

TOWN OF TROPHY CLUB, TEXAS
ORDINANCE NO. 2025 - 14

AN ORDINANCE APPROVING AND AUTHORIZING THE ISSUANCE AND SALE OF TROPHY CLUB PUBLIC IMPROVEMENT DISTRICT NO. 1 SPECIAL ASSESSMENT REVENUE REFUNDING BONDS, SERIES 2025 (TOWN OF TROPHY CLUB, TEXAS) IN THE AGGREGATE NOT TO EXCEED PRINCIPAL AMOUNT OF \$17,000,000; APPROVING AND AUTHORIZING AN INDENTURE OF TRUST, A BOND PURCHASE CONTRACT, AN OFFICIAL STATEMENT, A CONTINUING DISCLOSURE AGREEMENT, A DEPOSIT AGREEMENT AND OTHER AGREEMENTS AND DOCUMENTS IN CONNECTION THEREWITH; MAKING FINDINGS WITH RESPECT TO THE ISSUANCE OF SUCH BONDS; AND PROVIDING AN EFFECTIVE DATE

WHEREAS, the Town of Trophy Club, Texas (the "Town"), pursuant to and in accordance with the terms, provisions and requirements of the Public Improvement District Assessment Act, Chapter 372, Texas Local Government Code (the "PID Act"), has previously established the "Town of Trophy Club Public Improvement District No. 1" (the "District"), pursuant to Resolution No. 2007-08 adopted by the Town Council of the Town (the "Town Council") on May 7, 2007; and

WHEREAS, the Town has previously issued and currently has outstanding its Town of Trophy Club Public Improvement District No. 1 Special Assessment Revenue Refunding Bonds, Series 2015 (the "Refunded Bond Candidates"), and those Refunded Bond Candidates designated by the Authorized Officer in the Pricing Certificate to be refunded are herein referred to as the "Refunded Bonds"; and

WHEREAS, the Town Council desires to issue its refunding bonds to refund the Refunded Bonds in accordance with Chapter 1207, Texas Government Code, as amended, ("Chapter 1207") and the PID Act, such bonds to be entitled "Trophy Club Public Improvement District No. 1 Special Assessment Revenue Refunding Bonds, Series 2025 (Town of Trophy Club, Texas)" (the "Bonds"), with such Bonds being payable primarily from Assessments and other assets of the trust estate; and

WHEREAS, the Town Council has found and determined that it is in the best interests of the citizens of the Town to issue the Bonds in a single series, such series to be payable solely from and secured by the Assessments; and

WHEREAS, the Town is authorized by Chapter 1207 and the PID Act to issue its revenue bonds payable from the Assessments for the purposes of (i) refunding the Refunded Bonds, (ii) funding a debt service reserve fund, (iii) funding a delinquency and prepayment reserve fund, and (iv) paying the costs of issuing the Bonds; and

WHEREAS, the Town Council has found and determined to (i) approve the issuance of the Bonds to refund the Refunded Bonds, (ii) approve the form, terms and provisions of an indenture of trust securing the Bonds authorized hereby, (iii) approve the form, terms and

provisions of a Bond Purchase Agreement between the Town and the purchasers of the Bonds, (iv) approve an Official Statement, (v) approve a Deposit Agreement or an Escrow Agreement between the Town and The Bank of New York Mellon Trust Company, N.A., (vi) approve a Continuing Disclosure Agreement relating to the Bonds, and (vii) approve a bond counsel engagement letter; and

WHEREAS, Chapter 1207 authorizes the Town to enter into an escrow agreement (the "Escrow Agreement") with a commercial bank with respect to the safekeeping, investment, reinvestment, administration and disposition of any such deposit, upon such terms and conditions as the Town and such bank may agree, provided that such deposits may be invested and reinvested only in investments permitted under Chapter 1207 and the ordinances and Indentures authorizing the Refunded Bonds, and which shall mature and bear interest payable at such times and in such amounts as will be sufficient to provide for the scheduled payment or prepayment of the Refunded Bonds; and

WHEREAS, Chapter 1207 also authorizes the deposit of funds, including the proceeds of the Bonds, with the paying agent/registrar for the Refunded Bonds in order to accomplish the scheduled payment or prepayment of the Refunded Bonds; and

