RESOLUTION AUTHORIZING THE ISSUANCE AND DELIVERY OF CAMINO REAL REGIONAL MOBILITY AUTHORITY SENIOR LIEN VEHICLE REGISTRATION FEE REVENUE REFUNDING BONDS, SERIES 2024; APPROVING THE FORM, AND AUTHORIZING THE EXECUTION AND DELIVERY, OF A FOURTH SUPPLEMENTAL TRUST INDENTURE: SELECTING THE BOND UNDERWRITERS FROM THE AUTHORITY'S PREVIOUSLY IDENTIFIED POOL; AUTHORIZING THE EXECUTION AND DELIVERY OF A PURCHASE AGREEMENT; AUTHORIZING THE EXECUTION AND DELIVERY OF AN AMENDMENT TO THE TRANSPORTATION PROJECT AND PLEDGE AGREEMENT: AUTHORIZING THE EXECUTION AND DELIVERY OF OTHER DOCUMENTS AND INSTRUMENTS IN CONNECTION THEREWITH; AND ENACTING OTHER PROVISIONS RELATING THERETO

WHEREAS, the Camino Real Regional Mobility Authority (the "<u>Authority</u>") has been created and organized pursuant to and in accordance with the Constitution and laws of the State of Texas, including, particularly, Chapter 370, Texas Transportation Code (the "<u>Act</u>"), for the purposes of developing, or facilitating the development of, transportation and mobility projects; and

WHEREAS, Section 502.402 of the Texas Transportation Code (the "<u>Authorizing Law</u>") authorizes certain counties, including the County of El Paso, Texas (the "<u>County</u>"), to impose an additional motor vehicle registration fee, not to exceed \$10.00, for vehicles registered in such counties (the "<u>Special Vehicle Registration Fee</u>") to be used for long-term transportation projects; and

WHEREAS, on August 30, 2013, the Commissioners Court of the County ordered the adoption and imposition of the Special Vehicle Registration Fee in the amount of \$10.00 per registered vehicle in the County pursuant to and in accordance with the Authorizing Law; and

WHEREAS, the Authorizing Law requires the County to remit all revenue derived from the Special Vehicle Registration Fee to a regional mobility authority located in the County to fund long-term transportation projects in the County; and

WHEREAS, the County and the Authority entered into that certain "Transportation Project and Pledge Agreement Between the County of El Paso and the Camino Real Regional Mobility Authority Relating to the Use Of Special Vehicle Registration Fees" dated as of April 7, 2014, as amended on December 2, 2016 (collectively, the "<u>Pledge Agreement</u>") to authorize certain specified long-term transportation projects located in the County (the "<u>Projects</u>") and authorize the pledge and expenditure of all amounts collected under the Special Vehicle Registration Fee (the "<u>Pledged Vehicle Fee Revenues</u>") to any obligations issued by the Authority; and

WHEREAS, the Authority and The Bank of New York Mellon Trust Company, N.A., as trustee (the "<u>Trustee</u>"), previously entered into a Master Trust Indenture dated as of May 1, 2014 (the "<u>Master Trust Indenture</u>"), as supplemented by a First Supplemental Trust Indenture dated as of May 1, 2014 (the "<u>First Supplemental Indenture</u>"), a Second Supplemental Trust Indenture dated as of February 15, 2017 (the "<u>Second Supplemental Indenture</u>"), and a Third Supplemental Trust Indenture dated as of March 1, 2017 (the "<u>Third Supplemental Indenture</u>" and, collectively with the Master Trust Indenture, the First Supplemental Indenture and the Second Supplemental Indenture, the "<u>Indenture</u>"), providing for the issuance from time to time by the Authority of bonds,

notes or other obligations secured by and payable from the revenues from the Special Vehicle Registration Fee; and

WHEREAS, the Board of Directors of the Authority (the "<u>Board</u>") previously issued, sold, and delivered, and there are currently outstanding obligations of the Authority (hereinafter referred to as the "<u>Refundable Bonds</u>"), to wit: "Camino Real Regional Mobility Authority Senior Lien Vehicle Registration Fee Revenue Bonds, Series 2014," dated May 1, 2014; and

WHEREAS, pursuant to the provisions of Chapter 1207, Texas Government Code, as amended ("<u>Chapter 1207</u>"), the Authority is authorized to issue refunding bonds and deposit the proceeds of sale directly with any place of payment for the Refundable Bonds, or other authorized depository, and such deposit, when made in accordance with Chapter 1207, shall constitute the making of firm banking and financial arrangements for the discharge and final payment of the Refundable Bonds; and

