

CERTIFICATE FOR ORDINANCE

THE STATE OF TEXAS §

COUNTIES OF DENTON AND DALLAS §

CITY OF LEWISVILLE §

I, the undersigned City Secretary of the City of Lewisville, Texas, hereby certify as follows:

1. The City Council of the City of Lewisville, Texas convened in a regular session on January 28, 2019 in the Council Chambers of the Lewisville City Hall, 151 West Church Street, Lewisville, Texas (the "Meeting"), and the roll was called of the duly constituted Council Members of the City of Lewisville, Texas to-wit:

Rudy Durham	Mayor
Brandon Jones	Mayor Pro-Tem
Bob Troyer	Deputy Mayor Pro-Tem
TJ Gilmore	Council Member
R. Neil Ferguson	Council Member
Brent Daniels	Council Member

And all of the persons were present except _____, thus constituting a quorum. Whereupon, among other business, the following was transacted at the Meeting:

AN ORDINANCE AUTHORIZING THE ISSUANCE OF \$5,595,000 CITY OF LEWISVILLE, TEXAS, COMBINATION CONTRACT REVENUE AND SPECIAL ASSESSMENT UTILITY SYSTEM BONDS, SERIES 2019 (LEWISVILLE CASTLE HILLS PUBLIC IMPROVEMENT DISTRICT NO. 6 PROJECT) (THE "SERIES 2019 UTILITY BONDS") IN ACCORDANCE WITH THE TERMS OF THAT CERTAIN MASTER TRUST AGREEMENT AND THIRD SUPPLEMENTAL TRUST AGREEMENT; APPROVING AND AUTHORIZING THE EXECUTION OF THE THIRD SUPPLEMENTAL TRUST AGREEMENT; AUTHORIZING A FINAL LIMITED OFFERING MEMORANDUM PERTAINING TO THE ISSUANCE OF THE SERIES 2019 UTILITY BONDS; APPROVING A BOND PLACEMENT AGREEMENT; PROVIDING A REPEALER, SEVERABILITY, AND AN EFFECTIVE DATE; AND CONTAINING OTHER MATTERS RELATED TO THE SERIES 2019 UTILITY BONDS.

was duly introduced for the consideration of the City Council. It was then duly moved and seconded that the Ordinance be passed; and, after due discussion, said motion carrying with it the passage of the Ordinance, prevailed and carried by the following vote:

Aye: _____ No: _____

2. A true, full and correct copy of the Ordinance passed at the Meeting described in the above and foregoing paragraph is attached to and follows this Certificate; that the Ordinance has been duly recorded in the City Council's minutes of the Meeting; that the above and foregoing paragraph is a true, full and correct excerpt from the City Council's minutes of the Meeting pertaining to the passage of the Ordinance; that the persons named in the above and foregoing paragraph are the duly chosen, qualified and acting City officials as indicated therein; that each of the elected officials 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, and that the Ordinance would be introduced and considered for passage at the Meeting, and each of the elected officials and members consented, in advance, to the holding of the Meeting for such purpose, and that the Meeting was open to the public and public notice of the time, place and purpose of the meeting was given, all as required by Chapter 551, Government Code, as amended.

3. The City Council has approved the aforementioned attached Ordinance and the Mayor and the City Secretary of the City of Lewisville have duly signed the Ordinance; and the City Secretary hereby declares that the attached Ordinance is a true and correct copy of the Ordinance for all purposes.

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SIGNED AND SEALED this January 28, 2019.

