

**CERTIFICATE OF CITY SECRETARY**

THE STATE OF TEXAS                   §  
  §  
COUNTY OF HAYS                     §  
  §  
CITY OF WIMBERLEY                 §

THE UNDERSIGNED HEREBY CERTIFIES that:

1. On the 18th day of April, 2019, the City Council (the *Council*) of the City of Wimberley, Texas (the *City*) convened in regular session at its regular meeting place in the City Hall (the *Meeting*), the duly constituted members of the Council being as follows:

Susan Jagers	Mayor
Gary Barchfeld	Mayor Pro Tem
Mike McCullough	Councilmember
Craig Fore	Councilmember
Allison Davis	Councilmember
Erik Wollam	Councilmember

and all of such persons were present at the Meeting, except the following: Councilmember Allison Davis thus constituting a quorum. Among other business considered at the Meeting, the attached resolution (the *Resolution*) entitled:

RESOLUTION APPROVING THE CITY’S PLAN OF FINANCE  
PERTAINING TO OBLIGATIONS TO BE DESIGNATED AS “CITY OF  
WIMBERLEY, TEXAS EXCHANGE REFUNDING BONDS, SERIES 2019”;  
AND AUTHORIZING OTHER MATTERS RELATED TO THE FOREGOING

was introduced and submitted to the Council for passage and adoption. After presentation and discussion of the Resolution, a motion was made by Councilmember Gary Barchfeld that the Resolution be finally passed and adopted. The motion was seconded by Councilmember Craig Fore and carried by the following vote:

4 voted “For” 0 voted “Against” 0 abstained

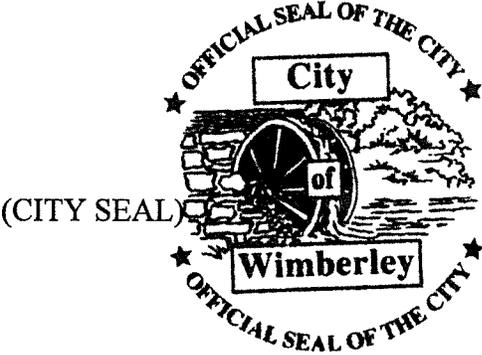
all as shown in the official Minutes of the Council for the Meeting.

2. The attached Resolution is a true and correct copy of the original on file in the official records of the City; the duly qualified and acting members of the Council of the City on the date of the Meeting are those persons shown above, and, according to the records of my office, each member of the Council was given actual notice of the time, place, and purpose of the Meeting and had actual notice that the Resolution would be considered; and the Meeting and deliberation of the aforesaid public business, was open to the public and written notice of said

meeting, including the subject of the Resolution, was posted and given in advance thereof in compliance with the provisions of Chapter 551, as amended, Texas Government Code.

*[The remainder of this page intentionally left blank.]*

IN WITNESS WHEREOF, I have signed my name officially and affixed the seal of the City, this 18th day of April, 2019.



*Laura J. Calcate*  
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City Secretary,  
City of Wimberley, Texas

## RESOLUTION NO. 05-2019

### RESOLUTION APPROVING THE CITY'S PLAN OF FINANCE PERTAINING TO OBLIGATIONS TO BE DESIGNATED AS "CITY OF WIMBERLEY, TEXAS EXCHANGE REFUNDING BONDS, SERIES 2019"; AND AUTHORIZING OTHER MATTERS RELATED TO THE FOREGOING

WHEREAS, the City Council (the *City Council*) of the City of Wimberley, Texas (the *City*) has heretofore issued, sold, and delivered, and there are currently outstanding obligations in the aggregate original principal amount of \$5,255,000, being the obligations set forth on Schedule I hereto which is incorporated by reference for all purposes to this ordinance (the *Exchanged Obligations*); and

