

RESOLUTION APPROVING 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 Corporation is a nonprofit corporation organized under the laws of the State of Texas and governed by the provisions of the Articles of Incorporation of Fort Bend Flood Control Water Supply Corporation (the "Articles of Incorporation"), which provisions were adopted by the February 23, 1987 resolution creating the Corporation; and

WHEREAS, the Board of Directors of the Corporation adopted 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; 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 October 28, 2015; and

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

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

Section 1: APPROVAL OF TRANSFER OF ASSETS. Subject to Section 2 of this Resolution, the Board of Directors hereby approves the transfer of all remaining assets of the Corporation to the County pursuant to Article XI of the Articles of Incorporation.

Section 2: APPROVAL OF ASSIGNMENT OF LIABILITIES AND OBLIGATIONS OF THE CORPORATION, IF ANY. The Board of Directors hereby assigns its liabilities and obligations, if any, to the County subject to the acceptance of such liability by the Commissioners Court of the County. The transfer of assets as provided in Section 1 shall be subject to the County's acceptance of liability as provided by this Section 2.

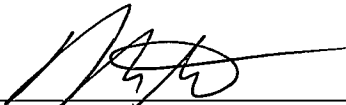
[EXECUTION PAGE FOLLOWS]

PASSED AND APPROVED on October 28, 2015.



President, Board of Directors

ATTEST:



Secretary, Board of Directors

(SEAL)

