

# Memorandum



CITY OF DALLAS

DATE September 11, 2009

TO Members of the Transportation and Environment Committee: Linda Koop, Chair; Sheffie Kadane, Vice-Chair; Jerry R. Allen; Tennell Atkins; Carolyn R. Davis; Vonciel Jones Hill; Angela Hunt; Delia Jasso; Pauline Medrano; Ron Natinsky

SUBJECT Love Field Modernization Program – Bond Financing Preparations

Attached is the briefing entitled, "Love Field Modernization Program—Bond Financing Preparations" that will be presented to you on September 15, 2009.

Please contact me if you need additional information.

A handwritten signature in black ink, appearing to read 'A.C. Gonzalez', written over a horizontal line.

A.C. González  
Assistant City Manager

- c: Honorable Mayor and Members of the City Council  
Mary K. Suhm, City Manager  
Thomas P. Perkins, Jr., City Attorney  
Deborah Watkins, City Secretary  
Craig Kinton, City Auditor  
Judge C. Victor Lander, Administrative Judge  
Ryan S. Evans, First Assistant City Manager  
Jill A. Jordan, P.E., Assistant City Manager  
Forest E. Turner, Assistant City Manager  
David K. Cook, Chief Financial Officer  
Jeanne Chipperfield, Director, Budget and Management Services  
Edward Scott, Director, Controller's Office  
Helena Stevens-Thompson, Assistant to the City Manager - Council Office  
Daniel T. Weber, Director, Department of Aviation

# Love Field Modernization Program Bond Financing Preparations

Briefing to the  
Transportation and Environment Committee

Department of Aviation  
September 15, 2009



# Briefing Objectives

- Love Field Modernization Program (LFMP)  
General Status Update
- Review & Update Funding/Financing Plan for  
Proposed Bond Sale in Dec 09 – Feb 10 Time  
Frame
- Next Steps & Recommendation

# LFMP General Update

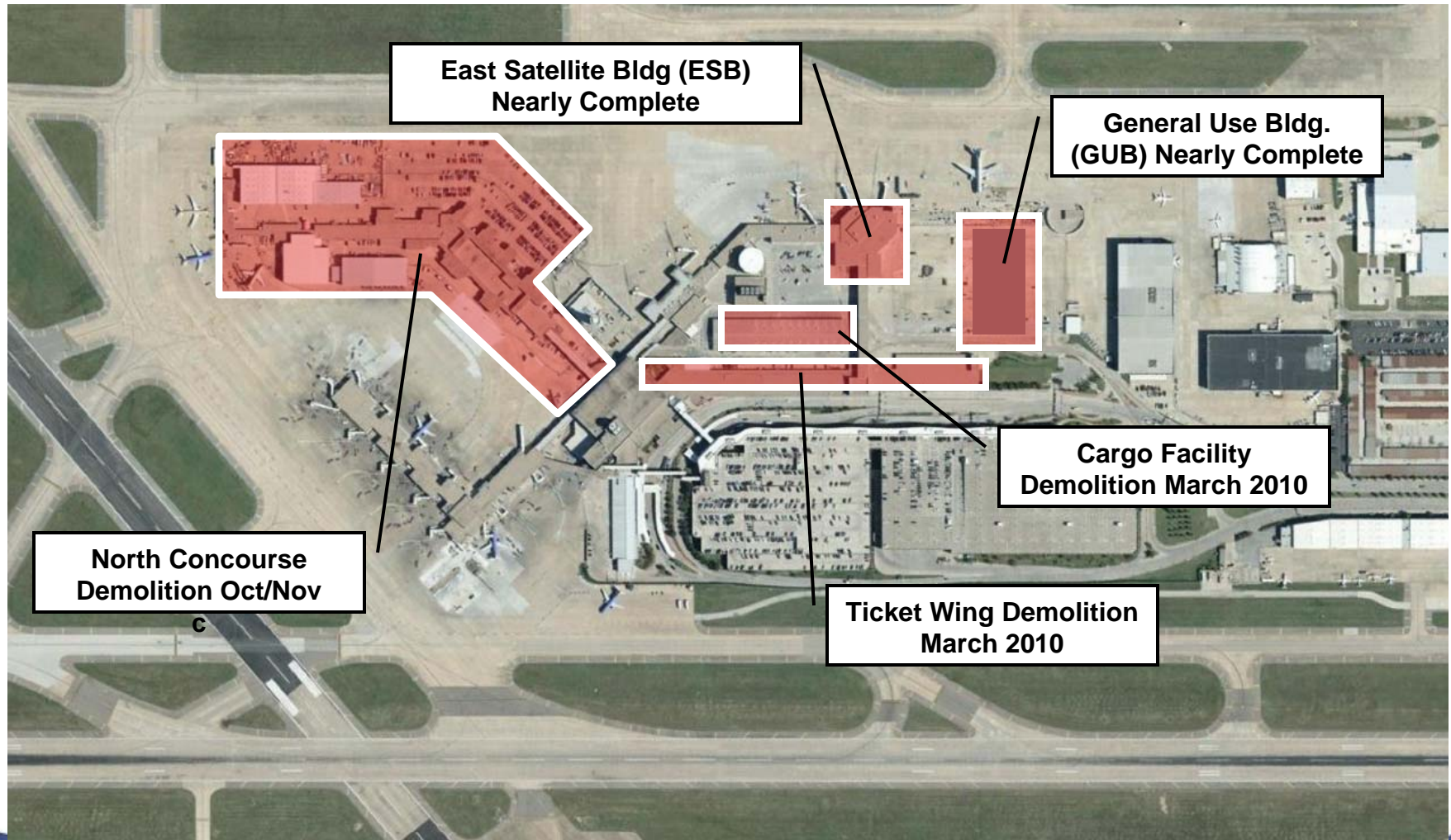
- LFMP Major Objectives
  - Update Love Field facilities
  - Collaborate with Southwest Airlines to develop program
  
