

GENERAL CERTIFICATE OF ISSUER

STATE OF TEXAS
COUNTY OF FORT BEND

§
§

The undersigned officers of Fort Bend County, Texas Public Facility Corporation (the “Issuer”), a nonprofit public corporation and instrumentality of Fort Bend County, Texas organized under the laws of the State of Texas pursuant to the authority granted in Chapter 303, Texas Local Government Code, do hereby execute and deliver this certificate for the benefit of all persons interested in the Issuer’s Lease Revenue Bonds Series 2023 (the “Bonds”). Capitalized terms used herein are used as defined in Exhibit A attached hereto, unless otherwise indicated. We hereby certify that:

1. On September 12, 2023, and at all times since such dates to the date hereof, the following named persons have duly constituted the Board of Directors (the “Board”) of the Issuer, and as indicated below, certain of the directors are and at all times since such dates have been duly selected, qualified and acting officers of the Issuer for the offices set forth opposite their names:

KP George	President
Grady Prestage	Vice President
Vincent Morales	Director
Andy Meyers	Director
Dexter L. McCoy	Director

In addition, on September 12, 2023, and at all times since such date to the date hereof Laura Richards has been the duly appointed, qualified, and acting Secretary of the Issuer and Robert “Ed” Sturdivant has been the duly appointed, qualified, and acting Treasurer of the Issuer.

2. The Issuer is duly incorporated and validly existing under the laws of the State of Texas. Attached hereto as Exhibit B is a copy of the Issuer’s Certificate of Formation, as the same may have been amended, as certified by the Secretary of State of the State of Texas, and attached hereto as Exhibit C is a Certificate of Fact of the Secretary of State of the State of Texas, certifying to the continued existence of the Issuer. Except as shown in Exhibit B, such Certificate of Formation has not been amended and remains in full force and effect. No articles of dissolution of the Issuer have been authorized, executed, verified, or filed, no certificate of dissolution of the Issuer has been issued, and no proceedings to dissolve the Issuer have been commenced.

3. Attached hereto as Exhibit D is a true and correct copy of the Bylaws of the Issuer as in full force and effect at all times since September 12, 2023.

4. Attached hereto as Exhibit E is a copy of the franchise tax account status from the website of the Texas Comptroller of Public Accounts reflecting the good standing of the Issuer regarding franchise tax reports.

5. The resolution authorizing the issuance of the Bonds (the “Bond Resolution”), a true and correct copy of which is attached hereto as Exhibit F, was adopted at a duly convened meeting of the Board on September 12, 2023 (the “Meeting”), at which Meeting a duly constituted quorum was present; consisting of all board members except as indicated on the Certificate for Resolution attached to the Bond Resolution; each of the board members (including those absent) was given the time and location of the meeting and of the matters to be acted upon; the Bond Resolution was adopted in accordance with the Issuer’s Bylaws; the original of the Bond Resolution is on file in the official records of the Issuer; each of the officers and members of the Board was duly and sufficiently notified officially and personally, in advance, of the time, place and purpose of the Meeting; the Meeting was open to the public as required by law; and public notice of the date, hour, place and subject of such Meeting was given as required by Chapter 551, Texas Local Government, as amended.

6. A true and correct copy of the debt service schedule for the Bonds is attached hereto as Exhibit G.

7. The Issuer has authorized, by all necessary action, the execution, delivery, and due performance by it of its obligations under the Bonds and the Bond Documents to which the Issuer is a party, and the execution and delivery of any and all such Bonds and Bond Documents upon the conditions described therein required to be executed and delivered by the Issuer.

8. The Bond Documents to which the Issuer is a party and any other agreements and documents to which the Issuer is a party and which are executed and delivered by officers of the Issuer acting in their official capacities are in substantially the same form as the copies of such instruments which were authorized and approved by the Resolution, with such changes and revisions therein as have been authorized or approved in accordance with the provisions of the Resolution, and such Bond Documents and the Resolution are in full force and effect on the date hereof.

9. None of the proceedings or authorizations heretofore taken or given for issuance of the Bonds, the payment or security thereof, the execution, delivery and performance of the Bond Documents to which the Issuer is a party, and the execution, delivery and performance of any other agreement or document to which the Issuer is a party have been amended, modified, repealed, revoked or rescinded.

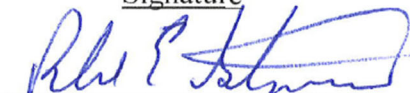
10. The execution and delivery of the Bond Documents to which the Issuer is a party and any other agreements to be executed by the Issuer relating to the issuance of the Bonds or contemplated in any offering document for the Bonds and the compliance by the Issuer with the provisions thereof will not conflict with or constitute on the part of the Issuer a breach of or a default under the Certificate of Formation or Bylaws of the Issuer, any existing law, any court or administrative regulation, decree or order or any agreement, indenture, mortgage, lease, or other instrument to which the Issuer is subject or by which it is bound.

11. The representations and warranties of the Issuer contained the Bonds and the Bond Documents to which it is a party are true and correct on and as of this date. No event has occurred, and no condition currently exists, which constitutes or may, with the passage of time or the giving of notice, or both, constitute an Event of Default on the part of the Issuer under the Bond Documents.

