

RESOLUTION # \_\_\_\_\_

RESOLUTION APPROVING THE RESOLUTION OF MISSION ECONOMIC DEVELOPMENT CORPORATION AUTHORIZING THE ISSUANCE OF BONDS ON BEHALF OF GRAPHIC PACKAGING INTERNATIONAL, LLC; AND MATTERS RELATED THERETO

WHEREAS, the Mission Economic Development Corporation (the “Issuer”) was created by the City Council (as herein defined) of the City of Mission, Texas (the “Unit”) pursuant to the provisions of the Development Corporation Act, Chapters 501-505, Texas Local Government Code, as amended (the “Act”); and

WHEREAS, on March 26, 2025, the Issuer adopted a resolution in the form attached hereto as **Exhibit A** (as more particularly described in Section 1 hereof, the “Issuer Resolution”) 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 indentures (whether one or more, the “Indentures”) and one or more loan agreements (whether one or more, the “Loan Agreements”); (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 Graphic Packaging International, LLC, and/or its subsidiaries or affiliates (the “User”); (iii) approving the loan of the proceeds of the Bonds to the User pursuant to the Loan Agreements 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 described and defined in the Issuer Resolution (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 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 Issuer Resolution no more than 60 days prior to the delivery of the Bonds; and

WHEREAS, the City Council of the Unit (the “City Council”) 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 (such approval, the “AER Approval”) 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; 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 plan of finance, the Bonds and the Project (the “Public Hearing”) has been held, and notice of such Public Hearing was posted no less than 7 days before the date of such Public Hearing, 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 desires to (i) approve the issuance of the Bonds by the Issuer as authorized pursuant to the Issuer Resolution and (ii) approve the plan of finance, including 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 Graphic Packaging International, LLC; Approving Documents Relating Thereto; And Approving Other Matters In Connection Therewith* adopted by the Issuer on March 26, 2025 (referred to herein as 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, 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** attached 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 stated principal amount of \$100,000,000, and the facilities to be financed by the plan of finance, including the facilities and operations located at 301 Sheehy Parkway, Waco, McLennan County, Texas 76712 (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 WITH 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 WITH RESPECT THERETO.

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, the City Secretary of the Unit and any 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 14th day of April, 2025.