WHEREAS, the Town Council desires to delegate to the Authorized Officer (as defined in the Indenture), pursuant to Chapter 1207, and the parameters of this Ordinance, the authority to approve the amount, the number of series, the interest rate, the price and terms of the Bonds authorized hereby and to otherwise take such actions as are necessary and appropriate to effect the sale of the Bonds and to select the specific maturities or series of Refunded Bond Candidates to be refunded; and

WHEREAS, the Town Council hereby finds and determines that refunding of the Refunded Bonds contemplated in this Ordinance will benefit the Town by providing a debt service savings in an amount to be certified in a pricing certificate (the "Pricing Certificate"), and that such benefit is sufficient consideration for the refunding of the Refunded Bonds; and

WHEREAS, the meeting at which this Ordinance is considered is open to the public as required by law, and the public notice of the time, place and purpose of said meeting was given as required by Chapter 551, Texas Government Code, as amended; and

NOW, THEREFORE BE IT ORDAINED BY THE TOWN COUNCIL OF THE TOWN OF TROPHY CLUB, TEXAS, THAT:

Section 1. Findings. The findings and determinations set forth in the preamble hereof are hereby incorporated by reference for all purposes as if set forth in full herein.

Section 2. Approval of Issuance of Bonds and Indenture of Trust. (a) The issuance of the Bonds in the not to exceed principal amount of \$17,000,000 for the purpose of providing funds for (i) refunding the Refunded Bonds; (ii) funding a reserve fund for payment of principal and interest on the Bonds, (iii) funding a prepayment/delinquency fund as provided in the Indenture (defined below), and (iii) paying the costs of issuing the Bonds, is hereby authorized and approved.

(b) The Bonds shall be issued and secured under an indenture of trust, the form, terms and provisions of which are hereby approved in the substantially final form presented at this meeting of that certain Indenture of Trust (the "Indenture"), dated as of April 15, 2025, between the Town and The Bank of New York Mellon Trust Company, N.A., as trustee (the "Trustee"), with such changes as may be necessary or desirable to carry out the intent of this Ordinance and as approved by the Mayor of the Town, such approval to be evidenced by the execution and delivery of the Indenture. The Mayor of the Town is hereby authorized and directed to execute the Indenture and the Town Secretary is hereby authorized and directed to attest such signature of the Mayor.

(c) The Bonds shall be dated, shall mature on the date or dates and in the principal amounts, shall bear interest, shall be subject to redemption and shall have such other terms and provisions as set forth in the Indenture and the Pricing Certificate, with such insertions, omissions and modifications as may be required to conform the form of bond to the actual terms of the Bonds. The Bonds shall be in substantially the form set forth in the Indenture, as modified by the Pricing Certificate, with such insertions, omissions and modifications as may be required to conform the form of bond to the actual terms of the Bonds. The Bonds shall be payable from and secured solely by the Assessments and other assets of the "Trust Estate" (as defined in the Indenture) pledged to such series, and shall never be payable from ad valorem taxes.

(d) The Bonds may be sold at negotiated sale to the Underwriters in accordance with the terms of this Ordinance, including this Section and Exhibit A attached hereto, provided that all of the conditions set forth in Exhibit A can be satisfied. As authorized by Chapters 1207, the Authorized Officer is authorized to act on behalf of the Town upon determining that the conditions set forth in Exhibit A can be satisfied, in selling and delivering the Bonds and carrying out the other procedures specified in this Ordinance, including determining whether to acquire municipal bond insurance for the Bonds, and the terms thereof, the aggregate principal amount of the Bonds, and price at which each of the Bonds will be sold, the identification of and the aggregate principal amount of and the Refunded Bonds and their payment dates, the number and designation of series of Bonds to be issued, whether the Bonds will be issued as taxable or tax-exempt, the issuance of current interest bonds and capital appreciation bonds, the form in which the Bonds shall be issued, the years in which the Bonds will mature, the principal amount to mature in each of such years, the rate of interest to be borne by each such maturity, the first interest payment date, the initial date from which interest will accrue or accrete, the dates, prices and terms upon and at which the Bonds shall be subject to redemption prior to maturity at the option of the Town and shall be subject to mandatory sinking fund redemption and extraordinary mandatory redemption and the terms thereof, the approval of an escrow agreement or deposit agreement and all other matters relating

to the issuance, sale and delivery of the Bonds, all of which shall be specified in the Pricing Certificate.

(e) The authority granted to the Authorized Officer under this Section shall expire at 5:00 p.m., 180 days from the date of this Ordinance, unless otherwise extended by the Town Council by separate action.

