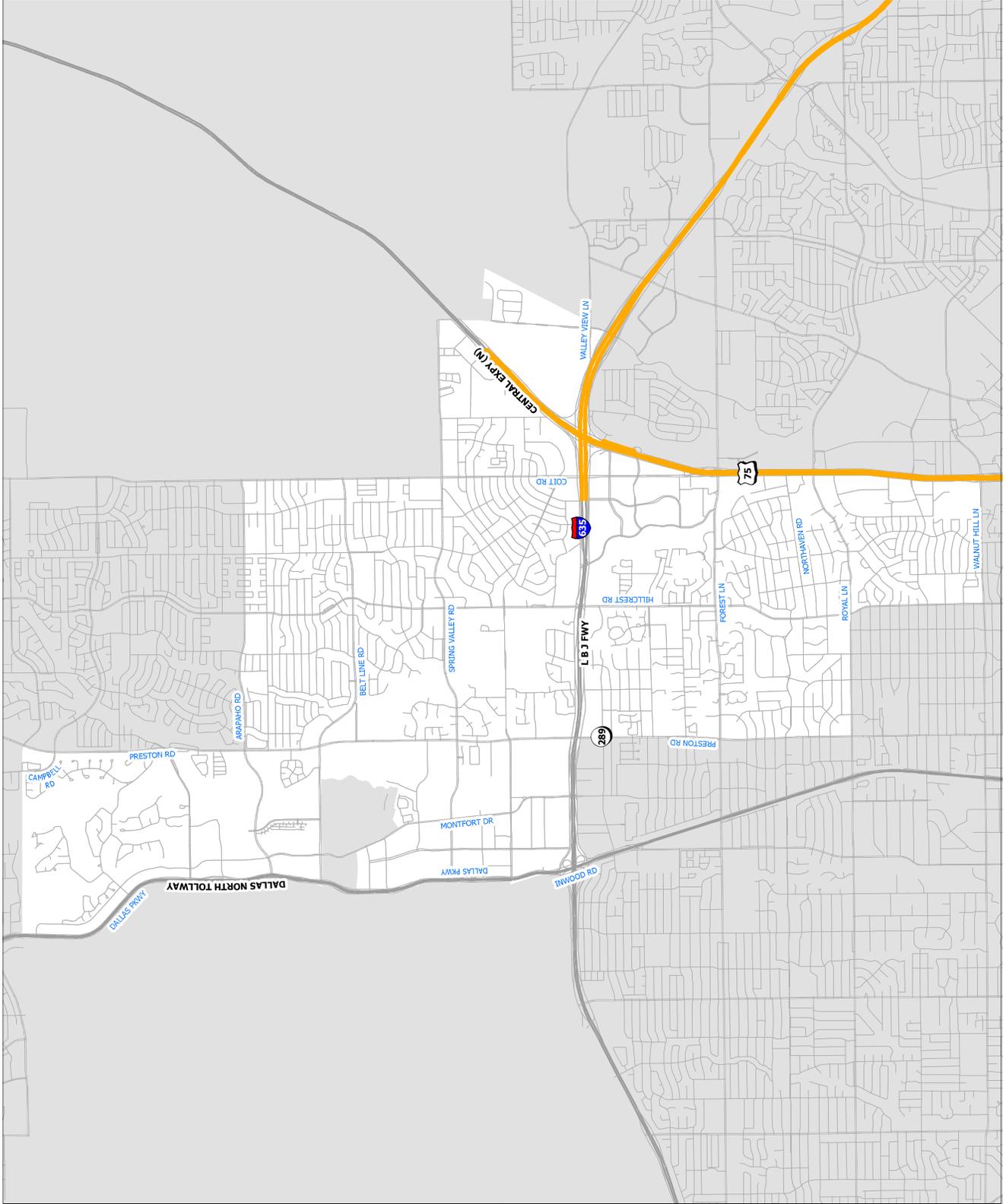


Created November 7, 2019

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Mow Group

TxDOT-East



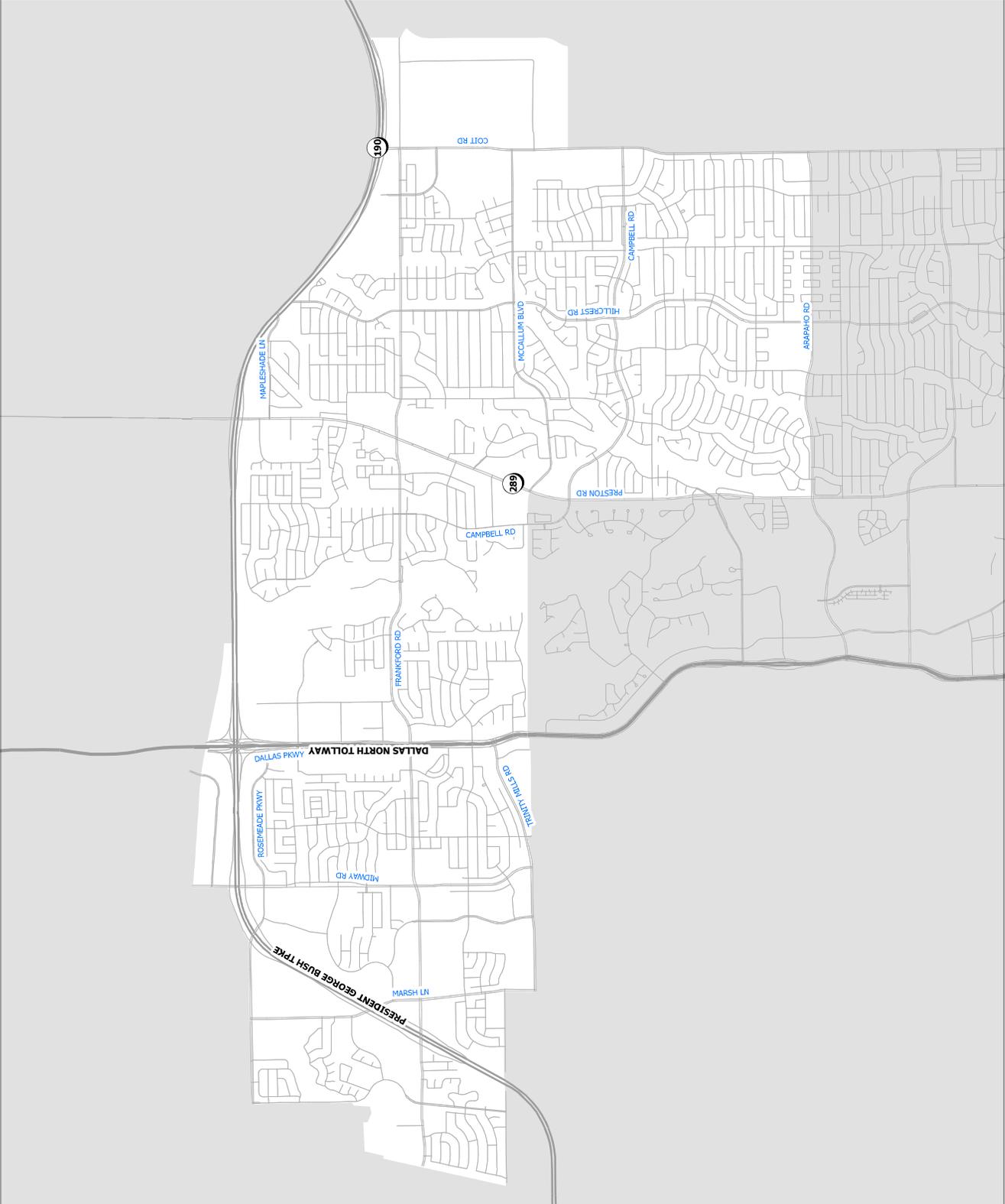


Public Works TxDOT Mowing Routes for Council District 12



Created November 7, 2019

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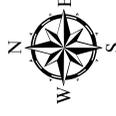


City of Dallas



City of Dallas

Public Works TxDOT Mowing Routes for Council District 13



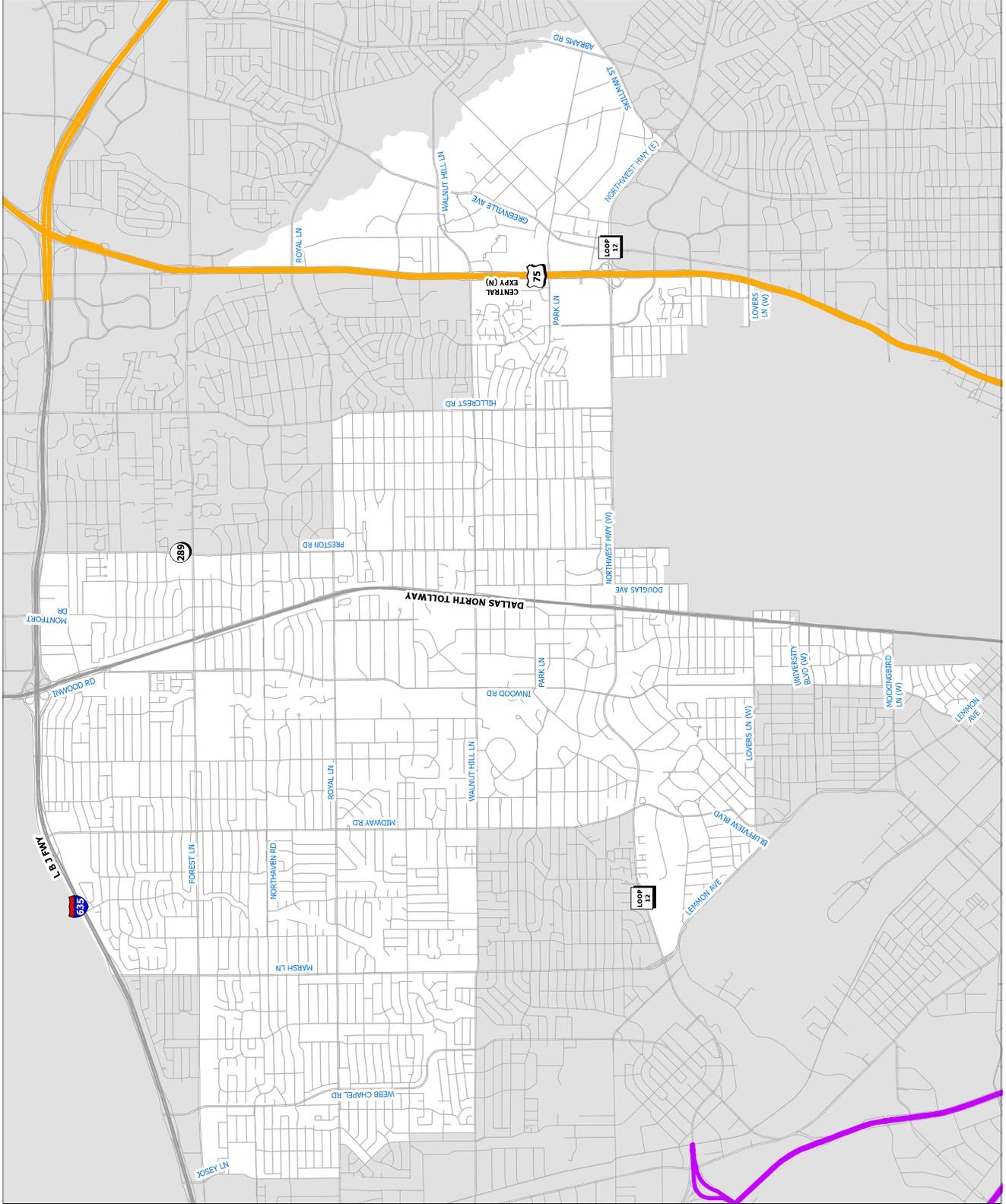
Created November 7, 2019

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Mow Group

TxDOT-East

TxDOT-West



City of Dallas



City of Dallas

Public Works TxDOT Mowing Routes for Council District 14



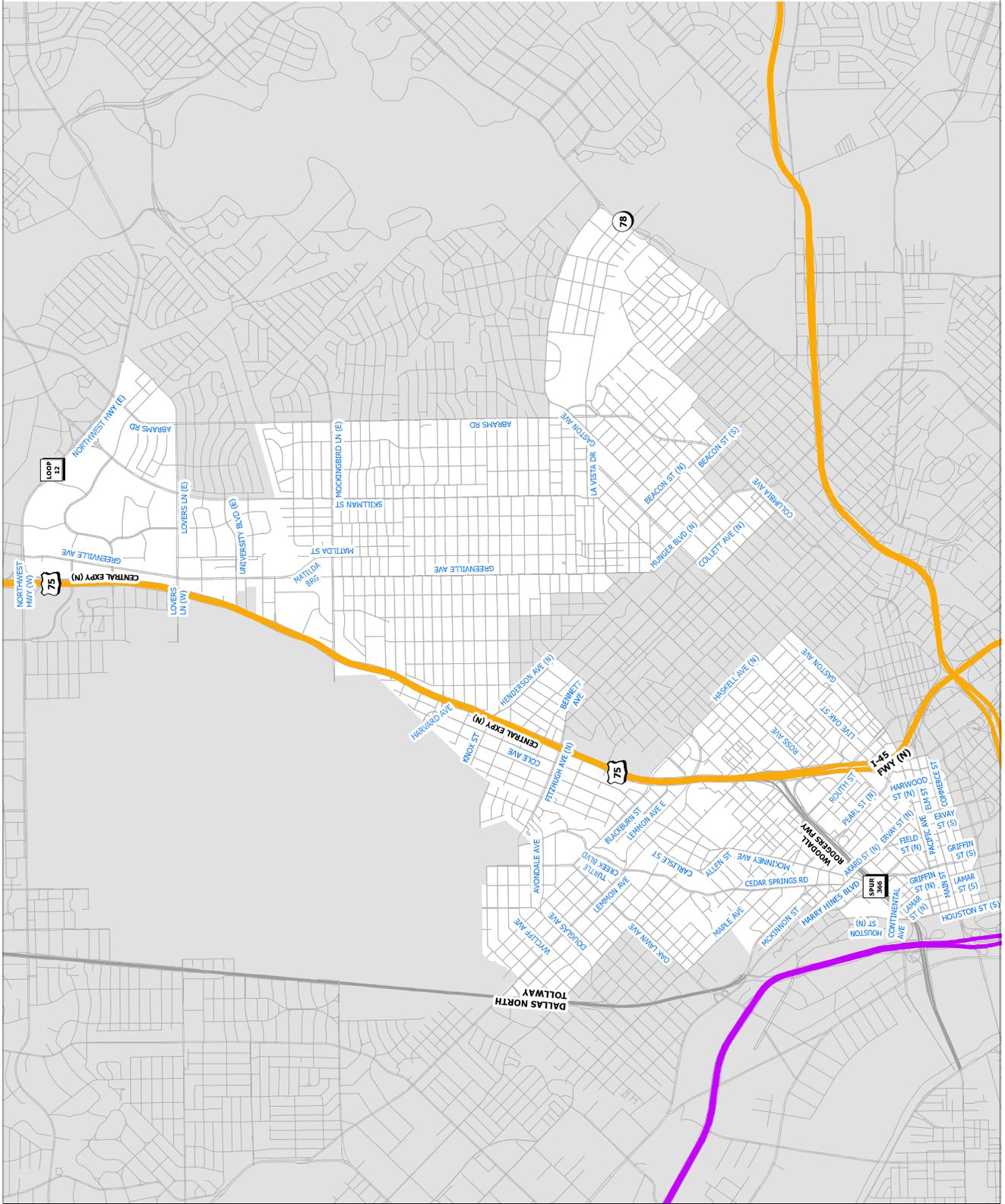
Created November 7, 2019

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Mow Group

TxDOT-East

TxDOT-West



Memorandum



CITY OF DALLAS

DATE November 8, 2019

TO Honorable Mayor and Members of the City Council

SUBJECT **Agenda Item #60, November 13, 2019 - Amended & Restated VisitDallas Contract**

Attached for your information is a draft copy of the amended and restated contract with VisitDallas, which is scheduled for City Council consideration on November 13, 2019, as well as a contract amendment summary sheet and additional updates in response to questions from City Council Members.

