

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:

The Commissioners Court of Fort Bend County, Texas, convened at a regular meeting of such Court at the Fort Bend County Courthouse in the City of Richmond, Texas, on September 12, 2023, and the roll was called of the duly constituted members of such Commissioners Court, to-wit:

K.P. George	County Judge
Vincent Morales	Commissioner, Precinct 1
Grady Prestage	Commissioner, Precinct 2
Andy Meyers	Commissioner, Precinct 3
Dexter McCoy	Commissioner, Precinct 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 APPROVING THE ISSUANCE OF THE FORT BEND COUNTY, TEXAS PUBLIC FACILITY CORPORATION LEASE REVENUE BONDS SERIES 2023, AS SPONSORING ENTITY; AUTHORIZING THE EXECUTION AND DELIVERY OF A TRUST INDENTURE, LOAN AGREEMENT, BOND PURCHASE CONTRACT AND OTHER DOCUMENTS INCIDENT TO THE ISSUANCE OF THE BONDS; AND APPROVING OTHER MATTERS INCIDENT AND RELATING THERETO

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 12th day of September 2023.

County Clerk

(SEAL)

RESOLUTION APPROVING THE ISSUANCE OF THE FORT BEND COUNTY, TEXAS PUBLIC FACILITY CORPORATION LEASE REVENUE BONDS SERIES 2023, AS SPONSORING ENTITY; AUTHORIZING THE EXECUTION AND DELIVERY OF A TRUST INDENTURE, LOAN AGREEMENT, BOND PURCHASE CONTRACT AND OTHER DOCUMENTS INCIDENT TO THE ISSUANCE OF THE BONDS; AND APPROVING OTHER MATTERS INCIDENT AND RELATING THERETO

WHEREAS, Fort Bend County, Texas (the “County”), has, pursuant to the Public Facility Issuer Act, Section 303, Texas Local Government Code, as amended (the “Act”), approved and provided for the creation of the Fort Bend County, Texas Public Facility Corporation (the “Issuer”) as a nonprofit public corporation to finance public facilities of Fort Bend County, Texas through the issuance of one or more series or issues of revenue bonds in order to facilitate the financing of the Project (as defined herein) through lease revenue bonds issued by the Issuer and loaned to CFC – Epicenter Properties LLC, a limited liability company whose sole member is a nonprofit 501(c)(3) Arizona corporation (the “Borrower”);

WHEREAS, the County has identified the need for branch office buildings, including County Sheriff’s offices, holding cells, and dispatch, County Emergency Medical Services facilities, and a regional certified Level-1 law enforcement training facility in the County (the “Project”);

WHEREAS, the Project will increase the level of public safety and enhance the law enforcement capabilities in the County;

WHEREAS, the County currently is the owner of certain property consisting of approximately 30 acres of land located in the City of Rosenberg, Texas (the “Property”);

WHEREAS, the County has found that it is in the best interest of the County to transfer their fee simple interest in the Property to the Issuer via a special warranty deed (the “Special Warranty Deed”), to then be ground leased by the Issuer to the Borrower pursuant to a Ground Lease dated December 1, 2023 (the “Ground Lease”) solely for the purpose of constructing and developing the Project; and

WHEREAS, the Issuer is authorized to issue bonds pursuant Chapter 303 of the Texas Local Government Code and loan the proceeds of the Bonds to the Borrower to finance the acquisition and construction of the Project;

WHEREAS, the Borrower has requested that Issuer issue its Lease Revenue Bonds Series 2023 in an amount not to exceed \$150,000,000, (the “Bonds”) pursuant to a Trust Indenture between the Borrower and Zions Bancorporation, National Association, Amegy Bank Division as Trustee, in order to finance the Borrower’s development of the Project on the Property;

WHEREAS, the Borrower will pledge as security for the Bonds certain lease payments received from the County pursuant to a facilities lease (the “Facilities Lease”) by and between the County as lessee and the Borrower as lessor dated as of December 1, 2023;

WHEREAS, the Bonds will be further secured by a Deed of Trust and Security Agreement (the “Deed of Trust”) dated as of December 1, 2023, executed by the Issuer for the benefit of the Trustee and pledged to the Trust Estate of the Trust Indenture;

