

CERTIFICATE FOR RESOLUTION

THE STATE OF TEXAS §
 §
 COUNTY OF FORT BEND §

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

Section 1. The Commissioners Court of Fort Bend County, Texas, convened at a regular meeting of such Court at the Fort Bend County Courthouse in the City of Richmond, Texas, on September 1, 2020, and the roll was called of the duly constituted members of such Commissioners Court, to-wit:

KP George	County Judge
Vincent Morales	Commissioner, Pct. 1
Grady Prestage	Commissioner, Pct. 2
Andy Meyers	Commissioner, Pct. 3
Ken De Merchant	Commissioner, Pct. 4

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

**RESOLUTION AUTHORIZING THE DEFEASANCE OF CERTAIN
 OUTSTANDING BONDS AND CERTAIN OTHER PROCEDURES AND
 PROVISIONS RELATED THERETO**

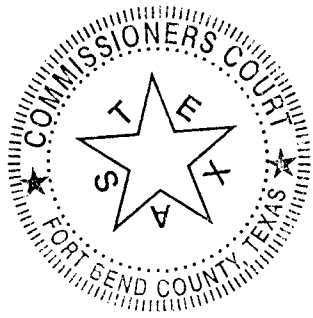
(the "Resolution") was duly introduced for the consideration of the Commissioners Court and read in full. It was then duly moved and seconded that the rule be suspended and the Resolution be adopted on first reading; and, after due discussion, such motion, carrying with it the adoption of the Resolution, prevailed and carried by the following vote:

AYES: 5 NAYS: 0 ABSTENTIONS: 0

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

[Signature page follows]

SIGNED AND SEALED this 1st day of September 2020.



Laura Richard

County Clerk

**RESOLUTION AUTHORIZING THE DEFEASANCE OF
CERTAIN OUTSTANDING BONDS AND CERTAIN OTHER
PROCEDURES AND PROVISIONS RELATED THERETO**

THE STATE OF TEXAS
COUNTY OF FORT BEND

§
§

WHEREAS, the Commissioners Court of Fort Bend County, Texas (the "County") previously issued bonds of the County; and

WHEREAS, the County desires to defease all or a portion of the County's outstanding bonds identified in Exhibit A attached hereto, as further identified by the Authorized Officer (defined below) in advance of their scheduled maturities (the "Defeased Bonds"); and

WHEREAS, Chapter 1207, Texas Government Code, authorizes the County to accomplish such defeasance by depositing directly with a paying agent for the Defeased Bonds (or other qualified escrow agent) available funds of the County into an escrow fund (the "Escrow Fund") in an amount sufficient to provide for the payment, defeasance of all or a portion of the Defeased Bonds, and provides that such deposit shall constitute the making of firm banking and financial arrangements for the discharge and final payment of the Defeased Bonds; and

WHEREAS, upon such deposit, the Defeased Bonds shall no longer be regarded as being outstanding, except for the purpose of being paid from funds on deposit in the Escrow Fund, and the pledges, liens, trusts, and all other covenants, provisions, terms, and conditions of the order(s) authorizing the issuance of the Defeased Bonds shall be, with respect to the Defeased Bonds, discharged, terminated, and defeased.

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

Section 1. The Commissioners Court of the County declares its intent to defease all or a portion of the Defeased Bonds and authorizes and directs the County Judge, the County Clerk or the Deputy County Clerk (each an "Authorized Officer") to identify the specific bonds to be defeased and further directs the Authorized Officers and any other employees and agents of the County to take such actions as may be required and necessary to effectuate such defeasance. The Commissioners Court authorizes the deposit of lawfully available funds of the County with Wells Fargo Bank, N.A. (the "Escrow Agent") in an amount sufficient to defease the Defeased Bonds.

Section 2. The discharge and defeasance of the Defeased Bonds shall be effectuated pursuant to the terms and provisions of an Escrow Agreement to be entered into by and between the County and the Escrow Agent, the terms and provisions of which are hereby approved, subject to such insertions, additions and modifications as shall be necessary (a) to carry out the program designed for the County by its Financial Advisor, which shall be certified as to mathematical accuracy by the report of a certified public accountant or firm thereof (the "Report"), (b) to maximize the County's present value savings and/or to minimize the County's

costs of defeasing the Defeased Bonds, (c) to comply with all applicable laws and regulations relating to the defeasance of the Defeased Bonds and (d) to carry out the other intents and purposes of this Resolution, and the County Judge, the County Clerk or the Deputy County Clerk is hereby authorized to execute and deliver such Escrow Agreement on behalf of the County in multiple counterparts and the County Clerk or the Deputy County Clerk is hereby authorized to attest thereto and affix the County's seal.

Section 3. To assure the purchase of the Escrowed Securities referred to in the Escrow Agreement, the County Judge, the County Clerk or the Deputy County Clerk and the Escrow Agent are hereby authorized to subscribe for, agree to purchase, and purchase obligations which are authorized investments for escrow accounts pursuant to Section 1207.062, Texas Government Code, in such amounts and maturities and bearing interest at such rates as may be provided for in the Report, and to execute any and all subscriptions, purchase agreements, commitments, letters of authorization and other documents necessary to effectuate the foregoing, and any actions heretofore taken for such purpose are hereby ratified and approved.

Section 4. An Authorized Officer is hereby authorized to appoint a verification agent (the "Verification Agent") to verify the sufficiency of the deposit to the Escrow Fund to accomplish the defeasance of the Defeased Obligations and to verify other matters related to the defeasance, to the extent such appointment is necessary or desired.

Section 6. The Commissioners Court hereby approves payment from lawfully available County funds of professional fees and expenses of the County's Bond Counsel, the County's Financial Advisor, the Escrow Agent, the Verification Agent, the paying agent/registrar for the Defeased Bonds, respectively, and any other party whose services have been determined by the County to be necessary to accomplish the purpose and intent of this Resolution.

Section 7. Each Authorized Officer is authorized to evidence adoption of this Resolution and to do any and all things necessary or convenient to effect the defeasance described herein and otherwise give effect to the intent and purpose hereof.

* * * *

[Signature page follows]

PASSED AND APPROVED this 1st day of September, 2020.

George

County Judge

ATTEST:

Laura Richard

County Clerk

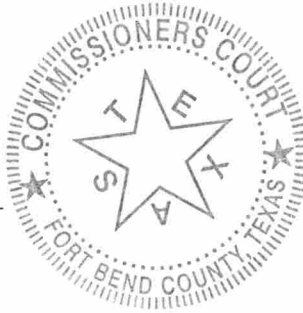


EXHIBIT A

Bond	Maturity Date	Interest Rate	Par Amount
<hr/>			
U/L Tax Road Bonds, Series 2014, 2014, BOND:			
	03/01/2022	4.000%	1,750,000.00
Limited Tax Ref Bonds, Series 2015B, 2015B, SERIAL:			
	03/01/2022	5.000%	5,780,000.00
U/L Tax & Refunding Bonds, Series 2016A, 2016A, SERIAL:			
	03/01/2022	5.000%	4,095,000.00
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			11,625,000.00
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