

September 9, 2021

WHEREAS, the City intends to issue Civic Center Convention Complex Revenue Refunding and Improvement Bonds, Series 2021 (the "Bonds"), in an amount not to exceed \$270,000,000.00, to refund eligible bonds for savings; and

WHEREAS, the City Council hereby finds that, in order to accomplish the Issuances in a timely and cost-efficient manner, the City Manager, the City Attorney, the City's Financial Advisors, the City's Co-Bond Counsel, and the City's Disclosure Counsel (collectively, the "Necessary Parties") should be authorized and directed to take such action and prepare documents as necessary in order to accomplish the sale of the Bonds.

Now, Therefore,

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

SECTION 1. That the Necessary Parties are hereby authorized to take action and prepare documents, including, without limitation, the actions specified in this resolution, needed to accomplish the sale of the Bonds, in a collective principal amount not to exceed \$270,000,000.00, with the sale of the Bonds scheduled to occur in a timely manner.

SECTION 2. That the Necessary Parties are hereby authorized and directed to prepare an Official Statement with respect to such obligations and to take such other action and prepare such other documents as are necessary and incidental to the issuance, sale, and delivery of the Bonds.

SECTION 3. That the City Manager is hereby authorized to use the previously contracted professional services of Hilltop Securities, Inc. and Estrada Hinojosa & Company, Inc., as co-financial advisors for the sale of the Bonds. Payment for the advisory services of Hilltop Securities, Inc. (VS0000052889) is estimated to be \$131,440.00 and payment for the advisory services of Estrada Hinojosa & Company Inc. (259910) is estimated to be \$75,960.00 and shall be made from proceeds after delivery of the Bonds.

SECTION 4. That the City Manager is hereby authorized to use the previously contracted professional services of Bracewell L.L.P. and West & Associates, P.C. as co-bond counsel in connection with the sale and delivery of the Bonds. If Bonds are issued, payment for the opinion of Bracewell L.L.P. (VS0000056820) shall be at the rate of \$0.30 per \$1,000.00 increment of obligations issued plus an hourly rate of \$150.00 to \$475.00 for services rendered by individual attorneys and paralegals (estimated at a combined amount to be \$165,000.00) and shall be made from the bond proceeds.

If Bonds are issued, payment for the opinion of West & Associates L.L.P., P.C. (330805) shall be at the rate of \$0.20 per \$1,000.00 increment of obligations issued plus an hourly rate of \$150.00 to \$475.00 for services rendered by individual attorneys and paralegals (estimated at a combined amount to be \$109,000.00) and shall be made from bond proceeds.

September 9, 2021

SECTION 5. That the City Manager is hereby authorized to use contracted professional services of Norton Rose Fulbright US LLP and Kintop Smith, LLC as co-disclosure counsel in connection with the sale and delivery of the Bonds. Payment for the opinion of Norton Rose Fulbright US LLP (VC0000006239) shall be at the rate of \$0.21 per \$1,000.00 increment of obligations issued plus an hourly rate of \$475.00 and lower for services rendered by individual attorneys and paralegals (estimated at a combined amount to be \$109,850.00) and shall be made from the proceeds after delivery of the Bonds.

If Bonds are issued, payment for the opinion of Kintop Smith, LLC (VC22035) shall be at the rate of \$0.14 per \$1,000.00 increment of obligations issued plus an hourly rate of \$475.00 for services rendered by individual attorneys and paralegals (estimated at a combined amount to be \$69,900.00) and shall be made from bond proceeds.

SECTION 6. That the City Manager is hereby authorized to obtain bond ratings from Fitch Ratings (VC14720), Standard & Poor's, Inc. (954974) in connection with the sale of the Bonds. Payment for the bond ratings is estimated to be \$214,950.00 and shall be made from proceeds after delivery of the Bonds.

SECTION 7. That the Chief Financial Officer is hereby authorized to make payments for printing services to print and mail official statements. Payment for printing services is estimated to be \$4,000.00 and shall be made from the proceeds after delivery of the Bonds.

SECTION 8. That the Chief Financial Officer is hereby authorized to make payment to UMB Bank, N.A. (VS92247) for services provided as paying agent/registrar with respect to the Bonds at an annual cost of \$700.00 plus mailing expenses from Convention and Events Center Operating Fund, Fund 0080, Department CCT, Unit 7840, Object 3537, upon issuance of the Bonds.

SECTION 9. That the proceeds received from the sale of the Bonds shall be deposited by in Series 2021 Convention Center Refunding Bonds Fund, Fund 0093, Department CCT, Unit 9295, Revenue Code 8448. Any accrued interest from these proceeds will be deposited in the Convention Center Debt Service Fund, Fund 0980, Department CCT, Revenue Code 8438.

SECTION 10. That the City Manager is hereby authorized and directed to file an Official Statement with respect to such Bonds and prepare such other documents as are necessary and incidental to the issuance, sale and delivery of the Bonds with the Attorney General; and that the Chief Financial Officer be and is hereby authorized to make the payment for filing with the Attorney General's Office (344989) prior to receiving the Bond proceeds. The cost is estimated to be \$9,500.00 and shall be made from the Convention and Event Services Fund, Fund 0080, Department CCT, Unit 7840, Object 3537, upon issuance of the Bonds.

September 9, 2021

SECTION 11. That the Chief Financial Officer is hereby authorized to make payments for miscellaneous services relating to the sale of the Bonds. Payments for the miscellaneous services are estimated to be \$15,000.00 and shall be made after delivery of the Bonds.

SECTION 12. That the Chief Financial Officer is hereby authorized to make payments for previously contracted professional services of Weaver and Tidwell, LLP (Vendor VS96896) to obtain an independent auditor's consent letter in connection with the sale and delivery of the bonds. If the bonds are issued, payment for the services of Weaver and Tidwell, LLP are estimated to be \$5,000 and shall be made from the proceeds after delivery of the Bonds.

SECTION 13. 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.