

**CERTIFICATE FOR RESOLUTION**

THE STATE OF TEXAS     §  
  §  
COUNTY OF FORT BEND   §

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

1.     The Commissioners Court of Fort Bend County, Texas, convened in regular meeting on July 14, 2015, at the regular meeting place thereof, within said County, and the roll was called of the duly constituted officers and members of said Commissioners 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 |

and all of said persons were present except for Commissioner Prestage thus constituting a quorum. Whereupon, among other business, the following was transacted at said meeting: a written

RESOLUTION APPROVING THE ISSUANCE OF BONDS BY HARRIS COUNTY CULTURAL EDUCATION FACILITIES FINANCE CORPORATION ON BEHALF OF THE METHODIST HOSPITAL TO FINANCE THE COST OF HEALTH FACILITIES LOCATED AND TO BE LOCATED IN FORT BEND COUNTY, AND WITH RESPECT TO A PUBLIC HEARING

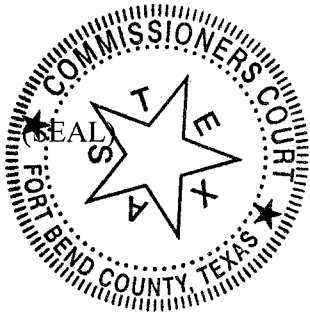
was duly introduced for the consideration of said Commissioners Court. It was then duly moved and seconded that said resolution be adopted; and, after due discussion, said motion, carrying with it the adoption of said resolution, prevailed and carried by the following vote: Ayes: 4; Noes: 0; Abstentions: 1.

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 and follows this certificate; said resolution has been duly recorded in said Commissioners Court's minutes of said meeting; the above and foregoing paragraph is a true, full and correct excerpt from said Commissioners Court's minutes of said meeting pertaining to the adoption of said resolution; the persons named in the above and foregoing paragraph are the duly chosen, qualified and acting officers and members of said Commissioners Court as indicated therein; each of the officers and members of said Commissioners Court was duly and sufficiently notified officially and personally, in advance, of the date, hour, place and purpose of the aforesaid meeting, and that said resolution would be introduced and considered for adoption at said meeting, and each of said officers and members consented, in advance, to the holding of said meeting for such purpose; and said meeting was open to the public as required by law; and public notice of the date, hour, place and subject of said meeting was given as required by the Texas Open Meetings Act, Chapter 551, Texas Government Code, as amended.

SIGNED AND SEALED this July 14, 2015.

*Laura Richard*

County Clerk



RESOLUTION APPROVING THE ISSUANCE OF BONDS BY HARRIS COUNTY CULTURAL EDUCATION FACILITIES FINANCE CORPORATION ON BEHALF OF THE METHODIST HOSPITAL TO FINANCE THE COST OF HEALTH FACILITIES LOCATED AND TO BE LOCATED IN FORT BEND COUNTY, AND WITH RESPECT TO A PUBLIC HEARING

WHEREAS, the Harris County Cultural Education Facilities Finance Corporation (the "Issuer"), an entity organized and existing under Texas Revised Civil Statutes, Article 1528m (the "Enabling Act"), is authorized and has approved the issuance of its Revenue Bonds (Houston Methodist Hospital) Series 2015 (the "Bonds"), pursuant to the Enabling Act and Chapter 221, Texas Health & Safety Code, as amended, and has approved the loan of the proceeds of such Bonds to The Methodist Hospital d/b/a Houston Methodist Hospital ("Methodist");

WHEREAS, the proceeds of the Bonds will be used by Methodist to finance, refinance, and/or reimburse Methodist for the costs of acquiring, constructing, improving, equipping, and making any other capital improvements to certain health facilities as described more particularly in the notice of public hearing attached as **Schedule 1 to Exhibit A** hereto (the "Notice of Public Hearing");

WHEREAS, such health facilities are and/or will be owned by Methodist and/or its affiliates, and certain of such health facilities are or will be situated in Fort Bend County, Texas (the "Fort Bend County Facilities"); and

WHEREAS, Section 147(f) of the Internal Revenue Code of 1986, as amended (the "Code"), requires that the Bonds be approved by the "applicable elected representative" (the "AER") of each governmental unit having jurisdiction over the area in which any facility to be financed with proceeds of the Bonds is or will be located, after a public hearing following reasonable public notice; and

WHEREAS, with respect to the issuance of the Bonds and the Fort Bend County Facilities, the Commissioners Court of Fort Bend County (the "Commissioners Court") is an AER; and

WHEREAS, a public hearing with respect to the issuance of the Bonds was held on July 10, 2015 on behalf of Fort Bend County (the "Public Hearing"), and notice of such Public Hearing was published not less than 14 days before the day of such hearing in a newspaper of general circulation available to residents of Fort Bend County, Texas (the "County"); and

WHEREAS, the issuance of the Bonds by the Issuer and the action of the Commissioners Court with respect to the matters described herein will create no liability for the County or its residents, and is in the best interest of the County and its residents.

