

# MFC 2011 - 06 - 23 - 0003R

## A RESOLUTION OF THE CITY OF SAN ANTONIO, TEXAS MUNICIPAL FACILITIES CORPORATION

**AUTHORIZING THE ISSUANCE, SALE AND DELIVERY OF UP TO \$28,500,000 IN PRINCIPAL AMOUNT OF "CITY OF SAN ANTONIO, TEXAS MUNICIPAL FACILITIES CORPORATION LEASE REVENUE BONDS, SERIES 2011" FOR THE PURPOSE OF FINANCING THE ACQUISITION AND CONSTRUCTION OF A PUBLIC SAFETY ANSWER POINT (PSAP) CENTER FOR THE CITY OF SAN ANTONIO, TEXAS; APPROVING THE TRUST AGREEMENT, THE LEASE AGREEMENT, THE MORTGAGE AND THE SECURITY AGREEMENT IN CONNECTION THEREWITH; AND AUTHORIZING OTHER NECESSARY ACTIONS RELATED THERETO**

\* \* \* \* \*

**WHEREAS**, the CITY OF SAN ANTONIO, TEXAS MUNICIPAL FACILITIES CORPORATION (the "**Corporation**"), is a non-profit local government corporation created by the CITY OF SAN ANTONIO, TEXAS (the "**City**") pursuant to the provisions of Subchapter D of Chapter 431, Texas Transportation Code, as amended, to aid and act on behalf of the City to acquire, construct, equip, finance, operate and maintain land and municipal facilities for the City at the request of the City Council; and

**WHEREAS**, the City desires to construct and operate a new Fire and Police Emergency Dispatch Center consisting of a single story, approximately 40,000 square foot, state-of-the-art Communications / 9-1-1 Dispatch Center to house the San Antonio Police Department and San Antonio Fire Department emergency dispatch services, and generally referred to as the "Public Safety Answering Point" (the "**PSAP Center**"); and

**WHEREAS**, the City further desires to construct a parking lot to be located near the PSAP Center for joint use by the PSAP Center and the City's Emergency Operations Center (the "**Parking Lot**"); and

**WHEREAS**, the PSAP Center and the Parking Lot are referred to collectively herein as the "**Project**"; and

**WHEREAS**, the land on which the PSAP Center and a portion of the Parking Lot are to be constructed is owned by the City, and such land will be leased by the City to the Corporation through not earlier than the final maturity date of the "Bonds" defined below (currently expected to be August 15, 2041) in accordance with the terms of a Ground Lease to be entered into between the City and the Corporation (the "**Ground Lease**"); and

**WHEREAS**, the land on which the remaining portion the Parking Lot to be constructed currently is leased by the City from Brooks City-Base through May 31, 2104, and such land will be subleased by the City to the Corporation through not earlier than the final maturity date of the "Bonds" defined below (currently expected to be August 15, 2041) in accordance with a sublease between the City and the Corporation (the "**Sublease**") and

**WHEREAS**, on October 7, 2010 and on June 2, 2011, the City Council of the City formally requested the Corporation to undertake the acquisition, construction and equipping of the Project on behalf of the City; and

**WHEREAS**, pursuant to the terms of the *Lease Agreement Relating to the City of San Antonio, Texas Public Safety Answering Point Center Project*, dated as of July 1, 2011, by and between the Corporation and the City (the "**Lease**"), the Corporation will agree to construct the Project and lease said Project to the City, and the City will agree to lease the Project from the Corporation pursuant to the terms and conditions of the Lease; and

**WHEREAS**, the Board finds and determines that it is in the best interest of the Corporation to enter into the Ground Lease and the Sublease with the City in form and substance approved by the Executive Director of the Corporation or her designee in order for the City to convey to the Corporation a real property interest in the land on which the Project will be located; and

**WHEREAS**, in connection with the Lease, the Corporation will enter into a *Trust Agreement Relating to the City of San Antonio, Texas Public Safety Answering Point Center Project*, dated as of July 1, 2011 (the "**Trust Agreement**"), with U.S. Bank National Association, as trustee (the "**Trustee**"), pursuant to which the Corporation will issue up to \$28,500,000 in principal amount of **LEASE REVENUE BONDS, SERIES 2011 (PUBLIC SAFETY ANSWERING POINT PROJECT)** (the "**Bonds**") for the purpose of financing a portion of the costs of the Project; and

