



CITY OF GRAPEVINE, TEXAS
REGULAR CITY COUNCIL MEETING AGENDA
TUESDAY, MAY 1, 2018

GRAPEVINE CITY HALL, SECOND FLOOR
200 SOUTH MAIN STREET
GRAPEVINE, TEXAS

6:30 p.m.	Dinner - City Council Conference Room
7:00 p.m.	Call to Order of City Council Meeting - City Council Chambers
7:00 p.m.	Executive Session - City Council Conference Room
7:30 p.m.	Regular Meeting - City Council Chambers

CALL TO ORDER: 7:00 p.m. - City Council Chambers

EXECUTIVE SESSION:

1. City Council to recess to the City Council Conference Room to conduct a closed session relative to:
 - A. Real property relative to deliberation to the purchase, exchange, lease, sale or value of real property (City facilities, Public Works, and the 185 acres) pursuant to Section 551.072, Texas Government Code.
 - B. Conference with City Manager and Staff to discuss and deliberate commercial and financial information received from business prospects the City seeks to have locate, stay, or expand in the City; deliberate the offer of a financial or other incentive; with which businesses the City is conducting economic development negotiations pursuant to Section 551.087, Texas Government Code.

City Council to reconvene in open session in the City Council Chambers and take any necessary action relative to items discussed in Executive Session.

REGULAR MEETING: 7:30 p.m. - City Council Chambers

2. Invocation: Mayor Pro Tem Darlene Freed
3. Posting the Colors and Pledges of Allegiance: Boy Scout Troop 905

CITIZEN COMMENTS

4. Any person who is not scheduled on the agenda may address the City Council under Citizen Comments by completing a Citizen Appearance Request form with the City Secretary. In accordance with the Texas Open Meetings Act, the City Council is restricted in discussing or taking action during Citizen Comments.

PUBLIC HEARING

5. Conduct a public hearing relative to the adoption of amendments to Chapter 7 Buildings and Construction, Article IV, Fences of the Grapevine Code of Ordinances.
6. Consider **Ordinance No. 2018-041**, AM18-02, amendments to Chapter 7 Buildings and Construction, Article IV, Fences of the Grapevine Code of Ordinances and take any necessary action.

PRESENTATIONS

7. Mayor Tate to present Grapevine Heritage Foundation's 2018 Preservation Advocacy Award Winners.
8. Carol and Michael Marchant, Chairpersons, to present Annual Main Street Fest information.
9. Shonda Schaefer, GRACE Executive Director, to present update on GRACE pantry and clinic.
10. Chad Makovsky, Executive Vice President of Operations for DFW Airport, to present update on airport runway construction.

NEW BUSINESS

11. Consider the award of the Request for Qualifications 462-2018 for Architectural Design Services for fire stations 2 and 3 with Brown Reynolds Watford Architects, **Resolution No. 2018-040** authorizing the reimbursement of expenditures for Fire Stations 2 and 3, the Animal Shelter and Golf Course Clubhouse and Multi-Use Facility, and take any necessary action.

CONSENT AGENDA

Consent items are deemed to need little Council deliberation and will be acted upon as one business item. Any member of the City Council or member of the audience may request that an item be withdrawn from the consent agenda and placed before the City Council for full discussion. Approval of the consent agenda authorizes the City Manager, or his designee, to implement each item in accordance with Staff recommendations.

12. Consider **Resolution No. 2018-034** authorizing the issuance of Grapevine 4B Economic Development Corporation Sales Tax Revenue Refunding Bonds, Taxable Series 2018; approving the issuance of the bonds and the plan of financing authorized thereby and the financing documents. Chief Financial Officer recommends approval. (The preliminary approval of this item was considered at the April 17, 2018 meeting.)

13. Consider **Resolution No. 2018-041** authorizing the purchase of a pedestrian bridge from The Playwell Group, Inc. for the Parks and Recreation department. Parks and Recreation Director recommends approval.
14. Consider the renewal of an annual contract for elevator maintenance services with ThyssenKrupp Elevator Corporation for Facility Services. Public Works Director recommends approval.
15. Consider award of an annual contract for hauling of debris and aggregates for the Public Works department with Q. Roberts Trucking, Inc. Public Works Director recommends approval.
16. Consider the minutes of the April 17, 2018 Regular City Council meeting. City Secretary recommends approval.

Pursuant to the Texas Open Meetings Act, Texas Government Code, Chapter 551.001 et seq, one or more of the above items may be considered in Executive Session closed to the public. Any decision held on such matter will be taken or conducted in open session following conclusion of the executive session.

ADJOURNMENT

If you plan to attend this public meeting and you have a disability that requires special arrangements at the meeting, please contact the City Secretary's Office at 817.410.3182 at least 24 hours in advance of the meeting. Reasonable accommodations will be made to assist your needs.

In accordance with the Open Meetings Law, Texas Government Code, Chapter 551, I hereby certify that the above agenda was posted on the official bulletin boards at Grapevine City Hall, 200 South Main Street and on the City's website on April 27, 2018 by 5:00 p.m.



Tara Brooks
City Secretary



MEMO TO: HONORABLE MAYOR AND MEMBERS OF THE CITY COUNCIL

FROM: BRUNO RUMBELOW, CITY MANAGER *BR*

MEETING DATE: MAY 1, 2018

SUBJECT: AM18-02 – CHAPTER 7, ARTICLE IV, FENCES GRAPEVINE CODE OF ORDINANCES

RECOMMENDATION: Council to consider amendments to Chapter 7, Article IV Fences of the Grapevine Code of Ordinances, and take any necessary action.

FUNDING SOURCE:

BACKGROUND: The Grapevine fence ordinance currently limits the height of fences in a required or established front yard to a maximum 36 inches in height, and requires them to be at least 50 percent open. At the March 19, 2018 Building Board of Appeals meeting, the Board discussed possible amendments to the ordinance. The Board felt that it would be reasonable to recommend allowing 48" tall fences in R-20 zoning districts only. The fences would still be required to be at least 50% open, and the Board recommends that chain link fences not be allowed in front yards, and gates across driveways must be set back at least 20' from property line at the street.

Below are what some other Metroplex cities allow:

Southlake - maximum 8' tall - however, per Southlake staff, deed restrictions typically require much lower height.

Colleyville - maximum 30" tall, and minimum 75% open. Some lots over 40,000 square feet may have a maximum 8' fence, 75% open.

Flower Mound - maximum 48", except agricultural districts may have livestock wire fencing not to exceed 5'.

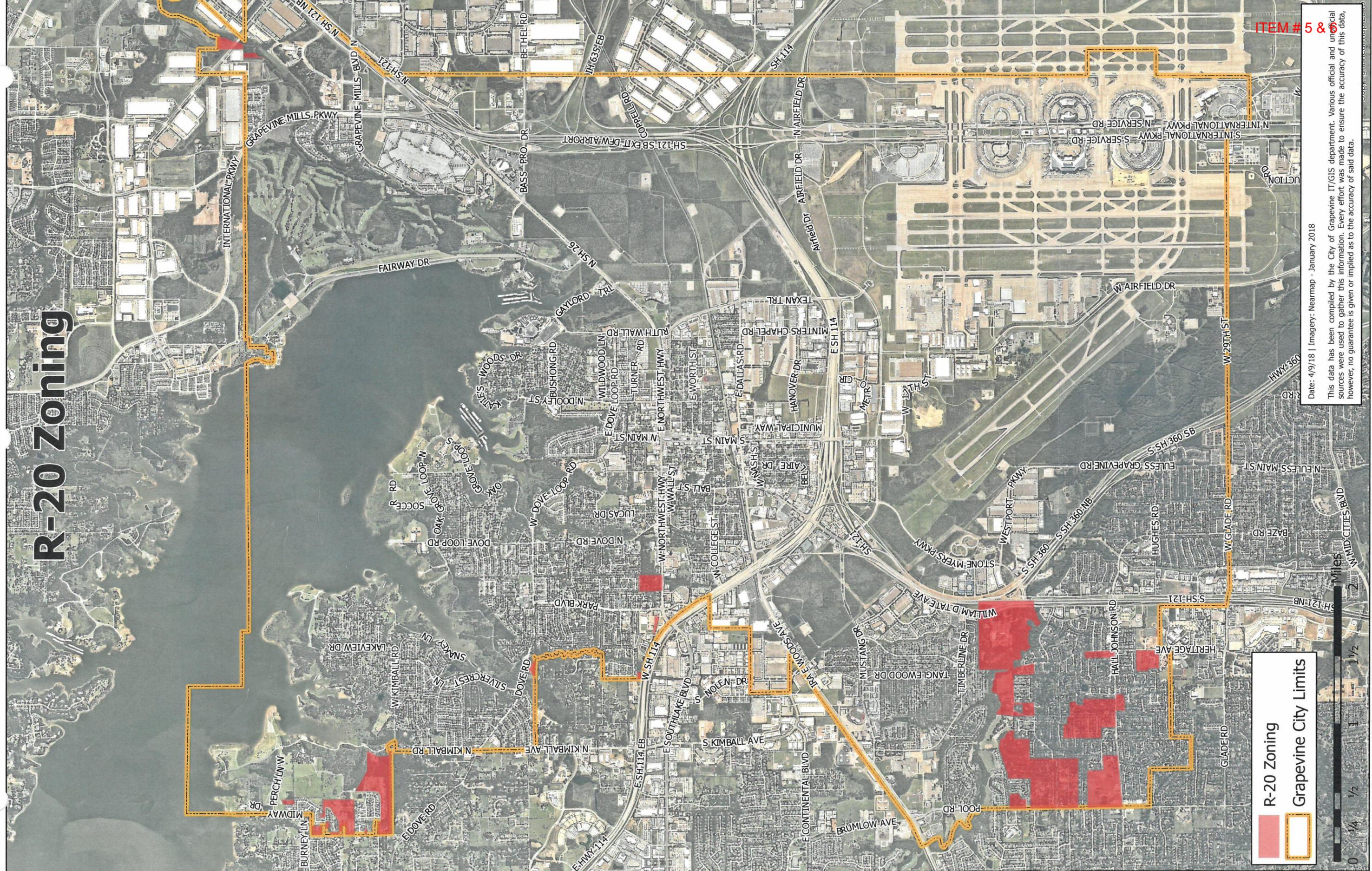
Plano - maximum 40" tall, minimum 50% open.

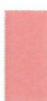
Keller - 36". In SF-LD (Keller's largest lot-area residential district), open fences can be 5' tall.

Eules - maximum 36" tall. Lots more than one acre may exceed 36", must be at least 75% open, and setback 10' from property line.

Coppell - No fences permitted in front yard.

R-20 Zoning



 R-20 Zoning

 Grapevine City Limits



Date: 4/9/18 | Imagery: Nearmap - January 2018

This data has been compiled by the City of Grapevine IT/GIS department. Various official and unofficial sources were used to gather this information. Every effort was made to ensure the accuracy of this data, however, no guarantee is given or implied as to the accuracy of said data.

ITEM # 5 & 6

ORDINANCE NO. 2018-041

AN ORDINANCE OF THE CITY COUNCIL OF THE CITY OF GRAPEVINE, TEXAS, AMENDING THE GRAPEVINE CODE OF ORDINANCES CHAPTER 7 BUILDINGS AND CONSTRUCTION, ARTICLE IV, FENCES; PROVIDING A SEVERABILITY CLAUSE; PROVIDING A PENALTY, NOT TO EXCEED TWO THOUSAND DOLLARS (\$2,000.00); DECLARING AN EMERGENCY AND PROVIDING AN EFFECTIVE DATE

WHEREAS, the City of Grapevine, has previously adopted ordinances regulating the installation of fences; and

WHEREAS, the City of Grapevine, has determined that it is a necessity to regulate the activities and entities as provided for herein to safeguard the public; and

WHEREAS, the City of Grapevine is authorized by law to adopt the provisions contained herein, and has complied with all prerequisites necessary for the passage of this Ordinance; and

WHEREAS, the City Council of the City of Grapevine, has determined that an amendment of Chapter 7, Article IV, Fences of the Grapevine Code of Ordinances is in the best interest of the City, and its citizens.

WHEREAS, all constitutional and statutory prerequisites for the approval of this ordinance have been met, including but not limited to the Open Meetings Act; and

WHEREAS, the City Council deems the adoption of this ordinance is in the best interests of the health, safety, and welfare of the public.

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

Section 1. That all matters stated herein above are true and correct and are incorporated herein by reference, as if copied in their entirety.

Section 2. That the Code of Ordinances Chapter 7, Article IV, Fences, is hereby amended as follows:

Section 7-127. Front yard requirements.

“(a) Corner lots: It shall be unlawful to erect a fence in the required front yard building setback area or the established front yard area, whichever area is greater in depth, on any corner lot, except along the interior lot line in accordance with subsection (b).

(b) Interior lots:

(1) It shall be unlawful to erect a fence, hedge or vines over 36 inches in height in the required front yard area or the established front yard area, whichever area is greater in depth, on any interior lot. Fences in a required or established front yard on properties zoned R-20 Single Family District may be a maximum of 48 inches in height.

(2) It shall be unlawful to erect a fence, hedge or vines in the required front yard area or the established front yard area, whichever area is greater in depth, on any interior lot that does not have at least 50 percent through vision.

(3) It shall be unlawful to maintain a fence, hedge or vines in the required front yard area or an established front yard area, whichever area is greater in depth, of an interior lot in a manner that does not permit at least 50 percent through vision.

(4) For the purpose of this section, "established front yard area" shall mean an open, unoccupied space on a lot facing a street and extending across the front of a lot between the side yard lines and extending from the abutting street to a principal building or structure. The phrase "required front yard" shall have the meaning ascribed to it in the Grapevine Zoning Ordinance No. 82-73.

(5) Fences within a required or established front yard area shall not be constructed of "chain-link" material.

(6) Gates erected across driveways adjacent to streets shall be set back a minimum of 20 feet from the property line adjacent to the street."

{Remainder of section unchanged}

Section 3. Any person violating any of the provisions of this ordinance shall be deemed guilty of a misdemeanor and upon conviction thereof shall be fined in a sum not to exceed two thousand dollars (\$2,000.00) for each offense and a separate offense shall be deemed committed each day during or on which a violation occurs or continues.

Section 4. All ordinances or any parts thereof in conflict with the terms of this ordinance shall be and hereby are deemed repealed and of no force or effect.

Section 5. If any section, subsection, sentence, clause or phase of this ordinance shall for any reason be held to be invalid, such decision shall not affect the validity of the remaining portions of this ordinance.

Section 6. The fact that the present ordinances and regulations of the City of Grapevine, Texas are inadequate to properly safeguard the health, safety, morals, peace and general welfare of the inhabitants of the City of Grapevine, Texas, creates an emergency for the immediate preservation of the public business, property, health, safety and general welfare of the public which requires that this ordinance shall become effective from and after the date of its passage, and it is accordingly so ordained.

PASSED AND APPROVED BY THE CITY COUNCIL OF THE CITY OF GRAPEVINE, TEXAS, on this the 1st day of May, 2018.

APPROVED:

William D. Tate
Mayor

ATTEST:

Tara Brooks
City Secretary

APPROVED AS TO FORM:

City Attorney

MEMO TO: HONORABLE MAYOR AND MEMBERS OF THE CITY COUNCIL

FROM: BRUNO RUMBELOW, CITY MANAGER *BR*

MEETING DATE: MAY 1, 2018

SUBJECT: APPROVAL FOR THE AWARD OF RFQ 462-2018 FOR ARCHITECTURAL DESIGN SERVICES FOR FIRE STATIONS 2 AND 3 AND REIMBURSEMENT RESOLUTION

RECOMMENDATION: City Council to consider award of Request for Qualifications 462-2018 for Architectural Design Services for fire stations 2 and 3 with Brown Reynolds Watford Architects for the Fire department and to also consider approval of a Reimbursement Resolution for Fire Stations 2 and 3, the Animal Shelter and Golf Course Clubhouse and Multi-Use Facility

FUNDING SOURCE: Upon approval, funds for this purchase will be available in Capital Projects General Facilities. (Station #2: \$665,830 Account #177-48830-210-003-160002-01) (Station #3: \$589,900 Account #177-48830-210-003-170001-01) for a total of \$1,255,730.

BACKGROUND: In November of 2017 voters approved the construction of new fire stations 2 and 3, expanding/renovating the animal shelter and construction of a new golf course clubhouse and tournament facility all to be financed through the issuance of General Obligations Bonds. Prior to the issuance of the General Obligation Bonds the Reimbursement Resolution will provide the City the ability to satisfy design, architectural and construction costs related to the projects .

The voter approved projects include:
Animal Shelter \$3.9 Million
New Fire Stations 2 and 3 for \$16 Million
Golf Clubhouse and Facilities for \$4.8 Million
Total of \$24.7 Million.

Request for Qualifications 462-2018 was solicited in accordance with Texas Government Code Chapter 2254.004. The RFQ was issued December 21, 2017 and closed on January 25, 2018.

Fourteen firms submitted proposals for the design of Fire Station 2 and 3:

Architect Design Group, Brandsetter Carrol, Inc., Brinkley Sargent Wiginton Architects, Brown Reynolds Watford Architects, Callahan and Freeman, Eikon, GFF Architects, Huitt-Zollars, Komatsu, PGAL, RPGA Design Group, SRG Architects, VAI Architects, Inc. and Wright Group Architects.

Proposals were reviewed and graded by the selection committee **ITEM # 11** consisting of staff from the Fire Department, Public Works and the City Manager's Office. The top three firms were interviewed. The selection committee heard from Brinkley Sargent Wiginton Architects, Komatsu, and Brown Reynolds Watford Architects. The committee chose Brown Reynolds Watford Architects after the interviews.

The difference in design cost between Stations 2 and 3 is due to the design needed for the inclusion of the back-up dispatch/Emergency Operations Center at Station 2.

Staff recommends approval.

DB/LW

RESOLUTION NO. 2018-040

A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF
GRAPEVINE, TEXAS, AUTHORIZING THE
REIMBURSEMENT OF EXPENDITURES TO BE
INCURRED FROM FUTURE TAX-EXEMPT OBLIGATIONS
AND PROVIDING AN EFFECTIVE DATE

WHEREAS, the City of Grapevine (the "City") is a municipal corporation and political subdivision of the State of Texas authorized to finance its activities by issuing obligations; and

WHEREAS, the City will make, or has made not more than 60 days prior to the date hereof, payments with respect to the design, engineering, acquisition, construction, reconstruction or renovation of the projects listed on Exhibit "A" attached hereto (collectively, the "Financed Projects"); and

WHEREAS, the City has concluded that it does not currently desire to issue obligations to finance the costs associated with the Financed Projects; and

WHEREAS, the City desires to reimburse itself for the costs associated with the Financed Projects from the proceeds of obligations to be issued subsequent to the date hereof; and

WHEREAS, the City reasonably expects to issue obligations to reimburse itself for the costs associated with the Financed Projects; and

WHEREAS, all constitutional and statutory prerequisites for the approval of this resolution have been met, including but not limited to the Open Meetings Act; and

WHEREAS, the City Council deems the adoption of this resolution to be in the best interest of the health, safety, and welfare of the public.

NOW, THEREFORE BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF GRAPEVINE, TEXAS:

Section 1. That all matters stated hereinabove are found to be true and correct and are incorporated herein by reference as if copied in their entirety.

Section 2. That the City reasonably expects to reimburse itself for costs that have been or will be paid subsequent to the date that is 60 days prior to the date hereof and that are to be paid in connection with the design, engineering, acquisition, construction, reconstruction or renovation of the Financed Projects from the proceeds of obligations to be issued subsequent to the date hereof.

Section 3. The City reasonably expects that the maximum principal amount of obligations issued to reimburse the City for the costs associated with the Financed Projects will be \$24,700,000.

Section 4. That this resolution shall take effect from and after the date of its passage.

PASSED AND APPROVED BY THE CITY COUNCIL OF THE CITY OF GRAPEVINE, TEXAS on this the 1st day of May, 2018.