Julie Worster, City Secretary
City of Lewisville

[City Seal]

CITY OF LEWISVILLE, TEXAS

ORDINANCE NO. - 01 -2019

Adopted January 28, 2019

AUTHORIZING THE ISSUANCE OF
\$5,595,000
CITY OF LEWISVILLE, TEXAS
COMBINATION CONTRACT REVENUE AND SPECIAL ASSESSMENT
UTILITY SYSTEM BONDS
SERIES 2019
(LEWISVILLE CASTLE HILLS PUBLIC IMPROVEMENT DISTRICT NO. 6 PROJECT)

Ordinance No. - 01 -2019

AN ORDINANCE AUTHORIZING THE ISSUANCE OF \$5,595,000 CITY OF LEWISVILLE, TEXAS, COMBINATION CONTRACT REVENUE AND SPECIAL ASSESSMENT UTILITY SYSTEM BONDS, SERIES 2019 (LEWISVILLE CASTLE HILLS PUBLIC IMPROVEMENT DISTRICT NO. 6 PROJECT) (THE “SERIES 2019 UTILITY BONDS”) IN ACCORDANCE WITH THE TERMS OF THAT CERTAIN MASTER TRUST AGREEMENT AND THIRD SUPPLEMENTAL TRUST AGREEMENT; APPROVING AND AUTHORIZING THE EXECUTION OF THE THIRD SUPPLEMENTAL TRUST AGREEMENT; AUTHORIZING A FINAL LIMITED OFFERING MEMORANDUM PERTAINING TO THE ISSUANCE OF THE SERIES 2019 UTILITY BONDS; APPROVING A BOND PLACEMENT AGREEMENT; PROVIDING A REPEALER, SEVERABILITY, AND AN EFFECTIVE DATE; AND CONTAINING OTHER MATTERS RELATED TO THE SERIES 2019 UTILITY BONDS.

RECITALS

WHEREAS, all capitalized terms utilized in this Ordinance and not otherwise defined shall have the meanings defined in that certain Master Trust Agreement by and between the City of Lewisville, Texas (the “Issuer” or “City”) and Wilmington Trust, N.A., Dallas, Texas (the “Trustee”), dated as of August 1, 2014 (the “Master Trust Agreement”) and that certain Third Supplemental Trust Agreement by and between the City and the Trustee, dated as of January 1, 2019 (the “Third Supplemental Trust Agreement” and, together with the Master Trust Agreement, the First Supplemental Trust Agreement by and between the City and the Trustee, dated as of August 1, 2014 (the “First Supplemental Trust Agreement”) and the Second Supplemental Trust Agreement between the City and the Trustee dated as of July 1, 2017 (the “Second Supplemental Trust Agreement”), the “Trust Agreement”) and relating to the “Series 2019 Utility Bonds”, together with all Exhibits thereto, a full and correct copy of such Third Supplemental Trust Agreement is attached hereto as Exhibit “A” and made a part hereof for all purposes;

WHEREAS, at an election conducted on January 17, 1983, the voters within the boundaries of Denton County Fresh Water Supply District No. 1 (“District No. 1”) approved the creation of District No. 1 and elected the Governing Body of District No. 1;

WHEREAS, on August 8, 1987, the voters within the District No. 1 approved an election by which District No. 1 was authorized to assume the rights, authority, privileges and functions of a road district under Article III, Section 52(b)(3) of the Texas Constitution, in the manner provided by Section 53.029(c) of the Texas Water Code, as amended;

WHEREAS, at the same election on August 8, 1987, the voters within District No. 1 authorized District No. 1 to purchase, construct, acquire, own, operate, repair, improve and extend sanitary sewer systems to control wastes;

WHEREAS, on December 21, 1993, following a hearing conducted in accordance with Sections 51.040 through 51.044 of the Texas Water Code, as amended, the Governing Body of District No. 1 entered an Order Setting Out Findings On Conversion And Ordering Conversion To A Water Control And Improvement District by which District No. 1 converted into a district operating under Chapter 51 of the Texas Water Code, as amended, and exercising all the powers, authority, functions and privileges provided in Chapter 51 of the Texas Water Code, and District No. 1 specifically reserved in the manner specified in Section 51.044 of Texas Water Code, as amended, the powers specified in Sections 53.029, 53.030 through 53.035, 53.037 through 53.041, 53.111, 53.112, 53.121 and 53.125 of the Texas Water Code, as amended from time to time;

