

CERTIFICATE FOR RESOLUTION

STATE OF TEXAS §
COUNTY OF FORT BEND §

I, the undersigned officer of Fort Bend County, Texas (the “County”), hereby certify as follows:

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 May 9, 2023, and the roll was called of the duly constituted members of such Commissioners Court, to-wit:

KP George	County Judge
Vincent Morales	Commissioner, Pct. 1
Grady Prestage	Commissioner, Pct. 2
Andy Meyers	Commissioner, Pct. 3
Dexter L. McCoy	Commissioner, Pct. 4

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

RESOLUTION AUTHORIZING AND APPROVING THE CREATION OF THE
FORT BEND COUNTY, TEXAS PUBLIC FACILITY CORPORATION (THE
"CORPORATION") APPROVING THE CORPORATION'S ARTICLES OF
INCORPORATION AND INITIAL BYLAWS AND APPOINTING ITS
INITIAL DIRECTORS; AND CONTAINING OTHER PROVISIONS
RELATING TO THE SUBJECT

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:

AYES: _____ NAYS: _____ ABSTENTIONS: _____

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 9th day of May, 2023.

County Clerk

(SEAL)

RESOLUTION AUTHORIZING AND APPROVING THE CREATION OF THE FORT BEND COUNTY, TEXAS PUBLIC FACILITY CORPORATION (THE "CORPORATION") APPROVING THE CORPORATION'S ARTICLES OF INCORPORATION AND INITIAL BYLAWS AND APPOINTING ITS INITIAL DIRECTORS; AND CONTAINING OTHER PROVISIONS RELATING TO THE SUBJECT

WHEREAS, pursuant to the authority granted by Chapter 303, Texas Local Government Code (the "*Public Facility Corporation Act*"), this Commissioners Court desires to authorize the creation of a nonprofit corporation (the "*Corporation*") to act on its behalf in financing public facilities of Fort Bend County, Texas, under the Public Facility Corporation Act (the "*Act*"); and

WHEREAS, the Corporation will be created pursuant to the Public Facility Corporation Act and will have all the powers granted thereby; and

WHEREAS, this meeting is open to the public as required by law, and public notice of the time, place and purpose of this meeting was given as required by Section 551, Texas Government Code;

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

Section 1. That the findings and declarations contained in the preambles of this Resolution are incorporated herein as part of this Resolution.

Section 2. That this Commissioners Court hereby finds and determines that the Corporation will provide a means of financing needed public facilities in Fort Bend County, Texas consistent with the economy and efficiency contemplated by the Public Facility Corporation Act and the other laws cited in the preambles hereto. The Commissioners Court further finds and determines that it is in the public interest and to the benefit of the residents of Fort Bend County, Texas and the citizens of the State of Texas that this Corporation be created under the Public Facility Corporation Act to finance, refinance, or provide the costs of public facilities of Fort Bend County, Texas.

Section 3. That this Commissioners Court hereby approves the Articles of Incorporation (the "*Articles*") for the Corporation in substantially the form attached hereto as Exhibit A and authorizes the filing of the Articles with the Secretary of State of Texas in accordance with the Public Facility Corporation Act.

Section 4. That this Commissioners Court hereby appoints those persons named in the Articles, each of whom on the date of his appointment is duly qualified in accordance with the Public Facility Corporation Act, to serve as initial members of the Commissioners Court of the Corporation, such service to be at all times subject to the powers of Fort Bend County, Texas under the Articles.

Section 5. That the Corporation is authorized to finance the public facilities described in the preamble hereof through the issuance of one or more series or issues of revenue bonds or lease-purchase agreements, conditional installment purchase agreements, certificates of participation or other obligations (all of which are herewith collectively designated the "*obligation*") that are payable solely from the rents, revenues or other amounts to be received by or on behalf of the Corporation pursuant to one or more lease or lease-purchase obligations between the Corporation and Fort Bend County, Texas having terms and provisions approved by both parties, executed and delivered pursuant to the Public Facility Corporation Act. Such obligations shall never constitute a debt or pledge of the faith and credit or the taxing power of

the State of Texas, the County or the Corporation, but shall be payable solely from a pledge of the rents, revenues or other payments to be made under the lease obligations between the Corporation and Fort Bend County, Texas, and, as required by the Public Facility Corporation Act, such obligations shall state on their face (i) that the pledged rents, revenues and other payments shall be available to pay the debt service or make the installment payments on such obligations only if appropriated by the legislature for such purpose; (ii) that neither the State of Texas nor any agency thereof, nor any political corporation or subdivision of the State of Texas is obligated to pay the principal of or the interest on such bonds except from such source, and (iii) that neither the faith nor credit nor the taxing power of the State of Texas or any agency thereof, nor of any political corporation or subdivision of the State of Texas is pledged to the payment of the principal of or the interest on such obligations. The funds for the payments by Fort Bend County, Texas to the Corporation shall be derived from state funds and other funds available for the purpose.