APPROVED:

William D. Tate
Mayor

ATTEST:

Tara Brooks
City Secretary

APPROVED AS TO FORM:

City Attorney

EXHIBIT A**DESCRIPTION OF PROJECTS**

<u>Purpose/Project</u>	<u>Amount</u>
Designing, improving, constructing, equipping and furnishing animal shelter facilities, including the acquisition of land.	\$3,900,000
Designing, constructing, improving, renovating, expanding, equipping and furnishing new Fire Station No. 2 and new Fire Station No. 3 and the acquisition of land.	\$16,000,000
Designing, improving, constructing, equipping and furnishing a multi-use facility and clubhouse at the Grapevine Municipal Golf Course.	\$4,800,000

MEMO TO: HONORABLE MAYOR AND MEMBERS OF THE CITY COUNCIL

FROM: BRUNO RUMBELOW, CITY MANAGER *BR*

MEETING DATE: MAY 1, 2018

SUBJECT: RESOLUTION AUTHORIZING THE ISSUANCE AND SALE OF GRAPEVINE 4B ECONOMIC DEVELOPMENT CORPORATION SALES TAX REVENUE REFUNDING BONDS, TAXABLE SERIES 2018

RECOMMENDATION: City Council to consider a resolution authorizing the issuance and sale of Grapevine 4B Economic Development Corporation Sales and Tax Revenue Bonds, Taxable Series 2018; levying a tax in payment thereof; awarding the sale of bonds, prescribing the form of said bonds; approving execution and delivery of a deposit agreement; approving the official statement, approving and enacting other provisions relating thereto.

FUNDING SOURCE: Upon approval of the attached resolution, funds will be available in the General Long-Term Debt Group

BACKGROUND: On April 17, 2018, staff updated the City Council on this refunding opportunity. This is the second and final action to accomplish the net savings of \$3,109,167.

This action will refund 2014 Certificates of Obligation that were used in the amount of \$19,500,000 for the acquisition of land within the City used to promote new and expanded business enterprises and to pay for the costs of issuance related to the sale of the Certificates. The refund is estimated to reduce the interest rate from 5.52% to 3.73% and is estimated to save the City \$3,109,167. This action will not extend the term of the bonds, which will be fully retired in 2034.

Staff recommends approval.

JB/gj

RESOLUTION NO. 2018-034

A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF GRAPEVINE, TEXAS, APPROVING A RESOLUTION ADOPTED BY THE BOARD OF DIRECTORS OF THE GRAPEVINE 4B ECONOMIC DEVELOPMENT CORPORATION AUTHORIZING THE ISSUANCE OF GRAPEVINE 4B ECONOMIC DEVELOPMENT CORPORATION SALES TAX REVENUE REFUNDING BONDS, TAXABLE SERIES 2018; APPROVING THE ISSUANCE OF THE BONDS AND THE PLAN OF FINANCING AUTHORIZED THEREBY AND THE FINANCING DOCUMENTS

WHEREAS, the City of Grapevine, Texas (the "City"), has approved and authorized the creation of the Grapevine 4B Economic Development Corporation (the "Corporation") as a Texas nonprofit corporation, pursuant to Chapters 501, 502 and 505, Texas Government Code, as amended (the "Act"), to act on behalf of the City in its pursuit of economic development to promote and develop projects so as to eliminate unemployment and underemployment and to promote and encourage employment and the public welfare; and

WHEREAS, pursuant to the authority granted in the Act, the City has levied a local sales and use tax (the "Sales Tax") for the benefit of the Corporation, to be used exclusively for the purposes set forth in the Act; and

WHEREAS, the City and the Corporation have adopted, on December 17, 2013 and January 21, 2014, respectively, a Concurrent Resolution establishing the Sales Tax Revenue Fund into which the receipts of the Sales Tax are deposited as collected and providing that moneys on deposit in such Fund shall be applied in accordance with a bond resolution authorizing the issuance of the Corporation's bonds; and

WHEREAS, the Corporation is authorized by the Act to issue its revenue bonds, to be secured by and payable from the Sales Tax; and

WHEREAS, there are presently outstanding certain long-term debt obligations of the Corporation (collectively, the "Refunded Bonds") described on Schedule I of the Resolution authorizing the Bonds, which are secured by and payable from and secured by the Sales Tax; and

WHEREAS, the Corporation now desires to refund such obligations; and is authorized to issue bonds and to deposit the proceeds of the sale thereof, and any other available funds or resources, directly with the paying agent for the Refunded Bonds in an amount sufficient to pay all principal and interest owing on the Refunded Bonds, and such deposit shall constitute the making of firm banking arrangements for the discharge and final payment of the Refunded Bonds; and

WHEREAS, the Corporation has determined to issue its Grapevine 4B Economic Development Corporation Sales Tax Revenue Refunding Bonds, Taxable Series 2018 (the "Bonds") for the purpose of refunding the Refunded Bonds and paying the costs of issuing the Bonds; and

WHEREAS, the Board of Directors of the Corporation has approved a Resolution, authorizing the issuance of the Bonds, dated April 17, 2018, (the "Resolution"); and

WHEREAS the Act requires that the governing body of the City approve, by written resolution, any agreement to issue bonds approved by the Corporation; and

WHEREAS, this City Council has reviewed the Resolution and, by adoption of this resolution, intends to approve the Resolution and the terms thereof, the issuance of the Bonds, the plan of financing established and approved by the Resolution and the financing documents related thereto; and to make the findings required by the Act to approve the Project; and

WHEREAS, it is officially found, determined, and declared that the meeting at which this Resolution has been adopted was open to the public and public notice of the time, place and subject matter of the public business to be considered and acted upon at said meeting, including this Resolution, was given, all as required by the applicable provisions of Chapter 551, Texas Government Code, as amended;

NOW, THEREFORE, BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF GRAPEVINE, TEXAS:

Section 1. Capitalized terms used herein and not otherwise defined shall have the meaning assigned thereto in the Resolution.

Section 2. The City, acting by and through this City Council, hereby approves:

(a) the Resolution and the plan of financing established and approved by the Resolution; and

(b) the issuance of the Bonds in the amount and for the purposes referred to in the preambles hereof and as described in the Resolution and the Bonds; and

(c) the Paying Agent/Registrar Agreement and Deposit Agreement, copies of which are on file among the records of this meeting.

Section 3. The City agrees to provide any continuing disclosure information required of the City by Article XIV of the Resolution.

Section 4. This Resolution shall take effect immediately from and after its adoption and the Mayor or Mayor Pro Tem is hereby authorized to sign this Resolution.

PRELIMINARY APPROVAL PASSED BY THE CITY COUNCIL OF THE CITY OF GRAPEVINE, TEXAS on this the 17th day of April, 2018.

FINAL APPROVAL PASSED BY THE CITY COUNCIL OF THE CITY OF GRAPEVINE, TEXAS on this the 1st day of May, 2018.

APPROVED:

William D. Tate
Mayor, City of Grapevine

ATTEST:

Tara Brooks
City Secretary, City of Grapevine

APPROVED AS TO FORM:

John F. Boyle, Jr.
City Attorney, City of Grapevine

RESOLUTION AUTHORIZING

GRAPEVINE 4B ECONOMIC DEVELOPMENT CORPORATION
SALES TAX REVENUE REFUNDING BONDS,
TAXABLE SERIES 2018

Dated: April 17, 2018

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A RESOLUTION OF THE BOARD OF DIRECTORS OF THE GRAPEVINE 4B ECONOMIC DEVELOPMENT CORPORATION, AUTHORIZING THE ISSUANCE AND SALE OF GRAPEVINE 4B ECONOMIC DEVELOPMENT CORPORATION SALES TAX REVENUE REFUNDING BONDS, TAXABLE SERIES 2018, IN THE AGGREGATE PRINCIPAL AMOUNT OF \$16,930,000; PRESCRIBING THE FORM OF SAID BONDS; AWARDING THE SALE OF THE BONDS; PROVIDING FOR THE SECURITY FOR AND PAYMENT OF SAID BONDS; AUTHORIZING THE EXECUTION AND DELIVERY OF A PAYING AGENT/REGISTRAR AGREEMENT AND DEPOSIT AGREEMENT; APPROVING THE OFFICIAL STATEMENT; AND CONTAINING OTHER PROVISIONS RELATING TO THE SUBJECT

WHEREAS, the Grapevine 4B Economic Development Corporation (the "Corporation") is a non-profit industrial development corporation created, existing and governed by Chapters 501, 502 and 505, Texas Local Government Code, as amended (the "Act"); and

WHEREAS, pursuant to the authority granted in the Act, the City of Grapevine, Texas (the "City") has levied a Sales Tax (as defined herein) in the amount of $\frac{1}{2}$ of one cent for the benefit of the Corporation, to be used exclusively for the purposes set forth in the Act; and

WHEREAS, the Corporation has previously pledged $\frac{3}{4}$ of its Sales Tax to a contract between the Corporation and the Fort Worth Transportation Authority (the "Contract"); and

WHEREAS, the Corporation has $\frac{1}{4}$ of its Sales Tax that is not currently pledged to any obligations; and

WHEREAS, the Corporation is authorized by the Act to issue its revenue bonds, to be secured by and payable from all or a portion of such Sales Tax, in the manner and for the purposes hereinafter provided; and

WHEREAS, from Gross Sales Tax Revenues (as defined herein), and for so long as the Bonds remain outstanding, the Corporation will dedicate $\frac{1}{4}$ of such Gross Sales Tax Revenues to the payment of the Bonds; and

WHEREAS, the Corporation has previously issued its sales tax revenue bonds (hereinafter defined as the "Previously Issued Bonds") payable from and secured by a lien on and pledge of the Pledged Revenues (as defined in the Previously Issued Bond Resolution); and

WHEREAS, the Corporation desires to refund the Previously Issued Bonds set forth on Schedule 1 attached hereto and incorporated by reference for all purposes (the "Refunded Bonds"); and

WHEREAS, the Board hereby finds and determines that the refunding of the Refunded Bonds for the purpose of achieving a net present value debt service savings of approximately \$2,279,555.33 is in the best interest of the Corporation; and

WHEREAS, the Corporation hereby finds and determines that the issuance and delivery of the bonds hereinafter authorized is in the public interest and the use of the proceeds in the manner herein specified constitutes a valid public purpose; and

WHEREAS, it is officially found, determined, and declared that the meeting at which this Resolution has been adopted was open to the public and public notice of the time, place and subject matter of the public business to be considered and acted upon at said meeting, including this Resolution, was given, all as required by the applicable provisions of Chapter 551, Texas Government Code, as amended; Now, Therefore

BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE GRAPEVINE 4B ECONOMIC DEVELOPMENT CORPORATION:

ARTICLE I

DEFINITIONS AND OTHER PRELIMINARY MATTERS

Section 1.01. Definitions. Unless otherwise expressly provided or unless the context clearly requires otherwise, in this Resolution the following terms shall have the meanings specified below:

“Additional Parity Obligations” means those obligations the Corporation reserves the right to issue on a parity with the Bonds herein authorized, in accordance with the terms and conditions prescribed in Section 9.02 hereof.

“Authorized Officer” means the President, Vice President, or Secretary of the Corporation or any other officer or employee of the Corporation, or any other person authorized to perform specific acts or duties by the Board or its bylaws.

“Board” means the Board of Directors of the Corporation.

“Bond” means any of the Bonds.

“Bonds” means the Corporation’s bonds entitled “Grapevine 4B Economic Development Corporation Sales Tax Revenue Refunding Bonds, Taxable Series 2018” authorized to be issued by Section 3.01 of this Resolution.

“Closing Date” means the date of the initial delivery of and payment for the Bonds.

“Code” means the Internal Revenue Code of 1986, as amended, including applicable regulations, published rulings and court decisions relating thereto.

“Comptroller” means the Comptroller of Public Accounts of the State of Texas and any successor officer or official that may be charged by law with the duty of collecting Gross Sales

Tax Revenues for the account of, and remitting the same to, the City for the account of the Corporation.

“Corporation Order” means a written order signed in the name of the Corporation by an Authorized Officer and delivered to the Paying Agent, or another party hereunder.

“Debt Service Fund” means the debt service fund established by Section 8.01 of this Resolution.

“Deposit Agreement” means the Deposit Agreement relating to the Bonds authorized pursuant to Section 13.01 herein, by and between the paying agent/registrars for the Refunded Bonds, and the Corporation.

“Designated Payment/Transfer Office” means (i) with respect to the initial Paying Agent/Registrar named herein, its corporate trust office in Dallas, Texas, and (ii) with respect to any successor Paying Agent/Registrar, the office of such successor designated and located as may be agreed upon by the Corporation and such successor.

“DTC” means The Depository Trust Company of New York, New York, or any successor securities depository.

“DTC Participant” means brokers and dealers, banks, trust companies, clearing corporations and certain other organizations on whose behalf DTC was created to hold securities to facilitate the clearance and settlement of securities transactions among DTC Participants.

“Emma” means the Electronic Municipal Market Access System.

“Event of Default” means any Event of Default as defined in Section 11.01 of this Resolution.

“Fiscal Year” means October 1 through September 30.

“Gross Sales Tax Revenues” means all of the revenues due or owing to, or collected or received by or on behalf of the Corporation, whether by the City or otherwise from or by reason of the levy of the Sales Tax, less any amounts due or owing to the Comptroller as charges for collection or retentions by the Comptroller for refunds and to redeem dishonored checks and drafts, to the extent such charges and retention are authorized or required by law.

“Initial Bond” means the Bond described in Section 3.04(d) and 6.02(d).

“Interest Payment Date” means the date or dates upon which interest on the Bonds is scheduled to be paid until the maturity of the Bonds, such dates being February 15 and August 15 of each year commencing August 15, 2018.

“MSRB” means the Municipal Securities Rulemaking Board.

“Owner” means the person who is the registered owner of a Bond or Bonds, as shown in the Register.

“Parity Revenue Obligations” means the Previously Issued Bonds, Bonds and Additional Parity Obligations.

“Paying Agent/Registrar” means that paying agent/registrar set forth herein or any successor thereto or an entity which is appointed as and assumes the duties of paying agent/registrar as provided in this Resolution.

“Pledged Funds” means collectively (a) amounts on deposit in the Sales Tax Revenue Fund, (b) amounts on deposit in the Debt Service Fund, (c) amounts on deposit in the Reserve Fund, together with any investments or earnings belonging to said funds, and (d) any additional revenues, other moneys or funds of the Corporation which heretofore have been or hereafter may be expressly and specifically pledged to the payment of the Parity Revenue Obligations.

“Pledged Revenues” means (a) 1/4 of the Gross Sales Tax Revenues from time to time deposited or owing to the Sales Tax Revenue Fund, and (b) such other money, income, revenues or other property which the Corporation may expressly and specifically pledge to the payment of Parity Revenue Obligations.

“Pledged Sales Tax” means 1/4 of the Sales Tax.

“Previously Issued Bonds” means the outstanding and unpaid revenue bonds of the Corporation designated as the Sales Tax Revenue Bonds, Taxable Series 2014, dated January 15, 2014.

“Projects” means all properties, including land, buildings, and equipment of the types added to the definition of “projects” by the Act that are approved by the Board as necessary and appropriate to fulfill and carry out the purposes of the Corporation.

“Purchaser” means the Purchaser(s) set forth in Section 7.01 herein.

“Record Date” means the last business day of the month next preceding an Interest Payment Date.

“Refunded Bonds” means those outstanding bonds of the Corporation identified on Schedule 1 attached hereto.

“Register” means the Register specified in Section 3.06(a) of this Resolution.

“Representation Letter” means the Blanket Letter of Representations with respect to the Bonds between the Corporation and DTC.

“Required Reserve” means the amount required to be maintained in the Reserve Fund pursuant to Section 8.05(a).

“Reserve Fund” means the reserve fund established by Section 8.01 of this Resolution.

“Reserve Fund Surety Bond” means any surety bond or insurance policy having a rating in the two highest respective rating categories by Moody’s Investors Service, Inc. or Standard &

Poor's, Ratings Services, a Standard & Poor's Financial Service LLC business, issued to the Corporation for the benefit of the Owners of the Bonds to satisfy any part of the Required Reserve as provided in Section 8.05(d) of this Resolution.

"Resolution" means this Resolution.

"Rule" means SEC Rule 15c2-12, as amended from time to time.

"Sales Tax" means the ½ of one cent local sales and use tax authorized under the Act and heretofore authorized and levied by the City within its existing boundaries, and hereafter required to be levied and collected within any expanded areas included within the City pursuant to the Act, together with any increases in the rate thereof if provided and authorized by applicable law.

"Sales Tax Collection Resolution" means that certain resolution adopted concurrently by the Board and the governing body of the City, bearing that name.

"Sales Tax Revenue Fund" means the special fund so designated in Section 8.01 hereof.

"SEC" means the United States Securities and Exchange Commission.

"Special Payment Date" means the Special Payment Date prescribed by Section 3.03(b) of this Resolution.

"Special Record Date" means the Special Record Date prescribed by Section 3.03(b) of this Resolution.

"Unclaimed Payments" means money deposited with the Paying Agent/Registrar for the payment of the principal of or interest on the Bonds as the same come due and payable and remaining unclaimed by the Owners of Bonds for 90 days after the applicable payment or redemption date.

Section 1.02. Other Definitions. The terms "Act," "Corporation" and "City" shall have the respective meanings assigned in the preamble to this Resolution.

Section 1.03. Findings. The declarations, determinations and findings declared, made and found in the preamble to this Resolution are hereby adopted, restated and made a part of the operative provisions hereof.

Section 1.04. Table of Contents, Titles and Headings. The table of contents, titles and headings of the Articles and Sections of this Resolution have been inserted for convenience of reference only and are not to be considered a part hereof and shall not in any way modify or restrict any of the terms or provisions hereof and shall never be considered or given any effect in construing this Resolution or any provision hereof or in ascertaining intent, if any question of intent should arise.

Section 1.05. Interpretation. (a) Unless the context requires otherwise, words of the masculine gender shall be construed to include correlative words of the feminine and neuter

genders and vice versa, and words of the singular number shall be construed to include correlative words of the plural number and vice versa.

(b) This Resolution and all the terms and provisions hereof shall be liberally construed to effectuate the purposes set forth herein to sustain the validity of this Resolution.

ARTICLE II

SECURITY FOR THE BONDS

Section 2.01. Confirmation and Levy of Sales Tax. (a) The Corporation hereby confirms the earlier levy by the City of the Sales Tax at the rate voted at the election held by and within the City on November 7, 2006, and the Corporation hereby warrants and represents that the City has duly and lawfully ordered the imposition and collection of the Pledged Sales Tax upon all sales, uses and transactions as are permitted by and described in the Act throughout the boundaries of the City as such boundaries existed on the date of said election and as they may be expanded from time to time.

(b) For so long as any Parity Revenue Obligations are outstanding, the Corporation covenants, agrees and warrants to take and pursue all action permissible under applicable law to cause the Pledged Sales Tax, at said rate to be levied and collected continuously, in the manner and to the maximum extent permitted by applicable law, and to cause no reduction, abatement or exemption in the Pledged Sales Tax or rate of tax below the rate stated, confirmed and ordered in subsection (a) of this Section to be ordered or permitted so long as any Parity Revenue Obligations shall remain outstanding.

(c) If the City shall be authorized hereafter by applicable law to apply, impose and levy the Pledged Sales Tax on any taxable items or transactions that are not subject to the Pledged Sales Tax on the date of the adoption hereof, the Corporation, to the extent it legally may do so, hereby covenants and agrees to use its best efforts to cause the City to take such action as may be required by applicable law to subject such taxable items or transactions to the Pledged Sales Tax.

(d) The Corporation agrees to take and pursue all action permissible under applicable law to cause the Pledged 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 applicable law.

(e) The Corporation agrees and covenants at all times, and to use its best efforts to cause the City, to comply with the Sales Tax Collection Resolution.