WHEREAS, District No. 1 entered into a contract with the Upper Trinity Regional Water District, by which District No. 1 will receive a supply of potable fresh water for all areas located within the boundaries of District No. 1;

WHEREAS, pursuant to the specific authority retained by District No. 1 under Sections 53.029 through 53.035 and Sections 53.037 through 53.041, Texas Water Code, as amended, and granted to District No. 1 by Chapter 51 of the Texas Water Code, as amended, the voters within District No. 1 approved, on May 6, 1995, an election by which the District was divided into Denton County Fresh Water Supply District No. 1-A (“District No. 1-A”), consisting of 2,339 acres, more or less and Denton County Fresh Water Supply District No. 1-B (“District No. 1-B”), consisting of 291 acres, more or less;

WHEREAS, pursuant to the specific authority set forth under Sections 53.029 through 53.035 and Sections 53.037 through 53.041 of the Texas Water Code, as amended, the voters within District No. 1-A approved on August 9, 1997 an election by which District No. 1-A divided itself into District No. 1-A and Denton County Fresh Water Supply District No. 1-C (“District No. 1-C”);

WHEREAS, the voters within District No. 1-A hereafter approved the division of District No. 1-A into District No. 1-A and Denton County Fresh Water Supply District No. 1-C (“District No. 1-C”), Denton County Fresh Water Supply District No. 1-E (“District No. 1-E”), Denton County Fresh Water Supply District No. 1-F (“District No. 1-F”), and Denton County Fresh Water Supply District No. 1-G (“District No. 1-G”) and Denton County Fresh Water Supply District No. 1-H (“District No. 1-H” or the “District”) and District No. 1-C divided itself into District No. 1-C and Denton County Fresh Water Supply District No. 1-D (“District No. 1-D”);

WHEREAS, on March 21, 2013, a petition signed by the requisite owners of taxable real property representing more than fifty percent (50%) of the appraised value of taxable real property liable for assessment and owners of real property who constitute more than fifty percent (50%) of all record owners of property that is liable for assessment within the proposed Lewisville Castle Hills Public Improvement District No. 6 (“P.I.D. No. 6”) was submitted to and filed with the Governing Body of the Issuer requesting that a public improvement district be created within the extraterritorial jurisdiction of the Issuer pursuant to the provisions of the Public Improvement District Assessment Act, Chapter 372, Texas Local Government Code, as amended (the “Act”);

WHEREAS, the aforementioned petition was submitted in compliance with the provisions of Section 372.005 of the Act;

WHEREAS, notice of a public hearing to consider the advisability of the improvements was published in a newspaper of general circulation on April 12, 2013, disclosing the intent of the Governing Body of the Issuer to consider the creation of a public improvement district;

WHEREAS, written notice of the scheduled public hearing was delivered on April 12, 2013, to each property owner located within the proposed public improvement district;

WHEREAS, on May 6, 2013, the Governing Body of the Issuer held a public hearing conforming to the requirements of Section 372.009 of the Act on the advisability of the improvements;

WHEREAS, pursuant to Section 372.009(b) of the Act, the Governing Body of the Issuer, on May 6, 2013, passed and approved Resolution No. 3990-05-2013 (R), making certain findings as to the advisability of the improvements, the nature of the improvements, the boundaries of the proposed public improvement district, the method of assessment, and the apportionment of the costs between the proposed public improvement district and the Issuer as a whole and authorizing creation of P.I.D. No. 6 thereby establishing the exact boundaries of P.I.D. No. 6;

WHEREAS, P.I.D. No. 6 is located within the extraterritorial jurisdiction of the Issuer;

WHEREAS, such authorization took effect on May 17, 2013, the date on which notice of the creation of P.I.D. No. 6 was published in the Lewisville Neighbors Go section of the *Dallas Morning News*, a newspaper of general circulation in the extraterritorial jurisdiction of the Issuer;

