

**AMENDED AND RESTATED  
CERTIFICATE OF FORMATION  
OF  
SEGUIN PUBLIC FACILITY CORPORATION**

Pursuant to the provisions of Chapter 303 of the Texas Local Government Code (the “Act”), as amended, and specifically Section 303.029 of the Act, the undersigned nonprofit public facility corporation adopts, with the approval of the City Council of the City (the “Governing Body”), as evidenced by the Resolution attached hereto as Exhibit A and made a part hereof for all purposes, the following Amended and Restated Certificate of Formation (this “Amended and Restated Certificate”), which shall amend and restate in its entirety the Certificate of Formation (the “Original Certificate”) filed in the office of the Secretary of State of the State of Texas (the “SOS”) on [\_\_\_\_], 2009, and which such Amended and Restated Certificate accurately copies the Original Certificate and all amendments that are in effect of the date of filing without further changes:

**ARTICLE ONE  
NAME**

The name of the Corporation is the Seguin Public Facility Corporation (the “Corporation”). The filing number issued to the Corporation by the SOS is [\_\_\_\_\_].

**ARTICLE TWO  
DURATION**

Subject to the provisions of Article Eleven hereof, the period of duration of the Corporation is perpetual.

**ARTICLE THREE  
PURPOSE AND LIMITATIONS**

(a) The Corporation is organized exclusively for the purpose of assisting the City of Seguin (the “City”) in financing, refinancing, or providing public facilities. The Corporation shall have and possess the broadest possible powers to finance the acquisition of City obligations issued or incurred in accordance with existing law, to provide for the acquisition, construction, rehabilitation, renovation, repair, equipping, furnishing and placement in service of public facilities in the City under the terms of the Act and at the lowest possible borrowing costs. The Corporation is authorized to issue “bonds” as defined and permitted by the Act; however, no bonds, notes, interim certificates, or other evidence of indebtedness may be issued by the Corporation unless such bonds are first approved by resolution of the Governing Body. The Corporation is further authorized to acquire an interest in any partnership or other entity in order to accomplish any of the above purposes. The Corporation is a public nonprofit corporation, a constituted authority, and a public instrumentality within the meaning of the Act, the United States Treasury Department, the rulings of the Internal Revenue Service prescribed and promulgated pursuant to sections 103 and 141 of the Internal Revenue Code of 1986, as amended, and the Corporation is authorized to act on behalf of the City as provided in this Amended and Restated Certificate.

The Corporation will not advertise or hold out to the public in any manner that it is a state or national bank, trust company or depository institution, or that it is authorized to conduct banking or trust business.

(b) In the fulfillment of its corporate purpose, the Corporation shall have and may exercise the powers described in paragraph (a) of this Article, together with all of the other powers granted to the corporations that are incorporated under the Act and to the extent not in conflict with the Act, the Corporation shall additionally have and may exercise all of the rights, powers, privileges, authorities, and functions given by the general laws of the State of Texas (the "State") to nonprofit corporations under the Texas Nonprofit Corporation Law, Chapter 22 of the Texas Business Organizations Code, as amended, or any other applicable laws of the State.

(c) The Corporation shall have the purposes and powers permitted by the Act, but the Corporation does not have, and shall not exercise the powers of sovereignty of the City, including the power to tax, eminent domain, and police power. However, for the purposes of the Texas Tort Claims Act (Subchapter A, Chapter 101, Texas Civil Practice and Remedies Code, as amended), the Corporation is a governmental unit, and its actions are governmental functions.

(d) No bonds or other obligations, contracts, or agreements of the Corporation are or shall ever be deemed to be or constitute the contracts, agreements, bonds, other debt instruments, or other obligations or the lending of credit, or a grant of the public money or things of value, of, belonging to, or by the State, the City, or any other political corporation, subdivision or agency of the State, or a pledge of the faith and credit of any of them. Any and all of such contracts, agreements, bonds, other debt instruments, and other obligations, contracts and agreements shall be payable solely and exclusively from the revenues and funds received by the Corporation from the sources authorized by the Act and from such other sources as may be otherwise lawfully available and belonging to the Corporation from time to time.

