



GARLAND

AGENDA

CITY COUNCIL WORK SESSION

**City of Garland
Duckworth Building, Goldie Locke Room
217 North Fifth Street
Garland, Texas
June 20, 2016
6:00 p.m.**

DEFINITIONS:

Written Briefing: Items that generally do not require a presentation or discussion by the staff or Council. On these items the staff is seeking direction from the Council or providing information in a written format.

Verbal Briefing: These items do not require written background information or are an update on items previously discussed by the Council.

Regular Item: These items generally require discussion between the Council and staff, boards, commissions, or consultants. These items are often accompanied by a formal presentation followed by discussion.

**[Public comment will not be accepted during Work Session
unless Council determines otherwise.]**

NOTICE: The City Council may recess from the open session and convene in a closed executive session if the discussion of any of the listed agenda items concerns one or more of the following matters:

(1) Pending/contemplated litigation, settlement offer(s), and matters concerning privileged and unprivileged client information deemed confidential by Rule 1.05 of the Texas Disciplinary Rules of Professional Conduct. Sec. 551.071, Tex. Gov't Code.

(2) The purchase, exchange, lease or value of real property, if the deliberation in an open meeting would have a detrimental effect on the position of the City in negotiations with a third person. Sec. 551.072, Tex. Gov't Code.

(3) A contract for a prospective gift or donation to the City, if the deliberation in an open meeting would have a detrimental effect on the position of the City in negotiations with a third person. Sec. 551.073, Tex. Gov't Code.

(4) Personnel matters involving the appointment, employment, evaluation, reassignment, duties, discipline or dismissal of a public officer or employee or to hear a complaint against an officer or employee. Sec. 551.074, Tex. Gov't Code.

(5) The deployment, or specific occasions for implementation of security personnel or devices. Sec. 551.076, Tex. Gov't Code.

(6) Discussions or deliberations regarding commercial or financial information that the City has received from a business prospect that the City seeks to have locate, stay, or expand in or near the territory of the City and with which the City is conducting economic development negotiations; or to deliberate the offer of a financial or other incentive to a business prospect of the sort described in this provision. Sec. 551.087, Tex. Gov't Code.

(7) Discussions, deliberations, votes, or other final action on matters related to the City's competitive activity, including information that would, if disclosed, give advantage to competitors or prospective competitors and is reasonably related to one or more of the following categories of information:

- generation unit specific and portfolio fixed and variable costs, including forecasts of those costs, capital improvement plans for generation units, and generation unit operating characteristics and outage scheduling;
- bidding and pricing information for purchased power, generation and fuel, and Electric Reliability Council of Texas bids, prices, offers, and related services and strategies;
- effective fuel and purchased power agreements and fuel transportation arrangements and contracts;
- risk management information, contracts, and strategies, including fuel hedging and storage;
- plans, studies, proposals, and analyses for system improvements, additions, or sales, other than transmission and distribution system improvements inside the service area for which the public power utility is the sole certificated retail provider; and
- customer billing, contract, and usage information, electric power pricing information, system load characteristics, and electric power marketing analyses and strategies. Sec. 551.086; Tex. Gov't Code; Sec. 552.133, Tex. Gov't Code]

1. Written Briefings:

1. School Related Traffic Control

The Transportation Department periodically reviews school-related traffic control. A recent review reveals that changes are needed on Hayman Drive for Lakeview Centennial High School. Unless otherwise directed by Council, this item will be scheduled for formal consideration at the July 5, 2016 Regular Meeting.

2. Use of Escrow Accounts to Manage TMPA Debt Service

On July 12, 2012, the Texas Municipal Power Agency (TMPA) Board of Directors passed a resolution providing TMPA Member Cities an option for the administration of funds received from Member Cities for the purpose of refunding or prepaying a portion of TMPA's outstanding revenue refunding bonds, Series 1993. On May 19, 2016, the TMPA Board of Directors passed a resolution expanding the refunding or prepayment option to its Series 2008 and Series 2013 outstanding revenue refunding bonds. Garland Power & Light is seeking Council approval to authorize the City Manager, or his representative, to approve the TMPA agreement allowing the use of escrow accounts to manage TMPA debt services associated with TMPA's Series 2008 and Series 2013 revenue refunding bonds. Unless otherwise directed by Council, this item will be scheduled for formal consideration at the June 21, 2016 Regular Meeting.

2. Verbal Briefings:

1. Library Board Annual Report

The Library Board will present an overview and status report on the Library Department (Nicholson Memorial Library System).

2. Citizens Environmental Neighborhood Advisory Committee Annual Report

The Citizens Environmental Neighborhood Advisory Committee (CENAC) will present their annual report to Council.

3. July 4th Star Spangled Spectacular

Council will be updated on the July 4th Star Spangled Spectacular by Simon Properties.

4. Interview for Appointment to the Dallas Area Rapid Transit Board

The Dallas Area Rapid Transit (DART) notified the City that Michael T. Cheney and Mark C. Enoch's term of office as a DART Board Member expires on June 30, 2016. Information was posted on the City's website for 14 days regarding the qualifications of the DART Board Member in order to provide an opportunity for

citizens to apply for the position. A letter of interest was received from Michael. T. Cheney, Patrick Spreng, Mark C. Enoch, and Jonathan R. Kelley. Council is scheduled to formally appoint a representative to the DART Board of Directors at the June 21, 2016 Regular Meeting.

5. Transportation Update

Staff will provide an update of transportation activity regarding major transportation initiatives.

3. Discuss Appointments to Boards and Commissions

Council Member Scott LeMay

- David Parrish - Parks and Recreation Board

4. Announce Future Agenda Items

A member of the City Council, with a second by another member, or the Mayor alone, may ask that an item be placed on a future agenda of the City Council or a committee of the City Council. No substantive discussion of that item will take place at this time.

5. Council will move into Executive Session

**EXECUTIVE SESSION
AGENDA**

NOTICE: The City Council may recess from the open session and convene in a closed executive session if the discussion of any of the listed agenda items concerns one or more of the following matters:

- 1. Personnel matters involving the appointment, employment, evaluation, reassignment, duties, discipline or dismissal of a public officer or employee or to hear a complaint against an officer or employee. Sec. 551.074, Tex. Gov't Code.**
 - a. Discussion of City Manager's Fire Chief Candidate Selection(s)**

6. Adjourn



GARLAND POLICY REPORT

City Council Work Session Agenda

Work Session Item 1. 1.

Meeting Date: June 20, 2016

Item Title: School Related Traffic Control

Submitted By: Paul Luedtke, Transportation Director

Council Goal: Safe, Family-Friendly Neighborhoods

ISSUE

The Transportation Department periodically reviews school-related traffic control. A recent review reveals that changes are needed on Hayman Drive for Lakeview Centennial High School.

OPTIONS

- A. Install a school zone on Hayman Drive 200 feet north of Waterhouse Blvd to 1475 feet north of Waterhouse Blvd. (Attachment A).
- B. Adopt some of the proposed changes.
- C. Take no action.

RECOMMENDATION

Staff recommends Option A. Unless otherwise directed by Council, this item will be scheduled for formal consideration at the July 5, 2016 Regular Meeting.

BACKGROUND

In response to a request from the school, the Transportation Department conducted studies at both morning arrivals and afternoon dismissals at Lakeview Centennial High School. The study showed heavy vehicular traffic in front of the school on Hayman Drive. Our last count for that location was 2,950 vehicles daily. Staff also observed over 75 students crossing at that location. Staff is proposing adding a school zone on Hayman Drive to decrease the speed limit to improve the safety of the pedestrian environment.

CONSIDERATION

Adopting the proposed school traffic control changes will enhance the safety of school children, parents, and motorists in the vicinity of Lakeview Centennial High School.

Attachments

Attachment A

Lakeview Centennial High Proposed School Zone





GARLAND POLICY REPORT

City Council Work Session Agenda

Work Session Item 1. 2.

Meeting Date: June 20, 2016

Item Title: Use Of Escrow Accounts To Manage TMPA Debt Service

Submitted By: Jeff Janke, Administration

Council Goal: Financially Stable Government with Tax Base that Supports Community Needs

ISSUE

On July 12, 2012, the Texas Municipal Power Agency (TMPA) Board of Directors passed a resolution providing TMPA Member Cities an option for the administration of funds received from Member Cities for the purpose of refunding or prepaying a portion of TMPA's outstanding revenue refunding bonds, Series 1993. On May 19, 2016, the TMPA Board of Directors passed a resolution expanding the refunding or prepayment option to its Series 2008 and Series 2013 outstanding revenue refunding bonds.

Garland Power & Light is seeking Council approval to authorize the City Manager, or his representative, to approve the TMPA agreement allowing the use of escrow accounts to manage TMPA debt service associated with TMPA's Series 2008 and Series 2013 revenue refunding bonds.

OPTIONS

1. Approve authorizing the City Manager, or his representative to execute the agreement among and between the City of Bryan, Texas, the City of Denton, Texas, the City of Garland, Texas, and the City of Greenville, Texas regarding the prepayment of fixed cost power purchase payments to be paid to TMPA. Unless otherwise directed by Council, this item will be scheduled for formal consideration at the June 21, 2016 Regular Meeting.
2. Take no action.

RECOMMENDATION

Staff recommends that Council consider approval of option number one authorizing the City Manager, or his representative, to approve the agreement between the Member Cities to allow the use of escrow accounts to manage TMPA debt service.

BACKGROUND

Historically, when the Member Cities of TMPA wanted to modify TMPA's debt structure, they have had to act together, executing a single transaction. Because each Member City has differing financial needs, it was difficult to find a single transaction that met the needs of each Member City. For example, one Member City may have wanted to pay off TMPA's debt quickly, while others wanted to match the cost to the expected life of the plant.

TMPA Staff worked with the Member City Utility Directors in developing a mechanism to let each Member City manage its portion of TMPA's debt service individually, without impacting the other Member Cities. This was done using escrow accounts restricted to pay an individual Member City's portion of its TMPA debt service. This essentially allows a Member City to make a prepayment, funded with cash or debt, which will generate a credit on its TMPA bill, while not affecting any other Member City's bill.

The primary benefit of the escrow accounts is flexibility. Each Member City can choose not to participate, participate funding with cash, or participate funding with debt and at differing funding levels. The escrow accounts are needed because otherwise, if a Member City gave TMPA funds to pay down debt, the other Member Cities would get an interest in the funds appropriate to their ownership share. The escrow accounts allows TMPA to segregate those funds for the benefit of the Member Cities contributing the money.

On August 21, 2012, the City Council passed a resolution authorizing the City Manager to execute a Prepayment Agreement among and between the City of Bryan, Texas, the City of Denton, Texas, the City of Garland, Texas, and the City of Greenville, Texas regarding the prepayment of fixed cost power purchase payments to be paid to TMPA associated with TMPA's Series 1993 revenue refunding bonds. On May 19, 2016, the TMPA Board of Directors passed a resolution expanding the refunding or prepayment option to its Series 2008 and Series 2013 revenue refunding bonds.

CONSIDERATION

TMPA Bond Counsel has advised that an agreement between the Member Cities is required to allow use of escrow accounts. One "no" from any Member City eliminates the possibility of using this concept for all Member Cities.

All the Utility Directors of the Member Cities support the agreement. The City Attorneys and/or Bond Counsel for each Member City have reviewed the agreement and been given an opportunity to comment. Their comments were integrated into the agreement.

At this time, GP&L is not planning to exercise the refunding or prepayment options.

Attachments

TMPA Resolution 2016-5-10 Escrow Procedures

TMPA Prepayment Agreement

RESOLUTION NO. 2016-5-10

RESOLUTION BY THE BOARD OF DIRECTORS OF THE TEXAS MUNICIPAL POWER AGENCY ("AGENCY") PROVIDING COMMITMENTS OF THE AGENCY WITH RESPECT TO THE ADMINISTRATION OF FUNDS RECEIVED FROM MEMBER CITIES FOR THE PURPOSE OF REFUNDING OR PREPAYING A PORTION OF THE AGENCY'S OUTSTANDING SUBORDINATE LIEN REVENUE REFUNDING BONDS, SERIES 2008 AND JUNIOR SUBORDINATE LIEN REVENUE REFUNDING BONDS SERIES 2013; SETTING FORTH EXPECTATIONS AND CONDITIONS WITH REGARD TO RECEIPT OF FUNDS FROM THE MEMBER CITIES FOR SUCH PURPOSES, INCLUDING AUTHORIZING PAYMENT CREDITS TO BE EARNED BY MEMBER CITIES IN CONNECTION WITH DEPOSITS MADE WITH RESPECT TO THE PAYMENT OF THE AFORESAID BONDS; AUTHORIZING AND DIRECTING THAT ARRANGEMENTS BE MADE BY THE AGENCY FOR THE USE OF AMOUNTS RECEIVED FROM THE MEMBER CITIES FOR SUCH PURPOSES; PROVIDING CONTRACTING AUTHORITY TO THE GENERAL MANAGER AND OTHER AUTHORIZATIONS FOR SUCH PURPOSES; AND APPROVING OTHER MATTERS RELATING THERETO

WHEREAS, the Texas Municipal Power Agency has heretofore been created and established as a joint powers agency, a municipal corporation, a political subdivision of the State of Texas (the "State") and a body politic and corporate, pursuant to the provisions of V.T.C.A., Utilities Code, Chapter 163, Subchapter C (the "Act"); and

WHEREAS, in accordance with the Act and other applicable law, the Agency is authorized to incur indebtedness for, among other purposes, financing and refinancing electric generation and transmission facilities and related infrastructure; and

WHEREAS, the Agency and each of its member cities, being the Cities of Bryan, Denton, Garland and Greenville (the "Cities"), have entered into a Power Sales Contract dated the 1st day of September, 1976, as amended (the "Power Sales Contract"), under which the Agency is obligated to sell electric energy to the Cities, and each City is unconditionally obligated to pay to the Agency, without offset or counterclaim and without regard to whether energy is delivered by the Agency to the respective City or Cities or whether or not any City or Cities actually use energy from the Agency's generating facilities, the percentage of the Agency's Annual System Costs (as defined in the Power Sales Contract), including the payment of the Debt Service Requirements (as defined in the Power Sales Contract) which may from time to time exist, which are at present the percentages set forth below:

City of Bryan, Texas:	21.7%
City of Denton, Texas:	21.3%
City of Garland, Texas:	47.0%
City of Greenville, Texas:	10.0%

Such payment percentages are hereinafter referred to as the "Contract Percentages;" and

WHEREAS, the Agency has its Subordinate Lien Revenue Refunding Bonds Series 2008 outstanding in the aggregate principal amount \$36,835,000 (the "Series 2008 Bonds"), which have been issued to refund previously issued bonds by the Agency that were issued to finance improvements to the Agency's electric and transmission system (the "System Improvements"); and

WHEREAS, the Series 2008 Bonds (i) were issued as current interest term bonds that mature on September 1, 2017 bearing interest at the rates shown on Exhibit A hereto, (ii) are not subject to redemption prior to maturity and (iii) for the purposes hereof cannot be advance refunded on a tax-exempt basis; and

WHEREAS, the Agency has its Junior Subordinate Lien Revenue Refunding Bonds Series 2013 outstanding in the aggregate principal amount \$179,415,000, which have been issued to refund previously issued commercial paper notes of the Agency that were issued to finance System Improvements (the "Series 2013 Bonds," and collectively with the portion of the Series 2008 Bonds that refinanced Agency bonds originally issued to fund costs of Agency electric generation facilities, as shown in Exhibit A hereto, the "Candidate Bonds"); and

