

CERTIFICATE FOR RESOLUTION

We, the undersigned officers of Wolfforth Economic Development Corporation (the "Corporation"), hereby certify as follows:

1. The Board of Directors of the Corporation convened in Special Meeting on April 27, 2026 at the designated meeting place, and the roll was called of the duly constituted officers and members of said Board of Directors, to wit:

Joel Robinett	President
Shawn Vinson	Vice President
Nicole Butler	Treasurer
Russell Thomasson	Board Member
Farley Reeves	Board Member
Glen Frick	Board Member
Tyler Zalmanzig	Board Member
Danielle Sweat	Secretary

and all of said persons were present, except the following absentees: _____, thus constituting a quorum. Whereupon, among other business, the following was transacted at said Meeting: a written

RESOLUTION OF THE BOARD OF DIRECTORS OF THE WOLFFORTH ECONOMIC DEVELOPMENT CORPORATION AUTHORIZING THE ISSUANCE OF ONE OR MORE PROMISSORY NOTES TO AUTHORIZE AND PAY THE COSTS OF AN ECONOMIC DEVELOPMENT PROJECT IN AN AMOUNT NOT TO EXCEED \$6,500,000 FOR THE PURPOSE OF ACQUIRING LAND; AND OTHER MATTERS INCIDENT AND RELATED THERETO, INCLUDING THE CORPORATION'S ENGAGEMENT OF SPECIALIZED PUBLIC FINANCE INC. AS FINANCIAL ADVISOR AND MCCALL, PARKHURST & HORTON L.L.P AS BOND COUNSEL

was duly introduced for the consideration of said Board of Directors and read in full. It was then duly moved and seconded that said Resolution be adopted; and, after due discussion, said motion carrying with it the adoption of said Resolution, prevailed and carried by the following vote:

AYES: All members of the Board of Directors shown present above voted "Aye" except as shown below.

NOES: _____

ABSTAIN: _____

2. That a true, full and correct copy of the aforesaid Resolution adopted at the Meeting described in the above and foregoing paragraph is attached to and follows this Certificate; that said Resolution has been duly recorded in said Board of Directors' minutes of said Meeting; that the above and foregoing paragraph is a true, full and correct excerpt from said Board of Directors' minutes of said Meeting pertaining to the adoption of said Resolution; that the persons named in the above and foregoing paragraph are the duly chosen, qualified and acting officers and members of said Board of Directors as indicated therein; that each of the officers and members of said Board of Directors was duly and sufficiently notified officially and personally, in advance, of the time, place and purpose of the aforesaid Meeting, and that said Resolution would be introduced and considered for adoption at said Meeting, and each of said officers and members consented, in advance, to the holding of said Meeting for such purpose, and that said Meeting was open to the public and public notice of the time, place and purpose of said Meeting was given, all as required by Chapter 551, Texas Government Code.

3. That the President of the Board of Directors of the Corporation has approved and hereby approves the aforesaid Resolution; that the President and the Secretary of said Corporation have duly signed said Resolution; and that the President and the Corporation Secretary of said Corporation hereby declare that their signing of this Certificate shall constitute the signing of the attached and following copy of said Resolution for all purposes.

Signed on ____ day of _____, 2026.

Secretary, Board of Directors

President, Board of Directors

RESOLUTION OF THE BOARD OF DIRECTORS OF THE WOLFFORTH ECONOMIC DEVELOPMENT CORPORATION AUTHORIZING THE ISSUANCE OF ONE OR MORE PROMISSORY NOTES TO AUTHORIZE AND PAY THE COSTS OF AN ECONOMIC DEVELOPMENT PROJECT IN AN AMOUNT NOT TO EXCEED \$6,500,000 FOR THE PURPOSE OF ACQUIRING LAND; AND OTHER MATTERS INCIDENT AND RELATED THERETO, INCLUDING THE CORPORATION'S ENGAGEMENT OF SPECIALIZED PUBLIC FINANCE INC. AS FINANCIAL ADVISOR AND MCCALL, PARKHURST & HORTON L.L.P AS BOND COUNSEL

WHEREAS, Wolfforth Economic Development Corporation (the "Corporation") is a nonprofit economic development corporation duly established and created pursuant to Chapters 501, 502 and 505, Local Government Code, as amended (formerly Section 4B of the Development Corporation Act of 1979, Article 5190.6, Texas Revised Civil Statutes Annotated, as amended), (the "Act") by the City of Wolfforth, Texas (the "City"); and

