

**GENERAL MEETING OF THE BOARD OF DIRECTORS  
OF THE  
CENTRAL TEXAS REGIONAL MOBILITY AUTHORITY**

**RESOLUTION NO. 21-048**

**AUTHORIZING THE REDEMPTION OF THE  
SUBORDINATE LIEN REVENUE BOND ANTICIPATION  
NOTES, SERIES 2018**

WHEREAS, the Central Texas Regional Mobility Authority (the "Authority") has previously issued and has outstanding its Subordinate Lien Revenue Bond Anticipation Notes, Series 2018 (the "2018 BANs") in the principal amount of \$46,020,000; and

WHEREAS, the 2018 BANs are scheduled to mature on January 1, 2022 and are subject to optional redemption prior to maturity, in whole or in part, at any time and from time to time on or after July 1, 2021, at a redemption price equal to the principal amount thereof plus accrued interest thereon to, but not including, the redemption date; and

WHEREAS, the Authority has previously issued its Subordinate Lien Revenue Bond, Taxable Series 2021A (the "2021A TIFIA Bond"), for the purpose, among others, of providing funds for the repayment or redemption of the 2018 BANs; and

WHEREAS, the Board hereby finds and determines that it is in the best interest of the Authority to call the 2018 BANs for optional redemption on the Redemption Date (as defined herein); and

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

(1) The findings and determinations set forth in the preamble hereto are incorporated herein for all purposes.

(2) All outstanding 2018 BANs are hereby called for optional redemption, in full, on October 4, 2021 (the "Redemption Date"), at a redemption price equal to the principal amount thereof plus accrued interest thereon to, but not including, the Redemption Date.

(3) The Executive Director and Chief Financial Officer, severally and each of them, are authorized to act as an authorized officer (each, an "Authorized Officer") on behalf of the Board and to perform all acts necessary or desirable to carry out the purposes of this Resolution.

(4) The Authorized Officer is hereby authorized and directed to execute and deliver to Regions Bank, as Trustee for the 2018 BANs (the "Trustee"), a Letter of Instructions authorizing and directing the Trustee to give conditional notice of redemption of the 2018 BANs to the registered owners of the 2018 BANs.

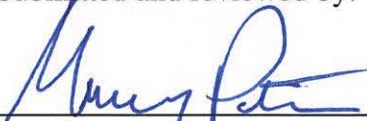
(5) The Authorized Officer is further authorized and directed to (a) execute and deliver such other documents, agreements, certificates, instruments, consents, requisitions, and letters of instruction, whether or not mentioned herein, (b) obtain such funds as may be available under the 2021A TIFIA Bond, and (c) authorize and direct the transfer of such funds as may be available for such purposes in other funds and accounts of the Authority, and (d) change the Redemption Date to such other date as determined by the Authorized Officer as may be necessary to obtain funds under the 2021A TIFIA Bond, all as may be necessary or desirable to effect the redemption of the 2018 BANs.

(6) All other actions taken, or to be taken, by the Authorized Officer, the Controller and the Authority's staff in connection with the redemption of the 2018 BANs are hereby authorized, approved and ratified.

(7) 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.

ADOPTED by the Board of Directors of the Central Texas Regional Mobility Authority on the 25<sup>th</sup> day of August, 2021.

Submitted and reviewed by:

  
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Geoffrey Petrov,  
General Counsel

Approved:

  
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Robert W. Jenkins, Jr.,  
Chairman, Board of Directors