

**CERTIFICATE FOR RESOLUTION APPROVING
THE ISSUANCE OF BONDS BY THE HARRIS COUNTY CULTURAL EDUCATION
FACILITIES FINANCE CORPORATION TO REFINANCE CERTAIN PROJECTS FOR
MEMORIAL HERMANN HEALTH SYSTEM**

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

1. The Commissioners Court (the "*Court*") of the County convened in regular session at Richmond, Texas on March 12, 2013 (the "*Meeting*"), at the designated meeting place, and the roll was called of the duly constituted members of the Court, to-wit:

Robert E. 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 the following absentees: _____
thus constituting a quorum. Whereupon a written:

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(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 the following votes:

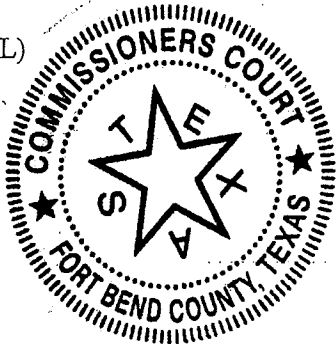
AYES: 5 NOES: 0

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 Resolution; the persons named in the above and foregoing paragraph are the duly elected, qualified, and acting members of the 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 Resolution 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, as amended.

SIGNED AND SEALED this March 12, 2013.

By: *Janne Wilson*
County Clerk, Fort Bend County

(SEAL)



**RESOLUTION APPROVING
THE ISSUANCE OF BONDS BY THE HARRIS COUNTY
CULTURAL EDUCATION FACILITIES FINANCE CORPORATION
TO REFINANCE CERTAIN FACILITIES FOR
MEMORIAL HERMAN HEALTH SYSTEM**

WHEREAS, the Harris County Cultural Education Facilities Finance Corporation, pursuant to 26 U.S.C. § 147(f), as amended (hereinafter referred to as "*Section 147(f) of the Code*"), after reasonable public notice (a copy of which is attached hereto as **Exhibit A**), has conducted a public hearing on the issuance of its limited obligation revenue refunding bonds in the approximate maximum aggregate principal amount of \$600,000,000 (hereinafter referred to as the "*Bonds*") to refinance certain facilities described in such notice (hereinafter referred to as the "*Projects*"), including equipment located at Memorial Hermann Sugar Land Hospital, an 81-bed acute care hospital that is located at 17500 West Grand Parkway, Sugar Land, in Fort Bend County (the "*County*"), and is owned, operated or managed by Memorial Hermann Health System, a Texas non-profit corporation;

WHEREAS, the approval of the Bonds by a governmental unit having jurisdiction over the area in which any facility, with respect to which financing is provided from the net proceeds of such issue is located, is a condition to the exclusion of interest on the Bonds from the gross income of the owners thereof for federal income tax purposes and, consequently, is necessary to refinance the Projects at the favorable interest rates which are currently borne by tax-exempt obligations; and

WHEREAS, the Commissioners Court of Fort Bend County finds that passage and approval of this Resolution serves a public purpose.

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

1. The issuance of the Bonds in the approximate aggregate principal amount of \$600,000,000 to refinance the Projects is hereby approved pursuant to Section 147(f) of the Code.
2. The approval herein granted is solely for purposes of Section 147(f) of the Code and shall not be construed as a representation, warranty, or other undertaking of any kind by the County in respect of the Bonds or the Projects. The Bonds shall not constitute obligations of the County, or any other political subdivision or agency thereof, or a pledge of the faith and credit of any of them. Neither the State of Texas nor any political subdivision thereof, including the County, shall be obligated to pay the Bonds or the interest thereon. Neither the faith and credit nor the taxing power of the State of Texas, the County, or any other political subdivision or agency thereof shall be pledged to the payment of principal of, redemption premium, if any, or interest on the Bonds.
3. The County Judge, the County Commissioners, and the County Clerk and other officers of the County, or any of them, are hereby authorized to execute and deliver such

endorsements, certificates, instruments, documents, or other papers and to do all other things necessary or advisable to give effect to the intent and purpose hereof.

PASSED AND APPROVED this 12th day of March, 2013.

ATTEST:



Dianne Wilson, County Clerk

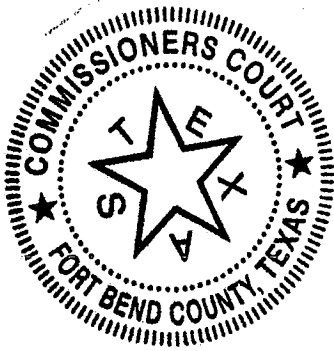




Robert E. Hebert, County Judge
Richard Morrison
Commissioner Precinct 1
Grady Prestage
Commissioner Precinct 2
Andy Meyers
Commissioner Precinct 3
James Patterson
Commissioner Precinct 4

