

This Open Meeting of the Board of Trustees is authorized in accordance with the Texas Government Code, §§551.001 through 551.146. Verification of Notice of Meeting and Agenda are on file in the Office of Board Relations. Per Texas Government Code §551.1282, this meeting is being broadcast over the Internet in the manner prescribed by Texas Government Code, §551.128. In accordance with Texas Government Code §551.127 one or more members of the Board of Trustees may participate in the meeting via videoconference in accordance with the provisions thereof.

NOTICE OF A FINANCE COMMITTEE MEETING OF THE BOARD OF TRUSTEES FOR DALLAS COLLEGE AND RICHLAND COLLEGIATE HIGH SCHOOL

Tuesday, June 6, 2023 | 11:00 AM

Administrative Office 1601 Botham Jean Blvd., Room #036 Dallas, Texas 75215

Persons who address the Board are reminded that the Board may not take formal action on matters that are not part of the meeting agenda and may not discuss or deliberate on any topic that is not specifically named in the agenda. For any non-agenda topic introduced during this meeting, there are three (3) permissible responses: 1) to provide a factual answer to a question; 2) to cite specific Board Policy relevant to a topic; or 3) the topic may, at a later date, be placed on a Board Agenda for a subsequent meeting.

Speakers shall direct their presentations to the Board Chair, or the Board, as a whole.

Finance Committee Meeting Agenda

Roll Call - Announcement of a Quorum

Page

Committee Members: Cliff Boyd (Committee Chair), Monica Lira Bravo (Member), Catalina E. Garcia (Member)

2. Certification of Notice Posted for the Meeting

3. Citizens Desiring to Address the Board

4. Committee Presentations

4.1 Project Delivery Models 4 - 53
Presenters: Rob Wendland, Christine Ryan & Yukiko Kojima

(Nossaman LLP)

5. Items for Review

5.1 Committee NotesFinance Committee Notes for May 2, 2023

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6. Executive Session (if required)

- 6.1 Consultation with Attorney Regarding Legal Matters or Pending and/or Contemplated Litigation or Settlement Offers Section 551.071
- 6.2 Personnel Matters Relating to Appointment, Employment, Evaluation, Assignments, Duties, Discipline, or Dismissal of Officers or Employees Section 551.074
- 6.3 Deliberate Regarding Real Property Since Open Deliberation would have a Detrimental Effect Upon Negotiations with a Third Person Section 551.072
- 6.4 Deliberate Regarding Security Devices or Security Audits Sections 551.076 and 551.089

7. Adjournment

CERTIFICATION OF NOTICE POSTED FOR THE JUNE 6, 2023 FINANCE COMMITTEE MEETING OF DALLAS COLLEGE AND RICHLAND COLLEGIATE HIGH SCHOOL BOARD OF TRUSTEES

I, Justin H. Lonon, Secretary of the Board of Trustees of Dallas College, do certify that a copy of the notice for this meeting was posted on the 2nd day of June 2023 in compliance with the applicable provisions of the Texas Open Meetings Act.

Justin H. Lonon, Secretary



Project Delivery Models



Agenda

- Introductions
- Key Legal Challenges: Internal Resources & Project Delivery Methods
- Project Delivery: Traditional and Key Alternative Models
- Project Delivery: P3 Models
- Project Delivery: Real Estate Lease and Joint Development Models
- Final Takeaways
- Discussion/ Questions

Key Legal Challenges: Internal Resources

- Dallas College already enjoys the following:
 - Benefits of mission focus
 - Broad, foundational legal authority
 - Project funding
 - Public and internal support
 - Relationships with stakeholders

