

This Official Notice of Sale does not alone constitute an invitation for bids but is merely notice of sale of bonds described herein. The invitation for such bids is being made by means of this Official Notice of Sale, the Official Bid Form and the Preliminary Official Statement.

## OFFICIAL NOTICE OF SALE

**\$2,370,000**

**FORT BEND COUNTY MUNICIPAL UTILITY DISTRICT No. 122**  
**(A political subdivision located within Fort Bend County, Texas)**

**UNLIMITED TAX BONDS**  
**SERIES 2019**

### **Bonds Offered for Sale at Competitive Bid:**

The Board of Directors (the "Board") of Fort Bend County Municipal Utility District No. 122 (the "District") is offering for sale at competitive bid \$2,370,000 Unlimited Tax Bonds, Series 2019 (the "Bonds"). Options to submit bids on the bonds include:

- 1.) Deliver bids directly to the District as described below in "Sealed Bids Delivered to the District;"
- 2.) Submit electronic bids through the facilities of PARITY as described below in "Electronic Bidding Procedures;" or
- 3.) Submit bids by telephone as described below in "Bids by Telephone."

### **Bid Opening:**

The District will open bids, and envelopes provided for purposes of electronic bidding and bids by telephone, for the purchase of the Bonds on Wednesday, January 16, 2019, at 9:00 a.m., Houston time, at the offices of The GMS Group, L.L.C., 5075 Westheimer, Suite 1175, Houston, TX 77056-5606. The GMS Group, L.L.C. (the District's Financial Advisor and authorized representative of the District for purposes of receiving bids for the Bonds) will open and read the bids at 9:00 a.m., Houston time, at the offices of The GMS Group, L.L.C. The Board will take action to reject the bids or accept the bid that produces the lowest net effective interest rate for the Bonds at a meeting to be held on Wednesday, January 16, 2019, at 10:30 a.m., Houston time, at the offices of Allen Boone Humphries Robinson LLP, located at 3200 Southwest Freeway, Suite 2600, Houston, TX, 77027.

### **Sealed Bids Delivered Directly to the District:**

If sealed bids are submitted then such sealed bids must be submitted in duplicate on the Official Bid Form and plainly marked "Bid for Bonds," are to be addressed to "President and Board of Directors, Fort Bend County Municipal Utility District No. 122." All bids must be delivered to the above address prior to the above scheduled time for bid opening. Any bid received after such scheduled time for bid opening will not be accepted and will be returned unopened.

### **Electronic Bidding Procedures:**

Any prospective bidder that intends to submit an electronic bid must submit its electronic bid through the facilities of PARITY by 9:00 a.m., Houston time, on Wednesday, January 16, 2019. No bids will be accepted after this time, as specified. Subscription to the i-Deal LLC's BIDCOMP Competitive Bidding System is required in order to submit an electronic bid. The District will neither confirm any subscription nor be responsible for the failure of any prospective bidder to subscribe.

An electronic bid made through the facilities of PARITY shall be deemed an irrevocable offer to purchase the Bonds on the terms provided in this Official Notice of Sale, and shall be binding upon the bidder as if made by a signed, sealed bid delivered to the District. The District shall not be responsible for any malfunction or mistake made by, or as a result of the use of the facilities of, PARITY, the use of such facilities being the sole risk of the prospective bidder.

If any provisions of this Official Notice of Sale shall conflict with information provided by PARITY as the approved provider of electronic bidding services, this Official Notice of Sale shall control. Further information about PARITY, including any fee charged, may be obtained from PARITY Customer Support, 40 West 23rd Street, 5th Floor, New York, NY 10010, telephone: (212) 806-8304.

For purposes of both the written sealed bid process and the electronic bidding process, the time as maintained by PARITY shall constitute the official time. **For information purposes only, bidders are requested to state in their electronic bids the net interest cost to the District, as described under "CONDITIONS OF THE SALE – Basis of Award" below. All electronic bids shall be deemed to incorporate the provisions of this Official Notice of Sale and the Official Bid Form.**

**Bids by Telephone:**

Bidders may make bids by telephone pursuant to arrangements made with the District’s Financial Advisor, John Howell, The GMS Group, L.L.C., (713) 622-7620.

**Award of the Bonds:**

The Board will take action to adopt a resolution (“Bond Resolution”) authorizing the issuance and awarding sale of the Bonds or will reject all bids promptly after the opening of the bids. Sale of the Bonds will be made subject to the terms, conditions and provisions of the Bond Resolution, to which Bond Resolution reference is hereby made for all purposes, and subject to compliance with Texas Government Code § 2252.908 as more fully described below. The District reserves the right to reject any and all bids and to waive any irregularities, except the time of filing of the bids.

**THE BONDS**

**Description of Certain Terms of the Bonds:**

The Bonds will be dated February 1, 2019, with interest payable on September 1, 2019, and each March 1 and September 1 thereafter until the earlier of maturity or prior redemption. The Bonds will be issued only in fully registered form. Principal and semi-annual interest will be paid by the District through the designated payment office of the Paying Agent/Registrar, initially, The Bank of New York Mellon Trust Company, N.A., Dallas, Texas. Principal and redemption price of the Bonds will be payable to the registered owner at maturity or redemption upon presentation and surrender to the Paying Agent/Registrar. The District intends to utilize the Book-Entry-Only System of The Depository Trust Company (“DTC”). See “BOOK-ENTRY-ONLY SYSTEM” in the Official Statement. Interest on the Bonds will be payable by check or draft dated as of the interest payment date and mailed on or before that date to the registered owners as shown on the records of the Paying Agent/Registrar on the 15th calendar day of the month next preceding each interest payment date. The Bonds will mature serially on March 1, as follows:

<u>Year</u>	<u>Principal</u>	<u>Year</u>	<u>Principal</u>
2021	\$50,000	2033	\$100,000
2022	\$50,000	2034	\$100,000
2023	\$50,000	2035	\$100,000
2024	\$50,000	2036	\$125,000
2025	\$50,000	2037	\$125,000
2026	\$75,000	2038	\$125,000
2027	\$75,000	2039	\$125,000
2028	\$75,000	2040	\$125,000
2029	\$75,000	2041	\$150,000
2030	\$75,000	2042	\$150,000
2031	\$100,000	2043	\$150,000
2032	\$100,000	2044	\$170,000

