

SECRETARY'S CERTIFICATE

THE STATE OF TEXAS §  
COUNTY OF HARRIS §  
HARRIS COUNTY-HOUSTON SPORTS AUTHORITY §

I, the undersigned Secretary of the Board of Directors (the "Board") of the Harris County-Houston Sports Authority (the "Authority"), hereby certifies as follows:

1. The Board convened at a meeting (the "Meeting"), open to the public, on October 7, 2020, and the roll was called of the members of the Board, to-wit:

- |                     |                                       |
|---------------------|---------------------------------------|
| J. Kent Friedman    | Chair                                 |
| Cindy Clifford      | Director, Position No. 1              |
| Nomaan Husain       | Director, Position No. 2              |
| Willie J. Alexander | Director, Position No. 3              |
| Martye M. Kendrick  | Director, Position No. 4              |
| Dr. Laura Murillo   | Director, Position No. 5 & Secretary  |
| Tom Sprague         | Director, Position No. 6              |
| Lawrence R. Catuzzi | Director, Position No. 7 & Vice Chair |
| Zina Garrison       | Director, Position No. 8              |
| Chad Burke          | Director, Position No. 9              |
| Bruce D. Oakley     | Director, Position No. 10             |
| Robert Woods        | Director, Position No. 11 & Treasurer |
| Joseph Alan Callier | Director, Position No. 12             |

All members of the Board were present, except the following: \_\_\_\_\_, thus constituting a quorum. Whereupon among other business, the following transaction was considered and approved at such Meeting: A written:

Resolution Affirming and Authorizing the Issuance, Sale, and Delivery of The Harris County-Houston Sports Authority Senior Lien Revenue Refunding Bonds, Series 2020A, Taxable Senior Lien Revenue Refunding Bonds, Series 2020B, and Taxable Second Lien Revenue Refunding Bonds, Series 2020C; Ratifying and Affirming the Refunding of Certain Refunding Obligations, including the Refunding of Bonds and Certain Interest Payments; Affirming and Ratifying the Action of Designated Officers of the Issuer to Approve Certain Terms Thereof and Other Procedures Regarding Such Bonds and the Refunding of Such Refunded Obligations, and Matters Incident Thereto; Affirming and Ratifying the Execution of a Twenty-Eighth Supplemental Indenture of Trust, a Twenty-Ninth Supplemental Indenture of Trust, a Thirtieth Supplemental Indenture of Trust, and a Thirty-First Supplemental Indenture of Trust; Ratifying Approval of a Bond Purchase Agreement; Ratifying the Approval of the Official

Statement; Ratifying and Confirming the Purchase of Bond Insurance Policies, Surety Policies, and a Reimbursement and Indemnity Agreement; Ratifying and Confirming the Purchase of Certain Tendered Bonds, an Offer to Tender, a Tender Agent Agreement, and Other Matters Relating Thereto

(the "Resolution") was duly introduced for the consideration of the Board. It was then duly moved and seconded that such Resolution be adopted; and, after due discussion, such motion, carrying with it the adoption of such Resolution, prevailed and carried by the following votes:

AYES: \_\_\_\_\_

NOES: \_\_\_\_\_

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

SIGNED this \_\_\_\_\_.

\_\_\_\_\_  
Secretary, Board of Directors

## RESOLUTION NO. 2020-08

Resolution Affirming and Authorizing the Issuance, Sale, and Delivery of The Harris County-Houston Sports Authority Senior Lien Revenue Refunding Bonds, Series 2020A, Taxable Senior Lien Revenue Refunding Bonds, Series 2020B, and Taxable Second Lien Revenue Refunding Bonds, Series 2020C; Ratifying and Affirming the Refunding of Certain Refunding Obligations, including the Refunding of Bonds and Certain Interest Payments; Affirming and Ratifying the Action of Designated Officers of the Issuer to Approve Certain Terms Thereof and Other Procedures Regarding Such Bonds and the Refunding of Such Refunded Obligations, and Matters Incident Thereto; Affirming and Ratifying the Execution of a Twenty-Eighth Supplemental Indenture of Trust, a Twenty-Ninth Supplemental Indenture of Trust, a Thirtieth Supplemental Indenture of Trust, and a Thirty-First Supplemental Indenture of Trust; Ratifying Approval of a Bond Purchase Agreement; Ratifying the Approval of the Official Statement; Ratifying and Confirming the Purchase of Bond Insurance Policies, Surety Policies, and a Reimbursement and Indemnity Agreement; Ratifying and Confirming the Purchase of Certain Tendered Bonds, an Offer to Tender, a Tender Agent Agreement, and Other Matters Relating Thereto

### RECITALS

1. The Harris County-Houston Sports Authority (the “*Issuer*”) was created by concurrent order of the Commissioners Court of the County adopted, July 29, 1997 and the City Council of the City of Houston, adopted July 30, 1997.

