

RESOLUTION AUTHORIZING DEFEASANCE OF WATER AND SEWER SYSTEM REVENUE BONDS

WHEREAS, the City of Fort Worth, Texas (the “City”) has outstanding the obligations described in Exhibit A attached hereto (the “Defeasible Obligations”); and

WHEREAS, the laws of the State of Texas permit the City Council to effect a defeasance of the Defeasible Obligations prior to their scheduled maturities; and

WHEREAS, City staff has determined and recommended to the City Council that effecting the defeasance of all or a portion of the Defeasible Obligations in the manner described below will be the most beneficial use of available water and sewer system revenues for the water and sewer system revenue bonds described in Exhibit A attached hereto, resulting in the reduction of the outstanding indebtedness secured by such revenues.

NOW, THEREFORE, BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF FORT WORTH, TEXAS:

Section 1. That the City Council hereby authorizes the use of water and sewer system revenues in the Water Priority Lien Debt Service Fund for the water and sewer system revenue bonds described in Exhibit A attached hereto for the purpose of effecting the defeasance of all or a portion of such bonds (the “Defeased Obligations”).

Section 2. That the City Manager is hereby directed to fund the defeasance of Defeased Obligations from available water and sewer system revenues in the Water Priority Lien Debt Service Fund for the Defeased Obligations in an amount equal to the principal amount of the Defeased Obligations to be defeased, plus accrued interest on the Defeased Obligations to their maturity date or their date fixed for redemption, as determined by the City Manager.

Section 3. That the City Manager and the City Secretary are hereby directed to execute, attest, seal and deliver the Deposit Agreement, in substantially the form attached to this Resolution as Exhibit B, for the defeasance of the Defeased Obligations. If required by law, the City shall not execute the Deposit Agreement unless the Bank has confirmed to the City Manager that either it has made disclosure filings to the Texas Ethics Commission in accordance with Section 2252.908, Texas Government Code, or is exempt from making such filings under Section 2252.908(c)(4), Texas Government Code. Within thirty (30) days of receipt of the disclosure filings from the Bank, the City will acknowledge such disclosure filings in accordance with the rules of the Texas Ethics Commission.

Section 4. That the City Manager is hereby directed to cause the Defeased Obligations that are eligible for redemption prior to their stated maturities by their terms to be redeemed prior to their scheduled maturities on the Call Date as shown in Exhibit A. Notice of the redemption of the Defeased Obligations shall be in substantially the form attached to this Resolution as Exhibit C and shall be given in the manner provided in the proceedings authorizing the issuance of the Defeased Obligations.

Section 5. That this Resolution shall become effective immediately upon its adoption, in accordance with the provisions of Section 1201.028, Texas Government Code.

Section 6. That this City Council officially finds and determines that the meeting at which this Resolution is adopted was open to the public, and that public notice of the time, place, and purpose of such meeting was given, all as required by Chapter 551, Texas Government Code.

PASSED AND APPROVED the 13th day of April, 2021.

Mayor, City of Fort Worth, Texas

ATTEST:

City Secretary, City of Fort Worth, Texas

(SEAL)

APPROVED AS TO FORM AND LEGALITY:

City Attorney, City of Fort Worth, Texas

EXHIBIT A

Defeased Obligations

*City of Fort Worth, Texas Water and Sewer System Revenue Refunding and Improvement Bonds,
Series 2011*

<u>Maturity Date</u>	<u>Interest Rate</u>	<u>Par Amount (\$)</u>	<u>Call Date</u>
February 15, 2025	5.00%	5,040,000	May 17, 2021*
February 15, 2026	5.00%	5,295,000	May 17, 2021*
February 15, 2027	5.00%	5,570,000	May 17, 2021*
February 15, 2030	5.00%	1,965,000	May 17, 2021*
February 15, 2031	5.00%	6,800,000	May 17, 2021*

*Or such later date as determined by the City Manager

All Defeased Obligations shall defeased at par plus accrued interest to their Call Date.

Exhibit B

DEPOSIT AGREEMENT

BOKF, NA (the “Bank”), as paying agent for the City of Fort Worth, Texas Water and Sewer System Revenue Refunding and Improvement Bonds, Series 2011 (the “Obligations”) issued by the City of Fort Worth, Texas (the “Issuer”) hereby acknowledges, agrees and certifies for the benefit of the Issuer and the owners of the Obligations as follows:

1. The Bank understands that certain maturities of the Obligations, as described in the notice of redemption attached hereto as **Exhibit A** (referred to herein as the “Called Obligations”), have been called for cancellation and redemption on May 17, 2021 (the “Redemption Date”).

2. The Bank acknowledges that the total amount due on the Redemption Date for such Called Obligations is \$24,985,227.78, representing principal in the amount of \$24,670,000.00 plus accrued interest in the amount of \$315,227.78. Funds in payment of such principal and interest will be deposited with the Bank upon receipt of such funds from the Issuer on or before the Redemption Date.

3. The Bank acknowledges that the fees and expenses due to the Bank with respect to the Called Obligations to and through their redemption and final payment have been paid or will be duly provided for. The Bank will continue to act as paying agent for the Called Obligations under the existing paying agent agreement with the only remedy for nonpayment of its fees being an action for amounts owing under such agreement.

4. The Bank acknowledges receipt of notice of redemption of the Called Obligations to effect the redemption of the Called Obligations on the Redemption Date.

