

Holly Gray, Vice President
David Brundage, Board Member
John Pullen, Board Member



Brian Darby, Board Member
David Thompson, Board Member
Ernie Adams, Board Member

**ROANOKE CONVENTION CENTER HOTEL
LOCAL DEVELOPMENT CORPORATION
AGENDA
JULY 14, 2026
7:00 PM
500 S OAK ST
ROANOKE, TEXAS 76262**

A. CALL TO ORDER

B. PUBLIC INPUT

This item is available for citizens to address the Roanoke Hotel Convention Center Local Development Corporation on any issues that are not the subject of a public hearing. No action by law may be taken on the topic. The presiding officer reserves the right to impose a time limit on this portion of the agenda. In order to provide the highest quality audio, all speakers need to speak at the podium.

C. APPROVAL OF THE MINUTES

1. Consider approval of the minutes from the Roanoke Convention Center Hotel Local Development Corporation regular meeting held June 23, 2026.

D. NEW BUSINESS

1. Consider and act on Resolution No. 2026-114R authorizing the issuance of the Roanoke Convention Center Hotel Local Development Corporation First-Lien Hotel Revenue Bonds, Series 2026A and the Roanoke Convention Center Hotel Local Development Corporation Second-Lien Hotel Revenue Bonds, Series 2026B in an aggregate principal amount not to exceed \$100,000,000 and in accordance with other parameters set forth herein; authorizing the selection of a bond trustee and the execution and delivery of all agreements and financing documents related to the issuance, sale and delivery of such bonds and the development, construction and operation of the convention center hotel project,



AGENDA FOR THE REGULAR MEETING
OF THE ROANOKE CONVENTION
CENTER HOTEL LOCAL
DEVELOPMENT CORPORATION

July 14, 2026
Page 2 of 2

including an indenture of trust, a ground lease, a management agreement and all other documents in connection therewith; and resolving other matters related thereto

E. ADJOURNMENT

CERTIFICATION

I certify that the above notice was posted at City Hall, 500 South Oak Street, Roanoke, Texas, on Tuesday, July 7, 2026, by 5:00 pm, in accordance with Chapter 551, Texas Government Code.

Lindsay Rawlinson, City Secretary

*Any person planning to attend this meeting that may require auxiliary aids or services should request accommodations two (2) days prior to the meeting by calling (817) 491-8152. **BRaille IS NOT AVAILABLE.**

A public wireless network is now available in the Council Chambers for use during meetings. It is available from 7am to 11pm Monday thru Friday. The name of the network is: COR-Guests



Holly Gray, Vice President
David Brundage, Board Member
John Pullen, Board Member

Carl E. Gierisch, Jr., President

Brian Darby, Board Member
David Thompson, Board Member
Ernie Adams, Board Member

MINUTES
ROANOKE CONVENTION CENTER HOTEL LOCAL DEVELOPMENT CORPORATION
JUNE 9, 2026
CITY HALL COUNCIL CHAMBERS
500 S. OAK STREET
7:30 P.M.

PRESENT: President Carl E. "Scooter" Gierisch, Jr., Vice President Holly Gray, Board Members Brian Darby, David Brundage, David Thompson, John Pullen, and Ernie Adams; City Manager Cody Petree, City Secretary Lindsay Rawlinson, and City Attorney Jeff Moore.

DEPT. STAFF: Finance Director Kyle Lester, Public Works Director Shawn Wilkinson, Development Services Manager JR Hames, Library & Museum Director Kelly Holt, Chief of Police Jeff Williams, and Public Engagement Manager Sandra Pettigrew.

ABSENT: None.

A. CALL TO ORDER

President Gierisch called the meeting to order at 7:00 p.m.

B. PUBLIC INPUT

None.

C. APPROVAL OF THE MINUTES

1. Consider approval of the minutes from the Roanoke Convention Center Hotel Local Development Corporation regular meeting held June 9, 2026

Motion made by Vice President Gray and seconded by Board Member Thompson- to approve the minutes from the Roanoke Convention Center Hotel Local Development Corporation meeting held June 9, 2026.

