

CERTIFICATE OF RESOLUTION

THE STATE OF TEXAS           §  
                                           §  
 COUNTY OF FORT BEND       §

I, the undersigned, County Clerk of Fort Bend County, Texas (the "Unit"), do hereby certify as follows:

1. The Commissioners Court (the "Governing Body") of the Unit convened in regular session at its designated meeting place in Richmond, Texas, on December 7, 2010 (the "Meeting"), and the roll was called of the duly constituted members of the Commissioners Court, to-wit:

Robert Hebert	County Judge
Richard Morrison	Commissioner, Precinct 1
Grady Prestage	Commissioner, Precinct 2
Andy Meyers	Commissioner, Precinct 3
James Patterson	Commissioner, Precinct 4

All of such persons were present except \_\_\_\_\_, thus constituting a quorum. Whereupon a written:

**A RESOLUTION DESIGNATING A RECOVERY ZONE PURSUANT  
 TO THE AMERICAN RECOVERY AND REINVESTMENT TAX ACT  
 OF 2009 FOR THE PURPOSE OF ISSUING RECOVERY ZONE  
 ECONOMIC DEVELOPMENT BONDS AND RECOVERY ZONE  
 FACILITY BONDS**

(the "Resolution") was duly moved and seconded and, after due discussion, said motion, carrying with it the adoption of the Resolution, prevailed and carried by a vote of 5 Ayes, 0 Nays and 0 Abstentions.

2. A true, full and correct copy of the Resolution is attached to and follows this Certificate; the Resolution has been duly recorded in the minutes of the Meeting; the above and foregoing paragraph is a true, full, and correct excerpt from the minutes of the Meeting pertaining to the adoption of the Order; the persons named in the above and foregoing paragraph are the duly elected, qualified and acting members of the Commissioners Court; each of such members was duly and sufficiently notified officially and personally, in advance, of the time, place, and purpose of the Meeting,

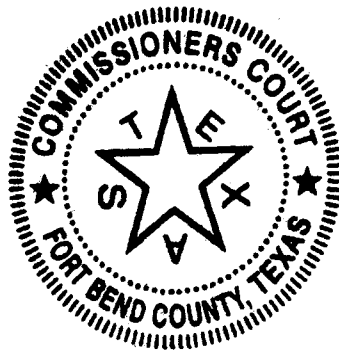
and that the Order would be introduced and considered for adoption at the Meeting, and each of such members consented, in advance, to the holding of the Meeting for such purpose; and the Meeting was open to the public, and public notice of the time, place, and purpose of the Meeting was given, all as required by Chapter 551, Texas Government Code.

SIGNED AND SEALED this December 7, 2010.

*Jaime Wilson*

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County Clerk  
(SEAL)



RESOLUTION NO. \_\_\_\_\_

**A RESOLUTION DESIGNATING A RECOVERY ZONE PURSUANT TO THE AMERICAN RECOVERY AND REINVESTMENT TAX ACT OF 2009 FOR THE PURPOSE OF ISSUING RECOVERY ZONE ECONOMIC DEVELOPMENT BONDS AND RECOVERY ZONE FACILITY BONDS.**

WHEREAS, Fort Bend County (the "County") has received an allocation of the national Recovery Zone Facility Bonds limitation in the amount of \$45,000,000 pursuant to the American Recovery and Reinvestment Tax Act of 2009, codified in Title 26 of the United States Code and Internal Revenue Service, Notice 2009-50, issued on June 12, 2009 (collectively, the "Allocation"); and

WHEREAS, the County understands that the Allocation is to be used for the issuance of Recovery Zone Facility Bonds pursuant to Section 1400U-3 of the Internal Revenue Code of 1986, as amended (the "Code"), such bonds referred to collectively as "Recovery Zone Bonds"; and

WHEREAS, the County understands that Recovery Zone Bonds are to be issued with respect to or to finance certain expenditures located in or attributable to an area within the jurisdiction of the County that the County determines has a significant level of one or more of the following factors: poverty, unemployment, home foreclosures, or general distress (such factors referred to herein as the "Distress Factors"); and

WHEREAS, the County has determined that the Distress Factors have been caused by one or more of the "Underlying Conditions of Distress" described in Section 1 hereof; and

WHEREAS, the County desires to designate the area described in Section 3 as a "Recovery Zone" to provide for the possible issuance of Recovery Zone Bonds (such area being referred to herein as the "Recovery Zone");

NOW, THEREFORE, BE IT RESOLVED BY THE COMMISSIONERS COURT OF THE COUNTY, AS FOLLOWS:

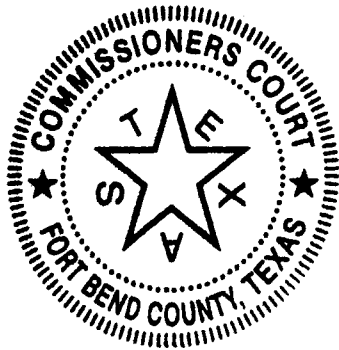
**Section 1. Underlying Conditions of Distress.** The Commissioners Court of the County (the "Commissioners Court") hereby finds and determines that the Recovery Zone identified in Section 3 has experienced significant increases in unemployment during the calendar years 2008 and 2009 (an "Underlying Condition of Distress").