As briefed to City Council on October 16, 2019, this amended and restated contract does not extend the term of the existing contract and will expire September 30, 2020, but rather clarifies definitions, sets deadlines, and the process for performance metrics, in response to the January 2019 audit.

Once this contract is complete, staff will begin negotiations with VisitDallas for a 5-year renewal option. We will brief the GPFM committee in early 2020, before any action is scheduled. If we successfully negotiate an extension, City Council action is forecasted for May 2020.

Additionally, we have requested definitive responses from VisitDallas on their total revenue, personnel expenditures and salary information, and will keep you updated as they provide responsive information before Wednesday.

The VisitDallas board voted and approved the new 21-member structure on October 23, 2019. This change does not appear in the draft contract because the board and its composition are governed through the organization's bylaws.

Furthermore, the amended and restated contract now sets deadlines for submitting and tracking performance measures. Our improved contract management procedures set the process for formal City approval of VisitDallas' performance goals and the City will hire an independent third party to analyze VisitDallas performance goals and metrics.

Lastly, the draft contract does not yet specifically prohibit marketing and sponsoring events outside of Dallas. The scope in the contract does make specific references to events "within the city of Dallas with a primary focus on the KBHCCD" and it was our intent to develop a policy to enforce that. Nevertheless, staff is developing a new and more explicit provision to be added in the contract before the vote next Wednesday.

We will continue to provide updates to ensure you receive the information you request in advance of the meeting next Wednesday.

DATE November 8, 2019

SUBJECT **Agenda Item #60, November 13, 2019 - Amended & Restated VisitDallas Contract**

Should you have questions or comments, please contact me or Rosa Fleming, Director of Convention and Event Services, prior to next Wednesday.



Joey Zapata
Assistant City Manager

Attachment

c: T.C. Broadnax, City Manager
Chris Caso, City Attorney (Interim)
Mark Swann, City Auditor
Billieae Johnson, City Secretary
Preston Robinson, Administrative Judge
Kimberly Bizer Tolbert, Chief of Staff to the City Manager
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M. Elizabeth (Liz) Cedillo-Pereira, Chief of Equity and Inclusion
Directors and Assistant Directors

THE STATE OF TEXAS §
 §
COUNTY OF DALLAS §

AMENDED AND RESTATED CONTRACT BETWEEN THE CITY OF DALLAS AND THE DALLAS CONVENTION & VISITORS BUREAU DBA VISITDALLAS FOR CONVENTION AND PUBLIC EVENT FACILITY PROMOTION, ADVERTISING AND TOURISM DEVELOPMENT SERVICES

THIS AMENDED AND RESTATED CONTRACT (“Contract”) is entered into by and between the City of Dallas, a Texas municipal corporation of Dallas County, Texas (“City”), acting by and through its authorized officers, and The Dallas Convention & Visitors Bureau dba VisitDallas, a Texas nonprofit corporation, acting by and through its authorized officers (“VisitDallas”).

WITNESSETH:

WHEREAS, the City wants to continue to aggressively promote convention, arts, cultural, leisure, sports, film and destination tourism and market the city of Dallas as a major meeting site and a visitor’s destination and, to promote the use of public facilities within the city with a primary emphasis on the Kay Bailey Hutchison Convention Center Dallas (“KBHCCD”) and its abutting outdoor spaces; and

WHEREAS, Section 44-35 of the Dallas City Code, as amended, provides for a Hotel Occupancy Tax (“HOT”) and for the allocation of a portion of the City’s HOT revenues to be used for advertising and conducting solicitations and promotional programs to acquaint potential users with public meeting and convention facilities; and, for promoting convention, arts, cultural, leisure, sports, film and destination tourism and advertising of the City, either by the City or through contracts with persons or organizations selected by the City; and

WHEREAS, since September 25, 1996, VisitDallas has provided convention facility promotion, advertising and tourism development services to the City; and

WHEREAS, by Resolution No. 09-2672, the City Council authorized the transfer of the Dallas Film Commission’s functions to the City, and VisitDallas agreed to support the City’s efforts to market and promote the city of Dallas as a desirable location for the entertainment industry (i.e., film, television, digital image and others; and

WHEREAS, the City desires to return the functions of the Dallas Film Commission to VisitDallas effective upon approval of this Amended and Restated Contract; and

WHEREAS, the City desires to continue to utilize the services of VisitDallas to perform professional activities to manage and supervise the promotion, stimulation, and development of conventions and tourism in the city of Dallas; and to acquaint potential users and visitors with public meeting and convention facilities within the city, with a primary emphasis on the KBHCCD, as well as promoting the city as a convention, arts, cultural, leisure, sports, film and destination tourist attraction, notwithstanding the option of reserving the right of the City to undertake a portion of such activities which in the City’s opinion, may be necessary and convenient to its operations; and

WHEREAS, on September 9, 2015, by Resolution No. 15-1666, City Council authorized a new contract with VisitDallas for convention facility promotion, advertising and tourism development services from October 1, 2015 to September 30, 2020, as amended and restated herein in accordance with City Council resolution approved on November 13, 2019, attached hereto.

NOW THEREFORE, in consideration of the mutual covenants set forth herein, it is mutually understood and agreed as follows:

SECTION I. DEFINITIONS

City Approval: approval from the City Manager’s Office or the Director (defined herein) shall constitute City Approval.

Citywide: a single event/convention/meeting with a minimum of 2,500 room nights on peak and an executed agreement (letter of agreement, memorandum of understanding, or facility use agreement) with a City-owned Facility.

City-owned Facilities: facilities owned and/or operated by the City of Dallas including but not limited to Fair Park, the Eddie Bernice Johnson (EBJ) Union Station, City-owned cultural facilities and the American Airlines Center.

Convention Facilities: facilities that are primarily used to host conventions and meetings, which shall include, but are not limited to, the KBHCCD and Fair Park.

Dallas Convention Center Hotel: convention center hotel owned by the City of Dallas and operated by a private manager.

Dallas Film Commission: the official film commission for the greater Dallas area, is a division of the City of Dallas, Office of Economic Development until October 22, 2019, and will be transferred back to VisitDallas upon approval of this Amended and Restated Contract.

Dallas Film Commission Production Directory: provides clients and producers with information on local film, television, entertainment and creative industry professionals and support services.

Dallas Sports Commission: a division of VisitDallas and an organization that attracts, retains and supports sports entertainment events that position Dallas as a premier sports destination.

VisitDallas Annual Commitment: VisitDallas’s annual transfer for the Dallas Film Commission in consideration of transferring the functions of the Dallas Film Commission to the City through September 30, 2019. This Annual Commitment ceases upon approval of this Contract.

Director: shall mean the Director of Convention and Event Services and/or the Director of the Office of Economic Development.

Facility Use Agreement: an agreement between a client and the KBHCCD for the use of space.

Fiscal Year: a one-year period beginning October 1st and ending September 30th.

Hotel Occupancy Tax (“HOT”): a tax imposed by the City on a person who, under a lease, concession, permit, right of access, license, contract, or agreement, pays for the use or possession or for the right to the

use or possession of a room that is in a hotel, costs \$2 or more each day, and is ordinarily used for sleeping. The HOT may not exceed seven percent of the price paid for a room in a hotel or short-term rental.

Hotel Operating Agreement: the operating agreement between the Dallas Convention Center Hotel Development Corporation (DCCHDC) and Omni Hotels Management Corporation for the operation and management of the Dallas Convention Center Hotel.

Program Activity Payments: payments made directly by VisitDallas for marketing, entertainment and other costs related directly to Dallas Film Commission activities through September 30, 2019.

Room Night: one hotel room or short-term rental occupied for one night, within the city limits of Dallas.

Tourism: Persons or groups traveling to Dallas for convention, arts, cultural, sports, film, industry, leisure or destination purposes.

Tourism Public Improvement District (“TPID”) Fund: a fund managed by VisitDallas that provides services and improvements which is funded by a special assessment levied by the City on Dallas hotels with 100 or more rooms, in accordance with Section 372 of the Local Government Code.

SECTION 2. SCOPE OF WORK

A. VisitDallas Advertising, Marketing and Solicitation Services. VisitDallas agrees to market, advertise, promote and solicit through various sales programs, to acquaint potential users and prospective tourists with public meeting, arts, cultural, leisure, sports, film, destination and convention facilities and other attractions within the city of Dallas with a primary focus on the KBHCCD. The Contract shall be administered by the Director. VisitDallas shall work closely with the Director and the appropriate City officials in the performance of the services required under this Contract. VisitDallas specifically agrees to develop and administer a program for advertising, marketing, promoting and soliciting, which overall program will embody the following:

- 1) VisitDallas will solicit, arrange for, and service conventions, and publicize the city of Dallas to attract convention, arts, cultural, leisure, sports, film and destination visitors to the KBHCCD and to other City-owned facilities, including arts and cultural facilities, as directed. Notwithstanding the foregoing, the City and VisitDallas recognize that potential customer needs may be better suited to be held at another City facility or other facilities located in Dallas, Texas, including but not limited to Fair Park, the Eddie Bernice Johnson (EBJ) Union Station, City-owned cultural facilities and the American Airlines Center. In such a case, VisitDallas and the City will agree on the use or the method of marketing the competing facilities to best develop, stimulate and promote conventions and tourism within the city of Dallas;
- 2) VisitDallas will detail funding and prepare a budget, marketing plan and strategic plan by March 1st of each fiscal year for approval by the Director and for use in the development of the Convention and Event Services annually appropriated City budget and HOT allocation. VisitDallas will provide a mid-year budget adjustment in the applicable fiscal year to provide more accurate forecasts of their specific uses for:
 - (a) Administrative costs related to City staff for facilitating and assisting with conference registration and other activities
 - (b) Advertising, solicitation, and promotion activities that attract tourists and convention delegates to City-owned facilities and their vicinities

- (c) Provide marketing services to promote Dallas as an ideal destination for meetings and conventions, arts, cultural, leisure, sports, film and destination tourism
 - (d) Promotional expenses directly related to sporting events and sports-related tourism, including e-sports and other emerging competitive events
 - (e) Transportation initiatives for convention delegates
 - (f) Signage promoting and directing convention, arts, cultural, leisure, sports, film and destination tourists to City-owned facilities
 - (g) The development of metrics and performance measures for room nights, citywide bookings, personnel salary incentives and other activities included in VisitDallas strategic plan. These metrics, measures, and incentives will be presented in VisitDallas Strategic Plan prepared by March 1st annually and approved by the City
- 3) VisitDallas will develop metrics and goals annually by March 1st of each fiscal year in alignment with the City's budget process. These metrics and goals will be designed to maximize hotel room bookings and room tax revenues through conventions, meetings, events, arts, cultural, leisure, sports, film and destination tourism promotion, and will track and provide quarterly updates related to these goals no later than the 30th day of the month following the end of each quarter;
- 4) VisitDallas will maximize the utilization of all the City's convention and meeting facilities through solicitation and booking of conventions, tradeshow and meetings;
- 5) VisitDallas will maintain a membership list from within the hospitality industry and include a membership list in its annually submitted Strategic Plan;
- 6) VisitDallas will assist visitors seeking lodging accommodations, and information. VisitDallas will develop and maintain metrics and performance measures related to planned lodging accommodations by client/event; and, provide actualized reports not less than 120 days post-event completion;
- 7) VisitDallas will publish or digitize standardized informational and promotional brochures for visitors and potential visitors to Dallas. These will be outlined in VisitDallas Strategic Plan that is approved annually by the Director;
- 8) VisitDallas will personally visit and solicit customers as detailed in VisitDallas City-approved Strategic Plan, and provide an actualized list of these visits and associated costs in an end-of-year report no later than December 30th annually;
- 9) VisitDallas will design and develop displays, banners, posters, audio visual presentations and other advertising tools for use in encouraging convention planners and organizations to meet in Dallas, and promote maximum attendance of non-City residents and future events scheduled in the city of Dallas; these will be outlined in VisitDallas Strategic Plan and approved by the Director and will also be included in an end-of-year report due no later than December 30th annually detailing actualized costs;
- 10) VisitDallas will develop a consistent effective advertising/branding no less than every five years on behalf of Dallas as a convention city, to be placed in selected advertising media having proven influence with organizations seeking convention sites, and such campaign and any modifications shall be approved by the City and the City reserves the right to use such campaign and/or its likeness, without notice or permission from VisitDallas;

- 11) If the City begins utilization of the VisitDallas logo, VisitDallas will not change the logo without obtaining written consent from the City;
- 12) VisitDallas will promote the City as a convention, arts, cultural, leisure, sports, film and destination tourist and visitor destination, which shall include, but is not limited to, promoting Dallas as a desirable location for the entertainment industry. Such promotional activities will be detailed in VisitDallas Strategic Plan and will be included in an end-of-year report due no later than December 30th annually detailing actualized promotional activity;
- 13) VisitDallas will reimburse the City for the expenses involved in the convention industry promotion and sales of the KBHCCD and other City-owned facilities, as agreed to in writing prior to the expenditure by the City and the VisitDallas;
- 14) VisitDallas will transfer 0.9%, or an amount not to exceed **FIVE HUNDRED NINETY-SIX THOUSAND SIX HUNDRED NINETY AND N0/100 (\$596,690.00) DOLLARS**, from its HOT allocation and transfer such funds to the Office of Arts and Culture for fiscal year 2019-2020. Subject to state and local law requirements, as amended, such funds may be used to supplement cultural projects and historic restoration and preservation projects that directly enhance and promote tourism and the convention and hotel industry in Dallas. Eligible projects may include promotional programs to encourage tourists and convention delegates to visit preserved historic sites or museums located in the immediate vicinity of the convention center or located elsewhere in the city or its vicinity that are frequented by tourists and convention delegates;
- 15) VisitDallas will market/promote City-owned arts and cultural facilities and City supported events as venues for meetings, conventions, trade shows, or other special events. Promotional activities will be detailed in VisitDallas Strategic Plan and approved by the Director;
- 16) VisitDallas will, in keeping with the City's efforts toward advancement of diversity and inclusion, continue its marketing and sales programs related to securing multi-cultural conventions, tradeshows and activities;
- 17) VisitDallas, in cooperation with the KBHCCD and any contracted management company associated with the KBHCCD, will work to maximize the utilization of the KBHCCD consistent with the capital improvements program to continue major renovations and improvements to the KBHCCD as well as shall take all commercially reasonable steps to secure users of the KBHCCD, which may include co-signing the City's Facility Use Agreement, for the purpose of indemnifying or safeguarding such users against any and all existing or future loss liability; and
- 18) VisitDallas will continue its sports marketing program, through the Dallas Sports Commission designed to sell and market Dallas as a venue for sporting events, including e-sports and other emerging competitive events. The primary focus of the Dallas Sports Commission will be those sporting events which have a minimum impact of 750 room nights per sporting event.