WHEREAS, an Assessment/Service Plan was prepared and reviewed by the staff of the Issuer and submitted on July 23, 2014 to the Governing Body of the Issuer for review and, on August 4, 2014, the Governing Body authorized publication of a notice of public hearing on the Assessment/Service Plan;

WHEREAS, a notice was published on August 7, 2014, in the Lewisville Neighbors Go section of the *Dallas Morning News*, a newspaper of general circulation within the city limits and extraterritorial jurisdiction of the Issuer, evidencing the intention of the Governing Body of the Issuer to consider the Special Assessments at a public hearing;

WHEREAS, written notice of the scheduled public hearings were delivered as required by law, to each property owner residing within P.I.D. No. 6;

WHEREAS, the Assessment/Service Plan provided that one hundred percent (100%) of the cost of the improvements authorized by Section 372.003 of the Act (the "Authorized Utility Improvements") will be paid by Special Assessments levied against property located within P.I.D. No. 6 or will be paid by taxes collected by the District and paid to the Issuer in accordance with the provisions of the Joint Utility Contract (as defined herein) entered into between the Issuer, District No. 1-A and the District;

WHEREAS, the Assessment/Service Plan recommended that the Governing Body of the Issuer apportion the cost of the Authorized Utility Improvements on the basis of the value of the property in P.I.D. No. 6 as determined by the Governing Body, without regard to improvements on the property, as set out in the Assessment/Service Plan, with such an apportionment resulting in the imposition of equal shares of the cost on property similarly benefited within P.I.D. No. 6;

WHEREAS, based upon the aforementioned method of apportionment, the Governing Body of the Issuer has prepared and filed an Assessment Roll establishing the Special Assessment against each parcel of property within P.I.D. No. 6, all as provided in Section 372.016 of the Act;

WHEREAS, on August 18, 2014 the Governing Body of the Issuer conducted public hearings to hear and pass on any objections to the Special Assessments, Assessment/Service Plan and Assessment Roll;

WHEREAS, the Governing Body of the Issuer adopted the Assessment Ordinance approving the Assessment/Service Plan for P.I.D. No. 6 and levied assessments as Special Assessments on each parcel of property within P.I.D. No. 6 pursuant to the Assessment/Service Plan and Assessment Roll;

WHEREAS, subsequently, an Amended and Restated Assessment/Service Plan was prepared and reviewed by the staff of the City and submitted to the City Council for review and, on July 17, 2017 in compliance with all notice and hearing requirements, the City Council adopted an Assessment Ordinance approving such Amended and Restated Assessment/Service Plan (the "Amended Assessment/Service Plan");

WHEREAS, pursuant to the Assessment Ordinance, the Issuer permitted the Special Assessments to be paid in installments, fixed the rate of interest on installment payments, established the penalties and interest on delinquent installments, and established the procedure for collection of the Special Assessments, such Assessment Ordinance providing the mechanism and procedure that will be utilized to collect and enforce the Special Assessments in periodic installments;

WHEREAS, the Act provides that an assessment or any reassessment, the expense of collection, and reasonable attorney's fees, if incurred, are a first and prior lien against the property assessed, superior to all other liens and claims except liens or claims for ad valorem taxes by other governmental entities, and are a personal liability of and charge against the owners of the property regardless of whether the owners are named;

WHEREAS, the lien is effective from the date of the Assessment Ordinance levying the Special Assessments until the Special Assessments are paid, and may be enforced in the same manner that an ad valorem tax levied against real property is enforced, and the owner of any property assessed may pay the entire Special Assessment against any lot or parcel with accrued interest to the date of payment at any time;

WHEREAS, the Amended Assessment/Service Plan for P.I.D. No. 6 levied assessments as Special Assessments on each parcel of property within P.I.D. No. 6 pursuant to the Amended Assessment/Service Plan and Assessment Roll;

WHEREAS, Section 372.013 of the P.I.D. Act and the Amended Assessment/Service Plan require that the Amended Assessment/Service Plan and Assessment Roll be annually reviewed and updated;