**Section 2. Distress Factors.** The Commissioners Court hereby finds and determines that, as a result of the Underlying Condition of Distress, the Recovery Zone has experienced a significant level of one or more of the Distress Factors (*i.e.* poverty, unemployment, home foreclosures, or general distress).

**Section 3. Designation of Recovery Zone.** Based upon the findings and determinations of the Underlying Condition of Distress and the resulting Distress Factors, the Commissioners Court hereby designates entire area within the jurisdictional boundaries of the County as the "Recovery Zone" for the County.

**Section 4. Further Action.** The appropriate staff and officers of the County are authorized and directed to take all necessary steps to indentify appropriate projects for which the issuance of bonds will further the goals established for Recovery Zone Bonds in order to cure the Distress Factors within the Recovery Zone; to identify other economic development incentives and programs which may be available under Federal or state laws for such projects which will further the goals established for Recovery Zone Bonds; and to work with the Office of the Governor of the State of Texas, Economic Development and Tourism Division to plan for the issuance of Recovery Zone Bonds for identified projects.

Adopted by the Commissioners Court of Fort Bend County this 7<sup>th</sup> day of December, 2010.



(SEAL)

ATTEST:

County Clerk

FORT BEND COUNTY

County Judge

Exhibit A

CERTIFICATE OF RESOLUTION

THE STATE OF TEXAS       §  
                                          §  
COUNTY OF FORT BEND     §

I, the undersigned officer of Fort Bend County Industrial Development Corporation (the "Issuer") do hereby make and execute this Certificate for the benefit of all persons interested in the validity of all actions and proceedings of the Issuer. I do hereby certify as follows:

1. I am the duly chosen, qualified and acting officer of the Issuer for the office shown beneath my signature, and in such capacity I am familiar with the matters contained in this Certificate.

2. The Board of Directors of the Issuer convened its meeting on December 6, 2010, and the roll was called of the duly constituted acting officers and directors of the Issuer, to-wit:

Name	Office
Russell Jones	President
Mike Siwierka	Vice President
Robert Treacy	Secretary
Kevin Matocha	Assistant Secretary
Jimmy Coleman	Treasurer

and all of said directors were present except Director \_\_\_\_\_, thus constituting a quorum. Whereupon, among other business the following was transacted at said meeting: a written

RESOLUTION OF FORT BEND COUNTY INDUSTRIAL DEVELOPMENT  
CORPORATION AUTHORIZING ISSUANCE OF ITS RECOVERY ZONE FACILITY  
BONDS (ACCREDITO PACKING, INC. PROJECT), SERIES 2010,  
AND APPROVING DOCUMENTS

was introduced for the consideration of said Board. It was then duly moved and seconded that said Resolution be adopted and, after due discussion, said motion, carrying with it the adoption of said Resolution, prevailed and carried by a vote of \_\_\_ ayes, \_\_\_ nays and \_\_\_ abstentions.

3. The attached and following is a true, correct and complete copy of said Resolution; the original of said Resolution is on file in the official records of the Issuer; and said Resolution has not been amended and is in full force and effect.

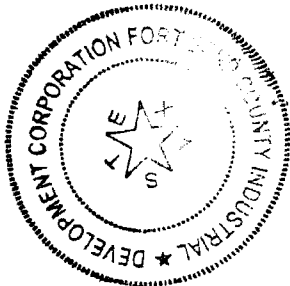
4. The members of the Board of Directors referred to in paragraph 2 above were the duly qualified and acting members of the Board of Directors of the Issuer; and each member of the Board of Directors received notice of the meeting of the Issuer to the extent required by the Bylaws of the Issuer in accordance with the requirements of the Development Corporation Act of 1979, Subtitle C1, Texas Local Gov't Code (formerly Article 5190.6, Texas Revised Civil Statutes Annotated), as amended and supplemented from time to time.

5. Written notice of the date, hour, place and subject of the meeting of the Board of Directors of the Issuer was posted on a bulletin board located at a place convenient to the public for at least 72 hours preceding the scheduled time of such meeting; such place of posting was readily accessible to the general public at all times from such time of posting until the scheduled time of such meeting; and 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 Chapter 551, Texas Government Code.