WHEREAS, the Board has determined to authorize the issuance of the Authority's Senior Lien Vehicle Registration Fee Revenue Refunding Bonds, Series 2024 (the "<u>Bonds</u>") which will be payable from, and secured by, the Pledged Vehicle Fee Revenues; and

WHEREAS, the Board shall by this Resolution, in accordance with the applicable provisions of Chapter 1207 and Chapter 1371, Texas Government Code, as amended ("<u>Chapter 1371</u>"), delegate to a Pricing Officer (hereinafter designated) the authority to determine the principal amount of Bonds to be issued and negotiate the terms of sale thereof and to select the specific maturities (whole or part) of the Refundable Bonds to be refunded; and

WHEREAS, the Bonds are being authorized, issued and delivered pursuant to the Act, the Authorizing Law, Chapter 1207, and Chapter 1371 to (i) refund all or a portion of the Refundable Bonds (those Refundable Bonds actually refunded, as identified in the Fourth Supplemental Indenture (as defined below), are referred to herein as the "<u>Refunded Bonds</u>"); (ii) fund a debt service reserve fund for the Bonds; and (iii) pay certain costs of issuance for the Bonds; and

WHEREAS, in connection with the issuance and delivery of the Bonds, the Board desires to authorize the execution and delivery of (i) a Fourth Supplemental Trust Indenture dated as of April 1, 2024, in substantially the form attached hereto as <u>Exhibit A</u> (the "<u>Fourth Supplemental</u> <u>Indenture</u>"); (ii) an amendment to the Pledge Agreement in substantially the form attached hereto as <u>Exhibit B</u> (the "<u>Amendment</u>"); (iii) a bond purchase agreement (the "<u>Purchase Agreement</u>"), between the Authority and the initial purchasers of the Bonds; and (iv) any required escrow agreement (the "<u>Escrow Agreement</u>") between the Authority and the Trustee, as escrow agent, or other authorized depository; and

WHEREAS, the Board wishes to provide for the possible purchase of a reserve fund surety policy (the "<u>Reserve Fund Surety Policy</u>") to fund the reserve fund requirement associated with the issuance of the Bonds in accordance with the terms of the Indenture and the Fourth Supplemental Indenture; and

WHEREAS, the Board is considering the purchase of a bond insurance policy from certain companies who are in the business of insuring the timely payment of the principal of and interest on tax exempt bonds and whose credit ratings are greater than those assigned to the Bonds independently (an "<u>Insurer</u>");

NOW THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE CAMINO REAL REGIONAL MOBILITY AUTHORITY THAT:

1. ISSUANCE OF BONDS; APPROVAL OF DOCUMENTS

- 1.1 <u>Pricing Officer</u>. Pursuant to Chapter 1207 and Chapter 1371, each of the Chair of the Board, the Executive Director of the Authority, and the Director of Finance of the Authority, acting in such capacity severally and not jointly, is hereby appointed a "Pricing Officer."
- 1.2 Delegation to Pricing Officer. As authorized by Chapter 1207 and Chapter 1371, the Pricing Officer is hereby authorized to act on behalf of the Authority in selling and delivering the Bonds, in one or more series, and carrying out the other procedures specified in this Resolution, including selection of the specific maturities of the Refunded Bonds to be refunded, determining and fixing the date of the Bonds, any additional or different designation or title by which the Bonds shall be known, the price at which the Bonds will be sold, the years in which the Bonds will mature, the principal amount to mature in each of such years, the aggregate principal amount of the Bonds, the forms of the Bonds, the selection of an Insurer, if appropriate, the rate or rates of interest to be borne by each maturity, the interest payment dates, the dates, price, and terms upon and at which the Bonds shall be subject to redemption prior to maturity at the option of the Board, as well as any mandatory sinking fund redemption provisions, the designation of an escrow agent, if applicable, satisfying the requirements of Chapter 1207, as amended, all matters relating to the sale of the Bonds, and other procedures and determinations relating to the issuance of the Bonds consistent with this Resolution, all of which shall be specified in the final executed Fourth Supplemental Indenture; provided that:

(i) the aggregate original principal amount of the Bonds issued shall not exceed \$56,290,000;

(ii) the refunding of the Refunded Bonds must produce present value debt service savings of at least three percent (3.00%), net of any Authority contribution;

(iii) the aggregate true interest cost of the Bonds issued shall not exceed 5.00% per annum;

(iii) the Bonds shall mature no later than June 1, 2044; and

(iv) the Bonds, prior to delivery, must have been rated by a nationally recognized rating agency for municipal securities in one of the four highest rating categories for long term obligations.

