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TO: Board Members

THROUGH: Bryan McMath, Interim Executive Director
Ashley Harden, General Counsel
Jessica Peña, Deputy Executive Administrator, Water Supply & Infrastructure

FROM: T. Clay Schultz, Ph.D., Director, Regional Water Project Development
Nancy Richards, Manager, Regional Water Project Development

DATE: July 23, 2024

SUBJECT: Amendment to the North Fort Bend Water Authority Closing Schedule

ACTION REQUESTED

Consider amending by resolution the previously adopted Texas Water Development Board Resolution No. 15-080, as amended by 16-106, 18-090, 21-088, and 22-056 to modify the North Fort Bend Water Authority's State Water Implementation Revenue Fund for Texas annual loan closing schedule.

BACKGROUND

In July 2015, the Texas Water Development Board (TWDB) approved a \$555,845,000 multi-year commitment to the North Fort Bend Water Authority (Authority) from the State Water Implementation Revenue Fund for Texas (SWIRFT) for the Northeast Water Purification Plant Expansion (NEWPP) and Second Source Transmission Line projects, Project Nos. 51023 and 51022, respectively. The multi-year loan closing schedule included anticipated loan closings for 2015 through 2022.

In October 2016, the TWDB approved a request from the Authority to provide the Executive Administrator the authority to transfer funds between Project Nos. 51023 and 51022.

In July 2018, the TWDB approved an increase in financing of \$266,505,000 for Project Nos. 51023 and 51022. In addition, the TWDB also approved \$72,975,000 in multi-year financing for the Authority's Internal Distribution Expansion System project, Project No. 51059. The multi-year loan closing schedule included anticipated loan closings for 2018 through 2024 for Project No. 51059.

In July 2022, the TWDB approved the movement funds forward and among the Authority's projects.

Our Mission

Leading the state's efforts
in ensuring a secure
water future for Texas

Board Members

Brooke T. Paup, Chairwoman | George B. Peyton V, Board Member | L'Oreal Stepney, P.E., Board Member
Bryan McMath, Interim Executive Administrator

KEY ISSUES

The loan closing schedules were based on the Authority's reasonable estimate of costs at the early stages of the projects. Each funding-cycle year, borrowers that received a multi-year commitment will be required to submit an Annual Loan Closing Schedule. The updated Annual Loan Closing Schedules provide the TWDB with the most timely and accurate information and enable the TWDB to better evaluate program capacity based on final commitments and new abridged applications.

In its response to the Annual Loan Closing Schedule for the 2024 funding-cycle, the Authority requested a change to its annual loan closing schedule.

The Authority's request would defer funding scheduled to close in 2024 for the Internal Distribution Expansion project to 2025, whereby the closing amount would increase \$36,735,000 in 2025.

Year	Project 51059 Amount per Resolution Nos. 18-090, 21-088, and 22-056	Changes	Proposed Revised Amount
Prior Years	\$36,240,000		\$36,240,000
2024	\$36,735,000	-\$36,735,000	\$0
2025	\$0	\$36,735,000	\$36,735,000
Total	\$72,975,000		\$72,975,000

RECOMMENDATION

The requested amendment does not change the total amount of financing to the Authority and will better align the available financing with the Authority's project schedule. The Executive Administrator recommends that TWDB Resolution No. 15-080, as amended by 16-106, 18-090, 21-088, and 22-056 be amended to reflect the annual loan closing schedules described above and as attached. The request will provide greater flexibility with the available financing for the Authority's project needs.

Attachments:

1. Proposed Resolution (24-)
2. Resolution (15-080)
3. Resolution (16-106)
4. Resolution (18-090)
5. Resolution (21-088)
6. Resolution (22-056)
7. Annual Loan Closing Schedule for the 2024 funding cycle

A RESOLUTION OF THE TEXAS WATER DEVELOPMENT BOARD
AMENDING TEXAS WATER DEVELOPMENT BOARD RESOLUTION NO. 15-080, AS
PREVIOUSLY AMENDED BY RESOLUTION NOS. 16-106, 18-090, 21-088, AND 22-056,
TO MODIFY THE NORTH FORT BEND WATER AUTHORITY STATE WATER
IMPLEMENTATION REVENUE FUND FOR TEXAS ANNUAL LOAN CLOSING SCHEDULE

(24-)

Recitals:

At its July 23, 2015, meeting, the Texas Water Development Board (TWDB), by TWDB Resolution No. 15-080, made a multi-year commitment provide financial assistance to North Fort Bend Water Authority (Authority) from the State Water Implementation Revenue Fund for Texas (SWIRFT) through the TWDB's purchase of \$555,845,000 North Fort Bend Water Authority Water System Junior Lien Revenue Bonds Proposed Series 2015 through 2022 for Project Nos. 51022, and 51023, all as is more specifically set forth in TWDB Resolution No. 15-080 and accompanying documentation, to which documents express reference is made.

At its July 21, 2016, meeting, the TWDB, by TWDB Resolution No. 16-106, amended TWDB Resolution No. 15-080 to provide authority for the Executive Administrator to authorize the transfer of funds between Project Nos. 51022 and 51023, all as is more specifically set forth in TWDB Resolution No. 16-106 and accompanying documentation, to which documents express reference is made.

At its July 26, 2018, meeting, the TWDB, by TWDB Resolution No. 18-090, made a commitment to the Authority for additional financial assistance for Project Nos. 51022 and 51023 by providing financial assistance to North Fort Bend Water Authority Water Project No. 51059 from the SWIRFT, through the purchase of \$72,975,000 North Fort Bend Water Authority Water System Senior Lien Revenue Bonds, Proposed Series 2018 through 2024, all as is more specifically set forth in TWDB Resolution No. 18-090 and accompanying documentation, to which documents express reference is made.

In November 2018, the Authority closed on North Fort Bend Water Authority Water System Senior Lien Revenue Bonds, 2018B in the amount of \$3,410,000.

In November 2019, the Authority closed on North Fort Bend Water Authority Water System Senior Lien Revenue Bonds, Series 2019A in the amount of \$4,705,000.

In November 2020, the Authority closed on North Fort Bend Water Authority Water System Senior Lien Revenue Bonds, Series 2020 in the amount of \$6,995,000.

At its July 22, 2021, meeting, the TWDB, by TWDB Resolution No. 21-088, amended TWDB Resolution No. 15-080, as amended by TWDB Resolution Nos. 16-106 and 18-090, for movement of funds forward in time and among the Authority's Projects.

At its July 7, 2022, meeting, the TWDB through TWDB Resolution No. 22-056, amended TWDB Resolution No. 15-080, as amended by TWDB Resolution Nos. 16-106,

18-090, and 21-088, for movement of funds forward in time and among the Authority's Projects.

In November 2023, the Authority closed on North Fort Bend Water Authority Water System Senior Lien Revenue Bonds, Series 2023 in the amount of \$21,130,000.

The Authority now seeks an amendment to TWDB Resolution No. 15-080, as amended by TWDB Resolution Nos. 16-106, 18-090, 21-088, and 22-056, to modify the North Fort Bend Water Authority's State Water Implementation Revenue Fund for Texas annual loan closing schedule, all as is more specifically set forth in the application and in recommendations of the Executive Administrator's staff.

