

RESOLUTION NO. 16-33

RESOLUTION AUTHORIZING A LOAN AGREEMENT WITH BANK OF AMERICA, N.A, APPROVING A TRUST INDENTURE AND OTHER MATTERS RELATED THERETO.

WHEREAS, the North East Texas Regional Mobility Authority (the “Issuer”) was created in accordance with provisions of the Texas Transportation Code and the petition and approval process established in 43 Tex. Admin. Code § 26.1, *et seq.*;

WHEREAS, the Issuer has participated in the financing and development of the Loop 49 Toll Highway System (the “System”) in North East Texas;

WHEREAS, the Issuer is currently pursuing the development and financing of a new segment to the System commonly referred to as Segment 4 (such segment, the “Project”);

WHEREAS, Chapter 370, Texas Transportation Code, as amended (the “Act”) authorizes the Issuer to issue bonds, notes or other obligations and to enter into loan agreements to pay all or a portion of the costs of the Project, and to secure repayment of such bonds, notes or other obligations or loan agreements with a pledge of and lien on revenues of the System;

WHEREAS, on March 31, 2011, the Texas Department of Transportation (“TxDOT”) entered into a \$39 million State Infrastructure Bank Loan Agreement with the Issuer (the “2011 State Infrastructure Bank Loan”) which is secured by a pledge of System revenues pursuant to a Trust Agreement between the Issuer, TxDOT and Amegy Bank National Association, as Trustee, dated as of March 1, 2011 (the “Original Trust Agreement”);

WHEREAS, on March 7, 2016, the Issuer entered into a Financial Assistance Agreement with TxDOT for a loan in the amount not to exceed \$12.25 million (the “FAA Loan”);

WHEREAS, the Issuer now intends to enter into a loan agreement with Bank of America, N.A. (the “BAML Loan Agreement”) for an amount not to exceed Sixty-Five Million Dollars (\$65,000,000) (the “BAML Loan”) for the purpose of paying certain costs relating to the development of the Project and repaying the amounts borrowed under the 2011 State Infrastructure Bank Loan and the FAA Loan;

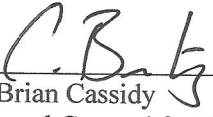
WHEREAS, upon payment of the 2011 State Infrastructure Bank Loan and the FAA Loan all outstanding obligations under the Original Trust Agreement and to TxDOT will be paid in full and the Original Trust Agreement shall be terminated and replaced with a new trust agreement approved by this Resolution for the purpose of securing the obligations under the BAML Loan Agreement (the “Trust Agreement”);

WHEREAS, the proposed terms of the BAML loan from Bank of America, N.A. (the “Bank”) are included in a term sheet prepared by the Bank (the “Term Sheet”);

WHEREAS, under the terms of the BAML Loan Agreement, repayment of the BAML Loan will be evidenced by a promissory note (the “Note”), in the principal amount of the BAML Loan, and secured by a pledge of and first lien on revenues of the System under the Trust Agreement; and


Adopted by the Board of Directors of the North East Texas Regional Mobility Authority on the 12th day of April 2016.

Submitted and reviewed by:



C. Brian Cassidy
General Counsel for the North East
Texas Regional Mobility Authority

Approved:



Linda Ryan Thomas
Chair, Board of Directors
Resolution Number 16-33
Dated Passed: 4/12/16