

RESOLUTION APPROVING THE RESOLUTION OF MISSION ECONOMIC DEVELOPMENT CORPORATION AUTHORIZING THE ISSUANCE OF BONDS ON BEHALF OF WASTE MANAGEMENT, INC.; AND MATTERS RELATED THERETO

WHEREAS, the Mission Economic Development Corporation (the “Issuer”) was created by the City Council of the City of Mission, Texas (the “Unit”) pursuant to the provisions of the Development Corporation Act, Texas Local Government Code, Chapter 501 (formerly Article 5190.6, Vernon’s Texas Civil Statutes), as amended (the “Act”); and

WHEREAS, on April 26, 2023, the Issuer adopted a resolution (in the form attached hereto as **Exhibit A**), among other things, (i) authorizing the issuance of one or more series of revenue bonds in an aggregate principal amount not to exceed \$100,000,000 (the “Bonds”), pursuant to the terms and provisions of one or more trust indentures (whether one or more, the “Indentures”); (ii) providing for the payment of the principal of and premium, if any, and interest on the Bonds with revenues derived from the loan of the proceeds of the sale of the Bonds to Waste Management, Inc., and/or its subsidiaries or affiliates (the “User”); (iii) approving the loan of the proceeds of the Bonds to the User to be used to finance a portion of the costs of acquisition, construction, improving and /or equipping of certain solid waste disposal facilities as described and defined in the Issuer Resolution (defined below) (the “Project”), to pay capitalized interest, the costs of issuance of the Bonds and/or to fund any reserve funds with respect to the Bonds and for such other purposes as set forth in the Issuer’s resolution; and (iv) authorizing certain other actions in connection with the foregoing; and

WHEREAS, Section 501.204 of the Act requires that the governing body of the Unit approve the resolution of the Issuer providing for the issuance of the Bonds no more than 60 days prior to the delivery of the Bonds; and

WHEREAS, the City Council of the Unit is the governing body of the Unit and deems it necessary and advisable that this Resolution be adopted; and

WHEREAS, Section 147(f) of the Internal Revenue Code of 1986, as amended (the “Code”), further requires that the plan of finance, including the Bonds and the Project, be approved by an “applicable elected representative” (the “AER”) of a governmental unit in which the Issuer is located after a public hearing following reasonable public notice (“AER Approval”); and

WHEREAS, with respect to the Bonds, either the City Council or the Mayor of the Unit is an AER for the Unit; and

WHEREAS, a telephonic public hearing with respect to the Bonds and the Project (as further described in **Exhibit B** attached hereto) has been held (the “Public Hearing”) and notice of such Public Hearing was posted no less than 7 days before the date of such Public Hearing in and all comments from interested persons were taken at such Public Hearing all as shown in **Exhibit B** attached hereto; and

WHEREAS, the City Council of the Unit desires to: (i) approve the issuance of the Bonds by the Issuer as authorized pursuant to the resolution attached hereto and (ii) approve the Bonds and the Project as required by Section 147(f) of the Code;

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

Section 1. *The Resolution Of Mission Economic Development Corporation Authorizing The Issuance Of One Or More Series Of Revenue Bonds and the Loan Of the Proceeds Thereof To Waste Management, Inc.; Approving Documents Relating Thereto; And Approving Other Matters In Connection Therewith* adopted by the Issuer on April 26, 2023 (the “Issuer Resolution”), a copy of which is attached hereto as **Exhibit A** and made a part hereof for all purposes, is hereby approved.

Section 2. The approval herein given is in accordance with the provisions of Section 501.204 of the Act, and is not to be construed as an undertaking by the Unit. The Bonds shall never constitute an indebtedness or pledge of the Unit or the State of Texas, within the meaning of any constitutional or statutory provision, and the holders of the Bonds shall never be paid in whole or in part out of any funds raised or to be raised by taxation or any other revenues of the Issuer, the Unit, or the State of Texas except those revenues assigned and pledged by the Issuer in the Indentures that will be executed and delivered in connection with the Bonds.

Section 3. The programs and expenditures authorized and contemplated by the Issuer Resolution are hereby in all respects approved.