2. The Authority has previously entered into a Fourth Amended and Restated Indenture of Trust, originally dated August 15, 1998, as amended and restated as of May 1, 2001, November 1, 2003, June 1, 2004, and December 1, 2014, and as further amended and supplemented (the “*Indenture*”), between the Authority and UMB Bank, National Association (the “*Trustee*”), and the Authority now wishes to confirm and ratify a Twenty-Eighth Supplemental Indenture of Trust (the “*Twenty-Eighth Supplemental Indenture*”), a Twenty-Ninth Supplemental Indenture of Trust (the “*Twenty-Ninth Supplemental Indenture*”), a Thirtieth Supplemental Indenture of Trust (the “*Thirtieth Supplemental Indenture*”) and a Thirty-First Supplemental Indenture of Trust (the “*Thirty-First Supplemental Indenture*” and together with the Twenty-Eighth Supplemental Indenture, the Twenty-Ninth Supplemental Indenture, and the Thirtieth Supplemental Indenture, the “*Supplemental Indentures*”).

3. The Authority has previously issued bonds (the “*Venue Project Bonds*”) and obligations to finance three Approved Venue Projects, Minute Maid Park at Union Station, NRG Stadium, and Toyota Center, or to refinance such bonds and obligations.

4. The currently outstanding Venue Project Bonds include the Authority’s Senior Lien Revenue Bonds, Series 2001A; Senior Lien Revenue Bonds, Series 2001G; Junior Lien Revenue Bonds, Series 2001H; Third Lien Revenue Refunding Bonds, Series 2004A; Senior Lien Revenue Refunding Bonds, Series 2014A; and Second Lien Revenue Refunding Bonds,

Series 2014C (collectively, the “*Outstanding Obligations*”), which are special limited obligations of the Authority.

5. The Issuer desires to issue its Senior Lien Revenue Refunding Bonds, Series 2020A (the “*Series 2020A Bonds*”), Taxable Senior Lien Revenue Refunding Bonds, Series 2020B (the “*Series 2020B Bonds*”), and Taxable Second Lien Revenue Refunding Bonds, Series 2020C (the “*Series 2020C Bonds*” and, together with the Series 2020A Bonds and the Series 2020B Bonds, the “*Bonds*”) to pay, refund and discharge a portion of the Outstanding Obligations (the “*Refunded Bonds*”) and to provide payment for certain payments of interest on certain of its Outstanding Bonds (the “*Refunded Interest*” and together with the Refunded Bonds, the “*Refunded Obligations*”).

6. The Issuer desires to issue the Bonds, refund the Refunded Obligations, and approve certain amendments to the Indenture pursuant to the terms of the Thirty-First Supplemental Indenture in order to restructure its debt service in order to improve its capacity to continue its timely payment of debt service on its Outstanding Obligations during a period of decreased revenues pledged to the payment thereon as a result of the economic downturn that has resulted from the Covid-19 pandemic.