WHEREAS, the Series 2013 Bonds (i) were issued as a current interest term bond that matures on September 1, 2018, but with the principal thereof being payable in installments beginning on September 1, 2017 and on the first day of each month thereafter to the date of final maturity, and which bear interest at the rate shown on Exhibit A hereto, (ii) are subject to redemption prior to maturity on any date at a "make whole call" premium, as set forth in the Series 2013 Bonds (the "Make Whole Premium") and (iii) for the purposes hereof cannot be advance refunded on a tax-exempt basis; and

WHEREAS, the Candidate Bonds are "Debts" of the Agency within the meaning of the Power Sales Contract and represent a portion of the contractual obligations of the Cities in accordance with the Power Sales Contract; and

WHEREAS, the Cities have collectively advised the Agency that it would be beneficial to the Cities if the Agency would provide an undertaking to apply any funds that the Cities might provide to the Agency to prepay all or part of their pro rata shares of the Candidate Bonds so that each City may individually determine the most advantageous manner of prepaying or restructuring all or a portion of their respective contractual obligations represented by the Candidate Bonds; and

WHEREAS, the Agency is authorized by law and contract to administer funds paid for the foregoing purposes; and

WHEREAS, under the provisions of Chapter 1207, Texas Government Code, as amended ("Chapter 1207"), the contractual obligation to the Agency of each City under the Power Sales Contract for the payment of the Agency's Debt constitutes an "obligation" of each City, as such term is used in Chapter 1207 (and hereinafter referred to as a "Contractual Obligation" of each City); and

WHEREAS, in accordance with the provisions of Chapter 1207, and other laws of the State, the Cities are authorized to issue refunding bonds to discharge their respective Contractual Obligations; and

WHEREAS, in addition to the use of City Bond Proceeds (as defined below) to prepay their respective Contractual Obligations, the Cities may have other City Available Funds (as defined below) that may be used for such purpose; and

WHEREAS, for the purposes of facilitating the prepayment or discharge of the Contractual Obligations, the Agency's Board of Directors (the "Board") has determined to memorialize herein and to make commitments to the Cities that the Board understands will be relied upon by the Cities with respect to certain arrangements for the application of the funds received from the Cities for the purposes set forth above.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE TEXAS MUNICIPAL POWER AGENCY:

Section 1. Incorporation of Recitals, Defined Terms and Exhibits. The Board hereby incorporates the recitals set forth in the preambles hereto as if set forth in full at this place and further finds and determines that said recitals are true and correct. In addition to the defined terms set forth below, those terms defined in the preambles hereto shall have the meanings given to such terms in the preambles.

Attached hereto as Exhibit A is a schedule of the Candidate Bonds. Attached hereto as Exhibit B is a schedule showing the total monthly amounts to be deposited to the Bond Fund (the "Bond Fund") being maintained by the Agency in accordance with the resolutions pursuant to which the Candidate Bonds were authorized to be issued (collectively, the "Candidate Bond Resolution"). Exhibit B sets forth the monthly schedule for scheduled deposits made by the Agency to the respective Bond Funds for the payment of the Candidate Bonds to the respective maturity dates thereof. Exhibit B is attached for purposes of illustration so that each City may apply their respective Contract Percentage to such payments to determine the maximum amount that may be prepaid by each City in accordance with Section 3 hereof.

Section 2. Use of City Bond Proceeds; Issuance of City Bonds as Tax-Exempt or Taxable Bonds. The Board hereby commits to and agrees for the benefit of a City making a payment to the Agency derived from proceeds ("City Bond Proceeds") of City debt ("City Bonds") issued to discharge all or a portion of such City's Contractual Obligation pertaining to the Candidate Bonds to administer and apply the City Bond Proceeds in the manner set forth in this Section 2. In addition, to accomplish such a discharge, a deposit under this Section 2 may be made with a combination of City Bond Proceeds and other non-bond proceed moneys of the City, and such deposits of City Bond Proceeds and such other City moneys, if any, are hereinafter a "City Financing Deposit." In accordance with Section 4 below, the City making a City Financing Deposit in accordance with this Section 2 will receive a credit with respect to a

portion of such City's power purchase payments pertaining to the payment of the Candidate Bonds (the "Payment Credit").

(a) With respect to each City Financing Deposit, the Agency will establish an escrow agreement (each, a "Bond Escrow Agreement") for that deposit with a bank having an office in the State of Texas that is authorized by Chapter 1207 to serve as an escrow agent for the Candidate Bonds. A separate Bond Escrow Agreement will be established by the Agency with respect to each City Financing Deposit made by a City from proceeds of each distinct City Financing Deposit.

(b) Amounts deposited to the escrow fund established pursuant to a Bond Escrow Agreement (the "Bond Escrow Fund") will be applied pursuant to the Bond Escrow Agreement to discharge an amount of Candidate Bonds of a series designated in writing by a City (such designation, a "Bond Funds Designation"). A Bond Funds Designation shall specify (i) the series of Candidate Bonds that the deposited City Bond Proceeds will be applied to, (ii) the date that the deposit will be made, (iii) the stated maturity or maturities or the installment principal payment or payments of the Candidate Bonds that shall be paid with such City Financing Deposit (the "Designated Bonds"), (iv) the City's election as to whether the Designated Bonds will be redeemed prior to maturity, if applicable, or escrowed to the maturity date(s) or principal installment payment dates of the Designated Bonds and (v) the City's calculation of the amount needed to pay the principal and interest coming due to the date of maturity or the date proposed as the date of redemption prior to maturity and any redemption premium required to be paid, if the Designated Bonds are Series 2013 Bonds and are to be redeemed prior to maturity. For purposes of clause (v) of this subsection (b), excerpts from the Series 2013 Bonds setting forth the Make Whole Penalty calculation provisions are attached hereto as Exhibit C. All notifications to the holder of the Series 2013 Bonds, including the confirmation by the applicable holder of the redemption premium required to be paid, if any, shall be the responsibility of the City, and the City shall provide the Agency with evidence to the satisfaction of the Agency of the final establishment of the redemption price.

(c) A City Financing Deposit made in accordance with this Section 2 may be made as a "gross defeasance" or as a "net defeasance" of the Designated Bonds, as determined by a City making the deposit. For purposes of this Resolution, a "gross defeasance" shall mean a deposit made in the full amount of the principal and interest coming due on and to the maturity or redemption date of the Designated Bonds plus the amount of any redemption premium, and exclusive of any investment earnings received from such deposit; and a "net defeasance" shall mean a deposit made with cash or eligible investments described in clause (f) in an amount, which together with the interest earnings on such investments and any cash balances held in escrow, will be sufficient to pay the principal and interest of the Designated Bonds coming due on and to the maturity date thereof or to the date fixed for redemption, plus any redemption premium.

(d) A City may not designate a portion of the Candidate Bonds as Designated Bonds if the amount of Designated Bonds exceeds the product of the principal amount coming

due on the specified stated maturity date or redemption date, as the case may be, and the Contract Percentage of the City.

(e) Other than receiving the Payment Credit, a City making a City Financing Deposit to a Bond Escrow Fund will not be entitled to withdraw any amount deposited to a Bond Escrow Fund or to otherwise receive an offset for amounts owing to the Agency. City Financing Deposits will be treated as revenues of the Agency for purposes of accounting and bond covenant compliance in the fiscal year of the Agency ("Fiscal Year") that the funds are used to pay debt service on the Candidate Bonds.

(f) If any amount included in a City Financing Deposit shall be invested, such investment will be at the direction of the City making the deposit. All amounts to be invested shall be invested in U.S. Treasury State and Local Government Series securities ("SLGS") or in other securities that are described in the definition of "Defeasance Securities" in the applicable Candidate Bond Resolution; provided that all such investments shall be made in a manner consistent with federal tax law, to the extent applicable to the City Bonds and to the Designated Bonds, as determined by the Agency in consultation with its bond counsel.

(g) The Agency will contract with the escrow agent to remit any excess amount remaining in a Bond Escrow Fund to the City that made the deposit upon the final payment of the last maturity of the Designated Bonds from proceeds administered pursuant to the respective Bond Escrow Agreement.

(h) If a City Financing Deposit is made as a net defeasance of Designated Bonds, for the benefit of the Agency and the benefit of the City making the deposit, the City shall obtain a report addressed to the Agency (a "Report") from a certified public accountant (a "CPA") with respect to the sufficiency of the amount deposited to accomplish the legal defeasance of the Designated Bonds and, if determined by the Agency to be relevant, with respect to the yield on the investments made with the City Bond Proceeds, the City Bonds and the Designated Bonds. If a City Financing Deposit is made as a gross defeasance of Designated Bonds, for the benefit of the Agency and the benefit of the City making the deposit, the Agency shall obtain (i) a certificate from the Agency's financial advisor or the paying agent/registrar for the Designated Bonds with respect to the sufficiency of the amount deposited to pay all principal and interest coming due to and at maturity, and to redeem or otherwise discharge the Designated Bonds or (ii) at the request of the City or upon the sole initiative of the Agency, a Report.

(i) All costs charged by the escrow agent for the administration of a Bond Escrow Agreement, the costs of any CPA for a Report and of any costs associated with the investment of the City Bond Proceeds in securities other than SLGS shall be paid by the City making the City Financing Deposit.

(j) To permit the Agency reasonable time to establish and provide for the administration of Bond Escrow Agreements, no City Financing Deposit may be made

unless the City has provided the Agency with a Bond Funds Designation giving not less than 45 days' notice of its intent to make the deposit; provided that at the sole discretion of the Agency, the Agency may permit a deposit to be made in accordance with this Section 2 upon fewer days' notice to the Agency.

(k) A City that will make a City Financing Deposit shall comply with the following requirements with respect to the issuance of City Bonds to be issued as obligations the interest on which is not excludable from gross income under section 103 of the Internal Revenue Code ("Taxable Bonds") or as obligations the interest on which is excludable from gross income under section 103 of the Internal Revenue Code ("Tax-Exempt Bonds"):

- (i) If a City issues refunding bonds to make a City Financing Deposit to refund all or a part of its Contractual Obligations associated with the Series 2008 Bonds, such City Bonds shall be issued as Taxable Bonds, unless such bonds are delivered within 90 days of the final maturity date for the Series 2008 Bonds, in which case such City Bonds may be issued as Tax-Exempt Bonds. In either case, a City Financing Deposit shall be made in an amount sufficient (through either a gross defeasance or a net defeasance in accordance with Section 2(c) hereof) to pay the principal and interest of such refunded Series 2008 Bonds from the date of the deposit to the applicable Bond Escrow Fund to the final maturity date of the Series 2008 Bonds (September 1, 2017).
- (ii) If a City issues refunding bonds to make a City Financing Deposit to refund all or a part of its Contractual Obligations associated with the Series 2013 Bonds, such City Bonds:

(A) may be issued as Tax-Exempt Bonds on any date, provided that (a)(1) the proceeds of such City Bonds are used to redeem the applicable Series 2013 Bonds within 89 days of the delivery date of the City Bonds at a redemption price equal to the principal amount of the applicable Series 2013 Bonds on such date, accrued and unpaid interest to the date specified for the redemption of such Series 2013 Bonds and the applicable Make Whole Premium or (2) the proceeds of such City Bonds are used to escrow to maturity the applicable Series 2013 Bonds, provided that the maturity date of such Series 2013 Bonds is within 89 days of the delivery date of the City Bonds and (b) the amount used to pay any Make Whole Redemption Premium, if applicable, shall be paid from moneys other than City Bond Proceeds derived from obligations issued as Tax-Exempt Bonds and (c) in the event of either a redemption described in (A)(a)(1) of this subsection or an escrow to maturity described in (A)(a)(2) of this subsection, an amount shall be deposited to the applicable Bond Escrow Fund that is sufficient (through either a gross defeasance or a net defeasance in accordance with Section 2(c) hereof) to pay the principal

and interest of such refunded Series 2013 Bonds coming due from the date of the City Financing Deposit to the redemption date of such refunded Series 2013 Bonds and to fund the applicable Make Whole Redemption Premium or to pay the principal and interest of such refunded Series 2013 Bonds coming due from the date of the City Financing Deposit to the maturity date of such refunded Series 2013 Bonds, as applicable, or

(B) may be issued as Taxable Bonds, in which case the refunded Series 2013 Bonds shall be (1) redeemed on any date prior to maturity at a redemption price equal to the principal amount of the applicable Series 2013 Bonds on such date, accrued and unpaid interest to the date specified for the redemption of such Series 2013 Bonds and the applicable Make Whole Premium; in which case the amount used to pay the Make Whole Redemption Price may be paid from moneys other than City Bond Proceeds derived from obligations issued as Tax-Exempt Bonds or (2) escrowed to maturity, with the maturity for such purposes being the date or dates specified by the City in its Bond Funds Designation that corresponds to the principal installment payment dates set forth for the Series 2013 Bonds in Exhibit A; in the event of either a redemption described in (B)(1) of this subsection or an escrow to maturity described in (B)(2) of this subsection, the City Financing Deposit shall be in an amount sufficient (through either a gross defeasance or a net defeasance in accordance with Section 2(c) hereof) to pay the principal and interest of such refunded Series 2013 Bonds coming due from the date of the deposit of the City Bond Proceeds to the redemption date or the maturity date or dates of such refunded Series 2013 Bonds, as the case may be, and to fund any Make Whole Redemption Premium, if applicable.

Section 3. Use of City Available Funds. The Board hereby commits to and agrees for the benefit of a City making a payment derived from a funding source that does not include any City Bond Proceeds (or otherwise applying funds in accordance with this Section 3) (the "City Available Funds") for the purpose of prepaying all or a portion of its Contractual Obligation pertaining to all or part of the Candidate Bonds to administer and apply the City Available Funds in the manner set forth in this Section 3. To make a deposit as provided in this Section 3, the City shall specify to the Agency in writing (an "Available Funds Designation") prior to making a deposit (i) the date that it will make the deposit, (ii) the applicable series of Candidate Bonds that the deposit will be applied to and (iii) the Fiscal Year and the month or months in that Fiscal Year that such deposit shall be so applied. The Agency understands that a City may use funds in a rate stabilization account, amounts to be rebated periodically to the City by the Agency (the "Rebated Funds") or other non-City Bond Proceeds to make the deposits governed by this Section 3. City Available Funds (i) will not include any amount required to be paid to the Agency by a City as a power purchase payment due at the time of such deposit and (ii) will be an additional amount and a prepayment of a portion of a future payment of all or part of the City's Contractual Obligation pertaining to the Candidate Bonds (being the Debt Service component of the payment, and not the Operating and Maintenance Expenses, as such terms are defined in the

Candidate Bond Resolution). In accordance with Section 5 below, the City making a deposit of City Available Funds, including directing the use of Rebated Funds, in accordance with this Section 3 will receive a Payment Credit.

(a) The Agency will establish an escrow agreement with a bank having an office in the State of Texas that is authorized by Chapter 1207 to serve as an escrow agent for the Candidate Bonds for any City that advises the Agency in an Available Funds Designation that it will make deposits of City Available Funds with it for the purpose of receiving a Payment Credit. To the extent practicable, the Agency will establish and maintain a single escrow agreement for each City making a deposit of City Available Funds in accordance with this Section 3 (each such agreement is hereinafter referred to as an "Available Funds Escrow Agreement" and each escrow fund thereby established is an "Available Funds Escrow Fund").