(e) The Governing Body, in its sole discretion, may alter the Corporation's structure, name, organization, programs, or activities, consistent with the Act and subject to limitations provided by law relating to the impairment of contracts entered into by the Corporation.

## **ARTICLE FOUR FINANCING**

(a) Before the consummation of the sale and delivery of any bonds, the Corporation shall obtain approval by the Governing Body evidenced by the adoption of a written resolution or ordinance.

(b) In the exercise of the powers of the Corporation, the Corporation may enter into loan, lease, trust, or other agreements as authorized by the Act that are necessary and appropriate to the fulfillment of the public purpose of the Corporation.

## **ARTICLE FIVE MEMBERS**

The Corporation has no members and is a nonstock corporation.

## **ARTICLE SIX AMENDMENTS**

This Amended and Restated Certificate may be amended at any time as provided in the Act, to make any changes and add any provisions which might have been included in the Amended and Restated Certificate in the first instance. Any amendment may be accomplished in either of the following manners:

- (1) The Directors of the Corporation shall file with the Governing Body a written application requesting approval of the amendments to this Amended and Restated Certificate, specifying in such application the amendments proposed to be made. The Governing Body shall consider such application and, if it shall duly find and determine that it is advisable that the proposed amendments be made it shall approve, by appropriate resolution or ordinance, the form of the proposed amendments. The Directors may then amend the Amended and Restated Certificate by adopting such certificate of amendment at a meeting of the Board of Directors. The Corporation's president or vice-president and the city clerk of the City shall execute the certificate of amendment on behalf of the Corporation. The certificate of amendment and a certified copy of the resolution of the Governing Body shall be delivered to the Secretary of State as required by the Act.
- (2) The Governing Body may, at its sole discretion, and at any time, amend this Amended and Restated Certificate and alter or change the structure, name, organization, programs or activities of the Corporation, or terminate or dissolve the Corporation (subject to Article Eleven and the provisions of the Act, and subject to any limitation provided by the constitutions and laws of the impairment of contract entered into by the Corporation) by resolution adopting the certificate of amendment or certificate of termination at a meeting of the Governing Body, and delivering a certificate of amendment or certificate of termination to the Secretary of State, as provided in the Act. A subsequent amended and restated certificate of formation may be filed with the Secretary of State as provided in the Act.

## **ARTICLE SEVEN ADDRESS**

The street address of the registered office of the Corporation is 205 N. River, Seguin, Texas 78155, and the name of its registered agent at that address is Steve Parker, City Manager (or successor).

## **ARTICLE EIGHT BOARD OF DIRECTORS**

(a) The affairs of the Corporation shall be managed by a board of directors which shall be composed of the Mayor and Councilmembers of the City unless as provided in the Bylaws of the Corporation. The board of directors shall be appointed by the Governing Body.

Each director shall serve for a term of not more than four ( 4) years. Each director's term will be coterminous with their term as Mayor or as a Councilmember of the City. Any director shall cease to be a director at the time he or she ceases to be a member of the Governing Body. Directors are removable by the Governing Body under the same terms, conditions, and procedures as required for the removal of members of the Governing Body. A majority of the entire membership of the board of directors, including any vacancies, is a quorum. The board of directors shall conduct all meetings within the boundaries of the City.

(b) The names and street addresses of the persons who are current Directors are as follows:

<b>Names</b>	<b>Addresses</b>
Donna Dodgen	205 N. River, Seguin, Texas 78155
Joe Rea	205 N. River, Seguin, Texas 78155
David Eveld	205 N. River, Seguin, Texas 78155
Jim Lievens	205 N. River, Seguin, Texas 78155
John Carlsson	205 N. River, Seguin, Texas 78155
Paul Gaytan	205 N. River, Seguin, Texas 78155
Monica Carter	205 N. River, Seguin, Texas 78155
Jason Biesenbach	205 N. River, Seguin, Texas 78155
Bill Keller	205 N. River, Seguin, Texas 78155

(c) The directors shall serve without compensation, but they shall be reimbursed for their actual expenses incurred in the performance of their duties as directors.