Key Legal Issues: Internal Resources

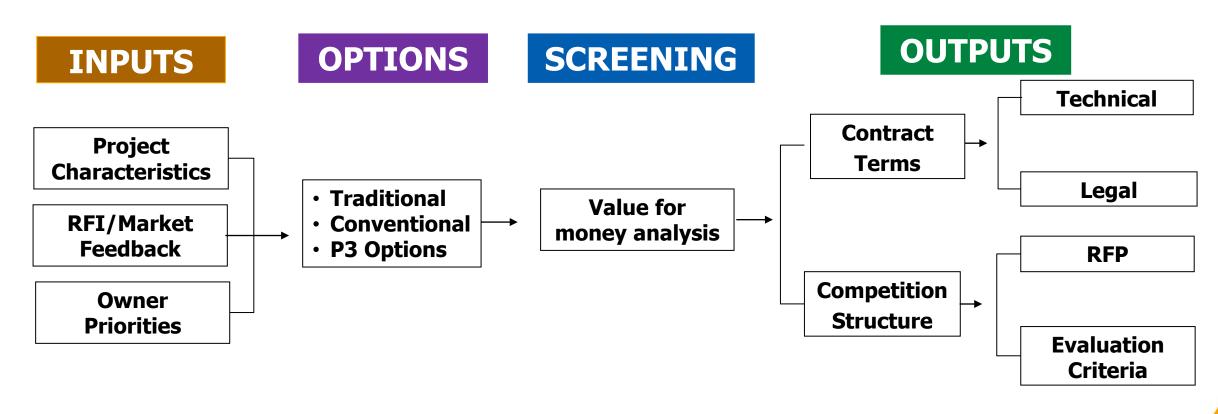
- Additionally, large, complex projects require:
 - Ability of Owner able to make decisions quickly and effectively
 - Dedicated internal and external staff with day-to-day
 - Responsibilities and accountability
 - Decision-making authority
 - Project champion
 - Administration and governing board buy-in
 - Steering committee
 - Owner representatives for public interface
 - Internal legal and financial involvement

Key Legal Challenges: Project Delivery Methods

- Wide array of tools commercially available, each with suitability criteria/strengths/weaknesses
 - Guidelines have been adopted for a potential public-private partnership under Texas Government Code Chapter 2267
- All tools have been successfully employed for both large/wellestablished public entities and start-up/nimble public entities
- Objective is to select the delivery model that best meets Owner's needs and provides best value for money

Project Delivery: Selecting Best Delivery Model

Process for selecting best delivery model:



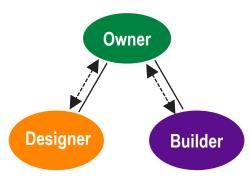


Delivery Models: Overview

Traditional Delivery

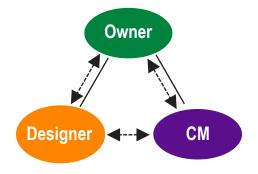
Alternative Delivery

Design-Bid-Build (DBB)



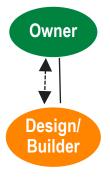
- Awarded after 100% design
- Typically let to lowest responsible bidder
- Standard construction contract
- Owner responsible for conventional risks, claims/change orders, 100% funding/finance, and O&M

Construction Manager at Risk (CMAR)



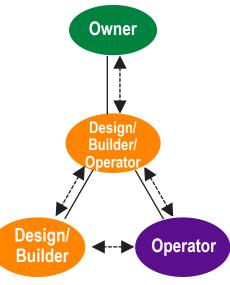
- Awarded after conceptual preliminary engineering
- · Let on qualifications/pricing
- Standard construction contract with negotiation, fixing guaranteed max price
- Contractor responsible for subcontracting % of work
- Owner responsible for conventional risks, claims/change orders, 100% funding/finance, and O&M

Progressive or Fixed-Price Design-Build (DB)



- Progressive DB: Awarded after conceptual preliminary engineering
- Let on qualifications/pricing
- Then lump sum contract negotiated
- Fixed Price DB: Awarded after 25-50% design
- Let to best price/technical
- Both types of DB: Contract transfers more risk than standard contract
- Owner responsible for fewer change orders, 100% of funding/finance, O&M

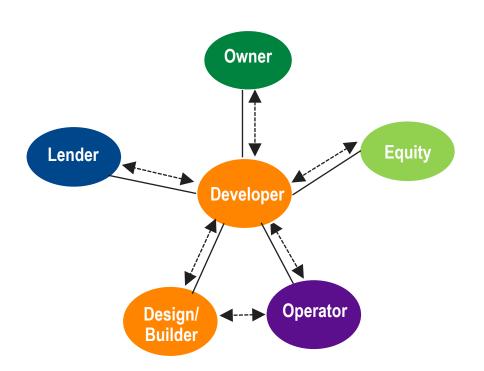
Fixed Price Design-Build-Operate-Maintain (DBOM)



