

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

[Attached]

RESOLUTION 2025-03

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 GRAPHIC PACKAGING INTERNATIONAL, LLC; 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, Chapters 501-505, Texas Local Government Code, 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 is a Type B corporation under Chapter 505, Texas Local Government Code, as amended, including for purposes of Section 505.005; and

WHEREAS, Graphic Packaging International, LLC, a Delaware limited liability company qualified to do business in Texas (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"), including reimbursing the Borrower for prior expenditures related to 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, captioned as a *Resolution Regarding Request Of Graphic Packaging International, LLC For The Issuance Of One Or More Series Of Revenue Bonds*;

*Authorizing The Filing Of An Application For Allocation Of Volume Cap for Private Activity Bonds With The Texas Bond Review Board; Authorizing Public Hearings Regarding The Bonds; And Authorizing Other Action Related Thereto*, on November 29, 2023 (the “Prior Resolution”); and

WHEREAS, the governing body of the City of Waco, Texas (the “Requesting Unit”) has requested or is expected to request, prior to the issuance of the Bonds, the Issuer to exercise its powers to finance the Project, which will be located entirely within the corporate limits of the Requesting Unit;

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, the Issuer does not support the Project with sales and use tax revenue collected under Chapters 504 or 505 of the Act; 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 as required by the Act 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, one or more bond purchase agreements, 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 may be captioned or titled as the "Mission Economic Development Corporation Solid Waste Disposal Revenue Bonds (Graphic Packaging International, LLC Project)" or similar designation as approved by the Issuer and provided in the Indentures and with the appropriate series designation as provided in the Indentures. The Bonds will be issued in accordance with one or more 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 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 or similarly designated agreements (whether one or more, the "Bond Purchase Agreements"), substantially in the form of the Bond Purchase Agreement by and among TD Securities (USA) LLC, on behalf of itself and as representative of Truist Securities, Inc. and/or any other underwriter(s) named therein (together, the "Underwriters"), 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.

4. The Board hereby authorizes and approves the content and use of the information concerning the Issuer 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 Hunton Andrews Kurth LLP as bond counsel ("Bond Counsel") and Bracewell LLP as 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 Section 1202.003, Texas Government Code, 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 pursuant to Section 501.107 of the Act.

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

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 26th day of March, 2025.

**Exhibit B**

**Certificate of Public Hearing Officer Regarding Public Hearing**

[Attached.]

**CERTIFICATE OF PUBLIC HEARING OFFICER**  
**REGARDING PUBLIC HEARING (INTERNAL REVENUE CODE § 147(f))**

MISSION ECONOMIC DEVELOPMENT CORPORATION  
SOLID WASTE DISPOSAL REVENUE BONDS  
(GRAPHIC PACKAGING INTERNATIONAL, LLC PROJECT)  
SERIES 2025

I, the undersigned, do hereby make and execute this certificate for the benefit of all persons interested in the issuance of the above-referenced Bonds (the "Bonds").

I hereby certify as follows:

1. I am the duly appointed hearing officer for the public hearing which was held in connection with the issuance of the Bonds at the time and place indicated in the Notice of Public Hearing included in **Exhibit A** attached hereto.
2. Notice of the public hearing was published no less than 7 days before the date of the public hearing in the Mission Economic Development Corporation website, as evidenced by the Affidavit of Posting of Notice of Public Hearing attached hereto as **Exhibit A**.
3. All persons appearing at the public hearing were given an opportunity to comment on the proposed issuance of the Bond and the project to be financed with proceeds of the Bonds. No such persons appeared or made comments except as is set forth on **Exhibit B** attached hereto.
4. After giving all interested persons an opportunity to appear and comment, the public hearing was declared closed.



WITNESS MY HAND this 5<sup>th</sup> day of March, 2025.

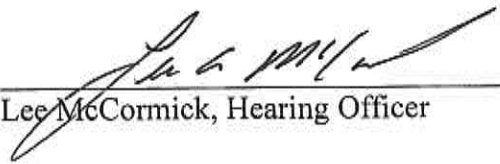
  
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Lee McCormick, Hearing Officer

Exhibit A - Affidavit of Publication of the Notice of Public Hearing

Exhibit B - Names and Comments of Persons Attending Public Hearing

**EXHIBIT A**

**AFFIDAVIT OF POSTING OF THE NOTICE OF PUBLIC HEARING**

**[ATTACHED]**

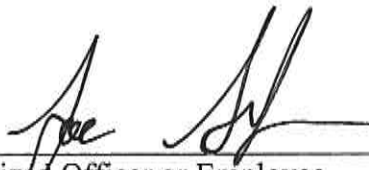
**AFFIDAVIT OF POSTING**

THE STATE OF TEXAS  
COUNTY OF HIDALGO

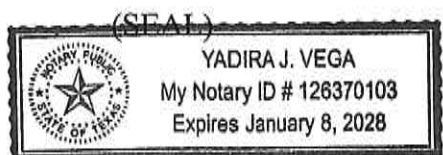
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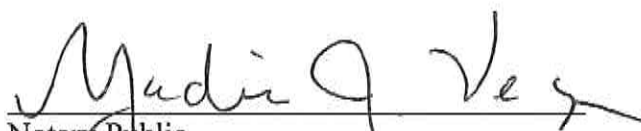
BEFORE ME, the undersigned authority, on this day personally appeared the person whose name is subscribed below, who, having been duly sworn, upon oath said:

1. That this affiant is a duly authorized officer or employee of the Mission Economic Development Corporation, a Texas non-stock, nonprofit corporation (the "Issuer"), which is a public instrumentality of the City of Mission, Texas (the "City").
2. That attached hereto is a true, full, and correct copy of the "NOTICE OF PUBLIC HEARING" which was posted on the City's website, in the area of the City's website where notices of the City's and the Issuer's public meetings are posted, on February 24, 2025, and continuously thereafter until March 5, 2025 at 12:00 p.m.

