

ORDER RATIFYING THE ISSUANCE, SALE, AND DELIVERY OF FORT BEND COUNTY, TEXAS SENIOR LIEN TOLL ROAD REVENUE BONDS, SERIES 2014; RATIFYING A SECOND SUPPLEMENT TO THE TOLL ROAD SENIOR LIEN REVENUE BOND TRUST INDENTURE; APPROVING AN AMENDMENT TO THE BOND PURCHASE AGREEMENT AND THE SUPPLEMENT TO THE OFFICIAL STATEMENT; AUTHORIZING THE EXECUTION OF DOCUMENTS AND INSTRUMENTS NECESSARY OR CONVENIENT TO CARRY OUT THE ISSUANCE, SALE, AND DELIVERY OF THE SERIES 2014 BONDS; AUTHORIZING AND RATIFYING OTHER ACTIONS; MAKING CERTAIN FINDINGS WITH RESPECT THERETO; AND CONTAINING OTHER PROVISIONS RELATING TO THE SUBJECT

THE STATE OF TEXAS     §  
                                      §  
COUNTY OF FORT BEND §

WHEREAS, Fort Bend County, Texas, acting through its Commissioners Court (the "County"), previously authorized the issuance of its \$45,000,000 Senior Lien Toll Road Revenue Bonds, Series 2014 (the "Series 2014 Bonds") pursuant to the Senior Lien Toll Road Revenue Bond Trust Indenture dated as of May 15, 2012 (the "Indenture") and the Second Supplemental Senior Lien Toll Road Revenue Bond Trust Indenture dated as of December 1, 2014 (the "Second Supplemental Indenture"), each between the County and Wells Fargo Bank, N.A., as trustee (the Indenture and the Second Supplemental Indenture are referred to herein collectively as the "Senior Lien Indenture");

WHEREAS, capitalized terms used in this Order and not otherwise defined shall have the meaning given to such terms in the Senior Lien Indenture;

WHEREAS, the County entered into a Bond Purchase Agreement dated as of November 18, 2014 (the "Bond Purchase Agreement"), related to the Series 2014 Bonds with Raymond James & Associates, Inc., as senior manager for a syndicate of underwriters (the "Underwriters"), setting forth certain terms and conditions upon which the Underwriters will purchase the Series 2014 Bonds from the County and the County will sell the Series 2014 Bonds to the Underwriters;

WHEREAS, the Commissioners Court of the County has been presented with, has considered and desires to ratify the issuance of the Series 2014 Bonds, ratify the Second Supplemental Indenture, approve the Amendment to the Bond Purchase Agreement and approve the Supplement to the Official Statement related to the Series 2014 Bonds;

WHEREAS, the Commissioners Court of the County has examined the Second Supplemental Indenture, the Amendment to the Bond Purchase Agreement and the Supplement to the Official Statement, all of which are attached to and comprise a part of this Order, and has found the form and substance of such documents to be satisfactory and proper and the recitals contained therein to be true, correct and complete; and has determined to authorize the execution and delivery of such documents, and the taking of such other actions as may be necessary or convenient in connection therewith; and

THEREFORE, BE IT ORDERED, ADJUDGED AND DECREED BY THE COMMISSIONERS COURT OF FORT BEND COUNTY, TEXAS:

## **ARTICLE I.**

### **THE SERIES 2014 BONDS**

Section 1.1. Sale, Execution, and Delivery of the Series 2014 Bonds. That the issuance of the Series 2014 Bonds is hereby authorized, under and in accordance with the Indenture and the Second Supplemental Indenture, and that, upon execution and delivery of the Second Supplemental Indenture, the officers of the County are each hereby authorized to execute, attest, and affix the County's seal to the Series 2014 Bonds and to deliver the Series 2014 Bonds to the Attorney General of the State of Texas for approval, the Comptroller of Public Accounts for registration and the Trustee or authenticating agent for authentication, and thereafter to deliver such Series 2014 Bonds to the Underwriters pursuant to the Bond Purchase Agreement, as amended.

Section 1.2. Approval, Execution, and Delivery of Indenture. That the Second Supplemental Indenture attached as Exhibit "A" is hereby ratified and approved and the officers of the County are each hereby authorized to execute, attest, and affix the County's seal to the Second Supplemental Indenture, and to deliver the Indenture and Second Supplemental Indenture to the Trustee and the Underwriters.