The Bonds maturing on or after March 1, 2024, are subject to redemption at the option of the District, prior to maturity, in whole or in part, on March 1, 2023, or on any date thereafter, at a price of the par value thereof plus accrued interest from the most recent interest payment date to the date fixed for redemption. If fewer than all of the Bonds are redeemed at any time, the District shall determine the maturity or maturities and the amounts thereof to be redeemed, in integral multiples of \$5,000 in principal amount, and if fewer than all of the bonds within a maturity are to be redeemed, the Paying Agent/Registrar shall select by lot or other random selection method. The registered owner of any Bond, all or a portion of which has been called for redemption, shall be required to present same to the Paying Agent/Registrar for payment of the redemption price on the portion of the Bond so called for redemption and the issuance of a new Bond in the principal amount equal to the portion of the Bond not redeemed.

**Term Bonds; Mandatory Sinking Fund:**

Any successful bidder may elect, in its written bid to alter the Maturity Schedule reflected on the cover by converting the principal amounts of Serial Bonds maturing in the years 2024 through 2044 in to “Terms Bonds,” such “Term Bonds” shall be subject to mandatory redemption on the March 1 next following the last maturity for Serial Bonds, and annually thereafter on each March 1, until the stated principal amount of the term bonds to be redeemed on each mandatory redemption date shall be the principal amount that would have been due and payable in the Maturity Schedule shown on the cover had no conversion to Term Bonds occurred. At least 30 days prior to each mandatory redemption date, the Paying Agent/Registrar shall select by lot the term Bonds to be redeemed and issue a notice of redemption in the manner provided below.

**Successor Paying Agent/Registrar:**

Provision is made in the Bond Resolution for replacement of the Paying Agent/Registrar. If the Paying Agent/Registrar is replaced by the District, the new Paying Agent/Registrar shall accept the previous Paying Agent/Registrar's records and act in the same capacity as the previous Paying Agent/Registrar. Any Paying Agent/Registrar selected by the District shall be either a national or state banking institution, trust company, financial institution, or other entity duly qualified and legally authorized to serve and perform the duties as Paying Agent/Registrar.

**Security for Payment:**

The Bonds when issued will constitute valid and binding obligations of the District, payable as to the principal and interest from the proceeds of a continuing, direct annual ad valorem tax, without legal limitation as to rate or amount, levied against all taxable property within the District, all to the extent and upon the conditions described in the Official Statement.

**Municipal Bond Rating:**

In connection with the sale of the Bonds, the District has made application to Standard & Poor's Rating Group ("S&P"), which has assigned a rating of "BBB" (stable outlook) on the Bonds based upon the District's underlying credit without bond insurance. An explanation of the significance of such rating may be obtained from S&P. The rating reflects only the view of S&P, and the District makes no representation as to the appropriateness of such rating.

The District can make no assurance that the S&P rating will continue for any period of time or that such rating will not be revised downward or withdrawn entirely by S&P if in the judgment of S&P circumstances so warrant. Any such downward revision or withdrawal of the rating may have an adverse effect on the market price of the Bonds.

**Bond Insurance:**

The District has applied to the bond insurance companies for qualification of the Bonds for bond insurance. The Underwriter (as defined herein) may bid for the Bonds with or without bond insurance. If the Underwriter bids for the Bonds with bond insurance, the cost of the bond insurance premium must be paid for by the Underwriter. The District will pay for the cost of the S&P rating. The Underwriter must pay for the cost of any rating other than the S&P rating. If the Underwriter purchases the Bonds with bond insurance and subsequent to the sale date and prior to the closing date, the bond insurer's credit rating is downgraded, the Underwriter is still obligated to accept delivery of the Bonds. Information relative to the cost of the bond insurance premium will be available from the bond insurance companies on the day of the sale.

**CONDITIONS OF SALE**

**Types of Bids and Interest Rates:**

The Bonds will be sold in one block on an "all or none" basis and at a price of not less than 97% of the par value thereof plus accrued interest from the date of the Bonds to the date of delivery. Bidders are to name the rates of interest to be borne by the Bonds, provided that each rate bid must be in a multiple of 1/8 of 1% or 1/20 of 1%. All Bonds maturing within a single year must bear the same rate of interest.

The net effective interest rate on the Bonds may not exceed 6.22% as calculated pursuant to Chapter 1204, Texas Government Code, as amended. Subject to the above conditions, no limitation will be imposed upon bidders as to the number of interest rates or changes in interest rates which may be used, but the highest interest rate bid for any maturity may not exceed the lowest interest rate bid for any maturity by more than two and one half (2-1/2) percentage points. Each bidder shall state in its bid the total and net interest cost in dollars and the net effective interest rate determined thereby, which shall be considered informative only and not as a part of the bid.

**Basis of Award:**

For the purpose of awarding the sale of the Bonds, the interest cost of each bid will be computed by determining, at the interest rates specified therein, the total dollar value of all interest on the Bonds from the date thereof to their respective maturities and adding thereto the discount, if any. Subject to the District's right to reject any or all bids, sale of the Bonds will be awarded to the bidder (the "Underwriter") whose bid, under the above computation, produces the lowest net interest cost to the District subject to compliance with Texas Government Code § 2252.908. In the event of mathematical discrepancies between the interest rates and the interest costs determined therefrom, as both appear on the Official Bid Form the bid will be solely governed by the interest rates named therein.

