

MEMORANDUM

Agenda Item No. 14(A)(1)

TO: Honorable Chairman Jose "Pepe" Diaz
and Members, Board of County Commissioners

DATE: March 2, 2021

FROM: Geri Bonzon-Keenan
County Attorney

SUBJECT: Resolution approving Project ACI Worldwide Corp as a Targeted Jobs Incentive Fund program business pursuant to chapter 2, article LXXXVI of the Code; confirming that the commitment of incentive awards for Confidential Project ACI Worldwide Corp exists; providing an appropriation of up to \$174,772.00 from Countywide General Fund revenues for Fiscal Years 2022-23 through 2031-32; authorizing the County Mayor to make non-substantive modifications or to modify the job creation and disbursement dates timeline, and to execute all contracts, agreements and amendments, and providing for an effective date

The accompanying resolution was prepared by the Regulatory and Economic Resources Department and placed on the agenda at the request of Prime Sponsor Commissioner Raquel A. Regalado.




Geri Bonzon-Keenan
County Attorney

GBK/smm

Date: March 2, 2021

To: Honorable Chairman Jose “Pepe” Diaz
and Members, Board of County Commissioners

From: Daniella Levine Cava 
Mayor

Subject: Resolution Approving Targeted Jobs Incentive Fund Tax Refund for Project ACI
Worldwide Corp

Recommendation

The Beacon Council, on behalf of Project ACI Worldwide Corp, has submitted an application for economic development incentives under the County’s Targeted Jobs Incentive Fund (TJIF) Program, Chapter 2, Article LXXXVI of the Miami-Dade County Code. It is recommended that the Board of County Commissioners (Board) approve the request for ACI Worldwide Corp to participate in the TJIF Program. It is also recommended that the Board make available \$174,772.00 in TJIF assistance from Countywide General Fund Revenues.

Scope

Project ACI Worldwide Corp is a digital payments fintech company seeking to relocate its international headquarters to Miami-Dade County. The proposed location is confidential at this time however, the company is looking for a facility in Commission District 7, which is represented by Commissioner Raquel A. Regalado. The company is committing to create 182 new full-time equivalent jobs, as defined in section 288.106, Florida Statutes. The jobs will have a positive Countywide impact through indirect employment and an economic multiplier effect.

Delegating Authority

If adopted, the resolution delegates the authority to the County Mayor or the County Mayor’s designee to make non-substantive modifications or to modify the job creation and disbursement dates timeline, and to execute all contracts, agreements, and amendments between Miami-Dade County and ACI Worldwide Corp.

Fiscal Impact/Funding Source

Based on a total capital investment of \$9,025,000.00 as stated in the attached application, Project ACI Worldwide is projected to generate \$304,699.00, over a ten-year period, in incremental property tax revenues to the Countywide General Fund. As a result, the business is eligible to receive \$174,772.00 in TJIF assistance, to be paid over a ten-year period. This amount includes the job creation bonus of \$54,028.00 to be disbursed in the 10th year of the award. For every 50 jobs created, an additional 0.150 percent of the total capital investment will be added to the surplus job bonus. The Beacon Council on behalf of the business, has also applied for a Qualified Target Industry Refund (QTI) incentive award which is being considered by the Board, as a separate agenda item, in the amount of \$189,000.00, of which \$151,200.00 would be provided by the State and \$37,800.00 is the local match to be provided by the County. If approved, the County will provide a total of \$212,572.00 in economic incentives to this business. The Beacon Council projects that the combined TJIF and QTI incentives will result in a positive fiscal impact of \$92,127.00 to the Countywide General Fund revenues. The actual disbursement of the TJIF Program award is contingent upon verifying the creation of the new jobs and the capital investment

appearing on the tax roll. The TJIF Program award may equal up to 2.140 percent of the total real property capital investment and 1.440 percent of the tangible personal property capital investment to remain in compliance with the TJIF Program. Disbursements of the TJIF Program award is capped to not exceed the amount of incremental countywide General Fund revenues the County generates by the capital investment.

Track Record/Monitor

The TJIF Program specifies that a Board approved TJIF Program project must create at least 10 new jobs, retain those jobs in accordance with the program’s criteria, and make a significant capital investment to receive the incentive. ACI Worldwide Corp is promising to make a capital investment of \$9,025,000.00 and create 182 new jobs.

Upon the company’s request for incentive payment, staff from the Research and Planning Division within the Department of Regulatory and Economic Resources will verify that it has met the required number of new jobs created, at the required wage rate and in accordance with the TJIF Program agreement. Staff will also confirm that the ad valorem and/or the tangible personal property taxes are sufficient to cover the TJIF Program payment.

Background


ACI Worldwide Corp is proposing to build and renovate a new 23,000 square foot corporate headquarters to expand its software design and research/development operations (North American Industry Classification System Code #551114). The company plans to commence construction during FY 2021. Alternative locations include Omaha, Nebraska.

As a condition of the TJIF award, ACI Worldwide Corp agrees that the 182 new workers hired will have an average annual salary of \$180,000.00 (excluding benefits). Employee benefits associated with each newly created job will be \$41,000.00. The value of employee benefits is not a requirement of the TJIF Program.

The anticipated dates for job creation and incentive award disbursements are set forth in the resolution but are subject to change upon the approval of the County Mayor or the County Mayor’s designee so long as they remain consistent with the TJIF Program.

The attached documents relating to the application of the incentive have been prepared by The Beacon Council and reviewed by the Department of Regulatory and Economic Resources.

Attachment



Jimmy Morales
Chief Operations Officer

ACI WORLDWIDE CORP SUMMARY SHEET	
APPLICANT:	ACI Worldwide Corp
HEADQUARTERS LOCATION:	Miami-Dade County
PROPOSED LOCATION IN MIAMI-DADE COUNTY:	District 7
OTHER LOCATIONS UNDER CONSIDERATION:	Omaha, Nebraska
DATE OF QTI/TJIF APPLICATIONS:	January 25, 2021
OVERALL BUSINESS ACTIVITY/MISSION:	Software development and production
PROPOSED LOCAL BUSINESS ACTIVITY:	Software Publishers
PROPOSED CAPITAL INVESTMENT:	\$9,025,000.00 (Not a condition of the award)
TARGETED QTI/TJIF INDUSTRIES:	Corporate Headquarters
PROPOSED LOCATION IN DESIGNATED PRIORITY AREA:	No
NEW BUSINESS OR EXPANDING BUSINESS:	New
TOTAL NUMBER OF DIRECT JOBS TO BE CREATED/RETAINED:	182
EFFORT IN HIRING RESIDENTS IN LOCAL AREA:	Unknown
ESTIMATED ANNUALIZED AVERAGE WAGES FOR NEW JOBS:	\$180,000.00
ANNUAL EMPLOYEE BENEFIT PACKAGE:	\$41,000.00 (Not a condition of the incentive)
NUMBER OF INDIRECT JOBS TO BE CREATED:	TBA
NUMBER OF YEARS TO CREATE NEW JOBS:	6
MAXIMUM INCENTIVE PER DIRECT JOB CREATED/RETAINED	\$960.01
MAXIMUM INCENTIVE AWARD APPLIED FOR:	\$174,722.00
PROJECTED INCREMENTAL COUNTY TAX REVENUE:	\$304,699.00
TYPE OF FUNDS REQUESTED IN APPLICATION:	Countywide General Fund Revenues
COMMENTS: Information and data in this summary sheet provided The Beacon Council.	



MEMORANDUM
(Revised)

TO: Honorable Chairman Jose "Pepe" Diaz
and Members, Board of County Commissioners

DATE: March 2, 2021

FROM: 
Gen Bonzon-Keenan
County Attorney

SUBJECT: Agenda Item No. 14(A)(1)

Please note any items checked.

- "3-Day Rule" for committees applicable if raised
- 6 weeks required between first reading and public hearing
- 4 weeks notification to municipal officials required prior to public hearing
- Decreases revenues or increases expenditures without balancing budget
- Budget required
- Statement of fiscal impact required
- Statement of social equity required
- Ordinance creating a new board requires detailed County Mayor's report for public hearing
- No committee review
- Applicable legislation requires more than a majority vote (i.e., 2/3's present ____, 2/3 membership ____, 3/5's ____, unanimous ____, CDMP 7 vote requirement per 2-116.1(3)(h) or (4)(c) ____, CDMP 2/3 vote requirement per 2-116.1(3)(h) or (4)(c) ____, or CDMP 9 vote requirement per 2-116.1(4)(c)(2) ____) to approve
- Current information regarding funding source, index code and available balance, and available capacity (if debt is contemplated) required

Approved _____ Mayor
Veto _____
Override _____

Agenda Item No. 14(A)(1)
3-2-21

RESOLUTION NO. _____

RESOLUTION APPROVING PROJECT ACI WORLDWIDE CORP AS A TARGETED JOBS INCENTIVE FUND PROGRAM BUSINESS PURSUANT TO CHAPTER 2, ARTICLE LXXXVI OF THE CODE OF MIAMI-DADE COUNTY, FLORIDA; CONFIRMING THAT THE COMMITMENT OF INCENTIVE AWARDS FOR CONFIDENTIAL PROJECT ACI WORLDWIDE CORP EXISTS; PROVIDING AN APPROPRIATION OF UP TO \$174,772.00 FROM COUNTYWIDE GENERAL FUND REVENUES FOR FISCAL YEARS 2022-23 THROUGH 2031-32; AUTHORIZING THE COUNTY MAYOR OR COUNTY MAYOR’S DESIGNEE TO MAKE NON-SUBSTANTIVE MODIFICATIONS OR TO MODIFY THE JOB CREATION AND DISBURSEMENT DATES TIMELINE, AND TO EXECUTE ALL CONTRACTS, AGREEMENTS AND AMENDMENTS, AND PROVIDING FOR AN EFFECTIVE DATE

WHEREAS, this Board desires to accomplish the purposes outlined in the accompanying memorandum, Targeted Jobs Incentive Fund (“TJIF”) Project ACI Worldwide Corp’s Application (“Application”) and Agreement for Targeted Jobs Incentive Fund (“Agreement”), copies of which are incorporated herein by reference; and

WHEREAS, Project ACI Worldwide Corp qualifies as a target industry business under chapter 2, article LXXXVI of Code of Miami-Dade County, Florida (“TJIF Ordinance”),

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS OF MIAMI-DADE COUNTY, FLORIDA, that this Board hereby:

Section 1. Adopts and ratifies the matters set forth the foregoing recitals.

Section 2. Finds that attracting, retaining and providing favorable conditions for the growth of target industries provides quality employment opportunities for residents of the County and enhances the County’s economic foundation.

Section 3. Authorizes the County Mayor or County Mayor’s designee to execute the Application and Agreement for TJIF between Miami-Dade County and ACI Worldwide Corp, as a TJIF business pursuant to the TJIF Ordinance, in substantially the forms attached hereto and incorporated herein by reference.

Section 4. Further authorizes the County Mayor or County Mayor’s designee to make non-substantive modifications to the job creation and disbursement dates timeline, and to execute all contracts, agreements, and amendments necessary to further the purposes set forth in this resolution.

Section 5. Finds that the commitment of incentive awards for Project ACI Worldwide Corp exists in an amount not to exceed \$174,772.00 from countywide General Fund revenues, and is conditioned on and subject to specific annual appropriations by the Board in the following increments:

Fiscal Year 2022-23 -	\$13,416.00
Fiscal Year 2023-24 -	\$13,416.00
Fiscal Year 2024-25 -	\$13,416.00
Fiscal Year 2025-26 -	\$13,416.00
Fiscal Year 2026-27 -	\$13,416.00
Fiscal Year 2027-28 -	\$13,416.00
Fiscal Year 2028-29 -	\$13,416.00
Fiscal Year 2029-30 -	\$13,416.00
Fiscal Year 2030-31 -	\$13,416.00
Fiscal Year 2031-32 -	<u>\$54,028.00</u> (Job Bonus)
TOTAL	<u>\$174,772.00</u>

with the provision that any tax abatement granted to Project ACI Worldwide Corp under section 196.1995, Florida Statutes, reduces any TJIF incentive award granted by the amount of any such tax abatement granted, and will be paid to ACI Worldwide Corp with the stipulation ACI Worldwide Corp is in compliance with the TJIF program as set forth in the TJIF Ordinance, including, but not limited to, the requirement that at least 182 jobs be created. In no event shall

this resolution operate to obligate the County to make disbursements to ACI Worldwide Corp in an amount that contradicts or violates the program requirements as set forth in the TJIF Ordinance.

Section 6. Requires that the commitment of incentive awards shall be contingent on ACI Worldwide Corp maintaining the jobs during the life of the incentive and ensuring that its hiring practices are consistent with and reflect the diversity of the Miami-Dade County community. ACI Worldwide Corp also agrees to a “good faith” effort to hire, to the maximum extent, residents from Miami-Dade County.

The foregoing resolution was offered by Commissioner _____, who moved its adoption. The motion was seconded by Commissioner _____ and upon being put to a vote, the vote was as follows:

Jose “Pepe” Diaz, Chairman	
Oliver G. Gilbert, III, Vice-Chairman	
Sen. René García	Keon Hardemon
Sally A. Heyman	Danielle Cohen Higgins
Eileen Higgins	Joe A. Martinez
Kionne L. McGhee	Jean Monestime
Raquel A. Regalado	Rebeca Sosa
Sen. Javier D. Souto	

The Chairperson thereupon declared this resolution duly passed and adopted this 2nd day of March, 2021. This resolution shall become effective upon the earlier of (1) 10 days after the date of its adoption unless vetoed by the County Mayor, and if vetoed, shall become effective only upon an override by this Board, or (2) approval by the County Mayor of this resolution and the filing of this approval with the Clerk of the Board.

MIAMI-DADE COUNTY, FLORIDA
BY ITS BOARD OF
COUNTY COMMISSIONERS

HARVEY RUVIN, CLERK

By: _____
Deputy Clerk

Approved by County Attorney as
to form and legal sufficiency.