WHEREAS, the City intends to adopt an ordinance approving an Annual Assessment/Service Plan Update for 2019;

WHEREAS, the Districts and the Issuer are authorized by Chapters 49 and 51 of the Texas Water Code, as amended, to enter into contracts for the provision of the joint construction, finance, ownership and operation of any works, improvements, facilities, plants, equipment and appliances necessary to accomplish any function which the Districts have lawful authority to provide and to cover the expenses necessary to administer, maintain and operate the improvements and facilities;

WHEREAS, the District and the Issuer are authorized by Chapters 49 and 51 of the Texas Water Code, as amended, to enter into contracts for the provision of the facilities, improvements and services which the District has lawful authority to provide and to cover the expenses necessary to administer, maintain and operate the improvements and facilities;

WHEREAS, under Section 51.149 of the Texas Water Code, said contract needs no approval other than approval by a majority of the electors voting at an election conducted in the manner of a bond election in order for the contract between the District and the Issuer to be valid, binding, and enforceable against all parties to the contract;

WHEREAS, under Section 49.108 of Texas Water Code and subject to any Constitutional limitations, said contract may be modified or amended by the District without voter approval;

WHEREAS, on November 4, 2008, the District conducted elections which authorized the issuance of \$46,100,000 of utility bonds and refunding bonds and approved a 2008 Joint Utility Contract (the "Original Joint Utility Contract") and the imposition of an annual tax on all taxable property within the boundaries of the District, unlimited in rate or amount, sufficient to make payment under the Original Joint Utility Contract;

WHEREAS, on November 4, 2008, the District conducted elections which authorized the issuance of \$13,900,000 of road bonds and refunding bonds and approved a 2008 Joint Road Contract (the "Original Joint Road Contract") and the imposition of an annual tax on all taxable property within the boundaries of the District, unlimited in rate or amount, sufficient to make payment under the Original Joint Road Contract;

WHEREAS, on August 18, 2014, the Governing Body of the Issuer adopted Ordinance No. 4106-08-2014 approving the Original Joint Utility Contract;

WHEREAS, the City, District No. 1-A and the District determined that it was in the best interest of each such party to amend and restate the Original Joint Utility Contract in accordance with the provisions of Chapters 49, 51 and 53 of the Texas Water Code, and such changes were reasonable modifications thereto;

WHEREAS, the District approved the form of such modifications in an amendment and restatement of the Original Joint Utility Contract (the “Joint Utility Contract”) pursuant to an order of the Board of Directors of the District on August 21, 2015;

WHEREAS, the Joint Utility Contract requires the District to impose an ad valorem tax on all property within the District, without limit as to rate or amount, sufficient to make payments under the Joint Utility Contract to support the issuance by the City of up to \$112,750,000 total principal amount of obligations (the “P.I.D. No. 6 Utility Bonds”) (less the \$7,130,000 principal amount of bonds previously issued under the Original Joint Utility Contract) in accordance with Section 372.001, et seq., Texas Local Government Code; Article XVI, Section 59 of the Texas Constitution; and Chapters 49, 51 and 53 of the Texas Water Code, whether the proceeds of the P.I.D. No. 6 Utility Bonds are to be used to acquire additional facilities or to repay P.I.D. No. 6 Utility Bonds;

WHEREAS, on November 3, 2015, the District conducted elections which authorized the issuance of bonds and refunding bonds and approved the Joint Utility Contract and the imposition of an annual tax on all taxable property within the boundaries of the District, unlimited in rate or amount, sufficient to make payments under the Joint Utility Contract (the “Utility Contract Tax”);

WHEREAS, the Utility Contract Tax was approved by the voters within the District at an election conducted within the District on November 3, 2015;

WHEREAS, the Governing Body of the Issuer approved the Joint Utility Contract by way of adoption of Ordinance No. 4395-07-2017 duly adopted on July 17, 2017;