7. Chapter 1207, Texas Government Code, authorizes the Issuer to issue refunding bonds to refund all or any part of the Issuer’s outstanding bonds or other obligations, and the Issuer had previously authorized issuance of the Bonds and other actions by adoption of its *Resolution authorizing the issuance, sale, and delivery of the Harris County-Houston Sports Authority Senior Lien Revenue Refunding Bonds, Series 2020A, Taxable Senior Lien Revenue Refunding Bonds, Series 2020B, and Taxable Second Lien Revenue Refunding Bonds, Series 2020C; authorizing designated officers of the Authority to approve certain terms thereof and other procedures regarding such bonds and matters incident thereto; approving the form and substance and authorizing the execution of a Twenty-Eighth Supplemental Indenture of Trust, a Twenty-Ninth Supplemental Indenture of Trust, a Thirtieth Supplemental Indenture of Trust, and a Thirty-First Supplemental Indenture of Trust; authorizing the purchase through an offer to tender, defeasance, and redemption, as applicable, and payment of certain of the Authority’s outstanding Senior Lien Revenue Refunding Bonds, Series 2001A, Junior Lien Revenue Bonds, Series 2001H, Senior Lien Revenue Refunding Bonds, Series 2014A, and Second Lien Revenue Refunding Bonds, Series 2014C; approving an offer to tender, a tender agent agreement, and a dealer manager agreement; approving a Bond Purchase Agreement; approving a Preliminary Official Statement, and authorizing a Final Official Statement; approving one or more escrow agreements; approving the purchase of bond insurance and a reimbursement and indemnity agreement with the bond insurer and amendments to existing credit agreements; approving a Reserve Fund Surety Policy or policies; affirming the imposition of a hotel occupancy tax and short-term motor vehicle rental tax; appointing or confirming a Bond Trustee; waiving sovereign immunity; authorizing and ratifying other actions of the Authority; making certain findings and containing other provisions relating to the subject* (the “*Prior Resolution*”) on August 27, 2020.

8. The Issuer desires to ratify and confirm all actions taken to effect the purposes of the Prior Resolution.

9. The Series 2020A Bonds shall be issued as Current Interest Bonds in the aggregate principal amount of \$52,035,000. The Series 2020B Bonds shall be issued as Current Interest Bonds in the aggregate principal amount of \$34,265,000. The Series 2020C Bonds shall be issued as Current Interest Bonds in the aggregate principal amount of \$25,865,000.

10. To effectuate the final payment and discharge of a portion of the Refunded Obligations, the Authority has determined to enter into an escrow agreement for each of the Series 2020B Bonds and the Series 2020C Bonds (together, the “*Escrow Agreements*”) with UMB Bank, National Association (the “*Escrow Agent*”), as escrow agent, relating to the deposit and investment of sufficient proceeds of the Series 2020B Bonds and Series 2020C Bonds for such payment and discharge.

11. To effectuate the issuance, sale, and delivery of the Bonds, the Issuer has entered into a bond purchase agreement (the “*Bond Purchase Agreement*”) with Wells Fargo Securities, as a representative of the group of underwriters identified in the Bond Purchase Agreement (the “*Underwriters*”), relating to and setting forth certain terms and conditions upon which the Underwriters will purchase the Bonds from the Issuer and the Issuer will sell the Bonds to the Underwriters.

12. It has been determined that it is in the best interest of the Issuer to enter into a Reimbursement and Indemnity Agreement (the “*Reimbursement Agreement*”) with Assured Guaranty Municipal Corporation (“*Assured*”) in order to (i) purchase a municipal bond insurance policy for each series of the Bonds to guarantee the payment of principal of and interest on the Bonds (the “*Municipal Bond Insurance Policies*”); and (ii) to obtain a debt service reserve surety policy for each of the Series 2020A Bonds and the Series 2020B Bonds (the “*Surety Policies*”).

13. Pursuant to the provisions of chapter 1371, Texas Government Code, the Issuer authorized its chair (the “*Designated Officer*”) to act on behalf of the Issuer in selling and delivering the Bonds, and approving other terms and procedures relating to the Bonds and the Indenture, the Supplemental Indentures, the Escrow Agreements, the Bond Purchase Agreement, the Reimbursement Agreement, and the Terms Certificate (the “*Terms Certificate*”) executed by the Designated Officer.

14. The refunding will not produce a savings in debt service to the Issuer, and is expected to produce a loss. The Issuer has determined that it is in the best interest of the Issuer to issue the Bonds to restructure a portion of its outstanding debt service pursuant to Section 1207 of the Texas Government Code for the refunding of the Refunded Obligations, notwithstanding the fact that the aggregate amount of the payments to be made with respect to the Bonds is expected to exceed the aggregate amount of payments that would have been made under the terms of the Outstanding Bonds for the Refunded Obligations. The refunding will benefit the Issuer by restructuring debt service payments. The maximum amount by which the aggregate amount of payments to be made under the Series 2020 Bonds exceeds the aggregate amount of payments that would have been made under the terms of the Refunded Obligations is \$133,112,383.57.

