

RESOLUTION AUTHORIZING EXECUTION AND DELIVERY OF THE FACILITIES LEASE AND SPECIAL WARRANTY DEED RELATING TO THE FINANCING OF THE FORT BEND COUNTY, TEXAS PUBLIC FACILITY CORPORATION LEASE REVENUE BONDS SERIES 2023; AUTHORIZING THE EXECUTION AND DELIVERY OF DOCUMENTS NECESSARY TO CARRY OUT THE RELATED BOND FINANCING; AND CONTAINING OTHER RELATED MATTERS

THE STATE OF TEXAS §
COUNTY OF FORT BEND §

WHEREAS, Fort Bend County, Texas (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 is authorized under Section 303, Texas Local Government Code, to sponsor the creation of a public facility corporation to finance public facilities of Fort Bend County, Texas through the issuance of one or more series or issues of revenue bonds and is further authorized to transfer County real property to the Issuer in furtherance of the purposes of the Issuer;

WHEREAS, the County has sponsored the creation of the Fort Bend County, Texas Public Facility Corporation (the “Issuer”) in order to facilitate the financing of the Project 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 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 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 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 to enter into the Facilities Lease in provide emergency services and attract and train law enforcement in the County;

WHEREAS, the Commissioners Court has determined that it is in the best interest of the County to enter into and approve (i) the transfer of the Property from the County to the Issuer via the Special Warranty Deed and (ii) the Facilities 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 “Lease Documents”) and further desires to authorize the execution of the Special Warranty Deed and Facilities Lease in furtherance of the Project; Now Therefore;

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

Section 1. The facts and recitations contained in the preamble of this resolution are hereby found and declared to be true and correct.

Section 2. The Commissioners Court does hereby approve the form, terms, and provisions of and the execution and delivery of the Special Warranty Deed, Facilities Lease and any ancillary documents related thereto (collectively, the “Lease Documents”) for the development of the Project; with such changes as the County Judge, County Auditor, and County Attorney or their designees (each an “Authorized Officer”) shall approve, such approval to be conclusively evidenced by the execution and delivery thereof by the Authorized Officer.

Section 3. The Commissioners Court does hereby authorize each Authorized Officer to take all such actions and approve, execute and deliver all such requests, agreements, instruments, and other documents on behalf of the County as he may deem necessary or desirable (as conclusively evidenced by the taking of such action or the execution and delivery of such agreements, instruments or other documents by each Authorized Officer) in connection with the (i) the Special Warranty Deed, (ii) the Facilities Lease, (iii) the Lease Documents and (iv) any extension, amendment, or other modification of the Special Warranty Deed or Facilities Lease in order to effectuate the further purposes of this Resolution, including without limitation those documents specifically described in this Resolution. All acts of each Authorized Officer authorized and directed herein are reasonably expected to benefit the County. Upon execution and delivery,

such agreements, instruments, and other documents shall be the valid and binding obligations of the County enforceable in accordance with their terms.

Section 4. The Authorized Officer is hereby authorized to deem final the Preliminary Official Statement as of its date, within the meaning of subparagraph (b)(1) of Rule 15c(2)-12 of the Securities and Exchange Commission, and the Authorized Officer or other appropriate officials of the County are hereby authorized to sign and/or to deliver a certificate pertaining to such Official Statement as prescribed therein.

Section 5. The Commissioners Court does hereby approve a Continuing Disclosure Agreement identifying the continuing disclosure reports and notices to be filed by the County and containing such covenants as may be necessary to assist the Underwriter in complying with the provisions of the Rule 15c2-12 of the Securities and Exchange Commission.

Section 6. The County Judge, County Clerk, County Auditor, and County Attorney 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 7. This resolution shall take effect immediately upon its passage.

Section 8. The Notice and agenda relating to this meeting and heretofore posted by the County Clerk, and the posting thereof, are hereby authorized, approved, and ratified.

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

County Judge
Fort Bend County, Texas

ATTEST:

County Clerk
Fort Bend County, Texas

(SEAL)

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

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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)