12. No litigation is pending or, to the best of our knowledge, threatened in any court in any way affecting the existence of the Issuer or the titles of the members of its board of directors or officers to their respective positions or seeking to restrain or enjoin the issuance, sale or delivery of the Bonds or the pledge thereof, or in any way affecting or contesting any authority for the validity or enforceability of the Resolution or the Bond Documents to which the Issuer is a party or the existence or powers or authority of the Issuer with respect to the Bonds, or contesting in any way the completeness or accuracy of any offering document for the Bonds.

13. We officially executed the Bonds, including the initial Bonds delivered to the Texas Attorney General, by manual signature or by causing facsimiles of our manual signatures to be imprinted, photocopied or lithographed on each of the Bonds, and we hereby adopt said facsimile signatures as our own, respectively, and declare that said facsimile signatures constitute our signatures the same as if we had manually signed each of the Bonds. At the time we so executed the Bonds, we were, and at the time of executing this certificate we are, the duly chosen, qualified, and acting officers indicated therein and herein and authorized to execute the same and the signatures appearing above our respective names below are our true and genuine signatures.

14. The following persons have at all times on and since September 12, 2023, been duly elected, qualified and acting officers of the Issuer holding the respective offices set forth opposite their name below, and the signatures set forth opposite their names are their respective genuine signatures.

<u>Name</u>	<u>Office</u>	<u>Signature</u>
Robert E. Sturdivant	Treasurer	

15. The Attorney General of Texas is hereby authorized and directed to date this certificate concurrently with the date of approval of the Bonds and can rely on the absence of any litigation or contest pertaining to the Bonds, the Bond Documents, and any other matters covered by this certificate, and on the veracity and currency of this certificate at the time of approval of the Bonds, unless otherwise notified.

EXECUTED AND DELIVERED this December __, 2023.

FORT BEND COUNTY, TEXAS PUBLIC
FACILITY CORPORATION





President



Secretary

Exhibits:

- A Definitions
- B Certificate of Formation
- C Certificate of Fact (from Texas Secretary of State)
- D Bylaws
- E Franchise Tax Account Status (from Texas Comptroller of Public Accounts)
- F Bond Resolution
- G Debt Service Schedule

EXHIBIT A

Definitions of Terms

Bond Documents: the Financing Documents and all other agreements, certificates, documents and instruments delivered at any time in connection with any of the Financing Documents.

Bond Purchase Contract: Bond Purchase Contract dated November 30, 2023 among the Issuer, the Underwriter, and the County.

Borrower: CFC – SO Training Facility, LLC, an Arizona limited liability corporation, whose sole member is a nonprofit Arizona corporation an organization described in Section 501(c)(3) of the Code and exempt from taxation under Section 501(a) of the Code.

Deed of Trust: has the meaning specified in Section 101 of the Indenture.

Facilities Lease: Facilities Lease Agreement dated as of December 21, 2023 between the County and the Borrower.

Financing Documents: the Indenture, the Loan Agreement, the Note, the Bonds, the Bond Purchase Contract, the Ground Lease, the Facilities Lease, and the Deed of Trust.

Ground Lease: Ground Lease Agreement dated as of December 21, 2023 between the Issuer and the Borrower.

Indenture: Trust Indenture dated as of December 1, 2023 between the Issuer and the Trustee relating to the Bonds.

Issuer: Fort Bend County, Texas Public Facility Corporation.

Loan Agreement: Loan Agreement dated as of December 1, 2023 between the Issuer and the Borrower relating to the Bonds.

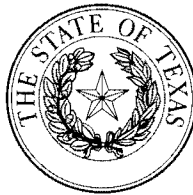
Note: the promissory note executed by the Borrower to the Issuer evidencing the Loan Agreement.

Trustee: Zions Bancorporation, National Association, acting as Trustee under the Indenture.

Underwriter: Raymond James & Associates, Inc., on behalf of itself, Blaylock Van, LLC, and Hilltop Securities, Inc.

EXHIBIT B

Certificate of Formation



Office of the Secretary of State

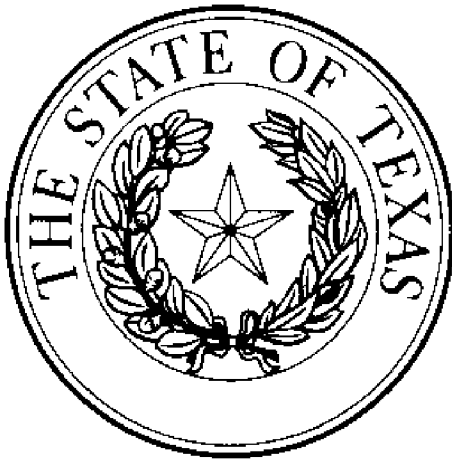
The undersigned, as Secretary of State of Texas, does hereby certify that the attached is a true and correct copy of each document on file in this office as described below:

Fort Bend County, Texas Public Facility Corporation
Filing Number: 805070461

Certificate of Formation

May 22, 2023

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on December 04, 2023.



A handwritten signature of Jane Nelson in black ink.

Jane Nelson
Secretary of State

Form 202

Secretary of State
P.O. Box 13697
Austin, TX 78711-3697
FAX: 512/463-5709

Filing Fee: \$25

**Certificate of Formation
Nonprofit Corporation**

Filed in the Office of the
Secretary of State of Texas
Filing #: 805070461 05/22/2023
Document #: 1249261030002
Image Generated Electronically
for Web Filing

Article 1 - Corporate Name

The filing entity formed is a nonprofit corporation. The name of the entity is :

Fort Bend County, Texas Public Facility Corporation

Article 2 – Registered Agent and Registered Office

☐ A. The initial registered agent is an organization (cannot be corporation named above) by the name of:

OR

☒ B. The initial registered agent is an individual resident of the state whose name is set forth below:

Name:

Robert Sturdivant

C. The business address of the registered agent and the registered office address is:

Street Address:

301 Jackson Street Richmond TX 77469

Consent of Registered Agent

☐ A. A copy of the consent of registered agent is attached.

