

RESOLUTION NO. _____

RESOLUTION AUTHORIZING EXECUTION AND DELIVERY OF THE GROUND LEASE AND FACILITIES LEASE RELATING TO THE FINANCING OF THE FORT BEND COUNTY EPICENTER PROJECT; AUTHORIZING THE EXECUTION AND DELIVERY OF DOCUMENTS NECESSARY TO CARRY OUT THE RELATED BOND FINANCING; AND CONTAINING OTHER RELATED MATTERS

THE STATE OF TEXAS §
COUNTY OF FORT BEND §

WHEREAS, Fort Bend County (the "County") has experienced increasing numbers of weather events threatening life and property over the past five years ("Weather Events");

WHEREAS, following the events surrounding Hurricane Harvey in August 2017 and augmented by the unprecedented freeze of February 2021, the County realized a critical need for County facilities to provide storm shelters and emergency services during and immediately after these Weather Events;

WHEREAS, the Commissioners Court of the County has found and determined that it is in the best interests of the County to construct certain facilities to provide shelter to residents during future county-wide Weather Events (the "Storm Shelter");

WHEREAS; the County is authorized under Section 418.020, Texas Government Code, to "temporarily or permanently acquire by lease, purchase, or other means sites required for installation of temporary housing units or emergency shelters for disaster victims and may enter into arrangements necessary to prepare or equip the sites to use the housing units or shelters, including arrangements for the purchase of temporary housing units or shelters and the payment of transportation charges";

WHEREAS, the County selected the site for the Storm Shelter because it is the highest point in the County, and as such, it is ideal for flood shelters and for staging emergency relief services and equipment;

WHEREAS, these Weather Events occur sporadically throughout the year, and the County does not expect daily use of the facility as a Storm Shelter;

WHEREAS, the County finds that, while the foremost use of the Storm Shelter will be to shelter and provide emergency services to residents during future county-wide Weather Events, it is in the best interests of the County to find an efficient and productive use of the Storm Shelter when not needed for such Weather Events;

WHEREAS, the Commissioners Court of the County finds and determines that providing a public multipurpose facility (the "Epicenter Project") is an efficient and productive use of the Storm Shelter when the Storm Shelter is not needed to shelter and provide emergency services to residents during county-wide Weather Events;

WHEREAS, the Epicenter Project will consist of an approximately 200,000 square-foot facility, allowing for its use as an agricultural arena, county office space, park and recreation facilities and critical areas for disaster relief and storm shelters; further, the Epicenter Project is expected to provide a venue for conducting public business, provision of public health, safety and charitable services to the community in times of catastrophe or disaster (such as providing vaccines), cultural events, music, rodeos, graduation ceremonies, sports and similar events;

WHEREAS the County is authorized under Chapter 319, Texas Local Government Code, “to acquire or lease facilities for buildings suitable for the exhibit of horticultural, agricultural, livestock, mineral and other products that are of interest to the community”;

WHEREAS, the Epicenter Project will be located on property that is adjacent to the Fort Bend County Fairgrounds and will be large enough to accommodate livestock shows as well as agricultural exhibits related to the County Fair;

WHEREAS, the County intends to manage the Epicenter Project as a part of the County Parks system, and the Epicenter Project will be located adjacent to a high-profile County park known as the Fort Bend County Fairgrounds;

WHEREAS, Chapter 320, Texas Local Government Code, permits the County “to lease, finance, construct, operate and maintain a facility in or pertaining to a park under its control,” and Chapter 331, Texas Local Government Code, authorizes Counties generally to improve land and construct facilities for park purposes;

WHEREAS, the Epicenter Project will be located within the City of Rosenberg, Texas, and the County will work closely with the City of Rosenberg to develop and provide all necessary infrastructure for the Epicenter Project;