Section 2.02. Pledge. The Corporation hereby irrevocably pledges (a) the Pledged Revenues, and (b) the Pledged Funds (i) to the payment of the principal of, and the interest and any premiums on, all Parity Revenue Obligations which are or may be outstanding from time to time, and (ii) to the establishment and maintenance of the Reserve Fund.

(a) The provisions, covenants, pledge and lien on and against the Pledged Revenues and the Pledged Funds, as herein set forth, are established and shall be for the equal benefit,

protection and security of the Owners of the Parity Revenue Obligations without distinction as to priority and rights.

(b) The Parity Revenue Obligations, including interest payable thereon, shall constitute special obligations of the Corporation, payable solely from and secured by a first lien on and pledge of the Pledged Revenues and Pledged Funds, and not from any other revenues, properties or income of the Corporation. Parity Revenue Obligations shall not constitute debts or obligations of the State or of the City, and the Owners of the Parity Revenue Obligations shall never have the right to demand payment out of any funds raised or to be raised by ad valorem taxation.

Section 2.03. Resolution as Security Agreement. (a) An executed copy of this Resolution shall constitute a security agreement pursuant to applicable law, with the Owners as the secured parties. The lien, pledge, and security interest of the Owners created in this Resolution shall become effective immediately upon the Closing Date of the Bonds, and the same shall be continuously effective for so long as any Bonds are outstanding.

(b) A fully executed copy of this Resolution and the proceedings authorizing it shall be filed as a security agreement among the permanent records of the Corporation. Such records shall be open for inspection to any member of the general public and to any person proposing to do or doing business with, or asserting claims against, the Corporation, at all times during regular business hours.

(c) The provisions of this section are prescribed pursuant to the Act, the Texas Public Securities Procedures Act (Texas Government Code, Chapter 1201, as amended), and other applicable laws of the State. If any other applicable law, in the opinion of counsel to the Corporation, requires any filing or other action additional to the filing pursuant to this section in order to preserve the priority of the lien, pledge, and security interest of the Owners created by this Resolution, the Corporation shall diligently make such filing or take such other action to the extent required by law to accomplish such result.

ARTICLE III

AUTHORIZATION; GENERAL TERMS AND PROVISIONS REGARDING THE BONDS

Section 3.01. Authorization. The Corporation's bonds to be designated "Grapevine 4B Economic Development Corporation Sales Tax Revenue Refunding Bonds, Taxable Series 2018," are hereby authorized to be issued and delivered in accordance with the laws of the State of Texas, particularly Chapters 501, 502 and 505, Texas Local Government Code, as amended in the aggregate principal amount of \$16,930,000 for the purpose of (i) refunding the Refunded Bonds, and (ii) paying the costs of issuing the Bonds.

Section 3.02. Date, Denomination, Maturities, Numbers and Interest. (a) The Bonds shall be dated April 15, 2018, and shall be in fully registered form, without coupons, in the denomination of \$5,000 or any integral multiple thereof, and shall be numbered separately from

one upward or such other designation acceptable to the Corporation and the Paying Agent/Registrar, except the Initial Bond, which shall be numbered T-1.

The Bonds shall mature on February 15 in the years and in the principal amounts set forth in the following schedule:

<u>Year</u> <u>2/15</u>	<u>Principal</u> <u>Amount</u>	<u>Interest</u> <u>Rate</u>	<u>Year</u>	<u>Principal</u> <u>Amount</u>	<u>Interest</u> <u>Rate</u>
2019	\$ 820,000	3.000%	2027	\$1,050,000	3.250%
2020	850,000	3.000%	2028	1,085,000	3.500%
2021	875,000	3.000%	2029	1,125,000	3.500%
2022	900,000	3.000%	2030	1,170,000	4.000%
2023	930,000	3.000%	2031	1,220,000	4.000%
2024	955,000	3.000%	2032	1,265,000	4.000%
2025	985,000	3.125%	2033	1,315,000	4.000%
2026	1,015,000	3.250%	2034	1,370,000	4.000%

(b) Interest shall accrue and be paid on each Bond respectively until the principal of such Bond shall have been paid or provision for such payment shall have been made, from the later of the date of delivery of the Bonds to the Underwriter (the “Delivery Date”) or the most recent Interest Payment Date to which interest has been paid or provided for at the rate per annum for each respective maturity specified in the schedule contained in subsection (b) above. Such interest shall be payable semiannually on February 15 and August 15 in each year, commencing on August 15, 2018, and computed on the basis of a 360-day year of twelve 30-day months.

Section 3.03. Medium, Method and Place of Payment. (a) The principal of, premium, if any, and interest on the Bonds shall be paid in lawful money of the United States of America as provided in this Section.

(b) Interest on the Bonds shall be payable to the Owners whose names appear in the Register at the close of business on the Record Date; provided, however, that in the event of nonpayment of interest on a scheduled Interest Payment Date, and for 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 Corporation. Notice of the Special Record Date and of the scheduled payment date of the past due interest (the “Special Payment Date,” which shall be at least 15 days after the Special Record Date) shall be sent at least five business days prior to the Special Record Date by United States mail, first class postage prepaid, to the address of each Owner of a Bond appearing on the books of the Paying Agent/Registrar at the close of business on the last business day next preceding the date of mailing of such notice.

(c) Interest on the Bonds shall be paid by check (dated as of the Interest Payment Date) and sent by the Paying Agent/Registrar to the person entitled to such payment, United States mail, first class postage prepaid, to the address of such person as it appears in the Register or by such other customary banking arrangements acceptable to the Paying Agent/Registrar and

the person to whom interest is to be paid; provided, however, that such person shall bear all risk and expenses of such other customary banking arrangements.

(d) The principal of each Bond shall be paid to the person in whose name such Bond is registered on the due date thereof (whether at the maturity date or the date of prior redemption thereof) upon presentation and surrender of such Bond at the Designated Payment/Transfer Office.

(e) If a date for the payment of the principal of or interest on the Bonds is a Saturday, Sunday, legal holiday, or a day on which banking institutions in the city in which the Designated Payment/Transfer Office is located are authorized by law or executive order to close, then the date for such payment shall be the next succeeding day which is not a Saturday, Sunday, legal holiday, or day on which such banking institutions are authorized to close; and payment on such date shall have the same force and effect as if made on the original date payment was due.

(f) Subject to any applicable escheat, unclaimed property, or similar law, including Title 6 of the Texas Property Code, Unclaimed Payments remaining unclaimed by the Owners entitled thereto for three years after the applicable payment or redemption date shall be paid to the Corporation and thereafter neither the Corporation, the Paying Agent/Registrar, nor any other person shall be liable or responsible to any Owners of such Bonds for any further payment of such unclaimed moneys or on account of any such Bonds.

Section 3.04. Execution and Initial Registration. (a) The Bonds shall be executed on behalf of the Corporation by the President and Secretary of the Corporation, by their manual or facsimile signatures. Such facsimile signatures on the Bonds shall have the same effect as if each of the Bonds had been signed manually and in person by each of said officers.

(b) In the event that any officer of the Corporation whose manual or facsimile signature appears on the Bonds ceases to be such officer before the authentication of such Bonds or before the delivery thereof, such manual or facsimile signature nevertheless shall be valid and sufficient for all purposes as if such officer had remained in such office.

(c) Except as provided below, no Bond shall be valid or obligatory for any purpose or be entitled to any security or benefit of this Resolution unless and until there appears thereon the Certificate of Paying Agent/Registrar substantially in the form provided in this Resolution, duly authenticated by manual execution of the Paying Agent/Registrar. It shall not be required that the same authorized representative of the Paying Agent/Registrar sign the Certificate of Paying Agent/Registrar on all of the Bonds. In lieu of the executed Certificate of Paying Agent/Registrar described above, the Initial Bond delivered on the Closing Date shall have attached thereto the Comptroller's Registration Certificate substantially in the form provided in this Resolution, manually executed by the Comptroller of Public Accounts of the State of Texas or by his duly authorized agent, which certificate shall be evidence that the Initial Bond has been duly approved by the Attorney General of the State of Texas and that it is a valid and binding obligation of the Corporation, and has been registered by the Comptroller.

(d) On the Closing Date, one Initial Bond representing the entire principal amount of the Bonds, payable in stated installments to the Purchaser or its designee, executed by manual or

facsimile signature of the President and Secretary of the Corporation, approved by the Attorney General of Texas, and registered and manually signed by the Comptroller of Public Accounts of the State of Texas, will be delivered to the Purchaser or its designee. Upon payment for the Initial Bond, the Paying Agent/Registrar shall cancel the Initial Bond and deliver registered definitive Bonds to DTC in accordance with Section 3.10 hereof.

Section 3.05. Ownership. (a) The Corporation, the Paying Agent/Registrar and any other person may treat the person in whose name any Bond is registered as the absolute owner of such Bond for the purpose of making and receiving payment of the principal thereof and premium, if any, thereon, for the further purpose of making and receiving payment of the interest thereon (subject to the provisions herein that interest is to be paid to the person in whose name the Bond is registered on the Record Date), and for all other purposes, whether or not such Bond is overdue, and neither the Corporation nor the Paying Agent/Registrar shall be bound by any notice or knowledge to the contrary.

(b) All payments made to the person deemed to be the Owner of any Bond in accordance with this Section shall be valid and effectual and shall discharge the liability of the Corporation and the Paying Agent/Registrar upon such Bond to the extent of the sums paid.

Section 3.06. Registration, Transfer and Exchange. (a) So long as any Bonds remain outstanding, the Corporation shall cause the Paying Agent/Registrar to keep at the Designated Payment/Transfer Office a register (the "Register") in which, subject to such reasonable regulations as it may prescribe, the Paying Agent/Registrar shall provide for the registration and transfer of Bonds in accordance with this Resolution.

(b) The ownership of a Bond may be transferred only upon the presentation and surrender of the Bond at the Designated Payment/Transfer Office of the Paying Agent/Registrar with such endorsement or other evidence of transfer as is acceptable to the Paying Agent/Registrar. No transfer of any Bond shall be effective until entered in the Register.

(c) The Bonds shall be exchangeable upon the presentation and surrender thereof at the Designated Payment/Transfer Office of the Paying Agent/Registrar for a Bond or Bonds of the same maturity and interest rate and in any denomination or denominations of any integral multiple of \$5,000 and in an aggregate principal amount equal to the unpaid principal amount of the Bonds presented for exchange. The Paying Agent/Registrar is hereby authorized to authenticate and deliver Bonds exchanged for other Bonds in accordance with this Section.

(d) Each exchange Bond delivered by the Paying Agent/ Registrar in accordance with this Section shall constitute an original contractual obligation of the Corporation and shall be entitled to the benefits and security of this Resolution to the same extent as the Bond or Bonds in lieu of which such exchange Bond is delivered.

(e) No service charge shall be made to the Owner for the initial registration, subsequent transfer, or exchange for any different denomination of any of the Bonds. The Paying Agent/Registrar, however, may require the Owner to pay a sum sufficient to cover any tax or other governmental charge that is authorized to be imposed in connection with the registration, transfer or exchange of a Bond.

(f) Neither the Corporation nor the Paying Agent/Registrar shall be required to issue, transfer, or exchange any Bond called for redemption, in whole or in part, where such redemption is scheduled to occur within forty-five (45) calendar days after the transfer or exchange date; provided, however, such limitation shall not be applicable to an exchange by the Owner of the uncalled principal balance of a Bond.

Section 3.07. Cancellation and Authentication. (a) All Bonds paid or redeemed before scheduled maturity in accordance with this Resolution, and all Bonds in lieu of which exchange Bonds or replacement Bonds are authenticated and delivered in accordance with this Resolution, shall be cancelled and destroyed upon the making of proper records regarding such payment, redemption, exchange or replacement. The Paying Agent/Registrar shall dispose of the cancelled Bonds in accordance with the Securities Exchange Act of 1934.

(b) Each substitute or replacement Bond issued pursuant to the provisions of Sections 3.06 and 3.09 of this Resolution, in conversion of and exchange for or replacement of any Bond or Bonds issued under this Resolution, shall have printed thereon a Paying Agent/Registrar's Authentication Certificate, in the form hereinafter set forth. An authorized representative of the Paying Agent/Registrar shall, before the delivery of any such Bond, manually sign and date such Certificate, and no such Bond shall be deemed to be issued or outstanding unless such Certificate is so executed. No additional ordinances, orders, or resolutions need be passed or adopted by the Corporation, the governing body of the City, or any other body or person so as to accomplish the foregoing conversion and exchange or replacement of any Bond or portion thereof, and the Paying Agent/Registrar shall provide for the printing, execution, and delivery of the substitute Bonds in the manner prescribed herein, and said Bonds shall be of customary type and composition and be printed on paper with lithographed or steel engraved borders of customary weight and strength. Pursuant to the Texas Public Securities Procedures Act (Texas Government Code, Chapter 1201, as amended), and particularly Subchapter D thereof, the duty of conversion and exchange or replacement of Bonds as aforesaid is hereby imposed upon the Paying Agent/Registrar, and, upon the execution of the above Paying Agent/Registrar's Authentication Certificate, the converted and exchanged or replaced Bonds shall be valid, incontestable, and enforceable in the same manner and with the same effect as the Initial Bond which was originally delivered pursuant to this Resolution, approved by the Attorney General, and registered by the Comptroller of Public Accounts.

(c) Bonds issued in conversion and exchange or replacement of any other Bond or portion thereof, (i) shall be issued in fully registered form, without interest coupons, with the principal of and interest on such Bonds to be payable only to the registered owners thereof, (ii) may be redeemed prior to their scheduled maturities, (iii) may be transferred and assigned, (iv) may be converted and exchanged for other Bonds, (v) shall have the characteristics, (vi) shall be signed, and (vii) the principal of and interest on the Bonds shall be payable, all as provided, and in the manner required or indicated, in the Form of Bonds set forth in this Resolution.

Section 3.08. Temporary Bonds. (a) Following the delivery and registration of the Initial Bond and pending the preparation of definitive Bonds, the proper officers of the Corporation may execute and, upon the Corporation's request, the Paying Agent/Registrar shall authenticate and deliver, one or more temporary Bonds that are printed, lithographed, typewritten, mimeographed or otherwise produced, in any denomination, substantially of the

tenor of the definitive Bonds in lieu of which they are delivered, without coupons, and with such appropriate insertions, omissions, substitutions and other variations as the officers of the Corporation executing such temporary Bonds may determine, as evidenced by their signing of such temporary Bonds.

(b) Until exchanged for Bonds in definitive form, such Bonds in temporary form shall be entitled to the benefit and security of this Resolution.

(c) The Corporation, without unreasonable delay, shall prepare, execute and deliver to the Paying Agent/Registrar the Bonds in definitive form; thereupon, upon the presentation and surrender of the Bond or Bonds in temporary form to the Paying Agent/Registrar, the Paying Agent/Registrar shall cancel the Bonds in temporary form and authenticate and deliver in exchange therefor a Bond or Bonds of the same maturity and series, in definitive form, in the authorized denomination, and in the same aggregate principal amount, as the Bond or Bonds in temporary form surrendered. Such exchange shall be made without the making of any charge therefor to any Owner.

Section 3.09. Replacement Bonds. (a) Upon the presentation and surrender to the Paying Agent/Registrar, at the Designated Payment/Transfer Office, of a mutilated Bond, the Paying Agent/Registrar shall authenticate and deliver in exchange therefor a replacement Bond of like tenor and principal amount, bearing a number not contemporaneously outstanding. The Corporation or the Paying Agent/ Registrar may require the Owner of such Bond to pay a sum sufficient to cover any tax or other governmental charge that is authorized to be imposed in connection therewith and any other expenses connected herewith.

(b) In the event that any Bond is lost, apparently destroyed or wrongfully taken, the Paying Agent/Registrar, pursuant to the applicable laws of the State of Texas and in the absence of notice or knowledge that such Bond has been acquired by a bona fide purchaser, shall authenticate and deliver a replacement Bond of like tenor and principal amount, bearing a number not contemporaneously outstanding, provided that the Owner first:

(i) furnishes to the Paying Agent/Registrar satisfactory evidence of his ownership of and the circumstances of the loss, destruction or theft of such Bond;

(ii) furnishes such security or indemnity as may be required by the Paying Agent/Registrar and the Corporation to save them harmless;

(iii) pays all expenses and charges in connection therewith, including, but not limited to, printing costs, legal fees, fees of the Paying Agent/Registrar and any tax or other governmental charge that is authorized to be imposed; and

(iv) satisfies any other reasonable requirements imposed by the Corporation and the Paying Agent/Registrar.

(c) If, after the delivery of such replacement Bond, a bona fide purchaser of the original Bond in lieu of which such replacement Bond was issued presents for payment such original Bond, the Corporation and the Paying Agent/Registrar shall be entitled to recover such replacement Bond from the person to whom it was delivered or any person taking therefrom,

except a bona fide purchaser, and shall be entitled to recover upon the security or indemnity provided therefor to the extent of any loss, damage, cost or expense incurred by the Corporation or the Paying Agent/Registrar in connection therewith.

(d) In the event that any such mutilated, lost, apparently destroyed or wrongfully taken Bond has become or is about to become due and payable, the Paying Agent/Registrar, in its discretion, instead of issuing a replacement Bond, may pay such Bond.

(e) Each replacement Bond delivered in accordance with this Section shall constitute an original contractual obligation of the Corporation and shall be entitled to the benefits and security of this Resolution to the same extent as the Bond or Bonds in lieu of which such replacement Bond is delivered.

Section 3.10. Book-Entry Only System. (a) The definitive Bonds shall be initially issued in the form of a separate single fully registered Bond for each of the maturities thereof. Upon initial issuance, the ownership of each such Bond shall be registered in the name of Cede & Co., as nominee of DTC, and, except as provided in Section 3.11 hereof, all of the outstanding Bonds shall be registered in the name of Cede & Co., as nominee of DTC.

(b) With respect to Bonds registered in the name of Cede & Co., as nominee of DTC, the Corporation and the Paying Agent/Registrar shall have no responsibility or obligation to any DTC Participant or to any person on behalf of whom such a DTC Participant holds an interest in the Bonds, except as provided in this Resolution. Without limiting the immediately preceding sentence, the Corporation and the Paying Agent/Registrar shall have no responsibility or obligation with respect to (i) the accuracy of the records of DTC, Cede & Co. or any DTC Participant with respect to any ownership interest in the Bonds, (ii) the delivery to any DTC Participant or any other person, other than an Owner, as shown on the Register, of any notice with respect to the Bonds, including any notice of redemption, or (iii) the payment to any DTC Participant or any other person, other than an Owner, as shown in the Register of any amount with respect to principal of, premium, if any, or interest on the Bonds. Notwithstanding any other provision of this Resolution to the contrary, the Corporation and the Paying Agent/Registrar shall be entitled to treat and consider the person in whose name each Bond is registered in the Register as the absolute Owner of such Bond for the purpose of payment of principal of, premium, if any, and interest on the Bonds, for the purpose of giving notices of redemption and other matters with respect to such Bond, for the purpose of registering transfer with respect to such Bond, and for all other purposes whatsoever. The Paying Agent/Registrar shall pay all principal of, premium, if any, and interest on the Bonds only to or upon the order of the respective Owners, as shown in the Register as provided in this Resolution, or their respective attorneys duly authorized in writing, and all such payments shall be valid and effective to fully satisfy and discharge the Corporation's obligations with respect to payment of, premium, if any, and interest on the Bonds to the extent of the sum or sums so paid. No person other than an Owner, as shown in the Register, shall receive a Bond certificate evidencing the obligation of the Corporation to make payments of amounts due pursuant to this Resolution. Upon delivery by DTC to the Paying Agent/Registrar of written notice to the effect that DTC has determined to substitute a new nominee in place of Cede & Co., and subject to the provisions in this Resolution with respect to interest checks or drafts being mailed to the registered Owner at

the close of business on the Record Date, the word “Cede & Co.” in this Resolution shall refer to such new nominee of DTC.