Section 4. The Public Hearing with respect to the plan of finance, the Bonds and the Project held by the hearing officer, the posting of notice of such Public Hearing on the Unit’s public website and the certificate of the hearing officer regarding such Public Hearing, all as shown in **Exhibit B** hereto, are hereby approved and ratified.

For the purpose of satisfying the requirements of Section 147(f) of the Code, the plan of finance, including the issuance of the Bonds and the Project to be financed by the plan of finance and the Bonds, in one or more series over the next thirty-six months in the aggregate maximum principal amount of \$100,000,000, and the facilities to be financed by the plan of finance, including the facilities and operations located at the following locations, in the aggregate maximum stated principal amounts at each location noted below: (i) 706 Landfill Road, Temple, Bell County, TX 76501 (\$9,000,000); (ii) 8611 Covell Road, San Antonio, Bexar County, TX 78252 (\$15,000,000); (iii) 1030 U.S. Highway 82 West, New Boston, Bowie County, TX 75570 (\$8,000,000); (iv) 1600 Railroad Street South, Lewisville, Denton County, TX 75067 (\$23,000,000); (v) 1201 N. Central Street, Ferris, Ellis County, TX 75125 (\$20,000,000); (vi) 21000 E. Highway 6, Alvin, Galveston County, TX 77511 (\$4,000,000); (vii) 19248 Hwy 105, Cleveland, Montgomery County, TX 77328 (\$6,000,000); and (viii) 600 Landfill Rd., Hutto, Williamson County, TX 78634 (\$13,000,000), all as described in the notice of Public Hearing attached hereto as **Exhibit B**, are hereby approved. THE APPROVAL HEREIN GRANTED IS FOR PURPOSES OF SATISFYING THE REQUIREMENTS OF THE CODE, AND SHALL NOT BE CONSTRUED AS A REPRESENTATION, WARRANTY OR OTHER UNDERTAKING OF ANY KIND BY THE UNIT IN RESPECT TO THE BONDS OR THE

PROJECT. THE BONDS SHALL NOT CONSTITUTE OBLIGATIONS OF THE UNIT OR A PLEDGE OF ITS FAITH AND CREDIT, AND THE UNIT SHALL NOT BE OBLIGATED TO PAY THE BONDS OR THE INTEREST THEREON OR OTHERWISE INCUR ANY LIABILITY IN RESPECT THEREOF.

Section 5. This resolution is expressly for the purpose of approving the issuance of the Bonds for the purposes described herein and in the Issuer Resolution, and approving the matters relating to the Bonds as provided herein and in the Issuer Resolution, and does not constitute an approval by the City Council or the Unit of any other matters relating to the User or its business operations.

Section 6. The Mayor of the Unit, the City Council and City Secretary of the Unit and the other officers of the Unit are hereby authorized, jointly and severally, to execute and deliver such endorsements, instruments, certificates, documents, or papers necessary and advisable to carry out the intent and purposes of this Resolution.

PASSED AND APPROVED this 8<sup>th</sup> day of May, 2023.

**Exhibit A**  
**Issuer Resolution**  
**Attached**

## **RESOLUTION NO. 2023-02**

RESOLUTION OF MISSION ECONOMIC DEVELOPMENT CORPORATION AUTHORIZING THE ISSUANCE OF ONE OR MORE SERIES OF REVENUE BONDS AND THE LOAN OF THE PROCEEDS THEREOF TO WASTE MANAGEMENT, INC.; APPROVING DOCUMENTS RELATING THERETO; AND APPROVING OTHER MATTERS IN CONNECTION THEREWITH

WHEREAS, the Mission Economic Development Corporation (the “Issuer”) was created by the City Council of the City of Mission, Texas (the “Creating Unit”) pursuant to the provisions of the Development Corporation Act, Texas Local Government Code, Chapter 501 (formerly Article 5190.6, Vernon’s Texas Civil Statutes), as amended (the “Act”); and

WHEREAS, the Act authorizes and empowers the Issuer to issue bonds on behalf of the Creating Unit: (i) to finance a project (including land, buildings, equipment, facilities, expenditures, targeted infrastructure and improvements with respect to a project) found by the Board of Directors (the “Board”) of the Mission Economic Development Corporation (the “Issuer”) to be required or suitable for the development, retention or expansion of solid waste disposal facilities, (ii) to finance expenditures found by the Board of the Issuer to be required or suitable for infrastructure necessary to promote or develop new or expanded business enterprises, including solid waste disposal facilities, and (iii) to pay all or part of the costs of a “project” as defined in the Act, and to loan the proceeds of the bonds to others to finance all or part of the costs of a project; and