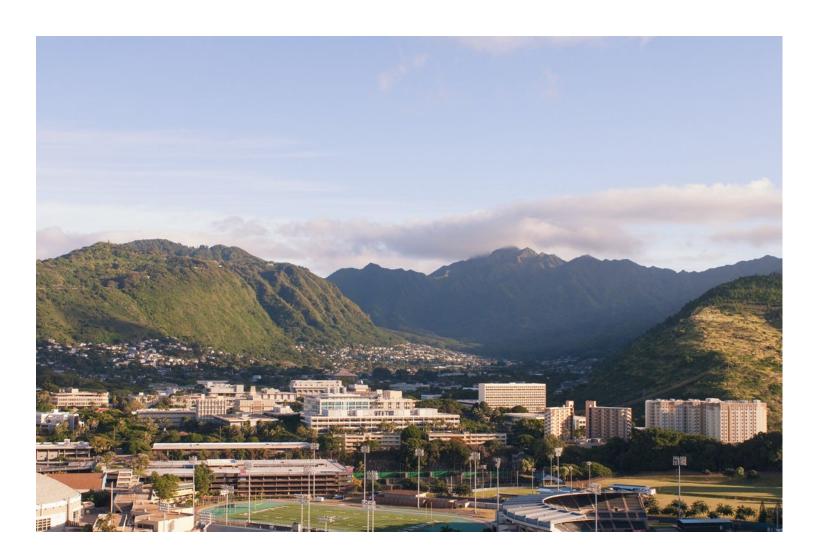
 Same as Fixed Price DB, except price includes 5-25 year Capital Operations/Maintenance

Delivery Models: Overview

Public-Private Partnership (P3)



Example: University of Hawaii Life Sciences Bldg



Project Delivery Models: Risk Transfer



- **DBB** Public entity bears risk that the construction price will exceed estimates, integration, defects in design and latent construction defects risk and certain cost-overruns due to change orders.
- **DB** Private entity takes integration, design and patent construction defect risk.
- DBOM Private entity takes integration, design, latent and patent construction defect risk.

Project Delivery Models: Risk Transfer



- **DBFOM AP** Private entity takes integration, design, latent and patent construction defect risk. Public entity takes revenue risk for revenue projects.
- **DBFOM Concession** Private entity takes integration, design, latent and patent construction defect risk. Private entity retains project revenues and takes revenue risk.



P3 Models Overview

- **BOT** Build Operate Transfer
- BOO Build Own Operate
- BOOT Build Own Operate Transfer
- DBF Design Build Finance
- DBFO Design Build Finance Operate
- **BLT** Build Lease Transfer
- **BTO** Build Transfer Operate
- DBFM Design Build Finance Maintain

- DBFOM Design Build Finance Operate Maintain
- BOOR Build Own Operate Remove

Project Delivery: P3 Methods

As projects have become larger and more complex, governmental entities have examined alternatives to conventional tools to capture:

- Private sector innovation
- Accelerated technical and financial feasibility
- Master development planning
- Unique financing capabilities
- Greater budget certainty from reduced contract claims/change orders exposure

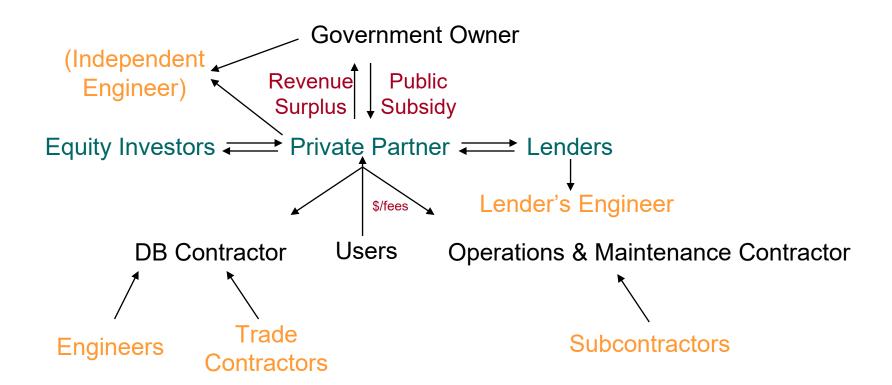
- Less government-retained responsibilities while retaining strong oversight/accountability
- Transfers of risk/responsibility for long-term operations and maintenance (O&M) performance