(c) The Representation Letter previously executed and delivered by the Corporation and applicable to the Corporation’s obligations delivered in book-entry-only form to DTC as securities depository for said obligations is hereby ratified and approved for the Bonds.

Section 3.11. Successor Securities Depository; Transfer Outside. In the event that the Corporation or the Paying Agent/Registrar determines that DTC is incapable of discharging its responsibilities described herein and in the Representation Letter, and that it is in the best interest of the beneficial owners of the Bonds that they be able to obtain certificated Bonds, or in the event DTC discontinues the services described herein, the Corporation or the Paying Agent/Registrar shall (i) appoint a successor securities depository, qualified to act as such under Section 17(a) of the Securities and Exchange Act of 1934, as amended, notify DTC and DTC Participants, as identified by DTC, of the appointment of such successor securities depository and transfer one or more separate Bonds to such successor securities depository or (ii) notify DTC and DTC Participants, as identified by DTC, of the availability through DTC of Bonds and transfer one or more separate Bonds to DTC Participants having Bonds credited to their DTC accounts, as identified by DTC. In such event, the Bonds shall no longer be restricted to being registered in the Register in the name of Cede & Co., as nominee of DTC, but may be registered in the name of the successor securities depository, or its nominee, or in whatever name or names Owners transferring or exchanging Bonds shall designate, in accordance with the provisions of this Resolution.

Section 3.12. Payments to Cede & Co. Notwithstanding any other provision of this Resolution to the contrary, so long as any Bonds are registered in the name of Cede & Co., as nominee of DTC, all payments with respect to principal of, premium, if any, and interest on such Bonds, and all notices with respect to such Bonds, shall be made and given, respectively, in the manner provided in the Representation Letter.

ARTICLE IV

REDEMPTION OF BONDS BEFORE MATURITY

Section 4.01. Limitation on Redemption. The Bonds shall be subject to redemption before scheduled maturity only as provided in this Article IV.

Section 4.02. Optional Redemption.

(a) The Corporation reserves the option to redeem Bonds maturing on and after February 15, 2028, in whole or in part, before their scheduled maturity date, in integral multiples of \$5,000, on February 15, 2027, or on any date thereafter (such redemption date or dates to be fixed by the Corporation) at a price equal to the principal amount of the Bonds called for redemption plus accrued interest from the most recent interest payment date on which interest has been paid or duly provided for to the redemption date.

(b) The Corporation, at least 45 days before the redemption date (unless a shorter period shall be satisfactory to the Paying Agent/Registrar), shall notify the Paying Agent/Registrar of such redemption date and of the principal amount of Bonds to be redeemed.

Section 4.03. [Reserved].

Section 4.04. Partial Redemption. (a) If less than all of the Bonds are to be redeemed pursuant to Section 4.02, the Corporation shall determine the maturity or maturities and the amounts thereof to be redeemed and shall direct the Paying Agent/Registrar to call by lot Bonds, or portions thereof within such maturity or maturities and in such principal amounts, for redemption.

(b) A portion of a single Bond of a denomination greater than \$5,000 may be redeemed, but only in a principal amount equal to \$5,000 or any integral multiple thereof. The Paying Agent/Registrar shall treat each \$5,000 portion of the Bond as though it were a single Bond for purposes of selection for redemption.

(c) Upon surrender of any Bond for redemption in part, the Paying Agent/Registrar, in accordance with Section 3.06 of this Resolution, shall authenticate and deliver an exchange Bond or Bonds in an aggregate principal amount equal to the unredeemed portion of the Bond so surrendered, and such exchange shall be without charge, notwithstanding any provision of Section 3.06 to the contrary.

(d) The Paying Agent/Registrar shall promptly notify the Corporation in writing of the principal amount to be redeemed of any Bond as to which only a portion thereof is to be redeemed.

Section 4.05. Notice of Redemption to Owners. (a) The Paying Agent/Registrar shall give notice of any redemption of Bonds by sending notice by United States mail, first class postage prepaid, not less than 30 days before the date fixed for redemption, to the Owner of each Bond (or part thereof) to be redeemed, at the address shown on the Register at the close of business on the business day next preceding the date of mailing of such notice.

(b) The notice shall state the redemption date, the redemption price, the place at which the Bonds are to be surrendered for payment, and, if less than all the Bonds outstanding are to be redeemed, an identification of the Bonds or portions thereof to be redeemed.

(c) Any notice given as provided in this Section shall be conclusively presumed to have been duly given, whether or not the Owner receives such notice.

Section 4.06. Payment Upon Redemption. (a) Before or on each redemption date, the Paying Agent/Registrar shall make provision for the payment of the Bonds to be redeemed on such date by setting aside and holding in trust an amount from the Interest and Sinking Fund or otherwise received by the Paying Agent/Registrar from the Corporation sufficient to pay the principal of, premium, if any, and accrued interest on such Bonds.

(b) Upon presentation and surrender of any Bond called for redemption at the Designated Payment/Transfer Office on or after the date fixed for redemption, the Paying

Agent/Registrar shall pay the principal of, premium, if any, and accrued interest on such Bond to the date of redemption from the money set aside for such purpose.

Section 4.07. Effect of Redemption. (a) Notice of redemption having been given as provided in Section 4.04 of this Resolution, the Bonds or portions thereof called for redemption shall become due and payable on the date fixed for redemption and, unless the Corporation defaults in the payment of the principal thereof, premium, if any, or accrued interest thereon, such Bonds or portions thereof shall cease to bear interest from and after the date fixed for redemption, whether or not such Bonds are presented and surrendered for payment on such date.

(b) If the Corporation shall fail to make provision for payment of all sums due on a redemption date, then any Bond or portion thereof called for redemption shall continue to bear interest at the rate stated on the Bond until due provision is made for the payment of same by the Corporation.

Section 4.08. Conditional Notice of Redemption. The Corporation reserves the right, in the case of an optional redemption pursuant to Section 4.02 herein, to give notice of its election or direction to redeem Bonds conditioned upon the occurrence of subsequent events. Such notice may state (i) that the redemption is conditioned upon the deposit of moneys and/or authorized securities, in an amount equal to the amount necessary to effect the redemption, with the Paying Agent/Registrar, or such other entity as may be authorized by law, no later than the redemption date, or (ii) that the Corporation retains the right to rescind such notice at any time on or prior to the scheduled redemption date if the Corporation delivers a certificate of the Corporation to the Paying Agent/Registrar instructing the Paying Agent/Registrar to rescind the redemption notice and such notice and redemption shall be of no effect if such moneys and/or authorized securities are not so deposited or if the notice is rescinded. The Paying Agent/Registrar shall give prompt notice of any such rescission of a conditional notice of redemption to the affected Owners. Any Bonds subject to conditional redemption and such redemption has been rescinded shall remain Outstanding and the rescission of such redemption shall not constitute an event of default. Further, in the case of a conditional redemption, the failure of the Corporation to make moneys and or authorized securities available in part or in whole on or before the redemption date shall not constitute an event of default.

ARTICLE V

PAYING AGENT/REGISTRAR

Section 5.01. Appointment of Initial Paying Agent/Registrar.

(a) The Bank of New York Mellon Trust Company, N.A. is hereby appointed as the initial Paying Agent/Registrar for the Bonds.

Section 5.02. Qualifications. Each Paying Agent/Registrar shall be a commercial bank, a trust company organized under the laws of the State of Texas, or any other entity duly qualified and legally authorized to serve as and perform the duties and services of paying agent and registrar for the Bonds.

Section 5.03. Maintaining Paying Agent/Registrar. (a) At all times while any Bonds are outstanding, the Corporation will maintain a Paying Agent/Registrar that is qualified under Section 5.02 of this Resolution. The President of the Corporation is hereby authorized and directed to execute an agreement with the Paying Agent/Registrar specifying the duties and responsibilities of the Corporation and the Paying Agent/Registrar. The signature of the President of the Corporation shall be attested by the Secretary of the Corporation.

(b) If the Paying Agent/Registrar resigns or otherwise ceases to serve as such, the Corporation will promptly appoint a replacement.

Section 5.04. Termination. The Corporation, upon not less than 60 days' notice, reserves the right to terminate the appointment of any Paying Agent/Registrar by delivering to the entity whose appointment is to be terminated written notice of such termination, provided, that such termination shall not be effective until a successor Paying Agent/Registrar has been appointed and has accepted the duties of Paying Agent/Registrar for the Bonds.

Section 5.05. Notice of Change. Promptly upon each change in the entity serving as Paying Agent/Registrar, the Corporation will cause notice of the change to be sent to each Owner and any bond insurer by first class United States mail, postage prepaid, at the address in the Register, stating the effective date of the change and the name and mailing address of the replacement Paying Agent/Registrar.

Section 5.06. Agreement to Perform Duties and Functions. By accepting the appointment as Paying Agent/Registrar, and executing the Paying Agent/Registrar Agreement, the Paying Agent/Registrar is deemed to have agreed to the provisions of this Resolution and that it will perform the duties and functions of Paying Agent/Registrar prescribed thereby.

Section 5.07. Delivery of Records to Successor. If a Paying Agent/Registrar is replaced, such Paying Agent, promptly upon the appointment of the successor, will deliver the Register (or a copy thereof) and all other pertinent books and records relating to the Bonds to the successor Paying Agent/Registrar.

ARTICLE VI

FORM OF THE BONDS

Section 6.01. Form Generally. (a) The Bonds, including the registration certificate of the Comptroller, the certificate of the Paying Agent/Registrar, and the assignment form to appear on each of the Bonds, (i) shall be substantially in the form set forth in this Article, with such appropriate insertions, omissions, substitutions, and other variations as are permitted or required by this Resolution, and (ii) 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 any reproduction of an opinion of counsel) thereon as, consistently herewith, may be determined by the Corporation or by the officers executing such Bonds, as evidenced by their execution thereof.

(b) 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 Bonds.

(c) The Bonds shall be typed, printed, lithographed, or engraved, and may be produced by any combination of these methods or produced in any other similar manner, all as determined by the officers executing such Bonds, as evidenced by their execution thereof, except that the Initial Bond submitted to the Attorney General of Texas, the definitive Bonds delivered to DTC (or any successor securities depository) and any temporary Bonds may be typewritten or photocopied or otherwise produced.

Section 6.02. Form of Bonds. The form of Bonds, including the form of the registration certificate of the Comptroller, the form of certificate of the Paying Agent/Registrar and the form of assignment appearing on the Bonds, shall be substantially as follows:

(a) [Form of Bond]

NEITHER THE STATE, THE CITY OF GRAPEVINE, TEXAS (THE "CITY") NOR ANY POLITICAL CORPORATION, SUBDIVISION, OR AGENCY OF THE STATE SHALL BE OBLIGATED TO PAY THIS BOND OR THE INTEREST THEREON AND NEITHER THE FAITH AND CREDIT NOR THE TAXING POWER OF THE STATE, THE CITY, OR ANY OTHER POLITICAL CORPORATION, SUBDIVISION, OR AGENCY THEREOF IS PLEDGED TO THE PAYMENT OF THE PRINCIPAL OF OR THE INTEREST ON THIS BOND.

REGISTERED
No. _____

REGISTERED
\$ _____

United States of America
State of Texas
GRAPEVINE 4B ECONOMIC DEVELOPMENT CORPORATION
SALES TAX REVENUE REFUNDING BOND,
TAXABLE SERIES 2018

INTEREST RATE: MATURITY DATE: DELIVERY DATE: CUSIP NUMBER:
_____ % February 15, _____ May 15, 2018 _____

Grapevine 4B Economic Development Corporation (the "Corporation"), a non-profit industrial development corporation governed by Chapters 501, 502 and 505, Texas Local Government Code, as amended (the "Act"), in the State of Texas, for value received, hereby promises to pay to

_____ or registered assigns, on the Maturity Date specified above, the sum of

_____ DOLLARS

unless this Bond shall have been sooner called for redemption and the payment of the principal hereof shall have been paid or provision for such payment shall have been made, and to pay interest on the unpaid principal amount hereof from the later of the Delivery Date specified above or the most recent interest payment date to which interest has been paid or provided for until such principal amount shall have been paid or provided for, 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 to be paid semiannually on February 15 and August 15 of each year, commencing August 15, 2018.

The principal of this Bond shall be payable without exchange or collection charges in lawful money of the United States of America upon presentation and surrender of this Bond at the corporate trust office in Dallas, Texas (the "Designated Payment/Transfer Office"), of The Bank of New York Mellon Trust Company, N.A., as initial Paying Agent/Registrar, or, with respect to a successor Paying Agent/Registrar, at the Designated Payment/Transfer Office of such successor. Interest on this Bond is payable by check dated as of the interest payment date, mailed by the Paying Agent/Registrar to the registered owner at the address shown on the registration books kept by the Paying Agent/Registrar or by such other customary banking arrangements acceptable to the Paying Agent/Registrar, requested by, and at the risk and expense of, the person to whom interest is to be paid. For the purpose of the payment of interest on this Bond, the registered owner shall be the person in whose name this Bond is registered at the close of business on the "Record Date," which shall be the close of business on the 15th day of the month next preceding such interest payment date; provided, however, that in the event of nonpayment of interest on a scheduled interest payment date, and for 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 Corporation. Notice of the Special Record Date and of the scheduled payment date of the past due interest (the "Special Payment Date," which shall be 15 days after the Special Record Date) shall be sent at least five business days prior to the Special Record Date by United States mail, first class postage prepaid, to the address of each Owner of a Bond appearing on the books of the Paying Agent/Registrar at the close of business on the last business day preceding the date of mailing such notice.

If a date for the payment of the principal of or interest on the Bonds is a Saturday, Sunday, legal holiday, or a day on which banking institutions in the city in which the Designated Payment/Transfer Office is located are authorized by law or executive order to close, then the date for such payment shall be the next succeeding day which is not a Saturday, Sunday, legal holiday, or day on which such banking institutions are authorized to close; and payment on such date shall have the same force and effect as if made on the original date payment was due.

This Bond dated April 15, 2018, is one of a series of fully registered bonds specified in the title hereof issued in the aggregate principal amount of \$16,930,000 (herein referred to as the "Bonds"), issued pursuant to a certain Resolution of the Board of Directors of the Corporation (the "Resolution") for the purpose of (i) refunding the Refunded Bonds (as defined in the Resolution), and (ii) paying the costs of issuing the Bonds.

This Bond and all the bonds of the series of which it is a part constitute special obligations of the Grapevine 4B Economic Development Corporation and together with any

additional parity revenue obligations which the Corporation has reserved the right to issue are payable as to both principal and interest solely from a first lien on and pledge of the Pledged Revenues and Pledged Funds, as described in the Resolution.

The Corporation expressly reserves the right to issue further and additional special revenue obligations on a parity with the bonds of this issue; provided, however, that any and all such additional parity obligations may be issued only in accordance with and subject to the covenants, conditions, limitations and restrictions relating thereto which are set out and contained in the Resolution, to which reference is hereby made for more complete and full particulars.

The Corporation has reserved the option to redeem the Bonds maturing on and after February 15, 2028, before their respective scheduled maturity in whole or in part in integral multiples of \$5,000 on February 15, 2027, or on any date thereafter, at a price equal to the principal amount of the Bonds so called for redemption plus accrued interest to the redemption date. If less than all of the Bonds are to be redeemed, the Corporation shall determine the maturity or maturities and the amounts thereof to be redeemed and shall direct the Paying Agent/Registrar to call by lot Bonds, or portions thereof within such maturity or maturities and in such amounts, for redemption.

The Corporation reserves the right, in the case of an optional redemption pursuant to the provisions of the Resolution, to give notice of its election or direction to redeem Bonds conditioned upon the occurrence of subsequent events. Such notice may state (i) that the redemption is conditioned upon the deposit of moneys and/or authorized securities, in an amount equal to the amount necessary to effect the redemption, with the Paying Agent/Registrar, or such other entity as may be authorized by law, no later than the redemption date, or (ii) that the Corporation retains the right to rescind such notice at any time on or prior to the scheduled redemption date if the Corporation delivers a certificate of the Corporation to the Paying Agent/Registrar instructing the Paying Agent/Registrar to rescind the redemption notice and such notice and redemption shall be of no effect if such moneys and/or authorized securities are not so deposited or if the notice is rescinded. The Paying Agent/Registrar shall give prompt notice of any such rescission of a conditional notice of redemption to the affected Owners. Any Bonds subject to conditional redemption and such redemption has been rescinded shall remain Outstanding and the rescission of such redemption shall not constitute an Event of Default. Further, in the case of a conditional redemption, the failure of the Corporation to make moneys and or authorized securities available in part or in whole on or before the redemption date shall not constitute an event of default.

Notice of such redemption or redemptions shall be sent by United States mail, first class postage prepaid, not less than 30 days before the date fixed for redemption, to the registered owner of each of the Bonds to be redeemed in whole or in part. Notice having been so given, the Bonds or portions thereof designated for redemption shall become due and payable on the redemption date specified in such notice, and from and after such date, notwithstanding that any of the Bonds or portions thereof so called for redemption shall not have been surrendered for payment, interest on such Bonds or portions thereof shall cease to accrue.

As provided in the Resolution, and subject to certain limitations therein set forth, this Bond is transferable upon surrender of this Bond for transfer at the Designated Payment/Transfer Office, with such endorsement or other evidence of transfer as is acceptable to the Paying Agent/Registrar, and, thereupon, one or more new fully registered Bonds of the same stated maturity, of authorized denominations, bearing the same rate of interest, and for the same aggregate principal amount will be issued to the designated transferee or transferees.

The Corporation, the Paying Agent/Registrar, and any other person may treat the person in whose name this Bond is registered as the owner hereof for the purpose of receiving payment as herein provided (except interest shall be paid to the person in whose name this Bond is registered on the Record Date or Special Record Date, as applicable) and for all other purposes, whether or not this Bond be overdue, and neither the Corporation nor the Paying Agent/Registrar shall be affected by notice to the contrary.

IT IS HEREBY CERTIFIED AND RECITED that the issuance of this Bond and the series of which it is a part is duly authorized by law; that all acts, conditions and things required to be done precedent to and in the issuance of the Bonds have been properly done and performed and have happened in regular and due time, form and manner, as required by law; and that the total indebtedness of the Corporation, including the Bonds, does not exceed any constitutional or statutory limitation.

IN WITNESS WHEREOF, this Bond has been duly executed on behalf of the Corporation.

Secretary, Grapevine 4B Economic
Development Corporation

President, Grapevine 4B Economic
Development Corporation

(b) [Form of Certificate of Paying Agent/Registrar]

CERTIFICATE OF PAYING AGENT/REGISTRAR

This is one of the Bonds referred to in the within mentioned Resolution. The series of Bonds of which this Bond is a part was originally issued as one Initial Bond which was approved by the Attorney General of the State of Texas and registered by the Comptroller of Public Accounts of the State of Texas.

THE BANK OF NEW YORK MELLON
TRUST COMPANY, N.A.,
as Paying Agent/Registrar

Dated: _____

By: _____
Authorized Signatory

(c) [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 hereof, with full power of substitution in the premises.

Date: _____

Signature Guaranteed By:

Authorized Signatory

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 and must be guaranteed in a manner acceptable to the Paying Agent/Registrar.

(d) Initial Bond Insertions.

(i) The Initial Bond shall be in the form set forth in paragraph (a) of this Section, except that:

(A) immediately under the name of the Bond, the headings "INTEREST RATE" and "MATURITY DATE" shall both be completed with the words "As Shown Below" and the heading "CUSIP NO. _____" shall be deleted;

(B) in the first paragraph:

the words “on the Maturity Date specified above” shall be deleted and the following will be inserted: “on February 15 in the years, in the principal installments and bearing interest at the per annum rates set forth in the following schedule:

<u>Years</u>	<u>Principal Installments</u>	<u>Interest Rates</u>
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(Information to be inserted from section 3.02.)

