

City of Fort Worth, Texas

City Officials

Michael J. Moncrief
Mayor

Sal Espino
District 2

Jungus Jordan
District 6

Chuck Silcox
District 3

Carter Burdette
District 7

Danny Scarth
District 4

Kathleen Hicks
District 8

Donavan Wheatfall
District 5

Wendy Davis
District 9

Charles Boswell
City Manager

Dale Fisseler

**Karen L.
Montgomery**

Joe Paniagua

Marc Ott

Assistant City Managers

Libby Watson

Budget Department Staff

Bridgette Garrett
Director

**LaVerna Mitchell
Dakisha Boone
Erin Roseman
Justin Sanchez
Caroline Jones
Clinton Spruill**

**Sandy Oliver
Suzie Wagner
Kristin Glass
Carla Johnson
Dan Pepon
Danny Reed
Enrique Duran**

FORT WORTH



List of Departments and Directors

Budget & Management Services

Bridgette Garrett,
Director, 817-392-8500

Finance

Richard Zavala,
Interim Director, 817-392-8313

Parks & Community Services

Melody Mitchell,
Interim Director, 817-871-5743

City Manager's Office

Charles Boswell,
City Manager, 817-392-6116

Fire

Rudy Jackson,
Interim Fire Chief, 817-871-6801

Planning

Fernando Costa,
Director, 817-392-8042

City Secretary

Marty Hendrix,
City Secretary, 817-392-6164

Housing

Jerome Walker,
Director, 817-392-7537

Police

Ralph Mendoza,
Police Chief, 817-877-8201

Code Compliance

Carl Smart,
Director, 817-871-6300

Human Resources

Karen Marshall,
Director, 817-392-7783

Public Events

Kirk Slaughter,
Director, 817-212-2501

Community Relations

Vanessa Boling,
Director, 817-392-7534

IT Solutions

Pete Anderson,
Director, 817-392-8499

Public Health

Daniel Reimer,
Director, 817-392-8903

Development

Bob Riley,
Director, 817-392-8901

Internal Audit

Costa Triantaphilides,
City Auditor, 817-392-6132

Transportation/Public Works

Robert Goode,
Director, 817-392-7801

**Economic and Community
Development**

Tom Higgins
Director, 817-392-6192

Law

David Yett
City Attorney, 817-392-7606

Water & Wastewater

Frank Crumb,
Director, 817-392-8144

Engineering

Douglas Rademaker
Director, 817-392-6157

Library

Gleniece Robinson
Director, 817-392-7708

Zoo

Mike Fouraker,
Executive Director,
817-759-7590

Environmental Management

Brian Boerner,
Director, 817-392-8085

Municipal Airport

Mike Feeley,
Director, 817-447-8304

Equipment Services

Wayne Corum,
Interim Director, 817-392-5118

Municipal Court

Elsa Paniagua,
Director, 817-392-6711

FORT WORTH



City of Fort Worth

2006 Awards

Environmental Management

- Keep Texas Beautiful Sustained Excellence Award for 2004-2006
- 2006 Fort Worth Independent School District Golden Achievement Award for Partnership Excellence—Adopt-A-School partnership with Paschal High School
- 2006 National Best Workplaces for Commuters – Commuter Benefits program - Environmental Protection Agency
- 2006 National Best Workplaces for Commuters Race to Excellence – Employee Transportation Coordinator award to Haily Summerford - Environmental Protection Agency
- 2006 Solid Waste Route Monitor Program - Public Technology Institute's Technology Solutions Award

Finance

- 2006 Achievement of Excellence in Procurement Award - National Purchasing Institute

Police

- Officer of the Year Award for the Northern Region – Jerry Cedillo, Texas Narcotics Officers

Equipment Services

- Blue Seal Recognition for James Avenue Service Center – National Institute for Automotive Service Excellence
- Blue Seal Recognition for Brennan Street Service Center – National Institute for Automotive Service Excellence
- Top 100 Fleets in North America – Fleet Equipment Magazine