NOW, THEREFORE, IT IS HEREBY RESOLVED BY THE BOARD OF DIRECTORS OF THE HARRIS COUNTY-HOUSTON SPORTS ISSUER THAT:

ARTICLE I  
THE BONDS

*Section 1.1. Findings and Determinations.* The Issuer hereby finds and declares that:

- (a) the recitals contained in this Resolution are true and correct;
- (b) the actions, documents, instruments, and other matters herein authorized and approved by the Issuer are carried out pursuant to the Constitution and the laws of the State of Texas, including the Act and Chapters 1207 and 1371 of the Texas Government Code;
- (c) the purchase of the Municipal Bond Insurance Policies, the Surety Policies, and the approval of the Reimbursement Agreement are in the best interest of the Issued;
- (d) the refunding of the Refunded Bonds and the Refunded Interest, and the approval of certain amendments to the Indenture pursuant to the terms of the Thirty-First Supplemental Indenture, are in the best interests of the Issuer in order to restructure its debt service to improve the Issuer's capacity to continue its timely payment of debt service on its Outstanding Obligations during a period of decreased revenues pledged to the payment thereon as a result of the economic downturn that has resulted from the Covid-19 pandemic; and
- (e) the maximum amount by which the aggregate amount of payments to be made under the Series 2020 Bonds exceeds the aggregate amount of payments that would have been made under the terms of the Refunded Obligations is \$133,112,383.57.

*Section 1.2. Use of Capitalized Terms and Ratification and Confirmation of the Terms Certificate, the Supplemental Indentures, and All Other Actions Taken to Effect the Purposes of the Prior Resolution and this Resolution*

- (a) Capitalized terms used in this Resolution not otherwise defined herein shall have the meanings given such terms in the Prior Resolution and in the Indenture and in the Supplemental Indentures.
- (b) The form and substance of the (i) Terms Certificate, as presented to the Issuer on this date and attached hereto as **Exhibit A**, and (ii) the Supplemental Indentures, including the Thirty-First Supplemental Indenture, as presented to the Issuer on this date and as attached hereto as **Exhibit B**, are each hereby confirmed and ratified, and all actions of the officers and representatives of the Issuer taken thereunder are hereby ratified and confirmed.
- (c) The adoption of the Prior Resolution, and all actions taken by the Issuer and its authorized representatives, employees, agents, and consultants thereunder to accomplish any of the contemplated actions therein are hereby authorized, affirmed and ratified.

(d) All actions taken by the Issuer and its authorized representatives, employees, agents, and consultants under this Resolution to accomplish any of the contemplated actions herein are hereby authorized, ratified, and confirmed.

*Section 1.4. Approval, Execution, and Delivery of the Bond Purchase Agreement.* The sale of the Bonds to the Underwriters is hereby ratified and confirmed, and the execution and delivery of the Bond Purchase Agreement to the Underwriters in substantially the form attached hereto as **Exhibit C**, is hereby authorized, ratified, and confirmed.

*Section 1.5. Approval, Execution, and Delivery of the Escrow Agreements.* The execution and delivery of the Escrow Agreements in substantially the forms presented to the Board on the this date and attached hereto as **Exhibit D** are hereby authorized, ratified, and confirmed.

*Section 1.6. Approval, Execution, Use, and Distribution of the Official Statement.* The use of the Preliminary Official Statement and final Official Statement in the offering of the Bonds is hereby approved, ratified, confirmed, and authorized; and the preparation and distribution by the Underwriters such Official Statements (collectively, the “Official Statement”) in substantially the forms presented to the Issuer on this date and as attached hereto as **Exhibit E** is hereby approved and confirmed; that the authorization of the officers of the Issuer to execute the Official Statement is hereby authorized, confirmed, and ratified; and that the use and distribution of the Official Statement by the Underwriters is hereby authorized, confirmed, and ratified.

*Section 1.7. Approval of Purchase of Municipal Bond Insurance Policies, Surety Policies and Reimbursement Agreement.*

(a) The actions of the Issuer and its consultants in seeking bond insurance in order to obtain the lowest attainable interest rate on the Bonds are hereby authorized, ratified, and confirmed and that the purchase of the Municipal Bond Insurance Policies issued by Assured for the Bonds is hereby authorized, approved, and confirmed.