B. VisitDallas Reporting Requirements. In order for the City to monitor the performance of VisitDallas, VisitDallas shall prepare and submit all data, reports and other documents as may be requested by the Director. The format and information required shall be satisfactory to the Director. Approval by the City shall not constitute nor be deemed a release of the responsibility and liability of VisitDallas, its employees, agents, associates or subcontractors for the accuracy and competency of the reports or other deliverables, information and other documents or services, nor shall such approval be deemed to be the assumption of any responsibility by the City for any defect, error or omission in the deliverables prepared

by VisitDallas, its employees, agents, associates of subcontractors. The City may review and request clarifications of VisitDallas records or documents provided to the City in compliance with these provisions. At a minimum, VisitDallas shall:

- 1) Submit an annual report of activities and results of the program for the previous year no later than 90 days after the close of the City's Fiscal Year. The report shall include, but is not limited to:
 - a. a detailed breakdown of advertising, promotion, client, Dallas Film Commission activities, marketing, and public relations activities undertaken in the preceding fiscal year
 - b. a summary of financial and citywide economic impact benefits obtained by convention, arts, cultural, leisure, sports, film or destination tourism related initiatives undertaken in the preceding fiscal year using and citing an industry-standard formula or source
 - c. a detailed breakdown of advertising and promotional activities undertaken on behalf of the KBHCCD in the preceding fiscal year
 - d. Generally Accepted Accounting Principles (GAAP) formatted financial reports pertinent to the scope of the work required by the City
- 2) Submit a completed Form 990 annually – draft by April 1st and finalized copy by May 15th;
- 3) Schedule an annual review of adopted formal procedures for expense and revenue documentation, board orientation, compensation of key leadership positions, employee incentive compensation with the Director;
- 4) Provide a quarterly report on VisitDallas's progress towards meeting their performance goals. Performance goals may include, but are not limited to the number of Citywide conventions, total room nights, and Dallas Film Commission activities, marketing, and media goals. Such performance goals shall be set by VisitDallas's Board of Directors and submitted to the Director for approval for the ensuing Fiscal Year no later than March 1st annually. Performance goals may be revised, with the approval of VisitDallas's Executive Board and the Director, based on market and unforeseen factors out of VisitDallas's control;
- 5) Meet with the City on a regularly scheduled monthly basis to discuss VisitDallas's budget, programs and services hereunder, and any adjustments or corrections required;
- 6) Provide various monthly, quarterly and annual reports, as agreed to by the Director in an industry standard format suitable for data analysis, such as Excel, including but not limited to:
 - a. Definite, tentative and actualized (consumed) room night activity.
 - b. Economic impact
 - c. Marketing report, detailing advertising, promotional, direct marketing, trade show, research, public relations, Dallas Film Commission activities, and e-marketing efforts and outcomes related to the city of Dallas, including a breakout of those efforts related to the convention center and other City-owned facilities, including City-owned cultural facilities
 - d. Sales report, including sales activity, site visits, new leads, definite and tentative and actualized bookings, lost business report with reason for loss, and planned activities;
- 7) Financial statements, bank balances, and cash flows showing updated expenditures and revenues. The monthly financial statement package including balance sheet, and statement of activities shall be maintained and presented in compliance with Generally Accepted Accounting Principles (GAAP) for non-profit corporations. Financial statements and cash flows will provide explanations for all variances of 5% or greater from the submitted budget;

- 8) Financial statements will show any revenue balances from HOT that carry forward and any earned interest based on the carry forward. Any funds not expended or obligated to an activity outlined in the Strategic Plan, Marketing or Comprehensive Plan, or annually submitted budget will be returned to the City for distribution for capital needs at the KBHCCD or other eligible activity as outlined by the ordinance;
- 9) Submit an annual budget, marketing plan, strategic plan and comprehensive program of action for the ensuing Fiscal Year no later than March 1st annually. VisitDallas will provide a mid-year budget adjustment with an updated forecast for the budget and submitted plans. The comprehensive program will be in a form which includes goals and measurable performance objectives (including a plan to attract multi- cultural/minority oriented, owned, or operated conventions, tradeshow, or meetings to the City). At a minimum, the annual budget will provide a listing of revenue and expenditures for all activities relative to this Contract; and submit a quarterly report to the Director detailing all expenditures, alignment with the submitted budget and strategic plan and variances no later than the 30th day of the month following the end of each quarter an agreed-upon GAAP standard and editable formatting, and correlate performance objective update;
- 10) Submit to the City unaudited quarterly statements (and upon request, monthly statements) of operations under this contract and audited annual statements of operations under this contract reflecting in each case receipts, disbursements and such other information as may be required to accurately disclose its operations during the preceding quarter, month or year, as the case may be, or as may be reasonably requested by the City, in such form and containing such information satisfactory to the City for approval; and
- 11) Upon request of the City or the Director, present briefings on VisitDallas's budget, activities, and performance goals.

C. Dallas Film Commission. Upon approval of this Amended and Restated Contract, the Dallas Film Commission including all functions and City of Dallas personnel shall be transferred to VisitDallas. VisitDallas will no longer be required to pay the Annual Commitment and Program Activity Payments to the City upon completion of the transition. The transition of City of Dallas personnel may span a period of up to 60 days. VisitDallas shall pay or reimburse all expenses for the transition.

D. City Approval of CPA Firm. VisitDallas shall annually submit to the City, by January 30th, for its approval (in advance of its engagement) the list of certified public accounting firms proposed by VisitDallas to be employed to prepare audited financial statements from the previous year's activities with specific details relating to use of the HOT. Such firm(s), once approved by the City, shall not require further approval during the fiscal year of engagement unless the City shall thereafter object in writing not later than thirty (30) days prior to VisitDallas's fiscal year. VisitDallas's fiscal year shall coincide with the City's Fiscal Year and begin on the first day of October of each year and shall end on the 30th day of the following September.

E. VisitDallas Budget, Marketing Plan, Strategic Plan and Comprehensive Program. All expenditures by VisitDallas for the services authorized hereunder shall be within and in accordance with the submitted and approved budget, marketing plan, strategic plan and comprehensive program, which may be a combined document with the exception of the budget, approved by the Director, and VisitDallas will be so notified in writing by the City as to the acceptance of the specific activities proposed by VisitDallas in their budget submittal, for the specific year involved. VisitDallas will submit these documents for approval by March 1st annually, and the City will respond no later than April 1st annually.

F. VISITDALLAS Bookings. VisitDallas will have the primary responsibility for marketing all of the City's convention facilities for convention and trade shows, and will have control and responsibility over all bookings more than 18 months in advance, with the following exception: any booking with the Dallas Convention Center Hotel will be for more than 24 months in advance per the city's Hotel Operating Agreement. In addition, the KBHCCD contracted management company will receive 10 exceptions (not to exceed the 24-month window) to the 18-month booking window per rolling calendar year. However, all such bookings shall be coordinated with the KBHCCD prior to commitment, and written approval of acceptance by the KBHCCD must be obtained. VisitDallas will also book conventions and trade shows into the convention facilities with less than 18 months lead time if the dates have not been confirmed to other users and upon written co-signed approval of the KBHCCD management company and the Director, which approval shall not be unreasonably withheld.

SECTION 3. HOT PAYMENTS AND VISITDALLAS CAPITAL CONTRIBUTIONS

A. Hotel Occupancy Tax. Subject to the nonexclusive option provisions in Section 9, the City shall pay VisitDallas an amount up to 30.0 percent of the City's HOT during the City's current Fiscal Year (less the net of any portion of HOT generated at the Dallas Convention Center Hotel). The HOT payments will be made monthly based on actual funds received from the state. The City will retain an amount equal to 3.0 percent of the payment due to VisitDallas per month. If VisitDallas complies with the performance goals outlined in Section 2(B)(4), then the City will pay the retainage quarterly to VisitDallas. If VisitDallas meets or exceeds their performance goals by the end of the year, then the City will pay any retainage remaining to VisitDallas. The City shall make a final determination of the actual HOT revenues received for the Fiscal Year at the close of the City's Fiscal Year. VisitDallas shall adjust its budget to reflect actual monies received.

B. Short Term Rental (STR) Hotel Occupancy Tax (HOT). The City's HOT revenues will include the collection of STR HOT received from the state.

C. Reserve Funds. At no time will VisitDallas maintain a reserve fund of Hotel Occupancy Tax. Any unexpended or unobligated HOT funds remaining at year end shall be remitted to the City. Alternatively, the Director may approve a carryforward of HOT to the following year of such excess HOT funds for specific projects or reduce VisitDallas's allocation of HOT to absorb such excess collections in the following year.

D. VisitDallas Mission. VisitDallas's primary mission under this contract is to sell, market, advertise and promote Dallas as a destination for conventions, meetings, tradeshow, and convention, arts, cultural, leisure, sports, film and destination tourism with primary emphasis on the KBHCCD and its outdoor spaces. The City retains the right subject to state and local law restrictions governing the use of HOT to amend this Contract at a future date to address any issues which may arise.

E. State and Local Law Restrictions. Notwithstanding anything contained herein, the allocation and expenditure of the HOT for the purposes as set forth in this Contract shall be subject to the state and local law restrictions governing the use of HOT.

F. Additional Capital Contributions. VisitDallas shall pay the City **FIVE HUNDRED THOUSAND AND NO/100 (\$500,000.00) DOLLARS** annually on January 1st of each of the following years: 2016-2020; and upon renewal (subject to City Council approval) on January 1st of each of the following years: 2021-2025 and 2026-2028. These funds shall be used by the City of Dallas for capital improvements at the KBHCCD or its abutting outdoor spaces, as determined by the Director. This obligation shall not be paid from Tourism Public Improvement District Funds unless such capital

improvements are authorized by the property owners by future TPID petition. The time period for performing this obligation may be extended with the written permission of the Director, for good cause shown by VisitDallas no later than March 1st of each fiscal year. Any unpaid portion of this obligation shall be due and payable to the City upon the termination or expiration of this Contract, and this obligation shall survive the termination or expiration of this Contract until the obligation is satisfied.

G. Dallas Film Commission Target Deliverables. Deliverables will be related to growing the creative economy and to impact the overall local economy while building awareness of the City. VisitDallas will create a marketing plan that identifies goals and objectives to support the success of Dallas Film Commission, create an annual report for key stakeholders that communicates the progress, impact and value of the commission, and maintain a current Dallas Film Commission Production Directory of creative resources to improve the impact the Dallas Film Commission has on the local creative economy.

H. Dallas Film Commission Revenues. VisitDallas will administer and separately account for any Dallas Film Commission funds received from external sources such as revenues derived from production companies or other vendors for advertising in the Dallas Film Commission's Production Directory or any other partnerships, membership, gifts, grants or donations.

I. Dallas Film Commission Revenue. VisitDallas shall administer the Dallas Film Commission revenues and any unexpended funds shall be held or transferred to the City and are not subject to expiration.

SECTION 4. CHANGE IN SERVICES

The promotional activities of VisitDallas shall not be limited to those set forth in **SECTION 2** above, and the City can request additional programs or modifications to the programs set forth herein; provided however, that any modification of changes in the program by the City shall take into consideration the amount agreed to in this Contract, and shall not require any additional funding. Changes in the scope of services, which in the opinion of VisitDallas and the Director would require additional funding by the City, must first be authorized in advance by resolution of the City Council.

SECTION 5. TERM

The term of this Contract is for a period of five (5) years, beginning on October 1, 2015, and ending on September 30, 2020, with one five-year renewal option and one three-year renewal option, each renewal option shall be subject to City Council approval.

SECTION 6. COMPETENT EMPLOYEES

VisitDallas hereby represents that it shall use only its employees, members or agents to undertake the work set forth herein and that such employees, members and agents shall be competent to perform the work and the promotional activities required hereunder.

SECTION 7. NOTICES

Except as otherwise provided in **Section 25**, any notice, payment, statement, or demand required or permitted to be given under this Contract by either party to the other may be effected by personal delivery in writing or by mail, postage prepaid. Mailed notices shall be addressed to the parties at the addresses

appearing below, but each party may change its address by written notice in accordance with this section. Mailed notices shall be deemed communicated as of three (3) days after mailing.

If intended for City, to: City Manager
City of Dallas
City Hall, Room 4/E North 1500 Marilla Street
Dallas, Texas 75201

with a copy to:
Director, Convention and Event Services Department
City of Dallas 650 South Griffin
Dallas, Texas 75201

If related to TPID or the Dallas Film Commission:
Office of Economic Development / Director City of Dallas
City Hall, 5C South 2/C North 1500 Marilla Street
Dallas, Texas 75201

If intended for VisitDallas or the TPID to:
President, The Dallas Convention and Visitors Bureau
325 N. St. Paul Street, Suite 700
Dallas, Texas 75201

with a copy to:
CFO, The Dallas Convention and Visitors Bureau
325 N. St. Paul Street, Suite 700
Dallas, Texas 75201

SECTION 8. OWNERSHIP OF DOCUMENTS

Upon acceptance or approval by City, all reports, information and other data, given to, prepared or assembled by VisitDallas under this Contract and other related documents or items shall become the sole property of City and shall be delivered to City, without restriction on its use. VisitDallas may make copies of any and all documents for its files. By execution of this Contract, VisitDallas hereby conveys, transfers and assigns to City, all rights under the Federal Copyright Act of 1976 (or any successor copyright statute), as amended, all common law copyrights and all other intellectual property rights acknowledged by law in the designs and data developed under this Contract. VisitDallas, its agents and employees, shall be responsible to City for any loss or damage to City documents, while they are in the possession of, or while being worked upon, by VisitDallas or anyone connected with VisitDallas. All City documents so lost or damaged shall be replaced or restored by VisitDallas at its sole expense.

SECTION 9. OPTION RESERVED

This Contract is non-exclusive and shall not be construed so as to deny the City its option to enter into a similar contract with other consultants, companies, or individuals. The City retains the right, at its option, to enter into contracts with other entities for same or similar services as enumerated herein. The City will notify VisitDallas of any required changes in VisitDallas' allocation of HOT to accommodate the transfer of services pursuant to contractual commitments with other entities and will give VisitDallas sufficient advance notice of such changes.

SECTION 10. DEFAULT BY VISITDALLAS

If VisitDallas shall fail or refuse to perform any term, covenant, or condition of the Contract and shall fail to cure such default within sixty (60) days after written notice from the City (or, for defaults not reasonably curable within 60 days, as determined in the sole discretion of the Director, within a reasonable time for the curing of such default and such reasonable time shall also be determined in the sole discretion of the Director; provided that VisitDallas promptly commences and is diligently pursuing such cure), then the City may terminate this Contract, by giving VisitDallas written notice of its election to terminate, which notice shall specify the date that all services being performed by VisitDallas hereunder shall cease.