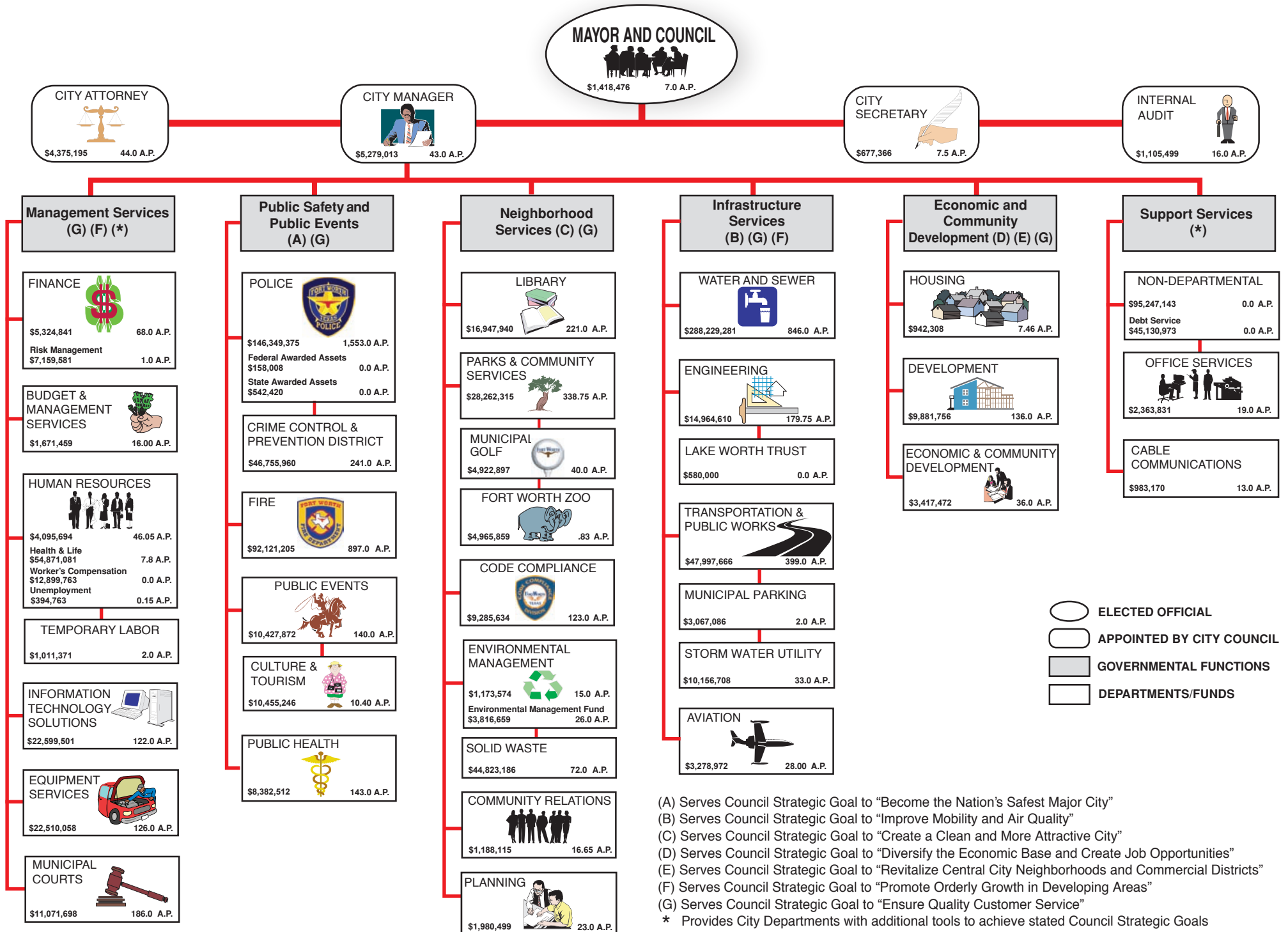
Information Technology Solutions

- Honorable Mention in FY2005-2006 in the Public Safety, Medium Government category for the development of a backup system for the Fire Department's 911 system that utilizes data from the City's Geographic Information System - Public Technology Institute
- Honorable Mention in FY2005-2006 in the Telecommunications/Information Technology, Medium Government category for implementation of a self-financed, inter-fund loan model for financing technology purchases - Public Technology Institute

Public Health

- Third Place – Most Creative Map, Map Gallery Competition, *Using GIS in West Nile Virus Surveillance and Response*, Michael Kazda, MA; Dorian Villegas, MPH; and Witold Migala, PhD, MPH- South Central Arc User Group Annual Conference, Fort Worth, TX, February 2006
- Texas Cardiovascular Health Promotion Award, Honorable Mention Community Program for *Walk for the Health of it, Junior!* - Texas Council on Cardiovascular Disease & Stroke Texas Department of State Health Services, 2005
- Texas Cardiovascular Health Promotion Award, Honorable Mention Community Program for *Vestido Rojo* - Texas Council on Cardiovascular Disease & Stroke Texas Department of State Health Services, 2006
- Recognition as a Best Model Practice, *Vestido Rojo* - American Heart Association, 2006
- Four Excellence in Community Communication and Outreach (ECCO) Awards, sponsored by the Comprehensive Mental Health Services for Children and their Families Program of the Federal Center for Mental Health Services (CMHS), Substance Abuse and Health Services Administration, Department of Health and Human Services: Gold Award - Communications/Social Marketing Planning, Gold Award - Community Outreach: Children and Youth, Gold Award - Video Production and Silver Award – Media Outreach
- Silver Spur Award for Nonprofit Public Relations recognizing excellence in public relations campaigns - Texas Public Relations Association

