

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

RESOLUTION 18-057

**AUTHORIZING THE APPLICATION FOR AND NEGOTIATION
OF A LOAN AGREEMENT WITH THE
UNITED STATES DEPARTMENT OF TRANSPORTATION
TO REFINANCE CERTAIN DEBT OBLIGATIONS RELATING TO
THE 290 EAST PHASE III PROJECT**

WHEREAS, pursuant to Chapter 370, Texas Transportation Code, as amended (the "Act"), the Central Texas Regional Mobility Authority (the "Authority"), is authorized to: (i) study, evaluate, design, finance, acquire, construct, maintain, repair and operate transportation projects (as defined in the Act), individually or as a system (as defined in the Act); (ii) impose tolls, fees, fares or other charges for the use of each of its transportation projects and the different parts or sections of each of its transportation projects; (iii) borrow money from and enter into loan agreements or other arrangements with any public or private entity for any purpose authorized by the Act, including the design, engineering and construction of a transportation project, and (iv) pledge all or any part of its revenues and any other funds available to the Authority to the payment of any obligations of the Authority under agreements authorized by the Act; and

WHEREAS, the Authority has previously authorized, sold, and expects to deliver its Senior Lien Revenue Bonds, Series 2018 (the "Bonds"), and Subordinate Lien Revenue Bond Anticipation Notes, Series 2018 (the "BANs") for the purpose of financing the costs of the 290 East Phase III Project; and

WHEREAS, the BANs have a maturity date of January 1, 2022 and, as provided in the resolution authorizing the issuance of the BANs, are expected to be refinanced by long-term revenue bonds upon substantial completion of the 290 East Phase III Project; and

WHEREAS, the Board has determined to authorize the application for and negotiation of a loan agreement with the United States Department of Transportation to refinance the BANs; and

WHEREAS, it is hereby found and determined that the meeting at which this Resolution is approved is 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;

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

Section 1. Findings. The findings and determinations contained in the preambles hereof are hereby incorporated herein for all purposes as if set forth herein in their entirety.

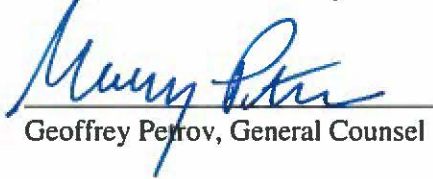
Section .2 Authorization. The Board hereby authorizes the Authority's staff and consultants to take such actions as may be necessary to apply for and negotiate the terms of a loan agreement with the United

States Department of Transportation to refinance the BANs. The final terms and provisions of such loan agreement will be subject to approval by the Board.

Section 3. Further Actions. The Chairman, Vice Chairman, Secretary and Treasurer of the Board, and the Executive Director, the Chief Financial Officer and the Controller of the Authority and all other staff of the Authority, and its professional consultants, are hereby authorized and directed to take any and all actions and to execute and deliver any and all instruments and documents as may be necessary or desirable to carry out and effectuate the purposes of this Resolution. All actions taken by such persons prior to the date of this Resolution for such purposes are hereby ratified and affirmed.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 31st day of October 2018.

Submitted and reviewed by:


Geoffrey Petrov, General Counsel

Approved:


Ray A. Wilkerson
Chairman, Board of Directors