OR

☒ B. The consent of the registered agent is maintained by the entity.

Article 3 - Management

☐ A. Management of the affairs of the corporation is to be vested solely in the members of the corporation.

OR

☒ B. Management of the affairs of the corporation is to be vested in its board of directors. The number of directors, which must be a minimum of three, that constitutes the initial board of directors and the names and addresses of the persons who are to serve as directors until the first annual meeting or until their successors are elected and qualified are set forth below.

Director 1: **K.P. George**

Title: **Director**

Address: **301 Jackson St Richmond TX, USA 77469**

Director 2: **Vincent Morales**

Title: **Director**

Address: **301 Jackson St Richmond TX, USA 77469**

Director 3: **Dexter McCoy**

Title: **Director**

Address: **301 Jackson St Richmond TX, USA 77469**

Director 4: **Andy Meyers**

Title: **Director**

Address: **301 Jackson St Richmond TX, USA 77469**

Director 5: **Grady Prestage**

Title: **Director**

Address: **301 Jackson St Richmond TX, USA 77469**

Article 4 - Organization Structure

☐ A. The corporation will have members.

or

☒ B. The corporation will not have members.

Article 5 - Purpose

The corporation is organized for the following purpose or purposes:

The purpose of the Corporation is to assist Fort Bend County, Texas (the "County") in financing, refinancing, or otherwise assisting in the acquisition of public facilities (as now or hereafter defined by Chapter 303, Texas Local Government Code); to authorize the County to issue to or in favor of the Corporation, obligations of the County issued or incurred in accordance with existing law; and, to finance or to provide for the acquisition, construction, rehabilitation, renovation, repair, equipping, furnishing, and placement in service of public facilities of the County. The Corporation shall have and possess the broadest possible powers to finance the acquisition of County obligations issued or incurred in accordance with existing law and to provide for the acquisition, construction, rehabilitation, renovation, repair, equipping, furnishing and placement in service of public facilities of the County under the terms of the Act.

Supplemental Provisions / Information

[The attached addendum, if any, is incorporated herein by reference.]

Effectiveness of Filing

☒ A. This document becomes effective when the document is filed by the secretary of state.

OR

☐ B. This document becomes effective at a later date, which is not more than ninety (90) days from the date of its signing. The delayed effective date is:

Initial Mailing Address

Address to be used by the Comptroller of Public Accounts for purposes of sending tax information.

The initial mailing address of the filing entity is:

**301 Jackson Street
Richmond, TX 77469
USA**

Organizer

The name and address of the organizer are set forth below.

Thomas A. Sage 600 Travis Street, Suite 4200, Houston, Texas 77002

Execution

The undersigned affirms that the person designated as registered agent has consented to the appointment. The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument and certifies under penalty of perjury that the undersigned is authorized under the provisions of law governing the entity to execute the filing instrument.

Thomas A. Sage

Signature of organizer.

FILING OFFICE COPY

EXHIBIT C

Certificate of Fact



Office of the Secretary of State

Certificate of Fact

The undersigned, as Secretary of State of Texas, does hereby certify that the document, Certificate of Formation for Fort Bend County, Texas Public Facility Corporation (file number 805070461), a Domestic Nonprofit Corporation, was filed in this office on May 22, 2023.

It is further certified that the entity status in Texas is in existence.

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on December 04, 2023.



A handwritten signature of Jane Nelson in black ink.

Jane Nelson
Secretary of State

EXHIBIT D

Bylaws

BYLAWS
OF
FORT BEND COUNTY, TEXAS
PUBLIC FACILITY CORPORATION

ARTICLE I
POWERS AND PURPOSES

Section 1.1. Issuance of Obligations; Financing of Program. In order to implement the purposes for which the Fort Bend County, Texas Public Facility Corporation (the "*Corporation*") was formed, as set forth in its Articles of Incorporation, the Corporation may issue obligations to finance all or part of the cost of any "*public facility*" as defined in Chapter 303, Texas Local Government Code, as amended (the "*Public Facility Corporation Act*" or the "*Act*").

Section 1.2. Books and Records; Review of Financial Statements. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors. All books and records of the Corporation may be inspected by any director or his or her agent or attorney for any proper purpose at any reasonable time; and at all times the Commissioners Court of Fort Bend County, Texas (the "*County*"), will have access to the books, records and financial statements of the Corporation.

Section 1.3. Powers in General. The Corporation may exercise all powers granted under the Act, consistent with its Articles of Incorporation, and the resolution of the Commissioners Court of Fort Bend County, Texas.

ARTICLE II
BOARD OF DIRECTORS

Section 2.1. Number and Term of Office. The business and property of the Corporation shall be managed and controlled by a board of five directors (the "*Board*") [or such greater or lesser number (if then permitted by the Act) to be equivalent at all times with the total number of positions constituting the Commissioners Court which shall be composed in its entirety of persons who are members of the Commissioners Court and whose terms of office shall be fixed by, and run coterminous with, their respective terms of office as members of the Commissioners Court. Each such member shall serve as a member of the Board for so long as he or she serves on the Commissioners Court. A Director's term begins on the first day the Director is elected, re-elected or appointed. To the extent allowed by law, a Director may serve more than one term (but in no event shall any single term exceed six years).

