

**COPY**

**RESOLUTION AND ORDER OF THE COMMISSIONERS COURT OF  
POLK COUNTY, TEXAS APPROVING FIRST AMENDMENT TO  
LEASE AGREEMENT WITH REGARD TO THE POLK COUNTY  
DETENTION CENTER AND AUTHORIZING EXECUTION OF  
REQUIRED INSTRUMENTS AND DOCUMENTS**

WHEREAS, in accordance with its purposes and authority under the Texas Public Facility Corporation Act, Chapter 303 of the *Texas Local Government Code*, the IAH Public Facility Corporation (hereinafter "Corporation") issued Project Revenue Bonds—2017 Taxable Series (hereinafter "Bonds") for the financing of the development, design, and construction and equipping of the Polk County Detention Center (hereinafter "Facility");

WHEREAS, the Facility is leased by Polk County (hereinafter "County"), as lessee, from the Corporation, as lessor, under that certain Second Amended and Restated Lease Agreement (with Option to Purchase) dated as of June 1, 2017 (hereinafter "Lease");

WHEREAS, as part of the financing of the Facility the Corporation has previously entered into that certain Second Amended and Restated Trust Indenture dated as of June 1, 2017 (hereinafter "Indenture") with the Trustee for the bondholders, U.S. Bank National Association (hereinafter "Trustee");

WHEREAS, the Bond obligations as they become due are payable from the Rental Payments generated by the Lease; and

WHEREAS, the Rental Payments are in turn payable from the Project Revenues received by the County for the housing of prisoners or detainees of other jurisdictions or agencies at the Facility; and

WHEREAS, during the months of June, 2017 through August, 2017 the Project Revenues generated by the Facility have been insufficient to fund, among other things, both the monthly Rental Payments due under the Lease with respect to debt service on the Bonds and the Operation and Maintenance Costs for the Facility in full; and

WHEREAS, to maintain the Facility operations, the Trustee (with required bondholder consent), the Corporation, and the County have agreed that Project Revenues for the months of September, October and November, 2017 should be used to fund, among other things, Operation and Maintenance Costs owing to the Operator of the Facility rather than to fund certain debt service payments on the Bonds or any County Administrative fees; and

WHEREAS, to carry out this plan to temporarily increase operational liquidity, the Indenture must be supplemented and the Lease must be amended to provide therefore.

**NOW, THEREFORE, BE IT RESOLVED AND ORDERED BY THE COMMISSIONERS  
COURT OF POLK COUNTY, TEXAS THAT:**

1. The foregoing recitals are incorporated herein and made findings of fact;

2. The First Amendment to Lease Agreement, the form of which is attached hereto as Exhibit "A", is APPROVED, and the County Judge is AUTHORIZED to execute the same on the County's behalf, and to bind the County by such execution;

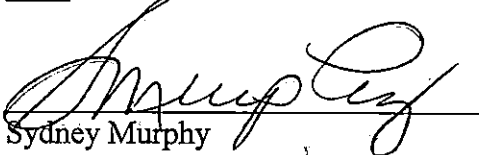
3. The County Judge is AUTHORIZED to execute such other certificates or instruments that may be required to carry out the actions taken above, including but not limited to, the General Certificate of the County in the form attached hereto as Exhibit "B", which is hereby APPROVED to be issued and given, and the Consent of County to First Supplemental Indenture and Waiver of Notice under Section 11.06 of the Indenture, in the form attached hereto as Exhibit "C", which is hereby APPROVED to be issued and given;

4. The Opinion of Legal Counsel attached hereto as Exhibit "D" is ACCEPTED and APPROVED to be issued and given;

5. The County Clerk is AUTHORIZED to attest to, certify, or otherwise provide proof of approval and execution by signing any such instrument or document that may be required to carry out the actions taken above;

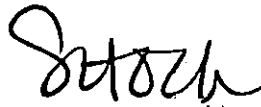
6. It is found that the meeting of the Commissioners Court of the County at which this Resolution and Order has been approved was posted and held in accordance with the Texas Open Meetings Act (Chapter 551, *Texas Government Code*).

PASSED this 24th day of October, 2017 by a vote of 4 AYES 0 NAYS and 0 ABSTENTIONS.

  
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Sydney Murphy  
County Judge  
Polk County, Texas

Attestation and Certificate

I hereby attest and certify that the foregoing Resolution and Order truly and correctly reflects the actions taken by the Polk County Commissioners Court at its meeting on October 24, 2017, that the signature above is the true and authentic signature of Sydney Murphy, County Judge, and that the vote was as set forth above.

  
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Schelana Hock, County Clerk  
Polk County, Texas