(b) A City may make a single lump sum deposit to an Available Funds Escrow Fund during each Fiscal Year from City Available Funds to be applied as a Payment Credit, as provided in this Section 3 and in Section 5. Any lump sum deposit in accordance with this Section 3(b) may be designated by the City as a Payment Credit in the Fiscal Year in which the deposit is received by the Agency or in a future Fiscal Year. Amounts specified in an Available Funds Designation shall be released to the Bond Fund in accordance with such designation. At the sole discretion of the Agency, the Agency may permit more than one lump sum payment to be made by a City in a Fiscal Year.

(c) A City may make periodic deposits of Rebated Funds or other City Available Funds to an Available Funds Escrow Fund to be applied as a Payment Credit, as provided in this Section 3 and in Section 5. Periodic deposits in accordance with this Section 3(c) may be designated by the City for application as a Payment Credit in a future Fiscal Year or Fiscal Years, but not in the same Fiscal Year in which received. Amounts so designated for future Fiscal Years shall be released to the Bond Fund for application in the designated Fiscal Year or Fiscal Years in accordance with such designation.

(d) A City may make periodic deposits for application in accordance with an Available Funds Designation in the then current Fiscal Year, but such deposits will be deposited into the applicable Bond Fund, not the Available Funds Escrow Fund, and the City will receive an offset for its current monthly payment amount equal to such Bond Fund deposits; such deposits will be administered like other, regularly scheduled power purchase payments, and will not be governed by the commitments set forth in this Resolution.

(e) Amounts deposited to an Available Funds Escrow Fund will be used pursuant to the Available Funds Escrow Agreement solely for the payment of the applicable portion of the designated Candidate Bonds. Other than the Payment Credit, a City directing a deposit to an Available Funds Escrow Fund will not be entitled to withdraw any amount deposited to an Available Funds Escrow Fund or to otherwise receive an offset for amounts owing to the Agency. Deposits received by the Agency and administered

pursuant to an Available Funds Escrow Agreement in accordance with this Section 3 will be treated as revenues of the Agency for purposes of accounting and bond covenant compliance in the Fiscal Year that the funds are released to the applicable Bond Fund for purposes of paying debt service on the applicable Candidate Bonds due for payment in that Fiscal Year.

(f) A City may make one or more deposits to an Available Funds Escrow Fund subject to the provisions of this Section 3. Deposits by a City to an Available Funds Escrow Fund in accordance with this Section 3 shall each be made in an integral multiple of \$1. Each payment amount specified in an Available Funds Designation shall be all or part of the City's pro rata share of the monthly deposit to the Bond Fund as set forth in Exhibit B. The Agency shall periodically provide each City making a deposit to an Available Funds Escrow Fund with an accounting showing the amount and timing of the Payment Credit due to the City as a result of each designated deposit to an Available Funds Escrow Fund.

(g) To the extent practicable, deposits of City Available Funds to an Available Funds Escrow Fund shall be invested at the direction of the Agency. All investments of City Available Funds deposited to an Available Funds Escrow Fund will be made in a manner determined by the Agency to be consistent with the applicable Candidate Bond Resolution and State and Federal tax law, to the extent applicable to the Candidate Bonds, as determined in the sole discretion of the Agency. The Agency may rely on the advice of its bond counsel for such purpose. As soon as practicable following the close of each Fiscal Year, but not later than 120 days following the close of the Fiscal Year, the Agency will provide an accounting to each City having previously made a deposit to an Available Funds Escrow Fund of the investment earnings in the respective Available Funds Escrow Fund, and an additional Payment Credit equal to the investment earnings (the "Investment Credit") shall be given in such amount against a payment date obligation mutually agreed to by the Agency and the respective City. Any Investment Credit due to a City following the final payment for the Candidate Bonds will be remitted to the City by the Agency. Any City, without regard to whether it has made a deposit, may request, and upon such request shall receive, a copy of an annual accounting provided to any depositing City by the Agency.

(h) All costs associated with the administration of the Available Funds Escrow Agreements pertaining to the deposit of City Available Funds in accordance with this Section 3 will be borne by the Agency.

(i) To permit the Agency reasonable time to establish and provide for the administration of the Available Funds Escrow Agreements, no deposit may be made or series of deposits begun unless the City has provided the Agency with an Available Funds Designation not less than 45 days' prior to the date specified therein for making the deposit; provided that at the sole discretion of the Agency, the Agency may permit a deposit to be made in accordance with this Section 3 upon fewer days' notice to the Agency.

Section 4. Payment Credits associated with City Bond Proceeds. Each City making a City Financing Deposit into a Bond Escrow Fund in accordance with Section 2 shall receive a Payment Credit (i) in the amount of the debt service to be paid with the deposit. The Agency will adopt uniform rates and charges for each City for the provision of power and energy and without regard to any deposit made or expected to be made by one or more Cities in accordance with Section 2, and the Agency will adopt and implement such rates at such times as the Board determines to be necessary for the proper operation of the Agency, and to meet the financial covenants and undertakings of the Agency to bondholders, credit providers and other creditors. The Payment Credit will be applied against the monthly power purchase payment owing to the Agency in accordance with the then current rates and charges of the Agency in each month after the date the Designated Bonds were defeased in accordance with Section 2 until the maturity date of such Designated Bonds and in monthly amounts equal to the monthly amount the City would have paid with respect to the Designated Bonds but for the defeasance of the Designated Bonds in accordance with Section 2.

Section 5. Payment Credits associated with City Available Funds. Each City depositing City Available Funds into an Available Funds Escrow Fund in accordance with Section 3 shall receive a Payment Credit in the amount of the deposit, plus the amount of any Investment Credit. The Agency will adopt uniform rates and charges for each City for the provision of power and energy and without regard to any deposit made or expected to be made by one or more Cities in accordance with Section 3, and the Agency will adopt and implement such rates at such times as the Board determines to be necessary for the proper operation of the Agency, and to meet the financial covenants and undertakings of the Agency to bondholders, credit providers and other creditors. The Payment Credit of each City will be applied in amounts equal to the cumulative amounts of the deposits to the applicable Available Funds Escrow Fund, and the Payment Credit will be applied against the monthly power purchase payment owing to the Agency in accordance with the then current rates and charges of the Agency and in accordance with the Available Funds Designation from the depositing City. The Investment Credit shall be applied in accordance with the then current rates and charges of the Agency and in accordance with Section 3(g).

Section 6. Contracting and Investment Authority. The Board hereby authorizes the General Manager of the Agency to enter into one or more agreements, including Bond Escrow Agreements and Available Funds Escrow Agreements, for the purpose of administering the City Bond Proceeds and City Available Funds deposited with the Agency by each of the Cities for the purposes set forth herein. In addition, the General Manager of the Agency or his designee or designees (the "Authorized Persons") are authorized to purchase such securities or otherwise invest funds deposited to the Bond Escrow Fund or Available Funds Escrow Fund, as may be necessary or appropriate for the purposes hereof, subject to the conditions of Sections 2 and 3 hereof. The Authorized Persons are further authorized to obtain such funding sufficiency letters, certificates or reports as may be needed to demonstrate the legal defeasance, or funding sufficiency for the payment, of the Candidate Bonds in accordance with Section 2 hereof, and the Authorized Persons are authorized to provide financial information to the Cities as they may require in connection with covenants and undertakings made in connection with any City Bonds

issued for the purpose of providing the City Bond Proceeds. The General Manager is further authorized to enter into undertakings and agreements with the Cities, one or more, as he may deem necessary for the purpose of accomplishing the purposes of this Resolution, and to make all other arrangements as he may deem necessary to implement the purposes of this Resolution. The General Manager, the Chief Financial Officer, and all other officers and employees of the Agency, and the financial advisor and bond counsel of the Agency, and each of them, are authorized and directed to take all necessary actions to accomplish the purposes of this Resolution.

Section 7. Agency Agreements Relative to Tax-Exempt Bonds. The Board acknowledges that a City may issue refunding bonds to generate the City Bond Proceeds, and such City Bonds may be issued as Tax-Exempt Bonds. Moreover, the Board acknowledges that in connection with the issuance of the Tax-Exempt Bonds, each City may covenant (the "City Bond Covenants") with the holders of the City's Tax-Exempt Bonds that the System Improvements and proceeds of such bonds will be used in a manner which assures that the City Bonds will qualify as tax-exempt obligations within the meaning of section 103 of the Internal Revenue Code. The Agency agrees not to use nor permit the use of the System Improvements or the City Bond Proceeds during any period during which there are Tax-Exempt Bonds outstanding in a manner in which it knows or should know would result in violation of the City Bond Covenants. The Agency reserves the right to rely on the advice of its bond counsel for such purpose. Moreover, in furtherance thereof, if the Agency is notified by a City that its Tax-Exempt Bonds have been selected for audit by the Internal Revenue Service, then the Agency agrees to provide or cause to be provided to the City any information which is in its possession or in the possession of an entity acting on its behalf regarding the use of the City Bond Proceeds or the System Improvements as may be needed by the City to timely respond to questions posed by the Internal Revenue Service.

Section 8. Condition to Effectiveness of this Resolution. This Resolution shall not be implemented until such time, if ever, that the Cities enter into an agreement approved by the appropriate governing body or bodies of each City, acknowledging and agreeing to the terms hereof.

Passed and approved this the 19 day of May, 2016.



President, Board of Directors
Texas Municipal Power Agency

Attest:


Secretary
Texas Municipal Power Agency

(Agency Seal)



Texas Municipal Power Agency
Maturities Available for Prepayment, 2017-2018

Subordinate Lien Revenue Refunding Bonds, Series 2008

Maturity	Par Amount ⁽¹⁾	Coupon
9/1/17	\$ 26,680,000.00	5.000%
9/1/17	4,190,000.00	4.125%
9/1/18	-	
	\$ 30,870,000.00	

Call Date: noncallable
Call Price: n/a
Defeasance Method: Taxable Bonds or Available Funds

Jr Subordinate Lien Revenue Refunding Bonds, Series 2013

Maturity	Par Amount	Coupon
9/1/17	\$ 80,000,000.00	1.898%
10/1/17	8,284,583.33	1.898%
11/1/17	8,284,583.33	1.898%
12/1/17	8,284,583.33	1.898%
1/1/18	8,284,583.33	1.898%
2/1/18	8,284,583.33	1.898%
3/1/18	8,284,583.33	1.898%
4/1/18	8,284,583.33	1.898%
5/1/18	8,284,583.33	1.898%
6/1/18	8,284,583.33	1.898%
7/1/18	8,284,583.33	1.898%
8/1/18	8,284,583.33	1.898%
9/1/18	8,284,583.37	1.898%
	\$ 179,415,000.00	

Call Date: Any Date
Call Price: Par plus Accrued Interest plus Make Whole Prepayment Penalty ⁽²⁾
Defeasance Method: Tax-Exempt Bonds or Available Funds

(1) The par amount shown for Series 2008 represents the generation portion only.

(2) Prepayment penalty is subject to change based on the amount prepaid, the prepayment date, the maturity prepaid and the applicable Constant Maturity Treasury rate at the time of the calculation. The estimated call price of prepaying the September 1, 2017 maturity on September 1, 2016 (assuming Constant Maturity Treasury rates as of April 8, 2016) is 100.736%. This estimated price does not include accrued interest and is provided for purposes of illustration only.

Monthly Amounts Deposited In The Bond Fund

Exhibit B

Series 2008		Series 2013				Series 2008 and 2013 Combined			
FY17		FY17		FY18		FY17		FY18	
Oct-16	\$ 1,969,416.67	Oct-16	\$ 6,954,382.71	Oct-17	\$ 8,433,525.87	Oct-16	\$ 8,923,799.37	Oct-17	\$ 8,433,525.87
Nov-16	\$ 1,969,416.67	Nov-16	\$ 6,954,382.71	Nov-17	\$ 8,415,617.82	Nov-16	\$ 8,923,799.37	Nov-17	\$ 8,415,617.82
Dec-16	\$ 1,969,416.67	Dec-16	\$ 6,954,382.71	Dec-17	\$ 8,406,445.41	Dec-16	\$ 8,923,799.37	Dec-17	\$ 8,406,445.41
Jan-17	\$ 1,969,416.67	Jan-17	\$ 6,954,382.71	Jan-18	\$ 8,392,905.18	Jan-17	\$ 8,923,799.37	Jan-18	\$ 8,392,905.18
Feb-17	\$ 1,969,416.67	Feb-17	\$ 6,954,382.71	Feb-18	\$ 8,370,192.53	Feb-17	\$ 8,923,799.37	Feb-18	\$ 8,370,192.53
Mar-17	\$ 1,969,416.67	Mar-17	\$ 6,954,382.71	Mar-18	\$ 8,365,824.71	Mar-17	\$ 8,923,799.37	Mar-18	\$ 8,365,824.71
Apr-17	\$ 1,969,416.67	Apr-17	\$ 6,954,382.71	Apr-18	\$ 8,350,100.57	Apr-17	\$ 8,923,799.37	Apr-18	\$ 8,350,100.57
May-17	\$ 1,969,416.67	May-17	\$ 6,954,382.71	May-18	\$ 8,338,744.26	May-17	\$ 8,923,799.37	May-18	\$ 8,338,744.26
Jun-17	\$ 1,969,416.67	Jun-17	\$ 6,954,382.71	Jun-18	\$ 8,323,893.68	Jun-17	\$ 8,923,799.37	Jun-18	\$ 8,323,893.68
Jul-17	\$ 1,969,416.67	Jul-17	\$ 6,954,382.71	Jul-18	\$ 8,311,663.80	Jul-17	\$ 8,923,799.37	Jul-18	\$ 8,311,663.80
Aug-17	\$ 1,969,416.67	Aug-17	\$ 6,954,382.71	Aug-18	\$ 8,298,123.60	Aug-17	\$ 8,923,799.37	Aug-18	\$ 8,298,123.60
Sep-17	\$ -	Sep-17	\$ 8,441,824.72	Sep-18	\$ -	Sep-17	\$ 8,441,824.72	Sep-18	\$ -
Total	\$ 21,663,583.33	Total	\$ 84,940,034.49	Total	\$ 92,007,037.43	Total	\$ 106,603,617.83	Total	\$ 92,007,037.43
\$ 8,743,837.50 ¹									
\$ 1,969,416.67 ²									
\$ 32,376,837.50									

Exhibit C

Make Whole Redemption Provisions from Series 2013 Bonds

The Outstanding principal installments of this Bond are subject to redemption by the Agency on any date (each date so selected by the Agency, a "Prepayment Date") at par plus accrued interest plus a "make whole prepayment penalty," which shall be calculated as follows:

A penalty equal to the product of (x) the principal balance of the principal amount of the Bonds being redeemed times (y) the Prepayment Factor times (z) the number of months remaining from the prepayment date to the installment payment date or maturity date of the portion of the Bonds being redeemed (with any fraction of a month counted as a month), discounted to net present value at the Treasury Rate for the Prepayment Date on a monthly basis.

