

RESOLUTION NO. \_\_\_\_\_

A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF KELLER, TEXAS, APPROVING A CONTINUING DISCLOSURE AGREEMENT BETWEEN THE CITY OF KELLER AND THE TRINITY RIVER AUTHORITY AND AUTHORIZING THE CITY MANAGER TO EXECUTE ALL DOCUMENTS RELATING THERETO.

WHEREAS, the City of Keller, Texas (the City) and the Trinity River Authority of Texas (the "Issuer") have heretofore entered into, and may in the future enter into, contracts relating to the provision of facilities and/or services by the Issuer for the benefit of the City; and

WHEREAS, in connection with the financing of the facilities and/or services provided by the Issuer for the benefit of the City, the Issuer has, and/or will, from time to time authorize, issue and deliver bonds (the "Bonds") of the Issuer supported by payments to be made by the City pursuant to such contracts; and

WHEREAS, the United States Securities and Exchange Commission has adopted Rule 15c2-12, as amended from time to time (the "Rule"); and; and

WHEREAS, the Rule provides that a broker, dealer or municipal securities dealer of Bonds issued after the effective dates set forth in the Rule, may not purchase or sell Bonds in connection with an offering thereof unless, prior to the purchase or sale thereof, "obligated persons", or entities acting on behalf of "obligated persons", have undertaken to provide certain updated financial information and operating data annually, and timely notice of specified material events, to certain information vendors; and

WHEREAS, the Issuer and the City heretofore entered into a Continuing Disclosure Agreement, as amended, in conformance with the Rule (the "Original CDA"); and

WHEREAS, in order to reflect the Rule, as recently amended, and provide adequate flexibility to accommodate any subsequent amendments to the Rule, it is deemed appropriate and necessary to enter into a new Continuing Disclosure Agreement (the "CDA"), attached

hereto as Exhibit "A", which supersedes the Original CDA; and

WHEREAS, it is the intent of both the Issuer and the City that any and all obligations and/or duties of the respective party under the Original CDA with respect to any heretofore issued series of Bonds shall continue to be observed as carried forward into the CDA; and

WHEREAS, in order to comply with the Rule and facilitate the future issuance of Bonds, the City and the Issuer have agreed that it is deemed appropriate and necessary to enter into the CDA hereinafter authorized to be executed and delivered.

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

Section 1: THAT, the recitals set forth in the preamble hereof are incorporated herein and shall have the same force and effect as if set forth in this Section.

Section 2: THAT, the City Manager is hereby authorized and directed to execute and deliver, and the City Secretary is authorized and directed to attest, the CDA substantially in the form and substance attached hereto.

Section 3: THAT, the City Manager is hereby authorized and directed to execute and deliver, and the City Secretary is authorized and directed to attest, any amendment or supplement to the CDA hereinafter required or appropriate in response to further amendment of the Rule in order to maintain compliance with the requirements of the Rule.

Section 4: THAT, the CDA, and any amendment or supplement thereof, shall become effective and enforceable in accordance with its terms immediately upon execution and delivery thereof for all intents and purposes.

Section 3: THAT, each of the officers and members of the City Council was duly and sufficiently notified officially and personally, in advance, of the time, place and purpose of the meeting at which this Resolution was introduced, and that said Resolution would be

introduced and considered for passage at said meeting, and each of said officers and members consented, in advance, to the holding of said meeting for such purpose, and that said meeting was open to the public and public notice of the time, place and purpose of said meeting was given, all as required by the Texas Government Code, Chapter 551.

AND IT IS SO RESOLVED.

Passed by a vote of \_ to \_ on this the 19th day of March, 2019.

CITY OF KELLER, TEXAS

BY: \_\_\_\_\_  
P.H. McGrail, Mayor

ATTEST:

\_\_\_\_\_  
Kelly Ballard, City Secretary

Approved as to Form and Legality:

\_\_\_\_\_  
L. Stanton Lowry, City Attorney