WHEREAS, the Issuer was created by a municipality wholly or partly located in a county that is bordered by the Rio Grande, has a population of at least 500,000 and has wholly or partly within its boundaries at least four municipalities that each have a population of at least 25,000; and

WHEREAS, the Issuer does not support the Project (as hereinafter defined) with sales and use tax revenue collected under Chapters 504 or 505 (formerly Section 4A or 4B) of the Act; and

WHEREAS, the Issuer is a Type B corporation under Chapter 505, Texas Local Government Code, as amended, including for purposes of Section 505.005; and

WHEREAS, Waste Management, Inc., a Delaware corporation (the “Borrower”) has requested that the Issuer issue its revenue bonds in one or more series as hereinafter described, and loan the proceeds of the sale thereof to the Borrower (or any affiliates or subsidiaries of the Borrower), to be used to finance all or a portion of the costs of acquisition, construction, improving, and/or equipping of certain solid waste disposal facilities as further described in the Prior Resolution (defined below) and/or in the hereinafter defined Indentures and/or Loan Agreements relating to the hereinafter defined Bonds (such costs referred to herein as the “Project”), to pay capitalized interest, to pay the costs of issuance of such Bonds and/or to fund any reserve funds with respect to such Bonds; and

WHEREAS, the Issuer previously adopted certain resolutions with respect to the Project, each captioned as a *Resolution Regarding Request Of Waste Management, Inc. For The Issuance Of One Or More Series Of Revenue Bonds; Authorizing The Filing Of An Application For Allocation Of Private Activity Bonds With The Texas Bond Review Board; Authorizing Public Hearings Regarding The Bonds; And Authorizing Other Action Related Thereto*, on October 16, 2019 and October 18, 2022 (collectively, the “Prior Resolution”); and

WHEREAS, the governing bodies of each of the counties or cities in which any portion of the Project is located (collectively, the “Requesting Units”) have requested or will request, prior to the issuance of the Bonds, the Issuer to exercise its powers to finance the portion of the Project located in such counties or cities, to the extent required by the Act;

WHEREAS, in order to provide funds for the Issuer to make the loan to the Borrower to be used to finance the Project and related costs described above, the Issuer now proposes to issue one or more series of its revenue bonds (collectively, the “Bonds”), in an aggregate principal amount not to exceed \$100,000,000 pursuant to and in accordance with this Resolution; and

WHEREAS, pursuant to the Act, the Bonds shall never constitute an indebtedness or pledge of the Creating Unit or the State of Texas, within the meaning of any constitutional or statutory provision, and the holders of the Bonds shall never be paid in whole or in part out of any funds raised or to be raised by taxation or any other revenues of the Issuer, the Creating Unit, or the State of Texas except those revenues assigned and pledged by the Issuer in the indenture(s) that will be executed and delivered in connection with the Bonds; and

WHEREAS, the City Council of the Creating Unit proposes to adopt a written resolution for the purpose of approving this Resolution of the Issuer providing for the issuance of the Bonds and approving the Bonds and the Project as required by Section 147(f) of the Internal Revenue Code of 1986, as amended (the “Code”); and

WHEREAS, the Board desires to approve the forms of one or more trust indentures, one or more loan agreements (which may alternatively be designated as bond financing agreements or similar designation), one or more bond purchase agreements (which may alternatively be designated as bond placement agreements and/or underwriting agreements or similar designation) and one or more letters of representation with respect to the Bonds, and to authorize the officers of the Issuer executing such documents to negotiate the final terms of such documents and to execute and deliver such documents on behalf of and in the name of the Issuer; and

WHEREAS, the Board finds that the form and substance of the aforementioned documents are satisfactory and the recitals and findings contained therein are true, correct and complete, and the Board further finds that it is in the best interest of the public and the Issuer and assists in carrying out the public purpose of the Issuer and of the Act to

authorize the execution and delivery of such documents and the issuance of the Bonds;  
and

WHEREAS, the Board finds that the Project (as defined herein) furthers the public purposes of the Act; and