- Project overview
  - Terminal Facilities
    - 20 gates in a single 455,000 SF concourse
    - 887,000 SF overall terminal size
    - Concession space to approximately double in size
    - Improve passenger experience, processing, walking distances
  - Apron & Fuel System
    - Improved aircraft circulation efficiency
  - Terminal Roadway
    - Improved capacity and efficiency

# LFMP General Update

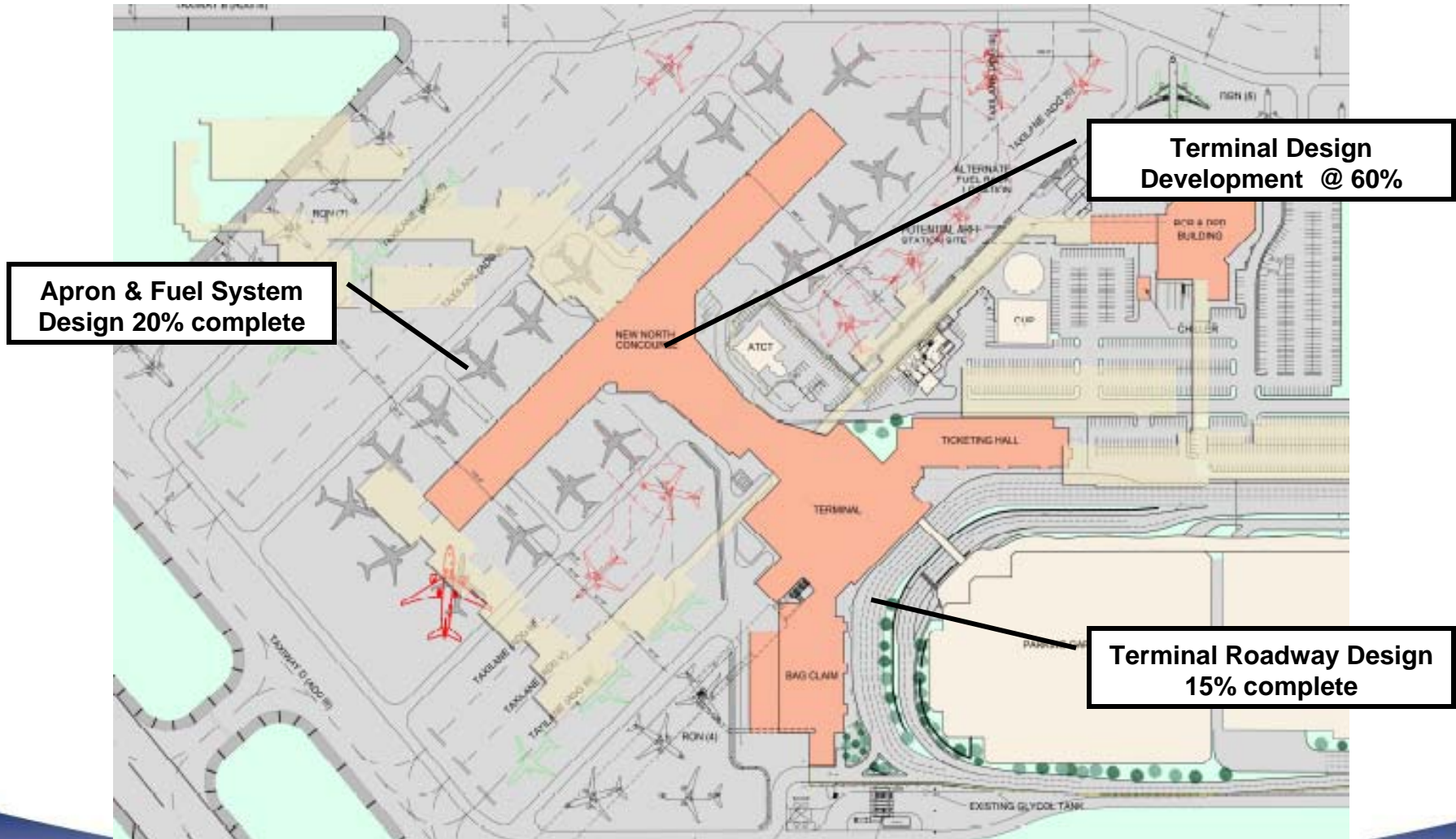


- This briefing does NOT include:
  - People Mover connector to DART Green Line (Love Field Station)
    - Currently in Schematic Design Phase for Automated People Mover (APM)
      - Based on \$250M budget option briefed Dec 2008
      - Anticipated funding – Passenger Facility Charge (PFC), Airport Revenues (airline rate base)
    - Update briefing based on Schematic Design in Dec 2009
  - Rolling CIP (Capital Improvement Program)
    - On-going program of upgrades, rehabs, reconstructions of various runway, taxiway, apron pavements and other facilities at all 3 AVI facilities
    - Major capital equipment acquisitions, replacements
    - Potential upgrade of Cedar Springs-Mockingbird intersection (2001 Master Plan recommendation)
    - Potential Consolidated Car Rental (CONRAC) facility
    - Potential employee / remote public parking facility
    - Briefings as needed

# Near-Term Activities



# New Facilities Design Progress



# Upcoming Milestones

- Construction Manager Pre-construction Report – Sept 2009
  - Input on construction Cost, Phasing and Schedule for Design Team consideration
  
- Design Development Plans Delivered for LFMP Steering Committee Review – Oct 2009
  - Update Budget, Schedule, Scope
    - Any material changes to budget, schedule or scope, as presented in approved Term Sheet, require City Council approval