WHEREAS, the County is authorized under Chapters 301 and 332, Texas Local Government Code, to act jointly with a municipality to construct an auditorium, civic center or exposition center and recreation centers, athletic facilities and other park or recreational facilities;

WHEREAS, Article V, Section 18(b) of the Texas Constitution generally authorizes the Commissioners Court of the County to exercise its powers and jurisdiction over all county business; further, Texas Attorney General Opinion Number DM-317 and *Glenn v. Dallas County Bois D'Arc Island Levee Dist.*, 275 S.W. 137 (Tex.Civ.App.-Dallas 1923) empowers the County to the exercise of broad authority, express or implied, necessary to achieve specific goals intended by state law;

WHEREAS, the Greater Texas Cultural Education Facilities Finance Corporation (the “Issuer”) is authorized to issue bonds (the “Bonds”) pursuant Chapter 337 of the Texas Local Government Code and loan the proceeds of the Bonds to CFC Epicenter, a non-profit corporation, to finance the acquisition and construction of the Epicenter Project;

WHEREAS the Commissioners Court of the County has determined that it is in the best interests of the County to enter into a ground lease (the “Ground Lease”), as lessor, for the Epicenter

Project property with CFC Epicenter, as lessee, for a term that is five-days longer than the maturity of the Bonds;

WHEREAS, CFC Epicenter will finance the construction of the Epicenter Project by pledging as security for the Bonds certain lease payments received from the County pursuant to a facilities lease with an option to purchase (the "Facilities Lease") with the County as lessee and CFC Epicenter as lessor;

WHEREAS, the Facilities Lease payments will be payable annually from current revenues of the County; provided, the County's obligation to make payments under the Facilities Lease will be subject to annual appropriation;

WHEREAS, the County will have fee ownership of the Epicenter Project throughout the term of the Facilities Lease, and possession of the Epicenter Project will revert to the County upon the exercise of its option to purchase the Epicenter Project under the Facilities Lease or the final maturity of the Bonds;

WHEREAS, the Facilities Lease provides that the County will have complete control of the Epicenter Project and Epicenter Project site for so long as it continues to annually appropriate funds for such purpose;

WHEREAS, Section 263.007, Local Government Code and Attorney General Opinion JC-0882 provides clear authority for the County's Facilities Lease so long as payments are limited to annual appropriation;

WHEREAS, the Facilities Lease does not violate any Texas Constitutional provisions relating to the issuance of "debt" as that term is defined in Texas Constitution;

WHEREAS, the Commissioners Court has determined that it is in the best interest of the County to enter into and approve the Ground Lease and Facilities Lease and certain other related documents and certificates, including a Continuing Disclosure Agreement, a Preliminary Official Statement for use in the initial offering and sale of the Bonds and a final Official Statement reflecting the final terms of the Bonds (collectively, the "Ancillary Lease Documents") and further desires to authorize the execution of the Ground Lease and Facilities Lease in furtherance of the Epicenter Project; Now Therefore;

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

Section 1. The facts and recitations contained in the preamble of this resolution are hereby found and declared to be true and correct.

Section 2. The Commissioners Court does hereby approve the form, terms, and provisions of and the execution and delivery of the Ground Lease, Facilities Lease and the Ancillary Lease Documents (collectively, the "Lease Documents") for the development of an approximately 200,000 square foot multipurpose facility to be known as the Epicenter Project; with such changes as

the County Judge and County Attorney or their designees (each an "Authorized Officer") shall approve, such approval to be conclusively evidenced by the execution and delivery thereof by the Authorized Officer.

Section 3. The Commissioners Court does hereby authorize each Authorized Officer to take all such actions and approve, execute and deliver all such requests, agreements, instruments, and other documents on behalf of the County as he may deem necessary or desirable (as conclusively evidenced by the taking of such action or the execution and delivery of such agreements, instruments or other documents by each Authorized Officer) in connection with the (i) the Ground Lease, (ii) the Facilities Lease, (iii) the Ancillary Lease Documents and (iv) any extension, amendment, or other modification of the Ground Lease or Facilities Lease in order to effectuate the further purposes of this Resolution, including without limitation those documents specifically described in this Resolution. All acts of each Authorized Officer authorized and directed herein are reasonably expected to benefit the County. Upon execution and delivery, such agreements, instruments, and other documents shall be the valid and binding obligations of the County enforceable in accordance with their terms.

