

AGENDA
SPECIAL JOINT MEETING – 2024 SALES TAX REVENUE BONDS
OF THE
UNIVERSAL CITY ECONOMIC DEVELOPMENT CORPORATION AND
THE CITY COUNCIL OF THE CITY OF UNIVERSAL CITY, TEXAS

Tuesday, May 21, 2024 @ 5:30 PM

Council Chamber, 2150 Universal City Blvd., Universal City, TX 78148

1. **CALL TO ORDER:** Mayor Tom Maxwell, Board President Richard Crow at 5:30 p.m.
2. **QUORUM CHECK:** Maribel Garcia, Deputy City Clerk
3. **CITIZENS TO BE HEARD:** At this time, the public is invited to address the City Council and speak on any matter not specifically listed for public hearing elsewhere in this agenda. *PLEASE NOTE NO CITY COUNCIL DISCUSSION, RESPONSE, DELIBERATION, OR ACTION WILL BE TAKEN ON THIS TOPICS AT THIS TIME.* Please limit your comments to three minutes.
4. **PURPOSE OF SPECIAL MEETING:**
 - TAB A: UCEDC BOARD: Resolution No. 2024-8-A**
Resolution authorizing the issuance of Universal City Economic Development Corporation Sales Tax Revenue Bonds, Series 2024 in the approximate amount of \$5,300,000; approving all documents related thereto; and other matters in connection therewith.
 - TAB B: CITY COUNCIL: Resolution No. 971-A-2024**
Resolution relating to “Universal City Economic Development Corporation Sales Tax Revenue Bonds, Series 2024”; approving the Bond Resolution of the Universal City Economic Development Corporation authorizing the issuance of such bonds; and other matter in connection therewith.

5. **ADJOURNMENT:**

In accordance with the requirements of Texas Government Code section 551.127, a member of the governing body may participate in this meeting from a remote location. A quorum of the governing body as well as the presiding officer shall be physically present at the above posted location, which shall be open to the public. The video and audio feed of those participating remotely shall be visible and audible to the public for all open portions of the meeting. A member of a governmental body who participates in a meeting remotely as provided by law, shall be counted as present at the meeting for all purposes.

All items on the agenda are eligible for possible discussion and action. The City Council reserves the right to adjourn into Executive Session at any time during the course of this meeting to discuss any of the matters listed above, as authorized by Texas Government Code Sections 551.071 (Consultation with Attorney), 551.072 (Deliberations about Real Property), 551.073 (Deliberations about Gifts and Donations), 551.074 (Personnel Matters), 551.076 (Deliberations about Security Devices,) and 551.086 (Economic Development).

This facility is wheelchair accessible & accessible parking spaces are available. Requests for accommodation or interpretive services must be made 72 hours prior to this meeting. Please contact the city clerk’s office at (210) 619-0701 if these services are needed.

RESOLUTION NO. 2024-8-A**RESOLUTION AUTHORIZING THE ISSUANCE OF UNIVERSAL CITY ECONOMIC DEVELOPMENT CORPORATION SALES TAX REVENUE BONDS, SERIES 2024, APPROVING ALL DOCUMENTS RELATED THERETO INCLUDING A PAYING AGENT/REGISTRAR AGREEMENT AND A PROJECT AND SALES TAX REMITTANCE AGREEMENT, AND APPROVING OTHER MATTERS RELATED THERETO**

WHEREAS, the City Council of the **CITY OF UNIVERSAL CITY, TEXAS** (the “City”) called an election for the purpose of receiving authority to levy a sales and use tax for the benefit of an industrial development corporation created by the City under authority of the Development Corporation Act of 1979, now codified in Chapters 501, 502, and 505 of the Texas Local Government Code, as amended (the “Act”); and

WHEREAS, at an election held on August 12, 1995, a majority of the citizens of the City voting at said election authorized the City to levy a sales and use tax on the receipts at retail of taxable items within the City at a rate of one-half of one percent to be used exclusively for the purposes set forth in the Act (the “4B Sales Tax”); and

WHEREAS, pursuant to the provisions of the Act, the City created the **UNIVERSAL CITY INDUSTRIAL DEVELOPMENT CORPORATION** (“UCIDC”), a nonstock, nonprofit economic development corporation created to act on behalf of the City to satisfy the public purposes set forth in the Act; and

WHEREAS, on May 16, 2017, the City adopted Resolution No. 841, amending the UCIDC’s Certificate of Formation and approving the UCIDC’s Amended and Restated Bylaws, in order to change the UCIDC’s name to the **UNIVERSAL CITY ECONOMIC DEVELOPMENT CORPORATION** (the “Issuer” or the “Corporation”); and

WHEREAS, in a notice published in satisfaction of the requirement set forth in Section 505.160 of the Act, the Issuer, as a corporation created by an eligible city with a population of 20,000 or less, expressed its intent to expend funds to undertake various projects that have been found by the Issuer to promote new or expand business development, including: (i) the acquisition, demolition, renovation, improvement, and equipment of the purchase and acquisition of land located in the vicinity of the entrance to Wal-Mart (the “Reunion Project”), near and around 510 Kitty Hawk Road, Universal City, Texas 78148, and the aviation district (the “Aviation District Project”, and together with the Reunion Project, the “Project”), near and around Booker Road outside Randolph Airforce Base, between Aviation and National Boulevards, Universal City, Texas 78148, to be developed to attract new businesses to the City and to promote “new or expanded business development” in the City, (ii) acquiring, constructing, purchasing, renovating, demolishing, enlarging, and improving the City’s streets, utilities, and drainage improvements incidental thereto to the Projects, along with the acquisition of land, easements, rights of way, and other interests in real property relating to the foregoing, (iii) the purchase of materials, supplies, equipment, machinery, landscaping, land, and rights-of-way for authorized needs and purposes relating to the aforementioned capital improvements, and (iv) the payment of professional services related to the construction and financing of the aforementioned Project, which Project will promote or develop new or expanded business enterprises in the City; and

WHEREAS, pursuant to the requirement set forth in 505.158(a), the Board of Directors hereby finds that the Projects, which will constitute capital improvements, promote new or expanded business development; and

WHEREAS, also pursuant to the requirement set forth in Section 505.158(b), the City Council, as the governing body of the City (the “City Council”), has duly approved a resolution authorizing the Projects after giving the resolution two separate readings; and

WHEREAS, in satisfaction of the requirements set forth in Section 505.159 of the Act, the Issuer has held at least one public hearing on the proposed Projects, including specifically a public hearing held on March 25, 2024; and

WHEREAS, the City has not received a petition from more than ten percent of the registered voters of the City requesting that an election be held before the Projects are undertaken by the Issuer; and

WHEREAS, to evidence the obligations of the Issuer to finance the Projects on behalf of the City, the Board of Directors of the Issuer hereby finds it necessary and desirable to enter into a *Project and Sales Tax Remittance Agreement*, dated as of May 14, 2024, between the City and the Issuer; and

WHEREAS, in accordance with the provisions of the Act and the *Project and Sales Tax Remittance Agreement*, the City is required to transfer to the Issuer the proceeds of the 4B Sales Tax; and

WHEREAS, the Series 2024 Bonds hereinafter authorized and designated are to be issued and delivered pursuant to the Act; and

WHEREAS, it is hereby officially found and determined that the meeting at which this Resolution was passed was open to the public, and public notice of the time, place, and purpose of said meeting was given, all as required by Chapter 551, Texas Government Code;

THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE UNIVERSAL CITY ECONOMIC DEVELOPMENT CORPORATION THAT:

SECTION 1. AMOUNT AND PURPOSE OF THE SERIES 2024 BONDS. Bonds of the Issuer are hereby authorized to be issued and delivered in the aggregate principal amount of \$ _____ FOR THE PURPOSE OF PROVIDING FUNDS TO UNDERTAKE VARIOUS PROJECTS THAT HAVE BEEN FOUND BY THE ISSUER TO PROMOTE NEW OR EXPAND BUSINESS DEVELOPMENT, INCLUDING: (I) THE ACQUISITION, DEMOLITION, RENOVATION, IMPROVEMENT, AND EQUIPMENT OF THE PURCHASE AND ACQUISITION OF LAND LOCATED IN THE VICINITY OF THE ENTRANCE TO WAL-MART, NEAR AND AROUND 510 KITTY HAWK ROAD, UNIVERSAL CITY, TEXAS 78148, AND THE AVIATION DISTRICT, NEAR AND AROUND BOOKER ROAD OUTSIDE RANDOLPH AIRFORCE BASE, BETWEEN AVIATION AND NATIONAL BOULEVARDS, UNIVERSAL CITY, TEXAS 78148, TO BE DEVELOPED TO ATTRACT NEW BUSINESSES TO THE CITY AND TO PROMOTE “NEW OR EXPANDED BUSINESS DEVELOPMENT” IN THE CITY, (II) ACQUIRING, CONSTRUCTING, PURCHASING,

RENOVATING, DEMOLISHING, ENLARGING, AND IMPROVING THE CITY’S STREETS, UTILITIES, AND DRAINAGE IMPROVEMENTS INCIDENTAL THERETO TO THE PROJECTS, ALONG WITH THE ACQUISITION OF LAND, EASEMENTS, RIGHTS OF WAY, AND OTHER INTERESTS IN REAL PROPERTY RELATING TO THE FOREGOING, (III) THE PURCHASE OF MATERIALS, SUPPLIES, EQUIPMENT, MACHINERY, LANDSCAPING, LAND, AND RIGHTS-OF-WAY FOR AUTHORIZED NEEDS AND PURPOSES RELATING TO THE AFOREMENTIONED CAPITAL IMPROVEMENTS, AND (IV) THE PAYMENT OF PROFESSIONAL SERVICES RELATED TO THE CONSTRUCTION AND FINANCING OF THE AFOREMENTIONED PROJECT, WHICH PROJECT WILL PROMOTE OR DEVELOP NEW OR EXPANDED BUSINESS ENTERPRISES IN THE CITY, **AND FOR PAYING THE COSTS OF ISSUING THE SERIES 2024 BONDS.**

SECTION 2. DESIGNATION OF THE BONDS. Each bond issued pursuant to this Resolution shall be designated: **“UNIVERSAL CITY ECONOMIC DEVELOPMENT CORPORATION SALES TAX REVENUE BONDS, SERIES 2024”**, and initially there shall be issued, sold, and delivered hereunder one fully registered bond, without interest coupons, dated May 15, 2024, in the principal amount stated in Section 1 above, numbered R-1 (the “Initial Series 2024 Bond”), with Series 2024 Bonds issued in replacement thereof being in denominations of \$5,000 or any integral multiple thereof and numbered consecutively from R-2 upward, payable to the respective initial registered owners thereof (with the Initial Series 2024 Bond being payable to the initial purchaser designated in Section 27 hereof), or to the registered assignee or assignees of said Series 2024 Bonds or any portion or portions thereof (in each case, the “Registered Owner”).

Principal of the Series 2024 Bonds shall finally mature on _____, 20___. The principal shall be payable in on the dates and in the principal amounts as set forth in the following schedule:

YEAR	PRINCIPAL AMOUNT (\$)	YEAR	PRINCIPAL AMOUNT (\$)	YEAR	PRINCIPAL AMOUNT (\$)

The term “Series 2024 Bonds” as used in this Resolution shall mean and include collectively the Series 2024 Bonds initially issued and delivered pursuant to this Resolution and all substitute Series 2024 Bonds exchanged therefor, as well as all other substitute Series 2024 Bonds and replacement Series 2024 Bonds issued pursuant hereto, and the term “Series 2024 Bond” shall mean any of the Series 2024 Bonds.

SECTION 3. INTEREST. The unpaid principal of the Series 2024 Bonds shall bear interest from the date of delivery to date of maturity or redemption prior to maturity at the rate of _____% per annum. Said interest shall be payable in the manner provided and on the dates stated in the FORM OF BOND set forth in this Resolution.

SECTION 4. CHARACTERISTICS OF THE SERIES 2024 BONDS. (a) Registration and Transfer. The Issuer shall keep or cause to be kept at the designated corporate trust office of **BOKF, NA, Dallas, Texas** (the “Paying Agent/Registrar”) books or records for the registration of the transfer and exchange of the Series 2024 Bonds (the “Registration Books”), and the Issuer hereby appoints the Paying Agent/Registrar as its registrar and transfer agent to keep such books or records and make such registrations of transfers and exchanges under such reasonable regulations as the Issuer and Paying Agent/Registrar may prescribe; and the Paying Agent/Registrar shall make such registrations, transfers and exchanges as herein provided. Attached hereto as *Exhibit A* is a copy of the Paying Agent/Registrar Agreement between the Issuer and the Paying Agent/Registrar which is hereby approved in substantially final form, and the President and Secretary of the Board of Directors of the Issuer are hereby authorized to execute the Paying Agent/Registrar Agreement and approve any changes in the final form thereof.