# Other Program Aspirations

- Business Inclusion & Development (BID) Plan
  - Objectives
    - Involve M/WBE firms through outreach efforts
    - Assist M/WBE firms in bidding requirements
    - Encourage growth & development of M/WBE firms
  - Managed for the LFMP by K Strategies, coordinating with BDPS
  - Current Initiatives
    - Outreach single point of contact
    - Educational Outreach Workshops & Vendor Training Classes
    - One-on-one support to vendors
    - Resource database of area M/WBEs & DBEs
    - Assist with M/WBE & DBE certification process
    - M/WBE & DBE website management
    - Newsletters

# Other Program Aspirations

– Other planned Initiatives

- Insurance assistance programs (CCIP)
- Bonding assistance programs (Subguard)
- Financial assistance (investigating bridge financing opportunities with local banks)

- BID (M/WBE) Participation through approx 9% of budget

<b>M/W/DBE Contracts</b>				
<b>Categories</b>	<b>Prime Contracts</b>	<b>M/W/DBE Contracts</b>	<b>M/W/DBE Goals</b>	<b>M/W/DBE % Achieved</b>
Architecture & Design	\$22,805,110.96	\$6,228,001.62	25.66%	27.31%
Construction	\$24,847,716.95	\$7,931,751.34	25%	31.92%
Goods	\$285,536.72	\$159,630.92	18%	55.91%
Total To Date	\$47,938,364.63	\$14,319,383.88	N/A	29.87%

# Other Program Aspirations

- LEED Silver Certification
  - Registered LEED-NC Version 2.2 April 21, 2009
  - Preliminary estimated point total – 69
    - Silver certificate requires 33-38 points
  - Independent Commissioning Agent selected

# Funding/Financing Plan

- Objectives
  - Provide sufficient funding for terminal improvements
  - Create multiple funding sources
  - Share risks with airport partners
- Love Field Airport Modernization Corporation (LFAMC) Local Government Corporation
  - Created by City Council June 2008
  - Enables Southwest to manage LFMP
  - Provides financing using Southwest credit

# Funding/Financing Plan

- Funding Strategy – 4 Elements
  - Maximize federal grants
  - PFC to match grants and supplement debt service requirements
  - Aviation Capital Fund supported by revenues from airline rates & charges
  - Finance remaining program cost with Special Facility Bonds
    - Issued by LFAMC, with City Council approval
    - Southwest contractually obligated to pay all debt service

# Preliminary Program Funding

## SUMMARY OF LFMP PROGRAM FUNDING Dallas Love Field

Project	PROGRAM COSTS	PROGRAM FUNDING					
		Southwest Funding	AIP Funding	TSA Funding	PAYGO PFC Resources	City (DOA) Equity Funding	Net Project Costs Financed
Southwest Enabling Projects	\$23,350,000	\$23,350,000	\$0	\$0	\$0	\$0	\$0
Relocations	560,000	0	0	0	0	0	560,000
Demolitions	19,892,000	0	0	0	0	0	19,892,000
Airfield Lighting Vaults	3,001,000	0	0	0	0	3,001,000	0
Terminal Building	307,578,000	0	0	20,000,000	0	0	287,578,000
Central Plant Expansion	15,134,000	0	0	0	0	0	15,134,000
Apron Reconstruction (including Water Main)	85,071,000	0	62,856,750	0	22,214,250	0	0
Fuel System	40,431,000	0	30,323,250	0	10,107,750	0	0
Roadway Infrastructure	10,214,000	0	0	0	0	10,214,000	0
Remote Central Receiving Facility	14,509,000	0	0	0	0	14,509,000	0
	<b>\$519,740,000</b>	<b>\$23,350,000</b>	<b>\$93,180,000</b>	<b>\$20,000,000</b>	<b>\$32,322,000</b>	<b>\$27,724,000</b>	<b>\$323,164,000</b>

Source of Project Cost data: Corgan Associates and Hill & Wilkinson, March 18, 2008.