Findings:

1. The Project is a recommended water management strategy project in the State Water Plan adopted pursuant to Texas Water Code § 16.051, in accordance with Texas Water Code § 15.474(a).
2. The Authority has submitted and implemented a water conservation plan in accordance with Texas Water Code § 16.4021 and 31 TAC § 363.1309(b)(1).
3. The Authority has completed its current water audit and filed it with the TWDB in accordance with Texas Water Code § 16.0121 and 31 TAC § 358.6.
5. The Authority acknowledges its legal obligation to comply with any applicable requirements of federal law related to contracting with disadvantaged business enterprises and any applicable state law related to contracting with historically underutilized businesses, in accordance with Texas Water Code § 15.435(h) and 31 TAC § 363.1309(b)(3).
6. The amendment to modify the North Fort Bend Water Authority's State Water Implementation Revenue Fund for Texas annual loan closing schedule for Project No. 51059 is reasonable and in the public interest and will serve a public purpose.
7. All terms and conditions of TWDB Resolution No. 15-080, as amended by TWDB Resolution Nos. 16-106, 18-090, 21-088, and 22-056, shall remain in full force and effect as related to Project No. 51059.

NOW, THEREFORE, based on these considerations and findings, the TWDB commits to the following:

1. The commitment made through TWDB Resolution No. 15-080, as amended by TWDB Resolution Nos. 16-106, 18-090, 21-088, and 22-056, for Project No. 51059 shall be evidenced by the TWDB's proposed purchase of the North Fort Bend Water Authority Regional Water System Revenue Bonds in accordance with the total annual closing schedule proposed below:
 - a. \$36,735,000 North Fort Bend Water Authority Senior Lien Revenue Bonds,

Proposed Series 2025.

2. All other terms and conditions of TWDB Resolution No. 15-079, as amended by TWDB Resolution Nos. 16-106, 18-090, 21-088, and 22-056 shall remain in full force and effect.

APPROVED and ordered of record this the 23rd day of July 2024.

TEXAS WATER DEVELOPMENT BOARD

Brooke T. Paup, Chairwoman

DATE SIGNED:

ATTEST:

Bryan McMath, Interim Executive Administrator

A RESOLUTION OF THE TEXAS WATER DEVELOPMENT BOARD
APPROVING AN APPLICATION FOR FINANCIAL ASSISTANCE TO
NORTH FORT BEND WATER AUTHORITY
IN THE FORM OF A MULTI-YEAR COMMITMENT
FROM THE STATE WATER IMPLEMENTATION REVENUE FUND FOR TEXAS
THROUGH THE PROPOSED PURCHASE OF
\$555,845,000 NORTH FORT BEND WATER AUTHORITY WATER SYSTEM JUNIOR LIEN
REVENUE BONDS PROPOSED SERIES 2015 THROUGH PROPOSED SERIES 2022

(15-080)

WHEREAS, the North Fort Bend Water Authority, located in Fort Bend County, Texas, (Authority) has filed applications for financial assistance in the total amount of \$555,845,000 from the State Water Implementation Revenue Fund for Texas (SWIRFT), to finance the planning, design, acquisition, and construction of certain water supply project(s) identified below; and

WHEREAS, the Authority seeks financial assistance from the Texas Water Development Board (TWDB) in the form of a multiyear commitment through the TWDB's proposed purchase of \$555,845,000 North Fort Bend Water Authority Water System Junior Lien Revenue Bonds, Proposed Series 2015 through Proposed Series 2022, (together with all authorizing documents "Obligations"), all as is more specifically set forth in the application and in recommendations of the Executive Administrator's staff; and

WHEREAS, the Authority has offered a pledge of a junior lien on system revenue as sufficient security for the repayment of the Obligations; and

WHEREAS, the commitment is approved for funding under the TWDB's pre-design funding option, and initial and future releases of funds are subject to 31 TAC § 363.1307; and

WHEREAS the commitment is approved for an interest rate subsidy through December 31, 2019; and

WHEREAS, interest rate subsidies are available to the Authority at the following levels: 35.5% for loans of a term of 20 years, 27% for loans of a term of 25 years, and 22% for loans of a term of 30 years. The interest rate subsidy applicable to each proposed series will be set through each financing agreement executed between the TWDB and the Authority, pursuant to this Resolution; and

WHEREAS, the TWDB hereby finds:

1. that the application and assistance applied for meet the requirements of Texas Water Code, Chapter 15, Subchapters G and H and 31 TAC Chapter 363, Subchapters A and M;
2. that the project is a recommended water management strategy in the State Water Plan adopted pursuant to Texas Water Code § 16.051, in accordance with Texas Water Code § 15.474(a);
3. that a water conservation plan, if required by Texas Water Code § 11.1271, has been submitted and implemented in accordance with 31 TAC § 363.1309(b)(1);

4. that the Authority satisfactorily completed any request by the Executive Administrator or a regional planning group for information relevant to the project, including a water infrastructure financing survey under Texas Water Code § 16.053(q), in accordance with 31 TAC § 363.1309(b)(2);
5. that the current water audit, if required by Texas Water Code § 16.0121, has been completed by the Authority and filed with the TWDB in accordance with 31 TAC § 358.6;
6. that the Authority has acknowledged its legal obligation to comply with any applicable requirements of federal law relating to contracting with disadvantaged business enterprises, and any applicable state law relating to contracting with historically underutilized businesses, in accordance with Texas Water Code § 15.435(h) and 31 TAC § 363.1309(b)(3).

NOW THEREFORE, based on these findings, the TWDB resolves as follows:

A commitment is made by the TWDB to North Fort Bend Water Authority for financial assistance in the amount of \$555,845,000 from the State Water Implementation Revenue Fund for Texas, to be evidenced by the TWDB's proposed purchase of North Fort Bend Water Authority Water System Junior Lien Revenue Bonds, in accordance with the schedule proposed below.

- a) \$8,670,000 North Fort Bend Water Authority Water System Junior Lien Revenue Bonds, Proposed Series 2015 to expire on December 31, 2015;
- b) \$11,025,000 North Fort Bend Water Authority Water System Junior Lien Revenue Bonds, Proposed Series 2016, to expire on December 31, 2016;
- c) \$87,360,000 North Fort Bend Water Authority Water System Junior Lien Revenue Bonds, Proposed Series 2017, to expire on December 31, 2017;
- d) \$121,040,000 North Fort Bend Water Authority Water System Junior Lien Revenue Bonds, Proposed Series 2018, to expire on December 31, 2018;
- e) \$244,110,000 North Fort Bend Water Authority Water System Junior Lien Revenue Bonds, Proposed Series 2019, to expire on December 31, 2019;
- f) \$39,590,000 North Fort Bend Water Authority Water System Junior Lien Revenue Bonds, Proposed Series 2020, to expire on December 31, 2020;
- g) \$20,940,000 North Fort Bend Water Authority Water System Junior Lien Revenue Bonds, Proposed Series 2021, to expire on December 31, 2021; and
- h) \$23,110,000 North Fort Bend Water Authority Water System Junior Lien Revenue Bonds, Proposed Series 2022, to expire on December 31, 2022.

Further, the commitment described above consists of the following Projects:

- a) Project No. 51023 (Northeast Water Purification Plant Expansion) in the amount of \$251,845,000; and
- b) Project No. 51022 (Second Source Transmission Line) in the amount of \$304,000,000.

Such commitment is conditioned as follows:

Standard Conditions:

1. this commitment is contingent on a future sale of bonds by the TWDB or on the availability of funds on hand;

2. this commitment is contingent upon the issuance of a written approving opinion of the Attorney General of the State of Texas stating that all of the requirements of the laws under which said Obligations were issued have been complied with; that said Obligations were issued in conformity with the Constitution and laws of the State of Texas; and that said Obligations are valid and binding obligations of the Authority;
3. this commitment is contingent upon the Authority's continued compliance with all applicable laws, rules, policies and guidance as these may be amended from time to time to adapt to a change in law, in circumstances, or any other legal requirement;
4. this commitment is contingent upon the Authority executing a separate financing agreement, approved as to form and substance by the Executive Administrator, and submitting that executed agreement to the TWDB consistent with the terms and conditions described in the financing agreement;
5. the Authority shall use a paying agent/registrar in accordance with 31 TAC Section 363.42(c)(2), and shall require the paying agent/registrar to provide a copy, to the TWDB and to the TWDB's designated Trustee, of all receipts documenting debt service payments.