Shannon D. Summerset-Williams



January 25, 2021

Ms. Lourdes Gomez
Director, Regulatory and Economic Resources
Miami-Dade County
111 NW 1st Street, 11th Floor
Miami, FL 33128

Re: Project: ACI Worldwide

Dear Ms. Gomez:

Attached please find the application for Project: ACI Worldwide to the Miami-Dade County Targeted Jobs Incentive Fund (TJIF). Project: ACI Worldwide is the headquarter relocation of a digital payments fintech company to Miami-Dade County.

The company is evaluating relocating their HQ to Miami-Dade County (City of Coral Gables, County Commission District 7/Regalado) creating 182 new jobs at more than 200% of the average local wage and a capital investment of \$9.025M. Alternative location is Omaha, NE where the company maintains an executive office.

We are referring this application to your office for review and preparation of a resolution to the Miami-Dade Board of County Commissioners requesting a maximum of \$174,772 to be paid over a period of ten years. Attached is the project briefing book as well as the economic impact analysis prepared by Miami Dade Beacon Council's Research Department.

We are requesting that the item be placed on the next possible BCC agenda and look forward to working together for the benefit of the economic development of Miami-Dade County. If you have any questions, please contact me at (305) 579-1300.

Sincerely,

A handwritten signature in blue ink, appearing to read 'James Kohnstamm'.

James Kohnstamm
Executive Vice President
Economic Development

Copy: George Andrews, Leland Salomon

Miami-Dade County Targeted Jobs Incentive Fund (TJIF)

Project: ACI Worldwide

January 2021

**Prepared by the
Miami-Dade Beacon Council**

Executive Summary for Project: ACI Worldwide

Background

Project: ACI Worldwide is the headquarter relocation of a digital payments fintech company to Miami-Dade County. The company is evaluating relocating their HQ to Miami-Dade County (City of Coral Gables, County Commission District 7/Regalado) creating 182 new jobs at more than 200% of the average local wage and a capital investment of \$9.025M. Alternative location is Omaha, NE where the company maintains an executive office.

Based on the new capital investment of \$9,025,000 in new real property and personal property, Project: ACI Worldwide will generate \$304,699 in new Miami-Dade County General Fund Taxes over a three-year period.

Recommendation

The enclosed TJIF application package requests a maximum of \$174,772 to be paid by the County over a period of 10-years, resulting net revenue benefit is 1:1.74.

This is a performance-based incentive, not a cash grant. No funds will be provided to the Company until they meet all program and job creation requirements.

Project: ACI Worldwide

Project Summary:	
Project Name	Project: ACI Worldwide
New Jobs	182
Average Salary	\$747,000
New Capital Investment	\$9,025,000
New Square Footage	23,000
TJIF Breakdown:	
Miami-Dade County Incremental Tax Revenue	\$304,699.00
TJIF Award	\$174,772
Net Revenue Benefit to Miami-Dade	\$129,927
Total Cost-Benefit Ratio	1:1.74

TJIF 10-Year Fiscal Analysis: Real Property
ACI Worldwide

Variable	Value	As % of Capital Inv
Tax Increment Analysis		
Capital Investment	\$6,000,000	100.0%
Market/Capital Inv Ratio	0.85	
Assessed Value	\$5,100,000	85.0%
Budget Adjustment Factor	0.95	
Available for Ad-valorem Taxes, year 1	\$4,845,000	80.8%
Annual Net Appreciation Rate	1.50%	
Available for Ad-valorem Taxes, year 2	\$4,917,675	
Available for Ad-valorem Taxes, year 3	\$4,991,440	
Available for Ad-valorem Taxes, year 4	\$5,066,312	
Available for Ad-valorem Taxes, year 5	\$5,142,306	
Available for Ad-valorem Taxes, year 6	\$5,219,441	
Available for Ad-valorem Taxes, year 7	\$5,297,733	
Available for Ad-valorem Taxes, year 8	\$5,377,199	
Available for Ad-valorem Taxes, year 9	\$5,457,857	
Available for Ad-valorem Taxes, year 10	\$5,539,724	
Countywide GF Millage per \$1000	4.6669	
10-Year Additional General Fund Tax Revenue	\$242,000.64	4.0%
Average Yearly Additional Tax Revenue	\$24,200	
TJIF Incentive Analysis		
Y=1	Value	As % of Capital Inv
Base TJIF Award/Tax Increment	\$128,400	2.140%
TJIF Base Award		
TJIF Bonus Awards		
Green Business Certification	0	0.220%
Designated Priority Area Award	0	0.220%
Green Certified Building Award	0	0.063%
Alt. Energy Producer or Installer Award	0	0.063%
Maximum Potential TJIF Award	\$128,400	2.140%

TJIF 10-Year Fiscal Analysis: Personal Property
ACI Worldwide

Variable	Value	As % of Capital Inv
Tax Increment Analysis		
Capital Investment	\$3,025,000	100.0%
Market/Capital Inv Ratio	0.85	
Assessed Value	\$2,574,250	85.0%
Budget Adjustment Factor	0.95	
Available for Ad-valorem Taxes, year 1	\$2,442,688	80.8%
Annual Depreciation (Value)*	\$244,269	
Available for Ad-valorem Taxes, year 2	\$2,198,419	
Available for Ad-valorem Taxes, year 3	\$1,954,150	
Available for Ad-valorem Taxes, year 4	\$1,709,881	
Available for Ad-valorem Taxes, year 5	\$1,465,613	
Available for Ad-valorem Taxes, year 6	\$1,221,344	
Available for Ad-valorem Taxes, year 7	\$977,075	
Available for Ad-valorem Taxes, year 8	\$732,806	
Available for Ad-valorem Taxes, year 9	\$488,538	
Available for Ad-valorem Taxes, year 10	\$244,269	
Countywide GF Millage per \$1000	4.6669	
10-Year Additional General Fund Tax Revenue	\$62,698.78	2.1%
Average Yearly Additional Tax Revenue	\$6,269.88	
TJIF Incentive Analysis		
Y=1	Value	As % of Capital Inv
Base TJIF Award/Tax Increment	\$43,560	1.440%
TJIF Base Award		
TJIF Bonus Awards		
Green Business Certification Bonus Award	0	0.220%
Designated Priority Area Bonus Award	0	0.220%
Green Certified Building Bonus Award	0	0.063%
Alt. Energy Producer or Installer Bonus Award	0	0.063%
Maximum Potential TJIF Award	\$43,560	1.440%

* Depreciation based on 10% scrap value at end of 10th year and taken on straight line basis.

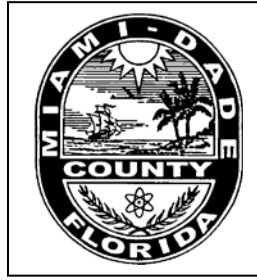
Base TJIF	Annual Increment
FY2022-23	\$34,011
FY2023-24	\$33,210
FY2024-25	\$32,414
FY2025-26	\$31,624
FY2026-27	\$30,838
FY2027-28	\$30,058
FY2028-29	\$29,284
FY2029-30	\$28,515
FY2030-31	\$27,751
FY2031-32	\$26,993
Total TJIF	\$304,699

Tax Increment **\$304,699**
 Net Fiscal Imp **\$129,927**
 B/C Ratio **1.74**
 Job Bonus **\$40,612.00**

Total TJIF	Value	As % of Capital Inv
Base TJIF	\$134,160	
FY2022-23	\$13,416	
FY2023-24	\$13,416	
FY2024-25	\$13,416	
FY2025-26	\$13,416	
FY2026-27	\$13,416	
FY2027-28	\$13,416	
FY2028-29	\$13,416	
FY2029-30	\$13,416	
FY2030-31	\$13,416	
FY2031-32	\$54,028	
Total TJIF	\$174,772	

Proposed Job Bonus
 For every additional 50 jobs created an additional .15% of total investment will be added at the end of the 10th year. All jobs promised will have to be in place (no partial credit will be given). For this project the bonus (182 jobs) will be equal to:
 \$9025000 * .0015 * 3= \$40612

Miami-Dade County, Florida



Application and Agreement for Targeted Jobs Incentive Fund (TJIF)

ACI Worldwide Corp

Name of Business

(Note: If the name of company is confidential at time of application, said company name shall be provided and appended to this Application and Agreement within 60 days of being approved by the County.)

Important: This Application and Agreement for TJIF shall be in compliance with Miami-Dade County Board of County Commissioners Ordinance No. 00-98 as codified in the Code of Miami-Dade County, Chapter 2, Article LXXXVI, and as further modified by Ordinance No. 18-36, as may be amended.



The Beacon Council
80 S.W. 8th Street, Suite 2400
Miami, FL 33130
Phone: 305-579-1300
www.beaconcouncil.com

Section 1. Targeted Jobs Incentive Fund (TJIF) Background

- 1.1 The Targeted Jobs Incentive Fund is an initiative fashioned by The Beacon Council and Miami-Dade County and patterned after the State of Florida Qualified Target Industry Tax Refund Program (QTI). The program's intent is to attract relocating out-of-area businesses and encourage expansion of existing local companies by providing cash incentive awards. As with the QTI Program, a Company is required to create a certain number of jobs and must also generate enough new revenue to Miami-Dade County to fund its TJIF benefit.
- 1.2 The TJIF is an inducement program available only to companies from outside the County (with the exception of Palm Beach, Broward, and Monroe Counties) wishing to relocate here, and to Miami-Dade companies which undertake a business expansion and which create jobs as a result of the local expansion. Nevertheless, a Palm Beach, Broward or Monroe County-located Company that is planning to relocate outside South Florida is eligible for this program. The Company must provide verifiable documentation supporting its consideration of other locales. Any business decisions, such as leasing of space or hiring of employees, made prior to the final TJIF approval will likely be grounds for disapproval unless waived by the Miami-Dade County Mayor or Mayor's designee after a showing of good cause.
- 1.3 Although the TJIF program is available to companies countywide, it is also used to encourage investment and the creation of jobs in Designated Priority Areas (DPA) i.e. Enterprise Zones, Empowerment Zones, Targeted Urban Areas, Community Development Block Grant eligible areas, and Brownfield areas, by providing business with additional incentives if the Company locates within these specified areas.
- 1.4 The TJIF program is strictly a performance-based incentive that is disbursed to the Company after it has met all of its job creation projections, average salary commitment, capital investment commitments and all other requirements of the program.

Section 2. Eligibility Criteria

- 2.1 The Targeted Jobs Incentive Fund (TJIF) is available to companies in the following industries:
- a. Advance Manufacturing;
 - b. Aviation/Aerospace;
 - c. Clean Energy including, but not limited to, Solar Photovoltaic and Solar Thermal Energy, Biofuels, Smart Grid Technologies, Energy Storage, and Ocean Energy;
 - d. Financial/Professional Services;
 - e. Homeland Security/Defense;
 - f. Information Technology;
 - g. Life Sciences;
 - h. Creative Industries including, but not limited to, Fashion and Lifestyles;
 - i. Global Logistics;
 - j. Headquarters including regional headquarters (NAICS Code 5511); and
 - k. Any industry designated as a "Target industry business" under the State of Florida's Qualified Target Industry ("QTI") program, Section 288.106(1) of the Florida Statutes.

The Board of County Commissioners, at its discretion, may waive the eligible industry requirement at the request and recommendation of The Beacon Council and the County Mayor and County Mayor's designee.

- 2.2 The Company must create at least 10 new jobs and make a minimum capital investment of at least \$3 million.
- 2.3 The County Commission, recognizes its responsibility to set a community standard that permits full-time workers to live above the poverty line. Therefore, the TJIF Program will not be available to companies that pay any of their employees less than the Living Wage Rate as defined in Section 2-8.9 of the Code of Miami-Dade County, as adjusted annually by the Department of Small Business Development or its successor department. In addition, the New Jobs promised under the TJIF application/agreement must pay an estimated Average Annual Wage at least equal to the average private sector wage of the County or the statewide private sector average wage. In determining the Average Annual Wage, only New Jobs are to be included and wages for existing jobs shall be excluded from the calculation.
- 2.4 The Company's countywide ad valorem property taxes, excluding debt service, and countywide portion of sale taxes paid must generate sufficient additional general fund tax revenue to the County in order to fund the award. Additional general fund tax revenue generated by the project shall be determined by using a methodology acceptable to the County.
- 2.5 An economic impact analysis of the project will be determined using a professionally accepted econometric model such as Department of Commerce, BEA RIMS-II; Minnesota Implan Group, IMPLAN V.3; or REMI, Inc, REMI Model Pl+, and reviewed by the County's Chief Economist.
- 2.6 This Application and Agreement must be signed by the Company and Miami-Dade County stipulating the number of new jobs to be created, the projected amount of capital investment, the amount of the projected tax revenue and the date when the project will be completed. Disbursements of the TJIF award to the Company will only be made after it has achieved the capital investment and job creation benchmarks set forth in the Application and Agreement, and all other terms of the TJIF program.
- 2.7 The TJIF is an inducement program that is only available to companies considering a relocation and/or expansion in Miami-Dade County and one or more other communities. The TJIF is utilized to induce "New to Market" companies to relocate to Miami-Dade County (not available for companies located within Palm Beach, Broward and Monroe Counties unless a Company is planning to relocate outside South Florida). Companies located in other Florida counties are eligible for TJIF for any net *new* jobs being created in Miami-Dade County. The Company must identify the other metro areas being actively considered as locations for the project.

Section 3. Award Amounts Provided By Miami-Dade County

- 3.1 The TJIF Program is structured so that revenues received from the TJIF project will meet or exceed incentives paid by the County. As a result, the TJIF Program has a positive revenue impact on the countywide general fund during the incentive payout period. TJIF incentives are disbursed over a ten-year period, subsequent to the capital investment of the TJIF project appearing on the tax roll, and may equal up to 2.140 percent of the total real property capital investment and up to 1.440 percent of the tangible personal property capital investment. The TJIF project is eligible for additional incentive amount, for both real property and tangible personal property capital investment, if it is:

- a. A Miami-Dade County “green certified” business, as applicable (an additional 0.220 percent);
- b. Located in a DPA (an additional 0.220 percent);
- c. Located in a “green certified” building pursuant to Section 2-1258 (an additional 0.063 percent); and/or
- d. Classified as having its principal business activity in the manufacturing, installation, and repair of Solar Thermal and Photovoltaic energy production or other clean energy project (an additional 0.063 percent).
- e. A project that creates more than 50 new jobs (an additional 0.015 percent of the total amount of the Project’s Capital Investment in taxable real property and tangible property for every 50 new jobs created).