Section 2.2 Vacancies. In case of any vacancy in the Board through death, resignation, disqualification, or other cause, a successor to hold office shall be the person appointed or otherwise qualified to hold the related position on the Commissioners Court.

Section 2.3. Compensation of Directors. Directors shall not receive any compensation for their services as directors except that they shall be reimbursed for their actual expenses incurred in the performance of their official duties.

Section 2.4 Meetings. All meetings shall comply with the provisions of the Texas Open Meetings Act, Chapter 551, Texas Government Code.

ARTICLE III

OFFICERS

Section 3.2 Executive Officers. The executive officers of the Corporation shall be a president, a vice president, a secretary and a treasurer. The person holding the office of County Judge automatically be deemed to be appointed as the president of the Corporation. The Commissioner with the longest uninterrupted years as Commissioner shall automatically be deemed to be appointed as the vice president of the Corporation. The person holding the office of County Clerk shall automatically be deemed to be appointed as the secretary of the Corporation but shall not be deemed to be a member of the Board; except that as an Elected Official it is within the discretion of the County Clerk to decline this position. The person holding the office of the County Auditor of shall automatically be deemed to be appointed as the treasurer of the Corporation but shall not be deemed to be a member of the Board. Each such officer shall serve in such office for so long as he or she holds the corresponding office of the County. The Board may appoint such other officers as may be deemed necessary for the purposes of the Corporation.

Section 3.3 Powers and Duties of the President. The president shall preside at all meetings of the directors. He or she shall have power to sign and execute all contracts and instruments of conveyance in the name of the Corporation; to sign checks, drafts, notes, and orders for the payment of money; and to appoint and discharge agents and employees, subject to the approval of the Board. The president shall have general and active management of the business of the Corporation, and shall perform all the duties usually incident to the office of president.

Section 3.4. Powers and Duties of the Vice President. The vice president shall have such powers and perform such duties as may be delegated to him or her by the Board. In the absence or disability of the president, the vice president may perform the duties and exercise the powers of the president.

Section 3.5. Powers and Duties of the Secretary. The secretary shall keep the minutes of all meetings of the Board in books provided for that purpose; shall attend to the giving and service of all notices; may sign with the president, or a vice president, in the name of the Corporation, all contracts and instruments of conveyance authorized by the Board, and when so ordered by the Board, shall affix the seal of the Corporation thereto; shall have charge of such other books and papers as the Board may direct, all of which shall, at all reasonable times, be opened to the

examination of any director, upon application at the office of the Corporation during business hours; and shall in general perform all the duties incident to the office of secretary, subject to the control of the Board. The secretary shall submit such reports to the directors as may be requested by the Board. In the absence or disability of the secretary, an assistant secretary may perform the duties and exercise the powers of the secretary.

Section 3.6. Powers and Duties of the Treasurer. The treasurer shall have custody of all funds and securities of the Corporation, and when necessary or proper the treasurer shall endorse on behalf of the Corporation for collection, checks, notes, and other obligations and shall deposit the same to the credit of the Corporation in such bank or depository as the Board may designate. When required by the Board, the treasurer shall render a statement of cash account; the treasurer shall enter regularly in the books of the Corporation, to be kept by the treasurer for that purpose, a full and accurate account of the Corporation; the treasurer shall at all reasonable times exhibit his books and accounts to any director of the Corporation upon application at the office of the Corporation during business hours; and the treasurer shall perform all acts incident to the position of treasurer, subject to the control of the Board. The treasurer

ARTICLE IV

PROVISIONS REGARDING BYLAWS

Section 4.1. Effective Date. These Bylaws shall become effective only upon the occurrence of the following events:

- A. The approval of these Bylaws by the Commissioners Court of Fort Bend County, Texas, which approval may be granted prior to the creation of the Corporation; and
- B. The adoption of these Bylaws by the Board of Directors.

Section 4.2. Amendments to Bylaws. These Bylaws may be amended at any time and from time to time either by majority vote of the directors then in office with approval of Fort Bend County, Texas, at the sole discretion of the Commissioners Court of Fort Bend County, Texas.

Section 4.3. Interpretation of Bylaws. These Bylaws shall be liberally construed to effectuate the purposes set forth herein. If any word, phrase, clause, sentence, paragraph, section or other part of these Bylaws, or the application thereof to any person or circumstance, shall ever be held to be invalid or unconstitutional by any court of competent jurisdiction, the remainder of these Bylaws and the application of such word, phrase, clause, sentence, paragraph, section or other part of these Bylaws to any other person or circumstance shall not be affected thereby.

ARTICLE V

GENERAL PROVISIONS

Section 5.1. Principal Office. The principal office of the Corporation shall be located at 301 Jackson St., Richmond, TX 77469.

Section 5.2. Fiscal Year. The fiscal year of the Corporation shall be the same as the fiscal year for Fort Bend County.

Section 5.3. Seal. The seal of the Corporation shall be as determined by the Board of Directors.