The Paying Agent/Registrar shall obtain and record in the Registration Books the address of the registered owner of each Series 2024 Bond to which payments with respect to the Series 2024 Bonds shall be mailed, as herein provided; but it shall be the duty of each registered owner to notify the Paying Agent/Registrar in writing of the address to which payments shall be mailed, and such interest payments shall not be mailed unless such notice has been given. To the extent possible and under reasonable circumstances, all transfers of Series 2024 Bonds shall be made within three business days after request and presentation thereof. The Issuer shall have the right to inspect the Registration Books during regular business hours of the Paying Agent/Registrar, but otherwise the Paying Agent/Registrar shall keep the Registration Books confidential and, unless otherwise required by law, shall not permit their inspection by any other entity. The Paying Agent/Registrar's standard or customary fees and charges for making such registration, transfer, exchange and delivery of a substitute Series 2024 Bond or Series 2024 Bonds shall be paid as provided in the FORM OF SERIES 2024 BOND set forth in this Resolution. Registration of assignments, transfers and exchanges of Series 2024 Bonds shall be made in the manner provided and with the effect stated in the FORM OF SERIES 2024 BOND set forth in this Resolution. Each substitute Series 2024 Bond shall bear a letter and/or number to distinguish it from each other Series 2024 Bond.

Except as provided in (c) below, an authorized representative of the Paying Agent/Registrar shall, before the delivery of any such Series 2024 Bond, date and manually sign the Paying Agent/Registrar's Authentication Certificate, and no such Series 2024 Bond shall be deemed to be issued or outstanding unless such Certificate is so executed. The Paying Agent/Registrar promptly shall cancel all paid Series 2024 Bonds and Series 2024 Bonds surrendered for transfer and exchange. No additional ordinances, orders, or resolutions need be passed or adopted by the governing body of the Issuer or any other body or person so as to accomplish the foregoing transfer and exchange of any Series 2024 Bond or portion thereof, and the Paying Agent/Registrar shall provide for the printing, execution, and delivery of the substitute Series 2024 Bonds in the manner prescribed herein, and said Series 2024 Bonds shall be of type composition printed on paper with lithographed or steel engraved borders of customary weight and strength. Pursuant to Chapter 1201, Texas Government Code, and particularly Subchapter D and Section 1201.067 thereof, the duty of transfer and exchange of Series 2024 Bonds as aforesaid is hereby imposed upon the Paying Agent/Registrar, and, upon the execution of said Certificate, the transferred and exchanged Series 2024 Bond shall be valid, incontestable, and enforceable in the same manner and with the same effect as the Series 2020 Bonds which initially were issued and delivered pursuant to this

Resolution, approved by the Attorney General, and registered by the Comptroller of Public Accounts.

(b) *Payment of Principal and Interest.* The Issuer hereby further appoints the Paying Agent/Registrar to act as the paying agent for paying the principal of and interest on the Series 2024 Bonds, all as provided in this Resolution. The Paying Agent/ Registrar shall keep proper records of all payments made by the Issuer and the Paying Agent/Registrar with respect to the Series 2024 Bonds.

(c) *In General.* The Series 2024 Bonds (i) shall be issued in fully registered form, without interest coupons, with the principal of and interest on such Series 2024 Bonds to be payable only to the registered owners thereof, (ii) may be redeemed prior to their scheduled maturities (notice of which shall be given to the Paying Agent/Registrar by the Issuer at least 45 days prior to any such redemption date), (iii) may be transferred and assigned, (iv) may be exchanged for other Series 2024 Bonds, (v) shall have the characteristics, (vi) shall be signed, sealed, executed and authenticated, (vii) the principal of and interest on the Series 2024 Bonds shall be payable, and (viii) shall be administered and the Paying Agent/Registrar and the Issuer shall have certain duties and responsibilities with respect to the Series 2024 Bonds, all as provided, and in the manner and to the effect as required or indicated, in the FORM OF SERIES 2024 BOND set forth in this Resolution. The Initial Series 2024 Bond is not required to be, and shall not be, authenticated by the Paying Agent/ Registrar, but on each substitute Series 2024 Bond issued in exchange for the Initial Series 2024 Bond issued under this Resolution the Paying Agent/Registrar shall execute the PAYING AGENT/REGISTRAR'S AUTHENTICATION CERTIFICATE, in the form set forth in the FORM OF SERIES 2024 BOND. The Initial Series 2024 Bond delivered on the closing date (as further described in subparagraph (i) below) shall have attached thereto the Comptroller's Registration Certificate substantially in the form set forth in the FORM OF SERIES 2024 BOND below, manually executed by the Comptroller of Public Accounts of the State of Texas or by his duly authorized agent, which certificate shall be evidence that the Series 2024 Bond has been duly approved by the Attorney General of the State of Texas and that it is a valid and binding obligation of the Issuer, and has been registered by the Comptroller.

(d) *Substitute Paying Agent/Registrar.* The Issuer covenants with the registered owners of the Series 2024 Bonds that at all times while the Series 2024 Bonds are outstanding the Issuer will provide a competent and legally qualified bank, trust company, financial institution, or other entity to act as and perform the services of Paying Agent/Registrar for the Series 2024 Bonds under this Resolution, and that the Paying Agent/Registrar will be one entity and shall be an entity registered with the Securities and Exchange Commission. The Issuer reserves the right to, and may, at its option, change the Paying Agent/Registrar upon not less than 120 days written notice to the Paying Agent/Registrar, to be effective not later than 60 days prior to the next principal or interest payment date after such notice. In the event that the entity at any time acting as Paying Agent/Registrar (or its successor by merger, acquisition, or other method) should resign or otherwise cease to act as such, the Issuer covenants that promptly it will appoint a competent and legally qualified bank, trust company, financial institution, or other agency to act as Paying Agent/Registrar under this Resolution. Upon any change in the Paying Agent/Registrar, the previous Paying Agent/Registrar promptly shall transfer and deliver the Registration Books (or a copy thereof), along with all other pertinent books and records relating to the Series 2024 Bonds, to the new Paying Agent/Registrar designated and appointed by the Issuer. Upon any change in the Paying Agent/Registrar, the Issuer

promptly will cause a written notice thereof to be sent by the new Paying Agent/Registrar to each registered owner of the Series 2024 Bonds, by United States mail, first-class postage prepaid, which notice also shall give the address of the new Paying Agent/Registrar. By accepting the position and performing as such, each Paying Agent/Registrar shall be deemed to have agreed to the provisions of this Resolution, and a certified copy of this Resolution shall be delivered to each Paying Agent/Registrar.

(e) Delivery of Initial Series 2024 Bond. On the closing date, one Initial Series 2024 Bond representing the entire principal amount of the Series 2024 Bonds, payable in stated maturities to the initial registered owner named in Section 27 of this Resolution or its designee, executed by manual or facsimile signature of the President and Secretary of the Board of Directors of the Issuer, approved by the Attorney General of Texas, and registered and manually signed by the Comptroller of Public Accounts of the State of Texas, will be delivered to the initial purchaser or its designee. Upon payment for the Initial Series 2024 Bond, the Paying Agent/Registrar may, but is not required to, cancel the Initial Series 2024 Bond and deliver to the initial registered owner or its designee one registered definitive Series 2024 Bond for each year of maturity of the Series 2024 Bonds, in the aggregate principal amount of all of the Series 2024 Bonds for such maturity.

SECTION 5. FORM OF SERIES 2024 BOND. The form of the Series 2024 Bond, including the form of Paying Agent/Registrar's Authentication Certificate, the form of Assignment, and the form of Registration Certificate of the Comptroller of Public Accounts of the State of Texas (to be attached only to the Series 2024 Bonds initially issued and delivered pursuant to this Resolution), shall be substantially as follows, with such appropriate variations, omissions, or insertions as are permitted or required by this Resolution:

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FORM OF SERIES 2024 BOND

R- _____

PRINCIPAL
AMOUNT
\$ _____

**UNITED STATES OF AMERICA
STATE OF TEXAS
UNIVERSAL CITY ECONOMIC DEVELOPMENT CORPORATION
SALES TAX REVENUE BOND, SERIES 2024**

INTEREST RATE
_____ %

MATURITY DATE
_____, 20__

DATE OF DELIVERY
_____, 2024

REGISTERED OWNER: _____

PRINCIPAL AMOUNT: _____ **DOLLARS AND NO/100**

THE UNIVERSAL CITY ECONOMIC DEVELOPMENT CORPORATION (the “Issuer”), being a nonstock, nonprofit economic development corporation organized and existing under the laws of the State of Texas, including particularly now codified in Chapters 501, 502, and 505 of the Texas Local Government Code, as amended (the “Act”), and acting on behalf of the *City of Universal City, Texas* (the “City”), hereby promises to pay to the registered owner set forth above or to the assignee or assignees thereof (either being hereinafter called the “registered owner”) the Principal Amount from time to time unpaid, and to pay interest thereon (calculated on the basis of a 360-day year composed of twelve 30-day months) from the Date of Delivery specified above, to the Maturity Date specified above, or the date of redemption prior to maturity, at the Interest Rate per annum specified above with interest being payable on March 1, 2025, and semiannually on each March 1 and September 1 thereafter; except that if the date of authentication of this Bond is later than any Record Date but on or before the next following interest payment date, such Principal Amount shall bear interest from the interest payment date next preceding the date of authentication, unless such date of authentication is after any Record Date (hereinafter defined) but on or before the next following interest payment date, in which case such Principal Amount shall bear interest from such next following interest payment date. The principal of this Bond shall finally mature on the Maturity Date stated above, and shall be paid in on the dates and in the amounts set forth in the table below:

YEAR (_____)	PRINCIPAL AMOUNT (\$)	YEAR (_____)	PRINCIPAL AMOUNT (\$)	YEAR (_____)	PRINCIPAL AMOUNT (\$)

THE PRINCIPAL OF AND INTEREST ON THIS BOND are payable in lawful money of the United States of America, without exchange or collection charges. Except as provided below, the principal of this Bond shall be paid to the registered owner hereof upon presentation and surrender of this Bond at maturity or upon the date fixed for its redemption prior to maturity, at the designated corporate trust office of **BOKF, NA, Dallas, Texas**, which is the “Paying Agent/Registrar” for this Bond. The payment of interest on this Bond shall be made by the Paying Agent/Registrar to the registered owner hereof on the interest payment date by check or draft, dated as of such interest payment date, drawn by the Paying Agent/Registrar on, and payable solely from, funds of the Issuer required by the resolution authorizing the issuance of the Bonds (the “Resolution”) to be on deposit with the Paying Agent/Registrar for such purpose as hereinafter provided; and such check or draft shall be sent by the Paying Agent/Registrar by United States mail, first class postage prepaid, on each such interest payment date, to the registered owner hereof, at the address of the registered owner, as it appeared on the fifteenth business day of the month next preceding such date (the “Record Date”) on the Registration Books kept by the Paying Agent/Registrar, as hereinafter described. Except as provided below, any accrued interest due upon the redemption of this Bond prior to maturity as provided herein shall be paid to the registered owner at the principal corporate trust office of the Paying Agent/Registrar upon presentation and surrender of this Bond for redemption and payment at the principal corporate trust office of the Paying Agent/Registrar (unless the redemption date is a regularly scheduled interest payment date, in which case accrued interest on such redeemed Bond shall be payable in the regular manner described above). The Issuer covenants with the registered owner of this Bond that on or before each principal payment date, interest payment date, and accrued interest payment date for this Bond, it will make available to the Paying Agent/Registrar, from the “Debt Service Fund” created by the Resolution, the amounts required to provide for the payment, in immediately available funds, of all principal of and interest on the Bonds, when due. In addition, interest may be paid by such other method, acceptable to the Paying Agent/Registrar, requested by, and at the risk and expense of, the registered owner. In the event of a non-payment of interest on a scheduled payment date, and for 30 days thereafter, a new record date for such interest payment (a “Special Record Date”) will be established by the Paying Agent/Registrar, if and when funds for the payment of such interest have been received from the Issuer. Notice of the Special Record Date and of the scheduled payment date of the past due interest (which shall be 15 days after the Special Record Date) shall be sent at least five business days prior to the special record date by the United States mail, first-class postage prepaid, to the address of each owner of a Bond appearing on the Registration Books at the close of business on the last business day next preceding the date of mailing of such notice

IF THE DATE FOR THE PAYMENT of the principal of or interest on this Bond shall be a Saturday, Sunday, a legal holiday, or a day on which banking institutions in the city where the Paying Agent/Registrar is located are authorized by law or executive order to close, then the date for such payment shall be the next succeeding day which is not such a Saturday, Sunday, legal holiday, or day on which banking institutions are authorized to close; and payment on such date shall have the same force and effect as if made on the original date payment was due.