  
\_\_\_\_\_  
Authorized Officer or Employee

SUBSCRIBED AND SWORN TO BEFORE ME on the 5<sup>th</sup> day of March, 2025.



  
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Notary Public

## **NOTICE OF PUBLIC HEARING**

**NOTICE OF PUBLIC HEARING**

**MISSION ECONOMIC DEVELOPMENT CORPORATION SOLID WASTE DISPOSAL  
REVENUE BONDS (GRAPHIC PACKAGING INTERNATIONAL, LLC PROJECT)  
SERIES 2025**

Notice is hereby given of a public hearing as required by Section 147(f) of the Internal Revenue Code of 1986, as amended (the "Code") to be held on behalf of Mission Economic Development Corporation (the "Issuer") on March 5, 2025 at 11:30 a.m. Central Standard Time, at the below toll-free teleconference number, with respect to the captioned Bonds (the "Bonds") to be issued as exempt facility bonds under Section 142 of the Code in one or more series in an aggregate principal amount not to exceed \$100,000,000 by the Issuer. The proceeds of the Bonds will be used pursuant to a plan of financing that may involve one or more bond issues and the proceeds of the Bonds will be loaned to Graphic Packaging International, LLC, a Delaware limited liability company or an affiliate thereof or a related person thereto (the "Borrower"), for the following purposes (collectively, the "Project"):

(A) financing and refinancing the costs of the development, construction, improvement, equipping and installation of certain solid waste disposal facilities and/or recycling facilities, including, but not limited to a facility that will be used to recycle old corrugated containers, post-consumer waste, box and manufacturing clippings and office waste materials into packaging cartons for food, beverage, foodservice, and other consumer products, along with other assets and equipment related thereto, including the purchase of land, the reimbursement of the Borrower for costs incurred with respect to the Project and the payment of interest on the Bonds at the following locations:

- 1) 301 Sheehy Parkway, Waco, McLennan County, Texas 76712

The Project will be owned and operated by the Borrower. The Bonds are not payable out of taxes and are secured by and payable solely from funds provided by the Borrower.

The public hearing will be conducted in a manner that provides a reasonable opportunity for interested individuals with differing views on both the issuance of the Bonds and the financing of the Project to be heard and to present their oral and written comments, and will be conducted by Lee McCormick, or his designee (the "Hearing Officer"). Pursuant to IRS Revenue Procedure 2022-20, the public hearing will be available to the public via a telephonic hearing at the following toll-free telephone number:

**Telephonic Hearing Dial-in Number: +1 346-248-7799**

**Meeting ID: 997 9239 7357    Passcode: 464458**

Questions or requests for additional information may be directed to the Hearing Officer (telephone: (214) 256-3121; email: [lmccormick@cdafinance.com](mailto:lmccormick@cdafinance.com)). Any interested persons unable to attend the telephonic public hearing may submit their views in writing to the Hearing Officer at Community Development Associates, LLC, 6988 Lebanon Rd., Ste. 103, Frisco, Texas 75034 or by emailing the address set forth above prior to the date scheduled for the hearing.



## Welcome to Mission, Texas – “The Place to Be”

Presione aquí para ver nuestro sitio web en Español.

The City of Mission provides exceptional customer service through dedicated leadership and efficient use of resources to enhance the quality of life in our community. – City of Mission, Mission Statement

The City of Mission is a great place to live and do business! Located along the U.S./Mexico border, Mission is part of one of the fastest growing MSAs in the country. It has experienced tremendous growth in population, business development and its economy in recent years. Come enjoy the warm weather and rapid growth Mission, Texas has to offer. It's the perfect place to do business or raise a family.



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City Council Meeting March 3, 2025



Latest Videos

February 24, 2025

City Council Meeting February 24, 2025



Latest Videos

February 15, 2025

GMCC Buenos Tardes Luncheon 2025



Latest Videos

February 10, 2025

City Council Meeting February 10, 2025

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### News & Events

- [NOTICE OF PUBLIC HEARING MISSION ECONOMIC DEVELOPMENT CORPORATION SOLID WASTE DISPOSAL REVENUE BONDS \(WASTE MANAGEMENT, INC. PROJECT\)](#)
- [NOTICE OF PUBLIC HEARING MISSION ECONOMIC DEVELOPMENT CORPORATION SOLID WASTE DISPOSAL REVENUE BONDS \(GRAPHIC PACKAGING INTERNATIONAL, LLC PROJECT\) SERIES 2025](#)
- [POSTPONED UNTIL FEBRUARY 24, 2025: Public](#)

### City Calendar

[VIEW CALENDAR](#)

**EXHIBIT B**

**NAMES AND COMMENTS OF PERSONS ATTENDING PUBLIC HEARING**

**NONE**

Name of Attendee

Comment

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3. \_\_\_\_\_

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