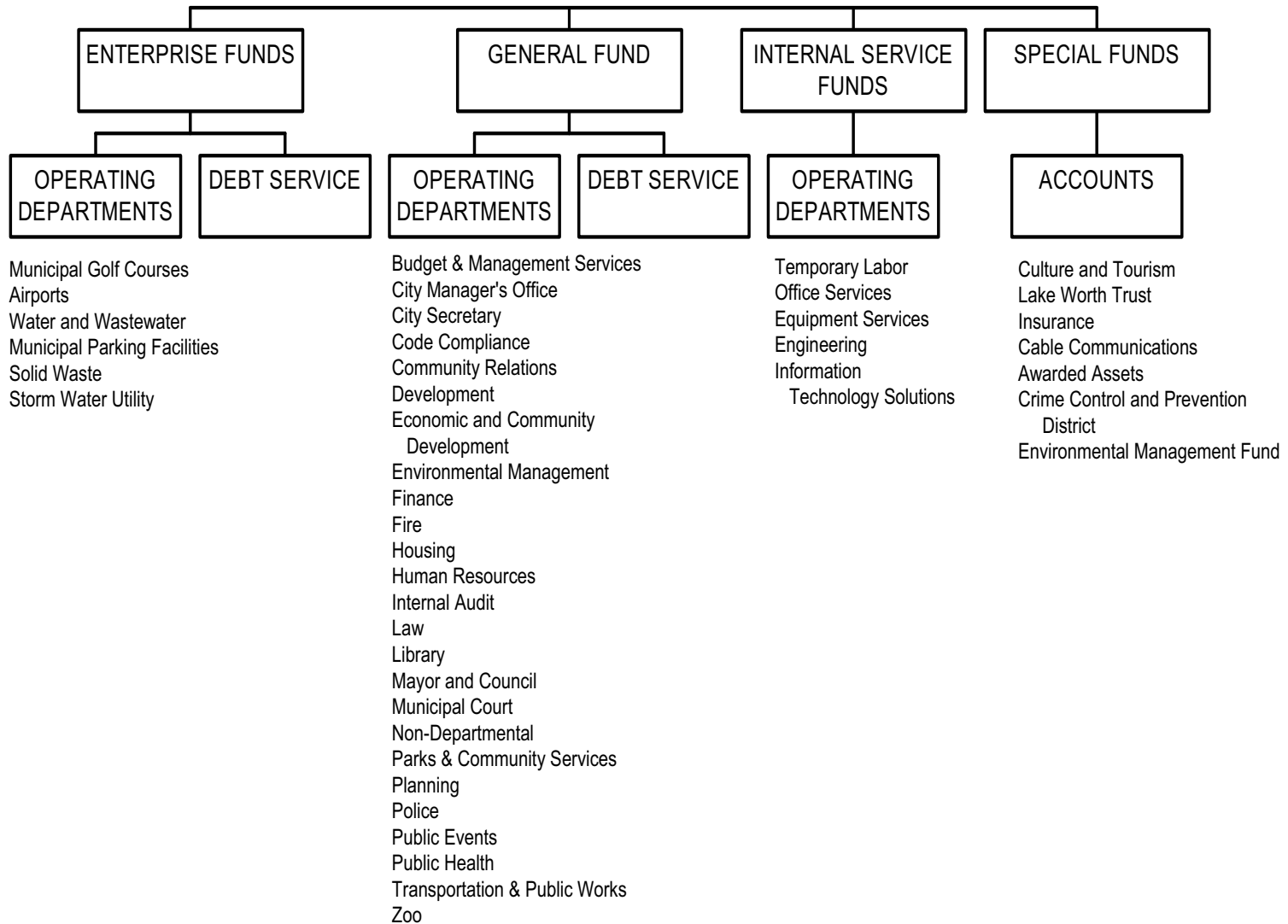
CITIZENS OF FORT WORTH



FORT WORTH



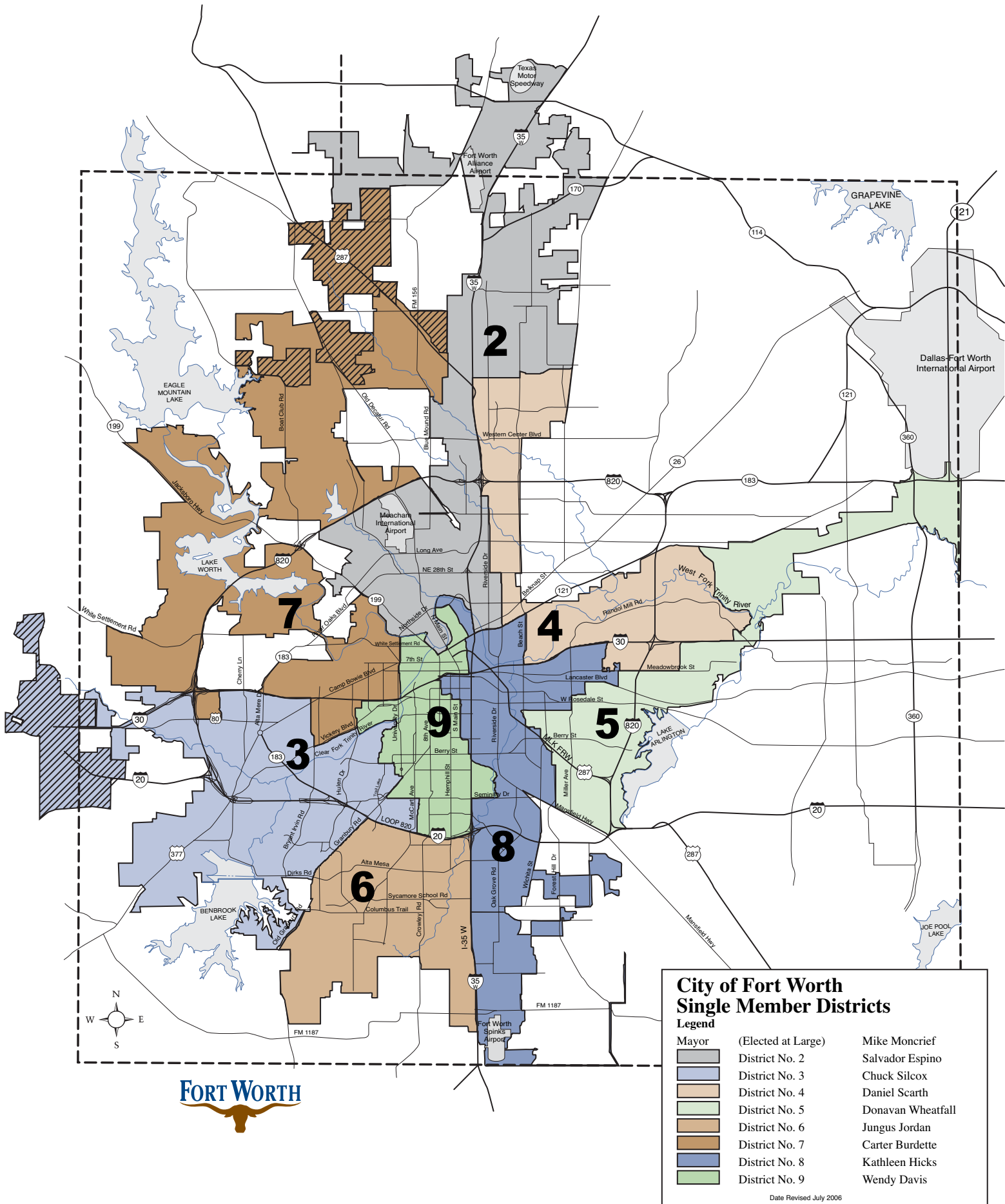
TOTAL CITY OPERATING FUND STRUCTURE



FORT WORTH



City of Fort Worth Single Member Districts



FORT WORTH



LOCATION AND HISTORY. Fort Worth, seat of Tarrant County, Texas, is located in Tarrant and Denton Counties in North Central Texas at 97° 55' west longitude and 32° 36' north latitude. Situated on the Trinity River, Fort Worth is approximately 75 miles south of the Oklahoma state line and 270 miles northwest of the Gulf of Mexico.