In no case will TJIF incentive disbursements exceed the amount of additional countywide ad valorem generated by the TJIF project. In the event that the actual capital investment is less than the amount of capital investment stated in the application, the TJIF project will only be eligible to receive an incentive based on the approved percentage of the actual capital investment.

Applications for a TJIF award within Miami-Dade County are evaluated on a case-by-case basis.

- 3.2 A TJIF award is usually provided to a Company for a period of up to ten (10) years when the minimum number of new jobs has been created and when new capital investment by and/or for the Company exceeds \$3 million in taxable property value. . This award is not applicable to the ad valorem property taxes paid-in on the subject property’s land value nor to any improvements in place prior to the project.
- 3.3 A Company may not receive award payments of more than twenty five percent (25%) of the total awards specified in the approved application/agreement in any fiscal year even if all the New Jobs are created in one (1) year. Further, a Company may not receive more than \$1.5 million in awards in any single fiscal year, or more than \$2.5 million in any single fiscal year if the project is located in a Designated Priority Area. A Company may not receive more than \$5 million in award payments in all fiscal years, or more than \$7.5 million if the project is located in a Designated Priority Area. However, the Board of County Commissioners, at its discretion, may waive the applicable \$5 million or \$7.5 million total award cap at the request and recommendation of The Beacon Council and the County Mayor or the County Mayor’s designee. However, in no event shall the total award exceed the amount of countywide general fund ad valorem property taxes paid in as a result of the project. While a Company can receive both a tax refund under the State of Florida Qualified Target Industry Program and a TJIF award at the same time, it cannot receive more than an amount equal to what it has paid-in under the project at any time.

Section 4. Payment of Incentive

- 4.1 The TJIF program is a performance based incentive program; therefore, verification of the new jobs created, capital investment made by the Company, and the additional general fund tax revenue generated to Miami-Dade County must be verified by the County prior to any disbursement of funds to the Company. This procedure must be repeated each year that the Company submits a claim for the TJIF payment. The year that is applicable for consideration of taxes paid-in resulting in the additional general fund tax revenue is April 1 through March 31. Company award claims must be submitted each year during the period of April 1 through May 15. Any award appropriation, if made by the Miami-Dade County Board of County Commissioners will be paid in the County’s fiscal year that begins on October 1 following the May 15 claims-submission deadline date.

- 4.2 The TJIF incentive award is paid beginning after the first year the new jobs are created. For example, if a Company committed to creating 100 new jobs by December 31, 2018, meets this benchmark (and all other conditions of the incentive award), and submits a claim for disbursement by May 15, 2020, then the first incentive payment will be disbursed in the County's fiscal year that begins on October 1, 2020. Disbursements shall occur according to the disbursement schedule set forth in the Board resolution granting the TJIF award even if all the new jobs are created prior to the end of the disbursement schedule. Payment to the Company will only be made after it has achieved all economic benchmarks. The Company's additional general fund tax revenue paid to Miami-Dade County must be equal to or greater than the Company's TJIF award less the County's portion of any Florida Qualified Target Industry incentive the Company may be receiving for the same project.
- 4.3 The Company must be current on its Miami-Dade County taxes in order to receive the disbursement of its approved TJIF incentive. Failure to meet this condition may cause that year's incentive to be forfeited.
- 4.4 No incentive amounts shall be disbursed after the last fiscal year set forth in the TJIF application agreement and the Board-approved TJIF Resolution. If a company fails to submit an application for reimbursement within three years of the first job creation benchmarks pursuant to Section 9.5 (c) in this application, the TJIF award will be cancelled without notice.
- 4.5 If in any year the applicant does not achieve the job creation schedule outlined in the applicant's approved resolution, but achieves at least 80% of the required net new jobs created, the company will receive a pro-rated incentive award less a 5% penalty of the scheduled award amount for that year. **If job creation falls below 80% of the required jobs, the company will not receive a refund and will be terminated from the program.**

Section 5. Application Process

- 5.1 Any Company that meets the criteria and objectives of the TJIF program must submit this Application and Agreement to the County through The Beacon Council for review. The Beacon Council will prepare an economic impact analysis for the project, based on the information provided by the Company and submit the application to the County Mayor or County Mayor's designee. An officer of the applying Company must sign the application.

Section 6. Review and Approval Process

- 6.1 Subsequent to an evaluation of the Application and Agreement by the County, staff will recommend its approval or denial to the County Mayor or the County Mayor's Designee and prepares an agenda item for the next available Board of County Commissioners meeting where the TJIF incentive is considered for approval. The County Mayor or the County Mayor's Designee will recommend Application and Agreement approval or denial to the Board of County Commissioners. Per Miami-Dade County Ordinance No. 00-98 creating this program as amended by Ordinance No. 18-36, the Board of County Commissioners shall have no obligation to approve any Application and Agreement that comes before it.
- 6.2 The Beacon Council staff and a Company representative (when requested) will attend the Board of County Commissioners meeting to be available to answer any questions related to the project and the TJIF Application.

- 6.3 If the Board of County Commissioners approves the Application and Agreement, the Company and the County Mayor or the County Mayor's Designee will execute said document(s). Upon request, a Company's confidentiality will be protected for any information regarding a project's location and/or expansion evaluation of any site in Florida in accordance with Sections 288.075 and 288.1066 of the Florida Statutes. If confidentiality is requested, then the Company name and identifying information shall be provided by the Company within 60 days of being approved by the County. Upon said approval, as the applying Company you will be sent a letter by The Beacon Council stipulating the conditions of the approval.
- 6.4 The Company, upon Board of County Commissioners approval, shall submit a current employee roster and tangible personal property and/or real property tax bill(s) for Miami-Dade County within 60 days after the Board's approval of the Application and Agreement.

Section 7. Application and Agreement Instructions

- 7.1 Please carefully review all Application and Agreement materials.
- 7.2 Contact The Beacon Council at the below address to discuss your project and Application before submitting a formal proposal.
- 7.3 Any information or documents that cannot be supplied in the provided space should be placed in a notebook or other presentation format. The material should be indexed, tabbed or labeled with the number of the relevant question from the Application and Agreement form.
- 7.4 The completed and signed Application and Agreement must be filed with:

The Beacon Council
Attn: Dyan Brasington, Executive Vice President
Targeted Jobs Incentive Fund (TJIF)
80 S.W. 8th Street, Suite 2400
Miami, Florida 33130
Phone: 305-579-1343

- 7.5 **IMPORTANT NOTE: This Application and Agreement must be filed prior to making the decision to locate a new business in Miami-Dade County or to expand an existing Miami-Dade County business. However, an applying Company that is contemplating such a business decision may, upon request and Beacon Council recommendation, be considered by the County Mayor or the County Mayor's Designee for preserving inducement. If the County Mayor or the County Mayor's Designee authorizes preserving inducement the applying company maintains TJIF program eligibility. See Miami-Dade County Code Section 2-1256 for additional information.**

Section 8. Employer Identification

8.1

Please note: The following form may not provide enough space for required answers. Please attach a separate page with tabs that refers to the question number. Please include supporting documentation or explanation with responses where appropriate.

8.2

TARGETED JOBS INCENTIVE FUND (TJIF)

a) Name of Company: ACI Worldwide Corp

b) Mailing Address: 6060 Coventry Drive | Elkhorn, NE 68022

c) Primary Company contact-please include phone and fax numbers: _____
Bryan Peterson, Sr. VP Corporate Tax
Ph: 402-778-1848 | bryan.peterson@aciworldwide.com

d) Company’s federal employer identification number: 47-0567215

e) Company’s unemployment compensation identification number: 0486053

f) Company’s Florida sales tax registration number: 78-8012461884-9
Company NAICS - 511210 - software publishers

g) List NAICS codes of all activities of the Company: Miami NAICS - 551114 - Corporate head office

h) Describe the Company’s primary business activities:
The Company develops, markets, installs, and supports a broad line of software products and solutions
focused on facilitating real-time electronic payments.

i) You may request that your project information (including the information contained in this application) be confidential per Section 288.075 of the Florida Statutes, Confidentiality of Records.

_____ YES, we request Confidentiality
 X NO, we do not request confidentiality

8.3

a) Is the Company 51% or more minority owned? ____ YES ____ X NO

b) If YES, please identify: __ Black/African American__Hispanic __Other

c) Is the Company certified as a Black Business Enterprise (BBE), Women Business Enterprise (WBE), Hispanic Business Enterprise (HBE), Community Small Business Enterprise (CSBE), Community Business Enterprise (CBE) and/or Disadvantaged Business Enterprise (DBE) pursuant to Miami-Dade County Code?
____ YES ____ X NO

8.4

a) Has the Company or any of its officers ever been subjected to criminal or civil fines and penalties?
____ YES ____ X NO

b) If YES, please explain: _____

Section 9. Project Identification / Information

9.1 Description of the type of business activity or product covered by the project:

- a) Is the business unit a (please choose one):
 - New business to Miami-Dade County
 - An expansion of an existing Miami-Dade County business
- b) If an expanding business, how many Miami-Dade County-located employees are there currently in the expanding business unit: n/a
- c) Provide a full description of the project: The project involves the potential relocation of the Company's global headquarters from Collier County to Miami-Dade County. The proposed operation could include up to 182 new jobs, \$141 million of new payroll, and \$9.0 million of new investment to Miami-Dade County. The Company's investments in people and capital could occur at an existing office in Nebraska.

9.2 Check the appropriate box and complete the line item:

- Project's current location, if applicable: None in Miami-Dade County
- Project's proposed location, if different from above: 1 existing office location in Coral Gables.
- Anticipated Miami-Dade County Commission District(s): District 7

9.3 Check the boxes that best defines your project:

- | | |
|--|---|
| 1 <input type="checkbox"/> regional headquarters office | 5 <input type="checkbox"/> manufacturing |
| 2 <input checked="" type="checkbox"/> national headquarters office | 6 <input checked="" type="checkbox"/> office/administration |
| 3 <input checked="" type="checkbox"/> world headquarters office | 7 <input checked="" type="checkbox"/> sales & marketing |
| 4 <input type="checkbox"/> Latin America headquarters office | 8 <input type="checkbox"/> warehousing / distribution |

9.4 If the project is not a headquarters, or if it includes other target industries, indicate the major industry groups(s) and the four-digit NAICS code of each target industry or industries included in this project:

Business Activities	4-digit NAICS Code
<u>n/a</u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>

9.5 Project employment and wages:

a) Existing jobs in Miami-Dade County 0

b) Total number of new jobs projected to be created by the project at the business location indicated in 9.2: 182 by year-end 2026

c) Schedule of additional direct jobs and their average annual wage (not including benefits) created by the project by December 31st for each of the years indicated below:

Year	New Jobs **	Average Annual Wage
2021	43	\$747,000
2022	60	\$758,000
2023	77	\$782,000
2024	95	\$818,000
2025	128	\$850,000
2026	182	\$901,000

** Figures are cumulative

d) Average annualized value of employer provided benefits associated with each new job created by the project in the first year indicated in (c): 17% average employer contribution

e) Square footage of proposed location indicated in 9.2 :
EXISTING 0 NEW: 23,000 to 26,000 (depends on final location)

9.6 a) Anticipated commencement date of project: Q1 2021

b) Anticipated timeframe when the project will be completed: September 2021 (subject to change)

9.7 Amount of incentive award requested from Miami-Dade County \$ 174,772

Section 10. Project Impact Information

10.1 Miami-Dade County Ordinance 00-98 as amended by Ordinance 18-36 requires that Miami-Dade County review and evaluate the Application based on the following issues. Therefore, thorough and concise responses to the items below are very important.

10.2 **Incentive Rationale:**

Provide a statement, on a separate sheet, indicating why the incentive award is needed to further the project. What role will the incentive award play in the decision of the applicant to locate or expand in Miami-Dade County? Indicate whether there are other communities competing for this project, and if so, which communities, and what incentives are being offered by these communities. Also, specifically address the role the incentive will play in creating Miami-Dade County jobs. This statement should include an analysis of the impact of any incentive awards granted on the viability of the project and the probability that the project will occur in Miami-Dade County if such incentive awards are granted to the applicant, taking into account the expected long-term commitment of the applicant to economic growth and employment in Miami-Dade County.

10.3 **Project Impact:**
Provide a brief synopsis, on a separate sheet, on the impacts the project is expected to stimulate in the community, the state or regional economy, focusing on economic conditions in the area, including the unemployment rate in the community where the project will be located.

10.4 **Corporate Responsibility, Environmental and Growth Management:**
Submit a brief review, on a separate sheet, of the applicant’s past activities in Miami-Dade County, Florida and in other states, particularly as they relate to environmental and growth management impacts and how these have been handled. Have any awards been recommended or received? (Basically, what kind of corporate citizen has the applicant been?)

