

STATE OF TEXAS §
COUNTY OF FORT BEND §

1. The Commissioners Court of Fort Bend County, Texas, convened at a regular meeting of such Court at the Fort Bend County Courthouse in the County of Richmond, Texas, on September 7, 2021, and the roll was called of the duly constituted members of such Commissioners Court, to-wit:

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

was duly introduced for the consideration of the Commissioners Court and read in full. It was then duly moved and seconded that the rule be suspended and the Resolution be adopted on first reading; and, after due discussion, such motion, carrying with it the adoption of the Resolution, prevailed and carried by the following vote:

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

SIGNED AND SEALED this 7th day of September 2021.

County Clerk

(SEAL)

RESOLUTION TERMINATING PAYING AGENT/REGISTRAR
AGREEMENT; APPOINTING SUCCESSOR PAYING AGENT/REGISTRAR;
AND APPROVING THE EXECUTION OF A SUBSTITUTE PAYING
AGENT/REGISTRAR AGREEMENT WITH ZIONS BANCORPORATION,
NATIONAL ASSOCIATION, DBA AMEGY BANK

THE STATE OF TEXAS §
COUNTY OF FORT BEND §

WHEREAS, the Commissioner's Court of the County of Fort Bend, Texas (the "County") currently has agreements with Wells Fargo Bank, N.A. ("Wells Fargo") pursuant to which Wells Fargo provides paying agent/registrar services (the "Wells Fargo Paying Agent/Registrar Agreements") for the County's Unlimited Tax Road Refunding Bonds, Series 2014, Unlimited Tax Road and Refunding Bonds, Series 2015A, Limited Tax Refunding Bonds, Series 2015B, Unlimited Tax Road and Refunding Bonds, Series 2016A, Limited Tax and Refunding Bonds, Series 2016B, Combined Tax and Revenue Certificates of Obligation, Series 2017A, Unlimited Tax Road and Refunding Bonds, Series 2018, Limited Tax Facility Bonds, Series 2019, Certificates of Obligation, Series 2020, General Obligation Refunding Bonds, Taxable Series 2020, Unlimited Tax Road Bonds, Series 2020 and Certificates of Obligation, Series 2020A (collectively, the "Bonds");

WHEREAS, the County has determined it is in the best interest of the County to terminate the Wells Fargo Paying Agent/Registrar Agreements and enter into a substitute agreement with Zions Bancorporation, National Association, dba Amegy Bank ("Amegy") for paying agent/registrar services for the Bonds;

WHEREAS, pursuant to the termination provisions of the Wells Fargo Paying Agent/Registrar Agreements, the County or Wells Fargo may terminate each agreement upon 30 days written notice and Wells Fargo has provided notice of termination and the County has provided or will provide 30 days written notice and comply with all provisions for termination pursuant to the Wells Fargo Paying Agent/Registrar Agreements;

WHEREAS, the County has determined it is in its best interests to appoint Amegy and Amegy has agreed to serve as the successor paying agent/registrar for the Bonds, and Amegy has accepted the duties of paying agent/registrar for the Bonds under the Wells Fargo Paying Agent/Registrar Agreements; and

BE IT RESOLVED BY THE COMMISSIONER'S COURT OF THE COUNTY OF FORT BEND, TEXAS:

SECTION 1. The County hereby terminates the Wells Fargo Paying Agent/Registrar Agreements for the Bonds pursuant to the terms of each such agreement. Pursuant to the termination provisions of the Wells Fargo Paying Agent/Registrar Agreements, the County ratifies and authorizes 30 days written notice of termination and comply with all other termination provisions of the Wells Fargo Paying Agent/Registrar Agreements.

SECTION 2. The County hereby appoints Zions Bancorporation, National Association, dba Amegy Bank as the successor paying agent/registrar for the Bonds and approves the execution of any and all necessary substitute paying agent/registrar agreements between Amegy and the County for the Bonds.

SECTION 3. The County Judge, County Clerk, and other officers and agents of the County are hereby authorized and directed to do any and all things necessary or desirable to carry out the provisions of this resolution.

SECTION 4. This resolution shall take effect immediately upon its passage.

SECTION 5. All resolutions and ordinances, or parts thereof, inconsistent herewith are hereby repealed to the extent of such inconsistency.

[Signature Page Follows]

PASSED AND APPROVED the 7th day of September 2021.

County Judge

Attest:

County Clerk

(SEAL)