WHEREAS, the Exchanged Obligations were issued for the purposes of funding: (i) the construction of a collection system to provide wastewater service to the central Wimberley area; (ii) the upgrading and expansion of the existing wastewater treatment plant; (iii) a reasonably required reserve fund for the Exchanged Obligations; and (iv) professional services and costs of issuance related to the Exchanged Obligations (items (i) and (ii) are, together, referred to herein as the *Original Project Scope*); and

WHEREAS, the Exchanged Obligations, which were delivered to and are currently held by the Texas Water Development Board (the *Board*), are payable and secured by an irrevocable first lien on and pledge of the Pledged Revenues (defined herein) of the System (defined herein) and an annual transfer of funds into the System's revenue stream as designated in the Intradepartmental Agreement Regarding the Purchase of Reclaimed Water; and

WHEREAS, the City Council has requested of the Board that the Original Project Scope be amended to remove item (ii) of the Original Project Scope pertaining to the upgrading and expansion of the existing wastewater treatment plant; and

WHEREAS, the Board, through the adoption of a resolution, dated March 28, 2019, (the *TWDB Resolution*) agreed to the requested amendment to the Original Project Scope, on the condition that the City Council exchange the Exchanged Obligations with exchange refunding bonds, which will be secured by the proceeds of an annual ad valorem tax levied, within the limits prescribed by law, on all taxable property in the City and additionally by a lien on and a pledge of the Pledged Revenues of the System (the *Bonds*); and

WHEREAS, the City has previously retained Specialized Public Finance, Inc. Austin, Texas (the *Financial Advisor*) and Norton Rose Fulbright US LLP, Austin, Texas (the *Bond Counsel*), as its financial advisor and bond counsel, respectively, relating to the proposed issuance of any debt; and

WHEREAS, in order to satisfy the condition contained in the TWDB Resolution, the City is contemplating the sale of the Bonds through a negotiated private placement sale with the Board; and

WHEREAS, the City now intends to instruct its consultants and staff to commence procedures that will ultimately result in the issuance of the Bonds; and

WHEREAS, the City hereby finds and determines that the adoption of this Resolution is in the best interest of the residents of the City; now, therefore,

BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF WIMBERLEY, TEXAS THAT::

SECTION 1. The Financial Advisor, in coordination with the City's staff, is hereby authorized to coordinate the financial aspects relating to this transaction to ensure that the City's exchange of the Bonds is accomplished in the most efficient and advantageous manner available and (as necessary) to comply with all regulations and rules promulgated by the United States Securities and Exchange Commission and the Municipal Securities Rule Making Board. Bond Counsel is likewise authorized to take such actions as are necessary to support the actions of the Financial Advisor and the District staff in their actions to cause the issuance of the Bonds in the most efficient and advantageous manner available.

SECTION 2. The recitals contained in the preamble hereof are hereby found to be true, and such recitals are hereby made a part of this Resolution for all purposes and are adopted as a part of the judgment and findings of the City Council.

SECTION 3. All orders and resolutions, or parts thereof, which are in conflict or inconsistent with any provision of this Resolution are hereby repealed to the extent of such conflict, and the provisions of this Resolution shall be and remain controlling as to the matters resolved herein.

SECTION 4. This Resolution shall be construed and enforced in accordance with the laws of the State of Texas and the United States of America.

SECTION 5. If any provision of this Resolution or the application thereof to any person or circumstance shall be held to be invalid, the remainder of this Resolution and the application of such provision to other persons and circumstances shall nevertheless be valid, and the Board hereby declares that this Resolution would have been enacted without such invalid provision.

SECTION 6. It is officially found, determined, and declared that the meeting at which this Resolution 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 Resolution, was given, all as required by Chapter 551, as amended, Texas Government Code.

SECTION 7. This Resolution shall be immediately in force and effect from and after its passage, and it is so resolved.

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PASSED AND APPROVED on the 18<sup>th</sup> day of April, 2019.

CITY OF WIMBERLEY, TEXAS

  
\_\_\_\_\_  
Mayor

ATTEST:

  
\_\_\_\_\_  
City Secretary