**WHEREAS**, for so long as the Lease is in effect, the City will be obligated to pay lease payments to the Corporation in an amount sufficient to pay the principal of and interest on the Bonds when due under the Trust Agreement, provided, however, that the City's obligation to pay such lease payments is subject to annual appropriation by the City Council; and

**WHEREAS**, the Bonds are special limited obligations of the Corporation, payable solely from the "Trust Estate" (as defined in the Trust Agreement), which includes the payments to be made by the City pursuant to the Lease, and shall never constitute an indebtedness or general obligation of the Corporation, the State of Texas, the City, or any other political subdivision of the State of Texas, within the meaning of any constitutional provision or statutory limitation whatsoever; and

**WHEREAS**, to secure its obligations under the Trust Agreement, the Corporation will grant a First Mortgage Lien and Deed of Trust Lien on the real property portion of the Project securing the Bonds

and will assign and pledge the Corporation's interest in the leases, rents, issues, profits, revenues, income, receipts, money, rights, and benefits of and from the Project to a mortgage trustee for the use and benefit of the Trustee on behalf of the owners of the Bonds, pursuant to a *Deed of Trust and Assignment of Rents and Leases*, dated as of July 1, 2011 (the "**Mortgage**"); and

**WHEREAS**, to further secure its obligations under the Trust Agreement, the Corporation will grant to the Trustee a first priority Security Interest in the machinery, equipment, furnishings, or other property acquired by the Corporation with the amounts deposited into the Project Account (as defined in the Trust Agreement), and substitutions or replacements therefor, in any inventory of the Corporation now or hereafter located at the Project, and in the accounts, documents, chattel paper, instruments, and general intangibles arising in any manner from the Corporation's ownership and operation of the Project, pursuant to a *Security Agreement*, dated as of July 1, 2011 (the "**Security Agreement**"), between the Corporation and the Trustee; and

**WHEREAS**, the Bonds are to be initially sold to SAMCO Capital Markets, Inc., First Southwest Company, and Ramirez & Co., Inc. (collectively, the "**Underwriters**") at the price and pursuant to the terms of a Purchase Contract between the Corporation, the City and the Underwriters (the "**Purchase Contract**"); and

**WHEREAS**, the Lease, the Trust Agreement, the Deed of Trust, the Security Agreement and the Purchase Contract have been presented to the Board of Directors Council in substantially final form for approval pursuant to this Resolution; and

**WHEREAS**, it is hereby further officially found and determined that the meeting at which this Resolution was passed 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 and the Bylaws of the Corporation; **NOW THEREFORE:**

**BE IT RESOLVED BY THE BOARD OF DIRECTORS OF CITY OF SAN ANTONIO, TEXAS MUNICIPAL FACILITIES CORPORATION THAT:**

**SECTION 1. AUTHORIZATION OF THE ISSUANCE AND SALE OF THE BONDS.** The Corporation is hereby authorized to sell up to \$28,500,000 in principal amount of the Bonds having the terms set forth in the Trust Agreement. The Bonds shall be sold pursuant to a negotiated sale with the Underwriters. The President, Vice President, Treasurer and Executive Director of the Corporation each is hereby authorized, appointed, and designated as an officer of the Corporation to act on behalf of the Corporation to effect the sale of the Bonds and to establish the terms and details related to the issuance and sale of the Bonds including the total aggregate principal amount of Bonds to be issued (but in no event to exceed \$28,500,000), the price at which the Bonds will be sold, the aggregate principal amount of each maturity thereof, the due date of each maturity (but in no event later than *August 15, 2041*), the rate of interest to be borne on the principal amount of each such maturity (but

in no event to exceed a net effective interest rate for all Bonds of 5.00%), the dates, price and terms upon and at which the Bonds shall be subject to redemption prior to maturity at the option of the Corporation, as well as any mandatory sinking fund redemption provisions for any maturity, if any, and all other matters and procedures relating to the issuance, sale and delivery of the Bonds which are not otherwise provided in this Resolution. The President, Vice President, Treasurer and Executive Director of the Corporation, acting for and on behalf of the Corporation, each is further authorized to cause the "Financing Documents" (as defined in Section 2 below) to be completed to reflect the final terms of the Bonds approved pursuant to the authority granted herein and to approve, enter into, execute and carry out the Purchase Contract with the Underwriters. The President or Vice President of the Board of Directors is authorized and directed to execute, and the Secretary of the Corporation is authorized and directed to attest the Bonds and to affix the Corporation's seal thereto.