WHEREAS, the terms and conditions of the Series 2019 Utility Bonds and the pledge of the Contract Revenues derived from the Joint Utility Contract which are authorized to be collected on an annual basis while any of the Series 2019 Utility Bonds remain Outstanding and revenues derived from Special Assessments will be controlled by the provisions of this Ordinance and Sections 372.025 and 372.026 of the Act;

WHEREAS, Section 372.026 of the Act authorizes the Issuer to issue revenue bonds payable from Special Assessments and from all or part of revenue or income received from any public or private source, pursuant to an agreement or otherwise;

WHEREAS, in the adoption of this Ordinance, the Issuer is exercising the authority granted by Section 372.026 of the Act in issuing revenue bonds payable from Special Assessments and from the Contract Revenues derived from the Joint Utility Contract;

WHEREAS, the City has previously issued its Combination Contract Revenue and Special Assessment Road System Bonds, Series 2014 (Lewisville Castle Hills Public Improvement District No. 6 Project) (the “2014 Bonds”) secured by a pledge of special assessments and contract revenues received pursuant to the Original Joint Utility Contract;

WHEREAS, in connection with the First Supplemental Trust Indenture, the Issuer amended the Master Trust Agreement pursuant to which the 2014 Bonds were issued to provide

that contract revenues from the Joint Utility Contract will secure the 2014 Bonds;

WHEREAS, pursuant to the Second Supplemental Trust Indenture, the Issuer sold its revenue bonds designated as the “City of Lewisville, Texas Combination Contract Revenue and Special Assessment Utility System Bonds, Series 2017 (Lewisville Castle Hills Public Improvement District No. 6 Project)” (the “Series 2017 Utility Bonds”), in the original principal amount of \$7,690,000 secured by a pledge of special assessments and contract revenues received pursuant to the Joint Utility Contract;

WHEREAS, the Issuer has now determined to pay the cost of the Authorized Utility Improvements by the issuance of revenue bonds designated as the “City of Lewisville, Texas Combination Contract Revenue and Special Assessment Utility System Bonds, Series 2019 (Lewisville Castle Hills Public Improvement District No. 6 Project)” (the “Series 2019 Utility Bonds”), in the original principal amount of \$5,595,000 secured by a pledge of special assessments and contract revenues received pursuant to the Joint Utility Contract;

WHEREAS, following the sale and delivery of the Series 2019 Utility Bonds, the Issuer shall have the right to issue \$93,915,000 of additional utility bonds pursuant to the voted authority of the election held on November 3, 2015 approving the Joint Utility Contract, not including refunding bonds;

WHEREAS, the terms and conditions of the Series 2019 Utility Bonds and the pledge of the Contract Revenues derived from the Joint Utility Contract and revenues derived from Special Assessments which are authorized to be collected on an annual basis while any of the Series 2019 Utility Bonds remain Outstanding will be controlled by the provisions of this Ordinance, the Joint Utility Contract, and Sections 372.025 and 372.026 of the Act, Chapter 1371, Texas Government Code, the Trust Agreement and any other applicable law;

WHEREAS, the Third Supplemental Trust Agreement relating to the Series 2019 Utility Bonds has been submitted to the Issuer for its approval along with a Bond Placement Agreement;

WHEREAS, the Governing Body of the Issuer has determined that the Series 2019 Utility Bonds should be issued in accordance with this Ordinance and the Trust Agreement, and that the terms of the sale of the Bonds are in the Issuer’s best interests.

NOW, THEREFORE, BE IT ORDAINED BY THE CITY COUNCIL OF THE CITY OF LEWISVILLE, TEXAS:

Section 1. The City Council of the City of Lewisville, Texas hereby authorizes the issuance of \$5,595,000 City of Lewisville, Texas, Combination Contract Revenue and Special Assessment Utility System Bonds, Series 2019 (Lewisville Castle Hills Public Improvement District No. 6 Project), upon the terms and conditions set forth in the Trust Agreement and this Ordinance, and at an initial interest rate from the date of delivery to the initial purchasers of the Series 2019 Utility Bonds, of ___% per annum.