**Provision of Texas Ethics Commission Form 1295 ("TEC Form 1295") and Certification of Filing by Bidders:**

Pursuant to Texas Government Code § 2252.908 (the "Interested Party Disclosure Act" or the "Act"), the District may not award the Bonds to a bidder that is a privately held entity unless the bidder, and each privately held syndicate member listed on the Official Bid Form, unless such bidder or syndicate member is exempt from such requirements pursuant to Texas Government Code § 2252.908(c)(4), have provided to the District (c/o Allen Boone Humphries Robinson LLP, 3200 Southwest Freeway, Suite 2600, Houston, Texas, 77027) a completed and signed TEC Form 1295 which has been assigned a certificate number by the Texas Ethics Commission (the "TEC"). Pursuant to the rules prescribed by the TEC, the TEC Form 1295 must be completed online through the TEC's website, assigned a certificate number, printed, signed, and provided to the District. The TEC Form 1295 may accompany the Official Bid Form or may be submitted separately, but must be provided to the District prior to 10:30 a.m., Houston time, on Wednesday, January 16, 2019. However, the original signed TEC Form 1295 complete with certificate number must be physically delivered to the District (c/o Allen Boone Humphries Robinson LLP, 3200 Southwest Freeway, Suite 2600, Houston, Texas, 77027) within three business days of the award (Monday, January 21, 2019). Following the award of the Bonds, the District will notify the TEC of the receipt of each completed TEC Form 1295. The District reserves the right to reject any bid that does not comply with the requirements prescribed herein or to waive any such requirements. For purposes of completing the TEC Form 1295, the entity's name is Fort Bend County Municipal Utility District No. 122 and the contract ID number is FBMUD122-S2019-B. Neither the District nor its consultants have the ability to verify the information included in a TEC Form 1295, and neither have an obligation nor undertake responsibility for advising any bidder with respect to the proper completion of the TEC Form 1295. Consequently, an entity intending to bid on the Bonds should consult its own advisors to the extent it deems necessary and be prepared to submit the completed form promptly upon notification from the District that its bid is the apparent winning bid.

**Compliance with Laws Prohibiting Contracts with Companies that Boycott Israel and Certain Companies Engaged in Business with Iran, Sudan or Foreign Terrorist Organizations:**

The District will not award the Bonds to a bidder unless the bidder verifies on behalf of itself and each syndicate member listed on the Official Bid Form that, to the extent the Official Bid Form represents a contract for goods or services within the meaning of Section 2270.002 of the Texas Government Code, as amended, solely for purposes of Chapter 2270 of the Texas Government Code, and except to the extent otherwise required by applicable federal law, at the time of execution and delivery of its bid and through the delivery date of the Bonds, neither the bidder nor a syndicate member listed on the Official Bid Form is a Company<sup>1</sup> that boycotts or will boycott Israel. The term "boycotts Israel" and "boycott Israel" as used in this paragraph have the meanings assigned to the term "boycott Israel" in Section 808.001 of the Texas Government Code, as amended. Additionally, the District will not award the Bonds to a bidder unless the bidder certifies that, to the extent the Official Bid Form represents a governmental contract within the meaning of Section 2252.151 of the Texas Government Code, as amended, solely for purposes of Chapter 2252 of the Texas Government Code, and except to the extent otherwise required by applicable federal law, at the time of execution and delivery of its bid, neither the bidder nor a syndicate member listed on the Official Bid Form is a Company<sup>2</sup> (i) that engages in business with Iran, Sudan, or any foreign terrorist organization as described in Chapter 2270 of the Texas Government Code, or Subchapter F of Chapter 2252 of the Texas Government Code, or (ii) listed by the Texas Comptroller of Public Accounts under Section 2270.0201 or 2252.153 of the Texas Government Code. The term "foreign terrorist organization" as used in this paragraph has the meaning assigned to such term in Section 2252.151 of the Texas Government Code.

**Good Faith Deposit:**

Each bid must be accompanied by a bank's cashier's check, payable to the order of Fort Bend County Municipal Utility District No. 122 in the amount of \$47,400.00 (the "Good Faith Deposit"). The Good Faith Deposit submitted by the Underwriter will be retained uncashed by the District pending the Underwriter's compliance with the terms of the Official Bid Form and the Official Notice of Sale. In the event the Underwriter should fail or refuse to accept delivery of and pay for the Bonds in accordance with its bid, then the check will be cashed and the proceeds accepted by the District as full and complete liquidated damages. A Good Faith Deposit may accompany the Official Bid Form or may be submitted separately. If submitted separately, it shall be made available to the District prior to the opening of the bids and shall be accompanied by instructions from the bank on which it is drawn which authorizes its use as a Good Faith Deposit by the bidder(s) to be named in such instructions.

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<sup>1</sup> "Company" means a for-profit sole proprietorship, organization, association, corporation, partnership, joint venture, limited partnership, limited liability partnership, or limited liability company, including a wholly owned subsidiary, majority-owned subsidiary, parent company, or affiliate of those entities or business associations that exists to make a profit.

<sup>2</sup> "Company" means a sole proprietorship, organization, association, corporation, partnership, joint venture, limited partnership, limited liability partnership, limited liability company, or other entity or business association whose securities are publicly traded, including a wholly owned subsidiary, majority-owned subsidiary, parent company, or affiliate of those entities or business associations, that exists to make a profit.

**Competitive Bidding and Certificate of Underwriter:**

In the event that the District does not receive sufficient qualified bids to satisfy the competitive sale requirements of Treasury Regulation § 1.148-1(f)(3)(i), allowing the District to treat the reasonably expected initial offering price to the public as of the sale date as the issue price of the Bonds, the “hold-the-offering-price rule” shall apply, which will allow the District to treat the initial offering price to the public of each maturity as of the sale date as the issue price of that maturity (the “hold-the-offering-price rule.” So long as the hold-the-offering-price rule applies to any maturity of the Bonds, the Underwriter will neither offer nor sell that maturity to any person at a price that is higher than the initial offering price to the public during the period starting on the sale date and ending on the earlier of the following: (i) the date on which the Underwriter has sold at least 10 percent of that maturity of the Bonds to the public at a price that is no higher than the initial offering price to the public or the close of the fifth business day after the sale date. The Underwriter agrees to report to the District’s financial advisor when it has sold 10 percent of a maturity of the Bonds to the public at a price that is no higher than the initial offering price to the public if that occurs prior to the close of the fifth business day after the sale date. Alternative Certificates of Underwriter are attached for use (I) when the competitive sale requirements of Treasury Regulation § 1.148-1(f)(3)(i) are met and (II) when such requirements are not met.