The delegation made hereby shall expire if not exercised by the Pricing Officer within 180 days of the date hereof.

1.3 <u>Initial Purchasers.</u> The Authority has previously designated a pool of eligible underwriters for the issuance and sale of its Bonds. From such pool, Ramirez & Co., Inc. (senior manager) and Piper Sandler & Co. (co-manager) are hereby

designated as the initial purchaser(s) to which the Bonds will be sold, at such price and with, and subject to, such terms, as set forth in the final executed Fourth Supplemental Indenture and the Purchase Agreement. In the event that the Pricing Officer determines that it is beneficial or advisable to add one or more additional or substitute underwriters to the offering of the Bonds, the Pricing Officer is hereby authorized to do so and shall select such additional or substitute underwriters, if applicable, from the Authority's existing pool. The final group of initial purchasers of the Bonds shall be those specifically identified in the executed Purchase Agreement (the "<u>Purchasers</u>").

- 1.4 <u>Issuance, Execution and Delivery of Bonds</u>. The issuance, execution and delivery of the Bonds is hereby authorized, all under and in accordance with the Indenture and the Fourth Supplemental Indenture. The Bonds shall be payable from and secured by a senior pledge of and lien on the Trust Estate, including the Pledged Vehicle Fee Revenues, on parity with the Senior Lien Parity Obligations as set forth in the Fourth Supplemental Indenture. The Chair, Vice Chair, Treasurer, Secretary, Alternate Secretary of the Board and Executive Director of the Authority are each authorized to execute, attest and affix the Authority's seal to the Bonds, and to deliver the Bonds to the Attorney General of the State of Texas (the "Attorney General") for approval, to the Comptroller of Public Accounts of the State of Texas (the "<u>Comptroller</u>") for registration and to the Trustee for authentication, and thereafter to deliver the Bonds to the Purchasers or their designee.
- 1.5 <u>Approval of Trustee and Dissemination Agreement</u>. The Bank of New York Mellon Trust Company, N.A. is hereby selected and appointed as Trustee in accordance with the terms of the Indenture and the Fourth Supplemental Indenture. In addition, a continuing disclosure agreement between the Trustee, as dissemination agent, and the Authority is hereby approved and any Authorized Representative (as defined below) is authorized to sign such agreement on behalf of the Authority.
- 1.6 <u>Approval of Supplemental Indenture</u>. The Fourth Supplemental Indenture is hereby approved. Each of the Chair and Vice Chair of the Board is authorized to execute the Fourth Supplemental Indenture and any other Board member or officer of the Authority is authorized to attest, if necessary, to such officer's signature and affix the Authority's seal to the Fourth Supplemental Indenture and to deliver the Fourth Supplemental Indenture to the Trustee, with such changes therein as may be approved by the Pricing Officer, such approval to be conclusively evidenced by the execution and delivery of the Fourth Supplemental Indenture by the authorized Authority officer executing the same.
- 1.7 <u>Approval of Amendment to Pledge Agreement</u>. The Amendment is hereby approved. Each of the Chair of the Board or the Executive Director of the Authority is authorized to execute the Amendment and any other Board member or officer of the Authority is authorized to attest, if necessary, to such officer's signature and affix the Authority's seal to the Amendment and to deliver the Amendment to the Trustee, with such changes therein as may be approved by the Pricing Officer, such approval to be conclusively evidenced by the execution and delivery of the Amendment by the authorized Authority officer executing the same.