WHEREAS, the Board further desires to approve the form of one or more official statements (which may alternatively be designated as offering memoranda, limited offering memoranda, private placement memoranda, or similar designation) to be distributed in connection with the offering and sale of the Bonds (whether one or more, the “Offering Documents”), and desires hereby to authorize the use of certain information to be set forth in such Offering Documents concerning the Issuer under the captions “The Issuer” and “Absence of Material Litigation—The Issuer” (or similar captions relating to the Issuer or litigation involving the Issuer) and to approve and authorize the distribution of such Offering Documents.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE MISSION ECONOMIC DEVELOPMENT CORPORATION THAT:

1. The Issuer hereby authorizes and approves the issuance of the Bonds in one or more series bearing interest at variable rates and/or fixed rates (as selected by the Borrower) and maturing not later than forty years from their date of issuance, in the aggregate principal amount not to exceed \$100,000,000. The Bonds are hereby authorized and approved to be issued for any or all of the purposes described herein, including the financing of the Project. The Bonds may be issued as tax-exempt bonds and/or taxable bonds, as selected by the Borrower, and may be issued at a price of par or priced with a premium or discount, as selected by the Borrower. The Bonds will be issued in accordance with one or more indentures, trust indentures, or similarly designated agreements (whether one or more, the “Indentures”) between the Issuer and the trustee named therein (the “Trustee”), the form, terms and provisions of such Indentures and the Bonds being hereby authorized and approved, and the President and/or the Vice President of the Issuer are hereby authorized and directed to execute and deliver such Indentures and the Bonds on behalf of the Issuer, and the Secretary and/or Assistant Secretary of the Issuer is hereby authorized to attest and affix the Issuer’s seal to the Indentures, if required, and to the Bonds, with such changes therein as the officers executing the same may approve, such approval to be conclusively evidenced by such execution thereof.

2. The Issuer hereby approves the loan of the proceeds of the sale of the Bonds by the Issuer to the Borrower to provide for the financing of the costs of the Project, which loan will be made pursuant to the terms and provisions of one or more loan agreements, bond financing agreements, or similarly designated agreements (whether one or more, the “Loan Agreements”) between the Issuer and the Borrower, the form, terms and provisions of such Loan Agreements being hereby authorized and approved, and the President and/or the Vice President of the Issuer are hereby authorized and directed to execute and deliver and the Secretary and/or Assistant Secretary of the Issuer is hereby authorized to attest and affix the Issuer seal to such Loan Agreements, if

required, on behalf of the Issuer, with such changes therein as the officers executing the same may approve, such approval to be conclusively evidenced by such execution thereof. To the extent required or requested, any one or more promissory notes (whether one or more, the “Notes”) issued by the Borrower to the Issuer under any of the Loan Agreements are hereby approved and the aforementioned officers of the Issuer (or any of them) are hereby authorized to execute and assign any such Notes to the Trustee as security for the Bonds and the repayment by the Borrower of its obligations under the Loan Agreements.

3. The issuance, sale and delivery of the Bonds by the Issuer is hereby authorized and approved, and shall be effected in accordance with the terms and provisions of one or more bond purchase agreements, bond placement agreements, underwriting agreements, or similarly designated agreements (whether one or more, the “Bond Purchase Agreements”), substantially in the form of the Bond Purchase Agreement by and among the underwriter(s), placement agent(s), and/or purchaser(s) named therein, the Issuer and the Borrower, the form, terms and provisions of such Bond Purchase Agreements being hereby authorized and approved, and the President and/or the Vice President of the Issuer are hereby authorized and directed to execute and deliver such Bond Purchase Agreements on behalf of the Issuer, with such changes therein as the officer executing the same may approve, such approval to be conclusively evidenced by such execution thereof. To the extent required or requested, the Issuer further authorizes and approves the acceptance by the Issuer of one or more letters of representation (whether one or more, the “Letters of Representation”) from the Borrower in connection with the Bond Purchase Agreements, the form, terms and provisions of such Letters of Representation being hereby authorized and approved, and the President and/or the Vice President of the Issuer are hereby authorized and directed to execute and deliver such Letters of Representation on behalf of the Issuer, with such changes therein as the officers executing the same may approve, such approval to be conclusively evidenced by such execution thereof.