10.5 **Capital Investment:**
a) Describe the capital investment in real and personal property (examples: construction of new facility; remodeling of facility; upgrading, replacing or buying new equipment):
Estimated capital investment for the proposed project is about \$9.0 million. Investment includes renovation of an existing office facility and purchases of furniture and equipment.

b) List the amount and type (purchase of machinery/equipment, construction of buildings, etc.) of major capital investment to be made by the applicant in connection with this Miami-Dade County project:

Amount \$ <u>6,000,000</u>	Construction/Renovations	<u>Renovations</u>
Amount \$ <u>0</u>	Manufacturing Equipment	<u></u>
Amount \$ <u>3,025,000</u>	Other Equipment	<u>Furniture, fixtures, and office equipment</u>

10.6 **Indicate other incentive programs the Company will be applying for:**

- | | | | |
|-------------------------------------|---------------------------|-------------------------------------|---------------------------------|
| <input type="checkbox"/> | Enterprise Zone | <input type="checkbox"/> | Opportunity Zones |
| <input checked="" type="checkbox"/> | Refund of Impact Fees | <input type="checkbox"/> | Sales Tax Refunds |
| <input type="checkbox"/> | Jobs Tax Credit | <input type="checkbox"/> | Transportation “Road Fund” |
| <input type="checkbox"/> | Qualified Target Industry | <input checked="" type="checkbox"/> | Quick Response Training (QRT) |
| | Other _____ | | Qualified Target Industry (QTI) |

Section 11. Please initial below indicating your agreement:

11.1 BAP that Miami-Dade County may review and verify the financial and personnel records of the Company and/or perform on site visits to verify employment relating to the new jobs, review said financial and personnel records, and ascertain whether the Company is compliance with the terms of the Application/Agreement and the TJIF program requirements;

11.2 BAP that compliance with the terms and conditions of the approved Application/Agreement and with the TJIF program requirements is a condition precedent for the receipt of any TJIF award in a fiscal year and that the Company’s failure to comply with the terms and conditions of the approved Application/Agreement results in the loss of eligibility for receipt of TJIF awards and the revocation by the County Mayor or the County Mayor’s Designee of the certification of the Company as a TJIF eligible business;

11.3 BAP that the payment of TJIF awards are conditioned on and subject to specific annual appropriations by the Board sufficient to pay amounts under the approved Application/Agreement;

- 11.4 BAP that Miami-Dade County shall be notified in writing, within 60 days, of any development that impacts the implementation or operation of this Agreement or the project that this Agreement covers. Such developments will include, but not be limited to: commencement of and full implementation of the project; significant project delays; cancellation of the project; and all material changes of the project; and
- 11.5 BAP that the Company will maintain personnel and financial records related to jobs, wages, and taxes paid which are the subject of this Agreement and submit summary reports of said records to Miami-Dade County as part of each annual claims-submission. The Company will retain said personnel and financial records for a period of three (3) years after payment of the last cash incentive award.
- 11.6 BAP that the Company must apply by May 15 in each fiscal year to be considered to receive a TJIF award in the following County fiscal year.
- 11.7 BAP that no incentive amounts shall be disbursed after the last fiscal year set forth in the TJIF Application/Agreement and the Board-approved TJIF Resolution. Disbursement dates can only be extended by one year and must be waived/approved by the Board.
- 11.8 BAP that if a Company does not achieve the job creation schedule outlined in its approved resolution, but achieves at least 80% of the required net new jobs, the Company will receive a prorated refund less a 5% penalty of the scheduled award amount for that year. **If job creation falls below 80% of the required jobs, the Company will not receive a refund and will be terminated from the program.**
- 11.9 BAP that the Company will not enter into a lease agreement before the final approval, without written permission from the County.
- 11.10 BAP If a company fails to submit an application for reimbursement within three years of the first job creation benchmarks pursuant to Section 9.5 (c) in this application, the TJIF award will be cancelled without notice.

THE INFORMATION IN SECTIONS 12–15 TO BE COMPLETED BY THE BEACON COUNCIL

Section 12. Projected New Revenue to Miami-Dade County

List the amount and type of projected taxes this project will provide in the form of new revenue to Miami-Dade County:

Amount \$ <u>304,669</u>	Property Taxes	<u>General Fund</u>
Amount \$ _____	Other Taxes	_____(List)

Section 13. If Project will be locating or expanding in a Designated Priority Area (Check all that apply.)

- Targeted Urban Area or Enterprise Zones
 _____ (indicate specific TUA or EZ)
- Community Development Block Grant area
- Brownfield site
- Opportunity Zone

Section 14. Application Confirmation

- 14.1 Company Telephone Contact Number Bryan Peterson | 402-203-0979
- 14.2 Date Application Received by The Beacon Council _____
- 14.3 Date Application Completed/Finalized _____
- 14.4 Date Application presented to Miami-Dade County _____

Section 15. Maximum Award and Agreement End Date

(To be completed by The Beacon Council and/or Miami-Dade County.)

15.1 \$ 174,772 : The maximum amount of TJIF cash incentive awards which the Company is eligible to receive on the project.

<u>Maximum Award in Fiscal Year</u>	<u>Maximum Amount</u>
FY <u>2022-23</u>	\$ <u>13,416</u>
FY <u>2023-24</u>	\$ <u>13,416</u>
FY <u>2024-25</u>	\$ <u>13,416</u>
FY <u>2025-26</u>	\$ <u>13,416</u>
FY <u>2026-27</u>	\$ <u>13,416</u>
FY <u>2027-28</u>	\$ <u>13,416</u>
FY <u>2028-29</u>	\$ <u>13,416</u>
FY <u>2029-30</u>	\$ <u>13,416</u>
FY <u>2030-31</u>	\$ <u>13,416</u>
FY <u>2031-32</u>	\$ <u>54,028</u>

15.3 The term of this Agreement shall commence upon full execution of this Agreement and continue through _____, unless terminated earlier in accordance with the Code of Miami-Dade County, Chapter 2, Article LXXXVI, and as further modified by Ordinance No. 11-08, as may be amended.

Section 16. Parties

The parties designate the following offices and addresses:

County: Department of Regulatory and Economic Resources
 Miami-Dade County
 111 NW 1st Street – 12th Floor
 Miami, FL 33128

Company: ACI Worldwide Corp.
Attn: Bryan Peterson - Sr. VP Corporate Tax

6060 Coventry Drive

Elkhorn, NE 68022

Ph: 402-778-1848 | Email: bryan.peterson@aciworldwide.com

Section 17. Termination

- 17.1 This Agreement may be terminated by Miami-Dade County upon failure of the Company to comply with any material term or condition of this Agreement or a decision by the Company not to proceed with the project. A termination will result in the loss of eligibility for receipt of all cash incentive awards previously approved and scheduled, but not paid, as well as the revocation of the certification as a TJIF business. The foregoing notwithstanding, in the event that Miami-Dade County fails to pay the Company a cash incentive award to which the Company is eligible under Agreement as a result of insufficient County funds or for any reason whatsoever, the Company shall have the right to terminate this Agreement and shall be entitled to retain any cash incentive award or credits previously paid or awarded to the Company by Miami-Dade County under this Agreement. Compliance with the terms and conditions of the Agreement, and with all requirements of the TJIF Program as set forth in Miami-Dade County Code Sections 2-1251-1260, is a condition precedent for receipt of cash incentive awards each year. The failure to comply with the terms and conditions of this Agreement and the requirements of the TJIF Program shall result in the loss of eligibility for receipt of all cash incentive awards previously authorized pursuant to this section, and the revocation of the certification as a qualified applicant by the County Mayor or the County Mayor's Designee.
- 17.2 This Agreement may be terminated by Miami-Dade County if it finds that the Company has provided false or misleading information in any part of this Application and Agreement or if the Company attempts to meet any of its obligations under this TJIF Program through fraud, misrepresentation or material misstatement. If Miami-Dade County terminates this Agreement for breach of this Section 18.2, the Company shall within 90 days refund to the County all cash incentives awards paid to the Company as a result of the false information.
- 17.3 This Agreement may be terminated by Miami-Dade County if the Company is delinquent on any Miami-Dade County taxes for a period of two years or longer.

Section 18. Legal Requirements

- 18.1 This Agreement is executed and entered into in the State of Florida, and will be construed, performed and enforced in all respects in accordance with the laws and rules of the State of Florida. Each party will perform its obligations in accordance with the terms and conditions of this Agreement. Any and all litigation arising under this Agreement shall be brought in the appropriate court in Miami-Dade County, Florida. If any term or provision of the Agreement is found to be illegal and unenforceable, the remainder of the Agreement will remain in full force and effect and such term or provision will be deemed stricken.

IN WITNESS WHEREOF the Parties have caused this Agreement to be executed by their duly authorized representatives on this _____ day of _____, 2_____.

ATTEST: (SEAL)

MIAMI-DADE COUNTY, FLORIDA

By: _____
Print: _____
Title: _____

By: _____
Print: _____
Title: _____

Approved as to form and legal sufficiency:

By: _____
Assistant County Attorney

State of Florida)
County of Miami-Dade)

The foregoing instrument was acknowledged before me by _____,
County Mayor or Mayor's designee, and _____, Deputy Clerk, respectively,
on behalf of Miami-Dade County, Florida, this _____ day of _____, _____.

Notary Public – State of Florida
Print Name: _____
Commission expires: _____

ATTEST: (SEAL)

Company name: ACI Worldwide Corp

By: _____
Print: _____
Title: _____

By: Bryan Peterson
Print: Bryan Peterson
Title: Senior VP Corporate Tax

State of Florida)
County of Miami-Dade)

The foregoing instrument was acknowledged before me by _____,
(Title), on behalf of _____ (Company), this _____ day
of _____, _____.

Notary Public – State of Florida
Print Name: _____
Commission expires: _____

10.2 Incentive Rationale: Provide a statement, on a separate sheet, indicating why the incentive award is needed to further the project. What role will the incentive award play in the decision of the applicant to locate or expand in Miami-Dade County? Indicate whether there are other communities competing for this project, and if so, which communities, and what incentives are being offered by these communities. Also, specifically address the role the incentive will play in creating Miami-Dade County jobs. This statement should include an analysis of the impact of any incentive awards granted on the viability of the project and the probability that the project will occur in Miami-Dade County if such incentive awards are granted to the applicant, taking into account the expected long-term commitment of the applicant to economic growth and employment in Miami-Dade County.

The Company is evaluating the potential return on its proposed investments in jobs, payroll, and capital for the Miami-Dade County project. The Company has a significant office operation in Omaha, Nebraska where the proposed investments could take place. The Company commissioned CBRE, Inc (“CBRE”) to conduct a 10-year economic gap analysis for the proposed investments. This gap analysis measures cost differences between Miami-Dade County and Omaha. The analysis estimates labor costs, sales taxes, lease costs, real estate taxes, personal property taxes, and incentives savings. According to CBRE’s economic analysis, Miami-Dade County is expected to have a significant **cost disadvantage of approximately \$5.8 million** (in net present value terms) with Omaha. According to the details of the analysis, Miami-Dade County is expected to have cost premiums with sales taxes on construction and furniture purchases, lease costs, and real estate taxes. The County should have a cost advantage with business personal property taxes.

The Company recognizes there is a significant value proposition with a potential Miami-Dade County operation. These qualitative impacts include access to a larger labor pool, enhanced opportunities to recruit top executive and tech talent in south Florida and the east coast, and convenience to international travel just to name a few. The Company is working through an assessment of the extent these value adds potentially offset the estimated economic gap of \$5.8 million when compared to investment alternatives in Nebraska.

Financially meaningful incentives consideration will be one of a few deciding factors for choosing Miami-Dade County. Incentives value is expected to help close some of the economic gap and enhance the return on investments in jobs and capital in Miami-Dade County. If the incentives amount requested in the application is met or exceeded, there is a high probability the Company will choose to create new jobs and investment in Miami-Dade County.

10.3 Project Impact: Provide a brief synopsis, on a separate sheet, on the impacts the project is expected to stimulate in the community, the state or regional economy, focusing on economic conditions in the area, including the unemployment rate in the community where the project will be located.

The Company commissioned CBRE to conduct an economic and fiscal impact analysis on the proposed job creation and capital investments in a Miami-Dade County operation. Following is a summary of a selection of the findings of the economic and fiscal impact analysis.

Economic Impact - Construction

- During the relatively short 6 to 8 month construction period, the project is expected to support 43 direct construction jobs. When considering the multiplier impacts, the County and regional economy should see a 93 total jobs impact. The nearly \$6 million in construction investment is expected to have a nearly \$13 million economic impact on the County and region.

Economic Impact – On going Operations

- The Company’s proposed direct jobs are expected to have a financially significant impact on the County and regional economy. The proposed highly skilled positions are expected to have an average salary that is about **14 times higher** than the latest average salary for employees in all industries and occupations in Miami-Dade County.
- The proposed 157 new direct jobs are expected to generate a 2,726 total jobs impact in the County and regional economy. This represents a jobs multiplier of 17.3. By comparison, most high impact industries tend to see jobs multipliers in the 3 to 5 range. The project’s significantly higher average salaries drive the higher-than-normal jobs multiplier in Miami-Dade County.
- The proposed project and related multiplier impacts are expected to generate an estimated \$4.7 billion economic impact over 10 years. By comparison, according to CBRE, a typical Super Bowl in the U.S. generates an economic impact of approximately \$500 million. The proposed project could translate into almost 10 Super Bowls for the County and regional economy over the next decade.

Retail Sales

- Upon reaching full operations in 2026, the Company expects to have a nearly \$141 million annual payroll. According to CBRE, potential retail sales in Miami-Dade County are estimated at approximately \$200 million over 10 years excluding the multiplier impacts. These figures assume potential employees spend about 18.7% of wages on taxable goods/services with retail establishments located either near the place of work or place of residence in Miami-Dade County.

10.4 Corporate Responsibility, Environmental and Growth Management: See attached Sustainability Report and Volunteer Policy Report.

ACI GLOBAL VOLUNTEER POLICY

CLASSIFICATION: ACI WORLDWIDE CONFIDENTIAL

Last Updated Date – August 19, 2020
Last Reviewed Date – August 19, 2020

Policy ID: ACIW-030

Policy Owner Contact Info:

Tony Dinkins, EVP Chief Human Resources Officer

tony.dinkins@aciworldwide.com

+12394034650

Questions: mbox-aci-askhr@aciworldwide.com

ANY PAYMENT,
EVERY POSSIBILITY.[®]



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PURPOSE

ACI Worldwide recognizes that it is our responsibility to be good corporate citizens and positively contribute to the communities where we live and work. As part of our Corporate Social Responsibility program, we encourage our employees to 'Pay it Forward' and volunteer with local charitable organizations by providing dedicated time to volunteer.

SCOPE

The following guidelines are for ACI Worldwide employees who serve as volunteers with nonprofit (or the equivalent) community organizations that are either of personal interest or are corporate-sponsored initiatives. All regular full-time and part-time employees are eligible. Volunteer time will be prorated based on average hours worked for part-time employees. Interested employees should have achieved expected performance or above rating on their last performance appraisal.

DEFINITIONS

Corporate-sponsored initiatives: programs that fit within the Pay it Forward framework and for which the company has organized and/or provided funding

Personal Interest initiatives: programs that do not fit within the Pay it Forward framework, but that the employee feels personally connected to and that are managed by eligible organizations and support the communities in which we live and work.