- 1.8 Purchasers; Purchase Agreement. The Bonds are authorized to be sold (i) to the Purchasers by negotiated sale, in accordance with one or more Purchase Agreements, (ii) by private or direct placement, in accordance with an agreement to purchase or other agreement, or (iii) by competitive bidding, in accordance with the successful bid submitted therefor, as determined by the Pricing Officer, in accordance with Section 1.2 hereof and the Fourth Supplemental Indenture. The Pricing Officer is hereby authorized and directed to execute any Purchase Agreement, agreement to purchase in the event of a private placement, or the successful bid form in the event of a competitive sale, as applicable, for and on behalf of the Authority and as the act and deed of the Board. The Pricing Officer is hereby authorized and directed to approve the form, final terms and provisions of any Purchase Agreement in accordance with the terms of the Fourth Supplemental Indenture and this Resolution, which final terms shall be determined to be the most advantageous reasonably attainable by the Authority, such approval and determination being evidenced by its execution thereof by the Pricing Officer. Each Authorized Representative, the Secretary of the Board, the Alternate Secretary of the Board and the other officers of the Authority are each hereby authorized to attest, if necessary, to the Pricing Officer's signature and to deliver any agreement to purchase the Bonds to the Purchasers following approval of the terms thereof by the Pricing Officer, such approval to be conclusively evidenced by the execution and delivery of such agreement by the Pricing Officer.
- 1.9 <u>Authorized Representatives</u>. The following persons are each hereby named as an "<u>Authorized Representative</u>" of the Authority for all purposes of this Resolution, the Indenture and the Fourth Supplemental Indenture, including, without limitation for the purposes of executing agreements or certificates, signing letters of instruction to the Trustee and taking the other actions referred to herein: persons occupying the positions of Chair of the Board, Vice Chair of the Board, the Executive Director of the Authority and the Director of Finance of the Authority. The Trustee may rely on this designation until revoked or otherwise altered in a writing executed by an Authorized Representative and delivered to the Trustee.
- 1.10 <u>Approval of Purchase of Reserve Fund Surety Policy</u>. In the event that the Pricing Officer determines that a Reserve Fund Surety Policy is the preferred method to fund all or a portion of the Reserve Requirement for the Bonds, the purchase of a Reserve Fund Surety Policy which satisfies the terms of the Indenture is hereby authorized. Any Authorized Representative is hereby authorized to select a Reserve Fund Surety Policy provider and execute and deliver all documents, instruments or agreements that may be necessary in connection with completing the arrangements for the purchase of such a surety policy and delivering such policy to the Trustee.
- 1.11 <u>Approval of Purchase of Bond Insurance</u>. In the event that the Pricing Officer determines a municipal bond insurance policy on the Bonds has a net benefit to the Authority with respect to the sale and price of the Bonds, the purchase of such a bond insurance policy from an Insurer to secure the timely payment of the principal of and interest on the Bonds is hereby authorized. Any Authorized Representative is hereby authorized to execute and deliver all documents, instruments or agreements that may be necessary in connection with completing the arrangements

for the purchase of such bond insurance policy and delivering such bond insurance policy to the Trustee.

Approval of Escrow Agreement; Escrow Securities. An "Escrow Agreement" (the 1.12 "Escrow Agreement") by and between the Authority and the Trustee, or an authorized escrow agent (the "Escrow Agent"), if any such agreement is required in connection with the issuance of the Bonds, shall be attached to, and approved in, the Fourth Supplemental Indenture. Such Escrow Agreement is hereby authorized to be finalized and executed by any Authorized Representative for and on behalf of the Authority and as the act and deed of this Board; and such Escrow Agreement as executed by an Authorized Representative shall be deemed approved by the Board and constitute the Escrow Agreement herein approved. With regard to the finalization of certain terms and provisions of the Escrow Agreement, each Authorized Representative is hereby authorized to come to an agreement with the Escrow Agent on the following details, among other matters: (i) the identification of the Refunded Bonds; (ii) the creation and funding of the Escrow Fund or Funds; and (iii) the Escrow Agent's compensation, administration of the Escrow Fund or Funds, and the settlement of any Trustee/Paying Agent charges relating to the Refunded Bonds.

Furthermore, each Authorized Representative in cooperation with the Escrow Agent is hereby authorized and directed to make the necessary arrangements for the purchase of the escrowed securities (the "Escrowed Securities"), if any, referenced in the Escrow Agreement and the delivery thereof to the Escrow Agent on the day of delivery of the Bonds to the Purchasers for deposit to the credit of the "CAMINO REAL REGIONAL MOBILITY AUTHORITY SENIOR LIEN VEHICLE REGISTRATION FEE REVENUE REFUNDING BONDS, SERIES 2024 ESCROW FUND" (referred to herein as the "Escrow Fund"), or such other designation as specified in the Fourth Supplemental Indenture; all as contemplated and provided in Chapter 1207, this Resolution, the Indenture, the Fourth Supplemental Indenture, and the Escrow Agreement.

