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February 15, 2023

Government Capital Corporation
Attention: Documentation Department
345 Miron Drive
Southlake, TX 76092

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RE: City of Manor, Texas – Public Property Finance Act Contract No. TBD

To Whom It May Concern:

I have acted as Counsel for the City of Manor with respect to that certain Public Property Finance Act Contract No. TBD (the “Contract”) between Government Capital Corporation and the City of Manor. I have reviewed the Contract and such other documents, records and certificates of the City of Manor and appropriate public officials as I have deemed relevant and, based on the information provided to my office by the City of Manor in support hereof and representations made to me by officers of the City of Manor, am of the opinion that:

1. The City of Manor is a political subdivision or agency of the State of Texas with the requisite power and authority to incur obligations, the interest on which is exempt from taxation by virtue of Section 103(a) of the Internal Revenue Code of 1986;
2. The execution, delivery and performance by the City of Manor of the Contract have been duly authorized by all necessary actions on the part of the City of Manor; and
3. The Purchase Contract and Finance Contract as amended and modified constitutes a legal, valid and binding obligation of the City of Manor that is enforceable in accordance with its terms.

The above opinions may be relied upon by the parties hereto, or their Assigns.

Respectfully,

cc: Lluvia Almaraz, City Secretary