(C) the Initial Bond shall be numbered T-1.

(ii) The following Registration Certificate of Comptroller of Public Accounts shall appear on the Initial Bond:

REGISTRATION CERTIFICATE OF
COMPTROLLER OF PUBLIC ACCOUNTS

OFFICE OF THE COMPTROLLER	§	
OF PUBLIC ACCOUNTS	§	REGISTER NO. _____
	§	
THE STATE OF TEXAS	§	

I HEREBY CERTIFY THAT there is on file and of record in my office a certificate to the effect that the Attorney General of the State of Texas has approved this Bond, and that this Bond has been registered this day by me.

WITNESS MY SIGNATURE AND SEAL OF OFFICE this _____.

Comptroller of Public Accounts
of the State of Texas

[SEAL]

Section 6.03. CUSIP Registration. The Corporation may secure identification numbers through the CUSIP Services Bureau managed by Standard & Poor’s Financial Services LLC on behalf of the America Bankers Association, and may authorize the printing of such numbers on the face of 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 Corporation nor the attorneys approving said Bonds as to legality are to be held responsible for CUSIP numbers incorrectly printed on the Bonds.

Section 6.04. Legal Opinion. The approving legal opinion of Bracewell LLP, Bond Counsel, may be printed on the back of or attached to each Bond over the certification of the Secretary of the Corporation, which may be executed in facsimile.

Section 6.05. Municipal Bond Insurance. If municipal bond guaranty insurance is obtained with respect to the Bonds, the Bonds, including the Initial Bond, may bear an appropriate legend, as provided by the insurer. To the extent permitted by applicable law, the Corporation will comply with all notice and other applicable requirements of the insurer in connection with the issuance of the Bonds, as such requirements may be in effect and transmitted to the Corporation with the insurer's commitment to issue such insurance.

ARTICLE VII

SALE OF THE BONDS; CONTROL AND DELIVERY OF THE BONDS

Section 7.01. Sale of Bonds; Official Statement.

(a) The Bonds, having been duly advertised and offered for sale at competitive bid, are hereby officially sold and awarded UBS Financial Services (the "Purchaser") for a purchase price equal to the principal amount thereof less a discount of \$77,385.05, being the bid which produced the lowest true interest cost to the City. The Initial Bond shall be registered in the name of the Purchaser or its designee.

(b) The form and substance of the Preliminary Official Statement for the Bonds and any addenda, supplement or amendment thereto (the "Preliminary Official Statement") and the final Official Statement (the "Official Statement") presented to and considered at this meeting, are hereby in all respects approved and adopted, and the Preliminary Official Statement is hereby deemed final as of its date (except for the omission of pricing and related information) within the meaning and for the purposes of paragraph (b)(1) of Rule 15c2-12 under the Securities Exchange Act of 1934, as amended. The President or Vice President of the Corporation is hereby authorized and directed to execute the Official Statement and deliver appropriate numbers of copies thereof to the Representative. The Official Statement as thus approved, executed and delivered, with such appropriate variations as shall be approved by the President or Vice President of the Corporation and the Representative, may be used by the Purchasers in the public offering of the Bonds and sale thereof. The Corporation Secretary of the Corporation is hereby authorized and directed to include and maintain a copy of the Preliminary Official Statement and the Official Statement and any addenda, supplement or amendment thereto thus approved among the permanent records of this meeting. The use and distribution of the Preliminary Official Statement in the public offering of the Bonds is hereby ratified, approved and confirmed.

(c) All officers and officials of the Corporation are authorized to take such actions and to execute such documents, certificates and receipts, and to make such elections with respect to the tax-exempt status of the Bonds, as they may deem necessary and appropriate in order to consummate the delivery of the Bonds. Further, in connection with the submission of the record of proceedings for the Bonds to the Attorney General of the State of Texas for examination and approval of such Bonds, the appropriate officer of the Corporation is hereby authorized and directed to issue a check of the Corporation payable to the Attorney General of the State of Texas as a nonrefundable examination fee in the amount required by Chapter 1202, Texas Government Code (such amount not to exceed \$9,500).

(d) The obligation of the Purchaser to accept delivery of the Bonds is subject to the Purchaser being furnished with the final, approving opinion of Bracewell LLP, Bond Counsel for the Corporation, which opinion shall be dated as of and delivered on the Closing Date. The President is hereby authorized and directed to execute the engagement letter with Bracewell LLP, setting forth such firm's duties as Bond Counsel for the Corporation, and such engagement letter and the terms thereof in the form presented at this meeting is hereby approved and accepted.

Section 7.02. Control and Delivery of Bonds. (a) The President and Vice-President are hereby authorized to have control of the Initial Bond and all necessary records and proceedings pertaining thereto pending investigation, examination and approval of the Attorney General of the State of Texas, registration by the Comptroller of Public Accounts of the State of Texas, and registration with, and initial exchange or transfer by, the Paying Agent/Registrar.

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

(c) In the event the President or Board Secretary are absent or otherwise unable to execute any document or take any action authorized herein, the Vice-President of the Board and any Assistant Board Secretary or other member of the Board, respectively, shall be authorized to execute such documents and take such actions, and the performance of such duties by the Vice-President of the Board and any Assistant Board Secretary or other member of the Board shall for the purposes of this Resolution have the same force and effect as if such duties were performed by the President or Board Secretary, respectively.

ARTICLE VIII

FUNDS AND ACCOUNTS, INITIAL DEPOSITS AND APPLICATION OF MONEY

Section 8.01. Creation of Funds. (a) The Corporation hereby confirms and re-establishes the following funds to be held at the Corporation's depository bank:

- (i) Project Development Fund;
- (ii) Debt Service Fund;
- (iii) Reserve Fund;
- (iv) Capital Improvement Fund; and
- (v) Sales Tax Revenue Fund.

(b) Moneys on deposit in the Project Development Fund shall be used for paying costs of Projects for which Parity Revenue Obligations from time to time are issued. The Project

Development Fund at all times shall be free of any lien, pledge or trust created by this Resolution and the resolution or resolutions authorizing Additional Parity Obligations.

(c) The Sales Tax Revenue Fund is hereby confirmed as a special fund comprised of the Pledged Revenues, together with all other revenues as from time to time may be determined for deposit therein by the Corporation, and shall be maintained at the Corporation's depository bank for the benefit of the Owners of the Parity Revenue Obligations, subject to the further provisions of this Resolution.

(d) The Debt Service Fund shall be maintained for the benefit of the Owners of the Parity Revenue Obligations. Money deposited in the Debt Service Fund shall be used to pay the principal of, premium, if any, and interest on the Parity Revenue Obligations when and as the same shall become due and payable.

(e) The Reserve Fund shall be maintained for the benefit of the Owners of the Parity Revenue Obligations. Money deposited in the Reserve Fund shall be used to pay principal of and/or interest on Parity Revenue Obligations becoming due and payable when there is not sufficient money available in the Debt Service Fund for such purpose. Money on deposit in the Reserve Fund may be applied to the acquisition of a Reserve Fund Surety Bond.

(f) Money from time to time on deposit in the Capital Improvement Fund shall be used for paying costs of authorized Projects the payment of which are not otherwise provided from the proceeds of Parity Revenue Obligations, and for any other lawful purposes permitted under applicable law. The Capital Improvement Fund at all times shall be free of any lien or pledge created by this Resolution and the resolution or resolutions authorizing the issuance Additional Parity Obligations.

Section 8.02. Deposit of Proceeds. All amounts received on the Closing Date by the Paying Agent/Registrar for the payment of the purchase price for the Bonds shall be deposited and transferred in accordance with the following:

(a) Proceeds of the Bonds in the amount of \$16,724,537.21 plus transfers from the Debt Service Fund and Reserve Fund for the Refunded Bonds in the amount of \$300,092.06 shall be deposited with the paying agent/registrar for the Refunded Bonds to refund the Refunded Bonds pursuant to the Deposit Agreement; and

(b) The remaining balance received on the Closing Date, shall be deposited to a special account of the Corporation and used for the payment of the costs of issuing the Bonds. Any amounts not needed for the payment of costs of issuance shall be deposited to Debt Service Fund.

Section 8.03. Sales Tax Revenue Fund. (a) All Pledged Revenues shall be deposited and transferred as received to the Sales Tax Revenue Fund.

(b) Moneys deposited in the Sales Tax Revenue Fund shall be pledged and appropriated to the following uses, in the order of priority shown:

(i) First, to the payment, without priority, of all amounts required to be deposited in the Debt Service Fund herein established for the payment of Parity Revenue Obligations;

(ii) Second, to the payment of all amounts required to be deposited in the Reserve Fund pursuant to this Resolution or any resolution relating to the issuance of Parity Revenue Obligations:

(iii) Third, to any other fund or account required by any resolution authorizing Parity Revenue Obligations, the amounts required to be deposited therein;

(iv) Fourth, to any fund or account, or to any payee, required by any other resolution of the Board which authorizes the issuance of obligations or the creation of debt of the Corporation having a lien on the Pledged Revenues subordinate to the lien and pledge created herein with respect to the Parity Revenue Obligations; and

(v) Fifth, to the Capital Improvement Fund.

Section 8.04. Debt Service Fund. (a) The Corporation hereby covenants and agrees to make deposits to the Debt Service Fund from moneys in the Sales Tax Revenue Fund, in substantially equal monthly, bi-monthly, quarterly or semi-annual installments as such money is received, to pay the principal of and interest on the Parity Revenue Obligations as follows:

(i) Such amounts, on deposit and received following the Closing Date, as will be sufficient, together with other amounts, if any, then on hand in the Debt Service Fund and available for such purpose, to pay the interest scheduled to accrue and become due and payable with respect to the Parity Revenue Obligations on the next succeeding Interest Payment Date;

(ii) Such amounts, on deposit and received following the Closing Date, as will be sufficient, together with other amounts, if any, on hand in the Debt Service Fund and available for such purpose, to pay the principal scheduled to mature and come due on the Parity Revenue Obligations on the next succeeding Interest Payment Date on which principal of the Bonds is to be payable.

(b) The deposits to the Debt Service Fund for the payment of principal of and interest on the Parity Revenue Obligations shall continue to be made as hereinabove provided until such time as (i) the total amount on deposit in the Debt Service Fund and Reserve Fund is equal to the amount required to pay all outstanding obligations (principal and/or interest) for which said Fund was created and established to pay or (ii) the Parity Revenue Obligations are no longer outstanding, i.e., fully paid as to principal and interest or all of the Parity Revenue Obligations have been refunded.

(c) Any proceeds of the Bonds not required for the purposes for which the Bonds are issued shall be deposited to the Debt Service Fund.

Section 8.05. Reserve Fund. (a) The Corporation hereby covenants and agrees with the holders of the Parity Revenue Obligations that it will continuously maintain in the Reserve Fund

an amount (hereinafter, the “Required Reserve”) equal to the maximum annual principal and interest requirement of the Parity Revenue Obligations (calculated on a Fiscal Year basis as of the date the last series of Parity Revenue Obligations were authorized).

(b) Prior to the delivery of each issue or series of Additional Parity Obligations, the Corporation shall cause the Required Reserve for the Parity Revenue Obligations then outstanding and the proposed Additional Parity Obligations to be calculated and determined. Upon delivery of such Additional Parity Obligations, the Corporation shall deposit into the Reserve Fund, from the proceeds of the Additional Parity Obligations or from other available funds, an amount equal to the difference between the amounts then on deposit in the Reserve Fund and the Required Reserve as calculated in the next preceding sentence.

(c) In the event that the amount on deposit in the Reserve Fund is reduced below the Required Reserve, the amount on deposit in the Reserve Fund shall be restored to the Required Reserve by deposit of the Pledged Revenues first available after the deposit required by Section 8.03(b)(i).

(d) The Reserve Fund may be funded in the amount of the Required Reserve by the deposit of a Reserve Fund Surety Bond sufficient to provide such portion of the Required Reserve. The Corporation further expressly reserves the right to substitute at any time a Reserve Fund Surety Bond for any funded amounts in the Reserve Fund and to apply the funds thereby released, to the greatest extent permitted by law, to any of the purposes for which the related Parity Revenue Obligations were issued or to pay debt service on the Parity Revenue Obligations. The Corporation shall not employ any Reserve Fund Surety Bond unless (i) the Corporation officially finds that the purchase of such Reserve Fund Surety Bond is cost effective, (ii) the Reserve Fund Surety Bond does not impose upon the Corporation repayment obligations (in the event the Reserve Fund Surety Bond is drawn upon) greater than can be funded from Pledged Revenues on a parity with the deposits that are otherwise required to be made to the Reserve Fund, and (iii) that any interest due in connection with such repayment obligations does not exceed the highest lawful rate of interest which may be paid by the Corporation at the time of delivery of the Reserve Fund Surety Bond.

Section 8.06. Deficiencies in Funds. If the Corporation shall, for any reason, fail to pay into the Debt Service Fund or Reserve Fund the full amounts above stipulated, amounts equivalent to such deficiencies shall be set apart and paid into said funds from the first available revenues of the Corporation and such payments shall be in addition to the amounts hereinabove provided to be otherwise paid into said funds.

Section 8.07. Security of Funds. All moneys on deposit in the funds referred to in this Resolution shall be secured in the manner and to the fullest extent required by the laws of the State of Texas for the security of funds of the Corporation, and moneys on deposit in such funds shall be used only for the purposes permitted by this Resolution.

Section 8.08. Investments. (a) Money in the funds established by this Resolution, or any resolution authorizing the issuance of the Prior Bonds or any Additional Parity Obligations, at the option of the Corporation, may be invested in such securities or obligations as permitted under the laws of the State of Texas applicable to the Corporation.

(b) Any securities or obligations in which money is so invested shall be sold and the proceeds of sale shall be timely applied to the making of all payments required to be made from the fund from which the investment was made.

Section 8.09. Investment Income. Interest and income derived from investment of any fund created by this Resolution shall be credited to such fund.

ARTICLE IX

ADDITIONAL OBLIGATIONS

Section 9.01. Issuance of Superior Lien Obligations Prohibited. The Corporation hereby covenants that so long as any principal or interest pertaining to any Parity Revenue Obligations remain outstanding and unpaid, it will not authorize or issue obligations secured by a lien on or pledge of the Pledged Revenues superior to the lien ascribed to the Parity Revenue Obligations.

Section 9.02. Issuance of Additional Parity Obligations Authorized. In addition to the right to issue obligations of inferior lien, the Corporation reserves the right to issue Additional Parity Obligations which, when duly authorized and issued in compliance with law and the terms and conditions hereinafter appearing, shall be on a parity with the Bonds herein authorized, payable from and equally and ratably secured by a lien on and pledge of the Pledged Revenues and Pledged Funds; and the Bonds and Additional Parity Obligations shall in all respects be of equal dignity. The Additional Parity Obligations may be issued in one or more installments, provided, however, that none shall be issued unless and until the following conditions have been met:

(a) The Corporation is not then in default as to any covenant, condition or obligation prescribed in a resolution authorizing the issuance of the outstanding Parity Revenue Obligations.

(b) Each of the funds created for the payment, security and benefit of the Parity Revenue Obligations contains the amount of money then required to be on deposit therein.

(c) The Corporation has secured from a Certified Public Accountant a certificate or report reflecting that for the Fiscal Year next preceding the date of the proposed Additional Parity Obligations, or a consecutive twelve (12) month period out of the fifteen (15) month period next preceding the month in which the resolution authorizing the proposed Additional Parity Obligations is adopted, the Pledged Sales Tax revenues were equal to at least 1.20 times the combined maximum annual principal and interest requirements on all Parity Revenue Obligations to be outstanding after the issuance of the proposed Additional Parity Obligations.

(d) The Additional Parity Obligations are made to mature on an Interest Payment Date of each year in which they are scheduled to mature.

(e) The resolution authorizing the Additional Parity Obligations provides that: (i) the Debt Service Fund be augmented by amounts adequate to accumulate the sum required to pay the principal and interest on such obligations as the same shall become due; and (ii) the amount to be maintained in the Reserve Fund shall be increased to an amount not less than the Required

Reserve calculated to include the debt service of the proposed additional obligations; and (iii) any additional amount required to be maintained in the Reserve Fund shall be deposited therein upon delivery of such Additional Parity Obligations.

(f) Parity Revenue Obligations may be refunded upon such terms and conditions as the Board may deem to be in the best interest of the Corporation; and if less than all such outstanding Parity Revenue Obligations are refunded, the proposed refunding obligations shall be considered as “Additional Parity Obligations” under the provisions of this Section, and the report or certificate required by paragraph (c) shall give effect to the issuance of the proposed refunding obligations and shall not give effect to the obligations being refunded.

ARTICLE X

PARTICULAR REPRESENTATIONS AND COVENANTS

Section 10.01. Pledged Funds and Pledged Revenues. (a) The Corporation represents and warrants that it is and will be authorized by applicable law and by its articles of incorporation and bylaws to authorize and issue the Bonds, to adopt this Resolution and to pledge the Pledged Funds and Pledged Revenues in the manner and to the extent provided in this Resolution, and that the Pledged Funds and Pledged Revenues so pledged 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 Resolution except as expressly provided herein for Parity Revenue Obligations.

(b) The Bonds and the provisions of this Resolution are and will be the valid and legally enforceable obligations of the Corporation in accordance with the terms of this Resolution, subject only to any applicable bankruptcy or insolvency laws or to any applicable law affecting creditors’ rights generally.

(c) The Corporation shall at all times, to the extent permitted by applicable law, defend, preserve and protect the pledge of the Pledged Funds and Pledged Revenues and all the rights of the Owners under this Resolution and the resolutions authorizing the issuance of the Prior Bonds and any Additional Parity Obligations, against all claims and demands of all persons whomsoever.

(d) The Corporation 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 and other applicable law.

Section 10.02. Accounts, Periodical Reports and Certificates. (a) The Corporation shall keep or cause to be kept proper books of record and account (separate from all other records and accounts) in which complete and correct entries shall be made of its transactions relating to the funds and accounts established by this Resolution and which, together with all other books and papers of the Corporation, shall at all times be subject to the inspection of, the Owner or Owners of not less than 5% in principal amount of the Parity Revenue Obligations then outstanding or their representatives duly authorized in writing.

(b) The Corporation shall annually, within 120 days after the close of each Fiscal Year, mail or cause to be mailed to any Holder owning at least 25% of the outstanding Parity Revenue Obligations of a single series who so requests in writing, a copy of an annual report for said year containing the following statements in reasonable detail with respect to the Corporation: a balance sheet as of the end of said year and the preceding year, statements of revenue and expense and of changes in financial position for the year then ended and the preceding year setting forth revenues and expenses for such years in accordance with generally accepted accounting principles.

Section 10.03. General. The Directors and Officers of the Corporation shall do and perform or cause to be done and performed all acts and things required to be done or performed by or on behalf of the Corporation under the provisions of this Resolution.

Section 10.04. Repeal of Power to Collect Sales Tax. Any repeal or amendment of the right and power to levy, collect and apply the Sales Tax pursuant to the Act shall never be effective until all of the principal of and the interest on the Obligations, and the interest on the Parity Revenue Obligations have been paid in full or they have been lawfully defeased under Section 12.01.

Section 10.05. Payment of the Bonds. While any of the Bonds are outstanding and unpaid, there shall be made available to the Paying Agent/Registrar, out of the Debt Service Fund, money sufficient to pay the interest on and the principal of the Bonds, as applicable, as will accrue or mature on each applicable Interest Payment Date.