### Status:

Airline Rates & Charges implemented with Use & Lease Agreement – **approved Dec 2008**

FAA AIP Grant – Letter of Intent (LOI) Application – **filed Apr 2009**

PFC Application 3 – \$32 M project funding & up to \$10 M annual debt service – **filed Jun 2009**

TSA Grant application – \$20M – **filed Jul 2009**

**Special Facility Bonds – agreements and documents negotiation underway**

# Funding/Financing Plan

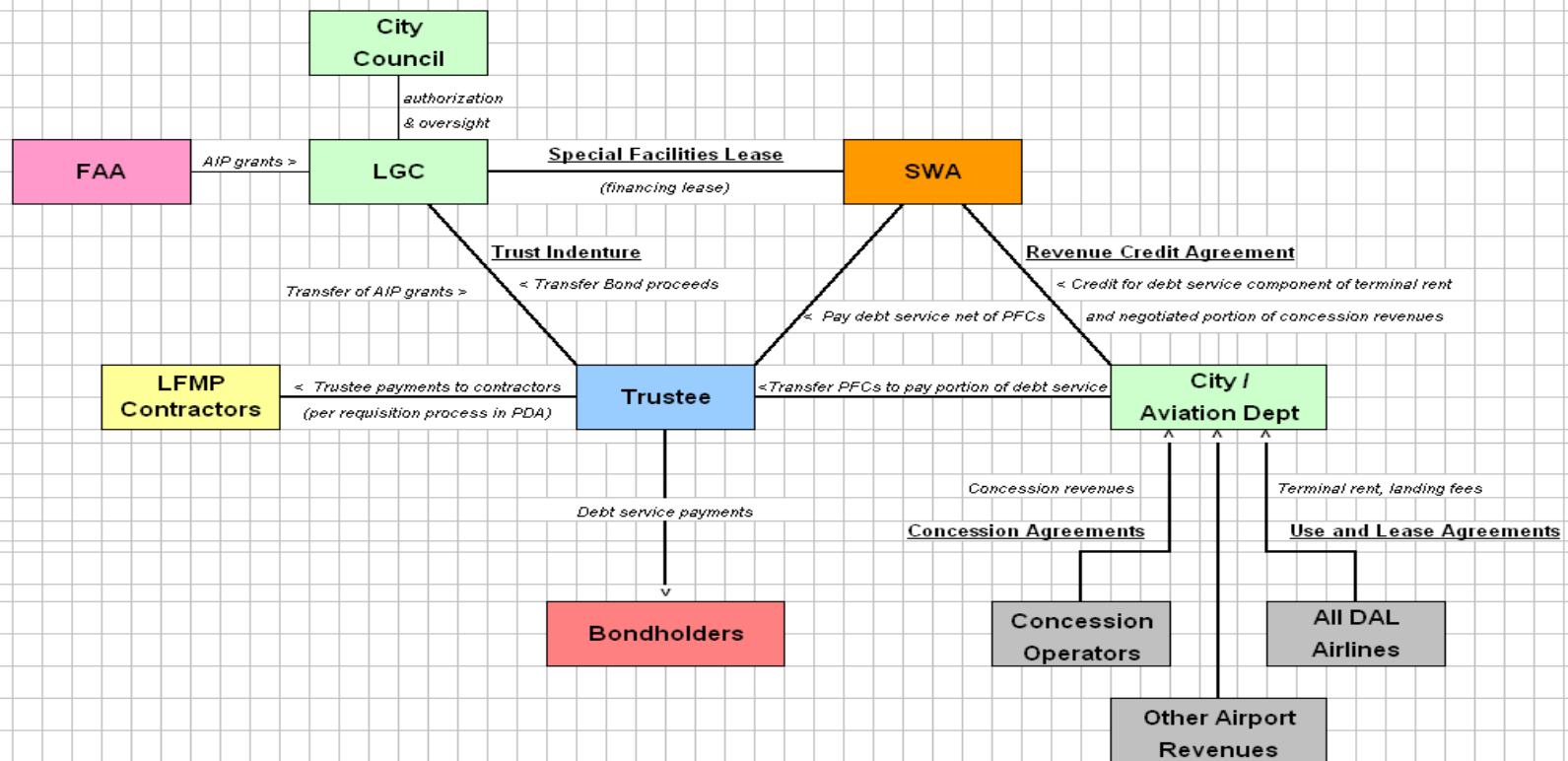
- Special Facility Bonds
  - Issued by LFAMC, approved by City Council
  - Backed 100% by Southwest Airlines credit
  - PFC contributions to debt service paid directly to Trustee
  - Southwest *pays 100%* of net debt service to Trustee
  - City *reimburses* Southwest for debt service paid by Southwest
    - Sources for reimbursement: rent, concessions, debt service component of airport rates & charges