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

1. All actions taken by or on behalf of the County and the Issuer with respect to the appointment of the hearing officer for the Public Hearing (the "Hearing Officer"), the publication of the Notice of the Public Hearing and the conducting of such Public Hearing are hereby authorized, approved and ratified.

2. The Public Hearing with respect to the Bonds and the Fort Bend County Facilities held on behalf of the County on July 10, 2015 by the Hearing Officer and the Certificate of Public Hearing Officer regarding such hearing attached hereto as **Exhibit A** is hereby approved. The Notice of Public Hearing, a copy of which is attached as **Schedule 1 to Exhibit A** hereto is hereby approved, and was published not less than 14 days before the Public Hearing in a newspaper of general circulation available

to the residents within the boundaries of the County. All comments from interested persons were taken at such Public Hearing.

3. For the sole purpose of satisfying the requirements of Section 147(f) of the Code, the Bonds and the health facilities to be financed with the proceeds of the Bonds (including the Fort Bend County Facilities), all as described in the Notice of Public Hearing, are approved. THE APPROVAL HEREIN GRANTED IS SOLELY FOR PURPOSES OF SATISFYING THE REQUIREMENTS OF THE CODE, AND SHALL NOT BE CONSTRUED AS A REPRESENTATION, WARRANTY OR OTHER UNDERTAKING OF ANY KIND BY THE COUNTY IN RESPECT TO THE BONDS OR THE FORT BEND COUNTY FACILITIES. THE BONDS SHALL NOT CONSTITUTE OBLIGATIONS OF THE COUNTY OR A PLEDGE OF ITS FAITH AND CREDIT, AND THE COUNTY SHALL NOT BE OBLIGATED TO PAY THE BONDS OR THE INTEREST THEREON OR OTHERWISE INCUR ANY LIABILITY IN RESPECT THEREOF.

4. The County Judge and County Clerk of the County and other officers or representatives of the County are hereby authorized to execute and deliver such instruments, certificates, or documents necessary or advisable to carry out the intent and purpose of this resolution.

5. This resolution shall take effect immediately upon its passage and shall continue in force and effect from the date hereof.

PASSED AND APPROVED this July 14, 2015.

**Exhibit A**  
**to Resolution of Fort Bend County, Texas**

**CERTIFICATE OF PUBLIC HEARING OFFICER**  
**REGARDING PUBLIC HEARING (INTERNAL REVENUE CODE § 147(f))**

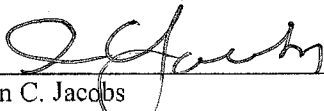
Re: Harris County Cultural Education Facilities Finance Corporation Revenue Bonds  
(Houston Methodist Hospital) Series 2015 (the "Bonds")

I, the undersigned, do hereby make and execute this certificate for the benefit of all persons interested in the issuance of the above-captioned Bonds.

I hereby certify as follows:

1. I am the duly appointed hearing officer for the public hearing which was held in connection with the issuance of the Bonds at the time and place indicated in the Notice of Public Hearing attached hereto as **Schedule 1**.
2. The Notice of Public Hearing was published no less than 14 days before the date of the public hearing, as evidenced by the Affidavit of Publication of the Notice of Public Hearing attached hereto as **Schedule 1**.
3. All persons appearing at the public hearing were given an opportunity to comment on the proposed issuance of the Bonds. No such persons appeared or made comments except as is set forth on **Schedule 2** attached hereto.
4. After giving all interested persons an opportunity to appear and comment, the public hearing was declared closed.

WITNESS MY HAND as of the 10<sup>th</sup> day of July, 2015.