Section 5.4 Notices and Waivers Thereof. When under the provisions of these Bylaws notice is required to be given to any director or officer, unless otherwise provided such notice may be given personally, or it may be given in writing by depositing the same in the post office or letter box in a post-paid envelope or postal card addressed to such director or officer, at such address as appears on the books of the Corporation, and such notice shall be deemed to be given at the time when the same shall be thus mailed. When any notice is required to be given by law, or by these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

Section 5.5 Interpretation of Bylaws. These Bylaws and all the terms and provisions hereof shall be liberally construed to effectuate the purposes set forth herein. If any word, phrase, clause, sentence, paragraph, section, or other part of these Bylaws, or the application thereof to any person or circumstance, shall ever be held to be invalid or unconstitutional by any court of competent jurisdiction, the remainder of these Bylaws and the application of such word, phrase, clause, sentence, paragraph, section, or other part of these Bylaws to any other person or circumstances shall not be affected thereby.

Section 5.6 Registered Office and Agent. The Corporation shall have and continuously maintain in the State of Texas a registered office, and a registered agent whose business office is identical to such registered office, as required by the Act. The registered office may be, but need not be, identical with the principal office of the Corporation. The registered agent and the registered office may be changed from time to time by the Board of Directors, in accordance with the requirements of the Act.

Section 5.7. Approval of the Commissioners Court of Fort Bend County, Texas. To the extent these Bylaws refer to any approval or other action to be taken by Fort Bend County, Texas, such approval or action shall be evidenced by a certified copy of a resolution, order or motion duly adopted by the Commissioners Court of Fort Bend County, Texas.

Section 5.8. Organizational Control. Fort Bend County, Texas, at its sole discretion, and at any time, may alter or change the structure, organization or activities of the Corporation (including the termination of the Corporation), subject to any limitation on the impairment of contracts entered into by such Corporation.

Section 5.9. Support Functions¹. Support functions for the Corporation may be performed by County Departments and/or County Elected Officials to the extent as such functions may be performed on behalf of Fort Bend County Commissioners Court. As to an Elected Official, the Corporation may request, but cannot require the performance of a Support Function. This provision notwithstanding, it is the duty of the Officer named in these Bylaws to perform the duties stated herein.

ARTICLE VI

AMENDMENTS

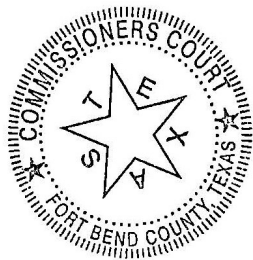
The Board, by the affirmative vote of a majority of the Board, may alter, amend, or repeal the Bylaws or adopt new Bylaws at any meeting provided that notice be given not less than three days prior to such meeting and that such notice contain a copy of the proposed amendment or amendments. Said amendments shall be effective upon approval by the Commissioners Court by resolution.

ARTICLE VII

DISSOLUTION OF CORPORATION

Upon the dissolution of the Corporation after payment of all obligations of County without further conveyance, transfer, or other act.

IN WITNESS WHEREOF, I have signed this certification as of the 11th day of July, 2023.



KP George
County Judge KP George

KP George
President, Fort Bend County, Texas Public Facility
Corporation

Laura Richard
Laura Richard, County Clerk

i:\michelle\pfc\bylaws - fort bend county, texas public facility corporation 2023 mlt.docx

¹ Functions including but not limited to: staff, administrative, operational and technical functions.

EXHIBIT E

Franchise Tax Account Status (from Texas Comptroller of Public Accounts)



Franchise Tax Account Status

As of : 12/04/2023 10:30:47

This page is valid for most business transactions but is not sufficient for filings with the Secretary of State

FORT BEND COUNTY, TEXAS PUBLIC FACILITY CORPORATIO	
Texas Taxpayer Number	32090001978
Mailing Address	301 JACKSON ST RICHMOND, TX 77469-3108
? Right to Transact Business in Texas	ACTIVE
State of Formation	TX
Effective SOS Registration Date	05/22/2023
Texas SOS File Number	0805070461
Registered Agent Name	ROBERT STURDIVANT
Registered Office Street Address	301 JACKSON STREET RICHMOND, TX 77469

EXHIBIT F

Bond Resolution

RESOLUTION AUTHORIZING THE ISSUANCE OF FORT BEND COUNTY,
TEXAS PUBLIC FACILITY CORPORATION LEASE REVENUE BONDS
SERIES 2023; AUTHORIZING THE EXECUTION OF A TRUST INDENTURE,
LOAN AGREEMENT, BOND PURCHASE CONTRACT AND OTHER
DOCUMENTS INCIDENT TO THE ISSUANCE OF THE BONDS;
APPOINTING PRICING OFFICERS; AND APPROVING OTHER MATTERS
IN CONNECTION THEREWITH

WHEREAS, Fort Bend County, Texas (the “County”), has, pursuant to the Public Facility Corporation Act, Section 303, Texas Local Government Code, as amended (the “Act”), approved and provided for the creation of the Fort Bend County, Texas Public Facility Corporation (the “Issuer”) as a nonprofit public corporation;

WHEREAS, pursuant to Section 292.003 and 292.022, the County is authorized to finance and construct county buildings on property outside the County seat;

WHEREAS, the Issuer, on behalf of the County, is empowered to issue its revenue bonds in order to loan or otherwise provide funds to a borrower for the purposes of (i) assisting the County in financing, refinancing, or otherwise assisting in the acquisition of public facilities (as now or hereafter defined by the Act); (ii) authorizing the County to issue to or in favor of the Issuer, obligations of the County issued or incurred in accordance with existing law; and (iii) financing or providing for the acquisition, construction, rehabilitation, renovation, repair, equipping, furnishing, and placement in service of public facilities of the County for enumerated public purposes, including to finance, refinance, and/or refund certain costs for the site improvement, design, development, construction, repair, renovation, furnishing, and/or equipment of County branch office buildings, including County Sheriff’s offices, holding cells, and dispatch, County Emergency Medical Services facilities, and a regional certified Level-1 law enforcement training facility in the County (the “Project”) on approximately 30 acres of land located in the City of Rosenberg, Texas, as more particularly described in Exhibit A to the Loan Agreement (the “Property”);

