

CERTIFICATE FOR RESOLUTION APPROVING  
A RESOLUTION BY TAYLOR ECONOMIC  
DEVELOPMENT CORPORATION AUTHORIZING AND APPROVING  
A LOAN AGREEMENT BETWEEN THE  
TAYLOR ECONOMIC DEVELOPMENT CORPORATION  
AND THE OFFICE OF THE GOVERNOR ECONOMIC DEVELOPMENT AND TOURISM  
DIVISION AND RELATED DOCUMENTS,  
AUTHORIZING THE EXECUTION AND DELIVERY  
OF THE LOAN AGREEMENT, AND OTHER  
MATTERS IN CONNECTION THEREWITH

I, the undersigned City Clerk of the City of Taylor, Texas (the "City"), do hereby certify as follows:

1. The City Council (the "Governing Body") of the City convened in regular session at 6:00 p.m., on October 28, 2003 (the "Meeting"), and the roll was called of the duly constituted members of the Governing Body, to-wit:

Mayor Donald R. Hill  
Mayor Pro Tem Gary Maruska  
Council member Bernabe Gonzales  
Council member Tim Mikeska  
Council member John McDonald

All of such persons were present, except the following absentees: thus constituting a quorum.

Whereupon a written:

RESOLUTION APPROVING A RESOLUTION BY TAYLOR  
ECONOMIC DEVELOPMENT CORPORATION AUTHORIZING  
AND APPROVING A LOAN AGREEMENT BETWEEN THE  
TAYLOR ECONOMIC DEVELOPMENT CORPORATION AND THE  
OFFICE OF THE GOVERNOR ECONOMIC DEVELOPMENT AND  
TOURISM DIVISION AND RELATED DOCUMENTS,  
AUTHORIZING THE EXECUTION AND DELIVERY OF THE  
LOAN AGREEMENT, AND OTHER MATTERS IN CONNECTION  
THEREWITH

(the "Resolution") was duly moved and seconded and, after due discussion, said motion, carrying with it the adoption of the Resolution, prevailed and carried by the following votes:

AYES: \_\_\_\_\_

NOES: \_\_\_\_\_

2. A true, full, and correct copy of the Resolution is attached to and follows this Certificate; the Resolution has been duly recorded in the minutes of the Meeting; the above and foregoing paragraph is a true, full, and correct excerpt from the minutes of the Meeting pertaining to the adoption of the Resolution; the persons named in the above and foregoing paragraph are duly elected, qualified, and acting members of the Governing Body; each of such members was duly and sufficiently notified officially and personally, in advance, of the time, place, and purpose of the Meeting, and that the Resolution would be introduced and considered for adoption at the Meeting, and each of such members consented, in advance, to the holding of the Meeting for such purpose; and the Meeting was open to the public, and public notice of the time, place, and purpose of the Meeting was given, all as required by Chapter 551, Texas Government Code Annotated, as amended.

SIGNED AND SEALED this \_\_\_\_\_ day of October, 2003.

\_\_\_\_\_  
Barbara S. Belz, City Clerk

(SEAL)

RESOLUTION NO. R03-30

RESOLUTION APPROVING A RESOLUTION BY TAYLOR ECONOMIC DEVELOPMENT CORPORATION AUTHORIZING AND APPROVING A LOAN AGREEMENT BETWEEN THE TAYLOR ECONOMIC DEVELOPMENT CORPORATION AND THE OFFICE OF THE GOVERNOR ECONOMIC DEVELOPMENT AND TOURISM DIVISION AND RELATED DOCUMENTS, AUTHORIZING THE EXECUTION AND DELIVERY OF THE LOAN AGREEMENT, AND OTHER MATTERS IN CONNECTION THEREWITH

WHEREAS, the City of Taylor, Texas (the "City") created the Taylor Economic Development Corporation (the "Corporation") pursuant to Section 4[A] of the Development Corporation Act of 1979, as amended, Article 5190.6, Texas Revised Civil Statutes Annotated (the "Act"), for the purpose of financing the costs of one or more projects within the meaning of the Act;