  
\_\_\_\_\_  
Ann C. Jacobs  
Hearing Officer

- Schedule 1 - Affidavit of Publication of the Notice of Public Hearing with Attached Notice of Public Hearing
- Schedule 2 - Names and Comments of Persons Attending Public Hearing

**Schedule 1  
to Exhibit A**

AFFIDAVIT OF PUBLICATION WITH ATTACHED NOTICE OF PUBLIC HEARING

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, TRINITY, 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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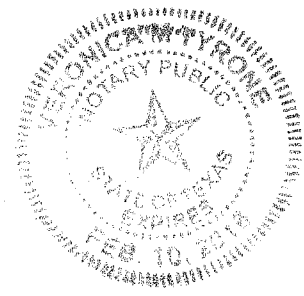
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BY PUBLICATION

*Edward Silva*  
 \_\_\_\_\_  
 NEWSPAPER REPRESENTATIVE

Sworn and subscribed to before me, this the 26th Day of June A.D. 2015



*Veronica Tyrone*  
 \_\_\_\_\_  
 Notary Public in and for the State of Texas

**NOTICE OF COMBINED  
PUBLIC HEARING****HARRIS COUNTY  
CULTURAL EDUCATION  
FACILITIES FINANCE  
CORPORATION  
HOSPITAL REVENUE  
BONDS  
(HOUSTON METHODIST  
HOSPITAL) SERIES 2015**

NOTICE IS HEREBY GIVEN of a public hearing to be held by the Harris County Cultural Education Facilities Finance Corporation (the "Issuer") on behalf of Harris County, Texas, Fort Bend County, Texas, and Montgomery County, Texas on July 10, 2015, at 10:00 a.m. at the offices of Nathan Sommers Jacobs, 2800 Post Oak Boulevard, 61st Floor, Houston, Texas 77056, with respect to the issuance of the captioned bonds (the "Series 2015 Bonds"), in accordance with the requirements of Section 147(f) of the Internal Revenue Code of 1986, as amended (the "Code").

The Issuer proposes to issue the Series 2015 Bonds in an aggregate principal amount not to exceed \$350,000,000, and to loan the proceeds thereof to The Methodist Hospital d/b/a Houston Methodist Hospital, a Texas non-profit corporation ("Methodist"), for the purposes of: (i) financing, refinancing, and/or reimbursing Methodist for the costs of acquiring, constructing, improving, equipping, and making any other capital improvements to any one or more of the following health care facilities owned and to be owned by Methodist and/or its affiliates: (a) Houston Methodist Hospital, located at or about 6565 Fannin Street, Houston, Texas 77030, including but not limited to the construction of a new "North Tower" to be located at 6551 Bertner Avenue, Houston, Texas 77030; (b) the land and improvements for a facility to be known as "Houston Methodist Woodlands Hospital", to be located at or about 17201 Interstate 45 South, The Woodlands, Texas 77385; (c) the expansion of Houston Methodist Sugar Land Hospital, located at or about 16655 Southwest Freeway, Sugar Land, Texas 77479; (d) the expansion of Houston Methodist West Hospital, located at or about 18500 Katy Freeway, Houston, Texas 77094; (e) Houston Methodist St. John Hospital, located at or about 18300 St. John Drive, Nassau Bay, Texas 77058; (f) Houston Methodist San Jacinto Hospital, located at or about 4401 Garth Road, Baytown, Texas 77521; (g) Houston Methodist Willowbrook Hospital, located at or about 18220 State Highway 249, Houston, Texas 77070; and (h) Houston Methodist St. Catherine Hospital, located at or about 701 S. Fry Road, Katy, Texas 77450; and/or (ii) paying costs of issuance of the Series 2015 Bonds.

The aforesaid public hearing is a "combined hearing" within the meaning of Section 5f.103-2(d) of the Treasury Regulations, and the location of said public hearing is within 100 miles of the seat of each participating governmental unit beyond whose

hearing is limited to 200 miles of the seat of each participating governmental unit beyond whose geographic jurisdiction the hearing is conducted.

All interested persons are invited to attend such public hearing and express their views with respect to the projects to be financed or refinanced with the proceeds of the Series 2015 Bonds and the issuance of the Series 2015 Bonds. Questions or requests for additional information may be directed to Cristy Edwards, Bracewell & Giuliani LLP, 711 Louisiana, Suite 2300, Houston, Texas 77002 (telephone: (713) 223-2300).

Persons who intend to appear at the hearing and express their views are invited to contact Ms. Edwards at the address or telephone number set forth in the preceding paragraph. Any interested persons unable to attend the hearing may submit their views in writing to Ms. Edwards prior to the date scheduled for the hearing. The issuer will reschedule the location and time of the hearing or schedule an additional hearing if requested to do so in written requests submitted to the above-named person prior to the aforementioned date of the hearing by a significant number of persons.

This notice is published and the above-described hearing is to be held in satisfaction of the requirements of Section 147(f) of the Code regarding the public approval prerequisite to the exemption from federal income taxation of the interest on the Series 2015 Bonds.

**Schedule 2**  
**to Exhibit A of Resolution of Fort Bend County, Texas**

**NAMES AND COMMENTS OF PERSONS ATTENDING PUBLIC HEARING**

NONE.