WHEREAS, no public funds or credit of the County may be pledged to the payment of such revenue bonds, and such revenue bonds shall be payable solely from amounts made available to the Issuer from Loan Repayments pursuant to the Loan Agreement (defined below);

WHEREAS, CFC - SO Training Facility, LLC, a single-member limited liability company (the “Company”), has requested that the Issuer issue the Bonds (defined below) and lend the proceeds thereof to the Company to finance the costs of the Project described in the Loan Agreement;

WHEREAS, in furtherance of the purpose of the Act, the Issuer proposes to issue revenue bonds in a combined aggregate principal amount not to exceed \$150,000,000, which will be designated Fort Bend County, Texas Public Facility Corporation Lease Revenue Bonds Series 2023 (the “Bonds”), the proceeds of which will be loaned to the Company to be used (i) to finance the Project on the Property, which Property is being transferred by the County to the Issuer via Special Warranty Deed; the County will lease the Property to the Company pursuant to a Ground Lease and the Company will lease the Property and the Project to the County pursuant to a

Facilities Lease (as defined in the Loan Agreement), and (ii) to pay a portion of the costs of issuance of the Bonds; and

WHEREAS, there have been presented to the Issuer proposed forms of each of the following:

i. The Loan Agreement, dated as of December 1, 2023 (the “Loan Agreement”), by and between the Issuer and the Company (including the form of promissory note from the Company to the Issuer in the principal amount of the Bonds (the “Note”)), pursuant to which the proceeds of the Bonds will be loaned to the Company for the purposes of paying the costs of the Project, and the Company will promise to repay the loan;

ii. The Trust Indenture, dated as of December 1, 2023 (the “Indenture”), between the Issuer and Zions Bancorporation, National Association, Amegy Bank Division (“Trustee”), including the form of the Bonds;

iii. The Preliminary Official Statement (the “Preliminary Official Statement”) regarding the issuance of the Bonds;

iv. The Bond Purchase Contract (the “Bond Purchase Contract”) among the Issuer, the Company, and an underwriter or underwriting syndicate (the “Underwriter”) to be dated as of the date of its execution and delivery;

v. The Special Warranty Deed transferring ownership of the Property from the County to the Issuer, as authorized by Section 303, Texas Local Government Code;

vi. The Ground Lease dated as of December 21, 2023 (the “Ground Lease”) between the Issuer and the Company for the lease of the Site from the Issuer to the Company; and

vii. The Deed of Trust dated December 21, 2023, executed by the Issuer for the benefit of the Trustee and pledged to the Trust Estate of the Trust Indenture.

THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF FORT BEND COUNTY, TEXAS PUBLIC FACILITY CORPORATION THAT:

Section 1. Approval of the Loan Agreement. The Board hereby approves the Loan Agreement and the Notes in substantially the form and substance presented to the Board, and any Pricing Officer is hereby authorized and directed, for and on behalf of the Issuer, to date, sign, and otherwise execute the Loan Agreement, with such changes therein as such officer may approve, such approval to be conclusively evidenced by the execution thereof, and such officers are hereby authorized to deliver the Loan Agreement. Upon execution by the parties thereto and delivery thereof, the Loan Agreement shall be binding upon the Issuer in accordance with the terms and provisions thereof.

Section 2. Approval of the Trust Indenture. The Board hereby approves the Indenture in substantially the form and substance presented to the Board, and any Pricing Officer is hereby authorized and directed, for and on behalf of the Issuer, to execute the Indenture, and the Secretary or any Assistant Secretary of the Issuer (the “Secretary”) is authorized and directed, for and on

behalf of the Issuer, to attest to the Indenture, with such changes therein as such officers may approve, such approval to be conclusively evidenced by the execution thereof, and such officers are hereby authorized to deliver the Indenture. Upon execution by the parties thereto and delivery thereof, the Indenture shall be binding upon the Issuer in accordance with the terms and provisions thereof.

Section 3. Approval of the Deed of Trust. The Bonds will be further secured by a Deed of Trust and Security Agreement (the “Deed of Trust”) dated as of December 1, 2023, executed by the Issuer for the benefit of the Trustee and pledged to the Trust Estate of the Trust Indenture. The Board hereby approves the Deed of Trust in substantially the form and substance presented to the Board, and any Pricing Officer is hereby authorized and directed, for and on behalf of the Issuer, to execute the Deed of Trust, with such changes therein as such officers may approve, such approval to be conclusively evidenced by the execution thereof, and such officers are hereby authorized to deliver the Deed of Trust. Upon execution by the parties thereto and delivery thereof, the Deed of Trust shall be binding upon the Issuer in accordance with the terms and provisions thereof.

Section 4. Approval of the Issuance of the Bonds. The Board hereby ratifies, approves and authorizes the issuance of the Bonds, provided that:

- (a) the combined aggregate principal amount of the Bonds shall not exceed \$150,000,000,
- (b) the price to be paid for the Bonds shall not be less than 90% of the aggregate original principal amount of the Bonds plus accrued interest thereon from their date to their delivery; and
- (c) the net effective interest rates on the Bonds shall not exceed the maximum rate allowed by Chapter 1204, Texas Government Code, as amended.