(b) The actions of the Issuer and its consultants in seeking debt service reserve surety policies in order to obtain the lowest attainable interest rate on the Series 2020B Bonds and Series 2020C Bonds are hereby authorized, ratified, and confirmed and that the purchase of the Surety Policies issued by Assured for the Series 2020B Bonds and Series 2020C Bonds is hereby authorized, approved, and confirmed.

(c) The Reimbursement Agreement relating to the Municipal Bond Insurance Policies and Surety Policies for the Bonds is hereby authorized, ratified, and confirmed, and the authorization of officers of the Issuer to execute and attest to the Reimbursement Agreement and to deliver the Reimbursement Agreement in substantially the form presented to the Board on the this date and as attached hereto as **Exhibit F** is hereby authorized, ratified, and confirmed.

*Section 1.8. Distribution of Amounts from Bond Proceeds.* Any two of the Chair, the Vice Chair, and Secretary are hereby authorized to execute a requisition certificate at closing for the Bonds to pay Costs of Issuance (as defined in the Indenture), and distribution of proceeds of

the Bonds substantially in accordance with the schedule for distribution as set forth in the Twenty-Eighth Supplemental Indenture, Twenty-Ninth Supplemental Indenture, and Thirtieth Supplemental Indenture is hereby approved, ratified, and confirmed.

*Section 1.9. Attorney General Fee.* That the payment from available funds of the Issuer of the \$28,500 fee payable to the Issuer General of Texas for review and approval of the Bonds is authorized, ratified, and confirmed.

## ARTICLE II REFUNDED OBLIGATIONS

*Section 2.1. Approval of Defeasance of Refunded Bonds.* The refunding of the Refunded Obligations as described in Exhibit “A” of the Terms Certificate, which is attached hereto as **Exhibit A**, including the refunding of certain payments of interest on certain Outstanding Obligations, and the discharge and final payment of certain of the Refunded Obligations by the deposit and investment of sufficient proceeds of the Bonds for such purpose pursuant to the Twenty-Eighth Supplemental Indenture, Twenty-Ninth Supplemental Indenture, Thirtieth Supplemental Indenture, and the Escrow Agreements, all under and in accordance with the Act and Chapters 1207 and 1371, Texas Government Code, is hereby authorized, ratified, and confirmed.

*Section 2.2. Verification Report.* The preparation and delivery of a Verification Report by Samuel Klein and Company, independent certified public accountants, in conjunction with Public Finance Partners LLC (together, the “*Verification Agent*”) certifying the mathematical accuracy of the deposits made by the Issuer pursuant to the Twenty-Ninth Supplemental Indenture, the Thirtieth Supplemental Indenture, and the Escrow Agreements and the for discharge and final payment of certain of the Refunded Obligations is hereby authorized, approved, confirmed, and ratified.

*Section 2.3. Approval of Deposit and Transfer of Funds into Certain Debt Service Accounts.* The deposit of Bond proceeds into certain Interest Subaccount and Principal Subaccounts under the Indenture and the transfer of funds from certain Interest Subaccounts into certain Principal Subaccounts, as further described in the Twenty-Eighth and Twenty-Ninth Supplemental Indentures is hereby authorized, approved, confirmed, and ratified.

*Section 2.4. Approval and Confirmation of Purchase of Tendered Bonds and of the Tender Documents.* All actions taken by the Issuer, its officers, employees, agents related to the Issuer’s invitation to bondholder to tender certain of the Issuer’s Outstanding Obligations (the “*Invitation to Tender*”), and all actions to select and purchase certain of such tendered Outstanding Obligations (the “*Series 2020A Refunded Bonds*”) and as further provided for in the Twenty-Eighth Supplemental Indenture, are hereby authorized, approved, and confirmed. The approval and the execution of the Tender Documents in the form and substance attached hereto as **Exhibit G** is hereby authorized, confirmed, and ratified.



ARTICLE III  
MISCELLANEOUS PROVISIONS

*Section 3.1. Ratifying Other Actions.* All other actions taken by the Board of Directors, of the Issuer, the Chair or Vice Chair of the Issuer and the other Issuer officers, employees, agents, and consultants in connection with this Resolution, the Prior Resolution, and issuance of the Bonds are hereby ratified and confirmed.