WHEREAS, the levy by the City of an economic development sales and use tax for the benefit of the Corporation under the Act was authorized by a majority of the qualified voters of the City voting at an election called and held for that purpose;

WHEREAS, the City has established and levied, and maintains and collects on behalf of the Corporation the economic development sales and use tax pursuant to the Act;

WHEREAS, on receipt of the proceeds of the economic development sales and use tax, the City delivers the proceeds to the Corporation to use in carrying out its functions;

WHEREAS, the Office of the Governor Economic Development and Tourism Division (the "Division") has developed the Texas Leverage Fund Program to enable industrial development corporations, such as the Corporation, to leverage the economic development sales and use tax receipts described above by providing an alternative source of easy to access capital with favorable terms;

WHEREAS, a proposed form of the Loan Agreement between the Division and the Corporation (the "Loan Agreement") has been presented to the City for its limited approval, pursuant to which the Division will lend from the Texas Leverage Fund to the Corporation the amount of \$900,000.00, the proceeds of such loan to be used to purchase property to enable the expansion of the Electric Reliability Council of Texas (ERCOT) and thereby finance the costs of the Project;

WHEREAS, the Corporation submits to the City the Corporation's resolution authorizing and approving the Loan Agreement and related documents for the City's approval pursuant to Section 25(f) of the Act;

WHEREAS, Section 21 of the Act requires that the City approve all programs and expenditures of the Corporation; and

WHEREAS, it is deemed necessary and advisable that this Resolution be adopted;

NOW THEREFORE, BE IT RESOLVED BY THE CITY COUNCIL, THE CITY OF TAYLOR THAT:

Section 1. In accordance with the provisions of Section 25(f) of the Act, the Resolution Authorizing and Approving a Loan from the Office of the Governor Economic Development and Tourism Division, Authorizing the Execution and Delivery of the Loan Agreement and related documents, Authorizing the Pledge of Sales and Use Tax Receipts, and Other Matters in Connection Therewith, adopted by the Corporation on \_\_\_\_\_, 2003, a copy of which is attached hereto as Exhibit A and made a part hereof for all purposes, is hereby specifically approved.

Section 2. The City Council hereby approves the Loan Agreement in substantially the form and substance presented to the City Council and the Mayor is hereby authorized and directed, for and on behalf of the City Council to execute the Loan Agreement for the limited purposes stated therein, and the City Secretary is authorized and directed, for and on behalf of the City Council to attest the Loan Agreement, and such officers are hereby authorized to deliver the Loan Agreement.

Section 3. In accordance with the provisions of Section 21 of the Act, the programs and expenditures of the Corporation authorized and contemplated by the Loan Agreement and related documents are hereby specifically approved.

Section 4. All action (not inconsistent with the provisions of this Resolution) heretofore taken by the City Council directed toward the Project shall be and the same hereby are, ratified, approved, and confirmed.

Section 5. The officers of the City Council are hereby authorized to take all action in conformity with the Act necessary or reasonably required to effectuate the loan evidenced by the Loan Agreement, and to consummate the transactions contemplated by the Loan Agreement and this Resolution, including, without limitation, the execution and delivery of any and all other instruments, certificates, documents, or papers necessary to carry out the intent and purposes of the Loan Agreement and this Resolution.

Section 6. This Resolution in no respect creates any liability of the City for repayment of the obligations created by the Loan Agreement.

Section 7. If any section, paragraph, clause, or provision of this Resolution shall be held to be invalid or unenforceable, the invalidity or unenforceability of such section, paragraph, clause, or provision shall not affect any of the remaining provisions of this

Resolution. In case any obligation of the City authorized or established by this Resolution is held to be in violation of law as applied to any person or in any circumstance, such obligation shall be deemed to be the obligation of the City to the fullest extent permitted by law.

PASSED AND APPROVED this 28<sup>th</sup> day of October, 2003.

