RESOLUTION AUTHORIZING THE ISSUANCE OF FORT BEND COUNTY, TEXAS PUBLIC FACILITY CORPORATION LEASE REVENUE BONDS SERIES 2023; AUTHORIZING THE EXECUTION OF A TRUST INDENTURE, LOAN AGREEMENT, BOND PURCHASE CONTRACT AND OTHER DOCUMENTS INCIDENT TO THE ISSUANCE OF THE BONDS; APPOINTING PRICING OFFICERS; AND APPROVING OTHER MATTERS IN CONNECTION THEREWITH

WHEREAS, Fort Bend County, Texas (the "County"), has, pursuant to the Public Facility Corporation 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;

WHEREAS, pursuant to Section 292.003 and 292.022, the County is authorized to finance and construct county buildings on property outside the County seat;

WHEREAS, the Issuer, on behalf of the County, is empowered to issue its revenue bonds in order to loan or otherwise provide funds to a borrower for the purposes of (i) assisting the County in financing, refinancing, or otherwise assisting in the acquisition of public facilities (as now or hereafter defined by the Act); (ii) authorizing the County to issue to or in favor of the Issuer, obligations of the County issued or incurred in accordance with existing law; and (iii) financing or providing for the acquisition, construction, rehabilitation, renovation, repair, equipping, furnishing, and placement in service of public facilities of the County for enumerated public purposes, including to finance, refinance, and/or refund certain costs for the site improvement, design, development, construction, repair, renovation, furnishing, and/or equipment of County 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") on approximately 30 acres of land located in the City of Rosenberg, Texas, as more particularly described in Exhibit A to the Loan Agreement (the "Property");

WHEREAS, no public funds or credit of the County may be pledged to the payment of such revenue bonds, and such revenue bonds shall be payable solely from amounts made available to the Issuer from Loan Repayments pursuant to the Loan Agreement (defined below);

WHEREAS, CFC – Epicenter Properties LLC, a single-member limited liability company (the "Company"), has requested that the Issuer issue the Bonds (defined below) and lend the proceeds thereof to the Company to finance the costs of the Project described in the Loan Agreement;

WHEREAS, in furtherance of the purpose of the Act, the Issuer proposes to issue revenue bonds in a combined aggregate principal amount not to exceed $150,000,000, which will be designated Fort Bend County, Texas Public Facility Corporation Lease Revenue Bonds Series 2023 (the "Bonds"), the proceeds of which will be loaned to the Company to be used (i) to finance the Project on the Property, which Property is being transferred by the County to the Issuer via Special Warranty Deed; the County will lease the Property to the Company pursuant to a Ground Lease and the Company will lease the Property and the Project to the County pursuant to a

Facilities Lease (as defined in the Loan Agreement), and (ii) to pay a portion of the costs of issuance of the Bonds; and

WHEREAS, there have been presented to the Issuer proposed forms of each of the following:

i. The Loan Agreement, dated as of December 1, 2023 (the "Loan Agreement"), by and between the Issuer and the Company (including the form of promissory note from the Company to the Issuer in the principal amount of the Bonds (the "Note")), pursuant to which the proceeds of the Bonds will be loaned to the Company for the purposes of paying the costs of the Project, and the Company will promise to repay the loan;

ii. The Trust Indenture, dated as of December 1, 2023 (the "Indenture"), between the Issuer and Zions Bancorporation, National Association, Amegy Bank Division ("Trustee"), including the form of the Bonds;

iii. The Preliminary Official Statement (the "Preliminary Official Statement") regarding the issuance of the Bonds;

iv. The Bond Purchase Contract (the "Bond Purchase Contract") among the Issuer, the Company, and an underwriter or underwriting syndicate (the "Underwriter") to be dated as of the date of its execution and delivery;

v. The Special Warranty Deed transferring ownership of the Property from the County to the Issuer, as authorized by Section 303, Texas Local Government Code;

vi. The Ground Lease dated as of December 1, 2023 (the "Ground Lease") between the Issuer and the Company for the lease of the Site from the Issuer to the Company; and

vii. The Deed of Trust dated December 1, 2023, executed by the Issuer for the benefit of the Trustee and pledged to the Trust Estate of the Trust Indenture.

THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF FORT BEND COUNTY, TEXAS PUBLIC FACILITY CORPORATION THAT:

Section 1. Approval of the Loan Agreement. The Board hereby approves the Loan Agreement and the Notes in substantially the form and substance presented to the Board, and any Pricing Officer is hereby authorized and directed, for and on behalf of the Issuer, to date, sign, and otherwise execute the Loan Agreement, with such changes therein as such officer may approve, such approval to be conclusively evidenced by the execution thereof, and such officers are hereby authorized to deliver the Loan Agreement. Upon execution by the parties thereto and delivery thereof, the Loan Agreement shall be binding upon the Issuer in accordance with the terms and provisions thereof.