*Section 3.2. Execution and Delivery of Other Documents.* The officers of the Issuer are each hereby authorized to execute, attest and impress the Issuer's seal, if such seal is required, to such other agreements, advance commitment agreements, assignments, bonds, certificates, contracts, documents, licenses, instruments, releases, financing statements, letters of instruction, notices of acceptance, notices of final payment, written requests and other documents, and to take all actions and to do all things whether or not mentioned herein, as may be necessary or convenient to carry out or assist in carrying out the purposes of the Prior Resolution, this Resolution, the Bonds, the Supplemental Indentures, the Escrow Agreements, the Bond Purchase Agreement, the Reimbursement Agreement, the Preliminary Official Statement, the Official Statement, and the Tender Documents.

*Section 3.3. Power to Revise Form of Documents.* Notwithstanding any other provision of this Resolution, the officers of the Issuer are each hereby authorized to make or approve such revisions, additions, deletions and variations in the form of the documents attached hereto as exhibits as, in the judgment of the Chair, Vice Chair, Secretary, or Chair of the Finance Committee of the Issuer, and in the opinion of Co-Bond Counsel to the Issuer, as may be necessary or convenient to carry out or assist in carrying out the purposes of the Prior Resolution, this Resolution, the Supplemental Indentures, the Escrow Agreements, the Bond Purchase Agreement, the Reimbursement Agreement, the Preliminary Official Statement, the final Official Statement, and the Tender Documents, or as may be required by the Attorney General of Texas for approval of the Bonds.

*Section 3.4. Effective Date.* This Resolution shall be in full force and effect from and upon its adoption.

*Section 3.5. Open Meeting.* It is hereby found, determined, and declared that a sufficient written notice of the date, hour, teleconference number, and subject of the meeting of the Board of Directors of the Issuer at which this Resolution was adopted was posted as required by the Open Meetings Act, Chapter 551, Texas Government Code, and that this meeting was accessible to the public as required by law at all times during which this Resolution and the subject matter thereof has been discussed, considered and formally acted upon. The Board of Directors further ratifies, approves and confirms such notice and the contents and posting thereof.

*Section 3.6. Repealer.* All prior resolutions, including the Prior Resolution, of the Board of Directors of the Issuer, or parts thereof inconsistent with the terms of the Resolution, are hereby repealed to the extent of such inconsistency.

ADOPTED, PASSED, AND APPROVED, this 7th day of October, 2020.

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Chair  
Harris County-Houston Sports Authority

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Secretary  
Harris County-Houston Sports Authority

**EXHIBIT A**

**TERMS CERTIFICATE**

**(see Tab 4)**

**EXHIBIT B-1**

**TWENTY-EIGHTH SUPPLEMENTAL INDENTURE**

**(see Tab 5)**

**EXHIBIT B-2**

**TWENTY-NINTH SUPPLEMENTAL INDENTURE**

**(see Tab 6)**

**EXHIBIT B-3**

**THIRTIETH SUPPLEMENTAL INDENTURE**

**(see Tab 7)**

**EXHIBIT B-4**

**THIRTY-FIRST SUPPLEMENTAL INDENTURE**

**(see Tab 8)**

**EXHIBIT C**  
**BOND PURCHASE AGREEMENT**  
**(see Tab 9)**



**EXHIBIT D-1**

**SERIES 2020B ESCROW AGREEMENT**

**(see Tab 28)**

**EXHIBIT D-2**

**SERIES 2020C ESCROW AGREEMENT**

**(see Tab 29)**

**EXHIBIT E-1**

**PRELIMINARY OFFICIAL STATEMENT**

**(see Tab 10)**

**EXHIBIT E-2**

**FORM OF OFFICIAL STATEMENT**

**(see Tab 11)**

**EXHIBIT F**  
**REIMBURSEMENT AGREEMENT**

**(see Tab 32)**

**EXHIBIT G-1**  
**INVITATION TO TENDER**  
**(see Tab 35)**

**EXHIBIT G-2**  
**TENDER AGENT AGREEMENT**  
**(see Tab 36)**

**EXHIBIT G-3**

**DEALER MANAGER AGREEMENT**

**(see Tab 37)**