The Bonds shall mature on the dates and in the amounts, and bear interest at the respective per annum rates, as set forth in the Indenture. The Bonds shall be issued for the purpose of providing the proceeds thereof to the Company for the purposes as described in the recitals of this Resolution. The Board hereby approves the Bonds in substantially the form and substance set forth in the Indenture. The Bonds shall be issued, executed, authenticated and delivered in the form and manner, and shall be dated, shall and may be redeemed prior to maturity, and shall have all of the characteristics, as provided in the Indenture.

Section 5. Pricing Delegation. The President, Vice President, the Secretary or the Treasurer of the Issuer (each a “Pricing Officer”) are each hereby severally authorized to act on behalf of the Issuer in selling and delivering the Bonds and carrying out the other procedures specified in this Resolution, subject to the limitations set forth in Section 4 of this Resolution, including without limitation determining the price at which the Bonds will be sold, the dated date, the issuance date, the initial interest payment date for the Bonds, the years in which the Bonds will mature, the principal amount to mature in each of such years, the rate of interest to be borne by each such maturity, any optional redemption or mandatory sinking fund redemption provisions for the Bonds, approving any bond insurance or reserve fund surety policy in connection with the

Bonds, and all other matters not expressly provided in this Resolution, relating to the issuance, sale and delivery of the Bonds, all of which shall be specified in the Indenture and the Bond Purchase Contract.

Section 6. Sale of Bonds; Bond Purchase Contract. The sale and delivery of the Bonds by the Issuer to the Underwriter at the price set forth in the Bond Purchase Contract, plus accrued interest, if any, to the date of delivery of the Bonds, is hereby authorized and approved, subject to the limitations set forth in Section 4 of this Resolution. The Board hereby approves the Bond Purchase Contract in substantially the form and substance presented to the Board, and the Pricing Officer is hereby authorized and directed, for and on behalf of the Issuer, to date, sign, and otherwise execute the Bond Purchase Contract, with such changes therein as such officer may approve, such approval to be conclusively evidenced by the execution thereof, and such Pricing Officer is hereby authorized to deliver the Bond Purchase Contract. Upon execution by the parties thereto and delivery thereof, the Bond Purchase Contract shall be binding upon the Issuer in accordance with the terms and provisions thereof.

Section 7. Official Statement and Continuing Disclosure Agreement. The Preliminary Official Statement in substantially the final form and substance presented to the Board is hereby approved. The Board hereby approves the use and distribution of the Preliminary Official Statement and the final Official Statement prepared in connection with the issuance of the Bonds based upon the terms of sale of the Bonds as herein authorized (collectively, the "Official Statement") and the President of the Issuer is hereby authorized and directed to execute such Official Statement.

The Continuing Disclosure Agreement in substantially the form and substance presented to the Board is hereby approved. The Board hereby approves the use and distribution of the Continuing Disclosure Agreement prepared in connection with the issuance of the Bonds and the President of the Issuer is hereby authorized and directed to execute such Continuing Disclosure Agreement, with such changes therein as the officer executing the same may approve, such approval to be conclusively evidenced by such execution thereof.

Section 8. Execution and Delivery of the Bonds. The Board hereby approves the Bonds in substantially the form and substance set forth in the Indenture and the Pricing Officer is hereby authorized and directed, for and on behalf of the Issuer, to execute the Bonds or have their facsimile signatures placed upon the Bonds and directs Hunton Andrews Kurth LLP ("Bond Counsel") to submit the Bonds and a transcript of proceedings therefor to the Attorney General of the State of Texas for approval and to the Comptroller of Public Accounts of the State of Texas for registration, and Bond Counsel is hereby authorized and directed to deliver the Bonds.

Section 9. Appointment of the Trustee. Zions Bancorporation, National Association, Amegy Bank Division, is hereby appointed as Trustee under the Indenture, thereby serving as Bond Registrar and Paying Agent under the terms of the Indenture; provided, however, the Issuer acknowledges that the Company may designate another eligible financial institution as Trustee. The Company shall provide written notice to the Issuer of any such alternate Trustee designation to the Issuer at 301 Jackson St, Richmond, TX 77469, Attention: Treasurer. The Issuer shall have seven (7) calendar days from receipt of such written notice to provide its written consent/objection to any such designation.

Section 10. Notice of Public Hearing. The Board hereby approves and ratifies the Notice of Public Hearing substantially in the form and substance presented to the Board and ratifies and approves its publication and/or posting as required by the laws of the United States. The Board hereby directs that the Bonds shall not be issued unless and until the requirements of Section 147(f)(1) of the Code, including particularly the approval requirement following any required public hearing, have been fully satisfied, and that no contract, agreement or commitment to issue the Bonds shall be executed or undertaken prior to satisfaction of the requirements of Section 147(f) unless the performance of such contract, agreement or commitment is expressly conditioned upon the prior satisfaction of such requirements. All such actions taken prior to the enactment of this Resolution are hereby ratified and confirmed.

Section 11. Continuing Authority. The Pricing Officers, and all other officers, employees, agents and representatives of the Issuer and its Board shall be and are hereby expressly authorized, empowered and directed from time to time, and at any time, to do and perform all such acts and things, and to execute and deliver in the name and on behalf of the Issuer all such instruments, whether or not herein mentioned, as may be necessary or desirable in order to carry out the terms and provisions of this Resolution and of the Bonds, as well as the terms and provisions of the Indenture, the Loan Agreement, the Deed of Trust, the Official Statement, the Bond Purchase Contract, the Ground Lease, the Special Warranty Deed and all other documents incident to the issuance of the Bonds. The Board of the Issuer may designate from time to time other officers or employees of the Issuer to act as the Pricing Officer, such designation to be evidenced by a certificate filed with the Trustee and the Company.