The following defined terms shall be applied for the purposes of determining the prepayment penalty and the method of communicating the prepayment penalty:

"Bank" means the registered owner of Bond R-1 or the registered owner of any subsequent Bond issued in transfer and exchange therefor, being the largest in principal amount of the two Bonds of this series which may be Outstanding at any time.

"Determination Date" means the date of initial delivery of the Bonds.

"Discount Rate" means the Treasury Rate for the Prepayment Date.

"H.15" means "Statistical Release H.15, Selected Interest Rates" of the Board of Governors of the Federal Reserve Agency, or any successor publication;

"Prepayment Factor" means A minus B divided by 12, where A = the sum of (i) the Treasury Rate for the Determination Date plus (ii) one half of one percent ($\frac{1}{2}\%$); and B = the Treasury Rate for the Prepayment Date.

"Treasury Rate for the Determination Date" means the Treasury constant five year maturity yield value displayed for the Determination Date in H.15.

"Treasury Rate for the Prepayment Date" means, for any Prepayment Date, the Treasury constant maturity yield value displayed for the date in H.15 for the maturity closest in length to the term of the remaining time to the installment payment date(s) and/or the final maturity date of the Bonds being redeemed.

Upon notice to the Bank from the Agency of its determination to prepay all or part of the Bonds, the Bank shall deliver to the Agency a statement setting forth the amount and manner of determining such prepayment premium, which statement shall be conclusive and binding upon the Agency for all purposes, absent manifest error. The Agency agrees to pay such prepayment

to the Bank on the Prepayment Date. If no Treasury Rate is displayed in H.15 for the Prepayment Date, the Bank shall use the Treasury Rate for the next preceding date for which it is displayed. If, in the case of any prepayment, the Bank determines B in the Prepayment Factor to equal or exceed A, then no prepayment penalty shall be due. Failure by the Bank to collect or demand such a premium at the time of a prepayment shall not be deemed a waiver of the Bank's right to such premium or to any future premium.

In the event of a prepayment, the Agency shall provide the Bank at least three (3) business days written, electronic or facsimile notice of its election to make such a principal prepayment, specifying the amount of the prepayment, the installment payment date(s) and/or the final maturity date of the Bonds being redeemed, and the principal amount of the Bonds to remain Outstanding and the associated principal payment date(s) of such Bonds.

AGREEMENT AMONG AND BETWEEN THE CITY OF BRYAN, TEXAS, THE CITY OF DENTON, TEXAS, THE CITY OF GARLAND, TEXAS, AND THE CITY OF GREENVILLE, TEXAS REGARDING PREPAYMENT OF FIXED COST POWER PURCHASE PAYMENTS TO BE PAID TO THE TEXAS MUNICIPAL POWER AGENCY

WHEREAS, this Agreement (this "Prepayment Agreement") is made and entered into as of the Effective Date provided below by, between, and among the City of Bryan, Texas, the City of Denton, Texas, the City of Garland, Texas and the City of Greenville, Texas (collectively, the "Cities"), each in the capacity of a member city of the Texas Municipal Power Agency (the "Agency"); and

WHEREAS, the Agency and each of the Cities, have entered into a Power Sales Contract dated the 1st day of September, 1976, as amended (the "Power Sales Contract"), under which the Agency is obligated to sell electric energy to the Cities, and each City is unconditionally obligated to pay to the Agency, without offset or counterclaim and without regard to whether energy is delivered by the Agency to the respective City or Cities or whether or not any City or Cities actually use energy from the Agency's generating facilities, the percentage of the Agency's Annual System Costs (as defined in the Power Sales Contract), including the payment of the Debt Service Requirements (as defined in the Power Sales Contract) which may from time to time exist; and

WHEREAS, the Agency has adopted Resolution No. 2016-5-10 (the "Agency Resolution") that sets forth options for the Cities to prepay all or a portion of the contractual obligations of the Cities pertaining to the Debt Service Requirements component of the Agency's rates and charges for the purchase of power in accordance with the Power Sales Contract (the "Contractual Obligations"), which relate to the Agency's Subordinate Lien Revenue Refunding Bonds Series 2008 (the "Series 2008 Bonds") and the Agency's Junior Subordinate Lien Revenue Refunding Bonds Series 2013 (the "Series 2013 Bonds" and collectively with the Series 2008 Bonds, the "Candidate Bonds"); and

WHEREAS, the procedures set forth in the Agency Resolution permit each City to use moneys derived in whole or in part from proceeds of a series of City debt issued to discharge all or a portion of its Contractual Obligations (a "City Financing Deposit" as defined in the Agency Resolution) or from a funding source other than proceeds of such City debt (a "City Available Funds" as defined in the Agency Resolution) for the purpose of prepaying all or a portion of its Contractual Obligations; and

WHEREAS, the Agency Resolution provides for the Agency to establish uniform rates and charges for the Cities and to allocate a prepayment credit with respect to such rates and charges (the "Payment Credit") to any City in the amount of the City Financing Deposit or City Available Funds that are deposited into an escrow account, plus interest earnings from the deposit of such funds in the escrow account, which deposit is dedicated to paying the respective City's Contractual Obligations pertaining to the Candidate Bonds; and

WHEREAS, in accordance with the Agency Resolution, the Payment Credit will be calculated with respect to a portion of the City's power purchase payments; and

WHEREAS, this Prepayment Agreement is entered into for the purpose of establishing the agreement of the Cities with respect to the Payment Credit.

NOW THEREFORE, in consideration of the foregoing, the mutual agreements herein contained, and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, each Member City agrees as follows:

Section 1. *Agreements of Cities.* Each City acknowledges and agrees with respect to the Agency Resolution and the transactions provided for therein, and without regard to whether a City elects to use a prepayment option provided therein, as follows:

(a) That a City making a City Financing Deposit or a deposit of Available City Funds in accordance with the Agency Resolution shall be entitled to a Payment Credit determined by the Agency in the manner provided in the Agency Resolution.

(b) That the provision by the Agency to one or more Cities of a Payment Credit (whether for the year in which the deposit is made by a City or in a subsequent year, in accordance with the terms of the Agency Resolution) does not conflict with Section 7 of the Power Sales Contract or any other provisions thereof that require the Agency to establish uniform and non-discriminatory, fair and reasonable and adequate rates and charges for the provision of power and energy to the Cities.

(c) That proceedings of the Agency with respect to the adoption of the Agency Resolution by the Agency have been provided to the Cities, and each City will not contest or challenge the right of the Agency to adopt or administer the Agency Resolution or contest or challenge the adoption of the Agency Resolution as being in any way an improper or unlawful act of the Agency in accordance with applicable laws pertaining to the Agency and the Power Sales Contract.

Section 2. *Severability.* If any term or provision of this Prepayment Agreement is held to be illegal, invalid or unenforceable, the legality, validity or enforceability of the remaining terms or provisions of this Prepayment Agreement shall not be affected thereby, and in lieu of each such illegal, invalid or unenforceable term or provision, there shall be added automatically to this Prepayment Agreement a legal, valid or enforceable term or provision as similar as possible to the term or provision declared illegal, invalid or unenforceable.

Section 3. *Waiver.* A party shall have the right to waive any requirement contained in this Prepayment Agreement that is intended for the waiving party's benefit, but, except as otherwise provided herein, such waiver shall be effective only if in writing executed by the party for whose benefit such requirement is intended pursuant to an authorizing resolution adopted by the governing body of the respective party. No waiver of any breach or violation of any term of this Prepayment Agreement shall be deemed or construed to constitute a waiver of any other breach or violation, whether concurrent or subsequent, and whether of the same or of a different type of breach or violation.

Section 4. *Governing Law.* This Prepayment Agreement and all of the transactions contemplated herein shall be governed by and construed in accordance with the laws of the State of Texas. The provisions and obligations of this Prepayment Agreement are performable in Travis County, Texas such that exclusive venue for any action arising out of this Prepayment Agreement shall be in Travis County, Texas.

Section 5. *Paragraph Headings; Construction.* The paragraph headings contained in this Prepayment Agreement are for convenience only and shall in no way enlarge or limit the scope or meaning of the various and several paragraphs hereof. The parties have all participated in the negotiation and preparation of this Prepayment Agreement, have obtained and considered the advice of counsel in its preparation, and accordingly agree that this Prepayment Agreement shall not be construed either more or less strongly against or for any party.

Section 6. *Binding Effect.* Except as limited herein, the terms and provisions of this Prepayment Agreement shall be binding upon and inure to the benefit of the Cities and their respective heirs, devisees, personal and legal representatives, successors and assigns.

Section 7. *Gender.* Within this Prepayment Agreement, words of any gender shall be held and construed to include any other gender, and words in the singular number shall be held and construed to include the plural, unless the context otherwise requires.

Section 8. *Counterparts.* This Prepayment Agreement may be executed in multiple counterparts, each of which shall be deemed an original, and all of which shall constitute but one and the same instrument.

Section 9. *Entire Prepayment Agreement.* It is understood and agreed that this Prepayment Agreement contains the entire agreement between and among the Cities and supersedes any and all prior agreements, arrangements or understandings between or among the Cities relating to the subject matter. No oral understandings, statements, promises or inducements contrary to the terms of this Prepayment Agreement exist. This Prepayment Agreement cannot be changed or terminated orally and no written modification of this Prepayment Agreement shall be effective unless executed by each and all of the Cities pursuant to an authorizing resolution adopted by the governing body of the respective party.

Section 10. *Authority to Execute.* Each party mutually represents and warrants to each and all of the other Cities that the individual signing this Prepayment Agreement on its behalf has complete and full authority to act on behalf and to fully bind that party to the terms of this Prepayment Agreement.

[Execution Pages Follow]

EXECUTED on the dates indicated below but deemed to be effective as of the date this Prepayment Agreement is signed by the last party to do so (the "Effective Date").

CITY OF BRYAN:

By:_____

Name: _____

Title:_____

Date:_____

CITY OF DENTON:

By:_____

Name: _____

Title:_____

Date:_____

CITY OF GARLAND:

By:_____

Name: _____

Title:_____

Date:_____

CITY OF GREENVILLE:

By: _____

Name: _____

Title: _____

Date: _____



**GARLAND
CITY COUNCIL ITEM SUMMARY SHEET**

City Council Work Session Agenda

Work Session Item 2. 1.

Meeting Date: June 20, 2016

Item Title: Library Board Annual Report

Submitted By: Claire Bausch, Library Director

Summary of Request/Problem

The Library Board is coming before the City Council to present an overview and status report on the Library Department (Nicholson Memorial Library System).

Recommendation/Action Requested and Justification

Information only.

Attachments

Library Board Slides



A Supermarket of Services & Information Resources

Nicholson Memorial Library System





Public Library Service Responses

Stimulate Imagination (Popular Reading, Viewing, Listening & Technology)

**Satisfy Curiosity/ Support
Lifelong Learning**

Create Young Readers

**Connect to the Online World/Public
Computers, Wi-Fi, and Mobile Devices**

**Make Informed Decisions on
Health, Wealth & Life Choices**

**Comfortable & Inviting Place to
Interact with Others or Read Quietly**

**Success in School/ Support GISD,
Private & Home School Students**

**Get Facts Fast/
Ready Reference**

**How to Find, Evaluate
and Use Information**

Make Career Choices

**Discover Your Roots:
Genealogy**

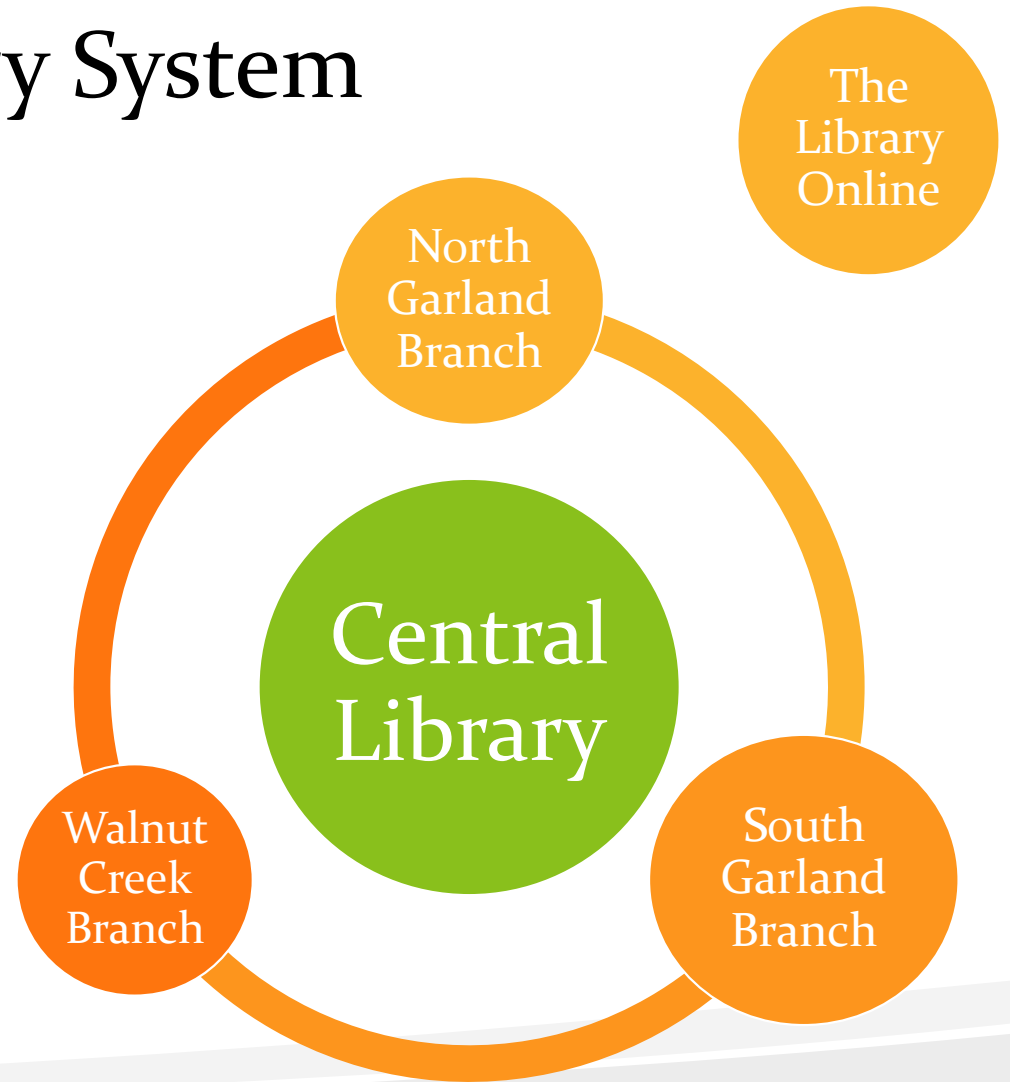
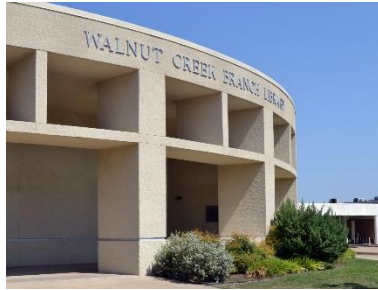
**Know Your
Community**

