

RESOLUTION NO. 2020-07

RESOLUTION AUTHORIZING THE REDEMPTION AND DEFEASANCE OF A PORTION OF HARRIS COUNTY-HOUSTON SPORTS AUTHORITY JUNIOR LIEN REVENUE BONDS, SERIES 2001H; AUTHORIZING CERTAIN OFFICERS TO CARRY OUT ALL NECESSARY ACTIONS RELATED THERETO

RECITALS

1. The Harris County-Houston Sports Authority (the “Authority”) has previously issued its Junior Lien Revenue Bonds, Series 2001H, certain maturities of which (the “Refunded Bonds”) are described in **Exhibit A** attached hereto.

2. The amounts in the Debt Repayment Account established under the Indenture have reached a balance of at least \$5,000,000, and pursuant to Section 5.18 of the Indenture (hereinafter defined) the Authority is required to redeem certain bonds (including the Refunded Bonds) with such amounts therein as prescribed in the Indenture.

3. The Authority desires to defease the Refunded bonds and to call such Refunded Bonds for redemption.

4. The Authority desires to authorize the Issuer Representatives to effect the redemption and defeasance of the Refunded Bonds.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF HARRIS COUNTY-HOUSTON SPORTS AUTHORITY THAT:

1. Recitals. It is hereby found and determined that the matters and facts set out in the preamble to this Resolution are true and correct.

It is hereby found and determined that redemption and defeasance of the Refunded Bonds is required by the Indenture.

2. Definitions. Throughout this Resolution the following terms and expressions as used herein shall have the meanings set forth below:

“*Debt Repayment Account*” means the account created pursuant to Section 5.18 of the Indenture.

“*Defeasance Securities*” means securities so defined in Section 1.1 of the Indenture.

“*Escrow Agent*” means UMB Bank, National Association, Denver, Colorado, a national banking association organized and existing under the laws of the United States of America, and together with any successor to its duties.

“*Escrow Agreement*” means the escrow agreement entered into by and between the Authority and the Trustee, dated October 1, 2020, as authorized by this Resolution.

“*Indenture*” means the Fourth Amended and Restated Indenture of Trust by and between the Authority and the Trustee, dated December 1, 2014, as the Indenture may from time to time be amended or supplemented as therein provided.

“*Issuer Representative*” means one or more of the Chair, Vice Chair, Secretary, Treasurer, the Chief Executive Officer, the Controller, or such other officer identified by the Authority for purposes of carrying out the terms of this Resolution.

“*National*” means National Public Finance Guarantee Corporation, as reinsurer to and agent for MBIA Insurance Corporation, or any successor thereto.

“*Resolution*” means this resolution authorizing the redemption and defeasance of the Refunded Bonds.

“*Refunded Bonds*” means the certain maturities of the Junior Lien Revenue Bonds, Series 2001H, more fully described in **Exhibit A** attached hereto.

“*Supplemental Indenture*” means the Sixteenth Supplemental Indenture of Trust, dated as of December 15, 2001, as amended and restated as of December 1, 2014, with respect to the Refunded Bonds.

“*Trustee*” means UMB Bank, National Association, Denver, Colorado, in its capacity as trustee under the Indenture and the Supplemental Indenture, and any co-trustee or successor trustee appointed, qualified and then acting as such under the provisions of the Indenture.

3. Delegation of Authority. The Authority hereby authorizes one or more of the Issuer Representatives to do any and all things necessary or convenient to carry out the terms and purposes of this Resolution including specifically (1) preparation, execution, completion, revision, acceptance, or delivery on behalf of the Issuer of any certificates, directions, consents, reports, or agreements necessary to transfer all or part of the amounts in the Debt Repayment Account as provided in the Indenture and to accomplish the defeasance and redemption of the Refunded Bonds; (2) approving the purchase of Defeasance Securities for deposit with the Escrow Agent under an Escrow Agreement; and (3) such other matters as may be required for discharge and redemption of the Refunded Bonds.

4. Redemption.

- a. The Authority hereby irrevocably exercises its option to defease to maturity the Refunded Bonds using a portion of such funds deposited in the Debt Repayment Account. The Issuer Representative is authorized and instructed to give or effect notice of such redemption or defeasance to maturity to the Trustee for the Refunded Bonds by delivery of a certified copy of this Resolution to the Trustee at least 45 days before the Redemption Date, and the Secretary of the Authority is hereby directed to enter a copy of this Resolution into the minutes of the Authority.
- b. The Authority hereby instructs the Trustee to give notice of the redemption of any redeemed Refunded Bonds to the owners of the Refunded Bonds not less than 30

days prior to the Redemption Date, in substantially the form attached hereto as **Exhibit B**, by United States mail, first class postage prepaid, in the manner described in the Indenture. The Authority hereby authorizes the Issuer Representative and the Trustee to take such steps as are necessary to accomplish the redemption of the Refunded Bonds in accordance with the provisions hereof.

