

RESOLUTION NO. 16-41

RESOLUTION AUTHORIZING THE ISSUANCE, SALE AND DELIVERY OF TOLL ROAD REVENUE BONDS IN ONE OR MORE SERIES; APPROVING A TRUST INDENTURE AND ONE OR MORE SUPPLEMENTAL TRUST INDENTURES, APPOINTING AN AUTHORIZED OFFICER TO APPROVE CERTAIN TERMS AND PROVISIONS OF THE BONDS; APPROVING AND AUTHORIZING THE TERMS AND CONDITIONS OF ONE OR MORE BOND PURCHASE AGREEMENTS PERTAINING TO SUCH BONDS; APPROVING THE PREPARATION AND DELIVERY OF A PRELIMINARY OFFICIAL STATEMENT AND AN OFFICIAL STATEMENT IN CONNECTION WITH THE OFFERING AND SALE OF THE BONDS; AUTHORIZING THE EXECUTION AND DELIVERY OF ANY AND ALL DOCUMENTS RELATING TO THE BONDS, AND APPROVING OTHER MATTERS RELATING THERETO.

WHEREAS, the North East Texas Regional Mobility Authority (the "Authority") 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 to pay all or a portion of the costs of the Project, and to secure repayment of such bonds, notes or other obligations with a pledge of and lien on revenues of the System;

WHEREAS, the Authority wishes to approve a Master Indenture (the "Master Indenture"), between the Authority and Amegy Bank National Association, as trustee (the "Trustee"), providing for the issuance from time to time by the Authority of one or more series of its revenue obligations (the "Obligations");

WHEREAS, the Master Indenture authorizes the Authority and the Trustee to execute and deliver supplemental indentures authorizing the issuance of Obligations, including Senior Lien Obligations and Subordinate Lien Obligations, and to include in such supplemental indentures the terms of such Senior Lien Obligations and Subordinate Lien Obligations, respectively, and any other matters and things relative to the issuance of such Obligations which are not inconsistent with or in conflict with the Master Indenture, to add to the covenants of the Authority, and to pledge other moneys, securities or funds as part of the Trust Estate; and

WHEREAS, pursuant to the Act, the Board of Directors (the "Board") of the Authority has determined to issue certain Obligations for the purpose of financing the Project which may be in the form of either Senior Lien Obligations or Subordinate Lien Obligations or a combination of both (collectively, the "Bonds") as determined by an authorized representative of the Authority; and

WHEREAS, such Bonds shall be issued pursuant to the Master Indenture and certain supplemental indentures as required under the Trust Indenture (the "Supplemental Indentures") each Supplemental Indenture dated as of the date specified in one or more Award Certificates (as hereinafter defined), all under and in accordance with the Constitution and the laws of the State; and

WHEREAS, the Board has been presented with and examined proposed forms of the Master Indenture and the Supplemental Indentures and the Board finds that the form and substance of such documents are satisfactory and the recitals and findings contained therein are true, correct and complete, and hereby adopts and incorporates by reference such recitals and findings as if set forth in full in this Resolution, and finds that it is in the best interest of the public and the Authority to issue the Bonds and to authorize the execution and delivery of such documents; and

WHEREAS, the Board now desires to appoint one or more officers of the Authority to act on behalf of the Authority to determine the final terms and conditions of the Bonds, as provided herein, and to make such determinations and findings as may be required by the Master Indenture or Supplemental Indentures and to carry out the purposes of this Resolution and execute one or more Award Certificates setting forth such determinations and authorizing and approving all other

WHEREAS, the Board now desires to approve, ratify and confirm the preparation and distribution of a preliminary official statement and an official statement relating to the offering and sale of the Bonds; and

WHEREAS, the Board desires to authorize the execution and delivery of one or more Bond Purchase Contracts (each a "Purchase Contract"), between the Authority and Merrill Lynch, Pierce, Fenner & Smith Incorporated (the "Underwriters' Representative"), acting for and on behalf of itself and the syndicate of underwriters named therein (collectively, the "Underwriters") relating to the Bonds;

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE NORTH EAST TEXAS REGIONAL MOBILITY AUTHORITY THAT:

ARTICLE I

FINDINGS AND DETERMINATIONS

Section 1.1. Findings and Determinations. (a) The findings and determinations set forth in the preamble hereof are hereby incorporated herein for all purposes as though such findings and determinations were set forth in full herein. Capitalized terms used herein and not otherwise defined herein shall have the meanings assigned thereto in the Master Indenture and the Supplemental Indentures.

(b) The Board has found and determined that the Bonds may be issued in part as one or more series of Senior Lien Obligations or Subordinate Lien Obligations, or a combination of both, as designated by the Authorized Officer in one or more award certificates (the "Award

Certificates” or “Award Certificate,” as applicable) in accordance with the Master Indenture and the Supplemental Indentures.