**Build Successful Enterprises,
Businesses, Non-Profits**

**Learn to read
and write**

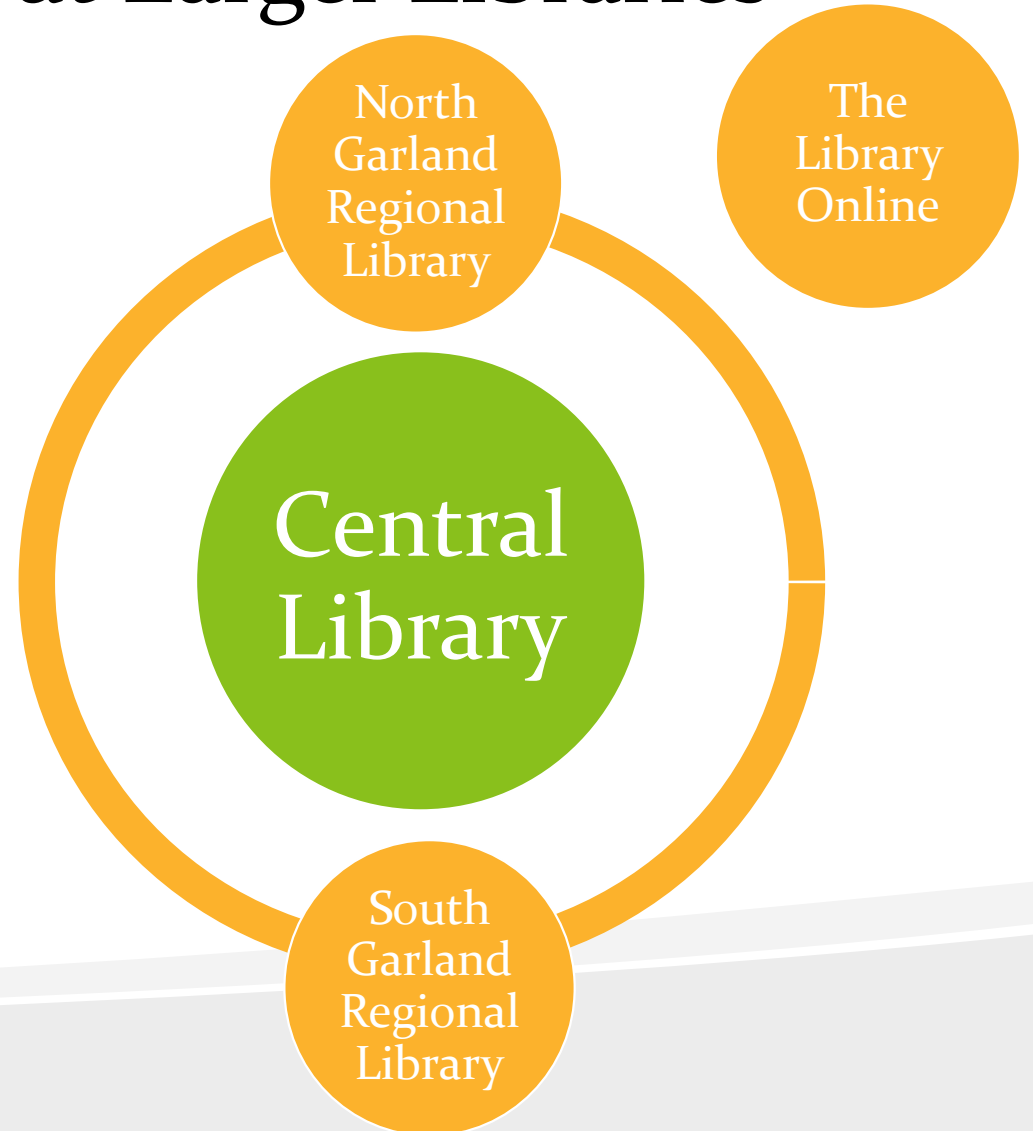
**Be an Informed Citizen on Local,
National, and World Affairs**

Nicholson Memorial Library System



Long Range Plan*—Fewer but Larger Libraries

- Central Library (expansion)
- North Garland Regional Library (N. Garland Avenue site, north of Hawaiian Falls, adjacent to Spring Creek)
- South Garland Regional Library (expansion)
- The Library Online



*Approved by City Council, March 7, 2006



City Council Support for Quality Libraries

- Library facility renovations
- Site for future North Garland Regional Library
- Collection management software
- Downloadable ebooks
- Radio Frequency Identification, Delivery and Automated Handling (2016 CIP)



Opportunities Ahead

- RFID implementation eventually should allow for some reallocation of positions to assist patrons
- For the first time, the local public library's resources will become "visible" in Google and other major search engine searches
- Emerging advancements in library technology will help ensure Garland's adults and children have access to the digital information resources they need to be successful



..... and Challenges

- Keeping pace with patron expectations in today's technology environment
- Chronic vacancy rates for a large number of part-time positions
- Keeping heavily used libraries clean and inviting
- Managing disruptions in facilities shared by the general public

Library Programs for All Ages

15,700 attended in FY 2014-2015

Storytimes
Wee Read
Senior Social Hour
Tween Scene
Books & Beyond
Art Explorers
Technology Classes



Summer Reading Program
(Adults, Teens and Children)
Family & Adult Movie Times
Afternoon Board Games
Block Party at the Library
Stuffed Animal Sleepover

Library Online Subscription Databases

89,830 uses in FY 2014-2015



MORNINGSTAR®



HERITAGE QUEST™ ONLINE



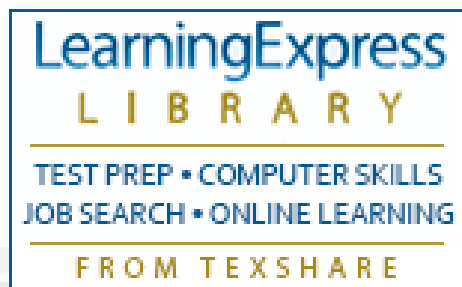


Homework Help, Skills Building, Writing Lab, Test Center Visits, and Database Usage

8,299 sessions in May 2016, including live help sessions averaging 18 minutes
Top requests -- College Writing, Algebra 2, and Chemistry.

Tutors are amazing and so helpful! I'd never heard about this before, but then found that it was available through my public library! Amazing program! Keep it up!
---Unsolicited comment from a user in May

Other self-improvement databases:





Requests for Research Assistance

120,440 received in FY 2014-2015





Public Computers and WiFi

316,690 uses in FY 2014-2015





Library Visits to Garland Libraries

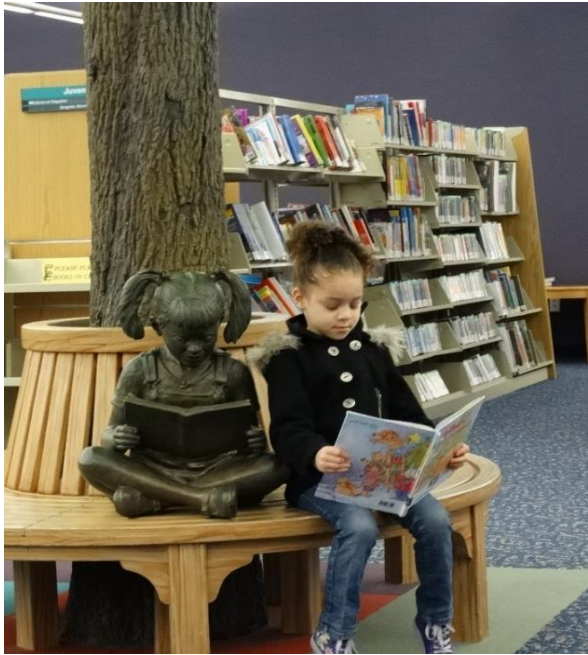
657,048 visits in FY 2014 - 2015





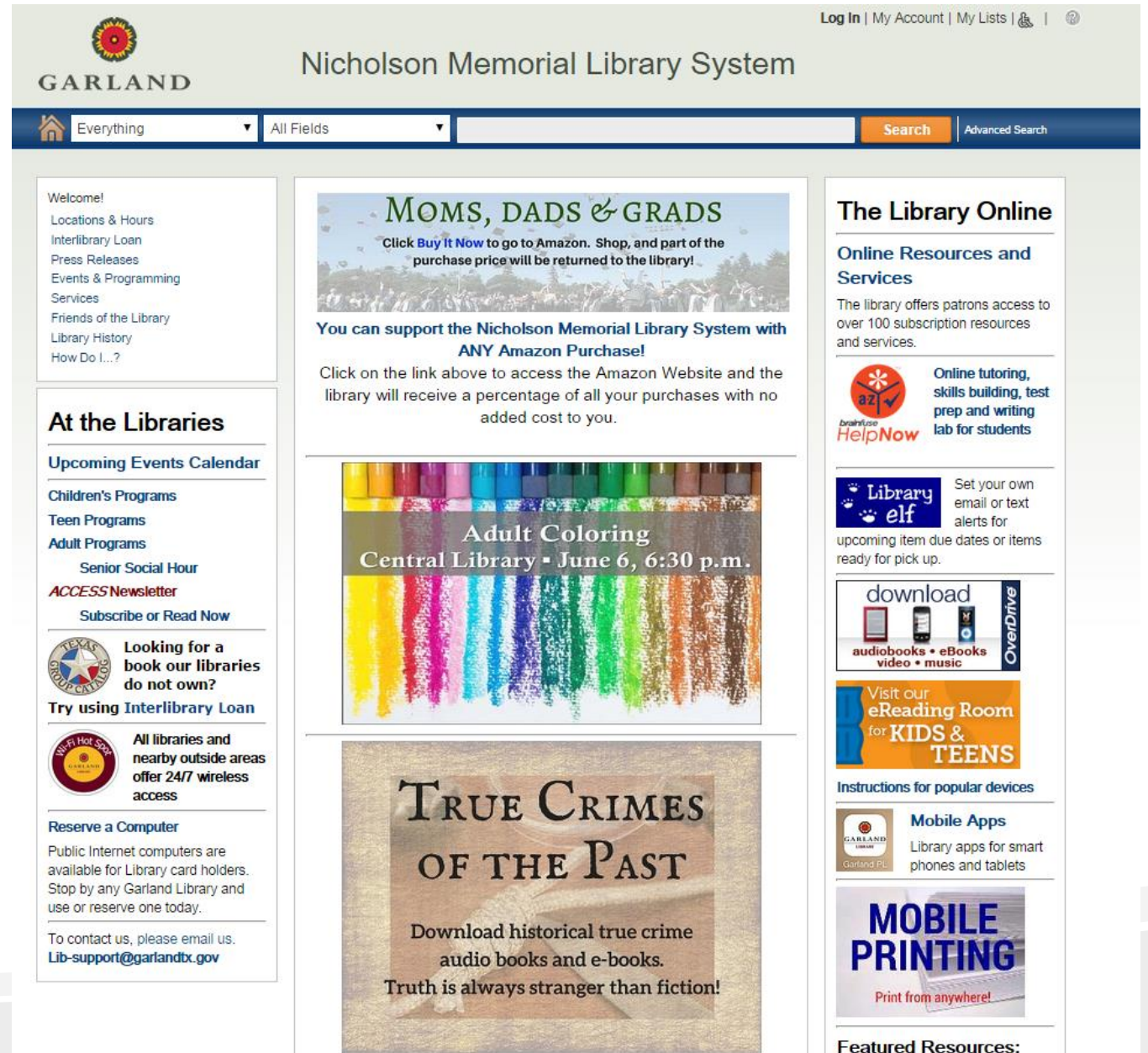
All Materials Loaned

1,396,154 loaned in FY 2014-2015



Library Online Portal Page Views

3,979,420 explored
in FY 2014-2015

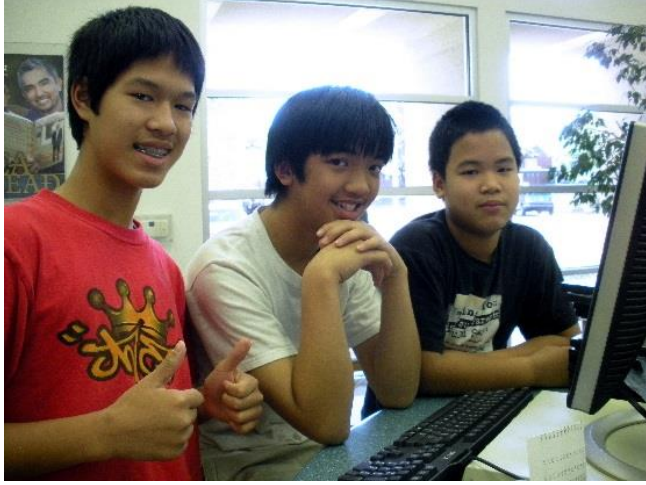


The screenshot displays the Nicholson Memorial Library System website. At the top, the Garland logo is on the left, and the site name "Nicholson Memorial Library System" is in the center. To the right of the site name are links for "Log In", "My Account", "My Lists", and a help icon. Below the header is a search bar with a dropdown menu set to "Everything" and another set to "All Fields". To the right of the search bar is a "Search" button and a link to "Advanced Search".

The main content area is divided into three columns. The left column contains a "Welcome!" section with links to "Locations & Hours", "Interlibrary Loan", "Press Releases", "Events & Programming", "Services", "Friends of the Library", "Library History", and "How Do I...?". Below this is the "At the Libraries" section, which includes an "Upcoming Events Calendar" link, links to "Children's Programs", "Teen Programs", and "Adult Programs", a link to "Senior Social Hour", a link to the "ACCESS Newsletter", and a "Subscribe or Read Now" button. It also features a "Texas Cooperative" logo and a link to "Looking for a book our libraries do not own?", a "Try using Interlibrary Loan" link, a "Wi-Fi Hot Spot" logo and a link to "All libraries and nearby outside areas offer 24/7 wireless access", a "Reserve a Computer" link, and a paragraph stating "Public Internet computers are available for Library card holders. Stop by any Garland Library and use or reserve one today." At the bottom of this column is a link to "To contact us, please email us. Lib-support@garlandtx.gov".

The middle column features a "MOMS, DADS & GRADS" advertisement with a "Click Buy It Now to go to Amazon. Shop, and part of the purchase price will be returned to the library!" message. Below this is a link to "You can support the Nicholson Memorial Library System with ANY Amazon Purchase!" and a paragraph stating "Click on the link above to access the Amazon Website and the library will receive a percentage of all your purchases with no added cost to you." Below the advertisement is a section for "Adult Coloring" at the "Central Library" on "June 6, 6:30 p.m.", featuring a row of colorful crayons. At the bottom of the middle column is a section for "TRUE CRIMES OF THE PAST" with a link to "Download historical true crime audio books and e-books." and the text "Truth is always stranger than fiction!"

The right column contains the "The Library Online" section, which includes a link to "Online Resources and Services" and a paragraph stating "The library offers patrons access to over 100 subscription resources and services." Below this is a "HelpNow" logo and a link to "Online tutoring, skills building, test prep and writing lab for students". Below the "HelpNow" section is a "Library elf" logo and a link to "Set your own email or text alerts for upcoming item due dates or items ready for pick up." Below the "Library elf" section is a "download" section with links to "audiobooks", "eBooks", "video", and "music", and a link to "OverDrive". Below the "download" section is a link to "Visit our eReading Room for KIDS & TEENS" and a link to "Instructions for popular devices". Below the "Instructions for popular devices" section is a "Mobile Apps" section with a link to "Library apps for smart phones and tablets". At the bottom of the right column is a "MOBILE PRINTING" section with a link to "Print from anywhere!" and a "Featured Resources:" link.



