

CERTIFICATE FOR RESOLUTION

THE STATE OF TEXAS §
 §
COUNTY OF FORT BEND §

I, the undersigned County Clerk of Fort Bend County, Texas, hereby certify as follows:

1. The Commissioners Court (the “Commissioners Court”) of Fort Bend County, Texas, (the “County”) convened in regular meeting on May 14, 2019, at the regular meeting place thereof, within said County, and the roll was called of the duly constituted officers and members of said Commissioners Court, to wit:

KP George	County Judge
Vincent Morales	Commissioner, Precinct 1
Grady Prestage	Commissioner, Precinct 2
Andy Meyers	Commissioner, Precinct 3
Ken DeMerchant	Commissioner, Precinct 4

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

RESOLUTION APPROVING THE ISSUANCE OF HARRIS COUNTY CULTURAL EDUCATION FACILITIES FINANCE CORPORATION REVENUE REFUNDING BONDS (YOUNG MEN’S CHRISTIAN ASSOCIATION OF THE GREATER HOUSTON AREA) SERIES 2019 TO REFINANCE THE COSTS OF CULTURAL FACILITIES FOR THE YMCA OF THE GREATER HOUSTON AREA LOCATED IN FORT BEND COUNTY AND WITH RESPECT TO A PUBLIC HEARING

was duly introduced for the consideration of said Commissioners Court. It was then duly moved and seconded that said resolution be adopted; and, after due discussion, said motion, carrying with it the adoption of said resolution, prevailed and carried by the following vote: Ayes: ___; Noes: ___; Abstentions: ___.

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; said resolution has been duly recorded in said Commissioners Court’s minutes of said meeting; the above and foregoing paragraph is a true, full and correct excerpt from said Commissioners Court’s minutes of said meeting pertaining to the adoption of said resolution; the persons named in the above and foregoing paragraph are the duly chosen, qualified and acting officers and members of said Commissioners Court as indicated therein; each of the officers and members of said Commissioners Court was duly and sufficiently notified officially and personally, in advance, of the date, hour, place and purpose of the aforesaid meeting, and that said resolution would be introduced and considered for adoption at said meeting, and each of said officers and members consented, in advance, to the holding of said meeting for such purpose; and said meeting was open to the public as required by law; and public notice of the date, hour, place and subject of said meeting was given as required by the Texas Open Meetings Act, Chapter 551, Texas Government Code, as amended.

SIGNED this May 14, 2019.

County Clerk
Fort Bend County, Texas

[SEAL]

RESOLUTION APPROVING THE ISSUANCE OF HARRIS COUNTY CULTURAL EDUCATION FACILITIES FINANCE CORPORATION REVENUE REFUNDING BONDS (YOUNG MEN'S CHRISTIAN ASSOCIATION OF THE GREATER HOUSTON AREA) SERIES 2019 TO REFINANCE THE COSTS OF CULTURAL FACILITIES FOR THE YMCA OF THE GREATER HOUSTON AREA LOCATED IN FORT BEND COUNTY AND WITH RESPECT TO A PUBLIC HEARING

WHEREAS, the Harris County Cultural Education Facilities Finance Corporation (the "Issuer") is authorized, pursuant to the Cultural Education Facilities Finance Corporation Act, Texas Local Government Code Chapter 337 (the "Enabling Act"), to issue revenue bonds to finance and refinance the cost of cultural facilities, and to make loans to provide for financing or refinancing of the cost of such facilities; and

WHEREAS, Young Men's Christian Association of the Greater Houston Area (the "YMCA") has requested that the Issuer issue, and the Issuer has approved the issuance of, its Revenue Refunding Bonds (Young Men's Christian Association of the Greater Houston Area) Series 2019 (the "Bonds"), pursuant to the Enabling Act, and a loan of the proceeds of the Bonds to the YMCA to refinance the costs of certain cultural facilities owned by the YMCA (as described more particularly in Schedule 1 to **Exhibit A** hereto), including certain of such facilities located in Fort Bend County, Texas (the "Facilities"); and

WHEREAS, Section 147(f) of the Internal Revenue Code of 1986, as amended (the "Code"), requires that the Bonds and the Facilities to be refinanced with proceeds of the Bonds be approved by the "applicable elected representative" (the "AER") of the governmental unit having jurisdiction over the area in which the Facilities are located, after a public hearing following reasonable public notice; and

WHEREAS, with respect to the Bonds and the Facilities, the Commissioners Court (the "Commissioners Court") of Fort Bend County, Texas (the "County") is an AER; and

WHEREAS, a public hearing with respect to the Bonds was held on May 6, 2019 (the "Public Hearing") by the duly appointed hearing officer of the Issuer (the "Hearing Officer"), notice of such Public Hearing having been published not less than seven days before the day of such Public Hearing in a newspaper of general circulation available to residents within the boundaries of the County, all as shown in **Exhibit A** attached hereto; and