Fort Worth was established as a frontier army post in 1849 by Major Ripley Arnold and named for General William Jenkins Worth, who distinguished himself in the War with Mexico. The outpost became a stopping place on the famous Old Chisholm Trail and a shipping point for the great herds of Longhorn cattle being driven to northern markets. Progressive City leadership brought the first of nine railroads to Fort Worth in 1876 and with the subsequent West Texas oil boom, guided the City into a metropolitan county of more than a million people. Fort Worth was a blending of cattle, oil, finance and manufacturing, and since World War II has become an aerospace, education, high-tech service transportation, industry service center in the South and Southwest.

GOVERNMENT. Fort Worth operates under the Council-Manager form of Municipal Government. A Mayor chosen at-large by popular vote and an eight-member, single-district council are elected to two-year terms. In turn, the Mayor and City Council appoint the City Manager who is the Chief Administrative and Executive Officer. The City Council is also responsible for the appointment of the City Attorney, Municipal Judges, City Secretary and the City Auditor.

AREA AND POPULATION. The Fort Worth metropolitan area continues to be ranked as one of the fastest growing areas of the top 50 metropolitan areas as reported by the Sales and Marketing Management, Metro Market Projections. As of January 1, 1985, the Dallas-Fort Worth Standard Metropolitan Statistical Area ("SMSA") was split into two separate areas: the Fort Worth-Arlington Primary Metropolitan Statistical Area ("PMSA") and the Dallas PMSA. The Fort Worth-Arlington PMSA now includes Johnson, Parker and Tarrant Counties. The Dallas-Fort Worth SMSA previously included the following counties in addition to those now in the Fort Worth-Arlington PMSA: Collin, Dallas, Denton, Ellis, Hood, Kaufman, Rockwall and Wise. The 2000 Census population for Tarrant County was 1,446,219, representing a 19% increase since 1990. The 2006 estimated City population is 661,850 and the estimated Tarrant County population is 1,490,000.

TRANSPORTATION. The Dallas/Fort Worth International Airport (the "Airport") is the third busiest airport in the world in terms of operations and ranks sixth in the world based on passengers. The Airport is the principal air carrier facility serving the Dallas/Fort Worth metropolitan area. First opened on January 13, 1974, the Airport is located approximately 17 miles equidistant from the Cities of Dallas and Fort Worth, Texas. In 2005, the Airport handled more than 711,878 operations (an average of nearly 1,950 daily flights) which accommodated approximately 59.2 million passengers. Additionally, the Airport provides nonstop service to Europe, the Far East, Canada, Mexico, Central and South America, the Caribbean and the Bahamas. There are multiple flights every day to 132 domestic and 31 international destinations.

Meacham International Airport, a Fort Worth municipally owned and operated general aviation airport, logs over 76,000 take-offs and landings annually at its all-weather facilities and is equipped with a 7,500 foot runway. Fort Worth Spinks Airport, a general aviation airport located in the southwestern portion of the City is equipped with a 6,000 foot runway and two taxiways. Alliance Airport serves the needs of industrial, business, and general aviation users and is equipped with a 9,600 foot runway.

Three interstate highways (Interstate 20, Interstate 30 and Interstate 35), five federal and four state highways provide all-weather routes within Fort Worth and to and from the rest of the nation. Interstate 820, which encircles the City, allows quick access to all parts of the Fort Worth area. The Texas Highway Commission has completed a master highway construction plan for Tarrant County to provide for transportation needs through the foreseeable future, including relocation of Interstate 30 from a point just east of downtown to several miles west. This project is underway and will promote redevelopment of the south end of the Central Business District and the Hospital District southwest of downtown.

Fort Worth is served by six major railroad systems one of which, Burlington Northern/Santa Fe Railroad, has its corporate headquarters in Fort Worth. Rail passenger service is provided through Fort Worth, including AMTRAK service between Houston and Chicago. Fort Worth's position as a major southwest distribution center is supported by the presence of 75 regular route motor carriers with over 750 schedules. Local transit service is provided by The T, operated by the Fort Worth Transportation Authority. Greyhound Trailways Bus Lines furnish Fort Worth with transcontinental passenger service; intrastate bus service is provided by Transportation Enterprises and Texas Bus Lines.

EDUCATION. The Fort Worth Independent School District serves the major portion of Fort Worth. The 121 schools in the District operate on the 5-3-4 plan in which the elementary schools (74) teach grades 1-5; middle schools (24), grades 6-8; and senior high schools (13), grades 9-12. The Fort Worth School District employs 4,300 classroom teachers (full-time equivalents) to instruct the more than 78,000 students. Special education programs are provided for the blind, handicapped, mentally retarded, brain-injured, emotionally disturbed and those who require speech and hearing therapy in 10 special schools. Vocational training is provided at the secondary level for the educable mentally retarded. Bilingual programs are also offered at the primary and secondary level. While Fort Worth is served primarily by Fort Worth Independent School District, it is also serviced by 14 other districts. There are 52 private and parochial institutions in the primary and secondary education area with a combined enrollment of approximately 7,300 students.