The Following Conditions Must Be Included in the Obligations:

6. the Obligations must provide that the Obligations can be called for early redemption only in inverse order of maturity, and on any date beginning on or after the first interest payment date which is 10 years from the dated date of the Obligations, at a redemption price of par, together with accrued interest to the date fixed for redemption;
7. the Obligations must include a provision wherein the Authority, or an obligated person for whom financial or operating data is presented to the TWDB in the application for financial assistance either individually or in combination with other issuers of the Authority's Obligations or obligated persons, will, at a minimum, regardless of the amount of the Obligations, covenant to comply with requirements for continuing disclosure on an ongoing basis substantially in the manner required by Securities and Exchange Commission (SEC) in 17 CFR § 240.15c2-12 (Rule 15c2-12) and determined as if the TWDB were a Participating Underwriter within the meaning of such rule, such continuing disclosure undertaking being for the benefit of the TWDB and the beneficial owners of the Authority's Obligations, if the TWDB sells or otherwise transfers such Obligations, and the beneficial owners of the TWDB's bonds if the Authority is an obligated person with respect to such bonds under SEC Rule 15c2-12;
8. the Obligations must contain a provision requiring the Authority to maintain and collect sufficient rates and charges to produce system revenues in an amount necessary to meet the debt service requirements of all outstanding obligations and to maintain the funds established and required by the Obligations;
9. the Obligations must include a provision requiring the Authority to use any loan proceeds from the Obligations that are determined to be surplus proceeds remaining after completion of the project for the following purposes as approved by the Executive Administrator: (1) deposit into the Interest and Sinking Fund or other debt service account for the payment of interest or

principal on the Obligations owned by the TWDB; or (2) eligible costs for the project as authorized by the Executive Administrator;

10. the Obligations must contain a provision that the TWDB may exercise all remedies available to it in law or equity, and any provision of the Obligations that restricts or limits the TWDB's full exercise of these remedies shall be of no force and effect;
11. loan proceeds are public funds and, as such, the Obligations must include a provision requiring that these proceeds shall be held at a designated state depository institution or other properly chartered and authorized institution in accordance with the Public Funds Investment Act, Government Code, Chapter 2256, and the Public Funds Collateral Act, Government Code, Chapter 2257;
12. loan proceeds shall not be used by the Authority when sampling, testing, removing or disposing of contaminated soils and/or media at the project site. The Obligations shall include an environmental indemnification provision wherein the Authority agrees to indemnify, hold harmless and protect the TWDB from any and all claims, causes of action or damages to the person or property of third parties arising from the sampling, analysis, transport, storage, treatment, recycling and disposition of any contaminated sewage sludge, contaminated sediments and/or contaminated media that may be generated by the Authority, its contractors, consultants, agents, officials and employees as a result of activities relating to the project to the extent permitted by law;
13. the Obligations must include a provision stating that the Authority shall report to the TWDB the amounts of project funds, if any, that were used to compensate historically underutilized businesses that worked on the project, in accordance with 31 TAC § 363.1312;
14. the Obligations must contain a provision that the TWDB will purchase the Obligations, acting through the TWDB's designated Trustee, and the Obligations shall be registered in the name of Cede & Co. and closed in book-entry form in accordance with 31 TAC Section 363.42(c)(1);
15. the Obligations must include a provision prohibiting the Authority from using the proceeds of this loan in a manner that would cause the Obligations to become "private activity bonds" within the meaning of § 141 of the Internal Revenue Code of amended (Code) and the Treasury Regulations promulgated thereunder (Regulations);
16. the Obligations must provide that no portion of the proceeds of the loan will be used, directly or indirectly, in a manner that would cause the Obligations to be "arbitrage bonds" within the meaning of § 148(a) of the Code and Regulations, including to acquire or to replace funds which were used, directly or indirectly, to acquire Nonpurpose Investments (as defined in the Code and Regulations) which produce a yield materially higher than the yield on the TWDB's bonds that are issued to provide financing for the loan (Source Series Bonds), other than Nonpurpose Investments acquired with:
 - a. proceeds of the TWDB's Source Series Bonds invested for a reasonable temporary period of up to three (3) years after the issue date of the Source Series Bonds until such proceeds are needed for the facilities to be financed;

- b. amounts invested in a bona fide debt service fund, within the meaning of § 1.148-1(b) of the Regulations; and
 - c. amounts deposited in any reasonably required reserve or replacement fund to the extent such amounts do not exceed the least of maximum annual debt service on the Obligations, 125% of average annual debt service on the Obligations, or 10 percent of the stated principal amount (or, in the case of a discount, the issue price) of the Obligations;
17. the Obligations must include a provision requiring the Authority take all necessary steps to comply with the requirement that certain amounts earned on the investment of gross proceeds of the Obligations be rebated to the federal government in order to satisfy the requirements of § 148 of the Code. The Obligations must provide that the Authority will:
- a. account for all Gross Proceeds, as defined in the Code and Regulations, (including all receipts, expenditures and investments thereof) on its books of account separately and apart from all other funds (and receipts, expenditures and investments thereof) and retain all records of such accounting for at least six years after the final Computation Date. The Authority may, however, to the extent permitted by law, commingle Gross Proceeds of its loan with other money of the Authority, provided that the Authority separately accounts for each receipt and expenditure of such Gross Proceeds and the obligations acquired therewith;
 - b. calculate the Rebate Amount, as defined in the Code and Regulations, with respect to its loan, not less frequently than each Computation Date, in accordance with rules set forth in § 148(f) of the Code, § 1.148-3 of the Regulations, and the rulings thereunder. The Authority shall maintain a copy of such calculations for at least six years after the final Computation Date;
 - c. as additional consideration for the making of the loan, and in order to induce the making of the loan by measures designed to ensure the excludability of the interest on the TWDB's Source Series Bonds from the gross income of the owners thereof for federal income tax purposes, pay to the United States the amount described in paragraph (b) above within 30 days after each Computation Date;
 - d. exercise reasonable diligence to assure that no errors are made in the calculations required by paragraph (b) and, if such error is made, to discover and promptly to correct such error within a reasonable amount of time thereafter, including payment to the United States of any interest and any penalty required by the Regulations;
18. the Obligations must include a provision prohibiting the Authority from taking any action that would cause the interest on the Obligations to be includable in gross income for federal income tax purposes;
19. the Obligations must provide that the Authority will not cause or permit the Obligations to be treated as "federally guaranteed" obligations within the meaning of § 149(b) of the Code;

20. the Obligations must provide that neither the Authority nor a related party thereto will acquire any of the TWDB's Source Series Bonds in an amount related to the amount of the Obligations to be acquired from the Authority by the TWDB;

Revenue Pledge

21. the Obligations must require the accumulation of a reserve fund of no less than average annual debt service requirements, to be accumulated in equal monthly installments over the initial sixty (60) months following the issuance of the Obligations;
22. if the Authority has existing revenue obligations with the same pledge of security as the proposed Obligations that will remain outstanding after any loan(s) made by the TWDB pursuant to this commitment, the Obligations must contain a provision providing that the junior lien or liens securing the Obligations issued to the TWDB shall be at least on a parity with junior lien or liens securing such outstanding obligations;
23. the Obligations must contain a provision providing that no additional Series of Junior Lien Bonds or Junior Lien Notes shall be issued, nor shall any Junior Lien Obligations be incurred, unless there shall have been submitted to the Trustee:

(a) **Historical Pledged Revenues.** Pledged Revenues for the most recent Fiscal Year or 12 consecutive months out of the most recent 18 months, plus the amount in the Improvement Fund on the last Business Day for the most recent Fiscal Year, shall be certified by an independent certified public accountant for the Authority to have been at least equal to 110% of Maximum Annual Debt Service Requirements on all outstanding Parity Bonds, Parity Notes and Parity Obligations and on all Junior Lien Bonds, Junior Lien Notes and Junior Lien Obligations that will be outstanding after the issuance of such Series of Junior Lien Bonds or Junior Lien Notes or incurrence of such Junior Lien Obligations; or

(b) **Proforma Pledged Revenues.** The certification of an independent nationally recognized rate consultant to the effect that, based upon a recent increase in rates or charges imposed by the Authority, the Pledged Revenues of the Authority for the prior Fiscal Year or 12 consecutive months out of the most recent 18 months, calculated as if such increase in rates or charges had been effective during such a period, plus the amount in the Improvement Fund on the last Business Day for the most recent Fiscal Year, would have produced Pledged Revenues equal to at least 120% of Maximum Annual Debt Service Requirements for outstanding Parity Bonds, Parity Notes and Parity Obligations and for Junior Lien Bonds, Junior Lien Notes and Junior Lien Obligations that will be outstanding after the issuance of such Series of Junior Lien Bonds or Junior Lien Notes or incurrence of such Junior Lien Obligations; or

(c) **Projected Pledged Revenues.** The certification of an independent nationally recognized rate consultant to the effect that, based on the certification of an independent professional engineer described below, the projected Pledged Revenues for the first future Fiscal Year for which interest has not been capitalized for the Series of Junior Lien Bonds or Junior Lien Notes to be issued or Junior Lien Obligations to be incurred, plus the amount in the Improvement Fund on the last Business Day for the most recent Fiscal Year, will be at least equal to 120% of Maximum Annual Debt Service Requirements on all outstanding Parity Bonds, Parity Notes and Parity Obligations and on all Junior Lien Bonds, Junior Lien Notes and Junior Lien Obligations that will be outstanding after the issuance of such Series of Junior Lien Bonds

or Junior Lien Notes or incurrence of such Junior Lien Obligations. Such certification may rely on the certification of an independent professional engineer that forecasts the levels of (i) water pumpage within the Authority and within its Groundwater Reduction Plan during a forecast period; and/or (ii) water sales by the Authority during a forecast period based upon such engineer's evaluation of the Authority's anticipated construction and placement into service of components of the System that will permit the Authority to increase its sales of water during the forecast period;

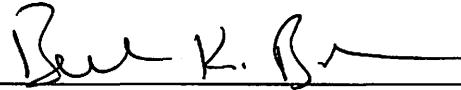
Conditions to Close or for Release of Funds:

24. prior to closing, the Authority shall submit documentation evidencing the adoption and implementation of sufficient system rates and charges or, if applicable, the levy of an interest and sinking tax rate sufficient for the repayment of all system debt service requirements;
25. prior to closing, and if not previously provided with the application, the Authority shall submit executed contracts for engineering, and, if applicable, financial advisor and bond counsel contracts, for the project that are satisfactory to the Executive Administrator. Fees to be reimbursed under the contracts must be reasonable in relation to the services performed, reflected in the contract, and acceptable to the Executive Administrator;
26. prior to closing, when any portion of financial assistance is to be held in escrow or in trust, the Authority shall execute an escrow agreement or trust agreement, approved as to form and substance by the Executive Administrator, and shall submit that executed agreement to the TWDB;
27. prior to release of funds for construction, the Authority must provide the TWDB with evidence that the necessary acquisitions of land, leases, easements, and rights-of-way have been completed, or that the Authority has the legal authority necessary to complete the acquisitions;
28. prior to release of funds for design or construction for specific project elements, the environmental review must be completed and a favorable environmental finding must have been issued;
29. prior to closing, the Authority's bond counsel must prepare a written opinion that states that the interest on the Obligations is excludable from gross income or is exempt from federal income taxation. Bond counsel may rely on covenants and representations of the Authority when rendering this opinion;
30. prior to closing, the Authority's bond counsel must prepare a written opinion that also states that the Obligations are not "private activity bonds." Bond counsel may rely on covenants and representations of the Authority when rendering this opinion;
31. the transcript must include a No Arbitrage Certificate or similar Federal Tax Certificate setting forth the Authority's reasonable expectations regarding the use, expenditure and investment of the proceeds of the Obligations; and
32. the transcript must include evidence that the information reporting requirements of § 149(e) of the Code will be satisfied. This requirement may be satisfied by filing an IRS Form 8038 with

the Internal Revenue Service. In addition, the applicable completed IRS Form 8038 or other evidence that the information reporting requirements of § 149(e) have been satisfied must be provided to the Executive Administrator within fourteen (14) days of closing. The Executive Administrator may withhold the release of funds for failure to comply.

APPROVED and ordered of record this, the 23rd day of July, 2015.

TEXAS WATER DEVELOPMENT BOARD



Bech K. Bruun, Chairman

DATE SIGNED: 7-23-15

ATTEST:



Kevin Patteson
Executive Administrator

A RESOLUTION OF THE TEXAS WATER DEVELOPMENT BOARD AMENDING TEXAS
WATER DEVELOPMENT BOARD RESOLUTION NO. 15-080 TO PROVIDE AUTHORITY
TO THE EXECUTIVE ADMINISTRATOR TO APPROVE THE TRANSFER OF FUNDS
BETWEEN PROJECT NOS. 51022 AND 51023 COMMITTED FROM THE STATE WATER
IMPLEMENTATION REVENUE FUND FOR TEXAS FOR THE NORTH FORT BEND
WATER AUTHORITY

(16-106)

WHEREAS, at its July 23, 2015, meeting, the Texas Water Development Board (TWDB), by TWDB Resolution No. 15-080, made a multi-year commitment to North Fort Bend Water Authority (Authority) for financial assistance in the amount of \$555,845,000 from the State Water Implementation Revenue Fund for Texas (SWIRFT), through the purchase of \$555,845,000 North Fort Bend Water Authority Water System Junior Lien Revenue Bonds, all as is more specifically set forth in TWDB Resolution No. 15-080 and accompanying documentation, to which documents express reference is made; and

WHEREAS, the TWDB through TWDB Resolution No. 15-80 provided a multi-year commitment to the Authority for Project No. 51023, the Northeast Water Purification Plant Expansion in the amount of \$251,845,000; and Project No. 51022, the Second Source Transmission Line in the amount of \$304,000,000; and

WHEREAS, the Authority has requested to use a portion of the funds from Project No. 51022 for expenses related to Project No. 51023; and

WHEREAS, Project No. 51023 and Project No. 51022 are funded under the State Water Implementation Fund for Texas (SWIFT) and therefore both Projects will follow the same program requirements; and

WHEREAS, the TWDB finds that due to the significant scope and complexity of the projects funded under the commitment, there is reason to allow the Executive Administrator to review and, where appropriate, to provide approval of the movement of funds between the projects funded by the TWDB through TWDB Resolution No. 15-080; and

WHEREAS, in accordance with the Texas Water Code, the TWDB has carefully considered all matters required by law;

NOW, THEREFORE, based on these considerations and findings, the TWDB resolves as follows:

1. The commitment made through TWDB Resolution No. 15-080 is amended by this Resolution to include the following statement of resolution:

NOW THEREFORE, based on the findings above, the TWDB resolves that the Executive Administrator has the authority to where appropriate, approve, not more

than annually, a request from the Authority to transfer funds from current or prior years between Project Nos. 51023 and 51022.