Section 4. The Authorized Officer is hereby authorized to deem final the Preliminary Official Statement as of its date, within the meaning of subparagraph (b)(1) of Rule 15c(2)-12 of the Securities and Exchange Commission, and the Authorized Officer or other appropriate officials of the County are hereby authorized to sign and/or to deliver a certificate pertaining to such Official Statement as prescribed therein.

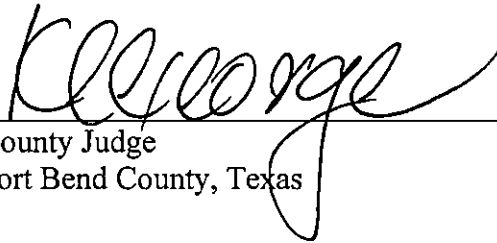
Section 5. The Commissioners Court does hereby approve a Continuing Disclosure Agreement identifying the continuing disclosure reports and notices to be filed by the County and containing such covenants as may be necessary to assist the Underwriter in complying with the provisions of the Rule 15c2-12 of the Securities and Exchange Commission.

Section 6. The County Judge, County Clerk, County Attorney and other officers and agents of the County are hereby authorized and directed to do any and all things necessary or desirable to carry out the provisions of this resolution.

Section 7. This resolution shall take effect immediately upon its passage.

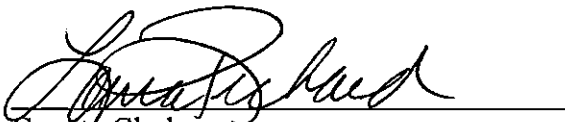
Section 8. The Notice and agenda relating to this meeting and heretofore posted by the County Clerk, and the posting thereof, are hereby authorized, approved, and ratified.

PASSED AND APPROVED the 23rd day of February, 2021.

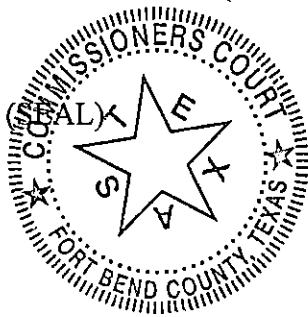


County Judge
Fort Bend County, Texas

ATTEST:



County Clerk
Fort Bend County, Texas



CERTIFICATE FOR RESOLUTION

STATE OF TEXAS §
COUNTY OF FORT BEND §

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

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 County of Richmond, Texas, on February 23, 2021, 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, thus constituting a quorum. Whereupon, among other business, the following was transacted at said meeting: a written

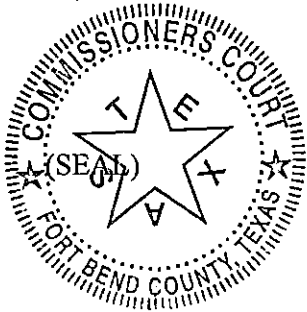
RESOLUTION AUTHORIZING EXECUTION AND DELIVERY OF THE GROUND LEASE AND FACILITIES LEASE RELATING TO THE FINANCING OF THE FORT BEND COUNTY EPICENTER PROJECT; AUTHORIZING THE EXECUTION AND DELIVERY OF DOCUMENTS NECESSARY TO CARRY OUT THE RELATED BOND FINANCING; AND CONTAINING OTHER RELATED MATTERS

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:

1. 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 order would be introduced and considered for adoption at such meeting, and each of such resolution 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.

SIGNED AND SEALED this 23rd day of February 2021.




County Clerk