Section 6. That it is intended that the Corporation be a duly constituted authority and instrumentality of Fort Bend County, Texas, with the power to act on its behalf and to accomplish the public purposes of the State within the meaning of regulations and revenue rulings of the Treasury Department of the Internal Revenue Service of the United States promulgated under Sections 103 and 115 of the Internal Revenue Code of 1986, as amended.

Section 7. That this Commissioners Court hereby approves the initial Bylaws for the Corporation in substantially the form and substance attached hereto as Exhibit B.

Section 8. That this Resolution shall take effect immediately from and after its adoption.

Section 9. That the Notice and agenda relating to this meeting and heretofore posted by the County Secretary, and the posting thereof, are hereby authorized, approved, and ratified.

PASSED AND APPROVED the 9th day of May, 2023.

County Judge

Attest:

County Clerk

(SEAL)

EXHIBIT "A"

**ARTICLES OF INCORPORATION
OF
FORT BEND COUNTY, TEXAS
PUBLIC FACILITY CORPORATION**

**ARTICLES OF INCORPORATION
OF
FORT BEND COUNTY, TEXAS
PUBLIC FACILITY CORPORATION**

I, the undersigned natural person of the age of eighteen (18) years or more, who is a citizen of the State of Texas, acting as incorporator of a non-profit corporation under the Public Facility Corporation Act, Chapter 303, Texas Local Government Code, as amended (the "*Act*"), do hereby adopt the following Articles of Incorporation for such corporation:

**ARTICLE
ARTICLE II**

The name of the corporation is Fort Bend County Public Facility Corporation (the "*Corporation*").

**ARTICLE
ARTICLE IV**

The Corporation is a non-profit public corporation.

**ARTICLE
ARTICLE VI**

The period of duration of the Corporation is perpetual.

**ARTICLE
ARTICLE VIII**

The purpose of the Corporation is to assist Fort Bend County, Texas (the "*County*") in financing, refinancing, or otherwise assisting in the acquisition of public facilities (as now or hereafter defined by Chapter 303, Texas Local Government Code); to authorize the County to issue to or in favor of the Corporation, obligations of the County issued or incurred in accordance with existing law; and, to finance or to provide for the acquisition, construction, rehabilitation, renovation, repair, equipping, furnishing, and placement in service of public facilities of the County. The Corporation shall have and possess the broadest possible powers to finance the acquisition of County obligations issued or incurred in accordance with existing law and to provide for the acquisition, construction, rehabilitation, renovation, repair, equipping, furnishing and placement in service of public facilities of the County under the terms of the Act.

All powers shall be vested in a Board of Directors, each of whom shall be members of the Commissioners Court of Fort Bend County, Texas. Each initial director named in Article VI hereof and each subsequent director shall serve for his or her term on the Board of Directors or until his or her successor is qualified as a member of the Board of Directors; provided, however, that any director may be removed from office at any time, for cause or at will, by written resolution of the County.

These Articles of Incorporation may be amended at any time and from time to time by the Board of Directors with the approval of the County, subject however to limitations on the impairment of contracts entered into by the Corporation, all under and in compliance with the Act.

All other matters pertaining to the internal affairs of the Corporation shall be governed by the bylaws of the Corporation, so long as such bylaws are not inconsistent with the Articles of Incorporation, the Act or any other laws of the State of Texas.

**ARTICLE
ARTICLE X**

The street address of the initial registered office of the Corporation is 301 Jackson St., Richmond, TX 77469, and the name of its initial registered agent at such address is the County Auditor, Robert "Ed" Sturdivant, an individual and resident of the State of Texas. Fort Bend County, Texas is the "*Sponsor*" (as defined in the Act) of the Corporation. The County's address is 301 Jackson St., Richmond, TX 77469.

**ARTICLE
ARTICLE XII**

The number of directors constituting the initial Board of Directors is five and the names and addresses of the persons who are to serve as the initial directors are:

<u>Name</u>	<u>Address</u>
KP George, County Judge	301 Jackson St, Richmond, TX 77469
Vincent Morales, Commissioner, Pct. 1	301 Jackson St., Richmond, TX 77469
Grady Prestage, Commissioner, Pct. 2	301 Jackson St., Richmond, TX 77469
Andy Meyers, Commissioner, Pct. 3	301 Jackson St., Richmond, TX 77469
Dexter L. McCoy, Commissioner, Pct. 4	301 Jackson St., Richmond, TX 77469

**ARTICLE
ARTICLE XIV**

The Corporation shall have no members and is a non-stock corporation.