Questions?





**GARLAND
CITY COUNCIL ITEM SUMMARY SHEET**

City Council Work Session Agenda

Work Session Item 2.2.

Meeting Date: June 20, 2016

Item Title: Citizens Environmental Neighborhood Advisory Committee Annual Report

Submitted By: Lonnie Banks, Managing Director

Summary of Request/Problem

The Citizens Environmental Neighborhood Advisory Committee (CENAC) is coming before City Council to present their annual report. This presentation will be delivered by Barbara Powers, Committee Chair.

Recommendation/Action Requested and Justification

Information only.

Attachments

CENAC Annual Report PPT

Citizens Environmental & Neighborhood Advisory Committee (CENAC)

Consists of nine (9) members appointed by Mayor and City Council.

Mission is to enhance the quality of life for Garland's citizens by promoting efforts to maintain and improve both the overall environment and physical conditions of neighborhoods.

CENAC

Current Committees

- Keep Garland Beautiful
- Environmental Achievement Awards
- Water Resources/Water Conservation
- Recycling
- Neighborhood Beautification

CENAC

Keep Garland Beautiful

- Several CENAC committee members serve on KGB board of directors.
- Receives monthly reports on KGB's activities and projects.
- Lends support as liaison between KGB and city departments such as EWS and Stormwater.



CENAC

Environmental Achievement Awards

- Roach Feed and Seed Store – March 2016
- Preservation Society for Spring Creek Forest – Nov 2015
- Naaman Forest High School Horticultural Dept – Feb 2015



CENAC

Water Resources/Water Conservation

- Monitored water consumption and billing inquiries in 2015.
- Received reports on area lake levels



CENAC

Recycling

- Monitors rollout of Single Stream Recycling Program by receiving frequent updates from EWS director.
- Phase 5 will occur in Fall 2016 and the final Phase 6 in Fall 2017.
- Participates with Keep Garland Beautiful and EWS in the annual Litter Index



CENAC

Neighborhood Beautification

- Interfaced with neighborhood associations and other community groups to promote beautification projects such as KGB's Monarch Butterfly Demonstration Garden.
- Assisted Rowlett with 2015 Lake Ray Hubbard litter clean-up coordination.
- Monitored Neighborhood Vitality Grant process.
- CENAC committee members Ken Risser and Reba Collins received Community Involvement Awards at the 2015 Neighborhood Summit.



CENAC

The End



**GARLAND
CITY COUNCIL ITEM SUMMARY SHEET**

City Council Work Session Agenda

Work Session Item 2. 3.

Meeting Date: June 20, 2016

Item Title: July 4th Star Spangled Spectacular

Summary of Request/Problem

Council will be updated on the July 4th Star Spangled Spectacular by Simon Properties.

Recommendation/Action Requested and Justification

Information only.



**GARLAND
CITY COUNCIL ITEM SUMMARY SHEET**

City Council Work Session Agenda

Work Session Item 2. 4.

Meeting Date: June 20, 2016

Item Title: Interviews for Appointment to the DART Board

Submitted By: Rene Dowl, City Secretary

Summary of Request/Problem

Information was posted on the City's website for 14 days in order to provide an opportunity for citizens to apply for the DART Board positions. At the close of the 14-day notice period on Thursday, June 16, 2016 Michael T. Cheney, Patrick Spreng, Mark C. Enoch, and Jonathan R. Kelley responded. Council is scheduled to interview Mr. Cheney, Mr. Spreng, Mr. Enoch, and Mr. Kelley at this meeting.

Council is scheduled to formally appoint two representatives to the DART Board at the June 21, 2016 Regular Meeting.

Recommendation/Action Requested and Justification

Candidate interviews.

Attachments

Michael C Cheney Application
Patrick Spreng Application
Mark C. Enoch Application
Jonathan Kelly Application

Application by Michael T. Cheney to represent the City of Garland on the Dallas Area Rapid Transit (“DART”) Board of Directors.

I have represented the City of Garland since May 10, 2011 on the DART Board of Directors.

I have attended over 95% of all meetings since my initial appointment. I have attended national meetings of the American Public Transportation Association (“APTA”) to increase my knowledge of transit operations.

I have served as the Chairman of the Audit Committee since August, 2011. In that capacity the Director of Internal Audit is my direct report. He and his staff of 8 to 9 persons perform internal audits of DART operations and activities. Their work is reported to the Audit Committee monthly. There have been no incidents of any activities that required negative reporting of significant correction of internal controls during my term as Chair of the Audit Committee.

I am now or have been a member of the Administrative, Planning, Equal Opportunity, Budget and Finance, Transit Oriented Development, and Operations Committees. I serve as one of three DART representatives on the TRE Advisory Committee.

Any requests for DART assistance and response to requests by citizens and City of Garland Council personnel have been promptly responded to and corrective action initiated where possible.

There are several projects of significance to the City of Garland now in progress, namely:

- A second downtown Dallas alignment which will provide for continued transit through downtown whenever one of the routes is impaired. Additionally, the second route will provide for relief of congestion for the four lines which traverse the Dallas downtown.
- Expanded platforms throughout the red and blue lines will provide for increased capacity on the light rail lines. The two stations in the City of Garland will be completed by the end of 2020.
- The Cotton Belt East-West rail line is now accelerated from its 2035 opening to a 2022 completion. This line will provide a direction connection to the DFW Airport in less than 45 minutes from the Bush/City Line station.
- WI-FI on buses and trains to provide users with a link to email and texting without using a “data plan” from their carrier. It may also encourage business travelers to get out of their cars and use transit as a safe alternative while continuing the use of smart phones and computers while commuting.

I would like to continue the City of Garland’s support of these and other DART projects through my continued active support of the DART activities.

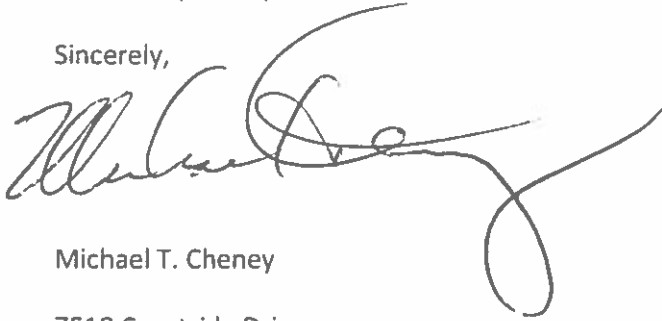
I have been an advocate of conservative financial policies in my role as Vice-Chair and member of the Budget and Finance Committee. DART has had and continues to be a national leader in adopting

policies for preventative maintenance (State of Good Repair) of the system. DART has a 20-year financial plan to assure the continued quality of operations to the future.

I have ridden the light rail through-out the entire system. I have used the weekly and monthly passes as a daily commuter from the Downtown Garland station during the time that I was employed by businesses in downtown Dallas. I greatly appreciate and support the quality of life that is brought to a community by public transportation.

I would enjoy the opportunity to continue to work with the City of Garland and the Dallas Area Rapid Transit as your representative on the Board of Directors.

Sincerely,

A handwritten signature in black ink, appearing to read "Michael T. Cheney", with a large, stylized flourish extending from the end of the signature.

Michael T. Cheney

7518 Courtside Drive

Garland, TX 75044

EXPERIENCE

Director

2011 to present

Dallas Area Rapid Transit (DART) - Director on the 15-member Board of Directors. Appointed to the Board in May 2011 by the City of Garland. Presently serving as the Chairman of the Audit Committee.

Consultant

2011 to 2012

TGGT Midstream LLC – A spin-off from Exco, Inc. and BG Petroleum. It is a \$1.5 billion asset pipe installation company. The general ledger was converted from Excaliber to Microsoft Soloman.

2008 to 2009

Lineage Holdings, LLC – This Company was formed by The Gores Group ("Gores"), a venture capital company, as the successor to the Tyco Electronics Company Power Systems Group. The \$400 million revenue with international operations was acquired by Gores at the end of 2007. The company required the transition of accounting and administrative functions from the centralized Tyco facility. Additionally, a three-year re-statement audit was completed for the company. In December, 2008 the acquisition of the \$100 million revenue public company, Cherokee International Corp, was completed and the company was taken private and merged as a division of Lineage Holdings, LLC. Consulting activities were performed in conjunction with the consulting activities of FTI Consulting Inc. (NYSE: FCN).

Hackney Ladish Holding Corp.

Chief Financial Officer

2006 to 2008

A \$75 million manufacturer of butt-welded pipe fittings for the oil and gas pipeline industry. The company operates plants with 350 employees (union and non-union) in two states. The company is a \$57 million leveraged purchase by a venture capitalist from Trinity Industries, Inc., a multi-billion dollar publicly traded company. The accounting and manufacturing system is BPCS using manufacturing standard costs.

- Managed the transition from Trinity Industries to a stand-alone accounting system.
- Completed the acquisition accounting and initial financial statements for the certified audit.
- Installed and administered the personnel systems for the company (payroll, benefits administration, personnel procedures, and related accounting processes).
- Installed cash flow monitoring procedures, monthly financial reporting procedures, and key performance indicator reporting, banking, and manufacturing standard cost processes.

Consultant

2003 to 2006

- PricewaterhouseCoopers – Review of Sarbanes-Oxley 404 assurance audit work papers and audit materials as a member of the integrated audit team on five publicly traded company engagements. Responsible for training staff in SOX audit testing procedures and for the evaluation of a multi-billion dollar publicly traded company's control environment.
- Radiologix Inc. (medical scanning equipment management company) – Co-management of the internal control documentation and testing team to meet the requirements of Sarbanes-Oxley Act 404 compliance.
- Safety-Kleen Inc. (liquid waste management company) – inventory controls
- Commercial Metals, Inc. (commodities trading and steel recycling company – SOX testing

Prima Industrie SpA (publicly traded Italian company)

1993 to 2002

Prima US, Inc. (wholly owned subsidiary of Prima Industrie SpA)

Chief Financial Officer (2000 to 2002)

North American Operations consists of two US operating companies manufacturing industrial lasers and laser machine tools. Consolidated operations total \$60 million in sales and 160 employees.

Managed the financial (audit, tax, credit and collection, payroll, budgeting, forecasting, insurance, and related functions) and the HR and IT functions in two operating companies Laserdyne Prima, Inc (formally named Prima US, Inc.) and Convergent Prima, Inc. Member of the Board of Directors of each of the corporations. Reported to the President North American Operations.

- Led the restructuring of both operating companies to reduce costs and improve operating efficiencies resulting in cost savings of over 20% during a period of stagnant sales growth in the capital goods/specialty machine tool business.
- Supervised the due diligence for both acquisitions (\$6.3 million and \$8.5 million).

Chief Operating Officer (1993 to 2000)

This was a start-up company to market, sell, and service the laser machine tool products manufactured by the Italian parent company. Developed sales leads, made sales presentations and closed sales on laser machine tool systems from \$500k to \$1 million in unit value. Reported to CEO in Italian parent company.

Other Experience

- Independent Consultant (1985 to 1993)
- CFO, Secretary, Treasurer, The Continuum Company, Inc.- Publicly traded life insurance software applications provider (1980 to 1985)
- Division CFO, WR Grace Corporation - Consumer Goods Wholesale Distribution (1977 to 1980)
- Subsidiary Controller, Old El Paso Mexican food canning (1973 to 1977)
- PricewaterhouseCoopers Big 4 Public Accounting (1968 to 1973)
- General Motors Accounting (1967 to 1968)

Education

University of Michigan, Ann Arbor, Michigan – BA Economics (1967)

Professional Licenses

Certified Public Accountant – Michigan (1970)

Board of Directors

Dallas Area Rapid Transit (DART), Director and Chairman of the Audit Committee (2011 - present)

RECEIVED

JUN 01 2016

CITY OF GARLAND
Administration

T Patrick Spreng
726 Branch Dr
Garland, TX 75041

Phone 972-333-4508

Email pspreng@gmail.com

Blog <https://spreng.wordpress.com/>

Website <http://www.acmewebpages.net>

WORK EXPERIENCE

IT Consultant and Developer

June 1972 – November 2012

Provided consulting, applications development, and technical writing for numerous companies, including:

- Nielsen Media Research - Senior Software Developer
- Electronic Data Services (EDS) - Senior Analyst
- Sabre, Inc - Senior Analyst
- Oklahoma Central Credit Union - Senior Network Administrator
- IBM Credit Corporation - Applications Programmer
- Commercial Financial Services, Inc. - Business Analyst
- USF+G Insurance Company – I/S Manager & Regional I/S Coordinator
- Lone Star Gas Company/Enserch/ Enserch Exploration, Inc – Senior Technologist

EDUCATION

University of Texas at Dallas, 1981

Master's Degree in Management and Administrative Science

Texas A&M – Commerce, 1972

Bachelor's Degree in Mathematics and English Literature (double major)

- Academics: National Merit Scholarship; Engineers' Club of Dallas Scholarship; GRE score over 1500
- Activities: Student Senator; Delta Chi Fraternity Vice President

REFERENCES

Jim Latham

Retired

972-424-3909

james.latham@verizon.net

Professional reference

Matthew Goodman

Worship Director, Fellowship Bible Church

(918) 481-1445

mgoodman@fbctulsa.org

Personal

GLAST, PHILLIPS & MURRAY

A PROFESSIONAL CORPORATION

MARK C. ENOCH, J.D., M.B.A.

(972) 419-8366

fly63rc@verizon.net

BOARD CERTIFIED – CIVIL TRIAL LAW
TEXAS BOARD OF LEGAL
SPECIALIZATION

14801 QUORUM DRIVE, SUITE 500
DALLAS, TEXAS 75240-6657

(972) 419-8300
FACSIMILE (469) 206-5022

June 9, 2016

Via email

edattomo@garlandtx.gov

mayor@garlandtx.gov

Mayor Douglas Athas
Mr. David Gibbons
Ms. Anita Goebel
Mr. Stephen W. Stanley
Mr. B.J. Williams
Mr. Rich Aubin
Ms. Lori Barnett Dodson
Mr. Scott LeMay
Mr. Jim Cahill
City of Garland
200 North Fifth Street
Garland, Texas 75040

Re: Requested Reappointment as a City of Garland Representative
to the Board of Directors of Dallas Area Rapid Transit

Dear Mayor Athas and Honorable Council Members:

I continue to enjoy my representation of the City of Garland on the Board of Directors for Dallas Area Rapid Transit and write this letter to seek reappointment.

The City of Garland has a full representative (Michael Cheney) and a partial representative that it shares with the cities of Rowlett and Glenn Heights. The latter is the position for which I seek reappointment.

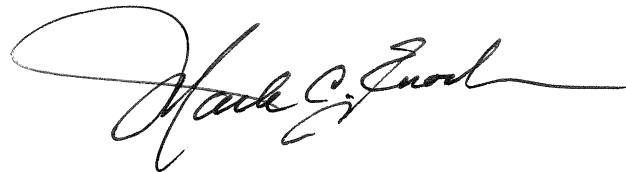
Over the years during my representation of the city, I have gained experience and specific knowledge with respect to the agency that I believe has benefitted the city on many occasions with Mr. Cheney's help. He and I have enjoyed a very good working relationship and I believe this too has benefitted the city.

There are many critical issues that will be coming up in the next few years, not the least of which is how DART expands within the region in a way that is fair to the existing stakeholders.

