



City of Grand Prairie

City Hall
300 W. Main Street
Grand Prairie, Texas

Meeting Agenda

City Council

Tuesday, April 21, 2020

5:30 PM

Zoom Videoconference
317 College Street

Due to the Imminent threat to public health and safety arising from the COVID-19 pandemic, this meeting of the City Council will be held via videoconference. Members of the public may participate in the meeting remotely via broadcast, by webinar or telephone through the following:

You are invited to a Zoom webinar.

When: Apr 21, 2020 05:30 PM Central Time (US and Canada)

Topic: City of Grand Prairie - City Council Meeting

Please click the link below to join the webinar:

<https://gptx.zoom.us/j/91132948195?pwd=Qjcyb3AyNVJzSHFCWVNvZ2dXMGRLLz09>

Password: 51e3th3DS0

Or iPhone one-tap :

US: +13462487799,,91132948195#,,#633223# or
+16699006833,,91132948195#,,#633223#

Or Telephone:

Dial (for higher quality, dial a number based on your current location):

US: +1 346 248 7799 or +1 669 900 6833 or +1 408 638 0968 or +1 301 715 8592 or
+1 312 626 6799 or +1 646 876 9923 or +1 253 215 8782

Webinar ID: 911 3294 8195

Password: 633223

International numbers available: <https://gptx.zoom.us/u/abgC9zVcMy>

All meeting participants will automatically be muted until it is their turn to speak. To be recognized to speak, use the "raise hand" feature in the Zoom meeting platform. Or, if you are joining by phone, you may press *9 to raise your hand. Please call in only during discussion on the item on which you wish to speak. After speaking, remute your phone by pressing *6.

Call to Order

Invocation: Mayor Pro Tem Jorja Clemson

Pledge of Allegiance to the US Flag and to the Texas Flag led by Mayor Pro Tem Jorja Clemson

Presentations

- 1 [20-9896](#) COVID-19 Update

Consent Agenda

The full agenda has been posted on the city's website, www.gptx.org, for those who may want to view this agenda in more detail. Citizens may speak for five minutes on any item on the agenda by following the instructions to join the meeting on the first page of the agenda.

- 2 [20-9914](#) Minutes of the March 17, 2020 meeting and the March 19, 2020 Emergency Meeting
Attachments: [3-19-2020 Council Minutes](#)
[03-17-2020 Council Minutes](#)
- 3 [20-9918](#) Authorize settlement in lieu of proceeding further with condemnation in the condemnation lawsuit styled *City of Grand Prairie v. Charles N. Fry, Jr. a/k/a C.N. Fry, Jr. and The Charles N. Fry, Jr. and Karen Ann Fry Revocable Living Trust*, pending in Tarrant County Court at Law No. 2, Cause No. 2020-000041-2, for acquisition from condemnees of a parcel of land in Tarrant County for right-of-way for the Ragland Road Widening Project (SH 360 East to Mirabella Blvd), for a total settlement of \$50,000, plus closing costs and title expenses
Attachments: [20-9918 Ragland Condemnation.xlsx](#)
- 4 [20-9919](#) Authorize settlement in lieu of proceeding further with condemnation in the condemnation lawsuit styled *City of Grand Prairie v. Thomas Hurford Thom and Glennie Elizabeth Thom as trustees of the Thomas and Glennie Thom Family Trust*, pending in Tarrant County Court at Law No. 1, Cause No. 2020-002214-1, for acquisition from condemnees of a parcel of land in Tarrant County for right-of-way for the Ragland Road Widening Project (SH 360 East to Mirabella Blvd), for a total settlement of \$50,000, plus closing costs and title expenses
Attachments: [20-9919 Ragland Condemnation.xlsx](#)
- 5 [20-9884](#) Resolution authorizing the City Manager to execute a master inter-local purchasing agreement between the City of Grand Prairie and the Town of Hickory Creek, Texas
- 6 [20-9912](#) Ordinance amending Chapter 12, "Fire Protection and Emergency Management," through the addition of 12-34(C); Providing a penalty clause, a savings clause and a severability clause; and providing an effective date after publication (COVID)

Public Hearing Consent Agenda

- 7 [20-9875](#) Z200302/CP200301 - Zoning Change/Concept Plan - Truck Repair and Parking at 2625 W Hunter Ferrell Rd (City Council District 1). Request to rezone Planned Development-9 (PD-9) District to PD-Light Industrial (PD-LI) District consisting of 2.23 acres to allow for a Heavy Truck Repair & Heavy Truck Parking Facility. Generally located south of Hunter Ferrell Road and approximately 1,755 feet west MacArthur Boulevard addressed at 2625 Hunter Ferrell Road, out of Isreal Jennings Survey, Abstract 679, Page 570, Tract 33, City of Grand Prairie, Dallas County, Texas. The consultant is John Villarreal, JV CADD, LLC and the owner is Luis Blanco. **(On April 13, 2020, the Planning and Zoning Commission denied this case; this case will be withdrawn pending appeal by the applicant.)**

Attachments: [Exhibit A - Location Map.pdf](#)
[Exhibit B - Concept Plan.pdf](#)
[Exhibit C - Conceptual Elevations.pdf](#)
[PZ Draft Minutes 04-13-2020.pdf](#)

- 8 [20-9902](#) Z200303/CP200302 - Zoning Change/Concept Plan - Jefferson Grand Prairie (City Council District 6). Zoning Change/Concept Plan for a multi-family and retail development with 24 dwelling units per acre and 19,000 sq. ft. of retail on 19.73 acres. Tract 17, Stephen B McCommas Survey, Abstract No. 888, City of Grand Prairie, Dallas County, Texas, zoned SF-1, within the I-20 Corridor Overlay District, generally located south of I-20 on the west side of Vineyard Rd, and addressed as 1225 E Interstate 20. The applicant is T. Miller Sylvan, JPI Real Estate Acquisition, LLC, the consultant is David Martin, Winstead PC, and the owner is Eric Clayton, JLH Inc. Loop 9 Joint Venture. **On April 13, 2020, the Planning and Zoning Commission voted 9-0 to table this request to May 11, 2019; therefore, Council will need to table this request to May 19, 2020.**

Attachments: [Exhibit A - Boundary Description.pdf](#)
[Exhibit B - Concept Plan.pdf](#)
[Exhibit C - Conceptual Renderings.pdf](#)
[Exhibit i - Proposed PD Standards.pdf](#)
[Exhibit ii - Neighborhood Correspondence.pdf](#)
[PZ Draft Minutes 04-13-2020.pdf](#)

- 9 [20-9901](#) Z200402 - Zoning Change - 830 Tuskegee Single-Family (City Council District 1).
A request to change the zoning from NS Neighborhood Service, to SF-4
Single-Family Four District to allow for a single-family dwelling. Located at 830
Tuskegee Street, legally described as Lot 8, Block 9, Tyre Estates Addition, City of
Grand Prairie, Tarrant County, Texas. The applicant is Frank Alanzo and the owner
is Manuel Garcia. **On April 13, 2020, the Planning and Zoning
Commission recommended approval of this request by a vote of 9-0.**

Attachments: [Exhibit A- Location Map](#)
[PZ Draft Minutes 04-13-2020.pdf](#)

- 10 [20-9877](#) TA200402 - Text Amendment - Amend Article 4 and Article 30 of the Unified
Development Code to establish a definition of and to establish regulations for
commissary or central food processing facility. **On April 13, 2020, the
Planning and Zoning Commission recommended approval of this
request by a vote of 9-0.**

Attachments: [PZ Draft Minutes 04-13-2020.pdf](#)

Public Hearing on Zoning Applications

- 11** [20-9882](#) S200301 - Site Plan - Warehouses at I-30, Gifford, & Bagdad (City Council District 5). Site Plan for a (5) five office/warehouse buildings totaling 738,080 sf. on (5) five lots, totaling 16.944 acres. Building 1 -143,617 sf on 3.297 acres, Building 2 -71,090 sf on 1.632 acres, Building 3 -178,944 sf on 4.108 acres, Building 4 -81,631 sf on 1.874 acres, Building 5 -262,797 sf -6.033 acres. 16.944 acres out of the Joseph Graham Survey, Abstract 506, City of Grand Prairie, Dallas County, Texas, zoned Planned Development-41 (PD-41) District, within the IH-30 Corridor Overlay District, generally located southwest of IH 30 Service Road and Macarthur Boulevard, and north of Gifford Road extending west beyond Bagdad Road. The applicant is Michael Peinado, Lincoln Property Company, the consultant is Cody Hodge, Halff Associates, and the owner is Debbie Hobbs, I 30 Meyers JV II. **On April 13, 2020, the Planning and Zoning Commission recommended approval of this request by a vote of 9-0.**

Attachments: [Exhibit i - Zoning Analysis Tables.pdf](#)

[Exhibit A - Location Map.pdf](#)

[Exhibit B - Site Plan.pdf](#)

[Exhibit C - Building Elevations.pdf](#)

[Exhibit D - Landscape Plan.pdf](#)

[PZ Draft Minutes 04-13-2020.pdf](#)

- 12** [20-9874](#) Z200301 - Zoning Change - SF-6 at Hardy Rd and Sheridan Dr. (City Council District 3). A request to change the zoning from SF-4 Single-Family Four Residential District, to SF-6 Single-Family Six Residential District for residential use. Located at 1841, 1837, 1833, and 1829 Hardy Road. Legally described as Lots 1, 2, 3, & 4, Block F, Lake Crest No 2 Addition, City of Grand Prairie, Dallas County, Texas, zoned SF-4 Single-Family Four Residential District. The consultant is Luke Keeton, Keeton Surveying Co. and the owner is Walter Torres-Martinez, Sekant Development & Investments. **On April 13, 2020, the Planning and Zoning Commission recommended approval of this request by a vote of 8-1.**

Attachments: [Exhibit A- Location Map](#)

[Exhibit i - Written Opposition.pdf](#)

[PZ Draft Minutes 04-13-2020.pdf](#)

- 13** [20-9903](#) Z200401 - Zoning Change - SF and MF on S HWY 360 (City Council District 6). Zoning change from PD-328 and Agriculture to a Planned Development District for Single Family, Multi-Family, and Open Space uses on 76.96 acres. Tracts 186713 and 186714, J Lawrence Survey, Abstract No. 616, City of Grand Prairie, Ellis County, Texas. Zoned PD-328 and addressed as 2925 Davis Drive. The Agent is Jeff Linder, Bannister Engineering, the applicant is Chase Debaun, Aerofirma Corporation, and the owner is Wm Scott Farrar, Ellis Joint Venture. **On April 13, 2020, the Planning and Zoning Commission recommended approval of this request by a vote of 9-0**

Attachments: [Exhibit A - Boundary Description.pdf](#)

[Exhibit B - Concept Plan.pdf](#)

[Exhibit C - Conceptual Renderings.pdf](#)

[PZ Draft Minutes 04-13-2020.pdf](#)

Items for Individual Consideration

- 14** [20-9863](#) Public Hearing - Resolution to Create Crescent Heights Public Improvement District No. 18 (City Council District 2)

Attachments: [Exhibit A-Budget 5yr service plan-FY21-Crescent Heights..pdf](#)

[Exhibit B - Crescent Heights Final Plat.pdf](#)

- 15** [20-9894](#) Discussion and consideration of all matters incident and related to the issuance and sale of "City of Grand Prairie, Texas Water and Wastewater System Revenue Refunding Bonds, New Series 2020," including the adoption of an ordinance authorizing the issuance of such bonds, establishing parameters for the sale and issuance of such bonds and delegating certain matters to an authorized official of the City.

Attachments: [GP WS Ref parameters Ordinance.pdf](#)

- 16** [20-9895](#) Discussion and consideration of all matters incident and related to the issuance and sale of "City of Grand Prairie, Texas Sales Tax Revenue Refunding Bonds, Series 2020," including the adoption of an ordinance authorizing the issuance of such bonds, establishing parameters for the sale and issuance of such bonds and delegating certain matters to an authorized official of the City.

Attachments: [GP Sales Tax Ref parameters Ordinance.pdf](#)

Citizen Comments

Citizens may speak during Citizen Comments for up to five minutes on any item not on the agenda by following the instructions on the first page of the agenda.

Adjournment

Certification

In accordance with Chapter 551, Subchapter C of the Government Code, V.T.C.A, the City Council agenda was prepared and posted April 17, 2020.

Catherine E. DiMaggio, City Secretary



Legislation Details (With Text)

File #:	20-9896	Version:	1	Name:	COVID-19 Update
Type:	Presentation	Status:		Status:	Presentations
File created:	4/1/2020	In control:		In control:	City Secretary
On agenda:	4/21/2020	Final action:		Final action:	
Title:	COVID-19 Update				
Sponsors:					
Indexes:					
Code sections:					
Attachments:					

Date	Ver.	Action By	Action	Result
------	------	-----------	--------	--------

Title
COVID-19 Update



Legislation Details (With Text)

File #: 20-9914 **Version:** 1 **Name:** 3-17-2020 and 3-19-2020 Minutes
Type: Minutes **Status:** Consent Agenda
File created: 4/10/2020 **In control:** City Secretary
On agenda: 4/21/2020 **Final action:**
Title: Minutes of the March 17, 2020 meeting and the March 19, 2020 Emergency Meeting
Sponsors:
Indexes:
Code sections:
Attachments: [3-19-2020 Council Minutes](#)
[03-17-2020 Council Minutes](#)

Date	Ver.	Action By	Action	Result
------	------	-----------	--------	--------

From
Cathy DiMaggio

Title
Minutes of the March 17, 2020 meeting and the March 19, 2020 Emergency Meeting

Presenter
Cathy DiMaggio, City Secretary

Recommended Action
Approve

Analysis
Minutes are attached.

City of Grand Prairie
Minutes of the March 19, 2020 Emergency Meeting
5:00 p.m.
City Council Chambers
300 Main Street

Mayor Ron Jensen called the meeting to order at 5:00 p.m.

Present: Mayor Ron Jensen
Mayor Pro Tem Greg Giessner
Deputy Mayor Pro Tem Jorja Clemson
Council Member Jeff Copeland
Council Member Mike Del Bosque
Council Member Cole Humphreys
Council Member John Lopez
Council Member Jim Swafford
Council Member Jeff Wooldridge

There was no executive session.

1. DISCUSSION OF PROCEDURAL MATTERS RELATED TO COVID-19

Megan Mahan, City Attorney, went over the proposed ordinance extending indefinitely the local state of disaster. Mr. Hart said that Traders Village wanted to be included in the mall provision, but the intent of the ordinance is to prevent COVID-19 from spreading. At this time, they could have up to 125 in each building, but they most likely will have to close. Ms. Mahan went over particular sections of the ordinance regarding limited occupancy for various types of stores. She said if county orders are stricter, this ordinance requires the city to follow the stricter county orders. The Governor's proclamation extends to the end of March, but may be extended. The penalty in the ordinance is a Class C Misdemeanor.

Discussion took place on protocol for meetings during the local state of disaster. Mayor Jensen said he would prefer to have the meetings in the Chambers with proper social distancing.

Steve Dye, Deputy City Manager, Chief Operating Officer, stated that some cities have closed their city halls and some municipal courts have closed.

2. AN ORDINANCE OF THE CITY OF GRAND PRAIRIE, TEXAS, EXTENDING THE LOCAL STATE OF DISASTER INDEFINITELY; ADOPTING AND APPROVING CERTAIN RULES TO PROTECT THE HEALTH OF PERSONS IN THE CITY DUE TO THE IMPACT OF COVID-19; MAKING VARIOUS FINDINGS AND PROVISIONS RELATED TO THE SUBJECT; AUTHORIZING THE CITY MANAGER TO EXECUTE ALL CONTRACTS AND LEGAL DOCUMENTS NECESSARY FOR CONDUCTING BUSINESS FOR THE

DURATION OF THE DECLARATION OF DISASTER; PROVIDING A PENALTY CLAUSE UNDER SECTION 1-8 OF THE CODE OF ORDINANCES OF THE CITY OF GRAND PRAIRIE, TEXAS, PROVIDING A SAVINGS CLAUSE AND A SEVERABILITY CLAUSE, AND PROVIDING AN EFFECTIVE DATE

Mayor Pro Tem Giessner moved, seconded by Deputy Mayor Pro Tem Clemson, to adopt the ordinance extending the local state of disaster indefinitely. The motion carried unanimously as follows:

AYES: Mayor Jensen, Mayor Pro Tem Giessner, Deputy Mayor Pro Tem Clemson, Council Members Copeland, Del Bosque, Humphreys, Lopez, Swafford and Wooldridge

NAYS: None

3. POSTPONEMENT OF MAY 2, 2020 ELECTION TO NOVEMBER 3, 2020

Deputy Mayor Pro Tem Clemson moved, seconded by Council Member Del Bosque, to adopt an ordinance postponing the May 2, 2020 election to November 3, 2020. The motion carried unanimously.

AYES: Mayor Jensen, Mayor Pro Tem Giessner, Deputy Mayor Pro Tem Clemson, Council Members Copeland, Del Bosque, Humphreys, Lopez, Swafford and Wooldridge

NAYS: None

4. ADJOURNMENT

Mayor Jensen adjourned the meeting at 5:41 p.m.

Approved at the April 21, 2020 meeting.

Catherine E. DiMaggio, City Secretary



City of Grand Prairie

City Hall
300 W. Main Street
Grand Prairie, Texas

Minutes - Final

City Council

Tuesday, March 17, 2020

4:30 PM

City Hall - Briefing Room
317 College Street

Call to Order

Mayor Pro Tem Giessner called the meeting to order at 4:30 p.m.

Present 9 - Mayor Ron Jensen
Mayor Pro Tem Greg Giessner
Deputy Mayor Pro Tem Jorja Clemson
Council Member Jeff Copeland
Council Member Mike Del Bosque
Council Member Cole Humphreys
Council Member John Lopez
Council Member Jim Swafford
Council Member Jeff Wooldridge

Staff Presentations

1

Coronavirus Update - Presented by Cindy Mendez, Environmental Services Manager, and Chase Wheeler, Emergency Management Coordinator

Cindy Mendez, Environmental Services Manager, updated Council on Corona Virus (COVID-19). She stated there are no vaccines or antiviral drugs. The virus spreads from respiratory droplets which can spread six feet, or by touching surfaces that other infected people have touched.

Chase Wheeler, Emergency Management Coordinator, updated Council on disaster declarations that are enacted by the counties and the city. He said this disaster resolution is on the agenda to be considered at tonight's meeting. Mr. Wheeler went over Grand Prairie strategies including the Continuity of Operations Plans. The Plans include updated employee lists and declaring essential personnel. The Human Relations Division has enacted a pandemic policy which covers travel, telecommuting and sick leave. Weekly updates are provided to employees and there will be a community education campaign. Mr. Wheeler spoke to Council regarding mass gatherings and special events guidelines set up by the counties through declaration orders.

Council Member Copeland asked for assurance that if the Mayor and Mr. Hart made amendments to the order that the Council was considering at this meeting and Council was not in agreement, that Council could take action to override those amendments. Megan Mahan, City Attorney, said that could be written into the order. She said the city could make an argument that the County controls, or an argument that the city controls with regard to orders regarding guidelines for COVID-19.

Presented

Agenda Review

Mayor Pro Tem Giessner stated that staff had requested removal of items 7 and 8 from the Consent Agenda for individual consideration. Item 19 on the Public Hearing Consent Agenda will be removed for individual consideration since Council Member Humphreys has declared a conflict of interest on that item.

Executive Session

Mayor Jensen convened a closed session at 5:51 p.m. pursuant to Chapter 551, Subchapter D of the Government Code, V.T.C.A., to discuss Section 551.071 "Consultation with Attorney"; Section 551.072 "Deliberation Regarding Real Property" and Section 551.087 "Deliberations Regarding Economic Development Negotiations." Mayor Jensen adjourned the closed meeting at 6:33 p.m.

Recess Meeting

Mayor Jensen recessed the meeting at 6:33 p.m.

6:30 PM Council Chambers

Mayor Jensen reconvened the meeting at 6:38 p.m.

Deputy Mayor Pro Tem Clemson gave the Invocation. The Pledge of Allegiance to the US Flag and to the Texas Flag were led by Council Member Copeland.

Presentations

- 2** DeMolay Month Proclamation - Presented to Joe Livingston and Members of the DeMolay

Postpone

Consent Agenda

Mayor Pro Tem Giessner moved, seconded by Deputy Mayor Pro Tem Clemson, to approve Items 3 through 6, remove Items 7 and 8 for individual consideration, and approve Items 9 through 17 on the Consent Agenda. The motion carried unanimously.

- 3** Minutes of the March 3, 2020 Council Meeting

Approved on the Consent Agenda

- 4** Ratify the city's previous contract year's expenditure for our contract with Employer

Direct Healthcare, LLC ("EDH" also known as Surgery Plus) for administrative service fees and procedure costs to access their network of surgeons and facilities in the amount of \$229,509.61 between August 2018 and July 2019, which was through a Master Interlocal Agreement with the City of Fort Worth; and approve the renewal of the contract in the increased amount of \$350,000 for a modified seventeen month term between August 2019 and December 2020 to better align our contract dates with the City of Fort Worth's contract; and authorize the City Manager to execute a single renewal option in future years between January 2021 and December 2021 in the estimated annual amount not to exceed \$250,000 so long as sufficient funding is appropriated by the City Council to satisfy the City's obligation during the renewal term

Approved on the Consent Agenda

- 5** Price Agreement for facility maintenance, repair and operations (MRO) and building supplies with related equipment, accessories, supplies and service from Fastenal Company at an estimated cost of \$142,000 for ten months through a national interlocal agreement with Sourcewell, with the option to renew for two additional one-year periods at \$170,000 annually, totaling \$482,000 if all extensions are exercised

Approved on the Consent Agenda

- 6** Price agreement for animal vaccines and medical supplies for the animal shelter and spay/neuter clinic from Butler Animal dba Covetrus in the amount of \$250,000 annually, for one year with the option to renew for four additional one-year periods totaling \$1,250,000 if all extensions are exercised; and authorize the City Manager to execute the renewal options with aggregate price fluctuations of the lesser of up to \$50,000 or 25% of the original maximum price so long as sufficient funding is appropriated by the City Council to satisfy the City's obligation during the renewal terms

Approved on the Consent Agenda

- 7** City's Comprehensive Annual Financial Report for Fiscal Year Ending September 30, 2019

Council Member Swafford stated that the Finance staff had developed an outstanding audit report (CAFR). He said the Finance and Government Committee reviewed the entire report with city auditors, Weaver and Tidwell. There were no items with special emphasis on procedures. He thanked Becky Brooks, Chief Financial Officer, and her staff. Council Member Swafford said there would also be a Water/Wastewater System and Sales Tax Bonds refinancing with savings of between \$250,000-\$400,000 over the course of those bonds.

Council Member Swafford moved, seconded by Mayor Pro Tem Giessner, to approve Items 7 and 8 on the Consent Agenda.

Ayes: 9 - Mayor Ron Jensen; Mayor Pro Tem Greg Giessner; Deputy Mayor Pro Tem Jorja Clemson; Council Member Jeff Copeland; Council Member Mike Del Bosque; Council Member Cole Humphreys; Council Member John Lopez; Council Member Jim Swafford and Council Member Jeff Wooldridge

- 8** 2020 Plan of Capital Finance for Water and Wastewater System and Sales Tax Bonds

Approved

- 9** Purchase of Microsoft Office 365 User Licenses, Migration, and Implementation Services in the amount not-to-exceed \$230,000 through SHI Government Solutions, Inc., an approved Microsoft certified vendor, through a state interlocal agreement with DIR, with an estimated annual renewal amount of \$230,000 with 5% annual increase for one year with the option to renew for three additional one-year periods totaling approximately \$690,000 if all extensions are exercised, and authorize the City Manager to execute the renewal options with aggregate price fluctuations of the lesser of up to \$50,000 or 25% of the original maximum price so long as sufficient funding is appropriated by the City Council to satisfy the City's obligation during the renewal terms

Approved on the Consent Agenda

- 10** Price Agreement for building maintenance, repair and operations (MRO) supplies, parts, equipment, materials and related services from W. W. Grainger at an estimated cost of \$127,500 for nine months through a national interlocal agreement with OMNIA Partners with the option to renew for four additional one-year periods at \$170,000 annually, totaling \$807,500 if all extensions are exercised

Approved on the Consent Agenda

- 11** License for Faith Elohor Izuagie to allow for the encroachment of a storage building at 532 Woodacre Drive for a license fee of \$300

Approved on the Consent Agenda

- 12** Purchase of one (1) new John Bean Bulldog Sewer Cleaner Mounted Trailer from CLS Sewer Equipment Co., INC. in the amount of \$66,129.50 through a national interlocal agreement with BuyBoard

Approved on the Consent Agenda

- 13** Interlocal Price Agreement for Custodial Supplies and Equipment from Madera Paper Company at an estimated cost of \$50,000 for six months through a national interlocal agreement with Buyboard, with the option to renew for one additional one-year period at \$100,000, totaling \$150,000.00 if all extensions are exercised

Approved on the Consent Agenda

- 14** Assignment of contract for motor fuels from Martin Eagle Oil Co. to U.S. Oil, a division of U.S. Venture, Inc. in the amount of \$3,000,000 annually through a master interlocal agreement with Tarrant County for one year with the option to renew for one additional one-year period, totaling \$6,000,000 if all renewal options are exercised; and authorize the City Manager to execute the renewal options with aggregate price fluctuations of the lesser of up to \$50,000 or 25% of the original maximum price so long as sufficient funding is appropriated by the City Council to satisfy the City's obligation during the renewal terms

Approved on the Consent Agenda

- 15** Professional Engineering Services Contract with Peloton Land Solutions to inventory, assess, and develop an open ditch maintenance program in the City of Grand Prairie in the total amount of \$148,360

Approved on the Consent Agenda

- 16** Resolution granting approval, for the limited purpose of satisfying the requirements of Section 147(f) of the Internal Revenue Code of 1986, of bond obligations by the New Hope Cultural Education Facilities Finance Corporation for the purpose of financing and refinancing a project for Careflite for the acquisition of health facilities and equipment

Adopted

Enactment No: RES 5074-2020

- 17** Resolution Authorizing the Creation of the Grand Prairie Local Government Corporation as a Local Government Corporation; Approving the Form of the Bylaws and Certificate of Formation; Appointing the Initial Directors

Adopted

Enactment No: RES 5075-2020

Public Hearing Consent Agenda

- 18** S190602A - Site Plan Amendment - Raising Cane's at 3158 S Hwy 161 (Commissioner Hedin/City Council District 2). Site Plan Amendment for Raising Cane's at 3158 S Highway 161. Epic West Towne Crossing Phase II, Lot 1B, Block B, City of Grand Prairie, Dallas County, Texas, zoned PD-364, within the SH-161 Corridor Overlay District, and addressed as 3158 S Highway 161. (On March 9, 2020, the Planning and Zoning Commission recommended approval of this request by a vote of 7-0).

Bill Crolley, Deputy City Manager, said S190602A involved moving the building over 4 ft. and there were no issues.

Mayor Pro Tem Giessner moved, seconded by Council Member Swafford, to close the public hearing and approve Case S190602A. The motion carried

unanimously.

19

S200302 - Site Plan - Prairie Gate Phase 2 and Aerofirma Office at I-20 and Westcliff Rd. (Commissioner Hedin/City Council District 2). Site Plan for Prairie Gate Phase 2, a three-story multi-family development and a 7,935 square foot office building. 10.45 acres out of the Thomas J Tone Survey, Abstract No. 1460, City of Grand Prairie, Dallas County, Texas, zoned PD-19, in the IH-20 Corridor Overlay, west of Westcliff Rd., north the IH-20 Service Road and south of Fish Creek Rd. The applicant is Chase Debaun, Aerofirma Corporation and the owner is Isibelle DeBaun, David Nicklas Foundation. (On March 9, 2020, the Planning and Zoning Commission recommended approval of this request by a vote of 7-0).

Mr. Crolley recognized Savannah Ware who was recently promoted to Chief City Planner.

Council Member Humphreys declared a conflict of interest on this item and left the chambers during discussion and vote on this item.

Ms. Ware reviewed Case S200302, a site plan for Phase 2. She said the Multi-family portion meets density and dimensional requirements as well as landscape and screening requirements. Phase 2 has a double row of trees and no tandem parking. The buildings will be cement fiber and stucco. Ms. Ware said the applicant had added some articulation and banding in Phase 2. Amenities include a pool, gym, dog park and outdoor area. The office building meets density and dimensional requirements. The southern portion contains a cell tower and a billboard. Landscape and building design requirements have been met. The office building will be stucco and stone. Ms. Ware went over variances and recommendations from the Planning and Zoning Commission. She said the metal buildings would be 16 ft. tall and they do not meet requirements. The applicant proposed a different kind of paving and the design for the office includes a variance for windows and awnings. The Planning and Zoning Commission approval included vegetation for metal building screening.

Council Member Copeland asked about the issue with the entry gate to the office building. Ms. Ware said there were questions about accessing the cell tower and billboard, therefore, they are moving that drive.

Mayor Jensen said he did not like the appearance of the Phase I because of the windows. He asked Ms. Ware why grant a variance for the second phase. Ms. Ware replied that the window variance was only on the office phase not the multi-family portion.

Council Member Wooldridge said there had been some discussion about Westcliff Road being under construction. Ms. Ware said the applicant is talking to the city about improving that and for developer participation, but access to the multi-family would be off Fish Creek. Mr. Crolley said improvements to Westcliff from I-20 to Fish Creek are being considered for the applicant to pay one half of those improvements and applicant across the street to pay half. He said the city may need to consider paying for the eastern half to build the whole road at one time. He said that could be brought forward as a developer agreement.

Council Member Lopez asked about the purpose of the metal buildings. Ms. Ware said they were storage buildings and staff has a recommendation to screen those so not to be seen from I-20. Council Member Lopez suggested they should be brick and

stone and Mayor Jensen concurred. Council Member Lopez asked about the gravel paving. Ms. Ware said it was a different kind of compacted road base paving. Mr. Crolley said they had talked about having a concrete drive to the buildings and that should be part of the motion.

Vicki Germer, Kaylie Street, said she like the appearance of Phase II better than Phase I. There was supposed to be a lot of screening along Fish Creek in Phase I, but there has not been. Mr. Crolley said Phase I was according to the Council approved landscape plan. Council could add additional screening in Phase II. She said she also disagreed with having access off Fish Creek rather than Westcliff. Mr. Crolley said said believed it was better to have the access off Fish Creek because of its size and the Transportation Department recommended access off Fish Creek.

Council Member Clemson asked how many feet there were between trees. Ms. Ware said they would be 30 ft apart. Ms. Germer stated those trees were not screening. Ms. Germer asked if there was access from Phase I to Phase II. Mr. Crolley replied there was not; there was only emergency access between the phases.

Dwight Germer, 1040 Kaylie Street, submitted a petition signed by 53 homeowners to remove and relocate the entry off of Fish Creek onto Westcliff. There are 58 homes in Hunters Glen and 53 homeowners signed the petition to move the access to Westcliff. Because of traffic at Hunters Glen facing this entrance and children waiting for the school bus and the bus enters Hunters Glen to turn around. Mr. Germer said he had received an email from David P. Jones on, showing that the DRC reviewed the driveway location and requested that a driveway off Fish Creek be removed and the developer agreed. Ms. Ware said the original plan had two drives off Fish Creek so one was removed because it was too close to the one in Phase I. Mr. Germer said the Developer is bringing in soil and the corner at the curve was brought way up in Phase I. The developer is wanting to raise the buildings and that will affect the homes on the side facing Fish Creek. The lighting is shining into homes' back yards so there is no privacy. There is also an issue of screening and Council requested additional screening. The 4" caliper trees on 20 ft. centers are not sufficient screening so they need to put in shrubs between trees to provide screening.

Bryce Rodriguez, 1046 Kaylie Street, speaking in opposition, stated that citizens were promised in Phase One there would be no entrance off Fish Creek. There is a major drainage culvert there which could be an issue. Also, homeowners were promised after Phase I that everything between the apartments and the school would be residential. Mr. Rodriguez stated he is the HOA president for Hunters Glen. He said on the north side there between them and the golf course is about 300 ft. of washout and that is about 15 ft. in elevation. That erosion is between 10-15 ft. of elevation and all the drainage from houses will push into that golf course. He suggested that prior to building this development, the existing homes should be stabilized with regard to drainage. Mr. Rodriguez referred to the storage buildings with equipment that the developer says will tear up concrete and they would not want to look at large equipment in their neighborhood.

Linda Lankford submitted a speaker card in opposition but did not wish to speak.

Mr. Crolley said staff had been working with the HOA and the Public Works Department had given information to the HOA and PID. He said he did not think this would have any affect on the surrounding homes.

Chase DeBaun, applicant, said all equipment would be inside and he agreed to put

masonry on three sides of the storage buildings. He said Phase II is a vast improvement from what was there before.

Mayor Pro Tem Giessner asked the applicant if they would go to Phase I and include some additional screening bushes. He added that Phase II is much better than Phase I. The applicant agreed to add bushes to the Phase I portion of the development.

Mayor Jensen asked Council Member Swafford about his feelings about moving access to Westcliff. He stated that Westcliff is in horrible shape. Mayor Jensen asked if Westcliff could be improved from the access to Fish Creek. Council Member Swafford said the applicant would like to do Westcliff because they can do it faster than the city. Mr. DeBaun stated they could change the entrance off Westcliff. Mayor Jensen asked Mr. Crolley if Council could make it part of the motion that they cannot have the entrance off Fish Creek. Mr. Crolley said that should not be a problem at all but Westcliff would need to be improved to Fish Creek. He said Council could do a developer agreement splitting the cost and look at the distances. Mr. Crolley said the applicant would need to know that if we put in a development agreement it would coincide with this motion.

Chase DeBaun, the applicant, said he wanted the office to be completed before the apartments. Council Member Swafford said they could have access to the office from Westcliff right now. Mr. DeBaun said he would like to have Westcliff reconstructed as soon as possible.

Mayor Pro Tem Giessner asked at what point would they need to start the Westcliff improvements. Mr. DeBaun explained egress and ingress.

Council Member Swafford said he thought the residents were saying if you had access on Fish Creek all traffic would be on Fish Creek, but if it was on Westcliff, it would come in off I-20. Council Member Del Bosque asked how far the approach was from the service road to get on westbound I-20. Mayor Jensen said vehicles could not get to westbound I-20 from there.

Council Member Lopez asked about the roof on the metal building. Mr. DeBaun said it would be a metal roof. He said there were no plans for sidewalks.

Mr. Crolley said the development agreement would take a separate approval by Council.

Council Member Swafford moved, seconded by Council Member Clemson, to close the public hearing and approve Case S200302 as recommended by the Planning and Zoning Commission with the following additions: 1) the metal buildings adjacent to the service road on I-20 to have stone and stucco on three sides; a developer agreement for reconstruction of Westcliff to become part of the approval plan and development plan for the project; access to be from Westcliff Road instead of Fish Creek Road; and add shrubbery between the trees along Fish Creek and suggest added shrubbery in Phase I to be consistent with Phase II. The motion carried unanimously.

Excused: 1 - Council Member Cole Humphreys

Public Hearing on Zoning Applications

Events (Commissioner Fisher/City Council District 1). A request for a Specific Use Permit to allow for an Event Center. Located at 2045 N Highway 360, Suite 250A, legally described as Lot 2, Block 6, Heather Ridge Addition, City of Grand Prairie, Tarrant County, zoned LI, Light Industrial. The applicant is Amadyn Nwabuisi, Victoria Grace Events. (On March 9, 2020, the Planning and Zoning Commission recommended approval of this request by a vote of 8-0).

Ms. Ware reviewed Case SU200301 for a special event center. She said the site is Zoned LI and there would be no food preparation, Ms. Ware went over the operational plan and hours of operation. The applicant requested a parking variance from the minimum required spaces (88) to 69 spaces. The applicant requested extended hours to 1:00 a.m. on Fridays and Saturdays, but Ms. Ware said staff recommended midnight. She said that staff also recommended that a state-licensed security guard be present during and after the event.

Council Member Lopez asked if there was an elevator to the second floor. Ms. Ware replied that there was. Council Member Lopez stated that the security guard should be going to the parking lot to make sure guests leave. Council Member Del Bosque asked if the elevator was wheel chair accessible. Ms. Ware replied that it should be. Council Member Swafford stated that at one time Council and staff talked about an event center policy. Ms. Ware said that policy was adopted into the UDC and hours of operation are standardized at midnight as well as the requirement for a state licensed security guard. Council Member Swafford asked if the policy contained anything about the distance between event centers. Ms. Ware replied it did not.

Deputy Mayor Pro Tem Clemson asked how many event center were near this one. The applicant stated there were none close to this one.

The applicant was present to answer questions. Deputy Mayor Pro Tem Clemson asked the applicant if there was a problem with closing at midnight. The applicant replied she would just have to let her employees know. She said the security guard would follow instructions and if they are told to clear the parking lot, they will.

Deputy Mayor Pro Tem Clemson moved, seconded by Council Member Lopez, to close the public hearing and approve SU200301 with the DRC's recommendation to close at 12:00 midnight and have a security guard on duty. The motion carried unanimously.

Ayes: 9 - Mayor Ron Jensen; Mayor Pro Tem Greg Giessner; Deputy Mayor Pro Tem Jorja Clemson; Council Member Jeff Copeland; Council Member Mike Del Bosque; Council Member Cole Humphreys; Council Member John Lopez; Council Member Jim Swafford and Council Member Jeff Wooldridge

Enactment No: ORD 10822-2020

21

SU200302 - Specific Use Permit - Enterprise Rent-A-Car at 4136 S Carrier Pkwy., Suite 580. (Commissioner Spare/City Council District 6). A request to consider a Specific Use Permit to allow for an Auto Rental uses within an existing commercial lease space. The subject property is zoned Planned Development-173 (PD-173) District and is located within Interstate Highway-20 (IH-20) Overlay Corridor District. The 1,256 sf lease space is generally located northwest of W. Westchester Parkway and S. Carrier Parkway. The existing lot is platted as Westchester Commercial Phase One. The applicant is Jordan Woolf and the owner

is Will Gravlee, Westchester. (On March 9, 2020, the Planning and Zoning Commission recommended approval of this request by a vote of 8-0).

Ms. Ware went over Case SU200302 for an Enterprise Rent-A-Center. She explained conditions that the Westchester HOA would like placed on this development including limiting the number of on-site cars; designated parking spaces; and a canopy design consistent with Westchester.

Ms. Ware went over the Planning and Zoning Commission recommendations as well as the Development Review Committee recommendations including: comply with ARB regulations; Westchester HOA conditions; comply with Building Code and permitting requirements; comply with requirements for mobile wash vendors and commercial facilities.

Mayor Pro Tem Giessner asked about the drainage from the bucket wash. Ms. Ware said they would only be allowed to do water washing. Council Member Wooldridge asked where the front door would be located. Ms. Ware pointed out the location on the plan.

Jordan Wolf, applicant, said they would have an oil/sand separator underground. The concrete will slope into the drain with a lip on the edge. Mayor Pro Tem Giessner asked how many cars they would have at any given time. Mr. Wolf replied there would be spots for overnight parking but the goal would be not to have a large number of cars sitting at any one location.

Council Member Humphreys asked if there would be advertising on the vehicles. Mr. Wolf replied there would not.

Council Member Wooldridge moved, seconded by Mayor Pro Tem Giessner, to close the public hearing hearing and approve Case SU200302. The motion carried unanimously.

Ayes: 9 - Mayor Ron Jensen; Mayor Pro Tem Greg Giessner; Deputy Mayor Pro Tem Jorja Clemson; Council Member Jeff Copeland; Council Member Mike Del Bosque; Council Member Cole Humphreys; Council Member John Lopez; Council Member Jim Swafford and Council Member Jeff Wooldridge

Enactment No: ORD 10823-2020

22

SU180504B - Specific Use Permit Renewal - 3025 Hardrock Road (Commissioner Fisher/City Council District 1). A six months annual/periodic review of a Specific Use Permit to allow Trucking and Storage Terminal Uses. The 2.94-acre property is located at the northeast Hardrock Rd. and W. Oakdale Rd. The property is zoned Planned Development 39 (PD-39) District and within the SH 161 Corridor Overlay District. (On March 9, 2020, the Planning and Zoning Commission recommended approval of this request by a vote of 8-0).

Ms. Ware reviewed Case SU180504B a renewal for an SUP for a trucking and storage terminal. Ms. Ware stated the SUP was established May 15, 2018 and in August 2019 they were in violation; on September 2019 at the one-year review, they were given a 6-month review. In February, trucks were parked on the unpaved surface. On 3/15/20, there were no violations and the applicant is asking to expand and will pave some sites and have up to 15 trucks. The DRC recommended to renew for 6 months; the Planning and Zoning Commission recommended renewal for six months and

additional concrete paving; bollards along the perimeter of the paving and installation of cameras for remote monitoring.

Deputy Mayor Pro Tem Clemson asked for staff's recommendation. Ms. Ware said staff recommended establishing a consistent pattern of compliance before expanding. Deputy Mayor Pro Tem Clemson asked if staff was okay with 15 trucks. Ms. Ware replied, yes, if on the paved surface.

Council Member Humphreys asked if this was a different category than truck storage and truck parking. Ms. Ware replied the timeframe is different for when trucks are staying and these trucks are not staying for a long period of time.

Council Member Lopez asked if trucks would be parking on the weekend. Ms. Ware showed three parked there on Sunday and Monday through Wednesday they can only have five. Council Member Lopez clarified there would be no repairs there. Ms. Ware said the applicant had received a few citations for repairs. Council Member Humphreys stated he was still missing the clarity on rules for truck parking and truck storage.

Sushil Chaugan, 3025 Hardrock Road, said he was one of the owners. He said they would like to be able to park more trucks. He said they had not had a citation for six months so he did not understand why the DRC wanted to extend for six months with the existing five trailers before approving the expansion. Mayor Jensen asked if the applicant owned the trucks. The applicant replied that he did. Council Member Humphreys asked the applicant if he was the owner of the business and the property. The applicant replied that he was both.

Council Member Lopez asked about the purpose of the bollards. Ms. Ware said they are a physical barrier to prevent them from parking trucks in the mud.

Deputy Mayor Pro Tem Clemson moved, seconded by Council Member Humphreys, to close the public hearing and approve Case SU180504B as recommended by the Planning and Zoning Commission including the bollards and as long as trucks park only on the paved area. The motion carried unanimously.

Ayes: 9 - Mayor Ron Jensen; Mayor Pro Tem Greg Giessner; Deputy Mayor Pro Tem Jorja Clemson; Council Member Jeff Copeland; Council Member Mike Del Bosque; Council Member Cole Humphreys; Council Member John Lopez; Council Member Jim Swafford and Council Member Jeff Wooldridge

Enactment No: ORD 10824-2020

Items for Individual Consideration

23

Resolution ratifying and extending the Declaration of Local State of Disaster due to the Corona Virus (COVID-19) Community Transmission within the North Texas Region

Chief Dye went over the points in the resolution ratifying and extending the Declaration of Local Disaster.

Council Member Swafford moved, seconded by Council Member Del Bosque, to approve a resolution modifying and amending the Declaration of Local Disaster to amend the length of the state of disaster from thirty days to sixty

days and to replace Exhibit A with the March 17 version of Exhibit A as presented.

Enactment No: RES 5076-2020

Citizen Comments

There were no Citizen Comments.

Adjournment

Mayor Jensen adjourned the meeting at 8:23 p.m.

The foregoing minutes were approved at the April 21, 2020 meeting.

Catherine E. DiMaggio, City Secretary



Legislation Details (With Text)

File #:	20-9918	Version:	1	Name:	Fry Condemnation Settlement
Type:	Agenda Item	Status:		Status:	Consent Agenda
File created:	4/14/2020	In control:		In control:	City Attorney
On agenda:	4/21/2020	Final action:		Final action:	
Title:	Authorize settlement in lieu of proceeding further with condemnation in the condemnation lawsuit styled City of Grand Prairie v. Charles N. Fry, Jr. a/k/a C.N. Fry, Jr. and The Charles N. Fry, Jr. and Karen Ann Fry Revocable Living Trust, pending in Tarrant County Court at Law No. 2, Cause No. 2020-000041-2, for acquisition from condemnees of a parcel of land in Tarrant County for right-of-way for the Ragland Road Widening Project (SH 360 East to Mirabella Blvd), for a total settlement of \$50,000, plus closing costs and title expenses				
Sponsors:					
Indexes:					
Code sections:					
Attachments:	20-9918 Ragland Condemnation.pdf				

Date	Ver.	Action By	Action	Result
------	------	-----------	--------	--------

From

Mark Dempsey - Deputy City Attorney

Title

Authorize settlement in lieu of proceeding further with condemnation in the condemnation lawsuit styled *City of Grand Prairie v. Charles N. Fry, Jr. a/k/a C.N. Fry, Jr. and The Charles N. Fry, Jr. and Karen Ann Fry Revocable Living Trust*, pending in Tarrant County Court at Law No. 2, Cause No. 2020-000041-2, for acquisition from condemnees of a parcel of land in Tarrant County for right-of-way for the Ragland Road Widening Project (SH 360 East to Mirabella Blvd), for a total settlement of \$50,000, plus closing costs and title expenses

Presenter

Megan Mahan - City Attorney

Recommended Action

Approve

Analysis

This project and interest in land was approved for acquisition by condemnation on September 3, 2019, City Council Agenda (File ID 19-9254). The City first attempted to negotiate with the representative of Charles N. Fry, Jr. a/k/a C.N. Fry, Jr. and The Charles N. Fry, Jr. and Karen Ann Fry Revocable Living Trust (Fry) but was unsuccessful. The City filed a condemnation proceeding and during the pendency of the lawsuit, the City and Fry negotiated this settlement.

The City will pay all title expenses and closing costs.

Financial Consideration

Funding in the approximate total amount of \$50,000 is available in Street Capital Projects Fund (400192) WO #01907603 (Ragland Reconstruction) 68091 (Easement Title Purchase)

CITY OF GRAND PRAIRIE

CAPITAL PROJECTS BUDGET SUMMARY

Fund/Activity Account: 400192 / 01907603

Project Title: Ragland Reconstruction

Current Request: \$0.00

ACCOUNT DESCRIPTION	1 CURRENT BUDGET	2 AVAILABLE BALANCE	3 CURRENT REQUEST	2+3 REVISED BALANCE	1+3 AMENDED BUDGET
Easement Title Purchase(68091)	\$159,486	\$100,000	\$0	\$100,000	\$159,486
Construction (68540)	\$3,289,518	\$24,360	\$0	\$24,360	\$3,289,518
Eng/Con/Geo (68560)	\$103,426	\$0	\$0	\$0	\$103,426
ROW/Easement (68610)	\$6,000	\$0	\$0	\$0	\$6,000
Labor (68999)	\$157,223	\$157,223		\$157,223	\$157,223
				\$0	\$0
				\$0	\$0
TOTAL	\$3,715,653	\$281,583	\$0	\$281,583	\$3,715,653



Legislation Details (With Text)

File #:	20-9919	Version:	1	Name:	Thom Condemnation Settlement
Type:	Agenda Item	Status:		Status:	Consent Agenda
File created:	4/14/2020	In control:		In control:	City Attorney
On agenda:	4/21/2020	Final action:		Final action:	
Title:	Authorize settlement in lieu of proceeding further with condemnation in the condemnation lawsuit styled City of Grand Prairie v. Thomas Hurford Thom and Glennie Elizabeth Thom as trustees of the Thomas and Glennie Thom Family Trust, pending in Tarrant County Court at Law No. 1, Cause No. 2020-002214-1, for acquisition from condemnees of a parcel of land in Tarrant County for right-of-way for the Ragland Road Widening Project (SH 360 East to Mirabella Blvd), for a total settlement of \$50,000, plus closing costs and title expenses				
Sponsors:					
Indexes:					
Code sections:					
Attachments:	20-9919 Ragland Condemnation.pdf				

Date	Ver.	Action By	Action	Result
------	------	-----------	--------	--------

From

Mark Dempsey - Deputy City Attorney

Title

Authorize settlement in lieu of proceeding further with condemnation in the condemnation lawsuit styled *City of Grand Prairie v. Thomas Hurford Thom and Glennie Elizabeth Thom as trustees of the Thomas and Glennie Thom Family Trust*, pending in Tarrant County Court at Law No. 1, Cause No. 2020-002214-1, for acquisition from condemnees of a parcel of land in Tarrant County for right-of-way for the Ragland Road Widening Project (SH 360 East to Mirabella Blvd), for a total settlement of \$50,000, plus closing costs and title expenses

Presenter

Megan Mahan - City Attorney

Recommended Action

Approve

Analysis

This project and interest in land was approved for acquisition by condemnation on September 3, 2019, City Council Agenda (File ID 19-9254). The City first attempted to negotiate with the representative of *Thomas Hurford Thom and Glennie Elizabeth Thom as trustees of the Thomas and Glennie Thom Family Trust* (Thom) but was unsuccessful. The City filed a condemnation proceeding and during the pendency of the lawsuit, the City and Thom negotiated this settlement.

The City will pay all title expenses and closing costs.

Financial Consideration

Funding in the approximate total amount of \$50,000 is available in Street Capital Projects Fund (400192) WO #01907603 (Ragland Reconstruction) 68091 (Easement Title Purchase)

CITY OF GRAND PRAIRIE

CAPITAL PROJECTS BUDGET SUMMARY

Fund/Activity Account: 400192 / 01907603

Project Title: Ragland Reconstruction

Current Request: \$0.00

ACCOUNT DESCRIPTION	1 CURRENT BUDGET	2 AVAILABLE BALANCE	3 CURRENT REQUEST	2+3 REVISED BALANCE	1+3 AMENDED BUDGET
Easement Title Purchase(68091)	\$159,486	\$100,000	\$0	\$100,000	\$159,486
Construction (68540)	\$3,289,518	\$24,360	\$0	\$24,360	\$3,289,518
Eng/Con/Geo (68560)	\$103,426	\$0	\$0	\$0	\$103,426
ROW/Easement (68610)	\$6,000	\$0	\$0	\$0	\$6,000
Labor (68999)	\$157,223	\$157,223		\$157,223	\$157,223
				\$0	\$0
				\$0	\$0
TOTAL	\$3,715,653	\$281,583	\$0	\$281,583	\$3,715,653



Legislation Details (With Text)

File #: 20-9884 **Version:** 1 **Name:** Master Interlocal with the Town of Hickory Creek
Type: Resolution **Status:** Consent Agenda
File created: 3/24/2020 **In control:** Purchasing
On agenda: 4/21/2020 **Final action:**

Title: Resolution authorizing the City Manager to execute a master inter-local purchasing agreement between the City of Grand Prairie and the Town of Hickory Creek, Texas

Sponsors:

Indexes:

Code sections:

Attachments:

Date	Ver.	Action By	Action	Result
------	------	-----------	--------	--------

From

Angi Mize

Title

Resolution authorizing the City Manager to execute a master inter-local purchasing agreement between the City of Grand Prairie and the Town of Hickory Creek, Texas

Presenter

Bryce Davis, Purchasing Manager

Recommended Action

Approve

Analysis

Chapter 791 of the Texas Government Code, also known as the Inter-local Cooperation Contracts Act, authorizes all local governments to contract with each other to perform governmental functions or services including administrative functions normally associated with the operation of government such as purchasing of necessary equipment, supplies and services.

The Town of Hickory Creek, Texas and the City of Grand Prairie would like to enter into a master inter-local agreement that would authorize each to utilize current active and future contracts awarded by the other entity.

The supplier for each contract shall bill the entity using the contract directly for all goods and services purchased and each entity shall be responsible for payments and ensuring the supplier's compliance with all conditions of the agreement.

Financial Consideration

None

Body

A RESOLUTION OF THE CITY OF GRAND PRAIRIE, TEXAS, AUTHORIZING THE CITY MANAGER TO EXECUTE A MASTER INTERLOCAL AGREEMENT WITH THE TOWN OF HICKORY CREEK, TEXAS

WHEREAS, the City Council of the City of Grand Prairie, Texas, approves the terms and conditions of the Interlocal Purchasing Agreement between the Town of Hickory Creek, Texas providing for a cooperative purchasing program for goods and services; designating the Purchasing Manager or his designee, as the official representative for the City of Grand Prairie; and

WHEREAS, the City of Grand Prairie, Texas, pursuant to the authority granted under Section 271.101 to 271.102 of the Local Government Code, desires to participate in the described purchasing program, and is of the opinion that participation in this program will be highly beneficial to the taxpayers through anticipated savings to be realized;

NOW THEREFORE, BE IT RESOLVED, BY THE CITY COUNCIL OF THE CITY OF GRAND PRAIRIE, TEXAS THAT:

SECTION 1: THAT the Cooperative Purchasing Agreement with the Town of Hickory Creek, Texas is found to be acceptable and in the best interest of the City of Grand Prairie and its citizens and is hereby approved.

SECTION 2: THAT the City Manager is authorized to execute the agreement hereby approved on behalf of the City and that the Purchasing Manager or his designee is hereby designated to act for the City of Grand Prairie in all matters relating to Cooperative Purchasing Agreement including the designation of specific contracts in which the City of Grand Prairie desires to participate.

SECTION 3: THAT this resolution shall be in full force and effect upon its passage and approval.

PASSED AND APPROVED BY THE CITY COUNCIL OF THE CITY OF GRAND PRAIRIE, TEXAS, APRIL 21, 2020.



Legislation Details (With Text)

File #:	20-9912	Version:	1	Name:	Ordinance Amendment - Chapter 12 Emergency Management
Type:	Ordinance	Status:		Status:	Consent Agenda
File created:	4/9/2020	In control:		In control:	Police
On agenda:	4/21/2020	Final action:		Final action:	
Title:	Ordinance amending Chapter 12, "Fire Protection and Emergency Management," through the addition of 12-34(C); Providing a penalty clause, a savings clause and a severability clause; and providing an effective date after publication (COVID)				
Sponsors:					
Indexes:					
Code sections:					
Attachments:					

Date	Ver.	Action By	Action	Result
------	------	-----------	--------	--------

From

Fred Bates, Jr.

Title

Ordinance amending Chapter 12, "Fire Protection and Emergency Management," through the addition of 12-34 (C); Providing a penalty clause, a savings clause and a severability clause; and providing an effective date after publication (COVID)

Presenter

Daniel Scesney, Chief of Police

Recommended Action

Approve

Analysis

The Police Department continues to review and evaluate the efficiency of its operation and management of all law enforcement and public safety responsibilities in order to provide a high level of quality service to the citizens and visitors of Grand Prairie. While responding to the unprecedented public safety conditions surrounding the COVID 19 outbreak, staff found the need to amend the City Ordinance concerning "Fire Protection and Emergency Management."

This amendment adds and identifies enforceable penalties for the failure to comply with valid mandatory emergency orders that may be issued during a declared disaster to avoid increased risks to the health and safety of the public.

Financial Consideration

Nove

Body

AN ORDINANCE OF THE CITY OF GRAND PRAIRIE, TEXAS, AMENDING CHAPTER 12, “FIRE PROTECTION AND EMERGENCY MANAGEMENT”, OF THE CODE OF ORDINANCES OF THE CITY OF GRAND PRAIRIE, TEXAS THROUGH THE ADDITION OF 12-34(C); PROVIDING A PENALTY CLAUSE, A SAVINGS CLAUSE AND A SEVERABILITY CLAUSE; AND PROVIDING AN EFFECTIVE DATE AFTER PUBLICATION

WHEREAS, Grand Prairie is located within multiple counties which may have varying orders in response to a disaster;

WHEREAS, during declared disasters, the health and safety of the public is dependent upon the public complying with emergency orders issued by the governing authority;

WHEREAS, peace officers are charged with enforcing the law, including emergency orders;

WHEREAS, the proper enforcement of emergency orders often requires officers to give direction to individuals in the process of ensuring compliance;

WHEREAS, failure to comply with the direction of a peace officer related to the enforcement of a disaster order increases the risk to the health and safety of the public; and

WHEREAS, non-compliance with valid COVID19 related orders has been reported within the City of Grand Prairie;

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

SECTION 1. That Section 12-34 of Chapter 12, “Fire Protection and Emergency Management”, of the Code of Ordinances of the City of Grand Prairie, Texas, is hereby amended by adding subsection 12-34(c) to read as follows:

“(c) A person commits an offense if the person fails to obey the lawful order of a peace officer during a federal, state, county, or locally declared disaster when said lawful order was given in relation to enforcing a disaster order. A declared disaster includes any disaster declaration made by a state, county, or local official or governing body in accordance with Texas Government Code Chapter 418 or Texas Health and Safety Code Chapter 81. A disaster order shall include any order issued by a state, county, or local official or governing body in accordance with Texas Government Code Chapter 418 or Texas Health and Safety Code Chapter 81.”

SECTION 2. That a violation of any provision of this Ordinance shall be a misdemeanor punishable in accordance with Section 1-8 of the Code of Ordinances of the City of Grand Prairie, Texas.

SECTION 3. That Chapter 12, “Fire Prevention and Emergency Management”, of the Code of Ordinances of the City of Grand Prairie, Texas, as amended, shall be and remain in full force and effect save and except as amended by this Ordinance.

SECTION 4. That the terms and provisions of this Ordinance are severable and are governed by Section 1-4 of the Code of Ordinances of the City of Grand Prairie, Texas.

SECTION 5. That this Ordinance shall be and become effective immediately upon and after its passage,

approval, and publication.

PASSED AND APPROVED THIS THE 21st DAY OF APRIL, 2020.



Legislation Details (With Text)

File #:	20-9875	Version:	1	Name:	Z200302/CP200301 - Truck Repair and Parking at 2625 W Hunter Ferrell Rd
Type:	Ordinance	Status:		Status:	Public Hearing Consent Agenda
File created:	3/16/2020	In control:		In control:	Planning and Zoning Commission
On agenda:	4/21/2020	Final action:		Final action:	
Title:	Z200302/CP200301 - Zoning Change/Concept Plan - Truck Repair and Parking at 2625 W Hunter Ferrell Rd (City Council District 1). Request to rezone Planned Development-9 (PD-9) District to PD-Light Industrial (PD-LI) District consisting of 2.23 acres to allow for a Heavy Truck Repair & Heavy Truck Parking Facility. Generally located south of Hunter Ferrell Road and approximately 1,755 feet west MacArthur Boulevard addressed at 2625 Hunter Ferrell Road, out of Isreal Jennings Survey, Abstract 679, Page 570, Tract 33, City of Grand Prairie, Dallas County, Texas. The consultant is John Villarreal, JV CADD, LLC and the owner is Luis Blanco. (On April 13, 2020, the Planning and Zoning Commission denied this case; this case will be withdrawn pending appeal by the applicant.)				

Sponsors:

Indexes:

Code sections:

Attachments: [Exhibit A - Location Map.pdf](#)
[Exhibit B - Concept Plan.pdf](#)
[Exhibit C - Conceptual Elevations.pdf](#)
[PZ Draft Minutes 04-13-2020.pdf](#)

Date	Ver.	Action By	Action	Result
4/13/2020	1	Planning and Zoning Commission		

From

Chris Hartmann

Title

Z200302/CP200301 - Zoning Change/Concept Plan - Truck Repair and Parking at 2625 W Hunter Ferrell Rd (City Council District 1). Request to rezone Planned Development-9 (PD-9) District to PD-Light Industrial (PD-LI) District consisting of 2.23 acres to allow for a Heavy Truck Repair & Heavy Truck Parking Facility. Generally located south of Hunter Ferrell Road and approximately 1,755 feet west MacArthur Boulevard addressed at 2625 Hunter Ferrell Road, out of Isreal Jennings Survey, Abstract 679, Page 570, Tract 33, City of Grand Prairie, Dallas County, Texas. The consultant is John Villarreal, JV CADD, LLC and the owner is Luis Blanco. **(On April 13, 2020, the Planning and Zoning Commission denied this case; this case will be withdrawn pending appeal by the applicant.)**

Presenter

Savannah Ware, AICP, Chief City Planner

Recommended Action

Deny

Analysis

SUMMARY:

Request to rezone Planned Development-9 (PD-9) District to PD-Light Industrial (PD-LI) District consisting of 2.23 acres to allow for a Heavy Truck Repair & Heavy Truck Parking Facility. Generally located south of Hunter Ferrell Road and approximately 1,755 feet west MacArthur Boulevard, addressed at 2625 Hunter Ferrell Road, out of Isreal Jennings Survey, Abstract 679, Page 570, Tract 33, City of Grand Prairie, Dallas County, Texas.

PURPOSE OF REQUEST:

The applicant intends to develop the subject property for Truck Repair and Parking. The Concept Plan depicts a 5,000 sq. ft. building and 19 parking spaces for trucks. The purpose of the request is to rezone the property to a Planned Development District with Light Industrial (LI) as the base zoning district that allows Heavy Truck Parking and Heavy Truck Repair by right.

Heavy Truck Parking requires a Specific Use Permit for properties zoned LI. Heavy Truck Repair requires a Specific Use Permit when located within 300 ft. of any residential zoning district.

ADJACENT LAND USES:

The following table summarizes the zoning designation and existing use for the surrounding properties.

Table 1: Adjacent Zoning and Land Uses

Direction	Zoning	Existing Use
North	City of Irving	Single Family Residential
South	Light Industrial	Undeveloped
West	Light Industrial	Mobile Home, Auto Repair
East	Light Industrial	Auto Repair, Truck Parking

HISTORY:

- February 20, 1968: City Council approved a zoning change and specific use permit (Case Number 680204) which created Planned Development-9 District for a mobile home park.

PROPOSED USE CHARACTERISTICS AND FUNCTION:

The site is accessible from W Hunter Ferrell Rd. The Concept Plan depicts a 5,000 sq. ft. building to be used for Heavy Truck Repair and a parking lot with spaces for 19 trucks.

CONFORMANCE WITH THE COMPREHENSIVE PLAN:

The 2018 Comprehensive Plan's Future Land Use Map (FLUM) designates this location as Low Density Residential. Low Density Residential areas generally range between zero and six dwelling units per acre. The proposed zoning district and use conflicts with the FLUM.

ANALYSIS:

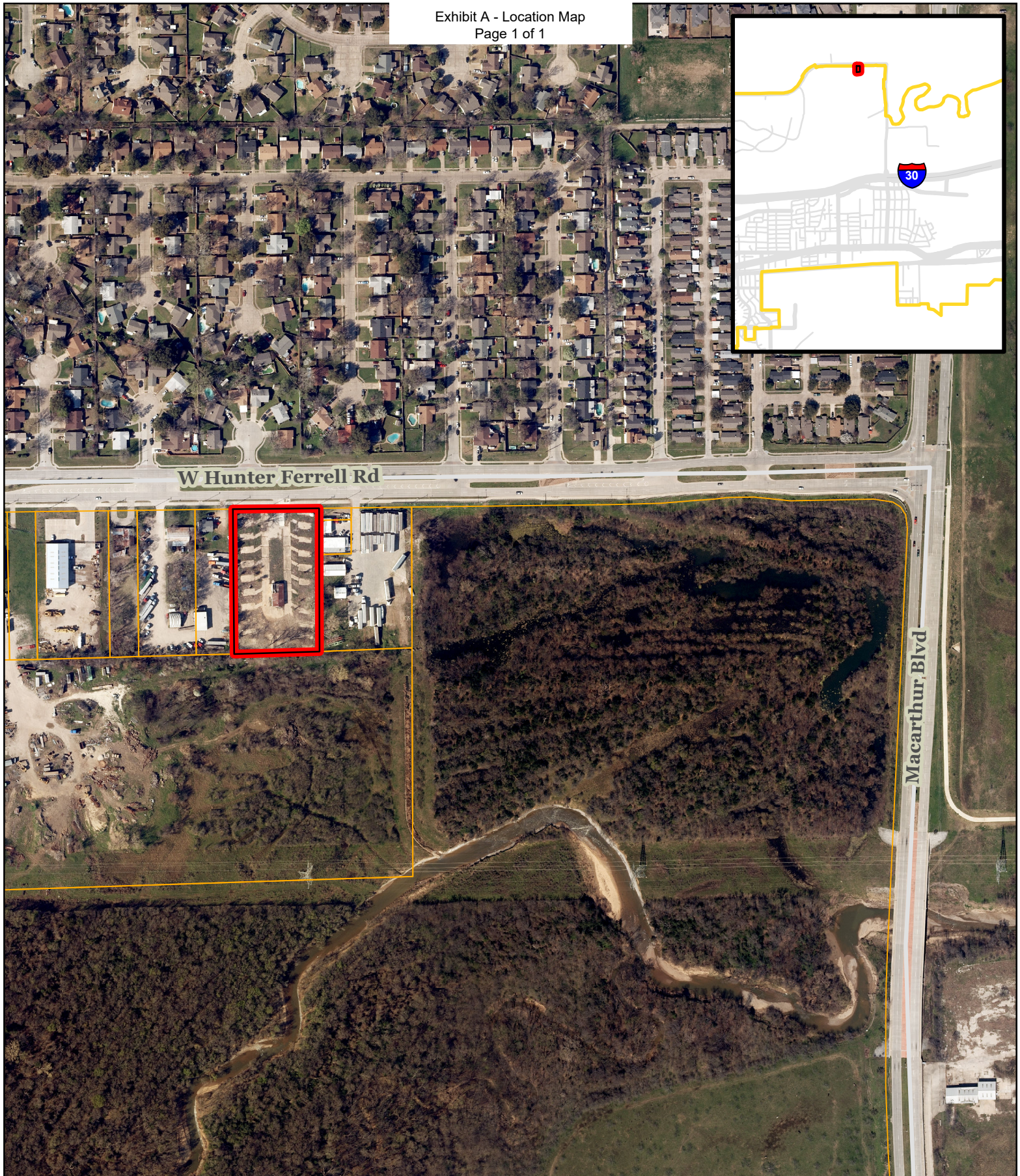
- The subject property is currently zoned for residential use, which is consistent with the FLUM. Rezoning the property to LI with Heavy Truck Repair and Parking is inconsistent with the FLUM. There have been no physical changes to the area since adoption of the 2018 Comprehensive Plan that would warrant amending the FLUM.
- The 2018 Comprehensive Plan identifies this area for potential floodplain reclamation and medium density residential. Public input regarding this area of the City shows a desire for more residential opportunities.

- This site is along the veloweb, a regional network of trails designed for bicyclists, pedestrians, and other non-motorized forms of transportation. The trail connects this property to the City's trailhead and Lone Star Trail. A DART bus stop is in front of the subject property. This creates a unique amenity and opportunity for creating housing near alternative forms of transportation.
- The proposed use is incompatible with the existing residential neighborhood. Rezoning the property to allow this use could have an adverse impact on the adjacent residential neighborhood.
- The subject property is within the floodplain. The owner will need to provide a Hydrologic/Hydrology Study to show that the property will not have, or cause, any adverse impacts upstream or downstream. Development at this location will require a Floodplain Development Permit and possibly a Letter of Map Revision base on fill (LOMR-F).

RECOMMENDATION:

The Development Review Committee (DRC) recommends denial of the request.

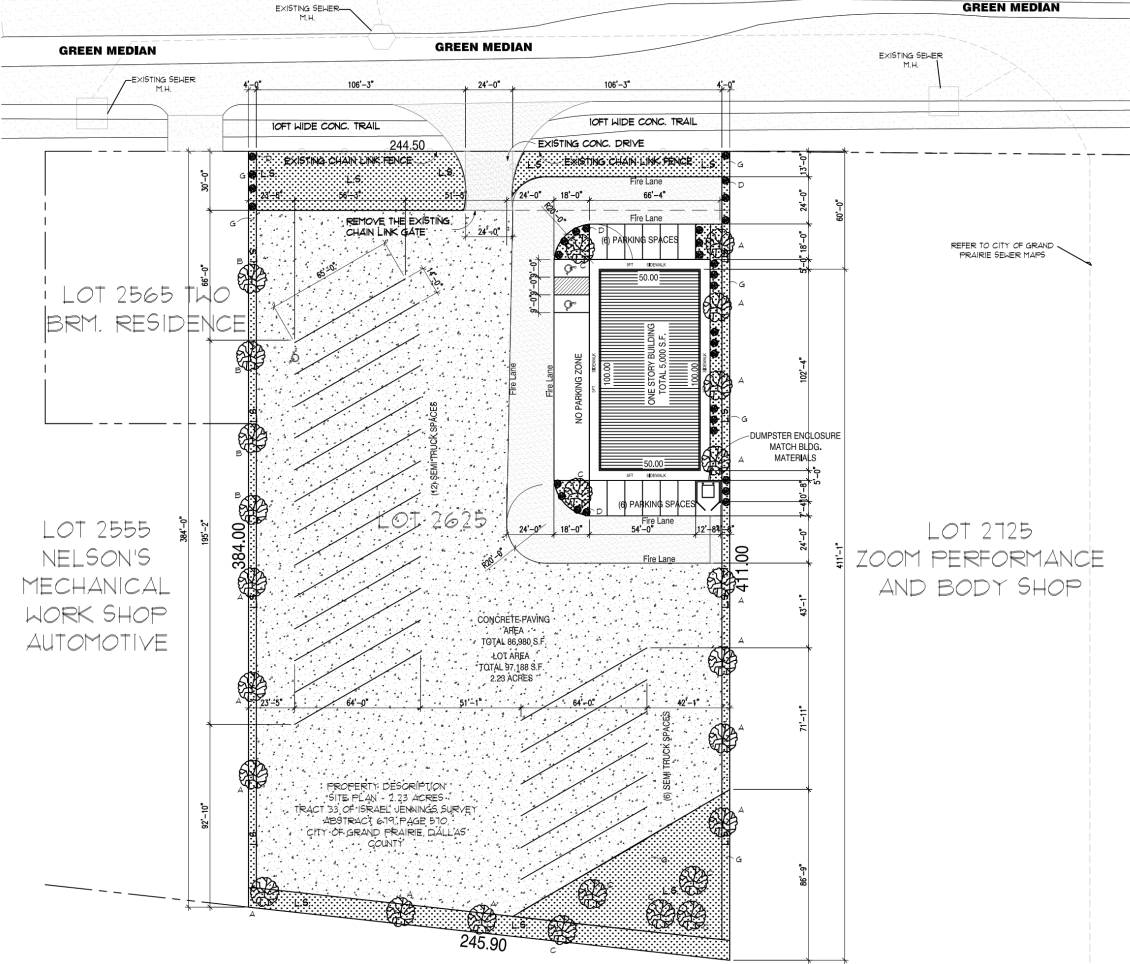
Body



RESIDENTIAL
ZONING

RESIDENTIAL
ZONING

W. HUNTER FERRELL RD.



PROPOSED
SITE PLAN

1

SCALE: 1"=30'-0"

CODE RESEARCH

2015 EDITION OF THE INTERNATIONAL BUILDING CODE ADOPTION
WITH ANY AMENDMENTS
2015 EDITION OF THE INTERNATIONAL PLUMBING CODE (IPC)
2015 EDITION OF THE INTERNATIONAL MECHANICAL CODE (IMC)
2015 INTERNATIONAL FUEL GAS CODE
2015 EDITION OF THE INTERNATIONAL ENERGY CONSERVATION CODE (IECC)
2015 INTERNATIONAL FIRE CODE
2017 EDITION OF THE NATIONAL ELECTRICAL CODE (NEC)
2012 TEXAS ACCESSIBILITY STANDARDS (TAS)
SUMMARY OF WORK: DEVELOP PROPERTY INTO A TRUCK REPAIR SHOP WITH OPEN
PARKING FULLY PAVED WITH CONCRETE
HEIGHT OF BUILDING -- 1 STORY - 24 FEET HIGH
NEW BUILDING
CONSTRUCTION TYPE: TYPE II-B NON COMBUSTIBLE
SPRINKLERED NON SPRINKLERED
TRAVEL DISTANCE
COMMON PATH OF TRAVEL -- 15' MAXIMUM ALLOWED
OCCUPANCY LOADS
OFFICE AREA
REPAIR GARAGE
TOTAL OCCUPANCY
AREA
NO. OF OCCUPANTS
5,000 sq. ft.
14
100
8
5,000 sq. ft.
14

SITE DATA SUMMARY

GENERAL SITE DATA
NOTE: THE ENTIRE SITE IS WITHIN THE 100 YEAR FLOOD PLAIN

CURRENT ZONING: PD-9 DISTRICT
PROPOSED ZONING: INDUSTRIAL
LAND USE: 97,188 S.F.
LOT AREA: 2.23
ACRES: 5,000 S.F.
BUILDING AREA: 1 STORY 24 FT.
BUILDING HEIGHT: 5%
LOT COVERAGE: 65.1
FLOOR AREA RATIO:

PARKING ANALYSIS
PARKING PROVIDED: 1/100
REQUIRED OFFICE PARKING: 10 SPACES
PROVIDED PARKING: 14 SPACES
SEMI-TRUCK ACCESSIBLE PARKING REQUIRED: 18 SPACES
ACCESSIBLE PARKING REQUIRED: 2 SPACES
ACCESSIBLE PARKING PROVIDED: 2 SPACES

LANDSCAPE LEGEND
LANDSCAPE AREA 10% REQUIRED: 9,718 S.F.
ID. QTY. TYPE SIZE
A 10 CEDAR ELM 3" CALIPER
B 10 LIVE OAK 3" CALIPER
C 2 CRAPPE MYRTLE 6" BBT
D 17 BUFORD HOLLY 3" GAL.
E X RED YUCCA 6" GAL.
F X SOFT YUCCA 6" GAL.
G X BERMUDA GRASS 3 GAL.
H X ABELIAS 3 GAL.
TOTAL LANDSCAPE PROVIDED 17%: 16,277 S.F.(17%)

PERMEABLE AREA
PERMEABLE PAVEMENT: 74,411 S.F.
BUILDING AREA AND SIDEWALK: 6,800 S.F.
TOTAL PERMEABLE AREA: 81,211 S.F.

IMPERVIOUS AREA
BUILDING FOOTPRINT AREA: 5,000 S.F.
AREA OF SIDEWALKS, PAVEMENT
AND OTHER IMPERVIOUS FLATWORK: 1,800 S.F.
OTHER IMPERVIOUS AREA: 74,411 S.F.
TOTAL IMPERVIOUS AREA: 81,211 S.F.
SUM OF TOTAL LANDSCAPE AREA + TOTAL PERMEABLE AREA
+ TOTAL IMPERVIOUS AREA: 97,188 S.F.
TOTAL IMPERVIOUS AREA: 81,211 S.F.



VICINITY MAP

SCALE: N.T.S.

ZONING EXHIBIT/CONCEPT PLAN
CASE NO. Z200302/CP200301

PROPERTY DESCRIPTION:
SITE PLAN - 2.23 ACRES
TRACT 33 OF ISRAEL JENNINGS SURVEY
ABSTRACT 679, PAGE 570,
CITY OF GRAND PRAIRIE, DALLAS COUNTY

Project Consultant:
JV CADD, LLC
JOHN A. VILLARREAL
P.O. Box 1264
Wylie, Texas 75098
972-442-2135
Owner:
SEMI-TRUCK
REPAIR SHOP
Luis Blanco
2625 W. Hunter Ferrell Road
Grand Prairie, Texas 75050
(214) 815-5890

No.	Revision/Issue	Date
1	ISSUED FOR OWNER REVIEW	11-18-19
2	ISSUED FOR PAID REVIEW	02-11-20
3	RESPONSE TO DMC COMMENTS	03-06-20

Consultant

Date Affixed: XX-KX-2020

PROJECT
Z200302/CP200301 - ZONING CHANGE/
CONCEPT PLAN - TRUCK REPAIR AND
PARKING AT
2625 W. HUNTER FERRELL RD.,
GRAND PRAIRIE, TEXAS 75050



JOHN A. VILLARREAL

JV CADD, LLC
CONSULTING ARCHITECTURAL DESIGN DEVELOPMENT
P.O. Box 1264
Wylie, Texas 75098
Ph: 972-429-9096
Fax: 972-429-8788
EM: jvcadd@aol.com

Drawn By: JAV

Checked By: JAV

Project
19-145

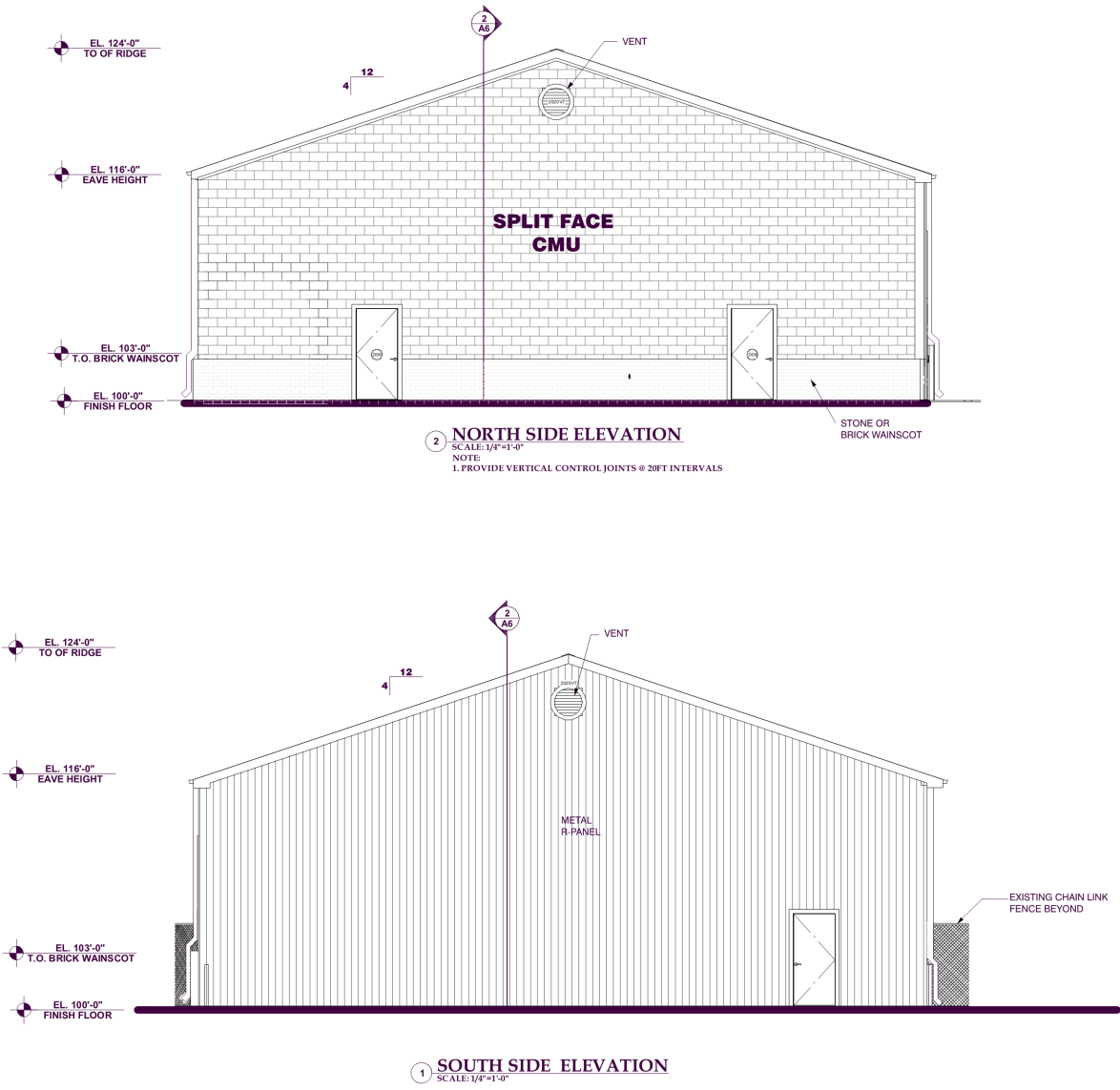
Date
NOVEMBER 18, 2019

Scale
AS INDICATED

Sheet

SP1

CASE NO. Z200302/CP200301



ZONING EXHIBIT/CONCEPT PLAN
CASE NO. Z200302/CP200301
PROPERTY DESCRIPTION:
SITE PLAN - 2.23 ACRES
TRACT 33 OF ISRAEL JENNINGS
SURVEY
ABSTRACT 679, PAGE 510,
CITY OF GRAND PRAIRIE, DALLAS
COUNTY

JV CADD, LLC
JOHN A. VILLARREAL
P.O. Box 1264
Wylie, Texas 75098
972-442-2135
Em: jvcadd@aol.com

**SEMI-TRUCK
REPAIR SHOP**
Luis Blanco
2625 W. Hunter Ferrell Rd.
Grand Prairie, 75050
(214) 815-5890

3	RESPONSE TO DRC COMMENTS	03-06-20
2	PAZ APPLICATION	02-11-20
1	SUBMITTED FOR OWNER APPROVAL	11-18-19
No.	Revision/Issue	DATE

CONSULTANT:

Project: **Z200302/CP200301 - ZONING CHANGE/CONCEPT PLAN - TRUCK REPAIR AND PARKING AT**
2625 W. Hunter Ferrell Rd., Grand Prairie, Texas 75050

CERTIFIED PROFESSIONAL, BUILDING DESIGNER
NATIONAL COUNCIL OF BUILDING DESIGNERS
JOHN A. VILLARREAL
03/04/20

JV CADD, LLC
Established Architecture/Design/Development
JOHN A. VILLARREAL
PROJECT CONSULTANT

P.O. Box 1264 972-429-9596
Wylie, Texas 75098 jvcadd@aol.com

Drawn By: **JAV**

Checked By: **JAV**

Project: **19-145**

Date: November 18, 2019

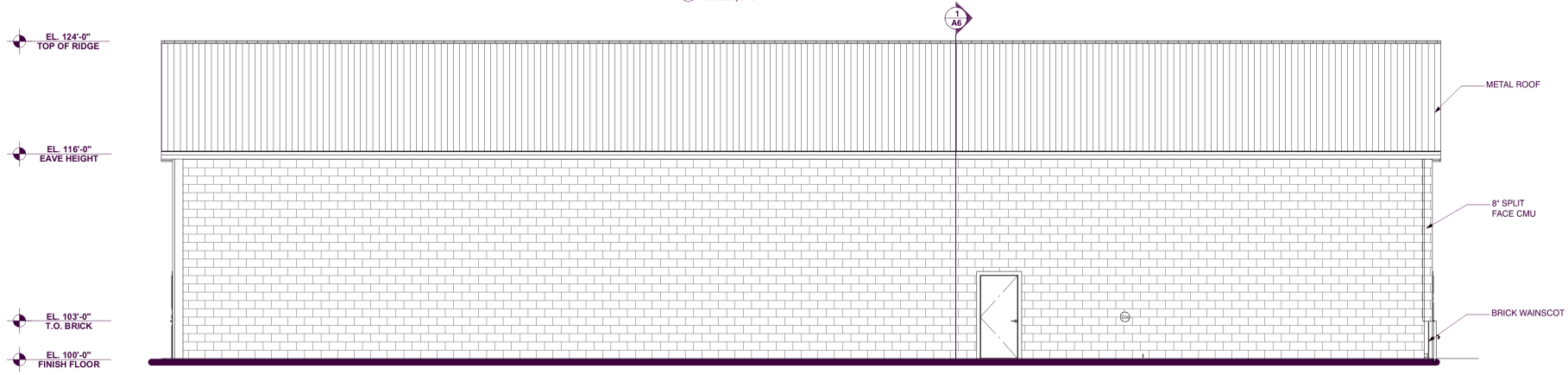
Scale: As Indicated

Sheet: **A4**

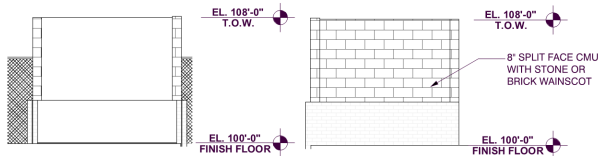
COPYRIGHT 2020
ALL RIGHTS RESERVED



2 WEST SIDE ELEVATION
SCALE: 1/4"=1'-0"



1 EAST SIDE ELEVATION
SCALE: 1/4"=1'-0"
NOTE:
1. PROVIDE VERTICAL CONTROL JOINTS @ 20FT INTERVALS



4 DUMPSTER
SCALE: 1/4"=1'-0"

3 DUMPSTER
SCALE: 1/4"=1'-0"

ZONING EXHIBIT/CONCEPT PLAN
CASE NO. Z200302/CP200301
PROPERTY DESCRIPTION:
SITE PLAN - 2.23 ACRES
TRACT 33 OF ISRAEL JENNINGS
SURVEY
ABSTRACT 679, PAGE 510,
CITY OF GRAND PRAIRIE, DALLAS
COUNTY

JV CADD, LLC
JOHN A. VILLARREAL
P.O. Box 1264
Wylie, Texas 75098
972-442-2135
E: jvcadd@aol.com

**SEMI-TRUCK
REPAIR SHOP**
Luis Blanco
2625 W. Hunter Ferrell Rd.
Grand Prairie, TX 75050
(214) 815-5890

No.	Revision/Issue	DATE
3	RESPONSE TO DRC COMMENTS	03-06-20
2	P&Z APPLICATION	02-11-20
1	SUBMITTED FOR OWNER APPROVAL	11-18-19

CONSULTANT:

**Z200302/CP200301 - ZONING CHANGE/
CONCEPT PLAN - TRUCK REPAIR AND
PARKING AT**
**2625 W. Hunter Ferrell Rd.
Grand Prairie, Texas 75050**



JV CADD, LLC
JOHN A. VILLARREAL
PROJECT CONSULTANT

P.O. Box 1264 Wylie, Texas 75098 972-429-8086 jvcadd@aol.com

Drawn By: JAV

Checked By: JAV

Project:

19-145

Date: November 18, 2019

Scale:

As Indicated

Sheet:

A5

COPYRIGHT 2020
ALL RIGHTS RESERVED



**REGULAR PLANNING AND ZONING COMMISSION
MEETING MINUTES
APRIL 13, 2020**

COMMISSIONERS PRESENT: Chairperson Josh Spare, Vice-Chairperson Shawn Connor, Secretary Max Coleman, and Commissioners, Eric Hedin, Cheryl Smith, Warren Landrum, Julia Perez, Bill Moser, Clayton Fisher.

COMMISSIONERS ABSENT: None

CITY STAFF PRESENT: Deputy City Manager Bill Crolley, Savannah Ware, Chief City Planner, Mark Dempsey, Deputy City Attorney, Brett Huntsman, Transportation Planner, and Chris Hartmann, Executive Assistant.

Chairperson Josh Spare called the meeting to order by Video Conference at 6:30 p.m. Commissioner Moser gave the invocation, commissioner Landrum led the pledge of allegiance to the US Flag, and the Texas Flag.

PUBLIC HEARING AGENDA Item #7 - Z200302/CP200301 - Zoning Change/Concept Plan - Truck Repair and Parking at 2625 W Hunter Ferrell Rd (Commissioner Fisher/City Council District 1). Chief City Planner Savannah Ware presented the case report and gave a Power Point presentation to rezone Planned Development-9 (PD-9) District to PD-Light Industrial (PD-LI) District consisting of 2.23 acres to allow for a Heavy Truck Repair & Heavy Truck Parking Facility. Generally located south of Hunter Ferrell Road and approximately 1,755 feet west MacArthur Boulevard addressed at 2625 Hunter Ferrell Road, out of Isreal Jennings Survey, Abstract 679, Page 570, Tract 33, City of Grand Prairie, Dallas County, Texas. The consultant is John Villarreal, JV CADD, LLC and the owner is Luis Blanco.

Ms. Ware stated the applicant intends to develop the subject property for Truck Repair and Parking. The Concept Plan depicts a 5,000 sq. ft. building and 19 parking spaces for trucks. The purpose of the request is to rezone the property to a Planned Development District with Light Industrial as the based zoning district that allows Heavy Truck Parking and Heavy Truck Repair by right. Heavy Truck Parking requires a Specific Use Permit for properties zoned LI. Heavy Truck Repair requires a Specific Use Permit when located within 300 ft. of any residential zoning district. The site is accessible from W Hunter Ferrell Rd. The Concept Plan depicts a 5,000 sq. ft. building to be use for Heavy Truck Repair and a parking lot with spaces for 19 trucks. The subject property is currently zone for residential use, which is consistent with the FLUM. Rezoning the property to LI with Heavy Truck Repair and Parking is inconsistent with the FLUM. There have been no physical changes to the area since adoption of the 2018 Comprehensive Plan that would warrant amending the FLUM. The 2018 Comprehensive Plan identifies this area for potential floodplain reclamation and medium density residential. Public input regarding this area of the City

shows a desire for more residential opportunities. This site is along the veloweb, a regional network of trails designed for bicyclists, pedestrians, and other non-motorized forms of transportation. The trail connects this property to the City's trailhead and Lone Star Trail. A DART bus stop is in front of the subject property. This creates a unique amenity and opportunity for creating housing near alternative forms of transportation. The proposed use is incompatible with the existing residential neighborhood. Rezoning the property to allow this use could have an adverse impact on the adjacent residential neighborhood. The subject property is within the floodplain. The owner will need to provide a Hydrologic/Hydrology Study to show that the property will not have, or cause, any adverse impacts upstream or downstream. Development at this location will require a Floodplain Development Permit and possibly a Letter of Map Revision base on fill, LOMR-F.

Ms. Ware stated the Development Review Committee recommends denial of the request.

Chairperson Spare stated there were no questions for staff, opened the public hearing, and called for individuals wishing to speak on this item.

John Villareal , 7028 Hillwood Drive, Sachse, TX was present representing the case and property owner Luis Blanco. He stated the denial of this request is a suprise to him he was not aware of staff's recommendation. He said Mr. Blanco has spent a lot of money on this property he needs to move forward with his development. Mr. Blanco is in the landscape business.

Chairperson Spare stated since the applicant states he was not aware of staff's recommendation he would like to table the case in order for staff to work with the applicant.

Commissioner Moser said he would like to make sure the applicant understands staff's recommendation, this issue has come up before and the Future Land Use Map dose not warrant this type of development and the Comprehensive Plan calls for single family residential, therefore he cannot support this request.

Mr. Crolley stated the recommendation would not change if the case is postponed, because of the FLUM, this has been an ongoing issue.

Commissioner Fisher stated he cannot support this request and tabling this case would not change his opinion.

There being no further discussion on the case commissioner Fisher moved to close the public hearing and deny case Z200302/CP200301. The action and vote being recorded as follows:

Motion: Fisher

Second: Moser

Ayes: Coleman, Connor, Fisher, Hedin, Landrum, Moser, Perez, Smith, Spare

Nays: None

Denied: 9-0

Motion: **carried.**



Legislation Details (With Text)

File #:	20-9902	Version:	1	Name:	Z200303/CP200302 - Zoning Change/Concept Plan - Jefferson Grand Prairie
Type:	Ordinance	Status:			Public Hearing Consent Agenda
File created:	4/2/2020	In control:			Planning and Zoning Commission
On agenda:	4/21/2020	Final action:			
Title:	Z200303/CP200302 - Zoning Change/Concept Plan - Jefferson Grand Prairie (City Council District 6). Zoning Change/Concept Plan for a multi-family and retail development with 24 dwelling units per acre and 19,000 sq. ft. of retail on 19.73 acres. Tract 17, Stephen B McCommas Survey, Abstract No. 888, City of Grand Prairie, Dallas County, Texas, zoned SF-1, within the I-20 Corridor Overlay District, generally located south of I-20 on the west side of Vineyard Rd, and addressed as 1225 E Interstate 20. The applicant is T. Miller Sylvan, JPI Real Estate Acquisition, LLC, the consultant is David Martin, Winstead PC, and the owner is Eric Clayton, JLH Inc. Loop 9 Joint Venture. On April 13, 2020, the Planning and Zoning Commission voted 9-0 to table this request to May 11, 2019; therefore, Council will need to table this request to May 19, 2020.				

Sponsors:

Indexes:

Code sections:

Attachments: [Exhibit A - Boundary Description.pdf](#)
[Exhibit B - Concept Plan.pdf](#)
[Exhibit C - Conceptual Renderings.pdf](#)
[Exhibit i - Proposed PD Standards.pdf](#)
[Exhibit ii - Neighborhood Correspondence.pdf](#)
[PZ Draft Minutes 04-13-2020.pdf](#)

Date	Ver.	Action By	Action	Result
4/13/2020	1	Planning and Zoning Commission		

From

Chris Hartmann

Title

Z200303/CP200302 - Zoning Change/Concept Plan - Jefferson Grand Prairie (City Council District 6). Zoning Change/Concept Plan for a multi-family and retail development with 24 dwelling units per acre and 19,000 sq. ft. of retail on 19.73 acres. Tract 17, Stephen B McCommas Survey, Abstract No. 888, City of Grand Prairie, Dallas County, Texas, zoned SF-1, within the I-20 Corridor Overlay District, generally located south of I-20 on the west side of Vineyard Rd, and addressed as 1225 E Interstate 20. The applicant is T. Miller Sylvan, JPI Real Estate Acquisition, LLC, the consultant is David Martin, Winstead PC, and the owner is Eric Clayton, JLH Inc. Loop 9 Joint Venture. **On April 13, 2020, the Planning and Zoning Commission voted 9-0 to table this request to May 11, 2019; therefore, Council will need to table this request to May 19, 2020.**

Presenter

Savannah Ware, AICP, Chief City Planner

Recommended Action

Approve

Analysis

SUMMARY:

Zoning Change/Concept Plan for a multi-family and retail development with 24 dwelling units per acre and 19,000 sq. ft. of retail on 19.73 acres. Tract 17, Stephen B McCommas Survey, Abstract No. 888, City of Grand Prairie, Dallas County, Texas, zoned SF-1, within the I-20 Corridor Overlay District, generally located south of I-20 on the west side of Vineyard Rd, and addressed as 1225 W Interstate 20.