Motion carried unanimously.



**MINUTES OF THE ROANOKE
CONVENTION CENTER HOTEL LOCAL
DEVELOPMENT CORPORATION**

**June 23, 2026
Page 2 of 2**

D. NEW BUSINESS

1. Consider and act on a resolution authorizing the issuance of the Roanoke Convention Center Hotel Local Development Corporation First-Lien Hotel Revenue Bonds, Series 2026A and the Roanoke Convention Center Hotel Local Development Corporation Second-Lien Hotel Revenue Bonds, Series 2026B in an aggregate principal amount not to exceed \$90,000,000 and in accordance with other parameters set forth herein; authorizing the selection of a bond trustee and the execution and delivery of all agreements and financing documents related to the issuance, sale and delivery of such bonds and the development, construction and operation of the convention center hotel project, including an indenture of trust, a ground lease, a management agreement and all other documents in connection therewith; and resolving other matters related thereto.

City Attorney Jeff Moore clarified that documentation included in the board packet referenced approval of a principal amount not to exceed \$100,000,000 but the agenda language referenced an amount not to exceed \$90,000,000. The board will consider the lesser amount as listed on the agenda and consider an additional amount at a future meeting.

Motion made by Vice President Gray and seconded by Board Member Adams to approve a resolution authorizing the issuance of the Roanoke Convention Center Hotel Local Development Corporation First-Lien Hotel Revenue Bonds, Series 2026A and the Roanoke Convention Center Hotel Local Development Corporation Second-Lien Hotel Revenue Bonds, Series 2026B in an aggregate principal amount not to exceed \$90,000,000 and in accordance with other parameters set forth herein; authorizing the selection of a bond trustee and the execution and delivery of all agreements and financing documents related to the issuance, sale and delivery of such bonds and the development, construction and operation of the convention center hotel project, including an indenture of trust, a ground lease, a management agreement and all other documents in connection therewith; and resolving other matters related thereto.

Motion carried unanimously.

E. ADJOURNMENT

Motion made by Vice President Gray and seconded by Board Member Darby to adjourn the meeting at 7:03 p.m.

Motion carried unanimously.

Carl E. "Scooter" Gierisch, Jr., President

Lindsay Rawlinson, City Secretary



**Roanoke Convention Center Hotel Local Development
Corporation AGENDA ITEM**

TO: RCCHLDC Board of Directors

SUBJECT: Resolution No. 2026-114R

MEETING DATE: July 14, 2026

DEPARTMENT: Administration

ITEM SUMMARY:

Consider and act on Resolution No. 2026-114R authorizing the issuance of the Roanoke Convention Center Hotel Local Development Corporation First-Lien Hotel Revenue Bonds, Series 2026A and the Roanoke Convention Center Hotel Local Development Corporation Second-Lien Hotel Revenue Bonds, Series 2026B in an aggregate principal amount not to exceed \$100,000,000 and in accordance with other parameters set forth herein; authorizing the selection of a bond trustee and the execution and delivery of all agreements and financing documents related to the issuance, sale and delivery of such bonds and the development, construction and operation of the convention center hotel project, including an indenture of trust, a ground lease, a management agreement and all other documents in connection therewith; and resolving other matters related thereto

INFORMATION:

STAFF RECOMMENDATION:

SPECIAL CONSIDERATION:

FINANCIAL CONSIDERATION:

ATTACHMENTS:

1. RES NO 2026-114R RCCH LDC Bond

CERTIFICATE FOR RESOLUTION

THE STATE OF TEXAS
CITY OF ROANOKE
ROANOKE CONVENTION CENTER HOTEL LOCAL DEVELOPMENT CORPORATION

The undersigned officers of Roanoke Convention Center Hotel Local Development Corporation ("Corporation") hereby certify as follows:

1. The Board of Directors of the Corporation ("Board") convened in a CALLED MEETING on July 14, 2026, in City Hall Council Chambers, 500 S Oak St, Roanoke, TX 76262 and the roll was called of the duly constituted members of said Board of Directors, to-wit:

Scooter Gierisch, Mayor
Brian Darby
David Thompson
John Pullen

Holly Gray, Mayor Pro Tem
David Brundage
Ernie Adams

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

RESOLUTION AUTHORIZING THE ISSUANCE OF THE ROANOKE CONVENTION CENTER HOTEL LOCAL DEVELOPMENT CORPORATION FIRST-LIEN HOTEL REVENUE BONDS, SERIES 2026A AND THE ROANOKE CONVENTION CENTER HOTEL LOCAL DEVELOPMENT CORPORATION SECOND-LIEN HOTEL REVENUE BONDS, SERIES 2026B IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$100,000,000 AND IN ACCORDANCE WITH OTHER PARAMETERS SET FORTH HEREIN; AUTHORIZING THE SELECTION OF A BOND TRUSTEE AND THE EXECUTION AND DELIVERY OF ALL AGREEMENTS AND FINANCING DOCUMENTS RELATED TO THE ISSUANCE, SALE AND DELIVERY OF SUCH BONDS AND THE DEVELOPMENT, CONSTRUCTION AND OPERATION OF THE CONVENTION CENTER HOTEL PROJECT, INCLUDING AN INDENTURE OF TRUST, A GROUND LEASE, A MANAGEMENT AGREEMENT AND ALL OTHER DOCUMENTS IN CONNECTION THEREWITH; AND RESOLVING OTHER MATTERS RELATED THERETO

was duly introduced for the consideration of said Board. 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: _____ NOES: _____ ABSTENTION: _____

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's minutes of said Meeting; that the above and foregoing paragraph is a true, full, and correct excerpt from said Board's 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 the Board as indicated therein; that each of the officers and members of the Board was duly and sufficiently notified officially and personally, in advance, of the time, place and purpose of the aforesaid Meeting; that said Meeting was conducted in accordance with all applicable laws, 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 said Resolution has not been modified, amended or repealed and said Resolution remains in full force and effect as of this date.

SIGNED AND SEALED this July 14, 2026.

Secretary

President

(SEAL)

RESOLUTION NO. 2026-114R

RESOLUTION AUTHORIZING THE ISSUANCE OF THE ROANOKE CONVENTION CENTER HOTEL LOCAL DEVELOPMENT CORPORATION FIRST-LIEN HOTEL REVENUE BONDS, SERIES 2026A AND THE ROANOKE CONVENTION CENTER HOTEL LOCAL DEVELOPMENT CORPORATION SECOND-LIEN HOTEL REVENUE BONDS, SERIES 2026B IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$100,000,000 AND IN ACCORDANCE WITH OTHER PARAMETERS SET FORTH HEREIN; AUTHORIZING THE SELECTION OF A BOND TRUSTEE AND THE EXECUTION AND DELIVERY OF ALL AGREEMENTS AND FINANCING DOCUMENTS RELATED TO THE ISSUANCE, SALE AND DELIVERY OF SUCH BONDS AND THE DEVELOPMENT, CONSTRUCTION AND OPERATION OF THE CONVENTION CENTER HOTEL PROJECT, INCLUDING AN INDENTURE OF TRUST, A GROUND LEASE, A MANAGEMENT AGREEMENT AND ALL OTHER DOCUMENTS IN CONNECTION THEREWITH; AND RESOLVING OTHER MATTERS RELATED THERETO

WHEREAS, the Roanoke Convention Center Hotel Local Development Corporation (the "Corporation") is a nonprofit local government corporation created by the City of Roanoke, Texas (the "City") and existing under Subchapter D of Chapter 431, Texas Transportation Code, as amended ("Act"), to issue revenue bonds for the purpose of financing and refinancing the cost of acquiring, improving and equipping a full service convention center hotel; and

WHEREAS, the City has determined that it is in the best interests of the City and its residents that a full-service, public, upscale hotel (the "Hotel") and a convention center that will include public meeting space and related public infrastructure and facilities as well as certain surface parking, landscaping, hardscaping and other amenities be constructed; and

