

RESOLUTION NO. 2023-032

A RESOLUTION APPOINTING A SUCCESSOR PAYING AGENT/REGISTRAR FOR CERTAIN OUTSTANDING DEBT OBLIGATIONS OF THE CITY; APPROVING AND AUTHORIZING THE EXECUTION OF ONE OR MORE PAYING AGENT/REGISTRAR AGREEMENTS WITH SUCH SUCCESSOR PAYING AGENT/REGISTRAR; AND RESOLVING OTHER MATTERS INCIDENT AND RELATED THERETO.

WHEREAS the City Council (the "City Council") of the City of North Richland Hills, Texas (the "City") has previously issued bonds and other debt obligations identified on Schedule I hereto (the "Obligations"); and

WHEREAS, The Bank of New York Mellon Trust Company, N.A. ("BNY") currently serves as Paying Agent/Registrar for the Obligations pursuant to certain Paying Agent/Registrar Agreements (the "Existing Agreements"), and the City desires to terminate the Existing Agreements and appoint UMB Bank, N.A. ("UMB") as a successor Paying Agent/Registrar for the Obligations pursuant to the ordinances authorizing the issuance of the Obligations (the "Ordinances") and the Existing Agreements; and

WHEREAS the City hereby finds and determines that the termination of the Existing Agreements with BNY and the appointment of UMB as Paying Agent/Registrar for the Obligations will not disrupt, delay or otherwise adversely affect the payment of the Obligations; and

WHEREAS the City Manager and Director of Finance are each hereby authorized to provide the requisite notice to the appropriate persons at BNY to effectuate the transfer of Paying Agent/Registrar functions for the Obligations to UMB; and

WHEREAS a form of the written agreement with UMB setting forth the duties and responsibilities of the Paying Agent/Registrar for such Obligations has been prepared and submitted to the City Council for approval and authorization to execute; now, therefore,

BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF NORTH RICHLAND HILLS, TEXAS THAT:

SECTION 1: UMB is hereby appointed as the successor Paying Agent/Registrar for the Obligations in accordance with the terms and provisions of the Ordinances and the Existing Agreements. The City Council hereby approves the form of "Paying Agent/Registrar Agreement" to be entered into with UMB, attached hereto as Exhibit A (the "UMB Paying Agent Agreement"), with such changes thereto as approved by the City Manager, Deputy City Manager, Assistant City Manager or Director of Finance (each an "Authorized City Official"), such approval to be evidenced by execution of the UMB Paying Agent/Registrar Agreement by the Mayor or Mayor Pro Tem. Each of the Mayor or Mayor Pro Tem is hereby authorized to enter into one or more UMB Paying Agent/Registrar Agreements for the Obligations and is directed to execute such agreement(s) for and on behalf of the City.

SECTION 2: The City shall cause to be sent to each registered owner of the Obligations (each, a "Holder") by United States Mail, first class postage prepaid, the requisite written notice that UMB has been appointed as the successor Paying Agent/Registrar for the

Obligations; such notice to read substantially in the form and content of Exhibit B attached hereto (the “Notice of Successor Paying Agent”), which notice shall also give the address of UMB as the new Paying Agent/Registrar. The effective date of the transfer of Paying Agent/Registrar services for the Obligations to UMB will be at least 60 days from the date hereof as determined by an Authorized City Official.

SECTION 3: The Director of Finance, the City Secretary or another Authorized City Official is hereby directed to provide a copy of this Resolution to BNY as notice that it has been replaced as the Paying Agent/Registrar for the Obligations. Such notice shall also inform BNY of the effective date of the transfer of the Paying Agent/Registrar services to UMB.

SECTION 4: Each Authorized City Official is directed to coordinate with BNY and UMB to ensure the Security Registers, as defined in the Existing Agreements, applicable to the Obligations, together with other pertinent books and records pertaining to the Obligations, currently maintained at BNY are transferred in a timely manner to UMB in order to allow UMB to assume the functions as successor Paying Agent/Registrar for the Obligations.

SECTION 5: The City Council hereby authorizes each Authorized City Official to pay BNY any outstanding fees and expenses owed by the City with respect to the Obligations and to coordinate the delivery of all funds held by BNY to UMB to effectuate the transfer of Paying Agent/Registrar services.

SECTION 6: The City Council hereby authorizes the City Manager or Director of Finance to cause an appropriate notice to be filed with the Municipal Securities Rulemaking Board regarding the change to the Paying Agent/Registrar for the Obligations pursuant to this Resolution.

SECTION 7: If any provision of this Resolution or the application thereof to any person or circumstance shall be held to be invalid, the remainder of this Resolution and the application of such provision to other persons and circumstances shall nevertheless be valid, and the City Council hereby declares that this Resolution would have been enacted without such invalid provision.