THIS BOND IS ONE OF A SERIES OF BONDS dated as of _____, 2024, authorized in accordance with the Constitution and laws of the State of Texas, including particularly the Act, in the original principal amount of \$ _____ **FOR THE PURPOSE OF PROVIDING FUNDS TO UNDERTAKE VARIOUS PROJECTS THAT HAVE BEEN FOUND BY THE ISSUER TO PROMOTE NEW OR EXPAND BUSINESS DEVELOPMENT,**

INCLUDING: (I) THE ACQUISITION, DEMOLITION, RENOVATION, IMPROVEMENT, AND EQUIPMENT OF THE PURCHASE AND ACQUISITION OF LAND LOCATED IN THE VICINITY OF THE ENTRANCE TO WAL-MART, NEAR AND AROUND 510 KITTY HAWK ROAD, UNIVERSAL CITY, TEXAS 78148, AND THE AVIATION DISTRICT, NEAR AND AROUND BOOKER ROAD OUTSIDE RANDOLPH AIRFORCE BASE, BETWEEN AVIATION AND NATIONAL BOULEVARDS, UNIVERSAL CITY, TEXAS 78148, TO BE DEVELOPED TO ATTRACT NEW BUSINESSES TO THE CITY AND TO PROMOTE “NEW OR EXPANDED BUSINESS DEVELOPMENT” IN THE CITY, (II) ACQUIRING, CONSTRUCTING, PURCHASING, RENOVATING, DEMOLISHING, ENLARGING, AND IMPROVING THE CITY’S STREETS, UTILITIES, AND DRAINAGE IMPROVEMENTS INCIDENTAL THERETO TO THE PROJECTS, ALONG WITH THE ACQUISITION OF LAND, EASEMENTS, RIGHTS OF WAY, AND OTHER INTERESTS IN REAL PROPERTY RELATING TO THE FOREGOING, (III) THE PURCHASE OF MATERIALS, SUPPLIES, EQUIPMENT, MACHINERY, LANDSCAPING, LAND, AND RIGHTS-OF-WAY FOR AUTHORIZED NEEDS AND PURPOSES RELATING TO THE AFOREMENTIONED CAPITAL IMPROVEMENTS, AND (IV) THE PAYMENT OF PROFESSIONAL SERVICES RELATED TO THE CONSTRUCTION AND FINANCING OF THE AFOREMENTIONED PROJECT, WHICH PROJECT WILL PROMOTE OR DEVELOP NEW OR EXPANDED BUSINESS ENTERPRISES IN THE CITY, AND FOR PAYING THE COSTS OF ISSUING THE SERIES 2024 BONDS.

ON ANY DATE, the unpaid principal of the Bonds of this Series, as a whole only, may be redeemed prior to their scheduled payment date, at the option of the Issuer, with funds derived from any available and lawful source at the redemption price of the principal amount of Bonds called for redemption plus accrued interest thereon to the date fixed for redemption.

AT LEAST 15 DAYS PRIOR to the date fixed for redemption, notice of such redemption shall be sent by the Paying Agent/Registrar by United States mail, first class postage prepaid, to the registered owner of each Bond to be redeemed at its address as it appeared on the day such notice is mailed. The failure to send, mail, or receive such notice in writing, or any defect therein, or in the sending or mailing thereof, shall not affect the validity or effectiveness of the proceedings for the redemption of Bonds, and the publication of notice as described above shall be the only notice actually required in connection with or as a prerequisite to the redemption of any Bonds. By the date fixed for any such redemption, due provision shall be made with the Paying Agent/Registrar for the payment of the required redemption price for the Bonds which are to be so redeemed, plus accrued interest thereon to the date fixed for redemption. If such notice of redemption is given and if due provision for such payment is made, all as provided above, the Bonds which are to be so redeemed thereby automatically shall be treated as redeemed prior to their scheduled maturities, and they shall not bear interest after the date fixed for redemption, and they shall not be regarded as being outstanding except for the right of the registered owner to receive the redemption price plus accrued interest from the Paying Agent/Registrar out of the funds provided for such payment.

ALL BONDS OF THIS SERIES are issuable solely as fully registered Bonds, without interest coupons, in the denomination of any integral multiple of \$5,000. As provided in the Resolution, this Bond may, at the request of the registered owner or the assignee or assignees hereof, be assigned, transferred and exchanged for a like aggregate principal amount of fully registered Bonds, without interest coupons, payable to the appropriate registered owner, assignee or assignees,

as the case may be, having the same denomination or denominations in any integral multiple of \$5,000 as requested in writing by the appropriate registered owner, assignee or assignees, as the case may be, upon surrender of this Bond to the Paying Agent/Registrar for cancellation, all in accordance with the form and procedures set forth in the Resolution. Among other requirements for such assignment and transfer, this Bond must be presented and surrendered to the Paying Agent/Registrar, together with proper instruments of assignment, in form and with guarantee of signatures satisfactory to the Paying Agent/Registrar, evidencing assignment of this Bond to the assignee or assignees in whose name or names this Bond or any such portion or portions hereof is or are to be transferred and registered. The form of Assignment printed or endorsed on this Bond shall be executed by the registered owner or its duly authorized attorney or representative to evidence the assignment hereof. The Issuer shall pay the Paying Agent/Registrar's standard or customary fees and charges for making such transfer, but the one requesting such transfer shall pay any taxes or other governmental charges required to be paid with respect thereto. The Paying Agent/Registrar shall not be required to make transfers of registration of this Bond or any portion hereof (i) during the period commencing with the close of business on any Record Date and ending with the opening of business on the next following principal or interest payment date, or, (ii) with respect to any Bond called for redemption prior to maturity, within 45 days prior to its redemption date. The registered owner of this Bond shall be deemed and treated by the Issuer and the Paying Agent/Registrar as the absolute owner hereof for all purposes, including payment and discharge of liability upon this Bond to the extent of such payment, and the Issuer and the Paying Agent/Registrar shall not be affected by any notice to the contrary.

IN THE EVENT ANY PAYING AGENT/REGISTRAR for the Bonds is changed by the Issuer, resigns, or otherwise ceases to act as such, the Issuer has covenanted in the Resolution that it promptly will appoint a competent and legally qualified substitute therefor, and promptly will cause written notice thereof to be mailed to the registered owners of the Bonds.

BY BECOMING THE REGISTERED OWNER OF THIS BOND, the registered owner thereby acknowledges all of the terms and provisions of the Resolution, agrees to be bound by such terms and provisions, acknowledges that the Resolution is duly recorded and available for inspection in the official minutes and records of the governing body of the Issuer, and agrees that the terms and provisions of this Bond and the Resolution constitute a contract between each registered owner hereof and the Issuer.

THE ISSUER HAS RESERVED THE RIGHT, subject to the restrictions stated, and adopted by reference, in the Resolution, to issue additional parity revenue bonds which also may be made payable from, and secured by a first lien on and pledge of, the "Pledged Revenues" (as defined in the Resolution).

IT IS HEREBY CERTIFIED, RECITED, AND COVENANTED that this Bond has been duly and validly authorized, issued, sold, and delivered; that all acts, conditions, and things required or proper to be performed, exist, and be done precedent to or in the authorization, issuance, and delivery of this Bond have been performed, existed, and been done in accordance with law; that this Bond is a special obligation of the Issuer; that neither the State of Texas, the City, nor any political corporation, subdivision, or agency of the State of Texas, nor any member of the Board of Directors of the Issuer, either individually or collectively, shall be obligated to pay the principal of or the interest on this Bond and neither the faith and credit nor the taxing power (except as described

below) of the State of Texas, the City, or any other political corporation, subdivision, or agency of the State of Texas is pledged to the payment of the principal of or the interest on this Bond; that the principal of and interest on this Bond are secured by and payable from a first lien on and pledge of the revenues defined in the Resolution as the "Pledged Revenues", which include the proceeds of a one-half of one percent sales and use tax levied for the benefit of the Issuer by the City pursuant to Section 505 of the Act; and that the registered owner hereof shall not have the right to demand payment of the principal of or interest on this Bond from any tax proceeds in excess of the aforesaid sales and use tax proceeds levied for the benefit of the Issuer by the City pursuant to Section 505 of the Act, or from any other source other than the Pledged Revenues.

IN WITNESS WHEREOF, the Issuer has caused this Bond to be signed with the manual or facsimile signature of the Vice President or President of the Board of Directors of the Issuer and countersigned with the manual or facsimile signature of the Secretary of the Board of Directors of the Issuer, and has caused the official seal of the Issuer to be duly impressed, or placed in facsimile, on this Bond.

(signature)
Secretary, Board of Directors

(signature)
President, Board of Directors

(SEAL)

FORM OF REGISTRATION CERTIFICATE
OF THE COMPTROLLER OF PUBLIC ACCOUNTS

COMPTROLLER'S REGISTRATION CERTIFICATE: REGISTER NO. _____

I hereby certify that this Bond has been examined, certified as to validity, and approved by the Attorney General of the State of Texas, and that this Bond has been registered by the Comptroller of Public Accounts of the State of Texas.

Witness my signature and seal this

(COMPTROLLER'S SEAL)

Comptroller of Public Accounts
of the State of Texas

FORM OF PAYING AGENT/REGISTRAR'S AUTHENTICATION CERTIFICATE

PAYING AGENT/REGISTRAR'S AUTHENTICATION CERTIFICATE

(To be executed if this Bond is not accompanied by an executed Registration Certificate of the Comptroller of Public Accounts of the State of Texas)

It is hereby certified that this Bond has been issued under the provisions of the Resolution described in the text of this Bond; and that this Bond has been issued in exchange for a bond or bonds, or a portion of a bond or bonds of a series which originally was approved by the Attorney General of the State of Texas and registered by the Comptroller of Public Accounts of the State of Texas.

Dated: _____

BOKF, NA, Dallas, Texas,
Paying Agent/Registrar

By _____
Authorized Representative

FORM OF ASSIGNMENT:

ASSIGNMENT

FOR VALUE RECEIVED, the undersigned Registered Owner of this Bond, or duly authorized representative or attorney thereof, hereby assigns this Bond to

_____/

(Assignee's Social Security or
Taxpayer Identification Number)

(Print or typewrite Assignee's name and address,
including zip code)

and hereby irrevocably constitutes and appoints _____
attorney to register the transfer of the within Bond on the books kept for registration thereof, with
full power of substitution in the premises.

Dated: _____

Signature Guaranteed:

NOTICE: Signature(s) must be guaranteed by
a member firm of the New York Stock
Exchange or a commercial bank or trust
company.

NOTICE: The signature above must
correspond with the name of the Registered
Owner as it appears upon the front of this
Bond in every particular, without alteration or
enlargement or any change whatsoever.

SECTION 6. DEFINITIONS. As used in this Resolution, the following terms shall have the meanings set forth below, unless the text hereof specifically indicates otherwise:

“Act” shall mean the Development Corporation Act of 1979, now codified in Chapters 501, 502, and 505 of the Texas Local Government Code, as amended.

“Additional Obligations” shall mean those obligations hereafter issued by the Issuer pursuant to Section 19 of this Resolution.

“Board” shall mean the Board of Directors of the Issuer.

“Series 2024 Bonds” shall mean the Universal City Economic Development Corporation Sales Tax Revenue Bonds, Series 2024, in the aggregate principal amount of \$ _____, authorized to be issued by this Resolution.

“City” shall mean the City of Universal City, Texas.

“Code” shall mean the Internal Revenue Code of 1986, as amended.

“Comptroller” shall mean the Comptroller of Public Accounts of the State of Texas, and any successor official or officer thereto.

“Cost” shall mean with respect to the Projects, the cost of acquisition, construction, reconstruction, improvement, and expansion of the Projects as provided in the Act, including, without limitation, the cost of the acquisition of all land, rights-of-way, property rights, easements, and interests, the cost of all machinery and equipment, financing charges, interest prior to and during construction, and for one year after completion of construction whether or not capitalized, necessary reserve funds, cost of estimates and of engineering and legal services, plans, specifications, surveys, estimates of cost and of revenue, other expenses necessary or incident to determining the feasibility and practicability of acquiring, constructing, reconstructing, improving, and expanding any such Projects, administrative expense, and such other expense as may be necessary or incident to the acquisition, construction, reconstruction, improvement, and expansion thereof, the placing of the same in operation, and the financing or refinancing of the Projects.

“Credit Facility” shall mean a policy of municipal bond insurance, a surety bond or a bank letter or line of credit issued by a Credit Facility Provider to cause the amount on deposit in the Reserve Fund to satisfy the Required Reserve Amount.

“Credit Facility Provider” means (i) with respect to any Credit Facility consisting of a policy of municipal bond insurance or a surety bond, any issuer of policies of insurance insuring the timely payment of debt service on governmental obligations such as the Parity Obligations and provided that a nationally recognized rating agency having an outstanding rating on the Parity Obligations would rate such Parity Obligations fully insured by a standard policy issued by that issuer in its highest rating category for such obligations; and (ii) with respect to any Credit Facility consisting of a letter or line of credit, any bank, provided that a nationally recognized rating agency having an

outstanding rating on the Parity Obligations would rate the Parity Obligations in its highest rating category for such obligations if the letter or line of credit proposed to be issued by such bank secured the timely payment of the entire principal amount of the Parity Obligations and the interest thereon.

