

Mayor and Council Communication

DATE: 04/07/20

M&C FILE NUMBER: M&C 20-0224

LOG NAME: 13SERIES 2020A WSS REV REF BOND AND CP APPROPRIATION

SUBJECT

Adopt Thirty-Sixth Supplemental Ordinance Authorizing Issuance of City of Fort Worth, Texas Water and Sewer System Revenue Refunding and Improvement Bonds, Series 2020A, in an Aggregate Principal Amount Not to Exceed \$187,770,000.00, Establishing Parameters with Respect to the Sale of the Bonds, Delegating to Designated City Officials Authority to Effect the Sale of Bonds by Competitive Bid or Negotiated Sale, Enacting Other Provisions Relating to the Subject and Declaring an Immediate Effective Date; Adopt Amended and Restated Thirty-Second Supplemental Ordinance, which Mirrors the Prior Thirty-Second Supplement but Extends the Term of Delegated Authority and Makes Minor Conforming Changes; and Adopt Appropriation Ordinances (ALL COUNCIL DISTRICTS)

RECOMMENDATION:

It is recommended that the City Council:

1. Adopt the attached Thirty-Sixth Supplemental Ordinance (i) authorizing the issuance of City of Fort Worth, Texas Water and Sewer System Revenue Refunding and Improvement Bonds, Series 2020A, in an aggregate principal amount not to exceed \$187,770,000.00, (ii) approving the sale of the bonds by competitive bid or negotiated sale as determined most advantageous based on current market conditions and subject to meeting certain parameters, as set forth in the ordinance, (iii) approving execution of an Agreement for the retirement of the refunded obligations, if any, and other instruments related to the issuance of the bonds, and (iv) providing for the establishment of rates and collection of revenues sufficient to pay the principal and interest on said bonds;
2. Adopt the attached appropriation ordinance increasing estimated receipts and appropriations in the Water and Sewer Bond 2020A Fund in the amount of \$101,000,000.00 for the purpose of funding capital improvements and paying the costs of issuance, subject to the sale of the bonds and receipt of proceeds, with such amount subject to reduction to conform to final figures reflected in bond closing documents and with any excess cost of issuance funds remaining after closing being transferred to the debt service fund;
3. Adopt the attached appropriation ordinance increasing estimated receipts and appropriations in the Water & Sewer Senior Lien Debt Service Fund in the amount of \$53,000,000.00, subject to the sale of the bonds and receipt of proceeds, for the purpose of funding the required escrow to refund existing debt, with such amount subject to reduction to conform to final figures reflected in bond closing documents;
4. Adopt the attached appropriation ordinance increasing estimated receipts and appropriations in the Water & Sewer Subordinate Lien Debt Service Fund in the amount of \$36,000,000.00, subject to the sale of the bonds and receipt of proceeds, for the purpose of funding the required escrow to refund existing debt, with such amount subject to reduction to conform to final figures reflected in bond closing documents;
5. Adopt the attached appropriation ordinance increasing estimated receipts and appropriations in the Water & Sewer Operating Fund in the amount of \$650,000.00, subject to the sale of the bonds and receipt of proceeds, for the purpose of paying cost of issuance related to the Refunding Bonds, with such amount subject to reduction to conform to final figures reflected in bond closing documents and with any excess cost of issuance funds remaining after closing being transferred to the debt service fund; and
6. Adopt the attached amended and restated Thirty-Second Supplemental Ordinance, which mirrors the prior Thirty-Second Supplement in (i) authorizing issuance and sale of City of Fort Worth, Texas Water and Sewer System Revenue Refunding Bonds in an aggregate principal amount not to exceed \$150,000,000.00 to allow outstanding commercial paper to be refunded/refinanced if needed, (ii) approving the sale of the bonds subject to certain parameters, as set forth in the ordinance, being met, (iii) authorizing instruments related to the issuance of the bonds, (iv) providing for the establishment of rates and collection of revenues sufficient to pay the principal and interest on said bonds, (v) waiving the provision in the Financial Management Policy Statements that outlines the revenue debt of the City shall generally have an average life of approximately seventeen-to-eighteen years, and (vi) extending delegated authority to effect sale of refunding bonds through May 31, 2021.

DISCUSSION:

The purpose of this Mayor and Council Communication (M&C) is to adopt ordinances associated with revenue-based debt financing of infrastructure for the City's Water and Sewer System.

The actions include authorizing bonds for system improvements and to refinance existing Water and Sewer debt obligations to achieve a net savings (Thirty-Sixth Supplement), extending standby refunding authority to facilitate the System's Commercial Paper (CP) program (Amended and Restated Thirty-Second Supplement), and adopting associated appropriation ordinances.

Thirty-Sixth Supplement

The first five recommendations relate to the Thirty-Sixth Supplemental Ordinance (Ordinance), which authorizes issuance and sale of up to \$187,770,000.00 in Water and Sewer revenue and refunding bonds, in one or more series, for the purpose of (i) extending and improving the

System (ii) refinancing existing Water and Sewer debt obligations to achieve net savings, and (iii) paying the costs of issuance of the bonds, and to the appropriation of the bond proceeds.

The proposed debt transaction includes \$100,000,000.00 in new money to fund capital projects in alignment with the Water Department's Capital Improvement Plan with the balance of the debt proceeds to be used to refund other debt to achieve savings.

It is the City of Fort Worth's practice to achieve positive debt service savings through refinancing when the opportunity presents itself. Staff and the City's Co-Financial Advisors HilltopSecurities and Estrada Hinojosa, are recommending the callable portions of the Series 2007A, Series 2007B, Series 2010A, Series 2010B, and Series 2010C Water and Sewer System Revenue Bonds be refunded, with a par amount outstanding of \$87,770,000.00.