Eligible Organizations or Activities: A legally recognized 501c3 nonprofit charitable organization, public agency, or your country's equivalent. The organization must have anti-discrimination & anti-harassment policies. No goods or services may be received by the employee or the employees' family in exchange for the volunteer work.

Some examples of eligible activities include:

- Building a house through a charitable organization
- Volunteering with a parks and recreation department
- Volunteering at a food bank
- Cleaning up a park/beach/trail through a charitable organization
- Becoming a big sister or big brother
- Volunteering at a local hospice
- Judging a science fair competition
- Mentoring a science competition with an eligible educational institution or charitable organization
- Serving on a nonprofit board
- Natural disaster/volunteer emergency relief work through a charitable organization

Ineligible Organizations or Activities: Any organization that is for profit, political, actively discriminates, or is solely religious in nature. An exception will be made if the volunteer activity is for a religious organization, but in support of a non-religious program/purpose, such as a soup kitchen open to anyone in the community.

Some examples of ineligible activities include:

- Taking a ski vacation and charitably giving ski lessons
- Booster clubs, fraternities, sororities, or athletic teams
- Organizations whose practices are not consistent with the Company's equal opportunity, anti-discrimination, and anti-harassment policies.
- Canvassing for political donations
- Coaching your child's sports team
- Attending your child's Parent Teacher Association conference
- Serving as a boy or girl scout leader for your family member
- Serving as a chaperone during a field trip or as a room monitor for a family member's class

POLICY CONTENT

Eligible full-time employees will receive 48 hours of paid volunteer time each year and may take up to 8 hours in a month. Volunteer time should not conflict with the peak work periods or schedules and other work-related demands leading to the creation of overtime or delays in work deliverables for the employee. If employees are involved in a program (i.e. overseas humanitarian or relief missions) that requires the employees to take extended time off or a leave of absence away from work beyond 8 hours, the employees are expected to utilize their own annual leave. Part-time employees may take a prorated amount of time away from work each month to volunteer.

Interested employees should meet with their managers to discuss their volunteer activity and schedule and seek approval for volunteer time before commitment is made by the eligible employee to the volunteer organization. The volunteer time off must be requested in Oracle and the name/purpose of the organization should be noted in the request. The volunteer hours can only be used for eligible organizations and activities.

TEMPORARY AMENDMENT DUE TO COVID-19

Through December 31, 2020, personal diversity, race, or bias education is included as an approved use of volunteer hours. Employees must note their plans (i.e. name of the book) when they request their hours. Personal education includes activities such as reading books, watching webinars or documentaries, and attending trainings (in-person or virtual). As with other approved uses, managers will approve qualified requests and can consult with the CSR team as needed.

POLICY COMPLIANCE

Misuse of volunteer hours can be grounds for temporary or permanent revocation of the benefit. Failure to adhere to or willful disregard of any policies set forth in this document can be grounds for disciplinary action up to and including termination of employment or contract with ACI Worldwide.

POLICY EXCEPTIONS

Please reach out to mbox-aci-askhr@aciworldwide.com for questions regarding eligible organizations or activities.

Exceptions to this policy must be requested and approved in Archer. Depending on the type of exception requested, required approvers may include the requestor's leadership team, Global Information Security, Corporate Compliance, Business Process Owner and Product Development Leadership.

REVIEW OF POLICY AND PROCEDURES

This Policy is required to be reviewed and approved minimally on an annual basis by the Policy owner and domain approvers. ACI Worldwide reserves the right to modify this policy and all procedures associated with this policy, in its sole discretion, at any time.

RELATED DOCUMENTS

For more information about "Pay it Forward: ACI's platform for good" please visit the [P2P site](#).

APPENDIX

For questions please contact mbox-aci-askhr@aciworldwide.com



SUSTAINABILITY REPORT

A REVIEW OF ACI'S ENVIRONMENTAL,
SOCIAL AND GOVERNANCE EFFORTS

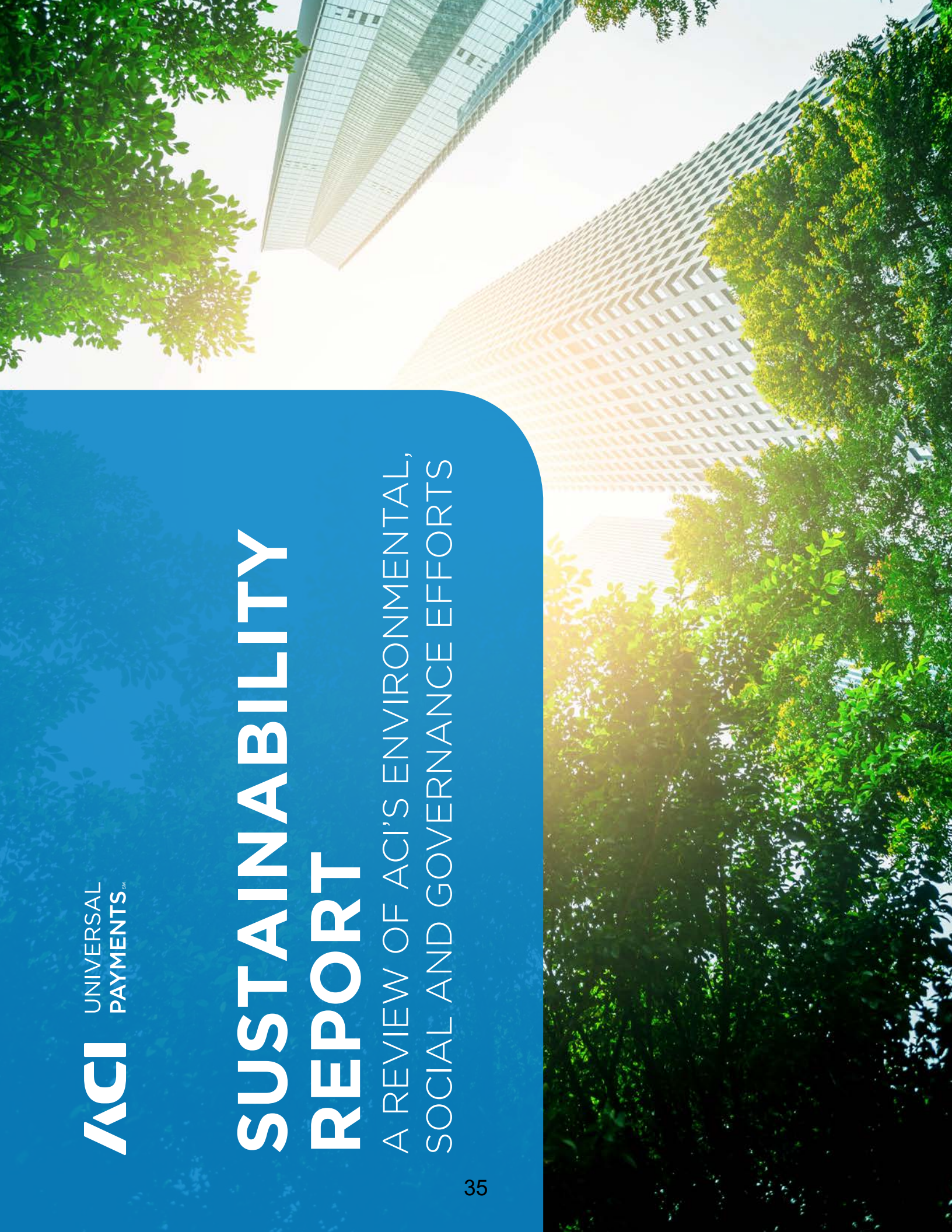


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LETTER FROM OUR CEO

Payment transactions continue to reach new heights as more people and devices initiate electronic payments. Propelled by the digitization of cash, the Internet of Things, the rapid growth of eCommerce and the adoption of real-time payments, the number of transactions will continue to rise dramatically around the world. ACI's unique ability to make fast, simple and secure payments possible around the world by connecting more ways to pay with more payment capabilities than any other provider positions us well to seize an increasing share of this exciting, accelerating market opportunity.

As the market and our business evolves, so too must ACI's commitment to protecting our environment, developing and retaining our people, serving our customers, including the security and privacy of their data, and contributing to our communities.

OUR VALUES INFORM AND GUIDE OUR CONDUCT AND PLAY A KEY ROLE IN DEFINING THE 1ACI WAY OF WORKING THAT WILL DRIVE OUR LONG-TERM GROWTH.

Our six 1ACI Values — Customer-centricity, Teamwork, Creativity, Agility, Determination, and Respect — were carefully selected as the pillars of our culture. In addition to fully embedding our values into the execution of our business, these six values will also drive our sustainability efforts.

The following pages highlight our commitment to Environmental, Social and Governance (ESG) initiatives. I'm looking forward to continuing our efforts to contribute in substantial and innovative ways to build a more inclusive and sustainable future. I invite you to learn more about ACI's strategic approach to managing ESG risks and opportunities as we continue on our critical path forward.

Philip G. Heasley
President and Chief Executive Officer





ANY-TO-ANY PAYMENTS SOFTWARE

ACI is a highly focused software enterprise that enables real-time, any-to-any payment transactions to occur regardless of time, location or type. ACI allows the purchaser to direct the payment to his/her provider of choice, satisfying the transaction in an efficient and secure environment.

6

SOFTWARE-BASED
PAYMENT SOLUTIONS

4

SEGMENTS
SERVED

2

DEPLOYMENT
MODELS



GLOBAL
TEAM



\$1.33^B

FY 2019 REVENUE¹

\$370^M

FY 2019 ADJUSTED
EBITDA¹

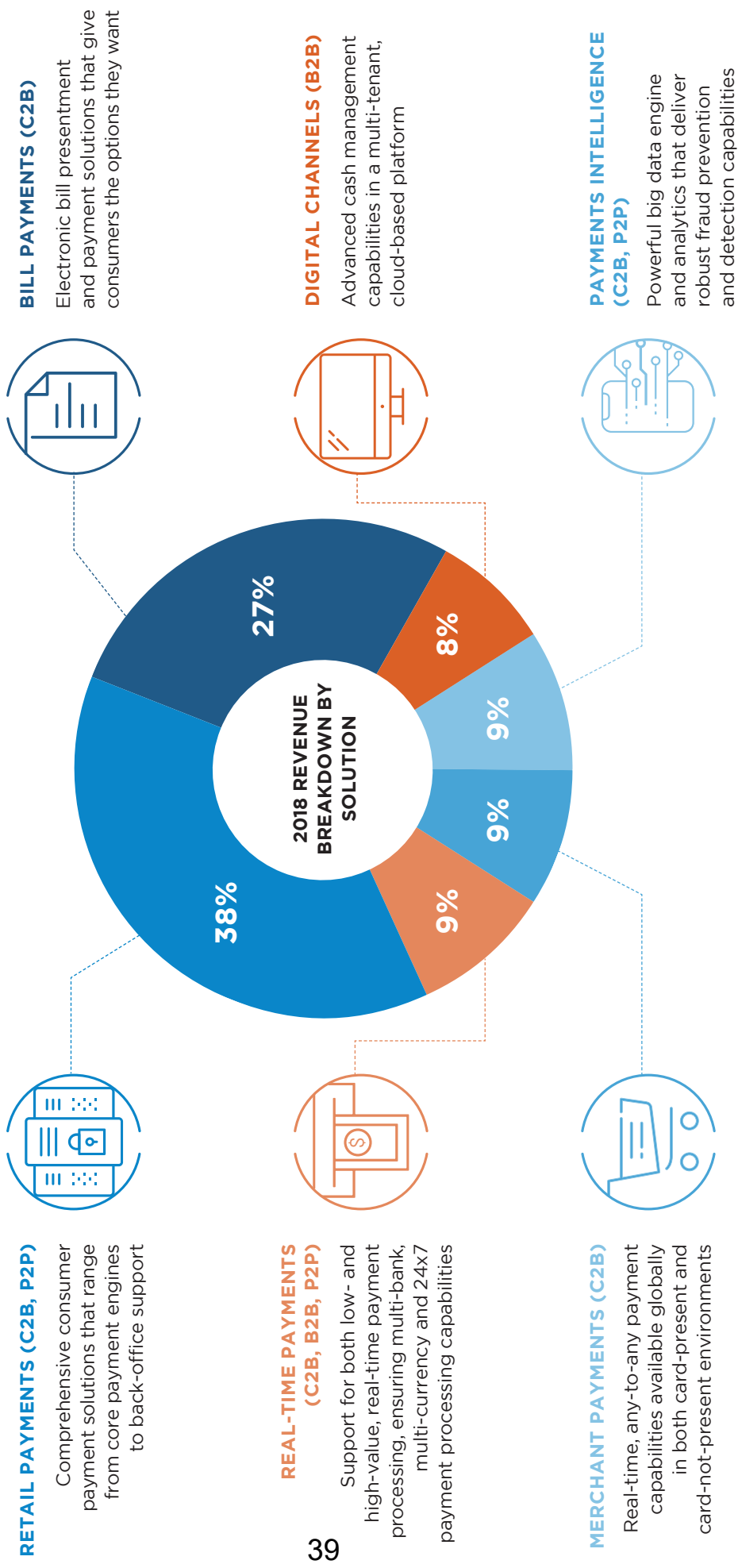
\$5.7^B

60-MONTH BACKLOG
(6.30.19)

Note: Adjusted EBITDA and 60-month backlog are non-GAAP measures. Adjusted EBITDA excludes significant transaction-related expenses.

¹Represents mid-point of FY 2019 Guidance.

SIX SOFTWARE-BASED SOLUTIONS WITH UNMATCHED PAYMENT CAPABILITIES



OUR COMPETITIVE DIFFERENCES SET US APART



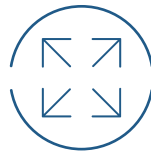
PROVEN BRAND

With a 40+ year heritage of powering mission-critical transactions, ACI is trusted to deliver secure, risk-compliant solutions in a highly regulated payments environment.



UNMATCHED SOFTWARE

ACI's UP® solutions connect more ways to pay with more payment capabilities than any other provider, while superior non-functional requirements ensure unmatched scalability and reliability in any deployment model, whether on premise or cloud.