**DELIVERY AND ACCOMPANYING DOCUMENTS**

**CUSIP Numbers:**

It is anticipated that CUSIP identification numbers will be printed on the Bonds, but neither the failure to print such number on any Bond nor any error with respect thereto shall constitute cause for failure or refusal by the Underwriter to accept delivery of or make payment for the Bonds in accordance with the terms of the Official Bid Form and this Official Notice of Sale. All expenses in relation to the printing of CUSIP numbers on the Bonds shall be paid by the District; however, the CUSIP Service Bureau charge for the assignment of the numbers shall be paid by the Underwriter.

**Delivery of Initial Bonds:**

Initial delivery will be accomplished by the issuance of one initial Bond for the entire principal amount of the Bonds, payable in stated installments (the "Initial Bonds"), either in typed or printed form, in the aggregate principal amount of \$2,370,000 registered to the person or entity designated by the Underwriter in the Official Bid Forms, signed manually or in facsimile by the President and Secretary of the Board, approved by the Attorney General of Texas, and registered and manually signed by the Comptroller of Public Accounts of the State of Texas or her authorized representative. Initial delivery will be through DTC. One definitive Bond for each maturity will be registered and delivered in the name of Cede & Co., and deposited with or under agreement with DTC in connection with DTC’s Book-Entry-Only System. Payment for the Initial Bonds must be made in immediately available funds for unconditional credit to the District, or as otherwise directed by the District. The Underwriter will be given five business days’ notice of the date fixed for delivery of the Initial Bonds. It is anticipated that initial delivery can be made on or about February 21, 2019, and it is understood and agreed that the Underwriter will accept delivery and provide payment for the Initial Bonds by 10:00 a.m., Houston time, on February 21, 2019, or thereafter on the date the Bonds are tendered for delivery, up to and including March 21, 2019. If for any reason the District is unable to make delivery on or before March 21, 2019, the District shall immediately contact the Underwriter and offer to allow the Underwriter to extend its offer for an additional 30 days. If the Underwriter does not elect to extend its offer within six days thereafter, then its Good Faith Deposit will be returned, and both the District and the Underwriter shall be relieved of any further obligation. In no event shall the District be liable for any damages by reason of its failure to deliver the Initial Bonds, provided such failure is due to circumstances beyond the District's reasonable control.

**Initial Exchange for Definitive Bonds:**

Upon presentation by the Underwriter of the Initial Bond to the Paying Agent/Registrar, the Paying Agent/Registrar shall, in the time and manner provided in the Bond Resolution, exchange the Initial Bonds for registered Bonds in denominations of \$5,000 or any integral multiple thereof, to be deposited in accordance with the requirements of the Depository Trust Company and registered in the name of Cede & Co.

**Conditions of Delivery:**

The Underwriter's obligation to take delivery and pay for the Initial Bonds is subject to the issuance of the Texas Attorney General's opinion and the Underwriter's receipt of the legal opinion of Bond Counsel and the no-litigation certificate, all as described below.

**Continuing Disclosure Agreement:**

The District will agree in the Bond Resolution to provide certain periodic information and notices of material events in accordance with Securities and Exchange Commission Rule 15c2-12, as described in the Preliminary Official Statement under "Continuing Disclosure of Information." The Underwriter's obligation to accept and pay for the Bonds is conditioned upon delivery to the Underwriter or its agent of a certified copy of the Bond Resolution containing the agreement described under such heading.

**Compliance with Prior Undertakings:**

During the past five years, the District has complied in all material respects with all continuing disclosure agreements made by them in accordance with SEC Rule 15c2-12.

**Legal Opinion:**

The District will furnish to the Underwriter a transcript of certain proceedings held incident to the authorization and issuance of the Bonds, including a certified copy of the approving opinion of the Attorney General of Texas, as recorded in the Bond Register of the Comptroller of Public Accounts of the State of Texas, to the effect that the Bonds are valid and legally binding obligations of the District. The District will also furnish the approving legal opinion of Allen Boone Humphries Robinson LLP, Houston, Texas, Bond Counsel for the District ("Bond Counsel"), to the effect that, based upon an examination of such transcript, the Bonds are validly issued under the Constitution and laws of the State of Texas, and to the effect that: (i) interest on the Bonds is excludable from gross income for federal income tax purposes under existing law, and (ii) interest on the Bonds is not subject to the alternative minimum tax on individuals.

Certain legal matters will be passed upon for the District by Norton Rose Fulbright US LLP, Houston, Texas, as Disclosure Counsel.

**No-Litigation Certificate:**

On the date of delivery of the Initial Bonds to the Underwriter, the District will deliver to the Underwriter a certificate, dated as of the same date, to the effect that the District has no knowledge of litigation of any nature filed or pending to restrain or enjoin the issuance or delivery of the Bonds, or which would affect the provisions made for their payment or security or in any manner question the validity of the Bonds.

**Issue Price:**

To provide the District with information to enable it to comply with certain conditions of the Internal Revenue Code of 1986, as amended, relating to the exclusion of interest on the Bonds from gross income for federal income tax purposes, the Underwriter will be required to complete, execute, and deliver to the District, on or before the date of delivery of the Bonds, a certification regarding "issue price" substantially in the form accompanying this Notice of Sale. Each bidder, by submitting its bid, agrees to complete, execute, and deliver such certificate by the date of delivery of the Bonds if its bid is accepted by the District. It will be the responsibility of the successful bidder to institute such syndicated reporting requirements, to make such investigation, or otherwise to ascertain the facts necessary to enable it to make such certification with reasonable certainty. Any questions concerning such certification should be directed to Bond Counsel.

**GENERAL CONSIDERATIONS**

**Registration, Transfer and Exchange:**

The Bonds may be transferred, registered and assigned only on the registration books (the "Register") of the Paying Agent/Registrar, and such registration (exclusive of any tax or governmental charge therefor) shall be at the expense of the District. A Bond may be assigned by execution of the assignment form on the Bonds or by such other instrument of transfer acceptable to the Paying Agent/Registrar. New Bonds will be delivered by the Paying Agent/Registrar to the last assignee (the new Registered Owner) in exchange for such transferred and assigned Bonds not more than three business days after receipt of the Bonds to be transferred in proper form. New Bonds must be in the denomination of \$5,000 for any one maturity, or any integral multiple thereof. The Bonds are transferable only on the Register upon surrender and reissuance. The Bonds are exchangeable for an equal principal amount of Bonds of the same maturity in any authorized denomination upon surrender of the Bonds to be exchanged at a corporate trust office of the Paying Agent/Registrar.

