

CERTIFICATE FOR RESOLUTION

THE STATE OF TEXAS §
 §
COUNTY OF POLK §

We, the undersigned County Clerk and County Judge of the Commissioners Court of Polk County, Texas ("Commissioners Court"), hereby certify as follows:

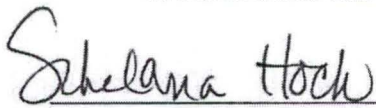
1. The Commissioners Court convened in a meeting called in accordance with Texas law ("Meeting") on the 27th day of October, 2015, at the designated meeting place, and a duly constituted quorum of the members of the Polk County Commissioners Court were present whereupon, among other business transactions at said Meeting, a written

RESOLUTION OF THE COMMISSIONERS COURT OF POLK COUNTY, TEXAS AUTHORIZING AND APPROVING THE CONVERSION OF IAH PUBLIC FACILITY CORPORATION PROJECT REVENUE BONDS, SERIES 2004 AND 2006 FROM TAX EXEMPT TO TAXABLE EFFECTIVE AS OF NOVEMBER 1, 2015; APPROVING AMENDED AND RESTATED LEASE AGREEMENT (WITH OPTION TO PURCHASE), AMENDED AND RESTATED OPERATION AND MANAGEMENT SERVICES AGREEMENT, AND OTHER DOCUMENTS RELATED THERETO

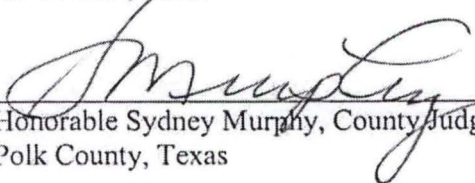
("the Resolution") was duly introduced for the consideration of said Commissioners Court and read in full. It was then duly moved and seconded that said Resolution be passed; and after due discussion, said motion, prevailed and carried.

2. That a true, full, and correct copy of the aforesaid Resolution passed at the Meeting; that said Resolution has been duly recorded in said Commissioner Courts minutes of the Meeting; that the above and foregoing paragraph is a true, full, and correct excerpt from said Commissioner Courts minutes of said Meeting pertaining to the passage of said Resolution; that each of the members of said Commissioners Court was duly and sufficiently notified officially and personally, in advance, of the time, place, and purpose of the aforesaid Meeting; and that said Resolution would be introduced and considered for passage at said Meeting; and that said Meeting was open to the public and public notice of the time, place and purpose of said Meeting was given, all as required by Chapter 551, Texas Government Code.

SIGNED AND SEALED THIS 27th day of October, 2015.



Schelana Hock, County Clerk
Polk County, Texas



Honorable Sydney Murphy, County Judge
Polk County, Texas



**RESOLUTION OF THE COMMISSIONERS COURT OF POLK COUNTY, TEXAS
AUTHORIZING AND APPROVING THE CONVERSION OF IAH PUBLIC FACILITY
CORPORATION PROJECT REVENUE BONDS, SERIES 2004 AND 2006 FROM TAX EXEMPT
TO TAXABLE EFFECTIVE AS OF NOVEMBER 1, 2015; APPROVING AMENDED AND
RESTATED LEASE AGREEMENT (WITH OPTION TO PURCHASE), AMENDED AND
RESTATED OPERATION AND MANAGEMENT SERVICES AGREEMENT, AND OTHER
DOCUMENTS RELATED THERETO**

WHEREAS, Polk County, Texas (the "County") has the authority to issue "sponsor obligations" as defined in Chapter 303 Texas Local Government Code as amended (the "Act") to acquire and construct a multi-classification correctional facility in the County (the "Project") pursuant to Chapter 361.053 Texas Local Government Code; and

WHEREAS, the IAH Public Facility Corporation (the "Corporation") is a public facility corporation created and existing under Chapter 303, Texas Local Government Code (the "Act") pursuant to a resolution adopted by the Commissions Court of the County on September 7, 2004; and

WHEREAS, in order to finance the acquisition of the Project, the County requested that the IAH Public Facility Corporation issue its Project Revenue Bonds, Series 2004 and 2006 (the "Bonds"), the proceeds of which were used to finance the design and building of the Project, and other costs associated therewith; and

WHEREAS, a decision has been made by the interested parties to convert the Series 2004 and 2006 Project Revenue Bonds from tax exempt to taxable effective as of November 1, 2015; and

WHEREAS, the re-structuring of the Bonds has been fully examined and discussed, copies of the above-described proposed instruments previously have been made available to each member of this Commissioners Court and presented for its consideration at this meeting, and the material provisions of such documents have been described to this Commissioners Court and fully discussed at this meeting.