SCALABLE MODEL

The breadth of our solutions enables ACI to process a quarter of the world's transactions today, with scalability to capitalize on the "billions not millions" opportunity.



GLOBAL REACH

ACI is a global payments powerhouse with local expertise, serving customers in 90+ countries. Broad payments reach secures global eCommerce expansion; payments intelligence combats worldwide fraud.



24/7 SUPPORT

Global team of payment experts, strategically organized to deliver 24/7/365 support.

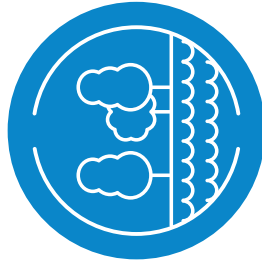
OUR SUSTAINABILITY FRAMEWORK

Corporate social responsibility has long been an integral part of our business and corporate culture. Environmental, social and governance (ESG) initiatives have been woven into our culture since our inception. As sustainability best practices evolve over time, so too will our ESG initiatives and respective disclosures.

In 2019, we created a Sustainability Working Group consisting of internal resources and external advisors to improve our long-term performance utilizing ESG factors material to our business. Our framework was informed by performing a materiality assessment to identify relevant ESG factors for evaluation and disclosure. The materiality assessment included potential opportunities and risks for our business, views of our shareholders and leading ESG ratings agencies and reporting frameworks. Among the ESG reporting frameworks, we primarily utilized the Sustainability Accounting Standard Board’s (SASB) Sustainability Accounting Standards relevant for our industry (SASB industry classification: Software & IT Services). We determined that many of these standards represent trends and uncertainties that may materially impact our operational performance or financial condition.

Additionally, we considered the ESG perspectives, including but not limited to our employees, customers and the communities in which we operate.

Our sustainability disclosures will evolve over time as our business continues to grow. At this time, our board of directors, management and Sustainability Working Group identified the following high-level topics for disclosure:



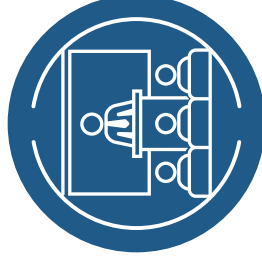
ENVIRONMENTAL

Energy use and waste control



SOCIAL

Employee development, diversity and inclusion, cybersecurity and data privacy



GOVERNANCE

Corporate governance and board structure

More details and sub-categories will be provided in the following pages, including our Community Engagement efforts.



ENVIRONMENTAL INITIATIVES

ACI'S ELECTRONIC PAYMENTS SOFTWARE HELPS CUSTOMERS SAVE TREES THROUGH THE ELIMINATION OF PAPER-BASED BILLS AND PAYMENTS



ENERGY IMPROVEMENTS ARE MAKING AN IMMEDIATE IMPACT

Efficient energy use is important to ACI and our customers as it impacts our business costs as well as our carbon footprint. We recently began tracking electricity usage in our data centers and will analyze this data to see how we can be more efficient. As conservation is a management priority, we have already made important steps to improve efficiency and expect to provide more details on our progress in future disclosures.



1/2 LIGHTING ELECTRICAL LOAD

ACI recently converted its U.S. and Indian offices from fluorescent and T-8/T-12 to LED lighting. The switch to LED lighting has already produced positive energy savings and will continue to do so in the future. By converting to LED lighting, ACI cut its lighting electrical load roughly in half, producing \$30,000² in estimated annual energy savings.



LOWER HVAC ENERGY COSTS

ACI utilizes building management systems to control HVAC where possible. We have limited the usage of air conditioning, depending on the occupancy of a particular office area. These efforts resulted in both decreased energy consumption and lower energy costs. HVAC efficiency initiatives in our Pune, India office alone resulted in annual energy savings of approximately \$27,000 USD.

CLIMATE RESILIENCY STRATEGY

ACI Worldwide has data centers dispersed globally that help mitigate risks such as those associated with natural disasters. Our infrastructure is positioned operationally to minimize concentration risk.

² Based on approximately \$0.03 of energy savings per square foot



DOCUSIGN REDUCES OUR CARBON FOOTPRINT

ACI utilizes DocuSign for several administrative purposes. DocuSign enables ACI Worldwide to replace printing, faxing, scanning and overnighting paper documents while also providing environmental benefits.



2,631 LB. OF WOOD

Trees provide habitats for animals, convert climate-changing CO2 to oxygen and help clean our water.



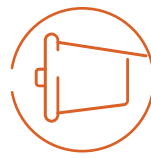
7,037 GAL. OF WATER

The paper-making process requires more than three gallons of water per single sheet.



5,919 LB. OF CO2

Paper manufacturing produces greenhouse gas emissions, including CO2.



388 LB. OF WASTE

Limiting paper usage³ also eliminates significant paper waste.

³The above environmental impact data (the "Data") is an estimate only and is based on ACI Worldwide Corp.'s ("ACI") account use as of August 2019. The Data is based on the Environmental Paper Network Paper Calculator Version 4.0 (www.papercalculator.org) and is calculated using envelope, page count and recipient information. The Data is provided solely for informational purposes and should not be relied on as an accurate representation of the environmental benefits of or impact derived from using DocuSign products. DocuSign is not responsible for any loss, damage, cost or expense incurred by or arising from the use or reliance on the Data.





REDUCING WASTE BY STREAMLINING PROCESSES



1 CONTAINER FOR RECYCLING

ACI utilizes the Single Stream Recycling Program in its U.S. offices provided by Waste Management Inc. Single-stream recycling allows ACI the ease and convenience of placing all acceptable recyclable materials into a single cart (customers also have a cart for their garbage).

This enhanced recycling program decreases the amount of waste generated and increases the diversion/recycling rate. At ACI, we attempt to recycle all:

- Waste paper
- Toner and inkjet cartridges
- Light fittings
- Plastic, aluminum cans and cardboard



DECREASED PAPER CUP CONSUMPTION

In our U.S. offices, we only use recycled, compostable paper cups. Globally, we also encourage the substitution of reusable, ceramic mugs wherever possible.





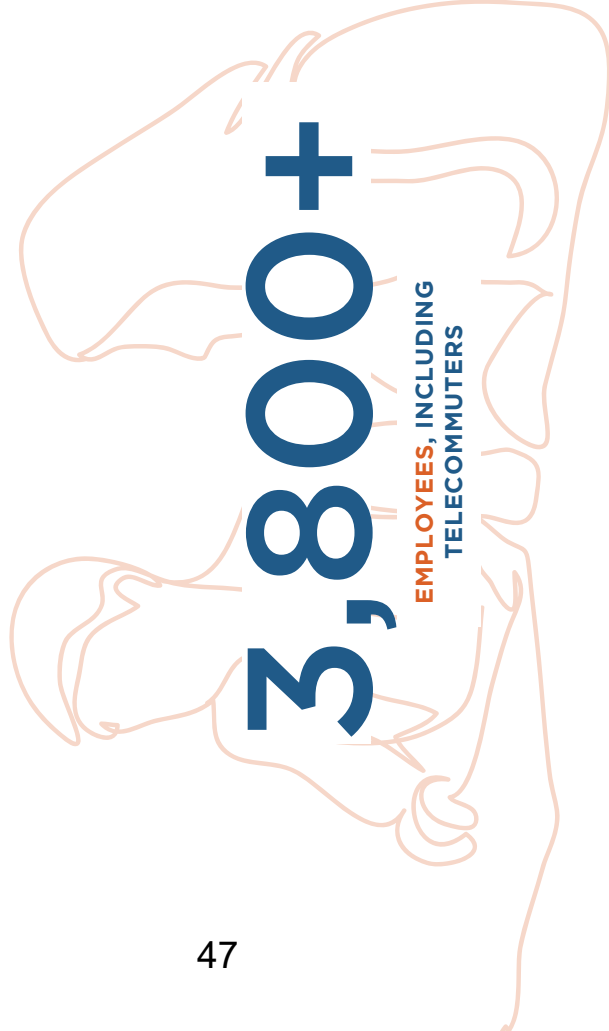
SOCIAL INITIATIVES





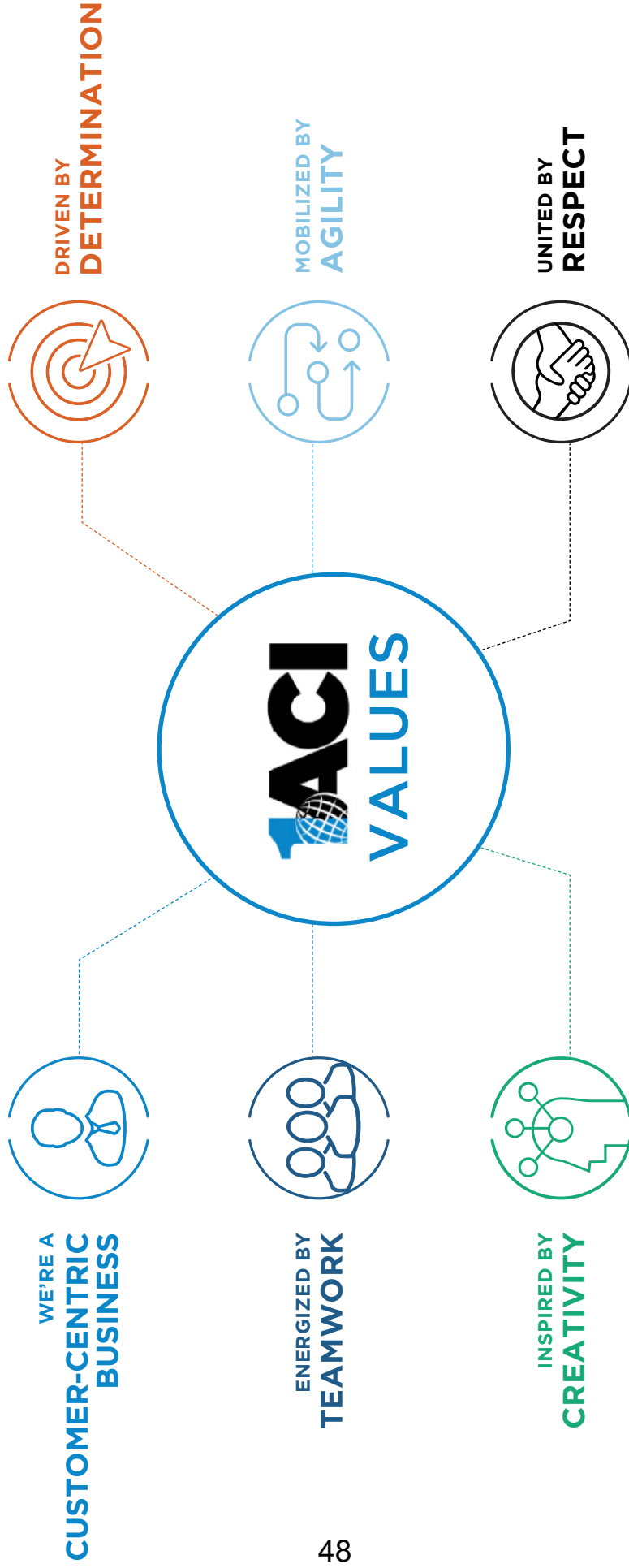
TRULY GLOBAL FOOTPRINT ENHANCED BY A SITE LEADER MODEL

Our mission is to provide an environment and support system at all locations that ensure team members can perform their best and feel connected to and part of the IACI team.





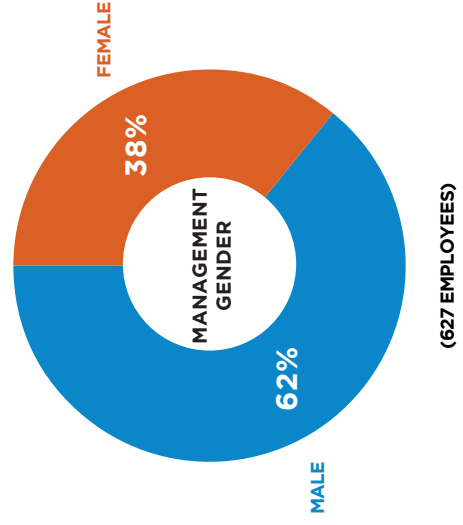
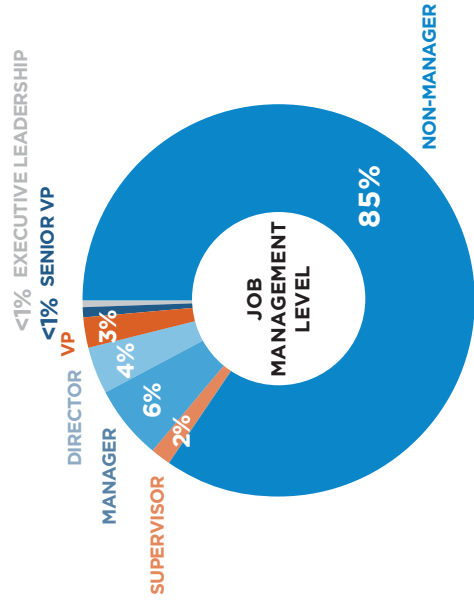
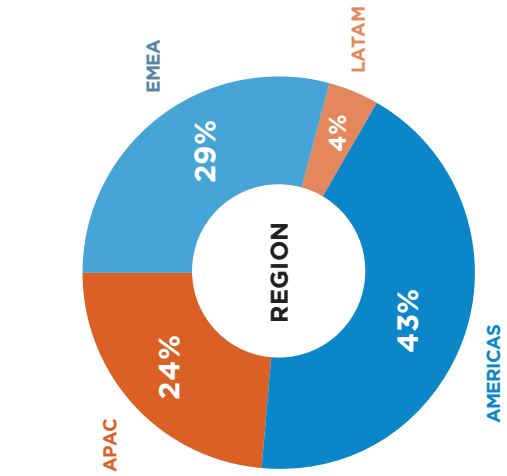
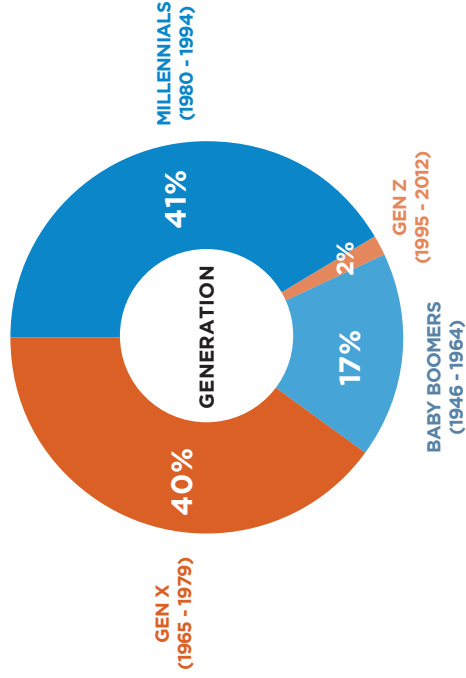
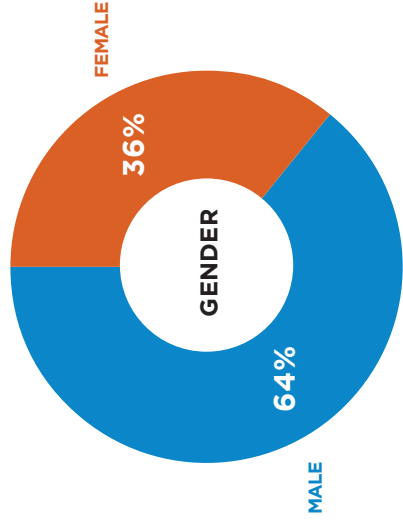
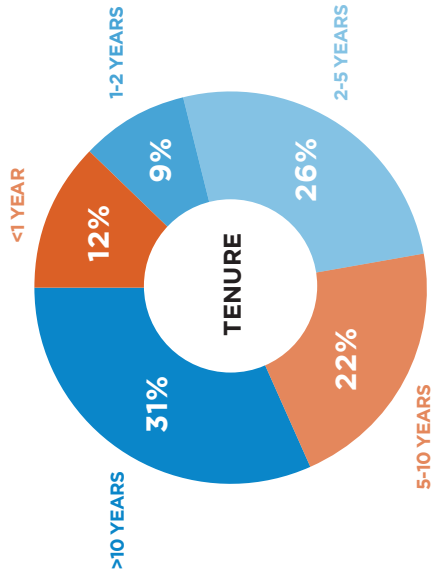
ONE SET OF MOTIVATING PRINCIPLES