Section 2. The Third Supplemental Trust Agreement, together with all Exhibits thereto; is hereby approved in all particulars, in substantially the form attached hereto as Exhibit “A”, subject to such changes as may be approved by the City Manager and the City Attorney or

such changes as may be approved by Bond Counsel to satisfy the requirements of the Attorney General of the State of Texas. This Ordinance hereby specifies that the Series 2019 Utility Bonds shall be issued under the terms and conditions set forth in the Third Supplemental Trust Agreement. The Mayor, Mayor Pro-Tem or Deputy Mayor Pro-Tem of the Issuer is hereby authorized and directed to execute the Third Supplemental Trust Agreement and the City Secretary is hereby authorized and directed to attest such signature.

Section 3. The form and substance of the Preliminary Limited Offering Memorandum for the Series 2019 Utility Bonds and any addenda, supplement or amendment thereto (the “Preliminary Limited Offering Memorandum”) and the Limited Offering Memorandum (the “Limited Offering Memorandum”) presented to and considered at this meeting, are hereby in all respects approved and adopted, and the Preliminary Limited Offering Memorandum is hereby deemed final as of its date (except for the omission of pricing and related information). The Mayor and the City Secretary are hereby authorized and directed to execute the Limited Offering Memorandum and deliver appropriate numbers of copies thereof to the Purchaser of the Series 2019 Utility Bonds. The Limited Offering Memorandum as thus approved, executed and delivered, with such appropriate variations as shall be approved by the Mayor of the Issuer and the Purchaser of the Series 2019 Utility Bonds, may be used by the Issuer in the offering of the Series 2019 Utility Bonds and sale thereof. The City Secretary of the Issuer is hereby authorized and directed to include and maintain a copy of the Preliminary Limited Offering Memorandum and the Limited Offering Memorandum and any addenda, supplement or amendment thereto thus approved among the permanent records of this meeting. The use and distribution of the Preliminary Limited Offering Memorandum in the offering of the Series 2019 Utility Bonds is hereby ratified, approved and confirmed.

Section 4. The City Council of Lewisville, Texas hereby authorizes the expenditures identified in the description of the Authorized Utility Improvements, which is attached as Exhibit “B” to the Third Supplemental Trust Agreement, and further authorizes all parties named in this Ordinance and the Trust Agreement to take all action necessary or appropriate to the issuance and sale of the Series 2019 Utility Bonds in conformity with the provisions of this Ordinance, the Trust Agreement and the other agreements identified in the Trust Agreement, subject to such changes as may be approved by Bond Counsel; Hilltop Securities Inc., the City’s Financial Advisor; Bracewell LLP, as special counsel to the City; the City Attorney; and the City’s Finance Director.

Section 5. The Bond Placement Agreement is hereby approved in all particulars, in substantially the form attached hereto as Exhibit “B” subject to such changes as may be approved by the City Manager, Bond Counsel and the City Attorney.

Section 6. The recitation of facts in the preamble to this Ordinance are found to be true and correct and are incorporated herein by reference.

Section 7. The City Council of Lewisville, Texas will adopt, make, execute and deliver any and all such further ordinances, resolutions, instruments and assurances as may be reasonably necessary or proper to carry out the intention or to facilitate the implementation of this Ordinance, the Trust Agreement and the Bond Placement Agreement.

Section 8. Form of Bond. The Series 2019 Utility Bonds shall be issued in generally the form set forth in the Third Supplemental Trust Agreement, with such appropriate insertions,

omissions, substitutions and other variations as are permitted or required by this Ordinance and the Trust Agreement.

Section 9. The Mayor of the Issuer is hereby authorized to have control of the Series 2019 Utility Bond and all necessary records and proceedings pertaining thereto pending investigation, examination and approval of the Attorney General of the State of Texas, registration by the Comptroller of Public Accounts of the State and registration with, and initial exchange or transfer by, the Paying Agent/Registrar.