Section 2. Approval of the Trust Indenture. The Board hereby approves the Indenture in substantially the form and substance presented to the Board, and any Pricing Officer is hereby authorized and directed, for and on behalf of the Issuer, to execute the Indenture, and the Secretary or any Assistant Secretary of the Issuer (the "Secretary") is authorized and directed, for and on

behalf of the Issuer, to attest to the Indenture, with such changes therein as such officers may approve, such approval to be conclusively evidenced by the execution thereof, and such officers are hereby authorized to deliver the Indenture. Upon execution by the parties thereto and delivery thereof, the Indenture shall be binding upon the Issuer in accordance with the terms and provisions thereof.

Section 3. Approval of the Deed of Trust. 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. The Board hereby approves the Deed of Trust in substantially the form and substance presented to the Board, and any Pricing Officer is hereby authorized and directed, for and on behalf of the Issuer, to execute the Deed of Trust, with such changes therein as such officers may approve, such approval to be conclusively evidenced by the execution thereof, and such officers are hereby authorized to deliver the Deed of Trust. Upon execution by the parties thereto and delivery thereof, the Deed of Trust shall be binding upon the Issuer in accordance with the terms and provisions thereof.

Section 4. Approval of the Issuance of the Bonds. The Board hereby ratifies, approves and authorizes the issuance of the Bonds, provided that:

(a) the combined aggregate principal amount of the Bonds shall not exceed $150,000,000,

(b) 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

(c) the net effective interest rates on the Bonds shall not exceed the maximum rate allowed by Chapter 1204, Texas Government Code, as amended.

The Bonds shall mature on the dates and in the amounts, and bear interest at the respective per annum rates, as set forth in the Indenture. The Bonds shall be issued for the purpose of providing the proceeds thereof to the Company for the purposes as described in the recitals of this Resolution. The Board hereby approves the Bonds in substantially the form and substance set forth in the Indenture. The Bonds shall be issued, executed, authenticated and delivered in the form and manner, and shall be dated, shall and may be redeemed prior to maturity, and shall have all of the characteristics, as provided in the Indenture.

Section 5. Pricing Delegation. The President, Vice President, the Secretary or the Treasurer of the Issuer (each a "Pricing Officer") are each hereby severally authorized to act on behalf of the Issuer in selling and delivering the Bonds and carrying out the other procedures specified in this Resolution, subject to the limitations set forth in Section 4 of this Resolution, including without limitation determining the price at which the Bonds will be sold, the dated date, the issuance date, the initial interest payment date for the Bonds, the years in which the Bonds will mature, the principal amount to mature in each of such years, the rate of interest to be borne by each such maturity, any optional redemption or mandatory sinking fund redemption provisions for the Bonds, approving any bond insurance or reserve fund surety policy in connection with the Bonds, and all

other matters not expressly provided in this Resolution, relating to the issuance, sale and delivery of the Bonds, all of which shall be specified in the Indenture and the Bond Purchase Contract.

Section 6. Sale of Bonds; Bond Purchase Contract. The sale and delivery of the Bonds by the Issuer to the Underwriter at the price set forth in the Bond Purchase Contract, plus accrued interest, if any, to the date of delivery of the Bonds, is hereby authorized and approved, subject to the limitations set forth in Section 4 of this Resolution. The Board hereby approves the Bond Purchase Contract in substantially the form and substance presented to the Board, and the Pricing Officer is hereby authorized and directed, for and on behalf of the Issuer, to date, sign, and otherwise execute the Bond Purchase Contract, with such changes therein as such officer may approve, such approval to be conclusively evidenced by the execution thereof, and such Pricing Officer is hereby authorized to deliver the Bond Purchase Contract. Upon execution by the parties thereto and delivery thereof, the Bond Purchase Contract shall be binding upon the Issuer in accordance with the terms and provisions thereof.

Section 7. Official Statement and Continuing Disclosure Agreement. The Preliminary Official Statement in substantially the final form and substance presented to the Board is hereby approved. The Board hereby approves the use and distribution of the Preliminary Official Statement and the final Official Statement prepared in connection with the issuance of the Bonds based upon the terms of sale of the Bonds as herein authorized (collectively, the "Official Statement") and the President of the Issuer is hereby authorized and directed to execute such Official Statement.

The Continuing Disclosure Agreement in substantially the form and substance presented to the Board is hereby approved. The Board hereby approves the use and distribution of the Continuing Disclosure Agreement prepared in connection with the issuance of the Bonds and the President of the Issuer is hereby authorized and directed to execute such Continuing Disclosure Agreement, with such changes therein as the officer executing the same may approve, such approval to be conclusively evidenced by such execution thereof.