2. All other terms and conditions of TWDB Resolution No. 15-080 shall remain in full force and effect.

APPROVED and ordered of record this the 5th day of October, 2016.

TEXAS WATER DEVELOPMENT BOARD



Bech K. Bruun

Bech K. Bruun, Chairman

DATE SIGNED: 10-5-16

ATTEST:

Jeff Walker

Jeff Walker
Executive Administrator

**A RESOLUTION OF THE TEXAS WATER DEVELOPMENT BOARD
AMENDING TEXAS WATER DEVELOPMENT BOARD
RESOLUTION NO. 15-080 AS AMENDED BY TEXAS WATER DEVELOPMENT BOARD
RESOLUTION NO. 16-106
TO PROVIDE ADDITIONAL FINANCIAL ASSISTANCE TO THE NORTH FORT BEND WATER
AUTHORITY
IN THE AMOUNT OF \$266,505,000
AND
APPROVING AN APPLICATION FOR FINANCIAL ASSISTANCE TO NORTH FORT BEND
REGIONAL WATER AUTHORITY
IN THE FORM OF A MULTI-YEAR COMMITMENT
FROM THE STATE WATER IMPLEMENTATION REVENUE FUND FOR TEXAS
THROUGH THE PROPOSED PURCHASE OF \$72,975,000 NORTH FORT BEND WATER
AUTHORITY WATER SYSTEM REVENUE BONDS,
PROPOSED SERIES 2018 THROUGH PROPOSED SERIES 2024**

(18-090)

WHEREAS, at its July 23, 2015 meeting, the Texas Water Development Board (TWDB), through TWDB Resolution No. 15-080, made a multi-year commitment to provide financial assistance to the North Fort Bend Water Authority (Authority) from the State Water Implementation Revenue Fund for Texas (SWIRFT) through the TWDB's proposed purchase of \$555,845,000 North Fort Bend Water Authority Water System Junior Lien Revenue Bonds Proposed Series 2015 through 2022 for Project Nos. 51022, and 51023; and

WHEREAS, at its July 21, 2016, meeting, the TWDB through TWDB Resolution No. 16-106, amended TWDB Resolution No. 15-080 to provide authority for the Executive Administrator to authorize the transfer of funds between Project Nos. 51023 and 51022, all as is more specifically set forth in TWDB Resolution Nos. 15-080 and 16-106 (Resolutions) and accompanying documentation, to which documents express reference is made;

WHEREAS, the Authority seeks an amendment to TWDB Resolution No. 15-080, as amended by TWDB Resolution No. 16-106, for additional financial assistance for Project Nos. 51022 and 51023 through the TWDB's proposed purchase of \$266,505,000 North Fort Bend Water Authority Water System Revenue Bonds, Proposed Series 2018 through Proposed Series 2024; and

WHEREAS, the Authority has also filed an application for financial assistance from the SWIRFT to finance the acquisition, design, and construction of its Internal Distribution Expansion, identified as Project No. 51059 (Project); and

WHEREAS, for Project No. 51059, the Authority seeks financial assistance in the form of a multi-year commitment through the TWDB's proposed purchase of \$72,975,000 North Fort Bend Water Authority Water System Revenue Bonds, Proposed Series 2018 through

Proposed Series 2024, (together with all authorizing documents ("Obligations"), all as is more specifically set forth in the application and in recommendations of the Executive Administrator's staff; and

WHEREAS, the Authority has offered a pledge of a senior lien on net system revenues as sufficient security for the repayment of the additional Obligations committed through this Resolution; and

WHEREAS, the commitment is approved for funding under the TWDB's pre-design funding option, and initial and future releases of funds are subject to 31 TAC § 363.1307;

WHEREAS, subject to the Authority's use of an approved debt service structure, interest rate subsidies are available to the Authority at up to the following levels: 35% for financial assistance for a term of 20 years, 25% for financial assistance for a term of 21 to 25 years, and 20% for financial assistance for a term of 26 to 30 years. The interest rate subsidy applicable to each proposed series will be set through each financing agreement executed between the TWDB and the Authority, pursuant to this Resolution; and

WHEREAS, the TWDB hereby finds that the proposed amendment to TWDB Resolution No. 15-080, as amended by TWDB Resolution No. 16-106, as requested by the Authority, is reasonable and within the public interest and will serve a public purpose; and

WHEREAS, the TWDB hereby finds:

1. that the application and assistance applied for meet the requirements of Texas Water Code, Chapter 15, Subchapters G and H and 31 TAC Chapter 363, Subchapters A and M;
2. that the Project is a recommended water management strategy project in the State Water Plan adopted pursuant to Texas Water Code § 16.051, in accordance with Texas Water Code § 15.474(a);
3. that the Authority satisfactorily completed all requests by the Executive Administrator or a regional planning group for information relevant to the Project, including a water infrastructure financing survey under Texas Water Code § 16.053(q), in accordance with 31 TAC § 363.1309(b)(2);
4. that the Authority has acknowledged its legal obligation to comply with any applicable requirements of federal law relating to contracting with disadvantaged business enterprises and any applicable state law relating to contracting with historically underutilized businesses, in accordance with Texas Water Code § 15.435(h) and 31 TAC § 363.1309(b)(3).

NOW THEREFORE, based on these findings, the TWDB resolves as follows:

1. The commitment made through TWDB Resolution No. 15-080, as amended by TWDB Resolution No. 16-106, to the North Fort Bend Water Authority for financial assistance from the State Water Implementation Revenue Fund for Texas is amended, and shall be evidenced by the TWDB's proposed purchase of the North Fort Bend Water Authority Water System Junior Lien and Revenue Bonds, Proposed Series 2018 through 2024 in accordance with the annual loan closing schedule proposed below:
 - a. \$121,040,000 North Fort Bend Water Authority Water System Junior Lien Revenue Bonds, Proposed Series 2018.
 - b. \$68,845,000 North Fort Bend Water Authority Water System Revenue Bonds, Proposed Series 2018.
 - c. \$244,110,000 North Fort Bend Water Authority Water System Junior Lien Revenue Bonds, Proposed Series 2019.
 - d. \$56,610,000 North Fort Bend Water Authority Water System Revenue Bonds, Proposed Series 2019.
 - e. \$39,590,000 North Fort Bend Water Authority Water System Junior Lien Revenue Bonds, Proposed Series 2020.
 - f. \$143,125,000 North Fort Bend Water Authority Water System Revenue Bonds, Proposed Series 2020.
 - g. \$20,940,000 North Fort Bend Water Authority Water System Junior Lien Revenue Bonds, Proposed Series 2021.
 - h. \$5,805,000 North Fort Bend Water Authority Water System Revenue Bonds, Proposed Series 2021.
 - i. \$23,110,000 North Fort Bend Water Authority Water System Junior Lien Revenue Bonds, Proposed Series 2022.
 - j. \$20,945,000 North Fort Bend Water Authority Water System Revenue Bonds, Proposed Series 2022.
 - k. \$7,415,000 North Fort Bend Water Authority Water System Revenue Bonds, Proposed Series 2023.
 - l. \$36,735,000 North Fort Bend Water Authority Water System Revenue Bonds, Proposed Series 2024.