WITNESS MY HAND AND THE OFFICIAL SEAL OF THE ISSUER this  
December 6, 2010.

  
\_\_\_\_\_  
Secretary

(SEAL)



RESOLUTION OF THE FORT BEND COUNTY INDUSTRIAL DEVELOPMENT CORPORATION AUTHORIZING ISSUANCE OF ITS RECOVERY ZONE FACILITY BONDS (ACCREDITO PACKING, INC. PROJECT), SERIES 2010, AND APPROVING DOCUMENTS

WHEREAS, the Development Corporation Act of 1979, Article 5190.6, Texas Revised Civil Statutes Annotated, as amended (the "Act"), authorizes and empowers the Fort Bend County Industrial Development Corporation (the "Issuer") to issue recovery zone facility bonds on behalf of Fort Bend County, Texas (the "Unit"), pursuant to the American Recovery and Reinvestment Act of 2009, codified in Title 26 of the United States Code and Internal Revenue Service, Notice 2009-50, issued on June 12, 2009, and Section 1400U-3 of the Internal Revenue Code of 1986, as amended (the "Code") to finance the cost of expansion of a project comprising buildings, equipment, facilities and improvements, found by the Board of Directors of the Issuer (the "Board") to be required or suitable for the promotion of development and expansion of business enterprises and in furtherance of the public purposes of the Act; and

WHEREAS, Accredo Packaging, Inc., a Texas corporation (the "Company") qualified to do business in the State of Texas, has requested the Issuer to issue a series of bonds for the construction and equipment of a manufacturing facility to produce multi-layer barrier film for flexible packaging and other related equipment (the "Project"); and

WHEREAS, the Issuer desires (i) to authorize the issuance of its \$11,500,000 Recovery Zone Facility Bonds (Accredo Packaging, Inc. Project), Series 2010 (the "Bonds"), in the aggregate principal amount of \$11,500,000 pursuant to the terms of a loan agreement, (ii) to provide for the payment of the principal of and premium, if any, and interest on the Bonds with revenues derived from the loan of proceeds of the sale of the Bonds to the Company pursuant to the terms of such loan agreement, and (iii) to take and authorize certain other actions in connection with the foregoing; and

WHEREAS, the requirements of Section 147(f) of the Code provide that a public hearing in connection with the proposed issuance of the Bonds and the use of the proceeds thereof to finance the Project be held, and that notice of such hearing be published no less than 14 days before the date of the public hearing in a newspaper of general circulation available to residents within the Unit; and

WHEREAS, notice of a public hearing with respect to the Project and the Bonds was published more than 14 days before the date hereof, which is the hearing date, in a newspaper of general circulation available to residents within the Unit; and

WHEREAS, the public hearing was held on the date and time and place set forth in the published notice, at which time the public had the opportunity to express their views with respect to the proposed financing to be authorized by this Resolution; and

WHEREAS, Section 147(f) of the Code requires that the Bonds and the financing of the Project be approved by the "applicable elected representative" (the "AER") of the Unit after a public hearing following reasonable public notice; and

WHEREAS, the Governing Body of the Unit proposes to adopt a written resolution specifically approving this Resolution of the Issuer providing for the issuance of the Bonds as required by the Act; and

WHEREAS, the Board has been presented with and has examined proposed form of the loan agreement and the Board finds that the form and substance of such documents is satisfactory and the recitals and findings contained therein are true, correct and complete and hereby adopts and incorporates by reference such recitals and findings as if set forth in full in this Resolution, and finds that it is in the best interest of the public and the Issuer and assists in carrying out the public purpose of the Issuer and of the Act to authorize the execution and delivery of such documents; and

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE FORT BEND COUNTY INDUSTRIAL DEVELOPMENT CORPORATION THAT:

1. The Issuer hereby authorizes and directs the issuance of the Bonds in the aggregate principal amount of \$11,500,000, in accordance with Loan Agreement, dated as of December 1, 2010 (the "Loan Agreement"), by and between the Issuer and the Company, a copy of which was presented to the Board, the form, terms and provisions of such Loan Agreement and the Bonds being hereby authorized and approved, and the President and the Secretary of the Issuer are hereby severally authorized and directed to execute and deliver such Loan Agreement and the Bonds on behalf of the Issuer, and the Secretary of the Issuer is hereby authorized to attest and affix the Issuer's seal to the Bonds, with such changes therein as the officers executing the same may approve, such approval to be conclusively evidenced by such execution thereof.

2. The loan of the proceeds of the sale of the Bonds by the Issuer to the Company in order to provide funds to the Company for the purpose of financing the Project shall be effected pursuant to the terms and provisions of such Loan Agreement.