SECTION 11. TERMINATION

Either party hereto may, at its option and without prejudice to any other remedies the parties may be entitled to at law, in equity or elsewhere under this Contract, terminate further work under this Contract in whole or in part for cause or for convenience by giving at least sixty (60) days advance written notice of termination to the other party, with the understanding that all performance being terminated shall cease as of a date to be specified in the notice. City also has the right to request that VisitDallas assign and transfer to City all of VisitDallas' rights and obligations under existing subcontracts it has to perform contract work in the event of termination under this Section. City shall compensate VisitDallas in accordance with the terms of this Contract for work properly performed prior to the date of termination specified in the notice, following inspection and acceptance of same by the Director. VisitDallas shall not however, be entitled to lost or anticipated profits should City choose to exercise its option to terminate.

SECTION 12. INDEPENDENT CONTRACTOR

VisitDallas's status shall be that of an independent contractor and not an agent servant, employee, or representative of City in the performance of the services under this Contract. VisitDallas shall exercise independent judgment in performing services under this Contract and is solely responsible for setting working hours, scheduling or prioritizing the work flow and determining how the work is to be performed. No term or provision of this Contract or act of VisitDallas in the performance of this Contract shall be construed as making VisitDallas the agent servant or employee of City, or making VisitDallas or of its employees eligible for the fringe benefits, such as retirement, insurance and worker's compensation, which City provides its employees.

SECTION 13. INDEMNITY

VISITDALLAS AGREES TO DEFEND, INDEMNIFY AND HOLD CITY, ITS OFFICERS, AGENTS AND EMPLOYEES, HARMLESS AGAINST ANY AND ALL CLAIMS, LAWSUITS, JUDGMENTS, COSTS AND EXPENSES FOR PERSONAL INJURY (INCLUDING DEATH), PROPERTY DAMAGE OR OTHER HARM FOR WHICH RECOVERY OF DAMAGES IS SOUGHT, SUFFERED BY ANY PERSON OR PERSONS, THAT MAY ARISE OUT OF OR BE OCCASIONED BY VISITDALLAS' BREACH OF ANY OF THE TERMS OR PROVISIONS OF THIS CONTRACT, OR BY ANY NEGLIGENT OR STRICTLY LIABLE ACT OR OMISSION OF VISITDALLAS, ITS OFFICERS, AGENTS, EMPLOYEES OR SUBCONSULTANTS, IN THE PERFORMANCE OF THIS CONTRACT; EXCEPT THAT THE INDEMNITY PROVIDED FOR IN THIS PARAGRAPH SHALL NOT APPLY TO ANY LIABILITY RESULTING FROM THE SOLE NEGLIGENCE OR FAULT OF CITY, ITS OFFICERS, AGENTS, EMPLOYEES OR SEPARATE CONSULTANTS, AND IN THE EVENT OF JOINT AND CONCURRING

NEGLIGENCE OR FAULT OF VISITDALLAS AND CITY, RESPONSIBILITY AND INDEMNITY, IF ANY, SHALL BE APPORTIONED IN ACCORDANCE WITH THE LAW OF THE STATE OF TEXAS, WITHOUT WAIVING ANY GOVERNMENTAL IMMUNITY AVAILABLE TO CITY UNDER TEXAS LAW AND WITHOUT WAIVING ANY DEFENSES OF THE PARTIES UNDER TEXAS LAW. THE PROVISIONS OF THIS PARAGRAPH ARE SOLELY FOR THE BENEFIT OF THE PARTIES TO THIS CONTRACT AND ARE NOT INTENDED TO CREATE OR GRANT ANY RIGHTS, CONTRACTUAL OR OTHERWISE, TO ANY OTHER PERSON OR ENTITY. VISITDALLAS AND CITY ACKNOWLEDGE AND AGREE THAT THE PROVISIONS OF THIS SECTION 13 SHALL SURVIVE THE TERMINATION OR EXPIRATION OF THE TERM OF THIS CONTRACT.

SECTION 14. INSURANCE REQUIREMENTS

A. Minimum Insurance Requirements. VisitDallas shall procure, pay for, and maintain during the term of this Contract, with a company authorized to do business in the State of Texas and otherwise acceptable to City, the minimum insurance coverage contained in **Exhibit A**, attached to and made a part of this Contract.

B. VisitDallas Liability. Approval, disapproval or failure to act by City regarding any insurance supplied by VisitDallas or its subconsultants shall not relieve VisitDallas of full responsibility or liability for damages, errors, omissions or accidents as set forth in this Contract. The bankruptcy or insolvency of VisitDallas's insurer or any denial of liability by VisitDallas's insurer shall not exonerate VisitDallas from the liability or responsibility of VisitDallas set forth in this Contract.

SECTION 15. SUBCONTRACTS

Except as provided herein, VisitDallas may not subcontract any substantial part of the performance of its duties or projects under this contract without the prior written consent of the Director. Further, the City will be represented in any evaluation of deliberations concerning awarding of sub-contracts in the amount of \$100,000 dollars or more.

In the event VisitDallas subcontracts any portion of its work under this contract, the subcontract shall be in writing between VisitDallas and the subcontractor. All such subcontracts shall be enforceable by the City in the event of a default by VisitDallas hereunder. All such subcontracts shall be maintained by VisitDallas during the period of this contract and shall allow an inspection by the City upon request.

To the extent feasible with due allowance for the subjective nature of items to be performed pursuant hereto, VisitDallas shall employ a competitive bidding process for goods and services exceeding \$100,000, for the purpose of performing its obligations under this contract, and shall award its contracts or subcontracts to the bidder offering the best quality of goods or services at the lowest possible price.

Notwithstanding the above, VisitDallas may contract with other individuals, entities, suppliers, etc. in their efforts to fulfill their mission and the scope of services identified in this contract.

SECTION 16. EQUAL EMPLOYMENT OPPORTUNITY/NONDISCRIMINATION

A. Nondiscrimination. VisitDallas shall not discriminate against any employee or applicant for employment because of race, age, color, ancestry, national origin, place of birth, religion, sex, sexual

orientation, gender identity and expression, military or veteran status, genetic characteristics, or disability unrelated to job performance. VisitDallas shall take affirmative action to ensure that applicants are employed and that employees are treated during their employment without regard to their race, age, color, ancestry, national origin, place of birth, religion, sex, sexual orientation, gender identity and expression, military or veteran status, genetic characteristics, or disability unrelated to job performance. This action shall include, but not be limited to, the following: employment, upgrading, demotion or transfer, recruitment or recruitment advertising; layoff or termination; rates of pay or other forms of compensation; and selection of training, including apprenticeship. VisitDallas shall also comply with all applicable requirements of the Americans with Disabilities Act, 42 U.S.C.A. §§12101-12213, as amended. VisitDallas agrees to post in conspicuous places a notice, available to employees and applicants, setting forth the provisions of this non-discrimination clause.

B. Equal Opportunity Employer. VisitDallas shall, in all solicitations or advertisements for employees placed by or on behalf of VisitDallas, state that all qualified applicants will receive consideration for employment without regard to race, age, color, ancestry, national origin, place of birth, religion, sex, sexual orientation, gender identity and expression, military or veteran status, genetic characteristics, or disability unrelated to job performance.

C. Reporting. VisitDallas shall furnish all information and reports required by the City Manager or his designee and shall permit the City Manager or his designee to investigate its payrolls and personnel records which pertain to current contracts with City for purposes of ascertaining compliance with this equal employment opportunity clause.

D. Compliance Reports. VisitDallas shall file compliance reports with City as may be required by the City Manager or his designee. Compliance reports must be filed within the time, must contain information as to the employment practices, policies, programs, and statistics of VisitDallas, and must be in the form that the City Manager or his designee prescribes.

E. Default. If VisitDallas fails to comply with the equal employment opportunity provisions of this Contract, it is agreed that City at its option may do either or both of the following:

- (1) Cancel, terminate or suspend this Contract in whole or in part;
- (2) Declare VisitDallas ineligible for further City contracts until it is determined to be in compliance.

F. Bid Requirements. VisitDallas shall make good faith efforts to comply with the City's Business Inclusion and Development ("BID") Plan a copy of which is available upon request. VisitDallas shall make a good faith effort to achieve participation in all contracts and expenditures by certified minority/women-owned business enterprises ("M/WBE") and meeting all reporting requirements for such.

SECTION 17. RIGHT OF REVIEW AND AUDIT

VisitDallas shall keep, retain and safeguard all records relating to this Contract or work performed sufficient to demonstrate proper expenditure of the amounts paid to it by the City, in such form and containing such information the City may request, for a minimum period of three (3) years from the date the term of this Contract expires, with full access allowed to authorized representatives of the city of Dallas, upon request, for purposes of evaluating compliance with this and other provisions of the Contract. City reserves the right to audit such records at its election at any time. Any payment, settlement, satisfaction, or release made or

provided during the course of performance of this Contract shall be subject to City's rights as may be disclosed by an audit under this section.

SECTION 18. CONFLICT OF INTEREST OF CITY EMPLOYEES

The following section of the Charter of the City of Dallas shall be one of the conditions, and a part of, the consideration of this Contract, to wit:

“CHAPTER XXII. Sec. 11. FINANCIAL INTEREST OF EMPLOYEE OR OFFICER PROHIBITED.

(a) No city official or employee shall have any financial interest, direct or indirect, in any contract with the city, or be financially interested, directly or indirectly, in the sale to the city of any land, materials, supplies or services, except on behalf of the city as a city official or employee. Any violation of this section shall constitute malfeasance in office, and any city official or employee guilty thereof shall thereby forfeit the city official's or employee's office or position with the city. Any violation of this section, with knowledge, express or implied, of the person or corporation contracting with the city shall render the contract involved voidable by the city manager or the city council.

(b) The alleged violations of this section shall be matters to be determined either by the trial board in the case of employees who have the right to appeal to the trial board, and by the city council in the case of other employees.

(c) The prohibitions of this section shall not apply to the participation by city employees in federally-funded housing programs, to the extent permitted by applicable federal or state law.

(d) This section does not apply to an ownership interest in a mutual or common investment fund that holds securities or other assets unless the person owns more than 10 percent of the value of the fund.

(e) This section does not apply to non-negotiated, form contracts for general city services or benefits if the city services or benefits are made available to the city official or employee on the same terms that they are made available to the general public.

(f) This section does not apply to a nominee or member of a city board or commission, including a city appointee to the Dallas Area Rapid Transit Board. A nominee or member of a city board or commission, including a city appointee to the Dallas Area Rapid Transit Board, must comply with any applicable conflict of interest or ethics provisions in the state law and the Dallas City Code. (Amend. of 8-12-89, Prop. No. 1; Amend. of 8-12-89, Prop. No. 15; Amend. of 11-4-14, Prop. Nos. 2 and 9)”

SECTION 19. GIFT TO PUBLIC SERVANT

City may terminate this Contract immediately if VisitDallas has offered, or agreed to confer any benefit upon a City employee or official that the City employee or official is prohibited by law from accepting. For purposes of this section, “benefit” means anything reasonably regarded as pecuniary gain or pecuniary advantage, including benefit to any other person in whose welfare the beneficiary has a direct or substantial interest, but does not include a contribution or expenditure made and reported in accordance with law. Notwithstanding any other legal remedies, City may require VisitDallas to remove any employee of VisitDallas from the Services who has violated the restrictions of this section or any similar state or federal law, and obtain reimbursement for any expenditures made as a result of the improper offer, agreement to confer, or conferring of a benefit to a City employee or official.

SECTION 20. COUNTERPARTS

This Contract may be executed in any number of counterparts, each of which shall be deemed an original and constitute one and the same instrument. If this Contract is executed in counterparts, then it shall become

fully executed only as of the execution of the last such counterpart called for by the terms of this Contract to be executed.

SECTION 21. ASSIGNMENT

This Contract provides for unique services. VisitDallas, therefore, shall not sell, assign, transfer or convey this Contract, in whole or in part, without the prior written consent of the Director.

SECTION 22. SUCCESSORS AND ASSIGNS

This Contract shall be binding upon and inure to the benefit of the parties and their respective administrators, successors and, except as otherwise provided in this Contract, their assigns.

SECTION 23. VENUE

The obligations of the parties to this Contract shall be performable in Dallas County, Texas, and if legal action is necessary in connection with or to enforce rights under this Contract, exclusive venue shall lie in Dallas County, Texas.

SECTION 24. COMPLIANCE WITH LAWS AND REGULATIONS

This Contract is entered into subject to and controlled by the Charter and ordinances of the City of Dallas, as amended, and all applicable laws, rules, and regulations of the State of Texas and the Government of the United States of America. VisitDallas shall, during the course of performance of this Contract, comply with all applicable City codes and ordinances, as amended and all applicable State and Federal laws, rules and regulations, as amended.

SECTION 25. NOTICE OF CONTRACT CLAIM

This Contract is subject to the provisions of Section 2-86 of the Dallas City Code, as amended, relating to requirements for filing a notice of a breach of contract claim against City. Section 2-86 of the Dallas City Code, as amended, is expressly incorporated by reference and made a part of this Contract as if written word for word in this Contract. VisitDallas shall comply with the requirements of this ordinance as a precondition of any claim relating to this Contract, in addition to all other requirements in this Contract related to claims and notice of claims.

SECTION 26. GOVERNING LAW

This Contract shall be governed by and construed in accordance with the laws and court decisions of the State of Texas, without regard to conflict of law or choice of law principles of Texas or of any other state.

SECTION 27. CAPTIONS

The captions to the various clauses to this Contract are for informational purposes only and shall not alter the substance of the terms and conditions of this Contract.

SECTION 28. LEGAL CONSTRUCTION

In case any one or more of the provisions contained in this Contract shall for any reason be held to be invalid, illegal, or unenforceable in any respect, such invalidity, illegality, or unenforceability shall not affect any other provision thereof and this Contract shall be considered as if such invalid, illegal, or unenforceable provision had never been contained in this Contract.

SECTION 29. ENTIRE AGREEMENT; NO ORAL MODIFICATIONS

This Contract (with all referenced Exhibits, attachments, and provisions incorporated by reference) embodies the entire agreement of both parties, superseding all oral or written previous and contemporaneous agreements between the parties relating to matters set forth in this Contract. Except as otherwise provided elsewhere in this Contract, this Contract cannot be modified without written supplemental agreement executed by both parties.

Executed and effective as of the 13th day of November 2019, by the City acting through its City Manager, authorized by City Council Resolution No. 19-_____ approved on November 13, 2019, and VisitDallas acting through their authorized officials.