“Depository Bank” shall mean the official depository bank of the City.

“Fiscal Year” shall mean the fiscal year of the Issuer, being the twelve-month period beginning October 1 of each year.

“Investment Act” shall mean the Public Funds Investment Act, Chapter 2256, Texas Government Code.

“Issuer” shall mean the Universal City Economic Development Corporation, as successor to the City’s Industrial Development Corporation.

“Parity Obligations” shall mean the Previously Issued Parity Obligations, the Series 2024 Bonds, and any Additional Obligations.

“Paying Agent/Registrar” shall mean the financial institution so designated in accordance with the provisions of Section 4 of this Resolution.

“Pledged Revenues” shall mean the Sales Tax plus any interest earnings thereon, less any amounts due or owing to the Comptroller as charges for collection or retention by the Comptroller for refunds and to redeem dishonored checks and drafts, to the extent such charges and retention are authorized or required by law.

“Previously Issued Parity Obligations” shall mean the Issuer’s outstanding Sales Tax Revenue Bonds, Series 2016 and Sales Tax Revenue Bonds, Taxable Series 2020.

“Projects” shall have the meaning assigned in the recitals hereto.

“Project and Sales Tax Remittance Agreement” shall mean the Project and Sales Tax Remittance Agreement, dated as of May 14, 2024, between the City and the Issuer.

“Required Reserve Amount” shall mean the average annual principal and interest requirements on the Parity Obligations.

“Sales Tax” shall mean the one-half of one percent sales and use tax levied by the City within the boundaries of the City as they now or hereafter exist, together with any increases in the aforesaid rate if provided and authorized by the laws of the State of Texas, including specifically the Act, and collected for the benefit of the Issuer, all in accordance with the Act, including particularly Section 505 thereof.

SECTION 7. PLEDGE. (a) The Parity Obligations, and any interest payable thereon, are and shall be secured by and payable from a first lien on and pledge of the Pledged Revenues; and the Pledged Revenues are further pledged to the establishment and maintenance of the Debt Service Fund and the Reserve Fund as hereinafter provided. The Parity Obligations are and will be

secured by and payable only from the Pledged Revenues, and are not secured by or payable from a mortgage or deed of trust on any real, personal or mixed properties constituting the Projects.

(b) Chapter 1208, as amended, Texas Government Code, applies to the issuance of the Bonds and the pledge of Pledged Revenues granted by the Corporation under subsection (a) of this Section, and such pledge is therefore valid, effective, and perfected. If Texas law is amended at any time while the Bonds are Outstanding and unpaid such that the pledge of the Pledged Revenues granted by the Corporation is to be subject to the filing requirements of Chapter 9, Texas Business & Commerce Code, then in order to preserve to the registered owners of the Bonds the perfection of the security interest in this pledge, the Board agrees to take such measures as it determines are reasonable and necessary under Texas law to comply with the applicable provisions of Chapter 9, as amended, Texas Business & Commerce Code and enable a filing to perfect the security interest in this pledge to occur.

SECTION 8. REVENUE FUND. There shall be established and maintained on the books of the Issuer, and accounted for separate and apart from all other funds of the Issuer, a special fund entitled the “*Universal City Economic Development Corporation Sales Tax Revenue Fund*” (hereinafter called the “Revenue Fund”). All Pledged Revenues shall be credited to the Revenue Fund immediately upon receipt. Monies in said Fund shall be maintained at an official depository bank of the City.

SECTION 9. DEBT SERVICE FUND. For the sole purpose of paying the principal of and interest on the Parity Obligations, as the same come due, there shall be established and maintained on the books of the Issuer a separate fund entitled the “*Universal City Economic Development Corporation Sales Tax Revenue Bonds Debt Service Fund*” (hereinafter called the “Debt Service Fund”). Monies in said Fund shall be maintained at an official depository bank of the City.

SECTION 10. RESERVE FUND. There shall be established and maintained on the books of the Issuer a separate fund entitled the “*Universal City Economic Development Corporation Sales Tax Revenue Bonds Reserve Fund*” (hereinafter called the “Reserve Fund”). Monies in said Fund shall be used solely for the purpose of retiring the last of any Parity Obligations as they become due or paying principal of and interest on any Parity Obligations when and to the extent the amounts in the Debt Service Fund are insufficient for such purpose. Monies in said Fund shall be maintained at an official depository bank of the City.

SECTION 11. CONSTRUCTION FUND; APPROVAL OF PROJECT AND SALES TAX REMITTANCE AGREEMENT. (a) There shall be created and established on the books of the Issuer a separate fund entitled the “*Universal City Economic Development Corporation Series 2024 Construction Fund*” (hereinafter called the “Construction Fund”). The Construction Fund shall be held by an official depository bank of the City and shall be subject to and charged with a lien in favor of the registered owners of the Series 2024 Bonds until said monies on deposit therein are paid out as herein provided. The proceeds from the sale of the Series 2024 Bonds, other than any accrued interest and capitalized interest, if any (which shall be deposited to the credit of the Debt Service Fund), and any proceeds to be deposited to the credit of the Reserve Fund, if any, shall be credited to the Construction Fund. All interest and profits from investments made with moneys in the Construction Fund shall remain on deposit in the Construction Fund and as a part thereof unless the President or Treasurer of the Issuer directs that all or a portion of such interest earnings are to be deposited to the Debt Service Fund. All funds on deposit in the Construction Fund shall be deposited into the Debt Service Fund upon completion of the Projects (i.e. until the Projects are finally completed).

(b) Money in the Construction Fund shall be subject to disbursement by the Issuer for payment of any Costs of the Projects and in accordance with the provisions of the Project and Sales Tax Remittance Agreement, (which is hereby approved in substantially the form attached hereto as Exhibit B); however, no proceeds shall be used to pay any maintenance or operating costs of the Projects. Disbursements from the Construction Fund shall be made in accordance with the financial policies and procedures established between the Issuer and the City and in accordance with the provisions of the Project and Sales Tax Remittance Agreement. Such disbursements shall be made only for valid Costs of the Projects.

SECTION 12. TRANSFER OF SALES TAX REVENUES. (a) Pursuant to the provisions of the Project and Sales Tax Remittance Agreement, the City has agreed to do any and all things necessary to accomplish the transfer of the Sales Tax collected for the benefit of the Issuer to the Revenue Fund on a monthly basis. The Project and Sales Tax Remittance Agreement governs matters with respect to the collection of sales taxes from the Comptroller, credits and refunds due and owing to the Comptroller, and other matters with respect to the collection and transfer of the Sales Tax. The City shall maintain the proceeds from the collection of the Sales Tax in an account to be maintained at an official depository bank of the City.

(b) The President and the Treasurer of the Board are hereby ordered to do any and all things necessary including mandamus, and any action at law or in equity to accomplish the transfer of monies to the Debt Service Fund in ample time to pay the principal of and interest on the Parity Obligations.

SECTION 13. DEPOSITS OF PLEDGED REVENUES; INVESTMENTS. (a) The Pledged Revenues shall be deposited in the Debt Service Fund and the Reserve Fund, or shall be used to reimburse a Credit Facility Provider in the event a Credit Facility has been drawn upon to pay debt service requirements on any Parity Obligations, when and as required by this Resolution.

(b) Money in any Fund established by this Resolution may, at the option of the Board, be invested in eligible investment securities as described in the Investment Act; provided that all such deposits and investments shall have a par value (or market value when less than par) exclusive of accrued interest at all times at least equal to the amount of money credited to such Funds, and shall be made in such manner that the money required to be expended from any Fund will be available at the proper time or times. Money in the Reserve Fund shall not be invested in securities maturing later than five years from the date such investment is made. Such investments shall be valued in terms of current market value as of the last day of each year, except that direct obligations of the United States (State and Local Government Series) in book-entry form shall be continuously valued at their par or face principal amount. Such investments shall be sold promptly when necessary to prevent any default in connection with the Parity Obligations.

SECTION 14. FUNDS SECURED. Money in all Funds created by this Resolution, to the extent not invested, shall be secured in the manner prescribed by law for securing funds of the City.

SECTION 15. DEBT SERVICE REQUIREMENTS. (a) Promptly after the delivery of the Series 2024 Bonds the Issuer shall cause to be deposited to the credit of the Debt Service Fund any accrued interest and any capitalized interest received from the sale and delivery of the Series 2024 Bonds, as described in Section 9 hereof, and any such deposit shall be used to pay the interest next coming due on the Series 2024 Bonds.

(b) The Issuer shall transfer or cause to be transferred Pledged Revenues on deposit in the Revenue Fund, and deposit to the credit of the Debt Service Fund the amounts, at the times, as follows:

(1) Such amounts, in substantially equal monthly installments, deposited on or before the 25th day of each month hereafter, as will be sufficient, together with other amounts, if any, then on hand in the Debt Service Fund and available for such purpose, to pay the interest scheduled to accrue and come due on the Series 2024 Bonds on the next succeeding interest payment date.

(2) Such amounts, in substantially equal monthly installments deposited on or before the 25th day of each month hereafter, as will be sufficient, together with other amounts, if any, then on hand in the Debt Service Fund and available for such purpose, to pay the principal scheduled to mature and come due on the Series 2024 Bonds on the next succeeding principal payment date.

SECTION 16. RESERVE REQUIREMENTS. (a) The average annual principal and interest requirements for all outstanding Parity Obligations, upon issuance and delivery of the Series 2024 Bonds, equals \$_____. After accounting for the amount currently maintained in the Reserve Fund, the reserve fund requirement equals \$_____. The Issuer shall deposit, in monthly installments, made on or before the 25th day of each month following the delivery of the Series 2024 Bonds, 1/60th of said amount in the Reserve Fund. Subject to the preceding sentence, when and if the Reserve Fund at any time contains less than the Required Reserve Amount due to any cause or condition other than the issuance of any Additional Obligations, then, subject and subordinate to making the required deposits to the credit of the Debt Service Fund, the Issuer shall transfer or cause to be transferred Pledged Revenues on deposit in the Revenue Fund, and deposit to the credit of the Reserve Fund an amount equal to 1/12th of such deficiency, or from any other sources available for such purpose. The Issuer may withdraw and use, for any purpose not inconsistent with the provisions of the Act, all surplus in the Reserve Fund over the Required Reserve Amount which are not considered as proceeds of the Series 2024 Bonds; provided however that to the extent such replenishment or restoration is required to occur by virtue of a draw upon the Credit Facility such replenishment or restoration shall take place to the full extent of Pledged Revenue after deposits to the Debt Service Fund.

(b) The Issuer may, in lieu of depositing cash or investments in the Reserve Fund, obtain a Credit Facility in order to cause the amount on deposit therein to equal the Required Reserve Amount attributable to the Series 2024 Bonds or any series of Additional Obligations hereafter issued. The amount insured or secured by a Credit Facility is deemed, for purposes of this Section, to be an amount on deposit in the Reserve Fund attributable to the series for which such Credit Facility is issued. The Credit Facility must (i) be issued for the benefit of all owners of the Parity Obligations, (ii) provide coverage, together with other cash and investments on deposit in the Reserve Fund, for the full amount of the Required Reserve Amount applicable to the Series 2024 Bonds or Additional Obligations, (iii) upon the demand of the owners or the Paying Agent/Registrar on behalf of the owners, provide for the withdrawal or disbursement of such amounts at the same times as would otherwise be permitted to be withdrawn for the Debt Service Fund, and (iv) be in form and substance approved by nationally recognized bond counsel. If the amount on deposit in the Reserve Fund consists of cash and investments and one or more Credit Facilities, as provided in this subsection (b), all cash and investments shall be liquidated and withdrawn prior to drawing

on any Credit Facility, and all Credit Facility Providers shall be fully reimbursed in accordance with the provisions of the respective Credit Facility (including draws, expenses and accrued interest) prior to restoring any cash balance to the Reserve Fund. If more than one Credit Facility is on deposit in the Reserve Fund, any withdrawals on such Credit Facilities shall be made on a pro rata basis. Should the Issuer be obligated to repay or reimburse a Credit Facility Provider to replenish or restore the full amount of the coverage provided by a Credit Facility, on or before the 25th day of each month following a withdrawal on a Credit Facility, the Issuer shall cause approximately equal monthly deposits to be made from Pledged Revenues to the Credit Facility Provider in order to restore the full coverage under such Credit Facility within a period of not greater than 12 months following the month during which a withdrawal was first made on such Credit Facility.

SECTION 17. DEFICIENCIES; EXCESS PLEDGED REVENUES. (a) If on any occasion there shall not be sufficient Pledged Revenues to make the required deposits into the Debt Service Fund and the Reserve Fund, then such deficiency shall be made up as soon as possible from the next available Pledged Revenues, or from any other sources available for such purpose.