# Funding/Financing Structure

## OVERVIEW OF LGC STRUCTURE AND LFMP IMPLEMENTATION

Dallas Love Field Airport

June 18, 2008





# Funding/Financing Structure

- Agreements Supporting Special Facility Bonds
  - ***Special Facilities Agreement***
    - Parties : City – LFAMC – Southwest
    - Southwest agrees to:
      - Construct Facilities in accordance with Program Development Agreement approved by Council Nov 2008
      - Make Facilities Payments to Trustee to fund 100% of net debt service after applying available PFC revenues throughout term of bond
    - City agrees to:
      - Authorize bond issue on Southwest credit
      - Own & operate facilities
    - LFAMC issues the bonds

# Funding/Financing Structure

## – *Revenue Credit Agreement*

- Parties: City – Southwest
- Provides for transfer from Aviation Fund **to Southwest**
  - Debt service paid by others through rent payments
  - Other Aviation Fund revenues applied to debt service as defined in Use & Lease Agreement approved by Council Dec 2008
- Provides for transfer **to Trustee**
  - Grant & PFC funds applied to LFMP construction
  - PFC funds authorized for debt service

# Funding/Financing Structure

## – ***Trust Indenture***

- Parties: LFAMC – Trustee
- Addresses:
  - transfer of bond proceeds to Trustee
  - payment of LFMP contractors
  - debt service payments received
  - payment of bondholders

## – ***Guaranty***

- Parties: Southwest - Trustee
- Trustee recourse in event of default by Southwest under Special Facilities Agreement

# Funding/Financing Structure

- Actions for Issuance of Special Facility Bonds
  - **LFAMC Bond Resolution**
    - Board consideration in Oct/Nov 2009
  - **City Council Resolution Approving the Bond Sale**
    - Council consideration in Oct/Nov 2009

# Funding/Financing Structure

- Preparations for Proposed Bond Sale
  - Preliminary Official Statement
    - Prepared by Financing Team
    - Requires Airport Bond Feasibility Study
      - Critical for Dec 09 – Feb 10 Bond Sale
      - Unison Consulting Group
        - » Conducted Airport Rates & Charges Study
        - » Developed LFMP Funding/Financing Plan
        - » Prepared Benefit-Cost Analysis & financial analyses in support of FAA grant and PFC applications for LFMP

# Funding/Financing Structure

- Airport Bond Feasibility Study
  - Scope of Services
    - Economic and Air Traffic Analysis
      - » Demographic and Economic Profile
      - » Historical Air Traffic Analysis
      - » Air Traffic Projections
    - Comparison & analysis of airline service at comparable airports
      - » Service trends
      - » Passenger yield trends
    - Capital Programs
    - Revenue & Financial Analysis / Stress Tests
  - Fee – based on time & materials, not to exceed \$150,000

# Next Steps & Recommendation

- Preparations for Bond Issue during Dec '09 - Feb '10 period
  - Complete development of Special Facilities Agreement, Revenue Credit Agreement, Trust Indenture & Guaranty for Council consideration in Oct 2009
  - Present Council Resolution Approving Bond Sale & LFAMC Bond Resolution for consideration in Oct/Nov 2009
- Recommendation
  - Authorize City Manager to execute supplemental agreement with Unison Consulting Group to conduct Bond Feasibility Study – Sept 23 City Council Agenda