5. Transfer. The Authority hereby authorizes the Issuer Representative to direct the transfer of funds from the Debt Repayment Account as required by the Indenture to be invested in Defeasance Securities and held by the Trustee in accordance with the terms of the Escrow Agreement. The Issuer Representative is hereby authorized by the Authority to designate the final amount of funds to be transferred to the Trustee, as evidenced by the Escrow Agreement.

6. Authorization of Escrow Agreement and Purchase of Securities. The Authority hereby authorizes the Escrow Agreement in substantially the form presented to the Authority on this date, as completed and revised by the Issuer Representative. The Issuer Representative is hereby authorized by the Authority to execute and deliver the Escrow Agreement.

PASSED AND APPROVED this _____ day of _____, 2020.

Chair, Board of Directors
Harris County-Houston Sports Authority

ATTEST:

Secretary, Board of Directors
Harris County-Houston Sports Authority

EXHIBIT A

REFUNDED BONDS

Junior Lien Revenue Bonds, Series 2001H

<u>Maturities</u>	<u>Par Amount</u>	<u>Maturity Amount</u>
11/15/2021	\$208,182.40	\$670,000
11/15/2022	374,179.15	1,285,000

EXHIBIT B

FORM OF NOTICE OF DEFEASANCE

Harris County-Houston Sports Authority
\$56,623,681.60 Junior Lien Revenue Bonds, Series 2001H
Issued: January 2, 2002

NOTICE IS HEREBY GIVEN, in connection with the deposit by the Harris County-Houston Sports Authority (the "Authority") of money and governmental obligations in an amount sufficient to defease such Authority's obligation to pay \$ _____ in aggregate original principal amount of the above-captioned Bonds with an accreted value on October 9, 2020, of \$ _____, maturing as set forth below, and with a Dated Date of December 19, 2001, and an Issue Date of January 2, 2002; such Bonds were defeased on October 9, 2020 (the "Defeased Bonds") pursuant to the provisions of the Fourth Amended and Restated Indenture of Trust between the Authority and UMB Bank, National Association, as trustee (the "Trustee") dated December 1, 2014, and the Sixteenth Supplemental Indenture of Trust between the Authority and the Trustee, dated as of December 15, 2001, as amended and restated as of December 1, 2014. Pursuant to an Escrow Agreement between the Authority and UMB Bank, National Association, as escrow agent (the "Escrow Agent"), dated October 1, 2020, there have been deposited with the Escrow Agent noncallable Defeasance Securities, the maturing principal of and interest on which, together with cash held in escrow, will be sufficient to pay the principal of and interest on the Defeased Bonds as the same become due and in accordance with the terms of the Defeased Bonds.

The Defeased Bonds mature on November 15 in the following years, of the years shown, and are in the principal amounts for each maturity, bear interest at the stated rate, and are numbered as follows:

Year of Stated Maturity (November 15)	Original Maturity Value	Original CUSIP	Maturity Value of Defeased Bonds
2021	\$670,000	413890 BC7	\$670,000
2022	1,285,000	413890 BD5	1,285,000
	<u>\$1,285,000</u>		<u>\$1,285,000</u>

On the Stated Maturity, the Maturity Value for said Defeased Bonds is due and payable. Said Defeased Bonds cease to accrue interest from and after the Stated Maturity.

The Defeased Bonds should be surrendered on the Stated Maturity for payment of the Maturity Value at the principal office of UMB Bank, National Association, as Escrow Agent, or its successors in that capacity, in connection with the Bonds, at the addresses below.

<u>Registered/Certified Mail</u>	<u>Air Courier</u>	<u>In Person</u>
UMB Bank, NA CT Operations Mail Stop 1010408 928 Grand Blvd., 4 th Floor Kansas City, MO 64106-2040	UMB Bank CT Operations Mail Stop 1010408 928 Grand Blvd., 4 th Floor Kansas City, MO 64106-2040	UMB Bank CT Operations Mail Stop 1010408 928 Grand Blvd., 4 th Floor Kansas City, MO 64106-2040

Questions may be addressed to Corporate Trust Operations with the Escrow Agent at 1-800-416-6212.