Section 12. Further Authorization. The Pricing Officers and other officers of the Issuer are hereby authorized and empowered to do all such acts and things and to execute, acknowledge and deliver all such documents (including, without limiting the generality of the foregoing, any closing certificate, tax compliance agreement, arbitrage certificate or arbitrage regulation agreement in connection with the issuance of the Bonds) as may in his, her or their discretion be deemed necessary or desirable in order to carry out or comply with the terms and provisions of this Resolution, the Bond Purchase Contract, the Continuing Disclosure Agreement, the Official Statement, the Loan Agreement, Trust Indenture, Ground Lease and the Special Warranty Deed, and to make ministerial alterations, changes or additions in the foregoing agreements, statements, instruments or other documents herein approved, authorized and confirmed which they may approve and the execution or taking of such action shall be taken as conclusive evidence of its necessity or advisability. All of the acts and undertakings of such officers which are in conformity with the intent and purposes of this Resolution, whether heretofore or hereafter taken or done shall be and the same are hereby in all respects, ratified, confirmed and approved.

Section 13. Resolution Irrepealable. After any of the Bonds are issued, this Resolution shall be and remain irrepealable until the Bonds or the interest thereon shall have been fully paid or provision for payment shall have been made pursuant to the Indenture.

Section 14. Severability. If any section, paragraph, clause or provision of this Resolution shall be held to be invalid or unenforceable, the invalidity or unenforceability of such section, paragraph, clause or provision shall not affect any of the remaining provisions of this Resolution. In case any obligation of the Issuer authorized or established by this Resolution or the

Bonds is held to be in violation of law as applied to any person or any circumstance, such obligation shall be deemed to be the obligation of the Issuer to the fullest extent permitted by law.

Section 15. Ratification. All action (not inconsistent with this Resolution) heretofore taken by the Board and officers of the Issuer directed toward the issuance of the Bonds and the loan of the proceeds thereof to the Company to finance the Project are hereby ratified, approved and confirmed.

PASSED AND ADOPTED BY THE BOARD OF DIRECTORS OF FORT BEND COUNTY, TEXAS PUBLIC FACILITY CORPORATION THIS 12TH DAY OF SEPTEMBER, 2023.



President, Board of Directors

ATTEST:



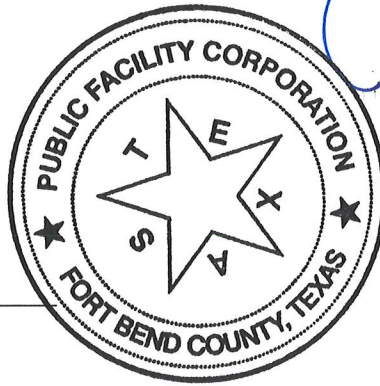
Secretary, Board of Directors

EXHIBIT G

Debt Service Schedule

Period Ending	Principal	Interest	Debt Service
9/30/2024		\$3,606,944.44	\$3,606,944.44
9/30/2025	\$1,630,000	5,153,250.00	6,783,250.00
9/30/2026	1,715,000	5,069,625.00	6,784,625.00
9/30/2027	1,805,000	4,981,625.00	6,786,625.00
9/30/2028	1,895,000	4,889,125.00	6,784,125.00
9/30/2029	1,995,000	4,791,875.00	6,786,875.00
9/30/2030	2,095,000	4,689,625.00	6,784,625.00
9/30/2031	2,205,000	4,582,125.00	6,787,125.00
9/30/2032	2,315,000	4,469,125.00	6,784,125.00
9/30/2033	2,435,000	4,350,375.00	6,785,375.00
9/30/2034	2,560,000	4,225,500.00	6,785,500.00
9/30/2035	2,690,000	4,094,250.00	6,784,250.00
9/30/2036	2,830,000	3,956,250.00	6,786,250.00
9/30/2037	2,975,000	3,811,125.00	6,786,125.00
9/30/2038	3,125,000	3,658,625.00	6,783,625.00
9/30/2039	3,285,000	3,498,375.00	6,783,375.00
9/30/2040	3,455,000	3,329,875.00	6,784,875.00
9/30/2041	3,635,000	3,152,625.00	6,787,625.00
9/30/2042	3,820,000	2,966,250.00	6,786,250.00
9/30/2043	4,015,000	2,770,375.00	6,785,375.00
9/30/2044	4,220,000	2,564,500.00	6,784,500.00
9/30/2045	4,435,000	2,348,125.00	6,783,125.00
9/30/2046	4,665,000	2,120,625.00	6,785,625.00
9/30/2047	4,905,000	1,881,375.00	6,786,375.00
9/30/2048	5,155,000	1,629,875.00	6,784,875.00
9/30/2049	5,420,000	1,365,500.00	6,785,500.00
9/30/2050	5,695,000	1,087,625.00	6,782,625.00
9/30/2051	5,990,000	795,500.00	6,785,500.00
9/30/2052	6,295,000	488,375.00	6,783,375.00
9/30/2053	6,620,000	165,500.00	6,785,500.00
	\$103,880,000	\$96,493,944.44	\$200,373,944.44