**ARTICLE
ARTICLE XVI**

The initial bylaws of the Corporation shall be adopted by the Board of Directors. The power to alter, amend, or repeal the bylaws or adopt new bylaws shall be vested in the Board of Directors.

**ARTICLE
ARTICLE XVIII**

All properties owned by the Corporation shall be held for the use and benefit of the public on a nondiscriminatory basis, and no part of the income or revenue of the Corporation shall ever be paid to or inure to the benefit of any director of the Corporation, or any other private person, except for reimbursement of actual expenses incurred in connection with the business affairs of the Corporation.

**ARTICLE
ARTICLE XX**

The name and street address of the incorporator is:

Name

Address

Thomas A. Sage

600 Travis Street, Suite 4200
Houston, Texas 77002

**ARTICLE
ARTICLE XXII**

The Corporation may indemnify any director, officer, employee or agent or former director, officer, employee or agent of the Corporation for expenses and costs, including attorney's fees, actually or necessarily incurred by the person in connection with any claim asserted against the person, by action in court or other forum, by reason of such person having been a director, officer, employee or other agent, except that the Corporation may not provide indemnity in a matter if the director, officer, employee, or agent is guilty of negligence or misconduct in relation to the matter.

**ARTICLE
ARTICLE XXIV**

The County has specifically authorized this Corporation to Act on its behalf to further the public purposes set forth in these Articles of Incorporation and has approved these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand this ____ day of _____, 2023.

Incorporator

THE STATE OF TEXAS §
COUNTY OF FORT BEND §

I do hereby certify that on this ____ day of _____, 2023 _____ personally appeared before me, who being by me first duly sworn, declared that he is the person who signed the foregoing document as an incorporator, and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year above written.

Notary Public in and for the State of Texas

(SEAL)

EXHIBIT "B"
BYLAWS
OF
FORT BEND COUNTY, TEXAS
PUBLIC FACILITY CORPORATION

BYLAWS
OF
FORT BEND COUNTY, TEXAS
PUBLIC FACILITY CORPORATION

ARTICLE I
POWERS AND PURPOSES

Section 1.1. Issuance of Obligations; Financing of Program. In order to implement the purposes for which the Fort Bend County, Texas Public Facility Corporation (the "*Corporation*") was formed, as set forth in its Articles of Incorporation, the Corporation may issue obligations to finance all or part of the cost of any "*public facility*" as defined in Chapter 303, Texas Local Government Code, as amended (the "*Public Facility Corporation Act*" or the "*Act*").

Section 1.2. Books and Records; Review of Financial Statements. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors. All books and records of the Corporation may be inspected by any director or his or her agent or attorney for any proper purpose at any reasonable time; and at all times the Commissioners Court of Fort Bend County, Texas (the "*County*"), will have access to the books, records and financial statements of the Corporation.

Section 1.3. Powers in General. The Corporation may exercise all powers granted under the Act, consistent with its Articles of Incorporation, and the resolution of the Commissioners Court of Fort Bend County, Texas.

ARTICLE II
BOARD OF DIRECTORS

Section 2.1. Appointment, Powers, Number and Term of Office. The Board of Directors shall exercise all of the powers of the Corporation, subject to the restrictions imposed by law, the Articles of Incorporation and these Bylaws.

The Board of Directors shall consist of five directors, each of whom shall be appointed by the Commissioners Court of Fort Bend County, Texas. The term of each directorship (including the initial directors) is six years or, in the case of members of the Commissioners Court of Fort Bend County, Texas, concurrent with the director's term of office as a commissioner of Fort Bend County, Texas.

The directors constituting the first Board of Directors shall be those directors named in the Articles of Incorporation, each of whom, as well as any subsequent directors, subject to the following paragraph, shall serve for the term to which he or she is appointed or until his or her successor is appointed by the Commissioners Court of Fort Bend County, Texas.

Until further amendment of these bylaws, the Board of Directors shall consist of the persons holding the office of commissioner of Fort Bend County, Texas. Upon the end of a person's term of office or his or her resignation from the above offices, such person shall be deemed to have resigned from the Board of Directors of the Corporation and shall be automatically, without the need of any further action on

the part of the Corporation or the Commissioners Court of Fort Bend County, Texas, succeeded as a director by such person's successor in office on the Commissioners Court of Fort Bend County, Texas.