(c) It is officially found, determined and declared that the meeting at which this Resolution has been adopted was open to the public and public notice of the time, place and subject matter of the public business to be considered and acted upon at said meeting, including this Resolution was given, all as required by the applicable provisions of Chapter 551, Texas Government Code, as amended.

(d) The Board hereby finds and determines that the issuance of the Bonds is in the best interest of the Authority. .

ARTICLE II

ISSUANCE OF BONDS; APPROVAL OF DOCUMENTS

Section 2.1. Issuance, Execution and Delivery of Bonds; Approval of Master Trust Indenture and Supplemental Indentures. The Authority hereby authorizes, approves and directs the issuance of the Bonds in accordance with the terms of this Resolution, the Master Indenture and one or more Supplemental Indentures, drafts of which are attached hereto as Exhibit A and Exhibit B, respectively, and were presented to the Authority and, and its counsel, and the form, terms and provisions of such Master Indenture and Supplemental Indentures being hereby authorized and approved with such changes as may be approved by the Authorized Officer (as defined herein), such approval to be evidenced by the execution thereof. The Authorized Officer is hereby authorized to execute the Master Indenture and the Supplemental Indentures.

Section 2.2. The Issuance of the Bonds. The issuance, execution and delivery of the Bonds, which shall be issued in the aggregate principal amounts, in one or more series and bearing interest in accordance with the terms of the Supplement Indentures for such Bonds, all as determined by the Authorized Officer and set forth in an Award Certificate, to provide funds to for financing of the Project and to pay the costs of issuance for the Bonds, all pursuant to and in accordance with the Master Indenture and the Supplement Indentures, are hereby authorized and approved.

ARTICLE III

APPOINTMENT OF AUTHORIZED OFFICER; DELEGATION OF AUTHORITY

Section 3.1. Appointment of Authorized Officer. The Board hereby appoints the Chairman of the Board, the Vice Chairman of the Board and the Executive Director, severally and each of them, to act as an authorized officer (the “Authorized Officer”) on behalf of the Board and to perform all acts authorized and required of an Authorized Officer set forth in this Resolution and the Master Indenture and the Supplemental Indentures. The Authorized Officer is hereby authorized and directed to execute one or more Award Certificates setting forth the information authorized to be stated therein pursuant to this Resolution and required to be stated therein pursuant to the Master Indenture and the Supplemental Indentures.

Section 3.2. Delegation of Authority. (a) The Board hereby authorizes and directs that the Authorized Officer act on behalf of the Authority to determine the final terms and conditions of the Bonds, the dated date for the Supplemental Indentures, the dated dates for the Bonds, the prices at which the Bonds will be sold, any the title of each series of the Bonds and whether such series of Bonds are issued as Senior Lien Obligations or Subordinate Lien Obligations and the principal amount of each series of Bonds, the principal amounts and maturity dates therefor, the per annum interest rates for the Bonds, and such other terms and provisions that shall be applicable to the Bonds, to approve the form and substance of one or more Purchase Contracts providing for the sale of the Bonds, to authorize and approve the forms of a preliminary official statement and a final official statement and to make such findings and determinations as are otherwise authorized herein or as may be required by the Master Indenture and Supplemental Indentures to carry out the purposes of this Resolution and to execute one or more Award Certificates setting forth such determinations, such other matters as authorized herein, and authorizing and approving all other matters relating to the issuance, sale and delivery of the Bonds; provided, that the following conditions can be satisfied:

- (i) the aggregate principal amount of the Bonds to be issued shall not exceed \$225,000,000;
- (ii) the Bonds shall not bear interest at an initial true interest rate greater than 5.50%; and
- (iii) the Bonds shall not mature more than 40 years from the date of issuance.

all based on bond market conditions and available rates for the Bonds on the date of sale of the Bonds.

Section 3.3. Limitation on Delegation of Authority. The authority granted to the Authorized Officer under this Resolution shall expire at 5:00 p.m. Central Time on 180 days from the date of this Resolution (the "Delegation Expiration Date"), unless otherwise extended by the Board by separate Resolution. Any Bonds, with respect to which an Award Certificate is executed prior to Delegation Expiration Date, may be delivered to the Underwriters after such date.

ARTICLE IV

APPROVAL OF SALE OF THE BONDS

Section 4.1. Approval of Sale of Bonds. The sale of the Bonds to Merrill Lynch, Pierce, Fenner & Smith Incorporated, as Underwriters Representative, acting on behalf of itself and the Underwriters, in the aggregate principal amounts, bearing interest at the rates and at the prices set forth in one or more Purchase Contracts, as determined by the Authorized Officer on the date of sale of the Bonds, is hereby authorized and approved. The Authorized Officer is hereby authorized and directed to execute and deliver on or more Purchase Contracts on behalf of the Authority providing for the sale of the Bonds to the Underwriters in such form as determined by the Authorized Officer, to be dated as of the date of its execution and delivery, by and among the Authority and the Underwriters. The Authorized Officer is hereby authorized and

directed to approve the final terms and provisions of the Purchase Contracts and to approve and to execute and deliver such Purchase Contracts on behalf of the Authority, such approval to be conclusively evidenced by the execution thereof.