**Record Date:**

The record date ("Record Date") for the interest payable on any interest payment date means the 15th calendar day of the month next preceding such interest payment date.

**Limitation on Transfers and Exchanges:**

Neither the District nor the Paying Agent/Registrar shall be required to transfer or exchange any Bond during a period beginning at the opening of business on a Record Date and ending at the close of business on the next succeeding interest payment date, to issue, transfer or exchange any Bond selected for redemption during a period beginning at the opening of business 15 days before the day of the first mailing of a notice of redemption of Bonds and ending at the close of business on the day of such mailing, or to transfer or exchange any Bond so selected for redemption in whole or in part when such redemption is scheduled to occur within 30 calendar days thereafter.

**Risk Factors:**

The Bonds involve special risk factors. Prospective bidders are urged to examine carefully the Preliminary Official Statement with respect to the investment risks pertaining to the Bonds. Particular attention should be given to the information set forth therein under "RISK FACTORS."

**No Registration or Qualification under Securities Laws:**

The offer and sale of the Bonds has not been registered with the Securities and Exchange Commission under the Securities Act of 1933, as amended, in reliance upon exemptions provided thereunder. The Bonds have not been registered or qualified under the Securities Act of Texas, as amended, in reliance upon various exemptions contained therein; nor have the Bonds been registered or qualified under the securities laws of any other jurisdiction. The District assumes no responsibility for registration or qualification of the Bonds under the securities laws of any other jurisdiction in which the Bonds may be sold, assigned, pledged, hypothecated or otherwise transferred. This disclaimer of responsibility for registration or qualification for sale or other disposition of the Bonds shall not be construed as an interpretation of any kind with regard to the availability of any exemption from securities registration or qualification provisions. In those jurisdictions where persons registered or licensed as dealers or brokers may offer and sell the Bonds, it is assumed that such persons have complied and will comply with all applicable statutes and regulations concerning dealers and brokers and concerning the registration or licensing of agents or salesmen.

By the submission of its bid, the Underwriter represents that the offer and sale of the Bonds in states other than Texas will be made only pursuant to exemptions from registration or qualification, or where necessary, the Underwriter will register or qualify the Bonds in accordance with the securities laws of the states in which the Bonds are offered or sold. The District agrees to cooperate, at the Underwriter's written request and expense, in registering or qualifying the Bonds, or in obtaining an exemption from registration or qualification in any state where such action is necessary, provided that the District shall not be required to file a general consent to service of process in any jurisdiction.

**Qualified Tax-Exempt Obligations – Purchase of Bonds by Financial Institutions:**

Section 265(a) of the Internal Revenue Code of 1986, as amended, ("the Code") requires a pro rata reduction in the interest expense deduction of a financial institution to reflect such financial institution's investment in tax-exempt obligations acquired after August 7, 1986. An exception to the foregoing provision is provided in the Code for "qualified tax-exempt obligations," which include tax-exempt obligations, such as the Bonds that are: (a) designated by the issuer as "qualified tax-exempt obligations," and issued by a political subdivision for which the aggregate amount of tax-exempt obligations (not including private activity bonds other than qualified 501(c)(3) bonds) to be issued during the calendar year is not expected to exceed \$10,000,000.

The District will designate the Bonds as "qualified tax-exempt obligations" and has represented that the aggregate amount of tax-exempt bonds (including the Bonds) issued by the District and entities aggregated with the District under the Code during calendar year 2019 is not expected to exceed \$10,000,000 and that the District and entities aggregated with the District under the Code have not designated more than \$10,000,000 in "qualified tax-exempt obligations" (including the Bonds) during calendar year 2019.

Notwithstanding this exception, financial institutions acquiring the Bonds will be subject to a 20% disallowance of allocable interest expense.

**Final Official Statement:**

The District has prepared the accompanying Preliminary Official Statement for dissemination to potential purchasers of the Bonds. The District will prepare a final Official Statement which will describe the reoffering yields and underwriting discount bid, the interest rates for the Bonds determined as described above, and the final debt service schedule and ratios and tax rates consequent thereon. The District does not intend to amend or supplement the Preliminary or final Official Statement, except to take into account certain subsequent events, if any, as described below. Accordingly, the District deems the accompanying Preliminary Official Statement to be final as of its date, within the meaning of SEC Rule 15c2-12(1), except for the omission of the foregoing items. By delivering the final Official Statement or any amendment or supplement thereto in the requested quantity to the Underwriter on or after the sale date, the District represents the same to be complete as of such date, within the meaning of SEC Rule 15c2-12(e)(3). Notwithstanding the foregoing, the only representations concerning the absence of material misstatements or omissions from the Official Statement which are or will be made by the District are those described in the Official Statement under "OFFICIAL STATEMENT--Certification of Official Statement."

**Changes to Official Statement:**

If, subsequent to the date of the Official Statement, the District learns or is notified by the Underwriter of any adverse event which causes any of the key representations in the Official Statement to be materially misleading, the District will promptly prepare and supply to the Underwriter a supplement to the Official Statement which corrects such representation to the reasonable satisfaction of the Underwriter, unless the Underwriter elect to terminate their obligation to purchase the Bonds

as described above. See "DELIVERY AND ACCOMPANYING DOCUMENTS--Conditions of Delivery." The obligation of the District to supplement the Official Statement will terminate when the District delivers the Bonds to the Underwriter, unless the Underwriter notify the District that less than all of the Bonds have been sold to ultimate customers on or before such date, in which case the obligation will extend for an additional period of time (but not for more than 90 days after the sale date) until all of the Bonds have been sold to ultimate purchasers.

**Delivery of Official Statements:**

The District will furnish to the Underwriter (and to each other participating underwriter of the Bonds, within the meaning of SEC Rule 15c2-12(a), designated by the Underwriter), within seven business days after the sale date, the aggregate number of Official Statements as requested by the Underwriter. The District will also furnish to the Underwriter a like number of any supplements or amendments prepared by the District for dissemination to potential purchasers of the Bonds as described above, as well as such additional copies of the Official Statement or any supplements or amendments as the Underwriter may request prior to the 90th day after the end of the underwriting period referred to in SEC Rule 15c2-12(e)(2). The District will pay the expense of preparing up to 50 copies of the Official Statement and all copies of any supplements or amendments issued on or before the delivery date, but the Underwriter must pay for all other copies of the Official Statement or any supplement or amendment thereto. The District assumes no responsibility or obligation for the distribution or delivery of any copies of the Official Statement to anyone other than the Underwriter.