3. The actions and obligations authorized in Paragraphs 1 through 3 of this Resolution shall be subject to and conditioned upon the receipt by the Issuer, on or before the Closing Date of (i) a certificate from a representative of the Office of the Governor, Economic Development and Tourism Division (the "Division"), acting on behalf of the Division, evidencing approval of the Loan Agreement; (ii) the approving

opinion of the Attorney General of the State of Texas and evidence of registration of the Bonds by the Comptroller of Public Accounts of the State of Texas; (iii) the purchase price for the Bonds; (iv) evidence satisfactory to Allen Boone Humphries Robinson LLP ("Bond Counsel") of AER approval of the Bonds and the Project, and (v) such opinions, evidences, certificates, instruments or other documents as shall be requested by Bond Counsel to evidence due performance or satisfaction by the Company at or prior to such time of all agreements then to be performed and all conditions then to be satisfied by it.

4. The Board hereby ratifies and approves the submission by Bond Counsel of (i) a transcript of legal proceedings relating to the issuance, sale and delivery of the Bonds to the Attorney General of the State of Texas for approval as required under Chapter 1202, Texas Government Code, and (ii) an application to the Division for its approval relating to the issuance, sale and delivery of the Bonds. To the extent not inconsistent with the provisions of this Resolution, the Board hereby ratifies, approves and confirms all prior actions of the officers and agents of the Issuer in connection with the Bonds and the Company.

5. The officers, employees and agents of the Issuer, and each of them, shall be and each is expressly authorized, empowered and directed from time to time and at any time to do and perform all acts and things and to execute, acknowledge and deliver in the name and under the corporate seal and on behalf of the Issuer all certificates, financing statements, instruments and other papers, whether or not herein mentioned, as they may determine to be necessary or desirable in order to carry out the terms and provisions of this Resolution and of the Bonds to be issued hereunder, as well as the terms and provisions of the Loan Agreement hereby authorized and approved, such determination to be conclusively evidenced by the performance of such acts and things and the execution of any such certificate, financing statement, instrument or other paper.

6. The Board further directs that an officer of the Issuer submit to the Secretary of the Treasury, not later than the 15th day of the second calendar month after the close of the calendar quarter in which the Bonds are issued, a statement containing the information required by Section 149(e) of the Code.

7. The officers of the Issuer (with the assistance of the Company) shall prepare a final transcript of the proceedings relating to the authorization, issuance, sale and delivery of the Bonds, which transcript shall be submitted to the Division within forty-five (45) days after the delivery date of the Bonds.

8. Based upon representations made by the Company to the Board, the Board hereby affirmatively finds that:

(a) the Project will have the effect of increasing or stabilizing employment within the Unit;

(b) the Project is required or suitable for the promotion of development and expansion of manufacturing and industrial facilities and is in furtherance of the public purposes of the Act;

(c) the Project will contribute to the economic growth or stability of the Unit by:

(i) increasing or stabilizing employment opportunity;

(ii) significantly increasing or stabilizing the property tax base;  
and

(iii) promoting commerce within the Unit and the State of Texas;

(d) all requirements for and prerequisites to final approval under the Issuer's First Amended Local Regulations for Receiving and Approving Applications for Financial Participation in Development Projects (the "Regulations") have either been satisfied or waived and are in form and substance satisfactory to this Board; and

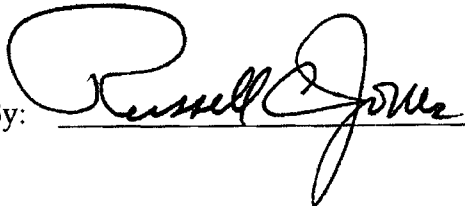
(e) the operation of the Project will constitute a lawful activity, is qualified for approval by the Unit and complies with and promotes the purposes and satisfies the requirements of the Act and the statement of policy contained in the Regulations.

9. The Board hereby finds and declares that written notice of the date, hour, place and subject of the meeting at which this Resolution was adopted was posted and that such meeting was open to the public as required by law at all times during which this Resolution and the subject matter hereof were discussed, considered and formally acted upon, all as required by Chapter 551, Texas Government Code, and the Act.

10. This Resolution shall take effect and be in full force and effect upon and after its passage.

PASSED AND APPROVED BY THE BOARD OF DIRECTORS OF THE FORT  
BEND COUNTY INDUSTRIAL DEVELOPMENT CORPORATION THIS 6th DAY OF  
DECEMBER, 2010.

FORT BEND COUNTY INDUSTRIAL  
DEVELOPMENT CORPORATION

By: \_\_\_\_\_

ATTEST:

  
\_\_\_\_\_  
Secretary