Project Delivery: P3 Methods

- For today's purposes, we divide P3s into two categories
- Distinguished by when in development process public Owner wants to capture private sector value:
 - Hard-bid: When project has matured to point it can be contractually priced/financed
 - Progressive P3: Prior to the point the project can be priced/financed, when Owner seeks private entity assistance in developing program/elements to accelerated technical/financial feasibility

Project Delivery: Revenue DBFOM

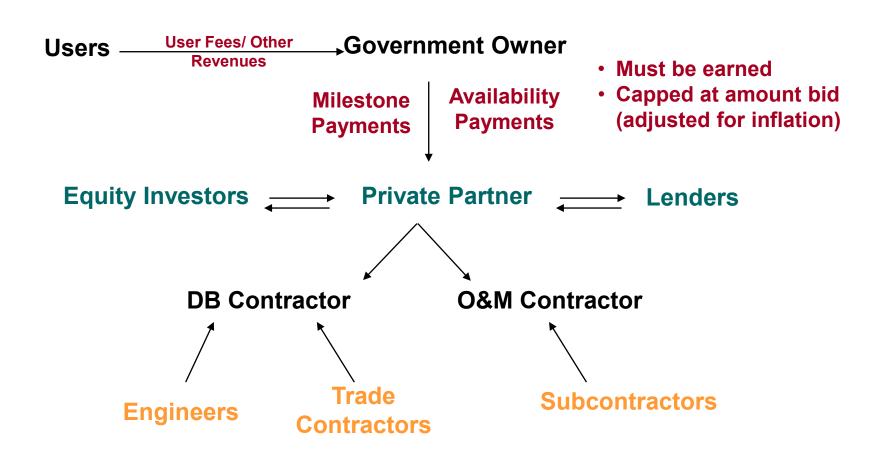
Full Concession



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Availability Concession

P3 Delivery Model: AP DBFOM



Availability Payment P3 Attributes

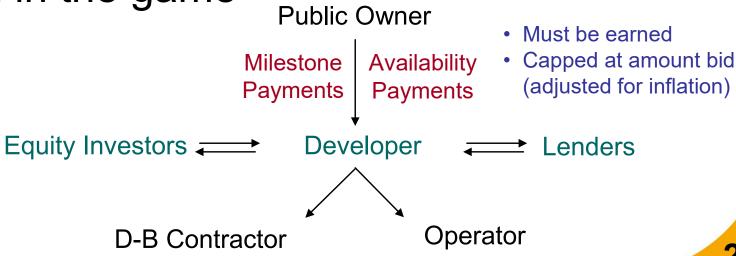
- For a project ready to be priced/financed, leading P3 tool is Availability Payment P3, a performance-based contract for DBFOM with:
 - Competition on price, technical solution, financing and other factors
 - Private partner obligations to:
 - Design/build (DB) project by contractually set deadline
 - Operate/maintain(OM) for 15-35 years
 - Hand back asset at end of term in contractually specified condition
 - Arrange for debt and equity financing (F) as required to cover deferred capital costs
 - Ownership of asset remains with public owner; no real property interests granted to private partner

Project Delivery: Availability Payment P3

- Owner compensates in two ways:
 - Construction period payments (progress or milestone), if any, will reduce financing costs
 - Upon substantial completion, maximum annual payments for contract duration, subject to deductions to the extent of underperformance

Project Delivery: Availability Payment P3

- Designed to incentivize innovation and lifecycle costing, accelerate completion, achieve long-term performance
- Relieve agency from operations and maintenance (O&M) obligations
- Secure developer "skin in the game"
- In return, carries modestly higher cost of capital



Project Delivery: Availability Payment P3

- Technical Requirements/Technical Provisions
 - Performance Based (outcomes) vs Prescriptive (means and methods)
 - Critical part of the RFP and a "contract document" vs. reference information
- Performance measures can be tailored to Owner goals and

priorities for project, for example:

- Supplier diversity
- Environmental sustainability
- Reliability
- Safety
- Other performance specs



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Case Study: UC Merced Campus Expansion



Overv

Overview

First higher education availability payment P3 project to be awarded in the U.S.

 Agreement to design, construct, finance, operate and maintain a broad mix of academic, residential, student life, and recreational facilities.

Goal: Expansion of the physical capacity of the campus to support projected enrollment growth from 6,700 students to 10,000 students within 5 to 7 years.



Overview (cont.)

Construction Scope: 790,000 assigned square feet developed on 219-acre University-owned site.