APPROVED AS TO FORM:
CHRISTOPHER J. CASO
Interim City Attorney

CITY OF DALLAS
T.C. BROADNAX
City Manager

By: _____
Assistant City Attorney

By: _____
Assistant City Manager

RECOMMENDED BY DIRECTOR
Convention and Event Services

CONTRACTOR:
THE DALLAS CONVENTION & VISITORS
BUREAU dba VISITDALLAS, a Texas
nonprofit corporation

Rosa Fleming

By: _____

(Type Name & Title)

Attachments:
Authorizing Resolution Approved on November 13, 2019
Exhibit A – Insurance Requirements

VisitDallas Amended and Restated Contract Amendments

Contract Component	Major Contract Amendments – Definitions and Due Dates	Contract Section
Budget Due Date	March 1 st annually, with an opportunity for a mid-year adjustment to align with the City's budget development process	Sec. 2 (B) 9
Plan Due Date	Strategic, marketing, and goal-setting plans will be due March 1 st annually, with an opportunity for a mid-year adjustment	Sec.2 (A) 2
End-of-Year Report	December 30 th annually for a report that includes finalized data on prior fiscal year advertising, promotion, client, marketing, and other activities citywide and specifically for KBHCCD; financials and economic impact; and end-of-year financial data in GAAP format	Sec.2 (B) 1
Added reserve balance language	Request for revenue balances on HOT accounts, including carry-forwards and earned interest / recapture of reserve funds	Sec.3 (C)
Form 990	Draft on April 1st / final submittal on May 15th	Sec.2 (B) 2
Annual Review	Review of adopted formal procedures for expense and revenue documentation, board orientation, compensation of key leadership positions, employee incentive compensation	Sec.2 (B) 3
Added reporting language	Expanded the language for monthly reporting and sampling requirements to include post-event actualized room night activity, economic impact, arts / culture / cultural facilities marketing updates, financial statements with variance explanations at 5% differentials, and the provision of bank balances and cash flow statements	Sec.2 (B) 6 & 7
Added arts and culture language	VisitDallas to provide marketing services to promote Dallas as an ideal destination for meetings and conventions, arts, culture, sports, film, leisure and destination events	Sec.1 Definitions and throughout
Definition(s)	Tourism definition expanded to include convention, arts, cultural, sports, film, industry, leisure and destination	Sec.1 Definitions
Added arts and culture language for HOT allocations	Increase of 0.9% in FY20, from VisitDallas funds, for allowable HOT uses for arts, culture and preservation funding to 3.5% immediately	Sec.2 (A) 14
Creative Industries	Transition of the Dallas Film Commission (dba "Creative Industries") to VisitDallas upon approval of the Amended and Restated Contract	Sec.2 (C)
Retainage	Increased retainage from 2% to 3% held back monthly / paid quarterly based on contract compliance confirmation and data sampling (represents ~\$597k)	Sec.3 (A)

Memorandum



CITY OF DALLAS

DATE November 8, 2019

TO Honorable Mayor and Members of the City Council

SUBJECT **Sales Tax Receipts**

September 2019 sales tax receipts from the State Comptroller's Office are \$26 million, which represents the final sales tax revenue for FY 2018-19. For the full fiscal year, we budgeted \$311.6 million and total receipts are \$313.5 million. Actual receipts for the year exceeded budget by \$1.8 million or 0.6 percent. FY 2018-19 actual receipts are \$8.1 million or 2.6 percent better than FY 2017-18 actual receipts.

As you will recall, the State withheld \$5.2 million from our August 2019 distribution to recoup a prior overpayment from an out-of-state retailer for the period of July 2014 through July 2017. Additionally, the September 2019 receipts were reduced by \$3.8 million to pay off prior overpayments for which we had entered into multi-year repayment plans with the State Comptroller's Office in prior fiscal years. By making these payments from FY 2018-19 revenue, we have avoided continued reductions of our monthly revenue for the next three years when sales tax returns may not be as strong as they have been in FY 2018-19 and we will save on interest expense. We now have no outstanding payments due to the State Comptroller's Office.

FY 2018-19 revenue exceeded budget by \$1.8 million. If not for the two repayments listed above, we would have exceeded budget by \$10.8 million. Next month's receipts will be for the first month of FY 2019-20. We will continue to monitor sales tax revenue each month and keep you informed.

M. Elizabeth Reich
Chief Financial Officer

Attachment

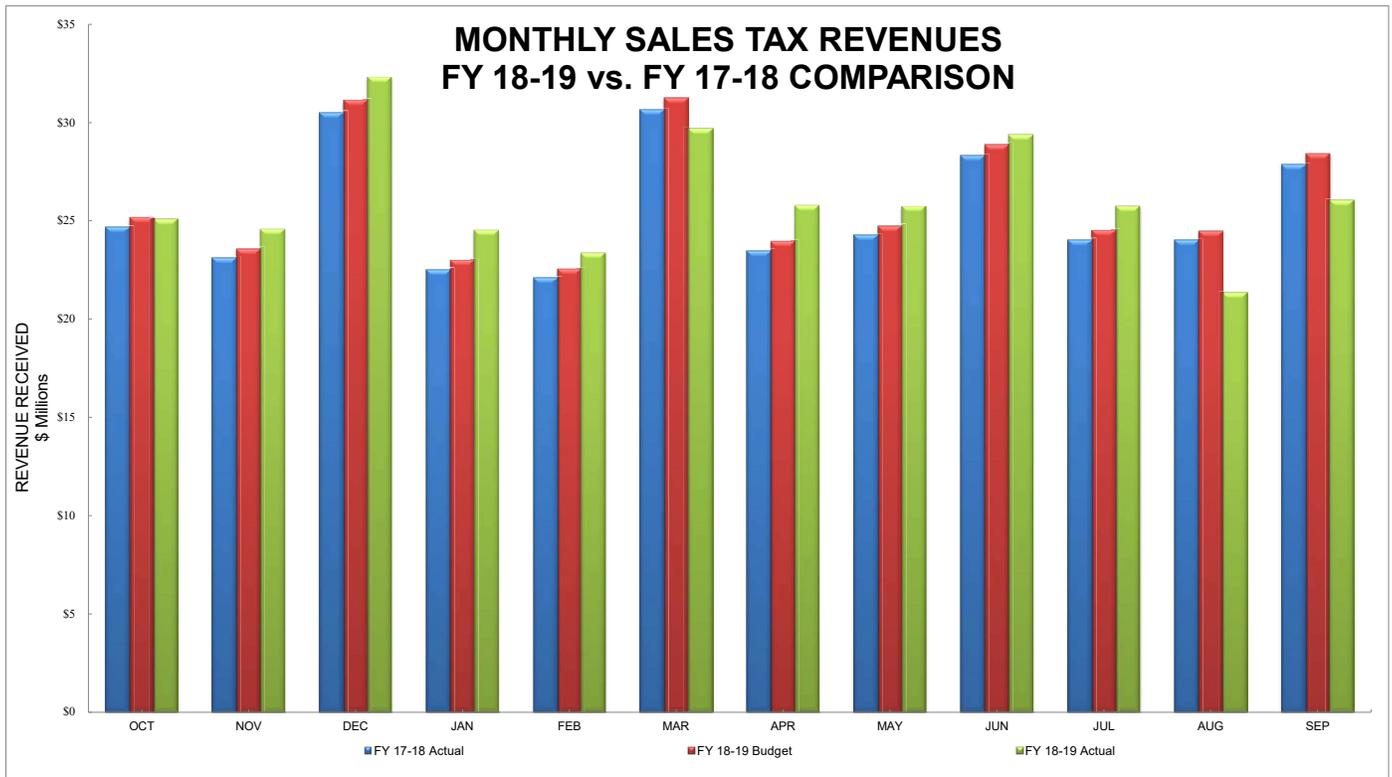
cc: T.C. Broadnax, City Manager
Chris Caso, City Attorney (Interim)
Mark Swann, City Auditor
Biliera Johnson, City Secretary
Preston Robinson, Administrative Judge
Kimberly Bizer Tolbert, Chief of Staff to the City Manager
Majed A. Al-Ghafry, Assistant City Manager

Jon Fortune, Assistant City Manager
Joey Zapata, Assistant City Manager
Nadia Chandler Hardy, Assistant City Manager and Chief Resilience Officer
Michael Mendoza, Chief of Economic Development and Neighborhood Services
Laila Aleqresh, Chief Innovation Officer
M. Elizabeth (Liz) Cedillo-Pereira, Chief of Equity and Inclusion
Directors and Assistant Directors

SALES TAX

as of September 2019

	ACTUAL FY 2017-18	BUDGET FY 2018-19	ACTUAL FY 2018-19	YTD VARIANCE FY 18-19 ACT. VS. FY 17-18		YTD VARIANCE FY 18-19 ACTUAL VS. BUDGET	
				DOLLARS	PERCENT	DOLLARS	PERCENT
OCT	\$24,658,939	\$25,163,364	\$25,049,631	\$390,692	1.6%	(\$113,733)	-0.5%
NOV	23,107,433	23,580,119	24,571,164	1,463,732	6.3%	991,045	4.2%
DEC	30,495,919	31,119,745	32,289,498	1,793,580	5.9%	1,169,754	3.8%
JAN	22,512,572	22,973,091	24,523,254	2,010,682	8.9%	1,550,163	6.7%
FEB	22,085,841	22,537,630	23,361,412	1,275,570	5.8%	823,781	3.7%
MAR	30,639,226	31,265,984	29,690,536	(948,690)	-3.1%	(1,575,448)	-5.0%
APR	23,469,135	23,949,221	25,775,135	2,306,000	9.8%	1,825,914	7.6%
MAY	24,246,315	24,742,298	25,722,682	1,476,367	6.1%	980,383	4.0%
JUN	28,316,678	28,895,925	29,391,839	1,075,161	3.8%	495,914	1.7%
JUL	24,018,891	24,510,222	25,745,004	1,726,113	7.2%	1,234,782	5.0%
AUG	23,995,432	24,486,284	21,317,027	(2,678,405)	-11.2%	(3,169,257)	-12.9%
SEP	27,851,403	28,421,132	26,023,568	(1,827,835)	-6.6%	(2,397,564)	-8.4%
TOTAL	\$305,397,783	\$311,645,016	\$313,460,750	\$8,062,967	2.6%	\$1,815,734	0.6%



Memorandum



CITY OF DALLAS

DATE November 8, 2019

TO Honorable Mayor and Members of the City Council

SUBJECT **Moody's Investors Service Credit Analysis Update Affirms City's A1 Stable Rating - INFORMATION**

On November 5, Moody's Investors Service (Moody's) released a credit opinion for the City which affirms the City's A1 stable rating. Moody's credit analysis underlines the Dallas Police and Fire Pension System's unfunded liability, noting challenges with pension reform and state law property tax amendments effective fiscal year 2021. Moody's reports, "based on our expectations of continued strong revenue growth from new construction and sales taxes, and the city's long range financial planning, these operational pressures in combination with the trajectory of the pension funds, and the need to maintain core services, will be manageable over the near term."

According to Moody's, the stable outlooks reflects, "the significantly reduced unfunded pension liability following reform of the Dallas Police and Fire Pension," "continued strong economic growth which affords ample financial flexibility," "strong new construction activity which will aid in driving revenue growth," and "the city's adequate level of operating reserves, and its enhanced fiscal management as evidenced by its implementation in the past few years of forward-planning tools, including the biennial budget and longer range financial projections."

This update from Moody's is a positive reflection on Dallas highlighted by a rapidly growing and diverse tax base anchoring the Dallas/Fort Worth metroplex, population and employment growth surpassing national averages, eight consecutive years of surpluses leading to increased reserves, the legal flexibility to adjust future pension benefits for current employees, and the continuous efforts of City leadership.

Please let me know if you need additional information.

A handwritten signature in blue ink that reads "M. Elizabeth Reich".

M. Elizabeth Reich
Chief Financial Officer

Attachment

c: T.C. Broadnax, City Manager	Jon Fortune, Assistant City Manager
Chris Caso, City Attorney (Interim)	Joey Zapata, Assistant City Manager
Mark Swann, City Auditor	Nadia Chandler Hardy, Assistant City Manager and Chief of Resilience
Biliera Johnson, City Secretary	Michael Mendoza, Chief of Economic Development & Neighborhood Services
Preston Robinson, Administrative Judge	Laila Alequresh, Chief Innovation Officer
Kimberly Bizzor Tolbert, Chief of Staff to the City Manager	M. Elizabeth (Liz) Cedillo-Pereira, Chief of Equity and Inclusion
Majed A. Al-Ghafry, Assistant City Manager	Directors and Assistant Directors

CREDIT OPINION

5 November 2019

 Rate this Research

Contacts

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CLIENT SERVICES

Americas 1-212-553-1653

Asia Pacific 852-3551-3077

Japan 81-3-5408-4100

EMEA 44-20-7772-5454

Dallas (City of) TX

Update to credit analysis

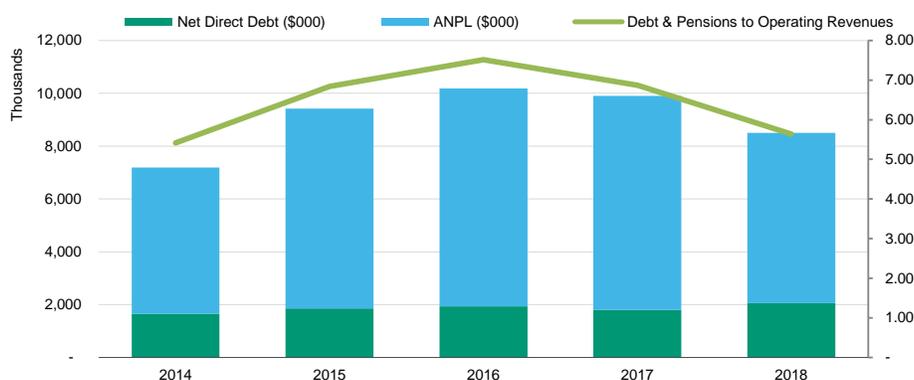
Summary

The city of Dallas (A1 stable) benefits from growing revenues stemming from strong economic development and a rapidly expanding tax base, a stable and manageable debt burden while increasing city infrastructure investment, and modestly improving yet healthy operating reserves. The city's primary credit weakness remains its poorly funded pension plans despite pension reform. The city's unfunded pension liabilities will continue growing for the foreseeable future because its statutory contribution schedule remains below our "tread water" indicator, while investment returns lag plan targets.

The costs associated with pension challenges are exacerbated by reduced revenue-raising flexibility on existing property under state law effective fiscal 2021. However, based on our expectations of continued strong revenue growth from new construction and sales taxes, and the city's long range financial planning, these operational pressures in combination with the trajectory of the pension funds, and the need to maintain core services, will be manageable over the near term.

Exhibit 1

Reduced ANPL post-reform expected to increase due to weak annual contributions and investment returns



Operating revenues include the general fund and debt service fund

Source: Moody's Investors Service, city audited financial reports

Credit strengths

- » Large, rapidly growing and diverse tax base that anchors the Dallas/Fort Worth metroplex
- » Population and employment growth that surpass national averages

- » Eight consecutive years of surpluses have increased reserves
- » Legal flexibility to further adjust pension benefits for current employees on a prospective basis

Credit challenges

- » Recent legislative reform that reduces flexibility to raise property tax revenues starting in fiscal 2021
- » Pension liabilities expected to increase from weak contributions and investment returns
- » Budgetary pressures over the medium term stemming from rising pension costs coupled with maintenance of city service and continued infrastructure investment

Rating outlook

The stable outlook reflects the significantly reduced unfunded pension liability following reform of the Dallas Police and Fire Pension (DPFP), and continued strong economic growth which affords ample financial flexibility. Despite reduced revenue-raising flexibility under new state law starting in 2021, the stable outlook considers the strong new construction activity which will aid in driving revenue growth. Additionally, the stable outlook considers the city's adequate level of operating reserves, and its enhanced fiscal management as evidenced by its implementation in the past few years of forward-planning tools, including the biennial budget and longer range financial projections.