WHEREAS, the City has determined to undertake the development and construction of the public facilities consisting of conference and meeting rooms, ballrooms and related infrastructure and parking (the "City Facilities" and together with the Hotel, the "Project") that are to be connected to and integrated with the full service convention center hotel being constructed contemporaneously in the downtown area of the City; and

WHEREAS, the Corporation has entered into a Master Development Agreement among Garfield Public/Private LLC (the "Development Manager"), the Corporation and the City for the development of the Project (the "Master Development Agreement"); and

WHEREAS, the Corporation has entered into a Ground Lease (the "Ground Lease") by and between the City and the Corporation whereby the City will retain

ownership of the property on which the Hotel will be constructed and will lease such property to the Corporation; and

WHEREAS, the Corporation has entered into a City Facilities Lease (the “City Facilities Lease” and together with the Ground Lease, the “Leases”) by and between the City and the Corporation whereby the City will retain ownership of the City Facilities and lease them to the Corporation; and

WHEREAS, the Act and the corporate proceedings creating the Corporation authorize the Corporation to issue revenue bonds for such purpose; and

WHEREAS, the Corporation has agreed and intends to issue its Roanoke Convention Center Hotel Local Development Corporation First-Lien Hotel Revenue Bonds, Series 2026A and its Roanoke Convention Center Hotel Local Development Corporation Second-Lien Hotel Revenue Bonds, Series 2026B (together, the “Bonds”), pursuant to the Act and an indenture of trust (the “Indenture”) between the Corporation and a bond trustee to be selected by the President of the Board of Directors of the Corporation (“Board”) or the Chief Executive Officer/Chief Administrative Officer of the Corporation and determined to be a bank or trust company or national or state banking association (the “Bond Trustee”); and

WHEREAS, pursuant to the terms of this Resolution and the Indenture, the Bonds will be issued in accordance with the parameters set forth herein for the purpose of acquiring, constructing, furnishing and equipping the Hotel, providing for the funding of various accounts and funds, paying capitalized interest, paying costs of issuance of the Bonds and other purposes permitted by law; and

WHEREAS, the Board has been presented with and has examined proposed forms of the Indenture and the related financing documents and agreements with respect to the issuance, sale and delivery of the Bonds and the Project, and all other documents necessary and appropriate for the development, financing, construction, management and operation of the Project and the Board finds that the form and substance of such documents are satisfactory and the recitals and findings contained therein are true, correct and complete and hereby adopts and incorporates by reference such recitals and findings as if set forth in full in this Resolution, and finds that it is in the best interest of the Corporation and assists in carrying out the public purpose of the Corporation to authorize the execution and delivery of such documents; and

WHEREAS, the Corporation understands that an underwriter or a syndicate of underwriters (“Underwriters”) intends to distribute a Preliminary Official Statement (as defined below) and an Official Statement (as defined below) in connection with the public offering and sale of the Bonds; and

WHEREAS, in addition to the issuance the Bonds authorized hereby, the Corporation is making an equity contribution to the payment of costs of development and construction of the Hotel; and

WHEREAS, it is officially found, determined, and declared that the meeting at which this Resolution has been adopted was open to the public and public notice of the time, place and subject matter of the public business to be considered and acted upon at said meeting, including this Resolution, was given, all as required by the applicable provisions of Chapter 551 Texas Government Code.

NOW THEREFORE BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE ROANOKE CONVENTION CENTER HOTEL LOCAL DEVELOPMENT CORPORATION, THAT:

SECTION 1.

The recitals set forth in the preamble hereof are incorporated herein and shall have the same force and effect as if set forth in this Section.

SECTION 2.