Project Cost:

\$1.3 billion approved budget

- \$600 million from University of California external financing
- \$590.35 million from Developer
- \$148.13 million UC Merced campus funds



Facilities Delivered

 Academic and research space 	 1,700 student residential beds 	1,500 parking spaces
 NCAA-II competition pool 	 Conference center 	 Wellness center
 Competition recreation field 	 Early childhood education center expansion 	Dining facility
 Student life facilities 		



Phased Delivery of Project

Facilities delivered in 3 phases to match anticipated enrolment growth and needs:

- First Delivery Facilities (161,035
 ASF) by Fall 2018 includes
 classrooms, central dining, housing
 facilities
- Second Delivery Facilities (150,820 ASF) by Fall 2019 – includes labs, academic offices, competition field
- Substantial Completion of the balance (478,037 ASF) by Fall 2020





Term

Term of Project Agreement: 39 years, commencing on date of contract execution (4-year construction period and 35-year operating period)



Key Benefits of the 2020 Project and the Delivery Strategy

Created necessary new spaces quickly and cost-effectively



Developed adaptable, joint-use facilities to support a living-learning environment for a community of scholars



Unlocked private sector innovation and expertise in areas ranging from design to sustainability



Enabled a long-term, stable financial model



Transferred performance and reliability risks normally absorbed by the University



Facilitates greater capacity for the University to focus on core teaching, research, and public service missions

Local Small/Disabled Veteran Business Enterprises; Skilled Workforce Program

SBE & DVBE Goals:

- Developer required to encourage meaningful participation by local SBEs and local DVBEs
- "Aspirational goals" for each of Construction Work and O&M services:
 - 30% of contract value performed by local SBEs, of which 3% of contract value performed by local DVBEs

Skilled Workforce Program:

- Required percentage of Developer's construction workers (30% in 2015 to 60% by 2020) must be:
 - registered in or graduates of a State or federally approved apprenticeship program, and/or
 - skilled journeypersons covered by collective bargaining agreement for applicable trade

Results

- The Project achieved overall substantial completion on time and on budget in summer 2020
- The Project facilities were awarded LEED Platinum certification in January 2021
- The campus has almost doubled in size and is attracting record numbers of applicants
- Students enjoy state-of-the art facilities required to be maintained at contractually specified performance levels over the next few decades

Economic Benefits of Project

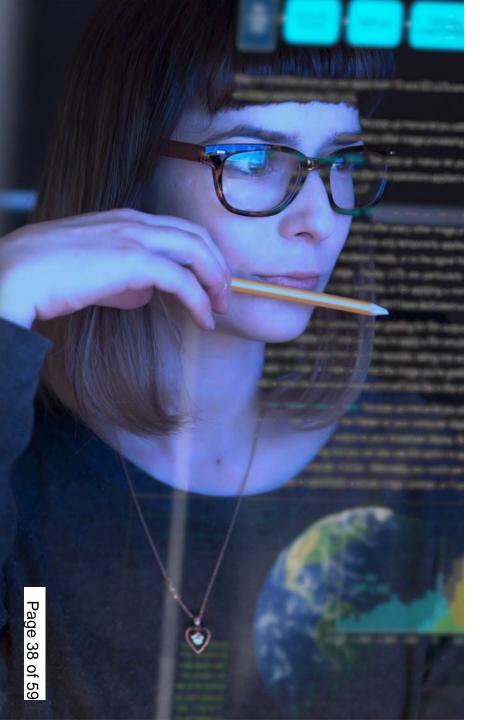
- Per Independent Study:
 - By 2022, ongoing operations of 2020 Project increases spending by over \$200M per year in the State
 - Total one-time impact estimated at \$1.5B in Merced County and \$2.4B statewide
 - Equates to:
 - 8,400 new jobs in Merced
 - 10,800 jobs in the San Joaquin Valley
 - 12,600 jobs statewide during construction



Project Delivery: Progressive P3s

- Engages private partner in two phases:
 - Pre-Development: Partnering with agency on technical/financial analyses to coordinate/ accelerate feasibility, financial close, project delivery
 - P3 Agreement Implementation: Potentially participating in implementation, subject to validation by Owner and accountability of private partner
 - Right of first negotiation
 - Private partner obligations to subcontract per Owner specifications, such as diverse suppliers
 - Role in providing private debt and/or equity





