

THE STATE OF TEXAS §
 §
 COUNTY OF FORT BEND §

The Commissioners Court of Fort Bend County, Texas, ("Commissioners Court") convened in REGULAR SESSION AT A REGULAR TERM OF SAID COURT, open to the public, on the 14 day of September, 2010, at the County Courthouse, with a quorum of said Court present:

Whereupon, among other business the following was transacted at said meeting: a written resolution entitled:

RESOLUTION APPROVING ISSUANCE OF FORT BEND FLOOD CONTROL WATER SUPPLY CORPORATION REVENUE REFUNDING BONDS, SERIES 2010, LEVYING AND PLEDGING A TAX FOR THE PAYMENT THEREOF; AND CONTAINING OTHER PROVISIONS RELATING TO THE SUBJECT

(the "Resolution") was duly introduced for the consideration of the Commissioners Court and reviewed in full. It was then duly moved by Comm. Meyers and seconded by Comm. Prestage that the Resolution be passed; and, after due discussion, the motion, carrying with it the passage of the Resolution, prevailed and carried by the following vote:

AYES:	<u>5</u>
NOES:	<u>0</u>

The County Judge thereupon announced that the Resolution has been duly and lawfully adopted. The Resolution thus adopted follows:

FORT BEND COUNTY, TEXAS

RESOLUTION APPROVING ISSUANCE OF FORT BEND FLOOD CONTROL WATER SUPPLY CORPORATION REVENUE REFUNDING BONDS, SERIES 2010, LEVYING AND PLEDGING A TAX FOR THE PAYMENT THEREOF; AND CONTAINING OTHER PROVISIONS RELATING TO THE SUBJECT

WHEREAS, the Commissioners Court of Fort Bend County, Texas (the "Commissioners Court"), as the governing body of Fort Bend County, Texas, duly created, by resolution adopted on February 23, 1987, the Fort Bend Flood Control Water Supply Corporation (the "Corporation") to provide financing of flood control and drainage improvements in Fort Bend County, Texas, pursuant to Chapter 67, Texas Water Code, as amended (the "Act"); and

WHEREAS, the Corporation intends to issue revenue refunding bonds to (i) to refund its Series 2001 Bonds that were issued to acquire, construct and maintain certain flood control facilities and drainage improvements in and along the Big Creek Watershed in Fort Bend County, Texas (the "Project"), for the benefit of the County and the Fort Bend County Drainage District (the "District") and (ii) provide for payment of the principal of and premium, if any, and interest on such bonds with revenues to be derived from the sale of the Project to the County, and the provision of certain services to the Fort Bend County Drainage District, all in accordance with the provisions of the Act and Texas Local Government Code, Section 552.014 (as renumbered from Texas Local Government Code Section 402.014); and

WHEREAS, the County, the District and the Corporation have entered into that certain Agreement dated July 3, 2001, as amended on September 14, 2010 (the "Agreement") to provide for the payment of debt service on the Corporation's bonds to be issued to finance the Project and any bonds issued to refund the Series 2001 Bonds; and

WHEREAS, the Commissioners Court has been presented with and examined the proposed form of a resolution of the Corporation authorizing the issuance of the Corporation's bonds, and the Commissioners Court finds the form and substance of such document is satisfactory and the recitals and findings contained therein are true, correct and complete; NOW, THEREFORE,

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

Section 1. APPROVAL OF CORPORATION. The Commissioners Court hereby ratifies and approves all actions taken in connection with the creation and organization of the Corporation, including the adoption of a "Resolution Authorizing the Creation of Fort

Bend Flood Control Water Supply Corporation; Approving the Articles of Incorporation Thereof; and Containing Other Provisions Relating Thereto," on February 23, 1987.