(b) Subject to making the required deposits to the credit of the Debt Service Fund and the Reserve Fund when and as required by this Resolution, or any resolution authorizing the issuance of Additional Obligations, the excess Pledged Revenues may be used by the Issuer for any lawful purpose not inconsistent with the Act.

SECTION 18. PAYMENT. On or before September 1, 2024, and semiannually on or before each March 1 and September 1 thereafter while any of the Parity Obligations are outstanding and unpaid, the Issuer shall make available to the paying agents therefor (including the Paying Agent/Registrar), out of the Debt Service Fund, and the Reserve Fund (if necessary), money sufficient to pay such interest on and such principal of the Parity Obligations as shall become due on such dates, respectively, at maturity or by redemption prior to maturity. The aforesaid paying agents (including the Paying Agent/Registrar) shall destroy all paid Parity Obligations, and furnish the Issuer with an appropriate certificate of cancellation or destruction.

SECTION 19. ADDITIONAL BONDS. (a) The Issuer shall have the right and power at any time and from time to time and in one or more series or issues, to authorize, issue and deliver additional parity revenue bonds (herein called “Additional Obligations”), in accordance with law, in any amounts, for purposes of financing of projects (including the Projects) under the provisions of the Act, or for the purpose of refunding of any Parity Obligations or other obligations of the Issuer incurred in connection with the financing of projects under the provisions of the Act. Such Additional Obligations, if and when authorized, issued and delivered in accordance with this Resolution, shall be secured by and made payable equally and ratably on a parity with the Parity Obligations then outstanding from a first lien on and pledge of the Pledged Revenues.

(b) The Debt Service Fund and the Reserve Fund established by this Resolution shall secure and be used to pay all Parity Obligations. However, each resolution under which Additional Obligations are issued shall provide and require that, in addition to the amounts required by the provisions of this Resolution and the provisions of any other resolution or resolutions authorizing

Additional Obligations to be deposited to the credit of the Debt Service Fund, the Issuer shall deposit to the credit of the Debt Service Fund at least such amounts as are required for the payment of all principal and interest on said Additional Obligations then being issued, as the same come due; and that the aggregate amount to be accumulated and maintained in the Reserve Fund shall be increased (if and to the extent necessary) to an amount not less than the average annual principal and interest requirements of all Parity Obligations which will be outstanding after the issuance and delivery of the then proposed Additional Obligations; and that the required additional amount shall be so accumulated by the deposit in the Reserve Fund of all or any part of said required additional amount in cash immediately after the delivery of the then proposed Additional Obligations, or, at the option of the Issuer, by the deposit of said required additional amount (or any balance of said required additional amount not deposited in cash as permitted above) in monthly installments, made on or before the 25th day of each month following the delivery of the then proposed Additional Obligations, of not less than 1/60th of said required additional amount (or 1/60th of the balance of said required additional amount not deposited in cash as permitted above).

(c) All calculations of average annual principal and interest requirement made pursuant to this Section shall be made as of and from the date of the Additional Obligations then proposed to be issued.

(d) No installment, series or issue of Additional Obligations shall be issued or delivered unless:

(i) The President and the Secretary of the Board of the Issuer sign a written certificate to the effect that the Issuer is not in default as to any covenant, condition or obligation in connection with all outstanding Parity Obligations, and the resolutions authorizing same, and that the Debt Service Fund and the Reserve Fund each contains the amount then required to be therein;

(ii) The chief financial officer of the Issuer or the City, signs a written certificate to the effect that, during either the next preceding year, or any twelve consecutive calendar month period ending not more than ninety days prior to the date of the then proposed Additional Obligations, the Pledged Revenues were, in his or its opinion, at least equal to 1.40 times the average annual principal and interest requirements (computed on a fiscal year basis) of all Parity Obligations to be outstanding after the issuance of then proposed Additional Obligations;

(iii) The governing body of the City by official action approves the issuance of the Additional Obligations, as required by the Act; and

(iv) The Issuer receives the written consent of a Credit Facility Provider in the event a Credit Facility provided by such Credit Facility Provider has been drawn upon and such Credit Facility Provider has not been fully reimbursed for costs related to such withdrawal,

The foregoing notwithstanding, the Issuer may issue Additional Obligations, all or a portion of the proceeds of which are to be used to refund all of the outstanding Parity Obligations, without the necessity of satisfying the provisions of clause (ii) of this subsection.

(e) Any installment, series or issue of Additional Obligations may be issued in such a manner that such Additional Obligations would qualify as obligations described by Section 103(a) of the Code, without regard as to whether any other obligations of the Issuer then outstanding were so issued.

SECTION 20. COVENANTS REGARDING TAX EXEMPTION OF INTEREST ON THE BONDS. (a) Covenants. The Issuer covenants to take any action necessary to assure, or refrain from any action which would adversely affect, the treatment of the Bonds as obligations described in section 103 of the Internal Revenue Code of 1986, as amended (the *Code*), the interest on which is not includable in the “gross income” of the holder for purposes of federal income taxation. In furtherance thereof, the Issuer covenants as follows:

(1) to take any action to assure that no more than 10 percent of the proceeds of the Bonds or the projects financed or refinanced therewith (less amounts deposited to a reserve fund, if any) are used for any “private business use,” as defined in section 141(b)(6) of the Code or, if more than 10 percent of the proceeds of the Bonds or the projects financed or refinanced therewith are so used, such amounts, whether or not received by the Issuer, with respect to such private business use, do not, under the terms of this Resolution or any underlying arrangement, directly or indirectly, secure or provide for the payment of more than 10 percent of the debt service on the Bonds, in contravention of section 141(b)(2) of the Code;

(2) to take any action to assure that in the event that the “private business use” described in subsection (1) hereof exceeds 5 percent (5%) of the proceeds of the Bonds or the projects financed or refinanced therewith (less amounts deposited into a reserve fund, if any) then the amount in excess of 5 percent (5%) is used for a “private business use” which is “related” and not “disproportionate,” within the meaning of section 141(b)(3) of the Code, to the governmental use;

(3) to take any action to assure that no amount which is greater than the lesser of \$5,000,000, or 5 percent (5%) of the proceeds of the Bonds (less amounts deposited into a reserve fund, if any) is directly or indirectly used to finance loans to persons, other than state or local governmental units, in contravention of section 141(c) of the Code;

(4) to refrain from taking any action which would otherwise result in the Bonds being treated as “private activity bonds” within the meaning of section 141(b) of the Code;

(5) to refrain from taking any action that would result in the Bonds being “federally guaranteed” within the meaning of section 149(b) of the Code;

(6) to refrain from using any portion of the proceeds of the Bonds, directly or indirectly, to acquire or to replace funds which were used, directly or indirectly, to acquire investment property (as defined in section 148(b)(2) of the Code) which produces a materially higher yield over the term of the Bonds, other than investment property acquired with –

(A) proceeds of the Bonds invested for a reasonable temporary period of three years or less or, in the case of a refunding bond, for a period of 90 days or less until such proceeds are needed for the purpose for which the Bonds are issued,

(B) amounts invested in a bona fide debt service fund, within the meaning of section 1.148-1(b) of the Treasury Regulations, and

(C) amounts deposited in any reasonably required reserve or replacement fund to the extent such amounts do not exceed 10% of the proceeds of the Bonds;

(7) to otherwise restrict the use of the proceeds of the Bonds or amounts treated as proceeds of the Bonds, as may be necessary, so that the Bonds do not otherwise contravene the requirements of section 148 of the Code (relating to arbitrage);

(8) refrain from using the proceeds of the Bonds or proceeds of any prior bonds to pay debt service on another issue more than 90 days after the date of issue of the Bonds in contravention of the requirements of section 149(d) of the Code (relating to advance refundings); and

(9) to pay to the United States of America at least once during each five-year period (beginning on the date of delivery of the Bonds) an amount that is at least equal to 90% of the “Excess Earnings,” within the meaning of section 148(f) of the Code and to pay to the United States of America, not later than 60 days after the Bonds have been paid in full, 100% of the amount then required to be paid as a result of Excess Earnings under section 148(f) of the Code.

(b) Rebate Fund. In order to facilitate compliance with the above covenant (9), a *Rebate Fund* is hereby established by the Issuer for the sole benefit of the United States of America, and such fund shall not be subject to the claim of any other person, including without limitation the bondholders. The Rebate Fund is established for the additional purpose of compliance with section 148 of the Code.

(c) Proceeds. The Issuer understands that the term “proceeds” includes “disposition proceeds” as defined in the Treasury Regulations and, in the case of refunding bonds, transferred proceeds (if any) and proceeds of the refunded bonds expended prior to the date of issuance of the Bonds. It is the understanding of the Issuer that the covenants contained herein are intended to

assure compliance with the Code and any regulations or rulings promulgated by the U.S. Department of the Treasury pursuant thereto. In the event that regulations or rulings are hereafter promulgated which modify or expand provisions of the Code, as applicable to the Bonds, the Issuer will not be required to comply with any covenant contained herein to the extent that such failure to comply, in the opinion of nationally recognized bond counsel, will not adversely affect the exemption from federal income taxation of interest on the Bonds under section 103 of the Code. In the event that regulations or rulings are hereafter promulgated which impose additional requirements which are applicable to the Bonds, the Issuer agrees to comply with the additional requirements to the extent necessary, in the opinion of nationally recognized bond counsel, to preserve the exemption from federal income taxation of interest on the Bonds under section 103 of the Code. In furtherance of such intention, the Issuer hereby authorizes and directs the Executive Director of the Corporation to execute any documents, certificates or reports required by the Code and to make such elections, on behalf of the Issuer, which may be permitted by the Code as are consistent with the purpose for the issuance of the Bonds.

(d) Allocation of, and Limitation on, Expenditures for the Project. The Issuer covenants to account for the expenditure of sale proceeds and investment earnings to be used for the purposes described in Section 1 of this Resolution on its books and records in accordance with the requirements of the Internal Revenue Code. The Issuer recognizes that in order for the proceeds to be considered used for the reimbursement of costs, the proceeds must be allocated to expenditures within 18 months of the later of the date that (1) the expenditure is made, or (2) the project is completed; but in no event later than three years after the date on which the original expenditure is paid. The foregoing notwithstanding, the Issuer recognizes that in order for proceeds to be expended under the Internal Revenue Code, the sale proceeds or investment earnings must be expended no more than 60 days after the earlier of (1) the 5th anniversary of the delivery of the Bonds, or (2) the date the Bonds are retired. The Issuer agrees to obtain the advice of nationally-recognized bond counsel if such expenditure fails to comply with the foregoing to assure that such expenditure will not adversely affect the tax-exempt status of the Bonds. For purposes hereof, the Issuer shall not be obligated to comply with this covenant if it obtains an opinion that such failure to comply will not adversely affect the excludability for federal income tax purposes from gross income of the interest.

(e) Disposition of Project. The Issuer covenants that the property constituting the projects financed or refinanced with the proceeds of the Bonds will not be sold or otherwise disposed in a transaction resulting in the receipt by the Issuer of cash or other compensation, unless the Issuer obtains an opinion of nationally-recognized bond counsel that such sale or other disposition will not adversely affect the tax-exempt status of the Bonds. For purposes of the foregoing, the portion of the property comprising personal property and disposed in the ordinary course shall not be treated as a transaction resulting in the receipt of cash or other compensation. For purposes hereof, the Issuer shall not be obligated to comply with this covenant if it obtains an opinion that such failure to comply will not adversely affect the excludability for federal income tax purposes from gross income of the interest.

(f) Written Procedures. Unless superseded by another action of the Issuer, to ensure compliance with the covenants contained herein regarding private business use, remedial actions,

arbitrage and rebate, the Corporation hereby adopts and establishes the instructions attached hereto as Exhibit D as the Issuer's written procedures.

(g) Reimbursement. This Resolution is intended to satisfy the official requirements set forth in section 1.150-2 of the Treasury Regulations.

SECTION 21. GENERAL COVENANTS. The Issuer further covenants and agrees that in accordance with and to the extent required or permitted by law:

(a) Performance. It will faithfully perform at all times any and all covenants, undertakings, stipulations, and provisions contained in this Resolution, each resolution authorizing the issuance of Additional Obligations, and in each and every Parity Obligation; it will promptly pay or cause to be paid the principal of and interest on every Parity Obligation, on the dates and in the places and manner prescribed in such resolutions and Parity Obligations; and it will, at the times and in the manner prescribed, deposited or cause to be deposited the amounts required to be deposited into the Debt Service Fund and the Reserve Fund; and any registered owner of the Parity Obligations may require the Issuer, its officials and employees to carry out, respect or enforce the covenants and obligations of this Resolution, or any resolution authorizing the issuance of Additional Obligations, by all legal and equitable means, including specifically, but without limitation, the use and filing of mandamus proceedings, in any court of competent jurisdiction, against the Issuer, its officials and employees, or by the appointment of a receiver in equity.