**Additional Copies:**

Additional copies of this Official Notice of Sale, the Official Bid Form and the Preliminary Official Statement may be obtained from John Howell, Senior Vice President, The GMS Group, L.L.C., 5075 Westheimer, Suite 1175, Houston, Texas 77056-5606; phone number (713) 622-7620.



**Certificate of Underwriter – Federal Tax Competitive Bidding Requirements Met**

The undersigned hereby certifies as follows with respect to the sale of \$2,370,000 Fort Bend County Municipal Utility District No. 122 Unlimited Tax Bonds, Series 2019 (the "Bonds"):

1. The undersigned is the underwriter or the manager of the syndicate of underwriters (the "Underwriter") that has purchased the Bonds from Fort Bend County Municipal Utility District No. 122 (the "District") at competitive sale.
2. The Underwriter was not given the opportunity to review other bids prior to submitting its bid, and the bid submitted by the Underwriter constituted a firm bid to purchase the Bonds.
3. As of the sale date, the reasonably expected initial offering prices of the Bonds to the public by the Underwriter (expressed as a percentage of principal amount and exclusive of accrued interest) is as set forth below:

<u>Principal Amount</u>	<u>Year of Maturity</u>	<u>Offering Yield</u>	<u>Principal Amount</u>	<u>Year of Maturity</u>	<u>Offering Yield</u>
\$50,000	2021	_____	\$100,000	2033	_____
\$50,000	2022	_____	\$100,000	2034	_____
\$50,000	2023	_____	\$100,000	2035	_____
\$50,000	2024	_____	\$125,000	2036	_____
\$50,000	2025	_____	\$125,000	2037	_____
\$75,000	2026	_____	\$125,000	2038	_____
\$75,000	2027	_____	\$125,000	2039	_____
\$75,000	2028	_____	\$125,000	2040	_____
\$75,000	2029	_____	\$150,000	2041	_____
\$75,000	2030	_____	\$150,000	2042	_____
\$100,000	2031	_____	\$150,000	2043	_____
\$100,000	2032	_____	\$170,000	2044	_____

4. The Underwriter [has] [has not] purchased bond insurance for the Bonds. The bond insurance has been purchased from \_\_\_\_\_ (the "Insurer") for a fee of \$\_\_\_\_\_ (net of any non-guarantee cost, e.g., rating agency fees). The amount of such fee is set forth in the Insurer's commitment and does not include any payment for any direct or indirect services other than the transfer of credit risk, unless the compensation for those other services is separately stated, reasonable, and excluded from such fee. Such fee does not exceed a reasonable, arms-length charge for the transfer of credit risk. The present value of the debt service savings expected to be realized as a result of such insurance exceeds the amount of the fee set forth above. For this purpose, present value is computed using the yield on the Bonds, determined by taking into account the amount of the fee set forth above, as the discount rate. No portion of the fee payable to the Insurer is refundable upon redemption of any of the Bonds in an amount which would exceed the portion of such fee that had not been earned.

5. The term "public" means any person (including an individual, trust, estate, partnership, association, company or corporation) other than an underwriter or a related party to an underwriter. A related party generally means two or more persons with greater than 50 percent common ownership, directly or indirectly.

6. Sale date means the first date on which there is a binding contract in writing for the sale of the Bonds. The sale date of the Bonds is January 16, 2019.

7. The undersigned understands that the statements made herein above will be relied upon by the District and Allen Boone Humphries Robinson LLP in complying with the conditions imposed by the Internal Revenue Code of 1986, as amended, on the exclusion of interest on the Bonds from the gross income of their owners for federal income tax purposes.

EXECUTED AND DELIVERED this \_\_\_\_\_ day of \_\_\_\_\_, 2019.

\_\_\_\_\_  
(Name of Underwriter or Manager)

By \_\_\_\_\_

Title \_\_\_\_\_

**Certificate of Underwriter – Federal Tax Competitive Bidding Requirements Not Met \***

The undersigned hereby certifies as follows with respect to the sale of \$2,370,000 Fort Bend County Municipal Utility District No. 122 Unlimited Tax Bonds, Series 2019 (the “Bonds”):

1. The undersigned is the underwriter or the manager of the syndicate of underwriters (the “Underwriter”) that has purchased the Bonds from Fort Bend County Municipal Utility District No. 122 (the “District”).

2. As of the date of this Certificate, for each of the following maturities (the “Sold Maturities”), the first price at which a substantial amount (at least ten percent) of such maturity was sold to the public (expressed as a percentage of principal amount and exclusive of accrued interest) is set forth below:

<b><u>Principal</u></b>	<b><u>Maturity</u></b>	<b><u>Offering Yield</u></b>	<b><u>Principal</u></b>	<b><u>Maturity</u></b>	<b><u>Offering Yield</u></b>
\$50,000	2021	_____	\$100,000	2033	_____
\$50,000	2022	_____	\$100,000	2034	_____
\$50,000	2023	_____	\$100,000	2035	_____
\$50,000	2024	_____	\$125,000	2036	_____
\$50,000	2025	_____	\$125,000	2037	_____
\$75,000	2026	_____	\$125,000	2038	_____
\$75,000	2027	_____	\$125,000	2039	_____
\$75,000	2028	_____	\$125,000	2040	_____
\$75,000	2029	_____	\$150,000	2041	_____
\$75,000	2030	_____	\$150,000	2042	_____
\$100,000	2031	_____	\$150,000	2043	_____
\$100,000	2032	_____	\$170,000	2044	_____

3. As of the sale date for the Bonds, each of the following maturities (the “Unsold Maturities”) was offered to the public for purchase at the price (expressed as a percentage of principal amount and exclusive of accrued interest) set forth below:

<b><u>Principal Amount</u></b>	<b><u>Year of Maturity</u></b>	<b><u>Offering Yield</u></b>	<b><u>Principal Amount</u></b>	<b><u>Year of Maturity</u></b>	<b><u>Offering Yield</u></b>
\$50,000	2021	_____	\$100,000	2033	_____
\$50,000	2022	_____	\$100,000	2034	_____
\$50,000	2023	_____	\$100,000	2035	_____
\$50,000	2024	_____	\$125,000	2036	_____
\$50,000	2025	_____	\$125,000	2037	_____
\$75,000	2026	_____	\$125,000	2038	_____
\$75,000	2027	_____	\$125,000	2039	_____
\$75,000	2028	_____	\$125,000	2040	_____
\$75,000	2029	_____	\$150,000	2041	_____
\$75,000	2030	_____	\$150,000	2042	_____
\$100,000	2031	_____	\$150,000	2043	_____
\$100,000	2032	_____	\$170,000	2044	_____

4. As set forth in the Notice of Sale, the Underwriter has agreed in writing that, for each of the Unsold Maturities, the Underwriter would neither offer nor sell any of the Bonds of such maturity to any person at a price that is higher than the initial offering price for each maturity, as set forth in the pricing wire or equivalent communication for the Bonds attached to this Certificate, during the Offering Period for such maturity, nor would the Underwriter permit a related party to do so. Pursuant to such agreement, the Underwriter has neither offered nor sold any of the Unsold Maturities at a price higher than the respective initial offering price for that maturity of the Bonds during the Offering Period.

\* See “OFFICIAL NOTICE OF SALE – Competitive Bidding and Certificate of Underwriter.”

5. The Underwriter [has] [has not] purchased bond insurance for the Bonds. The bond insurance has been purchased from \_\_\_\_\_ (the "Insurer") for a fee of \$\_\_\_\_\_ (net of any non-guarantee cost, e.g., rating agency fees). The amount of such fee is set forth in the Insurer's commitment and does not include any payment for any direct or indirect services other than the transfer of credit risk, unless the compensation for those other services is separately stated, reasonable, and excluded from such fee. Such fee does not exceed a reasonable, arms-length charge for the transfer of credit risk. The present value of the debt service savings expected to be realized as a result of such insurance exceeds the amount of the fee set forth above. For this purpose, present value is computed using the yield on the Bonds, determined by taking into account the amount of the fee set forth above, as the discount rate. No portion of the fee payable to the Insurer is refundable upon redemption of any of the Bonds in an amount which would exceed the portion of such fee that had not been earned.

6. The term "public" means any person (including an individual, trust, estate, partnership, association, company or corporation) other than an underwriter or a related party to an underwriter. A related party generally means two or more persons with greater than 50 percent common ownership, directly or indirectly.

7. Sale date means the first date on which there is a binding contract in writing for the sale of the Bonds. The sale date of the Bonds is January 16, 2019.

8. Offering Period means, with respect to an Unsold Maturity, the period beginning on the Sale Date and ending on the earlier of (a) the close of the fifth business day after the Sale Date or the date on which the Underwriter has sold at least 10 percent of such Unsold Maturity to the public at a price that is no higher than the initial offering price for such Unsold Maturity.

9. The undersigned understands that the statements made herein above will be relied upon by the District and Allen Boone Humphries Robinson LLP in complying with the conditions imposed by the Internal Revenue Code of 1986, as amended, on the exclusion of interest on the Bonds from the gross income of their owners for federal income tax purposes.

EXECUTED AND DELIVERED this \_\_\_\_ day of \_\_\_\_\_, 2019.

\_\_\_\_\_  
(Name of Underwriter or Manager)

By \_\_\_\_\_

Title \_\_\_\_\_

**FORT BEND COUNTY MUNICIPAL UTILITY DISTRICT No. 122  
UNLIMITED TAX BONDS  
SERIES 2019  
OFFICIAL BID FORM**

President and Board of Directors  
Fort Bend County Municipal Utility District No. 122  
c/o The GMS Group, L.L.C.  
Galleria Financial Center  
5075 Westheimer, Suite 1175  
Houston, Texas 77056-5606

Board of Directors:

We have read in detail your Official Notice of Sale and accompanying Preliminary Official Statement, which is hereby made a part hereof, of Fort Bend County Municipal Utility District No. 122 (the "District"), relating to its \$2,370,000 Unlimited Tax Bonds, Series 2019 (the "Bonds"). We realize that the Bonds involve investment risks and that the ability of the District to service the Bonds depends on certain risk factors as set forth in the Preliminary Official Statement. We have made such inspection and investigation as we deem necessary relating to the investment quality of the Bonds. We offer to purchase the Bonds for a cash price of \$\_\_\_\_\_ (which represents \_\_\_\_\_% of par value) plus accrued interest to the date of delivery of the Bonds to us provided such Bonds bear interest at the following rates:

<u>Maturity (March 1)</u>	<u>Amount</u>	<u>Interest Rate</u>	<u>Maturity (March 1)</u>	<u>Amount</u>	<u>Interest Rate</u>
2021	\$50,000	_____%	2033*	\$100,000	_____%
2022	\$50,000	_____%	2034*	\$100,000	_____%
2023	\$50,000	_____%	2035*	\$100,000	_____%
2024*	\$50,000	_____%	2036*	\$125,000	_____%
2025*	\$50,000	_____%	2037*	\$125,000	_____%
2026*	\$75,000	_____%	2038*	\$125,000	_____%
2027*	\$75,000	_____%	2039*	\$125,000	_____%
2028*	\$75,000	_____%	2040*	\$125,000	_____%
2029*	\$75,000	_____%	2041*	\$150,000	_____%
2030*	\$75,000	_____%	2042*	\$150,000	_____%
2031*	\$100,000	_____%	2043*	\$150,000	_____%
2032*	\$100,000	_____%	2044*	\$170,000	_____%

<u>Term Bond Maturity Date March 1</u>	<u>Year of First Mandatory Redemption</u>	<u>Principal Amount of Term Bond</u>	<u>Interest Rate</u>
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

\* Subject to optional redemption in whole or in part March 1, 2023, or on any date thereafter, at a price of par plus accrued interest.