Section 2. APPROVAL OF CORPORATION RESOLUTION. The Commissioners Court hereby approves the Corporation's Resolution Authorizing Issuance of Fort Bend Flood Control Water Supply Corporation Revenue Refunding Bonds, Series 2010, adopted by the Corporation on September 14, 2010, a copy of which is attached hereto as Exhibit "A" and made a part hereof for all purposes.

Section 3. APPROVAL OF ISSUANCE OF BONDS. The Commissioners Court hereby approves the issuance of the Fort Bend Flood Control Water Supply Corporation Revenue Refunding Bonds, Series 2010 (the "Bonds").

Section 4. AUTHORIZATION OF FIRST AMENDMENT TO THE AGREEMENT.

The Commissioners Court hereby approves the First Amendment to the Agreement substantially in the form dated as of September 14, 2010 (the "First Amendment"), attached hereto as Exhibit "B." The Commissioners Court hereby approves the form, terms and provisions of said First Amendment between the Corporation, the County and the District and authorizes the County Judge to execute and deliver the Agreement and the County Clerk to attest thereto with such changes and modifications as may be approved by the County Judge, such approval to be evidenced by his execution thereof.

Section 5. TAX LEVY AND PLEDGE. The Bonds are being issued by the Corporation on behalf of the County to finance the Project. The County has covenanted in the Agreement to make periodic payments of the purchase price for the Project in the amounts equal to the principal and interest as it accrues on the Corporation's bonds (the "Contractual Obligation"). In order to provide for the payment of the County's Contractual Obligation, the Commissioners Court hereby confirms a special fund, designated as the "Fort Bend Flood Control Water Supply Corporation Bond Fund (Big Creek)," (the "Big Creek Bond Fund") and the proceeds from all taxes levied, assessed, and collected for and on account of the Contractual Obligation of the County contained in and authorized by this Resolution shall be credited to such Fund. While such Contractual Obligation remains unpaid, there is hereby levied and there shall be annually assessed and collected in due time, form and manner, at the same time as other County taxes are assessed, levied and collected, in each year, beginning with the current year, a continuing direct annual ad valorem tax, within the limits prescribed by law upon all taxable property in the County sufficient to pay such Contractual Obligation of the County as the same becomes due and to provide and maintain a sinking fund of not less than two percent of the principal amount of the Contractual Obligation or the amount required to pay such installment of the Contractual Obligation as the same becomes due, whichever is greater, full allowance being made for delinquencies and costs of collection. Said taxes are hereby irrevocably

pledged to the payment of the interest on and principal of the Contractual Obligation and to no other purpose.


To the extent that funds are not otherwise available to pay the interest maturing on the Bonds on March 1, 2011, there is hereby appropriated from current funds which are lawfully available for such purpose, an amount sufficient to pay such interest and such amount shall be used for no other purpose.

Section 6. FURTHER ACTIONS. The County Judge, County Auditor, Commissioners Court, County Clerk, and the other officials of the Commissioners Court are hereby authorized, jointly and severally, to execute and deliver such contracts, endorsements, instruments, certificates, documents or papers necessary and advisable and to take such actions as are necessary to carry out the intent and purposes of this Resolution.

Section 7. OPEN MEETING. Sufficient written notice of the date, hour, place and subject of the meeting of the Corporation at which this Resolution was adopted was posted for the time required by law preceding this meeting and such meeting was open to the public as required by law and at all times during which Resolution and the subject matter thereof were discussed, considered and formally acted upon, all as required by the Open Meetings Act, Chapter 551, Texas Government Code, as amended.

Section 8. EFFECTIVE DATE. This Resolution shall take effect and be in full force and effect upon and after its passage.

ADOPTED this 14 day of September, 2010.



Robert E. Hebert, County Judge

ATTEST:



Dianne Wilson, County Clerk and Ex-Officio
Clerk of the Commissioners Court of
Fort Bend County, Texas

(SEAL)

CERTIFICATE FOR RESOLUTION

THE STATE OF TEXAS §
 §
COUNTY OF FORT BEND §

We, the undersigned officers of the Commissioners Court (the "Court") of Fort Bend County, Texas (the "County"), do hereby certify as follows:

1. That we are the duly chosen, qualified and acting officers of the Court for the offices shown below our signatures and that as such we are familiar with the facts herein certified.