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Donald R. Hill, Mayor,  
City of Taylor, Texas

ATTEST:

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Barbara S. Belz, City Clerk,  
City of Taylor, Texas

**City of Taylor Letterhead**

**CERTIFICATE**

**I hereby certify that an election was held on XX [Date], in the City of Taylor for the XX [percentage such as one-half, one-fourth, etc.] of one percent Local Sales & Use Tax for Economic Development, that the requisite number of voters voted (XX) [number of voters] in favor of and (XX) [number of voters] voted against levying of such tax and that no action has been taken in any court, either state or federal, within the State of Texas which in any way questions the validity of such election or any action taken by the City of Taylor in connection therewith, and that no action has been taken by the City to repeal, amend or rescind such tax subsequent to such election.**

**WITNESS MY HAND EFFECTIVE THIS XX day of XX**

**[SEAL]                      Name  
                                    City Clerk**

**STATE OF TEXAS  
COUNTY OF WILLIAMSON**

**Before me on this day appeared, Barbara S. Belz [City Clerk], who is known to me and subscribed to the above document before me as witness, my hand and seal hereto affixed on this \_\_\_\_\_ day of \_\_\_\_\_, 2003.**

**[SEAL]                      Name  
                                    Notary Public**

**STATE OF TEXAS  
COUNTY OF WILLIAMSON**

**Before me on this day appeared, XX [Name], City Secretary of the City of Taylor who is known to me and subscribed to the above document before me as witness, my hand and seal hereto affixed on this XX day of XX.**

**[SEAL]                      Name  
                                    Notary Public**

**STATE OF TEXAS  
COUNTY OF WILLIAMSON**

**This instrument was acknowledged before me on this XX day of XX by XX [Name], City Secretary of the City of Taylor on behalf of said corporation.**

**[SEAL]                      Name**

INCUMBENCY AND SIGNATURE  
IDENTIFICATION CERTIFICATE  
CITY OF TAYLOR, TEXAS

THE STATE OF TEXAS

COUNTY OF WILLIAMSON

I, Donald R. Hill, the undersigned, hereby certify as follows:

(A.) That I am duly appointed and acting officer of the Taylor, holding the office set forth under my signature below;

(B.) That Taylor Economic Development Corporation has agreed to a Loan Agreement with the Office of the Governor Economic Development and Tourism Division for a Texas Leverage Fund Loan in the amount of Nine Hundred Thousand Dollars (\$900,000.00) to purchase land to enable the expansion of the Electric Reliability Council of Texas (ERCOT)

(C.) That Taylor Economic Development Corporation has agreed to a Promissory Note for Nine Hundred Thousand Dollars (\$900,000.00) to the Office of the Governor Economic Development and Tourism Division;

(D.) That the manual signature of Donald R. Hill, Mayor, appearing on all agreements necessary for this Texas Leverage Fund Loan are hereby affirmed as my own;

(E.) That I am authorized to execute and deliver the Texas Leverage Fund Agreement on behalf of Taylor.

WITNESS MY HAND EFFECTIVE this \_\_\_ day of October, 2003:

\_\_\_\_\_  
Donald R. Hill,  
Mayor

I DO HEREBY CERTIFY that the signature of the officer subscribed above is true and correct.

Name \_\_\_\_\_  
Barbara S. Belz, City Clerk

STATE OF TEXAS  
COUNTY OF WILLIAMSON

Before me on this day appeared, Donald R. Hill, Mayor, who is known to me and subscribed to the above document before me as witness, my hand and seal hereto affixed on this \_\_\_ day of October, 2003:

[SEAL] Name \_\_\_\_\_  
Notary Public

STATE OF TEXAS  
COUNTY OF WILLIAMSON

This instrument was acknowledged before me on this \_\_\_\_\_ day of October, 2003 by Donald R. Hill, Mayor on behalf of said corporation.

[SEAL] Name \_\_\_\_\_  
Notary Public