**SECTION 2. APPROVING THE FINANCING DOCUMENTS AND REAL ESTATE DOCUMENTS.** The Lease, the Trust Agreement, the Deed of Trust, the Security Agreement and the Purchase Contract (collectively, the "*Financing Documents*") are hereby approved in substantially the forms presented at this meeting, with such changes thereto as are approved by the President or Vice President of the Board of Directors or the Executive Director or Treasurer of the Corporation, with advice of the Corporation's counsel, and the President and Vice President of the Board of Directors and the Executive Director, any Assistant Executive Director, and the Treasurer of the Corporation each are authorized to execute, and the Secretary of the Corporation is authorized to attest the Financing Documents (if so provided therein) on behalf of the Corporation and deliver same, and when executed and delivered, the Financing Documents shall become valid and binding obligations of the Corporation in accordance with their respective terms. Additionally, there is hereby further approved the execution and delivery of the Ground Lease, the Sublease, and all other documents related to the City's conveying to the Corporation a real property interest in the land on which the Project will be located in the form approved by the Executive Director of the Corporation and counsel to the Corporation, or their respective designees (the "*Real Property Documents*").

**SECTION 3. APPROVAL OF OFFICIAL STATEMENT.** On June 2, 2011, the Board of Directors approved the form and distribution of the Preliminary Official Statement relating to the Bonds. The Board of Directors hereby approves the preparation and distribution of the final Official Statement incorporating all final terms of the Bonds and other changes deemed necessary by officers of the Corporation or the City and the Corporation's counsel.

**SECTION 4. AUTHORIZING ALL NECESSARY ACTIONS.** (a) The President and Vice President of the Board of Directors, and the Executive Director, any Assistant Executive Director, the Secretary, the Treasurer and all other officers and officials of the Corporation designated by the Executive Director are hereby authorized to take any and all action necessary to facilitate the transactions contemplated by the Financing Documents and the Real Estate Documents, including but not limited to the design, construction and installation of the Project, the assignment of permits, licenses and

related documents, and the issuance, sale, and delivery of the Bonds, including the execution of certificates, opinions, and the other documents necessary in connection therewith.

(b) The President and Vice President of the Board of Directors, and the Executive Director, any Assistant Executive Director, the Secretary, the Treasurer and all other officers, employees, and agents of the Corporation designated by the Executive Director, and each of them shall be and they are 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 Corporation 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 Resolution, the Bonds, the sale of the Bonds and all other Financing Documents and Real Estate Documents. In addition, prior to the initial delivery of the Bonds, the President and Vice President of Board of Directors, and the Executive Director, any Assistant Executive Director, the Secretary and the Treasurer of the Corporation, the Corporation's Counsel, and Bond Counsel related to the Bonds are each hereby authorized and directed to approve any technical changes or correction to this Resolution or to any of the Financing Documents and Real Estate Documents necessary in order to (i) correct any ambiguity or mistake or properly or more completely document the transactions contemplated and approved by this Resolution, (ii) obtain the approval of the Lease, the Bonds or any other Financing Documents by the Attorney General of Texas, as required by law, or (iii) obtain the ratings contemplated in the Official Statement.

(c) In case any officer whose signature shall appear on any of the Financing Documents, the Real Estate Documents or any other documents necessary in connection therewith shall cease to be such officer before the delivery of any of the Financing Documents or the Real Estate Documents or any other documents necessary in connection therewith, such signature shall nevertheless be valid and sufficient for all purposes the same as if such officer had remained in office until such delivery.

(d) The President and Vice President of the Board of Directors, and the Executive Director, any Assistant Executive Director and the Treasurer of the Corporation are each hereby designated as a "Lessor Representative" for purposes of the Lease and the Trust Agreement.

**SECTION 5. ENFORCEABILITY OF RESOLUTION.** If any section, paragraph, clause, or provision of this Resolution shall be held to be invalid or unenforceable, the invalidity or unenforceability of such section, paragraph, clause, or provision shall not affect any of the remaining provisions of this Resolution. In case any obligation of the Corporation authorized or established by this Resolution or the Financing Documents is held to be in violation of law as applied to any person or any circumstance, such obligation shall be deemed to be the obligation of the Corporation to the fullest extent permitted by law.

MBM 6/23/11  
ITEM #5A

**SECTION 6. INCORPORATION OF RECITALS.** The Board of Directors hereby finds that the statements set forth in the recitals of this Resolution are true and correct, and the Board of Directors hereby incorporates such recitals as a part of this Resolution.