PURPOSE OF REQUEST:

The purpose of the request is to rezone the subject property to a Planned Development District for Multi-Family and Commercial Uses.

ADJACENT LAND USES:

The following table summarizes the zoning designation and existing use for the surrounding properties.

Table 1: Adjacent Zoning and Land Uses

Direction	Zoning	Existing Use
North	PD-294B; PD-28	Undeveloped
South	SF-1	Church
West	PD-342; SF-1	QT, Hotel; Undeveloped
East	SF-1	Undeveloped, Single Family

PROPOSED USE CHARACTERISTICS AND FUNCTION:

The applicant is proposing a Planned Development District for Multi-Family and Commercial uses. The Concept Plan depicts two tracts totaling 19.73 acres. The applicant intends to develop 3.23 acres with I-20 frontage for commercial uses. The Concept Plan shows three restaurant/retail buildings and a central plaza.

The applicant intends to develop 16.5 acres for multi-family use. The Concept Plan shows 14 residential buildings and one leasing/clubhouse building. A linear open space amenity runs through the multi-family tract and includes a trail that connects to another open space amenity designed around an existing pond.

The applicant is proposing to develop the two tracts without a fence separating the commercial and multi-family uses. Gates will prevent vehicular access to the multi-family tract for non-residents but the open space amenity is designed to be used by both residents and non-residents.

A drive off of the I-20 frontage road will provide access to both the commercial and multi-family developments. The applicant is proposing to use an existing drive off of Lake Ridge Pkwy to provide access to the multi-family. This drive is located between the Quick Trip convenience store and Staybridge Hotel (currently under construction). The drive is located on hotel property. The applicant has obtained written permission from the property owner to make improvements and extend the existing access easement to the property line.

In conjunction with this development request, the applicant submitted a Traffic Impact Analysis (TIA) to the Transportation Department. The purpose of a TIA is to analyze the impact of a proposed development on the existing road network and identify improvements necessary to mitigate impacts.

The TIA indicates that the Lake Ridge Pkwy and I-20 intersections are currently operating beyond capacity. The proposed development would add additional volumes to this intersection. Staff worked with the applicant to develop on-site improvements, as well as identify long-term strategies to improve the overall efficiency of

the network.

The TIA recommends that the applicant do the following to mitigate development impact:

1. Install an eastbound right-turn deceleration lane at the intersection of I-20 Eastbound Frontage Road and Drive 1;
2. Restripe the QT access drive along Lake Ridge Pkwy to provide two outbound lanes and one inbound lane; and
3. Improve about 300 linear ft. of Vineyard Rd from the I-20 frontage road to the retail drive.

The TIA also identified two mitigations that would alleviate some existing and anticipated traffic issues:

1. Install a northbound free right-turn at the intersection of I-20 Eastbound Frontage Road and Lake Ridge Pkwy; and
2. Expand Lake Ridge Pkwy through the I-20 interchange from a six-lane arterial to an eight-lane arterial to improve operations at the two signalized intersections to an acceptable level of service.

CONFORMANCE WITH THE COMPREHENSIVE PLAN:

The 2018 Comprehensive Plan's Future Land Use Map (FLUM) designates this location as Commercial/Retail/Office. Commercial uses are more intense than retail establishments, yet also provide goods and services for the public. Examples include hotels, automotive services, and big box retailers. Retail land use is intended to provide for a variety of restaurants, shops, grocery stores, and personal service establishments. Approval of this request will require an amendment to the FLUM.

ZONING REQUIREMENTS:

Commercial

The applicant is proposing Commercial (C) as the base zoning district with some modifications:

- No interior side yard setback shall be required.
- A Coffee Shop with a drive-through shall be allowed by right.
- No screening shall be required between Tract 1 and Tract 2.

Multi-Family

The applicant is proposing Multi-Family Three as the base zoning district with some modifications:

- Minimum rear yard setback shall be 20 ft.
- The number of one-bedroom units shall not exceed 65%.
- Garages shall account for 20% of required parking.
- Carports shall account for 10% of required parking.

ANALYSIS:

Planned development districts provide for design flexibility in combining and mixing uses into integral land use units. In the past, successful projects have been able to show how variances or deviations from the zoning standards contribute to a higher quality of development. The applicant is requesting variances to the setbacks in order to position buildings around an internal open space amenity. This open space is unique in that it is intended as an amenity for residents and non-residents.

The subject property is included in the 161 Focus Area in the 2018 Comprehensive Plan. The vision for this area is to create a rich commercial district and recreation destination through high quality entertainment and

commercial venues and retail services. The Comprehensive Plan includes photos to illustrate the type and quality of development envisioned for this area. Staff is concerned that the depth of the commercial tract is not sufficient to create the type of development envisioned for this area.

The property is within the I-20 Corridor Overlay District and is subject to Appendix F: Corridor Overlay District Standards. Appendix F is intended to produce high quality places by emphasizing elements like urban form and usable open space in addition to building design. One of the goals is to promote alternatives to strip development. Staff is concerned that the depth of the commercial tract is not sufficient to create an alternative to strip development.

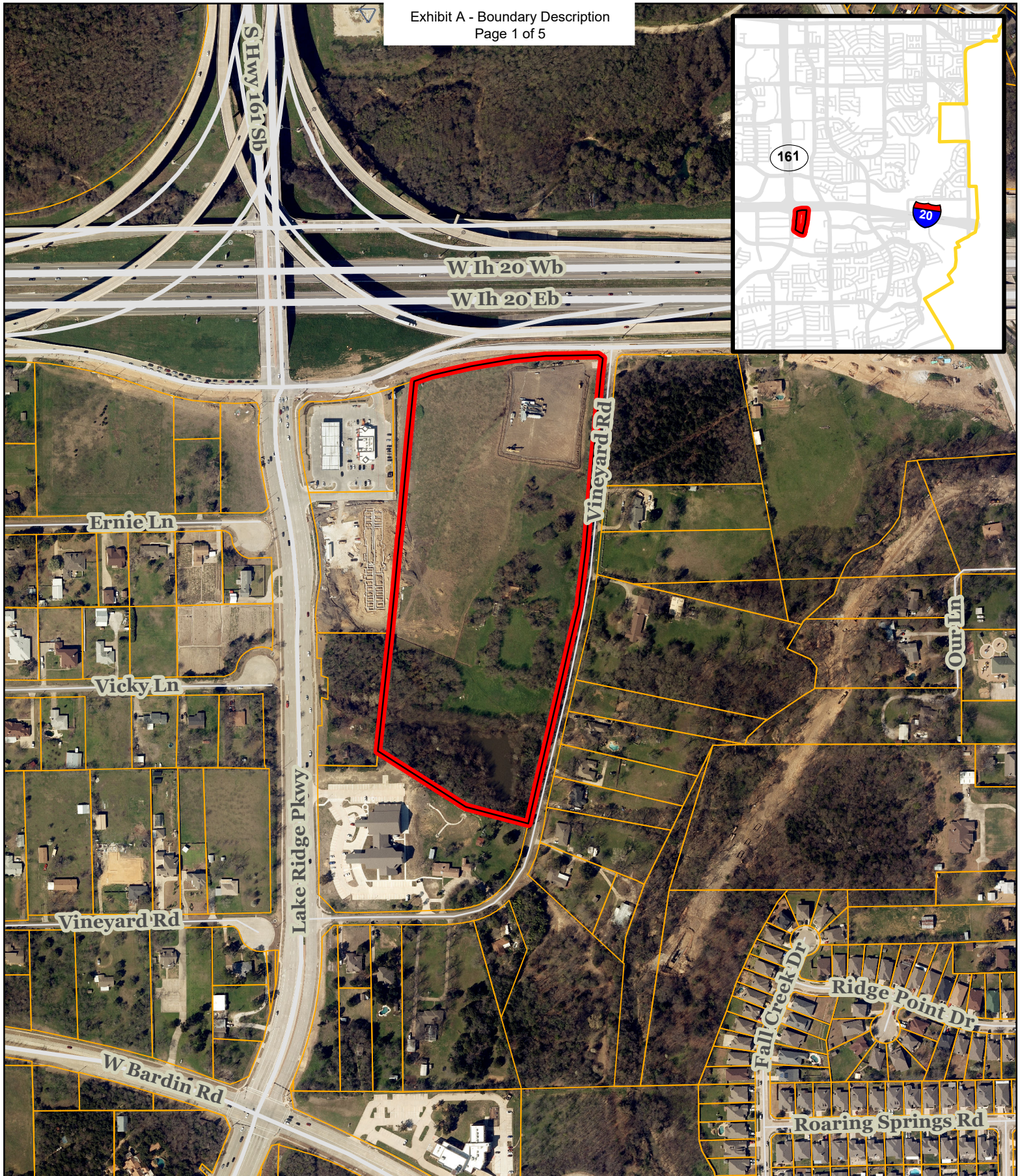
In 2019, City Council adopted a development and economic development policy. According to this policy, multi-family projects should be built on properties already zoned for multi-family development. The goal is to prevent properties intended for commercial development from being developed for multi-family.

RECOMMENDATION:

The Development Review Committee (DRC) recommends approval of the variances to the internal side setback, rear yard setback, and required screening between tracts and the following conditions:

1. Any drive-through, including a coffee shop with a drive-through, shall require approval of a Specific Use Permit;
2. Multi-family development shall meet Appendix W. During Site Plan review, the applicant may request an increase to the number of one-bedroom units and a decrease in required garage parking if the building design meets Appendix W recommendations;
3. The location, character, and amount of open space shall be consistent with what is shown on the Concept Plan;
4. The guidelines and requirements for Usable Open Space found in Appendix F shall apply to the open space amenity on the multi-family tract.

Body



ZONING DESCRIPTION

(REFERENCE SURVEY PLAT BY KEETON SURVEYING COMPANY, DATED 06/05/2014, REVISED 12/09/2019)

BEING a tract of land in the Stephen B. McCommas Survey, Abstract No. 888, City of Grand Prairie, Dallas County, Texas, and being a portion of a 19.771 acre tract of land described in deed to J.L.H. Inc. Loop 9 Joint Venture, recorded in Inst. No. 201600217509 of the Official Public Records of Dallas County, Texas, and being more particularly as follows:

BEGINNING at the intersection of the south line of Interstate Highway 20 (Formerly Fish Creek Road) (Variable width right-of-way) with the west line of Vineyard Road (60 foot wide right-of-way);

THENCE South 05°37'01" West, with the west line of said Vineyard Road for a distance of 761.57 feet to a point for corner;

THENCE South 12°34'05" West, with the west line of said Vineyard Road for a distance of 807.44 feet to the northeast corner of Lot 1, Block 1, Seventh-Day Adventist Addition, an addition to the City of Grand Prairie, Dallas County, Texas, according to the plat thereof recorded in Instrument No. 201000133431, Official Public Records of Dallas County, Texas;

THENCE North 75°28'04" West with the north line of said Lot 1 for a distance of 201.58 feet to a point for corner;

THENCE North 56°45'30" West, with the north line of said Lot 1, for a distance of 365.15 feet to a point in the east line of a tract of land conveyed to Maha and Maber Bsiso by deed record in Volume 95052, Page 423, of the Deed Records of Dallas County, Texas;

THENCE North 05°23'01" East, with the east line of said Maha and Maber Bsiso tract for a distance of 374.41 feet to the northeast corner of said Maber and Maha Tract and the southeast corner of Lot 2, Block 1, QT 946 Addition according to the plat thereof recorded in Inst No. 201700222694, of the Official Public Records of Dallas County, Texas;

THENCE North 05°39'40" East, with the west line of said Loop 9 Joint Venture tract and the east line of said Lot 2, Block 1, QT 946 Addition a distance of 849.84 feet to the northeast corner of said Lot 2, Block 1, QT 946 Addition and the northwest corner of said Loop 9 Joint Venture tract and being in the south line of said Interstate Highway 20;

THENCE North 73°00'42" East, with the north line of said Loop 9 Joint Venture Tract and the south line of said Interstate Highway 20, for a distance of 75.00 feet to an angle point,

THENCE North 76°05'22" East, with the north line of said Loop 9 Joint Venture tract and the south line of said Interstate Highway 20 for a distance of 75.00 feet to an angle point;

THENCE North 79°10'02" East, with the north line of said Loop 9 Joint Venture tract and the south line of said Interstate Highway 20, for a distance of 75.00 feet to an angle point;

THENCE North 82°14'41" East, with the north line of said Loop 9 Joint Venture tract and the south line of said Interstate Highway 20, for a distance of 75.00 feet to an angle point;

THENCE North 85°19'21" East, with the north line of said Loop 9 Joint Venture tract and the south line of said Interstate Highway 20, for a distance of 75.00 feet to an angle point;

THENCE North 82°21'21" East, with the north line of said Loop 9 Joint Venture tract and the south line of said Interstate Highway 20, for a distance of 24.74 feet to the southwest corner of a 0.0275 acre tract described in deed as Parcel 1 to The State of Texas, recorded in Inst No. 201600284985, Official Public Records of Dallas County, Texas;

THENCE North 89°30'30" East, with the south line of said State of Texas tract and same being the south line of said Interstate Highway 20, for a distance of 106.73 feet to the beginning of a curve to the left;

THENCE with said curve to the left and along the southerly right-of-way line of said Interstate Highway 20 having a radius of 5751.57 feet, arc length of 66.91 feet and a chord which bears North 89°10'31" East, 66.91 feet to a point for corner;

THENCE North 88°50'31" East, with the south line of said State of Texas tract same being the south line of said Interstate Highway 20, for a distance of 66.43 feet to the **POINT OF BEGINNING** and containing 19.74 acres of land.

This document was prepared under 22 TAC §663.21, does not reflect the results of an on the ground survey, and is not to be used to convey or establish interests in real property except those rights and interests implied or established by the creation or reconfiguration of the boundary of the political subdivision for which it was prepared.

TRACT 1:

BEING a tract of land in the Stephen B. McCommas Survey, Abstract No. 888, City of Grand Prairie, Dallas County, Texas, and being a portion of a 19.771 acre tract of land described in deed to J.L.H. Inc. Loop 9 Joint Venture, recorded in Inst. No. 201600217509 of the Official Public Records of Dallas County, Texas, and being more particularly as follows:

BEGINNING at the intersection of the south line of Interstate Highway 20 (Formerly Fish Creek Road) (Variable width right-of-way) with the west line of Vineyard Road (60 foot wide right-of-way);

THENCE South 5°37'01" West, with the west line of said Vineyard Road for a distance of 277.75 feet to a point for corner;

THENCE North 84°22'59" West, a distance of 621.38 feet to a point for corner in the west line of said Loop 9 Joint Venture tract and the east line of Lot 2, Block 1, QT 946 Addition according to the plat thereof recorded in Inst No. 201700222694, of the Official Public Records of Dallas County, Texas;

THENCE North 5°39'40" East, with the west line of said Loop 9 Joint Venture tract and the east line of said Lot 2, Block 1, QT 946 Addition a distance of 139.49 feet to the northeast corner of said Lot 2, Block 1, QT 946 Addition and the northwest corner of said Loop 9 Joint Venture tract and being in the south line of said Interstate Highway 20;

THENCE North 73°00'42" East, with the north line of said Loop 9 Joint Venture Tract and the south line of said Interstate Highway 20, for a distance of 75.00 feet to an angle point,

THENCE North 76°05'22" East, with the north line of said Loop 9 Joint Venture tract and the south line of said Interstate Highway 20 for a distance of 75.00 feet to an angle point;

THENCE North 79°10'02" East, with the north line of said Loop 9 Joint Venture tract and the south line of said Interstate Highway 20, for a distance of 75.00 feet to an angle point;

THENCE North 82°14'41" East, with the north line of said Loop 9 Joint Venture tract and the south line of said Interstate Highway 20, for a distance of 75.00 feet to an angle point;

THENCE North 85°19'21" East, with the north line of said Loop 9 Joint Venture tract and the south line of said Interstate Highway 20, for a distance of 75.00 feet to an angle point;

THENCE North 82°21'21" East, with the north line of said Loop 9 Joint Venture tract and the south line of said Interstate Highway 20, for a distance of 24.74 feet to the southwest corner of a 0.0275 acre tract described in deed as Parcel 1 to The State of Texas, recorded in Inst No. 201600284985, Official Public Records of Dallas County, Texas;

THENCE North 89°30'30" East, with the south line of said State of Texas tract and same being the south line of said Interstate Highway 20, for a distance of 106.73 feet to the beginning of a curve to the left;

THENCE with said curve to the left and along the southerly right-of-way line of said Interstate Highway 20 having a radius of 5751.57 feet, arc length of 66.91 feet and a chord which bears North 89°10'31" East, 66.91 feet to a point for corner;

THENCE North 88°50'31" East, with the south line of said State of Texas tract same being the south line of said Interstate Highway 20, for a distance of 66.43 feet to the **POINT OF BEGINNING** and containing 3.24 acres of land.

This document was prepared under 22 TAC §663.21, does not reflect the results of an on the ground survey, and is not to be used to convey or establish interests in real property except those rights and interests implied or established by the creation or reconfiguration of the boundary of the political subdivision for which it was prepared.

TRACT 2:

BEING a tract of land in the Stephen B. McCommas Survey, Abstract No. 888, City of Grand Prairie, Dallas County, Texas, and being a portion of a 19.771 acre tract of land described in deed

to J.L.H. Inc. Loop 9 Joint Venture, recorded in Inst. No. 201600217509 of the Official Public Records of Dallas County, Texas, and being more particularly as follows:

COMMENCING from the intersection of the south line of Interstate Highway 20 (Formerly Fish Creek Road) (Variable width right-of-way) with the west line of Vineyard Road (60 foot wide right-of-way);

THENCE South 5°37'01" West, with the west line of said Vineyard Road for a distance of 277.75 feet to a point for corner, being the **POINT OF BEGINNING**;

THENCE South 5°37'01" West, with the west line of said Vineyard Road for a distance of 483.82 feet to a point for corner;

THENCE South 12°34'05" West, with the west line of said Vineyard Road for a distance of 807.44 feet to the northeast corner of Lot 1, Block 1, Seventh-Day Adventist Addition, an addition to the City of Grand Prairie, Dallas County, Texas, according to the plat thereof recorded in Instrument No. 201000133431, Official Public Records of Dallas County, Texas;

THENCE North 75°28'04" West, with the north line of said Lot 1 for a distance of 201.58 feet to a point for corner;

THENCE North 56°45'30" West, with the north line of said Lot 1, for a distance of 365.15 feet to a point in the east line of a tract of land conveyed to Maha and Mabersiso by deed record in Volume 95052, Page 423, of the Deed Records of Dallas County, Texas;

THENCE North 05°23'01" East, with the east line of said Maha and Mabersiso tract for a distance of 374.41 feet to the northeast corner of said Mabersiso and Maha Tract and the southeast corner of Lot 2, Block 1, QT 946 Addition according to the plat thereof recorded in Inst No. 201700222694, of the Official Public Records of Dallas County, Texas;

THENCE North 05°39'40" East, with the west line of said Loop 9 Joint Venture tract and the east line of said Lot 2, Block 1, QT 946 Addition a distance of 710.35 to a point for corner;

THENCE South 84°22'59" East, a distance of 621.38 feet to the **POINT OF BEGINNING** and containing 16.50 acres of land.

This document was prepared under 22 TAC §663.21, does not reflect the results of an on the ground survey, and is not to be used to convey or establish interests in real property except those rights and interests implied or established by the creation or reconfiguration of the boundary of the political subdivision for which it was prepared.

Exhibit B - Concept Plan
Page 1 of 1



Jefferson Grand Prairie
Grand Prairie, Texas
JPI

Womack+Hampton
ARCHITECTS, L.L.C.
Dallas, Texas 75201
Phone 214 512 5000
Fax 214 512 5001
Email info@womackhampton.com



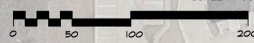
Sheet Number:

A1.1
SITE

01 SITE PLAN

MARCH 27, 2020

CASE # Z200303/CP200302



SCALE: 1" = 50'



Concept Leasing Rendering

March 24, 2020

Prepared For:



JPI Grand Prairie

Grand Prairie, Texas

Prepared By:



Womack + Hampton
Architects, L.L.C.
4311 Oak Lawn Avenue, Suite 50
Dallas, Texas 75219
TEL 214.252.9000 FAX 214.252.9080
www.womackhampton.com

Job No. 19019



Concept Rendering

March 19, 2020

Prepared For:



JPI Grand Prairie

Grand Prairie, Texas

Prepared By:



Womack + Hampton
Architects, L.L.C.
4311 Oak Lawn Avenue, Suite 50
Dallas, Texas 75219
TEL 214.252.9000 FAX 214.252.9080
www.womackhampton.com

Job No. 19019

PD Conditions

I. In General

- a. Development shall generally comply with Exhibit _ – Concept Plan.
- b. Common amenities and open space shall be provided in the locations and of comparable in character and size as generally depicted on the Concept Plan. The final location of the proposed amenity and trail extension indicated on the Concept Plan shall be determined on the final site plan.
- c. The Property may be developed in phases.
- d. Screening
 - i. No screening is required between Tract 1 and Tract 2 as shown on the Concept Plan.
 - ii. A 6-foot masonry screening wall is required along Vineyard Road. The masonry wall may be located above a retaining wall and the combined height shall not exceed 6 feet in height.
 - iii. A “type 2” wrought-iron screening fence with masonry pillars is required along the portion of the Property adjacent to a church use. Maximum height is 6 feet.

II. Tract 1 (Commercial) (3.23 acres)

- a. Definition
 - i. “Coffee Shop” means a restaurant that primarily serves coffee and related products. A coffee shop may include a drive-through.
- b. Uses
 - i. Unless otherwise stated, permitted uses shall be those uses allowed in the Commercial (C) district as described in the Unified Development Code (UDC) subject to the same conditions as described in the UDC.
 - ii. Coffee Shop is a permitted use. Otherwise, drive-through restaurants are prohibited.
- c. Yard, lot, & space
 - i. Unless otherwise stated, the density and dimensional requirements for the Commercial (C) district as described in the UDC shall apply.
 - ii. No interior side yard building setback is required.
- d. Design standards
 - i. The Corridor Overlay District standards as described in Appendix F of the UDC shall apply.
- e. Miscellaneous
 - i. All site plan submittals required for development shall be required at the time of development of Tract 1.

III. Tract 2 (Multi-family) (16.5 acres)

- a. Uses
 - i. Permitted use shall be multi-family, subject to the same conditions as the Multi-Family-Three (MF-3) district as described in the UDC.

b. Yard, lot, and space

- i. Unless otherwise stated, the density and dimensional requirements for the MF-3 district as described in the UDC shall apply.
- ii. Maximum ratio of one-bedroom dwelling units is 65%.
- iii. Minimum rear yard building setback is 20 feet.
- iv. Minimum living area is 750 square feet per unit.

c. Design Standards

- i. Unless otherwise stated, the Residential Development Standards as described Appendix W in the UDC shall apply.
- ii. Minimum ratio of required parking spaces provided by garage is 20%.
- iii. Minimum ratio of required parking spaces provided by covered parking is 10%.
- iv. Building elevations are required and must be approved prior to development.

Savannah Ware

From: Whitcomb Larry [REDACTED]
Sent: Wednesday, April 8, 2020 5:40 PM
To: Savannah Ware
Subject: RE: Zoning of area between Vineyard road and Lakeridge pkwy

Larry Whitcomb
4021 Vineyard Road
Grand Prairie Texas
75052

[Sent from Yahoo Mail on Android](#)

On Wed, Apr 8, 2020 at 1:57 PM, Savannah Ware
<sware@GPTX.org> wrote:

Hello Larry,

Will you resend the email below and include your name and address?

Thank you,

Savannah Ware, AICP

Chief City Planner

Development Services

City of Grand Prairie

300 W Main St.

P: 972-237-8258

From: Whitcomb Larry [REDACTED]
Sent: Wednesday, April 8, 2020 1:28 PM
To: Savannah Ware <sware@GPTX.org>
Subject: Zoning of area between Vineyard road and Lakeridge pkwy

After discussing the current zoning of our area with those who are most affected, it is our desire to keep the zoning status as it is.

I request that any meetings affecting the zoning status of the area between Vineyard road and Lakeridge Pkwy, be tabled until after the lock down due to Covid-19, is lifted, so that we can have traditional meetings.

I am not tech savvy enough to be comfortable with virtual (ZOOM) type meetings. Thank you for your consideration.

[Sent from Yahoo Mail on Android](#)

Savannah Ware

From: Cathy Dimaggio
Sent: Friday, April 10, 2020 9:33 AM
To: Bill Crolley; Savannah Ware
Subject: FW: Proposed Development, Zoning Change at Lake Ridge Pkwy & Vineyard Rd. Case #Z200303/CP200302

FYI

From: Jeff Wooldridge <jwooldridge@GPTX.org>
Sent: Thursday, April 9, 2020 10:32 PM
To: Billy Branum [REDACTED]
Cc: Jeff Copeland <jcopeland@GPTX.org>; Greg Giessner <ggiessner@GPTX.org>; Mayor Ron Jensen <MayorRonJensen@GPTX.org>
Subject: Re: Proposed Development, Zoning Change at Lake Ridge Pkwy & Vineyard Rd. Case #Z200303/CP200302

Billy,
As Mayor Jensen stated we will look into how we will be handling speakers during our meetings. If you could please email me the concerns for or against this project that would be great.

Thank you for your email.

Jeff Wooldridge
City Councilman, District 6
City of Grand Prairie, Texas

On Apr 9, 2020, at 9:16 PM, Billy Branum [REDACTED] wrote:

Dear Council Members and Mayor:

The above referenced case is scheduled to go before the Planning & Zoning Commission on Monday, April 13, 2020.

Due to the current COVID-19 shelter-in-place orders, residents in the area cannot meet to discuss potential zoning changes that will *dramatically* affect our neighborhood. Therefore, we request that any decisions regarding planning and development for this property be postponed until the shelter-in-place orders are lifted.

Please advise if I should also direct this request to the members of the Planning & Zoning Commission.

Thank you for your consideration in this important matter.

Sincerely,
Brent & Donna Branum
1009 West I-20

Grand Prairie, TX 75052
214-543-5212



**REGULAR PLANNING AND ZONING COMMISSION
MEETING MINUTES
APRIL 13, 2020**

COMMISSIONERS PRESENT: Chairperson Josh Spare, Vice-Chairperson Shawn Connor, Secretary Max Coleman, and Commissioners, Eric Hedin, Cheryl Smith, Warren Landrum, Julia Perez, Bill Moser, Clayton Fisher.

COMMISSIONERS ABSENT: None

CITY STAFF PRESENT: Deputy City Manager Bill Crolley, Savannah Ware, Chief City Planner, Mark Dempsey, Deputy City Attorney, Brett Huntsman, Transportation Planner, and Chris Hartmann, Executive Assistant.

Chairperson Josh Spare called the meeting to order by Video Conference at 6:30 p.m. Commissioner Moser gave the invocation, commissioner Landrum led the pledge of allegiance to the US Flag, and the Texas Flag.

PUBLIC HEARING AGENDA Item #8 - Z200303/CP200302 - Zoning Change/Concept Plan - Jefferson Grand Prairie (Commissioner Spare/City Council District 6). Chief City Planner Savannah Ware presented the case report and gave a Power Point presentation for a Zoning Change/Concept Plan for a multi-family and retail development with 29 dwelling units per acre and 19,000 sq. ft. of retail on 16.46 acres. Tract 17, Stephen B McCommas Survey, Abstract No. 888, City of Grand Prairie, Dallas County, Texas, zoned SF-1, within the I-20 Corridor Overlay District, generally located south of I-20 on the west side of Vineyard Rd, and addressed as 1225 E Interstate 20. The applicant is T. Miller Sylvan, JPI Real Estate Acquisition, LLC, the consultant is David Martin, Winstead PC, and the owner is Eric Clayton, JLH Inc. Loop 9 Joint Venture.

Ms. Ware stated the applicant is proposing a Planned Development District for Multi-Family and Commercial uses. The Concept Plan depicts two tracts totaling 19.73 acres. The applicant intends to develop 3.23 acres with I-20 frontage for commercial uses. The Concept Plan shows three restaurant/retail buildings and a central plaza. The applicant intends to develop 16.5 acres for multi-family use. The Concept Plan shows 14 residential buildings and one leasing/clubhouse building. A linear open space amenity runs through the multi-family tract and includes a trail that connects to another open space amenity designed around an existing pond. The applicant is proposing to develop the two tracts without a fence separating the commercial and multi-family uses. Gates will prevent vehicular access to the multi-family tract for non-residents but the open space amenity is designed to be used by both residents and non-residents. A drive off of the I-20 frontage road will provide access to both the commercial and multi-family developments. The applicant is proposing to use an existing drive off of Lake Ridge Pkwy to provide access to the multi-family. This drive is located between the Quick Trip convenience store and Staybridge Hotel (currently under construction). The drive is

located on hotel property. The applicant has obtained written permission from the property owner to make improvements and extend the existing access easement to the property line. In conjunction with this development request, the applicant submitted a Traffic Impact Analysis to the Transportation Department. The purpose of a TIA is to analyze the impact of a proposed development on the existing road network and identify improvements necessary to mitigate impacts. The TIA indicates that the Lake Ridge Pkwy and I-20 intersections are currently operating beyond capacity. The proposed development would add additional volumes to this intersection. Staff worked with the applicant to develop on-site improvements, as well as identify long-term strategies to improve the overall efficiency of the network. The TIA recommends that the applicant do the following to mitigate development impact:

1. Install an eastbound right-turn deceleration lane at the intersection of I-20 Eastbound Frontage Road and Drive 1;
2. Restripe the QT access drive along Lake Ridge Pkwy to provide two outbound lanes and one inbound lane; and
3. Improve about 300 linear ft. of Vineyard Rd from the I-20 frontage road to the retail drive.

The TIA also identified two mitigations that would alleviate some existing and anticipated traffic issues:

1. Install a northbound free right-turn at the intersection of I-20 Eastbound Frontage Road and Lake Ridge Pkwy; and
2. Expand Lake Ridge Pkwy through the I-20 interchange from a six-lane arterial to an eight-lane arterial to improve operations at the two signalized intersections to an acceptable level of service.

Ms. Ware stated the applicant is proposing Commercial as the base zoning district with some modifications:

- No interior side yard setback shall be required.
- A Coffee Shop with a drive-through shall be allowed by right.
- No screening shall be required between Tract 1 and Tract 2.

Ms. Ware stated the applicant is proposing Multi-Family Three as the base zoning district with some modifications:

- Minimum rear yard setback shall be 20 ft.
- The number of one-bedroom units shall not exceed 65%.
- Garages shall account for 20% of required parking.
- Carports shall account for 10% of required parking.

Ms. Ware stated the Planned development districts provide for design flexibility in combining and mixing uses into integral land use units. In the past, successful projects have been able to show how variances or deviations from the zoning standards contribute to a higher quality of development. The applicant is requesting variances to the setbacks in order to position buildings around an internal open space amenity. This open space is unique in that it is intended as an amenity for residents and non-residents. The subject property is included in the 161 Focus Area in the 2018 Comprehensive Plan. The vision for this area is to create a rich commercial district and recreation destination through high quality entertainment and commercial venues and retail services. The Comprehensive Plan

includes photos to illustrate the type and quality of development envisioned for this area. Staff is concerned that the depth of the commercial tract is not sufficient to create the type of development envisioned for this area. The property is within the I-20 Corridor Overlay District and is subject to Appendix F: Corridor Overlay District Standards. Appendix F is intended to produce high quality places by emphasizing elements like urban form and usable open space in addition to building design. One of the goals is to promote alternatives to strip development. Staff is concerned that the depth of the commercial tract is not sufficient to create an alternative to strip development. In 2019, City Council adopted a development and economic development policy. According to this policy, multi-family projects should be built on properties already zoned for multi-family development. The goal is to prevent properties intended for commercial development from being develop for multi-family.

Ms. Ware stated the Development Review Committee (DRC) recommends approval of the variances to the internal side setback, rear yard setback, and required screening between tracts and the following conditions:

1. Any drive-through, including a coffee shop with a drive-through, shall require approval of a Specific Use Permit;
2. Multi-family development shall meet Appendix W. During Site Plan review, the applicant may request an increase to the number of one-bedroom units and a decrease in required garage parking if the building design meets Appendix W recommendations;
3. The location, character, and amount of open space shall be consistent with what is shown on the Concept Plan;
4. The guidelines and requirements for Usable Open Space found in Appendix F shall apply to the open space amenity on the multi-family tract.

Chairperson Spare stated there were no questions for staff, and read the names of people in opposition to this request. Most of the email were requesting the case be table until after the lock down, due to the COVID-19 is lifted in order to be able to attend a regular meeting and obtain more information on this development.

Larry Whitcomb, 4021 Vineyard Road, Grand Prairie, TX
Brent & Donna Branum, 1009 West I-20, Grand Prairie, TX
Pastor Carlos Pasillas with Seventh Day Adventist Church, 4125 Lake Ridge Pkwy.,
Grand Prairie, TX
Victor Martinez, 4025 Vineyard Road, Grand Prairie, TX
Timothy Neuverth and family
Chris & Tammy Killough, 4033 Vineyard Road, Grand Prairie, TX

Commissioner Smith stated she agrees the case should be table to make sure everyone has an opportunity to speak.

Commissioner Connor asked depending on what happens with COVID-19 how long should the case be table.

Chairperson Spare stated he would like to table the case for 30 days.

T Miller Sylvan with JPI Real Estate Acquisition, LLC, 600 East Las Colinas, Ste 1800, Irving, TX, stated the are in agreement with the tabling, but would ask that they be tabled for two weeks, then if need to an additional two weeks after that. He said they have spoken with several citizens in the neighborhood.

Brent & Donna Branum, 1009 West I-20, Grand Prairie, TX, stated they have own their property for over 50 years and appreciate tabling case.

Norma & Rafael Hernandez own 5 acres on Vineyard Road. She stated they did their homework and check with the city to see what the surrounding area was zone when they purchased their property. This is their forever home. Mrs. Hernandez is asking that the current zoning remain in place, because there is already a lot of multi-family constructed in the area along I-20, Robinson Road, and Hwy 161.

Debra Whitcomb, 4021 Vineyard Road, Grand Prairie, TX, asked that the case be table for 30 days, this is their neighborhood. She would like to know what this development could do to the exiting flooding in the area. She noted this development would also affect the east side of Lake Ridge.

Larry Whitcomb, 4021 Vineyard Road, Grand Prairie, TX stated he is speaking on behalf of the Church they wanting to have a neighborhood meeting as soon as they are permitted to do so.

Tommy Mann with Winstead, Dallas, TX stated they have a prepared presentation that they would be more than happy to share with the residences.

There being no further discussion on the case commissioner Spare moved to table Z200303/CP200302 to the May 11, 2020 P&Z meeting. The action and vote being recorded as follows:

Motion: Spare

Second: Connor

Ayes: Coleman, Connor, Fisher, Hedin, Landrum, Moser, Perez, Smith, Spare

Nays: None

Approved to Table: 9-0

Motion: **carried.**



Legislation Details (With Text)

File #:	20-9901	Version:	1	Name:	Z200402 - Zoning Change - 830 Tuskege Single-Family
Type:	Ordinance	Status:			Public Hearing Consent Agenda
File created:	4/2/2020	In control:			Planning and Zoning Commission
On agenda:	4/21/2020	Final action:			
Title:	Z200402 - Zoning Change - 830 Tuskegee Single-Family (City Council District 1). A request to change the zoning from NS Neighborhood Service, to SF-4 Single-Family Four District to allow for a single-family dwelling. Located at 830 Tuskegee Street, legally described as Lot 8, Block 9, Tyre Estates Addition, City of Grand Prairie, Tarrant County, Texas. The applicant is Frank Alanzo and the owner is Manuel Garcia. On April 13, 2020, the Planning and Zoning Commission recommended approval of this request by a vote of 9-0.				

Sponsors:

Indexes:

Code sections:

Attachments: [Exhibit A- Location Map](#)
[PZ Draft Minutes 04-13-2020.pdf](#)

Date	Ver.	Action By	Action	Result
4/13/2020	1	Planning and Zoning Commission		

From

Chris Hartmann

Title

Z200402 - Zoning Change - 830 Tuskegee Single-Family (City Council District 1). A request to change the zoning from NS Neighborhood Service, to SF-4 Single-Family Four District to allow for a single-family dwelling. Located at 830 Tuskegee Street, legally described as Lot 8, Block 9, Tyre Estates Addition, City of Grand Prairie, Tarrant County, Texas. The applicant is Frank Alanzo and the owner is Manuel Garcia. **On April 13, 2020, the Planning and Zoning Commission recommended approval of this request by a vote of 9-0.**

Presenter

Savannah Ware, AICP, Chief City Planner

Recommended Action

Approve

Analysis

SUMMARY:

A request to change the zoning from "NS" Neighborhood Service to "SF-4" Single-Family Four Residential District to allow for one residential dwelling on 0.19 acres.

Table 1: Adjacent Zoning and Land Uses

Direction	Zoning	Existing Use
North	NS, SF-4	Single-Family R
South	NS, SF-4	Single-Family R
West	SF-4	Single-Family R
East	SF-4	Single-Family R

PURPOSE OF REQUEST:

The purpose of this request is to change the zoning on 0.19 acres from “NS” to “SF-4” to allow for the construction of a single-family residence. The lot reasonably accommodates the uses permitted in the “SF-4” base zoning district, and staff has found no indication of adverse impacts on neighboring lands in relation to this zoning, or adverse effects on the public health, safety, or welfare. Approving the change to “SF-4” will align the zoning to the proposed use of the property.

CONFORMANCE WITH COMPREHENSIVE PLAN:

The Future Land Use Map (FLUM) designates the subject property as Low Density Residential (LDR). Low Density Residential according to the Comprehensive Plan is 0-6 dwelling units per net acre. Considering this property will have one dwelling unit on 0.19 acres, the request is consistent with the FLUM.

ZONING REQUIREMENTS

The existing base zoning is “NS” Neighborhood Service District. The proposed base zoning for the 0.3584 acres is “SF-4”. All zoning will defer to the Unified Development Code (UDC) as amended.

Dimensional Requirements

The following outlines the minimum dimensional requirements of the “SF-4” district and provides an analysis of the proposed compliance with the district.

Standard	Required	Meets
Minimum Lot Area	7,200 s.f.	Yes
Minimum Lot Width	60 ft.	Yes
Minimum Lot Depth	110 ft.	Yes
Minimum Front Yard Setback	25 ft.	Yes

VARIANCES:

None.

RECOMMENDATION:

DRC recommends approval of the proposed zone change from “NS” to “SF-4”.

Body

AN ORDINANCE AMENDING THE ZONING ORDINANCE AND MAP TO REZONE LOT 8, BLOCK 9, TYRE ESTATES ADDITION, CITY OF GRAND PRAIRIE, TARRANT COUNTY, TEXAS, LOCATED AT 830 TUSKEGEE ROAD, FROM NS NEIGHBORHOOD SERVICE DISTRICT TO SF-4 SINGLE-FAMILY FOUR RESIDENTIAL DISTRICT; SAID

ZONING MAP AND ORDINANCE BEING ORDINANCE NUMBER 4779 AND PASSED ON NOVEMBER 20, 1990; REPEALING ALL ORDINANCES OR PARTS OF ORDINANCES IN CONFLICT HEREWITH; CONTAINING A SAVINGS CLAUSE; AND TO BECOME EFFECTIVE UPON ITS PASSAGE AND APPROVAL.

WHEREAS, the owners of the property described herein below filed application with the City of Grand Prairie, Texas, petitioning an amendment of the Zoning Ordinance and map of said city so as to rezone and reclassify said property from its classification of **NS Neighborhood Service District to SF-4 Single-Family Four Residential District**; and

WHEREAS, the Planning and Zoning Commission of Grand Prairie, Texas, held a public hearing on said application on **April 13, 2020**, after written notice of such public hearing before the Planning and Zoning Commission on the proposed rezoning had been sent to owners of real property lying within 300 feet of the property on which the change of classification is proposed, said Notice having been given not less than ten (10) days before the date set for hearing to all such owners who rendered their said property for City taxes as the ownership appears on the last approved City Tax Roll, and such Notice being served by depositing the same, properly addressed and postage paid, in the City Post Office; and

WHEREAS, after consideration of said application, the Planning and Zoning Commission of the City of Grand Prairie, Texas voted **8-0** to recommend approval to the City Council of Grand Prairie, Texas, of the request that the hereinafter described property be rezoned from its classification of **NS Neighborhood Service to SF-4 Single-Family Four Residential District**; and

WHEREAS, Notice was given of a further public hearing to be held by the City Council of the City of Grand Prairie, Texas, in the City Hall Plaza Building at 6:30 o'clock P.M. on **April 21, 2020**, to consider the advisability of amending the Zoning Ordinance and Map as recommended by the Planning and Zoning Commission, and all citizens and parties at interest were notified that they would have an opportunity to be heard, such Notice of the time and place of such hearing having been given at least fifteen (15) days prior to such hearing by publication in the Fort Worth Star Telegram, Grand Prairie, Texas, a newspaper of general circulation in such municipality; and

WHEREAS, all citizens and parties at interest have been given an opportunity to be heard on all the matter of the proposed rezoning and the City Council of the City of Grand Prairie, Texas, being informed as to the location and nature of the use proposed on said property, as well as, the nature and usability of surrounding property, have found and determined that the property in question, as well as, other property within the city limits of the City of Grand Prairie, Texas, has changed in character since the enactment of the original Zoning Ordinance from its classification of **NS Neighborhood Service to SF-4 Single-Family Four Residential District**; and, by reason of changed conditions, does consider and find that this amendatory Ordinance should be enacted since its provisions are in the public interest and will promote the health, safety and welfare of the community.

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

SECTION 1.

That Ordinance Number 4779, being the Zoning Ordinance and Map of the City of Grand Prairie, Texas, showing the locations and boundaries of certain districts, and said Zoning Ordinance and Map having been made a part of an Ordinance entitled:

“AN ORDINANCE AMENDING IN ITS ENTIRETY CHAPTER 28 OF THE CODE OF ORDINANCES KNOWN AS THE ZONING ORDINANCE OF THE CITY OF GRAND PRAIRIE, TEXAS, AS PASSED AND APPROVED BY THE CITY COUNCIL ON THE 20TH DAY OF NOVEMBER, 1990, TOGETHER WITH ALL AMENDMENTS THERETO AND ENACTING A REVISED ORDINANCE ESTABLISHING AND PROVIDING FOR ZONING REGULATIONS; CREATING USE DISTRICTS IN ACCORDANCE WITH A COMPREHENSIVE PLAN...”

and passed and approved November 20, 1990, as amended, is hereby further amended so as to rezone from its classification of **NS Neighborhood Service to SF-4 Single-Family Four Residential District**; as depicted in **Exhibit A - Location Map**.

Description of Land:

Being Lot 8, Block 9, Tyre Estates Addition, City of Grand Prairie, Tarrant County, Texas, located at, and depicted in Exhibit A - Zoning Boundary, incorporated herein by reference;

SECTION 2.

THAT, land uses shall be restricted to those uses permitted in the **NS Neighborhood Service to SF-4 Single-Family Four Residential District** as specified in Article 4 - “Permissible Uses” of the Unified Development Code of the City of Grand Prairie, Texas, as amended.

SECTION 3.

Any structure on the property described in Exhibit A hereby made non-conforming by this ordinance shall be subject to the requirements and procedures of Article 19 of the Unified Development Code.

SECTION 4.

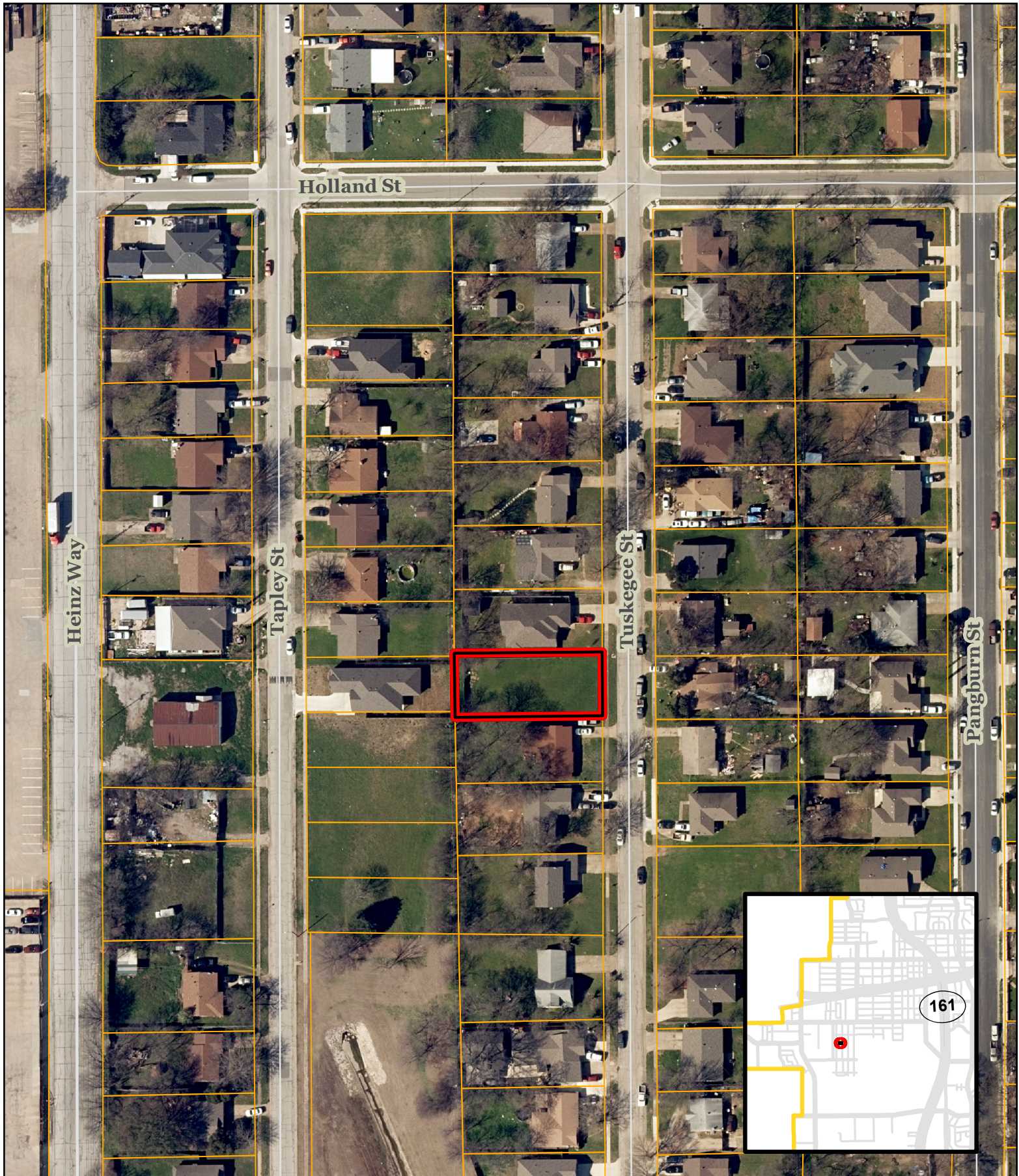
THAT, if any section, subsection, sentence, clause, phrase or portion of this ordinance is for any reason held invalid or unconstitutional by any court of competent jurisdiction, such provisions and such holding shall not affect the validity of the remaining portions thereof.

SECTION 5.

THAT this ordinance shall be in full force and effect from and after its passage, approval and publication.

PASSED AND APPROVED BY THE CITY COUNCIL OF THE CITY OF GRAND PRAIRIE, TEXAS, THIS 21st DAY OF APRIL 2020.

ORDINANCE NO.



CASE LOCATION MAP

Case Number Z200402

SF - 4 at 830 Tuskegee St.



City of Grand Prairie
Development Services

(972) 237-8255

www.gptx.org



**REGULAR PLANNING AND ZONING COMMISSION
MEETING MINUTES
APRIL 13, 2020**

COMMISSIONERS PRESENT: Chairperson Josh Spare, Vice-Chairperson Shawn Connor, Secretary Max Coleman, and Commissioners, Eric Hedin, Cheryl Smith, Warren Landrum, Julia Perez, Bill Moser, Clayton Fisher.

COMMISSIONERS ABSENT: None

CITY STAFF PRESENT: Deputy City Manager Bill Crolley, Savannah Ware, Chief City Planner, Mark Dempsey, Deputy City Attorney, Brett Huntsman, Transportation Planner, and Chris Hartmann, Executive Assistant.

Chairperson Josh Spare called the meeting to order by Video Conference at 6:30 p.m. Commissioner Moser gave the invocation, commissioner Landrum led the pledge of allegiance to the US Flag, and the Texas Flag.

Citizen Comments: None

AGENDA ITEM: #1 - APPROVAL OF MINUTES: To approve the minutes of the Planning and Zoning Commission meeting of Mach 9, 2020.

CONSENT PUBLIC HEARING AGENDA Item #2- RP200301 - Replat - 161 Toll Road Retail Corners, Lots 1R1 & 1R2, Block A (Commissioner Hedin/City Council District 2). Replat of Lot 1, Block A, 161 Toll Road Retail Corners to create two lots on 3 acres. Lot 1, Block A, 161 Toll Road Retail Corners, City of Grand Prairie, Dallas County, Texas, zoned PD-294, within the SH-161 Corridor Overlay District, and addressed as 3450 S HWY 161 and 1015 Ikea Pl. The consultant is Chris Reeder, Spooner & Associates and the owner is Dave Carter, Grand Prairie Corners, LP.

Item #4-Z200402 - Zoning Change - 830 Tuskege Single-Family (Commissioner Fisher/City Council District 1). A request to change the zoning from NS Neighborhood Service, to SF-4 Single-Family Four District to allow for a single-family dwelling. Located at 830 Tuskegee Street, legally described as Lot 8, Block 9, Tyre Estates Addition, City of Grand Prairie, Tarrant County, Texas. The applicant is Frank Alanzo and the owner is Manuel Garcia.

Item #5-TA200402 – Text Amendment – Amend Article 4 and Article 30 of the Unified Development Code to establish a definition of and to establish regulations for commissary or central food processing facility.

Ms. Ware noted a letter was submitted to staff on case Z200301 in opposition and asked that this case be moved to the public hearing for discussion. Commissioner Perez moved to place case Z200301 under the public hearing for discussion, commissioner Coleman seconded the motion.

Commissioner Connor made a motion to approve the minutes of March 9, 2020, and approve consent agenda cases RP200301, Z200402, and TA200402.

Motion: Connor

Second: Smith

Ayes: Coleman, Connor, Fisher, Hedin, Landrum, Moser, Perez, Smith, Spare

Nays: None

Approved: 9-0

Motion: **carried.**



Legislation Details (With Text)

File #:	20-9877	Version:	1	Name:	TA200402 – Text Amendment – Amend Article 4 and Article 30, Commissary.
Type:	Ordinance	Status:			Public Hearing Consent Agenda
File created:	3/16/2020	In control:			Planning and Zoning Commission
On agenda:	4/21/2020	Final action:			
Title:	TA200402 - Text Amendment - Amend Article 4 and Article 30 of the Unified Development Code to establish a definition of and to establish regulations for commissary or central food processing facility. On April 13, 2020, the Planning and Zoning Commission recommended approval of this request by a vote of 9-0.				

Sponsors:

Indexes:

Code sections:

Attachments: [PZ Draft Minutes 04-13-2020.pdf](#)

Date	Ver.	Action By	Action	Result
4/13/2020	1	Planning and Zoning Commission		

From

Chris Hartmann

Title

TA200402 - Text Amendment - Amend Article 4 and Article 30 of the Unified Development Code to establish a definition of and to establish regulations for commissary or central food processing facility. **On April 13, 2020, the Planning and Zoning Commission recommended approval of this request by a vote of 9-0.**

Presenter

Savannah Ware, AICP, Chief City Planner

Recommended Action

Approve

Analysis

PURPOSE OF REQUEST:

The purpose of this request is to add “commissary” to the use charts and definitions in the City’s Unified Development Code (UDC).

PROPOSED DEFINITION:

Commissary: A specialized food establishment other than a restaurant, grocery, or other food-related businesses listed as Manufacturing in Article 4, typically with no retail storefront or public dining area, that has the capabilities of cooking, cooling, reheating, preparing, stocking, storing, and replenishing food items for off-premise sale or consumption. Includes Commissary as defined in Sec. 13-236 of the Code of Ordinances.

PERMISSIBLE USE:

Staff proposes that Commissary be allowed in the following zoning districts.

MANUFACTURING / MINING AND CONSTRUCTION	NAICS CODE	AG/ OPEN SPACE	MR	MU	OFFICE	NS	GR	GR-1	C	C-1	CA	HC	LI	HI
COMMISSARY	See Article 30						X*		X*			X	X	X

*A Commissary is allowed by right in the General Retail (GR) and Commercial (C) Districts if the following conditions are met:

1. The commissary building, including attached freezer, shall not exceed 8,000 sq. ft.
2. The commissary shall be used for centralized food prep for a single restaurant or entity.
3. The commissary shall not be used as a shared kitchen for multiple restaurants, mobile food units, or entities.
4. Overnight parking of mobile food units or food trucks is prohibited.
5. Maintenance, repair, or washing of mobile food units or trucks is prohibited on site.

Body

AN ORDINANCE OF THE CITY OF GRAND PRAIRIE, TEXAS, AMENDING ARTICLE 4, "PERMISSIBLE USES"; AND ARTICLE 30, "DEFINITIONS" OF THE UNIFIED DEVELOPMENT CODE, ESTABLISHED BY ORDINANCE NUMBER 4779, PASSED ON NOVEMBER 20, 1990; TO CREATE DEFINITIONS AND REGULATIONS FOR THE OPERATION OF COMMISSARY; REPEALING ALL ORDINANCES OR PARTS OF ORDINANCES IN CONFLICT HERewith; CONTAINING A SAVINGS CLAUSE; AND TO BECOME EFFECTIVE UPON ITS PASSAGE AND APPROVAL.

WHEREAS, Section 1.11.3.1 of the Unified Development Code of the City of Grand Prairie, Texas states: "Amendments to the text of the Unified Development Code shall be initiated only by action of the City Council or City Council Development Committee directing the City Manager or designee to initiate such a request on behalf of the City, or by the initiative of the City Manager or designee.", and

WHEREAS, the Office of the City Manager directed staff to initiate the preparation of an ordinance amending the Unified Development Code for submittal to the Planning and Zoning Commission of Grand Prairie, Texas for consideration of a recommendation to the City Council; and

WHEREAS, Notice was given of a public hearing on said amendments to be held by the Planning and Zoning Commission of Grand Prairie, Texas, in the City Hall Plaza Building at 6:30 P.M. on April 13, 2020, such Notice of the time and place of such hearing having been given at least ten (10) days prior to such hearing by publication in the Fort Worth Star Telegram, Fort Worth, Texas, a newspaper of general circulation in such

municipality; and

WHEREAS, after consideration of said amendments, the Planning and Zoning Commission of the City of Grand Prairie, Texas voted to recommend to the City Council of Grand Prairie, Texas, that said amendments should be approved since its provisions are in the public interest and will promote the health, safety and welfare of the community; and

WHEREAS, Notice was given of a further public hearing to be held by the City Council of the City of Grand Prairie, Texas, in the City Hall Plaza Building, at 6:30 P.M. on April 21, 2020 to consider the advisability of amending the Code of Ordinances and the Unified Development Code as recommended by the Planning and Zoning Commission, such Notice of the time and place of such hearing having been given at least fifteen (15) days prior to such hearing by publication in the Fort Worth Star Telegram, Fort Worth, Texas, a newspaper of general circulation in such municipality.

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

SECTION 1 THAT, Article 4, “Permissible Uses” of the Unified Development Code, City of Grand Prairie, Texas, be amended, with proposed additions of text being shown in underlined print, and deleted text being shown with a single line strikethrough:

MANUFACTURING / MINING AND CONSTRUCTION	NAICS CODE	AG/OPEN SPACE	MR	MU	OFFICE	NS	GR	GR-1	C	C-1	CA	HC	LI	HI
COMMISSARY	See Article 30						X ⁹		X ⁹			X	X	X

⁹ Refer to Article 4, Section 17.1

SECTION 17 - Commissary

4.17.1 Commissaries located in the General Retail (GR) District and Commercial (C) District must comply with the following conditions.

- The building or tenant space, including an attached freezer, shall not exceed 8,000 sq. ft.
- The commissary shall be used for centralized food prep for a single restaurant or entity.
- The commissary shall not be used as a shared kitchen for multiple restaurants, mobile food units, or entities.
- Overnight parking of mobile food units or food trucks is prohibited on site.
- Maintenance, repair, or washing of mobile food units or food trucks are prohibited on site.

SECTION 2 THAT Sections of Article 4 “Permissible Uses” not included in this amendment, shall remain in full force and effect, save and except for necessary modifications to the “Table of Contents” affecting page numbering, and for necessary modifications to related terminology or phrases that have been modified by this amendment that will affect a similar modification to interrelated terminology and phrases cross-referenced in

other Articles in the Unified Development Code.

SECTION 3 THAT, Article 30, “Definitions” of the Unified Development Code, City of Grand Prairie, Texas, be amended, with proposed additions of text being shown in underlined print, and deleted text being shown with a single line strikethrough:

Commissary: A specialized food establishment other than a restaurant, grocery, or other food-related businesses listed as Manufacturing in Article 4, typically with no retail storefront or public dining area, that has the capabilities of cooking, cooling, reheating, preparing, stocking, storing, and replenishing food items for off-premise sale or consumption. Includes Commissary as defined in Sec. 13-236 of the Code of Ordinances.

SECTION 4 THAT Sections of Article 30 “Definitions” not included in this amendment, shall remain in full force and effect, save and except for necessary modifications to the “Table of Contents” affecting page numbering, and for necessary modifications to related terminology or phrases that have been modified by this amendment that will affect a similar modification to interrelated terminology and phrases cross-referenced in other Articles in the Unified Development Code.

SECTION 5 THAT if any section, subsection, sentence, clause, phrase or portion of this ordinance is for any reason held invalid or unconstitutional by any court of competent jurisdiction, such provisions and such holding shall not affect the validity of the remaining portions thereof.

SECTION 6 THAT all of the regulations provided in this ordinance are hereby declared to be governmental and for the health, safety and welfare of the general public. Any member of the City Council or any City official or employee charged with the enforcement of this ordinance, acting for the City of Grand Prairie, Texas, in the discharge of his duties, shall not thereby render himself personally liable; and he is hereby relieved of all personal liability for any damage that might occur to persons or property as a result of any act required or permitted in the discharge of his said duties.

SECTION 7 THAT any person, firm, association of persons, company, corporation, or their agents, servants, or employees violating or failing to comply with any of the provisions of this article shall be fined in an amount not to exceed two thousand dollars (\$2,000.00), and each day any violation of noncompliance continues shall constitute a separate and distinct offense. The penalty provided herein shall be cumulative or other remedies provided by state law, and the power of injunction as provided in V.T.C.A. Local Government Code Section 54.016 and as may be amended, may be exercised in enforcing this article whether or not there has been a complaint filed.

SECTION 8 THAT this ordinance shall be in full force and effect from and after its passage, approval and publication.

**PASSED AND APPROVED BY THE CITY COUNCIL OF THE CITY OF GRAND PRAIRIE, TEXAS,
THIS THE 21st DAY OF APRIL, 2020.**

**ORDINANCE NO. #####-2020
CASE NO. TA200402**



**REGULAR PLANNING AND ZONING COMMISSION
MEETING MINUTES
APRIL 13, 2020**

COMMISSIONERS PRESENT: Chairperson Josh Spare, Vice-Chairperson Shawn Connor, Secretary Max Coleman, and Commissioners, Eric Hedin, Cheryl Smith, Warren Landrum, Julia Perez, Bill Moser, Clayton Fisher.

COMMISSIONERS ABSENT: None

CITY STAFF PRESENT: Deputy City Manager Bill Crolley, Savannah Ware, Chief City Planner, Mark Dempsey, Deputy City Attorney, Brett Huntsman, Transportation Planner, and Chris Hartmann, Executive Assistant.

Chairperson Josh Spare called the meeting to order by Video Conference at 6:30 p.m. Commissioner Moser gave the invocation, commissioner Landrum led the pledge of allegiance to the US Flag, and the Texas Flag.

Citizen Comments: None

AGENDA ITEM: #1 - APPROVAL OF MINUTES: To approve the minutes of the Planning and Zoning Commission meeting of Mach 9, 2020.

CONSENT PUBLIC HEARING AGENDA Item #2- RP200301 - Replat - 161 Toll Road Retail Corners, Lots 1R1 & 1R2, Block A (Commissioner Hedin/City Council District 2). Replat of Lot 1, Block A, 161 Toll Road Retail Corners to create two lots on 3 acres. Lot 1, Block A, 161 Toll Road Retail Corners, City of Grand Prairie, Dallas County, Texas, zoned PD-294, within the SH-161 Corridor Overlay District, and addressed as 3450 S HWY 161 and 1015 Ikea Pl. The consultant is Chris Reeder, Spooner & Associates and the owner is Dave Carter, Grand Prairie Corners, LP.

Item #4-Z200402 - Zoning Change - 830 Tuskege Single-Family (Commissioner Fisher/City Council District 1). A request to change the zoning from NS Neighborhood Service, to SF-4 Single-Family Four District to allow for a single-family dwelling. Located at 830 Tuskegee Street, legally described as Lot 8, Block 9, Tyre Estates Addition, City of Grand Prairie, Tarrant County, Texas. The applicant is Frank Alanzo and the owner is Manuel Garcia.

Item #5-TA200402 – Text Amendment – Amend Article 4 and Article 30 of the Unified Development Code to establish a definition of and to establish regulations for commissary or central food processing facility.

Ms. Ware noted a letter was submitted to staff on case Z200301 in opposition and asked that this case be moved to the public hearing for discussion. Commissioner Perez moved to place case Z200301 under the public hearing for discussion, commissioner Coleman seconded the motion.

Commissioner Connor made a motion to approve the minutes of March 9, 2020, and approve consent agenda cases RP200301, Z200402, and TA200402.

Motion: Connor

Second: Smith

Ayes: Coleman, Connor, Fisher, Hedin, Landrum, Moser, Perez, Smith, Spare

Nays: None

Approved: 9-0

Motion: **carried.**



Legislation Details (With Text)

File #:	20-9882	Version:	1	Name:	S200301 - Site Plan - Warehouses at I-30, Gifford, & Bagdad
Type:	Agenda Item	Status:			Public Hearing Consent Agenda
File created:	3/18/2020	In control:			Planning and Zoning Commission
On agenda:	4/21/2020	Final action:			
Title:	S200301 - Site Plan - Warehouses at I-30, Gifford, & Bagdad (City Council District 5). Site Plan for a (5) five office/warehouse buildings totaling 738,080 sf. on (5) five lots, totaling 16.944 acres. Building 1 -143,617 sf on 3.297 acres, Building 2 -71,090 sf on 1.632 acres, Building 3 -178,944 sf on 4.108 acres, Building 4 -81,631 sf on 1.874 acres, Building 5 -262,797 sf -6.033 acres. 16.944 acres out of the Joseph Graham Survey, Abstract 506, City of Grand Prairie, Dallas County, Texas, zoned Planned Development-41 (PD-41) District, within the IH-30 Corridor Overlay District, generally located southwest of IH 30 Service Road and Macarthur Boulevard, and north of Gifford Road extending west beyond Bagdad Road. The applicant is Michael Peinado, Lincoln Property Company, the consultant is Cody Hodge, Halff Associates, and the owner is Debbie Hobbs, I 30 Meyers JV II. On April 13, 2020, the Planning and Zoning Commission recommended approval of this request by a vote of 9-0.				

Sponsors:

Indexes:

Code sections:

Attachments: [Exhibit i - Zoning Analysis Tables.pdf](#)
[Exhibit A - Location Map.pdf](#)
[Exhibit B - Site Plan.pdf](#)
[Exhibit C - Building Elevations.pdf](#)
[Exhibit D - Landscape Plan.pdf](#)
[PZ Draft Minutes 04-13-2020.pdf](#)

Date	Ver.	Action By	Action	Result
4/13/2020	1	Planning and Zoning Commission		

From

Chris Hartmann

Title

S200301 - Site Plan - Warehouses at I-30, Gifford, & Bagdad (City Council District 5). Site Plan for a (5) five office/warehouse buildings totaling 738,080 sf. on (5) five lots, totaling 16.944 acres. Building 1 -143,617 sf on 3.297 acres, Building 2 -71,090 sf on 1.632 acres, Building 3 -178,944 sf on 4.108 acres, Building 4 -81,631 sf on 1.874 acres, Building 5 -262,797 sf -6.033 acres. 16.944 acres out of the Joseph Graham Survey, Abstract 506, City of Grand Prairie, Dallas County, Texas, zoned Planned Development-41 (PD-41) District, within the IH-30 Corridor Overlay District, generally located southwest of IH 30 Service Road and Macarthur Boulevard, and north of Gifford Road extending west beyond Bagdad Road. The applicant is Michael Peinado, Lincoln Property Company, the consultant is Cody Hodge, Halff Associates, and the owner is Debbie Hobbs, I 30 Meyers JV II. **On April 13, 2020, the Planning and Zoning Commission recommended approval of this request by a vote of 9-0.**

Presenter

Savannah Ware, AICP, Chief City Planner

Recommended Action

Approve

Analysis

SUMMARY:

Site Plan for five office/warehouse buildings totaling 738,080 sq. ft. on 16.94 acres out of the Joseph Graham Survey, Abstract No. 506, City of Grand Prairie, Dallas County, Texas, zoned Planned Development-41 (PD-41) District, within the IH-30 Corridor Overlay District, generally located southwest of IH 30 Service Road and Macarthur Boulevard, and north of Gifford Road extending west beyond Bagdad Road.

PURPOSE OF REQUEST:

The applicant intends to construct five office/warehouse buildings on 16.94 acres. Site Plan approval by City Council is required for any project involving industrial use, within a Planned Development District, or within a Corridor Overlay District. Development at this location requires City Council approval of a Site Plan because the property is intended for industrial use, is zoned PD-41, and within the IH-30 Corridor Overlay District.

The purpose of site plan approval is to ensure that development meets requirements in the Unified Development Code (UDC), provides adequate circulation, and uses quality site planning techniques. The UDC identifies criteria for evaluating proposed developments. Criteria include density and dimensional standards, landscaping and screening requirements, and architectural design for special districts.

ADJACENT LAND USES:

The following table summarizes the zoning designation and existing use for the surrounding properties.

Table 1: Adjacent Zoning and Land Uses

Direction	Zoning	Existing Use
North	LI	Undeveloped
South	SF-4	Single Family Residential
	PD-41	Commercial, Industrial
West	SF-4	Single Family Residential
East	C	Undeveloped

PROPOSED USE CHARACTERISTICS AND FUNCTION:

The proposal includes five office/warehouse-buildings along the IH-30 Corridor. The buildings are speculative and will be developed without specific tenants.

- Building 1 is 36,750 sq. ft. The site will be accessible from Gifford St and Garden Way and includes a west-facing truck dock with ten overhead doors.
- Building 2 is 16,595 sq. ft. The site will be accessible from Gifford St and Burbank Way and includes an east-facing truck dock with six overhead doors.
- Building 3 is 53,800 sq. ft. The site will be accessible from two different points on Gifford St. The western drive will also provide access to Building 4. Building 3 will have loading docks on the east and west sides.
- Building 4 is 16,800 sq. ft. The site will be accessible from Gifford St and Bagdad Rd. The loading

dock faces east and has six overhead doors.

- Building 5 is 83,200 sq. ft. and will be accessible from Bagdad Rd. The site includes two truck loading/unloading areas north of the building. The truck docks include 24 overhead doors that face IH-30.

ZONING REQUIREMENTS:

Density and Dimensional Requirements

Development is subject to the LI standards in the UDC. Page one of Exhibit i - Zoning Analysis Tables evaluates the density and dimensional standards of the proposed development. The proposal meets the density and dimensional requirements.

Landscape and Screening

The property is subject to landscape and screening requirements in Article 8 and Appendix X of the UDC. Page two of Exhibit i - Zoning Analysis Tables summarizes the requirements for each lot. In most instances, the landscape area, number of trees, and number of shrubs exceeds what is required. However, the proposal does not meet all of the landscape and screening requirements.

Building Materials and Design

Industrial buildings greater than 50,000 sq. ft. are subject to the requirements in Appendix X of the UDC. If industrial buildings are less than 50,000 sq. ft. and within a Corridor Overlay District, Appendix F applies. Appendix F is intended for commercial development. While three of the proposed buildings are less than 50,000 sq. ft., they are intended for industrial use. The applicant has requested that staff evaluate all five buildings using Appendix X requirements for buildings greater than 50,000 sq. ft.

Appendix X requires that primary facades include at least three design elements and secondary facades include at least two design elements. Page three of Exhibit i - Zoning Analysis Tables evaluates the design elements for each building. The proposed building elevations do not meet Appendix X requirements.

VARIANCES:

City Council may approve variances to Appendix X if the applicant demonstrates that the proposal meets the intent of the ordinance and that the alternative design or measure provides an equal or greater level of quality and standard of development as mandated by the regulations. As a part of this Site Plan, the applicant is requesting the variances listed below.

Building 1

1. Foundation Plantings - Appendix X requires foundation plantings along primary facades without public entrances to conceal the base of the building. The proposal partially meets this requirement but does not include foundation plantings along all primary facades.
2. Building Entrance Plantings - Appendix X requires areas planted with annuals, perennials, or native grasses around public building entrances. The area must equal 1% of the overall building dimension and be situated so that no portion is more than 50 ft. from the entrance. The proposal includes landscape areas at the site entrance which is more than 50 ft. from the building entrance.
3. Truck Screening - Truck docks must be screened by a wing wall that is either architecturally finished as an integral portion of the building or include an opaque living screen. The proposal does not include a wing wall.
4. 30 Ft. Landscape Buffer - Appendix X requires a 30 ft. landscape buffer along all streets. Proposed

parking areas encroach this buffer.

5. Building Design Elements for Primary Facades (North and South) - Primary facades must include three building design elements. The north and south facades include two elements.
6. Building Design Elements for Secondary Facades (West) - Secondary facades must include two building design elements. The west facade includes one.

Building 2

1. Foundation Plantings - Appendix X requires foundation plantings along primary facades without public entrances to conceal the base of the building. The proposal partially meets this requirement but does not include foundation plantings along all primary facades.
2. Truck Screening - Truck docks must be screened by a wing wall that is either architecturally finished as an integral portion of the building or include an opaque living screen. The proposal does not include a wing wall.
3. 30 Ft. Landscape Buffer - Appendix X requires a 30 ft. landscape buffer along all streets. Proposed parking areas encroach this buffer.
4. Building Design Elements for Primary Facades (North and South) - Primary facades must include three building design elements. The north and south facades include two elements.
5. Building Design Elements for Secondary Facades (West) - Secondary facades must include two building design elements. The east facade includes one.

Building 3

1. Foundation Plantings - Appendix X requires foundation plantings along primary facades without public entrances to conceal the base of the building. The proposal partially meets this requirement but does not include foundation plantings along all primary facades.
2. Building Entrance Plantings - Appendix X requires areas planted with annuals, perennials, or native grasses around public building entrances. The area must equal 1% of the overall building dimension and be situated so that no portion is more than 50 ft. from the entrance. The proposal does not include building entrance plantings.
3. Truck Screening - Truck docks must be screened by a wing wall that is either architecturally finished as an integral portion of the building or include an opaque living screen. The proposal does not include a wing wall.
4. 30 Ft. Landscape Buffer - Appendix X requires a 30 ft. landscape buffer along all streets. Proposed parking areas encroach this buffer.
5. Building Design Elements for Primary Facades (North and East) - Primary facades must include three building design elements. The north and east facades include two elements.
6. Truck Docks Facing Street - Appendix X does not allow truck docks to face the street. The proposal includes a truck dock that faces Burbank Way.

Building 4

1. Foundation Plantings - Appendix X requires foundation plantings along primary facades without public entrances to conceal the base of the building. The proposal partially meets this requirement but does not include foundation plantings along all primary facades.
2. Truck Screening - Truck docks must be screened by a wing wall that is either architecturally finished as an integral portion of the building or include an opaque living screen. The proposal does not include a

wing wall.

3. 30 Ft. Landscape Buffer - Appendix X requires a 30 ft. landscape buffer along all streets. Proposed parking areas encroach this buffer.
4. Building Design Elements for Primary Facades (North and South) - Primary facades must include three building design elements. The north and south facades include two elements.
5. Building Design Elements for Secondary Facades (East) - Secondary facades must include two building design elements. The east facade includes one.

Building 5

1. Foundation Plantings - Appendix X requires foundation plantings along Primary Facades without public entrances to conceal the base of the building. The proposal does not include foundation plantings.
2. Truck Screening - Truck docks must be screened by a wing wall that is either architecturally finished as an integral portion of the building or include an opaque living screen. The proposal does not include a wing wall.
3. 30 Ft. Landscape Buffer - Appendix X requires a 30 ft. landscape buffer along all streets. Proposed parking areas encroach this buffer.
4. Tree Preservation - Appendix X requires that the applicant preserve 30% of total caliper of existing trees and all of trees over 24" caliper. The applicant is preserving 25.8% of existing trees and three out of the 15 trees over 24" caliper.
5. Building Design Elements for Primary Facades (North, South, West and East) - Primary facades must include three building design elements. The north, south, west, and east facades include one element.
6. Truck Docks Facing Street - Appendix X does not allow truck docks to face the street. The proposal includes truck docks facing I-30.
7. Driveway Spacing - The southernmost driveway does not meet the minimum spacing requirement of 160 ft.

RECOMMENDATION:

The Development Review Committee (DRC) recommends approval with the following conditions:

1. The applicant shall submit a letter of 'No Hazard to Air Navigation' from Federal Aviation Administration (FAA) to the City before submitting applications for building permits.
2. The applicant shall provide wing walls as required by Appendix X and submit revised plans that include wing walls.
3. The applicant shall provide a masonry screening wall along property lines adjacent to residential zoning districts and submit revised plans that show the location, height, and material of the screening wall.
4. The applicant shall provide a double row of three-inch-caliper trees along the south and west property boundaries of Lot 5. The trees shall be offset so that trees are spaced every 15 feet. The applicant shall submit revised plans that show the double row of trees.
5. The applicant shall revise the proposed building elevations so that at least two primary facades on each building include three building design elements.

6. The applicant shall revise the proposed building elevations so that all secondary facades include the required number of building design elements.
7. As a compensatory measure for the requested variances, the applicant shall provide an activation feature listed in Section 6 of Article X, a coordinated signage plan with a landscape corner feature at each street intersection, or a comparable element.

Table 2-1: Site Data Summary for Lot 1

Standard	Required	Provided	Meets
Min. Lot Area (Sq. Ft.)	15,000	143,617	Yes
Min. Lot Width (Ft.)	100	630.42	Yes
Min. Lot Depth (Ft.)	150	218.83	Yes
Front Setback (Ft.)	25	25	Yes
Side Setback (Ft.)	30	30	Yes
Max. Height (Ft.)	50	26	Yes
Max. Floor Area Ratio	1:1	0.256:1	Yes

Table 2-2: Site Data Summary for Lot 2

Standard	Required	Provided	Meets
Min. Lot Area (Sq. Ft.)	15,000	71,090	Yes
Min. Lot Width (Ft.)	100	397.92	Yes
Min. Lot Depth (Ft.)	150	152.5	Yes
Front Setback (Ft.)	25	25	Yes
Side Setback (Ft.)	30	30	Yes
Max. Height (Ft.)	50	26	Yes
Max. Floor Area Ratio	1:1	0.233:1	Yes

Table 2-3: Site Data Summary for Lot 3

Standard	Required	Provided	Meets
Min. Lot Area (Sq. Ft.)	15,000	178,944	Yes
Min. Lot Width (Ft.)	100	720.5	Yes
Min. Lot Depth (Ft.)	150	255.83	Yes
Front Setback (Ft.)	25	25	Yes
Side Setback (Ft.)	30	30	Yes
Max. Height (Ft.)	50	26	Yes
Max. Floor Area Ratio	1:1	0.3:1	Yes

Table 2-4: Site Data Summary for Lot 4

Standard	Required	Provided	Meets
Min. Lot Area (Sq. Ft.)	15,000	81,631	Yes
Min. Lot Width (Ft.)	100	320.5	Yes
Min. Lot Depth (Ft.)	150	258.42	Yes
Front Setback (Ft.)	25	25	Yes
Side Setback (Ft.)	30	30	Yes
Max. Height (Ft.)	50	26	Yes
Max. Floor Area Ratio	1:1	0.2:1	Yes

Table 2-5: Site Data Summary for Lot 5

Standard	Required	Provided	Meets
Min. Lot Area (Sq. Ft.)	15,000	262,792	Yes
Min. Lot Width (Ft.)	100	453.75	Yes
Min. Lot Depth (Ft.)	150	673.5	Yes
Front Setback (Ft.)	25	25	Yes
Side Setback (Ft.)	50	50	Yes
Max. Height (Ft.)	50	26	Yes
Max. Floor Area Ratio	1:1	0.32:1	Yes

Table 4-1: Landscape & Screening Requirements for Lot 1

Standard	Required	Provided	Meets
Area (Sq. Ft.)	14,362	64,004	Yes
Trees	59	59	Yes
Shrubs	288	335	Yes
Foundation Plantings	Along Primary Facades	Partially	No
Entrance Plantings	At Building Entrance	At Site Entrance	No
Truck Screening	Wing Wall	No	No

Table 4-2: Landscape & Screening Requirements for Lot 2

Standard	Required	Provided	Meets
Area (Sq. Ft.)	7,109	38,558	Yes
Trees	29	37	Yes
Shrubs	142	199	Yes
Foundation Plantings	Along Primary Facades	Partially	No
Entrance Plantings	At Building Entrance	Yes	Yes
Truck Screening	Wing Wall	No	No

Table 4-3: Landscape & Screening Requirements for Lot 3

Standard	Required	Provided	Meets
Area (Sq. Ft.)	17,895	53,911	Yes
Trees	74	96	Yes
Shrubs	358	379	Yes
Foundation Plantings	Along Primary Facades	Partially	No
Entrance Plantings	At Building Entrance	65 ft. from Entrance	No
Truck Screening	Wing Wall	No	No

Table 4-4: Landscape & Screening Requirements for Lot 4

Standard	Required	Provided	Meets
Area (Sq. Ft.)	8,163	30,476	Yes
Trees	33	41	Yes
Shrubs	163	253	Yes
Foundation Plantings	Along Primary Facades	Partially	No
Entrance Plantings	At Building Entrance	At Building Entrance	Yes
Truck Screening	Wing Wall	No	No

Table 4-5: Landscape & Screening Requirements for Lot 5

Standard	Required	Provided	Meets
Area (Sq. Ft.)	26,280	64,416	Yes
Trees	105	110	Yes
Trees Preserved	30% of Total Caliper	25.8%	No
Trees Preserved 24"+	15	3	No
Shrubs	526	588	Yes
Foundation Plantings	Along Primary Facades	None	No
Entrance Plantings	At Building Entrance	At Building Entrance	Yes
Truck Screening	Wing Wall	No	No

Table 5-1: Building Design Elements for Building 1

Facade	Type	a.	b.	c.	d.	e.	f.	g.	h.	i.	Total Elements	Meets
North	Primary	x	x								2	No
South	Primary	x	x								2	No
West	Secondary	x									1	No
East	Primary	x	x			x					3	Yes

Table 5-2: Building Design Elements for Building 2

Facade	Type	a.	b.	c.	d.	e.	f.	g.	h.	i.	Total Elements	Meets
North	Primary	x	x								2	No
South	Primary	x	x								2	No
West	Primary	x	x			x					3	Yes
East	Secondary	x									1	No

Table 5-3: Building Design Elements for Building 3

Facade	Type	a.	b.	c.	d.	e.	f.	g.	h.	i.	Total Elements	Meets
North	Primary	x	x								2	No
South	Primary	x	x			x					3	Yes
West	Secondary	x			x						2	Yes
East	Primary	x				x					2	No

Table 5-4: Building Design Elements for Building 4

Facade	Type	a.	b.	c.	d.	e.	f.	g.	h.	i.	Total Elements	Meets
North	Primary	x	x								2	No
South	Primary	x	x								2	No
West	Primary	x	x		x						3	Yes
East	Secondary	x									1	No

Table 5-5: Building Design Elements for Building 5

Facade	Type	a.	b.	c.	d.	e.	f.	g.	h.	i.	Total Elements	Meets
North	Primary	x									1	No
South	Primary	x									1	No
West	Primary	x									1	No
East	Primary	x									1	No

Table 5-6: Summary of Building Design Elements

Primary Facades		Primary Facades		Secondary Facades		Secondary Facades	
Letter	Element	Letter	Element	Letter	Element	Letter	Element
a.	Masonry Accents	a.	Masonry Accent				
b.	Glass – 15%	b.	Cornice Projection				
c.	Awning	c.	Windows – 30%				
d.	Cornice Projection	d.	Articulation				
e.	Articulation						
f.	Accent Lighting						
g.	Colonnade						
h.	Wing Wall						
i.	Windows – 30%						

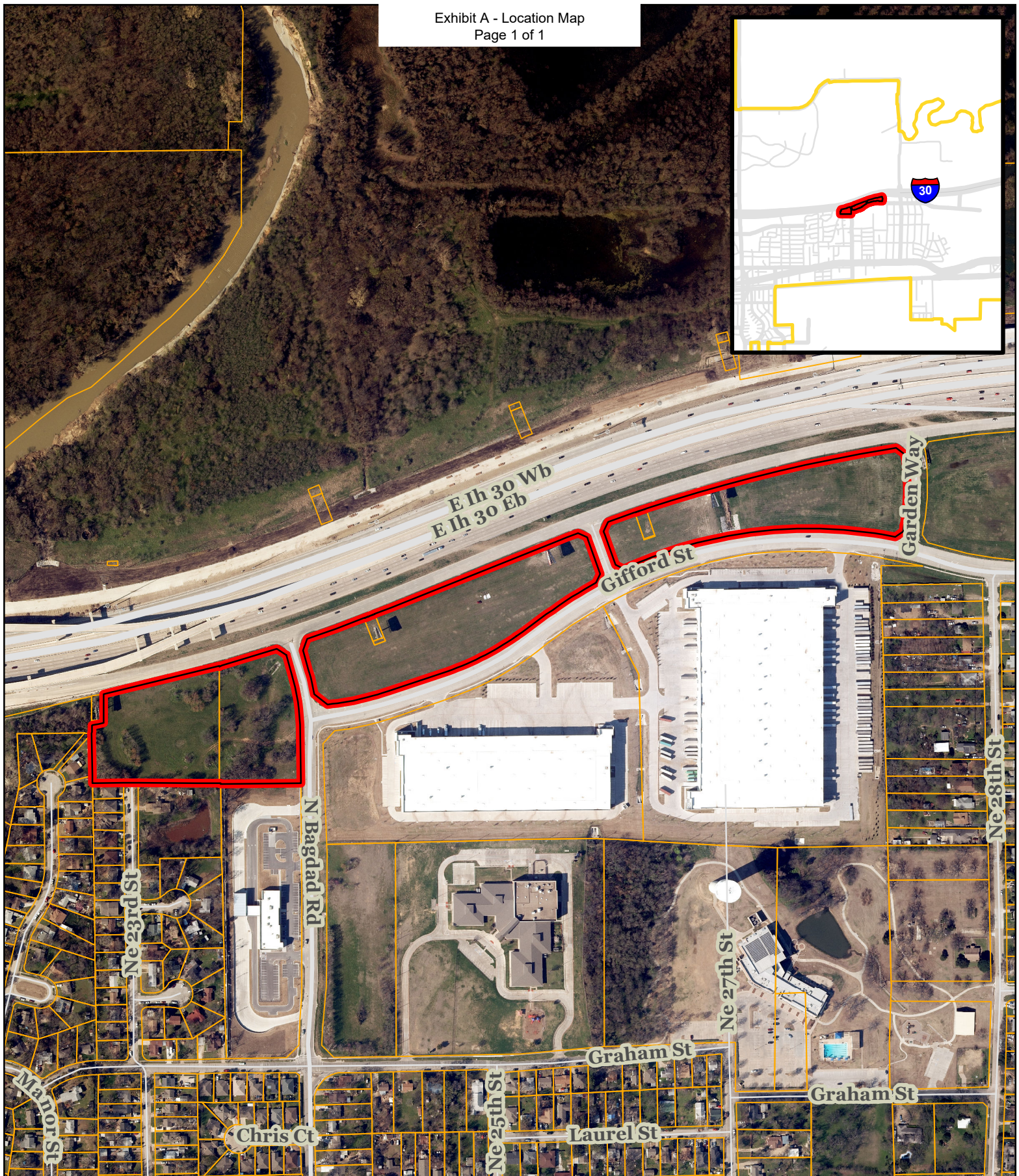
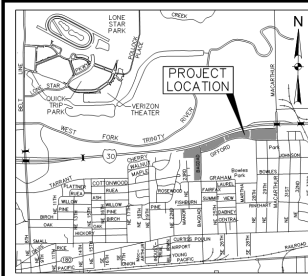
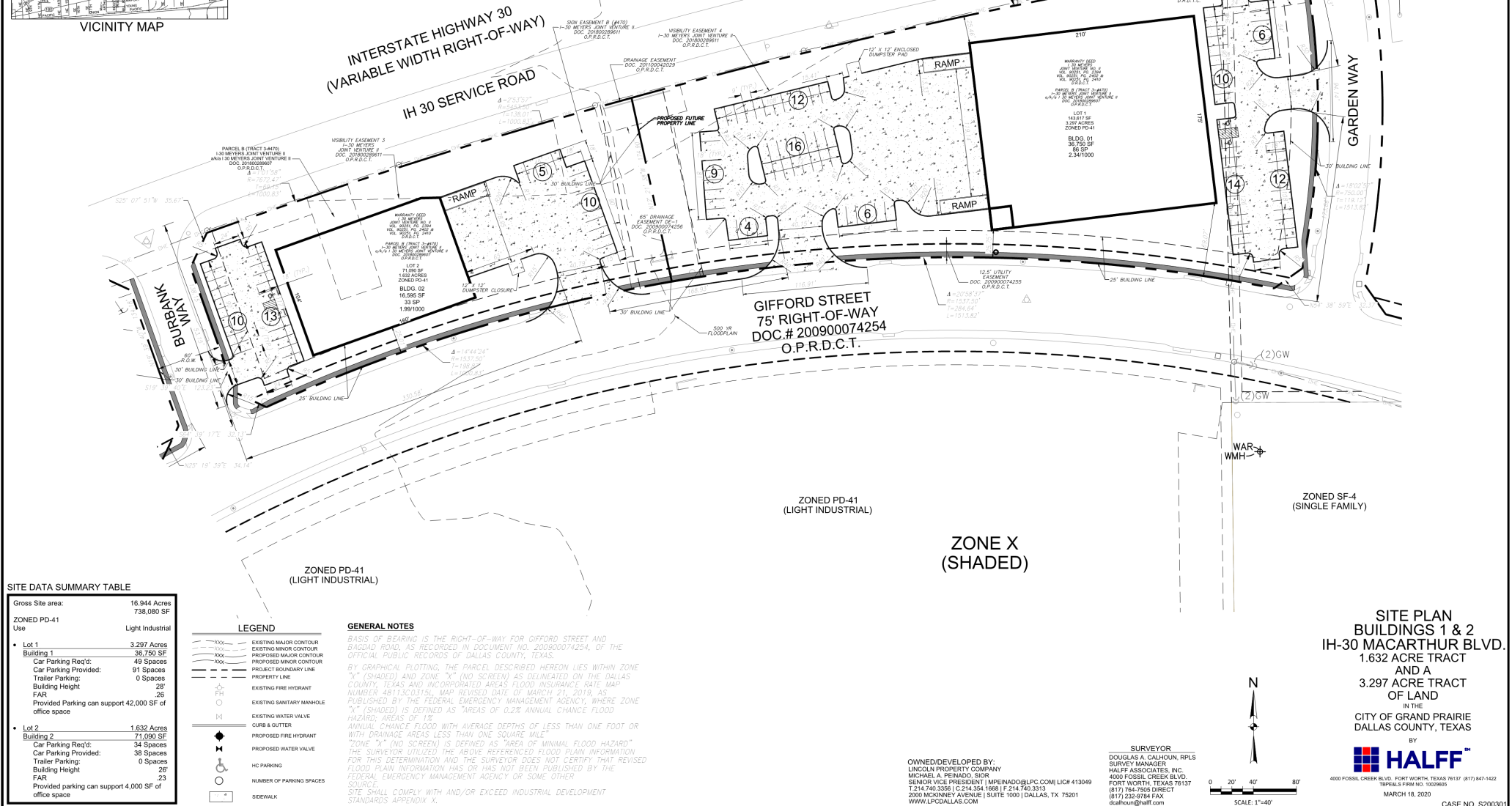
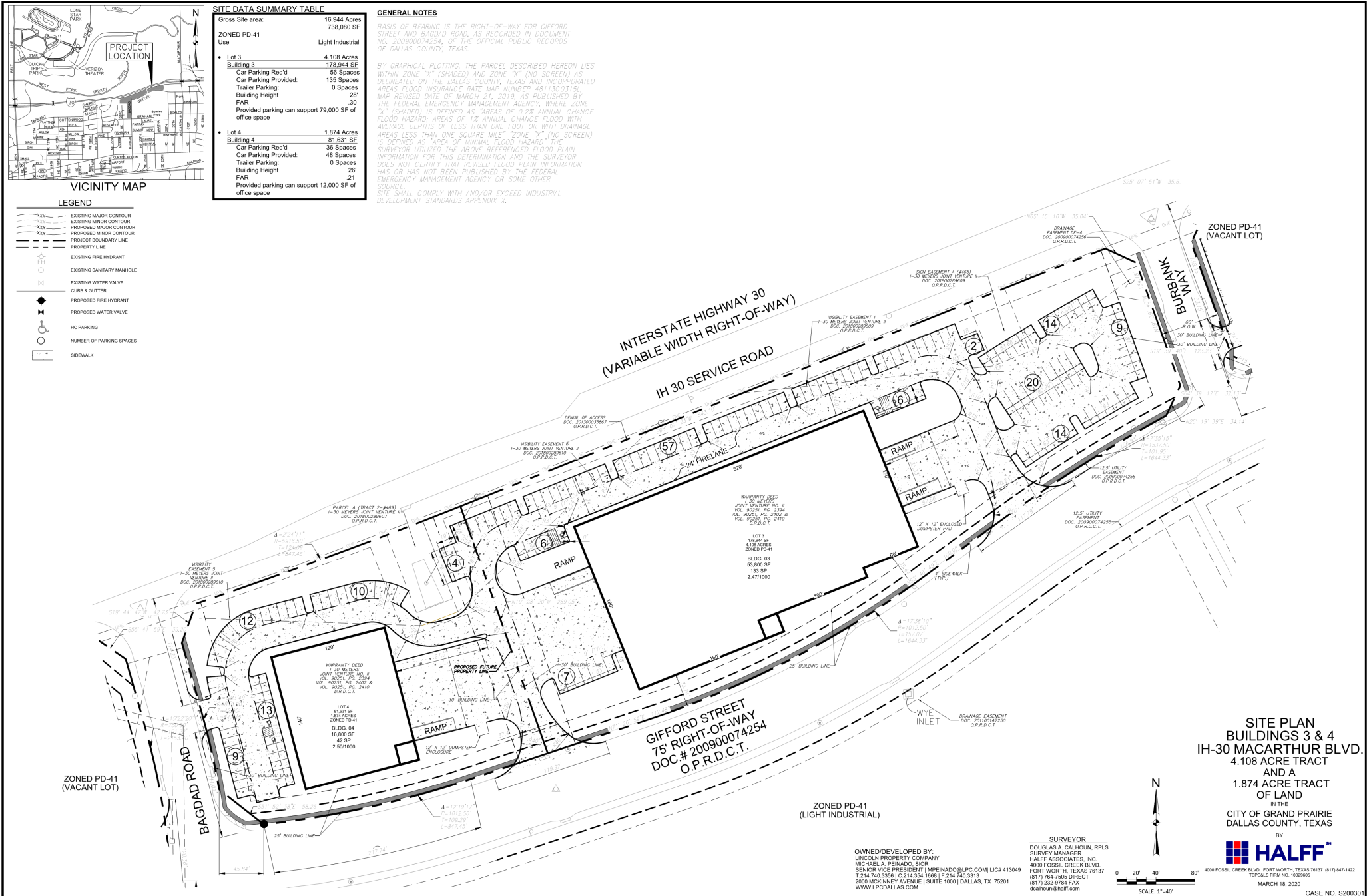


Exhibit B - Site Plan
Page 1 of 3



VICINITY MAP





	EXISTING MAJOR CONTOUR
	EXISTING MINOR CONTOUR
	PROPOSED MAJOR CONTOUR
	PROPOSED MINOR CONTOUR
	PROJECT BOUNDARY LINE
	PROPERTY LINE
	EXISTING FIRE HYDRANT
	EXISTING SANITARY MANHOLE
	EXISTING WATER VALVE
	CURB & GUTTER
	PROPOSED FIRE HYDRANT
	PROPOSED WATER VALVE
	HC PARKING
	NUMBER OF PARKING SPACES
	SIDEWALK

WARRANTY DEED
CITY OF GRAND PRAIRIE
VOL. 4269, PG. 365
D.R.D.C.T.