2. That there is attached to and follows this certificate an excerpt of proceedings from the minutes of a meeting of the Court which is a true, full and complete excerpt of all proceedings from the minutes of the Court pertaining to the adoption of the Resolution described therein; and that the persons named in such excerpt as the officers and members of the Court or as officers of the County are the duly chosen, qualified and acting officers and members as indicated therein.

3. That a true and complete copy of the Resolution (the "Resolution"), as adopted at the meeting described in such excerpt from the minutes, is attached to and follows such excerpt.

4. That the Resolution has been duly and lawfully adopted by the Court and that the County Judge of the County has approved, and hereby approves, the Resolution; that the County Judge and the County Clerk of the County have duly signed and attested the Resolution and each, respectively, hereby declares that the signing of this certificate shall also constitute the signing of the Resolution for all purposes; and that the Resolution, as signed, has been duly recorded in the minutes of the Court for such meeting.


5. That each of the officers and members of the Court was duly and sufficiently notified officially and personally, in advance, of the date, hour, place and subject of such meeting of the Court, and that the Resolution would be introduced and considered for passage at such meeting, and each of such officers and members consented, in advance, to the holding of such meeting to consider and act upon such subject.

6. That written notice of the date, hour, place and subject of the meeting of the Court described in the excerpt from the minutes was posted on a bulletin board located at a place convenient to the public in the County Courthouse of the County; and that such meeting was open to the public as required by law at all times during which the Resolution and the subject matter thereof were discussed, considered and formally acted upon, all as required by the Open Meetings Act, Chapter 551, Texas Governmental Code, as amended.

SIGNED AND SEALED the 14 day of September, 2010.

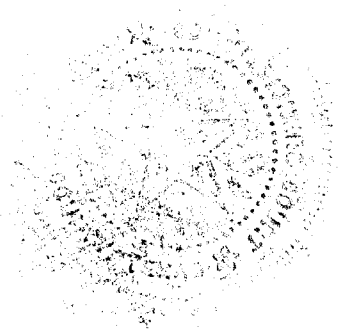


Dianne Wilson
County Clerk



Robert Hebert
County Judge

(COMM. CT. SEAL)



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I, the undersigned, the duly elected, qualified and acting County Clerk and Ex-Officio Clerk of the Commissioners Court of Fort Bend County, Texas (the "Commissioners Court"), acting for and on behalf of the Commissioners Court do hereby certify that the attached and foregoing is a true and correct copy of a resolution entitled:

RESOLUTION APPROVING ISSUANCE OF FORT BEND FLOOD CONTROL
WATER SUPPLY CORPORATION REVENUE REFUNDING BONDS, SERIES
2010, LEVYING AND PLEDGING A TAX FOR THE PAYMENT THEREOF; AND
CONTAINING OTHER PROVISIONS RELATING TO THE SUBJECT

adopted by said Commissioners Court at a meeting, open to the public, held on the 14 day of Sept., 2010, together with an excerpt from the minutes of said meeting showing the adoption thereof, as same appears of record in the official minutes of said Commissioners Court on file in my office.

I further certify that the written notice of the date, hour, place and subject of the meeting of the Commissioners Court, at which the foregoing resolution was adopted, was posted on a bulletin board located at a place convenient to the public in the County Courthouse and readily accessible to the general public at the earliest possible time, pursuant to Chapter 551, Texas Government Code, as amended.

WITNESS MY HAND AND THE OFFICIAL SEAL OF SAID COURT, this 14 day of Sept., 2010.

DIANNE WILSON
County Clerk and Ex-Officio Clerk of the
Commissioners Court of Fort Bend County,
Texas

By: 

(SEAL)