Factors that could lead to an upgrade

- » Material reduction in Moody's Adjusted Net Pension Liability (ANPL) relative to operating reserves
- » Demonstrated balanced operations inclusive of pension funding at actuarially determined levels

Factors that could lead to a downgrade

- » Trend of pension asset accumulation that lags targets; increases to the ANPL and weakened annual contributions
- » Trend of declining operating reserves
- » Significant increase in the debt burden

This publication does not announce a credit rating action. For any credit ratings referenced in this publication, please see the ratings tab on the issuer/entity page on www.moody.com for the most updated credit rating action information and rating history.

Key indicators

Exhibit 2

Dallas, TX	2014	2015	2016	2017	2018
Economy/Tax Base					
Total Full Value (\$000)	\$87,251,522	\$93,138,211	\$100,318,937	\$110,387,629	\$118,314,678
Population	1,232,360	1,244,270	1,257,730	1,270,170	1,286,380
Full Value Per Capita	\$70,800	\$74,854	\$79,762	\$86,908	\$91,975
Median Family Income (% of US Median)	71.0%	71.1%	71.6%	72.3%	72.3%
Finances					
Operating Revenue (\$000)	\$1,327,996	\$1,377,442	\$1,355,442	\$1,441,984	\$1,506,713
Fund Balance (\$000)	\$162,886	\$195,532	\$178,987	\$224,582	\$263,690
Cash Balance (\$000)	\$155,980	\$198,819	\$187,938	\$215,589	\$245,393
Fund Balance as a % of Revenues	12.3%	14.2%	13.2%	15.6%	17.5%
Cash Balance as a % of Revenues	11.7%	14.4%	13.9%	15.0%	16.3%
Debt/Pensions					
Net Direct Debt (\$000)	\$1,656,911	\$1,854,845	\$1,933,095	\$1,804,061	\$2,057,083
3-Year Average of Moody's ANPL (\$000)	\$5,860,728	\$6,476,453	\$7,117,560	\$7,974,113	\$7,599,579
Net Direct Debt / Full Value (%)	1.9%	2.0%	1.9%	1.6%	1.7%
Net Direct Debt / Operating Revenues (x)	1.2x	1.3x	1.4x	1.3x	1.4x
Moody's - adjusted Net Pension Liability (3-yr average) to Full Value (%)	6.7%	7.0%	7.1%	7.2%	6.4%
Moody's - adjusted Net Pension Liability (3-yr average) to Revenues (x)	4.4x	4.7x	5.3x	5.5x	5.0x

Fund balance and cash balance includes general and debt service funds

Source: Moody's Investors Service, city audited financial reports

Profile

The city of Dallas is the ninth largest city in the US and the third largest city in Texas behind [Houston](#) (Aa3 stable) and [San Antonio](#) (Aaa stable). The city serves as the anchor to the Dallas-Fort Worth metroplex. The current population in Dallas is approximately 1.3 million.

Detailed credit considerations

Economy and tax base: strong economic indicators and tax base growth to continue

Dallas' tax base will continue to grow over the next several years as job creation continues to be robust, driving demand for commercial and residential property. New construction across property types will continue, though at an expected slower pace, following several years of robust new development. Additionally, residential property appreciation is positive but showing signs of slowing amid declining affordability. As of fiscal 2020, the city's tax base grew an additional 7.8% year-over-year, reaching over \$140 billion. The city's projections conservatively assume tax base growth tapers over the next five years.

Demographic and socioeconomic trends in Dallas continue to be favorable. While concerns over a national economic downturn have surfaced, employment growth in Dallas continues to be strong, outpacing state and national levels. Dallas continues to have the largest job base in the metro area, serving as a home to many fortune 500 companies, and a daytime population that increases by over 20% relative to the resident population. The unemployment rate remains low, at 3.5% as of August 2019, reflecting a very tight labor market. Professional services and construction have been important drivers of job growth, which are generally high-wage jobs; this, coupled with the tight labor market, is pushing up wages in the Dallas metro area. Most recently, [Uber Technologies](#) (B2 stable) [announced it had chosen Dallas](#) for new office space in the central business area of the city, promising to create 2,500 new high-paying jobs.

Financial operations and reserves: general fund reserves increasing despite rising public safety expenditures

The city's operating reserves have been increasing, and are expected to remain stable over the next several years supported by reserve policies, long range financial planning and continued economic growth. Longer term, the city's financial position will be challenged by balancing increasing pension and public safety expenses, as well as general costs of services, with reduced revenue-raising flexibility under [Senate Bill 2](#) (SB2).

Fiscal 2018 (ending September 30) again ended in a strong \$20 million general fund surplus, bringing available general fund reserves to \$234.8 million, or 18.5% of general fund revenues. Similar to the last several years, the city has been able to realize a surplus through revenues exceeding the budget, coupled with expenditure savings, largely from personnel vacancies. Unaudited fiscal 2019 results point to another surplus of approximately \$9 million, with officials citing strong revenue growth and personnel savings as the main drivers. The fiscal 2020-2021 biennial budget is balanced, incorporating increasing pension contributions and higher public safety salaries under a new meet and confer agreement. Notably, the city has pulled back on aggressive public safety hiring targets as recruitment and retention remains difficult, and recently conducted a staffing study in order to re-think appropriate staffing levels. The positive reported financial results are somewhat muted by persistent annual underfunding of the pension plans post pension reform. The underfunding is due to statutory and local ordinance caps on contributions, as well as investment returns which lag plan targets.

Starting in fiscal 2021, the city's property tax revenue-raising flexibility will decrease to 3.5% from 8% of revenues on existing property; new values are excluded from the annual revenue cap calculation. The city has historically not captured the previously allowable 8% property tax increase, and has been decreasing the tax rate since 2016 amid strong property value appreciation. In 2020, the tax rate will again be decreased slightly, to \$7.766 per \$1000 of AV, from \$7.767. The city's five year general fund projection conservatively assumes decreases in assessed value (AV) which bring it in line with the new legislation.

LIQUIDITY

As of fiscal 2018, total cash and investments in the general fund was up to \$216.3 million, from \$203.5 million in 2017, representing a healthy 17% of general fund revenues. Inclusive of the debt service fund, total operating funds cash stood at \$245.4 million, or 16.3% of operating revenues.

Debt and pensions: manageable debt burden; significantly improved ANPL post-reform increasing again as expected

The city's debt burden will continue to be stable and manageable as planned annual issuances are outpaced by strong tax base growth. The \$1.05 billion bond package approved in November 2017 is being issued in phases, with \$888.5 million in authorization remaining to date. The bond package represents the primary mechanism for funding improvements to aging infrastructure, and investing in new infrastructure needed to manage growth. The city maintains a debt policy which stipulates a maximum debt burden of 4% of the estimated market value of the taxable property in the city. Inclusive of accreted interest on outstanding bonds, the city has typically maintained a debt burden of approximately 2% of AV. As of fiscal 2019, the city's net direct debt totaled \$2.06 billion, or 1.5% of the fiscal 2020 AV.

DEBT STRUCTURE

All of the city's debt is fixed rate. Principal amortization is relatively rapid considering the city issues annually, with 70% of principal retired in ten years.

DEBT-RELATED DERIVATIVES

The city is not a party to any debt-related derivative agreements.

PENSIONS AND OPEB

The city is now two years into the public safety pension reform, and while reform significantly improved the pension landscape for the city, the pension burden remains elevated and is expected to increase. Annual contributions have improved, but remain below a level that would prevent the unfunded liabilities from growing. Additionally, solvency challenges remain, particularly for the Dallas Police and Fire Pension Fund (DPFP). Required accumulation of DPFP assets is highly dependent on investment returns and higher near-term contributions tied to payroll targets. Deviation from these key targets over the medium term could require further benefit changes or higher contributions, placing additional pressure on the general fund budget amid decreasing revenue-raising flexibility, as discussed.

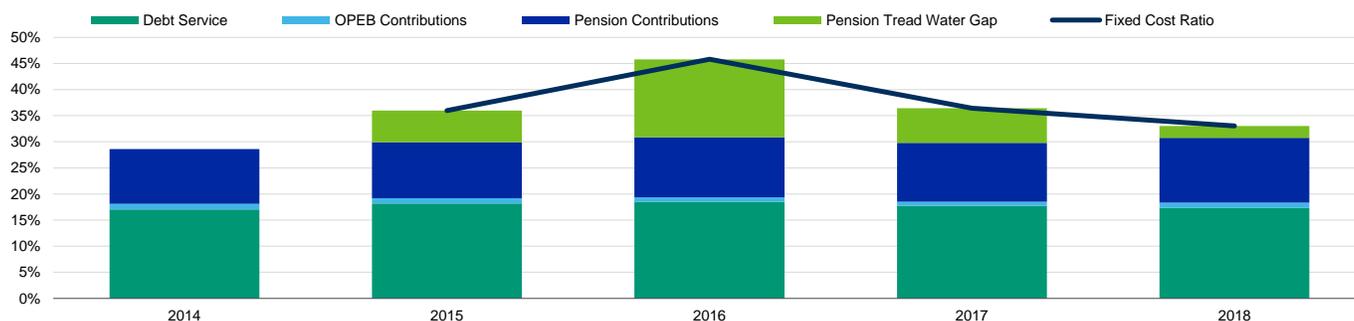
The city's adjusted net pension liability (ANPL), reflective of all three of the city's single-employer plans¹, was \$6.4 billion, or a high 4.3 times revenues. The ANPL was calculated based on a discount rate of 3.6%, while the plans assume 7.25-7.75%. The 2018 ANPL

is significantly reduced compared to 2017, as reform measures are now incorporated into reporting. As of fiscal 2017, the ANPL was a much higher \$8.1 billion, based on a rate of 4.1%, representing 5.6 times 2017 operating revenues. The city's ANPL is net of support to ERF from essential enterprises, including the water utilities and the airport.

The city's fixed costs are high, especially when considering pension contributions at a "tread water" level, though have been brought to more manageable levels post-reform. Moody's calculates fixed costs as debt service, pension contributions and retiree health benefits (OPEB) relative to operating revenues. For Dallas, fixed costs represent a high 30.8% of 2018 revenues. If contributions were at a level that would prevent the liability from growing, or treading water, the amount would need to increase by \$34.4 million, or 2.3% of 2018 operating revenues. The tread water indicator assumes all plan assumptions are met, including the high assumed rates of return. The DFPF contributions are set by statute, while the ERF's are capped by local ordinance.

Exhibit 4

City's fixed costs are high but significantly moderated post-reform



Source: Moody's Investors Service, city audited financial reports, pension plan valuation reports

The 2018 pension metrics are significantly improved for the city, bringing them to levels that are still high but closer to large city peers. However, the funding plan for DFPF, the largest of the city's plans by liability, is not without risk. Deviation from key assumptions would jeopardize the accumulation of pension assets and the amortization of the unfunded liability. Favorably, HB 3158 requires key parties to look at further needed changes after an initial 7 year period, or 2024. The plan is governed by state statute, and further changes may be made at the state level, though the reform allows some key changes to be made by the board. DFPF's unfunded liability is expected to fully amortize by 2057, based on assumptions such as a 7.25% static earnings rate and payroll that increases by at least 3.09% per year through 2037 and 2.75% thereafter.

Reaching the assumptions underlying the amortization will be a challenge, though favorably the city has the legal ability to make further changes if warranted, albeit politically challenging. In 2018, the asset position for all plans eroded, as was seen nationally for pension plans with calendar year-end dates given poor equity market performance. The ERF plan reported a -4.4% loss in its 2018 audit, while the DFPF was up 2.1% per its January 2019 valuation report, given its smaller exposure to the equity market and higher exposure to real estate. While point-in-time, the low to negative returns represent a further deviation from plan targets. Based on Moody's calculations, if DFPF were to earn 5% static returns, and increase public safety payroll by at least 3% annually, the funded status of the plan would erode significantly over the 38 year period, as assets would only marginally increase given annual benefit payments exceeding inflows, while the liability would continue to grow. However, assuming a lower 2.75% annual payroll increases, as considered by the actuary, and higher 7% compound returns but with annual volatility, the plan could run out of assets by 2039.

Management and governance: high institutional framework score

The city operates under a council-manager form of government. Dallas' city manager and CFO have worked to implement enhanced forward-thinking and strategic planning to bolster the already sophisticated financial management of the city. The political will exhibited over the course of fiscal 2017 to bring about needed reforms to the public safety pension further demonstrate the strength of the management team in place at the city.

Texas Cities have an Institutional Framework score of "Aa", which is strong. The sector's major revenue sources (property taxes and sales taxes) account for about a third of revenues each and are subject to a cap; the remaining third is derived from other fees and is not subject to a cap. Property taxes, are subject to a statutory cap of \$25 per \$1,000 of assessed values, with no more than \$15

allocated for debt. Most cities are well under the cap, and on an annual basis can increase their property tax revenues by 8% on existing property without voter approval. Most cities are at the sales tax cap for operating purposes. Unpredictable revenue fluctuations tend to be minor, or under 5% annually. Across the sector, fixed and mandated costs are generally less than 25% of expenditures and are primarily debt service expenditures. Unpredictable expenditure fluctuations tend to be minor, under 5% annually.

Rating methodology and scorecard factors

The [US Local Government General Obligation Debt](#) methodology includes a scorecard, a tool providing a composite score of a local government's credit profile based on the weighted factors we consider most important, universal and measurable, as well as possible notching factors dependent on individual credit strengths and weaknesses. Its purpose is not to determine the final rating, but rather to provide a standard platform from which to analyze and compare local government credits.

Exhibit 5

Dallas, TX

Rating Factors	Measure	Score
Economy/Tax Base (30%) ^[1]		
Tax Base Size: Full Value (in 000s)	\$140,237,632	Aaa
Full Value Per Capita	\$109,017	Aa
Median Family Income (% of US Median)	72.3%	Baa
Notching Factors: ^[2]		
Regional Economic Center		Up
Finances (30%)		
Fund Balance as a % of Revenues	17.5%	Aa
5-Year Dollar Change in Fund Balance as % of Revenues	7.9%	A
Cash Balance as a % of Revenues	16.3%	Aa
5-Year Dollar Change in Cash Balance as % of Revenues	6.9%	A
Management (20%)		
Institutional Framework	Aa	Aa
Operating History: 5-Year Average of Operating Revenues / Operating Expenditures (x)	1.0x	A
Debt and Pensions (20%)		
Net Direct Debt / Full Value (%)	1.6%	Aa
Net Direct Debt / Operating Revenues (x)	1.5x	A
3-Year Average of Moody's Adjusted Net Pension Liability / Full Value (%)	5.4%	Baa
3-Year Average of Moody's Adjusted Net Pension Liability / Operating Revenues (x)	5.0x	Baa
Notching Factors: ^[2]		
Unusually Strong or Weak Security Features (3)		Up
Other Analyst Adjustment to Debt and Pensions Factor (specify):		Down
	Scorecard-Indicated Outcome	A1
	Assigned Rating	A1

[1] Economy measures are based on data from the most recent year available

[2] Notching factors are specifically defined in the US Local Government General Obligation Debt methodology dated September 27, 2019

[3] Standardized adjustments are outlined in the GO Methodology Scorecard Updated for 2019 publication

Source: US Census Bureau, Moody's Investors Service

Endnotes

- The city participates in three single-employer systems: the Employees' Retirement Fund (ERF), DPFP, and the Supplemental Police and Fire Plan. Contribution rates for the systems are set by ordinance or statutes, and the ERF and DPFP are each managed by separate boards. In 2017, the city, DPFP and the state, were able to come to an agreement around pension reform: HB 3158 implemented sweeping changes to the DPFP plan, including reduced prospective pension benefits for current and future employees, significant reductions to DROP, including time limits to participation, ceased lump-sum withdrawals and elimination of guaranteed interest, increased statutorily required contributions from the city and the membership, and governance

changes. ERF also implemented changes in 2017, with the approval by the city council and voters in November 2016 to create a new tier of reduced pension benefits for new employees hired on or after January 1, 2017. The new tier reduces the normal cost and the pace at which pension liabilities are accrued.

