

ORDINANCE APPROVING SECOND SUPPLEMENTAL INDENTURE ESTABLISHING THE SENIOR LIEN SPECIAL TAX REVENUE NOTES (KAY BAILEY HUTCHISON CONVENTION CENTER DALLAS VENUE PROJECT), SERIES A; APPROVING THE EXECUTION AND DELIVERY OF ONE OR MORE NOTE PURCHASE AGREEMENTS AND FEE LETTERS AND THE ISSUANCE OF NOTES PURSUANT THERETO; AND RESOLVING OTHER MATTERS RELATED THERETO

WHEREAS, the City of Dallas, Texas (the “City”) has previously established a revenue financing system under its Master Indenture of Trust authorizing City of Dallas, Texas Special Tax Revenue Obligations, (Kay Bailey Hutchison Convention Center Dallas Venue Project), dated as of October 1, 2023, as may be amended (the “Master Indenture”); and

WHEREAS, any Obligations (as defined in the Master Indenture) to be issued under the Master Indenture and any Supplemental Indenture (as defined in the Master Indenture) are being authorized and issued pursuant to the Constitution and laws of the State, including particularly Chapter 334, Chapter 351, and Chapter 1371, (all as defined in the Master Indenture), and Chapter 1207, Texas Government Code, as amended, and other applicable law (collectively, the “Act”); and

WHEREAS, the City has determined that it is in the best interests of the City to issue revenue notes as short-term financing under the Master Indenture in order to facilitate contracting and provide a source of interim financing and refinancing for the Convention Center Venue Project; and

WHEREAS, pursuant to the Act and the Master Resolution, the City desires to adopt a Second Supplemental Indenture to establish the “City of Dallas, Texas Senior Lien Special Tax Revenue Notes Program, Series A (Kay Bailey Hutchison Convention Center Dallas Venue Project)”, including taxable and tax-exempt notes (the “Notes”) for the purposes described therein.

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 Second Supplemental Indenture.

Section 3. The Notes are hereby authorized to be issued and secured under the Master Indenture and under that certain Second Supplemental Indenture of Trust dated June 1, 2025 by and between the City and U.S. Bank Trust Company, National Association, as trustee (the “Second Supplemental Indenture” and together, with the Master Indenture, the “Indentures”). The Second 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 an Authorized Officer, such approval to be evidenced by the execution and delivery of the Indenture. An Authorized Officer is hereby authorized and directed to execute the Second Supplemental Indenture and the City Secretary is hereby authorized and directed to attest such signature of the Authorized Officer

Section 4. Any Authorized Officer is hereby authorized and directed, for and on behalf of the City, to approve the final forms of and execute the Second Supplemental Indenture and the agreements, documents and certificates authorized thereunder, including the Tax-Exempt Note Purchase Agreement and the Taxable Note Purchase Agreement and related Fee Letters (as defined in the Second Supplemental Indenture) (collectively, the “Transaction Documents”) with such changes as approved by the Authorized Officer (such approval to be conclusively evidenced by the execution and delivery thereof). The City Secretary or any Assistant City Secretary of the City is hereby authorized and directed, for and on behalf of the City, to attest to the Transaction Documents, if required.

Section 5. For purposes of section 1.150-2(d) of the Treasury Regulations, this Ordinance serves as the City’s official declaration of intent to use proceeds of the Notes to reimburse itself from Notes issued in the maximum principal amount and for expenditures paid in connection with the projects, each as set forth in the Second Supplemental Indenture. Any such reimbursement will only be made (i) for an original expenditure paid no earlier than 60 days prior to the date hereof and (ii) not later than 18 months after the later of (A) the date the original expenditure is paid or (B) the date of with the project to which such expenditure relates is placed in service or abandoned, but in no event more than three years after the original expenditure is paid.

Section 6. The officers and agents of the City are hereby authorized to take all action necessary or desirable to issue the Notes, on a taxable or tax-exempt basis, and to carry out, give effect to, and consummate the transactions contemplated by this Ordinance and the Transaction Documents, all as set forth in the Second Supplemental Indenture), payment of rating agency fees, Texas Attorney General review fees as required by Chapter 1202, Texas Government Code, and other fees and expenses associated with the preparation, approval and issuance of the Notes including Note Costs and fees of the Note Purchasers relating to the Note Purchase Agreements.

Section 7. The City hereby establishes the CCT 2025 Senior Lien Special Tax Revenue Notes Fund, Fund 0814, Department CCT, Unit Q433, for the purpose of receiving proceeds and for related expenses.

Section 8. This Ordinance shall take effect and be in full force and effect upon and after its passage.

[SIGNATURE PAGE FOLLOWS]

PRESENTED, PASSED AND APPROVED, AND EFFECTIVE on the ____ day of _____, 2025.

APPROVED AS TO FORM:

By: _____
Name: Tammy L. Palomino
Title: City Attorney, City of Dallas, Texas