

February 24, 2021

**WHEREAS**, JPMorgan Chase Bank, National Association (the “Liquidity Provider”) currently provides liquidity services to the City of Dallas for the Waterworks and Sewer System Commercial Paper Notes, Series E (the “Commercial Paper Notes”); and

**WHEREAS**, the Liquidity Provider provides liquidity support for the Commercial Paper Notes in accordance with the terms of a Revolving Credit Agreement for the Commercial Paper Notes, dated as of September 1, 2014 (the “RCA”), as amended from time, the last amendment being the Third Amendment to Revolving Credit Agreement, dated as of May 27, 2020 (the RCA, as from time to time amended, is referred to as the “Credit Agreement”); and

**WHEREAS**, under the terms of the Credit Agreement, the City may request an extension of the term of the Credit Agreement; and

**WHEREAS**, the Liquidity Provider has agreed to extend the term of Credit Agreement through July 30, 2021, in accordance with the provisions of the Fourth Amendment to Revolving Credit Agreement with JPMorgan Chase Bank, National Association (the “Fourth Amendment”); and

**WHEREAS**, it is in the best interests of the City of Dallas to authorize the City Manager to execute the Fourth Amendment with the Liquidity Provider, in accordance with the provisions, and subject to the limitations, set forth in this resolution.

**Now Therefore,**

**BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF DALLAS:**

**SECTION 1.** That the City Manager is hereby authorized to **(1)** execute the Fourth Amendment to Revolving Credit Agreement with JPMorgan Chase Bank, National Association in support of the City of Dallas, Texas Waterworks and Sewer System Commercial Paper Notes, Series E; and **(2)** execution of agreements pertaining thereto, and resolving other matters related thereto, for a four-month extension of the Credit Agreement from March 31, 2021 through July 30, 2021 through July 30, 2021, approved as to form by the City Attorney.

**SECTION 2.** That the Chief Financial Officer is hereby authorized to disburse funds in an amount not to exceed \$5,000 for McCall, Parkhurst & Horton L.L.P. (193173) for professional legal services in connection with the review of the Fourth Amendment, under contract with McCall, Parkhurst & Horton L.L.P. from Dallas Water Utilities Fund, Fund 0100, Department DWU, Unit 7017, Object 3033.

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**SECTION 3.** That the Chief Financial Officer is hereby authorized to disburse funds in an amount not to exceed \$2,000 to Chapman and Cutler LLP (VS88313) for professional legal services in connection with the drafting and review of the Fourth Amendment, from Dallas Water Utilities Fund, Fund 0100, Department DWU, Unit 7017, Object 3033.

**SECTION 4.** That the Chief Financial Officer is hereby authorized to disburse funds in an amount not to exceed \$9,000 to Hilltop Securities, Inc. (VS0000052889) for previously contracted professional services as co-financial advisors in connection with the Fourth Amendment; and disburse funds in an amount not to exceed \$6,000 to Estrada Hinojosa & Company, Inc. (259910), co-financial advisors, in connection with the Fourth Amendment from Dallas Water Utilities Fund, Fund 0100, Department DWU, Unit 7017, Object 3803.

**SECTION 5.** That the Chief Financial Officer is hereby authorized to disburse funds in an amount not to exceed \$1,000 for miscellaneous expenses in connection with the Fourth Amendment, from Dallas Water Utilities Fund, Fund 0100, Department DWU, Unit 7017, Object 3827.

**SECTION 6.** That the Chief Financial Officer is hereby authorized to disburse funds in an amount not to exceed \$745,000 (subject to annual appropriations) for JPMorgan Chase Bank, National Association (188018) for annual Liquidity Facility Fees in connection with the Fourth Amendment from Dallas Water Utilities Fund, Fund 0100, Department DWU, Unit 7017, Object 3827.

**SECTION 7.** That the Chief Financial Officer is hereby authorized to disburse funds in an amount not to exceed \$18,000 for Fitch Ratings (VC14720) for annual surveillance rating services in connection with the Fourth Amendment; and disburse funds in an amount not to exceed \$34,000 for S&P Global (954974) for annual surveillance rating services in connection with the closing cost of the Fourth Amendment, from Dallas Water Utilities Fund, Fund 0100, Department DWU, Unit 7017, Object 3827.

**SECTION 8.** That this Fourth Amendment is designated as Contract No. CCO-2021-00015821.

**SECTION 9.** That this resolution shall take effect immediately from and after its passage in accordance with the provisions of the Charter of the City of Dallas, and it is accordingly so resolved.