

CERTIFICATE

THE STATE OF TEXAS COUNTY OF FORT BEND

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

1. The Commissioners Court (the "Court") of the County convened in regular session, open to the public, on April 22, 2014, at the Commissioners Court Room, 401 Jackson St., Richmond, Texas, and the roll was called of the 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 members of the Court were present, except the following: _____, thus constituting a quorum. Whereupon, among other business, the following was transacted at such meeting: A written

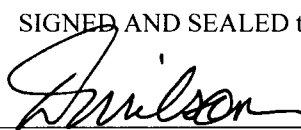
RESOLUTION APPROVING PLAN OF FINANCE FOR THE HARRIS COUNTY CULTURAL EDUCATION FACILITIES FINANCE CORPORATION TO FINANCE CERTAIN FACILITIES FOR MEMORIAL HERMANN HEALTH SYSTEM

was duly introduced for the consideration of the Court. It was then duly moved and seconded that such Resolution be adopted; and, after due discussion, such motion, carrying with it the adoption of such Resolution, prevailed and carried by the following votes:

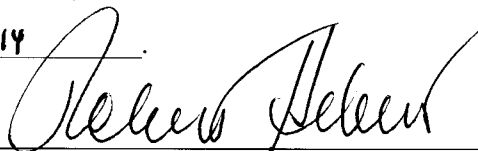
AYES: 5 NOES: 0

2. A true, full, and correct copy of the aforesaid Resolution adopted at the meeting described in the above and foregoing paragraph is attached to this Certificate; such Resolution has been duly recorded in the Court's minutes of such meeting; the above and foregoing paragraph is a true, full, and correct excerpt from the Court's minutes of such meeting pertaining to the adoption of such Resolution; the persons named in the above and foregoing paragraph are the duly chosen, qualified, and acting members of the Court as indicated therein; each of the members of the Court was duly and sufficiently notified officially and personally, in advance, of the time, place, and purpose of such meeting, and that such Resolution would be introduced and considered for adoption at such meeting; and such meeting was open to the public, and public notice of the time, place, and purpose of such meeting was given, all as required by Chapter 551, Texas Government Code, as amended.

SIGNED AND SEALED this April 22, 2014.

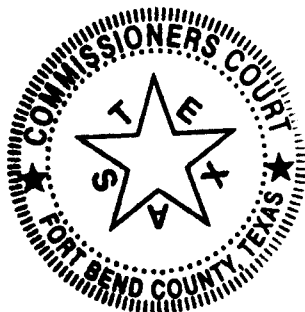


Dianne Wilson, County Clerk
Fort Bend County, Texas



Robert E. Hebert, County Judge
Fort Bend County, Texas

(SEAL)



**RESOLUTION APPROVING
PLAN OF FINANCE FOR THE HARRIS COUNTY
CULTURAL EDUCATION FACILITIES FINANCE CORPORATION
TO FINANCE 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 a plan, including the issuance of its limited obligation revenue bonds in the approximate maximum aggregate principal amount of \$900,000,000 (hereinafter referred to as the "*Bonds*"), to finance the construction, expansion, renovation, and replacement of additions to, and the acquisition of sites and capital equipment for, certain healthcare facilities described in such notice (hereinafter referred to as the "*Projects*"), including 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*"), all owned, operated or managed and to be expanded by Memorial Hermann Health System, a Texas non-profit corporation; and

WHEREAS, the approval of the plan of finance 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 finance the Projects at the favorable interest rates which are borne by tax-exempt obligations;

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


1. The above-described plan, including issuance of the Bonds in the approximate aggregate principal amount of \$900,000,000, to finance the Projects to be located in Fort Bend County, and such Projects, are 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.

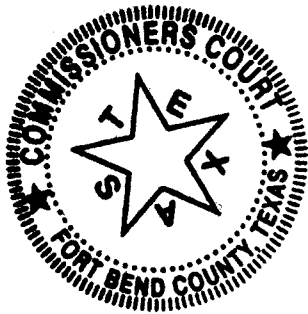
3. The County Judge, the County Commissioners, and the County Clerk and other officers of the County, or any of them, are hereby authorized to execute and deliver such endorsements, certificates, instruments, documents, or other papers and to do all other things necessary or advisable to give effect to the intent and purpose hereof.

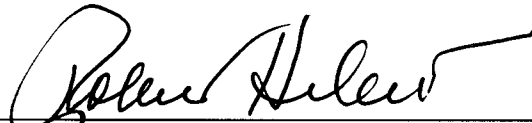
PASSED AND APPROVED this 22nd day of April, 2014.