VOUGHT
MANOR #4
VOL. 16, PG. 21
D.R.D.C.T.

Gross Site area:	16.944 Acres
Zoned PD-41	738,080 SF
Use	Light Industrial
• Lot 5	6.033 Acres
Building 5	262,797 SF
Car Parking Req'd	37 Spaces
Car Parking Provided:	113 Spaces
Trailer Parking:	00 Spaces
Building Height	28'
FAR	0.32
Provided parking can support 76,000 SF of office space	

SURVEYOR
DOUGLAS A. CALHOUN, RPLS
SURVEY MANAGER
HALFF ASSOCIATES, INC.
4000 FOSSIL CREEK BLVD.
FORT WORTH, TEXAS 76137
(817) 764-7505 DIRECT
(817) 232-9784 FAX
dcalhoun@halff.com

**SITE PLAN
BUILDING 5
IH-30 MACARTHUR BLVD.
6.033 ACRE TRACT
OF LAND
IN THE
CITY OF GRAND PRAIRIE
DALLAS COUNTY, TEXAS**



HALFF SM

4000 FOSSIL CREEK BLVD. FORT WORTH, TEXAS 76137 (817) 847-1422
TBPE&LS FIRM NO. 10029605
MARCH 18, 2020

CASE NO. S200301

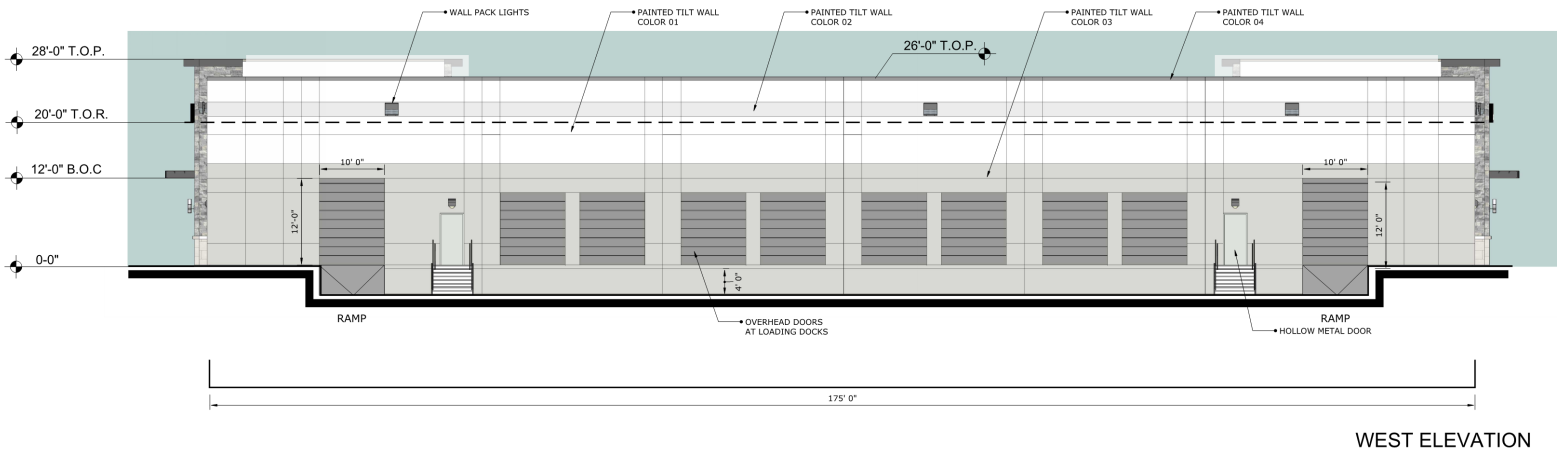
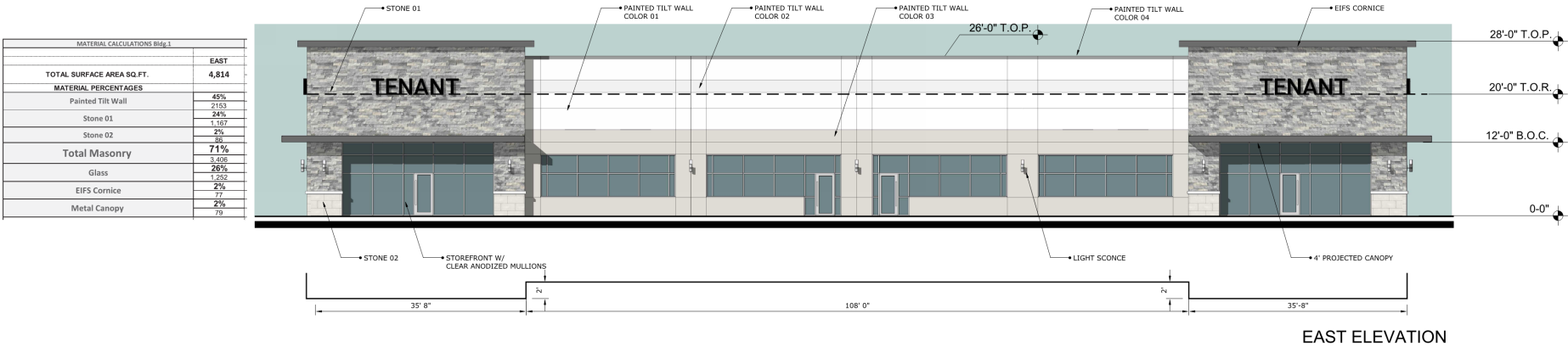
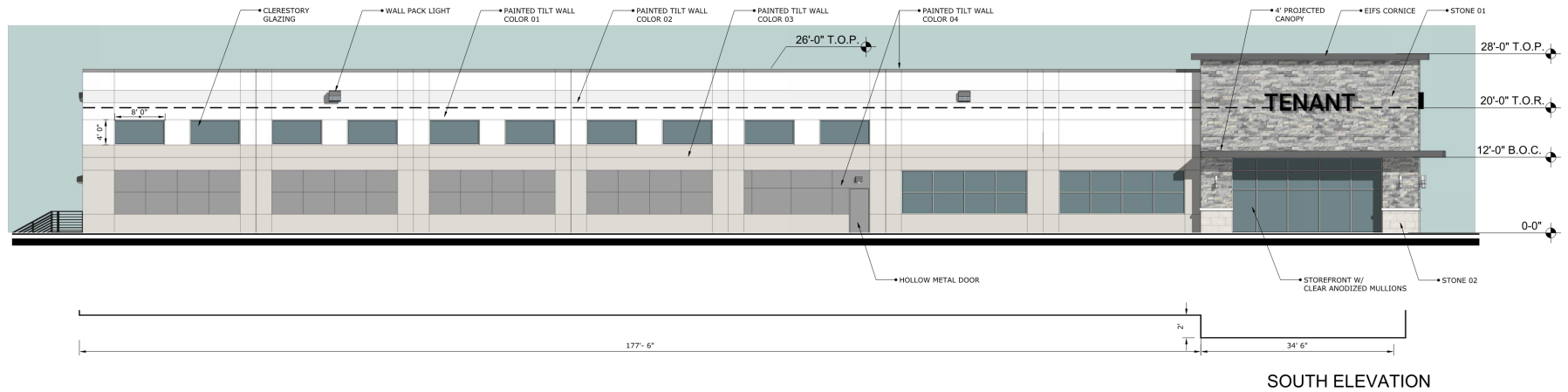
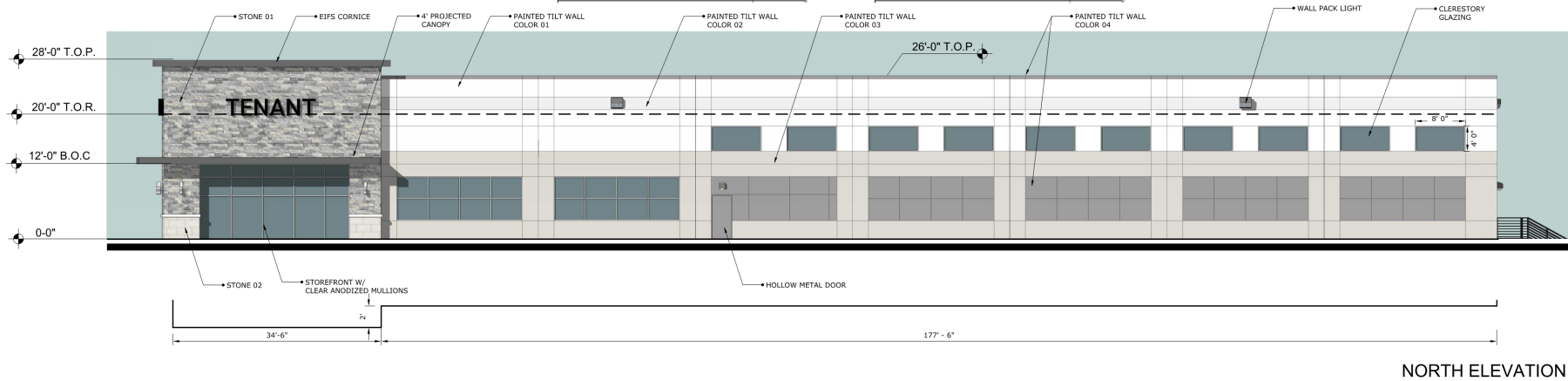


Exhibit C - Building Elevations
Page 2 of 12

MATERIAL CALCULATIONS Bldg.1	
	NORTH
TOTAL SURFACE AREA SQ.FT.	5,591
MATERIAL PERCENTAGES	
Painted Tilt Wall	71%
Stone 01	19%
Stone 02	1%
Total Masonry	82%
Glass	16%
EIFS Cornice	1%
Metal Canopy and Personnel doors	1%

MATERIAL CALCULATIONS Bldg.1	
	SOUTH
TOTAL SURFACE AREA SQ.FT.	5,591
MATERIAL PERCENTAGES	
Painted Tilt Wall	71%
Stone 01	19%
Stone 02	1%
Total Masonry	82%
Glass	16%
EIFS Cornice	1%
Metal Canopy and Personnel Doors	1%



I.H.30 - MacARTHUR BLVD.

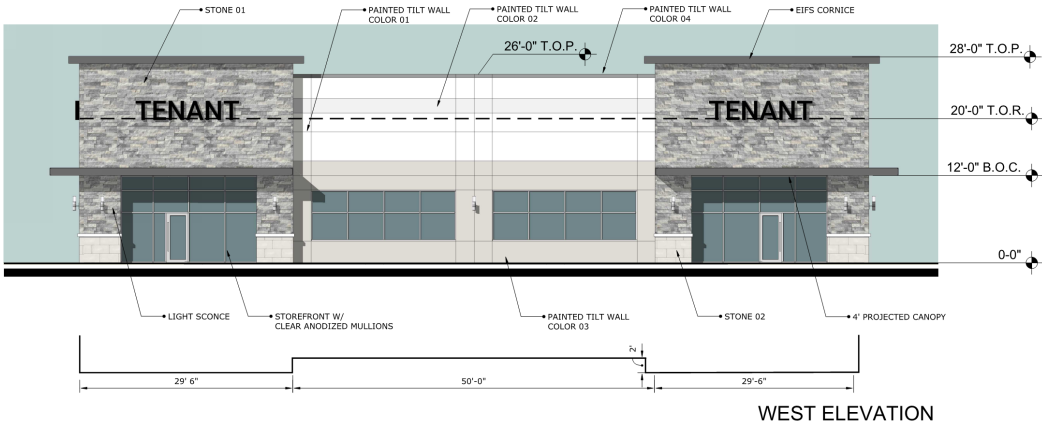
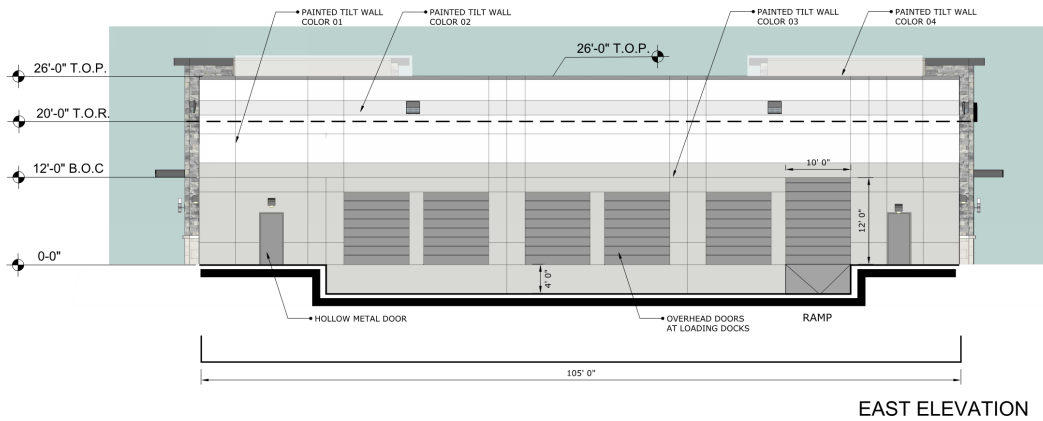
LPC

Bldg.1 NORTH / SOUTH ELEVATIONS

Scale: 1/8" = 1'-0" Date: 03.18.2020

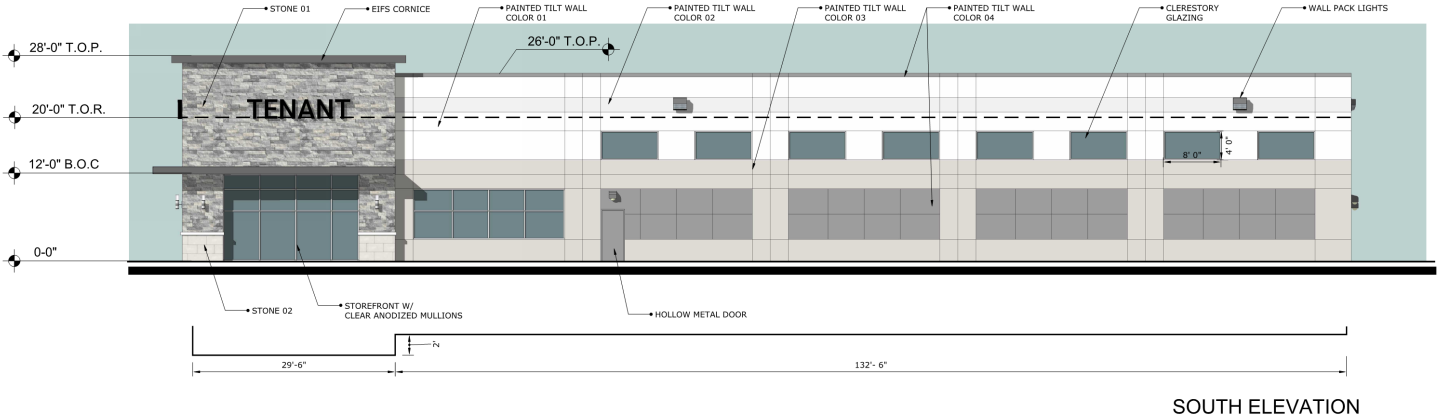
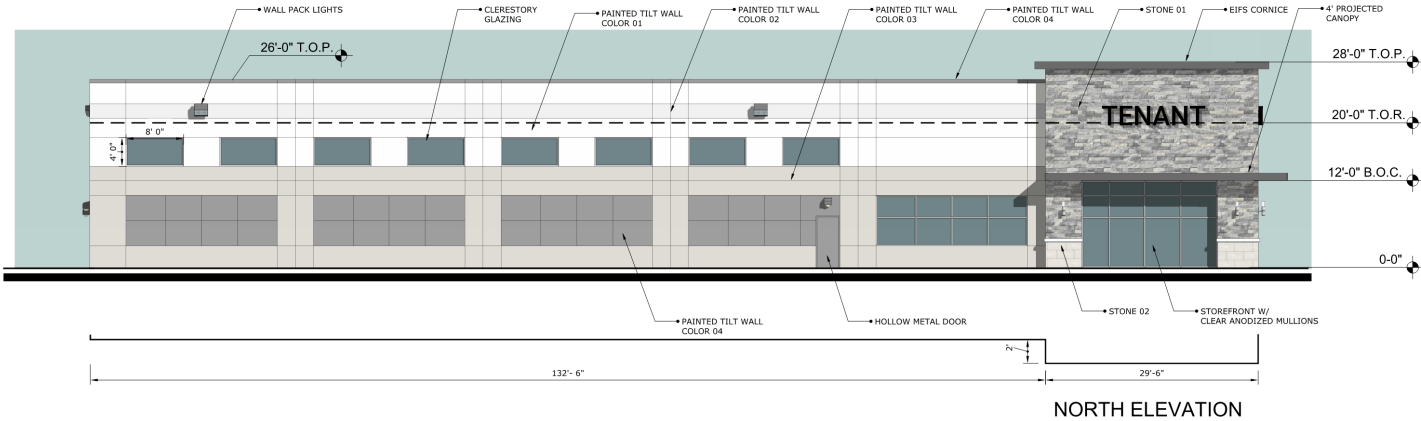
O'BRIEN

MATERIAL CALCULATIONS Bldg.2	
	EAST
TOTAL SURFACE AREA SQ.FT.	3,040
MATERIAL PERCENTAGES	
Painted Tilt Wall	79%
Stone 01	2409
Stone 02	0%
Total Masonry	79%
Glass	2409
EIFS Cornice	0%
Overhead Doors and Personnel Doors	21%
	635



MATERIAL CALCULATIONS Bldg.2	
	WEST
TOTAL SURFACE AREA SQ.FT.	2,988
MATERIAL PERCENTAGES	
Painted Tilt Wall	34%
Stone 01	1022
Stone 02	34%
Total Masonry	69%
Glass	2409
EIFS Cornice	2%
Metal Canopy	4%
	129

MATERIAL CALCULATIONS Bldg.2	
	NORTH
TOTAL SURFACE AREA SQ.FT.	4,242
MATERIAL PERCENTAGES	
Painted Tilt Wall	71%
Stone 01	3018
Stone 02	12%
EIFS Cornice	1%
Total Masonry	84%
Glass	3,524
EIFS Cornice	1%
Metal Canopy and Personnel Doors	1%
	56

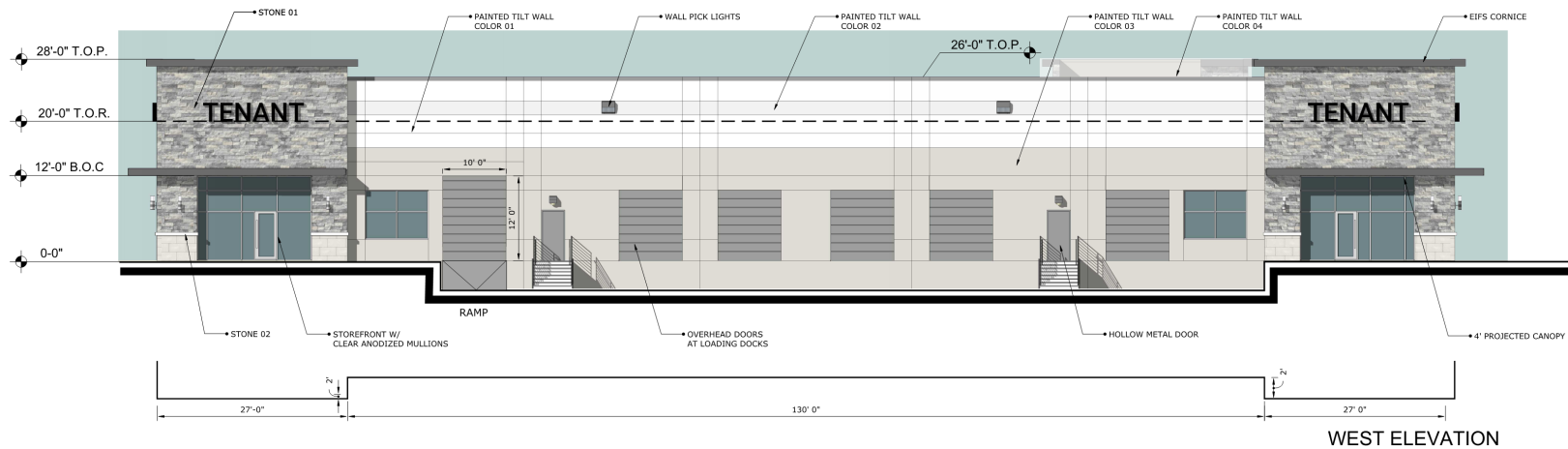
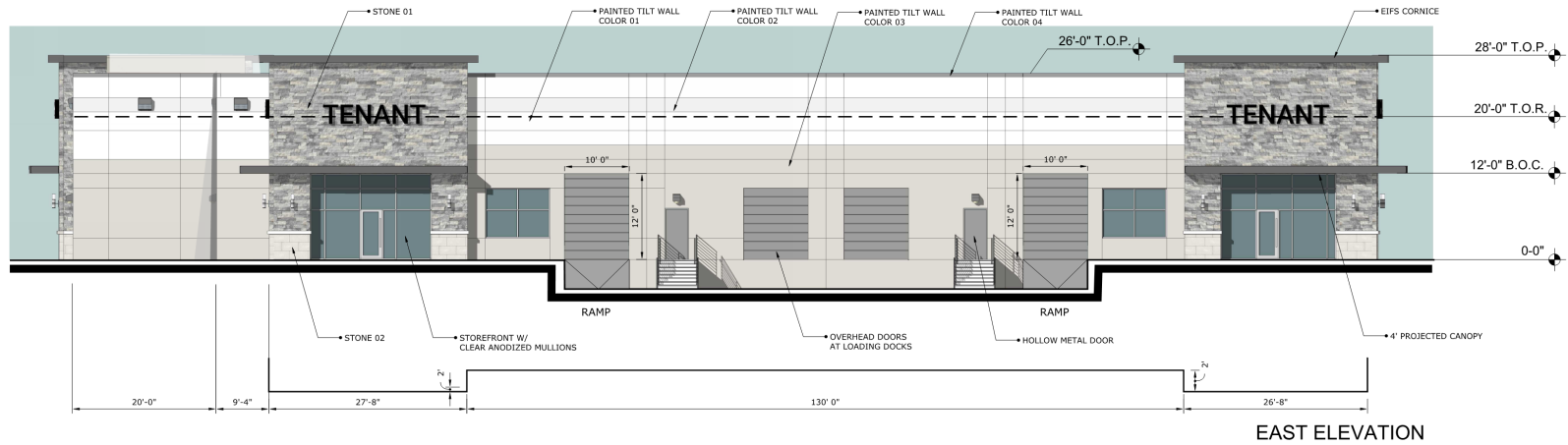


MATERIAL CALCULATIONS Bldg.2	
	SOUTH
TOTAL SURFACE AREA SQ.FT.	4,242
MATERIAL PERCENTAGES	
Painted Tilt Wall	71%
Stone 01	3018
Stone 02	12%
EIFS Cornice	1%
Total Masonry	84%
Glass	3,524
EIFS Cornice	1%
Metal Canopy and Personnel Doors	1%
	56

Exhibit C - Building Elevations
Page 5 of 12

MATERIAL CALCULATIONS Bldg.3	
	EAST
TOTAL SURFACE AREA SQ. FT.	5,126
MATERIAL PERCENTAGES	
Painted Tilt Wall	58%
Stone 01	3022
Stone 02	932
	2%
	58
Total Masonry	79%
Glass	10%
	522
EIFS Cornice	1%
	58
Metal Canopy / Overhead Doors / Personnel Doors	10%
	506

MATERIAL CALCULATIONS Bldg.3	
	WEST
TOTAL SURFACE AREA SQ. FT.	5,381
MATERIAL PERCENTAGES	
Painted Tilt Wall	58%
Stone 01	3165
Stone 02	927
	2%
	58
Total Masonry	77%
Glass	10%
	518
EIFS Cornice	1%
	80
Metal Canopy / Overhead Doors / Personnel Doors	13%
	685



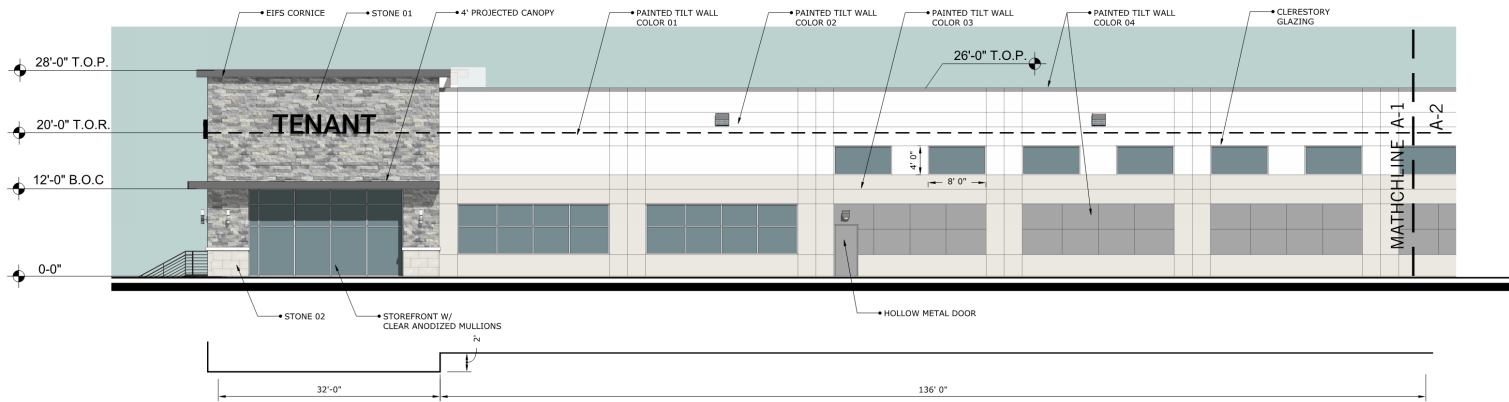
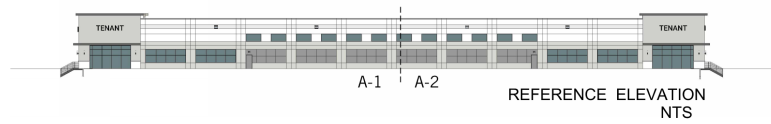
I.H.30 - MacARTHUR BLVD.

LPC

Bldg.3 EAST / WEST ELEVATIONS
Scale: 1/8"= 1'-0" Date:03.18.2020

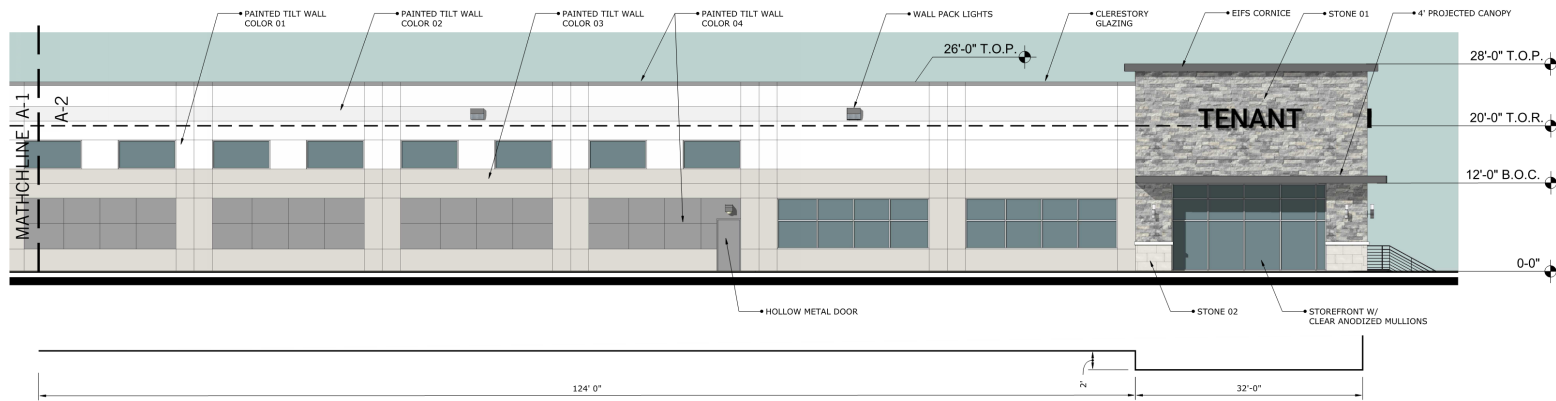
OBRIEN

Exhibit C - Building Elevations
Page 6 of 12



MATERIAL CALCULATIONS Bldg.3	
	NORTH
TOTAL SURFACE AREA SQ.FT.	8,566
MATERIAL PERCENTAGES	
Painted Tilt Wall	67%
Stone 01	12%
Stone 02	1%
Total Masonry	81%
Glass	17%
EIFS Cornice	1%
Metal Canopy and Personnel Doors	1%

NORTH ELEVATION
A-1 (PARTIAL)



NORTH ELEVATION
A-2 (PARTIAL)

I.H.30 - MacARTHUR BLVD.

LPC

Bldg.3

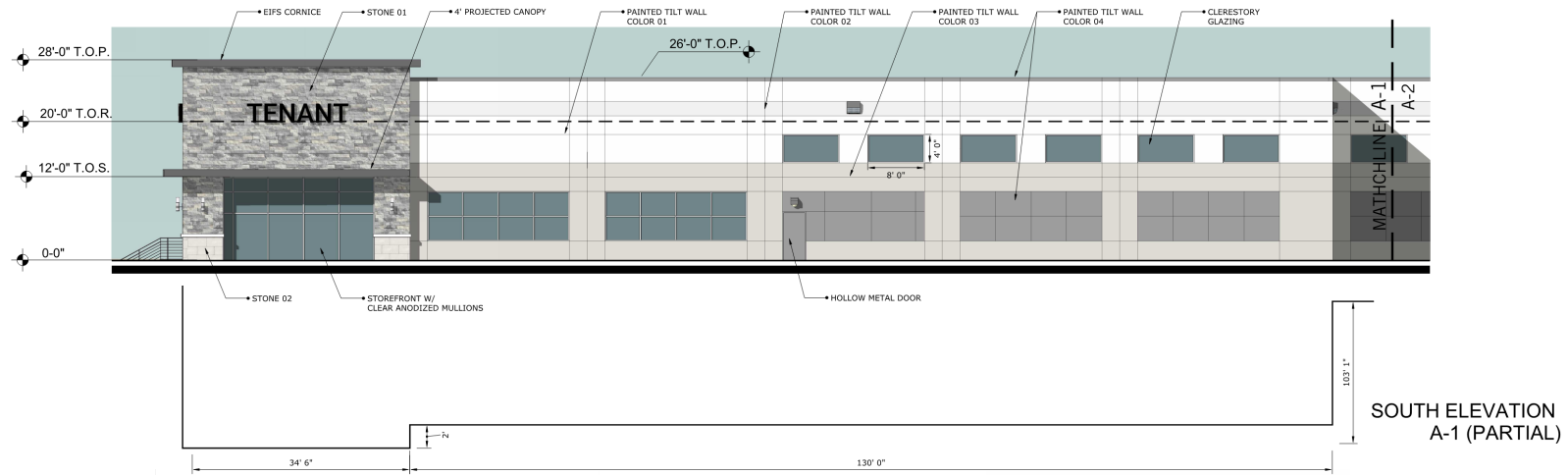
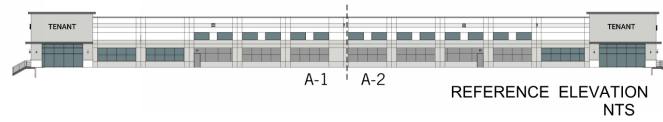
NORTH ELEVATIONS

Scale: 1/8" = 1'-0"

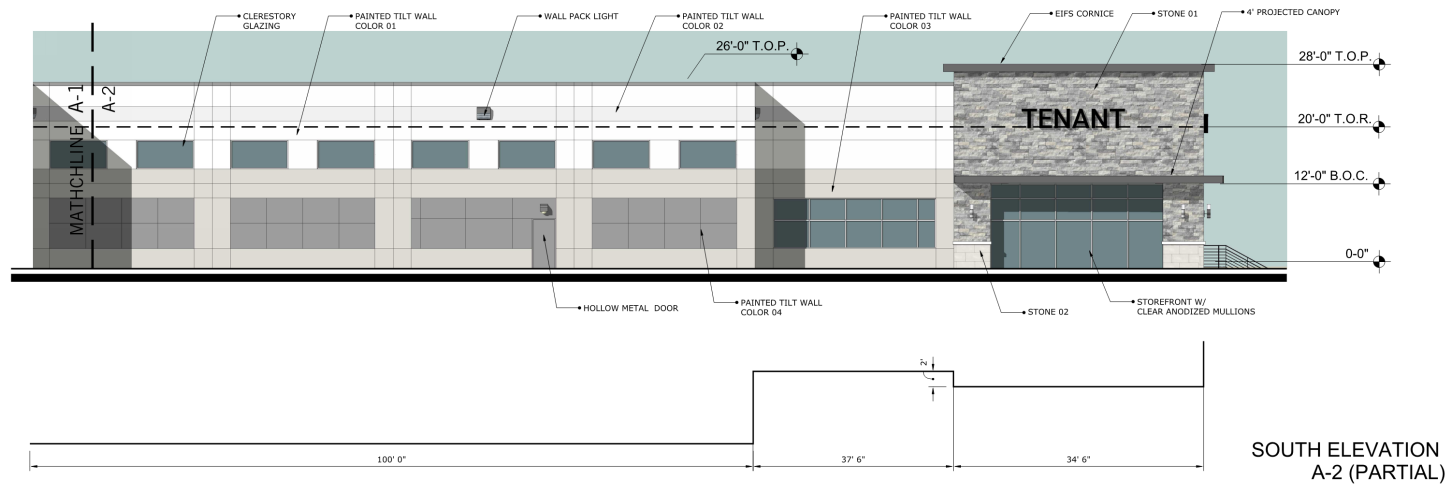
Date:03.18.2020

O'BRIEN

Exhibit C - Building Elevations
Page 7 of 12



MATERIAL CALCULATIONS Bldg.3	
TOTAL SURFACE AREA SQ. FT.	8,570
MATERIAL PERCENTAGES	
Painted Tilt Wall	65%
Stone 01	13%
Stone 02	1%
Total Masonry	79%
Glass	19%
EIFS Cornice	1%
Metal Canopy and Overhead Doors	1%



I.H.30 - MacARTHUR BLVD.

LPC

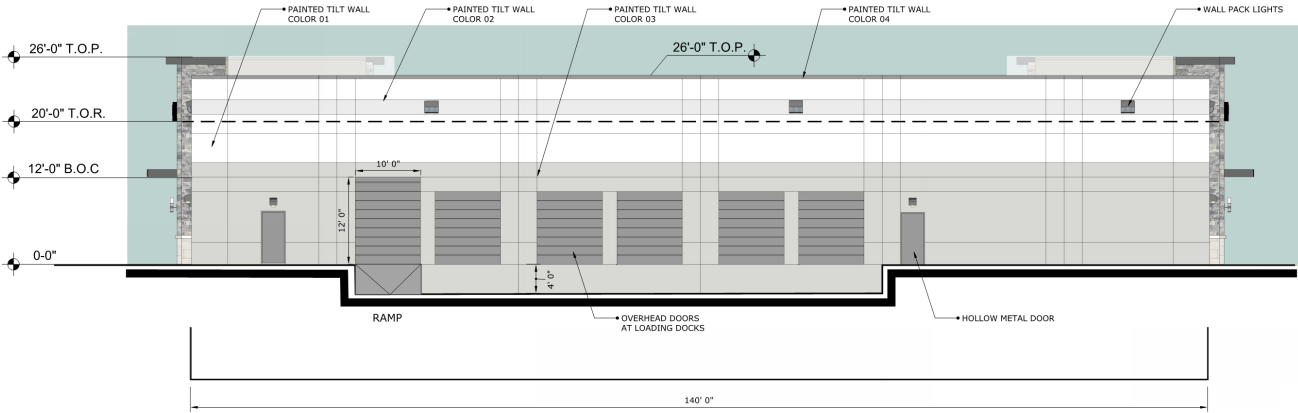
Bldg.3

SOUTH ELEVATIONS

Scale: 1/8"= 1'-0"

Date:03.18.2020

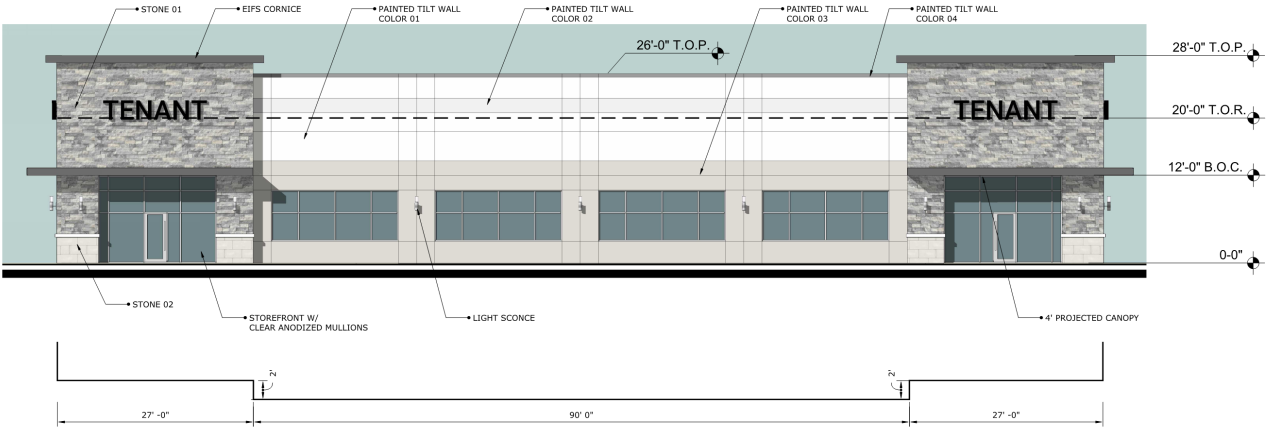
OBRIEN



MATERIAL CALCULATIONS Bldg.4	
	EAST
TOTAL SURFACE AREA SQ. FT.	3,940
MATERIAL PERCENTAGES	
Painted Tilt Wall	87%
Stone 01	3424
Stone 02	0%
Total Masonry	87%
Glass	3.424
EIFS Cornice	0%
Overhead Doors and Personnel Doors	13%
	518

EAST ELEVATION

MATERIAL CALCULATIONS Bldg.4	
	WEST
TOTAL SURFACE AREA SQ. FT.	3,883
MATERIAL PERCENTAGES	
Painted Tilt Wall	48%
Stone 01	1019
Stone 02	896
Total Masonry	73%
Glass	2.625
EIFS Cornice	880
Metal Canopy	1%
	58
	3%
	120



WEST ELEVATION

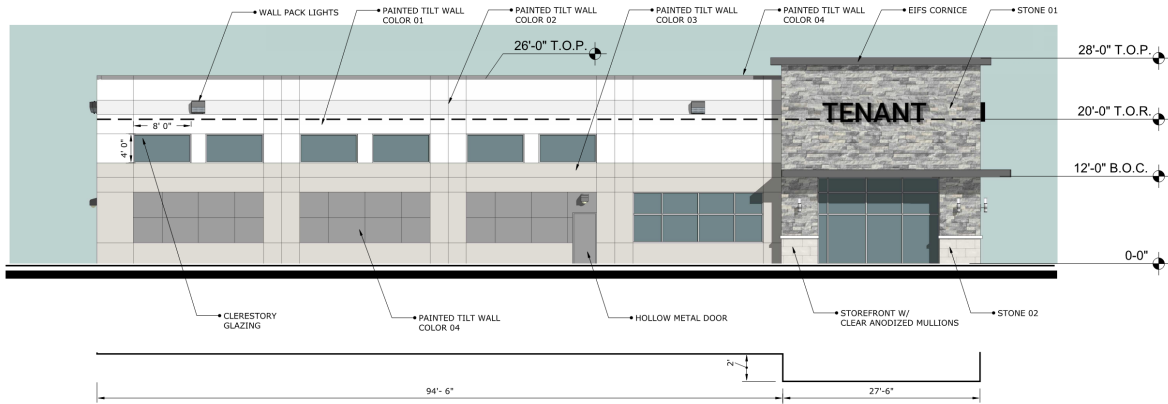
I.H.30 - MacARHTUR BLVD.

LPC

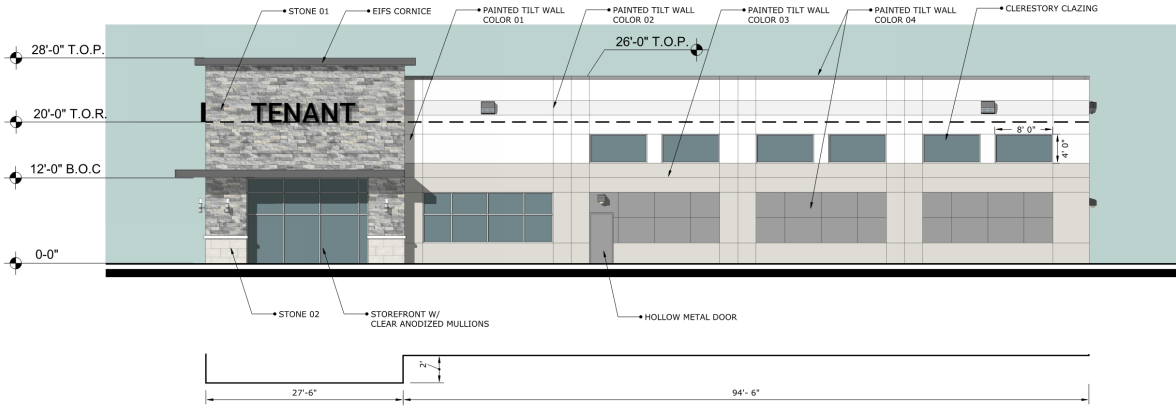
Bldg.4 EAST / WEST ELEVATIONS
Scale: 1/8"= 1'-0" Date:03.18.2020



MATERIAL CALCULATIONS Bldg.4	
	NORTH
TOTAL SURFACE AREA SQ. FT.	3,419
MATERIAL PERCENTAGES	
Painted Tilt Wall	67%
Stone 01	14%
Stone 02	1%
Total Masonry	82%
Glass	15%
EIFS Cornice	1%
Metal Canopy and Personnel Doors	2%



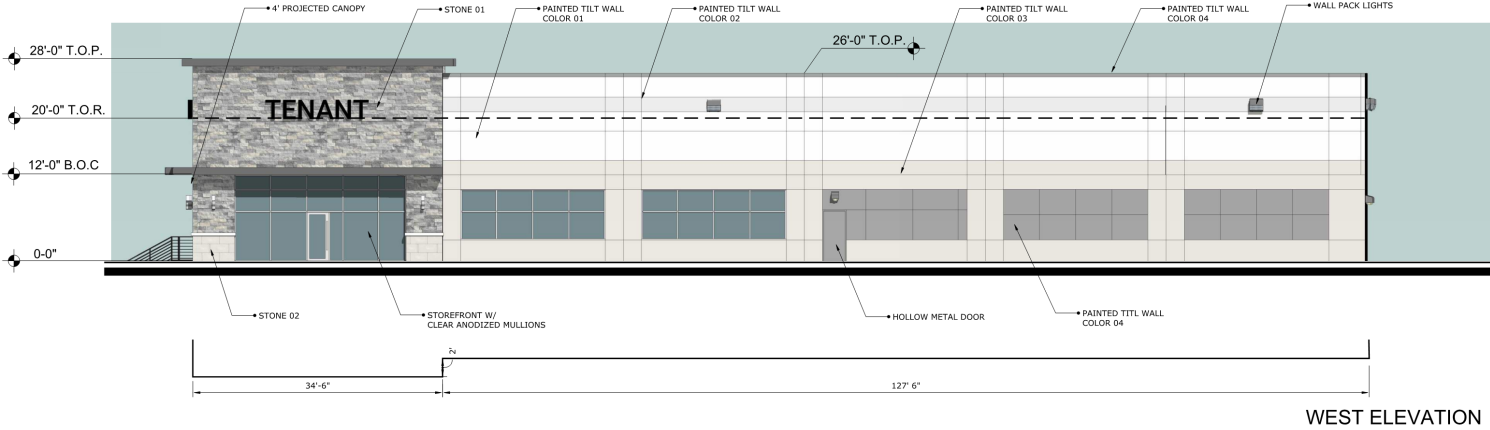
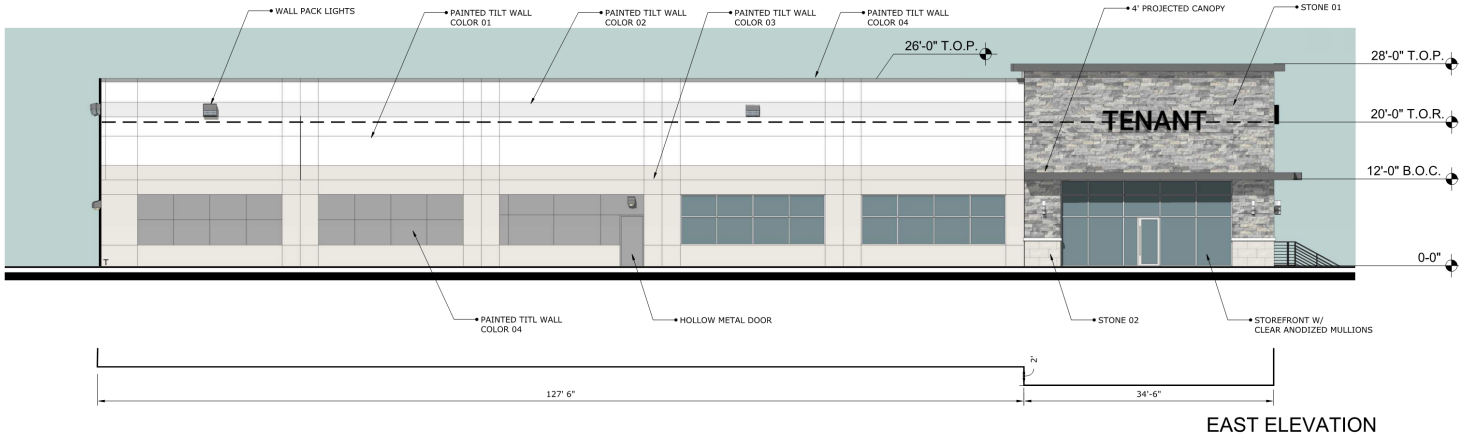
NORTH ELEVATION



SOUTH ELEVATION

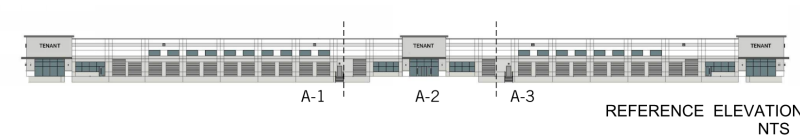
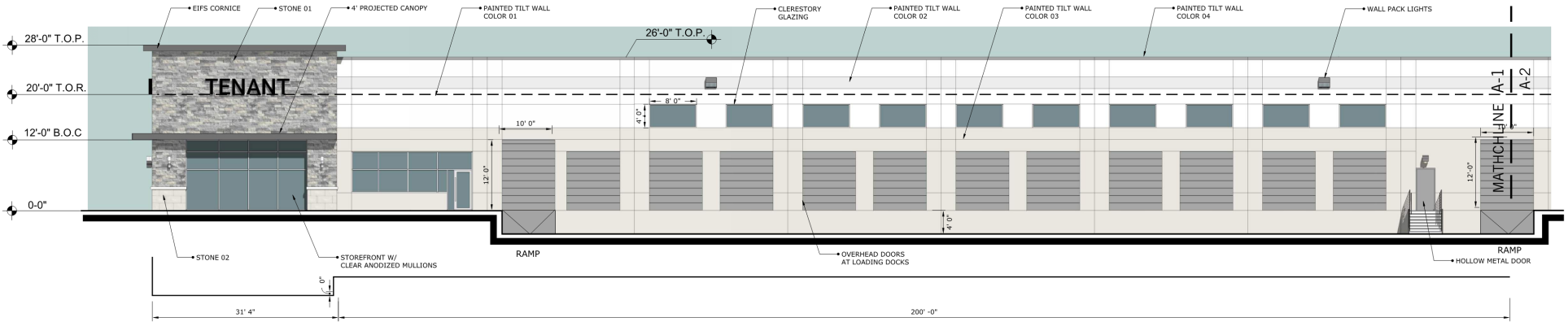
MATERIAL CALCULATIONS Bldg.4	
	SOUTH
TOTAL SURFACE AREA SQ. FT.	3,419
MATERIAL PERCENTAGES	
Painted Tilt Wall	67%
Stone 01	14%
Stone 02	1%
Total Masonry	82%
Glass	15%
EIFS Cornice	1%
Metal Canopy and Personnel Doors	2%

MATERIAL CALCULATIONS Bldg.5	
	EAST
TOTAL SURFACE AREA SQ.FT.	4,286
MATERIAL PERCENTAGES	
Painted Tilt Wall	76%
Stone 01	13%
Stone 02	1%
Total Masonry	84%
Glass	13%
EIFS Cornice	1%
Metal Canopy and Personnel Doors	63

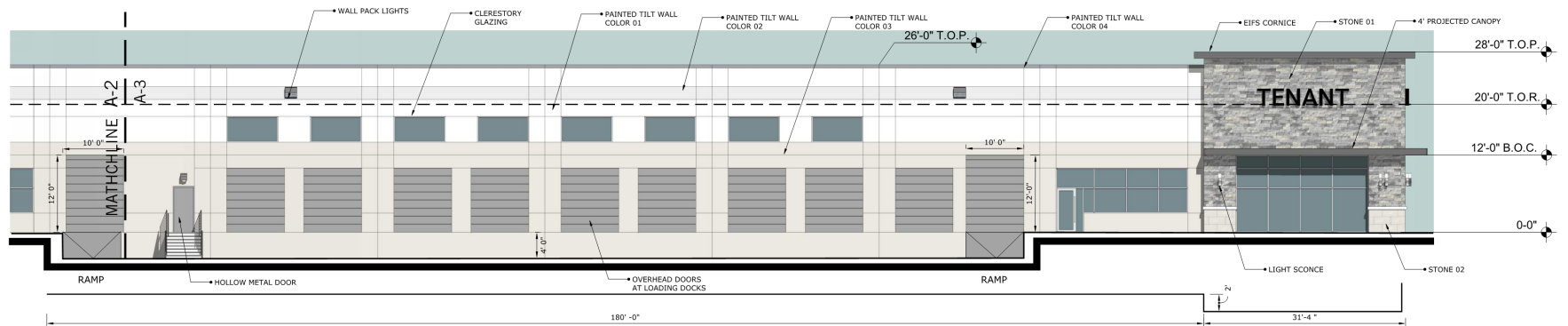
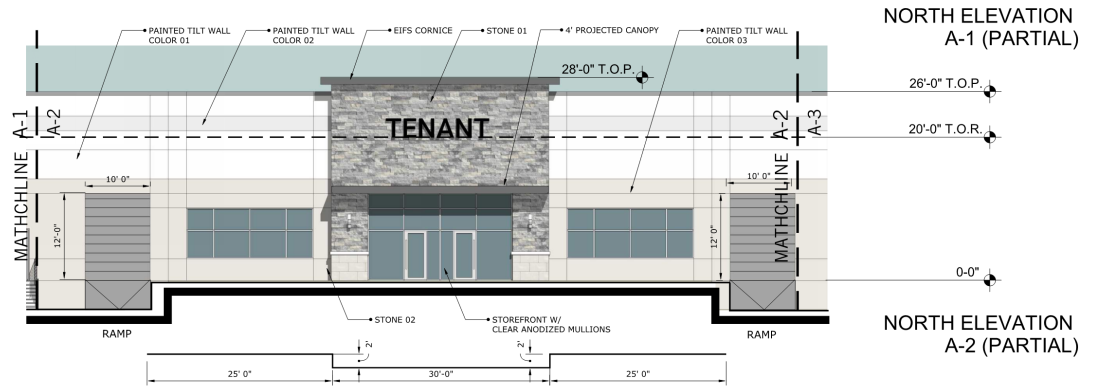


MATERIAL CALCULATIONS Bldg.5	
	WEST
TOTAL SURFACE AREA SQ.FT.	4,286
MATERIAL PERCENTAGES	
Painted Tilt Wall	76%
Stone 01	13%
Stone 02	1%
Total Masonry	84%
Glass	13%
EIFS Cornice	1%
Metal Canopy and Personnel Doors	63

Exhibit C - Building Elevations
Page 11 of 12



MATERIAL CALCULATIONS Bldg.5	
TOTAL SURFACE AREA SQ.FT.	NORTH 14,984
MATERIAL PERCENTAGES	
Painted Tilt Wall	59%
Stone 01	26.3%
Stone 02	1.548%
EIFS Cornice	1%
Total Masonry	70%
Glass	10.519%
EIFS Cornice	1.889%
EIFS Cornice	1%
EIFS Cornice	17%
Metal Canopy and Overhead Doors	2.905%



I.H.30 - MacARHTUR BLVD.

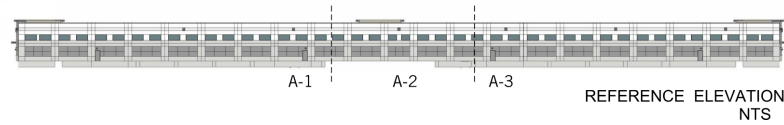
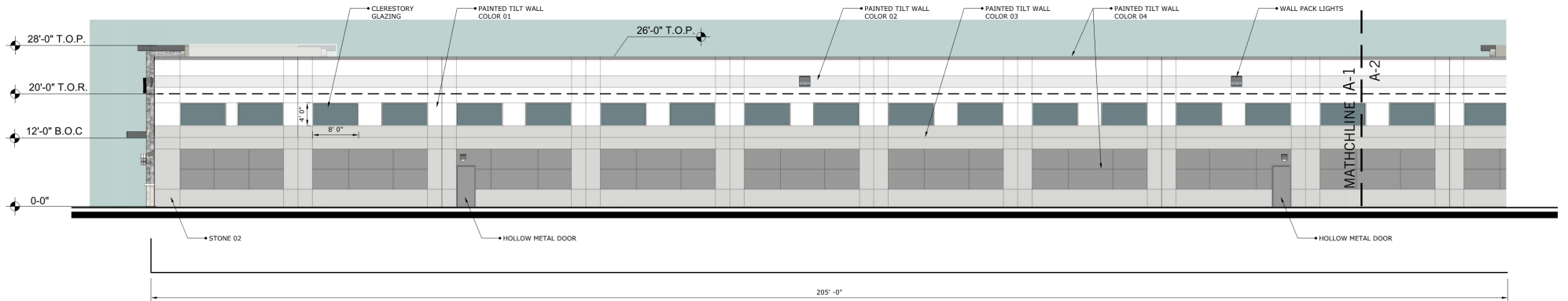
LPC

Bldg.5

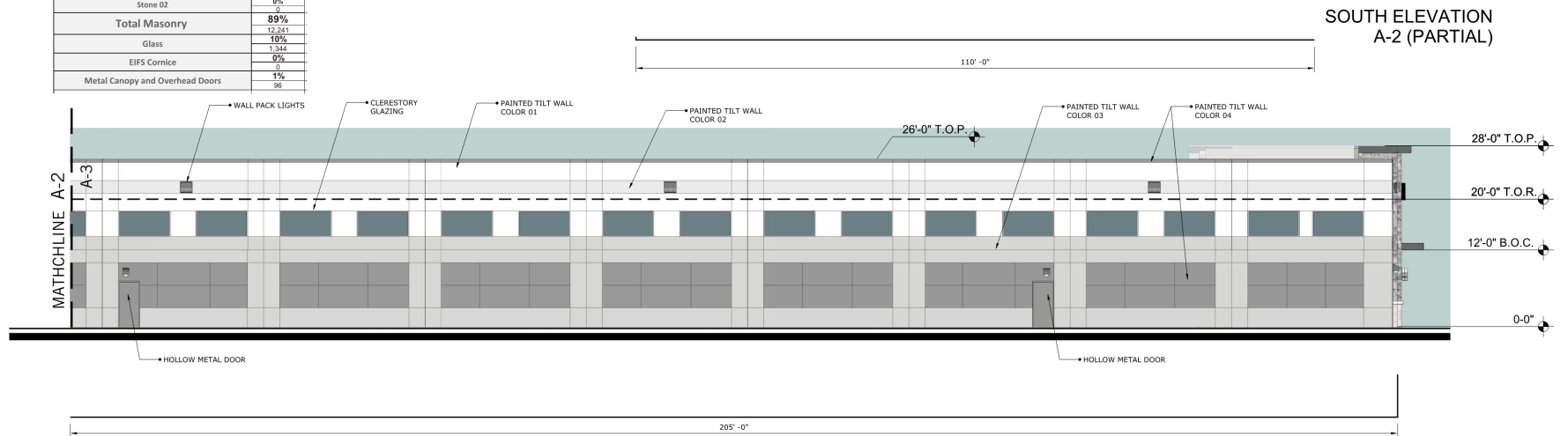
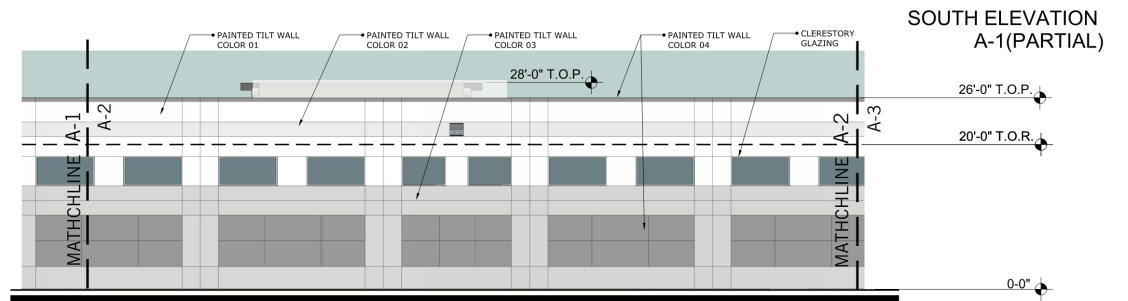
NORTH ELEVATIONS
Scale: 1/8"= 1'-0" Date:03.18.2020

O'BRIEN

Exhibit C - Building Elevations
Page 12 of 12



MATERIAL CALCULATIONS Bldg.5	
TOTAL SURFACE AREA SQ.FT.	SOUTH 13,681
MATERIAL PERCENTAGES	SOUTH
Painted Tilt Wall	98%
Stone 01	0%
Stone 02	0%
Total Masonry	89%
Glass	10%
EIFS Cornice	0%
Metal Canopy and Overhead Doors	1%
	96



I.H.30 - MacARHTUR BLVD.

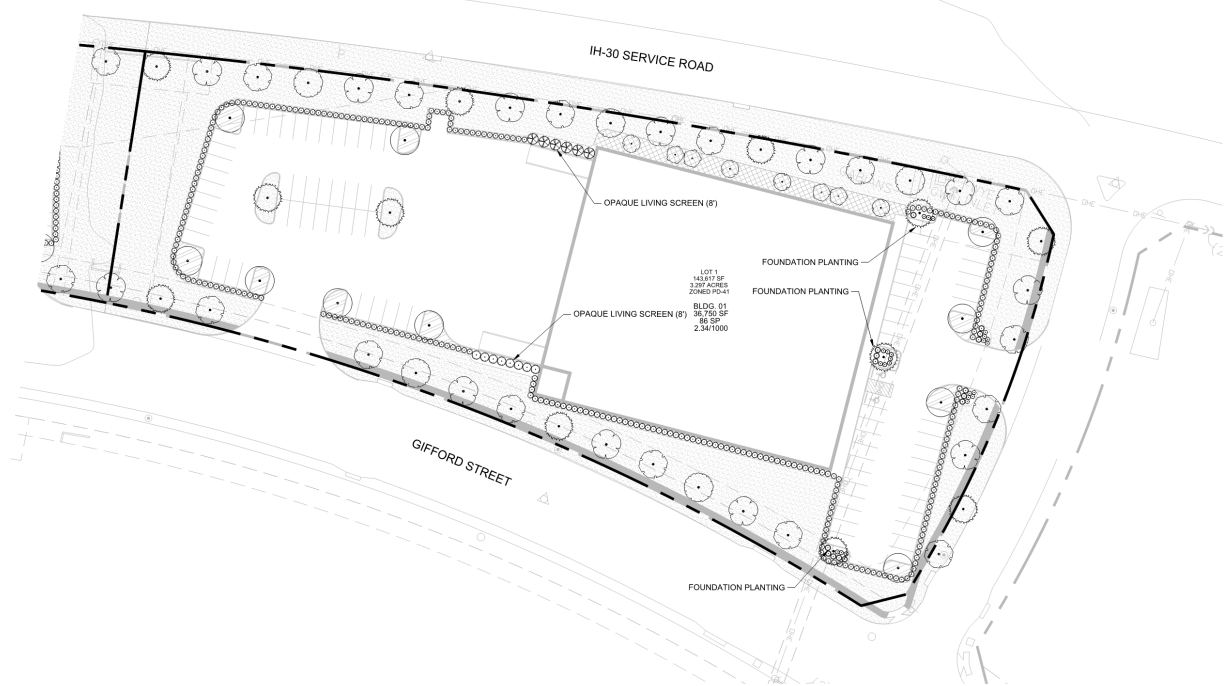
LPC

Bldg.5

SOUTH ELEVATIONS

Scale: 1/8"= 1'-0"

Date:03.18.2020



LANDSCAPE TABULATIONS

SITE LANDSCAPE REQUIREMENTS

- 10% of the overall size of the platted lot shall be landscaped.
- One (1) tree, 3" cal., per per 500 s.f. of req. landscape area, 1 per 5 truck bays
- One (1) shrub per 50 s.f. of required landscape area.
- 1% of the overall building dimension shall be situated so that no portion is more than 50' from a public building entrance and planted with annuals, perennials, or native grasses.
- All portions of a Primary Facade not used as an entrance or planting area shall have a row of hedges along the perimeter of the building varying in height from 36" to 60" at maturity.

Total Site Area: 143,617 s.f. (3.297 acres)
Overall Building Dimensions: 36,750 s.f.

Required	Provided
14,361 s.f. (10%)	64,004 s.f. (45%)
(31) trees, 3"	(59) trees, 3"
(288) shrubs	(335) shrubs
368 s.f. (1%)	527 s.f. (1.4%)
Foundation Planting	Foundation Planting

PERIMETER PARKING LOT AND SCREENING REQUIREMENTS

- Parking shall be screened from public or private street right-of-ways and located within the 30' setback using a 36" ht. Berm, living screen, masonry wall, or combination.
- Perimeter parking lot screening shall be offset at least 6' for every 60 L.F. of screening length.

INTERNAL PARKING LOT REQUIREMENTS

- No parking space shall be further than 100' from a tree.
- No more than 10 parking spaces shall be provided without a landscape island separating the run of spaces.
- One (1) tree, 3" cal., for every 30 parking spaces.

Parking Spaces: 86
Required (5) trees, 3" cal.
Provided (15) trees, 3" cal.

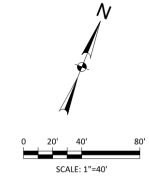
STREET TREE REQUIREMENTS

- Street trees shall be planted parallel to the street between 30-50 feet on center.

PLANT SCHEDULE

TREES	QTY	BOTANICAL / COMMON NAME	CONT	CAL
	4	Cercis canadensis texensis / Texas Redbud	30 gal	
	6	Juniperus virginiana / Eastern Red Cedar	B&B/Cont.	3" Cal
	4	Lagerstroemia x 'Acoma' / Acoma Crape Myrtle Multi-Trunk	30 gal	
	5	Quercus muhlenbergii / Chinkapin Oak	B&B/Cont.	3" Cal
	14	Quercus shumardii / Shumard Red Oak	B&B/Cont.	3" Cal
	12	Quercus virginiana / Southern Live Oak	B&B/Cont.	3" Cal
	12	Taxodium distichum / Bald Cypress	B&B/Cont.	3" Cal
	10	Ulmus crassifolia / Cedar Elm	B&B/Cont.	3" Cal
SHRUBS	QTY	BOTANICAL / COMMON NAME	CONT	
	57	Abelia x 'Rose Creek' / Rose Creek Abelia	5 gal min.	
	10	Hesperaloe parviflora / Red Yucca	5 gal min.	
	232	Ilex cornuta 'Burfordi Nana' / Dwarf Burford Holly	5 gal min.	
	8	Ilex x 'Nellie R. Stevens' / Nellie R. Stevens Holly	30 gal.	
	15	Miscanthus sinensis 'Adagio' / Adagio Maiden Grass	5 gal min.	
	13	Salvia greggii / Autumn Sage	5 gal min.	

GROUND COVERS	QTY	BOTANICAL / COMMON NAME	CONT	SIZE
	59,526 sf	Cynodon dactylon / Bermuda Grass	Sod/Seed	
	2,444	Euonymus fortunei / Wintercreeper	4" pot	
	3,007 sf	Trachelospermum asiaticum / Asian Jasmine	4" pot	



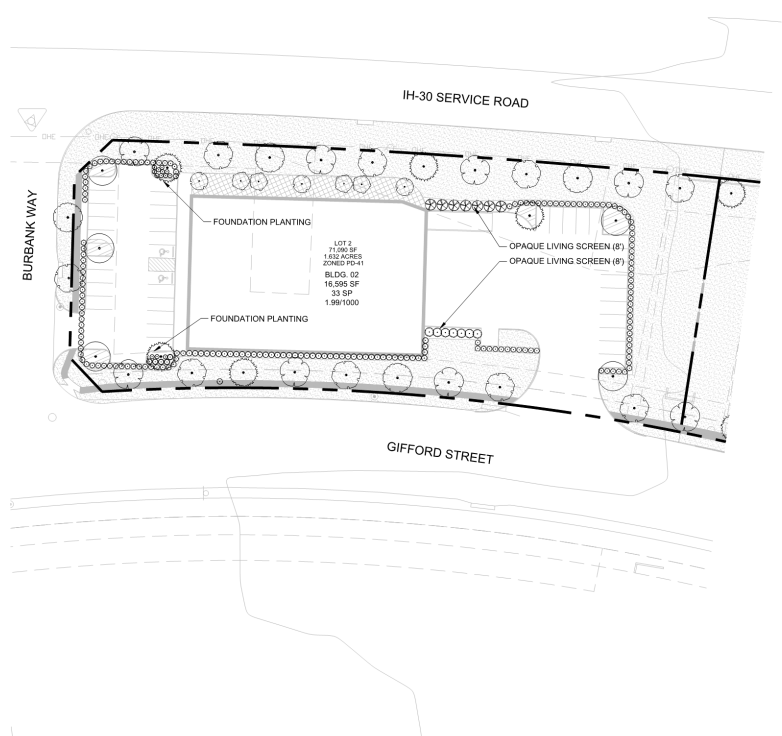
LANDSCAPE PLAN
BUILDING 1
IH-30 MACARTHUR BLVD.
IN THE
CITY OF GRAND PRAIRIE
DALLAS COUNTY, TEXAS

OWNED/DEVELOPED BY:
LINCOLN PROPERTY COMPANY
MICHAEL A. PERINADO, SOR
SENIOR VICE PRESIDENT | MPERINADO@LPC.COM | LIC# 413049
T: 214.740.3356 | C: 214.354.1668 | F: 214.740.3313
2000 MCKINNEY AVENUE | SUITE 1000 | DALLAS, TX 75201
WWW.LPCDALLAS.COM

SURVEYOR
DOUGLAS A. CALHOUN, RPLS
SURVEY MANAGER
HALFF ASSOCIATES, INC.
4000 FOSSIL CREEK BLVD.
FORT WORTH, TEXAS 76137
(817) 764-7555 DIRECT
(817) 232-9794 FAX
dcalhoun@halff.com

4000 FOSSIL CREEK BLVD. FORT WORTH, TEXAS 76137 (817) 847-1422
TSPSALS FIRM NO. 1002965
FEBRUARY 21, 2020
CASE NO. S200301





LANDSCAPE TABULATIONS

SITE LANDSCAPE REQUIREMENTS

- 10% of the overall size of the platted lot shall be landscaped.
- One (1) tree, 3" cal., per 500 s.f. of required landscape area.
- One (1) shrub per 50 s.f. of required landscape area.
- 1% of the overall building dimension shall be situated so that no portion is more than 50' from a public building entrance and planted with annuals, perennials, or native grasses.
- All portions of a Primary Facade not used as an entrance or planting area shall have a row of hedges along the perimeter of the building varying in height from 36" to 60" at maturity.

Total Site Area: 71,000 s.f. (1.674 acres)
Overall Building Dimensions: 16,595 s.f.

Required	Provided
7,109 s.f. (10%)	38,558 s.f. (55%)
(16) trees, 3"	(37) trees, 3"
(143) shrubs	(199) shrubs
166 s.f. (1%)	432 s.f. (2.6%)
Foundation Planting	Foundation Planting

PERIMETER PARKING LOT AND SCREENING REQUIREMENTS

- Parking shall be screened from public or private street right-of-ways and located within the 30' setback using a 36" ht. Berm, living screen, masonry wall, or combination.
- Perimeter parking lot screening shall be offset at least 6' for every 60 l.f. of screening length.

INTERNAL PARKING LOT REQUIREMENTS

- No parking space shall be further than 100' from a tree.
- No more than 10 parking spaces shall be provided without a landscape island separating the run of spaces.
- One (1) tree, 3" cal., for every 20 parking spaces.

Parking Spaces: 33
Required (8) trees, 3" cal.
Provided (8) trees, 3" cal.

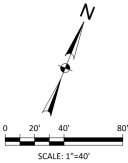
STREET TREE REQUIREMENTS

- Street trees shall be planted parallel to the street between 30-50 feet on center.

PLANT SCHEDULE

TREES	QTY	BOTANICAL / COMMON NAME	CONT	CAL
	3	Cercis canadensis texensis / Texas Redbud	30 gal	
	7	Juniperus virginiana / Eastern Red Cedar	B&B/Cont.	3" Cal
	4	Lagerstroemia x 'Acoma' / Acoma Crape Myrtle Multi-Trunk	30 gal	
	4	Quercus muehlenbergii / Chinkapin Oak	B&B/Cont.	3" Cal
	9	Quercus shumardii / Shumard Red Oak	B&B/Cont.	3" Cal
	5	Quercus virginiana / Southern Live Oak	B&B/Cont.	3" Cal
	7	Taxodium distichum / Bald Cypress	B&B/Cont.	3" Cal
	5	Ulmus crassifolia / Cedar Elm	B&B/Cont.	3" Cal
SHRUBS	QTY	BOTANICAL / COMMON NAME	CONT	
	45	Abelia x 'Rose Creek' / Rose Creek Abelia	5 gal min.	
	129	Ilex comuta 'Burfordii Nana' / Dwarf Burford Holly	5 gal min.	
	7	Ilex x 'Nellie R. Stevens' / Nellie R. Stevens Holly	30 gal.	
	5	Miscanthus sinensis 'Adagio' / Adagio Maiden Grass	5 gal min.	
	13	Salvia greggii / Autumn Sage	5 gal min.	

GROUND COVERS	QTY	BOTANICAL / COMMON NAME	CONT	SIZE
	35,049 sf	Cynodon dactylon / Bermuda Grass		Sod/Seed
	924	Euonymus fortunei / Wintercreeper		4" pot
	2,507 sf	Trachelospermum asiaticum / Asian Jasmine		4" pot

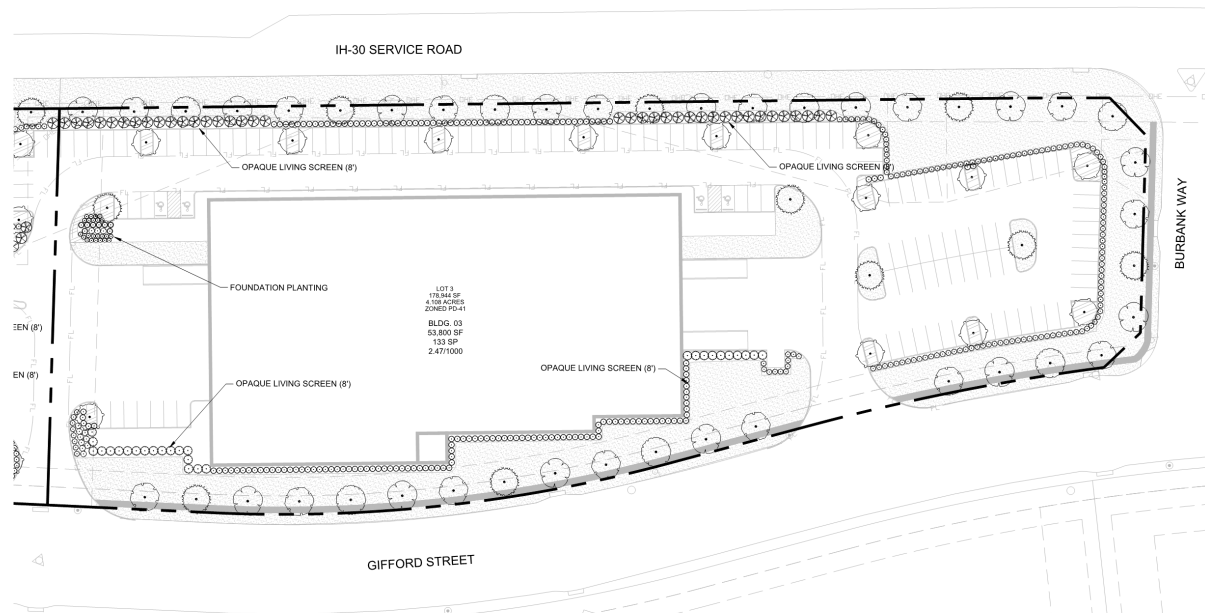


LANDSCAPE PLAN
BUILDING 2
IH-30 MACARTHUR BLVD.
IN THE
CITY OF GRAND PRAIRIE
DALLAS COUNTY, TEXAS

OWNED/DEVELOPED BY:
LINCOLN PROPERTY COMPANY
MICHAEL A. PEINADO, SIOB
SENIOR VICE PRESIDENT | MPEINADO@LPC.COM | LIC# 413049
T 214.740.3356 | C 214.354.1668 | F 214.740.3313
2000 MCKINNEY AVENUE | SUITE 1000 | DALLAS, TX 75201
WWW.LPCDALLAS.COM

SURVEYOR
DOUGLAS A. CALHOUN, RPLS
SURVEY MANAGER
HALFF ASSOCIATES, INC.
4000 FOSSIL CREEK BLVD.
FORT WORTH, TEXAS 76137
(817) 764-7000 DIRECT
(817) 232-6784 FAX
dcalhoun@halff.com

HALFF
4000 FOSSIL CREEK BLVD. FORT WORTH, TEXAS 76137 (817) 847-1422
TFPEALS FIRM NO. 10029605
FEBRUARY 21, 2020



LANDSCAPE TABULATIONS

SITE LANDSCAPE REQUIREMENTS

- 10% of the overall size of the platted lot shall be landscaped.
- One (1) tree, 3" cal., per per 500 s.f. of required landscape area.
- One (1) shrub per 50 s.f. of required landscape area.
- 1% of the overall building dimension shall be situated so that no portion is more than 50' from a public building entrance and planted with annuals, perennials, or native grasses.
- All portions of a Primary Facade not used as an entrance or planting area shall have a row of hedges along the perimeter of the building varying in height from 36" to 60" at maturity.

Total Site Area: 178,944 s.f. (4.108 acres)
Overall Building Dimensions: 53,800 s.f.

Required	Provided
17,895 s.f. (10%)	53,911 s.f. (30%)
(38) trees, 3"	(96) trees, 3"
(358) shrubs	(379) shrubs
538 s.f. (3%)	1,311 s.f. (2.4%)
Foundation Planting	Foundation Planting

PERIMETER PARKING LOT AND SCREENING REQUIREMENTS

- Parking shall be screened from public or private street right-of-ways and located within the 30' setback using a 36" ht. Berm, living screen, masonry wall, or combination.
- Perimeter parking lot screening shall be offset at least 6' for every 60 l.f. of screening length.

INTERNAL PARKING LOT REQUIREMENTS









- No parking space shall be further than 100' from a tree.
- No more than 10 parking spaces shall be provided without a landscape island separating the run of spaces.
- One (1) tree, 3" cal., for every 20 parking spaces.



Parking Spaces: 133
Required (7) trees, 3" cal.
Provided (17) trees, 3" cal.

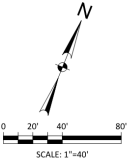
STREET TREE REQUIREMENTS

- Street trees shall be planted parallel to the street between 30-50 feet on center.

PLANT SCHEDULE

TREES	QTY	BOTANICAL / COMMON NAME	CONT	CAL
	37	Juniperus virginiana / Eastern Red Cedar	B&B/Cont.	3" Cal
	13	Pistacia chinensis / Chinese Pistache	B&B/Cont.	3" Cal
	7	Quercus muehlenbergii / Chinkapin Oak	B&B/Cont.	3" Cal
	15	Quercus shumardii / Shumard Red Oak	B&B/Cont.	3" Cal
	10	Quercus virginiana / Southern Live Oak	B&B/Cont.	3" Cal
	14	Taxodium distichum / Bald Cypress	B&B/Cont.	3" Cal
SHRUBS	QTY	BOTANICAL / COMMON NAME	CONT	---
	166	Abelia x 'Rose Creek' / Rose Creek Abelia	5 gal min.	
	142	Ilex cornuta 'Burfordii Nana' / Dwarf Burford Holly	5 gal min.	
	28	Ilex x 'Nellie R. Stevens' / Nellie R. Stevens Holly	30 gal.	
	12	Leucophyllum frutescens 'Compacta' / Compact Texas Ranger	5 gal min.	
	8	Miscanthus sinensis 'Adagio' / Adagio Maiden Grass	5 gal min.	
	23	Salvia greggii / Autumn Sage	5 gal min.	

GROUND COVERS	QTY	BOTANICAL / COMMON NAME	CONT	SIZE
	57,777 sf	Cynodon dactylon / Bermuda Grass	Sod/Seed	
	2,825	Euonymus fortunei / Wintercreeper	4" pot	

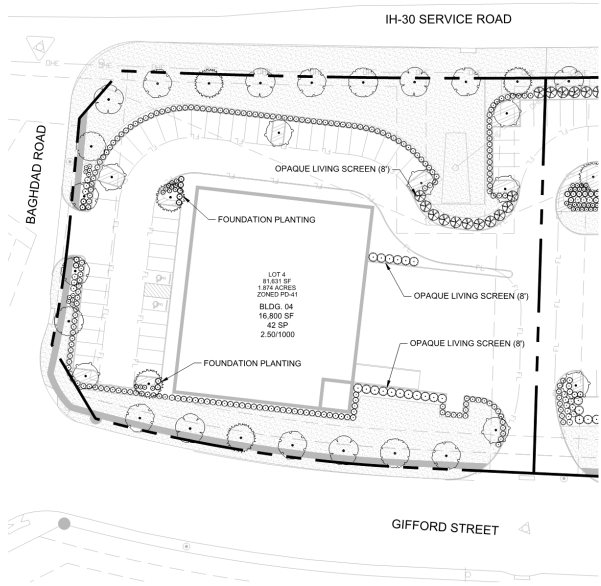


LANDSCAPE PLAN
BUILDING 3
IH-30 MACARTHUR BLVD.
IN THE
CITY OF GRAND PRAIRIE
DALLAS COUNTY, TEXAS

OWNED/DEVELOPED BY:
LINCOLN PROPERTY COMPANY
MICHAEL A. PEINADO, SIOB.
SENIOR VICE PRESIDENT | MPEINADO@LPC.COM | LIC# 413049
T 214.740.3355 | C 214.354.1688 | F 214.740.3313
2000 MCKINNEY AVENUE | SUITE 1000 | DALLAS, TX 75201
WWW.LPCDALLAS.COM

SURVEYOR
DOUGLAS A. CALHOUN, RPLS
SURVEY MANAGER
HALFF ASSOCIATES, INC.
4000 FOSSIL CREEK BLVD.
FORT WORTH, TEXAS 76137
(817) 784-7505 DIRECT
(817) 232-9784 FAX
dcalhoun@halff.com

HALFFTM
4000 FOSSIL CREEK BLVD., FORT WORTH, TEXAS 76137 (817) 847-1422
TXPEALS FIRM NO. 10029605
FEBRUARY 21, 2020



LANDSCAPE TABULATIONS

SITE LANDSCAPE REQUIREMENTS

- 10% of the overall size of the platted lot shall be landscaped.
- One (1) tree, 3" cal., per per 500 s.f. of required landscape area.
- One (1) shrub per 50 s.f. of required landscape area.
- 1% of the overall building dimension shall be situated so that no portion is more than 50' from a public building entrance and planted with annuals, perennials, or native grasses.
- All portions of a Primary Facade not used as an entrance or planting area shall have a row of hedges along the perimeter of the building varying in height from 36" to 60" at maturity.

Total Site Area: 81,630 s.f. (1.874 acres)
Overall Building Dimensions: 16,800 s.f.

Required	Provided
8,163 s.f. (10%)	30,476 s.f. (37%)
(18) trees, 3"	(41) trees, 3"
(154) shrubs	(253) shrubs
168 s.f. (1%)	432 s.f. (2.5%)
Foundation Planting	Foundation Planting

PERIMETER PARKING LOT AND SCREENING REQUIREMENTS

- Parking shall be screened from public or private street right-of-ways and located within the 30' setback using a 36" ht. Berm, living screen, masonry wall, or combination.
- Perimeter parking lot screening shall be offset at least 6' for every 60 l.f. of screening length.

INTERNAL PARKING LOT REQUIREMENTS

- No parking space shall be further than 100' from a tree.
- No more than 10 parking spaces shall be provided without a landscape island separating the run of spaces.
- One (1) tree, 3" cal., for every 20 parking spaces.

Parking Spaces: 42
Required (3) trees, 3" cal.
Provided (8) trees, 3" cal.

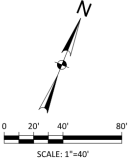
STREET TREE REQUIREMENTS

- Street trees shall be planted parallel to the street between 30-50 feet on center.

PLANT SCHEDULE

TREES	QTY	BOTANICAL / COMMON NAME	CONT	CAL
	12	Juniperus virginiana / Eastern Red Cedar	B&B/Cont.	3" Cal
	7	Pistacia chinensis / Chinese Pistache	B&B/Cont.	3" Cal
	4	Quercus muehlenbergii / Chinkapin Oak	B&B/Cont.	3" Cal
	8	Quercus shumardi / Shumard Red Oak	B&B/Cont.	3" Cal
	5	Quercus virginiana / Southern Live Oak	B&B/Cont.	3" Cal
	5	Taxodium distichum / Bald Cypress	B&B/Cont.	3" Cal
SHRUBS	QTY	BOTANICAL / COMMON NAME	CONT	---
	36	Abelia x 'Rose Creek' / Rose Creek Abelia	5 gal min.	
	10	Hesperaloe parviflora / Red Yucca	5 gal min.	
	160	Ilex comuta 'Burfordi Nana' / Dwarf Burford Holly	5 gal min.	
	17	Ilex x 'Nellie R. Stevens' / Nellie R. Stevens Holly	30 gal.	
	6	Leucophyllum frutescens 'Compacta' / Compact Texas Ranger	5 gal min.	
	11	Miscanthus sinensis 'Adagio' / Adagio Maiden Grass	5 gal min.	
	13	Salvia greggii / Autumn Sage	5 gal min.	

GROUND COVERS	QTY	BOTANICAL / COMMON NAME	CONT
	29,274 sf	Cynodon dactylon / Bermuda Grass	Sod/Seed
	1,202	Euonymus fortunei / Wintercreeper	4" pot



LANDSCAPE PLAN
BUILDING 4
IH-30 MACARTHUR BLVD.
IN THE
CITY OF GRAND PRAIRIE
DALLAS COUNTY, TEXAS

OWNED/DEVELOPED BY:
LINCOLN PROPERTY COMPANY
MICHAEL A. PEINADO, SDR
SENIOR VICE PRESIDENT | MPEINADO@LPC.COM | LIC# 413049
T 214.740.3358 | C 214.354.1668 | F 214.740.3313
2000 MCKINNEY AVENUE | SUITE 1000 | DALLAS, TX 75201
WWW.LPCDALLAS.COM

SURVEYOR
DOUGLAS A. CALHOUN, RPLS
SURVEY MANAGER
HALFF ASSOCIATES, INC.
4000 FOSSIL CREEK BLVD.
FORT WORTH, TEXAS 76137
(817) 756-7555 DIRECT
(817) 232-9784 FAX
dcalhoun@halff.com

HALFF
4000 FOSSIL CREEK BLVD. FORT WORTH, TEXAS 76137 (817) 847-1422
TXPEALS FIRM NO. 1002965
FEBRUARY 21, 2020

CASE NO. S200301



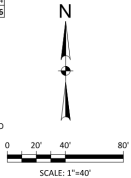
TREE SURVEY TABULATIONS

#	Species	Caliper	Removed	Retained
1	POST OAK	30	22	32
2	POST OAK	18		18
3	POST OAK	24	24	
4	POST OAK	30	30	
5	POST OAK	26		26
6	POST OAK	18	18	
7	POST OAK	20		20
8	POST OAK	19	19	
9	POST OAK	22	22	
10	POST OAK	20	20	
11	POST OAK	29	29	
12	POST OAK	19	19	
13	POST OAK	25	25	
14	POST OAK	25	25	
15	POST OAK	24	24	
16	POST OAK	23	23	
17	PECAN	30	30	
18	PECAN	25	25	
19	PECAN	26	26	
20	POST OAK	29	29	
21	POST OAK	31	31	
22	CEDAR ELM	20	20	
23	PECAN	22	22	
24	SOAPBERRY	10	10	
25	SOAPBERRY	6	6	
26	POST OAK	30	30	
27	HACKBERRY	15	15	
28	HACKBERRY	6		6
29	HACKBERRY	15		15
30	SOAPBERRY	9	9	
31	SOAPBERRY	10	10	
32	SOAPBERRY	7	7	
33	SOAPBERRY	10	10	
34	HACKBERRY	15	15	
35	SOAPBERRY	7	7	
36	SOAPBERRY	16	16	
37	SOAPBERRY	9	9	
38	SOAPBERRY	10	10	
39	SOAPBERRY	13	13	
40	PECAN	30	30	
41	PECAN	16	16	
42	PECAN	35	35	
43	HACKBERRY	6	6	
44	HACKBERRY	6	6	
45	HACKBERRY	6	6	
46	HACKBERRY	10	10	
47	HACKBERRY	6	6	
48	SOAPBERRY	8		8
49	HACKBERRY	6		6
50	HACKBERRY	10		10
51	HACKBERRY	15	15	
52	HACKBERRY	15		15
53	HACKBERRY	14		14
54	HACKBERRY	12		12
55	SOAPBERRY	24	24	
56	SOAPBERRY	19	19	
57	BOXELDER	6	6	
58	SOAPBERRY	9	9	
59	SOAPBERRY	11	11	
60	SOAPBERRY	8	8	
61	SOAPBERRY	8	8	
62	ASH	9	9	
63	ASH	8	8	
64	ASH	11	11	
65	SOAPBERRY	16	16	
66	SOAPBERRY	6		6
67	SOAPBERRY	10	10	
68	SOAPBERRY	10	10	
69	HACKBERRY	25		25
70	HACKBERRY	18		18
71	POST OAK	20	20	
72	POST OAK	15	15	
73	POST OAK	20	20	
74	POST OAK	16	16	
75	POST OAK	14		14
			1223	907 316

LEGEND

- PRESERVED TREES
- ✕ REMOVED TREES

**ALL PRESERVED TREES SHALL BE PROTECTED DURING CONSTRUCTION IN ACCORDANCE WITH CITY OF GRAND PRAIRIE INDUSTRIAL DEVELOPMENT STANDARDS, APPENDIX X.



TREE SURVEY
BUILDING 5
IH-30 MACARTHUR BLVD.
IN THE
CITY OF GRAND PRAIRIE
DALLAS COUNTY, TEXAS

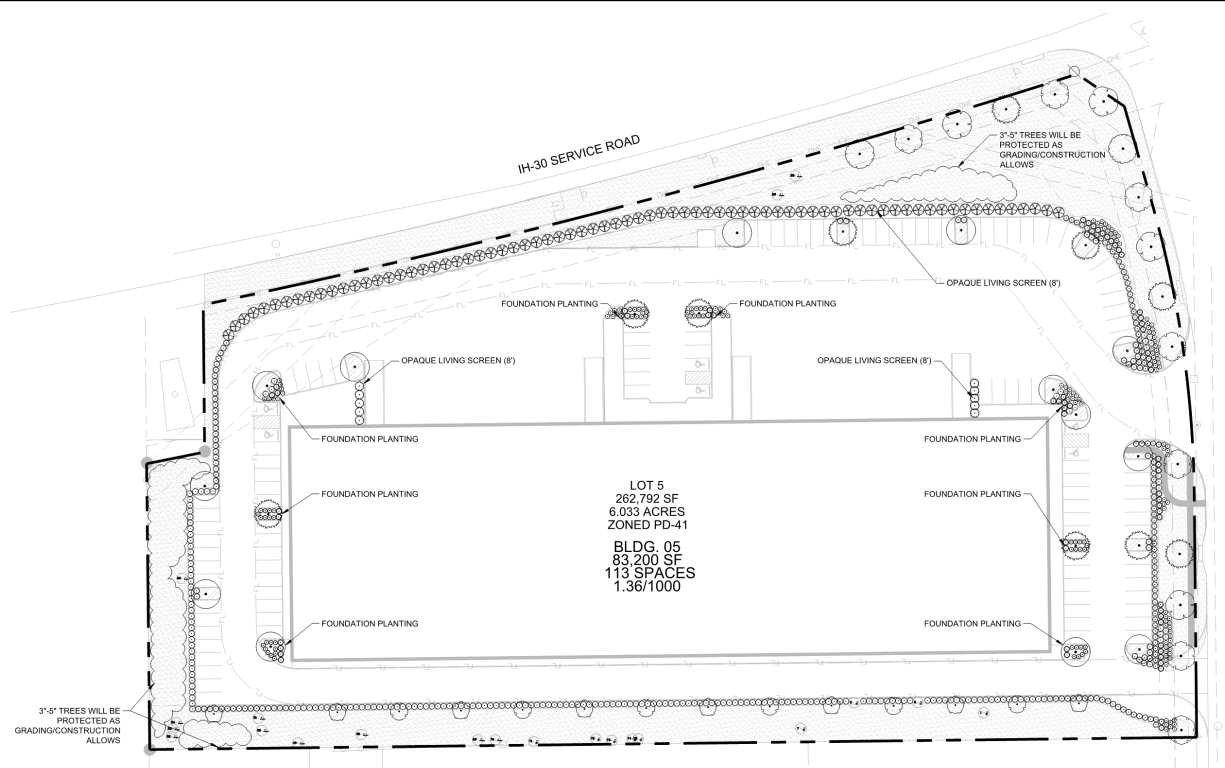
OWNED/DEVELOPED BY:
LINCOLN PROPERTY COMPANY
MICHAEL A. PERAZO, SIOB
SENIOR VICE PRESIDENT | MPERAZO@LPC.COM | LIC# 413049
1-214-740-3366 | 214-304-1698 | F-214-740-3313
2000 MCKINNEY AVENUE | SUITE 1000 | DALLAS, TX 75201
WWW.LPCDALLAS.COM

SURVEYOR
DOUGLAS A. CALHOUN, RPLS
SURVEY MANAGER
HALFF ASSOCIATES, INC.
4000 FOSSIL CREEK BLVD.
FORT WORTH, TEXAS 76137
(817) 786-7500 DIRECT
(817) 232-9784 FAX
dcalhoun@halff.com



4000 FOSSIL CREEK BLVD. FORT WORTH, TEXAS 76137 (817) 847-1422
TIPREALS.FPM NO. 1002905
FEBRUARY 21, 2020

CASE NO. S200301



LANDSCAPE TABULATIONS

SITE LANDSCAPE REQUIREMENTS

- 10% of the overall size of the platted lot shall be landscaped.
- One (1) tree, 3" cal., per 500 s.f. of required landscape area.
- One (1) shrub per 50 s.f. of required landscape area.
- 1% of the overall building dimension shall be situated so that no portion is more than 50' from a public building entrance and planted with annuals, perennials, or native grasses.
- All portions of a Primary Facade not used as an entrance or planting area shall have a row of hedges along the perimeter of the building varying in height from 36" to 60" at maturity.