Section 4.2. Sale on Best Terms Available. The Bonds shall be sold to the Underwriters at the prices, bearing interest at the rates and having such other terms and provisions, that, based on then current market conditions, result in the best terms reasonably available and advantageous to the Authority, as is determined by the Authorized Officer on the date of sale of each series of the Bonds. The Authorized Officer is hereby authorized and directed to make such findings in the Award Certificates regarding the terms of the sale of the Bonds.

ARTICLE V

APPROVAL OF OFFICIAL STATEMENT

Section 5.1. Approval of Official Statement. The Authorized Officer is hereby authorized and directed to authorize and approve the form and substance of the Preliminary Official Statement prepared in connection with the public offering of the Bonds, together with any addenda, supplement or amendment thereto (the "Preliminary Official Statement"), and the preparation, use and distribution of the Preliminary Official Statement in the marketing of the Bonds. The Authorized Officer is authorized to "deem final" the Preliminary Official Statement as of its date (except for the omission of pricing and related information) within the meaning and for the purposes of paragraph (b)(1) of Rule 15c2- 12 under the Securities Exchange Act of 1934, as amended. The Authorized Officer is hereby further authorized and directed to use and distribute or authorize the use and distribution of, a final official statement and any addenda, supplement or amendment thereto (the "Official Statement"). The use thereof by the Underwriters in the public offering and sale of the Bonds is hereby authorized and approved. The Chairman of the Board is hereby authorized and directed to execute and the Authorized Officer to deliver the Official Statement to the Underwriters in number and in accordance with the terms of the Purchase Contract. The Secretary of the Board is hereby authorized and directed to include and maintain copies of the Preliminary Official Statement and the Official Statement in the permanent records of the Authority.

ARTICLE VI

USE AND APPLICATION OF PROCEEDS; LETTERS OF INSTRUCTION; POWER TO REVISE DOCUMENTS

Section 6.1. Use and Application of Proceeds; Letters of Instruction. The proceeds from the sale of the Bonds shall be used for the respective purposes set forth in and in accordance with the terms and provisions of the Supplement Indentures and the related Award Certificate. The deposit and application of the proceeds from the sale of the Bonds shall be set forth in Letters of Instruction of the Authority executed by the Authorized Officer.

Section 6.2. Execution and Delivery of Other Documents. The Authorized Officer is hereby authorized and directed to execute and deliver from time to time and on an ongoing basis

such other documents, including agreements, assignments, certificates, instruments, releases, financing statements, written requests, filings with the Internal Revenue Service and letters of instruction, whether or not mentioned herein, as may be necessary or convenient to carry out or assist in carrying out the purposes of this Resolution and to comply with the requirements of the Master Indenture, the Supplemental Indenture, the Award Certificates and the Purchase Contract.

Section 6.3. Power to Revise Form of Documents. Notwithstanding any other provision of this Resolution, the Authorized Officer is hereby authorized to make or approve such revisions in the form of the documents presented at this meeting and any other document, certificate or agreement pertaining to the issuance and delivery of the Bonds in accordance with the terms of the Master Indenture and the Supplemental Indentures as, in the judgment of such person, may be necessary or convenient to carry out or assist in carrying out the purposes of this Resolution, such approval to be evidenced by the execution thereof.

ARTICLE VII

APPROVAL AND RATIFICATION OF CERTAIN ACTIONS

Section 7.1. Approval of Submission to the Attorney General of Texas. The Authority's Bond Counsel is hereby authorized and directed to submit to the Attorney General, for his approval, transcripts of the legal proceedings relating to the issuance, sale and delivery of the Bonds as required by law, and to the Comptroller of Public Accounts of the State of Texas (the "Comptroller") for registration. In connection with the submission of the record of proceedings for the Bonds to the Attorney General of the State of Texas for examination and approval of such Bonds, the Authorized Officer is hereby authorized and directed to issue one or more checks of the Authority payable to the Attorney General of the State of Texas as a nonrefundable examination fee in the amount required by Chapter 1202, Texas Government Code. The Initial Bonds shall be delivered to the Trustee for delivery to the Underwriters Representative against payment therefor and upon satisfaction of the requirements of the Master Indenture, the Supplemental Indentures and the Purchase Contract. Certification of the Minutes and Records. The Secretary and any Assistant Secretary of the Board are each hereby severally authorized to certify and authenticate minutes and other records on behalf of the Authority for the issuance of the Bonds and for all other Authority activities.

