

**ORDINANCE NO. 2025-15**

**AN ORDINANCE APPROVING AND AUTHORIZING THE ISSUANCE AND SALE OF THE CITY OF TOMBALL SPECIAL ASSESSMENT REVENUE BONDS, SERIES 2025 (WINFREY ESTATES PUBLIC IMPROVEMENT DISTRICT); APPROVING AND AUTHORIZING AN INDENTURE OF TRUST; APPROVING A BOND PURCHASE AGREEMENT AND OTHER AGREEMENTS AND DOCUMENTS IN CONNECTION THEREWITH; MAKING FINDINGS WITH RESPECT TO THE ISSUANCE OF SUCH BONDS; AND PROVIDING AN EFFECTIVE DATE.**

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**WHEREAS**, the City of Tomball, Texas (the “City”), pursuant to and in accordance with the terms, provisions and requirements of the Public Improvement District Assessment Act, Chapter 372, Texas Local Government Code (the “PID Act”), has previously established the Winfrey Estates Public Improvement District (the “District”), pursuant to Resolution adopted by the City Council of the City (the “City Council”) on April 18, 2022; and

**WHEREAS**, pursuant to the PID Act, the City Council published notice and held a public hearing on July 17, 2023, regarding the levy of special assessments on property within the District, and after the conduct of such public hearing adopted an Ordinance (the “Assessment Ordinance”); and

**WHEREAS**, in the Assessment Ordinance, the City Council approved and accepted the Service and Assessment Plan (as defined and described in the Assessment Ordinance, the “Service and Assessment Plan”) relating to the District and levied the assessments (the “Assessments”) against property within the District (the “Assessed Property”), as set forth in the Assessment Roll. Capitalized terms used in this preamble and not otherwise defined shall have the meaning assigned thereto in the Service and Assessment Plan; and

**WHEREAS**, the City is authorized by the PID Act to issue its revenue bonds, the City of Tomball, Texas Special Assessment Revenue Bonds, Series 2025 (Winfrey Estates Public Improvement District) payable from the Assessments on Assessed Property in the District (the “Bonds”) and other assets of the Trust Estate, for the purposes of (i) paying a portion of the Authorized Improvements Project Costs identified in the Service and Assessment Plan, (ii) funding a reserve fund for payment of principal and interest on the Bonds, (iii) funding a portion of the Delinquency and Prepayment Reserve Account, (iv) paying a portion of the costs incidental to the organization of the District, and (v) paying the costs of issuing the Bonds; and

**WHEREAS**, the City Council has found and determined to (i) approve the issuance of the Bonds to finance the Authorized Improvements Project Costs identified in the Service and

Assessment Plan on the terms described herein, (ii) approve the form, terms and provisions of an Indenture (as defined herein); and

**WHEREAS**, the meeting at which this Ordinance is considered is open to the public as required by law, and the public notice of the time, place and purpose of said meeting was given as required by Chapter 551, Texas Government Code, as amended;

**NOW, THEREFORE, BE IT ORDAINED BY THE CITY COUNCIL OF THE CITY OF TOMBALL, TEXAS, THAT:**

**Section 1.** Findings. The findings and determinations set forth in the preamble hereof are hereby incorporated by reference for all purposes as if set forth in full herein.

**Section 2.** Defined Terms. Capitalized terms not otherwise defined herein shall have the meaning ascribed to in the Indenture (defined herein).

**Section 3.** Approval of Issuance of Bonds and Indenture of Trust. The issuance of for the purpose of providing funds for (i) paying a portion of the Authorized Improvements Project Costs identified in the Service and Assessment Plan, (ii) funding a reserve fund for payment of principal and interest on the Bonds, (iii) funding a portion of the Delinquency and Prepayment Reserve Account, (iv) paying a portion of the costs incidental to the organization of the District, and (v) paying the costs of issuing the Bonds, are hereby authorized and approved.

- (a) The Bonds shall be issued and secured under that certain Indenture of Trust dated April 15, 2025, by and between the City and Wilmington Trust, National Association, as trustee (the "Indenture"). Such Indenture is hereby approved in the substantially final form presented at this meeting, with such changes as may be necessary or desirable to carry out the intent of this Ordinance and as approved by the Mayor of the City, such approval to be evidenced by the execution and delivery of the Indenture. The Mayor of the City is hereby authorized and directed to execute the Indenture, and the City Secretary is hereby authorized and directed to attest such signature of the Mayor.
- (b) The Bonds issued pursuant to the Indenture shall be dated, shall mature on the date or dates and in the principal amounts, shall bear interest, shall be subject to redemption and shall have such other terms and provisions as set forth in the Indenture. The Bonds shall be in substantially the form set forth in the Indenture with such insertions, omissions and modifications as may be required to conform the form of bond to the actual terms of the Bonds. The Bonds shall be payable from and secured solely by the Assessments levied on the Assessed Property for the Authorized Improvement Project Costs, as set forth in the Service and Assessment Plan and other assets of the "Trust Estate" (as defined in the Indenture) pledged to such Bonds and shall never be payable from ad valorem taxes.