2. Further, the commitment described above consists of the remaining funds for the following Projects:
 - a. Project No. 51023 (Northeast Water Purification Plant Expansion) in the remaining amount of \$339,990,000;
 - b. Project No. 51022 (Second Source Transmission Lines) in the remaining amount of \$375,305,000;
 - c. Project No. 51059 (Internal Distribution Expansion) in the remaining amount of \$72,975,000;
3. All other terms and conditions of TWDB Resolution No. 15-080, as amended by 16-106, shall remain in full force and effect as it relates to the remaining committed funds; provided however that Condition No. 23 shall be replaced with Condition No. 25 below only as it applies to the additional \$339,480,000 committed through this Resolution

Commitment for Project No. 51059 is conditioned as follows:

Standard Conditions:

1. this commitment is contingent on a future sale of bonds by the TWDB or on the availability of funds on hand;
2. this commitment is contingent upon the issuance of a written approving opinion of the Attorney General of the State of Texas stating that the Authority has complied with all of the requirements of the laws under which said Obligations were issued; that said Obligations were issued in conformity with the Constitution and laws of the State of Texas; and that said Obligations are valid and binding obligations of the Authority;
3. this commitment is contingent upon the Authority's continued compliance with all applicable laws, rules, policies and guidance as these may be amended from time to time to adapt to a change in law, in circumstances, or any other legal requirement;
4. this commitment is contingent upon the Authority executing a separate financing agreement, approved as to form and substance by the Executive Administrator, and submitting that executed agreement to the TWDB consistent with the terms and conditions described in the financing agreement;
5. interest rate subsidies for non-level debt service structure are subject to adjustment by the Executive Administrator;

6. the Authority shall use a paying agent/registrar in accordance with 31 TAC § 363.42(c)(2), and shall require the paying agent/registrar to provide a copy of all receipts documenting debt service payments to the TWDB and to the TWDB's designated Trustee;

The Following Conditions Must Be Included in the Obligations:

7. the Obligations must provide that the Obligations can be called for early redemption only in inverse order of maturity, on any date beginning on or after the first interest payment date that is 10 years from the dated date of the Obligations, at a redemption price of par, together with accrued interest to the date fixed for redemption;
8. the Obligations must include a provision wherein the Authority, or an obligated person for whom financial or operating data is presented to the TWDB in the application for financial assistance either individually or in combination with other issuers of the Authority's Obligations or obligated persons, will, at a minimum, regardless of the amount of the Obligations, covenant to comply with requirements for continuing disclosure on an ongoing basis substantially in the manner required by Securities and Exchange Commission (SEC) in 17 CFR § 240.15c2-12 (Rule 15c2-12) and determined as if the TWDB were a Participating Underwriter within the meaning of such rule, such continuing disclosure undertaking being for the benefit of the TWDB and the beneficial owners of the Authority's Obligations, if the TWDB sells or otherwise transfers such Obligations, and the beneficial owners of the TWDB's bonds if the Authority is an obligated person with respect to such bonds under SEC Rule 15c2-12;
9. the Obligations must contain a provision requiring the Authority to levy a tax and/or maintain and collect sufficient rates and charges to produce system revenues in an amount necessary to meet the debt service requirements of all outstanding obligations and to maintain the funds established and required by the Obligations;
10. the Obligations must include a provision requiring the Authority to use any proceeds from the Obligations that are determined to be surplus proceeds remaining after completion of the Project for the following purposes as approved by the Executive Administrator: (1) deposit into the Interest and Sinking Fund or other debt service account for the payment of interest or principal on the Obligations owned by the TWDB; or (2) eligible costs for the Project as authorized by the Executive Administrator;
11. the Obligations must contain a provision that the TWDB may exercise all remedies available to it in law or equity, and any provision of the Obligations that restricts or limits the TWDB's full exercise of these remedies shall be of no force and effect;
12. financial assistance proceeds are public funds and, as such, the Obligations must include a provision requiring that these proceeds shall be held at a designated state depository institution or other properly chartered and authorized institution in

accordance with the Public Funds Investment Act, Government Code, Chapter 2256, and the Public Funds Collateral Act, Government Code, Chapter 2257;

13. financial assistance proceeds shall not be used by the Authority when sampling, testing, removing or disposing of contaminated soils and/or media at the Project site. The Obligations shall include an environmental indemnification provision wherein the Authority agrees to indemnify, hold harmless and protect the TWDB from any and all claims, causes of action or damages to the person or property of third parties arising from the sampling, analysis, transport, storage, treatment, recycling and disposition of any contaminated sewage sludge, contaminated sediments and/or contaminated media that may be generated by the Authority, its contractors, consultants, agents, officials and employees as a result of activities relating to the Project to the extent permitted by law;
14. the Obligations must include a provision stating that the Authority shall report to the TWDB the amounts of Project funds, if any, that were used to compensate historically underutilized businesses that worked on the Project, in accordance with 31 TAC § 363.1312;
15. the Obligations must contain a provision that the TWDB will purchase the Obligations, acting through the TWDB's designated Trustee, and the Obligations shall be registered in the name of Cede & Co. and closed in book-entry form in accordance with 31 TAC § 363.42(c)(1);
16. the Obligations must include a provision prohibiting the Authority from using the proceeds of this financial assistance in a manner that would cause the Obligations to become "private activity bonds" within the meaning of § 141 of the Internal Revenue Code as amended (Code) and the Treasury Regulations promulgated thereunder (Regulations);
17. the Obligations must provide that no portion of the proceeds of the financial assistance will be used, directly or indirectly, in a manner that would cause the Obligations to be "arbitrage bonds" within the meaning of § 148(a) of the Code and Regulations, including to acquire or to replace funds that were used, directly or indirectly, to acquire Nonpurpose Investments (as defined in the Code and Regulations) that produce a yield materially higher than the yield on the TWDB's bonds that are issued to provide financing for the financial assistance (Source Series Bonds), other than Nonpurpose Investments acquired with:
 - a. proceeds of the TWDB's Source Series Bonds invested for a reasonable temporary period of up to three (3) years after the issue date of the Source Series Bonds until such proceeds are needed for the facilities to be financed;
 - b. amounts invested in a bona fide debt service fund, within the meaning of § 1.148-1(b) of the Regulations; and

- c. amounts deposited in any reasonably required reserve or replacement fund to the extent such amounts do not exceed the least of maximum annual debt service on the Obligations, 125% of average annual debt service on the Obligations, or 10 percent of the stated principal amount (or, in the case of a discount, the issue price) of the Obligations;
- 18. the Obligations must include a provision requiring the Authority take all necessary steps to comply with the requirement that certain amounts earned on the investment of gross proceeds of the Obligations be rebated to the federal government in order to satisfy the requirements of § 148 of the Code. The Obligations must provide that the Authority will:
 - a. account for all Gross Proceeds, as defined in the Code and Regulations, (including all receipts, expenditures, and investments thereof) on its books of account separately and apart from all other funds (and receipts, expenditures and investments thereof) and retain all records of such accounting for at least six years after the final Computation Date. The Authority may, however, to the extent permitted by law, commingle Gross Proceeds of its financial assistance with other money of the Authority, provided that the Authority separately accounts for each receipt and expenditure of such Gross Proceeds and the obligations acquired therewith;
 - b. calculate the Rebate Amount, as defined in the Code and Regulations, with respect to its financial assistance, not less frequently than each Computation Date, in accordance with rules set forth in § 148(f) of the Code, § 1.148-3 of the Regulations, and the rulings thereunder. The Authority shall maintain a copy of such calculations for at least six years after the final Computation Date;
 - c. as additional consideration for providing financial assistance, and in order to induce providing financial assistance by measures designed to ensure the excludability of the interest on the TWDB's Source Series Bonds from the gross income of the owners thereof for federal income tax purposes, pay to the United States the amount described in paragraph (b) above within 30 days after each Computation Date;
 - d. exercise reasonable diligence to assure that no errors are made in the calculations required by paragraph (b) and, if such error is made, to discover and promptly to correct such error within a reasonable amount of time thereafter, including payment to the United States of any interest and any penalty required by the Regulations;
- 19. the Obligations must include a provision prohibiting the Authority from taking any action that would cause the interest on the Obligations to be includable in gross income for federal income tax purposes;