Section 7.2. Ratifying Other Actions. All other actions taken or to be taken by the Executive Director, the Chief Financial Officer, the Authorized Officer and the Authority's staff in connection with the issuance of the Bonds are hereby approved, ratified and confirmed.

Section 7.3. Authority to Invest Funds. The Executive Director and the Chief Financial Officer are each hereby severally authorized to undertake all appropriate actions and to execute such documents, agreements or instruments as they deem necessary or desirable under the Master Indenture and the Supplemental Indentures with respect to the investment of proceeds of the Bonds and other funds of the Authority.

Section 7.4. Federal Tax Considerations. In addition to any other authority provided under this Resolution, each Authorized Officer is hereby further expressly authorized, acting for and on behalf of the Authority, to determine and designate in the Award Certificate for each

series of Bonds whether such bonds will be issued as taxable bonds or tax-exempt bonds for federal income tax purposes and to make all appropriate elections under the Internal Revenue Code of 1986, as amended. Each Authorized Officer is hereby further expressly authorized and empowered from time to time and at any time to perform all such acts and things deemed necessary or desirable and to execute and deliver any agreements, certificates, documents or other instruments, whether or not herein mentioned, to carry out the terms and provisions of this section, including but not limited to, the preparation and making of any filings with the Internal Revenue Service.

ARTICLE VIII

GENERAL PROVISIONS


Section 8.1. Changes to Resolution and Attachments. The Executive Director, the Chief Financial Officer and the Authorized Officer, and either of them, singly and individually, are hereby authorized to make such changes to the text of this Resolution or the Master Indenture or Supplemental Indentures as may be necessary or desirable to carry out the purposes hereof or to comply with the requirements of the Attorney General of Texas in connection with the issuance of the Bonds herein authorized.

Section 8.2. Effective Date. This Resolution shall be in full force and effect from and upon its adoption.


Adopted, passed and approved by the Board of Directors of the North East Texas Regional Mobility Authority on the 27th day of April, 2016.

Submitted and reviewed by:

Approved:



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



Linda Ryan Thomas
Chair, Board of Directors
Resolution Number 16-41
Dated Passed: 4/27/16

Authority: North East Texas Regional Mobility Authority
909 ESE Loop 323, Suite 360
Tyler, Texas 75701
Attention: Executive Director

Trustee: Amegy Bank, a division of ZB National Association
1801 Main Street, Suite 850
Houston, Texas 77002
Attn: _____

SECTION 1210. Governing Law. This Indenture shall be governed in all respects, including validity, interpretation and effect, by, and shall be enforceable in accordance with, the laws of the State of Texas.

SECTION 1211. Severability of Invalid Provisions. If any one or more of the covenants or agreements provided in this Indenture on the part of the Authority or the Trustee to be performed shall be contrary to law, then such covenant or covenants or agreement or agreements shall be deemed severable from the remaining covenants and agreements, and shall in no way affect the validity of the other provisions of this Indenture.

SECTION 1212. Successors. Whenever in this Indenture the Authority is named or referred to, it shall be deemed to include the board, body, commission, authority, agency, department or instrumentality of the State of Texas succeeding to the principal functions and powers of the Authority, and all the covenants and agreements in this Indenture contained by or on behalf of the Authority shall bind and inure to the benefit of said successor whether so expressed or not.

SECTION 1213. Holidays. If the date for making any payment or the last date for performance of any act or the exercising of any right, as provided in this Indenture, shall be a day that is not a Business Day, such payment may be made or act performed or right exercised on the next succeeding Business Day with the same force and effect as if done on the nominal date provided in this Indenture and no interest shall accrue for the period after such nominal date.

SECTION 1214. Execution in Several Counterparts. This Indenture may be simultaneously executed in several counterparts, all of which shall constitute one and the same instrument and each of which shall be, and shall be deemed to be, an original.

[END OF ARTICLE XII]

IN WITNESS WHEREOF, the Authority and the Trustee have caused this Indenture to be signed, sealed and attested on their behalf by their duly authorized representatives, all as of the date first hereinabove written.

NORTH EAST TEXAS REGIONAL MOBILITY
AUTHORITY

By: Linda Ryan Thomas
Chair, Board of Directors

ATTEST:

Jim Jarvis
Secretary

(SEAL)

IN WITNESS WHEREOF, the Authority and the Trustee have caused this Supplemental Indenture to be signed and attested on their behalf by their duly authorized representatives, all as of the date first hereinabove written.

NORTH EAST TEXAS REGIONAL MOBILITY
AUTHORITY

By Linda Ryan Thomas
Chairman

Attest:

Jim Harris
Secretary