(b) Legal Authority. It is a duly created and existing economic development corporation, and is duly authorized under the laws of the State of Texas, including the Act, to create and issue the Series 2024 Bonds; that all action on its part for the creation and issuance of the Series 2024 Bonds has been duly and effectively taken, and that the Series 2024 Bonds in the hands of the registered owners thereof are and will be valid and enforceable special obligations of the Issuer in accordance with their terms.

(c) Further Encumbrance. It, while the Parity Obligations are outstanding and unpaid, will not additionally encumber the Pledged Revenues in any manner, except as permitted in this Resolution in connection with Additional Obligations, unless said encumbrance is made junior and subordinate in all respects to the liens, pledges, covenants and agreements of this Resolution; but the right of the Issuer to issue revenue bonds payable from a subordinate lien on the Pledged Revenues, in accordance with the provisions of the Act, is specifically recognized and retained.

(d) Collection of Sales Tax. The Issuer will take all steps necessary in any action at law or in equity to ensure that, for so long as the Parity Obligations are outstanding, that the City will levy, charge and collect the Sales Tax as required by the Project and Sales Tax Remittance Agreement and the Act.

(e) Records. It will keep proper books of record and account in which full, true and correct entries will be made of all dealings, activities and transactions relating to the Projects, the Pledged Revenues and the Funds created pursuant to this Resolution, and all books, documents and vouchers

relating thereto shall at all reasonable times be made available for inspection upon request of any bondholders.

SECTION 22. DEFEASANCE OF PARITY OBLIGATIONS. (a) Any Parity Obligation and the interest thereon shall be deemed to be paid, retired and no longer outstanding (a “Defeased Parity Obligation”) within the meaning of this Resolution, except to the extent provided in subsection (d) of this Section, when payment of the principal of such Parity Obligation, plus interest thereon to the due date (whether such due date be by reason of maturity or otherwise) either (i) shall have been made or caused to be made in accordance with the terms thereof, or (ii) shall have been provided for on or before such due date by irrevocably depositing with or making available to the Paying Agent/Registrar in accordance with an escrow agreement or other instrument (the “Future Escrow Agreement”) for such payment (1) lawful money of the United States of America sufficient to make such payment or (2) Defeasance Securities that mature as to principal and interest in such amounts and at such times as will insure the availability, without reinvestment, of sufficient money to provide for such payment, and when proper arrangements have been made by the Issuer with the Paying Agent/Registrar for the payment of its services until all Defeased Parity Obligations shall have become due and payable. At such time as a Parity Obligation shall be deemed to be a Defeased Parity Obligation hereunder, as aforesaid, such Parity Obligation and the interest thereon shall no longer be secured by, payable from, or entitled to the benefits of, the ad valorem taxes or revenues herein levied and pledged as provided in this Resolution, and such principal and interest shall be payable solely from such money or Defeasance Securities. Notwithstanding any other provision of this Resolution to the contrary, it is hereby provided that any determination not to redeem Defeased Parity Obligations that is made in conjunction with the payment arrangements specified in subsection (a)(i) or (ii) of this Section shall not be irrevocable, provided that: (1) in the proceedings providing for such payment arrangements, the Issuer expressly reserves the right to call the Defeased Parity Obligations for redemption; (2) gives notice of the reservation of that right to the owners of the Defeased Parity Obligations immediately following the making of the payment arrangements; and (3) directs that notice of the reservation be included in any redemption notices that it authorizes.

(b) Any moneys so deposited with the Paying Agent/Registrar may at the written direction of the Issuer be invested in Defeasance Securities, maturing in the amounts and times as hereinbefore set forth, and all income from such Defeasance Securities received by the Paying Agent/Registrar that is not required for the payment of the Parity Obligations and interest thereon, with respect to which such money has been so deposited, shall be turned over to the Issuer, or deposited as directed in writing by the Issuer. Any Future Escrow Agreement pursuant to which the money and/or Defeasance Securities are held for the payment of Defeased Parity Obligations may contain provisions permitting the investment or reinvestment of such moneys in Defeasance Securities or the substitution of other Defeasance Securities upon the satisfaction of the requirements specified in subsection (a)(i) or (ii) of this Section. All income from such Defeasance Securities received by the Paying Agent/Registrar which is not required for the payment of the Defeased Parity Obligations, with respect to which such money has been so deposited, shall be remitted to the Issuer or deposited as directed in writing by the Issuer.

(c) The term “Defeasance Securities” means (i) direct, noncallable obligations of the United States of America, including obligations that are unconditionally guaranteed by the United States of America, (ii) noncallable obligations of an agency or instrumentality of the United States of America, including obligations that are unconditionally guaranteed or insured by the agency or instrumentality and that, on the date of the purchase thereof are rated as to investment quality by a nationally recognized investment rating firm not less than AAA or its equivalent, and (iii) noncallable obligations of a state or an agency or a county, municipality, or other political subdivision of a state that have been refunded and that, on the date on the date the governing body of the Issuer adopts or approves the proceedings authorizing the financial arrangements are rated as to investment quality by a nationally recognized investment rating firm not less than AAA or its equivalent.

(d) Until all Defeased Parity Obligations shall have become due and payable, the Paying Agent/Registrar shall perform the services of Paying Agent/Registrar for such Defeased Parity Obligations the same as if they had not been defeased, and the Issuer shall make proper arrangements to provide and pay for such services as required by this Resolution.

(e) In the event that the Issuer elects to defease less than all of the principal amount of Parity Obligations of a maturity, the Paying Agent/Registrar shall select, or cause to be selected, such amount of Parity Obligations by such random method as it deems fair and appropriate.

(e) Notwithstanding the foregoing, no defeasance shall be deemed to occur until all costs (including draws, expenses and accrued interest) due to a Credit Facility Provider for a draw on a Credit Facility have been paid in full.

SECTION 23. RESOLUTION A CONTRACT; AMENDMENTS. (a) This Resolution shall constitute a contract with the registered owners of the Parity Obligations, binding on the Issuer and its successors and assigns, and shall not be amended or repealed by the Issuer as long as any Parity Obligations remain outstanding except as permitted in this Section.

The Issuer may, with notice to each Credit Facility Provider but without the consent of or notice to any registered owners, amend, change, or modify this Resolution (i) as may be required by the provisions hereof, (ii) as may be required for the purpose of curing any ambiguity, inconsistency, or formal defect or omission herein, or (iii) in connection with any other change (other than any change described in clauses (i) through (iv) of the first sentence in subsection (c) below) with respect to which the Issuer receives written confirmation from each rating agency then maintaining a rating on the Parity Obligations at the request of the Issuer that such amendment would not cause such rating agency to withdraw or reduce its then current rating on the Parity Obligations.

(b) In addition, the Issuer may, with the written consent of each Credit Facility Provider and the registered owners of at least a majority in aggregate principal amount of the Parity Obligations then outstanding affected thereby, amend, change, modify, or rescind any provisions of this Resolution; provided that without the consent of all of the registered owners affected, no such amendment, change, modification, or rescission shall (i) extend the time or times of payment of the

principal of and interest on the Parity Obligations, reduce the principal amount thereof or the rate of interest thereof, (ii) give any preference to any Parity Obligations over any other Parity Obligation, (i) extend any waiver of default to subsequent defaults, or (iv) reduce the aggregate principal amount of Parity Obligations required for consent to any such amendment, change, modification, or rescission.

(c) Whenever the Issuer shall desire to make any amendment or addition to or rescission of this Resolution requiring consent of each Credit Facility Provider and/or the registered owners of the Parity Obligations, the Issuer shall cause notice of the amendment, addition, or rescission to be sent by first class mail, postage prepaid, to (i) each Credit Facility Provider, and (ii) the registered owners (if the registered owners of all Parity Obligations or at least a majority in aggregate principal amount of the Parity Obligations are required to consent) at the respective addresses shown on the Registration Books. Whenever at any time within one year after the date of the giving of such notice, the Issuer shall receive an instrument or instruments in writing executed by each Credit Facility Provider and the registered owners of all or a majority (as the case may be) in aggregate principal amount of the Parity Obligations then outstanding affected by any such amendment, addition, or rescission requiring the consent of the registered owners, which instrument or instruments shall refer to the proposed amendment, addition, or rescission described in such notice and shall specifically consent to and approve the adoption thereof in substantially the form of the copy thereof referred to in such notice, thereupon, but not otherwise, the Issuer may adopt such amendment, addition, or rescission in substantially such form, except as herein provided.

(d) No Registered Owner may thereafter object to the adoption of any amendment, addition, or rescission which is accomplished pursuant to and in accordance with the provisions of this Section, or to any of the provisions thereof, and such amendment, addition, or rescission shall be fully effective for all purposes.

SECTION 24. DAMAGED, MUTILATED, LOST, STOLEN, OR DESTROYED SERIES 2024 BONDS. (a) Replacement Series 2024 Bonds. In the event any outstanding Series 2024 Bond is damaged, mutilated, lost, stolen, or destroyed, the Paying Agent/Registrar shall cause to be printed, executed, and delivered, a new bond of the same principal amount, maturity, and interest rate, as the damaged, mutilated, lost, stolen, or destroyed Series 2024 Bond, in replacement for such Series 2024 Bond in the manner hereinafter provided.

(b) Application for Replacement Series 2024 Bonds. Application for replacement of damaged, mutilated, lost, stolen, or destroyed Series 2024 Bonds shall be made by the registered owner thereof to the Paying Agent/Registrar. In every case of loss, theft, or destruction of a Series 2024 Bond, the registered owner applying for a replacement bond shall furnish to the Issuer and to the Paying Agent/Registrar such security or indemnity as may be required by them to save each of them harmless from any loss or damage with respect thereto. Also, in every case of loss, theft, or destruction of a Series 2024 Bond, the registered owner shall furnish to the Issuer and to the Paying Agent/Registrar evidence to their satisfaction of the loss, theft, or destruction of such Series 2024 Bond, as the case may be. In every case of damage or mutilation of a Series 2024 Bond, the registered owner shall surrender to the Paying Agent/Registrar for cancellation the Series 2024 Bond so damaged or mutilated.

(c) No Default Occurred. Notwithstanding the foregoing provisions of this Section, in the event any such Series 2024 Bond shall have matured, and no default has occurred which is then continuing in the payment of the principal of, redemption premium, if any, or interest on the Series 2024 Bond, the Issuer may authorize the payment of the same (without surrender thereof except in the case of a damaged or mutilated Series 2024 Bond) instead of issuing a replacement Series 2024 Bond, provided security or indemnity is furnished as above provided in this Section.

(d) Charge for Issuing Replacement Series 2024 Bonds. Prior to the issuance of any replacement bond, the Paying Agent/Registrar shall charge the registered owner of such Series 2024 Bond with all legal, printing, and other expenses in connection therewith. Every replacement bond issued pursuant to the provisions of this Section by virtue of the fact that any Series 2024 Bond is lost, stolen, or destroyed shall constitute a contractual obligation of the Issuer whether or not the lost, stolen, or destroyed Series 2024 Bond shall be found at any time, or be enforceable by anyone, and shall be entitled to all the benefits of this Resolution equally and proportionately with any and all other Series 2024 Bonds duly issued under this Resolution.

(e) Authority for Issuing Replacement Series 2024 Bonds. In accordance with Chapter 1201, Texas Government Code, as amended, this Section shall constitute authority for the issuance of any such replacement bond without necessity of further action by the governing body of the Issuer or any other body or person, and the duty of the replacement of such bonds is hereby authorized and imposed upon the Paying Agent/Registrar, and the Paying Agent/Registrar shall authenticate and deliver such Series 2024 Bonds in the form and manner and with the effect, as provided in Section 4(d) of this Resolution, for Series 2024 Bonds issued in conversion and exchange for other Series 2024 Bonds.

SECTION 25. CUSTODY, APPROVAL, AND REGISTRATION OF SERIES 2024 BONDS; BOND COUNSEL'S OPINION; CUSIP NUMBERS AND BOND INSURANCE, IF OBTAINED. The President of the Board of the Issuer is hereby authorized to have control of each Series 2024 Bond issued hereunder and all necessary records and proceedings pertaining to each Series 2024 Bond pending their delivery and their investigation, examination, and approval by the Attorney General of the State of Texas, and their registration by the Comptroller of Public Accounts of the State of Texas. Upon registration of each Series 2024 Bond said Comptroller of Public Accounts (or a deputy designated in writing to act for said Comptroller) shall manually sign the Comptroller's Registration Certificate on each Series 2024 Bond, and the seal of said Comptroller shall be impressed, or placed in facsimile, on each Series 2024 Bond. The approving legal opinion of the Issuer's Bond Counsel and the assigned CUSIP numbers, if any, may, at the option of the Issuer, be printed on each Series 2024 Bond or on any Series 2024 Bonds issued and delivered in conversion of and exchange or replacement of any Series 2024 Bond, but neither shall have any legal effect, and shall be solely for the convenience and information of the registered owners of the Series 2024 Bonds. In addition, the printer of the Series 2024 Bonds is hereby directed to print on the Series 2024 Bonds the form of bond counsel's opinion relating thereto, and is hereby authorized to print on the Series 2024 Bonds an appropriate statement of insurance supplied by a municipal bond insurance company providing insurance, if any, covering all or any part of the Series 2024 Bonds.

