

CERTIFICATE FOR RESOLUTION

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

1. The Commissioners Court of the County (the "Commissioners Court") convened in regular session, open to the public, on May 16, 2023 at the meeting place designated in the notice (the "Meeting"), and the roll was called of the members, to wit:

Duane Peters, County Judge
Steve Aldrich, Commissioner, Pct. 1
Chuck Konderla, Commissioner, Pct. 2

Nancy Berry, Commissioner, Pct. 3
Wanda J. Watson, Commissioner, Pct. 4

All members of the Commissioners Court were present, except _____, thus constituting a quorum. Whereupon among other business, the following was transacted at the Meeting: a written

RESOLUTION APPROVING THE DISSOLUTION OF THE BRAZOS COUNTY INDUSTRIAL DEVELOPMENT CORPORATION; AND APPROVING OTHER MATTERS RELATING THERETO

(the "Resolution") was duly introduced for the consideration of the Commissioners Court. It was then duly moved and seconded that the Resolution be finally passed and adopted; and after due discussion, such motion, carrying with it the adoption of the Resolution prevailed and carried by the following vote:

YES: _____ NOES: _____ ABSTENTIONS: _____

2. A true, full, and correct copy of the Resolution adopted at the Meeting is attached to and follows this Certificate; the Resolution has been duly recorded in the Commissioners Court's minutes of the Meeting; the above and foregoing paragraph is a true, full, and correct excerpt from the Commissioners Court's minutes of the Meeting pertaining to the adoption of the Resolution; the persons named in the above and foregoing paragraph are duly chosen, qualified, and acting officers and members of the Council as indicated therein; each of the officers and members of the Commissioners 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 and each of such officers and members consented, in advance, to the 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.

3. Karen McQueen is the duly appointed and acting County Clerk of the County.

SIGNED AND SEALED this May 16, 2023.

County Clerk

County Judge

(COMMISSIONER'S COURT SEAL)

RESOLUTION APPROVING THE DISSOLUTION OF THE BRAZOS COUNTY
INDUSTRIAL DEVELOPMENT CORPORATION; AND APPROVING OTHER
MATTERS RELATING THERETO

WHEREAS, Brazos County Industrial Development Corporation was incorporated on February 21, 1980, as a Texas nonprofit industrial development corporation (the “Corporation”) under certain provisions of the Development Corporation Act of 1979 (the “Act”) now codified under Chapter 501, Local Government Code, as amended (“Chapter 501”), with the approval of the governing body of Brazos County (the “County”); and

WHEREAS, the Corporation was organized exclusively for the purposes of benefiting and accomplishing public purposes of and to act on behalf of Brazos County, Texas for the promotion and development of commercial, industrial, and manufacturing enterprises and to promote and encourage employment and the public welfare; and

WHEREAS, the Corporation has not been utilized and desires to remove any administrative burdens related thereto, and therefore adopted a resolution on May 9, 2023 attached hereto as Exhibit A requesting that the County move forward with the dissolution of the Corporation; and

WHEREAS, the County believes it to be in the best interest of the County to terminate the existence of the Corporation; and

WHEREAS, Chapter 501 permits the County in its sole discretion as the authorizing unit for the Corporation, to terminate the existence of the Corporation;

NOW, THEREFORE, BE IT RESOLVED BY THE COMMISSIONERS COURT OF BRAZOS COUNTY, TEXAS THAT:

Section 1. The County does hereby authorize the termination of the Corporation subject to the provisions of the Act and Chapter 501, and subject to any limitation provided by the constitution and laws of the State of Texas.

Section 2. The termination of the Corporation will not result in the impairment of contracts entered into by the Corporation.

Section 3. The County Judge, County Clerk, and Counsel are authorized, empowered and directed to (a) sign, execute, deliver and file the Certificate of Termination and any and all such other documents and instruments as may be required by the Secretary of State of Texas, (b) distribute the Corporation's assets to the County in accordance with articles of incorporation for the Corporation and laws of the State of Texas, and (c) do and perform or cause to be done and performed any acts and things as such officer shall deem necessary, advisable or convenient in order to wind up and otherwise effect the termination of the Corporation.

Section 4. This Resolution shall be liberally construed to evidence the intent of the County to comply with state law requiring termination of a development corporation to be authorized only by a written resolution of the County's governing body.

EXHIBIT A