

RESOLUTION NO. 21-___

RESOLUTION OF THE BOARD OF DIRECTORS OF LCRA TRANSMISSION SERVICES CORPORATION PERTAINING TO THE LOWER COLORADO RIVER AUTHORITY TRANSMISSION REVENUE REVOLVING NOTES (LCRA TRANSMISSION SERVICE CORPORATION PROJECT), SERIES C AND AUTHORIZING AND CONFIRMING CERTAIN AGREEMENTS OF THE CORPORATION WITH THE LOWER COLORADO RIVER AUTHORITY

Directing the President of the Board of Directors and other corporate officers of the Corporation to proceed with the execution and delivery of an amended and restated installment payment agreement supplement, an amended and restated note purchase agreement and other undertakings and certifications as may be required for the amendment to the revolving note program

WHEREAS, at the request of the LCRA Transmission Services Corporation (the "Corporation"), on February 19, 2003, the Board of Directors of the Lower Colorado River Authority ("LCRA") adopted an amended and restated resolution (the "Controlling Resolution"), as amended, establishing a contract revenue financing program pursuant to which LCRA can issue and enter into obligations, including bonds and other types of obligations, on behalf of the Corporation secured by and payable from a lien on and pledge of the certain revenues received by LCRA from the Corporation; and

WHEREAS, the Board of Directors of the Corporation (the "Corporation Board") deems it advisable and in the best interests of the Corporation to request LCRA to modify the Lower Colorado River Authority Transmission Contract Revenue Revolving Notes (LCRA Transmission Services Corporation Project), Series C (the "Notes") program to, among other modifications, (a) authorize for the issuance of both tax-exempt notes and taxable notes in an amount not to exceed \$200,000,000 in aggregate principal amount at any one time, and extend the Maximum Maturity Date of the Direct Purchase Note, (b) extend the maximum maturity date of the note program and (c) authorize an amended and restated note purchase agreement among LCRA, the Corporation and Bank of America, N.A. to provide for up to \$200,000,000 of the available commitment and extend the commitment expiration date of such agreement (as so modified, the "Restated Note Purchase Agreement"); and

WHEREAS, by this resolution, the Corporation hereby requests that LCRA take the above described actions; and

WHEREAS, the Notes shall be secured by a commitment of the Corporation to make payments to LCRA under an amended and restated Transmission Contract Revenue Debt Installment Payment Agreement, dated as of March 1, 2003 and an amended and restated supplement thereto pertaining to the Notes (the "Amended and Restated Installment Payment Agreement Supplement"); and

WHEREAS, capitalized terms used in this resolution and not otherwise defined shall have the meanings given in the Controlling Resolution.

NOW, THEREFORE,

BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE LCRA TRANSMISSION SERVICES CORPORATION:

SECTION 1. That the Corporation be and is hereby authorized to borrow and incur indebtedness related to the Notes in an aggregate principal amount not to exceed \$200,000,000.

SECTION 2. The authorization, execution and delivery of the Amended and Restated Installment Payment Agreement Supplement and other undertakings and certifications that may be required to effect the issuance of the Notes by LCRA based upon such financing documents are hereby approved.

SECTION 3. The authorization, execution and delivery of the Restated Note Purchase Agreement related to the Notes and other undertakings and certifications that may be required to effect the issuance of the Notes by LCRA based upon such financing documents are hereby approved, provided the President, any Vice Presidents, the Chief Financial Officer or the Treasurer of the Corporation shall determine the amount of commitment under the Restated Note Purchase Agreement (not to exceed \$200,000,000).

SECTION 4. The Corporation Board hereby finds that the Corporation has a reasonable expectation that (A) the Notes will be issued only for those purposes for which Transmission Contract Debt may be issued, (B) any facilities financed with proceeds from the Notes will be covered by, or will receive a CCN or are otherwise not required to have a CCN, and (C) either (I) the Annual Debt Service Requirements plus any required debt service coverage pursuant to the policies of the Corporation on the Notes (and/or the Additional Transmission Contract Debt issued to refund any portion of such Notes) will be approved by the PUC as an allowable cost of service in the transmission cost of service proceedings within which the Corporation plans to request such recovery or (II) the Project Costs for the facilities financed with the proceeds of the Notes will be approved by the PUC for inclusion in the Corporation's rate base in the transmission cost of service proceedings within which the Corporation plans to request such recovery.

SECTION 5. The Chair and/or the Vice-Chair of the Corporation Board, the President, Vice Presidents, Chief Financial Officer and/or Treasurer of the Corporation are hereby authorized, empowered and directed to exercise all powers and authority necessary in connection with the authorization and issuance of the Notes, including (i) proceeding with the authorization, execution and delivery of the Amended and Restated Installment Payment Agreement Supplement and other undertakings and certifications that may be required to effect the issuance of the Notes; (ii) requesting the board of directors of LCRA to approve the issuance of the Notes and the Note Purchase Agreement related thereto and (iii) and taking such further actions with respect to the authorization and the issuance of the Notes as may be deemed appropriate by such officers.

At such time as such individuals have approved the form of the financing, security and operating documents, they are hereby authorized and directed to execute such instruments as are required in the opinion of bond counsel and counsel to the Corporation, to affect the authorization and issuance of the Notes for and on behalf of, and as the act and deed of, this Corporation Board. The Corporation Board specifically authorizes the Corporation to become a party to the Restated Note Purchase Agreement, any paying agent/registrars agreement or other agreement related to the Notes, or amendments thereto, in accordance with this resolution.

SECTION 6. Upon the delivery of the Restated Note Purchase Agreement, the Corporation terminates its ability to request the issuance any Lower Colorado River Authority Transmission Contract Revenue Revolving Notes (LCRA Transmission Services Corporation Project), Series F and no such notes may be issued and delivered thereafter.

SECTION 7. The purpose and intent of this resolution is to vest in the Chair and the Vice-Chair of the Corporation Board, and any corporate officers of the Corporation all power and authority to complete the authorization and issuance of the Notes and all related documents, certifications and undertakings as described in this resolution without further action by this Corporation Board, including specifically the power to pledge and encumber funds in the amount required to provide payment of the obligations herein authorized to be incurred.

PASSED AND APPROVED this 16th day of June, 2021.