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Tarrant County has eight college and university campuses with an enrollment of more than 63,000 students in both undergraduate and graduate programs. Included in these colleges and universities are: Southwestern Baptist Theological Seminary; Tarrant County College, South, Northeast, Southeast, and Northwest Campuses; Texas Christian University; Texas Wesleyan University; the University of Texas at Arlington; and the University of North Texas Health Science Center. There are twenty-nine other colleges and universities within a fifty-mile radius with an enrollment of over 119,000.

HEALTH SERVICES. Medical facilities in Tarrant County offer excellent and convenient care. There are 25 hospitals with approximately 4,000 beds and 300 bassinets; one children's hospital with 208 beds; four government hospitals; 51 private convalescent homes; the Fort Worth Public Health Center; Cancer Clinic; Carter BloodCare and the University of North Texas Health Science Center. Four hospitals located inside the City limits offer facilities for residents, student nurses and licensed vocational nurse training. Tarrant County Medical Society offers a doctors' referral service at no charge.

MILITARY. Carswell Air Force Base closed as an active air force facility in September of 1993. In October of 1994 the base was reopened and transformed into NAS Fort Worth, Joint Reserve Base, Carswell Field, a navy reserve base. Now that all of the units have been transferred here from NAS Dallas, Glenview NAS, Detroit, and Memphis, there are 4,000 full-time jobs and 7,500 reservists utilizing the facilities. Approximately \$130 million of construction, remodeling and renovation was invested over the transition period.

The BX Mart continues to operate the base exchange store and the grocery store for the benefit of active duty military and retired military in the metropolis. The golf course is now under lease to the Carswell Redevelopment Authority and is operated as a public use facility. The Justice Department has established a Federal Medical Center in the area around the old base hospital. The facility is for female Federal inmates and employs approximately 300 personnel.

THE ECONOMY. The Fort Worth economy is becoming increasingly more diversified. Once heavily dependent upon contracts from the U.S. Department of Defense, Fort Worth is building a strong reputation as the leading city for national and international product distribution facilities. Furthermore, manufacturing and back office facilities continue to locate here as various corporations seize opportunities provided by Fort Worth's skilled labor force.

Three factors make Fort Worth an attractive city for distribution and logistics. First, an excellent geographic location at the center of North America. Second, an abundant supply of air, rail and ground transportation. Finally, being located in the central time zone allows business representatives to save time traveling to and from both U.S. coasts.

Companies such as Nestle Foods, Patterson Dental, Valmont Electric, Roadway Packaging, Dillard's, Albertson's, Williamson-Dickie, General Motors, Riddell, Coors, Coca-Cola Enterprises, Galderma and Mrs Bairds operate manufacturing and distribution facilities in Fort Worth. Since 1993, Nokia, Zenith, Con Agra and Hagggar Clothing have constructed and are now operating distribution centers in the City. In 1997, Federal Express completed construction of a new package sorting hub at Fort Worth's Alliance Airport, adding over 850 jobs to the local economy. Additionally, J.C. Penney's built a 400,000 square foot distribution center, representing a \$140 million investment that employs over 500. Mother Parker's Tea and Coffee, a Canadian company, opened its first U.S. manufacturing facility in Fort Worth in 2000.

The availability of a skilled labor force has made Fort Worth an attractive city for both manufacturers and back office operations. In April of 1995, Motorola began operations in a new 300,000 square foot manufacturing facility for its new Global Paging Infrastructure Division ("GPID"). Nokia, manufacturer of cellular phones, is operating its \$57 million manufacturing facility which employs over 1,100 persons. This facility is one of the world's largest cellular manufacturing plant and produces approximately 1 million telephones every nine days. Country Wide Financial, which opened a facility in the Motorola campus, employs over 1,000 employees at its back office and call center operation. Finally, CUNA Mutual Group recently announced plans to open a customer service center in Fort Worth which will ultimately employ over 500 individuals. Representatives from CUNA cited the available labor force as its number one driver in selecting Fort Worth as its state of the art facility.

Numerous public and private entities have joined forces to address those issues which challenge Fort Worth's economic future. Corporations such as Lockheed Fort Worth, Burlington Northern/Santa Fe, and Bell Helicopter-Textron have provided financial assistance and professional expertise in developing new services aimed at assisting small businesses.

Located strategically between Canada and Mexico, Fort Worth is taking steps to maximize opportunities available through the North American Free Trade Agreement ("NAFTA"). Every other year, Fort Worth hosts its "Aeronafte" conference at which business persons from Canada and Mexico meet with local business leaders to discuss the benefits of air transportation available in Fort Worth. Other trade missions and informational exchanges are forging new partnerships between Fort Worth and our NAFTA partners.

Coordinated efforts by Sundance Square and RadioShack (formerly the Tandy Corporation), has resulted in new housing, entertainment, and retail shopping facilities in Fort Worth's downtown. The City has joined this partnership by creating a Downtown Tax Increment Financing District ("TIF") to provide infrastructure to support the private investment in this development.

In 2002, a new TIF was formed in the downtown area. The Riverfront TIF encompasses the property that is home to RadioShack's new corporate headquarters. The TIF will provide infrastructure support for private investment in the area.

CITY DEVELOPMENTS

Alliance Industrial Park

Alliance is a joint effort of Hillwood Development, the City of Fort Worth and neighboring communities, the Federal Aviation Administration and other government and civic leaders in the development and operation of an industrial airport, business community, and international trade center. Alliance is located in the northwest corner of the Dallas/Fort Worth Metroplex, within the northern limits of the City of Fort Worth. Alliance's access to highway, rail and air transportation offers an excellent opportunity for future commercial and industrial growth.

There are five business parks within Alliance.