SECTION 26. RULE UNDERTAKING; ANNUAL FINANCIAL STATEMENTS.

A. Definitions.

As used in this Section, the following terms have the meanings ascribed to such terms below:

“*EMMA*” means the MSRB’s Electronic Municipal Market Access system, accessible by the general public, without charge, on the internet through the uniform resource locator (URL) <http://www.emma.msrb.org>.

“*MSRB*” means the Municipal Securities Rulemaking Board.

“*Rule*” means SEC Rule 15c2-12, as amended from time to time.

“*SEC*” means the United States Securities and Exchange Commission.

B. Annual Reports.

Upon request, the Corporation shall provide to any person the financial information and operating data with respect to the Corporation of the general type included in the final Official Statement authorized by this Resolution, being the information described in Exhibit E hereto, and if not provided as part of such financial information and operating data, audited financial statements of the Corporation, when and if available. In the alternative, the Corporation may file with the MSRB pursuant to its Electronic Municipal Market Access (EMMA) System such information within six (6) months after the end of each Fiscal Year ending in or after 2024, in which case the Corporation shall be in compliance with the terms of this agreement notwithstanding whether or not such a request for information has been made. Any financial statements so to be provided shall be (i) prepared in accordance with the accounting principles described in Exhibit E hereto, or such other accounting principles as the Corporation may be required to employ from time to time pursuant to state law or regulation and (ii) audited, if the Corporation commissions an audit of such statements and the audit is completed within the period during which they must be provided. If the audit of such financial statements is not complete within such period, then the Corporation shall file unaudited statements within such period and audited financial statements for the applicable Fiscal Year with the MSRB, when and if the audit report on such statements becomes available. Under current Texas law, including, but not limited to, Chapter 103, as amended, Texas Local Government Code, the Corporation must have its records and accounts audited annually and shall have an annual financial statement prepared based on the audit. The annual financial statement, including the auditor’s opinion on the statement, shall be filed in the office of the Executive Director within 180 days after the last day of the Corporation’s Fiscal Year. The Corporation’s fiscal records and audit reports are available for public inspection during the regular hours of the Executive Director. Additionally, upon the filing of this financial statement and the annual audit, these documents are subject to the Texas Open Records Act, as amended, Texas Government Code, Chapter 552. Thereafter, any person may obtain copies of these documents upon submission of a written request to the Treasurer at Universal City Economic Development Corporation, 2150 Universal City Blvd., Universal City, Texas, 78148 and upon paying the reasonable copying, handling, and delivery charges for providing this information.

If the Corporation changes its Fiscal Year, it will file notice thereof with the MSRB of the change (and of the date of the new Fiscal Year end) prior to the next date by which the Corporation, otherwise would be required to provide financial information and operating data pursuant to this Section.

C. Notice of Certain Events. The Corporation shall file notice of any of the following events with respect to the Bonds, to the MSRB in a timely manner and not more than 10 business days after occurrence of the event:

1. principal and interest payment delinquencies;
2. non-payment related defaults, if material;
3. unscheduled draws on debt service reserves reflecting financial difficulties;
4. unscheduled draws on credit enhancements reflecting financial difficulties;
5. substitution of credit or liquidity providers, or their failure to perform;
6. adverse tax opinions, the issuance by the Internal Revenue Service of proposed or final determinations of taxability, Notices of Proposed Issue (IRS Form 5701-TEB), or other material notices or determinations with respect to the tax status of the Bonds, or other material events affecting the tax status of the Bonds (the Bonds are issued as “taxable obligations” pursuant to the Internal Revenue Code of 1986, as amended);
7. modifications to rights of holders of the Bonds, if material;
8. Bond calls, if material, and tender offers;
9. defeasances;
10. release, substitution, or sale of property securing repayment of the Bonds, if material;
11. rating changes;
12. bankruptcy, insolvency, receivership, or similar event of the Corporation, which shall occur as described below;
13. the consummation of a merger, consolidation, or acquisition involving the Corporation or the sale of all or substantially all of its assets, other than in the ordinary course of business, the entry into a definitive agreement to undertake such an action or the termination of a definitive agreement relating to any such actions, other than pursuant to its terms, if material;
14. appointment of a successor or additional paying agent/registrars or the change of name of a paying agent/registrars, if material;

15. Incurrence of a Financial Obligation of the Issuer, if material, or agreement to covenants, events of default, remedies, priority rights, or other similar terms of a Financial Obligation of the Issuer, any of which affect security holders, if material; and
16. Default, event of acceleration, termination event, modification of terms, or other similar events under the terms of a Financial Obligation of the Issuer, any of which reflect financial difficulties.

For these purposes, any event described in the immediately preceding paragraph (12) is considered to occur when any of the following occur: the appointment of a receiver, fiscal agent, or similar officer for the Corporation in a proceeding under the United States Bankruptcy Code or in any other proceeding under state or federal law in which a court or governmental authority has assumed jurisdiction over substantially all of the assets or business of the Corporation, or if such jurisdiction has been assumed by leaving the existing governing body and officials or officers in possession but subject to the supervision and orders of a court or governmental authority, or the entry of an order confirming a plan of reorganization, arrangement, or liquidation by a court or governmental authority having supervision or jurisdiction over substantially all of the assets or business of the Corporation.

The Corporation shall file notice with the MSRB, in a timely manner, of any failure by the Corporation to provide financial information or operating data in accordance with this Section by the time required by this Section.

D. Limitations, Disclaimers, and Amendments. The Corporation shall be obligated to observe and perform the covenants specified in this Section for so long as, but only for so long as, the Corporation remains an “obligated person” with respect to the Bonds within the meaning of the Rule, except that the Corporation in any event will give notice of any deposit made in accordance with the laws of the State of Texas that causes the Bonds to be no longer Outstanding.

The provisions of this Section are for the sole benefit of the holders and beneficial owners of the Bonds, and nothing in this Section, express or implied, shall give any benefit or any legal or equitable right, remedy, or claim hereunder to any other person. The Corporation undertakes to provide only the financial information, operating data, financial statements, and notices which it has expressly agreed to provide pursuant to this Section and does not hereby undertake to provide any other information that may be relevant or material to a complete presentation of the Corporation’s financial results, condition, or prospects or hereby undertake to update any information provided in accordance with this Section or otherwise, except as expressly provided herein. The Corporation does not make any representation or warranty concerning such information or its usefulness to a decision to invest in or sell Bonds at any future date.

UNDER NO CIRCUMSTANCES SHALL THE CORPORATION BE LIABLE TO THE HOLDER OR BENEFICIAL OWNER OF ANY BOND OR ANY OTHER PERSON, IN CONTRACT OR TORT, FOR DAMAGES RESULTING IN WHOLE OR IN PART FROM ANY BREACH BY THE CORPORATION, WHETHER NEGLIGENT OR WITH OR WITHOUT FAULT ON ITS PART, OF ANY COVENANT SPECIFIED IN THIS SECTION, BUT EVERY RIGHT AND REMEDY OF ANY SUCH PERSON, IN CONTRACT OR TORT, FOR OR ON ACCOUNT OF

ANY SUCH BREACH SHALL BE LIMITED TO AN ACTION FOR MANDAMUS OR SPECIFIC PERFORMANCE.

No default by the Corporation in observing or performing its obligations under this Section shall constitute a breach of or default under this Resolution for purposes of any other provision of this Resolution.

Nothing in this Section is intended or shall act to disclaim, waive, or otherwise limit the duties of the Corporation under federal and state securities laws.

The provisions of this Section may be amended by the Corporation from time to time to adapt to changed circumstances that arise from a change in legal requirements, a change in law, or a change in the identity, nature, status, or type of operations of the Corporation, but only if (1) the provisions of this Section, as so amended, would have permitted an underwriter to purchase or sell Bonds in the primary offering of the Bonds in compliance with the Rule, taking into account any amendments or interpretations of the Rule to the date of such amendment, as well as such changed circumstances, and (2) either (a) the Holders of a majority in aggregate principal amount (or any greater amount required by any other provision of this Resolution that authorizes such an amendment) of the Outstanding Bonds consent to such amendment or (b) a person that is unaffiliated with the Corporation (such as nationally recognized bond counsel) determines that such amendment will not materially impair the interests of the Holders and beneficial owners of the Bonds. The Corporation may also repeal or amend the provisions of this Section if the SEC amends or repeals the applicable provisions of the Rule or any court of final jurisdiction enters judgment that such provisions of the Rule are invalid, and the Corporation also may amend the provisions of this Section in its discretion in any other manner or circumstance, but in either case only if and to the extent that the provisions of this sentence would not have prevented an underwriter from lawfully purchasing or selling Bonds in the primary offering of the Bonds, giving effect to (a) such provisions as so amended and (b) any amendments or interpretations of the Rule. If the Corporation so amends the provisions of this Section, the Corporation shall include with any amended financial information or operating data next provided in accordance with this Section an explanation, in narrative form, of the reasons for the amendment and of the impact of any change in the type of financial information or operating data so provided.

E. Information Format – Incorporation by Reference.

The information required under this Section shall be filed with the MSRB through EMMA in such format and accompanied by such identifying information as may be specified from time to time thereby. Under the current rules of the MSRB, continuing disclosure documents submitted to EMMA must be in word-searchable portable document format (PDF) files that permit the document to be saved, viewed, printed, and retransmitted by electronic means and the series of obligations to which such continuing disclosure documents relate must be identified by CUSIP number or numbers.

Financial information and operating data to be provided pursuant to this Section may be set forth in full in one or more documents or may be included by specific reference to any document (including an official statement or other offering document) available to the public through EMMA or filed with the SEC.

SECTION 27. SALE OF SERIES 2024 BONDS. The Series 2024 Bonds are hereby initially sold and shall be delivered to *SWBC Investment Services, LLC* (the “Purchaser”), for cash for the par value thereof, pursuant to the investor acknowledgment letter, attached hereto as *Exhibit C*, dated the date of the final passage of this Resolution which the President is hereby authorized to execute and deliver. The Series 2024 Bonds shall initially be registered in the name of *SWBC Investment Services, LLC*. It is hereby officially found, determined, and declared that the terms of this sale are the most advantageous reasonably obtainable.

SECTION 28. USE OF SERIES 2024 BOND PROCEEDS. The proceeds from the sale of the Series 2024 Bonds shall be deposited in the Construction Fund.

SECTION 29. AUTHORITY AND APPROVAL FOR OFFICERS TO EXECUTE DOCUMENTS AND APPROVE CHANGES. The Project and Sales Tax Remittance Agreement attached hereto as *Exhibit B*, is hereby approved in substantially the form attached hereto. The President, Secretary and Treasurer of the Board of the Issuer are hereby authorized to execute, deliver, attest and affix the seal of the Issuer to all documents and instruments necessary and appropriate in connection with the issuance, sale and delivery of the Series 2024 Bonds, including, without limitation, the Paying Agent/Registrar Agreement and the Project and Sales Tax Remittance Agreement. In addition, prior to the initial delivery of the Series 2024 Bonds, the President, Secretary and Treasurer of the Board of the Issuer and Bond Counsel are hereby authorized and directed to approve any technical changes or corrections to this Resolution or to any instruments authorized and approved by this Resolution necessary in order to (i) correct any ambiguity or mistake or properly or more completely document the transactions contemplated and approved by this Resolution, (ii) obtain a rating from any of the national bond rating agencies or satisfy any requirements of the provider of a municipal bond insurance policy, if any, or (iii) obtain the approval of the Series 2024 Bonds by the Attorney General's office. In case any officer whose signature shall appear on any Series 2024 Bond shall cease to be such officer before the delivery of such Series 2024 Bond, such signature shall nevertheless be valid and sufficient for all purposes the same as if such officer had remained in office until such delivery.

SECTION 30. SECURITY INTEREST. Chapter 1208, Texas Government Code, applies to the issuance of the Series 2024 Bonds and the pledge of the Pledged Revenues granted by the Issuer under Section 7 of this Resolution, and is therefore valid, effective, and perfected. If Texas law is amended at any time while the Series 2024 Bonds are outstanding and unpaid such that the pledge of the Pledge Revenues granted by the Issuer under Section 7 of this Resolution is to be subject to the filing requirements of Chapter 9, Texas Business & Commerce Code, then in order to preserve to the registered owners of the Series 2024 Bonds the perfection of the security interest in said pledge, the Issuer agrees to take such measures as it determines are reasonable and necessary under Texas law to comply with the applicable provisions of Chapter 9, Texas Business & Commerce Code, and enable a filing to perfect the security interest in said pledge to occur.