Total Site Area: 262,800 s.f. (6.033 acres)
Overall Building Dimensions: 83,200 s.f.

Required	Provided
26,280 s.f. (10%)	64,416 s.f. (25%)
(110) trees, 3"	(110) trees, 3"
(526) shrubs	(588) shrubs
332 s.f. (1%)	1,409 s.f. (1.8%)
Foundation Planting	Foundation Planting

PERIMETER PARKING LOT AND SCREENING REQUIREMENTS

- Parking shall be screened from public or private street right-of-ways and located within the 30' setback using a 36" ht. Berm, living screen, masonry wall, or combination.
- Perimeter parking lot screening shall be offset at least 6' for every 60 l.f. of screening length.

INTERNAL PARKING LOT REQUIREMENTS

- No parking space shall be further than 100' from a tree.
- No more than 10 parking spaces shall be provided without a landscape island separating the run of spaces.
- One (1) tree, 3" cal., for every 20 parking spaces.

Parking Spaces: 113
Required (6) trees, 3" cal.
Provided (20) trees, 3" cal.

STREET TREE REQUIREMENTS

- Street trees shall be planted parallel to the street between 30-50 feet on center.

PLANT SCHEDULE

TREES	QTY	BOTANICAL / COMMON NAME	CONT	GAL	SHRUBS	QTY	BOTANICAL / COMMON NAME	CONT
	6	Cercis canadensis texensis / Texas Redbud	30 gal			64	Miscanthus sinensis 'Adagio' / Adagio Maiden Grass	5 gal min.
	74	Juniperus virginiana / Eastern Red Cedar	B&B/Cont.	3" Cal		167	Myrica cerifera 'Pumila' / Dwarf Wax Myrtle	5 gal min.
	8	Lagerstroemia x 'Acoma' / Acoma Crape Myrtle Multi-Trunk	30 gal			46	Salvia greggii / Autumn Sage	5 gal min.
	2	Quercus muehlenbergii / Chinkapin Oak	B&B/Cont.	3" Cal		63,580 sf	Cynodon dactylon / Bermuda Grass	Seed/Seed
	7	Quercus shumardi / Shumard Red Oak	B&B/Cont.	3" Cal		1,460	Euryonymus fortunei / Wintercreeper	4" pot
	10	Quercus virginiana / Southern Live Oak	B&B/Cont.	3" Cal				
	4	Taxodium distichum / Bald Cypress	B&B/Cont.	3" Cal				
	13	Ulmus crassifolia / Cedar Elm	B&B/Cont.	3" Cal				
SHRUBS	QTY	BOTANICAL / COMMON NAME	CONT					
	94	Abelia x 'Rose Creek' / Rose Creek Abelia	5 gal min.					
	115	Hesperaloe parviflora / Red Yucca	5 gal min.					
	72	Ilex comuta 'Burfordii Nana' / Dwarf Burford Holly	5 gal min.					
	10	Ilex x 'Nellie R. Stevens' / Nellie R. Stevens Holly	30 gal.					
	20	Leucophyllum frutescens 'Compacta' / Compact Texas Ranger	5 gal min.					

OWNED/DEVELOPED BY:
LINCOLN PROPERTY COMPANY
MICHAEL A. PENADO, SVP
SENIOR VICE PRESIDENT | MPENADO@LPC.COM | LIC# 413049
T 214.740.3338 | C 214.354.1668 | F 214.740.3313
2000 MCKINNEY AVENUE | SUITE 1000 | DALLAS, TX 75201
WWW.LPCDALLAS.COM

SURVEYOR
DOUGLAS A. CALHOUN, RPLS
SURVEY MANAGER
HALFF ASSOCIATES, INC.
4000 FOSSIL CREEK BLVD.
FORT WORTH, TEXAS 76137
(817) 764-7605 DIRECT
(817) 232-9784 FAX
dcalhoun@halff.com

LANDSCAPE PLAN
BUILDING 5
IH-30 MACARTHUR BLVD.
IN THE
CITY OF GRAND PRAIRIE
DALLAS COUNTY, TEXAS



4000 FOSSIL CREEK BLVD. FORT WORTH, TEXAS 76137 (817) 847-1422
TPEALS FIRM NO. 10028625
FEBRUARY 21, 2020

CASE NO. S200301



**REGULAR PLANNING AND ZONING COMMISSION
MEETING MINUTES
APRIL 13, 2020**

COMMISSIONERS PRESENT: Chairperson Josh Spare, Vice-Chairperson Shawn Connor, Secretary Max Coleman, and Commissioners, Eric Hedin, Cheryl Smith, Warren Landrum, Julia Perez, Bill Moser, Clayton Fisher.

COMMISSIONERS ABSENT: None

CITY STAFF PRESENT: Deputy City Manager Bill Crolley, Savannah Ware, Chief City Planner, Mark Dempsey, Deputy City Attorney, Brett Huntsman, Transportation Planner, and Chris Hartmann, Executive Assistant.

Chairperson Josh Spare called the meeting to order by Video Conference at 6:30 p.m. Commissioner Moser gave the invocation, commissioner Landrum led the pledge of allegiance to the US Flag, and the Texas Flag.

ITEM FOR INDIVIDUAL CONSIDERATION: Item #6-S200301 - Site Plan - Warehouses at I-30, Gifford, & Bagdad (Commissioner Moser/City Council District 5). Site Plan for a (5) five office/warehouse buildings totaling 738,080 sf. on (5) five lots, totaling 16.944 acres. Building 1 -143,617 sf on 3.297 acres, Building 2 -71,090 sf on 1.632 acres, Building 3 -178,944 sf on 4.108 acres, Building 4 -81,631 sf on 1.874 acres, Building 5 -262,797 sf -6.033 acres. 16.944 acres out of the Joseph Graham Survey, Abstract 506, City of Grand Prairie, Dallas County, Texas, zoned Planned Development-41 (PD-41) District, within the IH-30 Corridor Overlay District, generally located southwest of IH 30 Service Road and Macarthur Boulevard, and north of Gifford Road extending west beyond Bagdad Road. The applicant is Michael Peinado, Lincoln Property Company, the consultant is Cody Hodge, Halff Associates, and the owner is Debbie Hobbs, I 30 Meyers JV II.

Ms. Ware stated the applicant intends to construct five office/warehouse buildings on 16.94 acres. Site Plan approval by City Council is required for any project involving industrial use, within a Planned Development District, or within a Corridor Overlay District. Development at this location requires City Council approval of a Site Plan because the property is intended for industrial use, is zoned PD-41, and within the IH-30 Corridor Overlay District. The purpose of site plan approval is to ensure that development meets requirements in the Unified Development Code, provides adequate circulation, and uses quality site planning techniques. The UDC identifies criteria for evaluating proposed developments. Criteria include density and dimensional standards, landscaping and screening requirements, and architectural design for special districts. The proposal includes five office/warehouse-buildings along the IH-30 Corridor. The buildings are speculative and will be developed without specific tenants.

- Building 1 is 36,750 sq. ft. The site will be accessible from Gifford St and Garden Way and includes a west-facing truck dock with ten overhead doors.
- Building 2 is 16,595 sq. ft. The site will be accessible from Gifford St and Burbank Way and includes an east-facing truck dock with six overhead doors.
- Building 3 is 53,800 sq. ft. The site will be accessible from two different points on Gifford St. The western drive will also provide access to Building 4. Building 3 will have loading docks on the east and west sides.
- Building 4 is 16,800 sq. ft. The site will be accessible from Gifford St and Bagdad Rd. The loading dock faces east and has six overhead doors.
- Building 5 is 83,200 sq. ft. and will be accessible from Bagdad Rd. The site includes two truck loading/unloading areas north of the building. The truck docks include 24 overhead doors that face IH-30.

Ms. Ware noted the proposal meets the density and dimensional requirements. In most instances, the landscape area, number of trees, and number of shrubs exceeds what is required. However, the proposal does not meet all of the landscape and screening requirements. Industrial buildings greater than 50,000 sq. ft. are subject to the requirements in Appendix X of the UDC. If industrial buildings are less than 50,000 sq. ft. and within a Corridor Overlay District, Appendix F applies. Appendix F is intended for commercial development. While three of the proposed buildings are less than 50,000 sq. ft., they are intended for industrial use. The applicant has requested that staff evaluate all five buildings using Appendix X requirements for buildings greater than 50,000 sq. ft. Appendix X requires that primary facades include at least three design elements and secondary facades include at least two design elements. The proposed building elevations do not meet Appendix X requirements. City Council may approve variances to Appendix X if the applicant demonstrates that the proposal meets the intent of the ordinance and that the alternative design or measure provides an equal or greater level of quality and standard of development as mandated by the regulations. As a part of this Site Plan, the applicant is requesting variances. The Development Review Committee recommends approval with the following conditions:

1. The applicant shall submit a letter of 'No Hazard to Air Navigation' from Federal Aviation Administration (FAA) to the City before submitting applications for building permits.
2. The applicant shall provide wing walls as required by Appendix X and submit revised plans that include wing walls.
3. The applicant shall provide a masonry screening wall along property lines adjacent to residential zoning districts and submit revised plans that show the location, height, and material of the screening wall.
4. The applicant shall provide a double row of three-inch-caliper trees along the south and west property boundaries of Lot 5. The trees shall be offset so that trees are spaced every 15 feet. The applicant shall submit revised plans that show the double row of trees.
5. The applicant shall revise the proposed building elevations so that at least two primary facades on each building include three building design elements.

6. The applicant shall revise the proposed building elevations so that all secondary facades include the required number of building design elements.
7. As a compensatory measure for the requested variances, the applicant shall provide an activation feature listed in Section 6 of Article X, a coordinated signage plan with a landscape corner feature at each street intersection, or a comparable element.

Commissioner Moser stated these are the smaller lots adjacent to I-30 he can supports this development, because of the lands configuration and he can also support the docks facing east and west because of the adjacent to residential.

Commissioner Smith stated she is concern with the amount of warehouses in the city.

Commissioner Perez said she concurs with commissioner Moser, therefore she can support this request.

Chairperson Spare stated there were no more questions for staff, opened the public hearing, and called for individuals wishing to speak on this item.

Cody Hodges with Halff & Associates, 4000 Fossil Creek, Fort Worth, TX was present in support this request and representing Lincoln Properties, he said the floodplain issues have been resolved, these warehouses would be on a smaller scale, there would not be a lot of truck traffic. The uses would not be heavy industrial. He said they have been working with staff on the variances.

Matt Bossman, Dallas, TX stated the buildings would be about 2,007 square foot, small buildings for smaller tenants.

Robert Evans, 4425 Plano, TX representing the architectural firm for this project stated they would be using high quality materials to construct these buildings.

Michael Peinado with Lincoln Property, 2000 McKinney, TX stated he is excited to bring this development to the city there is a demand for smaller warehouses they would be bringing in new jobs to the adjacent neighborhood. He asked that they not be required to put in a water feature as note on condition #7.

Bill Crolley stated staff could work with the applicant on the conditions before the case goes before the City Council.

There being no further discussion on the case commissioner Moser moved to close the public hearing and approve case S200301 as presented and recommended by staff, and the applicant to meet with staff on the conditions before the City Council meeting. The action and vote being recorded as follows:

Motion: Moser

Second: Coleman

Ayes: Coleman, Connor, Fisher, Hedin, Landrum, Moser, Perez, Smith, Spare

Nays: None
Approved: 9-0
Motion: **carried.**



Legislation Details (With Text)

File #: 20-9874 **Version:** 1 **Name:** Z200301 - SF-6 at Hardy Rd and Sheridan Dr
Type: Agenda Item **Status:** Public Hearing on Zoning Applications
File created: 3/16/2020 **In control:** Planning and Zoning Commission
On agenda: 4/21/2020 **Final action:**
Title: Z200301 - Zoning Change - SF-6 at Hardy Rd and Sheridan Dr. (City Council District 3). A request to change the zoning from SF-4 Single-Family Four Residential District, to SF-6 Single-Family Six Residential District for residential use. Located at 1841, 1837, 1833, and 1829 Hardy Road. Legally described as Lots 1, 2, 3, & 4, Block F, Lake Crest No 2 Addition, City of Grand Prairie, Dallas County, Texas, zoned SF-4 Single-Family Four Residential District. The consultant is Luke Keeton, Keeton Surveying Co. and the owner is Walter Torres-Martinez, Sekant Development & Investments. On April 13, 2020, the Planning and Zoning Commission recommended approval of this request by a vote of 8-1.

Sponsors:

Indexes:

Code sections:

Attachments: [Exhibit A- Location Map](#)
[Exhibit i - Written Opposition.pdf](#)
[PZ Draft Minutes 04-13-2020.pdf](#)

Date	Ver.	Action By	Action	Result
4/13/2020	1	Planning and Zoning Commission		

From

Chris Hartmann

Title

Z200301 - Zoning Change - SF-6 at Hardy Rd and Sheridan Dr. (City Council District 3). A request to change the zoning from SF-4 Single-Family Four Residential District, to SF-6 Single-Family Six Residential District for residential use. Located at 1841, 1837, 1833, and 1829 Hardy Road. Legally described as Lots 1, 2, 3, & 4, Block F, Lake Crest No 2 Addition, City of Grand Prairie, Dallas County, Texas, zoned SF-4 Single-Family Four Residential District. The consultant is Luke Keeton, Keeton Surveying Co. and the owner is Walter Torres-Martinez, Sekant Development & Investments. **On April 13, 2020, the Planning and Zoning Commission recommended approval of this request by a vote of 8-1.**

Presenter

Savannah Ware, AICP, Chief City Planner

Recommended Action

Approve

Analysis

SUMMARY:

A request to change the zoning from SF-4 Single-Family Four Residential District to SF-6 Single-Family Six

Residential District to allow for one residential dwelling on four individually platted lots.

Table 1: Adjacent Zoning and Land Uses		
Direction	Zoning	Existing Use
North	SF-4	Single-Family Residences
South	SF-4	Single-Family Residences
East	None	Avenue C
West	SF-4	Single-Family Residences

PURPOSE OF REQUEST:

The purpose of this request is to change the zoning on 0.896 acres from SF-4 Single-Family Four Residential District to SF-6 Single-Family Six Residential District, to allow the applicant to move forward with a replat (RP200303) of four residential lots, being 1, 2, 3, and 4 to create Lots 1R, 1R-1, 2R, 3R, and 4R. The SF-4 density maximum of 5.8 units per acre and lot width only allow for 4 lots being 60 feet wide, whereas the SF-6 district density maximum is 8.7 units per acre, and allows for five 50-foot-wide lots. The lot reasonably accommodates the uses permitted in the SF-6 base zoning district, and staff has found no indication of adverse impacts on neighboring lands in relation to this zoning, or adverse effects on the public health, safety, or welfare.

CONFORMANCE WITH COMPREHENSIVE PLAN:

The Future Land Use Map (FLUM) designates the subject property as Low Density Residential (LDR). Low Density Residential according to the Comprehensive Plan is 0-6 dwelling units per net acre. Considering this property will have one dwelling unit on 0.178 acre lots, the request is consistent with the FLUM.

ZONING REQUIREMENTS

The existing base zoning is SF-4 Single-Family Four Residential District. The proposed base zoning for the 0.896 acres is SF-6. All zoning will defer to the Unified Development Code (UDC) as amended.

Dimensional Requirements

The following outlines the minimum dimensional requirements of the SF-6 district and provides an analysis of the proposed compliance with the district.

Standard	Required	Meets
Minimum Lot Area	5,000 s.f.	Yes
Minimum Lot Width	50 ft.	Yes
Minimum Lot Depth	100 ft.	Yes
Minimum Front Yard Setback	25 ft.	Yes

VARIANCES:

None.

RECOMMENDATION:

At its April 13, 2020 meeting, the Planning and Zoning Commission voted 8-1 to recommend approval of a 50 ft. lot width with the condition that the property meet all other density and dimensional requirements for the

Single Family-Four (SF-4) district.

DRC recommends approval of the proposed zone change from SF-4 Single-Family Four Residential District to SF-6 Single-Family Six Residential District with the condition that the applicant pay for any necessary relocation of utilities.

Body

AN ORDINANCE AMENDING THE ZONING ORDINANCE AND MAP TO REZONE LOTS 1, 2, 3, AND 4, BLOCK B, WARLICK ADDITION, CITY OF GRAND PRAIRIE, DALLAS COUNTY, TEXAS, LOCATED AT 1829, 1833, 1837 AND 1841 HARDY ROAD, FROM SF-4 SINGLE-FAMILY FOUR RESIDENTIAL DISTRICT TO SF-6 SINGLE-FAMILY SIX RESIDENTIAL DISTRICT; SAID ZONING MAP AND ORDINANCE BEING ORDINANCE NUMBER 4779 AND PASSED ON NOVEMBER 20, 1990; REPEALING ALL ORDINANCES OR PARTS OF ORDINANCES IN CONFLICT HEREWITH; CONTAINING A SAVINGS CLAUSE; AND TO BECOME EFFECTIVE UPON ITS PASSAGE AND APPROVAL.

WHEREAS, the owners of the property described herein below filed application with the City of Grand Prairie, Texas, petitioning an amendment of the Zoning Ordinance and map of said city so as to rezone and reclassify said property from its classification of **SF-4 Single-Family Four Residential District to SF-6 Single-Family Six Residential District**; and

WHEREAS, the Planning and Zoning Commission of Grand Prairie, Texas, held a public hearing on said application on **April 13, 2020**, after written notice of such public hearing before the Planning and Zoning Commission on the proposed rezoning had been sent to owners of real property lying within 300 feet of the property on which the change of classification is proposed, said Notice having been given not less than ten (10) days before the date set for hearing to all such owners who rendered their said property for City taxes as the ownership appears on the last approved City Tax Roll, and such Notice being served by depositing the same, properly addressed and postage paid, in the City Post Office; and

WHEREAS, after consideration of said application, the Planning and Zoning Commission of the City of Grand Prairie, Texas voted **8-1** to recommend approval to the City Council of Grand Prairie, Texas, of the request that the hereinafter described property be rezoned from its classification of **SF-4 Single-Family Four Residential District to SF-6 Single-Family Six Residential District**; and

WHEREAS, Notice was given of a further public hearing to be held by the City Council of the City of Grand Prairie, Texas, in the City Hall Plaza Building at 6:30 o'clock P.M. on April 21, 2020, to consider the advisability of amending the Zoning Ordinance and Map as recommended by the Planning and Zoning Commission, and all citizens and parties at interest were notified that they would have an opportunity to be heard, such Notice of the time and place of such hearing having been given at least fifteen (15) days prior to such hearing by publication in the Fort Worth Star Telegram, Grand Prairie, Texas, a newspaper of general circulation in such municipality; and

WHEREAS, all citizens and parties at interest have been given an opportunity to be heard on all the matter of the proposed rezoning and the City Council of the City of Grand Prairie, Texas, being informed as to the location and nature of the use proposed on said property, as well as, the nature and usability of surrounding property, have found and determined that the property in question, as well as, other property within the city limits of the City of Grand Prairie, Texas, has changed in character since the enactment of the original Zoning Ordinance from its classification of **SF-4 Single-Family Four Residential District to SF-6 Single-Family Six**

Residential District; and, by reason of changed conditions, does consider and find that this amendatory Ordinance should be enacted since its provisions are in the public interest and will promote the health, safety and welfare of the community.

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

SECTION 1. That Ordinance Number 4779, being the Zoning Ordinance and Map of the City of Grand Prairie, Texas, showing the locations and boundaries of certain districts, and said Zoning Ordinance and Map having been made a part of an Ordinance entitled:

“AN ORDINANCE AMENDING IN ITS ENTIRETY CHAPTER 28 OF THE CODE OF ORDINANCES KNOWN AS THE ZONING ORDINANCE OF THE CITY OF GRAND PRAIRIE, TEXAS, AS PASSED AND APPROVED BY THE CITY COUNCIL ON THE 20TH DAY OF NOVEMBER, 1990, TOGETHER WITH ALL AMENDMENTS THERETO AND ENACTING A REVISED ORDINANCE ESTABLISHING AND PROVIDING FOR ZONING REGULATIONS; CREATING USE DISTRICTS IN ACCORDANCE WITH A COMPREHENSIVE PLAN...”

and passed and approved November 20, 1990, as amended, is hereby further amended so as to rezone from its classification of **SF-4 Single-Family Four Residential District to SF-6 Single-Family Six Residential District;** as depicted in **Exhibit A - Location Map.**

Description of Land:

Being Lots 1, 2, 3, & 4, Block F, Lake Crest No 2 Addition, City of Grand Prairie, Dallas County, Texas, generally located at 1841, 1837, 1833, and 1829 Hardy Road, and depicted in Exhibit A - Zoning Boundary, incorporated herein by reference;

SECTION 2. THAT, land uses shall be restricted to those uses permitted in the **Single-Family Six Residential District (SF-6) allowing for residential uses** as specified in Article 4 - “Permissible Uses” of the Unified Development Code of the City of Grand Prairie, Texas, as amended.

SECTION 3. Any structure on the property described in Exhibit A hereby made non-conforming by this ordinance shall be subject to the requirements and procedures of Article 19 of the Unified Development Code.

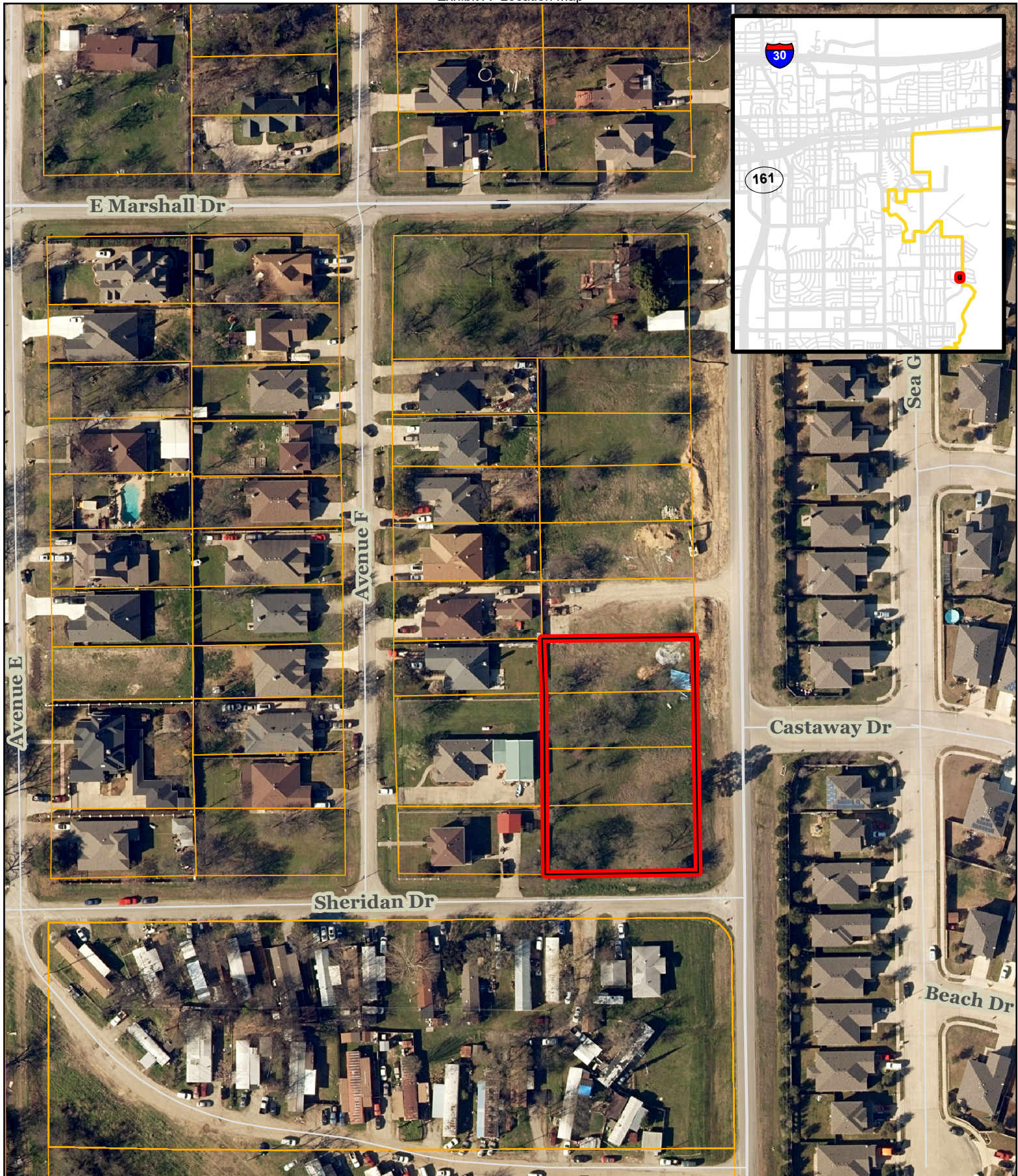
SECTION 4. THAT, if any section, subsection, sentence, clause, phrase or portion of this ordinance is for any reason held invalid or unconstitutional by any court of competent jurisdiction, such provisions and such holding shall not affect the validity of the remaining portions thereof.

SECTION 5. THAT this ordinance shall be in full force and effect from and after its passage, approval and publication.

PASSED AND APPROVED BY THE CITY COUNCIL OF THE CITY OF GRAND PRAIRIE, TEXAS, THIS 21st DAY OF APRIL 2020.

ORDINANCE NO.

Exhibit A- Location Map



CASE LOCATION MAP
Case Number Z200301
SF-6 at Hardy Rd and Sheridan Dr



City of Grand Prairie
Development Services

(972) 237-8255
www.gptx.org

Savannah Ware

From: Tracy Owens [REDACTED]
Sent: Monday, April 13, 2020 4:13 PM
To: Savannah Ware
Cc: eric
Subject: Z200301 - Hardy Rd & Sheridan Dr - Opposition

To Whom It May Concern,

In response to the zoning change request notification for Hardy & Sheridan from SF-4 to SF-6 (Z200301), we would like to express our opposition to this zoning change. The smaller lot sizes would not match the lot sizes in the existing neighborhood, and as residents of this neighborhood we prefer the neighborhood to maintain these larger lots overall. We have seen several homes around grand prairie built on smaller and smaller lots, often with larger houses, limiting the space between houses. Let's keep Grand Prairie grand and family friendly, by maintaining neighborhoods with plenty of yard space for kids and pets.

Sincerely,
Eric & Tracy Owens
1813 Avenue F, Grand Prairie, TX 75051



**REGULAR PLANNING AND ZONING COMMISSION
MEETING MINUTES
APRIL 13, 2020**

COMMISSIONERS PRESENT: Chairperson Josh Spare, Vice-Chairperson Shawn Connor, Secretary Max Coleman, and Commissioners, Eric Hedin, Cheryl Smith, Warren Landrum, Julia Perez, Bill Moser, Clayton Fisher.

COMMISSIONERS ABSENT: None

CITY STAFF PRESENT: Deputy City Manager Bill Crolley, Savannah Ware, Chief City Planner, Mark Dempsey, Deputy City Attorney, Brett Huntsman, Transportation Planner, and Chris Hartmann, Executive Assistant.

Chairperson Josh Spare called the meeting to order by Video Conference at 6:30 p.m. Commissioner Moser gave the invocation, commissioner Landrum led the pledge of allegiance to the US Flag, and the Texas Flag.

Item #3 - Z200301 - Zoning Change - SF-6 at Hardy Rd and Sheridan Dr. (Commissioner Perez/City Council District 3). Planner Nyliah Acosta presented the case report and gave a Power Point presentation for a change the zoning from SF-4 Single-Family Four Residential District, to SF-6 Single-Family Six Residential District for residential use. Located at 1841, 187, 1833, and 1829 Hardy Road. Legally described as Lots 1, 2, 3, & 4, Block F, Lake Crest No 2 Addition, City of Grand Prairie, Dallas County, Texas, zoned SF-4 Single-Family Four Residential District. The consultant is Luke Keeton, Keeton Surveying Co. and the owner is Walter Torres-Martinez, Sekant Development & Investments.

Ms. Ware stated the purpose of this request is to change the zoning on 0.896 acres from SF-4 Single-Family Four Residential District to SF-6 Single-Family Six Residential District, to allow the applicant to move forward with a replat, RP200303 of four residential lots, being 1, 2, 3, and 4 to create Lots 1R, 1R-1, 2R, 3R, and 4R. The SF-4 density maximum of 5.8 units per acre and lot width only allow for 4 lots being 60 feet wide, whereas the SF-6 district density maximum is 8.7 units per acre, and allows for five 50-foot-wide lots. The lot reasonably accommodates the uses permitted in the SF-6 base zoning district, and staff has found no indication of adverse impacts on neighboring lands in relation to this zoning, or adverse effects on the public health, safety, or welfare. The existing base zoning is SF-4 Single-Family Four Residential District. The proposed base zoning for the 0.896 acres is SF-6. All zoning will defer to the Unified Development Code UDC as amended. DRC recommends approval of the proposed zone change from SF-4 Single-Family Four Residential District to SF-6 Single-Family Six Residential District.

Chairperson Spare stated there were no questions for staff, opened the public hearing, and called for individuals wishing to speak on this item.

Commissioner Connor asked if there was a reason for wanting five lots instead of four. Ms. Ware stated the property owner would like to construct five homes on the properties.

Commissioner Smith stated the lots would be too small and the homes too close together compared to the other homes in the neighborhood.

Chairperson Spare state he does not like changing the footprint of the neighborhood.

Home Builder Walter Torres-Martinez representing the case said they have been working with staff and the Engineering department on the utilities. The previous owner had been working with the city and had the project put on hold for several months, but in order for them to obtain the cost of putting in the utilities they would need to construct five homes. They are requesting 50- foot wide lots and to reduce the side setback from 6 ft. to 5 ft.

Commissioner Landrum stated the proposed lots are too small for the existing neighborhood.

Chairperson Spare stated the lots would then be 50' X 100'. Mr. Torres replied yes.

Commissioner Coleman stated the lots to the east seem to be the same size, he does not see a problem with this development.

Commissioner Moser stated there seem to be a dirt road that leads to one of the properties on Avenue F. Mr. Torres said they have spoken to that property owner and he is aware the lots would be develop and he would no longer be able to utilize the lot as a drive.

Commissioner Perez stated he grew up in this area and lived there for many years, this would be a good addition to the surrounding homes the area has been vacant for many years.

Commissioner Hedin asked if there was a trailer park located to the south of this property. Ms. Ware replied yes.

Commissioner Smith stated changing the square footage changes the lots, is there an HOA for this area. Her concern is existing homeowners who already pay taxes in this neighborhood.

Commissioner Landrum said, after looking at the sounding area and listening to all of the input, he is support the zoning change.

Chairperson Spare stated in his opinion the SF-6 zoning would fit within the existing neighborhood.

Commissioner Fisher asked Mr. Torres if the case was to be deny would he still be developing the lots. Mr. Torres replied yes and noted the home values would not change.

Eric and Tracy Owen, 1813 Avenue F, Grand Prairie, TX spoke in opposition to this request. Mr. Owen stated although they welcome the new development, they have been there for the past 15 years, but feel these homes would be too close together and the lots would be too small and do not fit within the existing neighborhood.

Commissioner Connor asked if the homes would be 1-story or 2-story homes. Mr. Torres stated the corner lot would be a 2 story home, but the other lots would be a mixer of 1 to 2 stories, he said the lots are long enough if someone wants to put in pool.

There being no further discussion on the case commissioner Perez moved to close the public hearing and approve case Z200301 as requested by the applicant, second by commissioner Coleman.

Chairperson Spare stated he would like to modify the motion to keep the SF-4 zoning in place, but allow the applicant to have the 50' wide lots, the 5 ft. side yard setbacks, and to keep the density at 5.8. Commissioner Perez accepts the modifications to the motion.

The action and vote being recorded as follows:

Motion: Perez

Second: Smith

Ayes: Connor, Fisher, Hedin, Landrum, Moser, Perez, Smith, Spare

Nays: Coleman

Approved: 8-1

Motion: **carried.**



Legislation Details (With Text)

File #:	20-9903	Version:	1	Name:	Z200401 - Zoning Change – SF and MF on S HWY 360
Type:	Ordinance	Status:			Public Hearing on Zoning Applications
File created:	4/2/2020	In control:			Planning and Zoning Commission
On agenda:	4/21/2020	Final action:			
Title:	Z200401 - Zoning Change - SF and MF on S HWY 360 (City Council District 6). Zoning change from PD-328 and Agriculture to a Planned Development District for Single Family, Multi-Family, and Open Space uses on 76.96 acres. Tracts 186713 and 186714, J Lawrence Survey, Abstract No. 616, City of Grand Prairie, Ellis County, Texas. Zoned PD-328 and addressed as 2925 Davis Drive. The Agent is Jeff Linder, Bannister Engineering, the applicant is Chase Debaun, Aerofirma Corporation, and the owner is Wm Scott Farrar, Ellis Joint Venture. On April 13, 2020, the Planning and Zoning Commission recommended approval of this request by a vote of 9-0				

Sponsors:

Indexes:

Code sections:

Attachments: [Exhibit A - Boundary Description.pdf](#)
[Exhibit B - Concept Plan.pdf](#)
[Exhibit C - Conceptual Renderings.pdf](#)
[PZ Draft Minutes 04-13-2020.pdf](#)

Date	Ver.	Action By	Action	Result
4/13/2020	1	Planning and Zoning Commission		

From

Chris Hartmann

Title

Z200401 - Zoning Change - SF and MF on S HWY 360 (City Council District 6). Zoning change from PD-328 and Agriculture to a Planned Development District for Single Family, Multi-Family, and Open Space uses on 76.96 acres. Tracts 186713 and 186714, J Lawrence Survey, Abstract No. 616, City of Grand Prairie, Ellis County, Texas. Zoned PD-328 and addressed as 2925 Davis Drive. The Agent is Jeff Linder, Bannister Engineering, the applicant is Chase Debaun, Aerofirma Corporation, and the owner is Wm Scott Farrar, Ellis Joint Venture. **On April 13, 2020, the Planning and Zoning Commission recommended approval of this request by a vote of 9-0**

Presenter

Savannah Ware, AICP, Chief City Planner

Recommended Action

Approve

Analysis

SUMMARY:

Zoning change from PD-328 and Agriculture to a Planned Development District for Single Family, Multi-Family, and Open Space uses on 76.96 acres. Tracts 186713 and 186714, J Lawrence Survey, Abstract No. 616, City of Grand Prairie, Ellis County, Texas. Zoned PD-328 and addressed as 2925 Davis Drive.

PURPOSE OF REQUEST:

The purpose of the request is to rezone the subject property to a Planned Development District for Single Family Residential, Multi-Family Residential, and Open Space Uses. The proposal includes a 1.62 acre parcel that was not a part of PD-328, eliminates 13.25 acres of General Retail, and add 17.73 acres of Multi-Family. The table below compares the existing base zoning districts and the proposed.

Project Update

On April 13, 2020, the applicant submitted a revised Concept Plan and planned development standards that include 3.61 acres of General Retail.

Table 1: Zoning Comparison of PD-328 and Proposed PD

Base Zoning District	Existing Acreage	Proposed Acreage
General Retail	13.25	3.61
Multi-Family	15.2	32.93
Single Family	41.5	37.21
Agriculture	1.62	0
Open Space	0	6.82

ADJACENT LAND USES:

The following table summarizes the zoning designation and existing use for the surrounding properties.

Table 2: Adjacent Zoning and Land Uses

Direction	Zoning	Existing Use
North	PD-322	Gas Wells, Undeveloped
South	Agriculture; ETJ	Residential, Commercial, Cemetery
West	Agriculture	Undeveloped
East	Agriculture	Undeveloped

HISTORY:

- September 16, 2008: City Council approved a zoning change (Case Number Z080701) which created Planned Development-328 District Single Family Detached Residential, Multi-Family, General Retail, and Mixed Use for Architecturally Integrated Residential above Retail uses.

PROPOSED USE CHARACTERISTICS AND FUNCTION:

The applicant is proposing a Planned Development District for Single Family, Multi-Family, and Open Space uses. The Concept Plan depicts two tracts totaling 32.93 acres for multi-family development at a density of 30 dwelling units per acre (about 988 units).

37.21 acres are designated for single family development. The Concept Plan depicts 105 residential lots, including a mixture of Single Family-Six and Single Family-Four lots.

The Concept Plan depicts an internal road network that connects to Davis Rd at two points. Davis is currently a two-lane, asphalt road. Its current configuration is consistent with rural type development. Davis will need to

be improved to handle the proposed development. A Traffic Impact Analysis (TIA) will help determine how the phasing of the development impacts the timing of improvements.

The City will require the applicant to submit a TIA in conjunction with the next phase of development review. The TIA will assess the effects of the proposed development activity on the existing and planned roadway system. The Thoroughfare Plan shows a principal arterial that will connect Davis Dr to FM 661 Rd. The Concept Plan depicts right-of-way that will be dedicated with the final platting of the property.

CONFORMANCE WITH THE COMPREHENSIVE PLAN:

The 2018 Comprehensive Plan's Future Land Use Map (FLUM) designates this location as Commercial/Retail/Office. Commercial uses are more intense than retail establishments, yet also provide goods and services for the public. Examples include hotels, automotive services, and big box retailers. Retail land use is intended to provide for a variety of restaurants, shops, grocery stores, and personal service establishments. Neither the existing zoning nor the proposed zoning is consistent with the FLUM. Approval of this request will require an amendment to the FLUM.

ZONING REQUIREMENTS:

Single Family

The applicant is proposing base zoning districts of Single Family-Four (SF-4) and Single Family-Six (SF-6) with the following modifications:

- SF-4 Minimum Lot Area: 7,200 sq. ft.
- SF-4 Minimum Lot Width: 62 ft.
- SF-4 Interior Side Setback: 5 ft.
- SF-6 Minimum Lot Width: 50 ft.
- SF-6 Minimum Front Yard: 20 ft.

The applicant is proposing alley service with rear garage entry for all SF-6 lots and detached rear yard garages for all SF-4 lots.

Multi-Family

The applicant is proposing Multi-Family Three base zoning with the following modifications:

- Maximum Density: 30 Dwelling Units per Acre.
- Maximum Height: 40 ft.
- Minimum Front Yard Setback: 10 ft.
- Minimum Rear Yard Setback: 10 ft.
- Minimum Interior Side Setback: 30 ft.
- Minimum Street Side Setback: 10 ft.
- Garages: 15% of Required Parking.

General Retail

The applicant is proposing General Retail base zoning with the following modifications:

- Financial Services shall be allowed by right.

- Minimum Lot Size: 20,000 sq. ft.
- Minimum Lot Width: 100 ft.
- Minimum Lot Depth: 150 ft.
- Maximum Allowable Height: 50 ft.
- Minimum Landscape Area: 10%

ANALYSIS:

Planned development districts provide for design flexibility in combining and mixing uses into integral land use units. In the past, successful projects have been able to show how variances or deviations from the zoning standards contribute to a higher quality of development. The proposal includes variances to Appendix W. Typically, variances are considered during the site plan process. This allows staff to review the site plan, landscape plan, and building elevations to ensure that a proposal meets the intent of Appendix W.

Conceptually, staff does not object to the requested variances. Staff recommends that the variances be considered during the site plan approval process when staff can evaluate the site plan, landscape plan, and building elevations.

Appendix W offers incentives for meeting recommended design standards. If a development meets the recommended design, the applicant may request to reduce required garage parking by 5%, increase maximum density or FAR by 20%, reduce the required landscaped area by 5%, or increase the percentage of one-bedroom units by 10%.

In 2019 City Council adopted a development policy, which states that multi-family development should occur on land already zoned for multi-family development. PD-328 includes 13.25 acres of General Retail and provisions that allow for architecturally integrated mixed-use development. This proposal takes commercially zoned land and rezones it for multi-family development. It also eliminates the possibility of developing a vertically mixed-use product.

This proposal is located near the intersection of HWY 360 and HWY 287. Commercial and retail uses should be located along arterial and freeway corridors to take advantage of high traffic volumes and visibility. If the existing General Retail zoning is eliminated from the subject property, the City should prioritize opportunities for commercial development in this area.

RECOMMENDATION:

At its April 13, 2020 meeting, the Planning and Zoning Commission voted 9-0 to recommend approval with staff conditions.

The Development Review Committee (DRC) recommends approval with the following conditions:

1. The applicant shall submit a TIA at the time of preliminary platting.
2. Unless specified in the Planned Development District, single family development shall meet Appendix W.
3. Multi-family development shall meet Appendix W. Conceptually, staff does not object to the requested variances. Evaluation of variances during the Site Plan process will ensure that the proposal meets the intent of Appendix W.
4. Building Elevations shall be reviewed and approved with the Site Plan.
5. The new PD shall retain the provisions for mixed-use development in PD-328. For each 10% of first floor area dedicated for commercial or retail uses the developer may increase the maximum number of

dwelling units per acre by 10% and increase the maximum allowable height by 10 ft. This will allow the applicant to develop the multi-family with commercial uses on the first floor without having to rezone the property.

Body

AN ORDINANCE AMENDING THE ZONING ORDINANCE AND MAP TO REZONE 76.960 ACRES OF LAND OUT OF THE JOSEPH LAWRENCE SURVEY, ABSTRACT NO. 616, CITY OF GRAND PRAIRIE, ELLIS COUNTY, TEXAS, FROM PLANNED DEVELOPMENT-328 DISTRICT AND AGRICULTURE TO A PLANNED DEVELOPMENT DISTRICT FOR SINGLE FAMILY, MULTI-FAMILY, GENERAL RETAIL, AND OPEN SPACE USES; SAID ZONING MAP AND ORDINANCE BEING ORDINANCE NUMBER 4779 AND PASSED ON NOVEMBER 20, 1990, REPEALING ALL ORDINANCES OR PARTS OF ORDINANCES IN CONFLICT HERewith; CONTAINING A SAVINGS CLAUSE; AND TO BECOME EFFECTIVE UPON ITS PASSAGE AND APPROVAL.

WHEREAS, the owners of the property described herein below filed application with the City of Grand Prairie, Texas, petitioning an amendment of the Zoning Ordinance and map of said city so as to rezone and reclassify said property from its classification of Planned Development-328 District and Agriculture to a Planned Development District for Single Family, Multi-Family, General Retail, and Open Space Uses; and

WHEREAS, the Planning and Zoning Commission of Grand Prairie, Texas, held a public hearing on said application on April 13, 2020, after written notice of such public hearing before the Planning and Zoning Commission on the proposed rezoning had been sent to owners of real property lying within 300 feet of the property on which the change of classification is proposed, said Notice having been given not less than ten (10) days before the date set for hearing to all such owners who rendered their said property for City taxes as the ownership appears on the last approved City Tax Roll, and such Notice being served by depositing the same, properly addressed and postage paid, in the City Post Office; and

WHEREAS, after consideration of said application, the Planning and Zoning Commission of the City of Grand Prairie, Texas voted 9 to 0 to recommend approval to the City Council of Grand Prairie, Texas, of the request that the hereinafter described property be rezoned from its classification of Planned Development-328 District and Agriculture to a Planned Development District for Single Family, Multi-Family, General Retail, and Open Space Uses; and

WHEREAS, Notice was given of a further virtual public hearing to be held by the City Council of the City of Grand Prairie, Texas, via videoconference at 5:30 o'clock P.M. on April 21, 2020, to consider the advisability of amending the Zoning Ordinance and Map as recommended by the Planning and Zoning Commission, and all citizens and parties at interest were notified that they would have an opportunity to be heard, such Notice of the time and place of such hearing having been given at least fifteen (15) days prior to such hearing by publication in the Fort Worth Star Telegram, Grand Prairie, Texas, a newspaper of general circulation in such municipality; and

WHEREAS, all citizens and parties at interest have been given an opportunity to be heard on all the matter of the proposed rezoning and the City Council of the City of Grand Prairie, Texas, being informed as to the location and nature of the use proposed on said property, as well as, the nature and usability of surrounding property, have found and determined that the property in question, as well as, other property within the city limits of the City of Grand Prairie, Texas, has changed in character since the enactment of the original Zoning

Ordinance from its classification of Planned Development-328 District and Agriculture to a Planned Development District for Single Family, Multi-Family, General Retail, and Open Space Uses; and, by reason of changed conditions, does consider and find that this amendatory Ordinance should be enacted since its provisions are in the public interest and will promote the health, safety and welfare of the community.

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

SECTION 1. THAT Ordinance Number 4779, being the Zoning Ordinance and Map of the City of Grand Prairie, Texas, showing the locations and boundaries of certain districts, and said Zoning Ordinance and Map having been made a part of an Ordinance entitled:

“AN ORDINANCE AMENDING IN ITS ENTIRETY CHAPTER 28 OF THE CODE OF ORDINANCES KNOWN AS THE ZONING ORDINANCE OF THE CITY OF GRAND PRAIRIE, TEXAS, AS PASSED AND APPROVED BY THE CITY COUNCIL ON THE 20TH DAY OF NOVEMBER, 1990, TOGETHER WITH ALL AMENDMENTS THERETO AND ENACTING A REVISED ORDINANCE ESTABLISHING AND PROVIDING FOR ZONING REGULATIONS; CREATING USE DISTRICTS IN ACCORDANCE WITH A COMPREHENSIVE PLAN...”

and passed and approved November 20, 1990, as amended, is hereby further amended so as to rezone from its classification of Planned Development-328 District and Agriculture to a Planned Development District for Single Family, Multi-Family, General Retail, and Open Space Uses; as described and depicted in Exhibit A - Boundary Description.

SECTION 2. THAT the purpose of this planned development is to establish appropriate restrictions and development controls necessary to ensure predictable land development, safe and efficient vehicular and pedestrian circulation, compatible uses of land and compliance with appropriate design standards.

SECTION 3. THAT the following shall apply to development in the Planned Development District:

- A. Development shall generally comply with Exhibit B - Concept Plan and Exhibit C - Conceptual Renderings.
- B. Commercial development shall comply with the use and development standards for General Retail District in the Unified Development Code (UDC), as may be amended, and with the exceptions and additions listed below.
 - 1. Total land area allocated to the General Retail District shall not exceed 3.81 acres.
 - 2. Financial Services shall be allowed by right.
 - 3. Minimum lot size shall be 20,000 sq. ft.
 - 4. Minimum lot width shall be 100 ft.
 - 5. Minimum lot depth shall be 150 ft.

6. Maximum allowable height shall be 50 ft.
7. Minimum landscape area shall be 10% of the lot.

C. Multi-Family development shall comply with the use and development standards for Multi-Family Three (MF-3) District in the UDC, as amended, with the exceptions and additions listed below.

1. The total land area allocated to the Multi-Family Three District shall not exceed 32.93 acres.
2. The maximum allowable density shall be 30 dwelling units per acre.
3. The maximum allowable height shall be 40 feet.
4. The minimum front setback shall be 10 ft.
5. The minimum rear setback shall be 10 ft.
6. The minimum interior side setback shall be 20 ft.
7. The minimum street side setback shall be 10 ft.
8. Garage parking spaces shall account for at least 15% of the required parking spaces.
9. Direct access from an attached garage into the building's hall corridor may be provided in lieu of direct access to individual dwelling units.

D. Single Family development shall comply with the use and development standards for Single Family-Four (SF-4) District and Single Family-Six (SF-6) District in the UDC, as may be amended, with the exceptions and additions below.

1. The total land area allocated to the Single Family Residential District shall not exceed 37.21 acres.
2. The composition of SF-4 lots and SF-6 lots shall be consistent with what is shown on the Concept Plan.
3. SF-4 Lots
 - i. The minimum lot area shall be 7,200 sq. ft.
 - ii. The minimum lot width shall be 62 ft.
 - iii. The interior side setback shall be 5 ft.
 - iv. Garages shall be detached from the primary structure and accessed via the street frontage.
4. SF-6 Lots
 - i. The minimum lot width shall be 50 ft.

- ii. The minimum front setback shall be 20 ft.
- iii. Garages shall be rear entry and accessed via the alley.

E. The total land area allocated to the Open Space district shall not exceed 3.01 acres.

F. Property included in the Open Space district may be left in its natural state.

SECTION 4. THAT a Site Plan shall be reviewed and approved by the City Council prior to the issuance of any building permits.

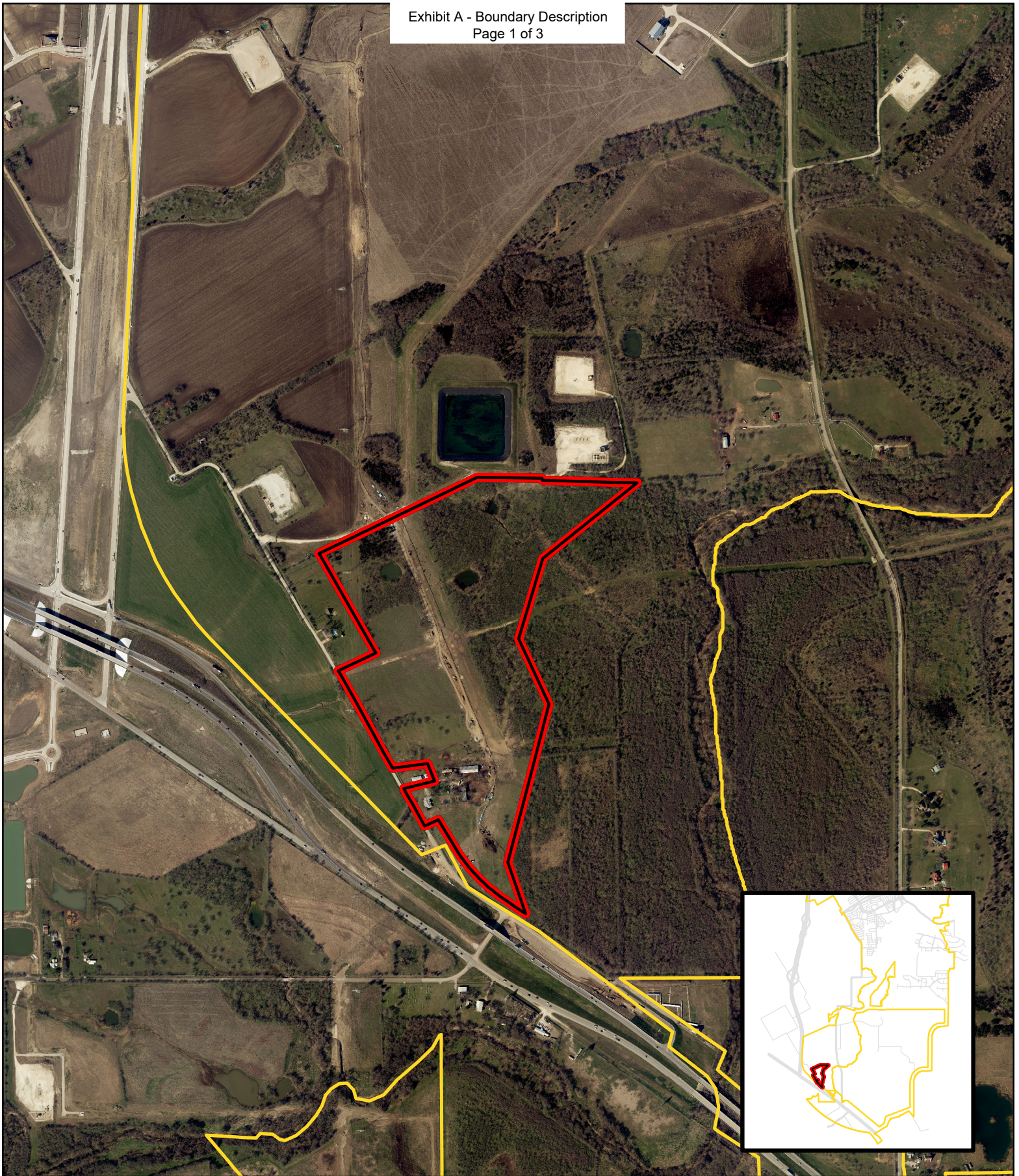
SECTION 5. THAT it is further provided, that in case a section, clause, sentence, or part of this Ordinance shall be deemed or adjudged by a Court of competent jurisdiction to be invalid, then such invalidity shall not affect, impair, or invalidate the remainder of this Ordinance.

SECTION 6. THAT all ordinances or parts of ordinances in conflict herewith are specifically repealed.

SECTION 7. THAT this Ordinance shall be in full force and effect from and after its passage and approval.

**PASSED AND APPROVED BY THE CITY COUNCIL OF THE CITY OF GRAND PRAIRIE, TEXAS,
this the 21st day of April, 2020.**

**Ordinance No.
Zoning Case No. Z200401
Planned Development No.**



LEGAL LAND DESCRIPTION:

BEING 76.960 acres (3,352,391 square feet) of land in the Joseph Lawrence Survey, Abstract Number 616, City of Grand Prairie, Ellis County, Texas; said 76.960 acres (3,352,391 square feet) of land described in a Warranty Deed to Ellis Joint Venture (hereinafter referred to as Ellis Joint Venture tract), as recorded in Instrument Number 21141507, Official Public Records, Ellis County, Texas (O.P.R.E.C.T.), and being all of that certain tract of land described in a General Warranty Deed to Ellis Joint Venture (hereinafter referred to as Ellis Joint Venture 2 tract), as recorded in Volume 2805, Page 577, Deed Records, Ellis County, Texas (D.R.E.C.T.) and being all of that certain tract of land described in a Special Warranty Deed to Ellis Joint Venture (hereinafter referred to as Ellis Joint Venture 3 tract), Volume 2564, Page 281, D.R.E.C.T.; said 76.960 acres (3,352,391 square feet) of land being more particularly described, by metes and bounds, as follows:

BEGINNING at a concrete monument found for the Northwesterly corner of the said Ellis Joint Venture tract, same being the Northerly corner of the William Telford, and wife, Kay Telford (hereinafter referred to as Telford tract), as recorded in Volume 738, Page 371, Deed Records, Ellis County, Texas (D.R.E.C.T.), same also being in the Southerly line of TEXDEVCO GP, LLC, (hereinafter referred to as TEXDEVCO tract), as recorded in Instrument Number 1900187, O.P.R.E.C.T.;

THENCE North 64 degrees 23 minutes 15 seconds East with the common line between said Ellis Joint Venture tract and said TEXDEVCO tract, passing at a distance of 424.28 feet, the Southeasterly corner of said TEXDEVCO tract, same being the Southwesterly corner of that certain tract of land described in a Special Warranty Deed to WM SUB GT, LP (hereinafter referred to as WM SUB GT tract), as recorded in Volume 2805, Page 57, D.R.E.C.T., continue with said course and the common line between said Ellis Joint Venture tract and said WM SUB GT tract for a total distance of 707.27 feet to a five-eighths inch iron rod with a plastic cap stamped "RPLS 4838" set;

THENCE North 64 degrees 53 minutes 00 seconds East with the common line between said Ellis Joint Venture tract and said WM SUB GT tract, same being a corner for said WM SUB GT tract, for a distance of 581.99 feet to a five eighths inch capped iron rod stamped "MYCOSKIE" found for corner;

THENCE South 88 degrees 32 minutes 15 seconds East with a common line between said Ellis Joint Venture Tract and WM SUB GT tract, passing at distance of 459.30 feet, the Southeasterly corner of said WM SUB GT tract, same being the Southwesterly corner of that certain tract of land described in a Special Warranty Deed to Nehemiah Partners, L.P. (hereinafter referred to as Nehemiah tract), as recorded in Volume 1661, Page 104, D.R.E.C.T., from which a one-half inch capped iron rod found stamped "RPLS 5857" bears South 11 degrees 23 minutes 30 seconds East a distance of 0.57 feet, and continue with said course and the common line between said Ellis Joint Venture tract and said Nehemiah tract for a total distance of 1150.28 feet to a concrete monument stamped "826-3" found for corner;

THENCE South 51 degrees 10 minutes 45 seconds West for a distance of 887.19 feet with a common line between Ellis Joint Venture and that certain tract of land described in a General Warranty Deed to the United States of America (hereinafter referred to as USA tract) as recorded in Volume 676, Page 506, Deed Records, Ellis County, Texas, to a concrete monument stamped "826-4" found for corner;

THENCE South 16 degrees 29 minutes 04 seconds West with a common line between said Ellis Joint Venture tract and said USA tract for a distance of 639.32 feet to a concrete monument stamped "826-5" found for corner;

THENCE South 25 degrees 05 minutes 36 seconds East with a common line between said Ellis Joint Venture tract and said USA tract for a distance of 532.26 feet to a concrete monument stamped "826-6" found for corner;

THENCE South 15 degrees 22 minutes 38 seconds West with a common line between said Ellis Joint Venture tract and said USA tract for a distance of 1151.24 feet to a concrete monument stamped "826-7" found for corner;

THENCE South 18 degrees 09 minutes 07 seconds East with a common line between said Ellis Joint Venture tract and said USA tract for a distance of 461.40 feet to a Texas Department of Transportation monument on the Northeasterly line of that certain tract of land described in a deed to the State of Texas (hereinafter referred to as State of Texas R.O.W.), Volume 809, Page 981, D.R.E.C.T., from which a one-half inch capped iron rod stamped "AREA SURVEYING" found, bears South 77 degrees 03 minutes 36 seconds East, a distance of 3.62 feet;

THENCE North 55 degrees 36 minutes 03 seconds West with a common line between said Ellis Joint Venture tract and said State of Texas R.O.W., a distance of 441.91 feet to a one-half inch iron rod found at the beginning of a non-tangent curve to the right, whose chord bears North 42 degrees 29 minutes 40 seconds West, a distance of 303.95 feet, from which a one-half inch iron rod found bears North 83 degrees 02 minutes 32 seconds East, a distance of 4.93 feet;

THENCE Northwesterly with the common line between said Ellis Joint Venture and said State of Texas R.O.W. and with said non-tangent curve to the right having a radius of 670.00 feet, through a central angle of 26 degrees 13 minutes 14 seconds, for an arc distance of 306.61 feet a five-eighths inch iron rod with a plastic cap stamped "RPLS 4838" set for corner;

THENCE North 29 degrees 23 minutes 03 seconds West with a common line between said Ellis Joint Venture tract and said State of Texas R.O.W., a distance of 204.43 feet to a Texas Department of Transportation monument, from which a one-half inch capped iron rod stamped "AREA SURVEYING" found bears North 67 degrees 52 minutes 02 seconds East, a distance of 6.69 feet;

THENCE South 60 degrees 19 minutes 57 seconds West with a common line between said Ellis Joint Venture tract and said State of Texas R.O.W., a distance of 44.88 feet to a mag nail set for corner, same being the Southeast corner of that certain tract of land described in a deed to Joe Bowers and Jeff Hansen (hereinafter referred to as Bowers tract), as recorded in Volume 2399, Page 2279, D.R.E.C.T., same also being in Davis Road, previously known as St. Paul Britton Road (variable width right-of-way);

THENCE North 29 degrees 25 minutes 56 seconds West with a common line between said Ellis Joint Venture Tract and said Bowers tract and with said Davis Road, a distance of 103.37 feet to a mag nail set, same being the Southeasterly corner of the aforesaid Ellis Joint Venture 2 tract, from which a one-half inch capped iron rod stamped "AREA SURVEYING" found bears North 74 degrees 34 minutes 55 seconds East, a distance of 19.83 feet;

THENCE North 29 degrees 26 minutes 34 seconds West with the common line between said Ellis Joint Venture 2 tract and said Bowers tract and with said Davis Road, pass at a distance of 142.26 feet, the Northeast corner of said Bowers tract, same being an angle point in the Easterly line of that certain tract of land described in a deed to James Edmund Kemp, Jr., Judy Anne Kemp Amonett, Carolyn Kemp Wittenbraker and John Stacy Kemp, Beneficiaries under the Will of Kames E. Kemp, deceased (hereinafter referred to as Kemp tract), as recorded in Volume 2171, Page 510, D.R.E.C.T. and continue with said course and the common line between said Ellis Joint Venture 2 tract and said Kemp tract and with said Davis Road for a total distance of 275.05 feet to a mag nail set for the Northwesterly corner of said Ellis Joint Venture 2 tract, same being the Southwesterly corner of that certain tract of land described in a General Warranty Deed to Carlo Restrepo, (hereinafter referred to as Restrepo tract), as recorded in Volume 2805, Page 570, D.R.E.C.T.,

THENCE North 75 degrees 00 minutes 04 seconds East, departing said Davis Road and said Kemp tract and with the common line between said Ellis Joint Venture 2 tract and Restrepo tract, pass at a distance of 21.38 feet a one-half inch iron rod with plastic cap found and continue with said course and continue with the common line between said Ellis Joint Venture 2 tract and Restrepo tract for a total distance of 254.19 feet to a one-half inch iron rod found for the Southeasterly corner of said Restrepo tract, same being a Westerly line of said Ellis Joint Venture Tract;

THENCE North 29 degrees 25 minutes 05 seconds West with a common line between said Ellis Joint Venture tract and said Restrepo tract, a distance of 177.07 feet to a one-half inch iron rod found for corner, same being the Northeasterly corner of said Restrepo tract;

THENCE South 75 degrees 03 minutes 13 seconds West with a common line between said Ellis Joint Venture tract and said Restrepo tract, from which a one-half inch iron rod found a distance of 232.37 feet, and continue on said course for a total distance of 254.28 feet to a mag nail set for corner in a Easterly line of said Kemp tract, and in Davis Road, same being the Northwesterly corner of said Restrepo tract;

THENCE North 29 degrees 26 minutes 40 seconds West with a common line between said Ellis Joint Venture tract and said Kemp tract, a distance of 534.95 feet to a mag nail set for corner, same being the Southwesterly corner said Ellis Joint Venture 3 tract, from which a one-half inch capped iron rod found bears North 64 degrees 06 minutes 46 seconds East a distance of 21.97 feet,

THENCE North 29 degrees 30 minutes 55 seconds West with the common line between said Ellis Joint Venture 3 tract and said Kemp tract, a distance of 279.24 feet to a mag nail set for corner, same being the Northwesterly corner of said Ellis Joint Venture 3 tract, same being the Southwesterly line of said Telford tract;

THENCE North 64 degrees 05 minutes 22 seconds East, departing the Easterly line of said Kemp tract and departing said Davis Road and with the common line between said Ellis Joint Venture 3 tract and said Telford tract, pass at a distance of 22.64 feet, a concrete monument found and continue with said course and the common line between said Ellis Joint Venture 3 tract and said Telford tract for a total distance of 312.95 feet to a five-eighths inch iron rod with a plastic cap stamped "RPLS 4838" set for corner;

THENCE North 29 degrees 26 minutes 50 seconds West with a common line between said Ellis Joint Venture tract and said Telford tract a distance of 823.38 feet to the **PLACE OF BEGINNING**, and containing a calculated area of 76.960 acres (3,352,391 square feet) of land.

SURVEYORS CERTIFICATE TO:

Ellis Joint Venture, AeroFirma and/or Assigns, Alliant National Title Insurance Company, and their affiliated entities, successors and assigns;

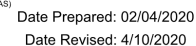
This is to certify that this map or plat and the survey on which it is based, were made in accordance with 2016 Minimum Standard Detail Requirements for ALTA/NSPS Land Title Surveys jointly established and adopted by ALTA and NSPS 2016.
The field work was completed on November 27, 2019.

 12/9/19

Michael Dan Davis DATE:
— Registered Professional Land Surveyor No. 4838
BANNISTER ENGINEERING, LLC
T.B.P.L.S. REGISTRATION NO. 10193823
240 NORTH MITCHELL ROAD
MANSFIELD, TEXAS 76063
Office (817) 842-2094

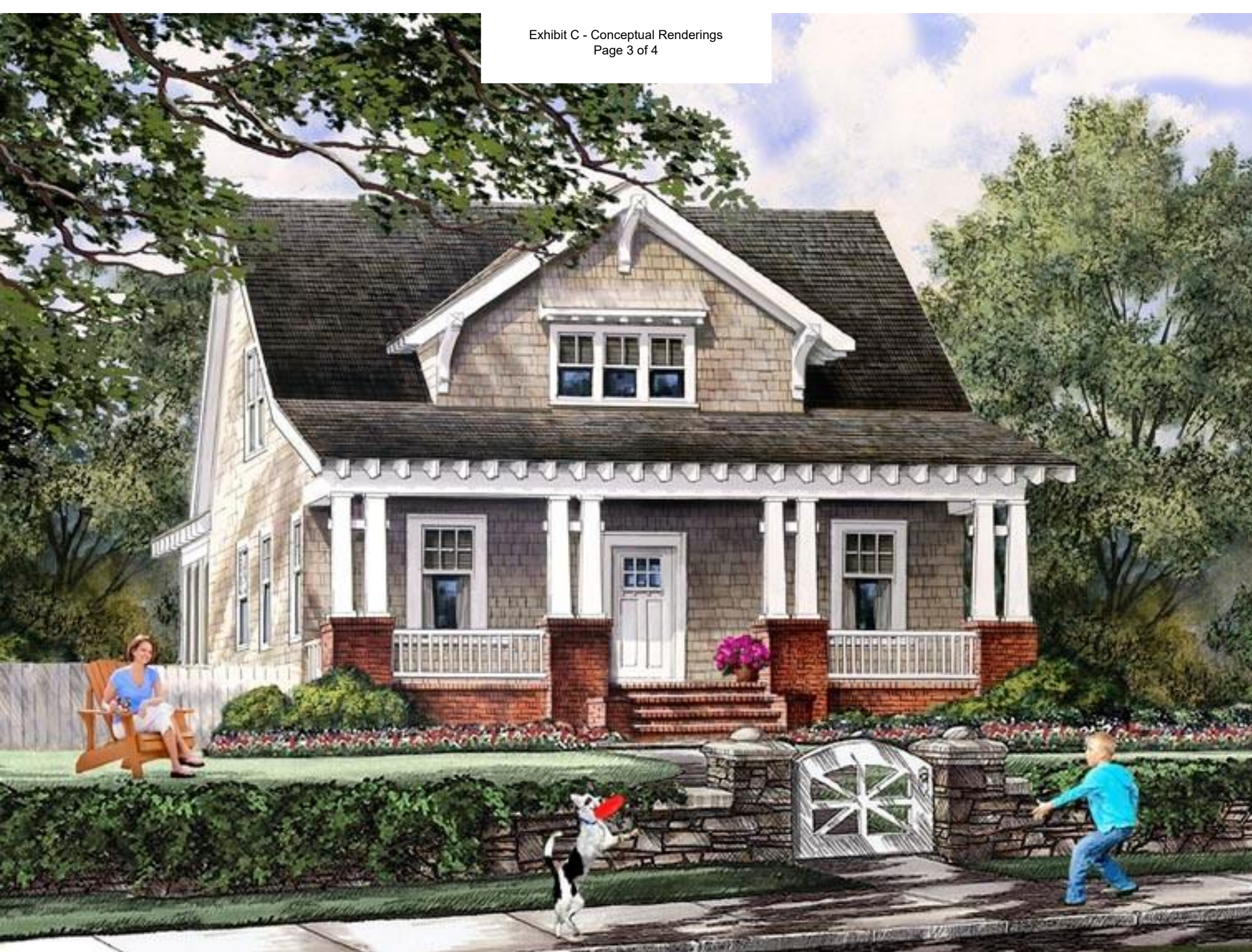


REVISED: December 19, 2019 / Revised Easement Label.
REVISED: December 11, 2019 / Addressed updated title commitment.













**REGULAR PLANNING AND ZONING COMMISSION
MEETING MINUTES
APRIL 13, 2020**

COMMISSIONERS PRESENT: Chairperson Josh Spare, Vice-Chairperson Shawn Connor, Secretary Max Coleman, and Commissioners, Eric Hedin, Cheryl Smith, Warren Landrum, Julia Perez, Bill Moser, Clayton Fisher.

COMMISSIONERS ABSENT: None

CITY STAFF PRESENT: Deputy City Manager Bill Crolley, Savannah Ware, Chief City Planner, Mark Dempsey, Deputy City Attorney, Brett Huntsman, Transportation Planner, and Chris Hartmann, Executive Assistant.

Chairperson Josh Spare called the meeting to order by Video Conference at 6:30 p.m. Commissioner Moser gave the invocation, commissioner Landrum led the pledge of allegiance to the US Flag, and the Texas Flag.

PUBLIC HEARING AGENDA Item #9 - Z200401 - Zoning Change – SF and MF on S HWY 360 (Commissioner Spare/City Council District 6). Chief City Planner Savannah Ware presented the case report and gave a Power Point presentation for a Zoning change from PD-328 and Agriculture to a Planned Development District for Single Family, Multi-Family, and Open Space uses on 76.96 acres. Tracts 186713 and 186714, J Lawrence Survey, Abstract No. 616, City of Grand Prairie, Ellis County, Texas. Zoned PD-328 and addressed as 2925 Davis Drive. The Agent is Jeff Linder, Bannister Engineering, the applicant is Chase Debaun, Aerofirma Corporation, and the owner is Wm Scott Farrar, Ellis Joint Venture.

Ms. Ware stated the applicant is proposing a Planned Development District for Single Family, Multi-Family, and Open Space uses. The Concept Plan depicts two tracts totaling 32.93 acres for multi-family development at a density of 30 dwelling units per acre. The 37.21 acre, are designated for single-family development. The Concept Plan depicts 105 residential lots, including a mixture of Single Family-Six and Single Family-Four lots. The Concept Plan depicts an internal road network that connects to Davis Rd at two points. Davis is currently a two-lane, asphalt road. Its current configuration is consistent with rural type development. Davis will need to be improve to handle the proposed development. A Traffic Impact Analysis will help determine how the phasing of the development impacts the timing of improvements. The City will require the applicant to submit a TIA in conjunction with the next phase of development review. The TIA will assess the effects of the proposed development activity on the existing and planned roadway system. The Thoroughfare Plan shows a principal arterial that will connect Davis Dr to FM 661 Rd. The Concept Plan depicts right-of-way that will be dedicated with the final platting of the property. The applicant is proposing base zoning districts of Single Family-Four and Single Family-Six with the following modifications: SF-

4 Minimum Lot Area: 7,200 sq. ft., SF-4 Minimum Lot Width: 62 ft., SF-4 Interior Side Setback: 5 ft., SF-6 Minimum Lot Width: 50 ft., and SF-6 Minimum Front Yard: 20 ft.

Ms. Ware stated the applicant is proposing alley service with rear garage entry for all SF-6 lots and detached rear yard garages for all SF-4 lots. The applicant is proposing Multi-Family-Three base zoning with the following modifications: Maximum Density: 30 Dwelling Units per Acre, Maximum Height: 40 ft., Minimum Front Yard Setback: 10 ft., Minimum Rear Yard Setback: 10 ft., Minimum Interior Side Setback: 30 ft., Minimum Street Side Setback: 10 ft., and Garages: 15% of Required Parking. Planned development districts provide for design flexibility in combining and mixing uses into integral land use units. In the past, successful projects have been able to show how variances or deviations from the zoning standards contribute to a higher quality of development. The proposal includes variances to Appendix W. Typically, variances are considered during the site plan process. This allows staff to review the site plan, landscape plan, and building elevations to ensure that a proposal meets the intent of Appendix W. Conceptually, staff does not object to the requested variances. Staff recommends that the variances be considered during the site plan approval process when staff can evaluate the site plan, landscape plan, and building elevations. Appendix W offers incentives for meeting recommended design standards. If a development meets the recommended design, the applicant may request to reduce required garage parking by 5%, increase maximum density or FAR by 20%, reduce the required landscaped area by 5%, or increase the percentage of one-bedroom units by 10%. In 2019 City Council adopted a development policy, which states that multi-family development should occur on land already zoned for multi-family development. PD-328 includes 13.25 acres of General Retail and provisions that allow for architecturally integrated mixed-use development. This proposal takes commercially zoned land and rezones it for multi-family development. It also eliminates the possibility of developing a vertically mixed-use product. This proposal is located near the intersection of HWY 360 and HWY 287. Commercial and retail uses should be located along arterial and freeway corridors to take advantage of high traffic volumes and visibility. If the existing General Retail zoning is eliminated from the subject property, the City should prioritize opportunities for commercial development in this area.

Ms. Ware stated the Development Review Committee recommends approval with the following conditions:

1. The applicant shall submit a TIA at the time of preliminary platting.
2. Unless specified in the Planned Development District, single-family development shall meet Appendix W.
3. Multi-family development shall meet Appendix W. Conceptually, staff does not object to the requested variances. Evaluation of variances during the Site Plan process will ensure that the proposal meets the intent of Appendix W.
4. Building Elevations shall be reviewed and approved with the Site Plan.
5. The new PD shall retain the provisions for mixed-use development in PD-328. For each 10% of first floor area dedicated for commercial or retail uses the developer may increase the maximum number of dwelling units per acre by 10% and increase the maximum allowable height by 10 ft. This will allow the applicant to develop the multi-family with commercial uses on the first floor without having to rezone the property.

Chairperson Spare stated there were no questions for staff, opened the public hearing, and called for individuals wishing to speak on this item.

Rodney Debaun with Aerofirma Corporation, 2935 S. Belt Line Road, Grand Prairie, TX, stated he has meet with staff and others from the city on this project. He stated the residential development would be constructed first, then in about two or three years they multi family would be constructed. He said this development would be a nice neighborhood with an old fashion neighborhood look, with front porches and rear-yard entry garages.

There being no further discussion on the case commissioner Smith moved to close the public hearing and approve case Z200401 as presented and recommended by staff. The action and vote being recorded as follows:

Motion: Smith

Second: Coleman

Ayes: Coleman, Connor, Fisher, Hedin, Landrum, Moser, Perez, Smith, Spare

Nays: None

Approved: 9-0

Motion: **carried.**



Legislation Details (With Text)

File #:	20-9863	Version:	1	Name:	Public Hearing-Resolution to Create Crescent Heights Public Improvement District No. 18
Type:	Resolution	Status:			Items for Individual Consideration
File created:	3/6/2020	In control:			Finance
On agenda:	4/21/2020	Final action:			
Title:	Public Hearing - Resolution to Create Crescent Heights Public Improvement District No. 18 (City Council District 2)				
Sponsors:					
Indexes:					
Code sections:					
Attachments:	Exhibit A-Budget 5yr service plan-FY21-Crescent Heights..pdf Exhibit B - Crescent Heights Final Plat.pdf				

Date	Ver.	Action By	Action	Result
------	------	-----------	--------	--------

From

Lee Harriss

Title

Public Hearing - Resolution to Create Crescent Heights Public Improvement District No. 18 (City Council District 2)

Presenter

Lee Harriss

Recommend Action

Approve

Analysis

The City received a petition signed by the required number of property owners in Crescent Heights requesting that the City create a public improvement district (PID) for the neighborhood. The PID would consist of approximately 13.107 acres of land divided into approximately 90 lots. The **general** boundaries of the assessment district are as follows: Third Street (West), W. Pioneer Parkway (South), Twelve Oaks Boulevard (East), and Freetown Road (North), including the Crescent Heights subdivision.

The estimated first year expenditures of the PID are \$1,157, which would begin in 2020-21. This will be funded by assessments of \$914 and by the City, which will pay \$804 to the PID for right-of-way maintenance during its first year of operation, beginning in October 2020. The property owners' assessments will be based on assessments of the existing properties within the District as recorded on the tax rolls of the Dallas County Assessor Collectors office and collected through the property tax system and will begin in 2020-2021.

The revenues raised by PID assessments will be used to provide for the perpetual maintenance of existing landscape, fencing, and irrigation system, and install and perpetually maintain future landscape, fencing, and irrigation, in accordance with Exhibit A of the petition.

The law authorizing the creation of a PID requires that a public hearing be conducted to receive comment. Following the public hearing, the City Council will consider a resolution authorizing the establishment of Public Improvement District #18. If PID #18 is established, a public hearing will be held in September, 2020 on a 2020/21 budget, a five-year service plan, levying an assessment, and approving the PID board membership.

Financial Consideration

The City of Grand Prairie will provide administrative support to the PID and will prepare and mail assessment notices. The estimated budget for the PID during FY 2020-21 is \$1,157, which includes City cost of \$804 for right of way maintenance, which will be funded from Park Venue Operating Fund to the PID.

Body

A RESOLUTION OF THE CITY OF GRAND PRAIRIE, TEXAS, ESTABLISHING GRAND PRAIRIE PUBLIC IMPROVEMENT DISTRICT NO. 18 (CRESCENT HEIGHTS), ESTABLISHING DISTRICT BOUNDARIES AND POWERS, MEANS OF ASSESSMENT AND GOVERNANCE, REQUIRING PUBLICATION AND PROVING AN EFFECTIVE DATE

Whereas, on April 21, 2020, a petition for creation of the Grand Prairie Public Improvement District No. 18 was filed with the City of Grand Prairie and presented to the City Council of the City of Grand Prairie; and

Whereas, the City of Grand Prairie has found and determined that such petition included sufficient signatures and met other requirements of Sections 372.002 and 372.005 of the Public Improvement District Assessment Act (V.T.C.A., Local Government Code, Section 372.001, et seq., (the "Act")); and

Whereas, the City of Grand Prairie gave written notice and notice by publication that a public hearing would be held by the City Council on April 21, 2020, at 6:30 p.m., in accordance with Section 372.009 of the Act; and

Whereas, the City Council held such public hearing on April 21, 2020, finally adjourned such hearing, and desires to adopt the following Resolution which authorizes establishment of the district and the exercise of the powers granted by the Act, makes findings concerning improvements and/or services to be provided by the district and authorizes the City Secretary to publish notice of establishment of the district

NOW THEREFORE, BE IT RESOLVED, by the City Council of the City of GRAND PRAIRIE, Texas that:

Section 1. The City Council, after duly considering the evidence and testimony presented at the public hearing held on April 21, 2020, hereby makes the following findings:

(a) It is advisable to establish a public improvement district under the Public Improvement District Assessment Act (V.T.C.A., Local Government Code, Section 372.001, et seq.), which district shall be known as the Grand Prairie Public Improvement District No.18.

(b) It is advisable to authorize the City of Grand Prairie to exercise the powers granted by the Public Improvement Assessment Act in connection with the establishment of a public improvement district and to undertake improvement projects and/or services that confer a special benefit on property in the district and the levying and collection of special assessments on property in the district, based on the benefit conferred by the improvement projects and/or services, to pay the costs of such projects and/or services.

(c) It is advisable for improvements and/or services to be undertaken and provided by the district.

(d) The general nature of the improvements and/or services to be provided by the district shall include:

(1) an improvement district program to perpetually maintain and repair existing landscaping, fencing, irrigation system, lighted development signage, and private roadway;

(2) an improvement district program to perpetually maintain and repair new landscaping, fencing, irrigation, lighting; and private roadway, and

(3) an improvement district program to fund additional landscaping, fencing, irrigation, signage, and private roadway.

The improvements and/or services will be a supplement to the standard existing level of city improvements and/or services and will constitute an added increment to the improvements and/or services normally provided to the taxpayers generally. The City will continue to furnish or pay for standard improvements and/or services in the district at the same level as they would be provided to the taxpayers generally.

(e) The estimated costs of the improvements and/or services for the district during the first year of operation are:

(1)	Landscape Maintenance	\$ 804
(2)	Collection Service	\$ 3
(3)	Property Insurance Premium	\$ 100
(4)	Liability Insurance Premium	\$ <u>250</u>
Total First Year Estimated Costs		\$ <u>1,157</u>

The cost of constructing additional improvements and/or providing additional supplemental services in subsequent years will be determined in the service plan to be adopted and amended from time to time by the City Council.

(f) The improvement district consists of a tract of land in the City of Grand Prairie, Dallas County, Texas, consisting of approximately 13.107 acres of land divided into approximately 90 lots known as Crescent Heights to the City of Grand Prairie. The subdivisions are generally bordered by Third Street (West), W. Pioneer Parkway (South), Twelve Oaks Boulevard (East), and Freetown Road (North), including the Crescent Heights subdivision. A map of the proposed district is on file in the office of the City Secretary, 300 West Main Street, Grand Prairie, Texas, and is made a part hereof by reference.

(g) The method of assessment is:

(1) A service plan will be approved and adopted by the City Council for a period of not less than five years. The plan would be reviewed and updated annually by the City Council to determine the annual budget for improvements and/or services within the district.

(2) The cost of improvements and/or services will be assessed against real property within the district based on a percentage of assessed values of each property within the district.

(3) The City Council of the City of Grand Prairie will be authorized to establish by ordinance reasonable classifications and formulas for the apportionment of costs between the City and the property to be assessed

and to establish the methods for assessing special benefits for various classes of improvements and/or services.

(h) The apportionment of costs between the improvement district and the City as a whole shall be:

(1) All of the cost of an improvement and/or service shall be paid by special assessments against real property and structures or other improvements thereon in the district.

(2) The City as a whole will continue to provide standard improvements and services to the district at the same level as they provided to the taxpayers generally.

(i) The probable maximum benefits to be conferred on each tract in the district because of the improvements and/or services will be greater than the amount of the assessment against such tract and the owners thereof.

(j) The area to be assessed may not include any property not within the area described in paragraph (f) unless an additional hearing is held to include the property and notice for hearing is given in the same manner as notice under Section 372.009 of the Public Improvement District Assessment Act.

SECTION 2: The Grand Prairie Improvement District No. 18 (Crescent Heights) is authorized to be and is hereby established as a public improvement district under the Public Improvement District Assessment Act, in accordance with the above findings as to the advisability to all of the terms, conditions, limitations, and reservations contained in such findings.

SECTION 3: The City Secretary is hereby directed to give notice of authorization for establishment of the district by publishing a copy of this Resolution once in a newspaper of general circulation in the City of Grand Prairie. Such authorization shall take effect and the district shall be deemed to be established effective upon the publication of such notice.

SECTION 4: Actual construction of improvements or implementation of services by the district may not begin until after the 20th day after the date the authorization for the district takes effect.

SECTION 5: The district shall be a complete alternative to other methods by which the City of Grand Prairie may finance public improvement and/or special supplemental services by assessing property owners.

**PASSED AND APPROVED BY THE CITY COUNCIL OF THE CITY OF GRAND PRAIRIE, TEXAS,
THIS THE 21ST DAY OF APRIL, 2020.**

GRAND PRAIRIE PUBLIC IMPROVEMENT DISTRICT NO. 18
Crescent Heights
Five Year Service Plan 2021 - 2025 BUDGET

Income based on Assessment Rate of \$0.16 per \$100 of appraised value.
Service Plan projects a 1% increase in assessed value per year.

INCOME:		Value	Assess Rate	Revenue		
Appraised Value		\$570,950	\$ 0.16	\$ 914		
		2021	2022	2023	2024	2025
Estimated No. of Improved Properties		-	40	80	89	89
Estimated No. of Unimproved Properties		1	49	9	-	-
Beginning Balance (Estimated)		\$ -	\$ 561	\$ 2,744	\$ 3,706	\$ 6,077
Description	Acct. No.					
P.I.D. Assessment	42620	\$ 914	\$ 17,889	\$ 31,778	\$ 35,212	\$ 35,564
City Contribution	49780	804	804	804	804	804
TOTAL INCOME		\$ 1,718	\$ 18,693	\$ 32,582	\$ 36,016	\$ 36,368
Amount Available		\$ 1,718	\$ 19,254	\$ 35,326	\$ 39,722	\$ 42,445

EXPENSES:						
Description		2021	2022	2023	2024	2025
Office Supplies	60020	\$ -	\$ -	\$ 100	\$ 100	\$ 100
Decorations	60132	-	-	1,000	1,000	1,000
Beautification	60490	-	1,000	1,000	3,000	3,000
Wall Maintenance	60776	-	1,000	1,000	1,000	1,000
Mowing Contractor	61225	804	11,000	11,000	11,000	11,000
Collection Service (\$2.75/Acct)	61380	3	110	220	245	245
Misc.	61485	-	-	500	500	500
Postage	61520	-	-	100	100	100
Electric Power	62030	-	200	200	200	200
Water Utility	62035	-	1,600	1,600	1,600	1,600
Streets,Roads,Highway Maint.*	63030	-	-	12,300	12,300	12,300
Irrigation System Maint.	63065	-	1,000	1,000	1,000	1,000
Roadway Markings/Signs Maint	63115	-	-	1,000	1,000	1,000
Decorative Lighting Maintenance	63146	-	250	250	250	250
Property Insurance Premium	64080	100	100	100	100	100
Liability Insurance Premium	64090	250	250	250	250	250
		-	-	-	-	-
TOTAL EXPENSES		\$ 1,157	\$ 16,510	\$ 31,620	\$ 33,645	\$ 33,645
Ending Balance		\$ 561	\$ 2,744	\$ 3,706	\$ 6,077	\$ 8,800

Avg. Annual Assessment by Home Value:

Value	Yrly Assmnt.		
\$150,000	\$ 240		
\$200,000	\$ 320		
\$250,000	\$ 400	Avg. Property Value:	\$ 240,000
\$300,000	\$ 480	Avg. Unimproved Property Value:	\$ 30,000
\$350,000	\$ 560	Avg. Impr. Property Assessment:	\$ 384
\$400,000	\$ 640	No. of Properties (at completion):	89

*The estimated cost to reconstruct ½ of the roadway along the property lines with 8" of concrete paving would be approximately \$350,000; an annual maintenance cost would be 10% of that or \$35,000 per year.
The estimated cost to reconstruct ½ of the roadway along the property lines with 6" of concrete paving would be approximately \$123,000; an annual maintenance cost would be 10% of that or \$12,300 per year.



Legislation Details (With Text)

File #:	20-9894	Version:	1	Name:	WWW Revenue Bonds 2020
Type:	Ordinance	Status:		Items for Individual Consideration	
File created:	4/1/2020	In control:		City Council	
On agenda:	4/21/2020	Final action:			
Title:	Discussion and consideration of all matters incident and related to the issuance and sale of "City of Grand Prairie, Texas Water and Wastewater System Revenue Refunding Bonds, New Series 2020," including the adoption of an ordinance authorizing the issuance of such bonds, establishing parameters for the sale and issuance of such bonds and delegating certain matters to an authorized official of the City.				

Sponsors:

Indexes:

Code sections:

Attachments: [GP WS Ref parameters Ordinance.pdf](#)

Date	Ver.	Action By	Action	Result
------	------	-----------	--------	--------

From

Brady Olsen, Treasury and Debt Manager

Title

Discussion and consideration of all matters incident and related to the issuance and sale of "City of Grand Prairie, Texas Water and Wastewater System Revenue Refunding Bonds, New Series 2020," including the adoption of an ordinance authorizing the issuance of such bonds, establishing parameters for the sale and issuance of such bonds and delegating certain matters to an authorized official of the City.

Presenter

Brady Olsen, Treasury and Debt Manager

Recommended Action

Approve

Analysis

We have the opportunity to refinance existing 2011 water wastewater debt at a net present value savings above the policy minimums of 5% or \$200,000. The pricing period of the bonds will start on April 21st, and final amount of the revenue bonds will be provided to City Council at the meeting.

Financial Consideration

The revenue bonds are being sold through a negotiated sale with Frost Bank.

The City's Bond Counsel, Norton Rose Fulbright US LLP, will send the final bond ordinance to the City Council meeting the day of the meeting, April 21st, 2020.

Body

AN ORDINANCE by the City Council of the City of Grand Prairie, Texas authorizing the issuance of "City of Grand Prairie, Texas, Water and Wastewater System Revenue Refunding Bonds, New Series 2020"; pledging the net revenues of the City's combined water and wastewater system to the payment of the principal of and interest on said Bonds; specifying the terms and conditions of such Bonds; resolving other matters incident and related to the issuance, payment, security, sale, and delivery of said Bonds, establishing procedures for the sale and delivery of said Bonds; and delegating matters relating to the sale and issuance of said Bonds to an authorized City official; and providing an effective date.

WHEREAS, the City Council of the City of Grand Prairie, Texas (the "City") has heretofore issued, sold, and delivered, and there is currently outstanding, obligations of the following issue or series (hereinafter referred to as the "Refunded Bonds"), to wit: City of Grand Prairie, Texas, Water and Wastewater System Revenue Refunding and Improvement Bonds, New Series 2011A, dated November 1, 2011, and

WHEREAS, pursuant to the provisions of Texas Government Code, Chapter 1207, as amended, the City Council is authorized to issue refunding bonds and deposit the proceeds of sale directly with the place of payment for the Refunded Bonds, or other authorized depository, and such deposit, when made in accordance with said statute, and ordinances authorizing the issuance of the Refunded Bonds, shall constitute the making of firm banking and financial arrangements for their discharge and final payment; and

WHEREAS, the City shall by this Ordinance, in accordance with the provisions of Section 1207.007 of Chapter 1207, Texas Government Code, as amended, delegate to a Pricing Officer (hereinafter designated) the authority to determine the principal amount and certain other specified terms of the Bonds to be issued, negotiate the terms of sale thereof and select the specific maturities, in whole or in part, of the Refunded Bonds to be refunded; and

WHEREAS, in the ordinance authorizing the Previously Issued Bonds (as hereinafter defined), the City reserved the right to issue additional bonds on a parity therewith, payable from and equally secured by a first lien on and pledge of the net revenues of the City's System, as hereinafter defined, but only pursuant to and subject to the covenants, conditions, limitations and restrictions contained in the ordinance authorizing said bonds; and

WHEREAS, upon due investigation, the City Council has affirmatively found and determined that all such conditions precedent to the issuance of the bonds herein authorized have been met and satisfied in that: (a) the City is not in default as to any covenant, condition or obligation contained in the ordinances authorizing the issuance of the Previously Issued Bonds; (b) prior to the delivery of the bonds authorized by this Ordinance, the City shall have made all required payments into each of the funds created and established for the benefit thereof; (c) prior to the delivery of the bonds authorized by this Ordinance, the City will secure from a certified public accountant a report showing that the net earnings of the System for the Fiscal Year next preceding the date of the proposed additional bonds are equal to at least one and one-quarter (1.25) times the average annual principal and interest requirements of all the Bonds Similarly Secured (as hereinafter defined) which will be outstanding upon the issuance of the proposed additional parity bonds; (d) prior to the delivery of the bonds authorized by this Ordinance, provision shall have been made for deposits to the interest and sinking fund to pay the principal and interest requirements for the proposed additional bonds and deposits into the reserve fund for the necessary required reserve; and (e) the proposed additional bonds are scheduled to mature only on January 15 or July 15 or both; and

WHEREAS, the City Council finds and determines that it is in the best interest of the City and its inhabitants to proceed with the issuance of bonds to provide funds for the purposes hereinafter specified; now,

therefore,

BE IT ORDAINED BY THE CITY COUNCIL OF THE CITY OF GRAND PRAIRIE, TEXAS:

Section 1. Authorization - Designation - Principal Amount - Purpose. Special revenue bonds of the City shall be and are hereby authorized to be issued in the aggregate principal amount set forth in the Pricing Certificate to be designated and bear the title "City of Grand Prairie, Texas, Water and Wastewater System Revenue Refunding Bonds, New Series 2020" (the "Bonds"), for the purpose of refunding certain outstanding obligations payable from revenues of the City's Water and Wastewater System (identified in the preamble hereof as the "Refunded Bonds") and paying costs of issuance, all in conformity with the Constitution and laws of the State of Texas, including Texas Government Code, Chapter 1207, as amended.

Section 2. Fully Registered Obligations - Authorized Denominations - Stated Maturities - Interest Maximum Rate - Bond Date. The Bonds are issuable in fully registered form only; shall be dated as provided in the Pricing Certificate (the "Bond Date") and shall be in denominations of \$5,000 or any integral multiple thereof (within a Stated Maturity), and the Bonds shall become due and payable on each of the dates and in principal amounts (the "Stated Maturities") and bear interest on the unpaid principal amount from the date(s) specified in the Pricing Certificate at the per annum rates in accordance with the details set forth in the Pricing Certificate and interest thereon shall be payable on January 15 and July 15 of each year until maturity, commencing on the date set forth in the Pricing Certificate.

Section 3. Delegation of Authority to Pricing Officer. As authorized by Section 1207.007 of Chapter 1207, Texas Government Code, as amended, the City Manager or Chief Financial Officer of the City (either the "Pricing Officer") is hereby authorized to act on behalf of the City in selling and delivering the Bonds and carrying out the other procedures specified in this Ordinance, including selection of the maturities, in whole or in part, of the Refunded Bonds to be refunded, determining the aggregate principal amount of the Bonds, the date of the Bonds, any additional or different designation or title by which the Bonds shall be known, determining whether the Bonds shall be issued in one or more series or subseries, the price at which the Bonds will be sold, the manner of sale (negotiated, privately placed or competitively bid), 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 date from which interest on the Bonds will accrue, the interest payment dates, the price and terms upon and at which the Bonds shall be subject to redemption prior to maturity at the option of the City, as well as any mandatory sinking fund redemption provisions, determination of the use of a book-entry-only securities clearance, settlement and transfer system, the designation of one or more paying agent/registrars, the designation of one or more escrow agents, if applicable, satisfying the requirements of Texas Government Code, Chapter 1207, as amended the terms of any bond insurance applicable to the Bonds, including any modification of the continuing disclosure undertaking contained in Section 46 hereof as may be required by the purchasers of the Bonds in connection with any amendments to the Rule (hereinafter defined), any adjustment to the Reserve Fund and all other matters relating to the issuance, sale and delivery of the Bonds, all of which shall be specified in the Pricing Certificate, provided that:

- (a) the aggregate original principal amount of the Bonds shall not exceed \$5,360,000;
- (b) the maximum net effective interest rate for the Bonds shall not exceed 2.75%;
- (c) the refunding must produce a net present value debt service savings of at least the lesser of 5.00% net of any contribution by the City, or \$155,000 net of any contribution by the City; and
- (d) the maximum maturity date for the Bonds shall not exceed January 15, 2031.