20. the Obligations must provide that the Authority will not cause or permit the Obligations to be treated as “federally guaranteed” obligations within the meaning of § 149(b) of the Code;
21. the Obligations must contain a covenant that the Authority will refrain from using the proceeds of the Obligations to pay debt service on another issue of obligations of the borrower in contravention of section 149(d) of the Code (related to “advance refundings”);
22. the Obligations must provide that neither the Authority nor a related party thereto will acquire any of the TWDB’s Source Series Bonds in an amount related to the amount of the Obligations to be acquired from the Authority by the TWDB;
23. the Obligations must require the accumulation of a reserve fund of no less than average annual debt service requirements, to be accumulated in equal monthly installments over the initial sixty (60) months following the issuance of the Obligations;
24. if the Authority has existing revenue obligations with the same pledge of security as the proposed Obligations that will remain outstanding after the term of any financial assistance provided by the TWDB pursuant to this commitment, the Obligations must contain a provision providing that the lien or liens securing the Obligations issued to the TWDB shall be at least on a parity with lien or liens securing such outstanding obligations;
25. the Obligations must contain a provision providing that no additional bonds be incurred, unless there shall have been submitted to the Trustee:
 - (a) Historical Pledged Revenues. The certification of an independent certified public accountant to the effect that Pledged Revenues for the most recent Fiscal Year or 12 consecutive months out of the most recent 18 months, plus the amount in the Improvement Fund on the last Business Day for the most recent Fiscal Year, provided that such amounts on deposit in the Improvement Fund may only be included in the calculation until December 31, 2011, have been at least equal to (i) 120% of Maximum Annual Debt Service Requirements on all Parity Bonds, Parity Notes and Parity Obligations that will be outstanding after the issuance of such Series of Parity Bonds or Parity Notes or incurrence of such Parity Obligations and (ii) 100% of Maximum Annual Debt Service Requirements on all Outstanding Junior Lien Bonds, Junior Lien Notes and Junior Lien Obligations; or
 - (b) Proforma Pledged Revenues. The certification of an independent nationally recognized rate consultant to the effect that, based upon a recent increase in rates or charges imposed by the Authority, the Pledged Revenues of the Authority for the prior Fiscal Year or 12 consecutive months out of the most recent 18 months, calculated as if such increase in rates or charges had been effective during such a period, plus the amount in the Improvement Fund on the last Business Day for the most recent Fiscal Year, provided that such amounts on deposit in the Improvement Fund may only be

included in the calculation until December 31, 2011, would have produced Pledged Revenues equal to (i) at least 130% of Maximum Annual Debt Service Requirements for Parity Bonds, Parity Notes and Parity Obligations that will be outstanding after the issuance of such Series of Parity Bonds or Parity Notes or incurrence of such Parity Obligations and (ii) 100% of Maximum Annual Debt Service Requirements on all Outstanding Junior Lien Bonds, Junior Lien Notes and Junior Lien Obligations;

Conditions to Close or for Release of Funds:

26. prior to closing, the Authority shall submit documentation evidencing the adoption and implementation of sufficient system rates and charges or, if applicable, the levy of an interest and sinking tax rate sufficient for the repayment of all system debt service requirements;
27. prior to closing, if not previously provided with the application, the Authority shall submit executed contracts for engineering and, if applicable, financial advisor and bond counsel, for the Project that are satisfactory to the Executive Administrator. Fees to be reimbursed under the contracts must be reasonable in relation to the services performed, reflected in the contract, and acceptable to the Executive Administrator;
28. prior to closing, when any portion of financial assistance is to be held in escrow or in trust, the Authority shall execute an escrow agreement or trust agreement, approved as to form and substance by the Executive Administrator, and shall submit that executed agreement to the TWDB;
29. prior to closing, the Authority's bond counsel must prepare a written opinion that states that the interest on the Obligations is excludable from gross income or is exempt from federal income taxation. Bond counsel may rely on covenants and representations of the Authority when rendering this opinion;
30. prior to closing, the Authority's bond counsel must prepare a written opinion that states that the Obligations are not "private activity bonds." Bond counsel may rely on covenants and representations of the Authority when rendering this opinion;
31. the transcript must include a No Arbitrage Certificate or similar Federal Tax Certificate setting forth the Authority's reasonable expectations regarding the use, expenditure and investment of the proceeds of the Obligations; and
32. the transcript must include evidence that the information reporting requirements of § 149(e) of the Internal Revenue Code will be satisfied. This requirement may be satisfied by filing an IRS Form 8038 with the Internal Revenue Service. In addition, the applicable completed IRS Form 8038 or other evidence that the information reporting requirements of § 149(e) have been satisfied must be provided to the Executive Administrator within fourteen (14) days of closing. The Executive Administrator may withhold the release of funds for failure to comply.

APPROVED and ordered of record this, the 26th day of July, 2018.

TEXAS WATER DEVELOPMENT BOARD



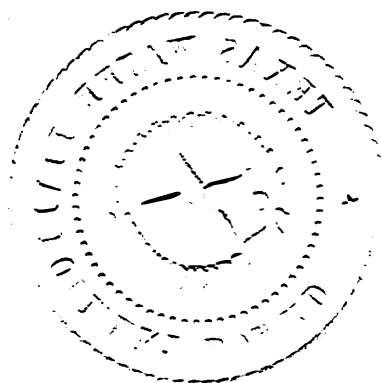
Peter M. Lake, Chairman

DATE SIGNED: 7/27/18

ATTEST:



Jeff Walker, Executive Administrator



**A RESOLUTION OF THE TEXAS WATER DEVELOPMENT BOARD
AMENDING TEXAS WATER DEVELOPMENT BOARD
RESOLUTION NO. 15-080 AS AMENDED BY RESOLUTION NOS. 16-106 AND 18-090
TO MODIFY THE NORTH FORT BEND WATER AUTHORITY MULTI-YEAR COMMITMENT
CLOSING SCHEDULE**

(21-088)

WHEREAS, at its July 23, 2015 meeting, the Texas Water Development Board (TWDB), through TWDB Resolution No. 15-080, made a multi-year commitment to provide financial assistance to the North Fort Bend Water Authority (Authority) from the State Water Implementation Revenue Fund for Texas (SWIRFT) through the TWDB's proposed purchase of \$555,845,000 North Fort Bend Water Authority Water System Junior Lien Revenue Bonds Proposed Series 2015 through 2021 for Project Nos. 51022, and 51023; and

WHEREAS, at its July 21, 2016, meeting, the TWDB through TWDB Resolution No. 16-106, amended TWDB Resolution No. 15-080 to provide authority for the Executive Administrator to authorize the transfer of funds between Project Nos. 51023 and 51022;

WHEREAS, at its July 26, 2018, meeting, the TWDB through TWDB Resolution No. 18-090, amended TWDB Resolution 15-080 as amended by Resolution No. 16-106, to provide additional financial assistance for Project Nos. 51022 and 51023, all as is more specifically set forth in TWDB Resolution Nos. 15-080, 16-106, and 18-090 (Resolutions) and accompanying documentation, to which documents express reference is made;

WHEREAS, the Authority seeks an amendment to TWDB Resolution No. 15-080, as amended by TWDB Resolution Nos. 16-106 and 18-090, for movement of funds forward in time and among the Authority's Projects; and

WHEREAS, the TWDB hereby finds that the proposed amendment to TWDB Resolution No. 15-080, as amended by TWDB Resolution Nos. 16-106 and 18-090, as requested by the Authority, is reasonable and within the public interest and will serve a public purpose; and

WHEREAS, in accordance with the Texas Water Code, the TWDB has carefully considered all matters required by law;