**Section 4.** Sale of Bonds. The Bonds shall be sold to FMSbonds, Inc. (the “Underwriter”) at the price and on the terms and provisions set forth in that certain Bond Purchase Agreement (the “Bond Purchase Agreement”), dated the date hereof, between the City and the Underwriter. The form, terms and provisions of the Bond Purchase Agreement are hereby authorized and approved and the Mayor of the City is hereby authorized and directed to execute and deliver the Bond Purchase Agreement. It is hereby officially found, determined and declared that the terms of this sale are the most advantageous reasonably obtainable.

**Section 5.** Limited Offering Memorandum. The form and substance of the Preliminary Limited Offering Memorandum for the Bonds and any addenda, supplement or amendment thereto presented to and considered by the City Council are hereby in all respects approved and adopted. The City hereby authorizes the preparation of a final Limited Offering Memorandum reflecting the terms of the Bond Purchase Agreement and other relevant information. The Limited Offering Memorandum as thus approved and delivered, with such appropriate variations as shall be approved by the City Manager and the Underwriter, may be used by the Underwriter in the offering and sale of the Bonds, and the Preliminary Limited Offering Memorandum is hereby deemed final as of its date (except for the omission of pricing and related information) within the meaning and for the purposes of paragraph (b)(1) of Rule 15c2-12 under the Securities Exchange Act of 1934, as amended. The City Secretary is hereby authorized and directed to include and maintain a copy of the Preliminary Limited Offering Memorandum and Limited Offering Memorandum and any addenda, supplement or amendment thereto thus approved among the permanent records of this meeting. The use and distribution of the Preliminary Limited Offering Memorandum in the offering of the Bonds is hereby ratified, approved and continued. Notwithstanding the execution, approval and delivery of such Preliminary Limited Offering Memorandum and Limited Offering Memorandum by the Mayor, the Mayor and this City Council are not responsible for and proclaim no specific knowledge of the information contained in the Preliminary Limited Offering Memorandum and Limited Offering Memorandum pertaining to development, the construction of the Authorized Improvements, the Developer (as defined in the Indenture) or its financial ability, the homebuilders, or the landowners.

**Section 6.** Continuing Disclosure Agreement. The form, terms and provisions of that certain Continuing Disclosure Agreement (the “Continuing Disclosure Agreement” dated as of May 1, 2025 among the City, HTS Continuing Disclosure Services, a division of Hilltop Securities, Inc. and P3Works, LLC is hereby authorized and approved in substantially final form presented at this meeting and the Mayor of the City is hereby authorized and directed to execute and deliver such Continuing Disclosure Agreement with such changes as may be required to carry out the purpose of this Ordinance and approved by the Mayor, such approval to be evidenced by the execution thereof, the Mayor’s signature on the Continuing Disclosure Agreement may be attested by the City Secretary.

**Section 7.** Approval of Service and Assessment Plan. The Winfrey Estates Public Improvement District Amended and Restated Service and Assessment Plan as presented at the meeting and as updated to reflect the issuance of the Bonds is hereby approved.

**Section 8.** Additional Actions. The Mayor, the City Manager and each other officer, employee and agent of the City are hereby authorized and directed to take any and all actions on behalf of the City necessary or desirable to carry out the intent and purposes of this Ordinance and to issue the Bonds in accordance with the terms of this Ordinance, including the making of modifications to this Ordinance and the Indenture as necessary to obtain approval of the Bonds by the Attorney General of the State, the Mayor, the City Manager and each other officer, employee and agent of the City are hereby authorized and directed to execute and deliver any and all certificates, agreements, notices, instruction letters, requisitions, and other documents which may be necessary or advisable in connection with the sale, issuance and delivery of the Bonds and the carrying out of the purposes and intent of this Ordinance, including any required consents relating to land transfers. Further, in connection with the submission of the record of proceedings for the Bonds to the Attorney General of the State of Texas for examination and approval of such Bonds, the appropriate officer of the City is hereby authorized and directed to issue a check of the City payable to the Attorney General of the State of Texas as a nonrefundable examination fee in the amount required by Chapter 1202, Texas Government Code (such amount not to exceed \$9,500).

**Section 9.** Effective Date. This Ordinance shall take effect immediately upon its adoption by the City Council of the City.

[Signature Page Follows]

FIRST AND ONLY READING:

READ, PASSED AND APPROVED AS SET OUT BELOW AT THE MEETING OF  
THE CITY COUNCIL OF THE CITY OF TOMBALL HELD ON THE 21<sup>ST</sup> DAY OF APRIL  
2025.

COUNCILMAN FORD	_____
COUNCILMAN GARCIA	_____
COUNCILMAN DUNAGIN	_____
COUNCILMAN COVINGTON	_____
COUNCILMAN OPARR	_____

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Lori Klein Quinn, Mayor

ATTEST:

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Shannon Bennett, Assistant City Secretary