The execution of the Pricing Certificate shall evidence the sale date of the Bonds by the City to the Purchasers (hereinafter defined).

If the Pricing Officer determines that bond insurance results in a net reduction of the City's interest costs associated with the Bonds, then the Pricing Officer is authorized, in connection with effecting the sale of

the Bonds, to make the selection of a municipal bond insurance company for the Bonds (each, an "Insurer") and to obtain from the Insurer a municipal bond insurance policy in support of the Bonds. The Pricing Officer shall have the authority to determine the provisions of the commitment for any such policy or policies and to execute any documents to affect the issuance of said policy or policies by the Insurer.

In establishing the aggregate principal amount of the Bonds, the Pricing Officer shall establish an amount not exceeding the amount authorized in subsection (3)(a) above, which shall be sufficient in amount to provide for the purposes for which the Bonds are authorized and to pay costs of issuing the Bonds. The delegation made hereby shall expire if not exercised by the Pricing Officer by August 31, 2020. The Bonds shall be sold to the purchaser(s)/underwriter(s) named in the Pricing Certificate (the "Purchasers"), at such price and with and subject to such terms as set forth in the Pricing Certificate and the Purchase Contract (hereinafter defined), and may be sold by negotiated or competitive sale or by private placement. The Pricing Officer is hereby delegated the authority to designate the Purchasers, which delegation shall be evidenced by the execution of the Pricing Certificate.

Section 4. Payment of Bonds - Paying Agent/Registrar. The principal of, premium, if any, and the interest on the Bonds due by reason of maturity or otherwise, shall be payable only to the registered owners or holders of the Bonds (the "Holders") appearing on the registration and transfer books maintained by the Paying Agent/Registrar. Any such payments shall be payable, without exchange or collection charges, to the Holder in any coin or currency of the United States of America which at the time of payment is legal tender for the payment of public and private debts.

The selection and appointment of The Bank of New York Mellon Trust Company, N.A., Dallas, Texas, or its assigns to serve as Paying Agent/Registrar for the Bonds is hereby approved and confirmed. Books and records relating to the registration, payment, and transfer of the Bonds (the "Security Register") shall at all times be kept and maintained on behalf of the City by the Paying Agent/Registrar, all as provided herein, in accordance with the terms and provisions of a "Paying Agent/Registrar Agreement", substantially in the form attached hereto as **Exhibit A** and such reasonable rules and regulations as the Paying Agent/Registrar and the City may prescribe. The Mayor and City Secretary or the Pricing Officer are authorized to execute and deliver such Paying Agent/Registrar Agreement in connection with the delivery of the Bonds. The City covenants to maintain and provide a Paying Agent/Registrar at all times until the Bonds are paid and discharged and any successor Paying Agent/Registrar shall be a commercial bank, trust company, financial institution or other entity duly qualified and legally authorized to serve as, and perform the duties and services of, Paying Agent/Registrar. Upon any change in the Paying Agent/Registrar for the Bonds, the City agrees to promptly cause a written notice of the change to be sent to each registered owner of the Bonds by United States Mail, first class postage prepaid; and, such notice shall also give the address of the new Paying Agent/Registrar.

Principal of and premium, if any, on the Bonds, shall be payable only upon presentation and surrender of the Bonds to the Paying Agent/Registrar at its designated offices, initially in East Syracuse, New York, or, with respect to a successor Paying Agent/Registrar, at the designated offices of such successor (the "Designated Payment/Transfer Office"). The Paying Agent/Registrar shall pay interest on the Bonds only to the Holders whose names appear in the Security Register at the close of business on the "Record Date" (the last business day of the month next preceding each interest payment date) and shall pay either by: (1) check sent United States Mail, first class postage prepaid, to the address of the registered owner recorded in the "Security Register" on the Record Date or (2) by such other method, acceptable to the Paying Agent/Registrar, requested by the Holder at the Holder's risk and expense. If the date for the payment of the Bonds shall be a Saturday, Sunday, a legal holiday, or a day when banking institutions in the city where the Designated Payment/Transfer Office of the Paying Agent/Registrar is located are authorized by law or executive order to be closed, then the date for such payment shall be the next succeeding day which is not such a Saturday, Sunday, legal holiday, or day when banking institutions are authorized to be closed; and payment on such date shall have the same force and effect as if made on the original date payment was due.

In the event of a non-payment of interest on a scheduled payment date, and for thirty (30) days

thereafter, a new record date for such interest payment (a "Special Record Date") will be established by the Paying Agent/Registrar, if and when funds for the payment of such interest have been received from the City. Notice of the Special Record Date and of the scheduled payment date of the past due interest which shall be 15 days after the Special Record Date shall be sent at least five (5) business days prior to the Special Record Date by United States mail, first class postage prepaid, to the address of each Holder appearing on the Security Register at the close of business on the last business day next preceding the date of mailing of such notice.

Section 5. Registration - Transfer - Exchange of Bonds - Predecessor Bonds. A Security Register relating to the registration, payment, and transfer or exchange of the Bonds shall at all times be kept and maintained by the City at the Designated Payment/Transfer Office of the Paying Agent/Registrar and at a place within the State of Texas, as provided herein and in accordance with the provisions of an agreement with the Paying Agent/Registrar and such rules and regulations as the Paying Agent/Registrar and the City may prescribe. The Paying Agent/Registrar shall obtain, record, and maintain in the Security Register the name and address of each registered owner of the Bonds issued under and pursuant to the provisions of this Ordinance. Any Bond may, in accordance with its terms and the terms hereof, be transferred or exchanged for Bonds of other authorized denominations upon the Security Register by the Holder, in person or by his duly authorized agent, upon surrender of such Bond to the Paying Agent/Registrar for cancellation, accompanied by a written instrument of transfer or request for exchange duly executed by the Holder or by his duly authorized agent, in form satisfactory to the Paying Agent/Registrar.

Upon surrender for transfer of any Bond (other than the Initial Bond(s) authorized in Section 8 hereof) at the Designated Payment/Transfer Office of the Paying Agent/Registrar, the Paying Agent/Registrar shall register and deliver, in the name of the designated transferee or transferees, one or more new Bonds executed on behalf of, and furnished by, the City of authorized denominations and having the same Stated Maturity and of a like aggregate principal amount as the Bond or Bonds surrendered for transfer.

At the option of the Holder, Bonds (other than the Initial Bond(s) authorized in Section 8 hereof) may be exchanged for other Bonds of authorized denominations and having the same Stated Maturity, bearing the same rate of interest and of like aggregate principal amount as the Bonds surrendered for exchange, upon surrender of the Bonds to be exchanged at the Designated Payment/Transfer Office of the Paying Agent/Registrar. Whenever any Bonds are so surrendered for exchange, the Paying Agent/Registrar shall register and deliver new Bonds executed on behalf of, and furnished by, the City to the Holder requesting the exchange.

All Bonds issued upon any transfer or exchange of Bonds shall be delivered at the Designated Payment/Transfer Office of the Paying Agent/Registrar, or sent by United States mail, first class postage prepaid, to the Holder at his request, risk, and expense and, upon the delivery thereof, the same shall be valid obligations of the City, evidencing the same obligation to pay, and entitled to the same benefits under this Ordinance, as the Bonds surrendered in such transfer or exchange.

All transfers or exchanges of Bonds pursuant to this Section shall be made without expense or service charge to the Holder, except as otherwise herein provided, and except that the Paying Agent/Registrar shall require payment by the Holder requesting such transfer or exchange of any tax or other governmental charges required to be paid with respect to such transfer or exchange.

Bonds canceled by reason of an exchange or transfer under this Section are hereby defined to be "Predecessor Bonds," evidencing all or a portion, as the case may be, of the same obligation to pay evidenced by the new Bond or Bonds registered and delivered in the exchange or transfer therefor. Additionally, the term "Predecessor Bonds" shall include any Bond registered and delivered pursuant to Section 31 hereof in lieu of a mutilated, lost, destroyed, or stolen Bond which shall be deemed to evidence the same obligation as the mutilated, lost, destroyed, or stolen Bond.

Section 6. Book-Entry-Only Transfers and Transactions. Notwithstanding the provisions

contained in Sections 3, 4 and 5 relating to the payment, and transfer/exchange of the Bonds, the City hereby approves and authorizes the use of "Book-Entry-Only" securities clearance, settlement and transfer system provided by The Depository Trust Company (DTC), a limited purpose trust company organized under the laws of the State of New York, in accordance with the operational arrangements referenced in the Blanket Issuer Letter of Representation, by and between the City and DTC (the "Depository Agreement").

Pursuant to the Depository Agreement and the rules of DTC, the Bonds shall be deposited with DTC who shall hold said Bonds for its participants (the "DTC Participants"). While the Bonds are held by DTC under the Depository Agreement, the Holder of the Bonds on the Security Register for all purposes, including payment and notices, shall be Cede & Co., as nominee of DTC, notwithstanding the ownership of each actual purchaser or owner of each Bond (the "Beneficial Owners") being recorded in the records of DTC and DTC Participants.

In the event DTC determines to discontinue serving as securities depository for the Bonds or otherwise ceases to provide book entry clearance and settlement of securities transactions in general or the City determines that DTC is incapable of properly discharging its duties as securities depository for the Bonds, the City covenants and agrees with the Holders of the Bonds to cause Bonds to be printed in definitive form and provide for the Bond certificates to be issued and delivered to DTC Participants and Beneficial Owners, as the case may be. Thereafter, the Bonds in definitive form shall be assigned, transferred and exchanged on the Security Register maintained by the Paying Agent/Registrar and payment of such Bonds shall be made in accordance with the provisions of Sections 4 and 5 hereof and in the Pricing Certificate.

Section 7. Execution - Registration. The Bonds shall be executed on behalf of the City by the Mayor or Mayor Pro Tem under its seal reproduced or impressed thereon and countersigned by the City Secretary. The signature of said officers and the seal of the City on the Bonds may be manual or facsimile. Bonds bearing the manual or facsimile signatures of individuals who are or were the proper officers of the City on the Bond Date shall be deemed to be duly executed on behalf of the City, notwithstanding that such individuals or either of them shall cease to hold such offices at the time of delivery of the Bonds to the initial purchaser(s) and with respect to Bonds delivered in subsequent exchanges and transfers, all as authorized and provided in Texas Government Code, Chapter 1201, as amended.

Section 8. Initial Bond(s). The Bonds herein authorized shall be initially issued as (1) a single fully registered bond in the total principal amount of this series with principal installments to become due and payable as provided in the Pricing Certificate and numbered T-1, or, alternatively, (2) as one bond for each year of maturity in the applicable principal amount and denomination and to be numbered consecutively from T-1 and upward (hereinafter called the "Initial Bond(s)") and, in either case, the Initial Bond(s) shall be registered in the name of the initial purchaser(s) or the designee thereof. The Initial Bond(s) shall be the Bonds submitted to the Office of the Attorney General of the State of Texas for approval, certified and registered by the Office of the Comptroller of Public Accounts of the State of Texas and delivered to the initial purchaser(s). Any time after the delivery of the Initial Bond, the Paying Agent/Registrar, pursuant to written instructions from the initial purchaser(s), or the designee thereof, shall cancel the Initial Bond and exchange it for definitive Bonds of authorized denominations, Stated Maturities, principal amounts and bearing applicable interest rates for transfer and delivery to the named Holders at the addresses identified for such purpose; all pursuant to and in accordance with such written instructions from the initial purchaser(s), or the designee thereof, and such other information and documentation as the Paying Agent/Registrar may reasonably require.

Section 9. Forms.

A. Forms Generally. The Bonds, the Registration Certificate of the Comptroller of Public Accounts of the State of Texas, the Registration Certificate of Paying Agent/Registrar, and the form of Assignment to be printed on each of the Bonds, shall be substantially in the forms set forth in this Section with such appropriate insertions, omissions, substitutions, and other variations as are permitted or required by this Ordinance, with the Bonds to be completed and modified with the information set forth in the Pricing Certificate, and may have such letters, numbers, or other marks of identification (including identifying numbers

and letters of the Committee on Uniform Securities Identification Procedures of the American Bankers Association) and such legends and endorsements (including insurance legends in the event the Bonds, or any maturities thereof, are purchased with insurance and any reproduction of an opinion of counsel) thereon as may, consistently herewith, be established by the City or determined by the Pricing Officer or the officers executing such Bonds as evidenced by their execution. The Pricing Certificate shall set forth the final and controlling forms and terms of each series of the Bonds. Any portion of the text of any Bonds may be set forth on the reverse thereof, with an appropriate reference thereto on the face of the Bond.

The definitive Bonds and the Initial Bond(s) shall be printed, lithographed, engraved, typewritten, photocopied or otherwise reproduced in any other similar manner, all as determined by the officers executing such Bonds as evidenced by their execution thereof.

The City may provide (i) for issuance of one fully registered Bond for each Stated Maturity in the aggregate principal amount of each Stated Maturity and (ii) for registration of such Bonds in the name of a securities depository, or the nominee thereof. While any Bond is registered in the name of a securities depository or its nominee, references herein and in the Bonds to the Holder or registered owner of such Bond shall mean the securities depository or its nominee and shall not mean any other person.

B. Form of Definitive Bond.

REGISTERED
NO. _____

REGISTERED
\$ _____

UNITED STATES OF AMERICA

STATE OF TEXAS

CITY OF GRAND PRAIRIE, TEXAS

WATER AND WASTEWATER SYSTEM REVENUE REFUNDING BOND

NEW SERIES 2020

Bond Date: _____, Interest Rate:
2020 _____

Stated Maturity: _____ CUSIP NO.
15, 20__ _____

Registered Owner: _____

Principal Amount:

DOLLARS

The City of Grand Prairie, Texas, (hereinafter referred to as the "City"), a body corporate and municipal corporation in the Counties of Dallas, Tarrant and Ellis, State of Texas, for value received, hereby promises to pay to the registered owner named above, or the registered assigns thereof, solely from the Net Revenues, as provided in the Ordinance, on the Stated Maturity date specified above, the Principal Amount stated above (or so much thereof as shall not have been paid upon prior redemption) and to pay interest on the unpaid Principal Amount hereof from the interest payment date next preceding the "Registration Date" of this Bond appearing below (unless this Bond bears a "Registration Date" as of an interest payment date, in which case it shall bear interest from such date, or unless the "Registration Date" of this Bond is prior to the initial interest payment date in which case it shall bear interest from _____) at the per annum rate of interest specified above computed on the basis of a 360-day year of twelve 30-day months; such interest being payable on January 15 and July 15 of each year commencing ____ 15, 20__, until maturity or prior redemption. Principal of this Bond shall be payable at its Stated Maturity or on a redemption date to the registered owner hereof, upon presentation and surrender, at the Designated Payment/Transfer Office of the Paying Agent/Registrar executing the registration certificate appearing hereon, or its successor. Interest shall be payable to the registered owner of this Bond (or one or more Predecessor Bonds, as defined in the

Ordinance hereinafter referenced) whose name appears on the "Security Register" maintained by the Paying Agent/Registrar at the close of business on the "Record Date," which is the last business day of the month next preceding each interest payment date. All payments of principal of, premium, if any, and interest on this Bond shall be in any coin or currency of the United States of America which at the time of payment is legal tender for the payment of public and private debts and shall be made by the Paying Agent/Registrar by check sent on or prior to the appropriate date of payment by United States Mail, first class postage prepaid, to the address of the registered owner recorded in the Security Register on the Record Date or by such other method, acceptable to the Paying Agent/Registrar, requested by, and at the risk and expense of, the registered owner. If the date for the payment of the Bonds shall be a Saturday, Sunday, a legal holiday, or a day when banking institutions in the city where the Designated Payment/Transfer Office of the Paying Agent/Registrar is located are authorized by law or executive order to be closed, then the date for such payment shall be the next succeeding day which is not such a Saturday, Sunday, legal holiday, or day when banking institutions are authorized to be closed; and payment on such date shall have the same force and effect as if made on the original date payment was due.

This Bond is one of the series specified in its title issued in the aggregate principal amount of \$_____ (herein referred to as the "Bonds") for the purpose of refunding certain outstanding obligations payable from revenues of the City's Water and Wastewater System (identified in the preamble hereof as the "Refunded Bonds") and paying costs of issuance, all under and in strict conformity with the Constitution and laws of the State of Texas, including Texas Government Code, Chapter 1207, as amended, and an ordinance adopted by the governing body of the City (the "Bond Ordinance" and jointly with the Pricing Certificate, the "Ordinance").

[The Bonds maturing on the dates hereinafter identified (the "Term Bonds") are subject to mandatory redemption prior to maturity with funds on deposit in the Interest and Sinking Fund established and maintained for the payment thereof in the Ordinance, and shall be redeemed in part prior to maturity at the price of par and accrued interest thereon to the date of redemption, and without premium, on the dates and in the principal amounts as follows:

Term Bonds due _____, 20__		Term Bonds due _____, 20__	
<u>Redemption Date</u>	<u>Principal Amount (\$)</u>	<u>Redemption Date</u>	<u>Principal Amount (\$)</u>
_____, 20__	_____	_____, 20__	_____
_____, 20__*	_____	_____, 20__*	_____
_____	_____	_____	_____

* Stated maturity.

The particular Term Bonds of a Stated Maturity to be redeemed on each redemption date shall be chosen by lot by the Paying Agent/Registrar; provided, however, that the principal amount of Term Bonds for a Stated Maturity required to be redeemed on a mandatory redemption date may be reduced, at the option of the City, by the principal amount of Term Bonds of like Stated Maturity which, at least fifty (50) days prior to a mandatory redemption date, (1) shall have been acquired by the City at a price not exceeding the principal amount of such Term Bonds plus accrued interest to the date of purchase thereof, and delivered to the Paying Agent/Registrar for cancellation or (2) shall have been redeemed pursuant to the optional redemption provisions appearing below and not theretofore credited against a mandatory redemption requirement.]]

The Bonds maturing on and after _____ 15, 20__, may be redeemed prior to their Stated Maturities, at the option of the City, in whole or in part in principal amounts of \$5,000 or any integral multiple thereof (and if within a Stated Maturity by lot by the Paying Agent/Registrar), on _____ 15, 20__, or on any date thereafter, at the redemption price of par, together with accrued interest to the date of redemption.

At least thirty (30) days prior to the date fixed for any redemption of Bonds, the City shall cause a written notice of such redemption to be sent by United States Mail, first class postage prepaid, to the registered owners of each Bond to be redeemed at the address shown on the Security Register and subject to the terms and provisions relating thereto contained in the Ordinance. If a Bond (or any portion of its principal sum) shall have been duly called for redemption and notice of such redemption duly given, then upon such redemption date such Bond (or the portion of its principal sum to be redeemed) shall become due and

payable, and interest thereon shall cease to accrue from and after the redemption date; provided moneys for the payment of the redemption price and the interest on the principal amount to be redeemed to the date of redemption are held for the purpose of such payment by the Paying Agent/Registrar.

In the event a portion of the principal amount of a Bond is to be redeemed and the registered owner is someone other than Cede & Co., payment of the redemption price of such principal amount shall be made to the registered owner only upon presentation and surrender of such Bond to the Designated Payment/Transfer Office of the Paying Agent/Registrar, and a new Bond or Bonds of like maturity and interest rate in any authorized denominations provided by the Ordinance for the then unredeemed balance of the principal sum thereof will be issued to the registered owner, without charge. If a Bond is selected for redemption, in whole or in part, the City and the Paying Agent/Registrar shall not be required to transfer such Bond to an assignee of the registered owner within forty-five (45) days of the redemption date; provided, however, such limitation on transferability shall not be applicable to an exchange by the registered owner of the unredeemed balance of a Bond redeemed in part.

With respect to any optional redemption of the Bonds, unless moneys sufficient to pay the principal of and premium, if any, and interest on the Bonds to be redeemed shall have been received by the Paying Agent/Registrar prior to the giving of such notice of redemption, such notice may state that said redemption is conditional upon the receipt of such moneys by the Paying Agent/Registrar on or prior to the date fixed for such redemption, or upon the satisfaction of any prerequisites set forth in such notice of redemption; and, if sufficient moneys are not received, such notice shall be of no force and effect, the City shall not redeem such Bonds and the Paying Agent/Registrar shall give notice, in the manner in which the notice of redemption was given, to the effect that the Bonds have not been redeemed.

The Bonds are special obligations of the City payable solely from and secured by a lien on and pledge of the Net Revenues (as defined in the Ordinance) of the City's combined water and wastewater system (the "System"). The Bonds do not constitute a legal or equitable pledge, charge, lien or encumbrance upon any property of the City or the System, except with respect to the Net Revenues. The registered owner hereof shall never have the right to demand payment of this obligation out of any funds raised or to be raised by taxation.

Subject to satisfying the terms and conditions prescribed therefor, the City has reserved the right to issue additional revenue obligations payable from and equally and ratably secured by a parity lien on and pledge of the Net Revenues, in the same manner and to the same extent as the Bonds.

Reference is hereby made to the Ordinance, a copy of which is on file in the Designated Payment/Transfer Office of the Paying Agent/Registrar, and to all of the provisions of which the registered owner by his acceptance hereof hereby assents, for the definitions of terms; the description of and the nature and extent of the security for the Bonds; the properties constituting the System; the Net Revenues pledged to the payment of the principal of and interest on the Bonds; the nature and extent and manner of enforcement of the lien and pledge securing the payment of the Bonds; the terms and conditions for the issuance of additional revenue obligations; the terms and conditions relating to the transfer or exchange of this Bond; the conditions upon which the Ordinance may be amended or supplemented with or without the consent of the registered owner; the rights, duties, and obligations of the City and the Paying Agent/Registrar; the terms and provisions upon which the liens, pledges, charges and covenants made therein may be discharged at or prior to the maturity of this Bond, and this Bond deemed to be no longer Outstanding thereunder; and, for other terms and provisions contained therein. Capitalized terms used herein have the same meanings assigned in the Ordinance.

This Bond, subject to certain limitations contained in the Ordinance, may be transferred on the Security Register only upon its presentation and surrender at the Designated Payment/Transfer Office of the Paying Agent/Registrar, with the Assignment hereon duly endorsed by, or accompanied by a written instrument of transfer in form satisfactory to the Paying Agent/Registrar duly executed by, the registered owner hereof, or his duly authorized agent. When a transfer on the Security Register occurs, one or more new fully registered Bonds of the same Stated Maturity, of authorized denominations, bearing the same rate of interest, and of the

same aggregate principal amount will be issued by the Paying Agent/Registrar to the designated transferee or transferees.

The City and the Paying Agent/Registrar, and any agent of either, may treat the registered owner hereof whose name appears on the Security Register (i) on the Record Date as the owner entitled to payment of interest hereon, (ii) on the date of surrender of this Bond as the owner entitled to payment of principal hereof at its Stated Maturity or upon its prior redemption, in whole or in part, and (iii) on any other date as the owner for all other purposes, and neither the City nor the Paying Agent/Registrar, or any agent of either, shall be affected by notice to the contrary. In the event of non-payment of interest on a scheduled payment date and for thirty (30) days thereafter, a new record date for such interest payment (a "Special Record Date") will be established by the Paying Agent/Registrar, if and when funds for the payment of such interest have been received from the City. Notice of the Special Record Date and of the scheduled payment date of the past due interest (which shall be fifteen (15) days after the Special Record Date) shall be sent at least five (5) business days prior to the Special Record Date by United States Mail, first class postage prepaid, to the address of each registered owner appearing on the Security Register at the close of business on the last business day next preceding the date of mailing of such notice.

It is hereby certified, recited and represented and covenanted that the City is a duly organized and legally existing municipal corporation under and by virtue of the Constitution and laws of the State of Texas; that the issuance of the Bonds is duly authorized by law; that all acts, conditions and things required to exist and be done precedent to and in the issuance of the Bonds to render the same lawful and valid obligations of the City have been properly done, have happened and have been performed in regular and due time, form and manner as required by the Constitution and laws of the State of Texas, and the Ordinance; that the Bonds do not exceed any constitutional or statutory limitation; and that due provision has been made for the payment of the principal of and interest on the Bonds by a pledge of the Net Revenues as aforesaid. In case any provision in this Bond or any application thereof shall be invalid, illegal or unenforceable, the validity, legality and enforceability of the remaining provisions and applications shall not in any way be affected or impaired thereby. The terms and provisions of this Bond and the Ordinance shall be construed in accordance with and shall be governed by the laws of the State of Texas.

IN WITNESS WHEREOF, the City Council of the City has caused this Bond to be duly executed under the official seal of the City as of the Bond Date.

CITY OF GRAND PRAIRIE, TEXAS

Mayor

COUNTERSIGNED:

City Secretary

(City Seal)

C. Form of Registration Certificate of Comptroller of Public Accounts to Appear on Initial Bond(s) only.

REGISTRATION CERTIFICATE OF
COMPTROLLER OF PUBLIC ACCOUNTS

OFFICE OF THE COMPTROLLER OF § § REGISTER NO. _____
PUBLIC ACCOUNTS THE STATE OF § §
TEXAS

I HEREBY CERTIFY that this Bond has been examined, certified as to validity and approved by the Attorney General of the State of Texas, and duly registered by the Comptroller of Public Accounts of the State of Texas.

WITNESS my signature and seal of office this _____.

Comptroller of Public Accounts
of the State of Texas

(SEAL)

D. Form of Certificate of Paying Agent/Registrar to Appear on Definitive Bonds only.

REGISTRATION CERTIFICATE OF PAYING AGENT/REGISTRAR

This Bond has been duly issued and registered in the name of the registered owner shown above under the provisions of the within-mentioned Ordinance; the bond or bonds of the above entitled and designated series originally delivered having been approved by the Attorney General of the State of Texas and registered by the Comptroller of Public Accounts, as shown by the records of the Paying Agent/Registrar.

The offices of the Paying Agent/Registrar in East Syracuse, New York is the Designated Payment/Transfer Office for this Bond.

THE BANK OF NEW YORK MELLON TRUST COMPANY,
N.A., Dallas, Texas, as Paying Agent/Registrar

Registered this date:

By: _____
Authorized Officer

E. Form of Assignment.

ASSIGNMENT

FOR VALUE RECEIVED the undersigned hereby sells, assigns, and transfers unto (Print or typewrite name, address, and zip code of transferee:) _____

(Social Security or other identifying number: _____)

_____) the within Bond and all rights thereunder, and hereby irrevocably constitutes and appoints _____

attorney to transfer the within Bond on the books kept for registration thereof, with full power of substitution in the premises.

DATED: _____

Signature guaranteed: _____

NOTICE: The signature on this assignment must correspond with the name of the registered owner as it appears on the face of the within Bond in every particular.

F. Form of Initial Bond(s).

The Initial Bond(s) shall be in the form set forth in paragraph B of this Section, except that the headings and first paragraph of the form of a single fully registered Initial Bond shall be modified as follows:

REGISTERED
NO. T-1

REGISTERED
\$ _____

UNITED STATES OF AMERICA

STATE OF TEXAS

CITY OF GRAND PRAIRIE, TEXAS

WATER AND WASTEWATER SYSTEM REVENUE REFUNDING BONDS

NEW SERIES 2020

Bond Date: _____, 2020

Registered Owner: _____

Principal Amount: _____ DOLLARS

The City of Grand Prairie (hereinafter referred to as the "City"), a body corporate and municipal corporation in the Counties of Dallas, Tarrant and Ellis, State of Texas, for value received, hereby promises to pay to the registered owner named above, or the registered assigns thereof, solely from the revenues hereinafter identified, on _____ 15 in each of the years and in principal amounts and bearing interest at per annum interest rates in accordance with the following schedule:

PRINCIPAL	INTEREST
<u>YEARAMOUNTS (\$)</u>	<u>RATE (%)</u>

(Information to be inserted from the Pricing Certificate).

(or so much principal thereof as shall not have been redeemed prior to maturity) and to pay interest on the unpaid Principal Amount hereof from the date of initial delivery of the Bonds at the per annum rates of interest specified above computed on the basis of a 360-day year of twelve 30-day months; such interest being payable on January 15 and July 15 of each year, commencing _____ 15, 20____, until maturity or prior redemption. Principal of this Bond shall be payable on maturity or prior redemption to the registered owner hereof, upon presentation and surrender to The Bank of New York Mellon Trust Company, N.A., Dallas, Texas (the "Paying Agent/Registrar"), at its designated offices, initially in East Syracuse, New York, or, with respect to a successor Paying Agent/Registrar, at the designated offices of such successor (the "Designated Payment/Transfer Office"). Interest shall be payable to the registered owner of this Bond whose name appears on the "Security Register" maintained by the Paying Agent/Registrar at the close of business on the "Record Date," which is the last business day of the month next preceding each interest payment date. All payments of principal of, premium, if any, and interest on this Bond shall be in any coin or currency of the United States of America which at the time of payment is legal tender for the payment of public and private debts, and interest shall be paid by the Paying Agent/Registrar by check sent United States Mail, first class postage prepaid, to the address of the registered owner recorded in the Security Register on the Record Date or by such other method, acceptable to the Paying Agent/Registrar, requested by, and at the risk and expense of, the registered owner. If the date for the payment of the Bonds shall be a Saturday, Sunday, a legal holiday, or a day when banking institutions in the city where the Designated Payment/Transfer Office of the Paying Agent/Registrar is located are authorized by law or executive order to be closed, then the date for such payment shall be the next succeeding day which is not such a Saturday, Sunday, legal holiday, or day when banking institutions are authorized to be closed; and payment on such date shall have the same force and effect as if made on the original date payment was due.

Section 1. Definitions. For purposes of this Ordinance and in particular for clarity with respect to the issuance of the Bonds herein authorized and the pledge and appropriation of revenues therefor, the following definitions are provided:

(a) The term "Additional Bonds" shall mean the additional parity revenue bonds which the City reserves the right to issue in this Ordinance.

(b) The term "Bonds" shall mean the water and wastewater system revenue refunding bonds authorized by this Ordinance and designated as "City of Grand Prairie, Texas, Water and Wastewater System Revenue Refunding Bonds, New Series 2020."

(c) The term "Bonds Similarly Secured" means the Bonds, the Previously Issued Bonds and Additional Bonds.

(d) The term "Fiscal Year" shall mean the twelve months' period ending September 30 of each year, unless otherwise designated by the City.

(e) The term "Net Revenues" means all income, revenues and receipts of every nature derived from and received by virtue of the operation of the System (including interest income and

earnings received from the investment of moneys in the special Funds created by or maintained under this Ordinance) after deducting and paying, and making provisions for the payment of, current expenses of maintenance and operation thereof, including all salaries, labor, materials, repairs and extensions necessary to render efficient service; provided, however, that only such expenses for repairs and extensions as in the judgment of the City Council, reasonably and fairly exercised, are necessary to keep the System in operation and to render adequate service to the City and the inhabitants thereof, or such as might be necessary to meet some physical accident or condition which would otherwise impair any obligations payable from the Net Revenues of the System, shall be deducted in determining "Net Revenues." Contractual payments for the purchase of water or the treatment of sewage shall be a maintenance and operating expense of the System to the extent provided in the contract incurred therefor and as may be authorized by law. Depreciation shall never be considered as an expense of operation and maintenance.

(f) The term "Ordinance" means this Ordinance under which the Bonds are authorized.

(g) The terms "Outstanding" and "outstanding", when used in this Ordinance with respect to Bonds, Previously Issued Bonds or Additional Bonds means, as of the date of determination, all bonds theretofore issued and delivered, except:

(1) those bonds theretofore canceled by the paying agent/registrar or delivered to the paying agent/registrar for cancellation;

(2) those bonds for which payment has been duly provided by the City of the irrevocable deposit with the paying agent/registrar, or an authorized escrow agent, of money, or government securities, or both, in the amount necessary to fully pay the principal of, premium, if any, and interest thereon to maturity or redemption, as the case may be, provided that, if such bonds are to be redeemed, notice of redemption thereof shall have been duly given pursuant to the ordinance authorizing such bonds or irrevocably provided to be given to the satisfaction of the paying agent/registrar, or waived;

(3) those bonds that have been mutilated, destroyed, lost or stolen and replacement bonds have been registered and delivered in lieu thereof as provided in the ordinance authorizing such bonds.

(h) The term "Previously Issued Bonds" means the Outstanding (i) "City of Grand Prairie, Texas, Water and Wastewater System Revenue Bonds, New Series 2010", (ii) "City of Grand Prairie, Texas, Water and Wastewater System Revenue Refunding Bonds, New Series 2011", (iii) "City of Grand Prairie, Texas, Water and Wastewater System Refunding and Improvement Bonds, New Series 2011A", (iv) "City of Grand Prairie, Texas, Water and Wastewater System Revenue Refunding Bonds, New Series 2013", (v) "City of Grand Prairie, Texas, Water and Wastewater System Revenue Bonds, New Series 2014", (vi) "City of Grand Prairie, Texas, Water and Wastewater System Revenue Refunding Bonds, New Series 2015", (vii) "City of Grand Prairie, Texas, Water and Wastewater System Refunding and Improvement Bonds, New Series 2016", (viii) "City of Grand Prairie, Texas, Water and Wastewater System Revenue Bonds, New Series 2017", (ix) "City of Grand Prairie, Texas, Water and Wastewater System Revenue Bonds, New Series 2017A" and (x) "City of Grand Prairie, Texas, Water and Wastewater System Revenue Bonds, New Series 2019."

(i) The term "System" means the City's existing combined waterworks and sewer systems, including all properties (real, personal or mixed and tangible or intangible) owned, operated, maintained and vested in, the City for the supply, treatment and distribution of treated water for domestic, commercial, industrial and other uses and the collection and treatment of water-carried wastes, together with all future additions, extensions, replacements and improvements thereto.

Section 2. Pledge of Revenues. That the City hereby covenants and agrees that, under the terms and conditions of the ordinances and proceedings pertaining to their authorization, the Net Revenues of the System, with the exception of those in excess of the amounts required for the payment and security of the Bonds Similarly Secured, are hereby irrevocably pledged to the payment and security of the Bonds Similarly Secured, including the establishment and maintenance of the special funds created and established for the payment and security thereof, all as hereinafter provided, and it is hereby ordained that the Bonds Similarly Secured, and the interest thereon, shall constitute a lien on the Net Revenues of the System and be valid and binding without any filing or recording except for the filing of this Ordinance in the records of the City.

Texas Government Code, Chapter 1208, as amended, applies to the issuance of the Bonds and the pledge of the revenues granted by the City under this Section of this Ordinance, and such pledge is therefore valid, effective, and perfected. If Texas law is amended at any time while the Bonds are Outstanding and unpaid such that the pledge of the revenues granted by the City under this Section of this Ordinance is to be subject to the filing requirements of Texas Business and Commerce Code, Chapter 9, as amended, then in order to preserve to the Holders of the Bonds the perfection of the security interest in said pledge, the City agrees to take such measures as it determines are reasonable and necessary under Texas law to comply with the applicable provisions of Texas Business and Commerce Code, Chapter 9, as amended, and enable a filing to perfect the security interest in said pledge to occur.

Section 3. Rates and Charges. For the benefit of the original purchasers as well as the ultimate owners of the Bonds and other Bonds Similarly Secured and in addition to all provisions and covenants in the law of the State of Texas and in this Ordinance, it is expressly stipulated that the City shall, at all times while any of the Bonds Similarly Secured are outstanding and unpaid, maintain rates and collect charges for the facilities and services afforded by the System, as required by Texas Government Code, Chapter 1502, as amended, which will provide revenues sufficient at all times to:

(a) pay for all maintenance, operation, debt service, depreciation, replacement and betterment charges of the System;

(b) pay the interest on and principal of the Bonds Similarly Secured and the amounts required to be deposited into the special Funds created and established for the payment and security of the Bonds Similarly Secured;

(c) produce Net Revenues each year in an amount reasonably estimated to be not less than 1.25 times the average annual principal and interest requirements of the Outstanding Bonds Similarly Secured; and

(d) pay all outstanding, legally incurred indebtedness against the System, as and when the same become due.

Section 4. Revenue Fund. The City again covenants that it will deposit, as collected, all revenues of every nature derived from the operation of the System into a separate account known as the "City of Grand Prairie, Texas, Water and Wastewater System Revenue Fund (herein called the "Revenue Fund") heretofore established which shall be kept separate and apart from all other funds of the City, and, further, that said Revenue Fund shall be pledged and appropriated to the following uses and in the order of precedence shown:

First: To the payment of all necessary and reasonable maintenance and operation expenses of the System as said expenses are defined by law;

Second: To the payment, equally and ratably, of the amounts required to be deposited in the Interest and Sinking Fund created and established for the payment of principal of and interest on the Bonds Similarly Secured as the same becomes due and payable;

Third: To the payment of the amounts required to be deposited in the Reserve Fund created and to be maintained for the benefit and security of the Bonds Similarly Secured in accordance with

the provisions of this Ordinance or any other ordinance relating to the issuance of Bonds Similarly Secured;

Fourth: To the payment of any other indebtedness payable from and secured, in whole or in part, by a lien on and claim against the Net Revenues of the System; and

Fifth: Any Net Revenues remaining in the Revenue Fund after satisfying the foregoing payments, or making adequate and sufficient provisions for the payment thereof, may be appropriated and used for any other purpose now or hereafter permitted by law.

Section 5. Interest and Sinking Fund. The following provisions shall govern the establishment, maintenance and use of the “City of Grand Prairie, Texas, New Series Water and Wastewater System Interest and Sinking Fund” (the “Interest and Sinking Fund”). The City covenants that from the funds in the Revenue Fund, the City shall pay into the Interest and Sinking Fund during each year in which any of the Bonds Similarly Secured are outstanding, an amount equal to one hundred percent (100%) of the amount required to meet the principal and interest payments falling due on or before the next interest payment, maturity or redemption date of the Bonds Similarly Secured, such payments to be made in substantially equal monthly installments. If the revenues of the System in any month, after deductions for maintenance and operation expenses, are then insufficient to make the required payments into the Interest and Sinking Fund, then the amount of any deficiency in the payment shall be added to the amount otherwise required to be paid into the Interest and Sinking Fund in the next month. All moneys paid into the Interest and Sinking Fund shall be deposited in the City’s depository bank, and the Mayor, Mayor Pro Tem, City Manager, Chief Financial Officer or City Secretary, any one or more of said officials of the City, shall cause the depository bank, not later than any principal or interest payment date, to transfer the amount then to become due to the paying agent. Said moneys not invested shall be continuously secured by a valid pledge to the City of direct obligations of the United States of America having an aggregate market value, exclusive of accrued interest, at all times at least equal to such Interest and Sinking Fund, provided however, that as to the amount on deposit in said fund which is allocated to the Bonds Similarly Secured and not invested, the deposit may also be secured by a valid pledge of (a) general obligations (i) issued by the State of Texas, or any city, county, school district, or road district of such state which have been approved by the Attorney General of Texas and which have investment quality, according to a nationally recognized rating agency and (ii) which have a maturity of twenty (20) years or less, or (b) general or special obligations of the City of Grand Prairie which have been approved by the Attorney General of Texas, or (c) Government National Mortgage Association fully modified pass through mortgage certificates, having a market value at all times equal to such deposit, to the extent not covered by the Federal Deposit Insurance Corporation.

Section 6. Reserve Fund. The following provisions shall govern the establishment, maintenance and use of the “City of Grand Prairie, Texas, New Series Water and Wastewater System Reserve Fund” (the “Reserve Fund”). There shall continue to be established and maintained a Reserve Fund for the purposes of (i) finally retiring the last of the Bonds Similarly Secured and (ii) paying principal of and interest on the Bonds Similarly Secured in the event moneys on hand in the Interest and Sinking Fund are insufficient for such purpose.

The amount to be accumulated in the Reserve Fund shall equal to the average annual debt service requirements (calculated on a Fiscal Year basis) on all outstanding Bonds Similarly Secured (the “Required Reserve”). The Required Reserve shall be established and maintained with Net Revenues of the System or other lawfully available funds of the City, the proceeds of sale of Bonds Similarly Secured or by depositing to the credit of the Reserve Fund, to the extent permitted by law, one or more surety bonds or insurance policies issued by a company or institution having a rating in the highest rating category by two nationally recognized rating agencies or services, or any combination thereof. The City hereby covenants and agrees that any additional amount of the Required Reserve to be deposited in the Reserve Fund in connection with the issuance of the Bonds shall be funded by monthly installments from funds in the Revenue Fund in an amount of not less than 1/60th of the additional amount required to be maintained in said Reserve Fund with the first payment to be made on or before the date specified in the Pricing Certificate and any subsequent payments to

be made on or before the 1st day of each month thereafter.

As and when Additional Bonds are delivered or incurred, the Required Reserve shall be increased, if required, to an amount equal to the lesser of (i) the average annual debt service requirements calculated on a Fiscal Year basis for all Bonds Similarly Secured then Outstanding, as determined on the date each series of Additional Bonds is delivered or incurred, as the case may be, or (ii) the maximum amount in a reasonably required reserve fund that can be invested without restriction as to yield pursuant to Subsection (d) of Section 148 of the Internal Revenue Code of 1986, as amended, and regulations promulgated thereunder. Any additional amount required to be maintained in the Reserve Fund shall be so accumulated (i) by depositing to the credit of the Reserve Fund (immediately after the delivery of the then proposed Additional Bonds) cash or an additional surety bond or insurance policy or revised surety bond or revised insurance policy with coverage in an amount sufficient to provide for the new Required Reserve to be fully or partially funded, or (ii) at the option of the City, by making monthly deposits from funds in the Revenue Fund on or before the 1st day of each month following the month of delivery of the then proposed Additional Bonds, of not less than 1/60th of the additional amount to be maintained in said Fund by reason of the issuance of the Additional Bonds then being issued (or 1/60th of the balance of the additional amount not deposited immediately in cash or provided by a surety bond or insurance policy.)

When and so long as the cash and investments in the Reserve Fund and/or coverage afforded by a surety bond or insurance policy held for the account of the Reserve Fund total not less than the Required Reserve, no deposits need be made to the credit of the Reserve Fund; but, if and when the Reserve Fund at any time contains less than the Required Reserve (or so much thereof as shall then be required to be contained therein if Additional Bonds have been issued and the City has elected to accumulate all or a portion of the Required Reserve with Net Revenues), the City covenants and agrees to cause monthly deposits to be made to the Reserve Fund on or before the 1st day of each month (beginning the month next following the month the deficiency in the Required Reserve occurred by reason of a draw on the Reserve Fund or as a result of a reduction in the market value of investments held for the account of the Reserve Fund) from Net Revenues of the System in an amount equal to either (1) 1/60th of the Required Reserve until the total Required Reserve then required to be maintained in said Fund has been fully restored or (2) the amounts to pay principal of and interest on Bonds Similarly Secured held by an insurer, or evidenced by an instrument of assignment entitling an insurer to payment of principal of and interest on Bonds Similarly Secured, as a result of payments or draws made on a surety bond or insurance policy held for the account of the Reserve Fund and such payments will result in the principal of and/or interest on such Bonds Similarly Secured to be paid, as well as the restoration and replenishment of the surety bond or insurance policy coverage representing all or a portion of the Required Reserve. The City further covenants and agrees that, subject only to the payments to be made to the Interest and Sinking Fund, the Net Revenues of the System shall be applied and appropriated and used to establish and maintain the Required Reserve and to cure any deficiency in such amounts as required by the terms of this Ordinance and any other ordinance pertaining to the issuance of Additional Bonds.

During such time as the Reserve Fund contains the total Required Reserve, the City may, at its option, withdraw all surplus in the Reserve Fund resulting from the investment of the Required Reserve and deposit such investment earnings in the Revenue Fund; provided, however, that to the extent the investment earnings are derived from proceeds of bonds used to fund all or a portion of the Required Reserve such investment earnings may only be used for the same purposes for which said bond proceeds may be used.

Section 7. Investment of Certain Funds. The Interest and Sinking Fund may be invested in investments authorized by the Public Funds Investment Act, Texas Government Code, Chapter 2256, as amended, and the City's investment policy. All moneys resulting from the investment of said fund shall be transferred to the Revenue Fund as received.

The Reserve Fund may be invested or reinvested from time to time in investments authorized by the Public Funds Investment Act, Texas Government Code, Chapter 2256, as amended, and the City's investment policy. All moneys resulting from the investment of the Reserve Fund shall be transferred to the Revenue

Fund as the same are received.

Section 8. Further Covenants. The City further covenants and agrees by and through this Ordinance as follows:

(a) That the Bonds shall be special obligations of the City, and the registered owners thereof shall never have the right to demand payment out of any funds raised or to be raised by taxation.

(b) That it has the lawful power to pledge the revenues supporting the Bonds and has lawfully exercised said power under the Constitution and laws of the State of Texas, and that the Bonds issued under this Ordinance shall be ratably secured in such manner that no one Bond shall have preference over any other Bond or Bonds or Bonds Similarly Secured.

(c) That other than for the payment of the Bonds and the Previously Issued Bonds, the Net Revenues have not been in any manner pledged to the payment of any debt or obligation of the City or the System, other than debt or obligations which have a lien on or pledge of the Net Revenues subordinate to the lien on and pledge of such Net Revenues to the Bonds Similarly Secured.

Section 9. Issuance of Additional Bonds.

(a) That, in addition to the right to issue bonds of inferior lien as authorized by law, the City reserves the right to issue Additional Bonds, for the purpose of improving, extending, equipping and repairing the System and for the purpose of refunding in any lawful manner, any part or all of the Bonds Similarly Secured or other obligations of the City eligible to be refunded under the laws of the State of Texas as such laws now or hereafter may exist. The Additional Bonds shall be secured by and payable from a lien on and pledge of the Net Revenues in the same manner and to the same extent as any then Outstanding Bonds Similarly Secured, and the Additional Bonds then proposed to be issued shall in all respects be on a parity and of equal dignity as to lien and right. Additional Bonds may be issued in one or more installments; provided, however, that none of the Additional Bonds shall be issued unless and until the following conditions have been met, to wit:

- (i) The City is not then in default as to any covenant, condition or obligation prescribed by any ordinance authorizing the issuance of the Outstanding Bonds Similarly Secured;
- (ii) Each of the special Funds created for the payment and security of the Bonds Similarly Secured contains the amount of money then required to be on deposit therein;
- (iii) The City has secured from a certified public accountant a certificate showing that the Net Earnings for either the completed Fiscal Year next preceding the date of the Additional Bonds or a consecutive twelve-month period out of the last fifteen months next preceding the date of the Additional Bonds is equal to at least 1.25 times the average annual principal and interest requirements (calculated on a Fiscal Year basis at the time of the issuance of Additional Bonds) of all Bonds Similarly Secured which will be Outstanding after the issuance of the proposed Additional Bonds. However, (A) should the certificate of the accountant certify that the Net Earnings of the System for the period covered thereby were less than required above, and (B) a change in the rates and charges for services afforded by the System became effective at least 60 days prior to the last day of the period covered by the accountant's certificate, and (C) an independent engineer or engineering firm having a national reputation with respect to such matters will certify that, had such change in rates and charges been effective for the entire period covered by the accountant's certificate, the Net Earnings covered by the accountant's certificate would have been, in his or their opinion, equal to at least 1.25 times the average annual principal and interest requirements (calculated on a Fiscal Year basis) of the Outstanding Bonds Similarly Secured after giving effect to the issuance of the Bonds, and Additional Bonds, then, in such event, the coverage specified in the first sentence

of this paragraph (iii) shall not be required for the period specified, and such accountant's certificate will be sufficient if accompanied by an engineer's certificate to the above effect;

(iv) The ordinance authorizing the Additional Bonds (A) requires that deposits shall be made into the Interest and Sinking Fund in amounts adequate to pay the principal and interest requirements of the Additional Bonds as the same become due; and (B) provides that the aggregate amount to be accumulated and maintained in the Reserve Fund shall be an amount equal to the Required Reserve for all Outstanding Bonds Similarly Secured theretofore issued and to be Outstanding after the issuance of said Additional Bonds; and

(v) The Additional Bonds are scheduled to mature only on January 15 or July 15 or both.

(b) The term "Net Earnings," as used in this Ordinance shall mean all income, revenues, and receipts derived from the operation or by reason of the ownership of the System, including grants, gifts, contributions in aid of construction (but excluding meter deposits), interest earned on invested moneys in the special Funds created therein for the payment and security of Bonds Similarly Secured, after deduction of maintenance and operation expenses but not deducting depreciation, and other expenditures which, under standard accounting practice, should be classified as capital expenditures.

(c) Wherever, in this Ordinance, the City reserves the right to issue Additional Bonds, such term shall also include, mean and refer to any other forms or types of obligations, whether now existing or hereafter authorized, which may be made lawfully payable from and secured by the Net Revenues.

Section 10. Obligations of Inferior Lien and Pledge. The City retains the right to create and issue evidences of indebtedness whose lien on the Net Revenues of the System shall be subordinate to that possessed by the Bonds Similarly Secured.

Section 11. Maintenance and Operation - Insurance. The City shall maintain the System in good condition and operate the same in an efficient manner and at reasonable cost. So long as any Bonds are outstanding, the City agrees to maintain insurance for the benefit of the holder or holders thereof on the System of a kind and in an amount which usually would be carried by private companies engaged in a similar type of business. Nothing in this Ordinance shall be construed as requiring the City to expend any funds derived from sources other than the operation of the System, but nothing therein shall be construed as preventing the City from doing so.

Section 12. Records - Accounts - Accounting Reports. The City covenants and agrees that so long as any Bonds, or any interest thereon, remain outstanding and unpaid, it will keep and maintain a proper and complete system of records and accounts pertaining to the operation of its System separate and apart from all other records and accounts; complete and correct entries shall be made of all transactions relating to the System, in accordance with generally accepted accounting principles except as provided by Texas Government Code, Chapter 1502, as amended; and registered owners shall have the right at all reasonable times to inspect all such records, accounts and data relating thereto, and to inspect the System and all properties comprising same. The City further agrees that following the close of each Fiscal Year, it will cause an audit of such books and accounts to be made by an independent firm of certified public accountants of national reputation. Each such audit, in addition to whatever other matters may be thought proper by the accountant, shall particularly include the following:

(a) A detailed statement of the income and expenditures of the System for such Fiscal Year.

(b) A balance sheet as of the end of such Fiscal Year.

(c) The accountant's comments regarding the manner in which the City has carried out the requirements of this Ordinance and his recommendations for any changes or improvements in the operation,

records and accounts of the System.

Expenses incurred in making the audits referred to hereinabove are to be regarded as maintenance and operation expenses and paid as such. Copies of the aforesaid annual audit shall be immediately furnished, upon request, to the original purchaser or any subsequent owner of the Bonds.

Section 13. Excess Revenues. As provided in Section 13 hereof, all revenues in excess of those required to establish and maintain the Interest and Sinking Fund and the Reserve Fund as required, may be used for any proper City purpose now or heretofore permitted by law.

Section 14. Security of Funds. All funds for which provision is made by the Ordinance shall be secured in the manner and to the fullest extent permitted by law for the security of public funds and the funds created by the Ordinance shall be used only for the purposes therein specified.

Section 15. Remedy in Event of Default. In addition to all the rights and remedies provided by the laws of the State of Texas, the City covenants and agrees particularly that in the event the City (a) defaults in payments to be made to the Interest and Sinking Fund or the Reserve Fund as required by this Ordinance, or (b) defaults in the observance or performance of any other of the covenants, conditions or obligations set forth in this Ordinance, registered owner or owners of any of the Bonds shall be entitled to a writ of mandamus issued by a court of proper jurisdiction, compelling and requiring the City and its officers to observe and perform any covenant, condition or obligation prescribed in this Ordinance. No delay or omission to exercise any right or power accruing upon any default shall impair any such right or power, or shall be construed to be a waiver of any such default or acquiescence therein, and every such right and power may be exercised from time to time and as often as may be deemed expedient.

The specific remedy provided shall be cumulative of all other existing remedies and the specification of such remedy shall not be deemed to be exclusive.

Section 16. Bonds are Special Obligations. The Bonds are and shall be special obligations of the City payable from the pledged Net Revenues, and the holder or holders thereof shall never have the right to demand payment of the Bonds out of funds raised or to be raised by taxation.

Section 17. Bonds are Negotiable Instruments. Each of the Bonds authorized shall be deemed and construed to be a "Security" and as such a negotiable instrument within the meaning of Article 8 of the Texas Uniform Commercial Code, as amended.

Section 18. Competition - Sale of System. So far as it legally may, the City covenants and agrees, for the protection and security of the Bonds, and the registered owner or owners thereof from time to time, that it will not grant a franchise for the operation of any competing system in the City until all Bonds shall have been retired. Neither the System, nor a substantial part thereof, shall be sold while the Bonds are outstanding, but nothing in this Ordinance shall prevent the sale or disposal of properties constituting a part of the System which are no longer useful in connection with the operation thereof.

Section 19. Satisfaction of Obligation of the City. If the City shall pay or cause to be paid, or there shall otherwise be paid to the Holders, the principal of, premium, if any, and interest on the Bonds, at the times and in the manner stipulated in this Ordinance, then the pledge of revenues under this Ordinance and all covenants, agreements, and other obligations of the City to the Holders shall thereupon cease, terminate, and be discharged and satisfied.

Bonds or any principal amount(s) thereof shall be deemed to have been paid within the meaning and with the effect expressed above in this Section when (i) money sufficient to pay in full such Bonds or the principal amount(s) thereof at maturity, together with all interest due thereon, shall have been irrevocably deposited with and held in trust by the Paying Agent/Registrar, or an authorized escrow agent, or (ii) Government Securities shall have been irrevocably deposited in trust with the Paying Agent/Registrar, or an

authorized escrow agent, which Government Securities have been certified by an independent accounting or consulting firm to mature as to principal and interest in such amounts and at such times as will insure the availability, without reinvestment, of sufficient money, together with any moneys deposited therewith, if any, to pay when due the principal of and interest on such Bonds, or the principal amount(s) thereof, on and prior to the Stated Maturity thereof. The City covenants that no deposit of moneys or Government Securities will be made under this Section and no use made of any such deposit which would cause the Bonds to be treated as "arbitrage bonds" within the meaning of Section 148 of the Internal Revenue Code of 1986, as amended (the "Code"), or regulations adopted pursuant thereto.

Any moneys so deposited with the Paying Agent/Registrar, or an authorized escrow agent, and all income from Government Securities held in trust by the Paying Agent/Registrar, or an authorized escrow agent, pursuant to this Section which is not required for the payment of the Bonds, or any principal amount(s) thereof, or interest thereon with respect to which such moneys have been so deposited shall be remitted to the City or deposited as directed by the City. Furthermore, any money held by the Paying Agent/Registrar for the payment of the principal of and interest on the Bonds and remaining unclaimed for a period of three (3) years after the Stated Maturity of the Bonds such moneys were deposited and are held in trust to pay shall upon the request of the City be remitted to the City against a written receipt therefor. The provisions of this paragraph are subject to the applicable unclaimed property law of the State of Texas.

The term "Government Securities," as used herein, means (i) direct noncallable obligations of the United States of America, including obligations the principal of and interest on which are unconditionally guaranteed by the United States of America, (ii) noncallable obligations of an agency or instrumentality of the United States, including obligations unconditionally guaranteed or insured by the agency or instrumentality and, on the date of their acquisition or purchase by the City, are rated as to investment quality by a nationally recognized investment rating firm not less than AAA or its equivalent, (iii) noncallable obligations of a state or an agency or a county, municipality, or other political subdivision of a state that have been refunded and that, on the date of their acquisition or purchase by the City, are rated as to investment quality by a nationally recognized investment rating firm not less than AAA or its equivalent and (iv) any other then authorized securities or obligations that may be used to defease obligations such as the Bonds under the then applicable laws of the State of Texas.

Section 20. Ordinance to Constitute Contract - Amendment. The provisions of this Ordinance shall constitute a contract between the City, and the Holders; and, the City shall not amend or repeal any of the provisions of this Ordinance except as permitted in this Section and Section 46 hereof. The City may, without the consent of or notice to any Holder, from time to time and at any time, amend this Ordinance in any manner not detrimental to the interests of the registered owner or owners, including the curing of any ambiguity, inconsistency, or formal defect or omission herein. In addition, with the written consent of the registered owner or owners holding a majority in aggregate principal amount of the Bonds then Outstanding affected thereby, the City may amend, add to, or rescind any of the provisions of this Ordinance; provided that, without the consent of all registered owners of Outstanding Bonds, no such amendment, addition or rescission shall: (1) extend the time or times of payment of the principal of, premium, if any, and interest on the Bonds, reduce the principal amount thereof or the rate of interest thereon, or in any other way modify the terms of payment of the principal of, premium, if any, or interest on the Bonds; (2) give any preference to any Bond over any other Bond; or, (3) reduce the aggregate principal amount of Bonds required for consent to any such amendment, addition or rescission.

Section 21. Covenants to Maintain Tax-Exempt Status.

(a) **Definitions.** When used in this Section, the following terms shall have the following meanings:

"*Closing Date*" means the date on which the Bonds are first authenticated and delivered to the initial purchasers against payment therefor.

"*Code*" means the Internal Revenue Code of 1986, as amended by all legislation, if any,

effective on or before the Closing Date.

"Computation Date" has the meaning set forth in Section 1.148-1(b) of the Regulations.

"Gross Proceeds" means any proceeds as defined in Section 1.148-1(b) of the Regulations, and any replacement proceeds as defined in Section 1.148-1(c) of the Regulations, of the Bonds.

"Investment" has the meaning set forth in Section 1.148-1(b) of the Regulations.

"Nonpurpose Investment" means any investment property, as defined in Section 148(b) of the Code, in which Gross Proceeds of the Bonds are invested and which is not acquired to carry out the governmental purposes of the Bonds.

"Rebate Amount" has the meaning set forth in Section 1.148-1(b) of the Regulations.

"Regulations" means any proposed, temporary, or final Income Tax Regulations issued pursuant to Sections 103 and 141 through 150 of the Code, and 103 of the Internal Revenue Code of 1954, which are applicable to the Bonds. Any reference to any specific Regulation shall also mean, as appropriate, any proposed, temporary or final Income Tax Regulation designed to supplement, amend or replace the specific Regulation referenced.

"Yield" of

(1) any Investment has the meaning set forth in Section 1.148-5 of the Regulations;
and

(2) the Bonds has the meaning set forth in Section 1.148-4 of the Regulations.

(b) Not to Cause Interest to Become Taxable. The City shall not use, permit the use of, or omit to use Gross Proceeds or any other amounts (or any property the acquisition, construction or improvement of which is to be financed directly or indirectly with Gross Proceeds) in a manner which if made or omitted, respectively, would cause the interest on any Bond to become includable in the gross income, as defined in Section 61 of the Code, of the owner thereof for federal income tax purposes. Without limiting the generality of the foregoing, unless and until the City receives a written opinion of counsel nationally recognized in the field of municipal bond law to the effect that failure to comply with such covenant will not adversely affect the exemption from federal income tax of the interest on any Bond, the City shall comply with each of the specific covenants in this Section.

(c) No Private Use or Private Payments. Except as permitted by Section 141 of the Code and the Regulations and rulings thereunder, the City shall at all times prior to the last Stated Maturity of Bonds:

(1) exclusively own, operate and possess all property the acquisition, construction or improvement of which is to be financed or refinanced directly or indirectly with Gross Proceeds of the Bonds (including property financed with Gross Proceeds of the Refunded Bonds), and not use or permit the use of such Gross Proceeds (including all contractual arrangements with terms different than those applicable to the general public) or any property acquired, constructed or improved with such Gross Proceeds in any activity carried on by any person or entity (including the United States or any agency, department and instrumentality thereof) other than a state or local government, unless such use is solely as a member of the general public; and

(2) not directly or indirectly impose or accept any charge or other payment by any person or entity who is treated as using Gross Proceeds of the Bonds or any property the

acquisition, construction or improvement of which is to be financed or refinanced directly or indirectly with such Gross Proceeds, (including property financed with Gross Proceeds of the Refunded Bonds), other than taxes of general application within the City or interest earned on investments acquired with such Gross Proceeds pending application for their intended purposes.

(d) No Private Loan. Except to the extent permitted by Section 141 of the Code and the Regulations and rulings thereunder, the City shall not use Gross Proceeds of the Bonds to make or finance loans to any person or entity other than a state or local government. For purposes of the foregoing covenant, such Gross Proceeds are considered to be “loaned” to a person or entity if: (1) property acquired, constructed or improved with such Gross Proceeds is sold or leased to such person or entity in a transaction which creates a debt for federal income tax purposes; (2) capacity in or service from such property is committed to such person or entity under a take-or-pay, output or similar contract or arrangement; or (3) indirect benefits, or burdens and benefits of ownership, of such Gross Proceeds or any property acquired, constructed or improved with such Gross Proceeds are otherwise transferred in a transaction which is the economic equivalent of a loan.

(e) Not to Invest at Higher Yield. Except to the extent permitted by Section 148 of the Code and the Regulations and rulings thereunder, the City shall not at any time prior to the final Stated Maturity of the Bonds directly or indirectly invest Gross Proceeds in any Investment (or use Gross Proceeds to replace money so invested), if as a result of such investment the Yield from the Closing Date of all Investments acquired with Gross Proceeds (or with money replaced thereby), whether then held or previously disposed of, exceeds the Yield of the Bonds.

(f) Not Federally Guaranteed. Except to the extent permitted by Section 149(b) of the Code and the Regulations and rulings thereunder, the City shall not take or omit to take any action which would cause the Bonds to be federally guaranteed within the meaning of Section 149(b) of the Code and the Regulations and rulings thereunder.

(g) Information Report. The City shall timely file the information required by Section 149(e) of the Code with the Secretary of the Treasury on Form 8038-G or such other form and in such place as the Secretary may prescribe.

(h) Rebate of Arbitrage Profits. Except to the extent otherwise provided in Section 148(f) of the Code and the Regulations and rulings thereunder:

(1) The City shall account for all Gross Proceeds (including all receipts, expenditures and investments thereof) on its books of account separately and apart from all other funds (and receipts, expenditures and investments thereof) and shall retain all records of accounting for at least six years after the day on which the last outstanding Bond is discharged. However, to the extent permitted by law, the City may commingle Gross Proceeds of the Bonds with other money of the City, provided that the City separately accounts for each receipt and expenditure of Gross Proceeds and the obligations acquired therewith.

(2) Not less frequently than each Computation Date, the City shall calculate the Rebate Amount in accordance with rules set forth in Section 148(f) of the Code and the Regulations and rulings thereunder. The City shall maintain such calculations with its official transcript of proceedings relating to the issuance of the Bonds until six years after the final Computation Date.

(3) As additional consideration for the purchase of the Bonds by the Purchasers and the loan of the money represented thereby and in order to induce such purchase by measures designed to insure the excludability of the interest thereon from the gross income of the owners thereof for federal income tax purposes, the City shall pay to the United States out of the

Interest and Sinking Fund or its general fund, as permitted by applicable Texas statute, regulation or opinion of the Attorney General of the State of Texas, the amount that when added to the future value of previous rebate payments made for the Bonds equals (i) in the case of a Final Computation Date as defined in Section 1.148-3(e)(2) of the Regulations, one hundred percent (100%) of the Rebate Amount on such date; and (ii) in the case of any other Computation Date, ninety percent (90%) of the Rebate Amount on such date. In all cases, the rebate payments shall be made at the times, in the installments, to the place and in the manner as is or may be required by Section 148(f) of the Code and the Regulations and rulings thereunder, and shall be accompanied by Form 8038-T or such other forms and information as is or may be required by Section 148(f) of the Code and the Regulations and rulings thereunder.

(4) The City shall exercise reasonable diligence to assure that no errors are made in the calculations and payments required by paragraphs (2) and (3), and if an error is made, to discover and promptly correct such error within a reasonable amount of time thereafter (and in all events within one hundred eighty (180) days after discovery of the error), including payment to the United States of any additional Rebate Amount owed to it, interest thereon, and any penalty imposed under Section 1.148-3(h) of the Regulations.

(i) **Not to Divert Arbitrage Profits.** Except to the extent permitted by Section 148 of the Code and the Regulations and rulings thereunder, the City shall not, at any time prior to the earlier of the Stated Maturity or final payment of the Bonds, enter into any transaction that reduces the amount required to be paid to the United States pursuant to subsection (h) of this Section because such transaction results in a smaller profit or a larger loss than would have resulted if the transaction had been at arm's length and had the Yield of the Bonds not been relevant to either party.

(j) **Elections.** The City hereby directs and authorizes the Mayor, Mayor Pro Tem, City Manager and Chief Financial Officer, either or any combination of them, to make elections permitted or required pursuant to the provisions of the Code or the Regulations, as they deem necessary or appropriate in connection with the Bonds, in the Certificate as to Tax Exemption or similar or other appropriate certificate, form or document.

(k) **Bonds Not Hedge Bonds.** (1) At the time the original bonds refunded by the Bonds were issued, the City reasonably expected to spend at least 85% of the spendable proceeds of such bonds within three years after such bonds were issued and (2) not more than 50% of the proceeds of the original bonds refunded by the Bonds were invested in Nonpurpose Investments having a substantially guaranteed Yield for a period of 4 years or more.

(l) **Current Refunding.** The Bonds are being issued to pay and discharge in full the Refunded Bonds and such payment of the Refunded Bonds will occur within ninety (90) days after the issuance of the Bonds.

Section 22. Damaged, Mutilated, Lost, Stolen, or Destroyed Bonds.

(a) **Replacement Bonds.** In the event any outstanding Bond is damaged, mutilated, lost, stolen, or destroyed, the Paying Agent/Registrar shall cause to be printed, executed and delivered, a new bond of the same principal amount, Stated Maturity, and interest rate, as the damaged, mutilated, lost, stolen or destroyed Bond, in replacement for such Bond in the manner hereinafter provided.

(b) **Application for Replacement Bonds.** Application for replacement of damaged, mutilated, lost, stolen or destroyed Bonds shall be made to the Paying Agent/Registrar. In every case of loss, theft, or destruction of a Bond, the applicant for a replacement bond shall furnish to the City and to the Paying Agent/Registrar such security or indemnity as may be required by them to save each of them harmless from any loss or damage with respect thereto. Also, in every case of loss, theft, or destruction of a Bond, the applicant shall furnish to the City and to the Paying Agent/Registrar evidence to their satisfaction of the loss, theft, or destruction of such Bond, as the case may be. In every cause of damage or mutilation of a Bond, the

applicant shall surrender to the Paying Agent/Registrar for cancellation the Bond so damaged or mutilated.

(c) No Default Occurred. Notwithstanding the foregoing provisions of this Section, in the event any such Bond shall have matured, and no default has occurred which is then continuing in the payment of the principal of or interest on the Bond, the City may authorize the payment of the same (without surrender thereof except in the case of a damaged or mutilated Bond) instead of issuing replacement bond, provided security or indemnity is furnished as above provided in this Section.

(d) Charge for Issuing Replacement Bonds. Prior to the issuance of any replacement bond, the Paying Agent/Registrar shall charge the registered owner of such Bond with all legal, printing and other expenses in connection therewith. Every replacement bond issued pursuant to the provisions of this Section by virtue of the fact that any Bond is lost, stolen or destroyed shall constitute a contractual obligation of the City whether or not the lost, stolen, or destroyed Bond shall be found at any time, or be enforceable by anyone, and shall be entitled to all the benefits of this Ordinance equally and proportionately with any and all other Bonds duly issued under this Ordinance.

(e) Authority for Issuing Replacement Bonds. In accordance with Chapter 1201, Texas Government Code, as amended, this Section of the Ordinance shall constitute authority for the issuance of any such replacement bond without necessity of further action by the governing body of the City or any other body or person, and the duty of the replacement of such bonds is hereby authorized and imposed upon the Paying Agent/Registrar, and the Paying Agent/Registrar shall authenticate and deliver such bonds in the form and manner and with the effect, as provided in the Ordinance for Bonds issued in conversion and exchange for other Bonds.

Section 23. Sale of Bonds -Official Statement Approval. The Bonds authorized by this Ordinance are to be sold by the City to the Purchasers in accordance with a bond purchase agreement in the event of a negotiated sale, letter agreement to purchase in the event of a private placement, or the successful bid form in the event of a competitive sale, as applicable (the "Purchase Contract"), the terms and provisions of which Purchase Contract are to be determined by the Pricing Officer in accordance with Section 3 hereof. The Pricing Officer is hereby authorized and directed to execute the Purchase Contract for and on behalf of the City, as the act and deed of this Council, and to make a determination as to whether the terms are in the City's best interests, which determination shall be final.

With regard to such terms and provisions of the Purchase Contract, the Pricing Officer is hereby authorized to come to an agreement with the Purchasers on the following, among other matters:

- (1) The details of the purchase and sale of the Bonds;
- (2) The details of any public offering of the Bonds by the Purchasers, if any;
- (3) The details of any Official Statement or similar disclosure document (and, if appropriate, any Preliminary Official Statement) relating to the Bonds and the compliance with the Rule (as defined in Section 46 hereof), if applicable;
- (4) A security deposit for the Bonds, if any;
- (5) The representations and warranties of the City to the Purchasers;
- (6) The details of the delivery of, and payment for, the Bonds;
- (7) The Purchasers' obligations under the Purchase Contract;
- (8) The certain conditions to the obligations of the City under the Purchase Contract;

- (9) Termination of the Purchase Contract;
- (10) Particular covenants of the City;
- (11) The survival of representations made in the Purchase Contract;
- (12) The payment of any expenses relating to the Purchase Contract;
- (13) Notices; and

(14) Any and all such other details that are found by the Pricing Officer to be necessary and advisable for the purchase and sale of the Bonds.

The Pricing Officer or the Mayor and City Secretary of the City are further authorized and directed to deliver for and on behalf of the City copies of a Preliminary Official Statement and Official Statement prepared in connection with the offering of the Bonds by the Purchasers, in final form as may be required by the Purchasers, and such final Official Statement as delivered by said officials shall constitute the Official Statement authorized for distribution and use by the Purchasers.

Section 24. Control and Custody of Bonds. The Mayor of the City shall be and is hereby authorized to take and have charge of all necessary orders and records pending investigation by the Attorney General of the State of Texas, including the printing and supply of definitive Bonds, and shall take and have charge and control of the Initial Bond(s) pending the approval thereof by the Attorney General, the registration thereof by the Comptroller of Public Accounts, and the delivery thereof to the Purchasers.

Furthermore, the Mayor, City Manager, City Secretary and the Chief Financial Officer, any one or more of said officials, are hereby authorized and directed to furnish and execute such documents relating to the City and its financial affairs as may be necessary for the issuance of the Bonds, the approval of the Attorney General, and the registration by the Comptroller of Public Accounts and, together with the City's financial advisor, bond counsel, and the Paying Agent/Registrar, make the necessary arrangements for the delivery of the Initial Bond(s) to the Purchasers and the initial exchange thereof for definitive Bonds.

Section 25. Escrow Agreement Approval and Execution. An "Escrow Agreement" (the "Escrow Agreement") by and between the City and an authorized escrow agent (the "Escrow Agent"), if any such agreement is required in connection with the issuance of the Bonds, shall be attached to and approved in the Pricing Certificate. Such Escrow Agreement is hereby authorized to be finalized and executed by the Pricing Officer for and on behalf of the City and as the act and deed of this Council; and such Escrow Agreement as executed by said Pricing Officer shall be deemed approved by this Council and constitute the Escrow Agreement herein approved. With regard to the finalization of certain terms and provisions of any Escrow Agreement, a Pricing Officer is hereby authorized to come to an agreement with the Escrow Agent on the following details, among other matters:

- (1) The identification of the Refunded Bonds;
- (2) The creation and funding of the Escrow Fund or Funds; and

(3) The Escrow Agent's compensation, administration of the Escrow Fund or Funds, and the settlement of any paying agents' charges relating to the Refunded Bonds.

Furthermore, appropriate officials of the City in cooperation with the Escrow Agent are hereby authorized and directed to make the necessary arrangements for the purchase of the escrowed securities referenced in the Escrow Agreement, if any, and the delivery thereof to the Escrow Agent on the day of delivery of the Bonds to the Purchasers for deposit to the credit of the "2020 CITY OF GRAND PRAIRIE, TEXAS, WATER AND WASTEWATER SYSTEM REVENUE REFUNDING BOND ESCROW FUND" (referred

to herein as the "Escrow Fund"), or such other designation as specified in the Pricing Certificate; all as contemplated and provided in Texas Government Code, Chapter 1207, as amended, the Ordinance, the Pricing Certificate and the Escrow Agreement.

On or immediately prior to the date of the delivery of the Bonds to the Purchasers, the Pricing Officer, shall also cause to be deposited (and is hereby authorized to cause to be deposited) with the Escrow Agent from moneys on deposit in the debt service fund maintained for the payment of the Refunded Bonds an amount which, together with the proceeds of sale of the Bonds, and the investment earnings thereon, will be sufficient to pay in full the Refunded Bonds scheduled to mature and authorized to be redeemed on the earliest date established in the Pricing Certificate for the redemption of any of the Refunded Bonds (or the earliest date of payment, to be made from moneys in the Escrow Fund(s), as established in the Pricing Certificate, of the amount of accrued interest due thereon).

Section 26. Redemption of Refunded Bonds. In order to provide for the refunding, discharge and retirement of the Refunded Bonds as described by the Pricing Officer, the Refunded Bonds, identified, described, and in the amounts set forth in the Pricing Certificate, are hereby called for redemption on the first date(s) such Refunded Bonds are subject to redemption or such other date specified by the Pricing Officer in the Pricing Certificate at the price of par plus accrued interest to the redemption date, and notice of such redemption shall be given in accordance with the applicable provisions of the ordinance adopted by the Council, which authorized the issuance of the Refunded Bonds. The Pricing Officer is hereby authorized and directed to issue or cause to be issued a Notice of Redemption for the Refunded Bonds in substantially the form set forth as an exhibit to the Pricing Certificate, to the paying agent/registrars for Refunded Bonds, in accordance with the redemption provisions applicable to the Refunded Bonds.

The paying agent/registrars for Refunded Bonds is hereby directed to provide the appropriate notice of redemption as required by the ordinance authorizing the issuance of the Refunded Bonds and is hereby directed to make appropriate arrangements so that the Refunded Bonds may be redeemed on the redemption date specified in the Pricing Certificate.

The source of funds for payment of the principal of and interest on the Refunded Bonds on their maturity or redemption dates shall be from the funds deposited with the Escrow Agent, pursuant to the Escrow Agreement, if any, or with the paying agent/registrars for the Refunded Bonds, pursuant the provisions of Chapter 1207 of the Texas Government Code, as amended, this Ordinance and the Pricing Certificate finalized by the Pricing Officer.

Section 27. Proceeds of Sale. Immediately following the delivery of the Bonds, the proceeds of sale (less those proceeds of sale designated to pay costs of issuance and any additional proceeds being deposited to the Interest and Sinking Fund) shall be deposited with the Escrow Agent for application and disbursement in accordance with the provisions of the Escrow Agreement or deposited with the paying agent/registrars for the Refunded Bonds for the redemption and payment of the Refunded Bonds. The proceeds of sale of the Bonds not so deposited with the Escrow Agent or the paying agent/registrars for the Refunded Bonds for the refunding of the Refunded Bonds shall be disbursed for payment of costs of issuance or deposited in the Interest and Sinking Fund for the Bonds.

Additionally, the Pricing Officer shall determine the amount of any City contribution to the refunding from moneys on deposit in the interest and sinking fund maintained for the payment of the Refunded Bonds.

Section 28. Notices to Holders - Waiver. Wherever this Ordinance provides for notice to Holders of any event, such notice shall be sufficiently given (unless otherwise herein expressly provided) if in writing and sent by United States Mail, first class postage prepaid, to the address of each Holder appearing in the Security Register at the close of business on the business day next preceding the mailing of such notice.

In any case where notice to Holders is given by mail, neither the failure to mail such notice to any particular Holders, nor any defect in any notice so mailed, shall affect the sufficiency of such notice with

respect to all other Bonds. Where this Ordinance provides for notice in any manner, such notice may be waived in writing by the Holder entitled to receive such notice, either before or after the event with respect to which such notice is given; and, such waiver shall be the equivalent of such notice. Waivers of notice by Holders shall be filed with the Paying Agent/Registrar, but such filing shall not be a condition precedent to the validity of any action taken in reliance upon such waiver.

Section 29. Cancellation. All Bonds surrendered for payment, transfer, exchange, or replacement, if surrendered to the Paying Agent/Registrar, shall be promptly canceled by it and, if surrendered to the City, shall be delivered to the Paying Agent/Registrar and, if not already canceled, shall be promptly canceled by the Paying Agent/Registrar. The City may at any time deliver to the Paying Agent/Registrar for cancellation any Bonds previously certified or registered and delivered which the City may have acquired in any manner whatsoever, and all Bonds so delivered shall be promptly canceled by the Paying Agent/Registrar. All canceled Bonds held by the Paying Agent/Registrar shall be disposed of as directed by the City.

Section 30. Legal Opinion. That the Purchasers' obligation to accept delivery of the Bonds herein authorized is subject to their being furnished a final legal opinion of Norton Rose Fulbright US LLP, Dallas, Texas, approving such Bonds as to their validity, said opinion to be dated and delivered as of the date of delivery and payment of such Bonds. A true and correct reproduction of said opinion or an executed counterpart thereof may accompany the global Bonds deposited with The Depository Trust Company or a reproduction thereof may be printed on the definitive Bonds in the event the book entry only system shall be discontinued. The City Council confirms the continuation of the engagement of Norton Rose Fulbright US LLP as the City's bond counsel.

Section 31. CUSIP Numbers. CUSIP numbers may be printed on the Bonds. It is expressly provided, however, that the presence or absence of CUSIP numbers on the Bonds shall be of no significance or effect as regards the legality thereof and neither the City nor the attorneys approving said Bonds as to legality are to be held responsible for CUSIP numbers incorrectly printed on the Bonds.

Section 32. Benefits of Ordinance. Nothing in this Ordinance, expressed or implied, is intended or shall be construed to confer upon any person other than the City, the Paying Agent/Registrar and the Holders 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 City, the Paying Agent/Registrar and the Holders

Section 33. Inconsistent Provisions. All ordinances, orders, or resolutions, or parts thereof, which are in conflict or inconsistent with any provision of this Ordinance are hereby repealed to the extent of such conflict, and the provisions of this Ordinance shall be and remain controlling as to the matters contained herein.

Section 34. Governing Law. This Ordinance shall be construed and enforced in accordance with the laws of the State of Texas and the United States of America.

Section 35. Effect of Headings. The Section headings herein are for convenience of reference only and shall not affect the construction hereof.

Section 36. Construction of Terms. If appropriate in the context of this Ordinance, words of the singular number shall be considered to include the plural, words of the plural number shall be considered to include the singular, and words of the masculine, feminine, or neuter gender shall be considered to include the other genders.

Section 37. Continuing Disclosure Undertaking. This Section shall apply unless the Pricing Officer determines in the Pricing Certificate that an undertaking is not required pursuant to the Rule (defined below).

(a) Definitions. As used in this Section, the following terms have the meanings ascribed to such terms below:

“Financial Obligation” means a (a) debt obligation; (b) derivative instrument entered into in connection with, or pledged as security or a source of payment for, an existing or planned debt obligation; or (c) guarantee of a debt obligation or any such derivative instrument; provided that “financial obligation” shall not include municipal securities as to which a final official statement (as defined in the Rule) has been provided to the MSRB consistent with the Rule.

“MSRB” means the Municipal Securities Rulemaking Board.

“Rule” means SEC Rule 15c2 12, as amended from time to time or officially interpreted by the SEC.

“SEC” means the United States Securities and Exchange Commission.

(b) Annual Reports.

The City shall provide annually to the MSRB (1) within six months after the end of each fiscal year, beginning in the year stated in the Pricing Certificate, financial information and operating data with respect to the City of the general type included in the Official Statement approved by the Pricing Officer and described in the Pricing Certificate and (2) within twelve months after the end of each fiscal year, beginning in the year stated in the Pricing Certificate, if not provided as part of such financial information and operating data, audited financial statements of the City. Any financial statements so provided shall be prepared in accordance with the accounting principles described in Pricing Certificate, or such other accounting principles as the City may be required to employ from time to time pursuant to state law or regulation. If audited financial statements are not available within twelve months after the end of any fiscal year, the City will provide unaudited financial statements by the required time, and audited financial statements when and if such audited financial statements become available.

If the City changes its fiscal year, it will notify the MSRB of the change (and of the date of the new fiscal year end) prior to the next date by which the City otherwise would be required to provide financial information and operating data pursuant to this Section.

The financial information and operating data to be provided pursuant to this Section may be set forth in full in one or more documents or may be included by specific reference to any document available to the public on the MSRB’s Internet Web site or filed with the SEC.

(c) Notice of Certain Events.

The City shall provide notice of any of the following events with respect to the Bonds to the MSRB in a timely manner and not more than 10 business days after occurrence of the event:

- (1) Principal and interest payment delinquencies;
- (2) Non-payment related defaults, if material;
- (3) Unscheduled draws on debt service reserves reflecting financial difficulties;
- (4) Unscheduled draws on credit enhancements reflecting financial difficulties;
- (5) Substitution of credit or liquidity providers, or their failure to perform;

(6) Adverse tax opinions, the issuance by the Internal Revenue Service of proposed or final determinations of taxability, Notices of Proposed Issue (IRS Form 5701-TEB), or other

material notices or determinations with respect to the tax status of the Bonds, or other material events affecting the tax status of the Bonds;

(7) Modifications to rights of holders of the Bonds, if material;

(8) Bond calls, if material, and tender offers;

(9) Defeasances;

(10) Release, substitution, or sale of property securing repayment of the Bonds, if material;

(11) Rating changes;

(12) Bankruptcy, insolvency, receivership, or similar event of the City, which shall occur as described below;

(13) The consummation of a merger, consolidation, or acquisition involving the City or the sale of all or substantially all of its assets, other than in the ordinary course of business, the entry into of a definitive agreement to undertake such an action or the termination of a definitive agreement relating to any such actions, other than pursuant to its terms, if material;

(14) Appointment of a successor or additional trustee or the change of name of a trustee, if material;

(15) Incurrence of a Financial Obligation of the City, if material, or agreement to covenants, events of default, remedies, priority rights, or other similar terms of a Financial Obligation of the City, any of which affect security holders, if material; and

(16) Default, event of acceleration, termination event, modification of terms, or other similar events under the terms of a Financial Obligation of the City, any of which reflect financial difficulties.

For these purposes, (a) any event described in the immediately preceding paragraph (12) is considered to occur when any of the following occur: the appointment of a receiver, fiscal agent, or similar officer for the City in a proceeding under the United States Bankruptcy Code or in any other proceeding under state or federal law in which a court or governmental authority has assumed jurisdiction over substantially all of the assets or business of the City, or if such jurisdiction has been assumed by leaving the existing governing body and officials or officers in possession but subject to the supervision and orders of a court or governmental authority, or the entry of an order confirming a plan of reorganization, arrangement, or liquidation by a court or governmental authority having supervision or jurisdiction over substantially all of the assets or business of the City and (b) the City intends the words used in the immediately preceding paragraphs (15) and (16) in this Section to have the meanings ascribed to them in SEC Release No. 34-83885, dated August 20, 2018.

The City shall notify the MSRB, in a timely manner, of any failure by the City to provide financial information or operating data in accordance with subsection (b) of this Section by the time required by such Section.

(d) Filings with the MSRB.

All financial information, operating data, financial statements, notices and other documents provided to the MSRB in accordance with this Section shall be provided in an electronic format prescribed by the MSRB

and shall be accompanied by identifying information as prescribed by the MSRB.

(e) Limitations, Disclaimers, and Amendments.

The City shall be obligated to observe and perform the covenants specified in this Section for so long as, but only for so long as, the City remains an “obligated person” with respect to the Bonds within the meaning of the Rule, except that the City in any event will give the notice required by subsection (c) of this Section of any Bond calls and defeasance that cause the City to be no longer such an “obligated person.”

The provisions of this Section are for the sole benefit of the Holders and beneficial owners of the Bonds; and, nothing in this Section, express or implied, shall give any benefit or any legal or equitable right, remedy, or claim hereunder to any other person. The City undertakes to provide only the financial information, operating data, financial statements, and notices which it has expressly agreed to provide pursuant to this Section. Except as expressly provided within this Section, the City does not undertake to provide any other information, whether or not it may be relevant or material to a complete presentation of the City’s financial results, condition, or prospects; nor does the City undertake to update any information provided in accordance with this Section or otherwise. Furthermore, the City does not make any representation or warranty concerning such information or its usefulness to a decision to invest in or sell Bonds at any future date.

UNDER NO CIRCUMSTANCES SHALL THE CITY BE LIABLE TO THE HOLDER OR BENEFICIAL OWNER OF ANY BOND OR ANY OTHER PERSON, IN CONTRACT OR TORT, FOR DAMAGES RESULTING IN WHOLE OR IN PART FROM ANY BREACH BY THE CITY, WHETHER NEGLIGENT OR WITHOUT FAULT ON ITS PART, OF ANY COVENANT SPECIFIED IN THIS SECTION, BUT EVERY RIGHT AND REMEDY OF ANY SUCH PERSON, IN CONTRACT OR TORT, FOR OR ON ACCOUNT OF ANY SUCH BREACH SHALL BE LIMITED TO AN ACTION FOR MANDAMUS OR SPECIFIC PERFORMANCE.

No default by the City in observing or performing its obligations under this Section shall constitute a breach of or default under this Ordinance for purposes of any other provision of this Ordinance.

Nothing in this Section is intended or shall act to disclaim, waive, or otherwise limit the duties of the City under federal and state securities laws.

Notwithstanding anything herein to the contrary, the provisions of this Section may be amended by the City from time to time to adapt to changed circumstances resulting from a change in legal requirements, a change in law, or a change in the identity, nature, status, or type of operations of the City, but only if (1) the provisions of this Section, as so amended, would have permitted an underwriter to purchase or sell Bonds in the primary offering of the Bonds in compliance with the Rule, taking into account any amendments or interpretations of the Rule to the date of such amendment, as well as such changed circumstances, and (2) either (a) the Holders of a majority in aggregate principal amount (or any greater amount required by any other provision of this Ordinance that authorizes such an amendment) of the Outstanding Bonds consent to such amendment or (b) a Person that is unaffiliated with the City (such as nationally recognized bond counsel) determines that such amendment will not materially impair the interests of the Holders and beneficial owners of the Bonds. The provisions of this Section may also be amended from time to time or repealed by the City if the SEC amends or repeals the applicable provisions of the Rule or a court of final jurisdiction determines that such provisions are invalid, but only if and to the extent that reservation of the City’s right to do so would not prevent underwriters of the initial public offering of the Bonds from lawfully purchasing or selling Bonds in such offering. If the City so amends the provisions of this Section, it shall include with any amended financial information or operating data next provided pursuant to subsection (b) of this Section an explanation, in narrative form, of the reasons for the amendment and of the impact of any change in the type of financial information or operating data so provided.

Section 38. Further Procedures. Any one or more of the Mayor, Mayor Pro Tem, City Manager, Chief Financial Officer, and City Secretary 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 on behalf of the City all agreements, instruments, certificates or other documents, whether mentioned herein or not, as may be necessary or desirable in order to carry out the terms and provisions of this Ordinance and the issuance of the Bonds. In addition, prior to the initial delivery of the Bonds, the Mayor, Mayor Pro Tem, City Manager, Chief Financial Officer or Bond Counsel to the City are each hereby authorized and directed to approve any changes or corrections to this Ordinance or to any of the documents authorized and approved by this Ordinance: (i) in order to cure any ambiguity, formal defect, or omission in the Ordinance or such other document; or (ii) as requested by the Attorney General of the State of Texas or his representative to obtain the approval of the Bonds by the Attorney General and if such officer or counsel determines that such changes are consistent with the intent and purpose of the Ordinance, which determination shall be final. In the event that any officer of the City whose signature shall appear on any document shall cease to be such officer before the delivery of such document, such signature nevertheless shall be valid and sufficient for all purposes the same as if such officer had remained in office until such delivery.

Section 39. Municipal Bond Insurance. The Bonds may be sold with the principal of and interest thereon being insured by a municipal bond insurance provider authorized to transact business in the State of Texas. The Pricing Officer is hereby authorized to make the selection of municipal bond insurance (if any) for the Bonds and make the determination of the provisions of any commitment therefor.

Section 40. Severability. If any provision of this Ordinance or the application thereof to any circumstance shall be held to be invalid, the remainder of this Ordinance and the application thereof to other circumstances shall nevertheless be valid, and the City Council hereby declares that this Ordinance would have been enacted without such invalid provision.

Section 41. Incorporation of Reservations, Findings, and Determinations. The reservations, findings and determinations set forth in the preambles of this Ordinance are hereby incorporated herein as if fully set forth in the body of this Ordinance and are adopted as official reservations, findings and determinations.

Section 42. Public Meeting. It is officially found, determined, and declared that the meeting at which this Ordinance is adopted was open to the public and public notice of the time, place, and subject matter of the public business to be considered at such meeting, including this Ordinance, was given, all as required by Texas Government Code, Chapter 551, as amended.

Section 43. Effective Date. That this Ordinance shall take effect and be in force from and after its passage and approval, in accordance with the provisions of Texas Government Code, Section 1201.028, as amended.

[The remainder of this page is left blank intentionally.]

PASSED, APPROVED AND EFFECTIVE this the 21st day of April, 2020.

CITY OF GRAND PRAIRIE, TEXAS

Mayor

ATTEST:

City Secretary

APPROVED:

City Attorney

(City Seal)

EXHIBIT A

PAYING AGENT/REGISTRAR AGREEMENT

ORDINANCE NO. ____-2020

AN ORDINANCE by the City Council of the City of Grand Prairie, Texas authorizing the issuance of "City of Grand Prairie, Texas, Water and Wastewater System Revenue Refunding Bonds, New Series 2020"; pledging the net revenues of the City's combined water and wastewater system to the payment of the principal of and interest on said Bonds; specifying the terms and conditions of such Bonds; resolving other matters incident and related to the issuance, payment, security, sale, and delivery of said Bonds, establishing procedures for the sale and delivery of said Bonds; and delegating matters relating to the sale and issuance of said Bonds to an authorized City official; and providing an effective date.

WHEREAS, the City Council of the City of Grand Prairie, Texas (the "City") has heretofore issued, sold, and delivered, and there is currently outstanding, obligations of the following issue or series (hereinafter referred to as the "Refunded Bonds"), to wit: City of Grand Prairie, Texas, Water and Wastewater System Revenue Refunding and Improvement Bonds, New Series 2011A, dated November 1, 2011, and

WHEREAS, pursuant to the provisions of Texas Government Code, Chapter 1207, as amended, the City Council is authorized to issue refunding bonds and deposit the proceeds of sale directly with the place of payment for the Refunded Bonds, or other authorized depository, and such deposit, when made in accordance with said statute, and ordinances authorizing the issuance of the Refunded Bonds, shall constitute the making of firm banking and financial arrangements for their discharge and final payment; and

WHEREAS, the City shall by this Ordinance, in accordance with the provisions of Section 1207.007 of Chapter 1207, Texas Government Code, as amended, delegate to a Pricing Officer (hereinafter designated) the authority to determine the principal amount and certain other specified terms of the Bonds to be issued, negotiate the terms of sale thereof and select the specific maturities, in whole or in part, of the Refunded Bonds to be refunded; and

WHEREAS, in the ordinance authorizing the Previously Issued Bonds (as hereinafter defined), the City reserved the right to issue additional bonds on a parity therewith, payable from and equally secured by a first lien on and pledge of the net revenues of the City's System, as hereinafter defined, but only pursuant to and subject to the covenants, conditions, limitations and restrictions contained in the ordinance authorizing said bonds; and

WHEREAS, upon due investigation, the City Council has affirmatively found and determined that all such conditions precedent to the issuance of the bonds herein authorized have been met and satisfied in that: (a) the City is not in default as to any covenant, condition or obligation contained in the ordinances authorizing the issuance of the Previously Issued Bonds; (b) prior to the delivery of the bonds authorized by this Ordinance, the City shall have made all required payments into each of the funds created and established for the benefit thereof; (c) prior to the delivery of the bonds authorized by this Ordinance, the City will secure from a certified public accountant a report showing that the net earnings of the System for the Fiscal Year next preceding the date of the proposed additional bonds are equal to at least one and one-quarter (1.25) times the average annual principal and interest requirements of all the Bonds Similarly Secured (as hereinafter defined) which will be outstanding upon the issuance of the proposed additional parity bonds; (d) prior to the delivery of the bonds authorized by this Ordinance,

provision shall have been made for deposits to the interest and sinking fund to pay the principal and interest requirements for the proposed additional bonds and deposits into the reserve fund for the necessary required reserve; and (e) the proposed additional bonds are scheduled to mature only on January 15 or July 15 or both; and

WHEREAS, the City Council finds and determines that it is in the best interest of the City and its inhabitants to proceed with the issuance of bonds to provide funds for the purposes hereinafter specified; now, therefore,

BE IT ORDAINED BY THE CITY COUNCIL OF THE CITY OF GRAND PRAIRIE, TEXAS:

Section 1. Authorization - Designation - Principal Amount - Purpose. Special revenue bonds of the City shall be and are hereby authorized to be issued in the aggregate principal amount set forth in the Pricing Certificate to be designated and bear the title "City of Grand Prairie, Texas, Water and Wastewater System Revenue Refunding Bonds, New Series 2020" (the "Bonds"), for the purpose of refunding certain outstanding obligations payable from revenues of the City's Water and Wastewater System (identified in the preamble hereof as the "Refunded Bonds") and paying costs of issuance, all in conformity with the Constitution and laws of the State of Texas, including Texas Government Code, Chapter 1207, as amended.

