

BRACEWELL

County Judge
Received

MAY 06 2019

May 3, 2019

Fort Bend County Commissioners Court
c/o The Honorable KP George
Fort Bend County Judge
County Courthouse
401 Jackson Street
Richmond, Texas 77469

Re: Harris County Cultural Education Facilities Finance Corporation Revenue Refunding Bonds (Young Men's Christian Association of the Greater Houston Area) Series 2019 (the "Bonds")

Dear Judge George:

I am writing to you with respect to the proposed issuance of the above-referenced Bonds to refinance certain capital projects of the Young Men's Christian Association of the Greater Houston Area (the "YMCA") and the approval of the Fort Bend County Commissioners Court to such issuance. A portion of the proceeds of the Bonds will be used to finance and refinance capital projects located at various YMCA facilities located in Fort Bend County, Texas (the "County").

In order to permit the YMCA to use proceeds of tax-exempt Bonds to finance or refinance facilities located in the County, approval of the Commissioners Court or the County Judge is required under federal tax law pursuant to Section 147(f) of the Internal Revenue Code of 1986, as amended (the "Code"). We enclose a proposed Resolution of the Commissioners Court relating to such federal tax law approval of the issuance of the Bonds. **In anticipation of the closing of the issuance of the Bonds at the end of May, we are requesting that the enclosed Resolution be placed on the Commissioners Court agenda for the May 14, 2019 meeting.**

The Code requires that each governmental unit having jurisdiction over the area in which any facility financed with proceeds of the Bonds is located approve the issuance of the Bonds after a public hearing is held on the matter, following reasonable public notice. A public hearing will be held with respect to the Bonds on May 6, 2019. Public notice of the hearing was published in the *Houston Chronicle* on April 29, 2019.

As the enclosed Resolution recites, the Bonds will be limited obligations of the Harris County Cultural Education Facilities Finance Corporation, payable solely from revenues of the YMCA, and will not constitute a debt of the County, the State of Texas or of any other political corporation, subdivision or agency of the State.

As an alternative to approval by the County Commissioners Court via the attached resolution, the County Judge may instead provide the required federal tax law approval by certificate. (In the past, some counties have preferred this approach due to the routine nature of the requested approval.) If you prefer to handle the approval in this manner, please let me know and we will provide a copy of the certificate for your review and signature.

Paige H. Abernathy
Associate

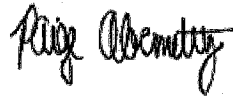
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May 3, 2019
Page 2

We expect to have a representative from our firm in attendance at the May 14 meeting of the Commissioners Court to answer any questions that you may have. In the meantime, please call me at (713) 221-1311 if you have any questions or comments or need any additional information regarding any aspect of this matter. We greatly appreciate your time and assistance.

Very truly yours

A handwritten signature in black ink, appearing to read "Paige Abernathy". The signature is written in a cursive, flowing style.

Paige H. Abernathy

Enclosures

c: Cristy C. Edwards (Firm)