Exhibit A Public Hearing Notice and Certificate

I/MTR/Resolutions/2013 03.06.13

Exhibit A

Public Hearing Notice and Certificate

NOTICE OF PUBLIC HEARING

TAKE NOTICE THAT, for purposes of Section 147 of the Internal Revenue Code of 1986, as amended, the Harris County Cultural Education Facilities Finance Corporation (the "Issuer") will hold a public hearing on Tuesday, March 5, 2013, at 3:00 p.m., at the offices of Nathan Sommers Jacobs, a Professional Corporation, 2800 Post Oak Boulevard, 61st Floor, Houston, Texas 77056, with respect to the proposed issuance of the Issuer's limited obligation revenue refunding bonds in the approximate maximum aggregate principal amount of \$600,000,000 (the "Bonds") to refund outstanding Hospital Revenue Bonds (Memorial Hermann Healthcare System) Series 2004A and Hospital Revenue Refunding Bonds (Memorial Hermann Healthcare System) Series 2008B of the Harris County Health Facilities Development Corporation and Hospital Revenue Refunding Bonds (Memorial Hermann Healthcare System) Series 2008C and 2008D of the Issuer, the proceeds of which were used to finance or refinance renovations and replacements of, additions to, and the acquisition of sites and capital equipment for the following healthcare facilities located at the following locations in the State of Texas:

<u>Facilities</u>	<u>Location</u>
1. Memorial Hermann Hospital (including Memorial Hermann Children's Hospital), a 1,082-bed acute care hospital	6411 Fannin, Houston, Harris County
2. Memorial Hermann Southwest Hospital, a 594-bed acute care hospital	7600 Beechnut, Houston, Harris County
3. Memorial Hermann Southeast Hospital, a 274-bed acute care hospital	11800 Astoria Boulevard, Houston, Harris County
4. Memorial Hermann Northwest Hospital, a 260-bed acute care hospital	1635 North Loop West, Houston, Harris County
5. Memorial Hermann Memorial City Hospital, a 426-bed acute care hospital	921 Gessner, Houston, Harris County
6. Memorial Hermann The Woodlands Hospital, a 258-bed acute care hospital	9520 Pinecroft Drive, The Woodlands, Montgomery County
7. Memorial Hermann Katy Hospital, a 142-bed acute care hospital	23900 Katy Freeway, Katy, Harris County, Texas
8. Memorial Hermann Sugar Land Hospital, an 81-bed acute care hospital	17500 West Grand Parkway, Sugar Land, Fort Bend County
9. Memorial Hermann Prevention and Recovery Center, a 92-bed rehabilitation hospital	3043 Gessner, Harris County
10. Memorial Hermann Hospital System inpatient and/or outpatient health care facilities	Highway 290 at F.M. 1960, Houston, Harris County
11. Memorial Hermann Hospital System, inpatient and/or outpatient health care facility	I-10 at Eldridge Road, Houston, Harris County

12. Memorial Hermann Prevention and
Recovery Center, a 54-bed chemical
dependency treatment center

3033 Gessner, Houston, Harris County

The facilities are owned, operated, or managed by Memorial Hermann Health System, a Texas non-profit corporation, or one or more of its affiliates, except for facilities sold for cash reinvested in other listed facilities or used to redeem bonds.

The Bonds will be limited non-recourse obligations of the Issuer payable solely from the repayment of a loan of proceeds of the Bonds to Memorial Hermann Health System and will not constitute a debt or obligation of Harris County or any other public body or be in any way payable from taxes or other public funds.

All interested persons are invited to attend the public hearing and will be given an opportunity to address the question of whether the Harris, Fort Bend, and Montgomery County Commissioners Courts and/or the County Judges should approve the refinancing of the facilities described above and the issuance of the Bonds. Following the public hearing a report concerning such hearing will be submitted to the approving governmental bodies or officials, with a request to approve the projects and issuance of the Bonds.

Questions, requests for additional information, or written comments may be directed in writing to the Issuer in care of Nathan Sommers Jacobs, a Professional Corporation, 2800 Post Oak Boulevard, 61st Floor, Houston, Texas 77056, Attention: Ann C. Jacobs.

HARRIS COUNTY CULTURAL
EDUCATION FACILITIES
FINANCE CORPORATION

CERTIFICATE OF PUBLIC HEARING

I, the undersigned, hereby certify in connection with the proposed issuance by the Harris County Cultural Education Facilities Finance Corporation (the "*Issuer*") of its limited obligation revenue refunding bonds in the approximate aggregate principal amount not to exceed \$600,000,000 (the "*Bonds*") for the benefit of Memorial Hermann Health System, a Texas non-profit corporation (the "*Borrower*"), as follows:

1. I am counsel for the Issuer and have been duly authorized to conduct a public hearing on the issuance of the Bonds to refinance the facilities described in the notice of such hearing published in the *Houston Chronicle* on February 18, 2013, all of which are or are to be owned, operated, or managed by the Borrower and located in or near Harris County, Texas, as described in the notice.

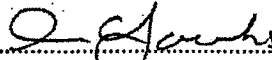
2. I conducted such hearing commencing at 3:00 p.m. on Tuesday, March 5, 2013, at the offices of Nathan Sommers Jacobs, a Professional Corporation, 2800 Post Oak Boulevard, 61st Floor, Houston, Texas 77056, which offices were open to the public for purposes of the hearing.

3. At the time for the commencement of the hearing, I publicly requested comments, either orally or in writing, on the facilities to be refinanced with proceeds of the Bonds and on the reissuance of the Bonds.

4. At the hearing, no persons presented comments orally or in writing.

5. I imposed no time limitations on any public comments.

IN WITNESS WHEREOF, I have hereunto set my hand this March 5, 2013.



Ann C. Jacobs