(f) Any finding or determination made by the Authorized Officer relating to the issuance and sale of the Bonds and the execution of the Purchase Agreement (if any) in connection therewith shall have the same force and effect as a finding or determination made by the Town Council.

Section 3. Sale of Bonds: Approval of Bond Purchase Agreement. The Authorized Officer is hereby authorized and directed to execute and deliver the Purchase Agreement, which Purchase Agreement shall be in the form approved by the Authorized Officer. The Authorized Officer is hereby authorized and directed to approve the final terms and provisions of the Purchase Agreement in accordance with the terms of the Pricing Certificate and this Ordinance, which final terms shall be determined to be the most advantageous reasonably attainable by the Town, such approval and determination being evidenced by its execution thereof by the Authorized Officer. All officers, agents and representatives of the Town are hereby authorized to do any and all things necessary or desirable to satisfy the conditions set out therein and to provide for the issuance and delivery of the Bonds. The Initial Bonds shall initially be registered in the name of the Underwriter or such other entity as may be specified in the Purchase Agreement.

Section 4. Official Statement. The Town hereby approves the preparation of a Preliminary Official Statement for use in the initial offering and sale of each series of Bonds and authorizes the Authorized Officer to approve the final form of the Preliminary Official Statement and to deem the Preliminary Official Statement (with such addenda, supplements or amendments as may be approved by the Authorized Officer) final within the meaning and for the purposes of paragraph (b)(1) of Rule 15c2-12 under the Securities and Exchange Act of 1934 on behalf of the Town. The Town hereby authorizes the preparation of a final Official Statements reflecting the terms of the Purchase Agreement and other relevant information. The Authorized Officer is hereby authorized and directed to authorize the use and distribution of such final Official Statement by the Underwriter in the offering and sale of the Bonds (in the form and with such appropriate variations as shall be approved by the Authorized Officer and the Underwriter).

(a) All officers of the Town are authorized to take such actions and to execute such documents, certificates and receipts as they may deem necessary and appropriate in order to consummate the delivery of the Bonds in accordance with the terms of sale therefore including, without limitation, the Purchase Agreement, if any.

(b) The obligation of the Underwriter to accept delivery of the Bonds is subject to the Underwriter being furnished with the final, approving opinion of Bracewell LLP, Bond Counsel for the Town, which opinion shall be dated as of and delivered on the Closing Date.

Section 5. Control and Delivery of Bonds.

(a) The Authorized Officer is hereby authorized to have control of the Initial Bonds 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 of Texas and registration with, and initial exchange or transfer by, the Paying Agent/Registrar.

(b) After registration by the Comptroller of Public Accounts, delivery of the Initial Bonds shall be made to the Underwriter under and subject to the general supervision and direction of the Authorized Officer, against receipt by the Town of all amounts due to the Town under the terms of sale.

(c) In the event the Mayor, Town Secretary or Town Manager is absent or otherwise unable to execute any document or take any action authorized herein, the Mayor Pro Tem, any Assistant Town Secretary and any Assistant Town Manager, respectively, shall be authorized to execute such documents and take such actions, and the performance of such duties by the Mayor Pro Tem, the Assistant Town Secretary and the Assistant Town Manager shall for the purposes of this Ordinance have the same force and effect as if such duties were performed by the Mayor, Town Secretary and Town Manager, respectively.

Section 6. Continuing Disclosure Agreement. The form, terms and provisions of that certain Continuing Disclosure Agreement (the "Continuing Disclosure Agreement") dated as of April 15, 2025 between the Town and the Trustee and/or DTA Public Finance, Inc. is hereby authorized and approved in substantially final form presented at this meeting and the Mayor of the Town or the Authorized Officer is hereby authorized and directed to execute and deliver such Continuing Disclosure Agreement with such changes as may be required to carry out the purpose of this Ordinance and approved by the Mayor or Authorized Officer, such approval to be evidenced by the execution thereof. If executed by the Mayor, the Mayor's signature on the Agreement may be attested by the Town Secretary.

Section 7. Approval of Service and Assessment Plan. The 2025 Annual Update of the Amended and Restated Service and Assessment Plan as presented at the meeting and as to be updated to reflect the issuance of the Bonds is hereby approved and the Town Secretary is instructed to file such 2025 Annual Update upon pricing of the Bonds.

