

**RESOLUTION APPROVING A RESOLUTION OF THE ROUND ROCK  
TRANSPORTATION AND ECONOMIC DEVELOPMENT CORPORATION  
AUTHORIZING THE ISSUANCE OF  
ROUND ROCK TRANSPORTATION AND ECONOMIC DEVELOPMENT  
CORPORATION SENIOR LIEN SALES TAX REVENUE BONDS, TAXABLE SERIES  
2019; APPROVING A PAYING AGENT/REGISTRAR AGREEMENT, A PROJECT  
AGREEMENT AND A BOND PURCHASE AGREEMENT; APPROVING AN  
OFFICIAL STATEMENT; AND APPROVING OTHER MATTERS RELATED  
THERETO**

**WHEREAS**, the Round Rock Transportation System Development Corporation was created under the auspices of the City of Round Rock, Texas (the "City") pursuant to Section 4B of the Development Corporation Act of 1979, Article 5190.6, V.A.T.C.S., as amended, now codified as Local Government Code, Title 12, Subtitle C1 particularly Chapters 501 and 505 of the Local Government Code; and

**WHEREAS**, on November 8, 2011, a majority of the citizens of the City voting at such election authorized the existing sales and use tax to be used for additional purposes as provided by state law; and

**WHEREAS**, the Issuer has determined to issue bonds to provide funds for designing and constructing a convention center facility and the costs necessary or incident to the undertaking of such project (collectively, the "Project"); and

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**WHEREAS**, capitalized terms used in this Resolution but not otherwise defined shall have the meanings given to such terms in the Bond Resolution; and

**WHEREAS**, the City and the Issuer shall cooperate with respect to the acquisition and construction of the Project in accordance with the terms and conditions of that certain Project Agreement, dated August 22, 2019, between the City and the Issuer, in substantially the form attached hereto as Exhibit "B"; and

**WHEREAS**, in accordance with the provisions of the Act, the City shall timely transfer to the Issuer the proceeds of the aforesaid sales and use tax, in accordance with the terms and conditions of that certain Sales Tax Remittance Agreement, dated as of May 15, 2001, between the City and the Issuer and such funds shall be maintained by the Depository of the City and accounted for separately by the City on behalf of the Issuer; and

**WHEREAS**, it is deemed necessary and advisable that this Resolution be adopted by the City Council of the City (hereinafter referred to as the "City Council") in accordance with Section 501.204(a) of the Local Government Code.

**THEREFORE, BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF ROUND ROCK, TEXAS THAT:**

**Section 1. Approval of the Bonds and the Bond Resolution.** The resolution of the Issuer entitled a "RESOLUTION OF THE ROUND ROCK TRANSPORTATION AND ECONOMIC DEVELOPMENT CORPORATION AUTHORIZING THE ISSUANCE OF ROUND ROCK TRANSPORTATION AND ECONOMIC DEVELOPMENT CORPORATION SENIOR LIEN SALES TAX REVENUE BONDS, TAXABLE SERIES 2019; APPROVING A PAYING AGENT/REGISTRAR AGREEMENT, A PROJECT AGREEMENT AND A BOND PURCHASE AGREEMENT; APPROVING AN OFFICIAL STATEMENT; AND APPROVING OTHER MATTERS RELATED THERETO," in substantially the form and substance as attached to this Resolution as Exhibit "A" and made a part hereof for all purposes, is hereby approved, and the Bonds in the aggregate principal amount of \$\_\_\_\_\_,000 may be issued by the Issuer for the purpose of (i) providing funds for the Costs of the Project, (ii) capitalizing interest on the Bonds and (iii) paying the costs of issuing the Bonds.

**Section 2. Approval of Project Agreement.** The Project Agreement attached hereto in substantially final form as Exhibit "B" is hereby approved, and the Mayor and City Clerk of the City are authorized to approve any changes and execute the Project Agreement on behalf of the City.

**Section 3. Confirmation of Sales Tax Remittance Agreement.** The Sales Tax Remittance Agreement, dated as of May 15, 2001, between the City and the Issuer is hereby reconfirmed and approved.

**Section 4. Execution of Documents; No Liability of the City.** The City Council of the City hereby authorizes the Mayor, the City Manager and the Assistant City Manager to execute on behalf of the City all documents deemed necessary in connection with the issuance of the Bonds and the agreements approved by this Resolution. The City Clerk is authorized to attest any documents necessary. The City shall have no liability for the payment of the Bonds nor shall any of its assets be pledged to the payment of the Bonds.

**Section 5. Incorporation of Recitals.** The findings and preambles set forth in this Resolution are hereby incorporated into this Resolution and made a part hereof for all purposes.

**Section 6. Effective Date.** This Resolution shall become effective immediately upon passage.

**[The Remainder of This Page is Intentionally Left Blank]**

**RESOLVED** on this the 25th day of July, 2019.

**CITY OF ROUND ROCK, TEXAS**

By: \_\_\_\_\_  
Craig Morgan, Mayor

ATTEST:

By: \_\_\_\_\_  
Sara L. White, City Clerk

**EXHIBIT "A"**  
**BOND RESOLUTION**

**EXHIBIT "B"**  
**PROJECT AGREEMENT**