**SECTION 7. EFFECTIVE DATE.** This Resolution shall become effective immediately upon its adoption.

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MBM 6/23/11  
ITEM #5A

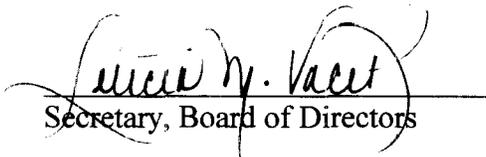
***PASSED AND APPROVED THIS 23<sup>RD</sup> DAY OF JUNE, 2011 BY THE BOARD OF DIRECTORS OF THE CITY OF SAN ANTONIO, TEXAS MUNICIPAL FACILITIES CORPORATION.***



\_\_\_\_\_  
President, Board of Directors

**JULIÁN CASTRO**

Attest:



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

(Seal)



EXECUTION PAGE TO BOND RESOLUTION RELATING TO  
CITY OF SAN ANTONIO, TEXAS MUNICIPAL FACILITIES CORPORATION  
LEASE REVENUE BONDS, SERIES 2011 (PUBLIC SAFETY ANSWERING POINT PROJECT)

|                     |   |                    |            |            |                |               |               |
|---------------------|---|--------------------|------------|------------|----------------|---------------|---------------|
| <b>Agenda Item:</b> | 5A  |                    |            |            |                |               |               |
| <b>Date:</b>        | 06/23/2011  |                    |            |            |                |               |               |
| <b>Time:</b>        | 09:44:13 AM   |                    |            |            |                |               |               |
| <b>Vote Type:</b>   | Motion to Approve   |                    |            |            |                |               |               |
| <b>Description:</b> | A Resolution of the City of San Antonio, Texas Municipal Facilities Corporation authorizing the Issuance, Sale and Delivery of up to \$28,500,000.00 in Principal Amount of "City of San Antonio, Texas Municipal Facilities Corporation Lease Revenue Bonds, Series 2011" for the Purpose of Financing the Acquisition and Construction of a Fire and Police Emergency Dispatch Center (also known as the Public Safety Answering Point Project) for the City of San Antonio, Texas; Approving the Trust Agreement, the Lease Agreement, the Mortgage and the Security Agreement in Connection Therewith; and Authorizing Other Necessary Actions Related Thereto. |                    |            |            |                |               |               |
| <b>Result:</b>      | Passed  |                    |            |            |                |               |               |
| <b>Voter</b>        | <b>Group</b>  | <b>Not Present</b> | <b>Yea</b> | <b>Nay</b> | <b>Abstain</b> | <b>Motion</b> | <b>Second</b> |
| Julián Castro       | Mayor   |                    | x          |            |                |               |               |
| Diego Bernal        | District 1  |                    | x          |            |                |               |               |
| Ivy R. Taylor       | District 2  |                    | x          |            |                |               |               |
| Jennifer V. Ramos   | District 3  |                    | x          |            |                | x             |               |
| Rey Saldaña         | District 4  |                    | x          |            |                |               |               |
| David Medina Jr.    | District 5  |                    | x          |            |                |               |               |
| Ray Lopez           | District 6  |                    | x          |            |                |               |               |
| Cris Medina         | District 7  |                    | x          |            |                |               |               |
| W. Reed Williams    | District 8  |                    | x          |            |                |               |               |
| Elisa Chan          | District 9  |                    | x          |            |                |               | x             |
| Carlton Soules      | District 10   |                    | x          |            |                |               |               |

**CERTIFICATE FOR RESOLUTION**

I, the undersigned Secretary of the **CITY OF SAN ANTONIO, TEXAS MUNICIPAL FACILITIES CORPORATION** (the "**Corporation**"), hereby certify as follows:

1. The Board of Directors of the Corporation convened in **REGULAR MEETING ON THE 23<sup>RD</sup> DAY OF JUNE, 2011** at the designated meeting place, and the roll was called of the duly constituted officers and members of said Board of Directors, to wit:

- |                                   |                  |
|-----------------------------------|------------------|
| Julián Castro, President          |                  |
| David Medina, Jr., Vice President | Ray Lopez        |
| Diego M. Bernal                   | Chris Medina     |
| Ivy R. Taylor                     | W. Reed Williams |
| Jennifer V. Ramos                 | Elisa Chan       |
| Rey Saldaña                       | Carlton Soules   |

and all of said persons were present, except the following absentees: NONE, thus constituting a quorum. Whereupon, among other business, the following was transacted at said Meeting: a written Resolution entitled:

**A RESOLUTION OF THE  
CITY OF SAN ANTONIO, TEXAS  
MUNICIPAL FACILITIES CORPORATION**

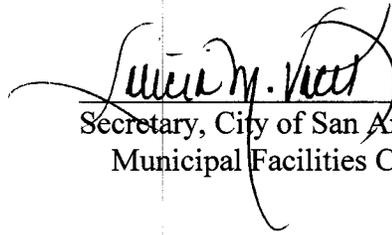
**AUTHORIZING THE ISSUANCE, SALE AND DELIVERY OF UP TO \$28,500,000 IN PRINCIPAL AMOUNT OF "CITY OF SAN ANTONIO, TEXAS MUNICIPAL FACILITIES CORPORATION LEASE REVENUE BONDS, SERIES 2011" FOR THE PURPOSE OF FINANCING THE ACQUISITION AND CONSTRUCTION OF A PUBLIC SAFETY ANSWER POINT (PSAP) CENTER FOR THE CITY OF SAN ANTONIO, TEXAS; APPROVING THE TRUST AGREEMENT, THE LEASE AGREEMENT, THE MORTGAGE AND THE SECURITY AGREEMENT IN CONNECTION THEREWITH; AND AUTHORIZING OTHER NECESSARY ACTIONS RELATED THERETO**

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

AYES: 11 NOES: 0 ABSTENTIONS: 0

2. A true, full and correct copy of the aforesaid Resolution passed at the Meeting described in the above and foregoing paragraph is attached to and follows this Certificate; said Resolution has been duly recorded in said Board of Directors's minutes of said Meeting; the above and foregoing paragraph is a true, full and correct excerpt from said Board of Directors's minutes of said Meeting pertaining to the passage of said Resolution; 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; 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 passage at said Meeting, and each of said officers and members consented, in advance, to the holding of said Meeting for such purpose; and 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 Texas Government Code, Chapter 551.

***SIGNED AND SEALED THE 23<sup>RD</sup> DAY OF JUNE, 2011.***



Susan M. Vetter

Secretary, City of San Antonio, Texas  
Municipal Facilities Corporation

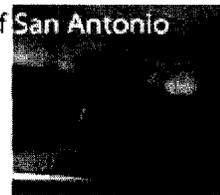
(SEAL)





Request for  
**COUNCIL**  
**ACTION**

City of San Antonio



## Agenda Voting Results - 5A

|                     |   |                    |            |            |                |               |               |
|---------------------|---|--------------------|------------|------------|----------------|---------------|---------------|
| <b>Name:</b>        | 5A  |                    |            |            |                |               |               |
| <b>Date:</b>        | 06/23/2011  |                    |            |            |                |               |               |
| <b>Time:</b>        | 09:44:13 AM   |                    |            |            |                |               |               |
| <b>Vote Type:</b>   | Motion to Approve   |                    |            |            |                |               |               |
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| <b>Result:</b>      | Passed  |                    |            |            |                |               |               |
| <b>Voter</b>        | <b>Group</b>  | <b>Not Present</b> | <b>Yea</b> | <b>Nay</b> | <b>Abstain</b> | <b>Motion</b> | <b>Second</b> |
| Julián Castro       | Mayor   |                    | x          |            |                |               |               |
| Diego Bernal        | District 1  |                    | x          |            |                |               |               |
| Ivy R. Taylor       | District 2  |                    | x          |            |                |               |               |
| Jennifer V. Ramos   | District 3  |                    | x          |            |                | x             |               |
| Rey Saldaña         | District 4  |                    | x          |            |                |               |               |
| David Medina Jr.    | District 5  |                    | x          |            |                |               |               |
| Ray Lopez           | District 6  |                    | x          |            |                |               |               |
| Cris Medina         | District 7  |                    | x          |            |                |               |               |
| W. Reed Williams    | District 8  |                    | x          |            |                |               |               |
| Elisa Chan          | District 9  |                    | x          |            |                |               | x             |
| Carlton Soules      | District 10   |                    | x          |            |                |               |               |

# **Municipal Facilities Corporation**

**City Council Meeting  
June 23, 2011  
Agenda Item 5**

**Ben Gorzell, Jr.  
Chief Financial Officer**

## City of San Antonio Municipal Facilities Corporation

- Created in 2001
- Non-profit local government corporation formed by, and on behalf of, the City to acquire, construct, equip, finance, operate and maintain land and municipal facilities at the request of the City Council
- Governed by an 11-member Board of Directors composed entirely of City Council members

