

AN ORDINANCE APPROVING AND AUTHORIZING THE ISSUANCE AND SALE OF THE CITY OF DALLAS, TEXAS, SPECIAL TAX REVENUE OBLIGATIONS (KAY BAILEY HUTCHISON CONVENTION CENTER VENUE PROJECT); APPROVING AND AUTHORIZING A MASTER INDENTURE OF TRUST AND A FIRST SUPPLEMENTAL INDENTURE OF TRUST; MAKING FINDINGS WITH RESPECT TO THE ISSUANCE OF SUCH OBLIGATIONS; AND PROVIDING AN EFFECTIVE DATE

WHEREAS, Chapter 334, Local Government Code, as amended (the “Act”) authorizes the City of Dallas, Texas (the “City”), to issue its bonds or other obligations for the purpose of financing all or a portion of the costs of a sports and community venue project and a convention center venue project, that is planned to be located within the City, if the venue projects and the taxes pledged to the payment of such obligations are approved at an election held in accordance with the Act; and

WHEREAS, at an election held in the City, on November 8, 2022 a majority of the voters voting at said election voted in favor of a proposition authorizing the City to (i) finance the planning, acquisition, establishment, development, construction, and renovation of the Kay Bailey Hutchison Convention Center Dallas (as defined herein, the “Kay Bailey Hutchison Convention Center Venue Project”) as an expansion of a convention center facility described in Sections 334.001(4)(B) and 334.2518 of the Act, and by Section 351.001(2), Tax Code, as amended, and related infrastructure as defined in the Act, including demolition costs as described and defined in the Act, (ii) finance the planning, acquisition, establishment, development, construction, renovation of certain Fair Park facilities, a venue within the City of the type described and defined in Section 334.001(4)(D) of and permitted by the Act and described in summary form pursuant to Section 334.2518 of the Act as the acquisition, construction and improvement of the Automobile Building, the Centennial Building, the Band Shell, the Music Hall, the Cotton Bowl and the Coliseum, and related infrastructure as defined in the Act (collectively, the "Fair Park Venue Project" (iii) impose a hotel occupancy tax within the City at a rate of two percent (2%) (the “Hotel Tax”), for the purpose of financing the Kay Bailey Hutchison Convention Center Venue Project and the Fair Park Venue Project; and

WHEREAS, the City, pursuant to Ordinance No. 32016, and Section 351.1015 of the Texas Tax Code, as amended, the City designated Project Financing Zone Number One, City of Dallas (the “Zone”) creating a project financing zone within the City pursuant to which the City is eligible to receive certain tax revenues from within the Zone (the “PFZ Revenues,” as defined in the Master Indenture) for the purpose of constructing, improving enlarging and equipping the Kay Bailey Hutchison Convention Center Venue Project; and

WHEREAS, the City, pursuant to Chapter 351, Texas Tax Code, as amended, has imposed a hotel occupancy tax in the City, certain of the receipts from which are available to secure the payment of debt obligations with respect to the Kay Bailey Hutchison Convention Center Venue Project; and

WHEREAS, the City proposes to issue obligations (the “Obligations”) for the purpose of paying a portion of the costs of constructing, expanding and equipping the Kay Bailey Hutchison Convention Center Venue Project, pursuant to the Master Indenture (as defined herein), such obligations to be secured by and payable solely from the receipts from certain of the taxes and PFZ Revenues described above, pledged to the payment of such obligations, all as described and defined in the Master Indenture; and

WHEREAS, the City intends to issue bonds to finance the Kay Bailey Hutchison Convention Center Venue Project pursuant to the First Supplemental Indenture (as defined herein); and

WHEREAS, after the issuance of Obligations pursuant to the First Supplemental Indenture, the City intends to issue one or more additional series of Taxable Obligations and/or Tax-Exempt Obligations to fund the construction of the Kay Bailey Hutchison Convention Center Venue Project; and

WHEREAS, the meeting at which this Ordinance is considered is open to the public as required by law, and the public notice of the time, place and purpose of said meeting was given as required by Chapter 551, Texas Government Code, as amended; and

NOW, THEREFORE BE IT ORDERED BY THE CITY COUNCIL OF THE CITY OF DALLAS, TEXAS THAT:

Section 1. Findings. The findings and determinations set forth in the preamble hereof are hereby incorporated by reference for all purposes as if set forth in full herein.

Section 2. Defined Terms. Capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the Master Indenture or in the First Supplemental Indenture.

Section 3. Approval of Issuance of Obligations and Indentures of Trust.

(a) The issuance of the Obligations for the purposes of providing funds sufficient to (i) fund the Construction Costs of the Kay Bailey Hutchison Convention Center Venue Project, (ii) funding debt service reserves and capitalized interest, and (iii) paying the costs of issuance relating to each series of Obligations, is hereby authorized and approved.

