

THE STATE OF TEXAS           §  
  §  
COUNTY OF FORT BEND       §

The Commissioners Court of Fort Bend County, Texas, (“Commissioners Court”) convened in REGULAR SESSION AT A REGULAR TERM OF SAID COURT, open to the public, on the \_\_\_\_ day of \_\_\_\_\_, 2015, at the County Courthouse, with a quorum of said Court present:

Whereupon, among other business the following was transacted at said meeting: a written resolution entitled:

RESOLUTION APPROVING AND RATIFYING TRANSFER  
OF ASSETS AND LIABILITIES TO FORT BEND COUNTY

(the “Resolution”) was duly introduced for the consideration of the Commissioners Court and reviewed in full. It was then duly moved by \_\_\_\_\_ and seconded by \_\_\_\_\_ that the Resolution be passed; and, after due discussion, the motion, carrying with it the passage of the Resolution, prevailed and carried by the following vote:

AYES:                                   \_\_\_\_\_

NOES:                                   \_\_\_\_\_

The County Judge thereupon announced that the Resolution has been duly and lawfully adopted. The Resolution thus adopted follows:

**FORT BEND COUNTY, TEXAS**

**RESOLUTION APPROVING AND RATIFYING TRANSFER  
OF ASSETS AND LIABILITIES TO FORT BEND COUNTY**

WHEREAS, the Commissioners Court of Fort Bend County, Texas (the "Commissioners Court"), as the governing body of Fort Bend County, Texas (the "County"), duly created, by resolution adopted on February 23, 1987, the Fort Bend Flood Control Water Supply Corporation (the "Corporation") to provide financing of flood control and drainage improvements in Fort Bend County, Texas, pursuant to Chapter 67, Texas Water Code, as amended (the "Act"); and

WHEREAS, the Commissioners Court ratified and approved all actions taken in connection with the creation and organization of the Corporation; and

WHEREAS, the Commissioners Court approved a Resolution Approving and Ratifying Voluntary Winding Up and Termination of Fort Bend Flood Control Water Supply Corporation and Authorizing Notice to Known Creditors and Claimants, on \_\_\_\_\_, 2015; and

WHEREAS, the Corporation is in the process of winding up its affairs in accordance with the provisions of the Texas Business Organizations Code applicable to the winding up and termination of a nonprofit corporation and in accordance with the provisions of the Articles of Incorporation; and

WHEREAS, the provisions of the Texas Business Organizations Code, Section 11.052 require that the Corporation provide notice to known creditors and claimants of the Corporation's intent to wind up its affairs and terminate its existence; and

WHEREAS, the Corporation sent notice of its intent to wind up its affairs and terminate its existence to known creditors and claimants on \_\_\_\_\_, 2015; and

WHEREAS, the Corporation intends to transfer all assets and liabilities and other remaining obligations, if any, of the Corporation to the County; and

WHEREAS, the Corporation holds no property on a condition requiring return to another entity; and

WHEREAS, the Corporation desires to complete the wind up process and terminate its existence by filing a certificate of termination with the Secretary of State; and

WHEREAS, the Commissioners Court has been presented with and examined the proposed form of a resolution of the Corporation approving transfer of assets and liabilities of the Corporation to the County, and the Commissioners Court finds the form and

substance of such document is satisfactory and the recitals and findings contained therein are true, correct and complete; NOW, THEREFORE,

BE IT RESOLVED BY THE COMMISSIONERS COURT OF FORT BEND COUNTY, TEXAS, THAT:

Section 1. APPROVAL OF CORPORATION RESOLUTION. The Commissioners Court hereby approves and ratifies the Corporation's Resolution Approving Transfer of Assets and Liabilities to Fort Bend County, adopted by the Corporation on \_\_\_\_\_, 2015, a copy of which is attached hereto as Exhibit "A" and made a part hereof for all purposes.

Section 2. ACCEPTANCE OF ASSIGNMENT OF LIABILITIES AND OBLIGATIONS OF THE CORPORATION, IF ANY. The Commissioners Court hereby accepts the assignment of the liabilities and obligations of the Corporation, if any, to the County.

Section 4. FURTHER ACTIONS. The County Judge, County Auditor, Commissioners Court, County Clerk, and the other officials of the Commissioners Court are hereby authorized, jointly and severally, to execute and deliver such contracts, endorsements, instruments, certificates, documents or papers necessary and advisable and to take such actions as are necessary to carry out the intent and purposes of this Resolution.

