

CERTIFICATE

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

The Commissioners Court (the "Court") of the County convened in regular session, open to the public, on April 26, 2022 (the "Meeting"), at the Fort Bend County Courthouse, Commissioners Court Room, 401 Jackson Street, 2nd Floor, Richmond, Texas, and the roll was called of the members of the Court, to-wit:

KP George, County Judge
 Vincent Morales, Commissioner, Precinct 1
 Grady Prestage, Commissioner, Precinct 2
 Andy Meyers, Commissioner, Precinct 3
 Ken DeMerchant, 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

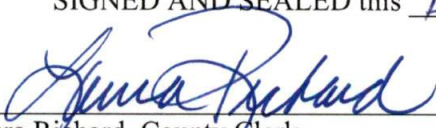
RESOLUTION APPROVING PLAN OF FINANCE FOR THE HARRIS COUNTY CULTURAL EDUCATION FACILITIES FINANCE CORPORATION TO FINANCE AND REFINANCE A PROJECT FOR MEMORIAL HERMANN HEALTH SYSTEM

(the "Resolution") was duly moved and seconded and, after due discussion, said motion, carrying with it the adoption of such Resolution, prevailed and carried by the following votes:

AYES: 5 NOES: 0

A true, full, and correct copy of the Resolution is attached to and follows this Certificate; the Resolution has been duly recorded in the Court's minutes of the Meeting; the above and foregoing paragraph is a true, full, and correct excerpt from the Court's minutes of the Meeting pertaining to the adoption of the Resolution; the persons named in the above and foregoing paragraph are the duly chosen, qualified, and acting members of the Court; each of the members of the Court 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; each of such members consented, in advance, to 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 April 26th, 2022.



 Laura Richard, County Clerk
 Fort Bend County, Texas



 KP George, County Judge
 Fort Bend County, Texas

(SEAL)

105320374.2



**RESOLUTION APPROVING PLAN OF FINANCE FOR THE
HARRIS COUNTY CULTURAL EDUCATION FACILITIES FINANCE CORPORATION
TO FINANCE AND REFINANCE A PROJECT FOR
MEMORIAL HERMANN HEALTH SYSTEM**

WHEREAS, the Harris County Cultural Education Facilities Finance Corporation, pursuant to section 147(f) of the Internal Revenue Code of 1986, as amended (hereinafter referred to as the "*Code*"), after reasonable public notice (hereinafter referred to as the "*Notice*"), a copy of which is attached hereto as *Exhibit A*, has conducted a public hearing on a plan of finance including the proposed issuance of its limited obligation revenue bonds in one or more series and in one or more years in an aggregate approximate maximum principal amount of \$975,000,000 (hereinafter referred to as the "*Bonds*"), to finance or refinance projects described in the Notice (herein referred to as the "*Projects*"), including a project located in Fort Bend County, Texas (the "*County*"), for all of which Memorial Hermann Health System, a Texas non-profit corporation, or an affiliate is the legal owner or principal user; and

WHEREAS, approval by this Court or the County Judge of the County of the plan of finance for the Project that is located in the County and to be financed or refinanced by the Bonds 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 or refinance such Project 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:


SECTION 1. The plan of finance for the Project located in the County, including issuance of the Bonds in one or more series and in one or more years in an aggregate approximate maximum principal amount of \$975,000,000, with an approximate maximum aggregate principal amount for such Project specified in the Notice, is hereby approved pursuant to section 147(f) of the Code.

SECTION 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 State of Texas, 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 or agency 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.

SECTION 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 26th day of April, 2022.

ATTEST:

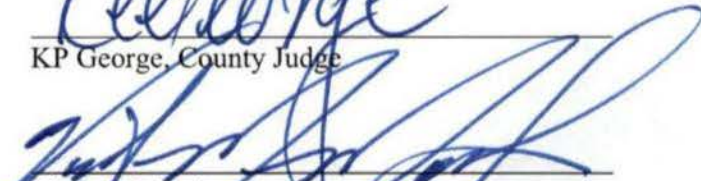


Laura Richard, County Clerk

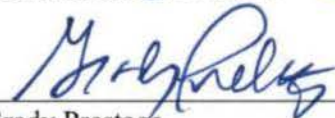




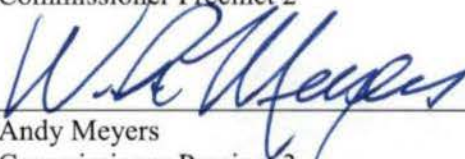
KP George, County Judge



Vincent Morales
Commissioner Precinct 4



Grady Prestage
Commissioner Precinct 2



Andy Meyers
Commissioner Precinct 3



Ken DeMerchant
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 April 4, 2022, at 10:00 a.m., accessible to the public by telephone, with respect to a plan of financing that will consist of the issuance, in one or more series and in one or more years, of the Issuer's limited obligation revenue bonds (the "Bonds"). The Bonds are proposed to be issued as qualified 501(c)(3) bonds in the approximate maximum aggregate principal amount of \$975,000,000 to (i) refund Issuer obligations that were incurred to finance or refinance the construction, expansion, renovation, and replacement of, additions to, and the acquisition of sites, buildings, and capital equipment for healthcare facilities; (ii) finance or refinance the construction, expansion, renovation, and replacement of, additions to, and the acquisition of sites, buildings, and capital equipment for healthcare facilities; and (iii) pay costs in connection with the issuance of the Bonds. The projects to be financed and refinanced with the Bonds, and the location in Texas and maximum stated principal amount of Bonds to be issued to finance and refinance each project, are as follows:

<u>Project</u>	<u>Maximum Amount</u>
The following acute care hospitals and ancillary health facilities:	
(a) Memorial Hermann-Texas Medical Center (including Children's Memorial Hermann Hospital), 6411 Fannin, Houston, Harris County	\$330,000,000
(b) Memorial Hermann Southwest Hospital, 7600 Beechnut, Houston, Harris County	\$30,000,000
(c) Memorial Hermann Southeast Hospital, 11800 Astoria Boulevard, Houston, Harris County	\$40,000,000
(d) Memorial Hermann Greater Heights Hospital (f/k/a Memorial Hermann Northwest Hospital), 1635 North Loop West, Houston, Harris County	\$30,000,000
(e) Memorial Hermann Memorial City Medical Center, 921 Gessner, Houston, Harris County	\$40,000,000
(f) Memorial Hermann The Woodlands Medical Center, 9250 Pinecroft Drive, The Woodlands, Montgomery County	\$180,000,000
(g) Memorial Hermann Katy Hospital, 23900 Katy Freeway, Katy, Harris County	\$240,000,000
(h) Memorial Hermann Sugar Land Hospital, 17500 West Grand Parkway, Sugar Land, Fort Bend County	\$350,000,000
(i) Memorial Hermann Pearland Hospital, 16100 South Freeway, Pearland, Brazoria County	\$80,000,000
(j) Memorial Hermann Northeast Hospital, 18951 N. Memorial Drive, Humble, Harris County,	\$50,000,000
(k) Memorial Hermann Cypress Hospital, 27800 Northwest Freeway, Cypress, Harris County	\$70,000,000
The following other facility:	
(l) Memorial Hermann Prevention and Recovery Center, a chemical dependency treatment center, 3033-3043 Gessner Road, Houston, Harris County	\$10,000,000

The projects to be financed and refinanced with the Bonds are owned or principally used by Memorial Hermann Health System, a Texas nonprofit 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 by telephone and will be given an opportunity to address the question of whether the Commissioners Court and/or County Judges of Harris, Fort Bend, Brazoria and/or Montgomery Counties should approve the plan of finance for the projects and the issuance of the Bonds. Following the public hearing, a report concerning the hearing will be submitted to the approving governmental bodies or officials, with a request to approve the plan of finance and projects and issuance of the Bonds. Individuals may attend the public hearing by telephone toll-free by dialing (866) 203-7023. The conference code is 2148558059.

Questions, requests for additional information, or written comments may be directed in writing to the Issuer in care of The Law Office of Wendy Montoya Cloonan, PLLC, 2617 Bissonnet, Suite 473, Houston, Texas 77005, Attention: Wendy Montoya Cloonan.

HARRIS COUNTY CULTURAL EDUCATION FACILITIES FINANCE CORPORATION