The Board hereby authorizes and directs the issuance of the Bonds within the parameters set forth below:

- (a) the Bonds shall be issued on a date no later than six months from the date of adoption of this Resolution;
- (b) the aggregate principal amount of the Bonds shall not exceed \$100,000,000;
- (c) the net effective interest rate of either series of the Bonds shall not exceed 9.00%, in accordance with an indenture of trust substantially in the form of the Indenture;
- (d) the maximum maturity of the Bonds shall not exceed August 15, 2061.

SECTION 3.

The form, terms and provisions of the Indenture and the Bonds being hereby authorized and approved, and the President of the Board or the Chief Executive Officer/Chief Administrative Officer of the Corporation are hereby authorized and directed to select the Trustee and execute and deliver such Indenture and the President of the Board is further authorized to execute and deliver the Bonds on behalf of the Corporation, and the Secretary of the Board is hereby authorized to attest and affix the Corporation's seal thereto, with such changes therein as the officers executing the same may approve, such approval to be conclusively evidenced by such execution thereof. The Board hereby authorizes the City Manager of the City to act as Chief Executive Officer/Chief Administrative Officer for the Board in carrying out the requirements of this Resolution, the Indenture, and all matters relating to the issuance of the Bonds and agreements necessary to carry out the issuance of the Bonds and the design, construction and financing of the Project.

SECTION 4.

The Board hereby authorizes the execution and delivery of a purchase contract or contracts, to provide for the sale of the Bonds, to be dated the date of its execution ("Purchase Contract"), between the Corporation and the Underwriters, the terms and provisions of the Purchase Contract being hereby authorized and approved, and the President of the Board or the Chief Executive Officer/Chief Administrative Officer of the Corporation are hereby authorized and directed to execute and deliver the Purchase Contract on behalf of the Corporation, with such changes therein as they may approve, such approval to be conclusively evidenced by such execution thereof.

SECTION 5.

The Board hereby authorizes the use of a preliminary official statement ("Preliminary Official Statement") and a final official statement, to be dated the date of the Purchase Contract ("Official Statement") by the Underwriters, and further authorizes the execution and distribution of the Preliminary Official Statement and the Official Statement and any other offering documents or circulars in connection with the sale and delivery of the Bonds.

SECTION 6.

The Board hereby authorizes the President of the Board and/or the Chief Executive Officer/Chief Administrative Officer of the Corporation or their designees, to negotiate the terms of all other agreements, contracts and instruments as may be necessary or required to carry out the terms and provisions of this Resolution, the Indenture and the Purchase Contract and any and all other documents relating to the sale, issuance and delivery of the Bonds, and the development, construction, management and operation of the Project, and, upon the determination of the final terms and provisions as are necessary and in the best interests of the Corporation, further authorizes the execution of any such documents and agreements by the President of the Board and/or the Chief Executive Officer/Chief Administrative Officer of the Corporation or their designees.

SECTION 7.

The President and Secretary of the Board, the Chief Executive Officer/Chief Administrative Officer and all officers, employees and agents of the Corporation, and each of them, shall be and each is expressly authorized, empowered and directed from time to time and at any time to do and perform all acts and things, including taking action necessary to nominate members to fill vacancies on the Board, select the Trustee, receive the approval of the Bonds from the Attorney General of Texas, register the Bonds with the Comptroller of Public Accounts or his designee, and comply with federal tax and securities laws, as necessary, in connection with the issuance, sale and delivery of the Bonds, and to execute, acknowledge and deliver in the name and under the corporate seal and on behalf of the Corporation all certificates, agreements, financing statements, instruments and other papers, whether or not herein mentioned, as they may determine

to be necessary or desirable in order to carry out the terms and provisions of this Resolution, the Indenture, the Bonds, the Purchase Contract, the Official Statement, and any and all other documents and agreements related to the issuance, sale and delivery of the Bonds and the development, financing, construction, operation and management of the Project, such determination to be conclusively evidenced by the performance of such acts and things and the execution of any such certificate, agreement, financing statement, instrument or other paper.

SECTION 8.

This Resolution shall be effective immediately from and after its passage.

[Signature Page Follows]

ADOPTED: July 14, 2026.

President

ATTEST:

Secretary

[SEAL]