Alliance Centre

At the heart of Alliance Centre is the 414 acre Alliance Airport. This City-owned airport is managed by Pinnacle Air Services (a Perot company) and boasts a 9,600 foot runway (with plans to expand to 13,000 feet), two parallel taxiways and a state-of-the-art air traffic control tower. Alliance Airport is the only purely industrial airport in the world and one of few North Texas airports capable of accommodating heavy transport aircraft such as the DC-10 and 747.

Fort Worth based American Airlines' is the anchor of Alliance Airport with a \$300 million, 2,200 employee Aircraft Maintenance Center. Also, Federal Express operates a \$218 million package sorting hub that serves a growing U.S. market and already is in need of expansion. The FAA employs 55 persons that direct flight operations out of a 45,000 square foot facility. The U.S. Drug Enforcement Agency operates a 140,000 square foot National Airwing Headquarters with 155 employees on the airport grounds. Since this facility is owned by the City, the facility is not subject to ad valorem taxation. Bell Helicopter has acquired property on the airport for the delivery and training facilities for the V-22 Osprey.

Alliance Gateway

Alliance Gateway, with over 2.8 million square feet of distribution and manufacturing space, is home to major corporations, including: Nestle Distribution Company (food and candy distribution facility); Nokia Mobile Phones (cellular phone manufacturing and distribution); SBC (customer call center); and Zenith Electronics (consumer electronics distribution facility). The James River Paper Company built a 375,000 square foot facility for its regional distribution center. In 1999 Ameritrade, an online trading service, began operations of a national customer care center at Alliance Gateway.

Alliance Tech Center

Corporations operating regional and national distribution facilities at Alliance Tech Center include CompuCom Systems, GWS Perlos, Patterson Dental Company, Riddell Athletic Footwear, and Valmont Electric. These companies occupy approximately 300,000 square feet and employ over 240 persons. A new garden office complex of 300,000 square feet to be called Heritage Commons is complete and houses Hillwood Development's operations.

Westport at Alliance

Burlington Northern/Santa Fe Railroad's ("BNSF") \$100 million, 300 acre Intermodal facility is the largest resident in Westport. BNSF employs 270 persons at this facility. A new 400,000 square foot warehouse was completed in November 1999 and houses J.C. Penney's Distribution Center.

Alliance Crossing

Over 2,804 persons work at Alliance Crossing, in over 5.1 million square feet of commercial/industrial facilities. Additional facilities currently under construction will cause this number to double within the next 18 months.

Other new developments within the Alliance Complex include:

- 1) A new 60,000 square foot fixed base facility at the airport.
- 2) A new distribution center of 170,000 square foot for Bearings, Inc.
- 3) B F Goodrich aerospace has leased 60,000 square feet for gas turbine engine manufacturing.

University of North Texas Health Science Center

The University of North Texas ("UNT") Health Science Center is constructing a new \$10 million education building and laboratory on its Fort Worth campus. The four story, 71,000 square foot facility will consolidate campus clinics into a single location.

Plaza Medical Center

Plaza has announced a two phase, renovation and expansion of its existing health care facility. The project has an estimated value of \$57 million.

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Dannon Yogurt Company

Dannon has invested \$10 million in its second factory expansion. One of only two yogurt production sites in the U.S., Dannon's Fort Worth plant will increase yogurt production by 75 percent.

American Airlines

Fort Worth based American Airlines recently entered into a \$1 billion contract to provide maintenance to 266 Federal Express jets.

Bell Helicopter

Bell Helicopter added 500 jobs in 1993 and approximately 1,000 jobs in 1994 due to increased international sales. More than 1,000 workers laid off in 1992 have been recalled, and there have been over 300 new hires. In addition, Bell has secured a Navy contract worth \$126 million for the production of 20 Super Cobra attack helicopters. In 1999, as a result of engineering and composite operations associated with the construction of the V-22 tilt-rotor vehicle Bell expanded its operations at two locations in Fort Worth. The Alliance location is the home of a 28,000 square foot distribution and customer service center. The second location is a 20,000 square foot expansion of a building used for manufacturing located at Bell's main facility.

Mercantile Center Business Park

Mercantile is currently home to the Federal Aviation Administration's \$20 million Southwest Regional Headquarters, Dillard's Department Store's 100,000 square foot distribution center, a 60,000 square foot distribution center for Virbac, a French pharmaceutical company, and Campfire, U.S.A.'s state-of-the-art Childcare Center and National Training Center for childcare providers. Sprint Spectrum, a division of Sprint Communications, involved in Personal Communication Services ("PCS"), occupies a 150,000 square foot facility used as a telephone customer service center. The Center employs 600 people.

Burlington Northern Santa Fe Railroad

Burlington Northern has completed construction of its \$100 million Network Operations Center ("NOC") on the company's Western Center Boulevard property in north Fort Worth. The NOC, comprised of two buildings totaling more than 250,000 square feet, is a high-tech, state-of-the-art facility which serves as the control and tracking center for all of Burlington's railroads through the U.S.

Haggar Apparel Company

Haggar Corporation, a leading marketer of men's apparel, which located its \$30 million Customer Service Center in Fort Worth occupies approximately 660,000 square feet that incorporates the latest in material handling technology. Haggar employs over 270 persons at the site.

Texas Motor Speedway

Located in far north Fort Worth at the intersection of Interstate 35-W and State Highway 114, the \$110 million Texas Motor Speedway was completed in the Spring of 1997. The facility includes a 1.5 mile racing oval, grandstand seating for 150,000 spectators, and approximately 200 luxury suites. An office tower and condominiums have also been constructed on the property. Future plans include an additional 90,000 seats and an industrial park. Pursuant to the terms of an agreement between the speedway developer and FW Sports Authority, Inc., Texas Motor Speedway is owned by the Authority and leased to the developer, and most of the property comprising the Speedway is exempt from ad valorem taxes. NASCAR Winston Cup (now known as the Nextel Cup) races have been held at the Texas Motor Speedway as well as sanctioned IRL Indy Car races. NASCAR recently sanctioned a second Nextel Cup race for the 2005 racing season, with the second race scheduled to be held in the fall of 2005. The facility has hosted several major music concerts and other large events since opening.