Section 1.3. Approval, Execution, and Delivery of the Amendment to Bond Purchase Agreement. That the sale of the Series 2014 Bonds to the Underwriters is hereby ratified and approved and the officers of the County are each hereby authorized to execute, attest, and affix the County's seal to the Amendment to the Bond Purchase Agreement and to deliver such amendment to the Underwriters in substantially the form attached as Exhibit "B."

Section 1.4. Approval, Execution, Use, and Distribution of the Supplement to Official Statement. That the Supplement to the Official Statement in substantially the form attached as Exhibit "C" and the use and distribution by the Underwriters of such Supplement to the Official Statement are hereby approved, ratified, confirmed, and authorized.

## **ARTICLE II.**

### **MISCELLANEOUS PROVISIONS**

Section 2.1. Ratifying Other Actions. That all other actions, heretofore or hereafter taken, by the Commissioners Court of the County, the County Judge, the County Attorney, the County Treasurer, the County Auditor, the Commissioners Court Coordinator, the Director of Financial Services for the County, the Fort Bend County Toll Road Authority and its consultants and the other County officials in connection with the issuance of the Series 2014 Bonds are hereby ratified and confirmed.

Section 2.2. Execution and Delivery of Other Documents. That the officers of the County are each hereby authorized to execute, attest, and affix the County's seal to such other agreements, advance commitment agreements, assignments, bonds, certificates, contracts,

documents, instruments, releases, financing statements, letters of instruction, notices of acceptance, written requests and other papers, and to take all action 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 this Order, the Senior Lien Indenture, the Bond Purchase Agreement and the Amendment to the Bond Purchase Agreement.

Section 2.3. Exhibits Incorporated Herein. That all of the terms and provisions of the documents listed below as an exhibit shall be and are hereby approved, incorporated into and made a part of this Order for all purposes.

Exhibit “A” – Second Supplemental Indenture

Exhibit “B” – Amendment to the Bond Purchase Agreement

Exhibit “C” – Supplement to the Official Statement

Section 2.4. Power to Revise Form of Documents. That, notwithstanding any other provision of this Order, the officers of the County are each hereby authorized to make or approve such revisions, additions, deletions, and variations to this Order and in the form of the documents attached hereto as exhibits as in the judgment of the County Judge, and in the opinion of Bond Counsel to the County, may be necessary or convenient to carry out or assist in carrying out the purposes of this Order, the Senior Lien Indenture, the Bond Purchase Agreement, the Amendment to the Bond Purchase Agreement, the final Official Statement, the Supplement to the Official Statement, or as may be required for approval of the Series 2014 Bonds by the Attorney General of Texas, or by any rating agency as a condition to the granting of a rating on the Series 2014 Bonds; provided, however, that any changes to such documents resulting in substantive amendments to the terms and conditions of the Series 2014 Bonds or such documents shall be confirmed by the Commissioners Court of the County.

Section 2.5. Effective Date. That this Order shall be in full force and effect from and upon its adoption.

Section 2.6. Notice of Meeting. That written notice of the date, hour and place of such meeting of the Commissioners Court of the County and of the subject of the Order was furnished to the Fort Bend County Clerk and posted for at least 72 hours preceding the convening of such meeting, on a bulletin board in the Fort Bend County Court House located at a place convenient to the public; that such place was readily accessible to the general public at all times from the time of such posting until the convening of such meeting, that such meeting was open to the public as required by law at all times during which the Order and the subject matter thereof was discussed, considered and formally acted upon, all as required by the Open Meetings Law, Chapter 551, Texas Government Code, as amended.

ADOPTED, PASSED, and APPROVED this 9th day of December, 2014.

FORT BEND COUNTY, TEXAS

By: \_\_\_\_\_  
Robert E. Hebert  
County Judge  
Fort Bend County, Texas

ATTEST:

By: \_\_\_\_\_  
Dianne Wilson,  
County Clerk and Ex Officio Clerk of the  
Commissioners Court Fort Bend County, Texas

(SEAL)

EXHIBIT A

SECOND SUPPLEMENTAL INDENTURE

EXHIBIT B

AMENDMENT TO THE BOND PURCHASE AGREEMENT

EXHIBIT C

SUPPLEMENT TO THE OFFICIAL STATEMENT