

**A RESOLUTION BY THE CITY COUNCIL OF THE CITY OF SEGUIN, TEXAS AUTHORIZING CERTAIN REPRESENTATIVES OF THE CITY TO MOVE FORWARD WITH THE PROPOSED ISSUANCE AND SALE OF OBLIGATIONS TO BE DESIGNATED AS “CITY OF SEGUIN, TEXAS HIGHER EDUCATION FACILITIES CORPORATION HIGHER EDUCATION REVENUE REFUNDING BONDS (TEXAS LUTHERAN UNIVERSITY PROJECT), SERIES 2022”; PREPARING ANY NECESSARY DOCUMENTS AND AGREEMENTS NECESSARY TO EFFECTUATE THE PROPOSED ISSUANCE OF THESE BONDS; AUTHORIZING AND APPROVING PUBLICATION OF NOTICE OF A HEARING PURSUANT TO SECTION 147(f) OF THE INTERNAL REVENUE CODE OF 1986, AS AMENDED; APPOINTING NEW BOARD MEMBERS TO THE BOARD OF DIRECTORS OF THE CITY OF SEGUIN HIGHER EDUCATION FACILITIES CORPORATION; AND OTHER MATTERS IN CONNECTION THEREWITH**

WHEREAS, the City Council (the *City Council*) of the City of Seguin, Texas (the *City*) hereby finds and determines that the current tax-exempt bond market is favorable to allow the City to participate in the issuance of obligations designated as “City of Seguin, Texas Higher Education Facilities Corporation Higher Education Revenue Refunding Bonds (Texas Lutheran University Project), Series 2022” (the *Bonds*), to benefit Texas Lutheran University; and

WHEREAS, the City determines, confirms, and ratifies the selection of SAMCO Capital Markets, Inc. to serve as financial advisors to the City (the *Financial Advisors*) and Norton Rose Fulbright US LLP to serve as bond counsel to the City (*Bond Counsel*); and

WHEREAS, the City Council authorizes the Mayor, City Manager, Director of Finance, and City Secretary, as appropriate, or their designees, to consult and assist the Financial Advisors and Bond Counsel in the preparation of the required financing documents relating to the sale of the Bonds; and

WHEREAS, pursuant to section 147(f) of the Internal Revenue Code of 1986, as amended (the *Code*), the City will be required to approve the Bonds after the conduct of a public hearing (a *TEFRA Hearing*) and notice of such TEFRA Hearing (the *Notice*, attached hereto as Exhibit A) will need to be provided in accordance with the Code; and

WHEREAS, the City has, pursuant to Chapter 53, Texas Education Code, as amended (the *Act*) and specifically Section 53.35(b) thereof, approved and provided for the creation of the City of Seguin Higher Education Facilities Corporation (the *Issuer*) as a nonprofit corporation; and

WHEREAS, Section 2.1 of Article II of the Issuer’s Bylaws (the *Bylaws*) provides that the City Council may (a) remove one or more directors, with or without cause, by written ordinance of the City, (b) fill all vacancies, from whatever cause, and/or (c) appoint a successor to any director that has fulfilled their two year term; and

WHEREAS, the City Council intends to appoint new directors to the Board in accordance with the Bylaws to fill any vacancies and/or appoint successor directors for any prior directors that have fulfilled their two year terms, as applicable; and

WHEREAS, the City Council hereby finds and determines that these actions are in the best interests of the City; now, therefore,

BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF SEGUIN, TEXAS THAT:

SECTION 1: SAMCO Capital Markets, Inc. and Norton Rose Fulbright US LLP are hereby determined, confirmed, and ratified as the Financial Advisors and Bond Counsel of the City, respectively, and each of the Financial Advisors and Bond Counsel are hereby authorized to take preliminary action with respect to the issuance of the Bonds.

SECTION 2: The Mayor, City Manager, Director of Finance, and City Secretary, as appropriate, are authorized to consult and assist the Financial Advisors and Bond Counsel in the preparation of the required financing documents, and a resolution authorizing the issuance of the Bonds, each of these documents to be formally approved at a future meeting of the City Council.

SECTION 3: The City Council hereby authorizes, for the purposes of satisfying Section 147(f) of the Code, the conduct of the TEFRA Hearing and the posting of the Notice in accordance with the Code. The City Secretary is hereby authorized and directed to cause notice of the TEFRA Hearing to be provided in accordance with the Code and is authorized to consult with Bond Counsel to the Issuer, Norton Rose Fulbright US LLP, for these purposes. Norton Rose Fulbright US LLP is authorized to conduct the TEFRA Hearing on behalf of the Issuer.

SECTION 4: The City Council hereby appoints the following new directors to the Board in accordance with the Bylaws and the Mayor, Mayor Pro Tem, City Manager, Director of Finance, City Secretary, and City Attorney are authorized to execute documents necessary to effectuate the appointment of the new Directors, including execution of any necessary documentation:

_____	_____
_____	_____
_____	_____
_____	_____

SECTION 5: The recitals contained in the preamble hereof are hereby found to be true, and such recitals are hereby made a part of this Resolution for all purposes and are adopted as a part of the judgment and findings of the City Council.

SECTION 6: All ordinances and resolutions, or parts thereof, which are in conflict or inconsistent with any provision of this Resolution are hereby repealed to the extent of such conflict, and the provisions of this Resolution shall be and remain controlling as to the matters resolved herein.

SECTION 7: This Resolution shall be construed and enforced in accordance with the laws of the State of Texas and the United States of America.

SECTION 8: If any provision of this Resolution or the application thereof to any person or circumstance shall be held to be invalid, the remainder of this Resolution and the application of

such provision to other persons and circumstances shall nevertheless be valid, and this City Council hereby declares that this Resolution would have been enacted without such invalid provision.

SECTION 9: It is officially found, determined, and declared that the meeting at which this Resolution is adopted was open to the public and public notice of the time, place, and subject matter of the public business to be considered at such meeting, including this Resolution, was given, all as required by Chapter 551, as amended, Texas Government Code.

SECTION 10: This Resolution shall be in force and effect from and after its final passage, and it is so resolved.

*[The remainder of this page intentionally left blank.]*

PASSED AND ADOPTED on the \_\_\_th day of April, 2022.

CITY OF SEGUIN, TEXAS

\_\_\_\_\_  
Mayor

ATTEST:

\_\_\_\_\_  
City Secretary

(CITY SEAL)

APPROVED AS TO LEGALITY

\_\_\_\_\_  
City Attorney

**EXHIBIT A**

**Notice of TEFRA Hearing**