SECTION 8: The recitals contained in the preamble hereof are hereby found to be true, and such recitals and other statements therein are hereby made a part of this Resolution for all purposes and are adopted as a part of the judgment and findings of the City Council.

SECTION 9: It is officially found, determined, and declared that the meeting at which this Resolution is adopted was open to the public and public notice of the time, place, and subject matter of the public business to be considered at such meeting, including this Resolution, was given, all as required by Chapter 551, as amended, Texas Government Code.

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PASSED AND APPROVED on this 24th day of April, 2023.

CITY OF NORTH RICHLAND HILLS

By: _____
Oscar Trevino, Mayor

ATTEST:

Alicia Richardson
City Secretary/Chief Governance Officer

APPROVED AS TO FORM AND LEGALITY:

Maleshia B. McGinnis, City Attorney

APPROVED AS TO CONTENT:

Mark C. Mills, Director of Finance

SCHEDULE I

Title	Original Par Amount (\$)	Dated Date
City of North Richland Hills, Texas, General Obligation Refunding and Improvement Bonds, Series 2021	18,275,000	April 15, 2021
City of North Richland Hills, Texas, Tax and Waterworks and Sewer System (Limited Pledge) Revenue Certificates of Obligation, Series 2020	2,140,000	September 1, 2020
City of North Richland Hills, Texas, General Obligation Bonds, Series 2020	3,750,000	September 1, 2020
City of North Richland Hills, Texas, General Obligation Refunding Bonds, Series 2019	3,985,000	November 1, 2019
City of North Richland Hills, Texas, Tax and Waterworks and Sewer System (Limited Pledge) Revenue Certificates of Obligation, Series 2019A	6,040,000	November 1, 2019
City of North Richland Hills, Texas, Tax and Waterworks and Sewer System (Limited Pledge) Revenue Certificates of Obligation, Taxable Series 2019B	3,335,000	November 1, 2019
City of North Richland Hills, Texas, Tax and Waterworks and Sewer System (Limited Pledge) Revenue Certificates of Obligation, Series 2018	13,860,000	November 1, 2018
City of North Richland Hills, Texas, General Obligation Refunding and Improvement Bonds, Series 2018	7,510,000	November 1, 2018
City of North Richland Hills, Texas, Tax and Waterworks and Sewer System (Limited Pledge) Revenue Certificates of Obligation, Series 2017	7,545,000	June 1, 2017
City of North Richland Hills, Texas, General Obligation Refunding Bonds, Series 2016	3,130,000	February 15, 2016
City of North Richland Hills, Texas, Tax and Waterworks and Sewer System (Limited Pledge) Revenue Certificates of Obligation, Series 2016	5,415,000	February 15, 2016
City of North Richland Hills, Texas, General Obligation Refunding and Improvement Bonds, Series 2014	10,835,000	October 15, 2014
City of North Richland Hills, Texas, Tax and Waterworks and Sewer System (Limited Pledge) Revenue Certificates of Obligation, Series 2014	21,990,000	October 15, 2014
City of North Richland Hills, Texas, General Obligation Refunding and Improvement Bonds, Series 2013	20,945,000	October 15, 2013
City of North Richland Hills, Texas, Tax and Waterworks and Sewer System (Limited Pledge) Revenue Certificates of Obligation, Series 2013	8,890,000	October 15, 2013

Title	Original Par Amount (\$)	Dated Date
City of North Richland Hills, Texas, General Obligation Bonds, Series 2012A	9,845,000	October 1, 2012
City of North Richland Hills, Texas, General Obligation Bonds, Series 2012	25,830,000	August 1, 2012
City of North Richland Hills, Texas, Tax and Waterworks and Sewer System (Limited Pledge) Revenue Certificates of Obligation, Series 2012	5,660,000	August 1, 2012
City of North Richland Hills, Texas, Tax and Waterworks and Sewer System (Limited Pledge) Revenue Certificates of Obligation, Series 2011	5,455,000	May 1, 2011
City of North Richland Hills, Texas, General Obligation Refunding and Improvement Bonds, Series 2011	3,930,000	May 1, 2011
City of North Richland Hills, Texas, Tax and Waterworks and Sewer System (Limited Pledge) Revenue Certificates of Obligation, Series 2010	23,740,000	May 15, 2010

EXHIBIT A
FORM OF PAYING AGENT/REGISTRAR AGREEMENT

EXHIBIT B

NOTICE TO HOLDERS
OF CHANGE IN PAYING AGENT/REGISTRAR

UMB Bank, N.A. has been appointed successor Paying Agent/Registrar for the obligations set forth in Schedule I attached hereto, effective July 3, 2023. The address for such Paying Agent/Registrar is as follows:

UMB Bank, N.A.
5910 North Central Expressway, Suite 1900
Dallas, Texas 75206

Dated this _____, 2023.

Mark Mills
Director of Finance
City of North Richland Hills
4301 City Point Drive
North Richland Hills, Texas 76180