MANY FACETS OF DIVERSITY ARE CRITICAL TO ACI

Data as of 12/31/18



EMPLOYEE DEVELOPMENT AND ENGAGEMENT

TUITION ASSISTANCE AND ACI UNIVERSITY

ACI University (ACIU) is our employee resource for learning and development. This is ACI's one-stop-shop learning portal and includes both assigned and on-demand courses and learning plans.

ACI's tuition assistance policy supports ACI's desire to develop employees through various educational opportunities. ACI encourages career development by providing tuition assistance for approved college/university-level coursework. All regular, full- and part-time employees are eligible to participate in the tuition assistance program six months after their start date.

ENGAGEMENT

ACI wants to ensure all employees and offices feel supported and a part of our 1ACI team. We routinely solicit feedback, such as in our culture or employee experience surveys. This feedback provides actionable insights into both our strengths and opportunities for improvement.

CODE OF ETHICS AND COMPLIANCE

ACI builds and maintains positive business relationships with our customers by adhering to a highly ethical set of standards that comply with laws and regulations worldwide. These relationships are enhanced by our employees' knowledge and professionalism, which create a bond of trust with our customers that is essential to ACI's continued growth and success.

100% of ACI employees complete compliance programs annually, including:

- Anti-Money Laundering Policy Training
- Code of Business Conduct and Ethics Policy Training
- Global Information Security Awareness Training
- Insider Trading and Anti-Corruption Policy Training
- Operational Risk Event Policy Training
- Privacy, Data Protection and Business Continuity Awareness Policy Training
- Workplace Harassment Prevention for Employees



**SERVING OUR CUSTOMERS
AND PROTECTING THEIR
DATA AND PRIVACY IS
OUR #1 PRIORITY.**

**WE ACHIEVE OUR
CYBERSECURITY GOALS BY
DEVELOPING OUR #1 ASSET:
OUR EMPLOYEES.**





PROTECTING CUSTOMER DATA AND PRIVACY IS OUR #1 PRIORITY

At ACI Worldwide, we believe risk prevention and safeguarding customer information is paramount.

BOARD OF DIRECTORS' ROLE IN CYBERSECURITY OVERSIGHT

ACI's Board of Directors is actively involved in ACI's cybersecurity program. In addition to receiving detailed quarterly updates on project and initiative statuses, the Board approves ACI's Information Security and Acceptable Use policies. They are presented with and approve of modifications to ACI's strategic cybersecurity initiatives, and are critical participants in the notification structure for security incidents. The Board receives regular updates on the maturity of ACI's cybersecurity program (as evaluated by third parties), are included in the Global Information Security (GIS) "phishing testing" exercises and review the results of annual Security Breach tabletop exercises. More details on these programs will be provided in the following pages.

GLOBAL INFORMATION SECURITY

The mission of GIS is to design, implement and maintain an information security program that protects ACI's and our customers' systems, services and data against unauthorized use, disclosure, modification, damage and loss.

Our risk-centric approach to security controls allows us to ensure a secure posture while still facilitating business. To accomplish this goal, ACI has adopted the International Standards Organization (ISO) 27001/27002 and the NIST cybersecurity frameworks as the foundations for security controls.





OUR TEAM IS BUILT TO UPHOLD GLOBAL INFORMATION SECURITY





INFORMATION SECURITY POLICIES AND STANDARDS

- ACI's Information Security Policy Framework establishes guidelines and general principles for initiating, implementation, maintaining and improving information security management. ACI has implemented the RSA Archer Governance, Risk and Compliance (GRC) tool to manage the lifecycle of our control standards.
- Policies are reviewed annually and approved by ACI's Board of Directors.
- Standards are reviewed annually and approved by Information Security Stakeholder Committee, risk's compliance officer and the chief information security officer.
- All ACI control standards related to information security and privacy, are based on NIST 800-53 (Rev 4), PCI (Version 3), ISO 27001, HIPAA, GLBA and FFIEC regulatory requirements.
- ACI considers feedback from auditors, customers and regulators.
- All policies and standards are reviewed every year by stakeholders and communicated to employees.





DATA LOSS PREVENTION AND DETECTION PROGRAM

The ACI Data Loss Prevention (DLP) and Detection program, which is part of the overall risk management program, aims to monitor and identify data loss risks to ACI's business, assets, client data and employees.

The DLP program supports the following requirements:

- Protect confidential and restricted ACI and ACI client data
- Least privilege and need-to-know access to data
- Ensure that DLP controls are in place to protect ACI users, assets and client assets
- Meet regulatory compliance requirements (GLBA, HIPAA, FFIEC)
- Meet contractual compliance requirements (client contracts, PCI)
- Identify new security control opportunities
- Identify security awareness needs
- Reduce risk to acceptable levels

ACI has an Information Security policy that governs security requirements and expectations to ensure that ACI protects information at rest, in-transit and being processed.

DLP Control Standards

- Data Classification classifies data and communicates control requirements for public, private, confidential and restricted information
- Data Encryption communicates encryption requirements based on data classifications
- Data Retention Policy communicates data retention requirements

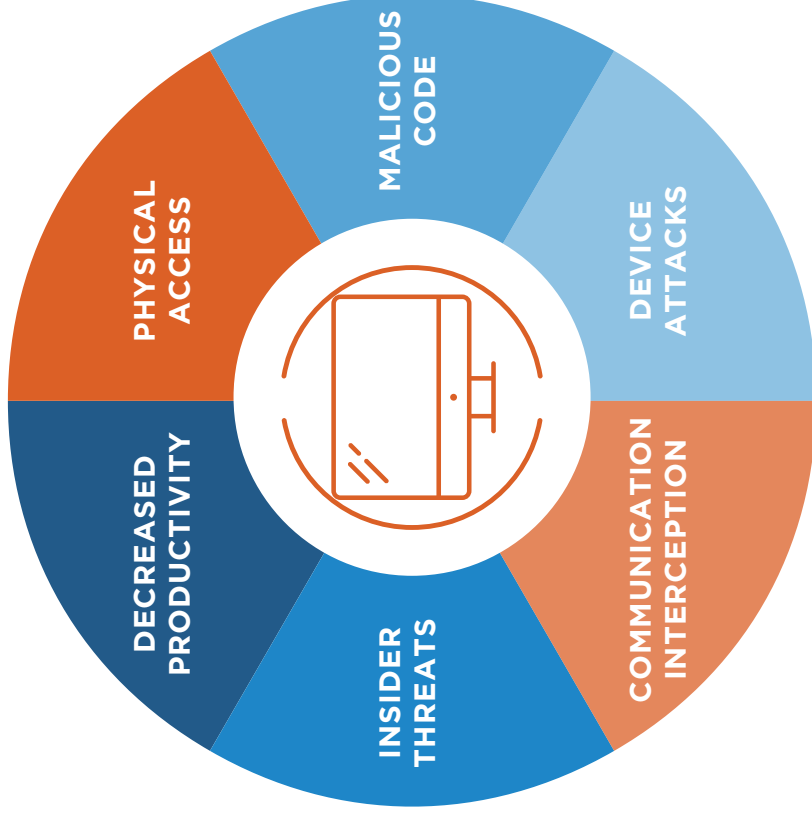


DATA LOSS PREVENTION AT THE ENDPOINT

ACI mitigates or prevents viruses and malware by:

- Utilizing industry standard anti-virus software for desktop, laptop and server virus prevention and detection
- Providing email virus and spam scanning to detect and block malicious attachments in email
- Employing controls that prevent writing to removable media such as USB, CD or DVD drives
- Reviewing controls and exceptions at minimum quarterly
- Encrypting personal phones for authorized users
- Instituting password protection on personal phones for authorized users
- Ensuring authorized users' ability to wipe lost personal phones
- Restricting and limiting VPN access to remote employees
- Conducting compliance inspections of personal devices connecting to VPN

ENDPOINT SECURITY RISKS





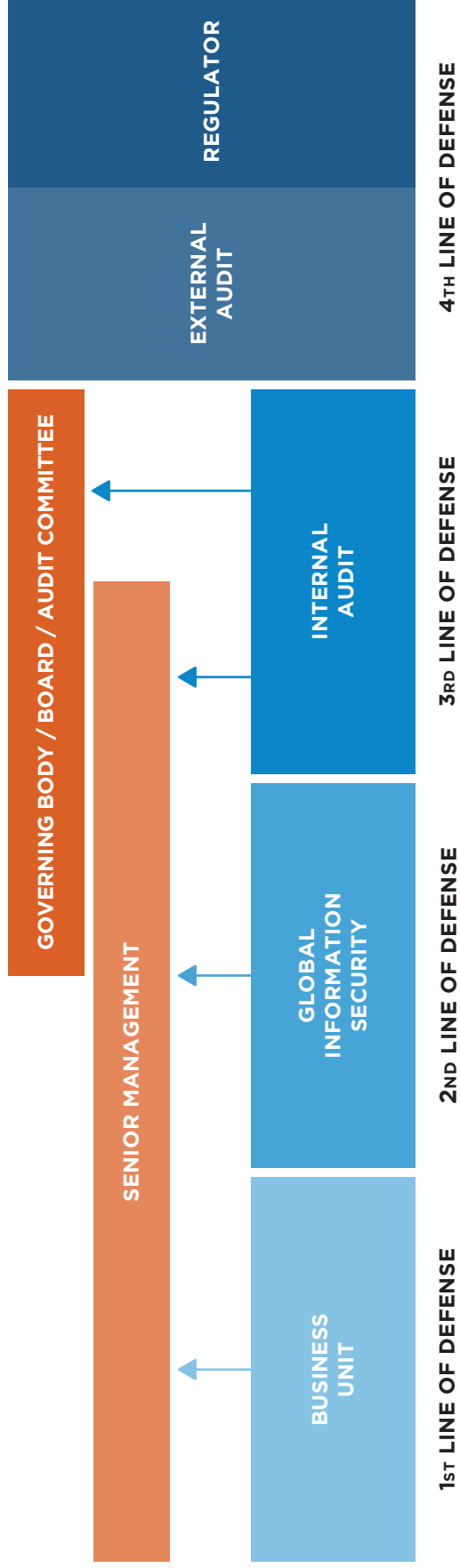
MANAGING RISK ISSUES THROUGH FOUR LINES OF DEFENSE

A GIS risk issue is a finding that has been identified to have the potential to cause damage or loss to ACI. Issues are drafted, approved by GIS leadership, discussed with stakeholders and assigned to a designated owner from the appropriate business unit.

GIS will provide associated risks, the risk ranking, recommendations and requirements to the issue owner to incorporate into their risk remediation plan.