5. The Issuer certifies that it will cause to be deposited the amounts stated in paragraph 2 with the Bank on or before the Redemption Date.

6. The Bank shall deposit any moneys received from the Issuer for the payment of the Called Obligations into one or more trust accounts to be held in an agency capacity, with such moneys to be collateralized to the extent required by law.

7. The Bank represents and warrants, for purposes of Section 2252.908 of the Texas Government Code, that the Bank is a wholly owned subsidiary of a publicly traded business entity.

8. Pursuant to Section 2271.002, Texas Government Code, the Bank hereby represents that as a “Company”, as defined in Section 808.001, Texas Government Code, the Bank, or any wholly owned subsidiary, majority-owned subsidiary, parent company or affiliate of the Bank, does not Boycott Israel and, subject to or as otherwise required by applicable Federal law, including, without limitation, 50 U.S.C. Section 4607, the Bank, as a “Company”, as defined in Section 808.001, Texas Government Code, or any wholly owned subsidiary, majority-owned subsidiary, parent company or affiliate of the Bank, agrees not to Boycott Israel during the term of this Agreement. For purposes of this Section, “Boycott Israel” shall have the meaning given such term in Section 2271.002, Texas Government Code.

9. For purposes of Subchapter F of Chapter 2252 of the Texas Government Code, that at the time of execution of this Agreement, the Bank hereby represents and warrants that as a “Company”, as defined in Section 2270.0001, Texas Government Code, the Bank, or any wholly owned subsidiary, majority-owned subsidiary, parent company or affiliate of the Bank, (i) does not engage in business with Iran, Sudan or any foreign terrorist organization as described in Chapter 2270 of the Texas Government Code, or Subchapter F of Chapter 2252 of the Texas Government Code, and (ii) is not a company listed by the

Texas Comptroller of Public Accounts under Sections 2270.0153 or 2252.153 of the Texas Government Code. The term “foreign terrorist organization” shall have the meaning given such term in Section 2252.151, Texas Government Code.

10. This Deposit Agreement may be executed in any number of counterparts and by different parties hereto on separate counterparts, each of which counterparts, when so executed and delivered, shall be deemed to be an original and all of which counterparts, taken together, shall constitute one and the same Deposit Agreement. The delivery of copies of this Deposit Agreement as executed by Adobe Acrobat PDF or similar electronic form of execution, or by electronic reproduction of a manual signature transmitted via electronic mail or facsimile, shall constitute effective execution and delivery as to the parties and may be used in lieu of originals for all purposes.

[Execution Page Follows]

EXECUTED as of April 13, 2021.

CITY OF FORT WORTH, TEXAS

City Manager

(SEAL)

City Secretary

APPROVED AS TO FORM:

City Attorney

BOKF, NA

By: _____
Name: _____
Title: _____

Exhibit C

NOTICE OF REDEMPTION

CITY OF FORT WORTH, TEXAS

Notice is hereby given that the following obligations issued by the City of Fort Worth, Texas (the "City") are called for redemption prior to their scheduled maturities on the dates and at the redemption price of **par plus accrued interest to the redemption date**:

CITY OF FORT WORTH, TEXAS WATER AND SEWER SYSTEM REVENUE REFUNDING AND IMPROVEMENT BONDS, SERIES 2011, obligations maturing on February 15 in each of the years 2025 through 2027, inclusive, and February 15 in each of the years 2030 and 2031, inclusive, aggregating \$24,670,000 in principal amount; REDEMPTION DATE: **May 17, 2021**.

<u>Maturity Date</u>	<u>Principal Amount (\$)</u>	<u>Interest Rate (%)</u>	<u>CUSIP</u>
2/15/2025	5,040,000	5.00	349515PR1
2/15/2026	5,295,000	5.00	349515PS9
2/15/2027	5,570,000	5.00	349515PT7
2/15/2030	1,965,000	5.00	349515PW0
2/15/2031	6,800,000	5.00	349515PX8

Due provision for the payment of the above-described obligations has been made with BOKF, NA ("BOKF"), the paying agent for said obligations, and said obligations shall be presented for payment either in person or by mail, at the following addresses:

<u>Mail</u>	<u>Overnight Delivery</u>
BOKF, NA	BOKF, NA
P.O. Box 64106	Corporate Trust Services
St. Paul, MN 55164-0106	111 Fillmore Avenue E
	St. Paul, MN 55017

Interest on the redeemed obligations shall cease to accrue thereon after the redemption date.

CUSIP numbers have been assigned to this issue by the CUSIP Service Bureau and are included solely for the convenience of the Bondholder. The City and BOKF are not responsible for the selection or correctness of the CUSIP numbers on the obligations or as indicated in any redemption notice.

IMPORTANT NOTICE: Under the provisions of the Jobs and Growth Tax Relief Reconciliation Act of 2003 (the "Act"), paying agents making payments of interest or principal on municipal securities may be obligated to withhold a 28% tax from remittance to individuals who have failed to furnish the paying agent with a valid taxpayer identification number. Owners of the Bonds who wish to avoid the imposition of the tax should submit certified taxpayer identification numbers when presenting the Bonds for payment.

THIS NOTICE is given under authority of a resolution adopted by the City Council of the City on April 13, 2021.

LEGAL NOTICE