(b) The Obligations shall be issued and secured under that certain Master Indenture of Trust authorizing the City of Dallas, Texas Special Tax Revenue Obligations the (Kay Bailey Hutchison Convention Center Venue Project) dated October 1, 2023 by and between the City and U.S. Bank Trust Company, National Association as trustee (the “Master Indenture”), and pursuant to supplemental indentures for each series, as authorized by the Master Indenture. Such Master Indenture is hereby approved in the substantially final form presented at this meeting, with such changes as may be necessary or desirable to carry out the intent of this Ordinance and as approved by the Authorized Officer such approval to be evidenced conclusively by the execution and delivery of the Master Indenture. The Authorized Officer is hereby authorized and directed to execute

the Master Indenture and the City Secretary is hereby authorized and directed to attest such signature of the Authorized Officer.

(c) The City of Dallas, Texas Senior Lien Special Tax Revenue Bonds, Series 2023 (Kay Bailey Hutchison Convention Center Venue Project) (the “Series 2023 Bonds”) are authorized to be issued and secured under the Master Indenture and under that certain First Supplemental Indenture of Trust dated October 1, 2023 by and between the City and U.S. Bank Trust Company, National Association, as trustee (the “First Supplemental Indenture” and together, with the Master Indenture, the “Indentures”). The First Supplemental Indenture is hereby approved in the substantially final form presented at this meeting, with such changes as may be necessary or desirable to carry out the intent of this Ordinance and as approved by the Authorized Officer, such approval to be evidenced by the execution and delivery of the Indenture. The Authorized Officer is hereby authorized and directed to execute the First Supplemental Indenture and the City Secretary is hereby authorized and directed to attest such signature of the Authorized Officer.

(d) The Obligations issued pursuant to the Indentures shall be dated, shall mature on the date or dates and in the principal amounts, shall bear interest, shall be subject to redemption and shall have such other terms and provisions as set forth in the Indentures. The Obligations shall be in substantially the form set forth in the Indentures with such insertions, omissions and modifications as may be required to conform the form of obligation to the actual terms of the Obligations. The Obligations shall be payable from and secured solely by the Pledged Revenues and Pledged Obligation Accounts, as and to the extent set forth in the Indentures, and other assets of the “Trust Estate” (as defined in the Indentures) pledged to such series, and shall never be payable from ad valorem taxes.

Section 4. Sale of Series 2023 Bonds. The Series 2023 Bonds, an issue of Obligations under the Master Indenture, shall be sold to the Purchasers as set forth in the First Supplemental Indenture and the Pricing Certificate.

Section 5. Private Placement Memorandum. The form and substance of the Private Placement Memorandum for the Series 2023 Bonds and any addenda, supplement or amendment thereto shall be approved in the First Supplemental Indenture and the Pricing Certificate related thereto.

Section 6. Continuing Disclosure Agreement. The form, terms and provisions of a Continuing Disclosure Undertaking shall be as set forth in the First Supplemental Indenture and the Pricing Certificate.

Section 7. Additional Actions. The Authorized Officer and each other officer, employee and agent of the City are hereby authorized and directed to take any and all actions on behalf of the City necessary or desirable to carry out the intent and purposes of this Ordinance and to issue the Obligations, including the Series 2023 Bonds, in accordance with the terms of this Ordinance. The Authorized Officer and each other officer, employee and agent of the City are hereby authorized and directed to execute and deliver any and all certificates, agreements,

notices, instruction letters, requisitions, and other documents which may be necessary or advisable in connection with the sale, issuance and delivery of the Obligations, including the Series 2023 Bonds, and the carrying out of the purposes and intent of this Ordinance. Further, in connection with the submission of the record of proceedings for each series of Obligations to the Attorney General of the State of Texas for examination and approval of the Series 2023 Bonds, the appropriate officer of the City is hereby authorized and directed to issue checks or wire funds of the City payable to the Attorney General of the State of Texas as nonrefundable examination fees in the amounts required by Chapter 1202, Texas Government Code (such amounts to be the lesser of (i) 1/10th of 1% of the principal amount of each series of Obligations or (ii) \$9,500).

Section 8. Effective Date. This Ordinance shall take effect immediately upon its adoption by the City Council of the City.

FINALLY PASSED, APPROVED AND EFFECTIVE this _____, 2023.

[Signature Page Follows]

PRESENTED, PASSED AND APPROVED, AND EFFECTIVE on the ____ day of _____, 2023.

By:

City Manager
City of Dallas, Texas

2023 Special Tax and Revenue Bond Ordinance