(d) The board of directors shall elect a president, vice president, secretary, executive director and any other officers that the Corporation considers necessary, to serve as executive officers of the Corporation, as more specifically provided in the Corporation's Bylaws.

(e) Any director or officer may resign at any time, and a successor shall be appointed in accordance with the procedures set forth in the Bylaws.

## **ARTICLE NINE BYLAWS**

The Bylaws of the Corporation as previously adopted by the Corporation's Directors remain in effect and shall, together with this Amended and Restated Certificate, govern the affairs of the Corporation until and unless further amended in accordance with the provisions of

the Act and this Amended and Restated Certificate. The Bylaws and each amendment and repeal of the Bylaws must be approved by the Governing Body by resolution.

## **ARTICLE TEN GOVERNING BODY APPROVAL**

(a) The City has specifically authorized the Corporation by resolution to act on its behalf to further the public purposes stated in this Amended and Restated Certificate, and the City has by the Resolution attached hereto as Exhibit A, approved this Amended and Restated Certificate. The date of approval of this Amended and Restated Certificate by the Governing Body is January 6, 2026, at which time this Amended and Restated Certificate was determined to be advisable and was authorized by a majority vote of the members of the Governing Body. A copy of the Resolution is on file among the permanent public records of the City and the Corporation. As set forth in Article Six, the Governing Body, in its sole discretion, may alter the Corporation's structure, name, organization, programs, or activities, consistent with the provisions of the Act.

(b) The City is the Corporation's "Sponsor" (as defined by the Act) and has caused this Corporation to be created. The City's principal office address is 200 N. River, Seguin, Texas 78155, and the Corporation's principal office address is 200 N. River, Seguin, Texas 78155.

## **ARTICLE ELEVEN DISSOLUTION**

(a) The Governing Body, by written resolution, may authorize and direct the dissolution of the Corporation. However, the Corporation shall not be dissolved, and its business shall not be terminated, by act of the Governing Body or otherwise, so long as the Corporation shall be obligated to pay any bonds.

(b) No action shall be taken pursuant to paragraph (a) of this Article or pursuant to paragraph (b) of Article Twelve of this Certificate, in any manner or at any time that would impair any contract, lease, right, or other obligation executed, granted, or incurred by the Corporation prior to such action.

## **ARTICLE TWELVE MISCELLANEOUS**

(a) All properties owned by the Corporation shall be held for the use and benefit of the public on a nondiscriminatory basis.

(b) No dividends shall ever be paid by the Corporation, and no part of its net earnings remaining after payment of its expenses and other obligations shall be distributed to or inure to the benefit of its directors or officers, or any individual, private firm, or private corporation or association, except in reasonable amounts for services rendered and expenses incurred.

(c) If the Corporation ever should be dissolved when it has, or is entitled to, any interest in any funds or property of any kind, real, personal or mixed, such funds or property or

rights thereto shall not be transferred to private ownership, but shall be transferred and delivered to the City after satisfaction of debts and claims.

(d) No part of the Corporation's activities shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in any political campaign of or in opposition to any candidate for public office.

(e) Every amendment to the Original Certificate contained in this Amended and Restated Certificate has been made in conformity with the Act.

(f) This Amended and Restated Certificate accurately copies the Original Certificate and all previous amendments in effect on the date hereof, as further amended by the amendments in this Amended and Restated Certificate.

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

IN WITNESS WHEREOF, the undersigned have executed this Amended and Restated Amended and Restated Certificate as of January 6, 2026

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Donna Dodgen, President  
Seguin Public Facility Corporation

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Kristin Mueller, City Secretary

## **EXHIBIT A**

### **Approving Resolution of the City**