CERTIFICATE OF CITY SECRETARY

THE STATE OF TEXAS§COUNTY OF MATAGORDA§CITY OF BAY CITY§

I, the undersigned, City Secretary of the City of Bay City, Texas DO HEREBY CERTIFY as follows:

1. On March 23, 2021, a regular meeting of the City Council of the City of Bay City, Texas, was held at a meeting place within the City; the duly constituted members of the Council being as follows:

| Robert K. Nelson | Mayor |
|------------------|----------------|
| Jason Childers | Mayor Pro Tem |
| Floyce Brown | Council Member |
| Jim Folse | Council Member |
| Brent Marceaux | Council Member |
| Becca Sitz | Council Member |

and all of said persons were present at said meeting, except the following: ______Among other business considered at said meeting, the attached resolution entitled:

A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF BAY CITY, TEXAS ("CITY"), APPROVING (I) THE RESOLUTION OF THE BOARD OF DIRECTORS OF BAY CITY COMMUNITY DEVELOPMENT CORPORATION ("CORPORATION") REGARDING A LOAN IN THE AMOUNT OF \$3,190,660.65; (II) A SALES TAX REMITTANCE AGREEMENT BETWEEN THE CITY AND THE CORPORATION; (III) RESOLVING OTHER MATTERS INCIDENT AND RELATED TO THE LOAN; AND (IV) THE AUTHORITY OF THE MAYOR TO EXECUTE, ON BEHALF OF THE CITY, A GENERAL CERTIFICATE OF THE CITY AND THE SALES TAX REMITTANCE AGREEMENT.

was introduced and submitted to the City Council for passage and adoption. After presentation and due consideration of the resolution, and upon a motion made and seconded, the resolution was duly passed and adopted by the Council to be effective immediately by the following vote:

AYES: All members of the City Council shown present above voted "*Aye*", except as noted below,

NOES: _____

ABSTAIN:

all as shown in the official Minutes of the City Council for the meeting held on the aforesaid date.

2. The attached resolution is a true and correct copy of the original on file in the official records of the City; the duly qualified and acting members of the City Council on the date of the aforesaid meeting are those persons shown above and, according to the records of my office, advance notice of the time, place and purpose of said meeting was given to each member of the Council; and that said meeting, and deliberation of the aforesaid public business, was open to the public and written notice of said meeting, including the subject of the above-entitled resolution, was posted and given in advance thereof in compliance with the provisions of V.T.C.A., Chapter 551, Government Code, as amended.

IN WITNESS WHEREOF, I have hereunto signed my name officially on the date first written above.

Jeanna Thompson, City Secretary