ATTEST

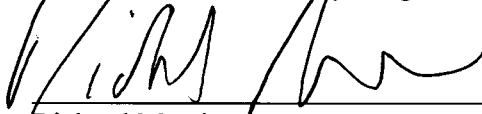


Dianne Wilson, County Clerk

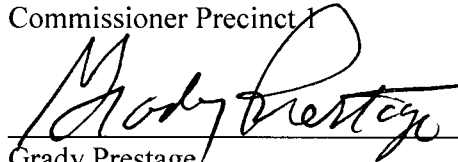




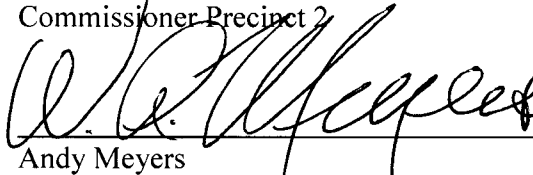
Robert E. Hebert, County Judge



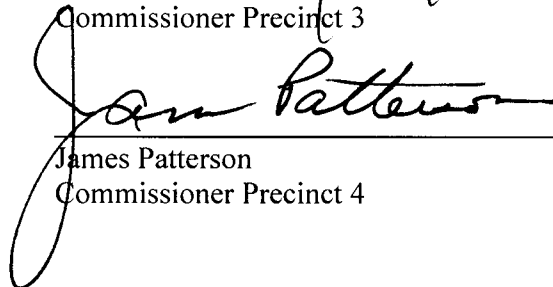
Richard Morrison
Commissioner Precinct 1



Grady Prestage
Commissioner Precinct 2



Andy Meyers
Commissioner Precinct 3



James Patterson
Commissioner Precinct 4

Attachment

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 Wednesday, April 2, 2014, at 10:00 a.m., at the offices of Nathan Sommers Jacobs, a Professional Corporation, 2800 Post Oak Boulevard, 61st Floor, Houston, Texas 77056, with respect to a plan of finance for the construction, expansion, renovation, and replacement of, additions to, and the acquisition of sites and capital equipment for the following healthcare facilities (with the following approximate bed capacity) located at the following locations in the State of Texas, including the issuance of revenue bonds for such purposes in the estimated maximum aggregate principal amount of \$900 million in the next three years:

<u>Facilities</u>	<u>Location</u>
1. Memorial Hermann Hospital (including Memorial Hermann Children's Hospital), a 1,082-bed acute care hospital to be expanded by 160 beds and a new 416-bed hospital tower	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 to be expanded by 60 beds	23900 Katy Freeway, Katy, Harris County
8. Memorial Hermann Sugar Land Hospital, an 81-bed acute care hospital to be expanded by 60 beds	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

13. Memorial Hermann Convenient Care Center and future 128-bed hospital

16100 South Freeway, Pearland, Brazoria 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.

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, Brazoria, Fort Bend, and Montgomery County Commissioners Courts and/or County Judges should approve the plan of finance 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 plan of finance and facilities 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

AFFIDAVIT OF PUBLICATION

STATE OF TEXAS:

COUNTY OF HARRIS:

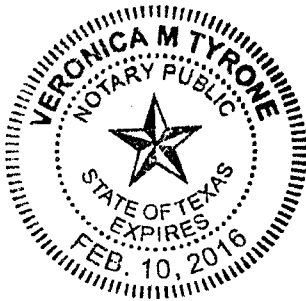
Before me, the undersigned authority, a Notary Public in and for the State of Texas, on this day personally appeared, the Newspaper Representative at the HOUSTON CHRONICLE, a daily newspaper published in Harris County, Texas and generally circulated in the Counties of: HARRIS, TRINTY, WALKER, GRIMES, POLK, SAN JACINTO, WASHINGTON, MONTGOMERY, LIBERTY, AUSTIN, WALLER, CHAMBERS, COLORADO, BRAZORIA, FORT BEND, GALVESTON, WHARTON, JACKSON, and MATAGORDA and that the publication, of which the annexed herein, or attached to, is a true and correct copy, was published to-wit:

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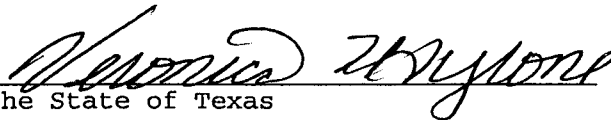


NEWSPAPER REPRESENTATIVE

Sworn and subscribed to before me, this the 19th Day of March A.D. 2014



Notary Public in and for the State of Texas



**NOTICE OF
PUBLIC HEARING**

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Facilities - Location

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The facilities are owned,

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.

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HARRIS COUNTY
CULTURAL EDUCATION
FACILITIES
FINANCE CORPORATION

CERTIFICATE OF PUBLIC HEARING

I, the undersigned, hereby certify in connection with the proposed issuance of limited obligation revenue bonds by the Harris County Cultural Education Facilities Finance Corporation (the "*Issuer*") 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 plan of finance, including issuance of the bonds to finance the facilities, described in the notice of such hearing published in the *Houston Chronicle* on March 18, 2014, all of which facilities 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 10:00 a.m. on Wednesday, April 2, 2014, 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 plan of finance, including the facilities to be financed with proceeds of the bonds and the issuance 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 April 2, 2014.

.....
Ann C. Jacobs