Project Delivery: Progressive P3s

- RFP submittal requirements: qualifications, proposed master development/finance plans
- Evaluation criteria: qualifications/skillsets, key personnel, program understanding, plan submittal quality, compensation, financial capability

Project Delivery: Progressive P3s

- Factors favoring Progressive P3:
 - More valuable as project size/complexity increases
 - Opportunities for sweat equity/private sector innovation to further
 - project definition, technical feasibility, financial feasibility
 - Expedites procurement
 - Less upfront investment makes this attractive to private sector
- Challenges:
 - Does not replace work required from Owner
 - More difficult to negotiate a P3 agreement in a sole source environment

Project Delivery: Combination of Hard-Bid and Progressive P3

 Suitable for program covering multiple elements, one of which ready to be priced/funded/financed

RFP includes:

Hard-bid contract documents and Progressive P3 contract

RFP submittals:

- Hard bid, fully priced proposal for feasible project element
- Proposal for remaining portions of project on Progressive P3
- Permits Owner in one transaction to deliver initial element and accelerate delivery of other elements with Owner controls

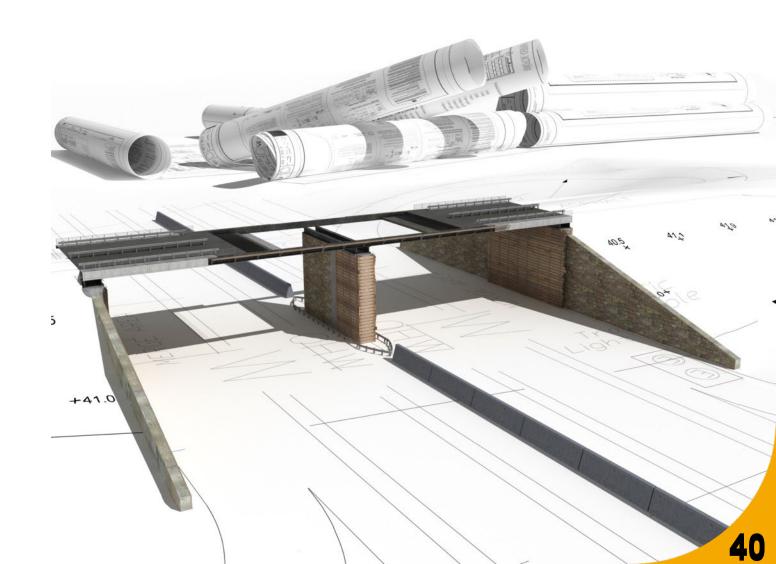
Combination of Hard-Bid and Progressive P3 (cont'd)

- Example: North Tarrant Express Program in DFW Metroplex, which includes six program elements
 - Initial procurement resulted in award of Fixed Price P3 for one then-feasible element and Progressive P3 for remaining five elements
 - Results to date:
 - First element (\$2.5B) closed 2010
 - Second two segments (\$1.5B) closed 2013
 - Fourth element (\$750M) closed 2019
 - Remaining two elements continue to progress toward feasibility



Potential Lease Structures

- Build to Suit
- Build Lease Transfer
- Swaps
- Joint Development
- Combination



Build to Suit Lease Structure

Parties:

- Commercial property developer (as landowner or as tenant through a ground lease with landowner)
- Tenant/government entity
- Developer builds improvements to tenant's specifications
- Tenant occupies facilities and makes lease payments
- Tenant is operator or contracts with Developer or another party to operate the facilities

Joint Development

- Land may be owned by public entity or private entity
- Private entity
 - May build facilities to be used by public or shared facilities
 - May be subject to specific use requirements
- Public entity
 - May build facilities owned and operated by public entity on private land
- Joint Development Agreement includes terms such as ownership, use, payments, operations/maintenance, shared facilities



Case Study: Cal State Long Beach

- Facilities
 - Tech Park
 - Staff and Employee housing
- Cal State Long Beach
 - Owns the land
 - Operator
- Private entity
 - Entered into a series of ground leases
 - Participates in profits with a longer lease





P3 Benefits

- Reduce risks regarding
 - Design and construction integration
 - Sites and contractor interface challenges
- Improve cost, schedule and funding certainty
- Reduce initial investment, freeing up public funds to build other projects sooner
- Improve lifecycle cost efficiency
- Improve maintenance performance

P3 Considerations

- Long-term working relationship
- Long-term funding commitment
- Necessary foresight
- Paradigm shift
- Upfront investment

When do P3's Make Sense?