Mattel, Inc.

A United States based multi-national company recognized as the world leader in design, manufacturing, and marketing of family products and toys such as Barbie, has relocated to the Railhead Development in North Fort Worth. The new distribution center contains approximately 1,007,500 square feet. Mattel employs 166 full-time workers and 300-400 seasonal and part-time workers.

ConAgra Foods, Inc.

ConAgra has built a 420,000 square foot regional distribution facility, valued at \$14 million. Construction of the facility was completed in the first half of 2002. ConAgra will employ close to 100 people. Additionally, ConAgra has announced plans to invest an additional \$75 million in real and personal property improvements to construct an 850,000 square foot food manufacturing and distribution center that will ultimately employ 400 new employees.

Lockheed Martin

In October 2001, the U.S. Department of Defense awarded a contract valued at \$200 billion to Lockheed Martin for the production of aircraft that will be used by the U.S. Air Force, Navy, and Marines, as well as the United Kingdom's Royal Air Force and Navy. The contract, which is the largest defense contract in U.S. history, is projected to create 31,000 jobs for Texas and \$2.5 billion in State revenue over the life of the contract.

RadioShack

In the fourth quarter of 2004, RadioShack moved into its new corporate campus in downtown Fort Worth. The facility cost approximately \$200 million and employs an estimated 1,000 employees.

Pier 1

Pier 1, known under the brand names Pier 1 Imports, Cargo, and The Pier, has built a new corporate campus in downtown Fort Worth and employees moved late 2004. Pier 1 employs over 700 people locally and about 18,000 worldwide.

TLC Realty

TLC Realty renovated the Bank One Tower in downtown Fort Worth into condominiums, offices and street level retail which opened in Summer 2005. The Bank One Tower was severely damaged by the tornado of 2000. The renovation has a value of approximately \$50 million.

Chase Facility

Bank One, recently acquired by JPMorgan Chase, has consolidated three check processing facilities into one regional location in the CentrePort Business Park. The 400,000 square foot facility has an estimated value of \$40,000,000 and contains approximately \$15,000,000 of personal property.

Coca Cola Enterprise (CCE) is planning a three phase expansion of its existing bottling and distribution facility. The three phases have an estimated value of \$23.5 million. CCE currently employs approximately 590 individuals. Additional employees are anticipated with the completion of the expansion.

Cabela's Retail, Inc. broke ground in July 2004 on a 230,000 square foot mega store. The facility, which contains an aquarium, museum, and exhibit space, in addition to the retail, opened May 2005. Cabela's invested over \$50 million in the facility, which will employ approximately 500 individuals.

CUNA Mutual Group, a leading provider in financial services to credit unions and their members, plans to invest \$12,000,000 in real and personal property improvements toward the construct of a customer care center to be located in CentrePort Business Park. The facility will ultimately employ 500 individuals.

MISCELLANEOUS. Water, sewer and solid waste services are furnished by the City of Fort Worth. Texas Utilities ("TXU") provides electricity and natural gas service to Fort Worth. Basic (local) telephone service is provided by either SBC or Verizon while long distance service is provided by numerous carriers.

The Fort Worth Central Library, located in downtown Fort Worth, boasts 175,000 square feet on two levels. The street level is the home of the Hazel Harvey Peace Youth Center, the Amon G. Carter Multi-Media Center, the Intel Computer Lab, and a 6,000-plus exhibit gallery. The lower level features the "Our Place" Teen Center, the Rincon en Espanol or "Spanish Corner," as well as three adult services units, Interlibrary Loan, and the administrative offices. A third unfinished level allows for future expansion.

Throughout the City, the system maintains 2 regional libraries, 10 neighborhood branches and 2 satellite libraries in public housing projects, comprising an additional 128,000 square feet of library space. Moreover, the City has interlocal agreements with 6 of the surrounding suburban communities to share library resources and services.

The library system is open 7 days a week providing 70 hours weekly access, circulating 3.8 million library materials, providing computers in all facilities with access to informational databases and the Internet, answering reference questions, and offering educational and cultural programming.

More than 400 churches with 45 denominations and synagogues in Fort Worth contribute vitally to the lives of City residents. The City is also world-famous for its many museums. The Fort Worth Convention Center offers exhibit and meeting space of over 185,000 square feet, including a 14,000 seat arena.

Construction of the Nancy Lee and Perry R. Bass Performance Hall was completed in 1998. One of the best performance halls in the world, this state-of-the-art \$70,000,000 performing arts hall was funded entirely from private donations.

CITY OF FORT WORTH BUILDING PERMITS

Fiscal Year Ended 9/30	Number of Building Permits by Type					Dollar Value of Building Permits				
	New	New	Additions	Remodels	TOTAL	New	New	Additions	Remodels	TOTAL
	Residential	Commercial			PERMITS	Residential	Commercial			VALUE
2002	6,396	638	1,421	2,315	10,770	\$688,837,842	\$401,451,115	\$124,271,252	\$157,459,151	\$1,372,019,360
2003	7,368	615	1,273	2,466	11,722	\$778,947,656	\$607,352,716	\$99,941,046	\$125,093,411	\$1,611,334,829
2004	10,100	705	1,121	2,956	14,882	\$922,206,001	\$429,958,413	\$79,854,027	\$234,867,940	\$1,666,886,381
2005	9,307	798	784	2,916	13,805	\$1,076,433,866	\$518,833,154	\$58,963,401	\$155,510,850	\$1,809,741,271
2006	11,556	736	1,088	3,672	17,052	\$1,482,874,311	\$748,865,527	\$36,549,662	\$176,110,298	\$2,444,399,798

Source: Development Department, City of Fort Worth.