Section 5. OPEN MEETING. Sufficient written notice of the date, hour, place and subject of the meeting of the Commissioners Court at which this Resolution was adopted was posted for the time required by law preceding this meeting and such meeting was open to the public as required by law and at all times during which Resolution and the subject matter thereof were discussed, considered and formally acted upon, all as required by the Open Meetings Act, Chapter 551, Texas Government Code, as amended.

Section 6. EFFECTIVE DATE. This Resolution shall take effect and be in full force and effect upon and after its passage.

ADOPTED this \_\_\_\_\_ day of \_\_\_\_\_, 2015.

\_\_\_\_\_  
Robert E. Hebert, County Judge

ATTEST:  
  
\_\_\_\_\_

Laura Richard, County Clerk and Ex-Officio  
Clerk of the Commissioners Court of  
Fort Bend County, Texas

(SEAL)

CERTIFICATE FOR RESOLUTION

THE STATE OF TEXAS           §  
  §  
COUNTY OF FORT BEND       §

We, the undersigned officers of the Commissioners Court (the "Court") of Fort Bend County, Texas (the "County"), do hereby certify as follows:

1. That we are the duly chosen, qualified and acting officers of the Court for the offices shown below our signatures and that as such we are familiar with the facts herein certified.

2. That there is attached to and follows this certificate an excerpt of proceedings from the minutes of a meeting of the Court which is a true, full and complete excerpt of all proceedings from the minutes of the Court pertaining to the adoption of the Resolution described therein; and that the persons named in such excerpt as the officers and members of the Court or as officers of the County are the duly chosen, qualified and acting officers and members as indicated therein.

3. That a true and complete copy of the Resolution (the "Resolution"), as adopted at the meeting described in such excerpt from the minutes, is attached to and follows such excerpt.

4. That the Resolution has been duly and lawfully adopted by the Court and that the County Judge of the County has approved, and hereby approves, the Resolution; that the County Judge and the County Clerk of the County have duly signed and attested the Resolution and each, respectively, hereby declares that the signing of this certificate shall also constitute the signing of the Resolution for all purposes; and that the Resolution, as signed, has been duly recorded in the minutes of the Court for such meeting.

5. That each of the officers and members of the Court was duly and sufficiently notified officially and personally, in advance, of the date, hour, place and subject of such meeting of the Court, and that the Resolution would be introduced and considered for passage at such meeting, and each of such officers and members consented, in advance, to the holding of such meeting to consider and act upon such subject.

6. That written notice of the date, hour, place and subject of the meeting of the Court described in the excerpt from the minutes was posted on a bulletin board located at a place convenient to the public in the County Courthouse of the County; and that such meeting was open to the public as required by law at all times during which the Resolution and the subject matter thereof were discussed, considered and formally acted upon, all as required by the Open Meetings Act, Chapter 551, Texas Governmental Code, as amended.

SIGNED AND SEALED the \_\_\_\_\_ day of \_\_\_\_\_, 2015.

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Laura Richard  
County Clerk

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Robert Hebert  
County Judge

(COMM. CT. SEAL)

THE STATE OF TEXAS           §  
  §  
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I, the undersigned, the duly elected, qualified and acting County Clerk and Ex-Officio Clerk of the Commissioners Court of Fort Bend County, Texas (the "Commissioners Court"), acting for and on behalf of the Commissioners Court do hereby certify that the attached and foregoing is a true and correct copy of a resolution entitled:

RESOLUTION APPROVING AND RATIFYING TRANSFER  
OF ASSETS AND LIABILITIES TO FORT BEND COUNTY

adopted by said Commissioners Court at a meeting, open to the public, held on the \_\_\_ day of \_\_\_\_\_, 2015, together with an excerpt from the minutes of said meeting showing the adoption thereof, as same appears of record in the official minutes of said Commissioners Court on file in my office.

I further certify that the written notice of the date, hour, place and subject of the meeting of the Commissioners Court, at which the foregoing resolution was adopted, was posted on a bulletin board located at a place convenient to the public in the County Courthouse and readily accessible to the general public at the earliest possible time, pursuant to Chapter 551, Texas Government Code, as amended.

WITNESS MY HAND AND THE OFFICIAL SEAL OF SAID COURT, this \_\_\_ day of \_\_\_\_\_, 2015.

Laura Richard  
County Clerk and Ex-Officio Clerk of the  
Commissioners Court of Fort Bend County,  
Texas

By: \_\_\_\_\_

(SEAL)