Section 8. Approval and Ratification of Filing. The Town Secretary is hereby authorized and directed to file the Annual Update of the Amended and Restated Service and Assessment Plan for the years 2021-2024 in the real property records of Denton County and any filing of such Annual Updates occurring prior to the approval of this Ordinance is hereby ratified and approved.

Section 9. Redemption of Refunded Bonds. The Refunded Bonds selected from the Refunded Bond Candidates identified in the Pricing Certificate, are hereby called for redemption on the date, in the principal amounts and at a redemption price equal to the principal amount thereof plus interest accrued thereon to the redemption date as set forth in the Pricing Certificate and the Indenture

Section 10. Additional Actions. (a) The Mayor, the Town Manager and each other officer, employee and agent of the Town are hereby authorized and directed to take any and all actions on behalf of the Town necessary or desirable to carry out the intent and purposes of this Ordinance and to issue the Bonds in accordance with the terms of this Ordinance, The Mayor, the Town Manager and each other officer, employee and agent of the Town are hereby authorized and directed to execute and deliver any and all certificates, agreements, notices, instruction letters, requisitions, and other documents which may be necessary or advisable in connection with the sale, issuance and delivery of the Bonds and the carrying out of the purposes and intent of this Ordinance. Further, in connection with the submission of the record of proceedings for the Bonds to the Attorney General of the State of Texas for examination and approval of such Bonds, the appropriate officer of the Town is hereby authorized and directed to issue a check of the Town payable to the Attorney General of the State of Texas as a nonrefundable examination fee in the amount required by Chapter 1202, Texas Government Code (such amount to be the lesser of (i) 1/10th of 1% of the principal amount of the Bonds or (ii) \$9,500).

Section 11. Effective Date. This Ordinance shall take effect immediately upon its adoption by the Town Council of the Town.

FINALLY PASSED, APPROVED AND EFFECTIVE this April 28, 2025

[Signature Page Follows]


PRESENTED, FINALLY PASSED AND APPROVED, AND EFFECTIVE on the 28th day of April 2025, at a regular meeting of the Town Council.

BY:


MAYOR,
TOWN OF TROPHY CLUB, TEXAS



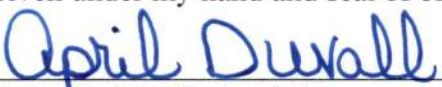
ATTEST:


TOWN SECRETARY,
TOWN OF TROPHY CLUB, TEXAS

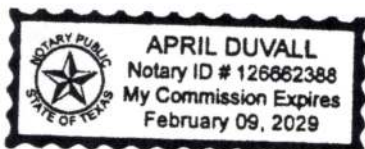
STATE OF TEXAS §
 §
COUNTY OF DENTON §

Before me, the undersigned authority, on this day personally appeared Jeannette Tiffany, Mayor of the Town of Trophy Club, Texas, known to me to be such persons who signed the above and acknowledged to me that such persons executed the above and foregoing Ordinance in my presence for the purposes stated therein.

Given under my hand and seal of office this 28th day of April, 2025.


Notary Public, State of Texas

[NOTARY STAMP]



SCHEDULE I

SCHEDULE OF REFUNDED BOND CANDIDATES

All outstanding maturities of the Trophy Club Public Improvement District No. 1 Special Assessment Revenue Refunding Bonds, Series 2015 (Town of Trophy Club, Texas)

EXHIBIT A

SALE PARAMETERS

In accordance with Section 2 of the Ordinance, the following conditions with respect to the Bonds must be satisfied in order for the Authorized Officer to act on behalf of the Town in selling and delivering the Bonds to the Underwriters:

(a) the Bonds shall not bear interest at a rate greater than the maximum rate authorized by Chapter 1204, Texas Government Code, as amended;

(b) the aggregate principal amount of the Bonds authorized to be issued for the purposes described in Section 2 shall not exceed the limits described in that Section, and the Bonds sold for the purposes of refunding the Refunded Bonds shall be in an amount sufficient, in combination with the net premium from the sale of the Bonds, plus other available funds of the Town, if any, to provide for the refunding of the Refunded Bonds to be selected from the Refunded Bond Candidates identified in Schedule I hereto and the costs and expenses of issuance of the Bonds, including underwriter's discount;

(c) the refunding of the Refunded Bonds shall result in a savings of not less than \$4,000,000; and

(d) the maximum maturity for the Bonds shall not be later than September 1, 2032.