On October 7, 2010, City Council approved a contract with Guido and Sundt, a joint venture, to complete the construction of a new Fire and Police Emergency Dispatch Center, also known as the Public Safety Answering Point ("PSAP")

The new Fire and Police Emergency Dispatch Center is located at Brooks City-Base, adjacent to the Emergency Operations Center, and is scheduled to be completed in December 2011

Replace and enlarge the existing Fire and Police Emergency Dispatch Center, located in the current Police Headquarters, at 214 West Nueva

The project is primarily being funded through the issuance of Municipal Facilities Corporation Lease Revenue Bonds and grant funding

Approximately \$27,650,000 City of San Antonio, Texas Municipal Facilities Corporation Lease Revenue Bonds, Series 2011

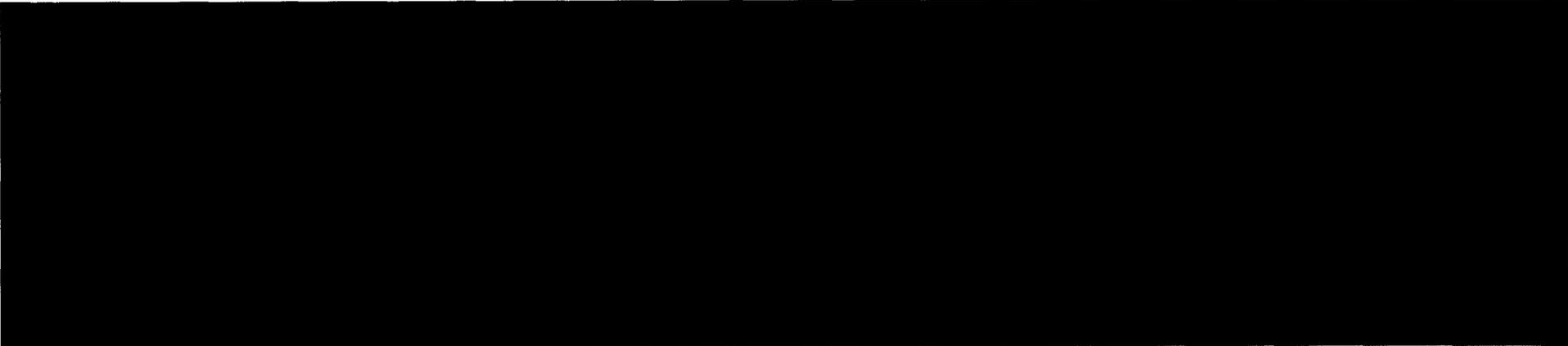
- Tax-exempt lease revenue bonds
- Corporation will enter into a Lease Agreement, with the City, under which the Debt service for the Facility will be paid from City Council approved annual appropriations
- Bonds mature over 30 years with approximately level annual debt service
- Mortgage on facility utilized to secure bonds

### Sources of Funds

|                                 |                  |
|---------------------------------|------------------|
| • Principal Amount of the Bonds | \$27,650,000     |
| • Grants                        | <u>2,131,230</u> |
| Total Sources of Funds          | \$29,781,230     |

### Uses of Funds

|   |                |
|---|----------------|
| • Deposit to Project Fund                                 | \$28,061,520   |
| • Deposit to Bond Fund (Accrued and Capitalized Interest) | 1,338,143      |
| • Cost of Issuance (including Underwriters' Discount)     | <u>381,567</u> |
| Total Uses of Funds                                       | \$29,781,230   |



|                    |   |
|--------------------|---|
| June 2, 2011       | City Council Approved Preliminary Official Statement        |
| June 6, 2011       | Presentations Made to Rating Agencies                       |
| June 23, 2011      | City Council Action to Approve Parameter Sale Authorization |
| July 12 & 13, 2011 | Pricing by Underwriting Syndicate                           |
| August 10, 2011    | Closing and Delivery  |

Staff recommends approval of this Resolution authorizing the Issuance, Sale and Delivery of the Bonds and other necessary actions related thereto. Additionally, staff recommends approval of this Ordinance approving a Lease Agreement and Consenting to the Execution and Delivery of a Trust Agreement, a Mortgage, a Security Agreement, and all other related documents and agreements.

