

**RESOLUTION NO. 26-\_\_**

**FIFTY-FIRST SUPPLEMENTAL RESOLUTION TO THE CONTROLLING RESOLUTION AUTHORIZING A NOTE PURCHASE AGREEMENT RELATING TO THE LOWER COLORADO RIVER AUTHORITY TRANSMISSION CONTRACT REVENUE REVOLVING NOTES (LCRA TRANSMISSION SERVICES CORPORATION PROJECT), SERIES E AND RELATED AGREEMENTS**

**WHEREAS**, the Lower Colorado River Authority ("LCRA") is a governmental agency, and body corporate and politic of the State of Texas, being a conservation and reclamation district created and functioning under Article XVI, Section 59, of the Texas Constitution, pursuant to the provisions of Chapter 8503, Texas Special District Local Laws Code, as amended; and

**WHEREAS**, at the request of the LCRA Transmission Services Corporation (the "Corporation"), on February 19, 2003, the LCRA Board adopted an amended and restated "Controlling Resolution Establishing the Lower Colorado River Authority Transmission Contract Revenue Financing Program and Authorizing the Transmission Contract Revenue Debt Installment Payment Agreement with the LCRA Transmission Services Corporation," as amended on January 19, 2005 (the "Controlling Resolution"); and

**WHEREAS**, LCRA authorized the issuance of its Transmission Contract Revenue Revolving Notes (LCRA Transmission Services Corporation Project), Series E (the "Notes") authorized by the Resolution No. 20-28 adopted by the Board on May 20, 2020 (the "Thirty-First Supplement"); and

**WHEREAS**, the capitalized terms used in this resolution and not otherwise defined shall have the meanings given in the Controlling Resolution and the Thirty-First Supplement; and

**WHEREAS**, in connection with the issuance of the Notes, LCRA has previously entered into a Second Amended and Restated Note Purchase Agreement, dated as of November 1, 2024 (the "Original Agreement"), among LCRA, the Corporation and U.S. Bank National Association (the "Bank"); and

**WHEREAS**, the Board finds and determines (i) to enter into an amendment to the Original Agreement or an amended and restated agreement of the Original Agreement with the Corporation and the Bank (and any related agreements, if required) to extend the term of the Original Agreement not to exceed three years and make certain other amendments (an "Amended Agreement") or (ii) to enter into a new note purchase agreement (and paying agent/registrars agreement as well as any other related agreements, if required) with the Corporation and another bank, financial institution or group thereof, in similar form to other note purchase agreements to which LCRA is party if acceptable terms cannot be negotiated with the Bank (a "Replacement Agreement" and an Amended Agreement and a Replacement Agreement are collectively referred to as the "Agreement"); and

**WHEREAS**, the Board further finds and determines that all terms and conditions for the for the authorization and delivery of the Agreement as Transmission Contract Debt have been or can be met and satisfied; and

**WHEREAS**, such Agreement is authorized pursuant to the Acts and other applicable laws.

**NOW THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF LOWER COLORADO RIVER AUTHORITY THAT:**

**Section 1.** The General Manager, the Chief Financial Officer, the Treasurer and the General Counsel of LCRA are individually authorized to negotiate and complete the form of the Agreement and the General Manager, the Chief Financial Officer or the Treasurer of LCRA each are authorized to execute and deliver the Agreement on behalf of LCRA.

**Section 2.** The Agreement is declared to be Transmission Contract Debt under the Controlling Resolution and, to the extent necessary, a Substitute Note Purchase Agreement under the Thirty-First Supplement.

**Section 3.** The authorization, execution and delivery of the Agreement and other undertakings and certifications that may be required to effect the issuance of the Notes by LCRA based upon the relevant financing documents are hereby approved.

**Section 4.** The Board hereby authorizes the disbursement of a fee of \$9,500 to the Attorney General of Texas Public Finance Division for payment of the examination fee charged by the State of Texas for the Attorney General's review and approval of the proceedings related to the Agreement, as required by Section 1202.004, Texas Government Code, as amended, if such review and approval is required under State law. The appropriate member of LCRA's staff is hereby instructed to take the necessary measures to make this payment.

**Section 5.** Each of the General Manager, the Chief Financial Officer, the Treasurer or the General Counsel of LCRA is hereby authorized to execute any other document or certificates as may be necessary to consummate the transactions contemplated by this Fifty-First Supplement. The General Manager, the Chief Financial Officer, the Treasurer or their designees shall be and they are hereby expressly authorized, empowered, and directed from time to time and at any time to do and perform all such acts and things and to execute, acknowledge, and deliver in the name and under the corporate seal and on behalf of the Board and LCRA all such instruments, whether or not herein mentioned, as may be necessary or desirable in order to carry out the terms and provisions of this Fifty-First Supplement.