The actual savings amount will not be determined until the time bids are received. However, in accordance with the City's Financial Management Policy Statements, the ordinance provides that the refunding debt shall not be sold unless the sale will result in net present value savings of at least 3.5 percent of the par amount being refunded.

In 1991, the City adopted a Master Ordinance establishing a Water and Sewer System Revenue Financing Program for the Water Department. Each time the Water Department issues debt, a supplemental ordinance must be adopted which contains details specific to the debt being issued. This issuance would be the thirty-sixth supplemental ordinance since the Master Ordinance was adopted.

Due to current market conditions, public issuers are struggling to price favorably in the competitive market due to a lack of liquidity with investors. In an effort to mitigate this downside risk, the ordinance provides delegated authority to the City Manager and Chief Financial Officer, individually, to effect the sale of the bonds. This includes authority to seek not only competitive bids for the sale of the bonds authorized, but also a negotiated sale conducted as either a public or private offering negotiated through a purchase agreement with Underwriters. Staff is recommending that these bonds be sold with the City Manager or the Chief Financial Officer having authority to approve the terms of the sale so long as those terms come within the parameters set forth in the Council-adopted ordinance. Key parameters include: Bonds must be rated in one of the four highest generic rating categories (BBB or higher); the delegated authority expires on December 31, 2020; the maximum maturity is February 15, 2050; the maximum net effective interest rate is 6.00%, and debt may only be refunded if doing so achieves a net present value savings of at least 3.50%.

Rating agency calls with Moody's, Fitch, and Standard & Poor's will be conducted prior to the sale of the bonds with the bonds expected to be offered for sale approximately two weeks after ratings are received. Subsequent to the pricing and awarding the sale of the bonds, the City will seek approval of the debt transactions from the Texas Attorney General with an estimated closing date approximately one month after the award of sale.

The attached appropriation ordinances reflect the maximum appropriation amount for bond proceeds for each of the identified purposes. The ordinances' structure accommodates variables associated with sale of debt under delegated authority such as the uncertain final interest rate to be achieved and the possibility of a premium or discount being associated with the sale of the bonds. To the extent numbers at closing are less than those reflected in each of the ordinances, the available appropriation amount will be reduced as needed to reflect final figures based on the closing documents to ensure appropriations do not exceed actuals. Similarly, to the extent there are any remaining proceeds after paying cost of issuance expense, those funds are to be moved to the Water and Sewer debt service fund.

Amended and Restated Thirty-Second Supplement

This M&C also adopts an amended and restated Thirty-Second Supplemental Ordinance, which provides the officials identified and designated as pricing officers with the authority to issue up to \$150,000,000.00 in Water and Sewer revenue refunding bonds if needed to facilitate the System's CP program.

As approved by the City Council in December 2017, the CP program authorizes up to \$150,000,000.00 in short-term commercial paper for the Water and Sewer System to be outstanding at any time (M&C C-28496). Although it is not anticipated that commercial paper would actually be issued very regularly, the program authority provides the Water Department with liquidity and contracting authority so that it can efficiently design and commence capital projects that are ultimately planned to be financed out of longer term debt to be issued at a later date.

As the program is structured, an issue of commercial paper cannot have a maturity that is later than the 270th day after the date on which the paper is initially issued. The Thirty-Second Supplement is an integral part of the CP program because it provides delegated authority that allows refunding bonds to be issued, within certain parameters, in the unlikely event that commercial paper is actually issued and cannot otherwise be retired or defeased by the 270th day.

The Thirty-Second Supplemental Ordinance was initially adopted by M&C C-28496 and previously amended and restated (M&Cs G-19266, G-19531). Among the parameters the ordinance sets for issuance of Water and Sewer revenue refunding bonds is that the bonds bear a "net effective interest rate" (as defined in and calculated in accordance with the provisions of Chapter 1204, Texas Government Code) that is no greater than 10%. In accordance with the practice of the Texas Attorney General, the prior versions of the Thirty-Second Supplemental Ordinance provided delegated authority that would expire a year after the ordinance (original or restated) was adopted.

Adoption of the attached amended and restated version of the Thirty-Second Supplemental Ordinance extends the delegated authority of the pricing officers to effect sale of all or any portion of up to \$150,000,000.00 in revenue refunding bonds through May 31, 2021. Prior restated versions of the Thirty-Second Supplemental Ordinance incorporated minor changes reflecting the impact of federal tax law changes on advance refunding, and to add to the list of events that require disclosure under federal securities regulations.

Because ongoing authority to issue refunding bonds is needed for proper operation of the CP program, a newly amended and restated Thirty-Second Supplemental Ordinance will be needed on an annual basis to extend the period of delegated authority. Staff anticipates bringing forward an amended and restated Thirty-Second Supplemental Ordinance each year as part of the City's annual debt issuance process.

FISCAL INFORMATION / CERTIFICATION:

The Director of Finance certifies that upon approval of the above recommendations and adoption of the attached ordinance, the sale of the 2020A Water and Sewer System Revenue and Refunding Bonds will occur as required under the parameters set forth therein and that funds will be available in the Water Debt Service Funds, Water Debt Reserve Fund, and in the Water and Sewer Bond 2020A Fund to record the appropriate and necessary transactions. Pursuant to the recommended actions, appropriation authority up to \$150,000,000.00 will be restored in the Water and Sewer Commercial Paper (W&S Commercial Paper) Fund.

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