4. The Board hereby authorizes and approves the content and use of the information described in the last recital of this Resolution in the Offering Documents, and authorizes the distribution of such Offering Documents; provided that, in adopting this Resolution, the Issuer hereby disclaims any responsibility for the Offering Documents except for the information described as having been provided by it in the last recital of this Resolution and expressly disclaims any responsibility for any other information included as part of the Offering Documents.

5. The issuance of the Bonds by the Issuer is subject to and conditioned upon the prior receipt by (or on behalf of) the Issuer of (i) the approving opinion of the Attorney General of the State of Texas and evidence of registration of the Bonds by the Comptroller of Public Accounts of the State of Texas; and (ii) the purchase price for the Bonds; and (iii) such opinions, evidences, certificates, instruments or other documents as shall be requested by Issuer’s Counsel and Bond Counsel, in order to enable such counsel to render their legal opinions in connection with the issuance of the Bonds.

6. The Board hereby appoints Bracewell LLP as bond counsel ("Bond Counsel") and Issuer's counsel ("Issuer's Counsel") in connection with the Bonds. The Board hereby authorizes Bond Counsel to submit to the Attorney General of Texas, for approval as required under the Texas Government Code §1202.003, a transcript of legal proceedings relating to the issuance, sale and delivery of the Bonds. To the extent required by the Attorney General of Texas, Bond Counsel is authorized to make such changes to the text of this Resolution as may be required in connection with the issuance of the Bonds.

7. The officers, employees and agents of the Issuer, and each of them, shall be and each is expressly authorized, empowered and directed from time to time and at any time to do and perform all acts and things and to execute, acknowledge and deliver in the name and under the corporate seal and on behalf of the Issuer all directions and notices, agreements, documents, certificates, financing statements, instruments and other papers, whether or not herein mentioned, as they may determine to be necessary or desirable in order to carry out the terms and provisions of this Resolution and of the Bonds to be issued hereunder, as well as the terms and provisions of the Indentures, the Loan Agreements and the Bond Purchase Agreements hereby authorized and approved, such determination to be conclusively evidenced by the performance of such acts and things and the execution of any such certificate, financing statement, instrument or other paper.

8. The Board hereby finds that the expenditures with respect to the Project are required or suitable for infrastructure necessary to promote or develop new or expanded business enterprises, including solid waste disposal facilities. The Board further hereby finds that the Project (including the land, buildings, equipment, facilities, expenditures, targeted infrastructure and improvements with respect to the Project) are: (i) for the creation or retention of primary jobs (as defined in the Act) and (ii) required or suitable for the development, retention or expansion of solid waste disposal facilities.

9. The Board hereby finds that the Project will contribute to the economic growth or stability of the Requesting Units by (i) increasing or stabilizing employment opportunity; (ii) significantly increasing or stabilizing the property tax base; and (iii) promoting commerce within the Requesting Units and the State of Texas.

10. To the extent required by the Code, the Board directs that an officer of the Issuer submit to the Secretary of the Treasury, not later than the 15th day of the second calendar month after the close of the calendar quarter in which the Bonds are issued, a statement containing the information required by Section 149(e) of the Code.

11. The actions of the Issuer and any hearing officer acting on behalf of the Issuer with regard to the required public hearing(s) relating to the Bonds as required under Section 147(f) of the Code, and the publication of notice of such public hearings are hereby authorized, ratified and approved.

12. The Board hereby finds and declares that written notice of the date, hour, place and subject of the meeting at which this Resolution was adopted was posted and

that such meeting was open to the public as required by law at all times during which this Resolution and the subject matter hereof were discussed, considered and formally acted upon, all as required by the Open Meetings Act, Chapter 551, Texas Government Code, as amended, and the Act.

13. This Resolution is expressly for the purpose of approving the issuance of the Bonds for the purposes described herein and approving the documents and matters relating to the Bonds as provided herein, and does not constitute an approval by the Board or the Issuer of any other matters relating to the Borrower or its business operations.

14. The recitals contained herein are true, correct and complete and are hereby adopted as findings of the Issuer. This Resolution shall take effect and be in full force and effect upon and after its passage.

PASSED AND APPROVED this 26<sup>th</sup> day of April, 2023.