The work that you have allowed me to do remains very exciting to me. I look forward to continuing to work toward the city's benefit on the Board and request that you favorably consider this letter as my application to be reappointed.

As always, should any of you have any questions, please feel free to contact me.

Warm regards,

A handwritten signature in black ink, appearing to read "Mark C. Enoch". The signature is fluid and cursive, with a large loop at the beginning and a long, sweeping tail.

Mark C. Enoch

MCE:mji

cc: Mr. Michael Chaney

Mr. Mayor and members of the Garland City Council,

I am seeking the opportunity to represent the City of Garland as a member of the Dallas Area Rapid Transit Board of Directors. My resume is attached and you can see that I am very well qualified to serve in such a capacity. I have a strong business and economic education and have significant experience working with Boards of Directors. I currently manage assets for a number of organizations and regularly present at their meetings. I would represent our city well.

What is not in my resume is more powerful. I am a native of the city of Garland, and a product of the Garland Independent School District. I attended Golden Meadows Elementary School, Bussey Middle School and North Garland High School. I am very proud of my Garland roots and take a lot of pride in having the opportunity to represent our city. Additionally, I am a seasoned DART patron. I worked at Cityplace when the DART station opened there and from the time the Downtown Garland station opened I rode the DART trains regularly and occasionally the buses, owning an Annual Pass. I have valuable experiences as a DART rider and am a loyal representative of Garland.

I am appreciative of the efforts that the incumbent board members have provided, and I believe that I would bring a fresh enthusiasm to the role with a focus on the value to Garland residents and business owners. Please consider me for the nomination to the DART Board.

Sincerely,

Jonathan R. Kelly

JONATHAN R. KELLY, CTFA

6809 Galway Drive
Garland, TX 75044
(214)514-2782
Jonathan.k@verizon.net

SUMMARY

- Over twenty years of progressive financial services industry, trusts, sales and management experience
- A passion for fiduciary investment management, building deep relationships with clients, advisors and COIs, acting in an Account Executive capacity to increase revenue based on needs of clients.
- Extensive knowledge of estate planning and the trust industry, as well as Fidelity, Bank of America and US Trust, trading, sales, products and compliance procedures gained through Employee Trading, Senior Trader, Team Manager, Portfolio Manager, Market Investment Director and Regional Investment Executive positions
- Proven leadership skills in personal and employee development, project management and peer networking building strong teams and retaining top talent.
- Solid experience administering trusts and document review in the onboarding process utilizing non-judicial settlement agreements, decanting, internal trust committee chair and Delaware trust law as well as presentation skills used to advance product sales among front-line contacts delivering educational presentations to advisors to persuade their activities in discussing trusts with clients.

EXPERIENCE

NORTHERN TRUST COMPANY 2015 – Present

Senior Portfolio Manager; Vice President (May 2015 – Present)

Responsible managing and growing investment assets for institutions, trusts and individuals. Clients have investable assets of \$5M to \$25M with a total book of approximately \$400 million in AUM. I build deep relationships with clients and facilitate their full estate planning needs as well as efficiently managing their investment portfolios.

PRINCIPAL FINANCIAL GROUP/PRINCIPAL TRUST COMPANY 2012 – 2015

Director of Business Development – Trusts (October 2012 – May 2015)

Responsible for driving new business to Principal Trust Company, specifically through personal trusts. Act as key contact (wholesaler) for financial advisors both internal and external in assisting clients with estate planning needs utilizing personal trusts as well as gathering assets by acting as successor trustee. Cover the entire United States and delivering educational presentations at conferences illustrating the features and benefits of personal trusts. Facilitate the closing process in partnering with COIs, attorneys, clients and advisors including document review and engaging attorneys for NJSAs and drafting new documents.

US TRUST, BANK OF AMERICA PRIVATE WEALTH MANAGEMENT 2003 – 2012

Market Leader/Market Investment Director; SVP (January 2011 – October 2012)

Similar to a PCA or Account Executive role, Responsible for driving strong results in the US Trust Midwest Market for the Emerging Wealth Team in areas of retention, new business and clean book for both Trust and Investments personnel. In 2011, team ranked #1 in New Business for the Division. Managed a team of Trust Officers, Portfolio Managers and support roles responsible for deepening relationships with existing clients and sourcing new opportunities, while also personally acting as relationship manager on a book of clients.

Regional Investment Executive; SVP (March 2009 – January 2011)

- Manage, coach and develop a team of 23 Investment Professionals responsible for over \$3.8B in assets across the Central Division (Associates physically located in Chicago, St. Louis, Kansas City, Detroit and Dallas)
- Drive results in retention, sales and daily routines in a way that exceeds targets and holds associates accountable
- Engage varying levels of leadership nationally to sell the Emerging Wealth Vision as well as manage projects to improve efficiencies
- In a volatile environment, keep the focus on the client while implementing new associate routines and retaining and developing top performing talent

Team Leader (June 2004 – March 2009)

Portfolio Manager (January 2003 – October 2012)

FIDELITY INVESTMENTS 1993-2002

Premium Services Manager (July 2000 – December 2002)

- Manage, coach and develop a team of approximately 10 to 15 representatives in the areas of sales goals, customer quality interaction, retirement, tax, e-channel and trading issues servicing High Net Worth clients.
- Additional team management responsibilities: setting team representative sales goals, maintain and improve team statistics/metrics, provide ongoing feedback around customer interactions, and productivity
- Work closely with Branches in MN and PA, the Team's regional alignment with High Net Worth customers

- Participate in many company initiatives and projects: 529, eChampion, College Recruiting, Representative Recognition, Knowledge Gap Committee, EC3, Staffing contact, Funds Network, New Hire mentoring, Fidelity Southwest Golf Tournament

Service/Trading Manager (May 1998 – June 2000)

Brokerage Senior Trader (April 1996 – May 1998)

Employee Trading Representative (July 1995 – April 1996)

Brokerage Trading Representative (November 1993 – July 1995)

ACTIVITIES

Dallas Estate Planning Council – Dallas, TX

Tax Increment Financing; Board of Directors – City of Garland

Facilitator – Legacy Journey & Financial Peace University – The Heights Baptist Church

Teacher – 7th Graders on Sundays at The Heights Baptist Church

Hobbies: Hunting, fishing, golf, coaching youth sports, house renovating(country property), College football & basketball, softball, basketball, running, movies, spending time with the family

EDUCATION/CERTIFICATIONS

MBA in Corporate Finance; University of Dallas, Irving, TX, 1998

B.S. in International Economics; Texas Tech University, Lubbock, TX, 1993

Certified Trust and Financial Advisor (CTFA), The Institute of Certified Bankers, 2006

Accredited Wealth Management Advisor (AWMA); College For Financial Planning, in-progress

- Series 8, 7, 63 and Group 1 licenses (currently inactive)
- Microsoft Excel, Microsoft Word, Outlook, PowerPoint, as well as proprietary systems



**GARLAND
CITY COUNCIL ITEM SUMMARY SHEET**

City Council Work Session Agenda

Work Session Item 2. 5.

Meeting Date: June 20, 2016

Item Title: Transportation Update

Submitted By: Paul Luedtke, Transportation Director

Summary of Request/Problem

Staff will provide an update of transportation activity regarding major transportation initiatives.

Recommendation/Action Requested and Justification

Information only.

Attachments

June 2016 Transportation Update

Transportation Update

June 20, 2016

Transportation Update

- ◇ IH 635 East
- ◇ IH 30
- ◇ SH 78
- ◇ SH 190 Extension
- ◇ Regional Meetings

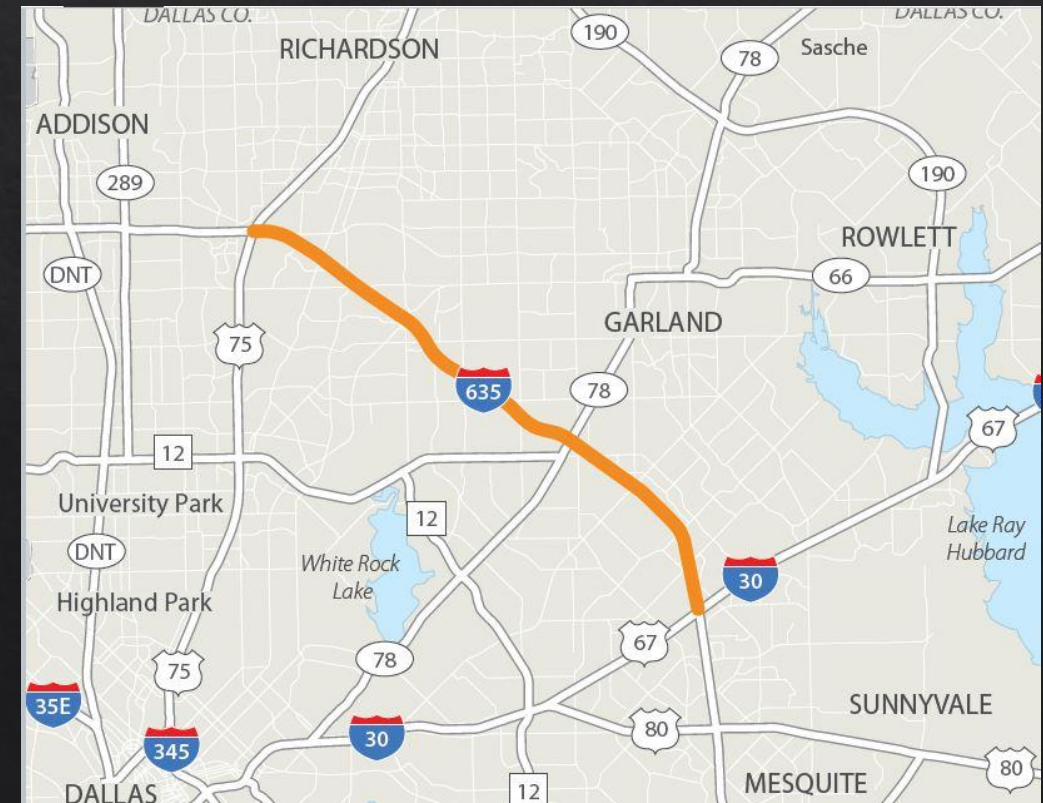
IH 635 East

- ◆ Current Projects
 - ◆ Sound Wall
 - ◆ Foundations complete (225)
 - ◆ 185 Columns complete (225)
 - ◆ Panels being fabricated
 - ◆ Completion by December
 - ◆ HOV/Express Lane
 - ◆ Express Opening July



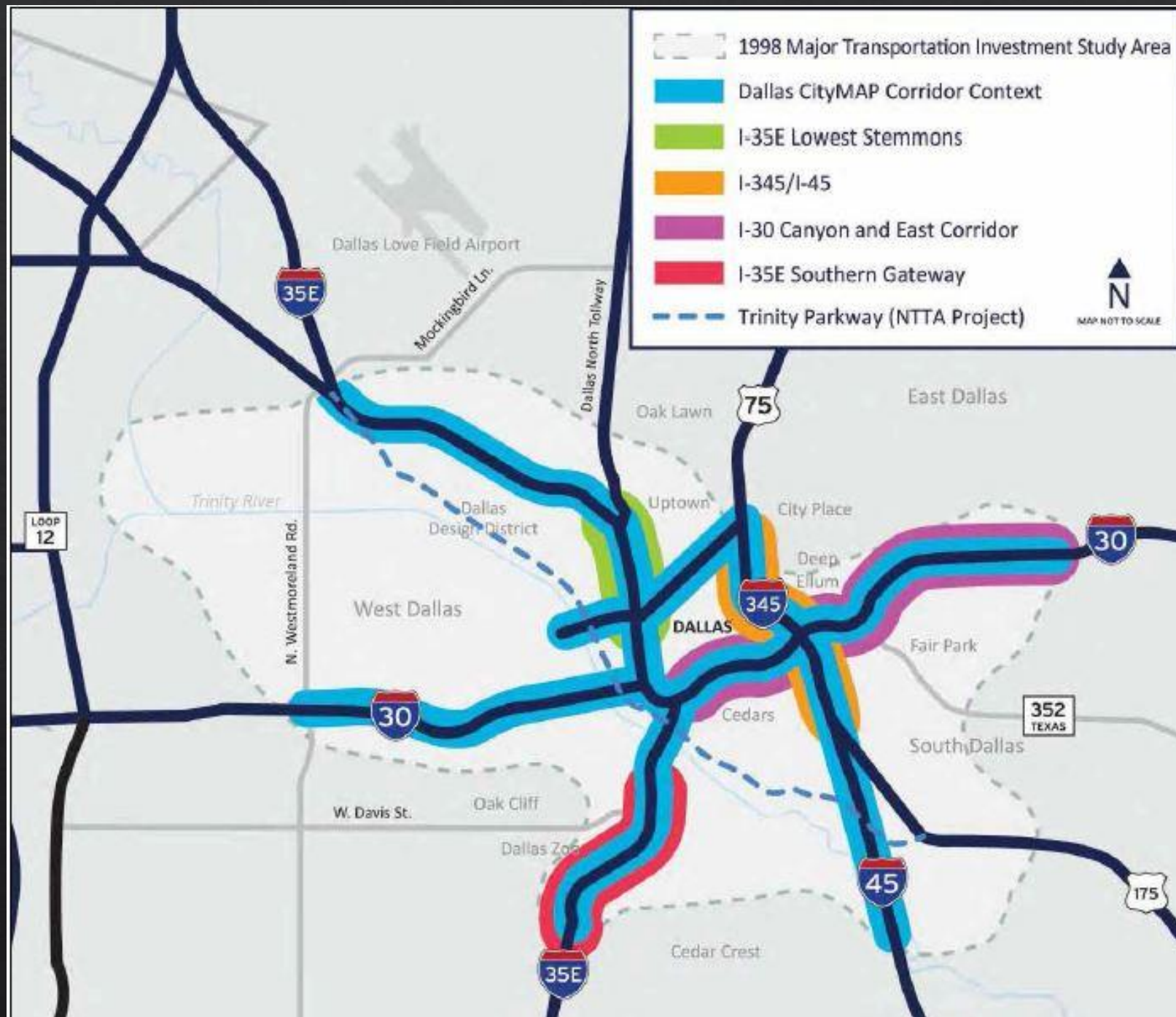
IH 635 East

- ◆ Ultimate Project
 - ◆ Huffines Town Hall Meeting May 18
 - ◆ Senator Nichols Funding Initiative
 - ◆ TxDOT Activity
 - ◆ Construction Plans – August
 - ◆ Public Hearing – August
 - ◆ Environmental Amendment
 - ◆ December Approval
 - ◆ Construction 2018