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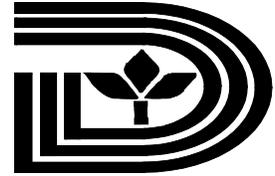
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Asia Pacific	852-3551-3077
Japan	81-3-5408-4100
EMEA	44-20-7772-5454

Memorandum



DATE November 8, 2019

CITY OF DALLAS

TO Honorable Mayor and Members of the City Council

SUBJECT **HOME Program Expenditure Deadline**

Summary

On October 22, 2019, the City received a letter from the U.S. Department of Housing and Urban Development (HUD) regarding the HOME Program Expenditure deadline date of October 31, 2019. The letter places the City on notice for deobligation of \$4,794,723.23 in unexpended HOME funds. Staff has conferred on the matter and considers the letter inaccurate. This issue will be discussed with HUD on November 13, 2019, when staff will present the following history of account adjustments and deobligations dating back to 2011.

Background

The letter provided by HUD does not include the following adjustments that restrict the City from accessing the total \$4,794,723.23.

- HUD deobligated \$1,242,443.26 on September 30, 2018 (see attached letter dated August 22, 2018);
- HUD deobligated \$636,031.50 on September 30, 2019 for unexpended 2013 Community Housing Development Organization (CHDO) program funds;
- HUD has to complete an adjustment in the amount of \$453,452.50 for eligible expenses incurred before the September 30, 2018 deadline;

In August 2019, Housing & Neighborhood Revitalization Department (Housing) expended \$1,927,125.43 on the Palladium at Redbird Project; the maximum amount available in Fiscal Year 2014 funds that were not reserved for CHDOs. The remaining \$535,670.54 was deobligated on October 31, 2019 due to a lack of CHDO eligible projects to expend the funds. In 2018-2019, several CHDO projects did not move forward due to a lack of project readiness.

In the [Council memo dated August 23, 2019](#), Housing explained the first-in-first-out (FIFO) method of accounting that HUD used prior to 2015 when it changed to grant-based accounting. Reconciliations of HOME funds in the future will be managed on an annual basis rather than FIFO basis.

DATE November 8, 2019
SUBJECT **HOME Program Expenditure Deadline**

Should you have any questions please contact David Noguera, Director of Housing and Neighborhood Revitalization at (214) 670-3619.



Michael A. Mendoza

Chief of Economic Development and Neighborhood Services

c: T.C. Broadnax, City Manager
Chris Caso, City Attorney (Interim)
Mark Swann, City Auditor
Biliera Johnson, City Secretary
Preston Robinson, Administrative Judge
Kimberly Bizer Tolbert, Chief of Staff to the City Manager
Majed A. Al-Ghafry, Assistant City Manager
Jon Fortune, Assistant City Manager

Joey Zapata, Assistant City Manager
Nadia Chandler Hardy, Assistant City Manager and Chief Resilience Officer
M. Elizabeth Reich, Chief Financial Officer
Laila Aleqresh, Chief Innovation Officer
M. Elizabeth (Liz) Cedillo-Pereira, Chief of Equity and Inclusion
Directors and Assistant Directors



RECEIVED
AUG 29 2018
OFFICE OF BUDGET

U.S. DEPARTMENT OF HOUSING AND URBAN DEVELOPMENT
Fort Worth Regional Office, Region VI
Office of Community Planning and Development
801 Cherry Street, Unit #45, Ste. 2500
Fort Worth, TX 76102
www.hud.gov

22 AUG 2018

T.C. Broadnax, City Manager
City of Dallas
Dallas City Hall, 4EN
1500 Marilla
Dallas, Texas 75201

Dear Mr. Broadnax:

SUBJECT: HOME Program Expenditure Deadline

HUD's records indicate that the City of Dallas, Texas is in danger of missing its 2018 expenditure requirement deadline, which occurs on September 30, 2018. Funds not expended by the deadline will be deobligated.

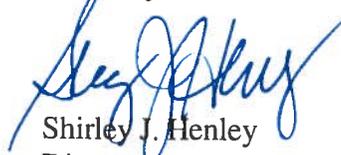
The *Consolidated Appropriations Act of 2017* (P.L. 115-141) suspends the 24-month HOME commitment requirement for deadlines that occurred or will occur in 2016 through 2020. Therefore, HUD will not enforce cumulative and grant-specific commitment requirements for deadlines in 2018. The City must continue to meet its CHDO reservation and expenditure requirements by committing an amount equal to its CHDO reservation requirement to projects owned, developed, or sponsored by CHDOs, and disbursing an amount equal to its expenditure requirement, as shown on both versions of the monthly HOME Deadline Compliance Status Reports, by no later than its deadline dates in 2018.

The HOME Program regulation requires a HOME participating jurisdiction (PJ) to expend its annual allocation of HOME funds within 5 years of receiving its HOME grant. Compliance with this requirement is based on a review of the PJ's allocations and expenditures, as reported in the Integrated Disbursement and Information System (IDIS) at the time of its deadline.

The enclosed *HOME Deadline Compliance Status Report* identifies the expenditure requirement amount for your September 30, 2018 deadlines; the total amount expended as reported in IDIS through the date of the report; and a \$1,242,443.26 expenditure requirement shortfall. This information is updated monthly on the HOME website at: www.hudexchange.info/manage-a-program/home-deadline-compliance-status-reports/ and www.hudexchange.info/programs/home/home-deadline-compliance-status-reports-grant-specific/.

HUD is providing this warning notice to the City of Dallas so that it may expend HOME funds before its upcoming deadline and enter those expenditures in IDIS to meet its deadline requirement. If you have any questions or require assistance, please contact Ms. Kristin Hadawi, Senior Community Planning and Development Representative, at (817) 978-5959 or by email at kristin.d.hadawi@hud.gov.

Sincerely,



Shirley J. Henley
Director

Enclosure

cc: Chan Williams, Assistant Director, Office of Financial Services

HOME Cumulative Deadline Compliance Status Report
Requirement Years: 2013 Disbursements
As of 07/31/2018
(sorted alphabetically by Field Office)

<u>PJ</u>	<u>+</u>	<u>Deadline Date</u>	<u>Original Allocation</u>	<u>Adjustments⁺⁺</u>	<u>Requirement Amount</u>	<u>Total C,R,orD⁺ through Deadline</u>	<u>%</u>	<u>Shortfall</u>	<u>Current Status</u>
Ft. Worth									
Abilene	D	9/30/2018	\$11,924,388.00	\$273,750.00	\$11,650,638.00	\$12,001,458.11	100.00	\$0.00	
TX									
Amarillo	D	12/31/2018	\$19,334,077.00	\$282,790.95	\$19,051,286.05	\$19,598,632.05	100.00	\$0.00	
TX									
Arlington	D	7/31/2018	\$24,928,784.00	\$0.00	\$24,928,784.00	\$25,759,775.00	100.00	\$0.00	
TX									
Dallas	D	9/30/2018	\$155,787,582.00	\$223,255.78	\$155,564,326.22	\$154,321,882.96	99.20	\$1,242,443.26	OAHP four month notice - 6/7/2018
TX									
Dallas County	D	10/31/2018	\$12,162,436.00	\$0.00	\$12,162,436.00	\$12,476,547.72	100.00	\$0.00	
TX									
Denton	D	8/31/2018	\$10,343,119.00	\$0.00	\$10,343,119.00	\$10,560,500.78	100.00	\$0.00	
TX									
El Paso	D	9/30/2018	\$83,069,979.00	\$717,928.00	\$82,352,051.00	\$82,589,925.24	100.00	\$0.00	OAHP four month notice - 6/7/2018
TX									
Fort Worth	D	9/30/2018	\$60,533,293.00	\$54,846.85	\$60,478,446.15	\$60,492,010.90	100.00	\$0.00	OAHP four month notice - 6/7/2018
TX									
Garland	D	9/30/2018	\$12,993,689.00	\$0.00	\$12,993,689.00	\$13,063,758.82	100.00	\$0.00	
TX									

+ D: Disbursements

++Adjustments could include CHDO reallocations, grant reductions, deobligations, recapture of expired funds, or waivers of deadline requirements due to Presidentially-declared disasters.

Source: Data entered by HOME Participating Jurisdictions into HUD's Integrated Disbursement and Information System (IDIS)

Tuesday, August 14, 2018

Page 27 of 93

HOME Grant-Specific Deadline Compliance Status Report
Requirement Years: 2016 CHDO Reservations, and 2016 Disbursements
As Of 7/31/2018
(sorted alphabetically by Field Office)

<u>PJ</u>	<u>+</u>	<u>Deadline</u> <u>Date</u>	<u>Original</u> <u>Allocation</u>	<u>Adjustments</u> ⁺⁺	<u>Requirement</u> <u>Amount</u>	<u>Total C,R,orD</u> ⁺ <u>through Deadline</u>	<u>%</u>	<u>Shortfall</u>	<u>Current Status</u>
Ft. Worth									
Abilene	CHDO-C	10/31/2018	\$329,092.00	\$0.00	\$49,363.80	\$0.00	0.00	\$49,363.80	FO four month letter -6/20/2018
TX	D	9/30/2024	\$329,092.00	\$0.00	\$329,092.00	\$263,384.73	80.03	\$65,707.27	
Amarillo									
	CHDO-C	12/31/2018	\$512,730.00	\$0.00	\$76,909.50	\$97,499.30	19.02	\$0.00	
TX	D	9/30/2024	\$512,730.00	\$0.00	\$512,730.00	\$243,027.54	47.40	\$269,702.46	
Arlington									
	CHDO-C	8/31/2018	\$883,432.00	\$0.00	\$132,514.80	\$145,897.00	16.51	\$0.00	
TX	D	9/30/2024	\$883,432.00	\$0.00	\$883,432.00	\$702,162.85	79.48	\$181,269.15	
Dallas									
	CHDO-C	10/31/2018	\$4,135,931.00	\$0.00	\$620,389.65	\$0.00	0.00	\$620,389.65	FO four month letter -6/20/2018
TX	D	9/30/2024	\$4,135,931.00	\$0.00	\$4,135,931.00	\$380,859.31	9.21	\$3,755,071.69	
Dallas County									
	CHDO-C	1/31/2019	\$501,783.00	\$0.00	\$75,267.45	\$0.00	0.00	\$75,267.45	
TX	D	9/30/2024	\$501,783.00	\$0.00	\$501,783.00	\$0.00	0.00	\$501,783.00	
Denton									
	CHDO-C	8/31/2018	\$348,383.00	\$0.00	\$52,257.45	\$0.00	0.00	\$52,257.45	FO one month letter -7/17/2018
TX	D	9/30/2024	\$348,383.00	\$0.00	\$348,383.00	\$46,421.85	13.32	\$301,961.15	
El Paso									
	CHDO-C	9/30/2018	\$2,014,274.00	\$0.00	\$302,141.10	\$1,463,220.10	72.64	\$0.00	
TX	D	9/30/2024	\$2,014,274.00	\$0.00	\$2,014,274.00	\$740,761.34	36.78	\$1,273,512.66	

+ CHDO-C: CHDO Reservations, D: Disbursements

Source: Data entered by HOME Participating Jurisdictions into HUD's Integrated Disbursement and Information System (IDIS)

Tuesday, August 14, 2018

Page 32 of 105



OCT 11 2019

U.S. DEPARTMENT OF HOUSING AND URBAN DEVELOPMENT
Fort Worth Regional Office, Region VI
Office of Community Planning and Development
801 Cherry Street, Unit #45, Ste. 2500
Fort Worth, TX 76102
www.hud.gov

T.C. Broadnax, City Manager
City of Dallas
Dallas City Hall, 4EN
1500 Marilla
Dallas, Texas 75201

Dear Mr. Broadnax:

SUBJECT: HOME Program Expenditure Deadline

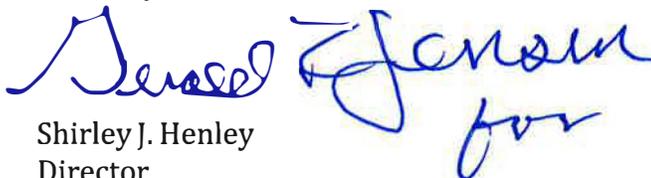
HUD's records indicate that the City of Dallas, Texas is in danger of missing its 2019 expenditure requirement deadline, which occurs on October 31, 2019. Funds not expended by the deadline will be deobligated.

The HOME Program regulation requires a HOME participating jurisdiction (PJ) to expend its annual allocation of HOME funds within 5 years of receiving its HOME grant. Compliance with this requirement is based on a review of the PJ's allocations and expenditures, as reported in the Integrated Disbursement and Information System (IDIS) at the time of its deadline.

The enclosed *HOME Deadline Compliance Status Report* identifies the expenditure requirement amount for your October 31, 2019 deadline; the total amount expended as reported in IDIS through the date of the report; and a \$4,794,723.23 expenditure requirement shortfall. This information is updated monthly on the HOME website at: www.hudexchange.info/manage-a-program/home-deadline-compliance-status-reports/ and www.hudexchange.info/programs/home/home-deadline-compliance-status-reports-grant-specific/.

HUD is providing this warning notice to the city so that it may expend HOME funds before its upcoming deadline and enter those expenditures in IDIS to meet its deadline requirement. If you have any questions or require assistance, please contact Jerry Jensen, Program Manager, at (817) 978-5940, or by email at Gerald.r.jensen@hud.gov.

Sincerely,


Shirley J. Henley
Director

Enclosure

cc: Chan Williams, Assistant Director, Office of Budget/Grant Administration

HOME Cumulative Deadline Compliance Status Report
Requirement Years: 2014 Disbursements
As of 9/30/2019
(sorted alphabetically by Field Office)

<u>PJ</u>	<u>±</u>	<u>Deadline Date</u>	<u>Original Allocation</u>	<u>Adjustments⁺⁺</u>	<u>Requirement Amount</u>	<u>Total C.R.orD⁺ through Deadline</u>	<u>%</u>	<u>Shortfall</u>	<u>Current Status</u>
Ft. Worth									
Abilene	D	10/31/2019	\$12,294,256.00	\$273,750.00	\$12,020,506.00	\$12,051,708.11	100.00	\$0.00	
TX									
Amarillo	D	10/31/2019	\$19,881,423.00	\$282,790.95	\$19,598,632.05	\$19,598,632.05	100.00	\$0.00	
TX									
Arlington	D	7/31/2019	\$25,860,069.00	\$0.00	\$25,860,069.00	\$25,860,069.00	100.00	\$0.00	
TX									
Dallas	D	10/31/2019	\$160,153,400.00	\$223,255.78	\$159,930,144.22	\$155,135,420.99	97.00	\$4,794,723.23	OAHP four month notice - 6/27/2019
TX									
Dallas County	D	10/31/2019	\$12,761,170.00	\$0.00	\$12,761,170.00	\$12,760,670.00	100.00	\$500.00	OAHP four month notice - 6/27/2019
TX									
Denton	D	7/31/2019	\$10,714,214.00	\$0.00	\$10,714,214.00	\$10,714,198.84	100.00	\$15.16	<\$1,000 (no deobligation necessary)
TX									
El Paso	D	8/31/2019	\$85,333,683.00	\$717,928.00	\$84,615,755.00	\$84,615,755.00	100.00	\$0.00	FO one month letter -7/19/2019
TX									
Fort Worth	D	10/31/2019	\$62,676,676.00	\$54,846.85	\$62,621,829.15	\$62,559,412.32	99.90	\$62,416.83	OAHP four month notice - 6/27/2019
TX									
Garland	D	10/31/2019	\$13,495,081.00	\$0.00	\$13,495,081.00	\$13,495,075.72	100.00	\$5.28	OAHP four month notice - 6/27/2019
TX									

+ D: Disbursements

++Adjustments could include CHDO reallocations, grant reductions, deobligations, recapture of expired funds, or waivers of deadline requirements due to Presidentially-declared disasters.