WHEREAS, the Corporation is authorized to undertake projects as set forth under the Act, to issue indebtedness to pay the costs of such projects and to pledge the proceeds of the Corporations ½ of 1% economic development sales and use tax to secure such indebtedness; and

WHEREAS, the Board has determined that it is advisable to undertake the acquisition of land, buildings, equipment, facilities, expenditures, targeted infrastructure, and improvements found by the Board of Directors of the Corporation to promote new or expanded business development, including land, buildings, equipment, facilities, expenditures, targeted infrastructure, and improvements required or suitable for use as retail stores and shops, restaurants, hotels, entertainment facilities, tourist development facilities, concert halls, and other related improvements located within the corporate limits and extraterritorial jurisdiction of the City (the "Project") and to finance the Project with proceeds of the Loan; and

WHEREAS, the Corporation proposes to enter into a Loan Agreement (as amended, restated, supplemented and/or otherwise modified, the "Loan Agreement") with PlainsCapital Bank, N.A., as lender ("Lender"), to enable the Corporation pay the costs of the Project and pay costs of entering into the loan (the "Closing Costs"), and as security for the payment of the principal of and interest thereon, the Corporation has agreed to pledge its economic development sales and use taxes. The Loan shall be evidenced by a taxable promissory note issued by the Corporation in the principal amount of \$4,930,000 payable to the Lender (the "Note"). All capitalized terms used herein, but not otherwise defined herein, shall have the meaning ascribed to such term in the Loan Agreement.

NOW THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE WOLFFORTH ECONOMIC DEVELOPMENT CORPORATION AS FOLLOWS:

Section 1. The recitals set forth in the preambles above are incorporated into this resolution for all purposes.

Section 2. The Board of Directors hereby finds and determines that the Project promotes new or expanded business development, and the Project is hereby approved pursuant to the Act, including without limitation Sections 505.152 and 505.158 thereof.

Section 3. The Board of Directors agrees to enter into the Loan Agreement, a sales tax remittance agreement with the City (the “*Sales Tax Remittance Agreement*”) and issue the Note to finance the costs of the Project and pay the Closing Costs. The Note will be issued in principal amounts set forth in the recitals hereto at interest rates consistent with the form of the Note considered concurrently with this Resolution and, in order to secure the principal and interest on the Note, the Corporation will pledge the proceeds of the ½ of 1% economic development sales and use taxes collected on behalf of the Corporation on an equal and ratable basis. The Authorized Officers of the Corporation, as defined below, are hereby severally authorized to determine the final terms of the financing which are not inconsistent with this Resolution.

Section 4. That any one or more of the Authorized Officers of the Corporation listed in Section 5 below be, and each of them hereby is, authorized to execute, acknowledge and deliver in the name and on behalf of the Corporation to the Lender the Loan Agreement, including all attachments and exhibits thereto, the Note and the Sales Tax Remittance Agreement. The Loan Agreement, the Note and the Sales Tax Remittance Agreement shall contain such final terms and be in such form as the signing officer shall determine to be advisable and consistent with the terms set forth in this Resolution. Further, said Authorized Officers are authorized to execute, acknowledge and deliver in the name and on behalf of the Corporation any other agreement, instrument, certificate, representation and document, and to take any other action as may be advisable, convenient or necessary to enter into such Loan Agreement, the Note and the Sales Tax Remittance Agreement; the execution thereof by any such Authorized Officer shall be conclusive as to such determination.

Section 5. That for the purpose of this resolution, the following persons, or the persons holding the following positions, are “*Authorized Officers*” duly authorized to enter into the transaction contemplated by this resolution in the name and on behalf of Corporation:

<u>Name</u>	<u>Title</u>
Joel Robinett	President
Danielle Sweat	Secretary

Section 6. The engagement of Specialized Public Finance Inc. as financial advisor and McCall, Parkhurst & Horton L.L.P. as bond counsel to the Corporation in connection with issuance, sale and delivery of public securities and other debt obligations in connection with this Resolution is hereby approved and confirmed. The execution and delivery of a financial advisory services agreement and bond counsel services agreement, between the Corporation and such firms, with respect to such services as financial advisor and bond counsel, respectively, are each hereby authorized in such form as may be approved by the President and Secretary of the Corporation, and the President and Secretary are each hereby authorized to execute such respective agreements in the name of and on behalf of the Corporation.

Section 7. That this Resolution shall take effect immediately.

PASSED AND ADOPTED this ____ day of _____, 2026.

**WOLFFORTH ECONOMIC DEVELOPMENT
CORPORATION**

By: _____

Joel Robinett, President

ATTEST:

By: _____
Danielle Sweat, Secretary