ARTICLE XI

DEFAULT AND REMEDIES

Section 11.01. Events of Default. Each of the following occurrences or events for the purpose of this Resolution is hereby declared to be an “Event of Default,” to-wit:

(i) the failure to make payment of the principal of or interest on any of the Bonds when the same becomes due and payable;

(ii) default in the performance or observance of any other covenant, agreement or obligation of the Corporation, the failure to perform which materially, adversely affects the rights of the Owners, including but not limited to, their prospect or ability to be repaid in accordance with this Resolution, and the continuation thereof for a period of 30 days after notice of such default is given by any Owner to the Corporation; or

(iii) An order of relief shall be issued by the Bankruptcy Court of the United States District Court having jurisdiction, granting the Corporation any relief under any Applicable Law, or any other court having valid jurisdiction shall issue an order or decree under applicable federal or state law providing for the appointment of a receiver, liquidator, assignee, trustee, sequestrator, or other similar official for the Corporation as applicable, of any substantial part of its property, affairs or assets, and the continuance of any such decree or order unstayed and in effect for a period of 90 consecutive days.

Section 11.02. Remedies for Default. (a) Upon the happening of any Event of Default, then and in every case any Owner or an authorized representative thereof, including but not limited to, a trustee or trustees therefor, may proceed against the Corporation for the purpose of protecting and enforcing the rights of the Owners under this Resolution, by mandamus or other suit, action or special proceeding in equity or at law, in any court of competent jurisdiction, for any relief permitted by law, including the specific performance of any covenant or agreement contained herein, or thereby to enjoin any act or thing that may be unlawful or in violation of any right of the Owners hereunder or any combination of such remedies.

(b) It is provided that all such proceedings shall be instituted and maintained for the equal benefit of all Owners of Bonds then outstanding.

Section 11.03. Remedies Not Exclusive. (a) No remedy herein conferred or reserved is intended to be exclusive of any other available remedy or remedies, but each and every such remedy shall be cumulative and shall be in addition to every other remedy given hereunder or under the Bonds or now or hereafter existing at law or in equity; provided, however, that notwithstanding any other provision of this Resolution, the right to accelerate the debt evidenced by the Bonds shall not be available as a remedy under this Resolution.

(b) The exercise of any remedy herein conferred or reserved shall not be deemed a waiver of any other available remedy.

ARTICLE XII

DISCHARGE

Section 12.01. Discharge. The Bonds may be defeased, discharged or refunded either (i) by depositing with the Comptroller of Public Accounts of the State a sum of money equal to the principal of, premium, if any, and all interest to accrue on the Bonds to maturity or redemption or (ii) by depositing with the Paying Agent/Registrar or other lawfully authorized entity amounts sufficient, together with the investment earnings thereon, to provide for the payment and/or redemption of the Bonds; provided that such deposits may be invested and reinvested only in (a) direct obligations of the United States of America, including obligations that are unconditionally guaranteed by the United States of America and (b) noncallable obligations of an agency or instrumentality of the United States, including obligations that are unconditionally guaranteed or insured by the agency or instrumentality and that, on the date the governing body of the Corporation adopts or approves the proceedings authorizing the issuance of refunding obligations, are rated as to investment quality by a nationally recognized investment rating firm not less than "AAA" or its equivalent; or (iii) any combination of (i) and (ii) above.

ARTICLE XIII

PAYMENT OF REFUNDED BONDS; REDEMPTION OF REFUNDED BONDS;
APPROVAL OF DEPOSIT AGREEMENTSection 13.01. Deposit Agreement.

The Deposit Agreement, in substantially the form presented at this meeting, and its execution and delivery by the President of the Board is hereby authorized and approved. The signature of the President of the Board shall be attested by the Secretary of the Board.

Section 13.02. Redemption and Payment of Refunded Bonds.

The Refunded Bonds are hereby called for redemption on the dates, in the principal amounts and at a redemption price equal to the principal amount thereof plus interest accrued thereon to the redemption dates all as set forth on Schedule I hereto. Following the deposit with the paying agent/registrars for the Refunded Bonds pursuant to the Deposit Agreement as herein specified, the Refunded Bonds shall be payable solely from and secured by the cash and/or securities on deposit in the Escrow Fund.

Section 13.03. Notice of Deposit and Redemption.

The Secretary of the Board is hereby authorized to cause notice of redemption to be given to the paying agent/registrars for the Refunded Bonds by delivery of a certified copy of this Resolution. The paying agent/registrars for the Refunded Bonds is hereby authorized and directed to give notice of deposit and notice of redemption with respect to the Refunded Bonds as required under the resolution pursuant to which the Refunded Bonds were issued.

ARTICLE XIV

LAPSE OF PAYMENT

Section 14.01. Lapse of Payment. (a) Unclaimed Payments shall be segregated in a special escrow account and held in trust, uninvested, by the Paying Agent/Registrar for the account of the Owner of the Bonds to which the Unclaimed Payments pertain.

(b) Subject to Title 6, Texas Property Code, Unclaimed Payments remaining unclaimed by the Owners entitled thereto for three years after the applicable payment or redemption date shall be applied to the next payment or payments on the Bonds thereafter coming due, and, to the extent any such money remains after the retirement of all outstanding Bonds, shall be paid to the Corporation to be used for any lawful purpose. Thereafter, neither the Corporation, the Paying Agent/Registrar nor any other person shall be liable or responsible to any Owners of such Bonds for any further payment of such unclaimed moneys or on account of any such Bonds, subject to Title 6, Texas Property Code.

ARTICLE XV

CONTINUING DISCLOSURE UNDERTAKING

Section 15.01. Definitions of Continuing Disclosure Terms. (a) As used in this Article, the following terms have the meanings assigned to such terms below:

Section 15.02. Annual Reports.

(a) The Corporation shall cause the City to provide annually to the MSRB, (1) within six months after the end of each fiscal year of the Corporation, financial information and operating data with respect to the Corporation of the general type included in the final Official Statement in Tables 1-5, including financial statements of the City if audited financial statements of the City are then available, and (2) if not provided as part such financial information and operating data, audited financial statements of the City within 12 months after the end of each fiscal year, when and if available. Any financial statements to be provided shall be (i) prepared in accordance with the accounting principles appended to the Official Statement, or such other accounting principles as the City may be required to employ from time to time pursuant to state law or regulation, and (ii) audited, if the City commissions an audit of such financial statements and the audit is completed within the period during which they must be provided. If the audit of such financial statements is not complete within 12 months after any such fiscal year end, then the Corporation shall file unaudited financial statements within such 12-month period and audited financial statements for the applicable fiscal year, when and if the audit report on such statements becomes available.

(b) If the City or Corporation 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 or Corporation otherwise would be required to provide financial information and operating data pursuant to this Section.

(c) 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 (including an official statement or other offering document, if it is available from the MSRB) that theretofore has been provided to the MSRB or filed with the SEC.

Section 15.03. Disclosure Event Notices.

(a) The Corporation shall notify the MSRB, in a timely manner not in excess of ten (10) Business Days after the occurrence of the event, of any of the following events with respect to the Bonds:

- (i) Principal and interest payment delinquencies;
- (ii) Non-payment related defaults, if material;
- (iii) Unscheduled draws on debt service reserves reflecting financial difficulties;

- (iv) Unscheduled draws on credit enhancements reflecting financial difficulties;
- (v) Substitution of credit or liquidity providers, or their failure to perform;
- (vi) 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;
- (vii) Modifications to rights of holders of the Bonds, if material;
- (viii) Bond calls, if material, and tender offers;
- (ix) Defeasances;
- (x) Release, substitution, or sale of property securing repayment of the Bonds, if material;
- (xi) Rating changes;
- (xii) Bankruptcy, insolvency, receivership or similar event of the Corporation;¹
- (xiii) The consummation of a merger, consolidation, or acquisition involving the City or the sale of all or substantially all of the assets of the Corporation, other than in the ordinary course of business, the entry into 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; and
- (xiv) Appointment of a successor Paying Agent/Registrar or change in the name of the Paying Agent/Registrar, if material.

(b) The Corporation shall provide to the MSRB, in an electronic format as prescribed by the MSRB, in a timely manner, notice of a failure by the Corporation to provide required annual financial information and notices of material events in accordance with Section 15.02 and section (a) above. All documents provided to the MSRB pursuant to this section shall be accompanied by identifying information, as prescribed by the MSRB, and will be available via EMMA at www.emma.msrb.org.

⁽¹⁾ For the purposes of the event identified in (xii), the event is considered to occur when any of the following occur: the appointment of a receiver, fiscal agent, or similar officer for an obligated person in a proceeding under the U.S. 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 obligated person, 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 obligated person.

Section 15.04. Limitations, Disclaimers and Amendments. (a) The Corporation and the City shall be obligated to observe and perform the covenants specified in this Article for so long as, but only for so long as, the Corporation and the City remain an “obligated person” with respect to the Bonds within the meaning of the Rule, except that the Corporation in any event will give notice of any deposit made in accordance with Article XII that causes Bonds no longer to be Outstanding.

(b) The provisions of this Article are for the sole benefit of the Owners and beneficial owners of the Bonds, and nothing in this Article, express or implied, shall give any benefit or any legal or equitable right, remedy, or claim hereunder to any other person. The Corporation undertakes to provide only the financial information, operating data, financial statements, and notices which it has expressly agreed to provide pursuant to this Article and does not hereby undertake to provide any other information that may be relevant or material to a complete presentation of the Corporation’s financial results, condition, or prospects or hereby undertake to update any information provided in accordance with this Article or otherwise, except as expressly provided herein. The Corporation 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 CORPORATION OR THE CITY BE LIABLE TO THE OWNER 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 CORPORATION OR THE CITY, WHETHER NEGLIGENT OR WITHOUT FAULT ON ITS PART, OF ANY COVENANT SPECIFIED IN THIS ARTICLE, 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.

(c) No default by the Corporation in observing or performing its obligations under this Article shall comprise a breach of or default under the Resolution for purposes of any other provisions of this Resolution.

(d) Nothing in this Article is intended or shall act to disclaim, waive, or otherwise limit the duties of the Corporation under federal and state securities laws.

(e) The provisions of this Article may be amended by the Corporation from time to time to adapt to changed circumstances that arise from a change in legal requirements, a change in law, or a change in the identity, nature, status, or type of operations of the Corporation, but only if (1) the provisions of this Article, 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 Owners of a majority in aggregate principal amount (or any greater amount required by any other provisions of this Resolution that authorizes such an amendment) of the outstanding Bonds consent to such amendment or (b) a person that is unaffiliated with the Corporation (such as nationally recognized bond counsel) determines that such amendment will not materially impair the interests of the Owners and beneficial owners of the Bonds. If the Corporation so amends the provisions of this Article, it

shall include with any amended financial information or operating data next provided in accordance with Section 14.02 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.

ARTICLE XVI

AMENDMENTS

Section 16.01. Amendments. This Resolution shall constitute a contract with the Owners, be binding on the Corporation, and shall not be amended or repealed by the Corporation so long as any Bond remains outstanding except as permitted in this Section. The Corporation may, without consent of or notice to any Owners, from time to time and at any time, amend this Resolution in any manner not detrimental to the interests of the Owners, including the curing of any ambiguity, inconsistency, or formal defect or omission herein. In addition, the Corporation may, with the written consent of the Owners of the Bonds holding a majority in aggregate principal amount of the Bonds then outstanding, amend, add to, or rescind any of the provisions of this Resolution; provided that, without the consent of all Owners of outstanding Bonds, no such amendment, addition, or rescission shall (i) extend the time or times of payment of the principal of and interest on the Bonds, reduce the principal amount thereof, the redemption price, or the rate of interest thereon, or in any other way modify the terms of payment of the principal of or interest on the Bonds, (ii) give any preference to any Bond over any other Bond, or (iii) reduce the aggregate principal amount of Bonds required to be held by Owners for consent to any such amendment, addition, or rescission.

Section 16.02. Attorney General Modification. In order to obtain the approval of the Bonds by the Attorney General of the State of Texas, any provision of this Resolution may be modified, altered or amended after the date of its adoption if required by the Attorney General in connection with the Attorney General's examination as to the legality of the Bonds and approval thereof in accordance with the applicable law. Such changes, if any, shall be provided to the Board Secretary and the Board Secretary shall insert such changes into this Resolution as if approved on the date hereof.

ADOPTED AND EFFECTIVE this _____ day of April, 2018.

By: _____
President, Grapevine 4B
Economic Development Corporation

ATTEST:

Secretary, Grapevine 4B Economic
Development Corporation

SCHEDULE I

SCHEDULE OF REFUNDED BONDS*

Sales Tax Revenue Refunding Bonds, Taxable Series 2014

<u>Dated Date</u>	<u>Maturity Date</u>	<u>Interest Rate</u>	<u>Principal Amount Outstanding</u>	<u>Principal Amount Refunded</u>
1/15/2014	2/15/2019	3.070%	\$ 715,000	\$ 715,000
	2/15/2020	3.590%	740,000	740,000
	2/15/2021	4.030%	770,000	770,000
	2/15/2022	4.410%	800,000	800,000
	2/15/2023	4.710%	840,000	840,000
	2/15/2024	4.960%	880,000	880,000
	2/15/2025	5.110%	925,000	925,000
	2/15/2026	5.260%	975,000	975,000
	2/15/2027	5.410%	1,030,000	1,030,000
	2/15/2028	5.560%	1,085,000	1,085,000
	2/15/2029	5.710%	1,150,000	1,150,000
	2/15/2030	5.840%	1,220,000	1,220,000
	2/15/2034 ⁽¹⁾	5.990%	5,665,000	5,665,000
			<u>\$16,795,000</u>	<u>\$16,795,000</u>

The 2019 - 2034 maturities will be redeemed prior to original maturity on May 18, 2018 at par plus accrued interest.

⁽¹⁾ Represents a Term Bond with mandatory sinking fund redemptions on February 15 in the years 2031, 2032, 2033 and a final maturity of February 15, 2034.

MEMO TO: HONORABLE MAYOR AND MEMBERS OF THE CITY COUNCIL

FROM: BRUNO RUMBELOW, CITY MANAGER *BR*

MEETING DATE: MAY 1, 2018

SUBJECT: APPROVAL OF A RESOLUTION FOR THE PURCHASE OF A BRIDGE

RECOMMENDATION: City Council to consider a resolution authorizing the purchase of a pedestrian bridge from The Playwell Group, Inc. for the Parks and Recreation department.

FUNDING SOURCE: Funding for this purchase is currently available in accounts 121-48850-312-020-170001-0 (Improvements other than buildings) for a total amount not to exceed \$74,353.

BACKGROUND: This is for the purchase of a pedestrian bridge at the new Bear Creek Dog Park.

This purchase will be made in accordance with an existing interlocal agreement with The Local Government Purchasing Cooperative (BuyBoard) as allowed by Texas Local Government Code, Chapter 271 and Texas Government Code, Chapter 791.

Bids were taken by the Cooperative and a contract was awarded to The Playwell Group, Inc. The Parks and Recreation and Purchasing staff reviewed the contract for departmental specification compliance and pricing and determined that the contract would best meet the needs of the City.

Staff recommends approval

TS/BS

RESOLUTION NO. 2018-041

A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF GRAPEVINE, TEXAS, AUTHORIZING THE CITY MANAGER OR THE CITY MANAGER'S DESIGNEE TO PURCHASE A A BRIDGE THROUGH AN ESTABLISHED INTERLOCAL AGREEMENT AND PROVIDING AN EFFECTIVE DATE

WHEREAS, the City of Grapevine, Texas is a local government in the State of Texas and as such is empowered by the Texas Local Government Code, Chapter 271 and Texas Government Code, Chapter 791 to enter into an interlocal agreement with other qualified agencies in the State of Texas; and

WHEREAS, The Local Government Purchasing Cooperative (BuyBoard) is a qualified purchasing cooperative program as authorized by Texas Local Government Code, Chapter 271 and Texas Government Code, Chapter 791; and

WHEREAS, the City of Grapevine, Texas has established an interlocal agreement with BuyBoard and wishes to utilize established contracts meeting all State of Texas bidding requirements; and

WHEREAS, BuyBoard has an established contract no. 512-16, Parks and Recreation Supplies and Equipment, Field Lighting Products, with The Playwell Group, Inc.; and

WHEREAS, the City of Grapevine, Texas has a need for a pedestrian bridge at Bear Creek Dog Park; and

WHEREAS, all constitutional and statutory prerequisites for the approval of this resolution have been met, including but not limited to the Open Meetings Act; and

WHEREAS, the City Council deems the adoption of this resolution to be in the best interests of the health, safety, and welfare of the public.

NOW, THEREFORE, BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF GRAPEVINE, TEXAS:

Section 1. That all matters stated hereinabove are found to be true and correct and are incorporated herein by reference as if copied in their entirety.

Section 2. That the City Council of the City of Grapevine authorizes the purchase of a bridge from The Playwell Group, Inc. through an interlocal agreement with BuyBoard for an amount not to exceed \$74,353.

Section 3. That the City Manager or his designee is authorized to take all steps necessary to consummate the purchase of said bridge.

Section 4. That this resolution shall take effect from and after the date of its passage.

PASSED AND APPROVED BY THE CITY COUNCIL OF THE CITY OF GRAPEVINE, TEXAS on this the 1st day of May, 2018.

APPROVED:

William D. Tate
Mayor

ATTEST:

Tara Brooks
City Secretary

APPROVED AS TO FORM:

City Attorney

MEMO TO: HONORABLE MAYOR AND MEMBERS OF THE CITY COUNCIL

FROM: BRUNO RUMBELOW, CITY MANAGER *BR*

MEETING DATE: MAY 1, 2018

SUBJECT: APPROVAL TO RENEW AN ANNUAL CONTRACT FOR ELEVATOR MAINTENANCE SERVICES

RECOMMENDATION: City Council to consider the renewal of an annual contract for elevator maintenance services with ThyssenKrupp Elevator Corporation for Facility Services.

FUNDING SOURCE: Funds for this purchase are available in accounts 100-43350-118-002 (Building Maintenance) for \$23,613, 115-43350-350-001 (CVB Building Maintenance) for \$7,794, and 115-43350-350-003 (CVB Building Maintenance) for \$2,698 for an amount not to exceed \$34,105.

BACKGROUND: This contract will provide full service elevator maintenance including repairs, routine maintenance and safety testing to comply with state code requirements and extend the life of all elevators and related equipment located in various City buildings. Scheduled elevator preventive maintenance will be performed quarterly. The preventative maintenance program will include inspection and evaluation to identify maintenance or repair requirements. If repairs are needed, the contractor will perform repairs at no additional cost. Elevators are located at the Palace Theatre, Old Police Building, Wallis Hotel, CVB Headquarters (2), City Hall, Public Safety (5), Peach Water Tower and The REC.

This annual contract will be made in accordance with an existing Cooperative Agreement with the National Joint Powers Alliance as allowed by Texas Local Government Code, Section 271 and Texas Government Code, Chapter 791. This contract was for an initial one-year period with four optional renewals. This is the first optional renewal.

Bids were taken by the cooperative and a contract was awarded to ThyssenKrupp Elevator Corporation. The Facility Services staff and Purchasing reviewed the contract for specification compliance and pricing and determined that the contract would provide the best service and pricing for meeting the needs of the City.

Staff recommends approval.

CH/LW

MEMO TO: HONORABLE MAYOR AND MEMBERS OF THE CITY COUNCIL

FROM: BRUNO RUMBELOW, CITY MANAGER *BR*

MEETING DATE: MAY 1, 2018

SUBJECT: APPROVAL FOR THE AWARD OF AN ANNUAL CONTRACT FOR HAULING OF DEBRIS AND AGGREGATES

RECOMMENDATION: City Council to consider award of an annual contract for hauling away debris and aggregates to Q. Roberts Trucking, Inc. for the Public Works Street Department.

FUNDING SOURCE: Funds for this purchase are available in account 174-43301-415-090 (Transportation Infrastructure Maintenance) for an annual estimated amount of \$100,000.

BACKGROUND: The purpose of this contract is to establish fixed annual pricing for hauling of various types of debris and aggregates which will be removed from construction or maintenance projects performed by City crews.

Bids were taken in accordance with Local Government Code Chapter 252, Subchapter B, Section 252.021 (a) and Section 252.041 (a). The bid advertisement was posted in the Fort Worth Star Telegram on March 1 and 8, 2018. RFB 473-2018 was issued through the City eBid system with 232 invitations sent out. Seventeen (17) vendors viewed and downloaded the RFB and three bids were received. The bid was opened electronically and publicly on March 29, 2018 at 2 pm. The contract will be for an initial one-year period with four one-year renewal options.