Any director, other than a member of the Commissioners Court of Fort Bend County, Texas, may be removed from office at any time by the Commissioners Court of Fort Bend County, Texas, for cause or at will. Except as provided in the preceding paragraph, any vacancies occurring in the Board of Directors shall be filled by appointment by the Commissioners Court of Fort Bend County, Texas.

Section 2.2. Meetings of Directors in General. The Board of Directors may hold its meetings at any place authorized by the Act, as the Board of Directors may from time to time determine; provided that, in the absence of any such determination by the Board of Directors, the meetings shall be held at the principal office of the Corporation. The Board of Directors shall conduct its meetings in accordance with the requirements of the Act.

Section 2.3. Regular Meetings. Regular meetings of the Board of Directors shall be held at such times and places as shall be designated, from time to time, by resolution of the Board of Directors. Notice of regular meetings need not be given to Directors, but if notice is required by law to be given to anyone else, such notice will be given in the manner prescribed by law.

Section 2.4. Special Meetings. Special meetings of the Board of Directors shall be held whenever called by the president, by the secretary or by a majority of the directors then in office or upon advice of or request by the Commissioners Court of Fort Bend County, Texas.

The secretary shall give notice to each director of each special meeting in person, or by mail, telephone or facsimile transmission, at least two hours before the meeting. Notice required by law to be given to anyone else shall be given in the manner prescribed by law. Unless otherwise indicated in the notice thereof, any and all matters pertaining to the purposes of the Corporation may be considered and acted upon at a special meeting. At any meeting at which every director is present, even though without any notice, any matter pertaining to the purpose of the Corporation may be considered and acted upon.

Section 2.5. Quorum. A majority of the directors fixed by these bylaws shall constitute a quorum for the consideration of matters pertaining to the purposes of the Corporation. The act of a majority of the directors present at a meeting at which a quorum is in attendance shall constitute the act of the Board of Directors, unless the act of a greater number is required by law.

Section 2.6. Conduct of Business. At the meetings of the Board of Directors, matters pertaining to the purposes of the Corporation shall be considered in such resolution as from time to time the Board of Directors may determine.

Section 2.7. Compensation of Directors. Directors shall not receive any compensation for their services as directors except that they shall be reimbursed for their actual expenses incurred in the performance of their official duties.

ARTICLE III

OFFICERS

Section 3.1. Titles and Term of Office. The officers of the Corporation shall be a president, a vice president, a secretary and a treasurer, and such other officers as the Board of Directors may from time to time elect or appoint. One person may hold more than one office, except that the president shall not hold

the office of secretary. Each officer shall be appointed by a majority vote of the directors then in office and shall hold office for a term of three years or until his or her successor is elected or appointed.

All officers shall be subject to removal from office with or without cause at any time by a majority vote of the directors then in office.

A vacancy in any office shall be filled by appointment by a majority vote of the directors then in office.

Section 3.2. President. The president shall be the chief executive officer of the Corporation, and, subject to the control of the Board of Directors, the president shall be in general charge of the properties and affairs of the Corporation; the president shall preside at all meetings of the Board of Directors; in furtherance of the purposes of this Corporation, the president may sign and execute all contracts, conveyances, franchises, bonds, deeds, assignments, mortgages, notes and other instruments in the name of the Corporation.

Section 3.3. Vice President. The vice president shall have such powers and duties as may be assigned by the Board of Directors and shall exercise the powers of the president during the president's absence or inability to act. Any action taken by the vice president in the performance of the duties of the president shall be conclusive evidence of the absence or inability of the president to act at the time such action was taken.

Section 3.4. Treasurer. The treasurer shall have custody of all the funds and securities of the Corporation that come into his or her hands. When necessary or proper, the treasurer may sign or endorse, on behalf of the Corporation, for collection or payment, checks, notes and other obligations and shall deposit any funds received to the credit of the Corporation in such bank or banks or depositories as shall be designated by the Board of Directors; whenever required by the Board of Directors, the treasurer shall render a statement of the treasurer's cash account; the treasurer shall enter or cause to be entered regularly in the books of the Corporation to be kept by the treasurer for that purpose full and accurate amounts of all monies received and paid out on account of the Corporation; the treasurer shall perform all acts incident to the position of treasurer subject to the control of the Board of Directors; the treasurer, if required by the Board of Directors, shall give such bond for the faithful discharge of his or her duties in such form as the Board of Directors may require.