After registration by the Comptroller of Public Accounts, delivery of the Series 2019 Utility Bonds shall be made to the Purchaser under and subject to the general supervision and direction of the Mayor of the Issuer, against receipt by the Issuer of all amounts due to the Issuer under the terms of sale.

In the event the Mayor of the Issuer or City Secretary is absent, the Mayor Pro-Tem or Deputy Mayor Pro-Tem and the Assistant City Secretary, respectively, shall be authorized to execute such documents and take such actions, and the performance of such duties by the Mayor Pro-Tem or Deputy Mayor Pro Tem and the Assistant City Secretary shall for the purposes of this Ordinance have the same force and effect as if such duties were performed by the Mayor of the Issuer or City Secretary, respectively.

Section 10. The requirement that this Ordinance be read on three (3) separate days does not apply to a public security authorization pursuant to Section 1201.028, Texas Government Code.

Section 11. This Ordinance shall be effective immediately upon its final passage in accordance with Section 1201.028, Texas Government Code.

Section 12. Nothing in this Ordinance, expressed or implied, is intended or shall be construed to confer upon any person other than the Issuer, and its employees, the Trustee, Bond Counsel, and the Owners any right, remedy, or claim, legal or equitable, under or by reason of this Ordinance or any provision hereof, this Ordinance and all its provisions being intended to be and being for the sole and exclusive benefit of the Issuer and its employees, the Trustee, Bond Counsel, and the Owners.

Section 13. If any Section, paragraph, clause or provision of this Ordinance shall for any reason be held to be invalid or unenforceable, the invalidity or unenforceability of such Section, paragraph, clause or provision shall not affect any of the remaining provisions of this Ordinance. All orders, resolutions, and ordinances, or parts thereof, inconsistent herewith are hereby repealed to the extent of such inconsistency.

Section 14. The Mayor, the Mayor Pro-Tem, the Deputy Mayor Pro-Tem, the City Secretary, the Assistant City Secretary, the City Manager, the Director of Finance, the City's Financial Advisor, and all other officers, employees, attorneys, and agents of the Issuer, and each of them, shall be and they are hereby expressly authorized, empowered, and directed from time to time and at any time to do and perform all such acts and things and to execute, acknowledge, and deliver in the name and under the seal and on behalf of the Issuer, all such instruments, whether or not herein mentioned, as may be necessary or desirable in order to carry out the terms and provisions of this Ordinance, the Series 2019 Utility Bonds, and the Limited Offering

Memorandum. Prior to the initial delivery of the Series 2019 Utility Bonds, the Mayor and Bond Counsel to the Issuer are hereby authorized and directed to approve any technical changes or corrections to this Ordinance or to any of the instruments authorized by this Ordinance necessary in order to (i) correct any ambiguity or mistake or properly or more completely document the transactions contemplated and approved by this Ordinance or (ii) obtain the approval of the Series 2019 Utility Bonds by the Texas Attorney General's office.

Section 15. It is hereby found, determined and declared that a sufficient written notice of the date, hour, place and subject of the regular meeting of the Governing Body of the City Council of Lewisville, Texas at which this Ordinance was adopted was posted at a place convenient and readily accessible at all times to the general public for the time required by law preceding this meeting, as required by the Open Meetings Law, Chapter 551, Government Code, as amended, and that this meeting has been open to the public as required by law at all times during which this Ordinance and the subject matter thereof has been discussed, considered and formally acted upon. The City Council of Lewisville, Texas further ratifies, approves and confirms such written notice and the contents and posting thereof.

[Remainder of this page intentionally left blank]

PASSED AND APPROVED JANUARY 28, 2019.

Mayor, City of Lewisville

ATTEST:

City Secretary, City of Lewisville

APPROVED AS TO FORM & LEGALITY:

City Attorney, City of Lewisville

EXHIBIT A
THIRD SUPPLEMENTAL TRUST AGREEMENT

EXHIBIT B
BOND PLACEMENT AGREEMENT