Based on the evaluation of the bid by Purchasing and the Public Works department, it was determined the award be made to Q. Roberts Trucking, Inc. based on the lowest responsible and responsive bid meeting specifications.

Staff recommends approval.

KH/LW

Event Number	RFB 473-2018	Organization	Grapevine TX Purchasing
Event Title	Hauling of Debris and Aggregates	Workgroup	Grapevine TX Purchasing
Event Description	The City of Grapevine is soliciting sealed bids	Event Owner	Lance Wright
Event Type	Request for Bid	Email	lwright@grapevinetexas.gov
Issue Date	3/1/2018 07:21:20 AM (CT)	Phone	(817) 4103336
Close Date	3/29/2018 02:00:00 PM (CT)	Fax	(817) 4103066

ITEM # 15

Responding Supplier	City	State	Response Submitted	Lines Responded	Response Total
Q. Roberts Trucking Inc	Dallas	TX	3/29/2018 08:56:15 AM (CT)	2	\$160,800.00
DFW Materials	saginaw	TX	3/6/2018 11:38:12 AM (CT)	2	\$178,500.00
DDM Construction Corp	Valley View	TX	3/28/2018 04:42:16 PM (CT)	2	\$189,000.00

Please note: Lines Responded and Response Total only includes responses to specification. No alternate response data is included.

ALL BIDS SUBMITTED ARE REFLECTED ON THIS BID TAB SHEET. **HOWEVER, THE LISTING OF A BID ON THIS SHEET SHOULD NOT BE CONSTRUED AS A COMMENT ON THE RESPONSIVENESS OF SUCH BID OR AS ANY INDICATION THAT THE CITY ACCEPTS SUCH BID AS RESPONSIVE.** THE CITY WILL MAKE A DETERMINATION AS TO THE RESPONSIVENESS OF BIDS SUBMITTED BASED UPON COMPLIANCE WITH ALL APPLICABLE LAWS, CITY OF GRAPEVINE PURCHASING GUIDELINES, AND PROJECT DOCUMENTS INCLUDING BUT NOT LIMITED TO THE PROJECT SPECIFICATIONS AND CONTRACT DOCUMENTS. THE CITY WILL NOTIFY THE SUCCESSFUL BIDDER UPON AWARD OF THE CONTRACT AND, ACCORDING TO LAW, ALL BIDS RECEIVED WILL BE AVAILABLE FOR INSPECTION AT THAT TIME.

STATE OF TEXAS
COUNTY OF TARRANT
CITY OF GRAPEVINE

The City Council of the City of Grapevine, Texas met in Regular Session on this the 17th day of April, 2018 in the City Council Chambers, Second Floor, 200 South Main Street, with the following members present:

William D. Tate	Mayor
Darlene Freed	Mayor Pro Tem
Sharron Spencer	Council Member
Mike Lease	Council Member
Chris Coy	Council Member
Duff O'Dell	Council Member
Paul Slechta	Council Member

constituting a quorum, with the following members of the Planning and Zoning Commission:

Larry Oliver	Chairman
BJ Wilson	Vice Chairman
Monica Hotelling	Member
Jim Fechter	Member
Beth Tiggelaar	Member
Dennis Luers	Member

constituting a quorum, with Commissioners Gary Martin and Robert Rainwater being absent; and the following members of the City Staff:

Bruno Rumbelow	City Manager
Jennifer Hibbs	Assistant City Manager
John F. Boyle, Jr.	City Attorney
Matthew C.G. Boyle	Assistant City Attorney
Tara Brooks	City Secretary

Call to Order

Mayor Tate called the meeting to order at 6:30 p.m.

Item 1. Executive Session

Mayor Tate announced the City Council would recess to the City Council Conference Room to conduct a closed session regarding:

- A. Real property relative to deliberation to the purchase, exchange, lease, sale or value of real property (City facilities, Public Works, and the 185 acres) pursuant to Section 551.072, Texas Government Code.

- B. Conference with City Manager and Staff to discuss and deliberate commercial and financial information received from business prospects the City seeks to have locate, stay, or expand in the City; deliberate the offer of a financial or other incentive; with which businesses the City is conducting economic development negotiations pursuant to Section 551.087, Texas Government Code.

The City Council recessed to the City Council Conference Room and began the closed session at 6:33 p.m. The closed session ended at 7:22 p.m.

Upon reconvening in open session in the Council Chambers, Mayor Tate asked if there was any action necessary relative to Sections 551.072 or 551.087.

In regards to Section 551.071, City Manager Bruno Rumbelow requested Council approve the Third Amendment to Land Purchase and Sale Agreement with Stand Rock Grapevine, LLC, and authorize the City Manager to execute same and all associated documents and to take all other necessary action.

Motion was made to approve the Third Amendment to Land Purchase and Sale Agreement with Stand Rock Grapevine, LLC, and authorize the City Manager to execute same and all associated documents and to take all other necessary action.

Motion: Spencer

Second: Lease

Ayes: Tate, Freed, Spencer, Lease, Coy, O'Dell and Slechta

Nays: None

Approved: 7-0

NOTE: City Council continued with the Regular portion of the Agenda in open session in the City Council Chambers.

Mayor Tate called for a break at 7:30 p.m. City Council reconvened at 7:37 in Joint Session with the Planning and Zoning Commission.

REGULAR MEETING

Call to Order

Mayor Tate called the meeting to order at 7:37 p.m. in the City Council Chambers.

Item 2. Invocation and Pledge of Allegiance

Commissioner Beth Tiggelaar delivered the Invocation and led the Pledge of Allegiance.

JOINT PUBLIC HEARINGS

Item 3. Conditional Use Permit **CU18-08** (The Shacks/The Wallis/The Baker), **Preliminary Plat** for Lot 1, Block A, Charleston Addition and **Final Plat** for Lot 1, Block A, Charleston Addition

Mayor Tate declared the Public Hearing open.

Development Services Assistant Director Ron Stombaugh reported the applicant was requesting a conditional use permit to establish a master site development plan to include, but not be limited to, building elevation improvements to the existing multi-tenant retail building; adding a new multi-structure retail and restaurant development; adding two, four-story multifamily structures; and adding two, three-story brownstone structures. The applicant was also requesting to plat Lot 1, Block A, Charleston Addition. The property is located at 3570 and 3580 North Grapevine Mills Boulevard and 3155 Stars and Stripes Way and is currently zoned "CC" Community Commercial.

Applicant, Lucy Billingsly, presented this proposal and answered questions from the Commission and Council.

Architect Bob Lansing and Project Manager Lucilo Pena answered questions from the Commission and Council. Craig Melde with Architexas addressed questions regarding the multi-family design regulations.

No one spoke during the public hearing and there was no correspondence to report.

Motion was made to close the public hearing.

Motion: Luers
Second: Wilson
Ayes: Oliver, Wilson, Hotelling, Fechter, Tiggelaar, and Luers
Nays: None
Approved: 6-0

Motion was made to close the public hearing.

Motion: Freed
Second: Coy
Ayes: Tate, Freed, Spencer, Lease, Coy, O'Dell and Slechta
Nays: None
Approved: 7-0

Item 4. Conditional Use Permit **CU18-03** and Special Use Permit **SU18-02** (Corky's)

Mayor Tate declared the Public Hearing open.

Development Services Assistant Director Stombaugh reported the applicant was requesting a conditional use permit to amend the previously approved site plan for a planned commercial center, specifically to allow the possession, storage, retail sales and on-premise consumption of alcoholic beverages (beer, wine, and mixed beverages) in conjunction with a restaurant with outside dining and a special use application to allow skill/coin-operated machines in excess of eight machines. The property is located at 3520 North Grapevine Mills Boulevard and is currently zoned "CC" Community Commercial.

Applicant Chris Housewright introduced Neil Hupfauer who presented this item and answered questions from Council.

No one spoke during the public hearing and there was no correspondence to report.

Motion was made to close the public hearing.

Motion: Fechter
Second: Hotelling
Ayes: Oliver, Wilson, Hotelling, Fechter, Tiggelaar, and Luers
Nays: None
Approved: 6-0

Motion was made to close the public hearing.

Motion: Slechta
Second: O'Dell
Ayes: Tate, Freed, Spencer, Lease, Coy, O'Dell and Slechta
Nays: None
Approved: 7-0

Item 5. Conditional Use Permit **CU18-01A** (Boomerjack's)

Mayor Tate declared the Public Hearing open.

Development Services Assistant Director Stombaugh reported the applicant was requesting a conditional use permit to amend the previously approved site plan for a planned commercial center to allow the possession, storage, retail sale and on-premise consumption of alcoholic beverages (beer, wine and mixed drinks) in conjunction with a restaurant, specifically to revise the building elevations. The property is located at 201 West State Highway 114 and is currently zoned "CC" Community Commercial.

Applicant Bruce Hvidsten presented the proposed project and answered questions from the Commission and Council. Development Services Assistant Director Stombaugh answered questions from Council.

No one spoke during the public hearing and there was no correspondence to report.

Motion was made to close the public hearing.

Motion: Hotelling
Second: Wilson
Ayes: Oliver, Wilson, Hotelling, Fechter, Tiggelaar, and Luers
Nays: None
Approved: 6-0

Motion was made to close the public hearing.

Motion: Coy
Second: Slechta
Ayes: Tate, Freed, Spencer, Lease, Coy, O'Dell and Slechta
Nays: None
Approved: 7-0

Mayor Tate announced the Planning and Zoning Commission would recess to the Planning and Zoning Conference Room to consider published business.

The City Council remained in session in the Council Chambers to consider published business.

Item 6. Citizen Comments

Will Frary, 2348 Countryside, Denton, spoke about his blacksmith shop at the train station. He requested Council look into his eviction notice and allow him to stay.

Greg Smith, 1818 Running River Road, Garland, spoke in favor of Mr. Frary and his blacksmith shop.

Frederic R. Calvert, 2088 Camelot Drive, Lewisville, spoke in favor of Mr. Frary and his blacksmith shop.

PRESENTATIONS

Item 7. Development Services Director to present proposed amendments to the City of Grapevine Code of Ordinances, Chapter 7, Section 7-127, Fences.

Development Services Director Scott Williams presented this item specifically as it relates to amending fencing regulations in front yards and corner lots. Mr. Williams stated he would bring this item forward on the May 1 agenda for Council action.

Mayor Tate announced Council would consider the recommendations of the Planning and Zoning Commission next.

PLANNING AND ZONING COMMISSION RECOMMENDATIONS

Item 28. Conditional Use Permit **CU18-08** (The Shacks/The Wallis/The Baker) –

Development Services Assistant Director Stombaugh reported the Planning and Zoning Commission approved the conditional use permit with a vote of 6-0.

Motion was made to approve Conditional Use Permit CU18-08 and Ordinance No. 2018-037.

Motion: Freed
Second: Slechta
Ayes: Tate, Freed, Spencer, Lease, Coy, O'Dell and Slechta
Nays: None
Approved: 7-0

ORDINANCE NO. 2018-037

AN ORDINANCE ISSUING A CONDITIONAL USE PERMIT
IN ACCORDANCE WITH SECTION 48 OF

ORDINANCE NO. 82-73, THE COMPREHENSIVE ZONING ORDINANCE OF THE CITY OF GRAPEVINE, TEXAS, SAME BEING ALSO KNOWN AS APPENDIX "D" OF THE CITY CODE, BY GRANTING CONDITIONAL USE PERMIT CU18-08 TO ESTABLISH A MASTER SITE DEVELOPMENT PLAN TO INCLUDE BUT NOT BE LIMITED TO BUILDING ELEVATION IMPROVEMENTS TO THE EXISTING MULTI-TENANT RETAIL BUILDING ALONG WITH APPROXIMATELY 25,800 SQUARE FEET OF NEW MULTI-STRUCTURE RETAIL AND RESTAURANT DEVELOPMENT AND TWO, FOUR STORY MULTIFAMILY STRUCTURES AND TWO, THREE STORY BROWNSTONE STRUCTURES TOTALING 432 UNITS IN A DISTRICT ZONED "CC" COMMUNITY COMMERCIAL DISTRICT REGULATIONS (3570 AND 3580 NORTH GRAPEVINE MILLS BOULEVARD AND 3155 STARS AND STRIPES WAY) ALL IN ACCORDANCE WITH A SITE PLAN APPROVED PURSUANT TO SECTION 47 OF ORDINANCE NO. 82-73 AND ALL OTHER CONDITIONS, RESTRICTIONS AND SAFEGUARDS IMPOSED HEREIN; CORRECTING THE OFFICIAL ZONING MAP; PRESERVING ALL OTHER PORTIONS OF THE ZONING ORDINANCE; PROVIDING A CLAUSE RELATING TO SEVERABILITY; DETERMINING THAT THE PUBLIC INTERESTS, MORALS AND GENERAL WELFARE DEMAND THE ISSUANCE OF THIS CONDITIONAL USE PERMIT; PROVIDING A PENALTY NOT TO EXCEED THE SUM OF TWO THOUSAND DOLLARS (\$2,000.00); DECLARING AN EMERGENCY AND PROVIDING AN EFFECTIVE DATE

Item 29. Preliminary Plat for Lot 1, Block A, Charleston Addition

Development Services Assistant Director Stombaugh reported the Planning and Zoning Commission approved the preliminary plat with a vote of 6-0.

Motion was made to approve the Statement of Findings and the Preliminary Plat of Lot 1, Block A, Charleston Addition.

Motion: Coy
Second: Freed
Ayes: Tate, Freed, Spencer, Lease, Coy, O'Dell and Slechta
Nays: None
Approved: 7-0

Item 30. Final Plat for Lot 1, Block A, Charleston Addition

Development Services Assistant Director Stombaugh reported the Planning and Zoning Commission approved the final plat with a vote of 6-0.

Motion was made to approve the Statement of Findings and the Final Plat of Lot 1, Block A, Charleston Addition.

Motion: Slechta
Second: Coy
Ayes: Tate, Freed, Spencer, Lease, Coy, O'Dell and Slechta
Nays: None
Approved: 7-0

Item 31. Conditional Use Permit **CU18-03** (Corky's)

Development Services Assistant Director Stombaugh reported the Planning and Zoning Commission approved the conditional use permit with a vote of 6-0.

Motion was made to approve Conditional Use Permit CU18-03 and Ordinance No. 2018-038.

Motion: Freed
Second: O'Dell
Ayes: Tate, Freed, Spencer, Lease, Coy, O'Dell and Slechta
Nays: None
Approved: 7-0

ORDINANCE NO. 2018-038

AN ORDINANCE OF THE CITY COUNCIL OF THE CITY OF GRAPEVINE, TEXAS ISSUING A CONDITIONAL USE PERMIT IN ACCORDANCE WITH SECTION 48 OF ORDINANCE NO. 82-73, THE COMPREHENSIVE ZONING ORDINANCE OF THE CITY OF GRAPEVINE, TEXAS, SAME BEING ALSO KNOWN AS APPENDIX "D" OF THE CITY CODE, BY GRANTING CONDITIONAL USE PERMIT CU18-03 AMENDING THE SITE PLAN APPROVED BY ORDINANCE NO. 2007-06 FOR A PLANNED COMMERCIAL CENTER SPECIFICALLY TO ALLOW THE POSSESSION, STORAGE, RETAIL SALE AND ON-PREMISE CONSUMPTION OF ALCOHOLIC BEVERAGES (BEER, WINE, AND MIXED BEVERAGES) IN CONJUNCTION WITH A RESTAURANT WITH OUTSIDE DINING (CORKY'S GAMING BISTRO) (3520 NORTH GRAPEVINE MILLS BOULEVARD) IN A DISTRICT ZONED "CC" COMMUNITY COMMERCIAL DISTRICT ALL IN ACCORDANCE WITH A SITE PLAN APPROVED PURSUANT TO SECTION 47 OF ORDINANCE NO. 82-73 AND ALL OTHER CONDITIONS, RESTRICTIONS AND SAFEGUARDS IMPOSED HEREIN; CORRECTING THE OFFICIAL ZONING MAP; PRESERVING ALL OTHER PORTIONS OF THE ZONING ORDINANCE; PROVIDING A CLAUSE RELATING TO SEVERABILITY; DETERMINING THAT THE PUBLIC INTERESTS, MORALS AND GENERAL

WELFARE DEMAND THE ISSUANCE OF THIS
CONDITIONAL USE PERMIT; PROVIDING A PENALTY
NOT TO EXCEED THE SUM OF TWO THOUSAND
DOLLARS (\$2,000.00); DECLARING AN EMERGENCY AND
PROVIDING AN EFFECTIVE DATE

Item 32. Special Use Permit **SU18-02** (Corky's)

Development Services Assistant Director Stombaugh reported the Planning and Zoning Commission approved the special use permit with a vote of 6-0.

Motion was made to approve Special Use Permit SU18-02 and Ordinance No. 2018-039.

Motion: Freed

Second: Coy

Ayes: Tate, Freed, Spencer, Lease, Coy, O'Dell and Slechta

Nays: None

Approved: 7-0

ORDINANCE NO. 2018-039

AN ORDINANCE ISSUING A SPECIAL USE PERMIT IN ACCORDANCE WITH SECTION 49 OF ORDINANCE NO. 82-73, THE COMPREHENSIVE ZONING ORDINANCE OF THE CITY OF GRAPEVINE, TEXAS SAME BEING ALSO KNOWN AS APPENDIX "D" OF THE CITY CODE BY GRANTING SPECIAL USE PERMIT SU18-02 TO ALLOW SKILL/COIN-OPERATED GAMES IN EXCESS OF EIGHT MACHINES IN A DISTRICT ZONED "CC" COMMUNITY COMMERCIAL DISTRICT REGULATIONS UNDER CITY OF GRAPEVINE ORDINANCE NO. 82-73 (CORK'S GAMING BISTRO) (3520 NORTH GRAPEVINE MILLS BOULEVARD), ALL IN ACCORDANCE WITH A SITE PLAN APPROVED PURSUANT TO SECTION 47 OF ORDINANCE NO. 82-73 AND ALL OTHER CONDITIONS, RESTRICTIONS AND SAFEGUARDS IMPOSED HEREIN; CORRECTING THE OFFICIAL ZONING MAP; PRESERVING ALL OTHER PORTIONS OF THE ZONING ORDINANCE; PROVIDING A CLAUSE RELATING TO SEVERABILITY; DETERMINING THAT THE PUBLIC INTERESTS, MORALS AND GENERAL WELFARE DEMAND THE ISSUANCE OF THIS SPECIAL USE PERMIT; PROVIDING A PENALTY NOT TO EXCEED THE SUM OF TWO THOUSAND DOLLARS (\$2,000.00); DECLARING AN EMERGENCY AND PROVIDING AN EFFECTIVE DATE

Item 33. Conditional Use Permit **CU18-01A** (Boomerjack's)

Development Services Assistant Director Stombaugh reported the Planning and Zoning Commission approved the conditional use permit with a vote of 6-0.

Motion was made to approve Conditional Use Permit CU18-01A and Ordinance No. 2018-040.