Section 3.5. Secretary. The secretary shall keep the minutes of all meetings of the Board of Directors in books provided for that purpose; the secretary shall attend to the giving and serving of all notices; in furtherance of the purposes of this Corporation, the secretary may sign with the president in the name of the Corporation, or attest the signature thereto, all contracts, conveyances, franchises, bonds, deeds, assignments, mortgages, notes and other instruments of the Corporation; the secretary shall have charge of the corporate books, records and securities of which the treasurer shall have custody and charge, and such other books and papers as the Board of Directors may direct, all of which shall at all reasonable times be open to inspection upon application at the office of the Corporation during business hours; and the secretary shall in general perform all duties incident to the office of secretary subject to the control of the Board of Directors.

In the absence of the secretary, the president may appoint any person other than the president, to act as secretary during such absence.

Section 3.6. Compensation. Officers shall not receive any compensation for their services as officers except that they shall be reimbursed for their actual expenses incurred in the performance of their official duties.

ARTICLE IV

PROVISIONS REGARDING BYLAWS

Section 4.1. Effective Date. These Bylaws shall become effective only upon the occurrence of the following events:

(2) the approval of these Bylaws by the Commissioners Court of Fort Bend County, Texas, which approval may be granted prior to the creation of the Corporation; and

(4) the adoption of these Bylaws by the Board of Directors.

Section 4.2. Amendments to Bylaws. These Bylaws may be amended at any time and from time to time either by majority vote of the directors then in office with approval of Fort Bend County, Texas, at the sole discretion of the Commissioners Court of Fort Bend County, Texas.

Section 4.3. Interpretation of Bylaws. These Bylaws shall be liberally construed to effectuate the purposes set forth herein. If any word, phrase, clause, sentence, paragraph, section or other part of these Bylaws, or the application thereof to any person or circumstance, shall ever be held to be invalid or unconstitutional by any court of competent jurisdiction, the remainder of these Bylaws and the application of such word, phrase, clause, sentence, paragraph, section or other part of these Bylaws to any other person or circumstance shall not be affected thereby.

ARTICLE V

GENERAL PROVISIONS

Section 5.1. Principal Office. The principal office of the Corporation shall be located at 301 Jackson St., Richmond, TX 77469.

Section 5.2. Fiscal Year. The fiscal year of the Corporation shall be as determined by the Board of Directors.

Section 5.3. Seal. The seal of the Corporation shall be as determined by the Board of Directors.

Section 5.4. Notice and Waiver of Notice. Whenever any notice whatsoever is required to be given to the Board of Directors under the Act, the Articles of Incorporation or these Bylaws, such notice shall be deemed to be sufficient if given by depositing it in a post office box in a sealed postpaid wrapper addressed to the person entitled thereto at his or her post office address, as it appears on the books of the Corporation, and such notice shall be deemed to have been given on the day of such mailing.

Attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objection to the transaction of any business on the grounds that the meeting is not lawfully called or convened. A waiver of notice in writing, signed by the person or persons entitled to notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Neither the business to be transacted at nor the purpose of any regular or special meeting of the Board of Directors need be specified in the notice of such meeting, unless required by the Board of Directors.

If any notice whatsoever is required to be given to the public by law, such notice shall be given in the manner prescribed by law.

Section 5.5. Resignations. Any director or officer may at any time resign, and upon their departure as a member of the Commissioners Court of Fort Bend County, Texas shall be deemed to have resigned. Such resignations shall be made in writing and shall take effect at the time specified therein, or, if no time be specified, at the time of its receipt by the president or the secretary; provided that in the case of a director's departure from the Commissioners Court of Fort Bend County, Texas, such director's resignation shall be effective as of the date of departure whether or not written resignation is provided. The acceptance of a resignation shall not be necessary to make it effective, unless expressly so provided in the resignation.

Section 5.6. Approval of the Commissioners Court of Fort Bend County, Texas. To the extent these Bylaws refer to any approval or other action to be taken by Fort Bend County, Texas, such approval or action shall be evidenced by a certified copy of a resolution, order or motion duly adopted by the Commissioners Court of Fort Bend County, Texas.

Section 5.7. Action Without a Meeting of Directors. Any action that may be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action to be taken, is signed by all of the directors then in office. Such consent shall have the same force and effect as a unanimous vote and may be stated as such in any articles or document filed with the Secretary of State or any other person.

Section 5.8. Organizational Control. Fort Bend County, Texas, at its sole discretion, and at any time, may alter or change the structure, organization or activities of the Corporation (including the termination of the Corporation), subject to any limitation on the impairment of contracts entered into by such Corporation.

IN WITNESS WHEREOF, I have signed this certification as of the ____ day of _____, 2023.

Secretary