WHEREAS, the Corporation has heretofore met in a duly called meeting and authorized the restructuring of the bonds and presented its authorizing Resolution to the Commissioners Court for consideration and adoption;

WHEREAS, this meeting is open to the public as required by law, and public notice of the time, place and purpose of this meeting was given as required by Chapter 551, Texas Government Code;

NOW, THEREFORE, BE IT ORDERED BY THE COMMISSIONER'S COURT OF POLK COUNTY, TEXAS:

RESOLVED, that all of the facts recited in the preamble hereto are found and declared to be true and correct and the preamble is incorporated into, and made a part of, this Resolution;

RESOLVED, that a resolution of the Corporation (the "Corporate Resolution") attached hereto as Exhibit A has been adopted by the Corporation. The adoption of such Corporate Resolution by the Corporation is hereby acknowledged and recorded, together with the Amended and Restated Indenture and the Amended Bonds recited therein.

RESOLVED, that the Commissioners Court hereby approves the terms of the an Amended and Restated Lease Agreement (With Option to Purchase), an Amended and Restated Operation and Management Services Agreement (the "Agreements") in substantially the forms and substantially to the

effect presented to the Commissioners Court with such changes therein as shall be approved by the officers executing same, their execution thereof being conclusive evidence of such approval;

RESOLVED, that the County Judge is authorized to execute and deliver the Agreements and any and all certificates and other instruments described therein and to consent to the Coporation's execution and delivery of the Amended and Restated Indenture and the Amended Bonds;

RESOLVED, that the County Judge is authorized to take any and all actions, including but not limited to the execution and delivery of such additional documents, certificates and instruments, as such officers deem necessary to carry out and consummate the transactions described in or contemplated by the instruments approved thereby or otherwise to give effect to the actions authorized hereby and the intent hereof including but not limited to the execution and delivery of any certificates, and representations;

RESOLVED, that all action (not inconsistent with provisions of this Resolution) heretofore taken by the Commissioners Court directed toward this restructuring transaction shall be and the same hereby is ratified, approved, and confirmed;

RESOLVED, that the Amended Bonds shall never constitute a debt or pledge of the faith and credit or the taxing power of the State of Texas, the County or the Corporation, but shall be payable solely from the sources described in the Indenture; and

RESOLVED, that if any section, paragraph, clause, or provisions 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.

RESOLVED, that this resolution shall take effect immediately from and after its adoption.

EXHIBIT A

**SUBSTANTIALLY FINAL FORM OF RESOLUTION
OF IAH PUBLIC FACILITY CORPORATION**

**RESOLUTION AUTHORIZING CONVERSION OF IAH PUBLIC FACILITY CORPORATION
PROJECT REVENUE BONDS, SERIES 2004 AND 2006 FROM TAX EXEMPT TO TAXABLE
EFFECTIVE AS OF NOVEMBER 1, 2015; APPROVING AMENDED AND RESTATED TRUST
INDENTURE, AMENDED BOND CERTIFICATES, AMENDED AND RESTATED LEASE
AGREEMENT (WITH OPTION TO PURCHASE), IRS CLOSING AGREEMENT, AMENDED
AND RESTATED OPERATION AND MANAGEMENT SERVICES AGREEMENT,
TERMINATION OF TAX AGREEMENT AND NO-ARBITRAGE CERTIFICATE AND OTHER
DOCUMENTS RELATED THERETO**

WHEREAS, Polk County, Texas (the "County") has the authority to issue "sponsor obligations" as defined in Chapter 303 Texas Local Government Code as amended (the "Act") to acquire and construct a multi-classification correctional facility in the County (the "Project") pursuant to Chapter 361.053 Texas Local Government Code; and

WHEREAS, the IAH Public Facility Corporation (the "Corporation") is a public facility corporation created and existing under Chapter 303, Texas Local Government Code (the "Act") pursuant to a resolution adopted by the Commissions Court of the County on September 7, 2004; and

