

Exhibit B

TEXAS PUBLIC FINANCE AUTHORITY REQUEST FOR PROPOSALS FOR FINANCIAL ADVISORY SERVICES

Contracts Terms and Conditions Mandated by Texas Statutes

1. **Texas Family Code, Chapter 231, relating to Child Support.**

Explanation:

Chapter 231 prohibits bids, grants, loans, and contracts with any business entity in which a person who has at least a 25% ownership interest is 30 days or more delinquent in paying child support.

Contract provision:

Under Texas Family Code, Section 231.006 (relating to child support), Contractor certifies that it is not ineligible to receive the specified payment and acknowledges that the contract may be terminated, and payment withheld, if this certification is incorrect.

2. **Texas Government Code, Section 403.055, relating to prohibition on payments to debtors and delinquent tax payers.**

Explanation:

Payments to persons who owe a debt to the state or are delinquent in paying state taxes are prohibited. Contracts with such persons are also prohibited unless the person agrees to a contract clause that permits offsetting the debt or delinquent tax by the payments due under the contract.

Contract provision:

Payments due the Contractor under this contract shall be applied to any debt or delinquent tax the Contractor owes to the state until such debt or delinquent tax is paid in full.

3. **Texas Government Code, Section 2260.004, relating to Alternative Dispute Resolution.**

Explanation:

Contracts of any state agency must include a provision that the dispute resolution process used by the agency in accordance with Chapter 2260 must be used to resolve any dispute arising under the contract.

Contract provision:

The parties agree that any dispute arising under the contract shall be resolved in accordance with an alternative dispute resolution that complies with Chapter 2260, Texas Government Code.

4. **Texas Government Code, Section 2155.004, relating to prohibited contracts.**

Explanation:

A state agency may not contract with a firm: (a) that includes financial participation by a person who received compensation from the agency for preparing specifications or a request for proposal; or (b) that is incorporated or domiciled out of the state unless the firm holds a permit from the comptroller to collect and remit all taxes due, or certifies that it does not sell products or services subject to sales or use tax.

Contract provision:

Under Section 2155.004, Texas Government Code, the Contractor certifies that it is not ineligible to receive the contract and acknowledges that the contract may be terminated, and payments withheld, if this certification is inaccurate.

5. **Texas Government Code, Section 2262.003, relating to contract audits by the State Auditor's Office**

Explanation:

Under Section 2262.003, Texas Government Code, all contracts of state agencies must contain a provision that the contractor and any subcontractor, by accepting funds under the contract or subcontract, understands and agrees that the State Auditor's Office may audit or investigate such funds.

Contract provision:

Contractor understands and agrees that by accepting funds under a contract with the Authority it is accepting the authority of the State Auditor's Office to conduct an audit or investigation with respect to such funds. Contractor further agrees to cooperate fully with the State Auditor's Office or its successor in agency the conduct of the audit or investigation, including providing all records requested.

6. **Texas Tax Code, Chapter 171, related to the Texas franchise tax.**

Explanation:

Contractor required to make affirmative statement as to its taxpayer status under Chapter 171.

Contract Provision:

Contractor certifies that it is not delinquent in payments, or is exempt from payment, of Texas franchise taxes.

7. **Texas Government Code, Chapter 2271, prohibiting contracts with companies boycotting Israel.**

Explanation: A Texas state agency may not enter into certain contracts with a company that boycotts Israel. This prohibition does not apply to a sole proprietorship.

Contract Provision:

In accordance with section 2271.002 of the Texas Government Code and by executing this Contract, Contractor certifies that it does not boycott Israel and will not boycott Israel through the term of this Contract. For purposes of this certification, “boycott Israel” shall mean refusing to deal with, terminating business activities with, or otherwise taking any action that is intended to penalize, inflict economic harm on, or limit commercial relations specifically with Israel, or with a person or entity doing business in Israel or in an Israeli-controlled territory, but does not include an action made for ordinary business purposes.

8. **Texas Government Code, Section 2252.152, prohibiting a state agency from contracting with a company identified as doing business with terrorist organizations.**

Explanation:

Prohibits a state agency from contracting with a company identified as doing business with terrorist organizations.

Contract Provision:

Contractor certifies, by executing this Contract, that neither the Contractor, nor any subcontractor of the Contractor, is a company with which a Texas governmental entity would be prohibited from contracting pursuant to section 2252.152 of the Texas Government Code. Contractor agrees to take all necessary steps to ensure this certification remains true during the term of this Contract.

9. **Texas Government Code, Section 2252.908, relating to public disclosure of ownership interests of a business entity which contracts with a governmental entity.**

Explanation:

Pursuant to Texas Government Code Section 2252.908(c)(4), publicly traded entities are exempt from the disclosure requirements of Section 2252.908. (Commonly referred to as a “Form 1295” disclosure.)

Contract Provision:

Contractor certifies, by executing this Contract, that it is a publicly traded business entity, or a wholly owned subsidiary thereof, as that term is used in section 2252.908(c)(4) of the Texas Government Code.

10. **Texas Government Code, Section 2274.002, prohibiting a state agency from contracting with a company boycotting energy companies.**

Explanation:

Prohibits a state agency from contracting with a company that boycotts energy companies.

Contract Provision:

Contractor certifies, by executing this Contract, hereby verifies and affirms that it and its parent company, wholly owned or majority owned subsidiaries, and other affiliates, if any, do not boycott energy companies and will not boycott energy companies during the term of this Agreement. The definitions established by Section 2274.001 of the Texas Government Code, as added by Senate Bill 13, 87th Legislature, R.S., 2021, shall govern the construction of this section. For the purpose of this Section XXIV, [Respondent] understands ‘affiliate’ to mean an entity that controls, is controlled by, or is under common control with [Respondent] within the meaning of SEC Rule 405, 17 C.F.R. § 230.405, and exists to make a profit.

11. Texas Government Code, Section 2274.001, prohibiting a state agency from contracting with a company that discriminates against firearm entities and firearm trade associations.

Explanation:

Prohibits a state agency from contracting with a company that discriminates against firearm entities and firearm trade associations.

Contract Provision:

Contractor certifies, by executing this Contract, hereby verifies and affirms that it and its parent company, wholly owned or majority owned subsidiaries, and other affiliates, if any, do not have a practice, policy, guidance, or directive that discriminates against a firearm entity or firearm trade association and will not discriminate against a firearm entity or firearm trade association during the term of this Agreement. The definitions established by Section 2274.001 of the Texas Government Code, as added by Senate Bill 19, 87th Legislature, R.S., 2021, shall govern the construction of this section. For the purpose of this Section XXV, [Respondent] understands ‘affiliate’ to mean an entity that controls, is controlled by, or is under common control with [Respondent] within the meaning of SEC Rule 405, 17 C.F.R. § 230.405, and exists to make a profit.