- Large project; complex project needed to address growing demand/aging resources
- Political will + public support + P3 champion + enabling legislation
- Owner prioritizes budget and outcome "certainty"
- Public and private parties optimize lifecycle resource utilization, risk allocation
- Efficiency, creativity ("innovation")
- Private sector business sense
- Owner has capable performance management
- Value for Money

Who Participates?

- Public Sector
- Private Sector
- Technical Advisors what are we trying to build?
- Financial Advisors how are we going to fund this?
- Lenders (including other governments as lenders/grantors)
- Ratings agencies, financial model auditors, banks, sureties, bond underwriters, insurance companies/brokers ...

- Legal Advisors how are we going to pick our partner fairly? How are we going to structure and document the P3? How to administer this contract?
- Policy Professionals public sector long-term mandate, plans, political climate, intergovernmental relations, interest group relations
- Other, future P3 participants (domestic, international)



Appendix Abbreviations and Acronyms

- **AP** Availability payment public-private partnership
- CMAR Construction manager at risk
- CMGC Construction manager/general contractor
- DB Design-build
- DBB Design-bid-build
- **DBOM** Design-build-operate-maintain
- **DBFOM** Design-build-finance-operate-maintain
- DBFOM AP Availability payment public-private partnership
- **DVBE** Disabled Veteran Business Enterprise
- O&M Operations and maintenance
- **P3** Public-private partnership
- PDA Pre-development agreement or progressive P3
- SBE Small Business Enterprise

ITEMS FOR REVIEW NO. 5.1.a.

Finance Committee Notes for May 2, 2023

The Finance Committee Meeting of the Board of Trustees of Dallas College was held Tuesday, May 2, 2023, beginning at 11:32 a.m. at the administrative office in room 036 and was broadcasted via the streaming link https://dcccd.new.swagit.com/events/17001. This meeting was convened by Committee Chair Cliff Boyd.

Board Members and Officers Present

- * Mr. Cliff Boyd (committee chair)
- * Mrs. Monica Lira Bravo
 - Ms. Charletta Rogers Compton
 - Ms. Diana Flores
- Dr. Catalina E. Garcia
 - Dr. Justin H. Lonon (secretary and chancellor)
 - Mr. Paul Mayer
 - Mr. Philip J. Ritter
- * Denotes a committee member

Members Absent

None.

- 1. Roll Call Announcement of a Quorum confirmed by Committee Chair Boyd.
- 2. Certification of Notice Posted for the Meeting confirmed by Chancellor Lonon.
- 3. Citizens Desiring to Address the Board

There were no citizens desiring to address the Board.

4. Committee Presentation

4.1. PACE Employee Survey and Dallas College Values
Presenters: Mary Brumbach, Louis Burrell, Lenora Reece, Brad Williams

Brad Williams, Lenora Reece, Mary Brumbach, and Louis Burrell presented the findings from the PACE Employee Survey and alignment with Dallas College Values.

PACE maintains over 60 years of research for community colleges, which allows a community college to better understand its culture and benchmark against other institutions. The survey promotes open and honest communication by receiving direct responses from employes and focuses four primary climate factors: Institutional Structure, Supervisory Relationships, Teamwork, and Student Focus.

Dallas College employees participated in the survey during the Fall of 2022. Over 3,000 comments were registered through the survey with a 50% response rate collegewide. Survey responses showed that the college is doing well with supervisory relationships, professional development, and teamwork. Overall, employees have a strong student focus with a commitment to student success and serving students. Institutional structure and communication continue to be a work in progress collegewide.

Chancellor Lonon spoke about the on-going work on structure and building a new culture through the reorganization, along with the development of processes as one college.

Over 400 employees collegewide participated in World Café Sessions in February 2023 to identify "Words That Matter" and the values that are demonstrated. From these sessions, value statements and Dallas College Values were created: integrity, respect, opportunity, accountability, collaborating, inclusion, and diversity. The college also identified three main focus areas: communication, support and inclusion, and trust. The next steps include "A Seat at the Table," inclusive communication sessions focusing on solution-driven conversations and creation of a collaborative action plan.

Trustee Flores spoke in support of addressing the low scoring areas for improvement to the college. Trustees Flores and Compton commented

on communication problems collegewide. Trustee Compton voiced concerns with the low participation rate of faculty for the survey.