WHEREAS, in order to finance the acquisition of the Project, the County requested that the IAH Public Facility Corporation issue its Project Revenue Bonds, Series 2004 and 2006 (the "Bonds"), the proceeds of which were used to finance the design and building of the Project, and other costs associated therewith; and

WHEREAS, the Corporation issued the Bonds pursuant to that certain Trust Indenture dated as of November 1, 2004 between the Corporation and U.S. Bank National Association as trustee (in such capacity, the "Trustee"), as amended and supplemented by that certain First Supplemental Indenture dated as of December 1, 2006 (collectively, the "Original Indenture");

WHEREAS, a decision has been made by the interested parties to convert the Bonds from tax exempt to taxable effective as of November 1, 2015 and with respect to all interest payable after November 2, 2015; and

WHEREAS, as a result, an Amended and Restated Trust Indenture, an Amended Bond Certificate, an Amended and Restated Lease Agreement (With Option to Purchase), an IRS Closing Agreement, an Amended and Restated Operation and Management Services Agreement, a Termination of Tax Agreement and No-Arbitrage Certificate and Termination of Rebate Certificate (2006) have been presented for consideration by this Board;

WHEREAS, in connection with the IRS Closing Agreement, the Corporation will use available trust funds in the amount of \$979,688 to fund the Corporation's settlement payment to the U.S. Treasury thereunder;

WHEREAS, under the Act, and its Articles of Incorporation and Bylaws, the Corporation is authorized to enter into the Amended and Restated Trust Indenture, Amended Bond Certificates, Amended and Restated Lease Agreement (With Option to Purchase), IRS Closing Agreement, Amended and Restated

Operation and Management Services Agreement, a Termination of Tax Agreement and No-Arbitrage Certificate and Termination of Rebate Certificate (2006); and

WHEREAS, the restructuring of the Bonds has been fully examined and discussed, copies of the above-described proposed instruments previously have been made available to each member of this Board and presented for its consideration at this meeting, and the material provisions of such documents have been described to this Board and fully discussed at this meeting.

WHEREAS, this meeting is open to the public as required by law, and public notice of the time, place and purpose of this meeting was given as required by Chapter 551, Texas Government Code;

BE IT THEREFORE:

RESOLVED, that all of the facts recited in the preamble hereto are found and declared to be true and correct and the preamble is incorporated into, and made a part of, this Resolution;

RESOLVED, that this Board hereby approves the terms of the an Amended and Restated Trust Indenture, the amended Bond Certificates contemplated thereby (the "Amended Bonds"), an Amended and Restated Lease Agreement (With Option to Purchase), the IRS Closing Agreement (including the Trustee's payment of \$979,688 to the U.S. Treasury from Original Indenture trust funds in connection therewith), an Amended and Restated Operation and Management Services Agreement, a Termination of Tax Agreement and No-Arbitrage Certificate and Termination of Rebate Certificate (2006) (collectively referred to herein as the "Agreements") in substantially the forms and substantially to the effect presented to the Board with such changes therein as shall be approved by the officer(s) executing same, his/her or their execution thereof being conclusive evidence of such approval;

RESOLVED, that the President and the Vice President, or either of them, and the Secretary and any Assistant Secretary, or any of them, are authorized to execute and deliver the Agreements and issue the Amended Bonds, and any and all certificates and other instruments described therein;

RESOLVED, that the officers of the Board, or any of them, are authorized to take any and all actions, including but not limited to the execution and delivery of such additional documents, certificates and instruments as such officers deem necessary to carry out and consummate the transactions described in or contemplated by the instruments approved thereby or otherwise to give effect to the actions authorized hereby and the intent hereof;

RESOLVED, that all action (not inconsistent with provisions of this Resolution) heretofore taken by this Corporation directed toward this restructuring transaction shall be and the same hereby is ratified, approved, and confirmed;

RESOLVED, that the Amended Bonds shall never constitute a debt or pledge of the faith and credit or the taxing power of the State of Texas, the County or the Corporation, but shall be payable solely from the sources described in the Indenture; and

RESOLVED, that if any section, paragraph, clause, or provisions 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.