On or immediately prior to the date of the delivery of the Bonds to the Purchasers, the Pricing Officer shall also cause to be deposited (and is hereby authorized to cause to be deposited) with the Escrow Agent from moneys on deposit in the debt service fund(s) maintained for the payment of the Refunded Bonds an amount which, together with the proceeds of sale, and the investment earnings thereon, will be sufficient to pay in full the Refunded Bonds (or the amount of accrued interest due thereon) scheduled to mature and authorized to be redeemed on the earliest date established in the Fourth Supplemental Indenture for the redemption of the Refunded Bonds (or the earliest date of payment, to be made from moneys in the Escrow Fund(s), as established in the Fourth Supplemental Indenture, of the amount of accrued interest due thereon).

1.13 <u>Refunded Bonds</u>. In order to provide for the refunding, discharge, and retirement of the Refunded Bonds, the Refunded Bonds identified, described, and in the amount set forth in the Fourth Supplemental Indenture, are called for redemption on the first date such Refunded Bonds are subject to redemption or such other date specified by an Authorized Representative in the Fourth Supplemental Indenture at the price of par plus accrued interest to the redemption date, and notice of such redemption shall be given in accordance with the applicable provisions of the Indenture. Any Authorized Representative is hereby authorized and directed to issue or cause to be issued a Notice of Redemption for the Refunded Bonds, in substantially the form set forth as an exhibit to the Fourth Supplemental Indenture, to the Trustee, in accordance with the redemption provisions applicable to the Refunded Bonds.

The Trustee is hereby directed to provide the appropriate notice of redemption as required by the Indenture and is hereby directed to make appropriate arrangements so that the Refunded Bonds may be redeemed on the redemption date.

The source of funds for payment of the principal of and interest on the Refunded Bonds on their respective maturity or redemption date shall be from the funds deposited with the Escrow Agent, pursuant to the Escrow Agreement finalized by an Authorized Representative and approved in Section 1.10 of this Ordinance and in the Fourth Supplemental Indenture, if applicable, or deposited with the Trustee.

- 1.14 Approval of Preliminary Official Statement and Official Statement. The Preliminary Official Statement to be used in the offering and sale of the Bonds in substantially the form presented to the Board, with such changes as may be approved by an Authorized Representative (the "Preliminary Official Statement"), and the use of the Preliminary Official Statement in any public offering of the Bonds, is hereby authorized, approved and confirmed. An Authorized Representative is hereby authorized to deem such Preliminary Official Statement final as of its date within the meaning and for the purposes of Rule 15c2-12 of the United States Securities and Exchange Commission (the "Rule"), as applicable, with such additions and changes as may be needed to accurately reflect changes made to the documents described therein between the date hereof and the date of printing and permitted under the Rule and approved by an Authorized Representative. The Authorized Representatives of the Authority, acting on behalf of the Board, are authorized and directed to cause a final Official Statement, in substantially the form of the Preliminary Official Statement presented with such changes as may be approved by an Authorized Representative, to be delivered to the Purchasers within seven business days after the execution and delivery of the Purchase Agreement.
- 1.15 <u>Approval of Investments</u>. The investment of funds held under the Indenture in connection with the Bonds is hereby approved and each of the Authorized Representatives of the Authority is hereby severally authorized to complete arrangements for the investment of such funds in a guaranteed investment contract ("<u>GIC</u>"), a fully collateralized repurchase agreement or such other investments as such Authorized Representative may approve and as are permitted under the Indenture and the Authority's Investment Policy.
- 1.16 <u>Ratings</u>. Each of the Authorized Representatives of the Authority and the Authority's financial advisor are hereby authorized to apply for and seek ratings on the Bonds from one or more nationally recognized rating agencies for municipal securities.