WHEREAS, the Issuer and the Borrower will enter into a Loan Agreement, dated December 1, 2023 (the “Loan Agreement”), providing for (i) a loan from the Issuer to the Borrower of the proceeds of the sale of the Bonds and (ii) the repayment of such loan solely from the Borrower out of the Rental Payments (as defined in the Facilities Lease) made by the County to the Borrower;

WHEREAS, the Commissioners Court of the County has found and determined that it is in the best interests of the County, as the sponsoring entity of the Issuer, to authorize the issuance of the Bonds by the Issuer in order to finance the Project;

WHEREAS, the Commissioners Court has determined that it is in the best interest of the County to approve, as the sponsoring entity of the Issuer, the Trust Indenture, the Deed of Trust, the Loan Agreement, the Bond Purchase Contract, the Ground Lease, and certain other related documents and certificates, including a Continuing Disclosure Agreement, a Preliminary Official Statement for use in the initial offering and sale of the Bonds and a final Official Statement reflecting the final terms of the Bonds (collectively, the “Bond Documents”); Now Therefore;

NOW THEREFORE, BE IT RESOLVED BY FORT BEND COUNTY, TEXAS:

SECTION 1. APPROVAL OF ISSUER DOCUMENTS. The County hereby approves the issuance of the Bonds by the Issuer in order to finance the Project in accordance with the authority conferred by and in conformity with the Constitution and laws of the State of Texas, and (b) the County hereby acknowledges and approves the execution and implementation by the Issuer of the Bond Documents, in substantially the forms presented to the Commissioners Court at this meeting, and the issuance by the Issuer of the Bonds pursuant to the Bond Documents, with such changes thereto as may be required by the Trustee, the Attorney General of the State of Texas or any of the attorneys rendering an opinion as to the validity and enforceability of the Bonds, the documents executed by the Issuer in connection therewith or as to the tax exemption of interest on the Bonds.

SECTION 2. SALE AND DELIVERY OF BONDS. (a) The Bonds shall be sold and delivered to the underwriter or underwriting syndicate (the “Underwriter”) at the price and terms to be set forth in the Bond Purchase Contract, provided that:

- (i) the combined aggregate principal amount of the Bonds shall not exceed \$150,000,000,
- (ii) the price to be paid for the Bonds shall not be less than 90% of the aggregate original principal amount of the Bonds plus accrued interest thereon from their date to their delivery; and
- (iii) the net effective interest rates on the Bonds shall not exceed the maximum rate allowed by Chapter 1204, Texas Government Code, as amended.

(b) Upon completion of the terms thereof, the appropriate officials of the County are hereby authorized and directed to execute the Bond Purchase Contract on behalf of the County, and the County Judge, County Auditor, and County Attorney and all other officers, agents and representatives of the County are hereby authorized to do any and all things necessary or desirable to satisfy the conditions set out therein and to provide for the issuance and delivery of the Bonds.

SECTION 3. OFFICIAL STATEMENT. The Commissioners Court hereby authorizes and approves, in connection with the sale of the Bonds, the preparation and distribution of the Preliminary Official Statement, and the preparation and distribution of a final Official Statement, reflecting the terms of the Bond Purchase Contract and other relevant information. The use of such final Official Statement by the Underwriter is hereby approved.

SECTION 4. FURTHER PROCEEDINGS. Incident to the execution and delivery of the Bond Documents and the Bonds by the Issuer, the President, Vice President, the Secretary or the Treasurer of the Issuer, and the County Judge, County Auditor, and County Attorney of the County are hereby authorized, empowered and directed to do all such acts and things and to execute such documents on behalf of the Issuer and to do any and all things as may be necessary or desirable to carry out and comply with the provisions thereof and are further authorized to take any and all further action to execute and deliver any other documents as may be necessary to carry out the purposes of this Resolution.

SECTION 5. REPEALER. All orders or resolutions or parts thereof, which are in conflict or inconsistent with any provision of this Resolution are hereby repealed to the extent of such conflict, and the provisions of this Resolution shall be and remain controlling as to the matters contained herein.

SECTION 6. SEVERABILITY. If any provisions of this Resolution or the application thereof to any circumstance shall be held to be invalid, the remainder of this Resolution and the application thereof to other circumstances shall nevertheless be valid and the Commissioners Court hereby declares that this Resolution would have been enacted without such invalid provision.

PASSED AND APPROVED this 12th day of September, 2023.

County Judge
Fort Bend County, Texas

ATTEST:

County Clerk
Fort Bend County, Texas

(SEAL)