4.2. 2022-23 Compensation Study Presenter: Louis Burrell

Brad Williams and Louis Burrell presented an update on the 2022-2023 Compensation Study.

Total Rewards Philosophy looks at all areas of compensation, including benefits and work-life balance. This philosophy will help Dallas College attract, retain, fairly compensate, and be competitive in the marketplace. The college has identified four guiding principles: flexible, internally equitable, externally competitive, and review salary schedules every 3-5 years.

The compensation study would allow the college to gather benchmark data to analyze current pay practices to determine if they are competitive in the industry and to determine if salaries are compliant with state and federal laws. Benefits of the compensation study include wage equity and creating a culture of transparency.

In 2015, a compensation study was conducted with over 670 positions reviewed, resulting in adjustments to salary schedules for faculty, staff, and administrators. The current compensation study will be completed by the end of this fiscal year. Priority was given to workgroups, such as safety and security, and a review of jobs based on the difficulty in filling the positions. The safety and security study was completed last summer, which resulted in an adjustment to align with market standards and a longevity award based on years of service.

For the faculty review, the college benchmarked salaries with seven Texas community colleges and then expanded the faculty peer group to 36 universities and colleges nationwide. Our faculty minimums fell below in comparison. It would cost over \$800,000 to increase the faculty minimums to new recommended minimums. The salary adjustment would help the college recruit new faculty. For high demand and critical

fields, the college has discussed providing a market disparity stipend as part of the compensation package.

Trustee Flores spoke about faculty salaries in the past falling below the minimums and asked how the college would ensure that faculty salaries stay competitive.

Louis Burrell and Chancellor Lonon spoke about the need to have salaries reviewed regularly with periodic spot checks.

Trustee Compton asked for clarification on the different faculty salary ranges (FF1-FF4).

Dr. Floyd responded that the salary ranges are based on the faculty member's education and/or credentials. As faculty complete more advanced degrees, they can apply to advance in range.

Trustee Flores spoke as an advocate for higher minimums for faculty.

Trustee Ritter recommended that decisions be made in the context of the budget rather than ad hoc.

Committee Chair Boyd and the finance committee agreed to immediately increase the faculty salary minimums for recruitment and review further salary changes during budget planning.

Trustee Compton requested the comparison salary information from peer institutions. Human resources will provide that data to the board.

Trustee Ritter asked about the compensation incentive program.

Chancellor Lonon stated that the performance review with metrics and KPIs were included as part of the Chancellor's Performance Review. The review process will move forward with executive leadership next year and then collegewide. Faculty will be included in the design of the faculty review.

Trustee Flores asked if the faculty extra service process has become fair and equitable.

Chancellor Lonon and Dr. Floyd responded that adjustments have been made to the faculty extra service program, now broadly distributed collegewide and has a 97% participation rate.

5. Overview of Regular Agenda Items

5.1. a. Adoption of Resolution Raising Exemption Amount for Persons Aged 65 or Older and For Disabled Individuals for Tax Year 2023

This resolution would increase the tax exemption to \$100,000 for over 65 and disabled people, effective on 2023 taxes which would impact next year's college budget. The finance committee previously voted to bring this recommendation forward for board adoption. The amount of taxpayer savings would be \$4.1 million.

Trustee Ritter spoke in support of this tax relief and recommended waiting to adopt this resolution considering that: the college is in the middle of budget planning, current reduced enrollment, community college state funding has not been finalized, and Dallas County appraisals are pending due to protests and appeals.

b. Approval of Amendment to Interlocal Cooperation Contract for the Urban Land Bank Demonstration Program with the City of Dallas, County of Dallas, Dallas County Hospital District, Dallas Independent School District, and Dallas County Schools District

Dallas College had been a member of the Land Bank since 2004. During the pandemic, our participation in the Land Bank lapsed. This amendment would allow the college to rejoin the Land Bank through 2025. The Land Bank takes properties that have been lost due to unpaid taxes and repurposes them into usable community spaces or affordable housing.

6. Items for Review

- 6.1. Committee Notes
 - a. Finance Committee Notes for April 4, 2023

No comments or edits were made.

- 7. Executive Session began at 12:24 p.m. and adjourned at 2:25 p.m.
- **8. Adjournment** at 3:05 p.m.