NOW THEREFORE, based on these findings, the TWDB resolves as follows:

1. The commitment made through TWDB Resolution No. 15-080, as amended by TWDB Resolution Nos. 16-106 and 18-090, to the North Fort Bend Water Authority for financial assistance from the State Water Implementation Revenue Fund for Texas is amended, and shall be evidenced by the TWDB's proposed purchase of the North Fort Bend Water Authority Water System Junior Lien and Senior Lien Revenue Bonds, Proposed Series 2021 through 2024 in accordance with the annual loan closing schedule proposed below:
 - a. \$20,940,000 North Fort Bend Water Authority Water System Junior Lien Revenue Bonds, Proposed Series 2021.
 - b. \$13,035,000 North Fort Bend Water Authority Water System Senior Lien Revenue Bonds, Proposed Series 2021.
 - c. \$23,110,000 North Fort Bend Water Authority Water System Junior Lien Revenue Bonds, Proposed Series 2022.
 - d. \$15,670,000 North Fort Bend Water Authority Water System Senior Lien Revenue Bonds, Proposed Series 2022.
 - e. \$5,460,000 North Fort Bend Water Authority Water System Senior Lien Revenue Bonds, Proposed Series 2023.
 - f. \$36,735,000 North Fort Bend Water Authority Water System Senior Lien Revenue Bonds, Proposed Series 2024.
2. Further, the commitment described above consists of the remaining funds for the following Projects:
 - a. Project No. 51023 (Northeast Water Purification Plant Expansion) in the remaining amount of \$13,035,000;
 - b. Project No. 51022 (Second Source Transmission Lines) in the remaining amount of \$44,050,000;
 - c. Project No. 51059 (Internal Distribution Expansion) in the remaining amount of \$57,865,000;

All other terms and conditions of TWDB Resolution No. 15-080, as amended by TWDB Resolution Nos. 16-106 and 18-090, shall remain in full force and effect.

APPROVED and ordered of record this, the 22nd day of July, 2021.

TEXAS WATER DEVELOPMENT BOARD


Brooke J. Paup

Brooke T. Paup, Chairwoman

DATE SIGNED:

July 22, 2021

ATTEST:



Jeff Walker, Executive Administrator

**A RESOLUTION OF THE TEXAS WATER DEVELOPMENT BOARD
AMENDING TEXAS WATER DEVELOPMENT BOARD
RESOLUTION NO. 15-080 AS AMENDED BY RESOLUTION NOS. 16-106, 18-090
AND 21-088 TO MODIFY THE NORTH FORT BEND WATER AUTHORITY STATE WATER
IMPLEMENTATION REVENUE FUND FOR TEXAS ANNUAL LOAN
CLOSING SCHEDULE**

(22-056)

WHEREAS, at its July 23, 2015 meeting, the Texas Water Development Board (TWDB), through TWDB Resolution No. 15-080, made a multi-year commitment to provide financial assistance to the North Fort Bend Water Authority (Authority) from the State Water Implementation Revenue Fund for Texas (SWIRFT) through the TWDB's proposed purchase of \$555,845,000 North Fort Bend Water Authority Water System Junior Lien Revenue Bonds Proposed Series 2015 through 2021 for Project Nos. 51022, and 51023; and

WHEREAS, at its July 21, 2016, meeting, the TWDB through TWDB Resolution No. 16-106, amended TWDB Resolution No. 15-080 to provide authority for the Executive Administrator to authorize the transfer of funds between Project Nos. 51023 and 51022; and

WHEREAS, at its July 27, 2018, meeting, the TWDB through TWDB Resolution No. 18-090, amended TWDB Resolution 15-080 as amended by Resolution No. 16-106, to provide additional financial assistance for Project Nos. 51022 and 51023, all as is more specifically set forth in TWDB Resolution Nos. 15-080, 16-106, and 18-090 and accompanying documentation, to which documents express reference is made; and

WHEREAS, at its July 22, 2021 meeting, the TWDB through TWDB Resolution 21-088, amended TWDB Resolution No. 15-080, as amended by TWDB Resolution Nos. 16-106 and 18-090(Resolutions), for movement of funds forward in time and among the Authority's Projects; and

WHEREAS, the Authority seeks an amendment to TWDB Resolution No. 15-080, as amended for movement of funds forward in time and among the Authority's Projects; and

WHEREAS, the TWDB hereby finds that the proposed amendment to TWDB Resolution No. 15-080 as amended, as requested by the Authority, is reasonable and within the public interest and will serve a public purpose; and

WHEREAS, in accordance with the Texas Water Code, the TWDB has carefully considered all matters required by law.

NOW THEREFORE, based on these findings, the TWDB resolves as follows:


1. The commitment made through TWDB Resolution No. 15-080, as amended by TWDB Resolution Nos. 16-106, 18-090, and 21-088, to the North Fort Bend Water

Authority for financial assistance from the State Water Implementation Revenue Fund for Texas is amended, and shall be evidenced by the TWDB's proposed purchase of the North Fort Bend Water Authority Water System Junior Lien and Senior Lien Revenue Bonds, Proposed Series 2022 through 2024 in accordance with the annual loan closing schedule proposed below:

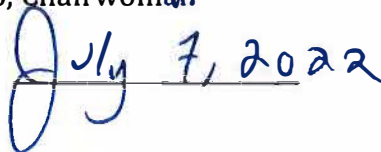
- a. \$23,110,000 North Fort Bend Water Authority Water System Junior Lien Revenue Bonds, Proposed Series 2022.
 - b. \$21,130,000 North Fort Bend Water Authority Water System Senior Lien Revenue Bonds, Proposed Series 2023.
 - c. \$36,735,000 North Fort Bend Water Authority Water System Senior Lien Revenue Bonds, Proposed Series 2024.
2. Further, the commitment described above consists of the remaining funds for the following Projects:
- a. Project No. 51023 (Northeast Water Purification Plant Expansion) in the remaining amount of \$5,890,000;
 - b. Project No. 51022 (Second Source Transmission Lines) in the remaining amount of \$23,110,000;
 - c. Project No. 51059 (Internal Distribution Expansion) in the remaining amount of \$57,865,000;
3. All other terms and conditions of TWDB Resolution No. 15-080, as amended by TWDB Resolution Nos. 16-106, 18-090, and 21-088, shall remain in full force and effect.

APPROVED and ordered of record this, the 7th day of July, 2022.

TEXAS WATER DEVELOPMENT BOARD


Brooke T. Paup, Chairwoman

DATE SIGNED:



ATTEST:


Jeff Walker, Executive Administrator



Multi-Year Commitment Annual Loan Closing Schedule

North Fort Bend WA
Project# 51059
Internal Distribution Expansion

Annual Loan Closing Schedule

Year	Amount per Resolution No. 18-090/ 21-088/ 22-056	Proposed Revised Amount (If Applicable)
Prior Years Total	\$36,240,000	
2024	\$36,735,000	\$0
2025	\$	\$36,735,000
2026	\$	
2027	\$	
2028	\$	
2029	\$	
2030	\$	
TOTAL	\$72,975,000	

NOTE: The overall structure and approach are intended to allow applicants to achieve savings while maintaining the integrity of the SWIFT program and includes subsidies based on level-debt service schedules for all low-interest obligations. Interest rate subsidies for non-level debt service are subject to modification.

If closing schedule is revised, please leave a brief explanation for the change.

Requesting to postpone due to project delays.

Contact Information

Please provide the best point of contact for TWDB staff to discuss your anticipated closing schedule.

Julia Frankovich, PE, Project Manager

Contact Name and Title

713-488-8186

Phone Number

jfrankovich@bgeinc.com

Email Address