Section 2. Fully Registered Obligations - Authorized Denominations - Stated Maturities - Interest Maximum Rate - Bond Date. The Bonds are issuable in fully registered form only; shall be dated as provided in the Pricing Certificate (the "Bond Date") and shall be in denominations of \$5,000 or any integral multiple thereof (within a Stated Maturity), and the Bonds shall become due and payable on each of the dates and in principal amounts (the "Stated Maturities") and bear interest on the unpaid principal amount from the date(s) specified in the Pricing Certificate at the per annum rates in accordance with the details set forth in the Pricing Certificate and interest thereon shall be payable on January 15 and July 15 of each year until maturity, commencing on the date set forth in the Pricing Certificate.

Section 3. Delegation of Authority to Pricing Officer. As authorized by Section 1207.007 of Chapter 1207, Texas Government Code, as amended, the City Manager or Chief Financial Officer of the City (either the "Pricing Officer") is hereby authorized to act on behalf of the City in selling and delivering the Bonds and carrying out the other procedures specified in this Ordinance, including selection of the maturities, in whole or in part, of the Refunded Bonds to be refunded, determining the aggregate principal amount of the Bonds, the date of the Bonds, any additional or different designation or title by which the Bonds shall be known, determining whether the Bonds shall be issued in one or more series or subseries, the price at which the Bonds will be sold, the manner of sale (negotiated, privately placed or competitively bid), 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 date from which interest on the Bonds will accrue, the interest payment dates, the price and terms upon and at which the Bonds shall be subject to redemption prior to maturity at the option of the City, as well as any mandatory sinking fund redemption provisions, determination of the use of a book-entry-only securities clearance, settlement and transfer system, the designation of one or more paying agent/registrars, the designation of one or more escrow agents, if applicable, satisfying the requirements of Texas Government Code, Chapter 1207, as amended the terms of any bond insurance applicable to the Bonds, including any modification of the continuing disclosure undertaking contained in Section 46 hereof as may be required by the purchasers of the Bonds in connection with any amendments to the Rule (hereinafter defined), any adjustment to the Reserve Fund and all other matters relating to the issuance, sale and delivery of the Bonds, all of which shall be specified in the Pricing Certificate, provided that:

- (a) the aggregate original principal amount of the Bonds shall not exceed \$5,360,000;
- (b) the maximum net effective interest rate for the Bonds shall not exceed 2.75%;
- (c) the refunding must produce a net present value debt service savings of at least the lesser of 5.00% net of any contribution by the City, or \$155,000 net of any contribution by the City; and
- (d) the maximum maturity date for the Bonds shall not exceed January 15, 2031.

The execution of the Pricing Certificate shall evidence the sale date of the Bonds by the City to the Purchasers (hereinafter defined).

If the Pricing Officer determines that bond insurance results in a net reduction of the City's interest costs associated with the Bonds, then the Pricing Officer is authorized, in connection with effecting the sale of the Bonds, to make the selection of a municipal bond insurance company for the Bonds (each, an "Insurer") and to obtain from the Insurer a municipal bond insurance policy in support of the Bonds. The Pricing Officer shall have the authority to determine the provisions of the commitment for any such policy or policies and to execute any documents to affect the issuance of said policy or policies by the Insurer.

In establishing the aggregate principal amount of the Bonds, the Pricing Officer shall establish an amount not exceeding the amount authorized in subsection (3)(a) above, which shall be sufficient in amount to provide for the purposes for which the Bonds are authorized and to pay costs of issuing the Bonds. The delegation made hereby shall expire if not exercised by the Pricing Officer by August 31, 2020. The Bonds shall be sold to the purchaser(s)/underwriter(s) named in the Pricing Certificate (the "Purchasers"), at such price and with and subject to such terms as set forth in the Pricing Certificate and the Purchase Contract (hereinafter defined), and may be sold by negotiated or competitive sale or by private placement. The Pricing Officer is hereby delegated the authority to designate the Purchasers, which delegation shall be evidenced by the execution of the Pricing Certificate.

Section 4. Payment of Bonds - Paying Agent/Registrar. The principal of, premium, if any, and the interest on the Bonds due by reason of maturity or otherwise, shall be payable only to the registered owners or holders of the Bonds (the "Holders") appearing on the registration and transfer books maintained by the Paying Agent/Registrar. Any such payments shall be payable, without exchange or collection charges, to the Holder in any coin or currency of the United States of America which at the time of payment is legal tender for the payment of public and private debts.

The selection and appointment of The Bank of New York Mellon Trust Company, N.A., Dallas, Texas, or its assigns to serve as Paying Agent/Registrar for the Bonds is hereby approved and confirmed. Books and records relating to the registration, payment, and transfer of the Bonds (the "Security Register") shall at all times be kept and maintained on behalf of the City by the Paying Agent/Registrar, all as provided herein, in accordance with the terms and provisions of a "Paying Agent/Registrar Agreement", substantially in the form attached hereto as **Exhibit A** and such reasonable rules and regulations as the Paying Agent/Registrar and the City may prescribe. The Mayor and City Secretary or the Pricing Officer are authorized to execute and deliver such Paying Agent/Registrar Agreement in connection with the delivery of the Bonds. The City covenants to maintain and provide a Paying Agent/Registrar at all times until the Bonds are paid and discharged and any successor Paying Agent/Registrar shall be a commercial bank, trust

company, financial institution or other entity duly qualified and legally authorized to serve as, and perform the duties and services of, Paying Agent/Registrar. Upon any change in the Paying Agent/Registrar for the Bonds, the City agrees to promptly cause a written notice of the change to be sent to each registered owner of the Bonds by United States Mail, first class postage prepaid; and, such notice shall also give the address of the new Paying Agent/Registrar.

Principal of and premium, if any, on the Bonds, shall be payable only upon presentation and surrender of the Bonds to the Paying Agent/Registrar at its designated offices, initially in East Syracuse, New York, or, with respect to a successor Paying Agent/Registrar, at the designated offices of such successor (the "Designated Payment/Transfer Office"). The Paying Agent/Registrar shall pay interest on the Bonds only to the Holders whose names appear in the Security Register at the close of business on the "Record Date" (the last business day of the month next preceding each interest payment date) and shall pay either by: (1) check sent United States Mail, first class postage prepaid, to the address of the registered owner recorded in the "Security Register" on the Record Date or (2) by such other method, acceptable to the Paying Agent/Registrar, requested by the Holder at the Holder's risk and expense. If the date for the payment of the Bonds shall be a Saturday, Sunday, a legal holiday, or a day when banking institutions in the city where the Designated Payment/Transfer Office of the Paying Agent/Registrar is located are authorized by law or executive order to be closed, then the date for such payment shall be the next succeeding day which is not such a Saturday, Sunday, legal holiday, or day when banking institutions are authorized to be closed; and payment on such date shall have the same force and effect as if made on the original date payment was due.

In the event of a non-payment of interest on a scheduled payment date, and for thirty (30) days thereafter, a new record date for such interest payment (a "Special Record Date") will be established by the Paying Agent/Registrar, if and when funds for the payment of such interest have been received from the City. Notice of the Special Record Date and of the scheduled payment date of the past due interest which shall be 15 days after the Special Record Date shall be sent at least five (5) business days prior to the Special Record Date by United States mail, first class postage prepaid, to the address of each Holder appearing on the Security Register at the close of business on the last business day next preceding the date of mailing of such notice.

Section 5. Registration - Transfer - Exchange of Bonds - Predecessor Bonds. A Security Register relating to the registration, payment, and transfer or exchange of the Bonds shall at all times be kept and maintained by the City at the Designated Payment/Transfer Office of the Paying Agent/Registrar and at a place within the State of Texas, as provided herein and in accordance with the provisions of an agreement with the Paying Agent/Registrar and such rules and regulations as the Paying Agent/Registrar and the City may prescribe. The Paying Agent/Registrar shall obtain, record, and maintain in the Security Register the name and address of each registered owner of the Bonds issued under and pursuant to the provisions of this Ordinance. Any Bond may, in accordance with its terms and the terms hereof, be transferred or exchanged for Bonds of other authorized denominations upon the Security Register by the Holder, in person or by his duly authorized agent, upon surrender of such Bond to the Paying Agent/Registrar for cancellation, accompanied by a written instrument of transfer or request for exchange duly executed by the Holder or by his duly authorized agent, in form satisfactory to the Paying Agent/Registrar.

Upon surrender for transfer of any Bond (other than the Initial Bond(s) authorized in Section 8 hereof) at the Designated Payment/Transfer Office of the Paying Agent/Registrar, the Paying Agent/Registrar shall register and deliver, in the name of the designated transferee or transferees, one or more new Bonds executed on behalf of, and furnished by, the City of

authorized denominations and having the same Stated Maturity and of a like aggregate principal amount as the Bond or Bonds surrendered for transfer.

At the option of the Holder, Bonds (other than the Initial Bond(s) authorized in Section 8 hereof) may be exchanged for other Bonds of authorized denominations and having the same Stated Maturity, bearing the same rate of interest and of like aggregate principal amount as the Bonds surrendered for exchange, upon surrender of the Bonds to be exchanged at the Designated Payment/Transfer Office of the Paying Agent/Registrar. Whenever any Bonds are so surrendered for exchange, the Paying Agent/Registrar shall register and deliver new Bonds executed on behalf of, and furnished by, the City to the Holder requesting the exchange.

All Bonds issued upon any transfer or exchange of Bonds shall be delivered at the Designated Payment/Transfer Office of the Paying Agent/Registrar, or sent by United States mail, first class postage prepaid, to the Holder at his request, risk, and expense and, upon the delivery thereof, the same shall be valid obligations of the City, evidencing the same obligation to pay, and entitled to the same benefits under this Ordinance, as the Bonds surrendered in such transfer or exchange.

All transfers or exchanges of Bonds pursuant to this Section shall be made without expense or service charge to the Holder, except as otherwise herein provided, and except that the Paying Agent/Registrar shall require payment by the Holder requesting such transfer or exchange of any tax or other governmental charges required to be paid with respect to such transfer or exchange.

Bonds canceled by reason of an exchange or transfer under this Section are hereby defined to be "Predecessor Bonds," evidencing all or a portion, as the case may be, of the same obligation to pay evidenced by the new Bond or Bonds registered and delivered in the exchange or transfer therefor. Additionally, the term "Predecessor Bonds" shall include any Bond registered and delivered pursuant to Section 31 hereof in lieu of a mutilated, lost, destroyed, or stolen Bond which shall be deemed to evidence the same obligation as the mutilated, lost, destroyed, or stolen Bond.

Section 6. Book-Entry-Only Transfers and Transactions. Notwithstanding the provisions contained in Sections 3, 4 and 5 relating to the payment, and transfer/exchange of the Bonds, the City hereby approves and authorizes the use of "Book-Entry-Only" securities clearance, settlement and transfer system provided by The Depository Trust Company (DTC), a limited purpose trust company organized under the laws of the State of New York, in accordance with the operational arrangements referenced in the Blanket Issuer Letter of Representation, by and between the City and DTC (the "Depository Agreement").

Pursuant to the Depository Agreement and the rules of DTC, the Bonds shall be deposited with DTC who shall hold said Bonds for its participants (the "DTC Participants"). While the Bonds are held by DTC under the Depository Agreement, the Holder of the Bonds on the Security Register for all purposes, including payment and notices, shall be Cede & Co., as nominee of DTC, notwithstanding the ownership of each actual purchaser or owner of each Bond (the "Beneficial Owners") being recorded in the records of DTC and DTC Participants.

In the event DTC determines to discontinue serving as securities depository for the Bonds or otherwise ceases to provide book entry clearance and settlement of securities transactions in general or the City determines that DTC is incapable of properly discharging its duties as securities depository for the Bonds, the City covenants and agrees with the Holders of the Bonds

to cause Bonds to be printed in definitive form and provide for the Bond certificates to be issued and delivered to DTC Participants and Beneficial Owners, as the case may be. Thereafter, the Bonds in definitive form shall be assigned, transferred and exchanged on the Security Register maintained by the Paying Agent/Registrar and payment of such Bonds shall be made in accordance with the provisions of Sections 4 and 5 hereof and in the Pricing Certificate.

Section 7. Execution - Registration. The Bonds shall be executed on behalf of the City by the Mayor or Mayor Pro Tem under its seal reproduced or impressed thereon and countersigned by the City Secretary. The signature of said officers and the seal of the City on the Bonds may be manual or facsimile. Bonds bearing the manual or facsimile signatures of individuals who are or were the proper officers of the City on the Bond Date shall be deemed to be duly executed on behalf of the City, notwithstanding that such individuals or either of them shall cease to hold such offices at the time of delivery of the Bonds to the initial purchaser(s) and with respect to Bonds delivered in subsequent exchanges and transfers, all as authorized and provided in Texas Government Code, Chapter 1201, as amended.

Section 8. Initial Bond(s). The Bonds herein authorized shall be initially issued as (1) a single fully registered bond in the total principal amount of this series with principal installments to become due and payable as provided in the Pricing Certificate and numbered T-1, or, alternatively, (2) as one bond for each year of maturity in the applicable principal amount and denomination and to be numbered consecutively from T-1 and upward (hereinafter called the "Initial Bond(s)") and, in either case, the Initial Bond(s) shall be registered in the name of the initial purchaser(s) or the designee thereof. The Initial Bond(s) shall be the Bonds submitted to the Office of the Attorney General of the State of Texas for approval, certified and registered by the Office of the Comptroller of Public Accounts of the State of Texas and delivered to the initial purchaser(s). Any time after the delivery of the Initial Bond, the Paying Agent/Registrar, pursuant to written instructions from the initial purchaser(s), or the designee thereof, shall cancel the Initial Bond and exchange it for definitive Bonds of authorized denominations, Stated Maturities, principal amounts and bearing applicable interest rates for transfer and delivery to the named Holders at the addresses identified for such purpose; all pursuant to and in accordance with such written instructions from the initial purchaser(s), or the designee thereof, and such other information and documentation as the Paying Agent/Registrar may reasonably require.

Section 9. Forms.

A. Forms Generally. The Bonds, the Registration Certificate of the Comptroller of Public Accounts of the State of Texas, the Registration Certificate of Paying Agent/Registrar, and the form of Assignment to be printed on each of the Bonds, shall be substantially in the forms set forth in this Section with such appropriate insertions, omissions, substitutions, and other variations as are permitted or required by this Ordinance, with the Bonds to be completed and modified with the information set forth in the Pricing Certificate, and may have such letters, numbers, or other marks of identification (including identifying numbers and letters of the Committee on Uniform Securities Identification Procedures of the American Bankers Association) and such legends and endorsements (including insurance legends in the event the Bonds, or any maturities thereof, are purchased with insurance and any reproduction of an opinion of counsel) thereon as may, consistently herewith, be established by the City or determined by the Pricing Officer or the officers executing such Bonds as evidenced by their execution. The Pricing Certificate shall set forth the final and controlling forms and terms of each series of the Bonds. Any portion of the text of any Bonds may be set forth on the reverse thereof, with an appropriate reference thereto on the face of the Bond.

The definitive Bonds and the Initial Bond(s) shall be printed, lithographed, engraved, typewritten, photocopied or otherwise reproduced in any other similar manner, all as determined by the officers executing such Bonds as evidenced by their execution thereof.

The City may provide (i) for issuance of one fully registered Bond for each Stated Maturity in the aggregate principal amount of each Stated Maturity and (ii) for registration of such Bonds in the name of a securities depository, or the nominee thereof. While any Bond is registered in the name of a securities depository or its nominee, references herein and in the Bonds to the Holder or registered owner of such Bond shall mean the securities depository or its nominee and shall not mean any other person.

B. Form of Definitive Bond.

REGISTERED
NO. _____

REGISTERED
\$ _____

UNITED STATES OF AMERICA
STATE OF TEXAS
CITY OF GRAND PRAIRIE, TEXAS
WATER AND WASTEWATER SYSTEM REVENUE REFUNDING BOND
NEW SERIES 2020

Bond Date:
_____, 2020

Interest Rate:

Stated Maturity:
_____ 15, 20__

CUSIP NO.

Registered Owner:

Principal Amount:

DOLLARS

The City of Grand Prairie, Texas, (hereinafter referred to as the "City"), a body corporate and municipal corporation in the Counties of Dallas, Tarrant and Ellis, State of Texas, for value received, hereby promises to pay to the registered owner named above, or the registered assigns thereof, solely from the Net Revenues, as provided in the Ordinance, on the Stated Maturity date specified above, the Principal Amount stated above (or so much thereof as shall not have been paid upon prior redemption) and to pay interest on the unpaid Principal Amount hereof from the interest payment date next preceding the "Registration Date" of this Bond appearing below (unless this Bond bears a "Registration Date" as of an interest payment date, in which case it shall bear interest from such date, or unless the "Registration Date" of this Bond is prior to the initial interest payment date in which case it shall bear interest from _____) at the per annum rate of interest specified above computed on the basis of a 360-day year of twelve 30-day months; such interest being payable on January 15 and July 15 of each year commencing _____ 15, 20__, until maturity or prior redemption. Principal of this Bond shall be payable at its Stated Maturity or on a redemption date to the registered owner hereof, upon presentation and surrender, at the Designated Payment/Transfer Office of the Paying Agent/Registrar executing the registration certificate appearing hereon, or its successor. Interest shall be payable to the registered owner of this Bond (or one or more Predecessor Bonds, as defined in the Ordinance hereinafter referenced) whose name appears on the "Security Register" maintained by the Paying Agent/Registrar at the close of business on the "Record Date," which is the last business day of the month next preceding each interest payment date. All payments of principal of, premium, if any, and interest on this Bond shall be in any coin or currency of the United States of America which at the time of payment is legal tender for the payment of public and private debts and shall

be made by the Paying Agent/Registrar by check sent on or prior to the appropriate date of payment by United States Mail, first class postage prepaid, to the address of the registered owner recorded in the Security Register on the Record Date or by such other method, acceptable to the Paying Agent/Registrar, requested by, and at the risk and expense of, the registered owner. If the date for the payment of the Bonds shall be a Saturday, Sunday, a legal holiday, or a day when banking institutions in the city where the Designated Payment/Transfer Office of the Paying Agent/Registrar is located are authorized by law or executive order to be closed, then the date for such payment shall be the next succeeding day which is not such a Saturday, Sunday, legal holiday, or day when banking institutions are authorized to be closed; and payment on such date shall have the same force and effect as if made on the original date payment was due.

This Bond is one of the series specified in its title issued in the aggregate principal amount of \$_____ (herein referred to as the "Bonds") for the purpose of refunding certain outstanding obligations payable from revenues of the City's Water and Wastewater System (identified in the preamble hereof as the "Refunded Bonds") and paying costs of issuance, all under and in strict conformity with the Constitution and laws of the State of Texas, including Texas Government Code, Chapter 1207, as amended, and an ordinance adopted by the governing body of the City (the "Bond Ordinance" and jointly with the Pricing Certificate, the "Ordinance").

[The Bonds maturing on the dates hereinafter identified (the "Term Bonds") are subject to mandatory redemption prior to maturity with funds on deposit in the Interest and Sinking Fund established and maintained for the payment thereof in the Ordinance, and shall be redeemed in part prior to maturity at the price of par and accrued interest thereon to the date of redemption, and without premium, on the dates and in the principal amounts as follows:

Term Bonds due _____, 20__		Term Bonds due _____, 20__	
<u>Redemption Date</u>	<u>Principal Amount (\$)</u>	<u>Redemption Date</u>	<u>Principal Amount (\$)</u>
_____, 20__	_____	_____, 20__	_____
_____, 20__ *	_____	_____, 20__ *	_____

* Stated maturity.

The particular Term Bonds of a Stated Maturity to be redeemed on each redemption date shall be chosen by lot by the Paying Agent/Registrar; provided, however, that the principal amount of Term Bonds for a Stated Maturity required to be redeemed on a mandatory redemption date may be reduced, at the option of the City, by the principal amount of Term Bonds of like Stated Maturity which, at least fifty (50) days prior to a mandatory redemption date, (1) shall have been acquired by the City at a price not exceeding the principal amount of such Term Bonds plus accrued interest to the date of purchase thereof, and delivered to the Paying Agent/Registrar for cancellation or (2) shall have been redeemed pursuant to the optional redemption provisions appearing below and not theretofore credited against a mandatory redemption requirement.]

The Bonds maturing on and after _____ 15, 20__, may be redeemed prior to their Stated Maturities, at the option of the City, in whole or in part in principal amounts of \$5,000 or any integral multiple thereof (and if within a Stated Maturity by lot by the Paying Agent/Registrar), on _____ 15, 20__, or on any date thereafter, at the redemption price of par, together with accrued interest to the date of redemption.

At least thirty (30) days prior to the date fixed for any redemption of Bonds, the City shall cause a written notice of such redemption to be sent by United States Mail, first class postage

prepaid, to the registered owners of each Bond to be redeemed at the address shown on the Security Register and subject to the terms and provisions relating thereto contained in the Ordinance. If a Bond (or any portion of its principal sum) shall have been duly called for redemption and notice of such redemption duly given, then upon such redemption date such Bond (or the portion of its principal sum to be redeemed) shall become due and payable, and interest thereon shall cease to accrue from and after the redemption date; provided moneys for the payment of the redemption price and the interest on the principal amount to be redeemed to the date of redemption are held for the purpose of such payment by the Paying Agent/Registrar.

In the event a portion of the principal amount of a Bond is to be redeemed and the registered owner is someone other than Cede & Co., payment of the redemption price of such principal amount shall be made to the registered owner only upon presentation and surrender of such Bond to the Designated Payment/Transfer Office of the Paying Agent/Registrar, and a new Bond or Bonds of like maturity and interest rate in any authorized denominations provided by the Ordinance for the then unredeemed balance of the principal sum thereof will be issued to the registered owner, without charge. If a Bond is selected for redemption, in whole or in part, the City and the Paying Agent/Registrar shall not be required to transfer such Bond to an assignee of the registered owner within forty-five (45) days of the redemption date; provided, however, such limitation on transferability shall not be applicable to an exchange by the registered owner of the unredeemed balance of a Bond redeemed in part.

With respect to any optional redemption of the Bonds, unless moneys sufficient to pay the principal of and premium, if any, and interest on the Bonds to be redeemed shall have been received by the Paying Agent/Registrar prior to the giving of such notice of redemption, such notice may state that said redemption is conditional upon the receipt of such moneys by the Paying Agent/Registrar on or prior to the date fixed for such redemption, or upon the satisfaction of any prerequisites set forth in such notice of redemption; and, if sufficient moneys are not received, such notice shall be of no force and effect, the City shall not redeem such Bonds and the Paying Agent/Registrar shall give notice, in the manner in which the notice of redemption was given, to the effect that the Bonds have not been redeemed.

The Bonds are special obligations of the City payable solely from and secured by a lien on and pledge of the Net Revenues (as defined in the Ordinance) of the City's combined water and wastewater system (the "System"). The Bonds do not constitute a legal or equitable pledge, charge, lien or encumbrance upon any property of the City or the System, except with respect to the Net Revenues. The registered owner hereof shall never have the right to demand payment of this obligation out of any funds raised or to be raised by taxation.

Subject to satisfying the terms and conditions prescribed therefor, the City has reserved the right to issue additional revenue obligations payable from and equally and ratably secured by a parity lien on and pledge of the Net Revenues, in the same manner and to the same extent as the Bonds.

Reference is hereby made to the Ordinance, a copy of which is on file in the Designated Payment/Transfer Office of the Paying Agent/Registrar, and to all of the provisions of which the registered owner by his acceptance hereof hereby assents, for the definitions of terms; the description of and the nature and extent of the security for the Bonds; the properties constituting the System; the Net Revenues pledged to the payment of the principal of and interest on the Bonds; the nature and extent and manner of enforcement of the lien and pledge securing the payment of the Bonds; the terms and conditions for the issuance of additional revenue obligations; the terms and conditions relating to the transfer or exchange of this Bond; the conditions upon which the Ordinance may be amended or supplemented with or without the consent of the

registered owner; the rights, duties, and obligations of the City and the Paying Agent/Registrar; the terms and provisions upon which the liens, pledges, charges and covenants made therein may be discharged at or prior to the maturity of this Bond, and this Bond deemed to be no longer Outstanding thereunder; and, for other terms and provisions contained therein. Capitalized terms used herein have the same meanings assigned in the Ordinance.

This Bond, subject to certain limitations contained in the Ordinance, may be transferred on the Security Register only upon its presentation and surrender at the Designated Payment/Transfer Office of the Paying Agent/Registrar, with the Assignment hereon duly endorsed by, or accompanied by a written instrument of transfer in form satisfactory to the Paying Agent/Registrar duly executed by, the registered owner hereof, or his duly authorized agent. When a transfer on the Security Register occurs, one or more new fully registered Bonds of the same Stated Maturity, of authorized denominations, bearing the same rate of interest, and of the same aggregate principal amount will be issued by the Paying Agent/Registrar to the designated transferee or transferees.

The City and the Paying Agent/Registrar, and any agent of either, may treat the registered owner hereof whose name appears on the Security Register (i) on the Record Date as the owner entitled to payment of interest hereon, (ii) on the date of surrender of this Bond as the owner entitled to payment of principal hereof at its Stated Maturity or upon its prior redemption, in whole or in part, and (iii) on any other date as the owner for all other purposes, and neither the City nor the Paying Agent/Registrar, or any agent of either, shall be affected by notice to the contrary. In the event of non-payment of interest on a scheduled payment date and for thirty (30) days thereafter, a new record date for such interest payment (a "Special Record Date") will be established by the Paying Agent/Registrar, if and when funds for the payment of such interest have been received from the City. Notice of the Special Record Date and of the scheduled payment date of the past due interest (which shall be fifteen (15) days after the Special Record Date) shall be sent at least five (5) business days prior to the Special Record Date by United States Mail, first class postage prepaid, to the address of each registered owner appearing on the Security Register at the close of business on the last business day next preceding the date of mailing of such notice.

It is hereby certified, recited and represented and covenanted that the City is a duly organized and legally existing municipal corporation under and by virtue of the Constitution and laws of the State of Texas; that the issuance of the Bonds is duly authorized by law; that all acts, conditions and things required to exist and be done precedent to and in the issuance of the Bonds to render the same lawful and valid obligations of the City have been properly done, have happened and have been performed in regular and due time, form and manner as required by the Constitution and laws of the State of Texas, and the Ordinance; that the Bonds do not exceed any constitutional or statutory limitation; and that due provision has been made for the payment of the principal of and interest on the Bonds by a pledge of the Net Revenues as aforesated. In case any provision in this Bond or any application thereof shall be invalid, illegal or unenforceable, the validity, legality and enforceability of the remaining provisions and applications shall not in any way be affected or impaired thereby. The terms and provisions of this Bond and the Ordinance shall be construed in accordance with and shall be governed by the laws of the State of Texas.

IN WITNESS WHEREOF, the City Council of the City has caused this Bond to be duly executed under the official seal of the City as of the Bond Date.

CITY OF GRAND PRAIRIE, TEXAS

Mayor

COUNTERSIGNED:

City Secretary

(City Seal)

C. Form of Registration Certificate of Comptroller of Public Accounts to Appear on Initial Bond(s) only.

REGISTRATION CERTIFICATE OF
COMPTROLLER OF PUBLIC ACCOUNTS

OFFICE OF THE COMPTROLLER
OF PUBLIC ACCOUNTS

§
§
§
§

REGISTER NO. _____

THE STATE OF TEXAS

I HEREBY CERTIFY that this Bond has been examined, certified as to validity and approved by the Attorney General of the State of Texas, and duly registered by the Comptroller of Public Accounts of the State of Texas.

WITNESS my signature and seal of office this _____.

Comptroller of Public Accounts
of the State of Texas

(SEAL)

D. Form of Certificate of Paying Agent/Registrar to Appear on Definitive Bonds only.

REGISTRATION CERTIFICATE OF PAYING AGENT/REGISTRAR

This Bond has been duly issued and registered in the name of the registered owner shown above under the provisions of the within-mentioned Ordinance; the bond or bonds of the above entitled and designated series originally delivered having been approved by the Attorney General

of the State of Texas and registered by the Comptroller of Public Accounts, as shown by the records of the Paying Agent/Registrar.

The offices of the Paying Agent/Registrar in East Syracuse, New York is the Designated Payment/Transfer Office for this Bond.

THE BANK OF NEW YORK MELLON
TRUST COMPANY, N.A., Dallas, Texas, as
Paying Agent/Registrar

Registered this date: _____

By: _____
Authorized Officer

E. Form of Assignment.

ASSIGNMENT

FOR VALUE RECEIVED the undersigned hereby sells, assigns, and transfers unto (Print or typewrite name, address, and zip code of transferee:) _____

(Social Security or other identifying number: _____
_____) the within Bond and all rights thereunder, and hereby
irrevocably constitutes and appoints _____

attorney to transfer the within Bond on the books kept for registration thereof, with full power of
substitution in the premises.

DATED: _____

Signature guaranteed:

NOTICE: The signature on this assignment
must correspond with the name of the
registered owner as it appears on the face of
the within Bond in every particular.

F. Form of Initial Bond(s).

The Initial Bond(s) shall be in the form set forth in paragraph B of this Section, except that the headings and first paragraph of the form of a single fully registered Initial Bond shall be modified as follows:

REGISTERED
NO. T-1

REGISTERED
\$ _____

UNITED STATES OF AMERICA
STATE OF TEXAS
CITY OF GRAND PRAIRIE, TEXAS
WATER AND WASTEWATER SYSTEM REVENUE REFUNDING BONDS
NEW SERIES 2020

Bond Date: _____, 2020

Registered Owner: _____

Principal Amount: _____ DOLLARS

The City of Grand Prairie (hereinafter referred to as the "City"), a body corporate and municipal corporation in the Counties of Dallas, Tarrant and Ellis, State of Texas, for value received, hereby promises to pay to the registered owner named above, or the registered assigns thereof, solely from the revenues hereinafter identified, on _____ 15 in each of the years and in principal amounts and bearing interest at per annum interest rates in accordance with the following schedule:

<u>YEAR</u>	<u>PRINCIPAL AMOUNTS (\$)</u>	<u>INTEREST RATE (%)</u>
-------------	-----------------------------------	------------------------------

(Information to be inserted from the Pricing Certificate).

(or so much principal thereof as shall not have been redeemed prior to maturity) and to pay interest on the unpaid Principal Amount hereof from the date of initial delivery of the Bonds at the per annum rates of interest specified above computed on the basis of a 360-day year of twelve 30-day months; such interest being payable on January 15 and July 15 of each year, commencing _____ 15, 20____, until maturity or prior redemption. Principal of this Bond shall be payable on maturity or prior redemption to the registered owner hereof, upon presentation and surrender to The Bank of New York Mellon Trust Company, N.A., Dallas, Texas (the "Paying Agent/Registrar"), at its designated offices, initially in East Syracuse, New York, or, with respect to a successor Paying Agent/Registrar, at the designated offices of such successor (the "Designated Payment/Transfer Office"). Interest shall be payable to the registered owner of this Bond whose name appears on the "Security Register" maintained by the Paying Agent/Registrar at the close of business on the "Record Date," which is the last business day of the month next preceding each interest payment date. All payments of principal of, premium, if any, and interest on this Bond shall be in any coin or currency of the United States of America which at the time of payment is legal tender for the payment of public and private debts, and interest shall be paid by the Paying Agent/Registrar by check sent United States Mail, first class postage prepaid, to the address of the registered owner recorded in the Security Register on the Record Date or by such other method, acceptable to the Paying Agent/Registrar, requested by, and at the risk and expense of, the registered owner. If the date for the payment of the Bonds shall be a Saturday, Sunday, a legal holiday, or a day when banking institutions in the city where the Designated Payment/Transfer Office of the Paying Agent/Registrar is located are authorized by law or executive order to be closed, then the date for such payment shall be the next succeeding day which is not such a Saturday, Sunday, legal holiday, or day when banking institutions are authorized to be closed; and payment on such date shall have the same force and effect as if made on the original date payment was due.

Section 10. Definitions. For purposes of this Ordinance and in particular for clarity with respect to the issuance of the Bonds herein authorized and the pledge and appropriation of revenues therefor, the following definitions are provided:

- (a) The term "Additional Bonds" shall mean the additional parity revenue bonds which the City reserves the right to issue in this Ordinance.

(b) The term “Bonds” shall mean the water and wastewater system revenue refunding bonds authorized by this Ordinance and designated as “City of Grand Prairie, Texas, Water and Wastewater System Revenue Refunding Bonds, New Series 2020.”

(c) The term “Bonds Similarly Secured” means the Bonds, the Previously Issued Bonds and Additional Bonds.

(d) The term “Fiscal Year” shall mean the twelve months’ period ending September 30 of each year, unless otherwise designated by the City.

(e) The term “Net Revenues” means all income, revenues and receipts of every nature derived from and received by virtue of the operation of the System (including interest income and earnings received from the investment of moneys in the special Funds created by or maintained under this Ordinance) after deducting and paying, and making provisions for the payment of, current expenses of maintenance and operation thereof, including all salaries, labor, materials, repairs and extensions necessary to render efficient service; provided, however, that only such expenses for repairs and extensions as in the judgment of the City Council, reasonably and fairly exercised, are necessary to keep the System in operation and to render adequate service to the City and the inhabitants thereof, or such as might be necessary to meet some physical accident or condition which would otherwise impair any obligations payable from the Net Revenues of the System, shall be deducted in determining “Net Revenues.” Contractual payments for the purchase of water or the treatment of sewage shall be a maintenance and operating expense of the System to the extent provided in the contract incurred therefor and as may be authorized by law. Depreciation shall never be considered as an expense of operation and maintenance.

(f) The term “Ordinance” means this Ordinance under which the Bonds are authorized.

(g) The terms “Outstanding” and “outstanding”, when used in this Ordinance with respect to Bonds, Previously Issued Bonds or Additional Bonds means, as of the date of determination, all bonds theretofore issued and delivered, except:

(1) those bonds theretofore canceled by the paying agent/registrar or delivered to the paying agent/registrar for cancellation;

(2) those bonds for which payment has been duly provided by the City of the irrevocable deposit with the paying agent/registrar, or an authorized escrow agent, of money, or government securities, or both, in the amount necessary to fully pay the principal of, premium, if any, and interest thereon to maturity or redemption, as the case may be, provided that, if such bonds are to be redeemed, notice of redemption thereof shall have been duly given pursuant to the ordinance authorizing such bonds or irrevocably provided to be given to the satisfaction of the paying agent/registrar, or waived;

(3) those bonds that have been mutilated, destroyed, lost or stolen and replacement bonds have been registered and delivered in lieu thereof as provided in the ordinance authorizing such bonds.

(h) The term “Previously Issued Bonds” means the Outstanding (i) “City of Grand Prairie, Texas, Water and Wastewater System Revenue Bonds, New Series 2010”, (ii) “City of Grand Prairie, Texas, Water and Wastewater System Revenue Refunding Bonds, New Series 2011”, (iii) “City of Grand Prairie, Texas, Water and Wastewater System Refunding and Improvement Bonds, New Series 2011A”, (iv) “City of Grand Prairie, Texas, Water and Wastewater System Revenue Refunding Bonds, New Series 2013”, (v) “City of Grand Prairie, Texas, Water and Wastewater System Revenue Bonds, New Series 2014”, (vi) “City of Grand Prairie, Texas, Water and Wastewater System Revenue Refunding Bonds, New Series 2015”, (vii) “City of Grand Prairie, Texas, Water and Wastewater System Refunding and Improvement Bonds, New Series 2016”, (viii) “City of Grand Prairie, Texas, Water and Wastewater System Revenue Bonds, New Series 2017”, (ix) “City of Grand Prairie, Texas, Water and Wastewater System Revenue Bonds, New Series 2017A” and (x) “City of Grand Prairie, Texas, Water and Wastewater System Revenue Bonds, New Series 2019.”

(i) The term “System” means the City’s existing combined waterworks and sewer systems, including all properties (real, personal or mixed and tangible or intangible) owned, operated, maintained and vested in, the City for the supply, treatment and distribution of treated water for domestic, commercial, industrial and other uses and the collection and treatment of water-carried wastes, together with all future additions, extensions, replacements and improvements thereto.

Section 11. Pledge of Revenues. That the City hereby covenants and agrees that, under the terms and conditions of the ordinances and proceedings pertaining to their authorization, the Net Revenues of the System, with the exception of those in excess of the amounts required for the payment and security of the Bonds Similarly Secured, are hereby irrevocably pledged to the payment and security of the Bonds Similarly Secured, including the establishment and maintenance of the special funds created and established for the payment and security thereof, all as hereinafter provided, and it is hereby ordained that the Bonds Similarly Secured, and the interest thereon, shall constitute a lien on the Net Revenues of the System and be valid and binding without any filing or recording except for the filing of this Ordinance in the records of the City.

Texas Government Code, Chapter 1208, as amended, applies to the issuance of the Bonds and the pledge of the revenues granted by the City under this Section of this Ordinance, and such pledge is therefore valid, effective, and perfected. If Texas law is amended at any time while the Bonds are Outstanding and unpaid such that the pledge of the revenues granted by the City under this Section of this Ordinance is to be subject to the filing requirements of Texas Business and Commerce Code, Chapter 9, as amended, then in order to preserve to the Holders of the Bonds the perfection of the security interest in said pledge, the City agrees to take such measures as it determines are reasonable and necessary under Texas law to comply with the applicable provisions of Texas Business and Commerce Code, Chapter 9, as amended, and enable a filing to perfect the security interest in said pledge to occur.

Section 12. Rates and Charges. For the benefit of the original purchasers as well as the ultimate owners of the Bonds and other Bonds Similarly Secured and in addition to all provisions and covenants in the law of the State of Texas and in this Ordinance, it is expressly stipulated that the City shall, at all times while any of the Bonds Similarly Secured are outstanding and unpaid, maintain rates and collect charges for the facilities and services afforded by the System, as required by Texas Government Code, Chapter 1502, as amended, which will provide revenues sufficient at all times to:

(a) pay for all maintenance, operation, debt service, depreciation, replacement and betterment charges of the System;

(b) pay the interest on and principal of the Bonds Similarly Secured and the amounts required to be deposited into the special Funds created and established for the payment and security of the Bonds Similarly Secured;

(c) produce Net Revenues each year in an amount reasonably estimated to be not less than 1.25 times the average annual principal and interest requirements of the Outstanding Bonds Similarly Secured; and

(d) pay all outstanding, legally incurred indebtedness against the System, as and when the same become due.

Section 13. Revenue Fund. The City again covenants that it will deposit, as collected, all revenues of every nature derived from the operation of the System into a separate account known as the "City of Grand Prairie, Texas, Water and Wastewater System Revenue Fund (herein called the "Revenue Fund") heretofore established which shall be kept separate and apart from all other funds of the City, and, further, that said Revenue Fund shall be pledged and appropriated to the following uses and in the order of precedence shown:

First: To the payment of all necessary and reasonable maintenance and operation expenses of the System as said expenses are defined by law;

Second: To the payment, equally and ratably, of the amounts required to be deposited in the Interest and Sinking Fund created and established for the payment of principal of and interest on the Bonds Similarly Secured as the same becomes due and payable;

Third: To the payment of the amounts required to be deposited in the Reserve Fund created and to be maintained for the benefit and security of the Bonds Similarly Secured in accordance with the provisions of this Ordinance or any other ordinance relating to the issuance of Bonds Similarly Secured;

Fourth: To the payment of any other indebtedness payable from and secured, in whole or in part, by a lien on and claim against the Net Revenues of the System; and

Fifth: Any Net Revenues remaining in the Revenue Fund after satisfying the foregoing payments, or making adequate and sufficient provisions for the payment thereof, may be appropriated and used for any other purpose now or hereafter permitted by law.

Section 14. Interest and Sinking Fund. The following provisions shall govern the establishment, maintenance and use of the "City of Grand Prairie, Texas, New Series Water and Wastewater System Interest and Sinking Fund" (the "Interest and Sinking Fund"). The City covenants that from the funds in the Revenue Fund, the City shall pay into the Interest and Sinking Fund during each year in which any of the Bonds Similarly Secured are outstanding, an amount equal to one hundred percent (100%) of the amount required to meet the principal and interest payments falling due on or before the next interest payment, maturity or redemption date of the Bonds Similarly Secured, such payments to be made in substantially equal monthly installments. If the revenues of the System in any month, after deductions for maintenance and operation

expenses, are then insufficient to make the required payments into the Interest and Sinking Fund, then the amount of any deficiency in the payment shall be added to the amount otherwise required to be paid into the Interest and Sinking Fund in the next month. All moneys paid into the Interest and Sinking Fund shall be deposited in the City's depository bank, and the Mayor, Mayor Pro Tem, City Manager, Chief Financial Officer or City Secretary, any one or more of said officials of the City, shall cause the depository bank, not later than any principal or interest payment date, to transfer the amount then to become due to the paying agent. Said moneys not invested shall be continuously secured by a valid pledge to the City of direct obligations of the United States of America having an aggregate market value, exclusive of accrued interest, at all times at least equal to such Interest and Sinking Fund, provided however, that as to the amount on deposit in said fund which is allocated to the Bonds Similarly Secured and not invested, the deposit may also be secured by a valid pledge of (a) general obligations (i) issued by the State of Texas, or any city, county, school district, or road district of such state which have been approved by the Attorney General of Texas and which have investment quality, according to a nationally recognized rating agency and (ii) which have a maturity of twenty (20) years or less, or (b) general or special obligations of the City of Grand Prairie which have been approved by the Attorney General of Texas, or (c) Government National Mortgage Association fully modified pass through mortgage certificates, having a market value at all times equal to such deposit, to the extent not covered by the Federal Deposit Insurance Corporation.

Section 15. Reserve Fund. The following provisions shall govern the establishment, maintenance and use of the "City of Grand Prairie, Texas, New Series Water and Wastewater System Reserve Fund" (the "Reserve Fund"). There shall continue to be established and maintained a Reserve Fund for the purposes of (i) finally retiring the last of the Bonds Similarly Secured and (ii) paying principal of and interest on the Bonds Similarly Secured in the event moneys on hand in the Interest and Sinking Fund are insufficient for such purpose.

The amount to be accumulated in the Reserve Fund shall equal to the average annual debt service requirements (calculated on a Fiscal Year basis) on all outstanding Bonds Similarly Secured (the "Required Reserve"). The Required Reserve shall be established and maintained with Net Revenues of the System or other lawfully available funds of the City, the proceeds of sale of Bonds Similarly Secured or by depositing to the credit of the Reserve Fund, to the extent permitted by law, one or more surety bonds or insurance policies issued by a company or institution having a rating in the highest rating category by two nationally recognized rating agencies or services, or any combination thereof. The City hereby covenants and agrees that any additional amount of the Required Reserve to be deposited in the Reserve Fund in connection with the issuance of the Bonds shall be funded by monthly installments from funds in the Revenue Fund in an amount of not less than 1/60th of the additional amount required to be maintained in said Reserve Fund with the first payment to be made on or before the date specified in the Pricing Certificate and any subsequent payments to be made on or before the 1st day of each month thereafter.

As and when Additional Bonds are delivered or incurred, the Required Reserve shall be increased, if required, to an amount equal to the lesser of (i) the average annual debt service requirements calculated on a Fiscal Year basis for all Bonds Similarly Secured then Outstanding, as determined on the date each series of Additional Bonds is delivered or incurred, as the case may be, or (ii) the maximum amount in a reasonably required reserve fund that can be invested without restriction as to yield pursuant to Subsection (d) of Section 148 of the Internal Revenue Code of 1986, as amended, and regulations promulgated thereunder. Any additional amount required to be maintained in the Reserve Fund shall be so accumulated (i) by depositing to the credit of the Reserve Fund (immediately after the delivery of the then proposed Additional Bonds)

cash or an additional surety bond or insurance policy or revised surety bond or revised insurance policy with coverage in an amount sufficient to provide for the new Required Reserve to be fully or partially funded, or (ii) at the option of the City, by making monthly deposits from funds in the Revenue Fund on or before the 1st day of each month following the month of delivery of the then proposed Additional Bonds, of not less than 1/60th of the additional amount to be maintained in said Fund by reason of the issuance of the Additional Bonds then being issued (or 1/60th of the balance of the additional amount not deposited immediately in cash or provided by a surety bond or insurance policy.)

When and so long as the cash and investments in the Reserve Fund and/or coverage afforded by a surety bond or insurance policy held for the account of the Reserve Fund total not less than the Required Reserve, no deposits need be made to the credit of the Reserve Fund; but, if and when the Reserve Fund at any time contains less than the Required Reserve (or so much thereof as shall then be required to be contained therein if Additional Bonds have been issued and the City has elected to accumulate all or a portion of the Required Reserve with Net Revenues), the City covenants and agrees to cause monthly deposits to be made to the Reserve Fund on or before the 1st day of each month (beginning the month next following the month the deficiency in the Required Reserve occurred by reason of a draw on the Reserve Fund or as a result of a reduction in the market value of investments held for the account of the Reserve Fund) from Net Revenues of the System in an amount equal to either (1) 1/60th of the Required Reserve until the total Required Reserve then required to be maintained in said Fund has been fully restored or (2) the amounts to pay principal of and interest on Bonds Similarly Secured held by an insurer, or evidenced by an instrument of assignment entitling an insurer to payment of principal of and interest on Bonds Similarly Secured, as a result of payments or draws made on a surety bond or insurance policy held for the account of the Reserve Fund and such payments will result in the principal of and/or interest on such Bonds Similarly Secured to be paid, as well as the restoration and replenishment of the surety bond or insurance policy coverage representing all or a portion of the Required Reserve. The City further covenants and agrees that, subject only to the payments to be made to the Interest and Sinking Fund, the Net Revenues of the System shall be applied and appropriated and used to establish and maintain the Required Reserve and to cure any deficiency in such amounts as required by the terms of this Ordinance and any other ordinance pertaining to the issuance of Additional Bonds.

During such time as the Reserve Fund contains the total Required Reserve, the City may, at its option, withdraw all surplus in the Reserve Fund resulting from the investment of the Required Reserve and deposit such investment earnings in the Revenue Fund; provided, however, that to the extent the investment earnings are derived from proceeds of bonds used to fund all or a portion of the Required Reserve such investment earnings may only be used for the same purposes for which said bond proceeds may be used.

Section 16. Investment of Certain Funds. The Interest and Sinking Fund may be invested in investments authorized by the Public Funds Investment Act, Texas Government Code, Chapter 2256, as amended, and the City's investment policy. All moneys resulting from the investment of said fund shall be transferred to the Revenue Fund as received.

The Reserve Fund may be invested or reinvested from time to time in investments authorized by the Public Funds Investment Act, Texas Government Code, Chapter 2256, as amended, and the City's investment policy. All moneys resulting from the investment of the Reserve Fund shall be transferred to the Revenue Fund as the same are received.

Section 17. Further Covenants. The City further covenants and agrees by and through this Ordinance as follows:

(a) That the Bonds shall be special obligations of the City, and the registered owners thereof shall never have the right to demand payment out of any funds raised or to be raised by taxation.

(b) That it has the lawful power to pledge the revenues supporting the Bonds and has lawfully exercised said power under the Constitution and laws of the State of Texas, and that the Bonds issued under this Ordinance shall be ratably secured in such manner that no one Bond shall have preference over any other Bond or Bonds or Bonds Similarly Secured.

(c) That other than for the payment of the Bonds and the Previously Issued Bonds, the Net Revenues have not been in any manner pledged to the payment of any debt or obligation of the City or the System, other than debt or obligations which have a lien on or pledge of the Net Revenues subordinate to the lien on and pledge of such Net Revenues to the Bonds Similarly Secured.

Section 18. Issuance of Additional Bonds.

(a) That, in addition to the right to issue bonds of inferior lien as authorized by law, the City reserves the right to issue Additional Bonds, for the purpose of improving, extending, equipping and repairing the System and for the purpose of refunding in any lawful manner, any part or all of the Bonds Similarly Secured or other obligations of the City eligible to be refunded under the laws of the State of Texas as such laws now or hereafter may exist. The Additional Bonds shall be secured by and payable from a lien on and pledge of the Net Revenues in the same manner and to the same extent as any then Outstanding Bonds Similarly Secured, and the Additional Bonds then proposed to be issued shall in all respects be on a parity and of equal dignity as to lien and right. Additional Bonds may be issued in one or more installments; provided, however, that none of the Additional Bonds shall be issued unless and until the following conditions have been met, to wit:

- (i) The City is not then in default as to any covenant, condition or obligation prescribed by any ordinance authorizing the issuance of the Outstanding Bonds Similarly Secured;
- (ii) Each of the special Funds created for the payment and security of the Bonds Similarly Secured contains the amount of money then required to be on deposit therein;
- (iii) The City has secured from a certified public accountant a certificate showing that the Net Earnings for either the completed Fiscal Year next preceding the date of the Additional Bonds or a consecutive twelve-month period out of the last fifteen months next preceding the date of the Additional Bonds is equal to at least 1.25 times the average annual principal and interest requirements (calculated on a Fiscal Year basis at the time of the issuance of Additional Bonds) of all Bonds Similarly Secured which will be Outstanding after the issuance of the proposed Additional Bonds. However, (A) should the certificate of the accountant certify that the Net Earnings of the System for the period covered thereby were less than required above, and (B) a change in the rates and charges for services afforded by the System became effective at least 60 days prior to the last day of the period

covered by the accountant's certificate, and (C) an independent engineer or engineering firm having a national reputation with respect to such matters will certify that, had such change in rates and charges been effective for the entire period covered by the accountant's certificate, the Net Earnings covered by the accountant's certificate would have been, in his or their opinion, equal to at least 1.25 times the average annual principal and interest requirements (calculated on a Fiscal Year basis) of the Outstanding Bonds Similarly Secured after giving effect to the issuance of the Bonds, and Additional Bonds, then, in such event, the coverage specified in the first sentence of this paragraph (iii) shall not be required for the period specified, and such accountant's certificate will be sufficient if accompanied by an engineer's certificate to the above effect;

- (iv) The ordinance authorizing the Additional Bonds (A) requires that deposits shall be made into the Interest and Sinking Fund in amounts adequate to pay the principal and interest requirements of the Additional Bonds as the same become due; and (B) provides that the aggregate amount to be accumulated and maintained in the Reserve Fund shall be an amount equal to the Required Reserve for all Outstanding Bonds Similarly Secured theretofore issued and to be Outstanding after the issuance of said Additional Bonds; and
- (v) The Additional Bonds are scheduled to mature only on January 15 or July 15 or both.

(b) The term "Net Earnings," as used in this Ordinance shall mean all income, revenues, and receipts derived from the operation or by reason of the ownership of the System, including grants, gifts, contributions in aid of construction (but excluding meter deposits), interest earned on invested moneys in the special Funds created therein for the payment and security of Bonds Similarly Secured, after deduction of maintenance and operation expenses but not deducting depreciation, and other expenditures which, under standard accounting practice, should be classified as capital expenditures.

(c) Wherever, in this Ordinance, the City reserves the right to issue Additional Bonds, such term shall also include, mean and refer to any other forms or types of obligations, whether now existing or hereafter authorized, which may be made lawfully payable from and secured by the Net Revenues.

Section 19. Obligations of Inferior Lien and Pledge. The City retains the right to create and issue evidences of indebtedness whose lien on the Net Revenues of the System shall be subordinate to that possessed by the Bonds Similarly Secured.

Section 20. Maintenance and Operation - Insurance. The City shall maintain the System in good condition and operate the same in an efficient manner and at reasonable cost. So long as any Bonds are outstanding, the City agrees to maintain insurance for the benefit of the holder or holders thereof on the System of a kind and in an amount which usually would be carried by private companies engaged in a similar type of business. Nothing in this Ordinance shall be construed as requiring the City to expend any funds derived from sources other than the operation of the System, but nothing therein shall be construed as preventing the City from doing so.

Section 21. Records - Accounts - Accounting Reports. The City covenants and agrees that so long as any Bonds, or any interest thereon, remain outstanding and unpaid, it will

keep and maintain a proper and complete system of records and accounts pertaining to the operation of its System separate and apart from all other records and accounts; complete and correct entries shall be made of all transactions relating to the System, in accordance with generally accepted accounting principles except as provided by Texas Government Code, Chapter 1502, as amended; and registered owners shall have the right at all reasonable times to inspect all such records, accounts and data relating thereto, and to inspect the System and all properties comprising same. The City further agrees that following the close of each Fiscal Year, it will cause an audit of such books and accounts to be made by an independent firm of certified public accountants of national reputation. Each such audit, in addition to whatever other matters may be thought proper by the accountant, shall particularly include the following:

- (a) A detailed statement of the income and expenditures of the System for such Fiscal Year.
- (b) A balance sheet as of the end of such Fiscal Year.
- (c) The accountant's comments regarding the manner in which the City has carried out the requirements of this Ordinance and his recommendations for any changes or improvements in the operation, records and accounts of the System.

Expenses incurred in making the audits referred to hereinabove are to be regarded as maintenance and operation expenses and paid as such. Copies of the aforesaid annual audit shall be immediately furnished, upon request, to the original purchaser or any subsequent owner of the Bonds.

Section 22. Excess Revenues. As provided in Section 13 hereof, all revenues in excess of those required to establish and maintain the Interest and Sinking Fund and the Reserve Fund as required, may be used for any proper City purpose now or heretofore permitted by law.

Section 23. Security of Funds. All funds for which provision is made by the Ordinance shall be secured in the manner and to the fullest extent permitted by law for the security of public funds and the funds created by the Ordinance shall be used only for the purposes therein specified.

Section 24. Remedy in Event of Default. In addition to all the rights and remedies provided by the laws of the State of Texas, the City covenants and agrees particularly that in the event the City (a) defaults in payments to be made to the Interest and Sinking Fund or the Reserve Fund as required by this Ordinance, or (b) defaults in the observance or performance of any other of the covenants, conditions or obligations set forth in this Ordinance, registered owner or owners of any of the Bonds shall be entitled to a writ of mandamus issued by a court of proper jurisdiction, compelling and requiring the City and its officers to observe and perform any covenant, condition or obligation prescribed in this Ordinance. No delay or omission to exercise any right or power accruing upon any default shall impair any such right or power, or shall be construed to be a waiver of any such default or acquiescence therein, and every such right and power may be exercised from time to time and as often as may be deemed expedient.

The specific remedy provided shall be cumulative of all other existing remedies and the specification of such remedy shall not be deemed to be exclusive.

Section 25. Bonds are Special Obligations. The Bonds are and shall be special obligations of the City payable from the pledged Net Revenues, and the holder or holders thereof

shall never have the right to demand payment of the Bonds out of funds raised or to be raised by taxation.

Section 26. Bonds are Negotiable Instruments. Each of the Bonds authorized shall be deemed and construed to be a "Security" and as such a negotiable instrument within the meaning of Article 8 of the Texas Uniform Commercial Code, as amended.

Section 27. Competition - Sale of System. So far as it legally may, the City covenants and agrees, for the protection and security of the Bonds, and the registered owner or owners thereof from time to time, that it will not grant a franchise for the operation of any competing system in the City until all Bonds shall have been retired. Neither the System, nor a substantial part thereof, shall be sold while the Bonds are outstanding, but nothing in this Ordinance shall prevent the sale or disposal of properties constituting a part of the System which are no longer useful in connection with the operation thereof.

Section 28. Satisfaction of Obligation of the City. If the City shall pay or cause to be paid, or there shall otherwise be paid to the Holders, the principal of, premium, if any, and interest on the Bonds, at the times and in the manner stipulated in this Ordinance, then the pledge of revenues under this Ordinance and all covenants, agreements, and other obligations of the City to the Holders shall thereupon cease, terminate, and be discharged and satisfied.

Bonds or any principal amount(s) thereof shall be deemed to have been paid within the meaning and with the effect expressed above in this Section when (i) money sufficient to pay in full such Bonds or the principal amount(s) thereof at maturity, together with all interest due thereon, shall have been irrevocably deposited with and held in trust by the Paying Agent/Registrar, or an authorized escrow agent, or (ii) Government Securities shall have been irrevocably deposited in trust with the Paying Agent/Registrar, or an authorized escrow agent, which Government Securities have been certified by an independent accounting or consulting firm to mature as to principal and interest in such amounts and at such times as will insure the availability, without reinvestment, of sufficient money, together with any moneys deposited therewith, if any, to pay when due the principal of and interest on such Bonds, or the principal amount(s) thereof, on and prior to the Stated Maturity thereof. The City covenants that no deposit of moneys or Government Securities will be made under this Section and no use made of any such deposit which would cause the Bonds to be treated as "arbitrage bonds" within the meaning of Section 148 of the Internal Revenue Code of 1986, as amended (the "Code"), or regulations adopted pursuant thereto.

Any moneys so deposited with the Paying Agent/Registrar, or an authorized escrow agent, and all income from Government Securities held in trust by the Paying Agent/Registrar, or an authorized escrow agent, pursuant to this Section which is not required for the payment of the Bonds, or any principal amount(s) thereof, or interest thereon with respect to which such moneys have been so deposited shall be remitted to the City or deposited as directed by the City. Furthermore, any money held by the Paying Agent/Registrar for the payment of the principal of and interest on the Bonds and remaining unclaimed for a period of three (3) years after the Stated Maturity of the Bonds such moneys were deposited and are held in trust to pay shall upon the request of the City be remitted to the City against a written receipt therefor. The provisions of this paragraph are subject to the applicable unclaimed property law of the State of Texas.

The term "Government Securities," as used herein, means (i) direct noncallable obligations of the United States of America, including obligations the principal of and interest on which are unconditionally guaranteed by the United States of America, (ii) noncallable obligations

of an agency or instrumentality of the United States, including obligations unconditionally guaranteed or insured by the agency or instrumentality and, on the date of their acquisition or purchase by the City, are rated as to investment quality by a nationally recognized investment rating firm not less than AAA or its equivalent, (iii) noncallable obligations of a state or an agency or a county, municipality, or other political subdivision of a state that have been refunded and that, on the date of their acquisition or purchase by the City, are rated as to investment quality by a nationally recognized investment rating firm not less than AAA or its equivalent and (iv) any other then authorized securities or obligations that may be used to defease obligations such as the Bonds under the then applicable laws of the State of Texas.

Section 29. Ordinance to Constitute Contract - Amendment. The provisions of this Ordinance shall constitute a contract between the City, and the Holders; and, the City shall not amend or repeal any of the provisions of this Ordinance except as permitted in this Section and Section 46 hereof. The City may, without the consent of or notice to any Holder, from time to time and at any time, amend this Ordinance in any manner not detrimental to the interests of the registered owner or owners, including the curing of any ambiguity, inconsistency, or formal defect or omission herein. In addition, with the written consent of the registered owner or owners holding a majority in aggregate principal amount of the Bonds then Outstanding affected thereby, the City may amend, add to, or rescind any of the provisions of this Ordinance; provided that, without the consent of all registered owners of Outstanding Bonds, no such amendment, addition or rescission shall: (1) extend the time or times of payment of the principal of, premium, if any, and interest on the Bonds, reduce the principal amount thereof or the rate of interest thereon, or in any other way modify the terms of payment of the principal of, premium, if any, or interest on the Bonds; (2) give any preference to any Bond over any other Bond; or, (3) reduce the aggregate principal amount of Bonds required for consent to any such amendment, addition or rescission.

Section 30. Covenants to Maintain Tax-Exempt Status.

(a) Definitions. When used in this Section, the following terms shall have the following meanings:

“*Closing Date*” means the date on which the Bonds are first authenticated and delivered to the initial purchasers against payment therefor.

“*Code*” means the Internal Revenue Code of 1986, as amended by all legislation, if any, effective on or before the Closing Date.

“*Computation Date*” has the meaning set forth in Section 1.148-1(b) of the Regulations.

“*Gross Proceeds*” means any proceeds as defined in Section 1.148-1(b) of the Regulations, and any replacement proceeds as defined in Section 1.148-1(c) of the Regulations, of the Bonds.

“*Investment*” has the meaning set forth in Section 1.148-1(b) of the Regulations.

“*Nonpurpose Investment*” means any investment property, as defined in Section 148(b) of the Code, in which Gross Proceeds of the Bonds are invested and which is not acquired to carry out the governmental purposes of the Bonds.

“*Rebate Amount*” has the meaning set forth in Section 1.148-1(b) of the Regulations.

“*Regulations*” means any proposed, temporary, or final Income Tax Regulations issued pursuant to Sections 103 and 141 through 150 of the Code, and 103 of the Internal Revenue Code of 1954, which are applicable to the Bonds. Any reference to any specific Regulation shall also mean, as appropriate, any proposed, temporary or final Income Tax Regulation designed to supplement, amend or replace the specific Regulation referenced.

“Yield” of

(1) any Investment has the meaning set forth in Section 1.148-5 of the Regulations; and

(2) the Bonds has the meaning set forth in Section 1.148-4 of the Regulations.

(b) Not to Cause Interest to Become Taxable. The City shall not use, permit the use of, or omit to use Gross Proceeds or any other amounts (or any property the acquisition, construction or improvement of which is to be financed directly or indirectly with Gross Proceeds) in a manner which if made or omitted, respectively, would cause the interest on any Bond to become includable in the gross income, as defined in Section 61 of the Code, of the owner thereof for federal income tax purposes. Without limiting the generality of the foregoing, unless and until the City receives a written opinion of counsel nationally recognized in the field of municipal bond law to the effect that failure to comply with such covenant will not adversely affect the exemption from federal income tax of the interest on any Bond, the City shall comply with each of the specific covenants in this Section.

(c) No Private Use or Private Payments. Except as permitted by Section 141 of the Code and the Regulations and rulings thereunder, the City shall at all times prior to the last Stated Maturity of Bonds:

(1) exclusively own, operate and possess all property the acquisition, construction or improvement of which is to be financed or refinanced directly or indirectly with Gross Proceeds of the Bonds (including property financed with Gross Proceeds of the Refunded Bonds), and not use or permit the use of such Gross Proceeds (including all contractual arrangements with terms different than those applicable to the general public) or any property acquired, constructed or improved with such Gross Proceeds in any activity carried on by any person or entity (including the United States or any agency, department and instrumentality thereof) other than a state or local government, unless such use is solely as a member of the general public; and

(2) not directly or indirectly impose or accept any charge or other payment by any person or entity who is treated as using Gross Proceeds of the Bonds or any property the acquisition, construction or improvement of which is to be financed or refinanced directly or indirectly with such Gross Proceeds, (including property financed with Gross Proceeds of the Refunded Bonds), other than taxes of general application within the City or interest earned on investments

acquired with such Gross Proceeds pending application for their intended purposes.

(d) No Private Loan. Except to the extent permitted by Section 141 of the Code and the Regulations and rulings thereunder, the City shall not use Gross Proceeds of the Bonds to make or finance loans to any person or entity other than a state or local government. For purposes of the foregoing covenant, such Gross Proceeds are considered to be “loaned” to a person or entity if: (1) property acquired, constructed or improved with such Gross Proceeds is sold or leased to such person or entity in a transaction which creates a debt for federal income tax purposes; (2) capacity in or service from such property is committed to such person or entity under a take-or-pay, output or similar contract or arrangement; or (3) indirect benefits, or burdens and benefits of ownership, of such Gross Proceeds or any property acquired, constructed or improved with such Gross Proceeds are otherwise transferred in a transaction which is the economic equivalent of a loan.

(e) Not to Invest at Higher Yield. Except to the extent permitted by Section 148 of the Code and the Regulations and rulings thereunder, the City shall not at any time prior to the final Stated Maturity of the Bonds directly or indirectly invest Gross Proceeds in any Investment (or use Gross Proceeds to replace money so invested), if as a result of such investment the Yield from the Closing Date of all Investments acquired with Gross Proceeds (or with money replaced thereby), whether then held or previously disposed of, exceeds the Yield of the Bonds.

(f) Not Federally Guaranteed. Except to the extent permitted by Section 149(b) of the Code and the Regulations and rulings thereunder, the City shall not take or omit to take any action which would cause the Bonds to be federally guaranteed within the meaning of Section 149(b) of the Code and the Regulations and rulings thereunder.

(g) Information Report. The City shall timely file the information required by Section 149(e) of the Code with the Secretary of the Treasury on Form 8038-G or such other form and in such place as the Secretary may prescribe.

(h) Rebate of Arbitrage Profits. Except to the extent otherwise provided in Section 148(f) of the Code and the Regulations and rulings thereunder:

(1) The City shall account for all Gross Proceeds (including all receipts, expenditures and investments thereof) on its books of account separately and apart from all other funds (and receipts, expenditures and investments thereof) and shall retain all records of accounting for at least six years after the day on which the last outstanding Bond is discharged. However, to the extent permitted by law, the City may commingle Gross Proceeds of the Bonds with other money of the City, provided that the City separately accounts for each receipt and expenditure of Gross Proceeds and the obligations acquired therewith.

(2) Not less frequently than each Computation Date, the City shall calculate the Rebate Amount in accordance with rules set forth in Section 148(f) of the Code and the Regulations and rulings thereunder. The City shall maintain such calculations with its official transcript of proceedings relating to the issuance of the Bonds until six years after the final Computation Date.

(3) As additional consideration for the purchase of the Bonds by the Purchasers and the loan of the money represented thereby and in order to induce

such purchase by measures designed to insure the excludability of the interest thereon from the gross income of the owners thereof for federal income tax purposes, the City shall pay to the United States out of the Interest and Sinking Fund or its general fund, as permitted by applicable Texas statute, regulation or opinion of the Attorney General of the State of Texas, the amount that when added to the future value of previous rebate payments made for the Bonds equals (i) in the case of a Final Computation Date as defined in Section 1.148-3(e)(2) of the Regulations, one hundred percent (100%) of the Rebate Amount on such date; and (ii) in the case of any other Computation Date, ninety percent (90%) of the Rebate Amount on such date. In all cases, the rebate payments shall be made at the times, in the installments, to the place and in the manner as is or may be required by Section 148(f) of the Code and the Regulations and rulings thereunder, and shall be accompanied by Form 8038-T or such other forms and information as is or may be required by Section 148(f) of the Code and the Regulations and rulings thereunder.

(4) The City shall exercise reasonable diligence to assure that no errors are made in the calculations and payments required by paragraphs (2) and (3), and if an error is made, to discover and promptly correct such error within a reasonable amount of time thereafter (and in all events within one hundred eighty (180) days after discovery of the error), including payment to the United States of any additional Rebate Amount owed to it, interest thereon, and any penalty imposed under Section 1.148-3(h) of the Regulations.

(i) **Not to Divert Arbitrage Profits.** Except to the extent permitted by Section 148 of the Code and the Regulations and rulings thereunder, the City shall not, at any time prior to the earlier of the Stated Maturity or final payment of the Bonds, enter into any transaction that reduces the amount required to be paid to the United States pursuant to subsection (h) of this Section because such transaction results in a smaller profit or a larger loss than would have resulted if the transaction had been at arm's length and had the Yield of the Bonds not been relevant to either party.

(j) **Elections.** The City hereby directs and authorizes the Mayor, Mayor Pro Tem, City Manager and Chief Financial Officer, either or any combination of them, to make elections permitted or required pursuant to the provisions of the Code or the Regulations, as they deem necessary or appropriate in connection with the Bonds, in the Certificate as to Tax Exemption or similar or other appropriate certificate, form or document.

(k) **Bonds Not Hedge Bonds.** (1) At the time the original bonds refunded by the Bonds were issued, the City reasonably expected to spend at least 85% of the spendable proceeds of such bonds within three years after such bonds were issued and (2) not more than 50% of the proceeds of the original bonds refunded by the Bonds were invested in Nonpurpose Investments having a substantially guaranteed Yield for a period of 4 years or more.

(l) **Current Refunding.** The Bonds are being issued to pay and discharge in full the Refunded Bonds and such payment of the Refunded Bonds will occur within ninety (90) days after the issuance of the Bonds.

Section 31. Damaged, Mutilated, Lost, Stolen, or Destroyed Bonds.

(a) **Replacement Bonds.** In the event any outstanding Bond is damaged, mutilated, lost, stolen, or destroyed, the Paying Agent/Registrar shall cause to be printed, executed and delivered, a new bond of the same principal amount, Stated Maturity, and interest rate, as the

damaged, mutilated, lost, stolen or destroyed Bond, in replacement for such Bond in the manner hereinafter provided.

(b) Application for Replacement Bonds. Application for replacement of damaged, mutilated, lost, stolen or destroyed Bonds shall be made to the Paying Agent/Registrar. In every case of loss, theft, or destruction of a Bond, the applicant for a replacement bond shall furnish to the City and to the Paying Agent/Registrar such security or indemnity as may be required by them to save each of them harmless from any loss or damage with respect thereto. Also, in every case of loss, theft, or destruction of a Bond, the applicant shall furnish to the City and to the Paying Agent/Registrar evidence to their satisfaction of the loss, theft, or destruction of such Bond, as the case may be. In every cause of damage or mutilation of a Bond, the applicant shall surrender to the Paying Agent/Registrar for cancellation the Bond so damaged or mutilated.

(c) No Default Occurred. Notwithstanding the foregoing provisions of this Section, in the event any such Bond shall have matured, and no default has occurred which is then continuing in the payment of the principal of or interest on the Bond, the City may authorize the payment of the same (without surrender thereof except in the case of a damaged or mutilated Bond) instead of issuing replacement bond, provided security or indemnity is furnished as above provided in this Section.

(d) Charge for Issuing Replacement Bonds. Prior to the issuance of any replacement bond, the Paying Agent/Registrar shall charge the registered owner of such Bond with all legal, printing and other expenses in connection therewith. Every replacement bond issued pursuant to the provisions of this Section by virtue of the fact that any Bond is lost, stolen or destroyed shall constitute a contractual obligation of the City whether or not the lost, stolen, or destroyed Bond shall be found at any time, or be enforceable by anyone, and shall be entitled to all the benefits of this Ordinance equally and proportionately with any and all other Bonds duly issued under this Ordinance.

(e) Authority for Issuing Replacement Bonds. In accordance with Chapter 1201, Texas Government Code, as amended, this Section of the Ordinance shall constitute authority for the issuance of any such replacement bond without necessity of further action by the governing body of the City or any other body or person, and the duty of the replacement of such bonds is hereby authorized and imposed upon the Paying Agent/Registrar, and the Paying Agent/Registrar shall authenticate and deliver such bonds in the form and manner and with the effect, as provided in the Ordinance for Bonds issued in conversion and exchange for other Bonds.

Section 32. Sale of Bonds –Official Statement Approval. The Bonds authorized by this Ordinance are to be sold by the City to the Purchasers in accordance with a bond purchase agreement in the event of a negotiated sale, letter agreement to purchase in the event of a private placement, or the successful bid form in the event of a competitive sale, as applicable (the "Purchase Contract"), the terms and provisions of which Purchase Contract are to be determined by the Pricing Officer in accordance with Section 3 hereof. The Pricing Officer is hereby authorized and directed to execute the Purchase Contract for and on behalf of the City, as the act and deed of this Council, and to make a determination as to whether the terms are in the City's best interests, which determination shall be final.

With regard to such terms and provisions of the Purchase Contract, the Pricing Officer is hereby authorized to come to an agreement with the Purchasers on the following, among other matters:

- (1) The details of the purchase and sale of the Bonds;
- (2) The details of any public offering of the Bonds by the Purchasers, if any;
- (3) The details of any Official Statement or similar disclosure document (and, if appropriate, any Preliminary Official Statement) relating to the Bonds and the compliance with the Rule (as defined in Section 46 hereof), if applicable;
- (4) A security deposit for the Bonds, if any;
- (5) The representations and warranties of the City to the Purchasers;
- (6) The details of the delivery of, and payment for, the Bonds;
- (7) The Purchasers' obligations under the Purchase Contract;
- (8) The certain conditions to the obligations of the City under the Purchase Contract;
- (9) Termination of the Purchase Contract;
- (10) Particular covenants of the City;
- (11) The survival of representations made in the Purchase Contract;
- (12) The payment of any expenses relating to the Purchase Contract;
- (13) Notices; and
- (14) Any and all such other details that are found by the Pricing Officer to be necessary and advisable for the purchase and sale of the Bonds.

The Pricing Officer or the Mayor and City Secretary of the City are further authorized and directed to deliver for and on behalf of the City copies of a Preliminary Official Statement and Official Statement prepared in connection with the offering of the Bonds by the Purchasers, in final form as may be required by the Purchasers, and such final Official Statement as delivered by said officials shall constitute the Official Statement authorized for distribution and use by the Purchasers.

Section 33. Control and Custody of Bonds. The Mayor of the City shall be and is hereby authorized to take and have charge of all necessary orders and records pending investigation by the Attorney General of the State of Texas, including the printing and supply of definitive Bonds, and shall take and have charge and control of the Initial Bond(s) pending the approval thereof by the Attorney General, the registration thereof by the Comptroller of Public Accounts, and the delivery thereof to the Purchasers.

Furthermore, the Mayor, City Manager, City Secretary and the Chief Financial Officer, any one or more of said officials, are hereby authorized and directed to furnish and execute such documents relating to the City and its financial affairs as may be necessary for the issuance of the Bonds, the approval of the Attorney General, and the registration by the Comptroller of Public Accounts and, together with the City's financial advisor, bond counsel, and the Paying Agent/Registrar, make the necessary arrangements for the delivery of the Initial Bond(s) to the Purchasers and the initial exchange thereof for definitive Bonds.

Section 34. Escrow Agreement Approval and Execution. An “Escrow Agreement” (the “Escrow Agreement”) by and between the City and an authorized escrow agent (the “Escrow Agent”), if any such agreement is required in connection with the issuance of the Bonds, shall be attached to and approved in the Pricing Certificate. Such Escrow Agreement is hereby authorized to be finalized and executed by the Pricing Officer for and on behalf of the City and as the act and deed of this Council; and such Escrow Agreement as executed by said Pricing Officer shall be deemed approved by this Council and constitute the Escrow Agreement herein approved. With regard to the finalization of certain terms and provisions of any Escrow Agreement, a Pricing Officer is hereby authorized to come to an agreement with the Escrow Agent on the following details, among other matters:

- (1) The identification of the Refunded Bonds;
- (2) The creation and funding of the Escrow Fund or Funds; and
- (3) The Escrow Agent’s compensation, administration of the Escrow Fund or Funds, and the settlement of any paying agents’ charges relating to the Refunded Bonds.

Furthermore, appropriate officials of the City in cooperation with the Escrow Agent are hereby authorized and directed to make the necessary arrangements for the purchase of the escrowed securities referenced in the Escrow Agreement, if any, and the delivery thereof to the Escrow Agent on the day of delivery of the Bonds to the Purchasers for deposit to the credit of the “2020 CITY OF GRAND PRAIRIE, TEXAS, WATER AND WASTEWATER SYSTEM REVENUE REFUNDING BOND ESCROW FUND” (referred to herein as the “Escrow Fund”), or such other designation as specified in the Pricing Certificate; all as contemplated and provided in Texas Government Code, Chapter 1207, as amended, the Ordinance, the Pricing Certificate and the Escrow Agreement.

On or immediately prior to the date of the delivery of the Bonds to the Purchasers, the Pricing Officer, shall also cause to be deposited (and is hereby authorized to cause to be deposited) with the Escrow Agent from moneys on deposit in the debt service fund maintained for the payment of the Refunded Bonds an amount which, together with the proceeds of sale of the Bonds, and the investment earnings thereon, will be sufficient to pay in full the Refunded Bonds scheduled to mature and authorized to be redeemed on the earliest date established in the Pricing Certificate for the redemption of any of the Refunded Bonds (or the earliest date of payment, to be made from moneys in the Escrow Fund(s), as established in the Pricing Certificate, of the amount of accrued interest due thereon).

Section 35. Redemption of Refunded Bonds. In order to provide for the refunding, discharge and retirement of the Refunded Bonds as described by the Pricing Officer, the Refunded Bonds, identified, described, and in the amounts set forth in the Pricing Certificate, are hereby called for redemption on the first date(s) such Refunded Bonds are subject to redemption or such other date specified by the Pricing Officer in the Pricing Certificate at the price of par plus accrued interest to the redemption date, and notice of such redemption shall be given in accordance with the applicable provisions of the ordinance adopted by the Council, which authorized the issuance of the Refunded Bonds. The Pricing Officer is hereby authorized and directed to issue or cause to be issued a Notice of Redemption for the Refunded Bonds in substantially the form set forth as an exhibit to the Pricing Certificate, to the paying agent/registrar for Refunded Bonds, in accordance with the redemption provisions applicable to the Refunded Bonds.

The paying agent/registrar for Refunded Bonds is hereby directed to provide the appropriate notice of redemption as required by the ordinance authorizing the issuance of the Refunded Bonds and is hereby directed to make appropriate arrangements so that the Refunded Bonds may be redeemed on the redemption date specified in the Pricing Certificate.

The source of funds for payment of the principal of and interest on the Refunded Bonds on their maturity or redemption dates shall be from the funds deposited with the Escrow Agent, pursuant to the Escrow Agreement, if any, or with the paying agent/registrar for the Refunded Bonds, pursuant the provisions of Chapter 1207 of the Texas Government Code, as amended, this Ordinance and the Pricing Certificate finalized by the Pricing Officer.

Section 36. Proceeds of Sale. Immediately following the delivery of the Bonds, the proceeds of sale (less those proceeds of sale designated to pay costs of issuance and any additional proceeds being deposited to the Interest and Sinking Fund) shall be deposited with the Escrow Agent for application and disbursement in accordance with the provisions of the Escrow Agreement or deposited with the paying agent/registrar for the Refunded Bonds for the redemption and payment of the Refunded Bonds. The proceeds of sale of the Bonds not so deposited with the Escrow Agent or the paying agent/registrar for the Refunded Bonds for the refunding of the Refunded Bonds shall be disbursed for payment of costs of issuance or deposited in the Interest and Sinking Fund for the Bonds.

Additionally, the Pricing Officer shall determine the amount of any City contribution to the refunding from moneys on deposit in the interest and sinking fund maintained for the payment of the Refunded Bonds.

Section 37. Notices to Holders - Waiver. Wherever this Ordinance provides for notice to Holders of any event, such notice shall be sufficiently given (unless otherwise herein expressly provided) if in writing and sent by United States Mail, first class postage prepaid, to the address of each Holder appearing in the Security Register at the close of business on the business day next preceding the mailing of such notice.

In any case where notice to Holders is given by mail, neither the failure to mail such notice to any particular Holders, nor any defect in any notice so mailed, shall affect the sufficiency of such notice with respect to all other Bonds. Where this Ordinance provides for notice in any manner, such notice may be waived in writing by the Holder entitled to receive such notice, either before or after the event with respect to which such notice is given; and, such waiver shall be the equivalent of such notice. Waivers of notice by Holders shall be filed with the Paying Agent/Registrar, but such filing shall not be a condition precedent to the validity of any action taken in reliance upon such waiver.

Section 38. Cancellation. All Bonds surrendered for payment, transfer, exchange, or replacement, if surrendered to the Paying Agent/Registrar, shall be promptly canceled by it and, if surrendered to the City, shall be delivered to the Paying Agent/Registrar and, if not already canceled, shall be promptly canceled by the Paying Agent/Registrar. The City may at any time deliver to the Paying Agent/Registrar for cancellation any Bonds previously certified or registered and delivered which the City may have acquired in any manner whatsoever, and all Bonds so delivered shall be promptly canceled by the Paying Agent/Registrar. All canceled Bonds held by the Paying Agent/Registrar shall be disposed of as directed by the City.

Section 39. Legal Opinion. That the Purchasers' obligation to accept delivery of the Bonds herein authorized is subject to their being furnished a final legal opinion of Norton Rose

Fulbright US LLP, Dallas, Texas, approving such Bonds as to their validity, said opinion to be dated and delivered as of the date of delivery and payment of such Bonds. A true and correct reproduction of said opinion or an executed counterpart thereof may accompany the global Bonds deposited with The Depository Trust Company or a reproduction thereof may be printed on the definitive Bonds in the event the book entry only system shall be discontinued. The City Council confirms the continuation of the engagement of Norton Rose Fulbright US LLP as the City's bond counsel.

Section 40. CUSIP Numbers. CUSIP numbers may be printed on the Bonds. It is expressly provided, however, that the presence or absence of CUSIP numbers on the Bonds shall be of no significance or effect as regards the legality thereof and neither the City nor the attorneys approving said Bonds as to legality are to be held responsible for CUSIP numbers incorrectly printed on the Bonds.

Section 41. Benefits of Ordinance. Nothing in this Ordinance, expressed or implied, is intended or shall be construed to confer upon any person other than the City, the Paying Agent/Registrar and the Holders 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 City, the Paying Agent/Registrar and the Holders

Section 42. Inconsistent Provisions. All ordinances, orders, or resolutions, or parts thereof, which are in conflict or inconsistent with any provision of this Ordinance are hereby repealed to the extent of such conflict, and the provisions of this Ordinance shall be and remain controlling as to the matters contained herein.

Section 43. Governing Law. This Ordinance shall be construed and enforced in accordance with the laws of the State of Texas and the United States of America.

Section 44. Effect of Headings. The Section headings herein are for convenience of reference only and shall not affect the construction hereof.

Section 45. Construction of Terms. If appropriate in the context of this Ordinance, words of the singular number shall be considered to include the plural, words of the plural number shall be considered to include the singular, and words of the masculine, feminine, or neuter gender shall be considered to include the other genders.

Section 46. Continuing Disclosure Undertaking. This Section shall apply unless the Pricing Officer determines in the Pricing Certificate that an undertaking is not required pursuant to the Rule (defined below).

(a) Definitions. As used in this Section, the following terms have the meanings ascribed to such terms below:

"Financial Obligation" means a (a) debt obligation; (b) derivative instrument entered into in connection with, or pledged as security or a source of payment for, an existing or planned debt obligation; or (c) guarantee of a debt obligation or any such derivative instrument; provided that "financial obligation" shall not include municipal securities as to which a final official statement (as defined in the Rule) has been provided to the MSRB consistent with the Rule.

"MSRB" means the Municipal Securities Rulemaking Board.

“Rule” means SEC Rule 15c2 12, as amended from time to time or officially interpreted by the SEC.

“SEC” means the United States Securities and Exchange Commission.

(b) Annual Reports.

The City shall provide annually to the MSRB (1) within six months after the end of each fiscal year, beginning in the year stated in the Pricing Certificate, financial information and operating data with respect to the City of the general type included in the Official Statement approved by the Pricing Officer and described in the Pricing Certificate and (2) within twelve months after the end of each fiscal year, beginning in the year stated in the Pricing Certificate, if not provided as part of such financial information and operating data, audited financial statements of the City. Any financial statements so provided shall be prepared in accordance with the accounting principles described in Pricing Certificate, or such other accounting principles as the City may be required to employ from time to time pursuant to state law or regulation. If audited financial statements are not available within twelve months after the end of any fiscal year, the City will provide unaudited financial statements by the required time, and audited financial statements when and if such audited financial statements become available.

If the City changes its fiscal year, it will notify the MSRB of the change (and of the date of the new fiscal year end) prior to the next date by which the City otherwise would be required to provide financial information and operating data pursuant to this Section.

The financial information and operating data to be provided pursuant to this Section may be set forth in full in one or more documents or may be included by specific reference to any document available to the public on the MSRB’s Internet Web site or filed with the SEC.

(c) Notice of Certain Events.

The City shall provide notice of any of the following events with respect to the Bonds to the MSRB in a timely manner and not more than 10 business days after occurrence of the event:

- (1) Principal and interest payment delinquencies;
- (2) Non-payment related defaults, if material;
- (3) Unscheduled draws on debt service reserves reflecting financial difficulties;
- (4) Unscheduled draws on credit enhancements reflecting financial difficulties;
- (5) Substitution of credit or liquidity providers, or their failure to perform;
- (6) Adverse tax opinions, the issuance by the Internal Revenue Service of proposed or final determinations of taxability, Notices of Proposed Issue (IRS Form 5701-TEB), or other material notices or determinations with respect to the tax status of the Bonds, or other material events affecting the tax status of the Bonds;

- (7) Modifications to rights of holders of the Bonds, if material;
- (8) Bond calls, if material, and tender offers;
- (9) Defeasances;
- (10) Release, substitution, or sale of property securing repayment of the Bonds, if material;
- (11) Rating changes;
- (12) Bankruptcy, insolvency, receivership, or similar event of the City, which shall occur as described below;
- (13) The consummation of a merger, consolidation, or acquisition involving the City or the sale of all or substantially all of its assets, other than in the ordinary course of business, the entry into of a definitive agreement to undertake such an action or the termination of a definitive agreement relating to any such actions, other than pursuant to its terms, if material;
- (14) Appointment of a successor or additional trustee or the change of name of a trustee, if material;
- (15) Incurrence of a Financial Obligation of the City, if material, or agreement to covenants, events of default, remedies, priority rights, or other similar terms of a Financial Obligation of the City, any of which affect security holders, if material; and
- (16) Default, event of acceleration, termination event, modification of terms, or other similar events under the terms of a Financial Obligation of the City, any of which reflect financial difficulties.

For these purposes, (a) any event described in the immediately preceding paragraph (12) is considered to occur when any of the following occur: the appointment of a receiver, fiscal agent, or similar officer for the City in a proceeding under the United States Bankruptcy Code or in any other proceeding under state or federal law in which a court or governmental authority has assumed jurisdiction over substantially all of the assets or business of the City, or if such jurisdiction has been assumed by leaving the existing governing body and officials or officers in possession but subject to the supervision and orders of a court or governmental authority, or the entry of an order confirming a plan of reorganization, arrangement, or liquidation by a court or governmental authority having supervision or jurisdiction over substantially all of the assets or business of the City and (b) the City intends the words used in the immediately preceding paragraphs (15) and (16) in this Section to have the meanings ascribed to them in SEC Release No. 34-83885, dated August 20, 2018.

The City shall notify the MSRB, in a timely manner, of any failure by the City to provide financial information or operating data in accordance with subsection (b) of this Section by the time required by such Section.

(d) Filings with the MSRB.

All financial information, operating data, financial statements, notices and other documents provided to the MSRB in accordance with this Section shall be provided in an electronic format prescribed by the MSRB and shall be accompanied by identifying information as prescribed by the MSRB.

(e) Limitations, Disclaimers, and Amendments.

The City shall be obligated to observe and perform the covenants specified in this Section for so long as, but only for so long as, the City remains an “obligated person” with respect to the Bonds within the meaning of the Rule, except that the City in any event will give the notice required by subsection (c) of this Section of any Bond calls and defeasance that cause the City to be no longer such an “obligated person.”

The provisions of this Section are for the sole benefit of the Holders and beneficial owners of the Bonds; and, nothing in this Section, express or implied, shall give any benefit or any legal or equitable right, remedy, or claim hereunder to any other person. The City undertakes to provide only the financial information, operating data, financial statements, and notices which it has expressly agreed to provide pursuant to this Section. Except as expressly provided within this Section, the City does not undertake to provide any other information, whether or not it may be relevant or material to a complete presentation of the City’s financial results, condition, or prospects; nor does the City undertake to update any information provided in accordance with this Section or otherwise. Furthermore, the City does not make any representation or warranty concerning such information or its usefulness to a decision to invest in or sell Bonds at any future date.

UNDER NO CIRCUMSTANCES SHALL THE CITY BE LIABLE TO THE HOLDER OR BENEFICIAL OWNER OF ANY BOND OR ANY OTHER PERSON, IN CONTRACT OR TORT, FOR DAMAGES RESULTING IN WHOLE OR IN PART FROM ANY BREACH BY THE CITY, WHETHER NEGLIGENT OR WITHOUT FAULT ON ITS PART, OF ANY COVENANT SPECIFIED IN THIS SECTION, BUT EVERY RIGHT AND REMEDY OF ANY SUCH PERSON, IN CONTRACT OR TORT, FOR OR ON ACCOUNT OF ANY SUCH BREACH SHALL BE LIMITED TO AN ACTION FOR MANDAMUS OR SPECIFIC PERFORMANCE.

No default by the City in observing or performing its obligations under this Section shall constitute a breach of or default under this Ordinance for purposes of any other provision of this Ordinance.

Nothing in this Section is intended or shall act to disclaim, waive, or otherwise limit the duties of the City under federal and state securities laws.

Notwithstanding anything herein to the contrary, the provisions of this Section may be amended by the City from time to time to adapt to changed circumstances resulting from a change in legal requirements, a change in law, or a change in the identity, nature, status, or type of operations of the City, but only if (1) the provisions of this Section, as so amended, would have permitted an underwriter to purchase or sell Bonds in the primary offering of the Bonds in compliance with the Rule, taking into account any amendments or interpretations of the Rule to the date of such amendment, as well as such changed circumstances, and (2) either (a) the Holders of a majority in aggregate principal amount (or any greater amount required by any other provision of this Ordinance that authorizes such an amendment) of the Outstanding Bonds

consent to such amendment or (b) a Person that is unaffiliated with the City (such as nationally recognized bond counsel) determines that such amendment will not materially impair the interests of the Holders and beneficial owners of the Bonds. The provisions of this Section may also be amended from time to time or repealed by the City if the SEC amends or repeals the applicable provisions of the Rule or a court of final jurisdiction determines that such provisions are invalid, but only if and to the extent that reservation of the City's right to do so would not prevent underwriters of the initial public offering of the Bonds from lawfully purchasing or selling Bonds in such offering. If the City so amends the provisions of this Section, it shall include with any amended financial information or operating data next provided pursuant to subsection (b) of this Section an explanation, in narrative form, of the reasons for the amendment and of the impact of any change in the type of financial information or operating data so provided.

Section 47. Further Procedures. Any one or more of the Mayor, Mayor Pro Tem, City Manager, Chief Financial Officer, and City Secretary 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 on behalf of the City all agreements, instruments, certificates or other documents, whether mentioned herein or not, as may be necessary or desirable in order to carry out the terms and provisions of this Ordinance and the issuance of the Bonds. In addition, prior to the initial delivery of the Bonds, the Mayor, Mayor Pro Tem, City Manager, Chief Financial Officer or Bond Counsel to the City are each hereby authorized and directed to approve any changes or corrections to this Ordinance or to any of the documents authorized and approved by this Ordinance: (i) in order to cure any ambiguity, formal defect, or omission in the Ordinance or such other document; or (ii) as requested by the Attorney General of the State of Texas or his representative to obtain the approval of the Bonds by the Attorney General and if such officer or counsel determines that such changes are consistent with the intent and purpose of the Ordinance, which determination shall be final. In the event that any officer of the City whose signature shall appear on any document shall cease to be such officer before the delivery of such document, such signature nevertheless shall be valid and sufficient for all purposes the same as if such officer had remained in office until such delivery.

Section 48. Municipal Bond Insurance. The Bonds may be sold with the principal of and interest thereon being insured by a municipal bond insurance provider authorized to transact business in the State of Texas. The Pricing Officer is hereby authorized to make the selection of municipal bond insurance (if any) for the Bonds and make the determination of the provisions of any commitment therefor.

Section 49. Severability. If any provision of this Ordinance or the application thereof to any circumstance shall be held to be invalid, the remainder of this Ordinance and the application thereof to other circumstances shall nevertheless be valid, and the City Council hereby declares that this Ordinance would have been enacted without such invalid provision.

Section 50. Incorporation of Reservations, Findings, and Determinations. The reservations, findings and determinations set forth in the preambles of this Ordinance are hereby incorporated herein as if fully set forth in the body of this Ordinance and are adopted as official reservations, findings and determinations.

Section 51. Public Meeting. It is officially found, determined, and declared that the meeting at which this Ordinance is adopted was open to the public and public notice of the time, place, and subject matter of the public business to be considered at such meeting, including this Ordinance, was given, all as required by Texas Government Code, Chapter 551, as amended.

Section 52. Effective Date. That this Ordinance shall take effect and be in force from and after its passage and approval, in accordance with the provisions of Texas Government Code, Section 1201.028, as amended.

[The remainder of this page is left blank intentionally.]

PASSED, APPROVED AND EFFECTIVE this the 21st day of April, 2020.

CITY OF GRAND PRAIRIE, TEXAS

Mayor

ATTEST:

City Secretary

APPROVED:

City Attorney

(City Seal)

EXHIBIT A
PAYING AGENT/REGISTRAR AGREEMENT



Legislation Details (With Text)

File #:	20-9895	Version:	1	Name:	Sales Tax Rev Bonds 2020
Type:	Ordinance	Status:		Items for Individual Consideration	
File created:	4/1/2020	In control:		City Council	
On agenda:	4/21/2020	Final action:			
Title:	Discussion and consideration of all matters incident and related to the issuance and sale of "City of Grand Prairie, Texas Sales Tax Revenue Refunding Bonds, Series 2020," including the adoption of an ordinance authorizing the issuance of such bonds, establishing parameters for the sale and issuance of such bonds and delegating certain matters to an authorized official of the City.				