Motion: Spencer

Second: Freed

Ayes: Tate, Freed, Spencer, Lease, Coy, O'Dell and Slechta

Nays: None

Approved: 7-0

ORDINANCE NO. 2018-040

AN ORDINANCE OF THE CITY COUNCIL OF THE CITY OF GRAPEVINE, TEXAS ISSUING A CONDITIONAL USE PERMIT IN ACCORDANCE WITH SECTION 48 OF ORDINANCE NO. 82-73, THE COMPREHENSIVE ZONING ORDINANCE OF THE CITY OF GRAPEVINE, TEXAS, SAME BEING ALSO KNOWN AS APPENDIX "D" OF THE CITY CODE, BY GRANTING CONDITIONAL USE PERMIT CU18-01A AMENDING THE SITE PLAN APPROVED BY ORDINANCE NO. 2010-45 FOR A PLANNED COMMERCIAL CENTER WITH THE POSSESSION, STORAGE, RETAIL SALE, AND ON-PREMISE CONSUMPTION OF ALCOHOLIC BEVERAGES (BEER, WINE AND MIXED BEVERAGES IN CONJUNCTION WITH A RESTAURANT, SPECIFICALLY TO REVISE THE BUILDING ELEVATIONS IN A DISTRICT ZONED "CC" COMMUNITY COMMERCIAL DISTRICT FOR LOT 5, BLOCK 6, METROPLACE SECOND INSTALLMENT (BOOMERJACK'S) (201 WEST STATE HIGHWAY 114) ALL IN ACCORDANCE WITH A SITE PLAN APPROVED PURSUANT TO SECTION 47 OF ORDINANCE NO. 82-73 AND ALL OTHER CONDITIONS, RESTRICTIONS AND SAFEGUARDS IMPOSED HEREIN; CORRECTING THE OFFICIAL ZONING MAP; PRESERVING ALL OTHER PORTIONS OF THE ZONING ORDINANCE; PROVIDING A CLAUSE RELATING TO SEVERABILITY; DETERMINING THAT THE PUBLIC INTERESTS, MORALS AND GENERAL WELFARE DEMAND THE ISSUANCE OF THIS CONDITIONAL USE PERMIT; PROVIDING A PENALTY NOT TO EXCEED THE SUM OF TWO THOUSAND DOLLARS (\$2,000.00); DECLARING AN EMERGENCY AND PROVIDING AN EFFECTIVE DATE

Council continued with the rest of the agenda in the published order.

Item 8. Chief Financial Officer to present monthly financial report.

Chief Financial Officer Greg Jordan reported that sales tax remains flat but is trending close to budget. All funds are expected to end the fiscal year with a surplus.

OLD BUSINESS

Item 9. Conditional Use Permit **CU18-07** (Camp Bow Wow)

The applicant was requesting a conditional use permit to allow a pet day care with overnight boarding. The property is located at 1200 Texan Trail No. 300 and is currently zoned "LI" Light Industrial District. The public hearing and first reading of this item were held on March 20, 2018. On April 2, 2018 the Board of Zoning Adjustment approved the applicant's request for a special exception relative to open space, impervious coverage, and landscape requirements.

Motion was made to approve Conditional Use Permit CU18-07 and the second reading of Ordinance No. 2018-028.

Motion: Freed
Second: Coy
Ayes: Tate, Freed, Spencer, Lease, Coy, O'Dell and Slechta
Nays: None
Approved: 7-0

ORDINANCE NO. 2018-028

AN ORDINANCE ISSUING A CONDITIONAL USE PERMIT IN ACCORDANCE WITH SECTION 48 OF ORDINANCE NO. 82-73, THE COMPREHENSIVE ZONING ORDINANCE OF THE CITY OF GRAPEVINE, TEXAS, SAME BEING ALSO KNOWN AS APPENDIX "D" OF THE CITY CODE, BY GRANTING CONDITIONAL USE PERMIT CU18-07 TO ALLOW FOR A PET DAY CARE WITH OVERNIGHT BOARDING (CAMP BOW WOW) (1200 TEXAN TRAIL, NO. 300) IN A DISTRICT ZONED "LI" LIGHT INDUSTRIAL DISTRICT ALL IN ACCORDANCE WITH A SITE PLAN APPROVED PURSUANT TO SECTION 47 OF ORDINANCE NO. 82-73 AND ALL OTHER CONDITIONS, RESTRICTIONS AND SAFEGUARDS IMPOSED HEREIN; CORRECTING THE OFFICIAL ZONING MAP; PRESERVING ALL OTHER PORTIONS OF THE ZONING ORDINANCE; PROVIDING A CLAUSE RELATING TO SEVERABILITY; DETERMINING THAT THE PUBLIC INTERESTS, MORALS AND GENERAL WELFARE DEMAND THE ISSUANCE OF THIS CONDITIONAL USE PERMIT; PROVIDING A PENALTY NOT TO EXCEED THE

SUM OF TWO THOUSAND DOLLARS (\$2,000.00) AND PROVIDING AN EFFECTIVE DATE

NEW BUSINESS

Chief Financial Officer Jordan presented items 10 and 11 concurrently. Council considered item 11 first.

Item 11. Consider **Ordinance No. 2018-033** authorizing the issuance and sale of City of Grapevine, Texas Combination Tax and Revenue Certificates of Obligation, Series 2018; levying a tax in payment thereof; prescribing the form of said certificates; awarding the sale of the certificates; approving the official statement; approving and enacting other provisions relating thereto and take any necessary action.

This action will authorize the issuance of Certificates of Obligation not to exceed \$32,310,000 total principal amount for the purpose of paying contractual obligations to be incurred for the Grapevine Main station project.

Motion was made to approve Ordinance No. 2018-033 authorizing the issuance and sale of City of Grapevine, Texas Combination Tax and Revenue Certificates of Obligation, Series 2018; levying a tax in payment thereof; prescribing the form of said certificates; awarding the sale of the certificates; approving the official statement; approving and enacting other provisions

Motion: Freed

Second: Lease

Ayes: Tate, Freed, Spencer, Lease, Coy, O'Dell and Slechta

Nays: None

Approved: 7-0

ORDINANCE NO. 2018-033

AN ORDINANCE OF THE CITY OF GRAPEVINE, TEXAS, AUTHORIZING THE ISSUANCE AND SALE OF CITY OF GRAPEVINE, TEXAS COMBINATION TAX AND REVENUE CERTIFICATES OF OBLIGATION, SERIES 2018, IN THE AGGREGATE PRINCIPAL AMOUNT OF \$32,310,000; LEVYING A TAX IN PAYMENT THEREOF; PRESCRIBING THE FORM OF SAID CERTIFICATES; AWARDING THE SALE OF THE CERTIFICATES; APPROVING THE OFFICIAL STATEMENT; APPROVING AND ENACTING OTHER PROVISIONS RELATING THERETO

Item 10. Consider **Resolution No. 2018-034** authorizing the issuance and sale of City of Grapevine, Texas, General Obligation Refunding Bonds, Series 2018; levying a tax in payment thereof; awarding the sale of the bonds, prescribing the form of said bonds; approving execution and delivery of a deposit agreement; approving the official

statement, approving and enacting other provisions relating thereto and take any necessary action.

This action will refund 2014 Certificates of Obligation that were used in the amount of \$19,500,000 for the acquisition of land within the City used to promote new and expanded business enterprises.

Chief Financial Officer Jordan stated the 4B Economic Development Board approved this item at their meeting earlier this evening. This is the preliminary approval. Final approval will be placed on Council's May 1 agenda.

Motion was made to preliminary approve Resolution No. 2018-034 authorizing the issuance and sale of City of Grapevine, Texas, General Obligation Refunding Bonds, Series 2018; levying a tax in payment thereof; awarding the sale of the bonds, prescribing the form of said bonds; approving execution and delivery of a deposit agreement; approving the official statement, approving and enacting other provisions relating thereto.

Motion: Spencer

Second: Freed

Ayes: Tate, Freed, Spencer, Lease, Coy, O'Dell and Slechta

Nays: None

Approved: 7-0

CONSENT AGENDA

Consent items are deemed to need little Council deliberation and will be acted upon as one business item. Any member of the City Council or member of the audience may request that an item be withdrawn from the consent agenda and placed before the City Council for full discussion.

City Manager Rumbelow requested item 13 be removed from the consent agenda. Item 13 was considered after the remaining consent agenda items.

Approval of the consent agenda authorizes the City Manager, or his designee, to implement each item in accordance with Staff recommendations.

Item 12. Consider the Joint Election Agreement with the Tarrant County Elections Administrator to provide election services and equipment for the May 5, 2018 General Election.

City Secretary Tara Brooks recommended approval of the agreement with the Tarrant County Elections Administrator for his office to provide election services and equipment, including staff, for the May election in an amount of \$6,437.53.

Motion was made to approve the consent agenda as presented.

Motion: Spencer

Second: Freed

Ayes: Tate, Freed, Spencer, Lease, Coy, O'Dell and Slechta

Nays: None
Approved: 7-0

Item 14. Consider renewal of an annual contract with Commercial Risk Services, Inc. for safety consultant services.

Chief Financial Officer Jordan recommended approval of the contract for safety consultant services in the areas of safety education, compliance, and best practice training with Commercial Risk Services, Inc. for an amount of \$24,000.

Motion was made to approve the consent agenda as presented.

Motion: Spencer
Second: Freed
Ayes: Tate, Freed, Spencer, Lease, Coy, O'Dell and Slechta
Nays: None
Approved: 7-0

Item 15. Consider declaring certain items surplus property and authorizing their sale through public auction.

Chief Financial Officer Jordan recommended Council declare various items as surplus and authorizing their sale at auction.

Motion was made to approve the consent agenda as presented.

Motion: Spencer
Second: Freed
Ayes: Tate, Freed, Spencer, Lease, Coy, O'Dell and Slechta
Nays: None
Approved: 7-0

Item 16. Consider the renewal of an annual contract with McGriff, Seibels and Williams Insurance Services for the Risk department for insurance consultant services for group health benefits.

Chief Financial Officer Jordan recommended approval of the annual contract for insurance consultant services with McGriff, Seibels and Williams Insurance Services for an amount not to exceed \$50,000.

Motion was made to approve the consent agenda as presented.

Motion: Spencer
Second: Freed
Ayes: Tate, Freed, Spencer, Lease, Coy, O'Dell and Slechta
Nays: None
Approved: 7-0

Item 17. Consider **Resolution No. 2018-035** authorizing an interlocal purchasing agreement with the City of College Station.

Chief Financial Officer Jordan recommended approval of the resolution authorizing an interlocal agreement with College Station for purchasing.

Motion was made to approve the consent agenda as presented.

Motion: Spencer
Second: Freed
Ayes: Tate, Freed, Spencer, Lease, Coy, O'Dell and Slechta
Nays: None
Approved: 7-0

RESOLUTION NO. 2018-035

A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF GRAPEVINE, TEXAS, AUTHORIZING THE CITY MANAGER OR THE CITY MANAGER'S DESIGNEE TO ENTER INTO AN INTERLOCAL AGREEMENT WITH THE CITY OF COLLEGE STATION AND PROVIDING AN EFFECTIVE DATE

Item 18. Consider **Resolution No. 2018-036** authorizing an annual contract for Microsoft licenses for the Information Technology department from SHI Government Solutions, Inc.

Chief Technology Officer Tessa Allberg recommended approval of the resolution authorizing an annual contract with SHI Government Solutions, Inc. for Microsoft licenses for an amount of \$282,326. This licensing agreement includes the Microsoft Office suite, the Windows virtual desktop environment, the Microsoft Outlook email system, and SharePoint.

Motion was made to approve the consent agenda as presented.

Motion: Spencer
Second: Freed
Ayes: Tate, Freed, Spencer, Lease, Coy, O'Dell and Slechta
Nays: None
Approved: 7-0

RESOLUTION NO. 2018-036

A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF GRAPEVINE, TEXAS, AUTHORIZING THE CITY MANAGER OR THE CITY MANAGER'S DESIGNEE TO PURCHASE MICROSOFT LICENSES THROUGH AN ESTABLISHED INTERLOCAL AGREEMENT AND PROVIDING AN EFFECTIVE DATE

Item 19. Consider renewal of annual contracts for horticultural chemicals and fertilizers for the Parks and Recreation department and Grapevine Golf Course with BWI Companies, Inc., Harrell's, LLC, Helena Chemical Company, Innovative Turf Supply and Winfield Solutions, LLC.

Golf Course Director Russell Pulley and Parks and Recreation Director Kevin Mitchell recommended approval of the renewal of the contracts for the purchase of horticultural chemicals and fertilizers for an estimated amount of \$150,000.

Motion was made to approve the consent agenda as presented.

Motion: Spencer
Second: Freed
Ayes: Tate, Freed, Spencer, Lease, Coy, O'Dell and Slechta
Nays: None
Approved: 7-0

Item 20. Consider the renewal of an annual contract for cabin housekeeping services for the Parks and Recreation department with Pure Service Corporation.

Parks and Recreation Director Mitchell recommended approval of the annual contract for cabin housekeeping services at The Vineyards Campground and Cabin with Pure Service Corporation for an estimated amount of \$52,000.

Motion was made to approve the consent agenda as presented.

Motion: Spencer
Second: Freed
Ayes: Tate, Freed, Spencer, Lease, Coy, O'Dell and Slechta
Nays: None
Approved: 7-0

Item 21. Consider **Resolution No. 2018-037** authorizing a sole source purchase of radio antenna relocation services for the Police department from Motorola Solutions and Ordinance No. 2018-035 appropriating funds.

Police Chief Eddie Salame and Public Works Director Bryan Beck recommended approval the resolution authorizing the purchase of antenna relocation services for an amount not to exceed \$89,166 and an ordinance appropriating funds. This purchase is for the temporary relocation of the public safety radio antennas and cables from the Barton Street water tower while Public Works completes the rehabilitation project on the water tower.

Motion was made to approve the consent agenda as presented.

Motion: Spencer
Second: Freed
Ayes: Tate, Freed, Spencer, Lease, Coy, O'Dell and Slechta
Nays: None
Approved: 7-0

RESOLUTION NO. 2018-037

A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF GRAPEVINE, TEXAS, AUTHORIZING THE CITY MANAGER OR THE CITY MANAGER'S DESIGNEE FOR A SOLE

SOURCE PURCHASE OF RADIO ANTENNA RELOCATION SERVICES FOR THE POLICE DEPARTMENT AND PROVIDING AN EFFECTIVE DATE

ORDINANCE NO. 2018-035

AN ORDINANCE OF THE CITY COUNCIL OF THE CITY OF GRAPEVINE, TEXAS, APPROPRIATING \$89,166 IN THE UTILITY ENTERPRISE CAPITAL FUND FOR THE SOLE SOURCE PURCHASE OF RADIO ANTENNA RELOCATION SERVICES; DECLARING AN EMERGENCY AND PROVIDING AN EFFECTIVE DATE

Item 22. Consider **Resolution No. 2018-038** authorizing annual contracts for various fuels for the Public Works Fleet Services division with primary vendor Martin Eagle Oil Company and secondary vendor Douglas Distributing.

Public Works Director Beck recommended approval of the resolution authorizing annual contracts for various fuels for an estimated amount of \$850,000.

Motion was made to approve the consent agenda as presented.

Motion: Spencer

Second: Freed

Ayes: Tate, Freed, Spencer, Lease, Coy, O'Dell and Slechta

Nays: None

Approved: 7-0

RESOLUTION NO. 2018-038

A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF GRAPEVINE, TEXAS, AUTHORIZING THE CITY MANAGER OR THE CITY MANAGER'S DESIGNEE TO CONTRACT FOR VARIOUS FUELS THROUGH AN ESTABLISHED INTERLOCAL PARTICIPATION AGREEMENT AND PROVIDING AN EFFECTIVE DATE

Item 23. Consider **Ordinance No. 2018-036** appropriating funds from the Permanent Capital Maintenance Fund for energy efficient projects for City of Grapevine properties.

Public Works Director Beck recommended approval of an ordinance to appropriate funds of \$64,665 for energy efficient projects. The City received proceeds from Oncor in the amount of \$64,665 as part of its Energy Efficiency Savings program. The rebate was triggered by the City's decision to install higher efficiency chiller units on the Public Safety Building. The appropriation will recognize the proceeds and authorize future expenditures.

Council Member Spencer requested staff put this good news story in the next newsletter.

Motion was made to approve the consent agenda as presented.

Motion: Spencer
Second: Freed
Ayes: Tate, Freed, Spencer, Lease, Coy, O'Dell and Slechta
Nays: None
Approved: 7-0

ORDINANCE NO. 2018-036

AN ORDINANCE OF THE CITY COUNCIL OF THE CITY OF GRAPEVINE, TEXAS; APPROPRIATING \$64,665 IN THE PERMANENT CAPITAL MAINTENANCE FUND (PCMF); DECLARING AN EMERGENCY AND PROVIDING AN EFFECTIVE DATE

Item 24. Consider renewal of annual contracts for cold milling machining for the Public Works department with Dustrol, Inc. and Tex Op Construction, LP.

Public Works Director Beck recommended approval of the annual contracts for cold milling machining for an estimated amount of \$100,000.

Motion was made to approve the consent agenda as presented.

Motion: Spencer
Second: Freed
Ayes: Tate, Freed, Spencer, Lease, Coy, O'Dell and Slechta
Nays: None
Approved: 7-0

Item 25. Consider the award of an annual contract for waterworks products for the Public Works department with Core and Main LP.

Public Works Director Beck recommended approval of the annual contract for the purchase of waterworks products for an estimated amount of \$130,000.

Motion was made to approve the consent agenda as presented.

Motion: Spencer
Second: Freed
Ayes: Tate, Freed, Spencer, Lease, Coy, O'Dell and Slechta
Nays: None
Approved: 7-0

Item 26. Consider **Resolution No. 2018-039** authorizing an annual contract for trackless tack emulsion for the Public Works Street division with Blacklidge Emulsions, Inc.

Public Works Director Beck recommended approval of an annual contract for the purchase of trackless tack emulsion for an estimated amount of \$30,000. This emulsion

is applied to existing asphalt prior to all overlay work to ensure a good bond between the existing asphalt and the new overlay.

Motion was made to approve the consent agenda as presented.

Motion: Spencer
Second: Freed
Ayes: Tate, Freed, Spencer, Lease, Coy, O'Dell and Slechta
Nays: None
Approved: 7-0

RESOLUTION NO. 2018-039

A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF GRAPEVINE, TEXAS, AUTHORIZING THE CITY MANAGER OR THE CITY MANAGER'S DESIGNEE TO CONTRACT FOR TRACKLESS TACK EMULSION THROUGH AN ESTABLISHED INTERLOCAL PARTICIPATION AGREEMENT AND PROVIDING AN EFFECTIVE DATE

Item 27. Consider the minutes of the April 3, 2018 Regular City Council meeting.

City Secretary Tara Brooks recommended approval of the minutes as provided.

Motion was made to approve the consent agenda as presented.

Motion: Spencer
Second: Freed
Ayes: Tate, Freed, Spencer, Lease, Coy, O'Dell and Slechta
Nays: None
Approved: 7-0

Following consideration of the consent agenda, Council considered item 13.

Item 13. Consider the award of design-build services for a warehouse storage building to Speed Fab-Crete and **Ordinance No. 2018-034** appropriating funds.

Convention and Visitors Bureau Director P.W. McCallum presented this item and answered questions. The proposed building will be located on a vacant lot east of the Convention Center and will be used to house Christmas decorations as well as festival and events equipment. The ordinance will appropriate the \$1,200,000 required for construction costs.

Motion: Slechta
Second: Freed
Ayes: Tate, Freed, Spencer, Lease, Coy, O'Dell and Slechta
Nays: None
Approved: 7-0

ORDINANCE NO. 2018-034

AN ORDINANCE OF THE CITY COUNCIL OF THE CITY OF GRAPEVINE, TEXAS; APPROPRIATING \$1,100,000 IN THE CONVENTION AND VISITORS BUREAU FUND AND \$100,000 IN THE UTILITY ENTERPRISE CAPITAL FUND; DECLARING AN EMERGENCY AND PROVIDING AN EFFECTIVE DATE

ADJOURNMENT

Motion was made to adjourn the meeting at 9:23 p.m.

Motion: Lease

Second: Slechta

Ayes: Tate, Freed, Spencer, Tate, Coy, O'Dell and Slechta

Nays: None

Approved: 7-0

Passed and approved by the City Council of the City of Grapevine, Texas on this the 1st day of May, 2018.

APPROVED:

William D. Tate
Mayor

ATTEST:

Tara Brooks
City Secretary