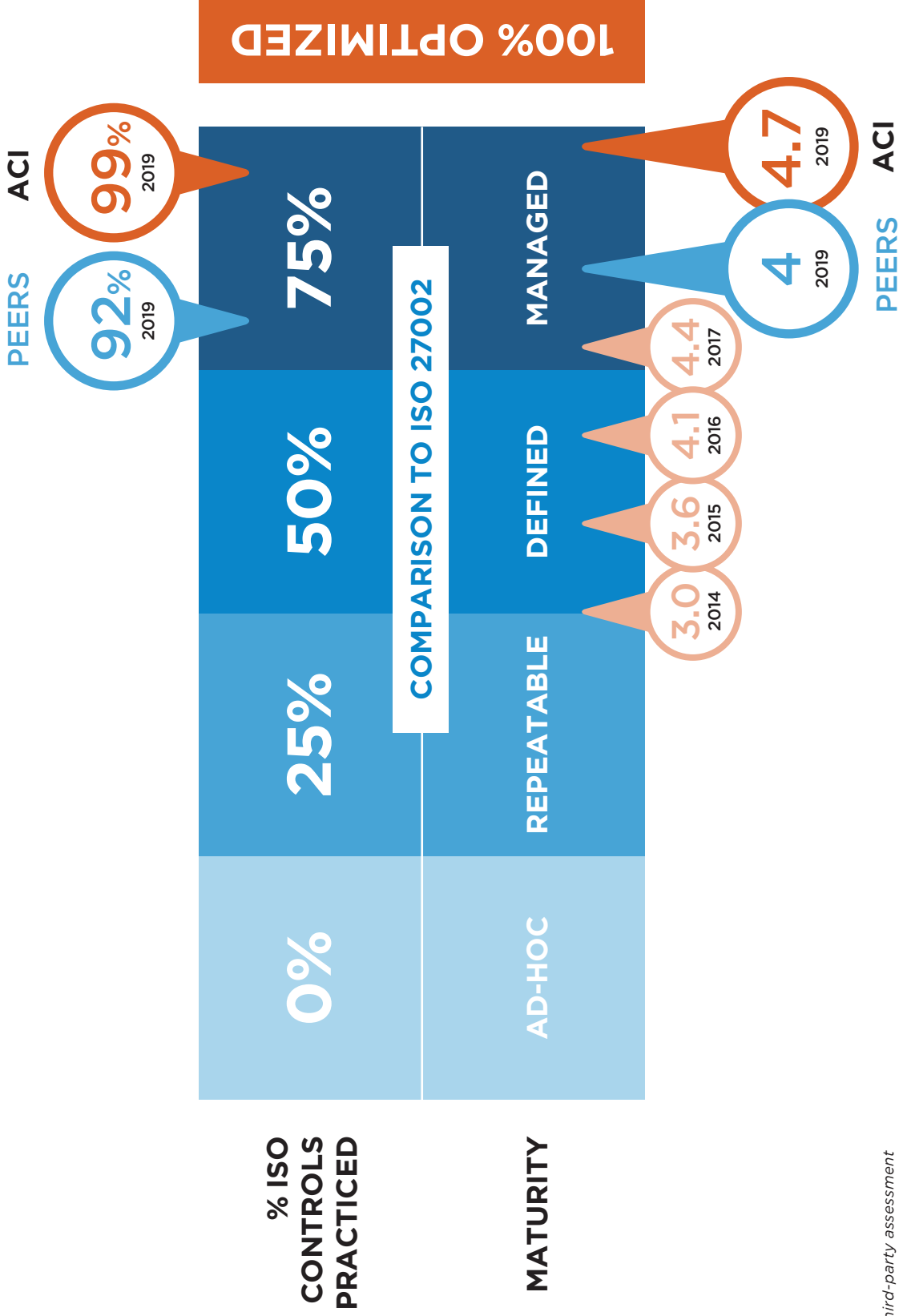
The issue owner will compile and share a risk remediation plan that will define how the owner will mitigate the issue to an acceptable level of risk as determined by GIS or will eliminate the risk completely through the use of milestones, dates and compensating controls.

The issue owner is required to provide GIS leadership updates on the issue every week until the level of risk has been reduced to an acceptable level or all associated risks are eliminated.





YEAR-OVER-YEAR GROWTH. PERFORMANCE ABOVE PEER GROUP.





CERTIFICATIONS, MEMBERSHIPS AND AFFILIATIONS





GOVERNANCE INITIATIVES





DIVERSE BOARD WITH DEFINED ROLES

Consistent with its proactive evaluation of director performance, skills and attributes, the Board is committed to a policy of inclusiveness and actively seeks out highly qualified diverse candidates (including race, gender and ethnicity) to include in the pool from which director nominees are chosen. The composition of our director nominees reflects these efforts as well as the importance of differentiating personal characteristics and diversity among our directors.

EXCELLENCE ON OUR BOARD

- Annual elections of directors
- Annual Board and committee evaluations
- All committee members are independent
- Conditional director resignation required in the event of excess withheld votes in an uncontested election

STOCKHOLDER ALIGNMENT

- Proactive engagement with our stockholders
- Adoption of proxy access to make it easier for stockholders to nominate director candidates
- Prohibition of short sales, transactions in deliveries, and hedging and pledging of ACI stock by our directors and executive officers
- Robust stock ownership guidelines for our CEO, executive officers and directors





EXPERIENCED LEADERSHIP WITH DEDICATED ROLES

Our Board has four standing committees: the Audit Committee, the Compensation and Leadership Development Committee, the Nominating and Corporate Governance Committee and the Risk Committee. The following table provides membership information for each of the standing Board committees as of April 18, 2019:

	AUDIT	COMPENSATION AND LEADERSHIP AND DEVELOPMENT	NOMINATING AND CORPORATE GOVERNANCE	RISK	INDEPENDENT	TENURE ⁴	# OF OTHER PUBLIC COMPANY BOARDS
Janet O. Estep			C	M	Y	3	0
James C. Hale			M	C	Y	3	3
Philip G. Heasley (CEO)					N	14	0
Pamela H. Patsley	M	M			Y	1	3
Charles E. Peters, Jr.	C	M			Y	4	0
David A. Poe (Chairman)					Y	5	0
Adello T. Sanchez		C			Y	4	1
Thomas W. Warsop III	M		M	M	Y	4	0

C Chairperson M Member

⁴Full years of service as of the annual meeting

	JANET ESTEP	JAMES HALE	PHILIP HEASLEY	PAMELA PATSLEY	CHARLES PETERS	DAVID POE	ADALIO SANCHEZ	THOMAS WARSOP
Payments Industry Knowledge	•	•	•	•		•		•
Financial Services Industry Experience	•	•	•	•		•		•
Financial Expert		•		•	•			
Executive Leadership of a Complex Business	•		•	•	•		•	•
Technology and Innovation Experience	•	•	•	•	•	•	•	•
Risk and Regulatory Experience	•	•	•	•	•	•	•	•
International Experience			•	•	•	•	•	•
Diversity, Race, Ethnicity or Gender	•			•			•	
Age	62	67	69	62	67	70	59	52
Board Tenure (full years of service)	3	3	14	1	4	5	4	4

• Designated audit committee financial expert





BOARD'S ROLE IN RISK OVERSIGHT

Risk is inherent with every business, and we face a number of risks, including strategic, financial, operational, legal/compliance, governance and reputational risks. Our management is responsible for the day-to-day supervision of the risks that we face. Our Board of Directors as a whole is responsible for overseeing enterprise risk management and provides broad oversight of ACI's risk management programs. In this oversight role, our Board considers the effectiveness of ACI's risk management processes, assessing management's tolerance for risk and determining what constitutes an appropriate level of risk for ACI.

While our Board provides broad oversight, various committees of the Board oversee risk management in their respective areas and regularly report on their activities to the entire Board. In particular, the Risk Committee focuses on reviewing, evaluating and approving ACI's risk management profile; the committee reviews the extent to which management has established effective enterprise risk management across the organization and discusses with management ACI's most significant potential risks as well as the steps that management has taken to monitor and control those risks.

The Audit Committee focuses on assessing and mitigating financial risk, including internal controls, and receives an annual risk assessment report from ACI's internal auditors. As part of its annual audit, ACI's independent registered accounting firm, Deloitte & Touche LLP, also provides the Audit Committee with a risk assessment that identifies risks of material misstatements and related controls. The Audit Committee reviews these and other reports on risks facing ACI at its meetings throughout the year.

The Compensation Committee reviews and oversees the management of potential material risks related to ACI's compensation policies and practices. Compensia, the independent compensation consultant retained by the Compensation Committee, provides an annual assessment of these risks. The Compensation Committee reviews this annual assessment and evaluates these risks as it considers compensation and benefits matters throughout the year. The oversight roles of the Board and the committees are supported by management reporting processes that are designed to provide the Board and the committees with visibility into the identification, assessment and management of critical risks.

POLITICAL SPENDING

ACI Worldwide does not make any material political and/or lobbying contributions.

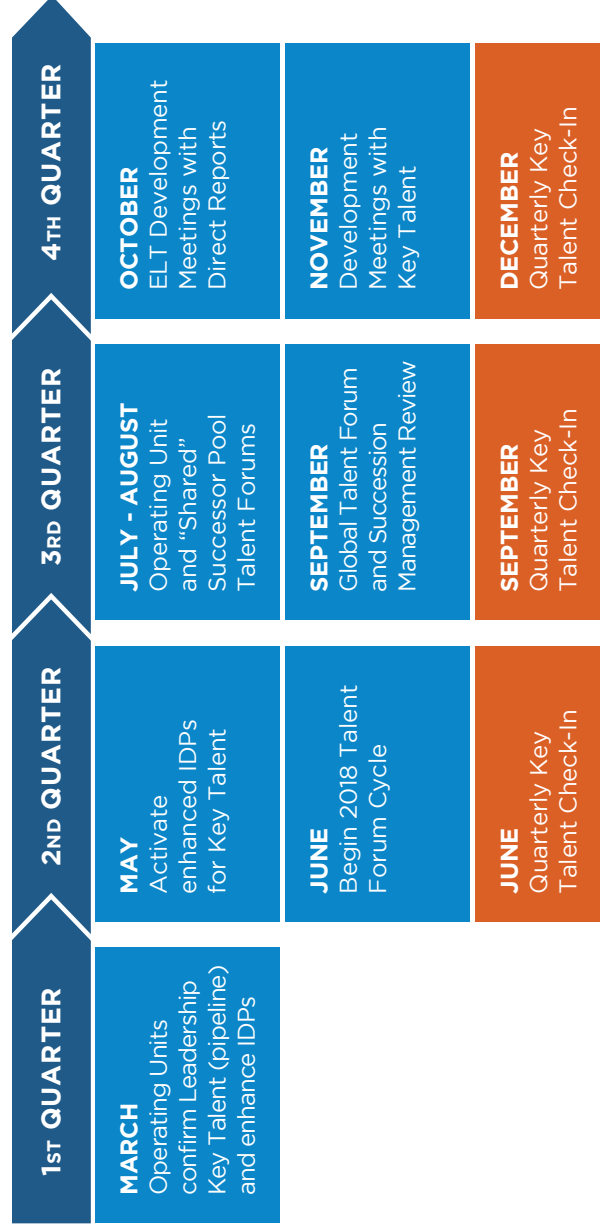




A CLEAR PLAN OF ACTION

SUCCESSION PLANNING

ACI's management and Board have developed a process for identifying and developing internal employees with the potential to fill key business leadership positions in the company. ACI's succession planning increases the availability of experienced and capable employees that are prepared to assume these roles as they become vacant.





COMMUNITY ENGAGEMENT



MAKING A DIFFERENCE IN OUR COMMUNITIES

ACI Worldwide and its employees take part in many philanthropic endeavors. ACI is proud to offer four hours of volunteer time off each month to allow our employees to give back to the causes they support. Our regional offices are empowered to provide additional opportunities for groups of employees to give back at a local level. In this section, we have highlighted a few of our global efforts.

HABITAT FOR HUMANITY

Since 2013, ACI's Habitat for Humanity program has grown from nine U.S.-based locations to nearly 20 ACI locations in eight countries, with more than 400 ACI volunteers participating in home-build events in 2018 alone.

CODING FOR GIRLS

ACI employees in Naples, Florida; Omaha, Nebraska; and Watford, U.K., have hosted several Coding for Girls day-camps and introduced hundreds of middle school-aged girls to the world of technology and payments. Our teams have developed content and facilitate workshops and lead lectures and discussions throughout the events. Similarly, ACI employees in Cape Town, South Africa, host a more in-depth four-day IT workshop for approximately 20 local high school students to provide students with a glimpse of what it's like to work for a leading global payments company.

WOMEN IN PAYMENTS

ACI is a global sponsor of Women in Payments (WIP) and supports the organization's drive to connect and empower women striving for gender parity across the payments ecosystem. ACI employees have participated as panelists and speakers at WIP Symposium program events in the U.S., Europe and Asia.



FORWARD-LOOKING STATEMENT

This document contains forward-looking statements based on current expectations that involve a number of risks and uncertainties. Generally, forward-looking statements do not relate strictly to historical or current facts and may include words or phrases such as “believes,” “will,” “expects,” “anticipates,” “intends” and words and phrases of similar impact. The forward-looking statements are made pursuant to safe harbor provisions of the Private Securities Litigation Reform Act of 1995.

Forward-looking statements in this document include, but are not limited to, statements regarding expectations regarding revenue and adjusted EBITDA in 2019, which also constitute non-GAAP financial measures, as well as our goals and expectations in respect of sustainability, ESG initiatives, data protection and other matters referred to in this report.

All of the foregoing forward-looking statements are expressly qualified by the risk factors discussed in our filings with the Securities and Exchange Commission. Such factors include, but are not limited to, increased competition, the success of our Universal Payments® strategy, demand for our products, restrictions and other financial covenants in our debt agreements, consolidations and failures in the financial services industry, customer reluctance to switch to a new vendor, the accuracy of management’s backlog estimates, the maturity of certain products, failure to obtain renewals of customer contracts or to obtain such renewals on favorable terms, delay or cancellation of customer projects or inaccurate project completion estimates, volatility and disruption of the capital and credit markets and adverse changes in the global economy, our existing levels of debt, impairment of our goodwill or intangible assets, litigation, future acquisitions, strategic partnerships and investments, the complexity of our products and services and the risk that they may contain hidden defects or be subjected to security breaches or viruses, compliance of our products with applicable legislation, governmental regulations and industry standards, our ability to protect customer information from security breaches or attacks, our compliance with privacy regulations, our ability to adequately defend our intellectual property, exposure to credit or operating risks arising from certain payment funding methods, the cyclical nature of our revenue and earnings and the accuracy of forecasts due to the concentration of revenue-generating activity during the final weeks of each quarter, business interruptions or failure of our information technology and communication systems, our offshore software development activities, risks from operating internationally, including fluctuations in currency exchange rates, exposure to unknown tax liabilities and volatility in our stock price. For a detailed discussion of these risk factors and reconciliations of GAAP and non-GAAP financial measures, parties that are relying on the forward-looking statements should review our filings with the Securities and Exchange Commission, including our most recently filed Annual Report on Form 10-K, our Quarterly Reports on Form 10-Q and our Current Reports on Form 8-K relating to financial results.



If you have additional questions, please contact:

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