Sponsors:

Indexes:

Code sections:

Attachments: [GP Sales Tax Ref parameters Ordinance.pdf](#)

Date	Ver.	Action By	Action	Result
------	------	-----------	--------	--------

From

Brady Olsen, Treasury and Debt Manager

Title

Discussion and consideration of all matters incident and related to the issuance and sale of "City of Grand Prairie, Texas Sales Tax Revenue Refunding Bonds, Series 2020," including the adoption of an ordinance authorizing the issuance of such bonds, establishing parameters for the sale and issuance of such bonds and delegating certain matters to an authorized official of the City.

Presenter

Brady Olsen, Treasury and Debt Manager

Recommended Action

Approve

Analysis

The city has the opportunity to refund approximately \$7 million in outstanding park venue sales tax bonds at a savings above the current policy levels (5% or \$200,000). This will be a parameters ordinance which will allow city staff to better time the sale in a potentially volatile market.

Financial Consideration

The revenue bonds are being sold through a negotiated sale with Raymond James serving as Manager.

Body

ORDINANCE NO. ____-2020

AN ORDINANCE by the City Council of the City of Grand Prairie, Texas authorizing the issuance of "City of Grand Prairie, Texas, Sales Tax Revenue

Refunding Bonds, Series 2020,” pledging certain “Pledged Revenues” of the City, including “Gross Sales Tax Revenues,” to the payment of the principal of and interest on said Bonds; enacting provisions incident and related to the issuance, payment, security and delivery of said Bonds, establishing procedures for the sale and delivery of said Bonds; and delegating matters relating to the sale and issuance of said Bonds to an authorized City official; and providing an effective date.

WHEREAS, in accordance with the provisions of Texas Local Government Code, Chapter 334 (the “Act”), the qualified voters of the City of Grand Prairie, Texas (the “City”), voting in an election held November 2, 1999, authorized the City to improve and add to all of its parks and recreation system (the “Project”) and to impose a sales and use tax at the rate of one-fourth of one percent for the purpose of financing such Project;

WHEREAS, the City has heretofore issued Previously Issued Bonds (as defined herein) and has pledged the Pledged Revenues (as defined herein) of the City, including Gross Sales Tax Revenues (as defined herein) for the payment thereof;

WHEREAS, the City Council of the City of Grand Prairie, Texas (the “City”), has heretofore issued, sold, and delivered, and there are currently outstanding bonds of the following issue, to wit: “City of Grand Prairie, Texas, Sales Tax Subordinate Lien Revenue Refunding Bonds, Series 2009,” dated December 1, 2009, maturing February 15, 2027 (the “Refunded Bonds”);

WHEREAS, pursuant to the provisions of Texas Local Government Code, Chapter 334, as amended, and Texas Government Code, Chapter 1207, as amended, the City Council of the City is authorized to issue refunding bonds and deposit the proceeds of the sale thereof directly with the place of payment for the Refunded Bonds, and such deposit, when made in accordance with said statute, shall constitute the making of firm banking and financial arrangements for the discharge and final payment of the Refunded Bonds; and

WHEREAS, the City shall by this Ordinance, in accordance with the provisions of Section 1207.007 of Chapter 1207, Texas Government Code, as amended, delegate to a Pricing Officer (hereinafter designated) the authority to determine the principal amount and certain other specified terms of the Bonds to be issued, negotiate the terms of sale thereof and select the specific portion, in whole or in part, of the Refunded Bonds to be refunded; and

WHEREAS, the Council hereby finds and determines that it is a public purpose and in the best interests of the City to refund the Refunded Bonds in order to achieve a present value debt service savings on such indebtedness and to authorize the issuance of the Bonds in one or more series with the terms of such bonds to be included in one or more pricing certificates (the “Pricing Certificate”) to be executed by the Pricing Officer (hereinafter defined), all in accordance with the provisions of Section 1207.007 of Chapter 1207, Texas Government Code, as amended; and

WHEREAS, the City Council hereby finds and determines that the Refunded Bonds are scheduled to mature, or are subject to being redeemed, not more than twenty (20) years from the date of the refunding bonds herein authorized; and

WHEREAS, the City Council of the City hereby finds and determines that all such conditions precedent to the issuance of the bonds herein authorized have been met and satisfied in that: (i) prior to the delivery of the bonds authorized by this Ordinance, the Chief Financial Officer of the City will execute a certificate stating that the City is not now in default as to any covenant, obligation or agreement contained in any ordinance authorizing the Parity Bonds (as defined herein); (ii) prior to the delivery of the bonds authorized by this Ordinance, the City will secure from a certified public accountant a certificate or opinion to the effect that, according to the books and records of the City, the Gross Sales Tax Revenues received by the City for either (a) the last completed Fiscal Year next preceding the adoption of this Ordinance or (b) any twelve (12) consecutive months out of the previous eighteen (18) months next preceding the adoption of this Ordinance

are equal to not less than 1.25 times the maximum annual Debt Service for all Parity Bonds which will be Outstanding after giving effect to the issuance of the Bonds; and (iii) the Required Reserve to be accumulated and maintained in the Reserve Fund will be increased to the extent required by the ordinances authorizing the Previously Issued Bonds; now, therefore,

BE IT ORDAINED BY THE CITY COUNCIL OF THE CITY OF GRAND PRAIRIE, TEXAS:

SECTION 1: Authorization - Designation - Principal Amount - Purpose. Bonds of the City shall be and are hereby authorized to be issued in the aggregate principal amount set forth in the Pricing Certificate to be designated and bear the title "City of Grand Prairie, Texas, Sales Tax Revenue Refunding Bonds, Series 2020" (hereinafter referred to as the "Bonds"), for the purposes of (1) the discharge and final payment of certain outstanding sales tax revenue obligations of the City (identified in the preamble hereof and referred to as the "Refunded Bonds") and (2) to pay the costs of issuance, in conformity with the Constitution and laws of the State of Texas, including Texas Local Government Code, Chapter 334, as amended, and Texas Government Code, Chapter 1207, as amended.

SECTION 2: Fully Registered Obligations - Authorized Denominations - Stated Maturities - Interest Maximum Rate - Date. The Bonds are issuable in fully registered form only; shall be dated as provided in the Pricing Certificate (the "Bond Date") and shall be in denominations of \$5,000 or any integral multiple thereof (within a Stated Maturity) and the Bonds shall become due and payable on February 15 in each of the years and in principal amounts (the "Stated Maturities") and bear interest on the unpaid principal amount from the date(s) specified in the Pricing Certificate at the rates per annum in accordance with the details set forth in the Pricing Certificate and interest thereon shall be payable on February 15 and August 15 of each year, commencing on the date set forth in the Pricing Certificate.

SECTION 3: Delegation of Authority to Pricing Officer. As authorized by Section 1207.007 of Chapter 1207, Texas Government Code, as amended, the City Manager or Chief Financial Officer of the City (either the "Pricing Officer") is hereby authorized to act on behalf of the City in selling and delivering the Bonds and carrying out the other procedures specified in this Ordinance, including selection of the portion of the Refunded Bonds to be refunded, determining the aggregate principal amount of the Bonds, the date of the Bonds, any additional or different designation or title by which the Bonds shall be known, determining whether the Bonds shall be issued in one or more series or subseries, the price at which the Bonds will be sold, the manner of sale (negotiated, privately placed or competitively bid), 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 date from which interest on the Bonds will accrue, the interest payment dates, the price and terms upon and at which the Bonds shall be subject to redemption prior to maturity at the option of the City, as well as any mandatory sinking fund redemption provisions, determination of the use of a book-entry-only securities clearance, settlement and transfer system, the designation of one or more paying agent/registrars, the designation of one or more escrow agents, if applicable, satisfying the requirements of Texas Government Code, Chapter 1207, as amended the terms of any bond insurance applicable to the Bonds, including any modification of the continuing disclosure undertaking contained in Section 41 hereof as may be required by the purchasers of the Bonds in connection with any amendments to the Rule (hereinafter defined), any adjustment to the Reserve Fund and all other matters relating to the issuance, sale and delivery of the Bonds, all of which shall be specified in the Pricing Certificate, provided that:

- (a) the aggregate original principal amount of the Bonds shall not exceed \$6,995,000;
- (b) the maximum net effective interest rate for the Bonds shall not exceed 2.80%;
- (c) the refunding must produce a net present value debt service savings of at least the lesser of 5.00% net of any contribution by the City, or \$203,000 net of any contribution by the City; and
- (d) the maximum maturity date for the Bonds shall not exceed February 15, 2027.

The execution of the Pricing Certificate shall evidence the sale date of the Bonds by the City to the Purchasers (hereinafter defined).

If the Pricing Officer determines that bond insurance results in a net reduction of the City's interest costs associated with the Bonds, then the Pricing Officer is authorized, in connection with effecting the sale of the Bonds, to make the selection of a municipal bond insurance company for the Bonds (each, an "Insurer") and to obtain from the Insurer a municipal bond insurance policy in support of the Bonds. The Pricing Officer shall have the authority to determine the provisions of the commitment for any such policy or policies and to execute any documents to affect the

issuance of said policy or policies by the Insurer.

In establishing the aggregate principal amount of the Bonds, the Pricing Officer shall establish an amount not exceeding the amount authorized in subsection (3)(a) above, which shall be sufficient in amount to provide for the purposes for which the Bonds are authorized and to pay costs of issuing the Bonds. The delegation made hereby shall expire if not exercised by the Pricing Officer by August 31, 2020. The Bonds shall be sold to the purchaser(s)/underwriter(s) named in the Pricing Certificate (the "Purchasers"), at such price and with and subject to such terms as set forth in the Pricing Certificate and the Purchase Contract (hereinafter defined), and may be sold by negotiated or competitive sale or by private placement. The Pricing Officer is hereby delegated the authority to designate the Purchasers, which delegation shall be evidenced by the execution of the Pricing Certificate.

SECTION 4: Payment of Bonds - Paying Agent/Registrar. The principal of, premium, if any, and the interest on the Bonds, due and payable by reason of maturity or otherwise, shall be payable only to the registered owners or holders of the Bonds (hereinafter called the "Registered Owners") appearing on the registration and transfer books (the "Security Register") for the Bonds maintained by the Paying Agent/Registrar and the payment thereof shall be in any coin or currency of the United States of America, which at the time of payment is legal tender for the payment of public and private debts, and shall be without exchange or collection charges to the Registered Owners.

The selection and appointment of The Bank of New York Mellon Trust Company, N.A., Dallas, Texas or its assigns to serve as Paying Agent/Registrar for the Bonds is hereby approved and confirmed. Books and records relating to the registration, payment, exchange and transfer of the Bonds (the "Security Register"), shall at all times be kept and maintained on behalf of the City by the Paying Agent/Registrar, all as provided herein, in accordance with the terms and provisions of a "Paying Agent/Registrar Agreement," substantially in the form attached hereto as **Exhibit A** and such reasonable rules and regulations as the Paying Agent/Registrar and the City may prescribe; and the Mayor and City Secretary or the Pricing Officer are authorized to execute and deliver such Paying Agent/Registrar Agreement in connection with the delivery of the Bonds. The City covenants to maintain and provide a Paying Agent/Registrar at all times until the Bonds are paid and discharged, and any successor Paying Agent/Registrar shall be a bank, trust company, financial institution or other entity qualified and authorized to serve in such capacity and perform the duties and services of Paying Agent/Registrar. Upon any change in the Paying Agent/Registrar for the Bonds, the City agrees to promptly cause a written notice thereof to be sent to each Holder by United States Mail, first class postage prepaid, which notice shall also give the address of the new Paying Agent/Registrar.

The Bonds shall be payable at their Stated Maturities only upon the presentation and surrender to the Paying Agent/Registrar at its designated offices, initially in East Syracuse, New York, or, with respect to a successor Paying Agent/Registrar, at the designated offices of such successor (the "Designated Payment/Transfer Office"). Interest on the Bonds shall be paid to the Registered Owners whose names appear in the Security Register at the close of business on the Record Date (the last business day of the month next preceding each interest payment date) and shall be paid by the Paying Agent/Registrar (i) by check sent United States Mail, first class postage prepaid, to the address of the Holder recorded in the Security Register or (ii) by such other method, acceptable to the Paying Agent/Registrar, requested by, and at the risk and expense of, the Holder. If the date for the payment of the Bonds shall be a Saturday, Sunday, a legal holiday, or a day when banking institutions in the city where the Designated Payment/Transfer Office of the Paying Agent/Registrar is located are authorized by law or executive order to be closed, then the date for such payment shall be the next succeeding day which is not such a Saturday, Sunday, legal holiday, or day when banking institutions are authorized to be closed; and payment on such date shall have the same force and effect as if made on the original date payment was due.

In the event of a non-payment of interest on one or more maturities on a scheduled payment date on the Bonds, and for thirty (30) days thereafter, a new record date for such interest payment for such maturity or maturities (a "Special Record Date") will be established by the Paying Agent/Registrar, if and when funds for the payment of such interest have been received from the City. Notice of the Special Record Date and of the scheduled payment date of the past due interest (which shall be fifteen (15) days after the Special Record Date) shall be sent at least five (5) business days prior to the Special Record Date by United States Mail, first class postage prepaid, to the address of each Holder of the Bonds appearing on the Security Register at the close of business on the last business day next preceding the date of mailing of such notice.

SECTION 5: Execution - Registration. The Bonds shall be executed on behalf of the City by the Mayor or Mayor Pro Tem under its seal reproduced or impressed thereon and countersigned by the City Secretary. The signature of said officers on the Bonds may be manual or facsimile. Bonds bearing the manual or facsimile signatures of

individuals who are or were the proper officers of the City on the Bond Date shall be deemed to be duly executed on behalf of the City, notwithstanding that such individuals or either of them shall cease to hold such offices at the time of delivery of the Bonds to the initial purchaser(s) and with respect to Bonds delivered in subsequent exchanges and transfers, all as authorized and provided in Texas Government Code, Chapter 1201, as amended.

No Bond shall be entitled to any right or benefit under this Ordinance, or be valid or obligatory for any purpose, unless there appears on such Bond either a certificate of registration substantially in the form provided in Section 9C, manually executed by the Comptroller of Public Accounts of the State of Texas or his duly authorized agent, or a certificate of registration substantially in the form provided in Section 9D, executed by an authorized officer, employee or representative of the Paying Agent/Registrar, and either such certificate upon any Bond shall be conclusive evidence, and the only evidence, that such Bond has been duly certified or registered and delivered.

SECTION 6: Book-Entry Only Transfers and Transactions. Notwithstanding the provisions contained herein relating to the payment and transfer/exchange of the Bonds, the City hereby approves and authorizes the use of "Book-Entry Only" securities clearance, settlement and transfer system provided by The Depository Trust Company (DTC), a limited purpose trust company organized under the laws of the State of New York, in accordance with the requirements and procedures identified in the current DTC Operational Arrangements memorandum, as amended, the Blanket Issuer Letter of Representations, by and between the City and DTC, and the Letter of Representation from the Paying Agent/Registrar to DTC (collectively, the "Depository Agreement").

Pursuant to the Depository Agreement and the rules of DTC, the Bonds shall be deposited with DTC who shall hold said Bonds for its participants (the "DTC Participants"). While the Bonds are held by DTC under the Depository Agreement, the Holder of the Bonds on the Security Register for all purposes, including payment and notices, shall be Cede & Co., as nominee of DTC, notwithstanding the ownership of each actual purchaser or owner of each Bond (the "Beneficial Owners") being recorded in the records of DTC and DTC Participants.

In the event DTC determines to discontinue serving as securities depository for the Bonds or otherwise ceases to provide book-entry clearance and settlement of securities transactions in general or the City determines that DTC is incapable of properly discharging its duties as securities depository for the Bonds, the City covenants and agrees with the Registered Owners of the Bonds to cause Bonds to be printed in definitive form and provide for the Bonds to be issued and delivered to DTC Participants and Beneficial Owners, as the case may be. Thereafter, the Bonds in definitive form shall be assigned, transferred and exchanged on the Security Register maintained by the Paying Agent/Registrar and payment of such Bonds shall be made in accordance with the provisions of Sections 4 and 5 hereof and in the Pricing Certificate.

SECTION 7: Registration - Transfer - Exchange of Bonds - Predecessor Bonds. A Security Register relating to the registration, payment, and transfer or exchange of the Bonds shall at all times be kept and maintained by the City at the Designated Payment/Transfer Office of the Paying Agent/Registrar, and the Paying Agent/Registrar shall obtain, record, and maintain in the Security Register the name and address of each Holder of the Bonds issued under and pursuant to the provisions of this Ordinance. Any Bond may, in accordance with its terms and the terms hereof, be transferred or exchanged for Bonds of other authorized denominations upon the Security Register by the Holder, in person or by his duly authorized agent, upon surrender of such Bond to the Paying Agent/Registrar for cancellation, accompanied by a written instrument of transfer or request for exchange duly executed by the Holder or by his duly authorized agent, in form satisfactory to the Paying Agent/Registrar.

Upon surrender for transfer of any Bond at the Designated Payment/Transfer Office of the Paying Agent/Registrar, the Paying Agent/Registrar shall register and deliver, in the name of the designated transferee or transferees, one or more new Bonds executed on behalf of, and furnished by, the City of authorized denominations and having the same Stated Maturity and of a like aggregate principal amount as the Bond or Bonds surrendered for transfer.

At the option of the Holder, Bonds may be exchanged for other Bonds of authorized denominations and having the same Stated Maturity, bearing the same rate of interest and of like aggregate principal amount as the Bonds surrendered for exchange, upon surrender of the Bonds to be exchanged at the Designated Payment/Transfer Office of the Paying Agent/Registrar. Whenever any Bonds are so surrendered for exchange, the Paying Agent/Registrar shall register and deliver new Bonds executed on behalf of, and furnished by, the City to the Holder requesting the exchange.

All Bonds issued upon any transfer or exchange of Bonds shall be delivered at the Designated Payment/Transfer Office of the Paying Agent/Registrar, or sent by United States mail, first class postage prepaid, to the Holder at his

request, risk, and expense and, upon the delivery thereof, the same shall be valid obligations of the City, evidencing the same obligation to pay, and entitled to the same benefits under this Ordinance, as the Bonds surrendered in such transfer or exchange.

All transfers or exchanges of Bonds pursuant to this Section shall be made without expense or service charge to the Holder, except as otherwise herein provided, and except that the Paying Agent/Registrar shall require payment by the Holder requesting such transfer or exchange of any tax or other governmental charges required to be paid with respect to such transfer or exchange.

Bonds canceled by reason of an exchange or transfer pursuant to the provisions hereof are hereby defined to be "Predecessor Bonds," evidencing all or a portion, as the case may be, of the same obligation to pay evidenced by the new Bond or Bonds registered and delivered in the exchange or transfer therefor. Additionally, the term "Predecessor Bonds" shall include any Bond registered and delivered pursuant to Section 26 hereof in lieu of a mutilated, lost, destroyed, or stolen Bond which shall be deemed to evidence the same obligation as the mutilated, lost, destroyed, or stolen Bond.

SECTION 8: Initial Bond(s). The Bonds herein authorized shall be initially issued as a single fully registered bond in the total principal amount of this series with principal installments to become due and payable as provided in the Pricing Certificate and numbered T-1, or (ii) alternatively, as one bond for each year of maturity in the applicable principal amount and denomination and to be numbered consecutively from T-1 and upward (hereinafter called the "Initial Bond(s)") and, in either case, the Initial Bond(s) shall be registered in the name of the initial purchaser(s) or the designee thereof. The Initial Bond(s) shall be the Bonds submitted to the Office of the Attorney General of the State of Texas for approval, certified and registered by the Office of the Comptroller of Public Accounts of the State of Texas and delivered to the initial purchaser(s). Any time after the delivery of the Initial Bond(s), the Paying Agent/Registrar, pursuant to written instructions from the purchaser(s), or the designee thereof, shall cancel the Initial Bond(s) delivered hereunder and exchange therefor definitive Bonds of authorized denominations, Stated Maturities, principal amounts, and bearing applicable interest rates for transfer and delivery to the Holder named at the addresses identified therefor; all pursuant to and in accordance with such written instructions from the initial purchaser(s), or the designee thereof, and such other information and documentation as the Paying Agent/Registrar may reasonably require.

SECTION 9: Forms.

A. Forms Generally. The Bonds, the Registration Certificate of the Comptroller of Public Accounts of the State of Texas, the Certificate of Registration, and the form of Assignment to be printed on each of the Bonds, shall be substantially in the forms set forth in this Section with such appropriate insertions, omissions, substitutions, and other variations as are permitted or required by this Ordinance, with the Bonds to be completed and modified with the information set forth in the Pricing Certificate, and may have such letters, numbers, or other marks of identification (including identifying numbers and letters of the Committee on Uniform Securities Identification Procedures of the American Bankers Association) and such legends and endorsements (including insurance legends, if the Bonds are to be insured, and any reproduction of an opinion of counsel) thereon as may, consistently herewith, be established by the City or determined by the Pricing Officer or the officers executing such Bonds as evidenced by their execution thereof. The Pricing Certificate shall set forth the final and controlling forms and terms of each series of the Bonds. Any portion of the text of any Bonds may be set forth on the reverse side thereof, with an appropriate reference thereto on the face of the Bond.

The definitive Bonds shall be printed, lithographed, or engraved or produced in any other similar manner, all as determined by the officers executing such Bonds as evidenced by their execution thereof, but the Initial Bond(s) submitted to the Attorney General of Texas may be typewritten or photocopied or otherwise reproduced.

The City may provide (i) for issuance of one fully registered Bond for each Stated Maturity in the aggregate principal amount of each Stated Maturity and (ii) for registration of such Bonds in the name of a securities depository, or the nominee thereof. While any Bond is registered in the name of a securities depository or its nominee, references herein and in the Bonds to the holder or owner of such Bond shall mean the securities depository or its nominee and shall not mean any other person.

B. Form of Definitive Bond.

REGISTERED

REGISTERED

NO. _____

\$ _____

UNITED STATES OF AMERICA

STATE OF TEXAS

CITY OF GRAND PRAIRIE, TEXAS

SALES TAX REVENUE REFUNDING BOND

SERIES 2020

Bond Date:
_____, 2020Interest Rate:
_____Stated Maturity:
_____CUSIP NO.

Registered Owner: _____

Principal Amount: _____ DOLLARS

The City of Grand Prairie, Texas, (hereinafter referred to as the "City"), a body corporate and municipal corporation in the Counties of Dallas, Tarrant and Ellis, State of Texas, for value received, hereby promises to pay to order of the Registered Owner named above (the "Registered Owner"), or the registered assigns thereof, solely from the revenues hereinafter defined, on the Stated Maturity date specified above, the Principal Amount stated above (or so much thereof as shall not have been paid upon prior redemption) and to pay interest on the unpaid Principal Amount hereof from _____ at the per annum rate of interest specified above computed on the basis of a 360-day year consisting of twelve 30-day months; such interest being payable on February 15 and August 15 of each year commencing _____ 15, 20____, until maturity [or prior redemption]. Principal of this Bond shall be payable at its Stated Maturity or on a redemption date to the Registered Owner hereof, upon presentation and surrender, at the Designated Payment/Transfer Office of the Paying Agent/Registrar executing the registration certificate appearing hereon, or its successor. Interest shall be payable to the Registered Owner of this Bond (or one or more Predecessor Bonds, as defined in the Ordinance hereinafter referenced) whose name appears on the "Security Register" maintained by the Paying Agent/Registrar at the close of business on the "Record Date," which is the last business day of the month next preceding each interest payment date. All payments of principal of, premium, if any, and interest on this Bond shall be in any coin or currency of the United States of America, which at the time of payment is legal tender for the payment of public and private debts, and shall be made by the Paying Agent/Registrar by check sent on or prior to the appropriate date of payment by United States Mail, first class postage prepaid, to the address of the Registered Owner recorded in the Security Register on the Record Date or by such other method, acceptable to the Paying Agent/ Registrar, requested by, and at the risk and expense of, the Registered Owner. If the date for the payment of the Bonds shall be a Saturday, Sunday, a legal holiday, or a day when banking institutions in the city where the Designated Payment/Transfer Office of the Paying Agent/Registrar is located are authorized by law or executive order to be closed, then the date for such payment shall be the next succeeding day which is not such a Saturday, Sunday, legal holiday, or day when banking institutions are authorized to be closed; and payment on such date shall have the same force and effect as if made on the original date payment was due.

This Bond is one of the series specified in its title issued in the aggregate principal amount of \$_____ (herein referred to as the "Bonds") for the purposes of (1) the discharge and final payment of certain outstanding sales tax revenue obligations of the City (identified in the Ordinance hereinafter referenced and referred to as the "Refunded Bonds") and (2) to pay the costs of issuance, in conformity with the Constitution and laws of the State of Texas, including Texas Local Government Code, Chapter 334, as amended, and Texas Government Code, Chapter 1207, as amended, and an Ordinance adopted by the governing body of the City (the "Bond Ordinance" and jointly with the Pricing Certificate, the "Ordinance").

[The Bonds maturing on the dates hereinafter identified (the "Term Bonds") are subject to mandatory redemption prior to maturity with funds on deposit in the Bond Fund established and maintained for the payment thereof in the Ordinance, and shall be redeemed in part prior to maturity at the price of par and accrued interest thereon to the date of

redemption, and without premium, on the dates and in the principal amounts as follows:

Term Bonds due _____, 20__		Term Bonds due _____, 20__	
<u>Redemption Date</u>	<u>Principal Amount</u>	<u>Redemption Date</u>	<u>Principal Amount</u>
_____, 20__		_____, 20__	
_____, 20__*		_____, 20__*	

* Stated maturity.

The particular Term Bonds of a Stated Maturity to be redeemed on each redemption date shall be chosen by lot by the Paying Agent/Registrar; provided, however, that the principal amount of Term Bonds for a Stated Maturity required to be redeemed on a mandatory redemption date may be reduced, at the option of the City, by the principal amount of Term Bonds of like Stated Maturity which, at least fifty (50) days prior to a mandatory redemption date, (1) shall have been acquired by the City at a price not exceeding the principal amount of such Term Bonds plus accrued interest to the date of purchase thereof, and delivered to the Paying Agent/Registrar for cancellation or (2) shall have been redeemed pursuant to the optional redemption provisions appearing below and not theretofore credited against a mandatory redemption requirement.]

The Bonds maturing on and after ____ 15, 20__, may be redeemed prior to their Stated Maturities, at the option of the City, in whole or in part in principal amounts of \$5,000 or any integral multiple thereof (and if within a Stated Maturity by lot by the Paying Agent/Registrar), on ____ 15, 20__, or on any date thereafter, at the redemption price of par, together with accrued interest to the date of redemption.

At least thirty (30) days prior to the date fixed for any redemption of Bonds, the City shall cause a written notice of such redemption to be sent by United States Mail, first class postage prepaid, to the registered owners of each Bond to be redeemed at the address shown on the Security Register and subject to the terms and provisions relating thereto contained in the Ordinance. If a Bond (or any portion of its principal sum) shall have been duly called for redemption and notice of such redemption duly given, then upon such redemption date such Bond (or the portion of its principal sum to be redeemed) shall become due and payable, and interest thereon shall cease to accrue from and after the redemption date; provided moneys for the payment of the redemption price and the interest on the principal amount to be redeemed to the date of redemption are held for the purpose of such payment by the Paying Agent/Registrar.

In the event a portion of the principal amount of a Bond is to be redeemed and the registered owner is someone other than Cede & Co., payment of the redemption price of such principal amount shall be made to the registered owner only upon presentation and surrender of such Bond to the Designated Payment/Transfer Office of the Paying Agent/Registrar, and a new Bond or Bonds of like maturity and interest rate in any authorized denominations provided by the Ordinance for the then unredeemed balance of the principal sum thereof will be issued to the registered owner, without charge. If a Bond is selected for redemption, in whole or in part, the City and the Paying Agent/Registrar shall not be required to transfer such Bond to an assignee of the registered owner within forty-five (45) days of the redemption date; provided, however, such limitation on transferability shall not be applicable to an exchange by the registered owner of the unredeemed balance of a Bond redeemed in part.

With respect to any optional redemption of the Bonds, unless moneys sufficient to pay the principal of and premium, if any, and interest on the Bonds to be redeemed shall have been received by the Paying Agent/Registrar prior to the giving of such notice of redemption, such notice may state that said redemption is conditional upon the receipt of such moneys by the Paying Agent/Registrar on or prior to the date fixed for such redemption, or upon the satisfaction of any prerequisites set forth in such notice of redemption; and, if sufficient moneys are not received, such notice shall be of no force and effect, the City shall not redeem such Bonds and the Paying Agent/Registrar shall give notice, in the manner in which the notice of redemption was given, to the effect that the Bonds have not been redeemed.

The Bonds are special obligations of the City and, together with the outstanding and unpaid Previously Issued Bonds (as defined in the Ordinance authorizing the issuance of the Bonds), are payable solely from and secured by a pledge of the Pledged Revenues (as defined in the Ordinance authorizing the issuance of the Bonds), to wit: receipts from a ¼ of 1% sales and use tax levied within the City pursuant to the Act and an election held in the City. The Bonds do not constitute a legal or equitable pledge, charge, lien or encumbrance upon any property of the City, except with respect to the "Pledged Revenues." The Registered Owner hereof shall never have the right to demand payment of this

obligation out of any property taxes raised or to be raised by the City.

Subject to satisfying the terms and conditions prescribed therefor, the City has reserved the right to issue additional revenue obligations payable from and equally and ratably secured by a parity lien on and pledge of the Pledged Revenues, in the same manner and to the same extent as the Bonds.

Reference is hereby made to the Ordinance, a copy of which is on file in the Designated Payment/Transfer Office of the Paying Agent/Registrar, and to all of the provisions of which the Registered Owner by his acceptance hereof hereby assents, for definitions of terms; the description of and the nature and extent of the security for the Bonds; the Pledged Revenues pledged to the payment of the principal of and interest on the Bonds; the nature and extent and manner of enforcement of the lien and pledge securing the payment of the Bonds; the terms and conditions for the issuance of additional revenue obligations; the terms and conditions relating to the transfer or exchange of this Bond; the conditions upon which the Ordinance may be amended or supplemented with or without the consent of the Registered Owners; the rights, duties, and obligations of the City and the Paying Agent/Registrar; the terms and provisions upon which the liens, pledges, charges and covenants made therein may be discharged at or prior to the maturity of this Bond, and this Bond deemed to be no longer Outstanding thereunder; and for the other terms and provisions thereof. Capitalized terms used herein have the same meanings assigned in the Ordinance.

This Bond, subject to certain limitations contained in the Ordinance, may be transferred on the Security Register only upon its presentation and surrender at the Designated Payment/Transfer Office of the Paying Agent/Registrar, with the Assignment hereon duly endorsed by, or accompanied by a written instrument of transfer in form satisfactory to the Paying Agent/Registrar duly executed by, the Registered Owner hereof, or his duly authorized agent. When a transfer on the Security Register occurs, one or more new fully registered Bonds of the same Stated Maturity, of authorized denominations, bearing the same rate of interest, and of the same aggregate principal amount will be issued by the Paying Agent/Registrar to the designated transferee or transferees.

The City and the Paying Agent/Registrar, and any agent of either, may treat the Registered Owner hereof whose name appears on the Security Register (i) on the Record Date as the owner entitled to payment of interest hereon, (ii) on the date of surrender of this Bond as the owner entitled to payment of principal hereof at its Stated Maturity or upon its prior redemption, in whole or in part, and (iii) on any other date as the owner for all other purposes, and neither the City nor the Paying Agent/ Registrar, or any agent of either, shall be affected by notice to the contrary. In the event of non-payment of interest on a scheduled payment date and for thirty (30) days thereafter, a new record date for such interest payment (a "Special Record Date") will be established by the Paying Agent/Registrar, if and when funds for the payment of such interest have been received from the City. Notice of the Special Record Date and of the scheduled payment date of the past due interest (which shall be fifteen (15) days after the Special Record Date) shall be sent at least five (5) business days prior to the Special Record Date by United States Mail, first class postage prepaid, to the address of each Registered Owner appearing on the Security Register at the close of business on the last business day next preceding the date of mailing of such notice.

It is hereby certified, recited and represented and covenanted that the City is a duly organized and legally existing municipal corporation under and by virtue of the Constitution and laws of the State of Texas; that the issuance of the Bonds is duly authorized by law; that all acts, conditions and things required to exist and be done precedent to and in the issuance of the Bonds to render the same lawful and valid obligations of the City have been properly done, have happened and have been performed in regular and due time, form and manner as required by the Constitution and laws of the State of Texas, and the Ordinance; that the Bonds do not exceed any constitutional or statutory limitation; and that due provision has been made for the payment of the principal of and interest on the Bonds by a pledge of the Pledged Revenues. In case any provision in this Bond or any application thereof shall be invalid, illegal or unenforceable, the validity, legality and enforceability of the remaining provisions and applications shall not in any way be affected or impaired thereby. The terms and provisions of this Bond and the Ordinance shall be construed in accordance with and shall be governed by the laws of the State of Texas.

IN WITNESS WHEREOF, the City Council of the City has caused this Bond to be duly executed by the manual or facsimile signatures of the persons indicated below, under the official seal of the City as of the Bond Date.

CITY OF GRAND PRAIRIE, TEXAS

Mayor

COUNTERSIGNED:

City Secretary

(City Seal)

- C. Form of Registration Certificate of Comptroller of Public Accounts to Appear on Initial Bond only.

REGISTRATION CERTIFICATE OF
COMPTROLLER OF PUBLIC ACCOUNTS

OFFICE OF THE COMPTROLLER OF PUBLIC § § § § REGISTER NO. _____
ACCOUNTS THE STATE OF TEXAS

I HEREBY CERTIFY that this Bond has been examined, certified as to validity and approved by the Attorney General of the State of Texas, and duly registered by the Comptroller of Public Accounts of the State of Texas.

WITNESS my signature and seal of office this _____.

Comptroller of Public Accounts

of the State of Texas

(SEAL)

- A. Form of Certificate of Paying Agent/Registrar to Appear on Definitive Bonds only.

REGISTRATION CERTIFICATE OF PAYING AGENT/REGISTRAR

This Bond has been duly issued and registered in the name of the Registered Owner shown above under the provisions of the within-mentioned Ordinance; the bond or bonds of the above entitled and designated series originally delivered having been approved by the Attorney General of the State of Texas and registered by the Comptroller of Public Accounts, as shown by the records of the Paying Agent/Registrar.

The offices of the Paying Agent/Registrar in East Syracuse, New York is the Designated Payment/Transfer Office for this Bond.

Registered this date: _____

THE BANK OF NEW YORK MELLON TRUST
COMPANY, N.A., Dallas, Texas as Paying
Agent/Registrar
By _____
Authorized Officer

- B. Form of Assignment.

ASSIGNMENT

FOR VALUE RECEIVED the undersigned hereby sells, assigns, and transfers unto (Print or typewrite name, address, and zip code of transferee:)

(Social Security or other identifying number:)

the within Bond and all rights thereunder, and hereby irrevocably constitutes and appoints attorney to transfer the within Bond on the books kept for registration thereof, with full power of substitution in the premises.

DATED:

Signature guaranteed:

NOTICE: The signature on this assignment must correspond with the name of the Registered Owner as it appears on the face of the within Bond in every particular.

C. The Initial Bond(s) shall be in the form set forth in paragraph B of this Section, except that the form of a single fully registered Initial Bond shall be modified as follows:

- (i) immediately under the name of the bond the headings "Interest Rate _____" and "Stated Maturity _____" shall both be completed "As Shown Below", and "CUSIP No. _____" shall be deleted;
- (ii) Paragraph one shall read as follows:

The City of Grand Prairie (hereinafter referred to as the "City"), a body corporate and municipal corporation in the Counties of Dallas, Tarrant and Ellis, State of Texas, for value received, hereby promises to pay to the order of the Registered Owner named above (the "Registered Owner"), or the registered assigns thereof, solely from the revenues hereinafter identified, on _____ 15 in each of the years and in principal amounts and bearing interest at per annum interest rates in accordance with the following schedule:

YEAR

PRINCIPAL AMOUNTS (\$)

INTEREST RATE
(%)

(Information to be inserted from the Pricing Certificate)

(or so much principal thereof as shall not have been redeemed prior to maturity) and to pay interest on the unpaid principal amounts hereof from the date of the initial delivery of the Bonds at the per annum rates of interest specified above computed on the basis of a 360-day year consisting of twelve 30-day months; such interest being payable on February 15 and August 15 of each year commencing _____ 15, 20__, until maturity or prior redemption. Principal of this Bond shall be payable on maturity or prior redemption to the Registered Owner hereof, upon presentation and surrender to The Bank of New York Mellon Trust Company, N.A., Dallas, Texas (the "Paying Agent/Registrar") its designated offices, initially in East Syracuse, New York, or, with respect to a successor Paying Agent/Registrar, at the designated offices of such successor (the "Designated Payment/Transfer Office"). Interest shall be payable to the Registered Owner of this Bond whose name appears on the "Security Register" maintained by the Paying Agent/Registrar at the close of business on the "Record Date," which is the last business day of the month next preceding each interest payment date. All payments of principal of, premium, if any, and interest on this Bond shall be in any coin or currency of the United States of America, which at the time of payment is legal tender for the payment of public and private debts, and interest shall be paid by the Paying Agent/Registrar by check sent United States Mail, first class postage prepaid, to the address of the Registered Owner recorded in the Security Register on the Record Date or by such other method, acceptable to the Paying Agent/Registrar, requested by, and at the risk and expense of, the Registered Owner. If the date for the payment of the Bonds shall be a Saturday, Sunday, a legal holiday, or a day when banking institutions in the city where the Designated Payment/Transfer Office of

the Paying Agent/Registrar is located are authorized by law or executive order to be closed, then the date for such payment shall be the next succeeding day which is not such a Saturday, Sunday, legal holiday, or day when banking institutions are authorized to be closed; and payment on such date shall have the same force and effect as if made on the original date payment was due.

SECTION 2: Definitions. That for all purposes of this Ordinance and in particular for clarity with respect to the issuance of the Bonds herein authorized and the pledge and appropriation of revenues therefor, the following definitions are provided:

“Act” - Texas Local Government Code, Chapter 334, as amended at any time.

“Additional Bonds” - Bonds, notes or other evidences of indebtedness which the City reserves the right to issue or enter into, as the case may be, in the future in accordance with the terms and conditions provided in Section 18 hereof and which, together with the Bonds, are equally and ratably secured by a parity pledge of and claim on the Pledged Revenues under the terms of the Ordinance and a Supplemental Ordinance.

“Bonds” - The “City of Grand Prairie, Texas, Sales Tax Revenue Refunding Bonds, Series 2020.”

“City” - The City of Grand Prairie, Texas.

“City Council” - The City Council of the City of Grand Prairie, Texas.

“Debt Service” - As of any particular date of computation, with respect to any Parity Bonds and with respect to any period, the aggregate of the amounts to be paid or set aside by the City as of such date or in such period for the payment of the principal of, premium, if any, and interest (to the extent not capitalized) on such Parity Bonds; assuming, in the case of Parity Bonds without a fixed numerical rate, that such Parity Bonds bear, or would have borne, interest at the maximum legal per annum rate applicable to such Parity Bonds, and further assuming in the case of Parity Bonds required to be redeemed or prepaid as to principal prior to maturity, the principal amounts thereof will be redeemed prior to maturity in accordance with the mandatory redemption provisions applicable thereto.

“Depository” - A commercial bank or other qualified financial institution eligible and qualified to serve as the custodian of the City’s monetary accounts and funds.

“Fiscal Year” - The twelve month financial accounting period used by the City ending September 30 in each year, or such other twelve consecutive month period established by the City.

“Government Obligations” - (i) direct noncallable obligations of the United States of America, including obligations the principal of and interest on which are unconditionally guaranteed by the United States of America, (ii) noncallable obligations of an agency or instrumentality of the United States, including obligations unconditionally guaranteed or insured by the agency or instrumentality and on the date of their acquisition or purchase by the City are rated as to investment quality by a nationally recognized investment rating firm not less than AAA or its equivalent, (iii) noncallable obligations of a state or an agency or a county, municipality, or other political subdivision of a state that have been refunded and on the date of their acquisition or purchase by the City, are rated as to investment quality by a nationally recognized investment rating firm not less than AAA or its equivalent and (iv) any other then authorized securities or obligations that may be used to defease obligations such as the Bonds under the then applicable laws of the State of Texas.

“Gross Sales Tax Revenues” - All of the revenues or receipts due or owing to, or collected or received by or on behalf of the City or otherwise pursuant to the provisions of the Act and the election held November 2, 1999, less any amounts due and owed to the Comptroller of Public Accounts of the State of Texas as charges for the collection of the Sales Tax or retention by said Comptroller for refunds and to redeem dishonored checks and drafts, to the extent such charges and retention are authorized or required by law.

“Outstanding” - When used in this Ordinance with respect to Bonds or Parity Bonds, as the case may be, means, as of the date of determination, all Bonds and Parity Bonds theretofore sold, issued and delivered by the City, except:

- (1) those Bonds or Parity Bonds canceled or delivered to the transfer agent or registrar for

cancellation in connection with the exchange or transfer of such obligations;

(2) those Bonds or Parity Bonds paid or deemed to be paid in accordance with the provisions of Section 24 hereof or similar provisions of any Supplemental Ordinance authorizing the issuance of Additional Bonds; and

(3) those Bonds or Parity Bonds that have been mutilated, destroyed, lost, or stolen and replacement obligations have been registered and delivered in lieu thereof.

“Parity Bonds” - Collectively, the Previously Issued Bonds, the Bonds and Additional Bonds.

“Pledged Revenues” - Collectively (i) Gross Sales Tax Revenues from time to time deposited or owing to the Parks and Recreation Venue Project Fund and (ii) such other money, income, revenue, receipts or other property as may be specifically dedicated, pledged or otherwise encumbered in a Supplemental Ordinance for the payment and security of Parity Bonds.

“Previously Issued Bonds” - all bonds or other obligations, other than the Subordinate Lien Bonds, heretofore issued and now outstanding that are payable from and secured by a lien on and pledge of all or any part of the Pledged Revenues, including but not limited to, the unpaid bonds or other obligations of the following issues or series:

(1) City of Grand Prairie, Texas, Sales Tax Revenue Refunding Bonds, Series 2013, dated April 1, 2013; and

(2) City of Grand Prairie, Texas, Sales Tax Revenue Bonds, Series 2016, dated November 1, 2016.

“Required Reserve” - The amount required to be accumulated and maintained in a Reserve Fund under the provisions of Section 14 hereof.

“Sales Tax” - The local sales and use tax authorized under Subchapter D of the Act, approved at an election held on November 2, 1999, and the effective date for the imposition and application of such Sales Tax within the corporate limits of the City by the Comptroller of Public Accounts of the State of Texas being April 1, 2000, together with any increases in the rate of such Sales Tax authorized and provided by law.

“Subordinate Lien Bonds” - the “City of Grand Prairie, Texas, Sales Tax Subordinate Lien Revenue Refunding Bonds Series 2009,” dated December 1, 2009 (to be refunded by the Bonds”).

“Supplemental Ordinance”- Any ordinance of the City Council supplementing this Ordinance for the purpose of authorizing the providing the terms and provisions of the Bonds or Additional Bonds, or supplementing or amending this Ordinance for any other authorized purpose permitted in Section 18 or 25 hereof, including ordinances authorizing the issuance of Additional Bonds or pledging and encumbering income, revenues, receipts or property other than the Gross Sales Tax Revenues to the payment and security of the Parity Bonds.

SECTION 3: Pledge. The City hereby covenants and agrees that the Pledged Revenues, with the exception of those in excess of the amounts required for the payment and security of the Parity Bonds, are hereby irrevocably pledged to the payment and security of the Bonds including the establishment and maintenance of the special funds created and established in any ordinance authorizing the Previously Issued Bonds, this Ordinance and any Supplemental Ordinance, all as hereinafter provided. The City hereby grants a lien on the Pledged Revenues in accordance with the terms of this Ordinance and any Supplemental Ordinance, which lien shall be valid and binding without any further action by the City and without any filing or recording with respect thereto except in the records of the City.

SECTION 4: Parks and Recreation Venue Project. The City has established and hereby agrees and covenants to maintain a fund or account at a Depository for the deposit of the Pledged Revenues as received by the City, which fund or account shall be known on the books and records of the City as the “City of Grand Prairie, Texas, Parks and Recreation Venue Project Fund” (the “Venue Project Fund”). All Pledged Revenues deposited to the credit of such Fund shall be accounted for separate and apart from all other revenues, receipts and income of the City and, with respect to the Gross Sales Tax Revenues, the City shall further account for such funds separate and apart from the other Pledged Revenues deposited to the credit of the Venue Project Fund. All Pledged Revenues deposited to the credit of the Venue Project Fund shall be appropriated and expended to the extent required by this Ordinance and any Supplemental

Ordinance for the following uses and in the order of priority shown:

- First: To the payment of the amounts required to be deposited in the Bond Fund for the payment of Debt Service on the Parity Bonds as the same becomes due and payable;
- Second: To the payment of the amounts required to be deposited in the Reserve Fund, if any, to establish and maintain the Required Reserve in accordance with the provisions of this Ordinance and any Supplemental Ordinance;
- Third: To the payment of amounts required to be deposited in any other fund or account required by any Supplemental Ordinance authorizing the issuance of Parity Bonds;
- Fourth: To the payment of the amounts required to be deposited in the City of Grand Prairie, Texas Sales Tax Revenue Parks and Recreation Bond Fund (as defined in the ordinance authorizing the issuance of the Subordinate Lien Bonds) created for the payment of debt service on the Subordinate Lien Bonds as the same becomes due and payable;
- Fifth: To any fund or account held at any place or places, or to any payee, required by any other ordinance of the City which authorizes the issuance of obligations or the creation of debt of the City having a lien on the Pledged Revenues subordinate to the lien created on behalf of the Parity Bonds and the Subordinate Lien Bonds.

Any amount in the Venue Project Fund after satisfying the foregoing payments, or making adequate and sufficient provision for the payment thereof, may be appropriated and used for any purpose permitted by Section 334.042(d) of the Act, related to the City's park and recreation system.

SECTION 5: Bond Fund. For the purpose of providing funds to pay the principal of and interest on the Bonds, the City has agreed and covenanted and does hereby agree and covenant to maintain a separate and special account or fund on the books and records of the City known as the "City of Grand Prairie, Texas Senior Lien Sales Tax Revenue Parks and Recreation Bond Fund" (the "Bond Fund"), and all monies deposited to the credit of the Bond Fund shall be held in a special banking fund or account maintained at a Depository of the City. The City covenants that there shall be deposited into the Bond Fund prior to each principal and interest payment date from the Pledged Revenues an amount equal to one hundred per centum (100%) of the interest on and the principal of the Bonds then falling due and payable, and such deposits to pay principal and accrued interest on the Bonds shall be made on or before August 15, 2020, and thereafter payments shall be made in substantially equal monthly installments on or before (i) the 15th day of the month or (ii) the first business day next following the date Gross Sales Tax Revenues are first received from the State Comptroller of Public Accounts, whichever date is the later.

The required deposits to the Bond Fund for the payment of principal of and interest on the Bonds shall continue to be made as hereinabove provided until (i) the total amount on deposit in the Bond Fund and Reserve Fund is equal to the amount required to fully pay and discharge all Parity Bonds (principal and interest) then Outstanding or (ii) the Bonds are no longer Outstanding.

SECTION 6: Reserve Fund.

(a) **Establishment.** A Reserve Fund shall not be required to be established or maintained by the City for the payment of the Bonds or any other Parity Bonds so long as the Pledged Revenues for a Fiscal Year (calculated annually on or before the date that is 6 months after the end of the Fiscal Year and for which audited financial statements of the City have been prepared and accepted) equal or exceed one hundred fifty per cent (150%) of the maximum debt service requirements of the outstanding Parity Bonds. If any such calculation reflects that the Pledged Revenues do not exceed 150% of the maximum debt service requirements of the then outstanding Parity Bonds, the City shall be obligated to establish and maintain on the books of the City a separate fund or account designated as the Reserve Fund. Upon being established and except as provided in below, the amount on deposit to the credit of the Reserve Fund shall be maintained for the benefit of the owners of the Parity Bonds. Monies or investments held in the Reserve Fund shall be used for the purpose of retiring the last of the Parity Bonds as they become due or paying principal of and interest

on the Parity Bonds when and to the extent the amounts in the Bond Fund are insufficient for such purpose.

When a Reserve Fund is required to be established as noted above and while the same is required to be maintained, the Required Reserve to be accumulated and maintained in such Reserve Fund shall be equal to the maximum annual Debt Service (calculated on a Fiscal Year basis) for all Parity Bonds then Outstanding, as determined on the date of calculation of the Pledged Revenues. The Required Reserve shall be established and maintained with Pledged Revenues, the proceeds of sale of Parity Bonds, by depositing to the credit of the Reserve Fund one or more surety bonds issued by a company or institution having a rating in one of the two highest rating categories by two nationally recognized rating agencies or services, or by making monthly deposits from lawfully available funds on or before the 15th day of each month following the determination of the need to fund a Reserve Fund, of not less than 1/60th of the Required Reserve.

If a Reserve Fund has been established and if on the date of the calculation of the Pledged Revenues for two (2) consecutive calculation periods the calculation of the Pledged Revenues reflects that the Pledged Revenues were at least equal to 150% of the maximum annual debt service on the then outstanding Parity Bonds, the money in the Reserve Fund can be released and used by the City for any lawful purpose that is consistent with the provisions of the Act and any applicable federal income tax requirements related to the tax-exempt status of the Parity Bonds and the Reserve Fund will no longer need to be maintained unless and until future calculations reflect that the Pledged Revenues were not at least equal to 150% of the maximum annual debt service on the then outstanding Parity Bonds in which event the Reserve Fund shall be reinstated and funded as set forth above. This process is intended to be followed during the time any of the Bonds are outstanding.

SECTION 7: Deficiencies. If on any occasion there shall not be sufficient Pledged Revenues to make the required deposits into the Bond Fund or Reserve Fund, such deficiency shall be cured as soon as possible from the next available Pledged Revenues, or from any other sources available for such purpose.

SECTION 8: Payment of Bonds. While any of the Bonds are Outstanding, the Chief Financial Officer of the City (or other designated financial officer of the City) shall cause to be transferred to the Paying Agent/Registrar, from funds on deposit in the Bond Fund, and, if necessary, in the Reserve Fund, amounts sufficient to fully pay and discharge promptly as each installment of interest and principal of the Bonds accrues or matures; such transfer of funds to be made in such manner as will cause immediately available funds to be deposited with the Paying Agent/Registrar for the Bonds at the close of the business day next preceding the date of payment for the Bonds.

SECTION 9: Investments - Security of Funds.

(a) Money in any fund required to be maintained pursuant to this Ordinance may, at the option of the City, be invested in obligations and in the manner prescribed by the Public Funds Investment Act of 1987 (Texas Government Code, Chapter 2256, as amended), including investments held in book-entry form; provided that all such deposits and investments shall be made in such a manner that the money required to be expended from any Fund will be available at the proper time or times and provided further the maximum stated maturity for any investment acquired with money deposited to the credit of the Reserve Fund shall be limited to five (5) years from the date of the investment of such money. Such investments shall be valued in terms of current market value within forty-five (45) days of the close of each Fiscal Year and, with respect to investments held for the account of the Reserve Fund, within forty-five (45) days of the date of passage of each authorizing document of the City pertaining to the issuance of Additional Bonds. All interest and income derived from deposits and investments in the Bond Fund immediately shall be credited to, and any losses debited to, the appropriate account of the Bond Fund. All interest and interest income derived from deposits in and investments of the Reserve Fund shall, subject to the limitations provided in Section 14 hereof, be credited to and deposited in the Venue Project Fund. All such investments shall be sold promptly when necessary to prevent any default in connection with the Parity Bonds.

(b) That money deposited to the credit of the Venue Project Fund, Bond Fund and Reserve Fund, to the extent not invested and not otherwise insured by the Federal Deposit Insurance Corporation or similar

agency, shall be secured in a manner permitted by the Public Funds Collateral Act (Texas Government Code, Chapter 2257, as amended).

SECTION 10: Issuance of Additional Parity Bonds. Subject to the provisions hereinafter appearing as to conditions precedent which must be satisfied, the City reserves the right to issue, from time to time as needed, Additional Bonds for any lawful purpose permitted by the Act. Such Additional Bonds may be issued in such form and manner as the City shall determine, provided, however, prior to issuing or incurring such Additional Bonds, the following conditions precedent for the authorization and issuance of the same are satisfied, to wit:

(1) The Chief Financial Officer of the City (or other officer of the City then having the primary responsibility for the financial affairs of the City) shall have executed a certificate stating that, to the best of his or her knowledge and belief, the City is not then in default as to any covenant, obligation or agreement contained in this Ordinance or a Supplemental Ordinance.

(2) The City has secured from a certified public accountant a certificate or opinion to the effect that, according to the books and records of the City, the Gross Sales Tax Revenues received by the City for either (i) the last completed Fiscal Year next preceding the adoption of the Supplemental Ordinance authorizing the issuance of the proposed Additional Bonds or (ii) any twelve (12) consecutive months out of the previous eighteen (18) months next preceding the adoption of the Supplemental Ordinance authorizing the Additional Bonds were equal to not less than 1.25 times the maximum annual Debt Service for all Parity Bonds then Outstanding after giving effect to the issuance of the Additional Bonds then being issued.

(3) The Required Reserve to be accumulated and maintained in the Reserve Fund is increased to the extent required by Section 14.

SECTION 11: Refunding Bonds. The City reserves the right to issue refunding bonds to refund all or any part of the Parity Bonds (pursuant to any law then available) upon such terms and conditions as the City may deem to be in the best interest of the City, and if less than all such Parity Bonds then Outstanding are refunded, the conditions precedent prescribed (for the issuance of Additional Bonds) set forth in Section 18 hereof shall be satisfied, and shall give effect to the refunding.

SECTION 12: Right to Create Subordinate Debt. Except as may be limited by a Supplemental Ordinance, the City shall have the right to issue or create any debt payable from or secured by a lien on all or any part of the Pledged Revenues for any lawful purpose permitted by the Act without complying with the provisions of Section 18 or 19 hereof, provided the pledge and the lien securing such debt is subordinate to the pledge and lien established, made and created in Section 11 of this Ordinance with respect to the Pledged Revenues to the payment and security of the Parity Bonds.

SECTION 13: Confirmation and Levy of Sales Tax.

(a) The City hereby represents that it has duly complied with the provisions of the Act for the levy of the Sales Tax at the rate voted at the election held by and within the City on November 2, 1999, and such Sales Tax will be imposed within the corporate limits of the City and the receipts of such Sales Tax are to be remitted to the City by the Comptroller of Public Accounts at least semiannually.

(b) While any Bonds are Outstanding, the City covenants, agrees and warrants to take and pursue all action permissible to cause the Sales Tax to be levied and collected continuously, in the manner and to the maximum extent permitted by law, and to cause no reduction, abatement or exemption in the Sales Tax or rate of tax below the rate stated, confirmed and ordered in subsection (a) of this Section to be ordered or permitted while any Bonds shall remain Outstanding.

(c) If hereafter authorized by law to apply, impose and levy the Sales Tax on any taxable items or transactions that are not subject to the Sales Tax on the date of the adoption hereof, to the extent it legally may do so, the City agrees to use its best efforts to cause the City to take such action as may be required to subject such taxable items or transactions to the Sales Tax.

(d) The City agrees to take and pursue all action legally permissible to cause the Sales Tax to be

collected and remitted and deposited as herein required and as required by the Act, at the earliest and most frequent times permitted by law.

(e) The City agrees to use its best efforts to cause Gross Sales Tax Revenues to be deposited to the credit of the Venue Project Fund in their entirety immediately upon receipt by the City. In the alternative and if legally authorized, the City shall, by appropriate notice, direction, request or other legal method, use its good-faith efforts to cause the Comptroller of Public Accounts of the State of Texas (the "Comptroller") to pay all Gross Sales Tax Revenues directly to the City for deposit to the Venue Project Fund.

SECTION 14: Records and Accounts. The City hereby covenants and agrees that while any of the Bonds are Outstanding, it will keep and maintain complete records and accounts in accordance with generally accepted accounting principles, and following the close of each Fiscal Year, it will cause an audit of such books and accounts to be made by an independent firm of certified public accountants. Each such audit, in addition to whatever other matters may be thought proper by the accountant, shall particularly include the following:

- (1) A statement in reasonable detail regarding the receipt and disbursement of the Pledged Revenues for such Fiscal Year; and
- (2) A balance sheet for the City as of the end of such Fiscal Year.

Such annual audit of the records and accounts of the City shall be in the form of a report and be accompanied by an opinion of the accountant to the effect that such examination was made in accordance with generally accepted auditing standards and contain a statement to the effect that in the course of making the examination necessary for the report and opinion, the accountant obtained no knowledge of any default of the City on the Bonds or in the fulfillment of any of the terms, covenants or provisions of this Ordinance, or under any other evidence of indebtedness, or of any event which, with notice or lapse of time, or both, would constitute a failure of the City to comply with the provisions of this Ordinance or if, in the opinion of the accountants, any such failure to comply with a covenant or agreement hereof, a statement as to the nature and status thereof shall be included.

Copies of each annual audit report shall be furnished upon written request, to any Registered Owners of any of said Bonds. The audits herein required shall be made within 120 days following the close of each Fiscal Year insofar as is possible.

The Registered Owners of any Bonds or any duly authorized agent or agents of such Registered Owners shall have the right to inspect such records, accounts and data of the City during regular business hours.

SECTION 15: Representations as to Security for the Bonds.

(a) The City represents and warrants that, except for the Parity Bonds, the Pledged Revenues are and will be and remain free and clear of any pledge, lien, charge or encumbrance thereon or with respect thereto prior to, or of equal rank with, the pledge and lien created in or authorized by this Ordinance except as expressly provided herein.

(b) The Bonds and the provisions of this Ordinance are and will be the valid and legally enforceable obligations of the City in accordance with their terms and the terms of this Ordinance, subject only to any applicable bankruptcy or insolvency laws or to any laws affecting creditors rights generally.

(c) The City shall at all times, to the extent permitted by law, defend, preserve and protect the pledge of the Pledged Revenues and all the rights of the Registered Owners against all claims and demands of all persons whomsoever.

(d) The City will take, and use its best efforts to cause the City to take, all steps reasonably necessary and appropriate to collect all delinquencies in the collection of the Sales Tax to the fullest extent permitted by the Act.

(e) The provisions, covenants, pledge and lien on and against the Pledged Revenues, as herein set forth, are established and shall be for the equal benefit, protection and security of the owners and holders of Parity Bonds without distinction as to priority and rights under this Ordinance.

(f) The Parity Bonds shall constitute special obligations of the City, payable solely from, and equally and ratably secured by a parity pledge of and lien on, the Pledged Revenues, and not from any other revenues, properties or income of the City. The Bonds may not be paid in whole or in part from any property taxes raised or to be raised by the City and shall not constitute debts or obligations of the State or of the City, and the Registered Owners, shall never have the right to demand payment out of any funds raised or to be raised by any system of ad valorem taxation.

SECTION 16: Satisfaction of Obligation of City. If the City shall pay or cause to be paid, or there shall otherwise be paid to the Registered Owners, the principal of, premium, if any, and interest on the Bonds, at the times and in the manner stipulated in this Ordinance, then the pledge of the Pledged Revenues under this Ordinance and all other obligations of the City to the Registered Owners shall thereupon cease, terminate, and be discharged and satisfied.

Bonds or any principal amount(s) shall be deemed to have been paid within the meaning and with the effect expressed above in this Section when (i) money sufficient to pay in full such Bonds at maturity, together with all interest due thereon, shall have been irrevocably deposited with and held in trust by the Paying Agent/Registrar, or an authorized escrow agent, or (ii) Government Obligations shall have been irrevocably deposited in trust with the Paying Agent/Registrar, or an authorized escrow agent, which Government Obligations have been certified by an independent accounting or consulting firm to mature as to principal and interest in such amounts and at such times as will insure the availability, without reinvestment, of sufficient money, together with any moneys deposited therewith, if any, to pay when due the Bonds on the Stated Maturities thereof. The City covenants that no deposit of moneys or Government Obligations will be made under this Section and no use made of any such deposit which would cause the Bonds to be treated as "arbitrage bonds" within the meaning of Section 148 of the Internal Revenue Code of 1986, as amended, or regulations adopted pursuant thereto.

Any moneys so deposited with the Paying Agent/Registrar, or an authorized escrow agent, and all income from Government Obligations held in trust by the Paying Agent/Registrar, or an authorized escrow agent, pursuant to this Section in excess of the amount required for the payment of the Bonds shall be remitted to the City or deposited as directed by the City. Furthermore, any money held by the Paying Agent/Registrar for the payment of the principal of and interest on the Bonds and remaining unclaimed for a period of three (3) years after the Stated Maturity of the Bonds such moneys were deposited and are held in trust to pay shall, upon the request of the City, be remitted to the City against a written receipt therefor. Notwithstanding the above and foregoing, any remittance of funds from the Paying Agent/Registrar to the City shall be subject to any applicable unclaimed property laws of the State of Texas.

SECTION 17: Ordinance a Contract - Amendments. This Ordinance shall constitute a contract with the Registered Owners from time to time, be binding on the City, and shall not be amended or repealed by the City while any Bond remains Outstanding except as permitted in this Section. The City, may, without the consent of or notice to any Registered Owners, from time to time and at any time, amend this Ordinance in any manner not detrimental to the interests of the Registered Owners, including the curing of any ambiguity, inconsistency, or formal defect or omission herein. In addition, the City may, with the written consent from the owners holding a majority in aggregate principal amount of the Parity Bonds then Outstanding affected thereby, amend, add to, or rescind any of the provisions of this Ordinance; provided that, without the written consent of all Registered Owners of Outstanding Bonds effected, no such amendment, addition, or rescission shall (1) extend the time or times of payment of the principal of, premium, if any, and interest on the Bonds, reduce the principal amount thereof or the rate of interest thereon, or in any other way modify the terms of payment of the principal of, premium, if any, or interest on the Bonds, (2) give any preference to any Bond over any other Bond, or (3) reduce the aggregate principal amount of Bonds or Parity Bonds, as the case may be, required to be held for consent to any such amendment, addition, or rescission.

SECTION 18: Mutilated - Destroyed - Lost and Stolen Bonds. In case any Bond shall be mutilated, or destroyed, lost or stolen, the Paying Agent/Registrar may execute and deliver a replacement Bond of like form and tenor, and in the same denomination and bearing a number not contemporaneously outstanding, in exchange and substitution for such mutilated Bond, or in lieu of and in substitution for such destroyed, lost or stolen Bond, only upon the approval of the City and after (i) the filing by the Holder thereof with the Paying Agent/Registrar of evidence satisfactory to the Paying Agent/Registrar of the destruction, loss or theft of such Bond, and of the authenticity of the ownership thereof and (ii) the

furnishing to the Paying Agent/Registrar of indemnification in an amount satisfactory to hold the City and the Paying Agent/Registrar harmless. All expenses and charges associated with such indemnity and with the preparation, execution and delivery of a replacement Bond shall be borne by the Holder of the Bond mutilated, or destroyed, lost or stolen.

Every new Bond issued pursuant to this Section in lieu of any mutilated, destroyed, lost, or stolen Bond shall constitute a replacement of the prior obligation of the City, whether or not the mutilated, destroyed, lost, or stolen Bond shall be at any time enforceable by anyone, and shall be entitled to all the benefits of this Ordinance equally and ratably with all other Outstanding Bonds.

SECTION 19: Covenants to Maintain Tax-Exempt Status.

(a) Definitions. When used in this Section, the following terms shall have the following meanings:

“*Closing Date*” means the date on which the Bonds are first authenticated and delivered to the initial purchasers against payment therefor.

“*Code*” means the Internal Revenue Code of 1986, as amended by all legislation, if any, effective on or before the Closing Date.

“*Computation Date*” has the meaning set forth in Section 1.148-1(b) of the Regulations.

“*Gross Proceeds*” means any proceeds as defined in Section 1.148-1(b) of the Regulations, and any replacement proceeds as defined in Section 1.148-1(c) of the Regulations, of the Bonds.

“*Investment*” has the meaning set forth in Section 1.148-1(b) of the Regulations.

“*Nonpurpose Investment*” means any investment property, as defined in Section 148(b) of the Code, in which Gross Proceeds of the Bonds are invested and which is not acquired to carry out the governmental purposes of the Bonds.

“*Rebate Amount*” has the meaning set forth in Section 1.148-1(b) of the Regulations.

“*Regulations*” means any proposed, temporary, or final Income Tax Regulations issued pursuant to Sections 103 and 141 through 150 of the Code, and 103 of the Internal Revenue Code of 1954, which are applicable to the Bonds. Any reference to any specific Regulation shall also mean, as appropriate, any proposed, temporary or final Income Tax Regulation designed to supplement, amend or replace the specific Regulation referenced.

“*Yield*” of

(1) any Investment has the meaning set forth in Section 1.148-5 of the Regulations; and

(2) the Bonds has the meaning set forth in Section 1.148-4 of the Regulations.

(b) Not to Cause Interest to Become Taxable. The City shall not use, permit the use of, or omit to use Gross Proceeds or any other amounts (or any property the acquisition, construction or improvement of which is to be financed directly or indirectly with Gross Proceeds) in a manner which if made or omitted, respectively, would cause the interest on any Bond to become includable in the gross income, as defined in Section 61 of the Code, of the owner thereof for federal income tax purposes. Without limiting the generality of the foregoing, unless and until the City receives a written opinion of counsel nationally recognized in the field of municipal bond law to the effect that failure to comply with such covenant will not adversely affect the exemption from federal income tax of the interest on any Bond, the City shall comply with each of the specific

covenants in this Section.

(c) No Private Use or Private Payments. Except as permitted by Section 141 of the Code and the Regulations and rulings thereunder, the City shall at all times prior to the last Stated Maturity of Bonds:

(1) exclusively own, operate and possess all property the acquisition, construction or improvement of which is to be financed or refinanced directly or indirectly with Gross Proceeds of the Bonds, and not use or permit the use of such Gross Proceeds (including all contractual arrangements with terms different than those applicable to the general public) or any property acquired, constructed or improved with such Gross Proceeds in any activity carried on by any person or entity (including the United States or any agency, department and instrumentality thereof) other than a state or local government, unless such use is solely as a member of the general public; and

(2) not directly or indirectly impose or accept any charge or other payment by any person or entity who is treated as using Gross Proceeds of the Bonds or any property the acquisition, construction or improvement of which is to be financed or refinanced directly or indirectly with such Gross Proceeds, other than taxes of general application within the City or interest earned on investments acquired with such Gross Proceeds pending application for their intended purposes.

(d) No Private Loan. Except to the extent permitted by Section 141 of the Code and the Regulations and rulings thereunder, the City shall not use Gross Proceeds of the Bonds to make or finance loans to any person or entity other than a state or local government. For purposes of the foregoing covenant, such Gross Proceeds are considered to be "loaned" to a person or entity if: (1) property acquired, constructed or improved with such Gross Proceeds is sold or leased to such person or entity in a transaction which creates a debt for federal income tax purposes; (2) capacity in or service from such property is committed to such person or entity under a take-or-pay, output or similar contract or arrangement; or (3) indirect benefits, or burdens and benefits of ownership, of such Gross Proceeds or any property acquired, constructed or improved with such Gross Proceeds are otherwise transferred in a transaction which is the economic equivalent of a loan.

(e) Not to Invest at Higher Yield. Except to the extent permitted by Section 148 of the Code and the Regulations and rulings thereunder, the City shall not at any time prior to the final Stated Maturity of the Bonds directly or indirectly invest Gross Proceeds in any Investment (or use Gross Proceeds to replace money so invested), if as a result of such investment the Yield from the Closing Date of all Investments acquired with Gross Proceeds (or with money replaced thereby), whether then held or previously disposed of, exceeds the Yield of the Bonds.

(f) Not Federally Guaranteed. Except to the extent permitted by Section 149(b) of the Code and the Regulations and rulings thereunder, the City shall not take or omit to take any action which would cause the Bonds to be federally guaranteed within the meaning of Section 149(b) of the Code and the Regulations and rulings thereunder.

(g) Information Report. The City shall timely file the information required by Section 149(e) of the Code with the Secretary of the Treasury on Form 8038-G or such other form and in such place as the Secretary may prescribe.

(h) Rebate of Arbitrage Profits. Except to the extent otherwise provided in Section 148(f) of the Code and the Regulations and rulings thereunder:

(1) The City shall account for all Gross Proceeds (including all receipts, expenditures and investments thereof) on its books of account separately and apart from all other funds (and receipts, expenditures and investments thereof) and shall retain all records of accounting for at least six years after the day on which the last outstanding Bond is discharged. However, to the extent permitted by law, the City may commingle Gross Proceeds of the Bonds with other money of the City, provided that the City separately accounts for each receipt

and expenditure of Gross Proceeds and the obligations acquired therewith.

(2) Not less frequently than each Computation Date, the City shall calculate the Rebate Amount in accordance with rules set forth in Section 148(f) of the Code and the Regulations and rulings thereunder. The City shall maintain such calculations with its official transcript of proceedings relating to the issuance of the Bonds until six years after the final Computation Date.

(3) As additional consideration for the purchase of the Bonds by the Purchasers and the loan of the money represented thereby and in order to induce such purchase by measures designed to insure the excludability of the interest thereon from the gross income of the owners thereof for federal income tax purposes, the City shall pay to the United States out of the Bond Fund or its general fund, as permitted by applicable Texas statute, regulation or opinion of the Attorney General of the State of Texas, the amount that when added to the future value of previous rebate payments made for the Bonds equals (i) in the case of a Final Computation Date as defined in Section 1.148-3(e)(2) of the Regulations, one hundred percent (100%) of the Rebate Amount on such date; and (ii) in the case of any other Computation Date, ninety percent (90%) of the Rebate Amount on such date. In all cases, the rebate payments shall be made at the times, in the installments, to the place and in the manner as is or may be required by Section 148(f) of the Code and the Regulations and rulings thereunder, and shall be accompanied by Form 8038-T or such other forms and information as is or may be required by Section 148(f) of the Code and the Regulations and rulings thereunder.

(4) The City shall exercise reasonable diligence to assure that no errors are made in the calculations and payments required by paragraphs (2) and (3), and if an error is made, to discover and promptly correct such error within a reasonable amount of time thereafter (and in all events within one hundred eighty (180) days after discovery of the error), including payment to the United States of any additional Rebate Amount owed to it, interest thereon, and any penalty imposed under Section 1.148-3(h) of the Regulations.

(i) Not to Divert Arbitrage Profits. Except to the extent permitted by Section 148 of the Code and the Regulations and rulings thereunder, the City shall not, at any time prior to the earlier of the Stated Maturity or final payment of the Bonds, enter into any transaction that reduces the amount required to be paid to the United States pursuant to subsection (h) of this Section because such transaction results in a smaller profit or a larger loss than would have resulted if the transaction had been at arm's length and had the Yield of the Bonds not been relevant to either party.

(j) Elections. The City hereby directs and authorizes the Mayor, Mayor Pro Tem, City Manager and Chief Financial Officer, either or any combination of them, to make elections permitted or required pursuant to the provisions of the Code or the Regulations, as they deem necessary or appropriate in connection with the Bonds, in the Certificate as to Tax Exemption or similar or other appropriate certificate, form or document.

(k) Bonds Not Hedge Bonds.

(1) At the time the original bonds refunded by the Bonds were issued, the City reasonably expected to spend at least 85% of the spendable proceeds of such obligations within three years after such obligations were issued.

(2) Not more than 50% of the proceeds of the original obligations refunded by the Bonds were invested in Nonpurpose Investments having a substantially guaranteed Yield for a period of 4 years or more.

(l) Current Refunding. The Bonds are being issued to pay and discharge in full the Refunded Bonds and such payment of the Refunded Bonds will occur within ninety (90) days after the issuance of the Bonds.

SECTION 20: Sale of Bonds - Official Statement Approval. The Bonds authorized by this Ordinance are to be sold by the City to the Purchasers in accordance with a bond purchase agreement in the event of a negotiated sale, letter agreement to purchase in the event of a private placement, or the successful bid form in the event of a competitive sale,

as applicable (the "Purchase Contract"), the terms and provisions of which Purchase Contract are to be determined by the Pricing Officer in accordance with Section 3 hereof. The Pricing Officer is hereby authorized and directed to execute the Purchase Contract for and on behalf of the City, as the act and deed of this Council, and to make a determination as to whether the terms are in the City's best interests, which determination shall be final.

With regard to such terms and provisions of the Purchase Contract, the Pricing Officer is hereby authorized to come to an agreement with the Purchasers on the following, among other matters:

- (1) The details of the purchase and sale of the Bonds;
- (2) The details of any public offering of the Bonds by the Purchasers, if any;
- (3) The details of any Official Statement or similar disclosure document (and, if appropriate, any Preliminary Official Statement) relating to the Bonds and the compliance with the Rule (as defined in Section 41 hereof), if applicable;
- (4) A security deposit for the Bonds, if any;
- (5) The representations and warranties of the City to the Purchasers;
- (6) The details of the delivery of, and payment for, the Bonds;
- (7) The Purchasers' obligations under the Purchase Contract;
- (8) The certain conditions to the obligations of the City under the Purchase Contract;
- (9) Termination of the Purchase Contract;
- (10) Particular covenants of the City;
- (11) The survival of representations made in the Purchase Contract;
- (12) The payment of any expenses relating to the Purchase Contract;
- (13) Notices; and
- (14) Any and all such other details that are found by the Pricing Officer to be necessary and advisable for the purchase and sale of the Bonds.

The Pricing Officer or the Mayor and City Secretary of the City are further authorized and directed to deliver for and on behalf of the City copies of a Preliminary Official Statement and Official Statement prepared in connection with the offering of the Bonds by the Purchasers, in final form as may be required by the Purchasers, and such final Official Statement as delivered by said officials shall constitute the Official Statement authorized for distribution and use by the Purchasers.

SECTION 1: Redemption of Refunded Bonds and Escrow Agreement.

(a) An escrow agreement (the "Escrow Agreement") by and between the City and an authorized escrow agent (the "Escrow Agent"), if any such agreement is required in connection with the issuance of the Bonds, shall be attached to and approved in the Pricing Certificate. Such Escrow Agreement is hereby authorized to be finalized and executed by the Pricing Officer for and on behalf of the City and as the act and deed of this Council; and such Escrow Agreement as executed by said Pricing Officer shall be deemed approved by this Council and constitute the Escrow Agreement herein approved. With regard to the finalization of certain terms and provisions of any Escrow Agreement, a Pricing Officer is hereby authorized to come to an agreement with the Escrow Agent on the following details, among other matters:

- (1) The identification of the Refunded Bonds;

(2) The creation and funding of the Escrow Fund or Funds; and

(3) The Escrow Agent's compensation, administration of the Escrow Fund or Funds, and the settlement of any paying agents' charges relating to the Refunded Bonds.

Furthermore, appropriate officials of the City in cooperation with the Escrow Agent are hereby authorized and directed to make the necessary arrangements for the purchase of the escrowed securities referenced in the Escrow Agreement, if any, and the delivery thereof to the Escrow Agent on the day of delivery of the Bonds to the Purchasers for deposit to the credit of the "2020 CITY OF GRAND PRAIRIE, TEXAS, SALES TAX REVENUE REFUNDING BOND ESCROW FUND" (referred to herein as the "Escrow Fund"), or such other designation as specified in the Pricing Certificate; all as contemplated and provided in Texas Government Code, Chapter 1207, as amended, the Ordinance, the Pricing Certificate and the Escrow Agreement.

On or immediately prior to the date of the delivery of the Bonds to the Purchasers, the Pricing Officer, shall also cause to be deposited (and is hereby authorized to cause to be deposited) with the Escrow Agent from moneys on deposit in the debt service fund maintained for the payment of the Refunded Bonds an amount which, together with the proceeds of sale of the Bonds, and the investment earnings thereon, will be sufficient to pay in full the Refunded Bonds scheduled to mature and authorized to be redeemed on the earliest date established in the Pricing Certificate for the redemption of any of the Refunded Bonds (or the earliest date of payment, to be made from moneys in the Escrow Fund(s), as established in the Pricing Certificate, of the amount of accrued interest due thereon).

(b) In order to provide for the refunding, discharge and retirement of the Refunded Bonds as described by the Pricing Officer, the Refunded Bonds, identified, described, and in the amounts set forth in the Pricing Certificate, are hereby called for redemption on the first date(s) such Refunded Bonds are subject to redemption or such other date specified by the Pricing Officer in the Pricing Certificate at the price of par plus accrued interest to the redemption date, and notice of such redemption shall be given in accordance with the applicable provisions of the ordinance adopted by the Council, which authorized the issuance of the Refunded Bonds. The Pricing Officer is hereby authorized and directed to issue or cause to be issued a Notice of Redemption for the Refunded Bonds in substantially the form set forth as an exhibit to the Pricing Certificate, to the paying agent/registrar for Refunded Bonds, in accordance with the redemption provisions applicable to the Refunded Bonds.

(c) The paying agent/registrar for Refunded Bonds is hereby directed to provide the appropriate notice of redemption as required by the ordinance authorizing the issuance of the Refunded Bonds and is hereby directed to make appropriate arrangements so that the Refunded Bonds may be redeemed on the redemption date specified in the Pricing Certificate.

(d) The source of funds for payment of the principal of and interest on the Refunded Bonds on their maturity or redemption dates shall be from the funds deposited with the Escrow Agent, pursuant to the Escrow Agreement, if any, or with the paying agent/registrar for the Refunded Bonds, pursuant the provisions of Chapter 1207 of the Texas Government Code, as amended, this Ordinance and the Pricing Certificate finalized by the Pricing Officer.

SECTION 2: Control and Custody of Bonds. The Mayor of the City shall be and is hereby authorized to take and have charge of all necessary orders and records pending investigation by the Attorney General of the State of Texas, including the printing and supply of definitive Bonds, and shall take and have charge and control of the Initial Bond pending the approval thereof by the Attorney General, the registration thereof by the Comptroller of Public Accounts, and the delivery thereof to the Purchasers.

Furthermore, the Mayor, City Manager, City Secretary and the Chief Financial Officer, any one or more of said officials, are hereby authorized and directed to furnish and execute such documents relating to the City and its financial affairs as may be necessary for the issuance of the Bonds, the approval of the Attorney General, and the registration by

the Comptroller of Public Accounts and, together with the City's financial advisor, bond counsel, and the Paying Agent/Registrar, make the necessary arrangements for the delivery of the Initial Bond(s) to the Purchasers and the initial exchange thereof for definitive Bonds.

SECTION 3: Proceeds of Sale. Immediately following the delivery of the Bonds, the proceeds of sale (less those proceeds of sale designated to pay costs of issuance and additional proceeds being deposited to the Bond Fund) shall be deposited with the Escrow Agent for application and disbursement in accordance with the provisions of the Escrow Agreement or deposited with the paying agent/registrar for the Refunded Bonds for the payment and redemption of the Refunded Bonds. The proceeds of sale of the Bonds not so deposited with the Escrow Agent or the paying agent/registrar for the Refunded Bonds for the refunding of the Refunded Bonds shall be disbursed for payment of costs of issuance or deposited in the Bond Fund for the Bonds.

Additionally, the Pricing Officer shall determine the amount of any City contribution to the refunding from moneys on deposit in the interest and sinking fund maintained for the payment of the Refunded Bonds.

SECTION 4: Notices to Registered Owners - Waiver. Wherever this Ordinance provides for notice to Registered Owners of any event, such notice shall be sufficiently given (unless otherwise herein expressly provided) if in writing and sent by United States Mail, first class postage prepaid, to the address of each Holder appearing in the Security Register at the close of business on the business day next preceding the mailing of such notice.

In any case where notice to Registered Owners is given by mail, neither the failure to mail such notice to any particular Registered Owners, nor any defect in any notice so mailed, shall affect the sufficiency of such notice with respect to all other Bonds. Where this Ordinance provides for notice in any manner, such notice may be waived in writing by the Holder entitled to receive such notice, either before or after the event with respect to which such notice is given, and such waiver shall be the equivalent of such notice. Waivers of notice by Registered Owners shall be filed with the Paying Agent/Registrar, but such filing shall not be a condition precedent to the validity of any action taken in reliance upon such waiver.

SECTION 5: Cancellation. All Bonds surrendered for payment, transfer, exchange, or replacement, if surrendered to the Paying Agent/Registrar, shall be promptly canceled by it and, if surrendered to the City, shall be delivered to the Paying Agent/Registrar and, if not already canceled, shall be promptly canceled by the Paying Agent/Registrar. The City may at any time deliver to the Paying Agent/Registrar for cancellation any Bonds previously certified or registered and delivered which the City may have acquired in any manner whatsoever, and all Bonds so delivered shall be promptly canceled by the Paying Agent/Registrar. All canceled Bonds held by the Paying Agent/Registrar shall be disposed of as directed by the City.

SECTION 6: Legal Opinion. That the Purchasers' obligation to accept delivery of the Bonds herein authorized is subject to their being furnished a final legal opinion of Norton Rose Fulbright US LLP, Attorneys, Dallas, Texas, approving such Bonds as to their validity, said opinion to be dated and delivered as of the date of delivery and payment of such Bonds. A true and correct reproduction of said opinion or an executed counterpart thereof shall accompany the global Bonds deposited with DTC or a reproduction thereof may be printed on or attached to the definitive Bonds in the event the book-entry-only system shall be discontinued. The City Council confirms the continuation of the engagement of Norton Rose Fulbright US LLP as the City's bond counsel.

SECTION 7: CUSIP Numbers. CUSIP numbers may be printed on the Bonds. It is expressly provided, however, that the presence or absence of CUSIP numbers on the Bonds shall be of no significance or effect as regards the legality thereof and neither the City nor the attorneys approving said Bonds as to legality are to be held responsible for CUSIP numbers incorrectly printed on the Bonds.

SECTION 8: Benefits of Ordinance. Nothing in this Ordinance, expressed or implied, is intended or shall be construed to confer upon any person other than the City, the Paying Agent/Registrar and the Registered 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 City, the Paying Agent/Registrar and the Registered Owners.

SECTION 9: Inconsistent Provisions. All ordinances, orders, or resolutions, or parts thereof, which are in conflict or inconsistent with any provision of this Ordinance are hereby repealed to the extent of such conflict, and the

provisions of this Ordinance shall be and remain controlling as to the matters contained herein.

SECTION 10: Governing Law. This Ordinance shall be construed and enforced in accordance with the laws of the State of Texas and the United States of America.

SECTION 11: Effect of Headings. The Section headings herein are for convenience only and shall not affect the construction hereof.

SECTION 12: Construction of Terms. If appropriate in the context of this Ordinance, words of the singular number shall be considered to include the plural, words of the plural number shall be considered to include the singular, and words of the masculine, feminine, or neuter gender shall be considered to include the other genders.

SECTION 13: Continuing Disclosure Undertaking. This Section shall apply unless the Pricing Officer determines in the Pricing Certificate that an undertaking is not required pursuant to the Rule (defined below).

(a) Definitions. As used in this Section, the following terms have the meanings ascribed to such terms below:

“Financial Obligation” means a (a) debt obligation; (b) derivative instrument entered into in connection with, or pledged as security or a source of payment for, an existing or planned debt obligation; or (c) guarantee of a debt obligation or any such derivative instrument; provided that “financial obligation” shall not include municipal securities as to which a final official statement (as defined in the Rule) has been provided to the MSRB consistent with the Rule.

“MSRB” means the Municipal Securities Rulemaking Board.

“Rule” means SEC Rule 15c2 12, as amended from time to time or officially interpreted by the SEC.

“SEC” means the United States Securities and Exchange Commission.

(b) Annual Reports.

The City shall provide annually to the MSRB (1) within six months after the end of each fiscal year, beginning in or after the year stated in the Pricing Certificate, financial information and operating data with respect to the City of the general type included in Official Statement approved by the Pricing Officer and described in the Pricing Certificate and (2) within twelve months after the end of each fiscal year, beginning with the year stated in the Pricing Certificate, if not provided as part of such financial information and operating data, audited financial statements of the City. Any financial statements so provided shall be prepared in accordance with the accounting principles described in the Pricing Certificate, or such other accounting principles as the City may be required to employ from time to time pursuant to state law or regulation. If audited financial statements are not available within twelve months after the end of any fiscal year, the City will provide unaudited financial statements by the required time, and audited financial statements when and if such audited financial statements become available.

If the City changes its fiscal year, it will notify the MSRB of the change (and of the date of the new fiscal year end) prior to the next date by which the City otherwise would be required to provide financial information and operating data pursuant to this Section.

The financial information and operating data to be provided pursuant to this Section may be set forth in full in one or more documents or may be included by specific reference to any document available to the public on the MSRB’s Internet Web site or filed with the SEC.

(c) Notice of Certain Events.

The City shall provide notice of any of the following events with respect to the Bonds to the MSRB in a timely manner and not more than 10 business days after occurrence of the event:

1. Principal and interest payment delinquencies;
2. Non-payment related defaults, if material;
3. Unscheduled draws on debt service reserves reflecting financial difficulties;
4. Unscheduled draws on credit enhancements reflecting financial difficulties;
5. Substitution of credit or liquidity providers, or their failure to perform;
6. Adverse tax opinions, the issuance by the Internal Revenue Service of proposed or final determinations of taxability, Notices of Proposed Issue (IRS Form 5701-TEB), or other material notices or determinations with respect to the tax status of the Bonds, or other material events affecting the tax status of the Bonds;
7. Modifications to rights of holders of the Bonds, if material;
8. Bond calls, if material, and tender offers;
9. Defeasances;
10. Release, substitution, or sale of property securing repayment of the Bonds, if material;
11. Rating changes;
12. Bankruptcy, insolvency, receivership, or similar event of the City, which shall occur as described below;
13. The consummation of a merger, consolidation, or acquisition involving the City or the sale of all or substantially all of its assets, other than in the ordinary course of business, the entry into of a definitive agreement to undertake such an action or the termination of a definitive agreement relating to any such actions, other than pursuant to its terms, if material;
14. Appointment of a successor or additional trustee or the change of name of a trustee, if material;
15. Incurrence of a Financial Obligation of the City, if material, or agreement to covenants, events of default, remedies, priority rights, or other similar terms of a Financial Obligation of the City, any of which affect security holders, if material; and
16. Default, event of acceleration, termination event, modification of terms, or other similar events under the terms of a Financial Obligation of the City, any of which reflect financial difficulties.

For these purposes, (a) any event described in item 12 above is considered to occur when any of the following occur: the appointment of a receiver, fiscal agent, or similar officer for the City in a proceeding under the United States Bankruptcy Code or in any other proceeding under state or federal law in which a court or governmental authority has assumed jurisdiction over substantially all of the assets or business of the City, or if such jurisdiction has been assumed by leaving the existing governing body and officials or officers in possession but subject to the supervision and orders of a court or governmental authority, or the entry of an order confirming a plan of reorganization, arrangement, or liquidation by a court or governmental authority having supervision or jurisdiction over substantially all of the assets or business of the City and (b) the City intends the words used in the immediately preceding items 15 and 16 in this Section to have the meanings

ascribed to them in SEC Release No. 34-83885, dated August 20, 2018.

The City shall notify the MSRB, in a timely manner, of any failure by the City to provide financial information or operating data in accordance with subsection (b) of this Section by the time required by such Section.

(d) Filings with the MSRB.

All financial information, operating data, financial statements, notices and other documents provided to the MSRB in accordance with this Section shall be provided in an electronic format prescribed by the MSRB and shall be accompanied by identifying information as prescribed by the MSRB.

(e) Limitations, Disclaimers, and Amendments.

The City shall be obligated to observe and perform the covenants specified in this Section for so long as, but only for so long as, the City remains an “obligated person” with respect to the Bonds within the meaning of the Rule, except that the City in any event will give the notice required by subsection (c) of this Section of any Bond calls and defeasance that cause the City to be no longer such an “obligated person.”

The provisions of this Section are for the sole benefit of the Registered Owners and beneficial owners of the Bonds; and, nothing in this Section, express or implied, shall give any benefit or any legal or equitable right, remedy, or claim hereunder to any other person. The City undertakes to provide only the financial information, operating data, financial statements, and notices which it has expressly agreed to provide pursuant to this Section. Except as expressly provided within this Section, the City does not undertake to provide any other information, whether or not it may be relevant or material to a complete presentation of the City’s financial results, condition, or prospects; nor does the City undertake to update any information provided in accordance with this Section or otherwise. Furthermore, the City does not make any representation or warranty concerning such information or its usefulness to a decision to invest in or sell Bonds at any future date.

UNDER NO CIRCUMSTANCES SHALL THE CITY BE LIABLE TO THE HOLDER OR BENEFICIAL OWNER OF ANY BOND OR ANY OTHER PERSON, IN CONTRACT OR TORT, FOR DAMAGES RESULTING IN WHOLE OR IN PART FROM ANY BREACH BY THE CITY, WHETHER NEGLIGENT OR WITHOUT FAULT ON ITS PART, OF ANY COVENANT SPECIFIED IN THIS SECTION, BUT EVERY RIGHT AND REMEDY OF ANY SUCH PERSON, IN CONTRACT OR TORT, FOR OR ON ACCOUNT OF ANY SUCH BREACH SHALL BE LIMITED TO AN ACTION FOR MANDAMUS OR SPECIFIC PERFORMANCE.

No default by the City in observing or performing its obligations under this Section shall constitute a breach of or default under this Ordinance for purposes of any other provision of this Ordinance.

Nothing in this Section is intended or shall act to disclaim, waive, or otherwise limit the duties of the City under federal and state securities laws.

Notwithstanding anything herein to the contrary, the provisions of this Section may be amended by the City from time to time to adapt to changed circumstances resulting from a change in legal requirements, a change in law, or a change in the identity, nature, status, or type of operations of the City, but only if (1) the provisions of this Section, as so amended, would have permitted an underwriter to purchase or sell Bonds in the primary offering of the Bonds in compliance with the Rule, taking into account any amendments or interpretations of the Rule to the date of such amendment, as well as such changed circumstances, and (2) either (a) the Registered Owners of a majority in aggregate principal amount (or any greater amount required by any other provision of this Ordinance that authorizes such an amendment) of the Outstanding Bonds consent to such amendment or (b) a Person that is unaffiliated with the City (such as nationally recognized bond counsel) determines that such amendment will not materially impair the interests of the Registered Owners and beneficial owners of the Bonds. The provisions of this Section may also be amended from time to

time or repealed by the City if the SEC amends or repeals the applicable provisions of the Rule or a court of final jurisdiction determines that such provisions are invalid, but only if and to the extent that reservation of the City's right to do so would not prevent underwriters of the initial public offering of the Bonds from lawfully purchasing or selling Bonds in such offering. If the City so amends the provisions of this Section, it shall include with any amended financial information or operating data next provided pursuant to subsection (b) of this Section an explanation, in narrative form, of the reasons for the amendment and of the impact of any change in the type of financial information or operating data so provided.

SECTION 14: Municipal Bond Insurance. The Bonds may be sold with the principal of and interest thereon being insured by a municipal bond insurance provider authorized to transact business in the State of Texas. The Pricing Officer is hereby authorized to make the selection of municipal bond insurance (if any) for the Bonds and make the determination of the provisions of any commitment therefor.

SECTION 15: Further Procedures. Any one or more of the Mayor, Mayor Pro Tem, City Manager, Chief Financial Officer and City Secretary 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 on behalf of the City all agreements, instruments, certificates or other documents, whether mentioned herein or not, as may be necessary or desirable in order to carry out the terms and provisions of this Ordinance and the issuance of the Bonds. In addition, prior to the initial delivery of the Certificates, the City Manager, Mayor, Chief Financial Officer or Bond Counsel to the City are each hereby authorized and directed to approve any changes or corrections to this Ordinance or to any of the documents authorized and approved by this Ordinance: (i) in order to cure any ambiguity, formal defect or omission in the Ordinance or such other document; or (ii) as requested by the Attorney General of the State of Texas or his representative to obtain the approval of the Certificates by the Attorney General and if such officer or counsel determines that such changes are consistent with the intent and purpose of the Ordinance, which determination shall be final. In the event that any officer of the City whose signature shall appear on any document shall cease to be such officer before the delivery of such document, such signature nevertheless shall be valid and sufficient for all purposes the same as if such officer had remained in office until such delivery.

SECTION 16: Severability. If any provision of this Ordinance or the application thereof to any circumstance shall be held to be invalid, the remainder of this Ordinance and the application thereof to other circumstances shall nevertheless be valid, and the City Council hereby declares that this Ordinance would have been enacted without such invalid provision.

SECTION 17: Incorporation of Preambles. The reservations, findings and determinations set forth in the preambles of this Ordinance are hereby incorporated herein as if fully set forth in the body of this Ordinance and are adopted as official reservations, findings and determinations.

SECTION 18: Public Meeting. It is officially found, determined, and declared that the meeting at which this Ordinance is adopted was open to the public and public notice of the time, place, and subject matter of the public business to be considered at such meeting, including this Ordinance, was given, all as required by Chapter 551, Government Code, as amended.

