

CERTIFICATE FOR RESOLUTION

THE STATE OF TEXAS §
COUNTY OF FORT BEND §

I, the undersigned officer of the Board of Directors of Fort Bend Flood Control Water Supply Corporation, hereby certify as follows:

1. The Board of Directors of Fort Bend Flood Control Water Supply Corporation convened in regular session on October 28, 2015, at Sugar Creek Country Club, 420 Sugar Creek Blvd., Sugar Land, Texas, and the roll was called of the members of the Board:

Don L. Russell	President
Jim Condrey	Vice President
A. J. Colbert	Assistant Vice President
Michael E. Stone	Secretary/Treasurer
Leonard E. Gurecky	Assistant Secretary/Treasurer

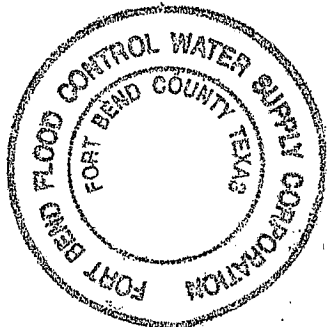
and all of said persons were present, except Director(s) _____, thus constituting a quorum. Whereupon, among other business, the following was transacted at the meeting: a written

RESOLUTION APPROVING VOLUNTARY WINDING UP AND TERMINATION OF FORT BEND FLOOD CONTROL WATER SUPPLY CORPORATION AND AUTHORIZING NOTICE TO KNOWN CREDITORS AND CLAIMANTS

was introduced for the consideration of the Board. It was then duly moved and seconded that the Resolution be adopted; and, after due discussion, the motion, carrying with it the adoption of the Resolution, prevailed and carried unanimously.

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; the action approving the Resolution has been duly recorded in the Board's minutes of the meeting; 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 duly and sufficiently notified officially and personally, in advance, of the time, place, and purpose of the aforesaid meeting, and that the Resolution would be introduced and considered for adoption at the meeting, and each of the officers and members consented, in advance, to the holding of the meeting for such purpose.

SIGNED AND SEALED on October 28, 2015.



(SEAL)

[Signature]
Secretary, Board of Directors

RESOLUTION APPROVING VOLUNTARY WINDING UP AND TERMINATION OF
FORT BEND FLOOD CONTROL WATER SUPPLY CORPORATION AND
AUTHORIZING NOTICE TO KNOWN CREDITORS AND CLAIMANTS

WHEREAS, Fort Bend Flood Control Water Supply Corporation (the "Corporation") has been legally created and operates pursuant to the general laws of the State of Texas applicable to nonprofit corporations and Chapter 67, Texas Water Code, as amended; and

WHEREAS, the Corporation desires to wind up its affairs and terminate its existence in accordance with the provisions of the Texas Business Organizations Code applicable to the winding up and termination of a nonprofit corporation; and

WHEREAS, the Corporation has no members; and

WHEREAS, the Board of Directors of the Corporation must approve a voluntary winding up and termination of the Corporation; and

WHEREAS, the Corporation desires to comply with all state laws; Now, Therefore,

BE IT RESOLVED BY THE BOARD OF DIRECTORS OF FORT BEND FLOOD CONTROL WATER SUPPLY CORPORATION THAT:

Section 1: APPROVAL OF VOLUNTARY WINDING UP AND TERMINATION. The Board of Directors hereby approves the voluntary winding up and termination of the Corporation, including adoption of a "Resolution Approving Voluntary Winding Up and Termination of Fort Bend Flood Control Water Supply Corporation and Authorizing Notice to Known Creditors and Claimants," on October 28, 2015.

Section 2: AUTHORIZATION OF STEPS IN CONNECTION WITH THE WINDING UP AND TERMINATION OF THE CORPORATION, INCLUDING NOTICE OF WINDING UP AND TERMINATION TO KNOWN CREDITORS AND CLAIMANTS. The Corporation's attorney and the President of the Board of Directors are hereby authorized and directed to proceed with all necessary steps in connection with the winding up and termination of the Corporation, including, among other things, providing notice to each known creditor and claimant of the Corporation in accordance with the provisions of the Texas Business Organizations Code, Section 11.052.

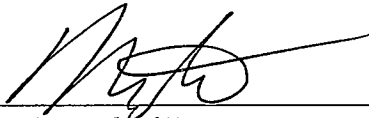
[EXECUTION PAGE FOLLOWS]

PASSED AND APPROVED on October 28, 2015.



President, Board of Directors

ATTEST:



Secretary, Board of Directors

(SEAL)