Source: Data entered by HOME Participating Jurisdictions into HUD's Integrated Disbursement and Information System (IDIS)

Thursday, October 03, 2019

Memorandum



CITY OF DALLAS

DATE November 8, 2019

TO Honorable Mayor and Members of the City Council

SUBJECT **Housing Policy Fiscal Year 2020 Workplan Priorities**

This memo addresses questions raised during the Housing and Homelessness Solutions Committee Briefing on November 5, 2019 regarding the program funding sources, amounts and benefits of Housing Policy Workplan Priorities for FY20.

Summary

Councilmember Kleinman requested additional details on the Comprehensive Housing Policy Overview briefing to make more informed decisions on the FY20 Workplan Priorities. This memo and attachment address the requests made. Staff responses are provided in the form of a list of approved, in progress and future programs, tools, strategies, cost, and benefit information.

Housing Staff created a spreadsheet that identifies each program/policy. It itemizes its respective funding source, funding amount, cost per unit, benefit and production timeline to assist the committee setting prioritizing.

The attached spreadsheet addresses the following:

Funding sources have been listed for all approved programs, tools and strategies and it should be noted that some programs and policies do not have a funding source but are being developed by Housing Staff, these are listed as n/a. TBD is used for programs and policies still under development.

Funding amount has been rounded up, and if a program provides a waiver, or other discount it is listed as Revenue Foregone, or Revenue Neutral. Some programs / policies say depends on project as the amount of funding depends on unit mix, AMFI mix and other variables. TBD is used for programs and policies still under development.

Cost per unit has been indicated per program guidelines and TBD is used for programs and policies still under development.

Benefit has been summed in to be as concise as possible. Each program / policy is intended to support other programs / policies.

Timing / Expected Production is still under development as most of the programs /policies are recent and need more time to study the production capability. TBD is used for programs and policies still under development.

DATE November 8, 2019
SUBJECT **Housing Policy Fiscal Year 2020 Workplan Priorities**

To fully understand the fiscal and production impact of each program, tool, and strategy, Housing Staff will work to conduct the research. The development of each product can take anywhere from 3 to 12 months depending on the complexity of program, tool, strategy, and the availability of funding.

Should you have any questions, please contact David Noguera, Director of Housing and Neighborhood Vitalization at 214-670-3619.



Michael Mendoza
Chief of Economic Development and Neighborhood Services

Attachments

PDF Spreadsheet of Housing Program Funding Sources

c: T.C. Broadnax, City Manager
Chris Caso, City Attorney (Interim)
Mark Swann, City Auditor
Billieae Johnson, City Secretary
Preston Robinson, Administrative Judge
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M. Elizabeth (Liz) Cedillo-Pereira, Chief of Equity and Inclusion
Directors and Assistant Directors

Housing & Neighborhood Revitalization Department

As of November 5, 2019

Approved Programs, Tools & Strategies	Funding Source	Funding Amount	Cost Per Unit	Benefit	Timing/expected production
Dallas Homebuyer Assistance Program (DHAP)	CDBG/HOME	\$2.5M/\$767k	up to \$40k - if High Opp up to \$60k	Aligns with CHP goals - provides down payment assistance	~45 units this year
Mixed Income Housing Development Bonuses	n/a	revenue neutral	n/a	Mixed income housing at no additional cost to city	new program
New Construction and Substantial Rehabilitation Program	HOME/CDBG	\$4.8M/\$500k	Depends on project; CHP contains per/unit subsidy limits	Incentivizes development/preservation of affordable housing through long-term, low interest loans	~95 units this year
Housing Tax Credits	TDHCA	revenue neutral	City may choose to provide subsidy, but not obligated to	Investor equity to subsidize affordable housing production	depends on project
Accessory Dwelling Units	n/a	revenue neutral	n/a	Allows for greater density and affordable housing with a smaller footprint	new program
Home Improvement and Preservation Program (HIPP)	CDBG/General Funds	\$4.5M/\$1.5 mil	up to \$40k for repairs (greater if home is reconstructed)	Affordable housing preservation + equity building for family	re-opened 11/4/2019
Land Transfer Program	n/a	revenue foregone	n/a	Incentivizes development of affordable housing by reducing development costs	new program
Title Clearing Pilot Program	General funds	\$200,000	~\$1,500 per title	Marketable title, leading to home repair, home sales, generational wealth, etc.	new program
Park Land Dedication Fee Waiver	n/a	revenue foregone	\$762 per unit for Single Family - other \$ per unit for other typologies	Incentivizes development of affordable housing by reducing development costs	new program
Urban Land Bank Demonstration Program	GO Bonds/DHADC revenue	\$1.5M/\$223k	~\$5,000	Incentivizes development of affordable housing by reducing development costs	~150 this year

In Process Policy / Programs	Funding Source	Funding Amount	Cost Per Unit	Benefit	Timing/expected production
Public Facilities Corporations	n/a	revenue foregone	depends on project scale and need	Tax exemption on life of project	future Council review
Designation of Community Land Trusts	n/a	revenue foregone	depends on resale formula and deed restriction	Incentizes long-term housing affordability through reduced property tax assessments	future Council review

Residential Neighborhood Empowerment Zones	TBD/Housing Trust Fund	TBD	Up to 15k in development fees reimbursed per home; ~\$10,000 lost revenue over 10 years per home	Home repairs on existing affordable homes and new affordable homes on currently vacant lots; potential for fewer code liens.	future Council review
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Future Programs, Tools & Strategies	Funding Source	Funding Amount	Cost Per Unit	Benefit	Timing/expected production
Dallas Tomorrow Fund	Dallas Tomorrow Fund	\$500k/yr	up to \$20k	Assist homeowners who can not afford to correct code violations	TBD
Neighborhood Revitalization Strategy Areas (NRSA)	n/a	TBD	TBD	focus areas of affordable housing production	TBD
Non-contiguous TIF District	n/a	TBD	TBD	allow for funding affordable units	TBD
Homestead Preservation Districts	n/a	TBD	TBD	allow City to incentivize the development and preservation of affordable housing	TBD
Voucher Sublease Program	n/a	TBD	TBD	incentivizes landlords to accept vouchers	TBD
Affordable Housing Unit Online Portal	TBD	TBD	TBD	Helps households locate available affordable housing units	TBD
Tenant Rights/Relocation Ordinance	TBD	TBD	TBD	address housing instability	TBD
Targeted Home Repair	Equity Fund	TBD	TBD	align rehab with other tools - preserve affordability + equity building	TBD

Potential Policies / Programs	Funding Source	Funding Amount	Cost Per Unit	Benefit	Timing/expected production
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Single Family / Multifamily

NOFA Process Review	n/a	TBD	TBD	review and refine process for next round	TBD
Fee in Lieu / Amend 20A-4.1	TBD	TBD - Consultant to assist	TBD	Allow for developers to pay fee to offset development cost instead of building onsite affordable units	TBD
Expedited Process for Housing with price point \$250-350k	TBD	TBD	TBD	focus on middle market housing incentive	TBD
SF Zoning Bonus with resale formula	n/a	TBD	TBD	allow for greater density while ensuring long term affordability	TBD
Small lot SF zoning	n/a	TBD	TBD	allow for smaller thus lower cost units as affordable approach	TBD

Neighborhood Investment

Infrastructure Investment	TBD	TBD	TBD	offset cost of development to make affordable unit production easier	TBD
TOD ID/zoning analysis	TBD	TBD	TBD	allow for proper unit mix closer to transit	TBD
Affordability Preservation					
Mobile Home research	n/a	TBD	TBD	mobile homes are considered the best affordable option but loose appreciation quickly	TBD
Tiny Homes	n/a	TBD	TBD	smaller footprint housing may be less expensive to produce	TBD
ADU - "opt out" / financing	TBD	TBD	TBD	support more density and smaller affordable housing	TBD
Burdened loans assistance	TBD	TBD	TBD	assist families with predatory loans	TBD
Update Fair Housing Review Form	CDBG	TBD - Consultant to assist	TBD	make sure form is efficient and effective	TBD
Funding / Supporting Actions					
Housing voucher analysis	TBD	TBD - Consultant to assist	TBD	explore best use of vouchers	TBD
Review federal and state funding	n/a	TBD	TBD	review that all sources are being tapped into	TBD
Additional land repurpose tools	n/a	TBD	TBD	continue to add to the toolbox	TBD
Legislative agenda	n/a	TBD	TBD	advocate for changes that create barriers to affordable housing production and preservation	TBD
Marketable housing certificate	TBD	TBD	TBD	explore new system for market-based approach to affordable housing production	TBD

Memorandum



CITY OF DALLAS

DATE November 08, 2019

TO Honorable Mayor and Members of the City Council

SUBJECT **M/WBE Participation for November 13, 2019 Council Agenda**

It is the mission of the Office of Business Diversity to ensure non-discriminatory practices and eliminate barriers while resourcing businesses to the next step in their business life cycle. The policy of the City of Dallas is to use qualified Minority and Women-owned Business Enterprises (M/WBEs) to the greatest extent feasible on the City's construction, procurement, and professional services contracts. For your information, staff is providing you with the summary below of M/WBE participation for the voting items scheduled for the November 13, 2019 City Council Agenda. The total contract award amount, consisting of 24 agenda items is \$55.5M. **M/WBE is applicable to 16 of the 24 agenda items. For these items, construction and architectural and engineering items total \$6.9M with an overall M/WBE participation of \$2.4M or 34.65%, while goods and services items total \$48.6M with an overall M/WBE participation of \$7.7M or 20.19%.**

As a reminder, the current M/WBE goals are:

Architecture & Engineering	Construction	Professional Services	Other Services	Goods
25.66%	25.00%	36.30%	23.80%	18.00%

2017 Bond Program – November 13th Council Agenda

The Office of Business Diversity continues to work diligently with the Bond Program Office to ensure, not only that the M/WBE goals are met, but to also include diverse teams on the bond program projects. This agenda includes five agenda items that are funded by 2017 bond funds. **These five items total \$3.9M with an overall M/WBE participation of \$1.5M or 40.04%.**

Highlighted Items:

Minor Home Repair Program - CDBG Funds

Agenda Item No. 15 Authorize three one-year subrecipient agreements with the option of two additional one-year extensions in the amount of \$264K with (1) Jubilee Park & Community Center Corporation - \$91,666.67; (2) Dallas Area Habitat for Humanity, Inc. - \$ 33,333.33; and (3) St. Phillip's School and Community Center - \$138,888.89, to implement the Minor Home Repair Program - Total not to exceed \$263,888.89 - Financing: Community Development Block Grant Fund. **The Business Inclusion and Development Plan does not apply to contracts with non-profits. The Office of Business Diversity will continue to work with the Housing Department to ensure continued contracting participation for minority and women-owned contractors.**

Thoroughfare Improvement Project

Agenda Item No. 16 Authorize a professional services contract in the amount of \$706K for the engineering design of a thoroughfare improvement project on Commerce Street. **This item includes participation from four M/WBE vendors resulting in \$215K participation or 30.40% M/WBE participation on a 25.66% goal.**

DATE
SUBJECT

November 08, 2019
November 13, 2019 Council Agenda M/WBE Participation Overview

Electromagnetic Gates and Field Fence Installation and Maintenance

Agenda Item No. 34 Authorize a three-year service price agreement in the amount of \$5.2M for the purchase, installation, and maintenance of electromagnetic gates and field fence for the Department of Aviation. **This item includes participation from three M/WBE vendors resulting in \$3.0M participation or 50.21% M/WBE participation on a 23.80% goal.**

Renovations at Bachman Recreation Center

Agenda Item No. 47 Authorize a contract in the amount of \$2.2M for the renovations at Bachman Recreation Center located at 2750 Bachman Drive. **This item includes participation from nine M/WBE vendors resulting in \$957K participation or 43.81% M/WBE participation on a 25.00% goal.**

Singing Hills Recreation Center

Agenda Item No. 50 Authorize an increase in the construction services contract in the amount of \$447K to add increased scope of work at Singing Hills Replacement Recreation Center. **This item includes participation from two M/WBE vendors resulting in \$157K participation or 35.03% M/WBE participation on a 25.00% goal.**

Please feel free to contact me if you have any questions or should you require additional information.



Zarin D. Gracey
Director
Office of Business Diversity

- c: T.C. Broadnax, City Manager
- Chris Caso, City Attorney (Interim)
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Memorandum



CITY OF DALLAS

DATE November 8, 2019

TO Honorable Mayor and Members of the City Council

SUBJECT **City License Applications**

Attached is a list of the most recent Dance Hall, Sexual Oriented Business, Billiard Hall, and/or Amusement Center license applications received for the week of October 28, 2019 – November 1, 2019 by the Criminal Investigation Bureau Licensing Squad of the Dallas Police Department.

Please have your staff contact Major Michael Igo, at (214) 670-4811 and/or by email at michael.igo@dallascityhall.com should you need further information.

A handwritten signature in cursive script that reads "Jon Fortune".

Jon Fortune
Assistant City Manager

c: Chris Caso, City Attorney (Interim)
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WEEKLY APPLICATION LOG REPORT

DISTRICT	NAME OF BUSINESS	STREET ADDRESS	TYPE OF LICENSE	DATE OF APPLICATION	STATUS (RENEWAL/NEW)	APPLICANT NAME
D4	MJ'S	3939 S. POLK ST.	AC	10/29/2019	NEW	MELISSA JOHNSON
D10	PT'S MENS CLUB	10601 PLANO RD.	SOB	11/1/2019	RENEWAL	NICK MEHMETI

License Definitions:

- DH - Class "A" -Dance Hall - Dancing Permitted 3 Days Or More A Week
- DH - Class "B" Dance Hall - Dancing Permitted Less Than Three Days a Week
- DH - Class "C"Dance Hall - Dancing Scheduled One Day At A Time
- DH - Class "E" Dance Hall - Dancing Permitted Seven Days A Week for Persons Age 14 through Age 18 Only
- LH - Late Hours Permit - Can Operate A Dance Hall Until 4:00
- BH - Billiard Hall - Billiards Are Played
- SOB - Sexually Oriented Business - Adult Arcade / Adult Book/Video Store / Adult Cabaret / Adult Adult Theater / Escort Agency / Nude Model Studio
- AC - Amusement Center