LABOR FORCE ESTIMATES

	Average Annual 2005 ⁽¹⁾	Average Annual 2004	Average Annual 2003	Average Annual 2002	Average Annual 2001	Average Annual 2000
City of Fort Worth						
Civilian Labor Force	293,907	292,922	293,626	289,576	283,125	278,762
Unemployed	15,544	21,263	24,854	23,484	15,652	11,588
Percent of Unemployed	5.29%	7.26%	8.46%	8.11%	5.53%	4.16%
Dallas/Fort Worth/Arlington MSA:						
Civilian Labor Force	3,026,481	2,971,827	2,935,075	2,925,709	2,893,757	2,845,026
Unemployed	154,967	172,506	194,203	189,679	136,186	102,728
Percent of Unemployed	5.12%	5.80%	6.62%	6.48%	4.71%	3.61%
Tarrant County						
Civilian Labor Force	849,945	834,478	821,977	815,433	801,378	792,811
Unemployed	43,125	46,458	51,943	49,400	35,821	28,602
Percent of Unemployed	5.07%	5.57%	6.32%	6.06%	4.47%	3.61%

(1) The Texas Employment Commission methodology changed in January of 2005. Average Annual information has been restated for prior year MSA and County information, but has not been restated for the Cities. As a result prior years for the City may not be accurate.

Source: Texas Employment Commission.

CITY OF FORT WORTH EXTRATERRITORIAL JURISDICTION AND ANNEXATION POLICY

Under the provisions of State law, incorporated cities in Texas have the power to exercise certain controls in unincorporated areas adjacent to their city limits. For a city the size of Fort Worth, these adjacent areas extend a distance of five (5) miles from its city limits. This adjacent, unincorporated area within five miles is known as the extraterritorial jurisdictional area ("ETJ"). Significant highlights are:

1. No new city may be incorporated within Fort Worth's ETJ without Fort Worth's consent.
2. No existing city may expand its limits within the ETJ without Fort Worth's consent.
3. No land may be subdivided within the ETJ without Fort Worth's approval.
4. No Municipal Utility District may be created within the ETJ without Fort Worth's consent.
5. Fort Worth's ETJ expands with the expansion of its city limits so that the area always covers the area five (5) miles beyond the city limits.
6. Cities may apportion their extraterritorial jurisdictional area to establish definite control limits and preserve their respective growth area. Fort Worth has secured its ETJ by consummating boundary line agreements with its neighboring cities. Fort Worth's ETJ covers approximately 300 square miles of potential expansion area.
7. Fort Worth has the power to annex, either voluntarily or involuntarily, any land in its ETJ. It is the policy of the City of Fort Worth to annex those areas which:
 - a. Are ready for development,
 - b. Have a favorable impact on the City's revenue structure, and
 - c. Will strengthen Fort Worth's role as the central city.

PERSONAL INCOME AND BUYING POWER

Entity	Total Effective Buying Income	Median Household
Fort Worth	\$ 10,216,890,000	\$36,078
Tarrant County	\$ 33,400,958,000	\$43,868

Source: Sales and Marketing Management Survey of Buying Power, August, 2005.

HOUSEHOLD EARNINGS

	<u>Fort Worth</u>	<u>Tarrant County</u>
\$20,000 - \$34,999	<u>24.5%</u>	<u>21.1%</u>
\$35,000 - \$49,999	<u>19.5%</u>	<u>19.8%</u>
\$50,000 and over	<u>32.1%</u>	<u>42.2%</u>

Source: Sales and Marketing Management Survey of Buying Power, August, 2005.

THE MUNICIPAL AIRPORT SYSTEM

Fort Worth has a long-standing commitment to aviation. From the landing of the first airplane in Fort Worth in 1915 to today, Fort Worth has understood and served the needs of the aviation industry. The City serves as home to Lockheed, American Airlines, Bell Helicopter-Textron, Naval Air Station Joint Reserve Base Fort Worth and hundreds of aviation-related businesses. Dallas/Fort Worth International Airport (owned jointly by the two cities and operated by the Dallas/Fort Worth International Airport Board) stands as a symbol of the excellence to aviation facilities to which the City is committed. The City is dedicated to maintaining all facets of aviation - general, commercial and military -- to the same high standard.

An integral part of this dedication is exhibited by the City of Fort Worth's Airport System which consists of three municipal airfields. These airports and their individual characteristics are as follows:

Fort Worth Meacham International Airport

Operated since 1925

- 7,500-foot runway, 3,677-foot crosswind runway, 4,000-foot parallel runway
- FAA flight control tower, with Instrument Landing System ("ILS")
- 24 hour aviation fuel service
- major/minor maintenance
- hangar rental space for large and small aircraft
- restaurants and hotel
- located in North Fort Worth

Spinks Airport

Opened in summer of 1988

- 6,000-foot runway
- serving general and corporate aviation
- flight training
- site for hangars available
- located in Interstate 35 South Industrial Corridor

Alliance Airport

Opened in winter of 1989

- 9,600-foot runway, with ILS
- serving general and industrial/manufacturing cargo aviation
- nine square miles of airport property available for development
- near developing high-tech industrial center
- located in Interstate 35 North Corridor, with rail access

EMPLOYEE RELATIONS. Under the laws of the State of Texas, municipal employees cannot be forced to join a union or to pay dues for union membership, nor are they permitted to strike. Also, State law does not provide for municipal collective bargaining. State law does provide, however, for local referenda on collective bargaining for police and firefighters. Overall, employee relations are considered by the City to be good.

FORT WORTH

