

RESOLUTION APPROVING THE FOURTH SUPPLEMENTAL INDENTURE
IN CONNECTION WITH THE COUNTY'S TEXAS GENERAL OBLIGATION
REFUNDING BONDS, TAXABLE SERIES 2020

WHEREAS, there was executed and delivered the Unlimited Tax and Subordinate Lien Toll Road Revenue Bond Trust Indenture, dated as of April 1, 2003 (the "Indenture") between the County and the Trustee; and

WHEREAS, the Indenture provides for the issuance of Bonds of the County from time to time upon the terms and conditions provided in the Indenture; and

WHEREAS, the County has issued its \$117,310,000 Fort Bend County, Texas General Obligation Refunding Bonds, Taxable Series 2020 (the "Series 2020 Bonds") for the purpose of refunding certain obligations of the County; and

WHEREAS, a portion of such Series 2020 Bonds were issued to refund and refinance the Fort Bend County, Texas Unlimited Tax and Subordinate Lien Toll Road Revenue Refunding Bonds Series 2012 (the "Prior Revenue Bonds"); and

WHEREAS, the Prior Revenue Bonds were issued to refund certain bonds that directly funded and financed costs of the Project; and

WHEREAS, it is in the best interests of the County to further provide, as security for the Series 2020 Bonds, a lien on and pledge of the Trust Estate as defined in the Indenture to the extent provided in the Indenture for that portion of the Series 2020 Bonds set forth in Exhibit A hereto (the "Allocable Portion"); and

WHEREAS, when the County secures any Series of Bonds under the Indenture it must adopt a supplemental indenture providing for the terms and conditions of the particular Series of Bonds; and

WHEREAS, in order to effectuate such purpose, the County has prepared its Fourth Supplemental Unlimited Tax and Subordinate Lien Toll Road Revenue Refunding Bond Trust Indenture between the County and Wells Fargo Bank, NA, as Trustee, dated of even date herewith (the "Fourth Supplemental Indenture"); and

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

Section 1: Findings; Recitals. It is hereby found and determined that the matters and facts set out in the preamble to this Resolution are true and correct.

It is hereby found and determined that the Prior Revenue Bonds represent amounts that were used to directly construct and improve the County's Toll Road System; and the refunding accomplished through the issuance of the Series 2020 Bonds benefitted the County by providing a present value savings in the debt service payable by the County, and that such benefit is

sufficient consideration for the additional security provided for the Series 2020 Bonds pursuant to the Fourth Supplemental Indenture.

Section 2: The County hereby approves form, terms and provisions of, and authorizes the execution and delivery of the Fourth Supplemental Indenture and further authorizes the County Auditor, Bond Counsel to the County and to the Toll Road Authority, and the Financial Advisors to the County and the Toll Road Authority to take all necessary actions to accomplish the purpose of this resolution and the fourth Supplemental Indenture in accordance with the laws of the State of Texas that the Indentures securing other toll road bonds of the County.

Section 3. The County hereby approves the form and content and distribution of and Amended Official Statement related to the Series 2020 Bonds reflecting the terms of the Fourth Supplemental Indenture and other relevant information. The use of such final Amended Official Statement by the Underwriters is hereby approved and authorized and the proper officials of the County are authorized to sign such Official Statement.

PASSED AND APPROVED this ____ day of _____, 2022.

County Judge
Fort Bend County, Texas

ATTEST:

County Clerk
Fort Bend County, Texas

(SEAL)