SECTION 19: Effective Date. That this Ordinance shall take effect and be in force from and after its passage and approval in accordance with the provisions of Section 1201.028, Texas Government Code, as amended.

[remainder of page intentionally left blank]

PASSED, APPROVED AND EFFECTIVE this the 21st day of April, 2020.

CITY OF GRAND PRAIRIE, TEXAS

Mayor

ATTEST:

City Secretary

(City Seal)

APPROVED:

City Attorney

ORDINANCE NO. ____-2020

AN ORDINANCE by the City Council of the City of Grand Prairie, Texas authorizing the issuance of "City of Grand Prairie, Texas, Sales Tax Revenue Refunding Bonds, Series 2020," pledging certain "Pledged Revenues" of the City, including "Gross Sales Tax Revenues," to the payment of the principal of and interest on said Bonds; enacting provisions incident and related to the issuance, payment, security and delivery of said Bonds, establishing procedures for the sale and delivery of said Bonds; and delegating matters relating to the sale and issuance of said Bonds to an authorized City official; and providing an effective date.

WHEREAS, in accordance with the provisions of Texas Local Government Code, Chapter 334 (the "Act"), the qualified voters of the City of Grand Prairie, Texas (the "City"), voting in an election held November 2, 1999, authorized the City to improve and add to all of its parks and recreation system (the "Project") and to impose a sales and use tax at the rate of one-fourth of one percent for the purpose of financing such Project;

WHEREAS, the City has heretofore issued Previously Issued Bonds (as defined herein) and has pledged the Pledged Revenues (as defined herein) of the City, including Gross Sales Tax Revenues (as defined herein) for the payment thereof;

WHEREAS, the City Council of the City of Grand Prairie, Texas (the "City"), has heretofore issued, sold, and delivered, and there are currently outstanding bonds of the following issue, to wit: "City of Grand Prairie, Texas, Sales Tax Subordinate Lien Revenue Refunding Bonds, Series 2009," dated December 1, 2009, maturing February 15, 2027 (the "Refunded Bonds");

WHEREAS, pursuant to the provisions of Texas Local Government Code, Chapter 334, as amended, and Texas Government Code, Chapter 1207, as amended, the City Council of the City is authorized to issue refunding bonds and deposit the proceeds of the sale thereof directly with the place of payment for the Refunded Bonds, and such deposit, when made in accordance with said statute, shall constitute the making of firm banking and financial arrangements for the discharge and final payment of the Refunded Bonds; and

WHEREAS, the City shall by this Ordinance, in accordance with the provisions of Section 1207.007 of Chapter 1207, Texas Government Code, as amended, delegate to a Pricing Officer (hereinafter designated) the authority to determine the principal amount and certain other specified terms of the Bonds to be issued, negotiate the terms of sale thereof and select the specific portion, in whole or in part, of the Refunded Bonds to be refunded; and

WHEREAS, the Council hereby finds and determines that it is a public purpose and in the best interests of the City to refund the Refunded Bonds in order to achieve a present value debt service savings on such indebtedness and to authorize the issuance of the Bonds in one or more series with the terms of such bonds to be included in one or more pricing certificates (the "Pricing Certificate") to be executed by the Pricing Officer (hereinafter defined), all in accordance with the provisions of Section 1207.007 of Chapter 1207, Texas Government Code, as amended; and

WHEREAS, the City Council hereby finds and determines that the Refunded Bonds are scheduled to mature, or are subject to being redeemed, not more than twenty (20) years from the date of the refunding bonds herein authorized; and

WHEREAS, the City Council of the City hereby finds and determines that all such conditions precedent to the issuance of the bonds herein authorized have been met and satisfied in that: (i) prior to the delivery of the bonds authorized by this Ordinance, the Chief Financial Officer of the City will execute a certificate stating that the City is not now in default as to any covenant, obligation or agreement contained in any ordinance authorizing the Parity Bonds (as defined herein); (ii) prior to the delivery of the bonds authorized by this Ordinance, the City will secure from a certified public accountant a certificate or opinion to the effect that, according to the books and records of the City, the Gross Sales Tax Revenues received by the City for either (a) the last completed Fiscal Year next preceding the adoption of this Ordinance or (b) any twelve (12) consecutive months out of the previous eighteen (18) months next preceding the adoption of this Ordinance are equal to not less than 1.25 times the maximum annual Debt Service for all Parity Bonds which will be Outstanding after giving effect to the issuance of the Bonds; and (iii) the Required Reserve to be accumulated and maintained in the Reserve Fund will be increased to the extent required by the ordinances authorizing the Previously Issued Bonds; now, therefore,

BE IT ORDAINED BY THE CITY COUNCIL OF THE CITY OF GRAND PRAIRIE, TEXAS:

SECTION 1: Authorization - Designation - Principal Amount - Purpose. Bonds of the City shall be and are hereby authorized to be issued in the aggregate principal amount set forth in the Pricing Certificate to be designated and bear the title "City of Grand Prairie, Texas, Sales Tax Revenue Refunding Bonds, Series 2020" (hereinafter referred to as the "Bonds"), for the purposes of (1) the discharge and final payment of certain outstanding sales tax revenue obligations of the City (identified in the preamble hereof and referred to as the "Refunded Bonds") and (2) to pay the costs of issuance, in conformity with the Constitution and laws of the State of Texas, including Texas Local Government Code, Chapter 334, as amended, and Texas Government Code, Chapter 1207, as amended.

SECTION 2: Fully Registered Obligations - Authorized Denominations - Stated Maturities - Interest Maximum Rate - Date. The Bonds are issuable in fully registered form only; shall be dated as provided in the Pricing Certificate (the "Bond Date") and shall be in denominations of \$5,000 or any integral multiple thereof (within a Stated Maturity) and the Bonds shall become due and payable on February 15 in each of the years and in principal amounts (the "Stated Maturities") and bear interest on the unpaid principal amount from the date(s) specified in the Pricing Certificate at the rates per annum in accordance with the details set forth in the Pricing Certificate and interest thereon shall be payable on February 15 and August 15 of each year, commencing on the date set forth in the Pricing Certificate.

SECTION 3: Delegation of Authority to Pricing Officer. As authorized by Section 1207.007 of Chapter 1207, Texas Government Code, as amended, the City Manager or Chief Financial Officer of the City (either the "Pricing Officer") is hereby authorized to act on behalf of the City in selling and delivering the Bonds and carrying out the other procedures specified in this Ordinance, including selection of the portion of the Refunded Bonds to be refunded, determining the aggregate principal amount of the Bonds, the date of the Bonds, any additional or different designation or title by which the Bonds shall be known, determining whether the Bonds shall be issued in one or more series or subseries, the price at which the Bonds will be sold, the manner of sale (negotiated, privately placed or competitively bid), 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 date from which interest on the Bonds will accrue, the interest payment dates, the price and terms upon and at which the Bonds shall be subject to redemption prior to maturity at the option of the City, as well as any mandatory sinking fund redemption provisions, determination of the use of a book-entry-only securities clearance, settlement and transfer system, the

designation of one or more paying agent/registrars, the designation of one or more escrow agents, if applicable, satisfying the requirements of Texas Government Code, Chapter 1207, as amended the terms of any bond insurance applicable to the Bonds, including any modification of the continuing disclosure undertaking contained in Section 41 hereof as may be required by the purchasers of the Bonds in connection with any amendments to the Rule (hereinafter defined), any adjustment to the Reserve Fund and all other matters relating to the issuance, sale and delivery of the Bonds, all of which shall be specified in the Pricing Certificate, provided that:

- (a) the aggregate original principal amount of the Bonds shall not exceed \$6,995,000;
- (b) the maximum net effective interest rate for the Bonds shall not exceed 2.80%;
- (c) the refunding must produce a net present value debt service savings of at least the lesser of 5.00% net of any contribution by the City, or \$203,000 net of any contribution by the City; and
- (d) the maximum maturity date for the Bonds shall not exceed February 15, 2027.

The execution of the Pricing Certificate shall evidence the sale date of the Bonds by the City to the Purchasers (hereinafter defined).

If the Pricing Officer determines that bond insurance results in a net reduction of the City's interest costs associated with the Bonds, then the Pricing Officer is authorized, in connection with effecting the sale of the Bonds, to make the selection of a municipal bond insurance company for the Bonds (each, an "Insurer") and to obtain from the Insurer a municipal bond insurance policy in support of the Bonds. The Pricing Officer shall have the authority to determine the provisions of the commitment for any such policy or policies and to execute any documents to affect the issuance of said policy or policies by the Insurer.

In establishing the aggregate principal amount of the Bonds, the Pricing Officer shall establish an amount not exceeding the amount authorized in subsection (3)(a) above, which shall be sufficient in amount to provide for the purposes for which the Bonds are authorized and to pay costs of issuing the Bonds. The delegation made hereby shall expire if not exercised by the Pricing Officer by August 31, 2020. The Bonds shall be sold to the purchaser(s)/underwriter(s) named in the Pricing Certificate (the "Purchasers"), at such price and with and subject to such terms as set forth in the Pricing Certificate and the Purchase Contract (hereinafter defined), and may be sold by negotiated or competitive sale or by private placement. The Pricing Officer is hereby delegated the authority to designate the Purchasers, which delegation shall be evidenced by the execution of the Pricing Certificate.

SECTION 4: Payment of Bonds - Paying Agent/Registrar. The principal of, premium, if any, and the interest on the Bonds, due and payable by reason of maturity or otherwise, shall be payable only to the registered owners or holders of the Bonds (hereinafter called the "Registered Owners") appearing on the registration and transfer books (the "Security Register") for the Bonds maintained by the Paying Agent/Registrar and the payment thereof shall be in any coin or currency of the United States of America, which at the time of payment is legal tender for the payment of public and private debts, and shall be without exchange or collection charges to the Registered Owners.

The selection and appointment of The Bank of New York Mellon Trust Company, N.A., Dallas, Texas or its assigns to serve as Paying Agent/Registrar for the Bonds is hereby approved

and confirmed. Books and records relating to the registration, payment, exchange and transfer of the Bonds (the "Security Register"), shall at all times be kept and maintained on behalf of the City by the Paying Agent/Registrar, all as provided herein, in accordance with the terms and provisions of a "Paying Agent/Registrar Agreement," substantially in the form attached hereto as **Exhibit A** and such reasonable rules and regulations as the Paying Agent/Registrar and the City may prescribe; and the Mayor and City Secretary or the Pricing Officer are authorized to execute and deliver such Paying Agent/Registrar Agreement in connection with the delivery of the Bonds. The City covenants to maintain and provide a Paying Agent/Registrar at all times until the Bonds are paid and discharged, and any successor Paying Agent/Registrar shall be a bank, trust company, financial institution or other entity qualified and authorized to serve in such capacity and perform the duties and services of Paying Agent/Registrar. Upon any change in the Paying Agent/Registrar for the Bonds, the City agrees to promptly cause a written notice thereof to be sent to each Holder by United States Mail, first class postage prepaid, which notice shall also give the address of the new Paying Agent/Registrar.

The Bonds shall be payable at their Stated Maturities only upon the presentation and surrender to the Paying Agent/Registrar at its designated offices, initially in East Syracuse, New York, or, with respect to a successor Paying Agent/Registrar, at the designated offices of such successor (the "Designated Payment/Transfer Office"). Interest on the Bonds shall be paid to the Registered Owners whose names appear in the Security Register at the close of business on the Record Date (the last business day of the month next preceding each interest payment date) and shall be paid by the Paying Agent/Registrar (i) by check sent United States Mail, first class postage prepaid, to the address of the Holder recorded in the Security Register or (ii) by such other method, acceptable to the Paying Agent/Registrar, requested by, and at the risk and expense of, the Holder. If the date for the payment of the Bonds shall be a Saturday, Sunday, a legal holiday, or a day when banking institutions in the city where the Designated Payment/Transfer Office of the Paying Agent/Registrar is located are authorized by law or executive order to be closed, then the date for such payment shall be the next succeeding day which is not such a Saturday, Sunday, legal holiday, or day when banking institutions are authorized to be closed; and payment on such date shall have the same force and effect as if made on the original date payment was due.

In the event of a non-payment of interest on one or more maturities on a scheduled payment date on the Bonds, and for thirty (30) days thereafter, a new record date for such interest payment for such maturity or maturities (a "Special Record Date") will be established by the Paying Agent/Registrar, if and when funds for the payment of such interest have been received from the City. Notice of the Special Record Date and of the scheduled payment date of the past due interest (which shall be fifteen (15) days after the Special Record Date) shall be sent at least five (5) business days prior to the Special Record Date by United States Mail, first class postage prepaid, to the address of each Holder of the Bonds appearing on the Security Register at the close of business on the last business day next preceding the date of mailing of such notice.

SECTION 5: Execution - Registration. The Bonds shall be executed on behalf of the City by the Mayor or Mayor Pro Tem under its seal reproduced or impressed thereon and countersigned by the City Secretary. The signature of said officers on the Bonds may be manual or facsimile. Bonds bearing the manual or facsimile signatures of individuals who are or were the proper officers of the City on the Bond Date shall be deemed to be duly executed on behalf of the City, notwithstanding that such individuals or either of them shall cease to hold such offices at the time of delivery of the Bonds to the initial purchaser(s) and with respect to Bonds delivered in subsequent exchanges and transfers, all as authorized and provided in Texas Government Code, Chapter 1201, as amended.

No Bond shall be entitled to any right or benefit under this Ordinance, or be valid or obligatory for any purpose, unless there appears on such Bond either a certificate of registration substantially in the form provided in Section 9C, manually executed by the Comptroller of Public Accounts of the State of Texas or his duly authorized agent, or a certificate of registration substantially in the form provided in Section 9D, executed by an authorized officer, employee or representative of the Paying Agent/Registrar, and either such certificate upon any Bond shall be conclusive evidence, and the only evidence, that such Bond has been duly certified or registered and delivered.

SECTION 6: Book-Entry Only Transfers and Transactions. Notwithstanding the provisions contained herein relating to the payment and transfer/exchange of the Bonds, the City hereby approves and authorizes the use of "Book-Entry Only" securities clearance, settlement and transfer system provided by The Depository Trust Company (DTC), a limited purpose trust company organized under the laws of the State of New York, in accordance with the requirements and procedures identified in the current DTC Operational Arrangements memorandum, as amended, the Blanket Issuer Letter of Representations, by and between the City and DTC, and the Letter of Representation from the Paying Agent/Registrar to DTC (collectively, the "Depository Agreement").

Pursuant to the Depository Agreement and the rules of DTC, the Bonds shall be deposited with DTC who shall hold said Bonds for its participants (the "DTC Participants"). While the Bonds are held by DTC under the Depository Agreement, the Holder of the Bonds on the Security Register for all purposes, including payment and notices, shall be Cede & Co., as nominee of DTC, notwithstanding the ownership of each actual purchaser or owner of each Bond (the "Beneficial Owners") being recorded in the records of DTC and DTC Participants.

In the event DTC determines to discontinue serving as securities depository for the Bonds or otherwise ceases to provide book-entry clearance and settlement of securities transactions in general or the City determines that DTC is incapable of properly discharging its duties as securities depository for the Bonds, the City covenants and agrees with the Registered Owners of the Bonds to cause Bonds to be printed in definitive form and provide for the Bonds to be issued and delivered to DTC Participants and Beneficial Owners, as the case may be. Thereafter, the Bonds in definitive form shall be assigned, transferred and exchanged on the Security Register maintained by the Paying Agent/Registrar and payment of such Bonds shall be made in accordance with the provisions of Sections 4 and 5 hereof and in the Pricing Certificate.

SECTION 7: Registration - Transfer - Exchange of Bonds - Predecessor Bonds. A Security Register relating to the registration, payment, and transfer or exchange of the Bonds shall at all times be kept and maintained by the City at the Designated Payment/Transfer Office of the Paying Agent/Registrar, and the Paying Agent/Registrar shall obtain, record, and maintain in the Security Register the name and address of each Holder of the Bonds issued under and pursuant to the provisions of this Ordinance. Any Bond may, in accordance with its terms and the terms hereof, be transferred or exchanged for Bonds of other authorized denominations upon the Security Register by the Holder, in person or by his duly authorized agent, upon surrender of such Bond to the Paying Agent/Registrar for cancellation, accompanied by a written instrument of transfer or request for exchange duly executed by the Holder or by his duly authorized agent, in form satisfactory to the Paying Agent/Registrar.

Upon surrender for transfer of any Bond at the Designated Payment/Transfer Office of the Paying Agent/Registrar, the Paying Agent/Registrar shall register and deliver, in the name of the designated transferee or transferees, one or more new Bonds executed on behalf of, and

furnished by, the City of authorized denominations and having the same Stated Maturity and of a like aggregate principal amount as the Bond or Bonds surrendered for transfer.

At the option of the Holder, Bonds may be exchanged for other Bonds of authorized denominations and having the same Stated Maturity, bearing the same rate of interest and of like aggregate principal amount as the Bonds surrendered for exchange, upon surrender of the Bonds to be exchanged at the Designated Payment/Transfer Office of the Paying Agent/Registrar. Whenever any Bonds are so surrendered for exchange, the Paying Agent/Registrar shall register and deliver new Bonds executed on behalf of, and furnished by, the City to the Holder requesting the exchange.

All Bonds issued upon any transfer or exchange of Bonds shall be delivered at the Designated Payment/Transfer Office of the Paying Agent/Registrar, or sent by United States mail, first class postage prepaid, to the Holder at his request, risk, and expense and, upon the delivery thereof, the same shall be valid obligations of the City, evidencing the same obligation to pay, and entitled to the same benefits under this Ordinance, as the Bonds surrendered in such transfer or exchange.

All transfers or exchanges of Bonds pursuant to this Section shall be made without expense or service charge to the Holder, except as otherwise herein provided, and except that the Paying Agent/Registrar shall require payment by the Holder requesting such transfer or exchange of any tax or other governmental charges required to be paid with respect to such transfer or exchange.

Bonds canceled by reason of an exchange or transfer pursuant to the provisions hereof are hereby defined to be "Predecessor Bonds," evidencing all or a portion, as the case may be, of the same obligation to pay evidenced by the new Bond or Bonds registered and delivered in the exchange or transfer therefor. Additionally, the term "Predecessor Bonds" shall include any Bond registered and delivered pursuant to Section 26 hereof in lieu of a mutilated, lost, destroyed, or stolen Bond which shall be deemed to evidence the same obligation as the mutilated, lost, destroyed, or stolen Bond.

SECTION 8: Initial Bond(s). The Bonds herein authorized shall be initially issued as a single fully registered bond in the total principal amount of this series with principal installments to become due and payable as provided in the Pricing Certificate and numbered T-1, or (ii) alternatively, as one bond for each year of maturity in the applicable principal amount and denomination and to be numbered consecutively from T-1 and upward (hereinafter called the "Initial Bond(s)") and, in either case, the Initial Bond(s) shall be registered in the name of the initial purchaser(s) or the designee thereof. The Initial Bond(s) shall be the Bonds submitted to the Office of the Attorney General of the State of Texas for approval, certified and registered by the Office of the Comptroller of Public Accounts of the State of Texas and delivered to the initial purchaser(s). Any time after the delivery of the Initial Bond(s), the Paying Agent/Registrar, pursuant to written instructions from the purchaser(s), or the designee thereof, shall cancel the Initial Bond(s) delivered hereunder and exchange therefor definitive Bonds of authorized denominations, Stated Maturities, principal amounts, and bearing applicable interest rates for transfer and delivery to the Holder named at the addresses identified therefor; all pursuant to and in accordance with such written instructions from the initial purchaser(s), or the designee thereof, and such other information and documentation as the Paying Agent/Registrar may reasonably require.

SECTION 9: Forms.

A. Forms Generally. The Bonds, the Registration Certificate of the Comptroller of Public Accounts of the State of Texas, the Certificate of Registration, and the form of Assignment to be printed on each of the Bonds, shall be substantially in the forms set forth in this Section with such appropriate insertions, omissions, substitutions, and other variations as are permitted or required by this Ordinance, with the Bonds to be completed and modified with the information set forth in the Pricing Certificate, and may have such letters, numbers, or other marks of identification (including identifying numbers and letters of the Committee on Uniform Securities Identification Procedures of the American Bankers Association) and such legends and endorsements (including insurance legends, if the Bonds are to be insured, and any reproduction of an opinion of counsel) thereon as may, consistently herewith, be established by the City or determined by the Pricing Officer or the officers executing such Bonds as evidenced by their execution thereof. The Pricing Certificate shall set forth the final and controlling forms and terms of each series of the Bonds. Any portion of the text of any Bonds may be set forth on the reverse side thereof, with an appropriate reference thereto on the face of the Bond.

The definitive Bonds shall be printed, lithographed, or engraved or produced in any other similar manner, all as determined by the officers executing such Bonds as evidenced by their execution thereof, but the Initial Bond(s) submitted to the Attorney General of Texas may be typewritten or photocopied or otherwise reproduced.

The City may provide (i) for issuance of one fully registered Bond for each Stated Maturity in the aggregate principal amount of each Stated Maturity and (ii) for registration of such Bonds in the name of a securities depository, or the nominee thereof. While any Bond is registered in the name of a securities depository or its nominee, references herein and in the Bonds to the holder or owner of such Bond shall mean the securities depository or its nominee and shall not mean any other person.

B. Form of Definitive Bond.

REGISTERED
NO. _____

REGISTERED
\$ _____

UNITED STATES OF AMERICA
STATE OF TEXAS
CITY OF GRAND PRAIRIE, TEXAS
SALES TAX REVENUE REFUNDING BOND
SERIES 2020

Bond Date:
_____, 2020

Interest Rate:

Stated Maturity:

CUSIP NO.

Registered Owner: _____

Principal Amount: _____ DOLLARS

The City of Grand Prairie, Texas, (hereinafter referred to as the "City"), a body corporate and municipal corporation in the Counties of Dallas, Tarrant and Ellis, State of Texas, for value received, hereby promises to pay to order of the Registered Owner named above (the "Registered Owner"), or the registered assigns thereof, solely from the revenues hereinafter defined, on the

Stated Maturity date specified above, the Principal Amount stated above (or so much thereof as shall not have been paid upon prior redemption) and to pay interest on the unpaid Principal Amount hereof from _____ at the per annum rate of interest specified above computed on the basis of a 360-day year consisting of twelve 30-day months; such interest being payable on February 15 and August 15 of each year commencing _____ 15, 20____, until maturity [or prior redemption]. Principal of this Bond shall be payable at its Stated Maturity or on a redemption date to the Registered Owner hereof, upon presentation and surrender, at the Designated Payment/Transfer Office of the Paying Agent/Registrar executing the registration certificate appearing hereon, or its successor. Interest shall be payable to the Registered Owner of this Bond (or one or more Predecessor Bonds, as defined in the Ordinance hereinafter referenced) whose name appears on the "Security Register" maintained by the Paying Agent/Registrar at the close of business on the "Record Date," which is the last business day of the month next preceding each interest payment date. All payments of principal of, premium, if any, and interest on this Bond shall be in any coin or currency of the United States of America, which at the time of payment is legal tender for the payment of public and private debts, and shall be made by the Paying Agent/Registrar by check sent on or prior to the appropriate date of payment by United States Mail, first class postage prepaid, to the address of the Registered Owner recorded in the Security Register on the Record Date or by such other method, acceptable to the Paying Agent/ Registrar, requested by, and at the risk and expense of, the Registered Owner. If the date for the payment of the Bonds shall be a Saturday, Sunday, a legal holiday, or a day when banking institutions in the city where the Designated Payment/Transfer Office of the Paying Agent/Registrar is located are authorized by law or executive order to be closed, then the date for such payment shall be the next succeeding day which is not such a Saturday, Sunday, legal holiday, or day when banking institutions are authorized to be closed; and payment on such date shall have the same force and effect as if made on the original date payment was due.

This Bond is one of the series specified in its title issued in the aggregate principal amount of \$_____ (herein referred to as the "Bonds") for the purposes of (1) the discharge and final payment of certain outstanding sales tax revenue obligations of the City (identified in the Ordinance hereinafter referenced and referred to as the "Refunded Bonds") and (2) to pay the costs of issuance, in conformity with the Constitution and laws of the State of Texas, including Texas Local Government Code, Chapter 334, as amended, and Texas Government Code, Chapter 1207, as amended, and an Ordinance adopted by the governing body of the City (the "Bond Ordinance" and jointly with the Pricing Certificate, the "Ordinance").

[The Bonds maturing on the dates hereinafter identified (the "Term Bonds") are subject to mandatory redemption prior to maturity with funds on deposit in the Bond Fund established and maintained for the payment thereof in the Ordinance, and shall be redeemed in part prior to maturity at the price of par and accrued interest thereon to the date of redemption, and without premium, on the dates and in the principal amounts as follows:

Term Bonds due _____, 20__		Term Bonds due _____, 20__	
<u>Redemption Date</u>	<u>Principal Amount</u>	<u>Redemption Date</u>	<u>Principal Amount</u>
_____, 20__		_____, 20__	
_____, 20__*		_____, 20__*	

* Stated maturity.

The particular Term Bonds of a Stated Maturity to be redeemed on each redemption date shall be chosen by lot by the Paying Agent/Registrar; provided, however, that the principal amount

of Term Bonds for a Stated Maturity required to be redeemed on a mandatory redemption date may be reduced, at the option of the City, by the principal amount of Term Bonds of like Stated Maturity which, at least fifty (50) days prior to a mandatory redemption date, (1) shall have been acquired by the City at a price not exceeding the principal amount of such Term Bonds plus accrued interest to the date of purchase thereof, and delivered to the Paying Agent/Registrar for cancellation or (2) shall have been redeemed pursuant to the optional redemption provisions appearing below and not theretofore credited against a mandatory redemption requirement.】

The Bonds maturing on and after ____ 15, 20__, may be redeemed prior to their Stated Maturities, at the option of the City, in whole or in part in principal amounts of \$5,000 or any integral multiple thereof (and if within a Stated Maturity by lot by the Paying Agent/Registrar), on ____ 15, 20__, or on any date thereafter, at the redemption price of par, together with accrued interest to the date of redemption.

At least thirty (30) days prior to the date fixed for any redemption of Bonds, the City shall cause a written notice of such redemption to be sent by United States Mail, first class postage prepaid, to the registered owners of each Bond to be redeemed at the address shown on the Security Register and subject to the terms and provisions relating thereto contained in the Ordinance. If a Bond (or any portion of its principal sum) shall have been duly called for redemption and notice of such redemption duly given, then upon such redemption date such Bond (or the portion of its principal sum to be redeemed) shall become due and payable, and interest thereon shall cease to accrue from and after the redemption date; provided moneys for the payment of the redemption price and the interest on the principal amount to be redeemed to the date of redemption are held for the purpose of such payment by the Paying Agent/Registrar.

In the event a portion of the principal amount of a Bond is to be redeemed and the registered owner is someone other than Cede & Co., payment of the redemption price of such principal amount shall be made to the registered owner only upon presentation and surrender of such Bond to the Designated Payment/Transfer Office of the Paying Agent/Registrar, and a new Bond or Bonds of like maturity and interest rate in any authorized denominations provided by the Ordinance for the then unredeemed balance of the principal sum thereof will be issued to the registered owner, without charge. If a Bond is selected for redemption, in whole or in part, the City and the Paying Agent/Registrar shall not be required to transfer such Bond to an assignee of the registered owner within forty-five (45) days of the redemption date; provided, however, such limitation on transferability shall not be applicable to an exchange by the registered owner of the unredeemed balance of a Bond redeemed in part.

With respect to any optional redemption of the Bonds, unless moneys sufficient to pay the principal of and premium, if any, and interest on the Bonds to be redeemed shall have been received by the Paying Agent/Registrar prior to the giving of such notice of redemption, such notice may state that said redemption is conditional upon the receipt of such moneys by the Paying Agent/Registrar on or prior to the date fixed for such redemption, or upon the satisfaction of any prerequisites set forth in such notice of redemption; and, if sufficient moneys are not received, such notice shall be of no force and effect, the City shall not redeem such Bonds and the Paying Agent/Registrar shall give notice, in the manner in which the notice of redemption was given, to the effect that the Bonds have not been redeemed.

The Bonds are special obligations of the City and, together with the outstanding and unpaid Previously Issued Bonds (as defined in the Ordinance authorizing the issuance of the Bonds), are payable solely from and secured by a pledge of the Pledged Revenues (as defined in the Ordinance authorizing the issuance of the Bonds), to wit: receipts from a ¼ of 1% sales

and use tax levied within the City pursuant to the Act and an election held in the City. The Bonds do not constitute a legal or equitable pledge, charge, lien or encumbrance upon any property of the City, except with respect to the "Pledged Revenues." The Registered Owner hereof shall never have the right to demand payment of this obligation out of any property taxes raised or to be raised by the City.

Subject to satisfying the terms and conditions prescribed therefor, the City has reserved the right to issue additional revenue obligations payable from and equally and ratably secured by a parity lien on and pledge of the Pledged Revenues, in the same manner and to the same extent as the Bonds.

Reference is hereby made to the Ordinance, a copy of which is on file in the Designated Payment/Transfer Office of the Paying Agent/Registrar, and to all of the provisions of which the Registered Owner by his acceptance hereof hereby assents, for definitions of terms; the description of and the nature and extent of the security for the Bonds; the Pledged Revenues pledged to the payment of the principal of and interest on the Bonds; the nature and extent and manner of enforcement of the lien and pledge securing the payment of the Bonds; the terms and conditions for the issuance of additional revenue obligations; the terms and conditions relating to the transfer or exchange of this Bond; the conditions upon which the Ordinance may be amended or supplemented with or without the consent of the Registered Owners; the rights, duties, and obligations of the City and the Paying Agent/Registrar; the terms and provisions upon which the liens, pledges, charges and covenants made therein may be discharged at or prior to the maturity of this Bond, and this Bond deemed to be no longer Outstanding thereunder; and for the other terms and provisions thereof. Capitalized terms used herein have the same meanings assigned in the Ordinance.

This Bond, subject to certain limitations contained in the Ordinance, may be transferred on the Security Register only upon its presentation and surrender at the Designated Payment/Transfer Office of the Paying Agent/Registrar, with the Assignment hereon duly endorsed by, or accompanied by a written instrument of transfer in form satisfactory to the Paying Agent/Registrar duly executed by, the Registered Owner hereof, or his duly authorized agent. When a transfer on the Security Register occurs, one or more new fully registered Bonds of the same Stated Maturity, of authorized denominations, bearing the same rate of interest, and of the same aggregate principal amount will be issued by the Paying Agent/Registrar to the designated transferee or transferees.

The City and the Paying Agent/Registrar, and any agent of either, may treat the Registered Owner hereof whose name appears on the Security Register (i) on the Record Date as the owner entitled to payment of interest hereon, (ii) on the date of surrender of this Bond as the owner entitled to payment of principal hereof at its Stated Maturity or upon its prior redemption, in whole or in part, and (iii) on any other date as the owner for all other purposes, and neither the City nor the Paying Agent/ Registrar, or any agent of either, shall be affected by notice to the contrary. In the event of non-payment of interest on a scheduled payment date and for thirty (30) days thereafter, a new record date for such interest payment (a "Special Record Date") will be established by the Paying Agent/Registrar, if and when funds for the payment of such interest have been received from the City. Notice of the Special Record Date and of the scheduled payment date of the past due interest (which shall be fifteen (15) days after the Special Record Date) shall be sent at least five (5) business days prior to the Special Record Date by United States Mail, first class postage prepaid, to the address of each Registered Owner appearing on the Security Register at the close of business on the last business day next preceding the date of mailing of such notice.

It is hereby certified, recited and represented and covenanted that the City is a duly organized and legally existing municipal corporation under and by virtue of the Constitution and laws of the State of Texas; that the issuance of the Bonds is duly authorized by law; that all acts, conditions and things required to exist and be done precedent to and in the issuance of the Bonds to render the same lawful and valid obligations of the City have been properly done, have happened and have been performed in regular and due time, form and manner as required by the Constitution and laws of the State of Texas, and the Ordinance; that the Bonds do not exceed any constitutional or statutory limitation; and that due provision has been made for the payment of the principal of and interest on the Bonds by a pledge of the Pledged Revenues. In case any provision in this Bond or any application thereof shall be invalid, illegal or unenforceable, the validity, legality and enforceability of the remaining provisions and applications shall not in any way be affected or impaired thereby. The terms and provisions of this Bond and the Ordinance shall be construed in accordance with and shall be governed by the laws of the State of Texas.

IN WITNESS WHEREOF, the City Council of the City has caused this Bond to be duly executed by the manual or facsimile signatures of the persons indicated below, under the official seal of the City as of the Bond Date.

CITY OF GRAND PRAIRIE, TEXAS

Mayor

COUNTERSIGNED:

City Secretary

(City Seal)

C. Form of Registration Certificate of Comptroller of Public Accounts to Appear on Initial Bond only.

REGISTRATION CERTIFICATE OF
COMPTROLLER OF PUBLIC ACCOUNTS

OFFICE OF THE COMPTROLLER
OF PUBLIC ACCOUNTS

§
§
§
§

REGISTER NO. _____

THE STATE OF TEXAS

I HEREBY CERTIFY that this Bond has been examined, certified as to validity and approved by the Attorney General of the State of Texas, and duly registered by the Comptroller of Public Accounts of the State of Texas.

WITNESS my signature and seal of office this _____.

Comptroller of Public Accounts
of the State of Texas

(SEAL)

- D. Form of Certificate of Paying Agent/Registrar to Appear on Definitive Bonds only.

REGISTRATION CERTIFICATE OF PAYING AGENT/REGISTRAR

This Bond has been duly issued and registered in the name of the Registered Owner shown above under the provisions of the within-mentioned Ordinance; the bond or bonds of the above entitled and designated series originally delivered having been approved by the Attorney General of the State of Texas and registered by the Comptroller of Public Accounts, as shown by the records of the Paying Agent/Registrar.

The offices of the Paying Agent/Registrar in East Syracuse, New York is the Designated Payment/Transfer Office for this Bond.

Registered this date:

THE BANK OF NEW YORK MELLON TRUST
COMPANY, N.A., Dallas, Texas
as Paying Agent/Registrar

By _____

Authorized Officer

- E. Form of Assignment.

ASSIGNMENT

FOR VALUE RECEIVED the undersigned hereby sells, assigns, and transfers unto (Print or typewrite name, address, and zip code of transferee:) _____

(Social Security or other identifying number: _____)

the within Bond and all rights thereunder, and hereby irrevocably constitutes and appoints _____ attorney to transfer the within Bond on the books kept for registration thereof, with full power of substitution in the premises.

DATED:

Signature guaranteed:

NOTICE: The signature on this assignment must correspond with the name of the Registered Owner as it appears on the face of the within Bond in every particular.

- F. The Initial Bond(s) shall be in the form set forth in paragraph B of this Section, except that the form of a single fully registered Initial Bond shall be modified as follows:

- (i) immediately under the name of the bond the headings "Interest Rate ____" and "Stated Maturity ____" shall both be completed "As Shown Below", and "CUSIP No. ____" shall be deleted;
- (ii) Paragraph one shall read as follows:

The City of Grand Prairie (hereinafter referred to as the "City"), a body corporate and municipal corporation in the Counties of Dallas, Tarrant and Ellis, State of Texas, for value received, hereby promises to pay to the order of the Registered Owner named above (the "Registered Owner"), or the registered assigns thereof, solely from the revenues hereinafter identified, on _____ 15 in each of the years and in principal amounts and bearing interest at per annum interest rates in accordance with the following schedule:

<u>YEAR</u>	<u>PRINCIPAL AMOUNTS (\$)</u>	<u>INTEREST RATE (%)</u>
-------------	-----------------------------------	------------------------------

(Information to be inserted from the Pricing Certificate)

(or so much principal thereof as shall not have been redeemed prior to maturity) and to pay interest on the unpaid principal amounts hereof from the date of the initial delivery of the Bonds at the per annum rates of interest specified above computed on the basis of a 360-day year consisting of twelve 30-day months; such interest being payable on February 15 and August 15 of each year commencing _____ 15, 20__, until maturity or prior redemption. Principal of this Bond shall be payable on maturity or prior redemption to the Registered Owner hereof, upon presentation and surrender to The Bank of New York Mellon Trust Company, N.A., Dallas, Texas (the "Paying Agent/Registrar") its designated offices, initially in East Syracuse, New York, or, with respect to a successor Paying Agent/Registrar, at the designated offices of such successor (the "Designated Payment/Transfer Office"). Interest shall be payable to the Registered Owner of this Bond whose name appears on the "Security Register" maintained by the Paying Agent/Registrar at the close of business on the "Record Date," which is the last business day of the month next preceding each interest payment date. All payments of principal of, premium, if any, and interest on this Bond shall be in any coin or currency of the United States of America, which at the time of payment is legal tender for the payment of public and private debts, and interest shall be paid by the Paying Agent/Registrar by check sent United States Mail, first class postage prepaid, to the address of the Registered Owner recorded in the Security Register on the Record Date or by such other method, acceptable to the Paying Agent/Registrar, requested by, and at the risk and expense of, the Registered Owner. If the date for the payment of the Bonds shall be a Saturday, Sunday, a legal holiday, or a day when banking institutions in the city where the Designated Payment/Transfer Office of the Paying Agent/Registrar is located are authorized by law or executive order to be closed, then the date for such payment shall be the next succeeding day which is not such a Saturday, Sunday, legal holiday, or day when banking institutions are authorized to be closed; and payment on such date shall have the same force and effect as if made on the original date payment was due.

SECTION 10: Definitions. That for all purposes of this Ordinance and in particular for clarity with respect to the issuance of the Bonds herein authorized and the pledge and appropriation of revenues therefor, the following definitions are provided:

"Act" - Texas Local Government Code, Chapter 334, as amended at any time.

“Additional Bonds” - Bonds, notes or other evidences of indebtedness which the City reserves the right to issue or enter into, as the case may be, in the future in accordance with the terms and conditions provided in Section 18 hereof and which, together with the Bonds, are equally and ratably secured by a parity pledge of and claim on the Pledged Revenues under the terms of the Ordinance and a Supplemental Ordinance.

“Bonds” - The “City of Grand Prairie, Texas, Sales Tax Revenue Refunding Bonds, Series 2020.”

“City” - The City of Grand Prairie, Texas.

“City Council” - The City Council of the City of Grand Prairie, Texas.

“Debt Service” - As of any particular date of computation, with respect to any Parity Bonds and with respect to any period, the aggregate of the amounts to be paid or set aside by the City as of such date or in such period for the payment of the principal of, premium, if any, and interest (to the extent not capitalized) on such Parity Bonds; assuming, in the case of Parity Bonds without a fixed numerical rate, that such Parity Bonds bear, or would have borne, interest at the maximum legal per annum rate applicable to such Parity Bonds, and further assuming in the case of Parity Bonds required to be redeemed or prepaid as to principal prior to maturity, the principal amounts thereof will be redeemed prior to maturity in accordance with the mandatory redemption provisions applicable thereto.

“Depository” - A commercial bank or other qualified financial institution eligible and qualified to serve as the custodian of the City’s monetary accounts and funds.

“Fiscal Year” - The twelve month financial accounting period used by the City ending September 30 in each year, or such other twelve consecutive month period established by the City.

“Government Obligations” - (i) direct noncallable obligations of the United States of America, including obligations the principal of and interest on which are unconditionally guaranteed by the United States of America, (ii) noncallable obligations of an agency or instrumentality of the United States, including obligations unconditionally guaranteed or insured by the agency or instrumentality and on the date of their acquisition or purchase by the City are rated as to investment quality by a nationally recognized investment rating firm not less than AAA or its equivalent, (iii) noncallable obligations of a state or an agency or a county, municipality, or other political subdivision of a state that have been refunded and on the date of their acquisition or purchase by the City, are rated as to investment quality by a nationally recognized investment rating firm not less than AAA or its equivalent and (iv) any other then authorized securities or obligations that may be used to defease obligations such as the Bonds under the then applicable laws of the State of Texas.

“Gross Sales Tax Revenues” - All of the revenues or receipts due or owing to, or collected or received by or on behalf of the City or otherwise pursuant to the provisions of the Act and the election held November 2, 1999, less any amounts due and owed to the Comptroller of Public Accounts of the State of Texas as charges for the collection of the Sales Tax or retention by said Comptroller for refunds and to redeem dishonored checks and drafts, to the extent such charges and retention are authorized or required by law.

“Outstanding” - When used in this Ordinance with respect to Bonds or Parity Bonds, as the case may be, means, as of the date of determination, all Bonds and Parity Bonds theretofore sold, issued and delivered by the City, except:

(1) those Bonds or Parity Bonds canceled or delivered to the transfer agent or registrar for cancellation in connection with the exchange or transfer of such obligations;

(2) those Bonds or Parity Bonds paid or deemed to be paid in accordance with the provisions of Section 24 hereof or similar provisions of any Supplemental Ordinance authorizing the issuance of Additional Bonds; and

(3) those Bonds or Parity Bonds that have been mutilated, destroyed, lost, or stolen and replacement obligations have been registered and delivered in lieu thereof.

“Parity Bonds” - Collectively, the Previously Issued Bonds, the Bonds and Additional Bonds.

“Pledged Revenues” - Collectively (i) Gross Sales Tax Revenues from time to time deposited or owing to the Parks and Recreation Venue Project Fund and (ii) such other money, income, revenue, receipts or other property as may be specifically dedicated, pledged or otherwise encumbered in a Supplemental Ordinance for the payment and security of Parity Bonds.

“Previously Issued Bonds” - all bonds or other obligations, other than the Subordinate Lien Bonds, heretofore issued and now outstanding that are payable from and secured by a lien on and pledge of all or any part of the Pledged Revenues, including but not limited to, the unpaid bonds or other obligations of the following issues or series:

(1) City of Grand Prairie, Texas, Sales Tax Revenue Refunding Bonds, Series 2013, dated April 1, 2013; and

(2) City of Grand Prairie, Texas, Sales Tax Revenue Bonds, Series 2016, dated November 1, 2016.

“Required Reserve” - The amount required to be accumulated and maintained in a Reserve Fund under the provisions of Section 14 hereof.

“Sales Tax” - The local sales and use tax authorized under Subchapter D of the Act, approved at an election held on November 2, 1999, and the effective date for the imposition and application of such Sales Tax within the corporate limits of the City by the Comptroller of Public Accounts of the State of Texas being April 1, 2000, together with any increases in the rate of such Sales Tax authorized and provided by law.

“Subordinate Lien Bonds” – the “City of Grand Prairie, Texas, Sales Tax Subordinate Lien Revenue Refunding Bonds Series 2009,” dated December 1, 2009 (to be refunded by the Bonds”).

“Supplemental Ordinance”- Any ordinance of the City Council supplementing this Ordinance for the purpose of authorizing the providing the terms and provisions of the Bonds or Additional Bonds, or supplementing or amending this Ordinance for any other authorized purpose permitted in Section 18 or 25 hereof, including ordinances authorizing the issuance of Additional

Bonds or pledging and encumbering income, revenues, receipts or property other than the Gross Sales Tax Revenues to the payment and security of the Parity Bonds.

SECTION 11: Pledge. The City hereby covenants and agrees that the Pledged Revenues, with the exception of those in excess of the amounts required for the payment and security of the Parity Bonds, are hereby irrevocably pledged to the payment and security of the Bonds including the establishment and maintenance of the special funds created and established in any ordinance authorizing the Previously Issued Bonds, this Ordinance and any Supplemental Ordinance, all as hereinafter provided. The City hereby grants a lien on the Pledged Revenues in accordance with the terms of this Ordinance and any Supplemental Ordinance, which lien shall be valid and binding without any further action by the City and without any filing or recording with respect thereto except in the records of the City.

SECTION 12: Parks and Recreation Venue Project. The City has established and hereby agrees and covenants to maintain a fund or account at a Depository for the deposit of the Pledged Revenues as received by the City, which fund or account shall be known on the books and records of the City as the "City of Grand Prairie, Texas, Parks and Recreation Venue Project Fund" (the "Venue Project Fund"). All Pledged Revenues deposited to the credit of such Fund shall be accounted for separate and apart from all other revenues, receipts and income of the City and, with respect to the Gross Sales Tax Revenues, the City shall further account for such funds separate and apart from the other Pledged Revenues deposited to the credit of the Venue Project Fund. All Pledged Revenues deposited to the credit of the Venue Project Fund shall be appropriated and expended to the extent required by this Ordinance and any Supplemental Ordinance for the following uses and in the order of priority shown:

- First: To the payment of the amounts required to be deposited in the Bond Fund for the payment of Debt Service on the Parity Bonds as the same becomes due and payable;
- Second: To the payment of the amounts required to be deposited in the Reserve Fund, if any, to establish and maintain the Required Reserve in accordance with the provisions of this Ordinance and any Supplemental Ordinance;
- Third: To the payment of amounts required to be deposited in any other fund or account required by any Supplemental Ordinance authorizing the issuance of Parity Bonds;
- Fourth: To the payment of the amounts required to be deposited in the City of Grand Prairie, Texas Sales Tax Revenue Parks and Recreation Bond Fund (as defined in the ordinance authorizing the issuance of the Subordinate Lien Bonds) created for the payment of debt service on the Subordinate Lien Bonds as the same becomes due and payable;
- Fifth: To any fund or account held at any place or places, or to any payee, required by any other ordinance of the City which authorizes the issuance of obligations or the creation of debt of the City having a lien on the Pledged Revenues subordinate to the lien created on behalf of the Parity Bonds and the Subordinate Lien Bonds.

Any amount in the Venue Project Fund after satisfying the foregoing payments, or making adequate and sufficient provision for the payment thereof, may be appropriated and used for any purpose permitted by Section 334.042(d) of the Act, related to the City's park and recreation system.

SECTION 13: Bond Fund. For the purpose of providing funds to pay the principal of and interest on the Bonds, the City has agreed and covenanted and does hereby agree and covenant to maintain a separate and special account or fund on the books and records of the City known as the "City of Grand Prairie, Texas Senior Lien Sales Tax Revenue Parks and Recreation Bond Fund" (the "Bond Fund"), and all monies deposited to the credit of the Bond Fund shall be held in a special banking fund or account maintained at a Depository of the City. The City covenants that there shall be deposited into the Bond Fund prior to each principal and interest payment date from the Pledged Revenues an amount equal to one hundred per centum (100%) of the interest on and the principal of the Bonds then falling due and payable, and such deposits to pay principal and accrued interest on the Bonds shall be made on or before August 15, 2020, and thereafter payments shall be made in substantially equal monthly installments on or before (i) the 15th day of the month or (ii) the first business day next following the date Gross Sales Tax Revenues are first received from the State Comptroller of Public Accounts, whichever date is the later.

The required deposits to the Bond Fund for the payment of principal of and interest on the Bonds shall continue to be made as hereinabove provided until (i) the total amount on deposit in the Bond Fund and Reserve Fund is equal to the amount required to fully pay and discharge all Parity Bonds (principal and interest) then Outstanding or (ii) the Bonds are no longer Outstanding.

SECTION 14: Reserve Fund.

(a) Establishment. A Reserve Fund shall not be required to be established or maintained by the City for the payment of the Bonds or any other Parity Bonds so long as the Pledged Revenues for a Fiscal Year (calculated annually on or before the date that is 6 months after the end of the Fiscal Year and for which audited financial statements of the City have been prepared and accepted) equal or exceed one hundred fifty per cent (150%) of the maximum debt service requirements of the outstanding Parity Bonds. If any such calculation reflects that the Pledged Revenues do not exceed 150% of the maximum debt service requirements of the then outstanding Parity Bonds, the City shall be obligated to establish and maintain on the books of the City a separate fund or account designated as the Reserve Fund. Upon being established and except as provided in below, the amount on deposit to the credit of the Reserve Fund shall be maintained for the benefit of the owners of the Parity Bonds. Monies or investments held in the Reserve Fund shall be used for the purpose of retiring the last of the Parity Bonds as they become due or paying principal of and interest on the Parity Bonds when and to the extent the amounts in the Bond Fund are insufficient for such purpose.

When a Reserve Fund is required to be established as noted above and while the same is required to be maintained, the Required Reserve to be accumulated and maintained in such Reserve Fund shall be equal to the maximum annual Debt Service (calculated on a Fiscal Year basis) for all Parity Bonds then Outstanding, as determined on the date of calculation of the Pledged Revenues. The Required Reserve shall be established and maintained with Pledged Revenues, the proceeds of sale of Parity Bonds, by depositing to the credit of the Reserve Fund one or more surety bonds issued by a company or institution having a rating in one of the two highest rating categories by two nationally recognized rating agencies or services, or by making monthly deposits from lawfully available funds on or before the 15th day of each month following

the determination of the need to fund a Reserve Fund, of not less than 1/60th of the Required Reserve.

If a Reserve Fund has been established and if on the date of the calculation of the Pledged Revenues for two (2) consecutive calculation periods the calculation of the Pledged Revenues reflects that the Pledged Revenues were at least equal to 150% of the maximum annual debt service on the then outstanding Parity Bonds, the money in the Reserve Fund can be released and used by the City for any lawful purpose that is consistent with the provisions of the Act and any applicable federal income tax requirements related to the tax-exempt status of the Parity Bonds and the Reserve Fund will no longer need to be maintained unless and until future calculations reflect that the Pledged Revenues were not at least equal to 150% of the maximum annual debt service on the then outstanding Parity Bonds in which event the Reserve Fund shall be reinstated and funded as set forth above. This process is intended to be followed during the time any of the Bonds are outstanding.

SECTION 15: Deficiencies. If on any occasion there shall not be sufficient Pledged Revenues to make the required deposits into the Bond Fund or Reserve Fund, such deficiency shall be cured as soon as possible from the next available Pledged Revenues, or from any other sources available for such purpose.

SECTION 16: Payment of Bonds. While any of the Bonds are Outstanding, the Chief Financial Officer of the City (or other designated financial officer of the City) shall cause to be transferred to the Paying Agent/Registrar, from funds on deposit in the Bond Fund, and, if necessary, in the Reserve Fund, amounts sufficient to fully pay and discharge promptly as each installment of interest and principal of the Bonds accrues or matures; such transfer of funds to be made in such manner as will cause immediately available funds to be deposited with the Paying Agent/Registrar for the Bonds at the close of the business day next preceding the date of payment for the Bonds.

SECTION 17: Investments - Security of Funds.

(a) Money in any fund required to be maintained pursuant to this Ordinance may, at the option of the City, be invested in obligations and in the manner prescribed by the Public Funds Investment Act of 1987 (Texas Government Code, Chapter 2256, as amended), including investments held in book-entry form; provided that all such deposits and investments shall be made in such a manner that the money required to be expended from any Fund will be available at the proper time or times and provided further the maximum stated maturity for any investment acquired with money deposited to the credit of the Reserve Fund shall be limited to five (5) years from the date of the investment of such money. Such investments shall be valued in terms of current market value within forty-five (45) days of the close of each Fiscal Year and, with respect to investments held for the account of the Reserve Fund, within forty-five (45) days of the date of passage of each authorizing document of the City pertaining to the issuance of Additional Bonds. All interest and income derived from deposits and investments in the Bond Fund immediately shall be credited to, and any losses debited to, the appropriate account of the Bond Fund. All interest and interest income derived from deposits in and investments of the Reserve Fund shall, subject to the limitations provided in Section 14 hereof, be credited to and deposited in the Venue Project Fund. All such investments shall be sold promptly when necessary to prevent any default in connection with the Parity Bonds.

(b) That money deposited to the credit of the Venue Project Fund, Bond Fund and Reserve Fund, to the extent not invested and not otherwise insured by the Federal Deposit

Insurance Corporation or similar agency, shall be secured in a manner permitted by the Public Funds Collateral Act (Texas Government Code, Chapter 2257, as amended).

SECTION 18: Issuance of Additional Parity Bonds. Subject to the provisions hereinafter appearing as to conditions precedent which must be satisfied, the City reserves the right to issue, from time to time as needed, Additional Bonds for any lawful purpose permitted by the Act. Such Additional Bonds may be issued in such form and manner as the City shall determine, provided, however, prior to issuing or incurring such Additional Bonds, the following conditions precedent for the authorization and issuance of the same are satisfied, to wit:

(1) The Chief Financial Officer of the City (or other officer of the City then having the primary responsibility for the financial affairs of the City) shall have executed a certificate stating that, to the best of his or her knowledge and belief, the City is not then in default as to any covenant, obligation or agreement contained in this Ordinance or a Supplemental Ordinance.

(2) The City has secured from a certified public accountant a certificate or opinion to the effect that, according to the books and records of the City, the Gross Sales Tax Revenues received by the City for either (i) the last completed Fiscal Year next preceding the adoption of the Supplemental Ordinance authorizing the issuance of the proposed Additional Bonds or (ii) any twelve (12) consecutive months out of the previous eighteen (18) months next preceding the adoption of the Supplemental Ordinance authorizing the Additional Bonds were equal to not less than 1.25 times the maximum annual Debt Service for all Parity Bonds then Outstanding after giving effect to the issuance of the Additional Bonds then being issued.

(3) The Required Reserve to be accumulated and maintained in the Reserve Fund is increased to the extent required by Section 14.

SECTION 19: Refunding Bonds. The City reserves the right to issue refunding bonds to refund all or any part of the Parity Bonds (pursuant to any law then available) upon such terms and conditions as the City may deem to be in the best interest of the City, and if less than all such Parity Bonds then Outstanding are refunded, the conditions precedent prescribed (for the issuance of Additional Bonds) set forth in Section 18 hereof shall be satisfied, and shall give effect to the refunding.

SECTION 20: Right to Create Subordinate Debt. Except as may be limited by a Supplemental Ordinance, the City shall have the right to issue or create any debt payable from or secured by a lien on all or any part of the Pledged Revenues for any lawful purpose permitted by the Act without complying with the provisions of Section 18 or 19 hereof, provided the pledge and the lien securing such debt is subordinate to the pledge and lien established, made and created in Section 11 of this Ordinance with respect to the Pledged Revenues to the payment and security of the Parity Bonds.

SECTION 21: Confirmation and Levy of Sales Tax.

(a) The City hereby represents that it has duly complied with the provisions of the Act for the levy of the Sales Tax at the rate voted at the election held by and within the City on November 2, 1999, and such Sales Tax will be imposed within the corporate limits of the City and the receipts of such Sales Tax are to be remitted to the City by the Comptroller of Public Accounts at least semiannually.

(b) While any Bonds are Outstanding, the City covenants, agrees and warrants to take and pursue all action permissible to cause the Sales Tax to be levied and collected continuously, in the manner and to the maximum extent permitted by law, and to cause no reduction, abatement or exemption in the Sales Tax or rate of tax below the rate stated, confirmed and ordered in subsection (a) of this Section to be ordered or permitted while any Bonds shall remain Outstanding.

(c) If hereafter authorized by law to apply, impose and levy the Sales Tax on any taxable items or transactions that are not subject to the Sales Tax on the date of the adoption hereof, to the extent it legally may do so, the City agrees to use its best efforts to cause the City to take such action as may be required to subject such taxable items or transactions to the Sales Tax.

(d) The City agrees to take and pursue all action legally permissible to cause the Sales Tax to be collected and remitted and deposited as herein required and as required by the Act, at the earliest and most frequent times permitted by law.

(e) The City agrees to use its best efforts to cause Gross Sales Tax Revenues to be deposited to the credit of the Venue Project Fund in their entirety immediately upon receipt by the City. In the alternative and if legally authorized, the City shall, by appropriate notice, direction, request or other legal method, use its good-faith efforts to cause the Comptroller of Public Accounts of the State of Texas (the "Comptroller") to pay all Gross Sales Tax Revenues directly to the City for deposit to the Venue Project Fund.

SECTION 22: Records and Accounts. The City hereby covenants and agrees that while any of the Bonds are Outstanding, it will keep and maintain complete records and accounts in accordance with generally accepted accounting principles, and following the close of each Fiscal Year, it will cause an audit of such books and accounts to be made by an independent firm of certified public accountants. Each such audit, in addition to whatever other matters may be thought proper by the accountant, shall particularly include the following:

- (1) A statement in reasonable detail regarding the receipt and disbursement of the Pledged Revenues for such Fiscal Year; and
- (2) A balance sheet for the City as of the end of such Fiscal Year.

Such annual audit of the records and accounts of the City shall be in the form of a report and be accompanied by an opinion of the accountant to the effect that such examination was made in accordance with generally accepted auditing standards and contain a statement to the effect that in the course of making the examination necessary for the report and opinion, the accountant obtained no knowledge of any default of the City on the Bonds or in the fulfillment of any of the terms, covenants or provisions of this Ordinance, or under any other evidence of indebtedness, or of any event which, with notice or lapse of time, or both, would constitute a failure of the City to comply with the provisions of this Ordinance or if, in the opinion of the accountants, any such failure to comply with a covenant or agreement hereof, a statement as to the nature and status thereof shall be included.

Copies of each annual audit report shall be furnished upon written request, to any Registered Owners of any of said Bonds. The audits herein required shall be made within 120 days following the close of each Fiscal Year insofar as is possible.

The Registered Owners of any Bonds or any duly authorized agent or agents of such Registered Owners shall have the right to inspect such records, accounts and data of the City during regular business hours.

SECTION 23: Representations as to Security for the Bonds.

(a) The City represents and warrants that, except for the Parity Bonds, the Pledged Revenues are and will be and remain free and clear of any pledge, lien, charge or encumbrance thereon or with respect thereto prior to, or of equal rank with, the pledge and lien created in or authorized by this Ordinance except as expressly provided herein.

(b) The Bonds and the provisions of this Ordinance are and will be the valid and legally enforceable obligations of the City in accordance with their terms and the terms of this Ordinance, subject only to any applicable bankruptcy or insolvency laws or to any laws affecting creditors rights generally.

(c) The City shall at all times, to the extent permitted by law, defend, preserve and protect the pledge of the Pledged Revenues and all the rights of the Registered Owners against all claims and demands of all persons whomsoever.

(d) The City will take, and use its best efforts to cause the City to take, all steps reasonably necessary and appropriate to collect all delinquencies in the collection of the Sales Tax to the fullest extent permitted by the Act.

(e) The provisions, covenants, pledge and lien on and against the Pledged Revenues, as herein set forth, are established and shall be for the equal benefit, protection and security of the owners and holders of Parity Bonds without distinction as to priority and rights under this Ordinance.

(f) The Parity Bonds shall constitute special obligations of the City, payable solely from, and equally and ratably secured by a parity pledge of and lien on, the Pledged Revenues, and not from any other revenues, properties or income of the City. The Bonds may not be paid in whole or in part from any property taxes raised or to be raised by the City and shall not constitute debts or obligations of the State or of the City, and the Registered Owners, shall never have the right to demand payment out of any funds raised or to be raised by any system of ad valorem taxation.

SECTION 24: Satisfaction of Obligation of City. If the City shall pay or cause to be paid, or there shall otherwise be paid to the Registered Owners, the principal of, premium, if any, and interest on the Bonds, at the times and in the manner stipulated in this Ordinance, then the pledge of the Pledged Revenues under this Ordinance and all other obligations of the City to the Registered Owners shall thereupon cease, terminate, and be discharged and satisfied.

Bonds or any principal amount(s) shall be deemed to have been paid within the meaning and with the effect expressed above in this Section when (i) money sufficient to pay in full such Bonds at maturity, together with all interest due thereon, shall have been irrevocably deposited with and held in trust by the Paying Agent/Registrar, or an authorized escrow agent, or (ii) Government Obligations shall have been irrevocably deposited in trust with the Paying Agent/Registrar, or an authorized escrow agent, which Government Obligations have been certified by an independent accounting or consulting firm to mature as to principal and interest in such amounts and at such times as will insure the availability, without reinvestment, of sufficient

money, together with any moneys deposited therewith, if any, to pay when due the Bonds on the Stated Maturities thereof. The City covenants that no deposit of moneys or Government Obligations will be made under this Section and no use made of any such deposit which would cause the Bonds to be treated as "arbitrage bonds" within the meaning of Section 148 of the Internal Revenue Code of 1986, as amended, or regulations adopted pursuant thereto.

Any moneys so deposited with the Paying Agent/Registrar, or an authorized escrow agent, and all income from Government Obligations held in trust by the Paying Agent/Registrar, or an authorized escrow agent, pursuant to this Section in excess of the amount required for the payment of the Bonds shall be remitted to the City or deposited as directed by the City. Furthermore, any money held by the Paying Agent/Registrar for the payment of the principal of and interest on the Bonds and remaining unclaimed for a period of three (3) years after the Stated Maturity of the Bonds such moneys were deposited and are held in trust to pay shall, upon the request of the City, be remitted to the City against a written receipt therefor. Notwithstanding the above and foregoing, any remittance of funds from the Paying Agent/Registrar to the City shall be subject to any applicable unclaimed property laws of the State of Texas.

SECTION 25: Ordinance a Contract - Amendments. This Ordinance shall constitute a contract with the Registered Owners from time to time, be binding on the City, and shall not be amended or repealed by the City while any Bond remains Outstanding except as permitted in this Section. The City, may, without the consent of or notice to any Registered Owners, from time to time and at any time, amend this Ordinance in any manner not detrimental to the interests of the Registered Owners, including the curing of any ambiguity, inconsistency, or formal defect or omission herein. In addition, the City may, with the written consent from the owners holding a majority in aggregate principal amount of the Parity Bonds then Outstanding affected thereby, amend, add to, or rescind any of the provisions of this Ordinance; provided that, without the written consent of all Registered Owners of Outstanding Bonds effected, no such amendment, addition, or rescission shall (1) extend the time or times of payment of the principal of, premium, if any, and interest on the Bonds, reduce the principal amount thereof or the rate of interest thereon, or in any other way modify the terms of payment of the principal of, premium, if any, or interest on the Bonds, (2) give any preference to any Bond over any other Bond, or (3) reduce the aggregate principal amount of Bonds or Parity Bonds, as the case may be, required to be held for consent to any such amendment, addition, or rescission.

SECTION 26: Mutilated - Destroyed - Lost and Stolen Bonds. In case any Bond shall be mutilated, or destroyed, lost or stolen, the Paying Agent/Registrar may execute and deliver a replacement Bond of like form and tenor, and in the same denomination and bearing a number not contemporaneously outstanding, in exchange and substitution for such mutilated Bond, or in lieu of and in substitution for such destroyed, lost or stolen Bond, only upon the approval of the City and after (i) the filing by the Holder thereof with the Paying Agent/Registrar of evidence satisfactory to the Paying Agent/Registrar of the destruction, loss or theft of such Bond, and of the authenticity of the ownership thereof and (ii) the furnishing to the Paying Agent/Registrar of indemnification in an amount satisfactory to hold the City and the Paying Agent/Registrar harmless. All expenses and charges associated with such indemnity and with the preparation, execution and delivery of a replacement Bond shall be borne by the Holder of the Bond mutilated, or destroyed, lost or stolen.

Every new Bond issued pursuant to this Section in lieu of any mutilated, destroyed, lost, or stolen Bond shall constitute a replacement of the prior obligation of the City, whether or not the mutilated, destroyed, lost, or stolen Bond shall be at any time enforceable by anyone, and shall

be entitled to all the benefits of this Ordinance equally and ratably with all other Outstanding Bonds.

SECTION 27: Covenants to Maintain Tax-Exempt Status.

(a) Definitions. When used in this Section, the following terms shall have the following meanings:

“*Closing Date*” means the date on which the Bonds are first authenticated and delivered to the initial purchasers against payment therefor.

“*Code*” means the Internal Revenue Code of 1986, as amended by all legislation, if any, effective on or before the Closing Date.

“*Computation Date*” has the meaning set forth in Section 1.148-1(b) of the Regulations.

“*Gross Proceeds*” means any proceeds as defined in Section 1.148-1(b) of the Regulations, and any replacement proceeds as defined in Section 1.148-1(c) of the Regulations, of the Bonds.

“*Investment*” has the meaning set forth in Section 1.148-1(b) of the Regulations.

“*Nonpurpose Investment*” means any investment property, as defined in Section 148(b) of the Code, in which Gross Proceeds of the Bonds are invested and which is not acquired to carry out the governmental purposes of the Bonds.

“*Rebate Amount*” has the meaning set forth in Section 1.148-1(b) of the Regulations.

“*Regulations*” means any proposed, temporary, or final Income Tax Regulations issued pursuant to Sections 103 and 141 through 150 of the Code, and 103 of the Internal Revenue Code of 1954, which are applicable to the Bonds. Any reference to any specific Regulation shall also mean, as appropriate, any proposed, temporary or final Income Tax Regulation designed to supplement, amend or replace the specific Regulation referenced.

“*Yield*” of

(1) any Investment has the meaning set forth in Section 1.148-5 of the Regulations; and

(2) the Bonds has the meaning set forth in Section 1.148-4 of the Regulations.

(b) Not to Cause Interest to Become Taxable. The City shall not use, permit the use of, or omit to use Gross Proceeds or any other amounts (or any property the acquisition, construction or improvement of which is to be financed directly or indirectly with Gross Proceeds) in a manner which if made or omitted, respectively, would cause the interest on any Bond to become includable in the gross income, as defined in Section 61 of the Code, of the owner thereof

for federal income tax purposes. Without limiting the generality of the foregoing, unless and until the City receives a written opinion of counsel nationally recognized in the field of municipal bond law to the effect that failure to comply with such covenant will not adversely affect the exemption from federal income tax of the interest on any Bond, the City shall comply with each of the specific covenants in this Section.

(c) No Private Use or Private Payments. Except as permitted by Section 141 of the Code and the Regulations and rulings thereunder, the City shall at all times prior to the last Stated Maturity of Bonds:

(1) exclusively own, operate and possess all property the acquisition, construction or improvement of which is to be financed or refinanced directly or indirectly with Gross Proceeds of the Bonds, and not use or permit the use of such Gross Proceeds (including all contractual arrangements with terms different than those applicable to the general public) or any property acquired, constructed or improved with such Gross Proceeds in any activity carried on by any person or entity (including the United States or any agency, department and instrumentality thereof) other than a state or local government, unless such use is solely as a member of the general public; and

(2) not directly or indirectly impose or accept any charge or other payment by any person or entity who is treated as using Gross Proceeds of the Bonds or any property the acquisition, construction or improvement of which is to be financed or refinanced directly or indirectly with such Gross Proceeds, other than taxes of general application within the City or interest earned on investments acquired with such Gross Proceeds pending application for their intended purposes.

(d) No Private Loan. Except to the extent permitted by Section 141 of the Code and the Regulations and rulings thereunder, the City shall not use Gross Proceeds of the Bonds to make or finance loans to any person or entity other than a state or local government. For purposes of the foregoing covenant, such Gross Proceeds are considered to be "loaned" to a person or entity if: (1) property acquired, constructed or improved with such Gross Proceeds is sold or leased to such person or entity in a transaction which creates a debt for federal income tax purposes; (2) capacity in or service from such property is committed to such person or entity under a take-or-pay, output or similar contract or arrangement; or (3) indirect benefits, or burdens and benefits of ownership, of such Gross Proceeds or any property acquired, constructed or improved with such Gross Proceeds are otherwise transferred in a transaction which is the economic equivalent of a loan.

(e) Not to Invest at Higher Yield. Except to the extent permitted by Section 148 of the Code and the Regulations and rulings thereunder, the City shall not at any time prior to the final Stated Maturity of the Bonds directly or indirectly invest Gross Proceeds in any Investment (or use Gross Proceeds to replace money so invested), if as a result of such investment the Yield from the Closing Date of all Investments acquired with Gross Proceeds (or with money replaced thereby), whether then held or previously disposed of, exceeds the Yield of the Bonds.

(f) Not Federally Guaranteed. Except to the extent permitted by Section 149(b) of the Code and the Regulations and rulings thereunder, the City shall not take or omit to take any action which would cause the Bonds to be federally guaranteed within the meaning of Section 149(b) of the Code and the Regulations and rulings thereunder.

(g) Information Report. The City shall timely file the information required by Section 149(e) of the Code with the Secretary of the Treasury on Form 8038-G or such other form and in such place as the Secretary may prescribe.

(h) Rebate of Arbitrage Profits. Except to the extent otherwise provided in Section 148(f) of the Code and the Regulations and rulings thereunder:

(1) The City shall account for all Gross Proceeds (including all receipts, expenditures and investments thereof) on its books of account separately and apart from all other funds (and receipts, expenditures and investments thereof) and shall retain all records of accounting for at least six years after the day on which the last outstanding Bond is discharged. However, to the extent permitted by law, the City may commingle Gross Proceeds of the Bonds with other money of the City, provided that the City separately accounts for each receipt and expenditure of Gross Proceeds and the obligations acquired therewith.

(2) Not less frequently than each Computation Date, the City shall calculate the Rebate Amount in accordance with rules set forth in Section 148(f) of the Code and the Regulations and rulings thereunder. The City shall maintain such calculations with its official transcript of proceedings relating to the issuance of the Bonds until six years after the final Computation Date.

(3) As additional consideration for the purchase of the Bonds by the Purchasers and the loan of the money represented thereby and in order to induce such purchase by measures designed to insure the excludability of the interest thereon from the gross income of the owners thereof for federal income tax purposes, the City shall pay to the United States out of the Bond Fund or its general fund, as permitted by applicable Texas statute, regulation or opinion of the Attorney General of the State of Texas, the amount that when added to the future value of previous rebate payments made for the Bonds equals (i) in the case of a Final Computation Date as defined in Section 1.148-3(e)(2) of the Regulations, one hundred percent (100%) of the Rebate Amount on such date; and (ii) in the case of any other Computation Date, ninety percent (90%) of the Rebate Amount on such date. In all cases, the rebate payments shall be made at the times, in the installments, to the place and in the manner as is or may be required by Section 148(f) of the Code and the Regulations and rulings thereunder, and shall be accompanied by Form 8038-T or such other forms and information as is or may be required by Section 148(f) of the Code and the Regulations and rulings thereunder.

(4) The City shall exercise reasonable diligence to assure that no errors are made in the calculations and payments required by paragraphs (2) and (3), and if an error is made, to discover and promptly correct such error within a reasonable amount of time thereafter (and in all events within one hundred eighty (180) days after discovery of the error), including payment to the United States of any additional Rebate Amount owed to it, interest thereon, and any penalty imposed under Section 1.148-3(h) of the Regulations.

(i) Not to Divert Arbitrage Profits. Except to the extent permitted by Section 148 of the Code and the Regulations and rulings thereunder, the City shall not, at any time prior to the earlier of the Stated Maturity or final payment of the Bonds, enter into any transaction that reduces the amount required to be paid to the United States pursuant to subsection (h) of this Section because such transaction results in a smaller profit or a larger loss than would have resulted if

the transaction had been at arm's length and had the Yield of the Bonds not been relevant to either party.

(j) Elections. The City hereby directs and authorizes the Mayor, Mayor Pro Tem, City Manager and Chief Financial Officer, either or any combination of them, to make elections permitted or required pursuant to the provisions of the Code or the Regulations, as they deem necessary or appropriate in connection with the Bonds, in the Certificate as to Tax Exemption or similar or other appropriate certificate, form or document.

(k) Bonds Not Hedge Bonds.

- (1) At the time the original bonds refunded by the Bonds were issued, the City reasonably expected to spend at least 85% of the spendable proceeds of such obligations within three years after such obligations were issued.
- (2) Not more than 50% of the proceeds of the original obligations refunded by the Bonds were invested in Nonpurpose Investments having a substantially guaranteed Yield for a period of 4 years or more.

(l) Current Refunding. The Bonds are being issued to pay and discharge in full the Refunded Bonds and such payment of the Refunded Bonds will occur within ninety (90) days after the issuance of the Bonds.

SECTION 28: Sale of Bonds – Official Statement Approval. The Bonds authorized by this Ordinance are to be sold by the City to the Purchasers in accordance with a bond purchase agreement in the event of a negotiated sale, letter agreement to purchase in the event of a private placement, or the successful bid form in the event of a competitive sale, as applicable (the "Purchase Contract"), the terms and provisions of which Purchase Contract are to be determined by the Pricing Officer in accordance with Section 3 hereof. The Pricing Officer is hereby authorized and directed to execute the Purchase Contract for and on behalf of the City, as the act and deed of this Council, and to make a determination as to whether the terms are in the City's best interests, which determination shall be final.

With regard to such terms and provisions of the Purchase Contract, the Pricing Officer is hereby authorized to come to an agreement with the Purchasers on the following, among other matters:

- (1) The details of the purchase and sale of the Bonds;
- (2) The details of any public offering of the Bonds by the Purchasers, if any;
- (3) The details of any Official Statement or similar disclosure document (and, if appropriate, any Preliminary Official Statement) relating to the Bonds and the compliance with the Rule (as defined in Section 41 hereof), if applicable;
- (4) A security deposit for the Bonds, if any;
- (5) The representations and warranties of the City to the Purchasers;
- (6) The details of the delivery of, and payment for, the Bonds;

- (7) The Purchasers' obligations under the Purchase Contract;
- (8) The certain conditions to the obligations of the City under the Purchase Contract;
- (9) Termination of the Purchase Contract;
- (10) Particular covenants of the City;
- (11) The survival of representations made in the Purchase Contract;
- (12) The payment of any expenses relating to the Purchase Contract;
- (13) Notices; and
- (14) Any and all such other details that are found by the Pricing Officer to be necessary and advisable for the purchase and sale of the Bonds.

The Pricing Officer or the Mayor and City Secretary of the City are further authorized and directed to deliver for and on behalf of the City copies of a Preliminary Official Statement and Official Statement prepared in connection with the offering of the Bonds by the Purchasers, in final form as may be required by the Purchasers, and such final Official Statement as delivered by said officials shall constitute the Official Statement authorized for distribution and use by the Purchasers.

SECTION 29: Redemption of Refunded Bonds and Escrow Agreement.

(a) An escrow agreement (the "Escrow Agreement") by and between the City and an authorized escrow agent (the "Escrow Agent"), if any such agreement is required in connection with the issuance of the Bonds, shall be attached to and approved in the Pricing Certificate. Such Escrow Agreement is hereby authorized to be finalized and executed by the Pricing Officer for and on behalf of the City and as the act and deed of this Council; and such Escrow Agreement as executed by said Pricing Officer shall be deemed approved by this Council and constitute the Escrow Agreement herein approved. With regard to the finalization of certain terms and provisions of any Escrow Agreement, a Pricing Officer is hereby authorized to come to an agreement with the Escrow Agent on the following details, among other matters:

- (1) The identification of the Refunded Bonds;
- (2) The creation and funding of the Escrow Fund or Funds; and
- (3) The Escrow Agent's compensation, administration of the Escrow Fund or Funds, and the settlement of any paying agents' charges relating to the Refunded Bonds.

Furthermore, appropriate officials of the City in cooperation with the Escrow Agent are hereby authorized and directed to make the necessary arrangements for the purchase of the escrowed securities referenced in the Escrow Agreement, if any, and the delivery thereof to the Escrow Agent on the day of delivery of the Bonds to the Purchasers for deposit to the credit of the "2020 CITY OF GRAND PRAIRIE, TEXAS, SALES TAX REVENUE REFUNDING BOND ESCROW FUND" (referred to herein as the "Escrow Fund"), or such other designation as specified in the Pricing Certificate; all as contemplated and provided in Texas Government Code, Chapter 1207, as amended, the Ordinance, the Pricing Certificate and the Escrow Agreement.

On or immediately prior to the date of the delivery of the Bonds to the Purchasers, the Pricing Officer, shall also cause to be deposited (and is hereby authorized to cause to be deposited) with the Escrow Agent from moneys on deposit in the debt service fund maintained for the payment of the Refunded Bonds an amount which, together with the proceeds of sale of the Bonds, and the investment earnings thereon, will be sufficient to pay in full the Refunded Bonds scheduled to mature and authorized to be redeemed on the earliest date established in the Pricing Certificate for the redemption of any of the Refunded Bonds (or the earliest date of payment, to be made from moneys in the Escrow Fund(s), as established in the Pricing Certificate, of the amount of accrued interest due thereon).

(b) In order to provide for the refunding, discharge and retirement of the Refunded Bonds as described by the Pricing Officer, the Refunded Bonds, identified, described, and in the amounts set forth in the Pricing Certificate, are hereby called for redemption on the first date(s) such Refunded Bonds are subject to redemption or such other date specified by the Pricing Officer in the Pricing Certificate at the price of par plus accrued interest to the redemption date, and notice of such redemption shall be given in accordance with the applicable provisions of the ordinance adopted by the Council, which authorized the issuance of the Refunded Bonds. The Pricing Officer is hereby authorized and directed to issue or cause to be issued a Notice of Redemption for the Refunded Bonds in substantially the form set forth as an exhibit to the Pricing Certificate, to the paying agent/registrar for Refunded Bonds, in accordance with the redemption provisions applicable to the Refunded Bonds.

(c) The paying agent/registrar for Refunded Bonds is hereby directed to provide the appropriate notice of redemption as required by the ordinance authorizing the issuance of the Refunded Bonds and is hereby directed to make appropriate arrangements so that the Refunded Bonds may be redeemed on the redemption date specified in the Pricing Certificate.

(d) The source of funds for payment of the principal of and interest on the Refunded Bonds on their maturity or redemption dates shall be from the funds deposited with the Escrow Agent, pursuant to the Escrow Agreement, if any, or with the paying agent/registrar for the Refunded Bonds, pursuant the provisions of Chapter 1207 of the Texas Government Code, as amended, this Ordinance and the Pricing Certificate finalized by the Pricing Officer.

SECTION 30: Control and Custody of Bonds. The Mayor of the City shall be and is hereby authorized to take and have charge of all necessary orders and records pending investigation by the Attorney General of the State of Texas, including the printing and supply of definitive Bonds, and shall take and have charge and control of the Initial Bond pending the approval thereof by the Attorney General, the registration thereof by the Comptroller of Public Accounts, and the delivery thereof to the Purchasers.

Furthermore, the Mayor, City Manager, City Secretary and the Chief Financial Officer, any one or more of said officials, are hereby authorized and directed to furnish and execute such documents relating to the City and its financial affairs as may be necessary for the issuance of the Bonds, the approval of the Attorney General, and the registration by the Comptroller of Public Accounts and, together with the City's financial advisor, bond counsel, and the Paying Agent/Registrar, make the necessary arrangements for the delivery of the Initial Bond(s) to the Purchasers and the initial exchange thereof for definitive Bonds.

SECTION 31: Proceeds of Sale. Immediately following the delivery of the Bonds, the proceeds of sale (less those proceeds of sale designated to pay costs of issuance and additional proceeds being deposited to the Bond Fund) shall be deposited with the Escrow Agent for

application and disbursement in accordance with the provisions of the Escrow Agreement or deposited with the paying agent/registrar for the Refunded Bonds for the payment and redemption of the Refunded Bonds. The proceeds of sale of the Bonds not so deposited with the Escrow Agent or the paying agent/registrar for the Refunded Bonds for the refunding of the Refunded Bonds shall be disbursed for payment of costs of issuance or deposited in the Bond Fund for the Bonds.

Additionally, the Pricing Officer shall determine the amount of any City contribution to the refunding from moneys on deposit in the interest and sinking fund maintained for the payment of the Refunded Bonds.

SECTION 32: Notices to Registered Owners - Waiver. Wherever this Ordinance provides for notice to Registered Owners of any event, such notice shall be sufficiently given (unless otherwise herein expressly provided) if in writing and sent by United States Mail, first class postage prepaid, to the address of each Holder appearing in the Security Register at the close of business on the business day next preceding the mailing of such notice.

In any case where notice to Registered Owners is given by mail, neither the failure to mail such notice to any particular Registered Owners, nor any defect in any notice so mailed, shall affect the sufficiency of such notice with respect to all other Bonds. Where this Ordinance provides for notice in any manner, such notice may be waived in writing by the Holder entitled to receive such notice, either before or after the event with respect to which such notice is given, and such waiver shall be the equivalent of such notice. Waivers of notice by Registered Owners shall be filed with the Paying Agent/Registrar, but such filing shall not be a condition precedent to the validity of any action taken in reliance upon such waiver.

SECTION 33: Cancellation. All Bonds surrendered for payment, transfer, exchange, or replacement, if surrendered to the Paying Agent/Registrar, shall be promptly canceled by it and, if surrendered to the City, shall be delivered to the Paying Agent/Registrar and, if not already canceled, shall be promptly canceled by the Paying Agent/Registrar. The City may at any time deliver to the Paying Agent/Registrar for cancellation any Bonds previously certified or registered and delivered which the City may have acquired in any manner whatsoever, and all Bonds so delivered shall be promptly canceled by the Paying Agent/Registrar. All canceled Bonds held by the Paying Agent/Registrar shall be disposed of as directed by the City.

SECTION 34: Legal Opinion. That the Purchasers' obligation to accept delivery of the Bonds herein authorized is subject to their being furnished a final legal opinion of Norton Rose Fulbright US LLP, Attorneys, Dallas, Texas, approving such Bonds as to their validity, said opinion to be dated and delivered as of the date of delivery and payment of such Bonds. A true and correct reproduction of said opinion or an executed counterpart thereof shall accompany the global Bonds deposited with DTC or a reproduction thereof may be printed on or attached to the definitive Bonds in the event the book-entry-only system shall be discontinued. The City Council confirms the continuation of the engagement of Norton Rose Fulbright US LLP as the City's bond counsel.

SECTION 35: CUSIP Numbers. CUSIP numbers may be printed on the Bonds. It is expressly provided, however, that the presence or absence of CUSIP numbers on the Bonds shall be of no significance or effect as regards the legality thereof and neither the City nor the attorneys approving said Bonds as to legality are to be held responsible for CUSIP numbers incorrectly printed on the Bonds.

SECTION 36: Benefits of Ordinance. Nothing in this Ordinance, expressed or implied, is intended or shall be construed to confer upon any person other than the City, the Paying Agent/Registrar and the Registered 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 City, the Paying Agent/Registrar and the Registered Owners.

SECTION 37: Inconsistent Provisions. All ordinances, orders, or resolutions, or parts thereof, which are in conflict or inconsistent with any provision of this Ordinance are hereby repealed to the extent of such conflict, and the provisions of this Ordinance shall be and remain controlling as to the matters contained herein.

SECTION 38: Governing Law. This Ordinance shall be construed and enforced in accordance with the laws of the State of Texas and the United States of America.

SECTION 39: Effect of Headings. The Section headings herein are for convenience only and shall not affect the construction hereof.

SECTION 40: Construction of Terms. If appropriate in the context of this Ordinance, words of the singular number shall be considered to include the plural, words of the plural number shall be considered to include the singular, and words of the masculine, feminine, or neuter gender shall be considered to include the other genders.

SECTION 41: Continuing Disclosure Undertaking. This Section shall apply unless the Pricing Officer determines in the Pricing Certificate that an undertaking is not required pursuant to the Rule (defined below).

(a) Definitions. As used in this Section, the following terms have the meanings ascribed to such terms below:

“Financial Obligation” means a (a) debt obligation; (b) derivative instrument entered into in connection with, or pledged as security or a source of payment for, an existing or planned debt obligation; or (c) guarantee of a debt obligation or any such derivative instrument; provided that “financial obligation” shall not include municipal securities as to which a final official statement (as defined in the Rule) has been provided to the MSRB consistent with the Rule.

“MSRB” means the Municipal Securities Rulemaking Board.

“Rule” means SEC Rule 15c2 12, as amended from time to time or officially interpreted by the SEC.

“SEC” means the United States Securities and Exchange Commission.

(b) Annual Reports.

The City shall provide annually to the MSRB (1) within six months after the end of each fiscal year, beginning in or after the year stated in the Pricing Certificate, financial information and operating data with respect to the City of the general type included in Official Statement approved by the Pricing Officer and described in the Pricing Certificate and (2) within twelve months after the end of each fiscal year, beginning with the year stated in the Pricing Certificate, if not provided

as part of such financial information and operating data, audited financial statements of the City. Any financial statements so provided shall be prepared in accordance with the accounting principles described in the Pricing Certificate, or such other accounting principles as the City may be required to employ from time to time pursuant to state law or regulation. If audited financial statements are not available within twelve months after the end of any fiscal year, the City will provide unaudited financial statements by the required time, and audited financial statements when and if such audited financial statements become available.

If the City changes its fiscal year, it will notify the MSRB of the change (and of the date of the new fiscal year end) prior to the next date by which the City otherwise would be required to provide financial information and operating data pursuant to this Section.

The financial information and operating data to be provided pursuant to this Section may be set forth in full in one or more documents or may be included by specific reference to any document available to the public on the MSRB's Internet Web site or filed with the SEC.

(c) Notice of Certain Events.

The City shall provide notice of any of the following events with respect to the Bonds to the MSRB in a timely manner and not more than 10 business days after occurrence of the event:

1. Principal and interest payment delinquencies;
2. Non-payment related defaults, if material;
3. Unscheduled draws on debt service reserves reflecting financial difficulties;
4. Unscheduled draws on credit enhancements reflecting financial difficulties;
5. Substitution of credit or liquidity providers, or their failure to perform;
6. Adverse tax opinions, the issuance by the Internal Revenue Service of proposed or final determinations of taxability, Notices of Proposed Issue (IRS Form 5701-TEB), or other material notices or determinations with respect to the tax status of the Bonds, or other material events affecting the tax status of the Bonds;
7. Modifications to rights of holders of the Bonds, if material;
8. Bond calls, if material, and tender offers;
9. Defeasances;
10. Release, substitution, or sale of property securing repayment of the Bonds, if material;
11. Rating changes;
12. Bankruptcy, insolvency, receivership, or similar event of the City, which shall occur as described below;
13. The consummation of a merger, consolidation, or acquisition involving the City or the sale of all or substantially all of its assets, other than in the ordinary course of business, the

entry into of a definitive agreement to undertake such an action or the termination of a definitive agreement relating to any such actions, other than pursuant to its terms, if material;

14. Appointment of a successor or additional trustee or the change of name of a trustee, if material;

15. Incurrence of a Financial Obligation of the City, if material, or agreement to covenants, events of default, remedies, priority rights, or other similar terms of a Financial Obligation of the City, any of which affect security holders, if material; and

16. Default, event of acceleration, termination event, modification of terms, or other similar events under the terms of a Financial Obligation of the City, any of which reflect financial difficulties.

For these purposes, (a) any event described in item 12 above is considered to occur when any of the following occur: the appointment of a receiver, fiscal agent, or similar officer for the City in a proceeding under the United States Bankruptcy Code or in any other proceeding under state or federal law in which a court or governmental authority has assumed jurisdiction over substantially all of the assets or business of the City, or if such jurisdiction has been assumed by leaving the existing governing body and officials or officers in possession but subject to the supervision and orders of a court or governmental authority, or the entry of an order confirming a plan of reorganization, arrangement, or liquidation by a court or governmental authority having supervision or jurisdiction over substantially all of the assets or business of the City and (b) the City intends the words used in the immediately preceding items 15 and 16 in this Section to have the meanings ascribed to them in SEC Release No. 34-83885, dated August 20, 2018.

The City shall notify the MSRB, in a timely manner, of any failure by the City to provide financial information or operating data in accordance with subsection (b) of this Section by the time required by such Section.

(d) Filings with the MSRB.

All financial information, operating data, financial statements, notices and other documents provided to the MSRB in accordance with this Section shall be provided in an electronic format prescribed by the MSRB and shall be accompanied by identifying information as prescribed by the MSRB.

(e) Limitations, Disclaimers, and Amendments.

The City shall be obligated to observe and perform the covenants specified in this Section for so long as, but only for so long as, the City remains an “obligated person” with respect to the Bonds within the meaning of the Rule, except that the City in any event will give the notice required by subsection (c) of this Section of any Bond calls and defeasance that cause the City to be no longer such an “obligated person.”

The provisions of this Section are for the sole benefit of the Registered Owners and beneficial owners of the Bonds; and, nothing in this Section, express or implied, shall give any benefit or any legal or equitable right, remedy, or claim hereunder to any other person. The City undertakes to provide only the financial information, operating data, financial statements, and notices which it has expressly agreed to provide pursuant to this Section. Except as expressly provided within this Section, the City does not undertake to provide any other information, whether

or not it may be relevant or material to a complete presentation of the City's financial results, condition, or prospects; nor does the City undertake to update any information provided in accordance with this Section or otherwise. Furthermore, the City does not make any representation or warranty concerning such information or its usefulness to a decision to invest in or sell Bonds at any future date.

UNDER NO CIRCUMSTANCES SHALL THE CITY BE LIABLE TO THE HOLDER OR BENEFICIAL OWNER OF ANY BOND OR ANY OTHER PERSON, IN CONTRACT OR TORT, FOR DAMAGES RESULTING IN WHOLE OR IN PART FROM ANY BREACH BY THE CITY, WHETHER NEGLIGENT OR WITHOUT FAULT ON ITS PART, OF ANY COVENANT SPECIFIED IN THIS SECTION, BUT EVERY RIGHT AND REMEDY OF ANY SUCH PERSON, IN CONTRACT OR TORT, FOR OR ON ACCOUNT OF ANY SUCH BREACH SHALL BE LIMITED TO AN ACTION FOR MANDAMUS OR SPECIFIC PERFORMANCE.

No default by the City in observing or performing its obligations under this Section shall constitute a breach of or default under this Ordinance for purposes of any other provision of this Ordinance.

Nothing in this Section is intended or shall act to disclaim, waive, or otherwise limit the duties of the City under federal and state securities laws.

Notwithstanding anything herein to the contrary, the provisions of this Section may be amended by the City from time to time to adapt to changed circumstances resulting from a change in legal requirements, a change in law, or a change in the identity, nature, status, or type of operations of the City, but only if (1) the provisions of this Section, as so amended, would have permitted an underwriter to purchase or sell Bonds in the primary offering of the Bonds in compliance with the Rule, taking into account any amendments or interpretations of the Rule to the date of such amendment, as well as such changed circumstances, and (2) either (a) the Registered Owners of a majority in aggregate principal amount (or any greater amount required by any other provision of this Ordinance that authorizes such an amendment) of the Outstanding Bonds consent to such amendment or (b) a Person that is unaffiliated with the City (such as nationally recognized bond counsel) determines that such amendment will not materially impair the interests of the Registered Owners and beneficial owners of the Bonds. The provisions of this Section may also be amended from time to time or repealed by the City if the SEC amends or repeals the applicable provisions of the Rule or a court of final jurisdiction determines that such provisions are invalid, but only if and to the extent that reservation of the City's right to do so would not prevent underwriters of the initial public offering of the Bonds from lawfully purchasing or selling Bonds in such offering. If the City so amends the provisions of this Section, it shall include with any amended financial information or operating data next provided pursuant to subsection (b) of this Section an explanation, in narrative form, of the reasons for the amendment and of the impact of any change in the type of financial information or operating data so provided.

SECTION 42: Municipal Bond Insurance. The Bonds may be sold with the principal of and interest thereon being insured by a municipal bond insurance provider authorized to transact business in the State of Texas. The Pricing Officer is hereby authorized to make the selection of municipal bond insurance (if any) for the Bonds and make the determination of the provisions of any commitment therefor.

SECTION 43: Further Procedures. Any one or more of the Mayor, Mayor Pro Tem, City Manager, Chief Financial Officer and City Secretary 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 on behalf of the City all agreements, instruments, certificates or other documents, whether mentioned herein or not, as may be necessary or desirable in order to carry out the terms and provisions of this Ordinance and the issuance of the Bonds. In addition, prior to the initial delivery of the Certificates, the City Manager, Mayor, Chief Financial Officer or Bond Counsel to the City are each hereby authorized and directed to approve any changes or corrections to this Ordinance or to any of the documents authorized and approved by this Ordinance: (i) in order to cure any ambiguity, formal defect or omission in the Ordinance or such other document; or (ii) as requested by the Attorney General of the State of Texas or his representative to obtain the approval of the Certificates by the Attorney General and if such officer or counsel determines that such changes are consistent with the intent and purpose of the Ordinance, which determination shall be final. In the event that any officer of the City whose signature shall appear on any document shall cease to be such officer before the delivery of such document, such signature nevertheless shall be valid and sufficient for all purposes the same as if such officer had remained in office until such delivery.

SECTION 44: Severability. If any provision of this Ordinance or the application thereof to any circumstance shall be held to be invalid, the remainder of this Ordinance and the application thereof to other circumstances shall nevertheless be valid, and the City Council hereby declares that this Ordinance would have been enacted without such invalid provision.

SECTION 45: Incorporation of Preambles. The reservations, findings and determinations set forth in the preambles of this Ordinance are hereby incorporated herein as if fully set forth in the body of this Ordinance and are adopted as official reservations, findings and determinations.

SECTION 46: Public Meeting. It is officially found, determined, and declared that the meeting at which this Ordinance is adopted was open to the public and public notice of the time, place, and subject matter of the public business to be considered at such meeting, including this Ordinance, was given, all as required by Chapter 551, Government Code, as amended.

SECTION 47: Effective Date. That this Ordinance shall take effect and be in force from and after its passage and approval in accordance with the provisions of Section 1201.028, Texas Government Code, as amended.

[remainder of page intentionally left blank]

PASSED, APPROVED AND EFFECTIVE this the 21st day of April, 2020.

CITY OF GRAND PRAIRIE, TEXAS

Mayor

ATTEST:

City Secretary

(City Seal)

APPROVED:

City Attorney

EXHIBIT A
PAYING AGENT/REGISTRAR AGREEMENT