SECTION 31. INCORPORATION OF RECITALS. The findings and preambles set forth in this Resolution are hereby incorporated into this Resolution and made a part hereof for all purposes.

SECTION 32. SEVERABILITY. The provisions of this Resolution are severable and if any provision or the applicability thereof to any person or circumstance is ever held by a court of competent jurisdiction to be invalid or unconstitutional for any reason, the remainder of this Resolution and the application of such provisions to other persons or circumstances shall not be affected thereby.

SECTION 33. INTERESTED PARTIES. Nothing in this Resolution expressed or implied is intended or shall be construed to confer upon, or to give to, any person or entity, other than the Issuer and the registered owners of the Series 2024 Bonds, any right, remedy or claim under or by reason of this Resolution or any covenant, condition or stipulation hereof, and all covenants, stipulations, promises and agreements in this Resolution contained by and on behalf of the Issuer shall be for the sole and exclusive benefit of the Issuer and the registered owners of the Series 2024 Bonds.

SECTION 34. REMEDIES IN EVENT OF DEFAULT. In addition to all the rights and remedies provided by the laws of the State of Texas, it is specifically covenanted and agreed particularly that in the event the Issuer (i) defaults in the payment of the principal, premium, if any, or interest on the Series 2024 Bonds, (ii) defaults in the deposits and credits required to be made to the Debt Service Fund, or (iii) defaults in the observance or performance of any other of the covenants, conditions or obligations set forth in this Resolution and the continuation thereof for a period of 60 days after notice of such default is given by any holder to the Issuer, the holders of any of the Series 2024 Bonds shall be entitled to seek a writ of mandamus issued by a court of proper jurisdiction compelling and requiring the governing body of the Issuer and other officers of the Issuer to observe and perform any covenant, condition or obligation prescribed in this Resolution.

No delay or omission to exercise any right or power accruing upon any default shall impair any such right or power or shall be construed to be a waiver of any such default or acquiescence therein, and every such right and power may be exercised from time to time and as often as may be deemed expedient. The specific remedy herein provided shall be cumulative of all other existing remedies, and the specification of such remedy shall not be deemed to be exclusive.

SECTION 35. EFFECTIVE DATE. This Resolution shall become effective immediately after it is approved by the Board of Directors.

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PASSED AND APPROVED BY THE BOARD OF DIRECTORS OF THE UNIVERSAL CITY ECONOMIC DEVELOPMENT CORPORATION AT A [REGULAR/SPECIAL] MEETING ON THE _____ DAY OF _____, 2024, AT WHICH MEETING A QUORUM WAS PRESENT.

ATTEST:

Secretary, Board of Directors

President, Board of Directors

(ISSUER SEAL)

EXHIBIT A

FORM OF PAYING AGENT/REGISTRAR AGREEMENT

THE PAYING AGENT/REGISTRAR AGREEMENT IS OMITTED AT THIS POINT AS IT APPEARS IN EXECUTED FORM ELSEWHERE IN THIS TRANSCRIPT.

EXHIBIT B

FORM OF PROJECT AND SALES TAX REMITTANCE AGREEMENT

THE PROJECT AND SALES TAX REMITTANCE AGREEMENT IS OMITTED AT THIS POINT AS IT APPEARS IN EXECUTED FORM ELSEWHERE IN THIS TRANSCRIPT.

EXHIBIT C

FORM OF BOND PURCHASE AGREEMENT

THE BOND PURCHASE AGREEMENT IS OMITTED AT THIS POINT AS IT APPEARS IN EXECUTED FORM ELSEWHERE IN THIS TRANSCRIPT.

EXHIBIT D

WRITTEN PROCEDURES RELATING TO CONTINUING COMPLIANCE WITH FEDERAL TAX COVENANTS

A. Arbitrage. With respect to the investment and expenditure of the proceeds of the Bonds, the Corporation's Executive Director, or its designee, (the *Responsible Person*) will:

(i) monitor all amounts deposited into a sinking fund or funds (e.g., the Interest and Sinking Fund), to assure that the maximum amount invested at a yield higher than the yield on the Bonds does not exceed an amount equal to the debt service on the Bonds in the succeeding 12 month period plus a carryover amount equal to one-twelfth of the principal and interest payable on the Bonds for the immediately preceding 12-month period;

(ii) ensure that the applicable information return (e.g., IRS Form 8038-G, 8038-GC, or any successor forms) is timely filed with the IRS; and

(iii) assure that, unless excepted from rebate and yield restriction under section 148(f) of the Code, excess investment earnings are computed and paid to the U.S. government at such time and in such manner as directed by the IRS (A) at least every five (5) years after the date of delivery of the Bonds (the *Issue Date*), and (B) within 30 days after the date the Bonds are retired.

B. Private Business Use. With respect to the use of the facilities financed or refinanced with the proceeds of the Bonds the Responsible Person will:

(i) monitor the date on which the facilities are substantially complete and available to be used for the purpose intended;

(ii) monitor whether, at any time the Bonds are outstanding, any person, other than the Corporation, the employees of the Corporation, the agents of the Corporation or members of the general public has any contractual right (such as a lease, purchase, management or other service agreement) with respect to any portion of the facilities;

(iii) monitor whether, at any time the Bonds are outstanding, any person, other than the Corporation, the employees of the Corporation, the agents of the Corporation or members of the general public has a right to use the output of the facilities (e.g., water, gas, electricity);

(iv) monitor whether, at any time the Bonds are outstanding, any person, other than the Corporation, the employees of the Corporation, the agents of the Corporation or members of the general public has a right to use the facilities to conduct or to direct the conduct of research;

(v) determine whether, at any time the Bonds are outstanding, any person, other than the Corporation, has a naming right for the facilities or any other contractual right granting an intangible benefit;

(vi) determine whether, at any time the Bonds are outstanding, the facilities are sold or otherwise disposed of; and

(vii) take such action as is necessary to remediate any failure to maintain compliance with the covenants contained in the Resolution related to the public use of the facilities.

C. Record Retention. The Responsible Person will maintain or cause to be maintained all records relating to the investment and expenditure of the proceeds of the Bonds and the use of the facilities financed or refinanced thereby for a period ending three (3) years after the complete extinguishment of the Bonds. If any portion of the Bonds is refunded with the proceeds of another series of tax-exempt obligations, such records shall be maintained until the three (3) years after the refunding obligations are completely extinguished. Such records can be maintained in paper or electronic format.

D. Responsible Person. The Responsible Person shall receive appropriate training regarding the Corporation's accounting system, contract intake system, facilities management and other systems necessary to track the investment and expenditure of the proceeds and the use of the facilities financed or refinanced with the proceeds of the Bonds. The foregoing notwithstanding, the Responsible Person is authorized and instructed to retain such experienced advisors and agents as may be necessary to carry out the purposes of these instructions.

RESOLUTION NO. 971-A-2024

A RESOLUTION BY THE CITY COUNCIL OF THE CITY OF UNIVERSAL CITY, TEXAS, RELATING TO “UNIVERSAL CITY ECONOMIC DEVELOPMENT CORPORATION SALES TAX REVENUE BONDS, SERIES 2024”; APPROVING THE BOND RESOLUTION OF THE UNIVERSAL CITY ECONOMIC DEVELOPMENT CORPORATION AUTHORIZING THE ISSUANCE OF SUCH BONDS; RESOLVING OTHER MATTERS INCIDENT AND RELATED TO THE ISSUANCE OF SUCH BONDS; AND PROVIDING AN EFFECTIVE DATE

WHEREAS, the Universal City Economic Development Corporation (the *Issuer*) was created by the City of Universal City, Texas (the *City*), pursuant to the provisions of the Development Corporation Act of 1979, as amended, Article 5190.6, Vernon’s Annotated Texas Civil Statutes, now codified as Chapter 505, Texas Local Government Code, as amended and to the extent applicable, Chapters 501 and 505, Texas Local Government Code, as amended (the *Act*), and an ordinance of the City Council of the City (the *Council*); and

WHEREAS, the Council intends to participate in “projects”, as defined in the Act, including (i) the acquisition, demolition, renovation, improvement, and equipment of the purchase and acquisition of land located in the vicinity of the entrance to Wal-Mart (the *Reunion Project*), near and around 510 Kitty Hawk Road, Universal City, Texas 78148, and the aviation district (the *Aviation District Project*, and together with the Reunion Project, the *Projects*), near and around Booker Road outside Randolph Airforce Base, between Aviation and National Boulevards, Universal City, Texas 78148, to be developed to attract new businesses to the City and to promote “new or expanded business development” in the City, (ii) acquiring, constructing, purchasing, renovating, demolishing, enlarging, and improving the City’s streets, utilities, and drainage improvements incidental thereto to the Projects, along with the acquisition of land, easements, rights of way, and other interests in real property relating to the foregoing, (iii) the purchase of materials, supplies, equipment, machinery, landscaping, land, and rights-of-way for authorized needs and purposes relating to the aforementioned capital improvements, and (iv) the payment of professional services related to the construction and financing of the aforementioned Projects, which Projects will promote or develop new or expanded business enterprises in the City; and

WHEREAS, the Act authorizes the Issuer to operate, maintain, and finance the costs of the Projects and to issue obligations and bonds on behalf of the City to finance the Projects as described in the Act; and

WHEREAS, Section 501.204 of the Act requires that the Council of the City approve the resolution of the Issuer providing for the issuance of the bonds not more than sixty (60) days prior to the delivery of the bonds; now, therefore,

BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF UNIVERSAL CITY, TEXAS THAT:

SECTION 1: The Issuer’s bond resolution authorizing the issuance of “Universal City Economic Development Corporation Sales Tax Revenue Bonds, Series 2024” (the *Bonds*), adopted by the Issuer pursuant to a resolution (the *Issuer Resolution*) on May 21, 2024 and submitted to the Council this day, is hereby approved in all respects. The Bonds are being issued to finance the acquisition, construction, reconstruction, improvement and expansion of the Projects, which will be located within the City limits.

SECTION 2: The approvals herein given are in accordance with Section 501.208 of the Act, and the Bonds shall never be construed an indebtedness or pledge of the City or the State of Texas (the *State*), within the meaning of any constitutional or statutory provision, and the owner of the Bonds shall never be paid in whole or in part out of any funds raised or to be raised by taxation (other than sales tax proceeds as authorized pursuant to the Act) or any other revenues of the Issuer, the City, or the State, except those revenues assigned and pledged by the Issuer Resolution.

SECTION 3: The City hereby agrees to promptly collect and remit to the Issuer the Gross Sales Tax Revenues (as defined in the Issuer Resolution) in accordance with the terms of the Issuer Resolution and the Act to provide for the prompt payment of the Bonds, and to assist and cooperate with the Issuer in the enforcement and collection of sales and use taxes imposed on behalf of the Issuer. The Issuer is permitted to enter into the Issuer Resolution, as authorized by the Act, as a necessary and appropriate measure to fulfill the public purposes of the Corporation, and the Council hereby approves the specific uses, methods of withdrawal and expenditure of the Bond proceeds as set forth therein, as required by the Issuer’s Articles of Incorporation.

SECTION 4: The City authorizes any Authorized Official (defined in the Issuer resolution), or their designee thereof, to take all actions necessary to execute any necessary financial advisory contracts with Specialized Public Finance Inc., as the financial advisor to the City (the *Financial Advisor*). The City understands that under applicable federal securities laws and regulations that the City must have a contractual arrangement with its Financial Advisor relating to the sale, issuance, and delivery of the Bonds. In addition, the City also authorizes any Authorized Official, or the designee thereof, to take all actions necessary to execute any necessary engagement agreement with McCall, Parkhurst & Horton L.L.P., as Bond Counsel to the Issuer.

SECTION 5: The recitals contained in the preamble hereof are hereby found to be true, and such recitals are hereby made a part of this resolution for all purposes and are adopted as a part of the judgment and findings of the Council.

SECTION 6: All ordinances and resolutions, or parts thereof, which are in conflict or inconsistent with any provision of this resolution are hereby repealed to the extent of such conflict, and the provisions of this resolution shall be and remain controlling as to the matters resolved herein.

SECTION 7: This resolution shall be construed and enforced in accordance with the laws of the State of Texas and the United States of America.

SECTION 8: If any provision of this resolution or the application thereof to any person or circumstance shall be held to be invalid, the remainder of this resolution and the application of

such provision to other persons and circumstances shall nevertheless be valid, and this Council hereby declares that this resolution would have been enacted without such invalid provision.

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

SECTION 10: This resolution shall be in force and effect from and after its passage on the date shown below.

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PASSED AND ADOPTED, this May 21, 2024.

CITY OF UNIVERSAL CITY, TEXAS

Mayor

ATTEST:

City Clerk

(CITY SEAL)