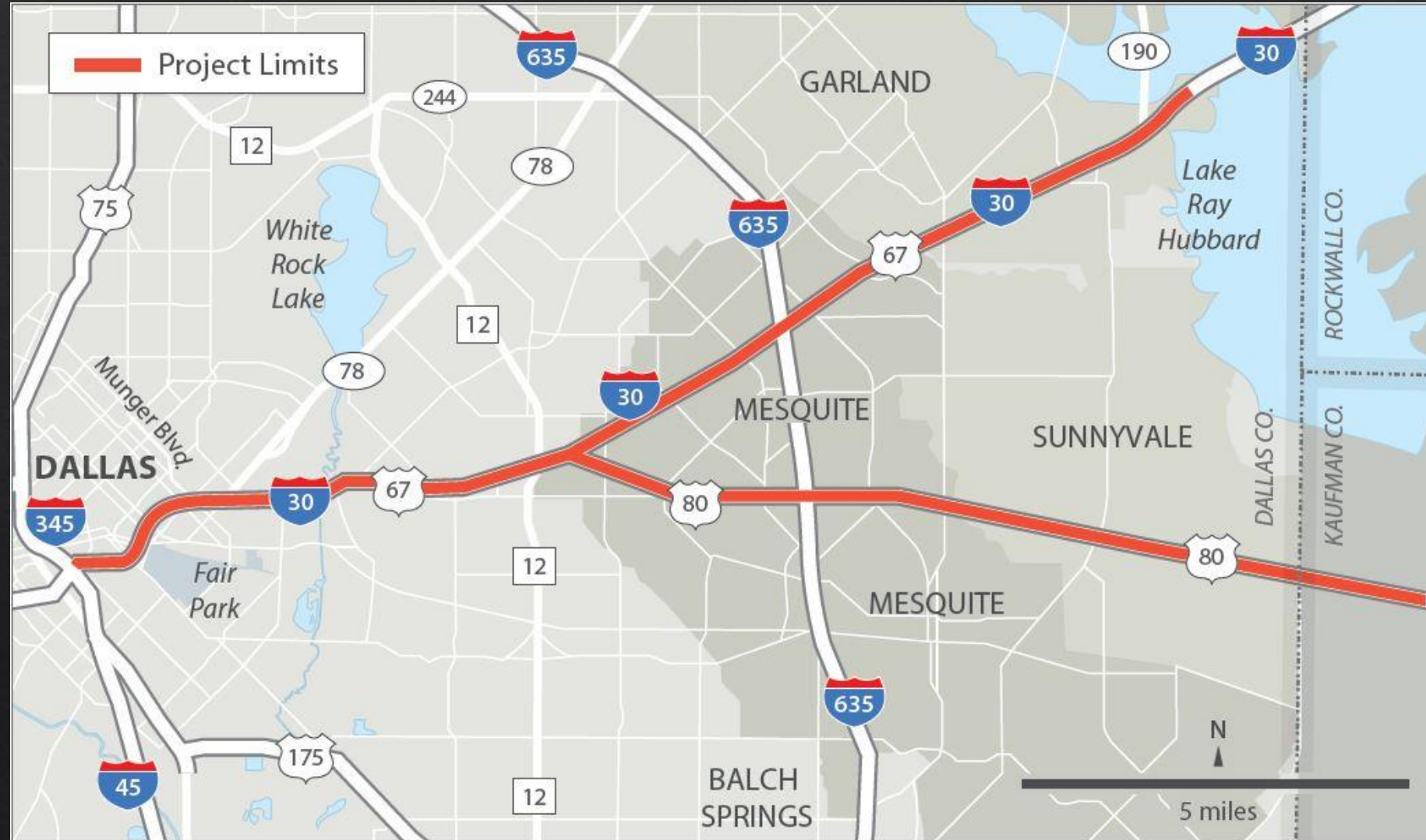
IH 30

◆ CityMAP Project



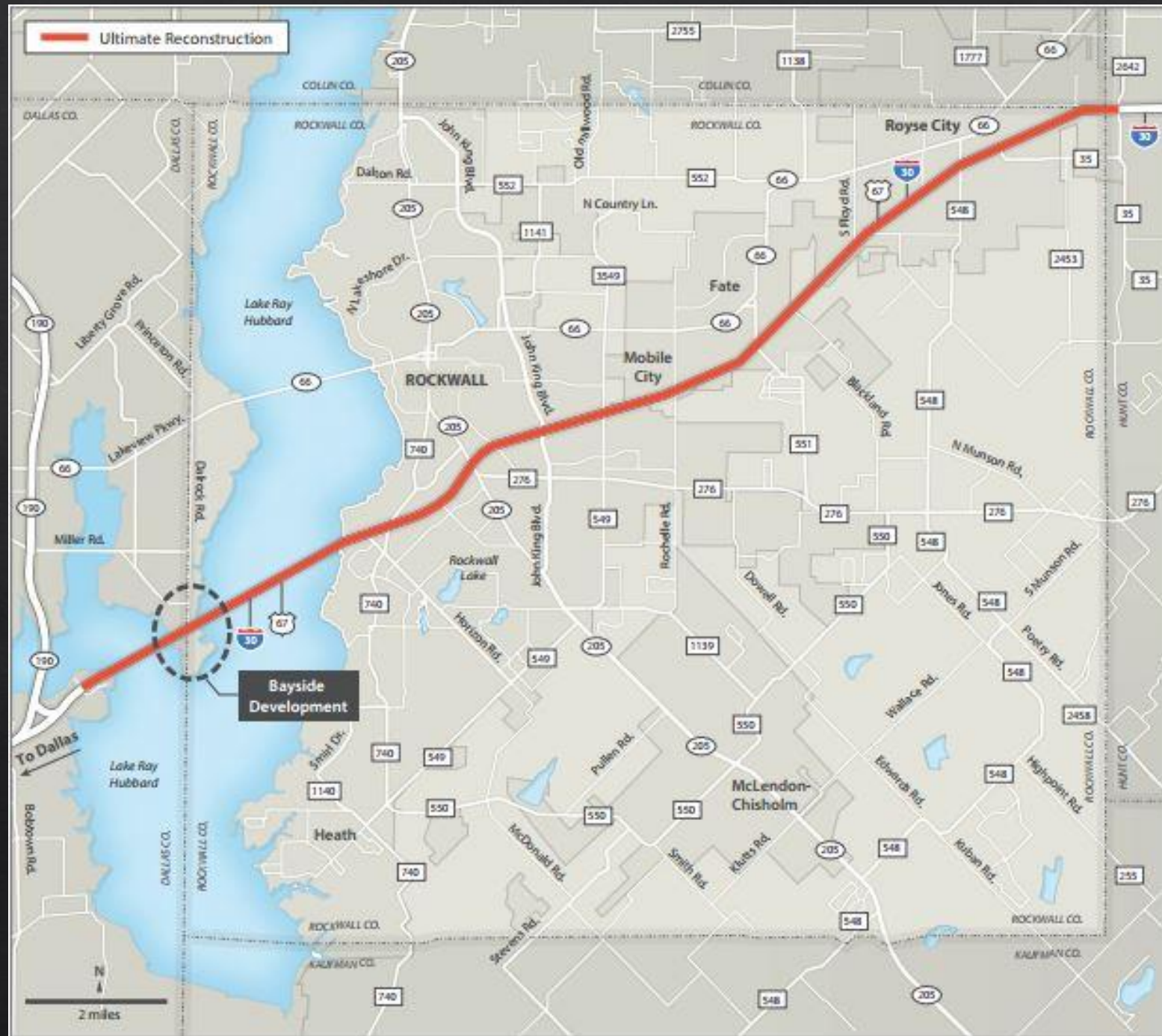
IH 30

- ◆ Downtown to Bass Pro
- ◆ Kickoff Meeting May 19
- ◆ No managed lanes in Garland



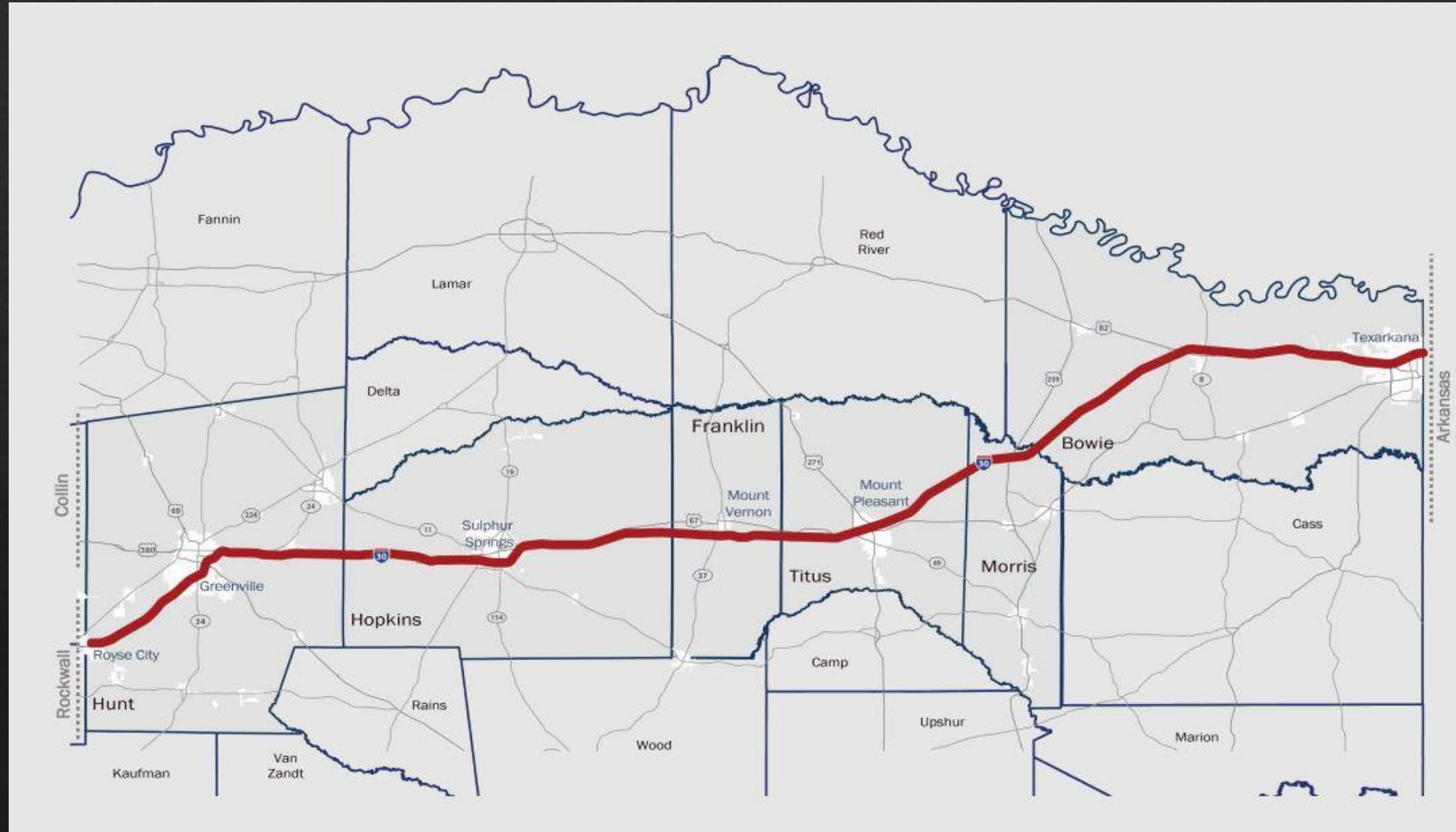
IH 30

- ◇ Bass Pro to Hunt County
- ◇ Kickoff Meeting May 31
- ◇ Managed lanes not part of study
- ◇ Includes frontage roads across lake



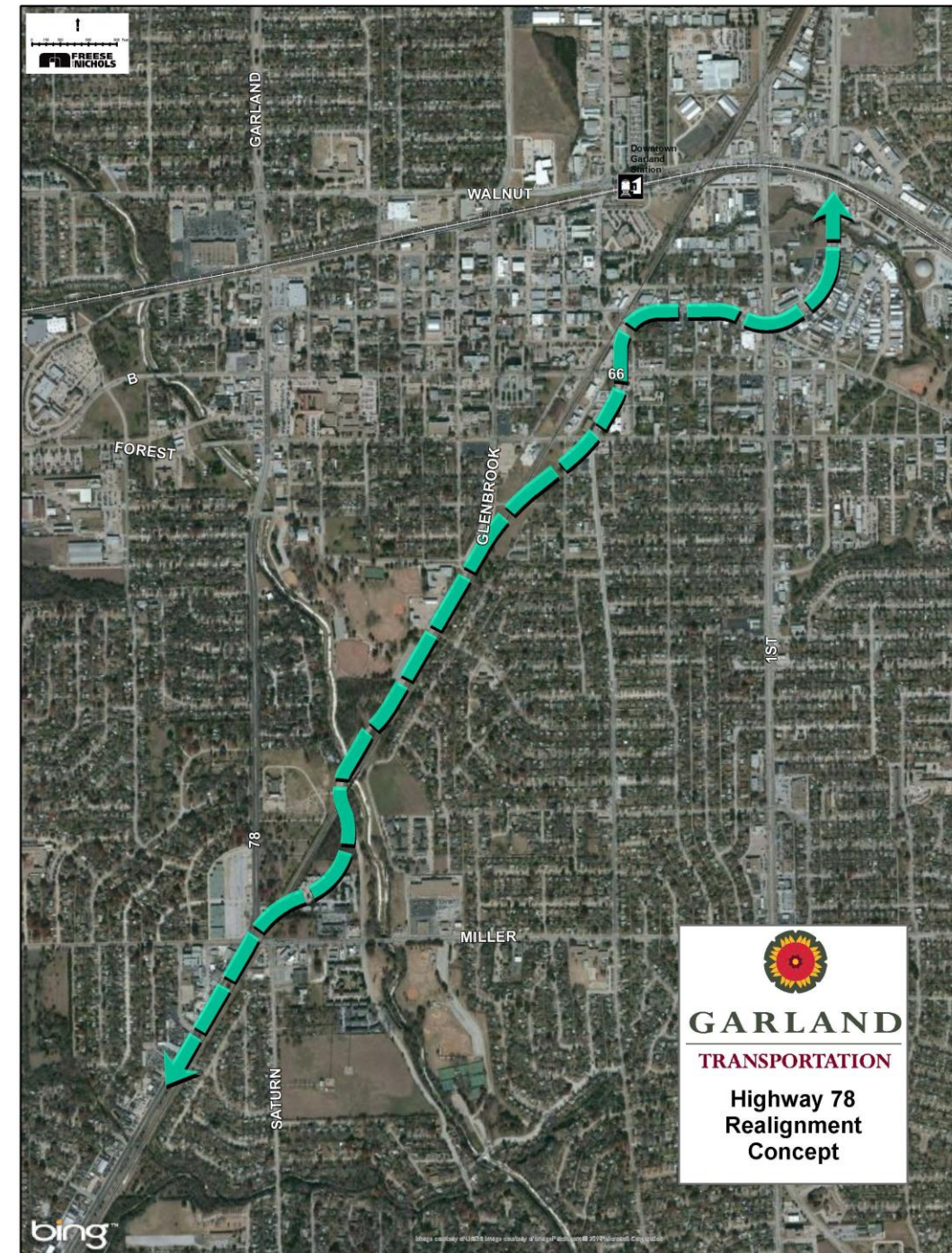
IH 30

- ◆ East Texas Corridor Study
- ◆ Hunt County to Texarkana



SH 78

- ◆ Realignment Study Initiated by TxDOT
- ◆ One year study
- ◆ Data Collection Phase



SH 190 Extension

- ◇ One alignment in Garland
- ◇ Will request Council Action this fall
- ◇ Attempting to reach owners of Landmark Apartments



Regional Transportation Meetings

- ◇ DART
- ◇ RTC
- ◇ DRMC
- ◇ TTC
- ◇ TEX-21