Section 8. Execution and Delivery of the Bonds. The Board hereby approves the Bonds in substantially the form and substance set forth in the Indenture and the Pricing Officer is hereby authorized and directed, for and on behalf of the Issuer, to execute the Bonds or have their facsimile signatures placed upon the Bonds and directs Hunton Andrews Kurth LLP ("Bond Counsel") to submit the Bonds and a transcript of proceedings therefor to the Attorney General of the State of Texas for approval and to the Comptroller of Public Accounts of the State of Texas for registration, and Bond Counsel is hereby authorized and directed to deliver the Bonds.

Section 9. Appointment of the Trustee. Zions Bancorporation, National Association, Amegy Bank Division, is hereby appointed as Trustee under the Indenture, thereby serving as Bond Registrar and Paying Agent under the terms of the Indenture; provided, however, the Issuer acknowledges that the Company may designate another eligible financial institution as Trustee. The Company shall provide written notice to the Issuer of any such alternate Trustee designation to the Issuer at 301 Jackson St, Richmond, TX 77469, Attention: Treasurer. The Issuer shall have seven (7) calendar days from receipt of such written notice to provide its written consent/objection to any such designation.

Section 10. Notice of Public Hearing. The Board hereby approves and ratifies the Notice of Public Hearing substantially in the form and substance presented to the Board and ratifies and approves its publication and/or posting as required by the laws of the United States. The Board hereby directs that the Bonds shall not be issued unless and until the requirements of Section 147(f)(1) of the Code, including particularly the approval requirement following any required public hearing, have been fully satisfied, and that no contract, agreement or commitment to issue the Bonds shall be executed or undertaken prior to satisfaction of the requirements of Section 147(f) unless the performance of such contract, agreement or commitment is expressly conditioned upon the prior satisfaction of such requirements. All such actions taken prior to the enactment of this Resolution are hereby ratified and confirmed.

Section 11. Continuing Authority. The Pricing Officers, and all other officers, employees, agents and representatives of the Issuer and its Board shall be and are hereby expressly authorized, empowered and directed from time to time, and at any time, to do and perform all such acts and things, and to execute and deliver in the name and on behalf of the Issuer all such instruments, whether or not herein mentioned, as may be necessary or desirable in order to carry out the terms and provisions of this Resolution and of the Bonds, as well as the terms and provisions of the Indenture, the Loan Agreement, the Deed of Trust, the Official Statement, the Bond Purchase Contract, the Ground Lease, the Special Warranty Deed and all other documents incident to the issuance of the Bonds. The Board of the Issuer may designate from time to time other officers or employees of the Issuer to act as the Pricing Officer, such designation to be evidenced by a certificate filed with the Trustee and the Company.

Section 12. Further Authorization. The Pricing Officers and other officers of the Issuer are hereby authorized and empowered to do all such acts and things and to execute, acknowledge and deliver all such documents (including, without limiting the generality of the foregoing, any closing certificate, tax compliance agreement, arbitrage certificate or arbitrage regulation agreement in connection with the issuance of the Bonds) as may in his, her or their discretion be deemed necessary or desirable in order to carry out or comply with the terms and provisions of this Resolution, the Bond Purchase Contract, the Continuing Disclosure Agreement, the Official Statement, the Loan Agreement, Trust Indenture, Ground Lease and the Special Warranty Deed, and to make ministerial alterations, changes or additions in the foregoing agreements, statements, instruments or other documents herein approved, authorized and confirmed which they may approve and the execution or taking of such action shall be taken as conclusive evidence of its necessity or advisability. All of the acts and undertakings of such officers which are in conformity with the intent and purposes of this Resolution, whether heretofore or hereafter taken or done shall be and the same are hereby in all respects, ratified, confirmed and approved.

Section 13. Resolution Irrepealable. After any of the Bonds are issued, this Resolution shall be and remain irrepealable until the Bonds or the interest thereon shall have been fully paid or provision for payment shall have been made pursuant to the Indenture.

Section 14. Severability. If any section, paragraph, clause or provision of this Resolution shall be held to be invalid or unenforceable, the invalidity or unenforceability of such section, paragraph, clause or provision shall not affect any of the remaining provisions of this Resolution. In case any obligation of the Issuer authorized or established by this Resolution or the Bonds is held to be in

violation of law as applied to any person or any circumstance, such obligation shall be deemed to be the obligation of the Issuer to the fullest extent permitted by law.

Section 15. Ratification. All action (not inconsistent with this Resolution) heretofore taken by the Board and officers of the Issuer directed toward the issuance of the Bonds and the loan of the proceeds thereof to the Company to finance the Project are hereby ratified, approved and confirmed.

PASSED AND ADOPTED BY THE BOARD OF DIRECTORS OF FORT BEND COUNTY, TEXAS PUBLIC FACILITY CORPORATION THIS 12TH DAY OF SEPTEMBER, 2023.

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President, Board of Directors

ATTEST:

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Secretary, Board of Directors