WHEREAS, the issuance of the Bonds and the action of the Commissioners Court with respect to the matters described herein will create no liability for the County or its residents;

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

1. All actions taken by or on behalf of the County or the Issuer with respect to the appointment of the Hearing Officer, the publication of the Notice of the Public Hearing and the conducting of such Public Hearing are hereby authorized, approved and ratified.
2. As set forth in **Exhibit A** hereto, the Public Hearing with respect to the Bonds and the Facilities to be refinanced by the Bonds was held on May 6, 2019, at 12:00 p.m. by the Hearing

Officer, and the minutes of such hearing which are attached hereto are hereby approved. Notice of the Public Hearing, a copy of which is attached as **Schedule 1 to Exhibit A** (the “Notice of Public Hearing”) and is hereby approved, was published not less than seven days before the date of the Public Hearing in a newspaper of general circulation available to the residents within the boundaries of the County. The Notice of Public Hearing included the date, time and place of the Public Hearing, the location, and the owner of the Facilities and the maximum aggregate principal amount of the Bonds. All comments from interested persons, if any, were taken at such Public Hearing.

3. For the purpose of satisfying the requirements of Section 147(f) of the Internal Revenue Code of 1986, as amended, the Bonds and the Facilities to be refinanced with proceeds of the Bonds, all as described in the Notice of Public Hearing, are approved; PROVIDED, HOWEVER, THAT THE APPROVAL HEREIN GRANTED IS FOR PURPOSE OF SATISFYING THE REQUIREMENTS OF THE CODE, AND SHALL NOT BE CONSTRUED AS A REPRESENTATION, WARRANTY OR OTHER UNDERTAKING OF ANY KIND BY THE COUNTY IN RESPECT TO THE BONDS OR THE FACILITIES. THE BONDS SHALL NOT CONSTITUTE OBLIGATIONS OF THE COUNTY OR A PLEDGE OF ITS FAITH AND CREDIT, AND THE COUNTY SHALL NOT BE OBLIGATED TO PAY THE BONDS OR THE INTEREST THEREON OR OTHERWISE INCUR ANY LIABILITY IN RESPECT THEREOF.

4. The County Judge and County Clerk of the County and other officers or representatives of the County are hereby authorized to execute and deliver such instruments, certificates, or documents necessary or advisable to carry out the intent and purpose of this resolution.

5. This resolution shall take effect immediately upon its passage and shall continue in force and effect from the date hereof.

PASSED AND APPROVED this 14th day of May, 2019.

**Exhibit A
to Resolution**

Certificate of Public Hearing Officer

[See Attached.]

CERTIFICATE OF PUBLIC HEARING OFFICER
REGARDING PUBLIC HEARING (INTERNAL REVENUE CODE § 147(f))

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

I, the undersigned, do hereby make and execute this certificate for the benefit of all persons interested in the reissuance for federal tax purposes of the above-captioned Bonds.

I hereby certify as follows:

1. I am the duly appointed hearing officer for the public hearing which was held in connection with the issuance of the Bonds at the time and place indicated in the Notice of Public Hearing attached hereto as **Schedule 1**.
2. The Notice of Public Hearing was published no less than seven days before the date of the public hearing, as evidenced by the Affidavit of Publication of the Notice of Public Hearing attached hereto as **Schedule 1**.
3. All persons (if any) appearing at the public hearing were given an opportunity to comment on the proposed issuance of the Bonds. No such persons appeared or made comments except as set forth on **Schedule 2** attached hereto.
4. After giving all interested persons an opportunity to appear and comment, the public hearing was declared closed.

WITNESS MY HAND as of the 6th day of MAY, 2019.



Ann C. Jacobs
Hearing Officer

Schedule 1 - Affidavit of Publication of the Notice of Public Hearing (with Attached Notice of Public Hearing)

Schedule 2 - Names and Comments of Persons Attending Public Hearing

**Schedule 1
to Exhibit A**

AFFIDAVIT OF PUBLICATION WITH ATTACHED NOTICE OF PUBLIC HEARING



AFFIDAVIT OF PUBLICATION

STATE OF TEXAS:

Before me, the undersigned authority, a Notary Public in and for the State of Texas, on this day personally appeared, the Newspaper Representative at the HOUSTON CHRONICLE, a daily newspaper published in Harris County, Texas, and generally circulated in the Counties of: HARRIS, TRINITY, WALKER, GRIMES, POLK, SAN JACINTO, WASHINGTON, MONTGOMERY, LIBERTY, AUSTIN, WALLER, CHAMBERS, COLORADO, BRAZORIA, FORT BEND, GALVESTON, WHARTON, JACKSON, and MATAGORDA and that the publication, of which the annexed herein, or attached to, is a true and correct copy, was published to-wit:

BRACEWELL LLP
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Sworn and subscribed to before me, this 29th Day of April A.D. 2019



Veronica M Tyrone
Notary Public in and for the State of Texas

NOTICE OF PUBLIC HEARING**HARRIS COUNTY CULTURAL EDUCATION FACILITIES
FINANCE CORPORATION
REVENUE REFUNDING BONDS
(YOUNG MEN'S CHRISTIAN ASSOCIATION
OF THE GREATER HOUSTON AREA)
SERIES 2019**

NOTICE IS HEREBY GIVEN of a public hearing to be held on behalf of Harris, Fort Bend, Montgomery and Brazoria Counties, Texas, on May 6, 2019, at 12:00 p.m. in the offices of Nathan Sommers Jacobs, 2800 Post Oak Boulevard, 61st Floor, Houston, Texas 77056, with respect to an issue of revenue bonds (the "Series 2019 Bonds") to be issued in one or more series in the aggregate maximum stated principal amount not to exceed \$73,000,000 by the Harris County Cultural Education Facilities Finance Corporation (the "Issuer"). The proceeds of the Series 2019 Bonds will be loaned to the Young Men's Christian Association of the Greater Houston Area (the "YMCA") to be used to provide funds to (i) refund all or a portion of the Harris County Cultural Education Facilities Finance Corporation Revenue Refunding Bonds (Young Men's Christian Association of the Greater Houston Area) Series 2016A and 2016B (the "Series 2016 Bonds"), (ii) pay the costs of terminating, amending, or modifying an interest rate swap relating to the Series 2016 Bonds, and/or (iii) pay the costs of issuance of the Series 2019 Bonds.

Proceeds of the Series 2016 Bonds were used to refinance cultural and health facilities and/or the acquisition of land and equipment for such facilities (collectively, the "Project") at the following locations:

In Harris County: (i) Houston Texans YMCA, 5202 and 5206 Griggs Road, Houston, TX 77021; (ii) Tellepsen Family Downtown YMCA, 808 Pease Street, Houston, TX 77002; (iii) Trotter Family YMCA, 1331 Augusta Drive, Houston, TX 77057; (iv) Weekley Family YMCA, 7101 Stella Link Boulevard, Houston, TX 77025; (v) Harriet and Joe Foster Family YMCA, 1234 West 34th St., Houston, TX 77018; (vi) D. Bradley McWilliams YMCA, 19915 State Highway 249, Houston, TX 77070; (vii) Lake Houston Family YMCA, 2420 W. Lake Houston Parkway, Kingwood, TX 77345; (viii) Brenda and John Duncan YMCA, 10655 Clay Road, Houston, TX 77041; (ix) Langham Creek YMCA, 16725 Longenbaugh Drive, Houston, TX 77095; (x) land located at or adjacent to 19911 State Highway 249, Houston, TX 77070; and (xi) 6464 Creekside Forest Drive, The Woodlands, TX 77389 (the "Woodlands Property");

In Fort Bend County: Monty Ballard YMCA, 22807 Westheimer Parkway, Katy, TX 77494;

In Montgomery County: Magnolia YMCA, 36725 FM 1774, Magnolia, TX 77354; and

In Brazoria County: Vic Coppinger Family YMCA, 2700 YMCA Drive, Pearland, TX 77581.

Except for the Woodlands Property, the Project is owned by the YMCA. The Woodlands Property is owned by The Woodlands Township.

All interested persons are invited to attend such public hearing and express their views with respect to the Project and the issuance of the Bonds.

Persons who intend to appear at the hearing and express their views or present with questions regarding this notice are invited to contact Ann C. Jacobs, Esq., Nathan Sommers Jacobs, 2800 Post Oak Boulevard, 61st Floor, Houston, Texas 77056 in advance of the hearing. Any interested persons unable to attend the hearing may submit their views in writing to the above named person prior to the date scheduled for the hearing.

This notice is published and the above described hearing is to be held in satisfaction of the requirements of section 147(f) of the Internal Revenue Code of 1986, as amended, regarding the public approval prerequisite to the exemption from federal income taxation of the interest on the Bonds. The aforesaid public hearing is a "combined hearing" within the meaning of section 1.147(f)-1(d)(2) of the Treasury Regulations, and the location of said public hearing is within 100 miles of the seat of government of each participating governmental unit beyond whose geographic jurisdiction the hearing is conducted.

**Schedule 2
to Exhibit A**

NAMES AND COMMENTS OF PERSONS ATTENDING PUBLIC HEARING

None.