- 1.17 <u>Approval of GIC Broker and Third-Party Financial Institution</u>. Each of the Authorized Representatives of the Authority is hereby authorized to select a GIC Broker, if any, and/or a third-party financial institution or securities dealer to hold the pledged securities associated with a GIC or repurchase agreement, if any.
- 1.18 <u>Bond Counsel and Disclosure Counsel</u>. The delivery of the Bonds is subject to the Purchasers being furnished a final opinion of Norton Rose Fulbright US LLP, Dallas, Texas, Bond Counsel to the Authority, approving the Bonds as to their validity, such opinion to be dated and delivered as of the date of delivery and payment for the Bonds. The selection of such firm as Disclosure Counsel to the Authority is hereby confirmed. The Board confirms the prior engagement of Norton Rose Fulbright US LLP as the Authority's Bond Counsel and authorizes the Chair of the Board or the Executive Director to sign a letter confirming such engagement. A true and correct reproduction of the Bond Counsel opinion is hereby authorized to be printed on or accompany the definitive Bonds.
- 1.19 Execution and Delivery of Other Documents. All of the officers of the Authority are each hereby severally authorized to execute, attest, affix the Authority's seal to and deliver such other agreements, commitments, assignments, bonds, certificates, contracts, documents, instruments, releases, financing statements, letters of instruction, notices of acceptance, written requests and other documents, whether or not mentioned herein, as may be necessary or convenient to carry out or assist in carrying out the purposes of this Resolution, the Indenture, the Fourth Supplemental Indenture, the Purchase Agreement, the Preliminary Official Statement, the Official Statement, the Reserve Fund Surety Policy and the Pledge Agreement.
- 1.20 <u>Power to Revise Form of Documents</u>. Notwithstanding any other provision of this Resolution and prior to the approval of the Bonds by the Attorney General, each of the Authorized Representatives of the Authority and/or Bond Counsel are hereby severally authorized to make or approve such revisions in the form of the documents attached hereto as exhibits 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 of such documents by an Authorized Representative.
- 1.21 <u>Exhibits Incorporated Herein</u>. All of the terms and provisions of each of the documents listed below as an exhibit shall be and are hereby incorporated into and made a part of this Resolution for all purposes:

Exhibit A	Fourth Supplemental Indenture.
Exhibit B	Amendment to Pledge Agreement

2. APPROVAL AND RATIFICATION OF CERTAIN ACTIONS; FURTHER PROCEDURES

2.1 <u>Approval of Submission to the Attorney General of Texas</u>. The Board hereby authorizes the Authority's Bond Counsel to submit to the Attorney General, for his

approval, a transcript of the legal proceedings relating to the issuance, sale and delivery of the Bonds.

- 2.2 <u>Certification of the Minutes and Records</u>. The Secretary or Alternate Secretary of the Board and any Authorized Representative is hereby 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.
- 2.3 <u>Ratifying Other Actions</u>. All prior actions taken by the Executive Director, the Director of Finance, and any Board member, officer or agent of the Authority in connection with the issuance of the Bonds, including the engagement of any necessary rating agencies, are hereby ratified and confirmed.
- Further Procedures. Each Authorized Representative shall be and is hereby 2.4 expressly authorized, empowered and directed from time to time and at any time to do and perform all such acts and things and to execute, acknowledge and deliver in the name and under the seal of the Authority and on behalf of the Authority all agreements, instruments, or such other documents, whether mentioned herein or not, as may be necessary or desirable in order to carry out the terms and provisions of this Resolution, the Indenture, the Fourth Supplemental Indenture, the Amendment, the Purchase Agreement, the Reserve Fund Surety Policy, the Escrow Agreement and the initial sale and delivery of the Bonds. In addition, prior to the initial delivery of the Bonds, the Chair of the Board, the Executive Director of the Authority and the Authority's Bond Counsel are each hereby authorized and directed to approve any technical changes or corrections to this Resolution or to any of the agreements, documents or instruments authorized and approved by this Resolution: (i) in order to cure any technical ambiguity, formal defect, or omission in the Resolution or such other document; or (ii) as requested by the Attorney General or his representative to obtain the approval of the Bonds by the Attorney General and if such officer or counsel determines that such ministerial changes are consistent with the intent and purpose of the Resolution, which determination shall be final. In the event that any officer of the Authority whose signature shall appear on any document shall cease to be such officer before the delivery of such document, such signature nevertheless shall be valid and sufficient for all purposes the same as if such officer had remained in office until such delivery.

3. GENERAL PROVISIONS

- 3.1 <u>Defined Terms</u>. Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Indenture or the Fourth Supplemental Indenture.
- 3.2 <u>Notice of Meeting</u>. The Board hereby finds and declares that written notice of the date, hour, place and subject of the meeting at which this Resolution was adopted was posted and that such meeting was open to the public as required by law at all times during which this Resolution and the subject matter of this Resolution were discussed, considered and formally acted upon, all as required by Chapter 551, Texas Government Code, as amended.

3.3 <u>Effective Date</u>. This Resolution shall be in full force and effect from and upon its adoption.

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ADOPTED, PASSED AND APPROVED by the Board of Directors of the Camino Real Regional Mobility Authority on the 10th day of April 2024.

Chair / Vice Chair Board of Directors

Attest:

Secretary/Alternate Secretary Board of Directors

EXHIBIT A

FOURTH SUPPLEMENTAL INDENTURE

EXHIBIT B

AMENDMENT TO PLEDGE AGREEMENT