

December 12, 2018

**WHEREAS**, on June 27, 2018, by Resolution 18-0895, the City Council approved settlement of the lawsuits styled Davis S. Martin, et al. v. City of Dallas, Cause No. 1-95-506, and George G. Parker, et al. v. City of Dallas, Cause No. 1-95-107, in an amount not to exceed \$173,312,500.00 ( the "Settlement Amount") provided that the plaintiffs and the City mutually agreed on the terms of a written settlement agreement; and

**WHEREAS**, the City anticipates that the 382nd District of Rockwall County, Texas will enter a judgment in the above-referenced lawsuits incorporating and approving the terms of the written settlement agreement and entering an agreed judgment in the Settlement Amount; and

**WHEREAS**, the City has agreed to fund the Settlement Amount by issuing the City of Dallas, Texas General Obligation Refunding Bonds, Series 2019B (the "Bonds"); and

**WHEREAS**, the City Council hereby finds that, in order to accomplish the Bond issuance 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 Bond issuance.

**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 principal amount not to exceed \$174,705,000.00, 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 PFM as Financial Advisors for the sale of the Bonds. Payment for the advisory services of PFM (Vendor VC16222) is estimated to be \$126,350.00 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 Norton Rose Fulbright US LLP (Vendor VC0000006239) and Mahomes & Bolden PC (Vendor VS0000051822) as Co-Bond Counsel in connection with the sale and delivery of the Bonds. Payment for the opinion of Norton Rose Fulbright US LLP shall be at the rate of \$0.30 per \$1,000.00 increment of obligations issued plus an

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**SECTION 4.** (continued)

hourly rate of \$150.00 to \$475.00 for services rendered by individual attorneys and paralegals (estimated at a combined amount not to exceed \$130,000.00), and shall be made from the proceeds after delivery of the Bonds. Payment for the opinion of Mahomes & Bolden PC (Vendor VS0000051822) 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 \$90,000), and shall be made from the proceeds after delivery of the Bonds.

**SECTION 5.** That the City Manager is hereby authorized to use contracted professional services of Orrick Herrington & Sutcliffe LLP (Vendor VC18413) as Disclosure Counsel in connection with the sale and delivery of the Bonds. Payment for the opinion of Orrick Herrington & Sutcliffe LLP 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 \$60,000.00) and shall be made from the proceeds after delivery of the Bonds.

**SECTION 6.** That the City Manager is hereby authorized to obtain bond ratings from Fitch Ratings (Vendor VC14720) and from Standard & Poor's, Inc. (Vendor 954974) in connection with the sale of the Bonds. Payment for the bond ratings is estimated to be \$83,950.11 and shall be made from proceeds after delivery of the Bonds.

**SECTION 7.** That the Chief Financial Officer is hereby authorized to use the previously contracted professional services of Grant Thornton L.L.P. to obtain an independent auditor's consent letter in connection with the sale and delivery of the Bonds. Payment for the services of Grant Thornton L.L.P. (Vendor VS0000007921) is estimated to be \$7,400.00 and shall be made from the proceeds after delivery of the Bonds.

**SECTION 8.** That the Chief Financial Officer is hereby authorized to make payments for printing services to print and mail official statements. Payment for printing services is estimated to be \$5,000.00 and shall be made from the proceeds after delivery of the Bonds.

**SECTION 9.** That the Chief Financial Officer is hereby authorized to make payment to UMB Bank, N.A. ("UMB") for (i) services provided as paying agent/registrar with respect to the Bonds at an annual cost of \$200.00 plus mailing expenses from the General Fund 0001, Department CCO, Unit 1126, Object 3537, (Vendor VS92247) upon issuance of the Bonds and (ii) services provided as escrow agent with respect to that portion of the Bond proceeds necessary to fund the Settlement Amount at a one-time cost of \$2,500.00 plus expenses from proceeds of the Bonds.

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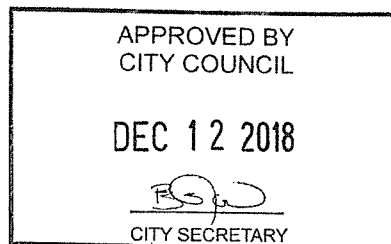
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**SECTION 10.** That the proceeds received from the sale of the Bonds shall be deposited into an escrow fund with UMB in an amount equal to the Settlement Amount and any remaining proceeds after such deposit shall be deposited into General Fund, Fund 0001, Department BMS, Unit 1878, Revenue Code 8448 to pay the costs of issuance of the Bonds. Any accrued interest from Bond proceeds and any remaining proceeds after payment of all costs of issuance will be deposited in 2019B General Obligation Refunding Bond Funds, Fund 0679, Department BMS, Unit 1878, Revenue Code 8438.

**SECTION 11.** 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 (Vendor 344989) prior to receiving the Bond proceeds. The cost is estimated to be \$9,500.00 and shall be made from the General Fund, Fund 0001, Department CCO, Unit 1126, Object 3537 and shall be reimbursed from Bond proceeds.

**SECTION 12.** 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 \$7,499.89 and shall be made after delivery of the Bonds.

**SECTION 13.** That this resolution shall take effect on December 12, 2018, and it is accordingly so resolved.



**Series 2019B**  
**General Obligation Refunding Bonds**  
**\$174,705,000**

Estimate of Total Bond Issuance Costs and M/WBE Participation

	<u>Fees</u>	<u>Percent of Total Costs</u>
<b>Co-Bond Counsel</b>		
Norton Rose Fulbright US LLP (Vendor VC0000006239)	\$130,000	25%
Mahomes & Bolden PC (Vendor VS0000051822)	\$90,000	17%
<b>Disclosure Counsel</b>		
Orrick Herrington & Sutcliffe LLP (Vendor VC18413)	60,000	12%
<b>Financial Advisor</b>		
PFM (Vendor VC16222)	126,350	25%
<b>Paying/Escrow Agent</b>		
UMB Bank, N.A. (Vendor VS92247)	2,700	1%
<b>Printing Fee</b>		
TBD	5,000	1%
<b>Rating Agencies</b>		
Fitch Ratings (Vendor VC14720)	39,229	8%
S&P Global (Vendor 954974)	44,721	9%
<b>Attorney General Filing Fee</b>		
	9,500	2%
<b>Misc. Expenses</b>		
	<u>\$7,500</u>	<u>1%</u>
<b>Total Issuance Costs</b>		
	<u>\$515,000</u>	<u>100%</u>
Total M/WBE Participation as % of Total Issuance Costs:	\$95,000	18%

Note: Payment of fees and expenses is contingent upon the issuance and sale of the General Obligation Refunding Bonds, Series 2019B.