Our calculation (which is not a part of this bid) of interest cost from the above is:

Total Interest Cost from February 1, 2019	\$ _____
Plus: Cash Discount	\$ _____
Net Interest Cost	\$ _____
Net Effective Interest Rate	_____ %

The definitive Bonds shall be initially registered and delivered only to CEDE & Co., Inc., the Nominee of the Depository Trust Company ("DTC") pursuant to the Book-Entry-Only System described in the Official Statement.

The undersigned agrees to complete, execute, and deliver to the District, by the date of delivery of the Bonds, a certificate relating to the "issue price" of the Bonds in the form accompanying the Notice of Sale, with such changes thereto as may be acceptable to the District. In addition, in the event all of the Bonds are not sold to ultimate customers prior to the date of delivery of the Bonds, we will so notify the District on such date.

Cashier's Check No. \_\_\_\_\_ issued by Frost Bank, Austin, Texas and payable to your order in the amount of \$47,400.00 is attached hereto or has been made available to you prior to the opening of this bid as a Good Faith Deposit for disposition in accordance with the Official Notice of Sale. Should we fail or refuse to make payment for the Bonds in accordance with the terms and conditions set forth in the Official Notice of Sale, this check shall be cashed and the proceeds retained by the District as complete liquidated damages against us. We understand that the sale of the Bonds has not been registered or qualified under the securities laws of any jurisdiction and that it is our responsibility to obtain such registration or qualification, if any is required.

Unless the bidder is exempt from such requirements pursuant to Texas Government Code §2252.908(c)(4), the District may not accept this bid until it has received from the bidder, if that bidder is a privately held entity, a completed and signed TEC Form 1295 complete with a certificate number assigned by the Texas Ethics Commission ("TEC"), pursuant to Texas Government Code §2252.908, and the rules promulgated thereunder by the TEC. The undersigned understands that failure to provide said form complete with a certificate number assigned by the TEC as provided for in the Official Notice of Sale will result in a non-conforming bid and will prohibit the District from considering this bid for acceptance.

By executing this Official Bid Form, the bidder represents and verifies that, to the extent this Official Bid Form represents a contract for goods or services within the meaning of Section 2270.002 of the Texas Government Code, as amended, solely for purposes of Chapter 2270 of the Texas Government Code, and except to the extent otherwise required by applicable federal law, at the time of execution and delivery of its bid and through the delivery date of the Bonds, neither the bidder nor a syndicate member listed on the Official Bid Form is a Company<sup>1</sup> that boycotts or will boycott Israel. The term "boycotts Israel" and "boycott Israel" as used in this paragraph have the meanings assigned to the term "boycott Israel" in Section 808.001 of the Texas Government Code, as amended.

Additionally, by executing this Official Bid Form, the bidder also represents and certifies that, to the extent the Official Bid Form represents a governmental contract within the meaning of Section 2252.151 of the Texas Government Code, as amended, solely for purposes of Chapter 2252 of the Texas Government Code, and except to the extent otherwise required by applicable federal law, at the time of execution and delivery of its bid, neither the bidder nor a syndicate member listed on the Official Bid Form is a Company<sup>2</sup> (i) that engages in business with Iran, Sudan, or any foreign terrorist organization as described in Chapter 2270 of the Texas Government Code, or Subchapter F of Chapter 2252 of the Texas Government Code, or (ii) listed by the Texas Comptroller of Public Accounts under Section 2270.0201 or 2252.153 of the Texas Government Code. The term "foreign terrorist organization" as used in this paragraph has the meaning assigned to such term in Section 2252.151 of the Texas Government Code. The undersigned agrees to execute, at the request of the District, further written certifications as may be necessary or convenient for the District to establish compliance with these laws.

<sup>1</sup> "Company" means a for-profit sole proprietorship, organization, association, corporation, partnership, joint venture, limited partnership, limited liability partnership, or limited liability company, including a wholly owned subsidiary, majority-owned subsidiary, parent company, or affiliate of those entities or business associations that exists to make a profit.

<sup>2</sup> "Company" means a sole proprietorship, organization, association, corporation, partnership, joint venture, limited partnership, limited liability partnership, limited liability company, or other entity or business association whose securities are publicly traded, including a wholly owned subsidiary, majority-owned subsidiary, parent company, or affiliate of those entities or business associations, that exists to make a profit.

We agree to make payment for the Bonds in immediately available funds at the office of The Bank of New York Mellon, in Dallas, Texas, not later than 10:00 a.m., Houston time, on February 21, 2019, or thereafter on the date the Bonds are tendered for delivery, pursuant to the terms set forth in the Notice of Sale.

Respectfully submitted,

By: \_\_\_\_\_

\_\_\_\_\_  
Authorized Representative

**ACCEPTANCE CLAUSE**

The above and foregoing bid is hereby in all things accepted by Fort Bend County Municipal Utility District No. 122 this 16<sup>th</sup> day of January, 2019.

\_\_\_\_\_  
Secretary, Board of Directors

\_\_\_\_\_  
President, Board of Directors

**BOND YEARS**

**Dated: February 1, 2019**

**Due: March 1 (as noted below)**

<b><u>Year</u></b>	<b><u>Amount</u></b>	<b><u>Bond Years</u></b>	<b><u>Accumulated Bond Years</u></b>
2021	\$50,000	104.1667	104.1667
2022	\$50,000	154.1667	258.3333
2023	\$50,000	204.1667	462.5000
2024	\$50,000	254.1667	716.6667
2025	\$50,000	304.1667	1,020.8333
2026	\$75,000	531.2500	1,552.0833
2027	\$75,000	606.2500	2,158.3333
2028	\$75,000	681.2500	2,839.5833
2029	\$75,000	756.2500	3,595.8333
2030	\$75,000	831.2500	4,427.0833
2031	\$100,000	1,208.3333	5,635.4167
2032	\$100,000	1,308.3333	6,943.7500
2033	\$100,000	1,408.3333	8,352.0833
2034	\$100,000	1,508.3333	9,860.4167
2035	\$100,000	1,608.3333	11,468.7500
2036	\$125,000	2,135.4167	13,604.1667
2037	\$125,000	2,260.4167	15,864.5833
2038	\$125,000	2,385.4167	18,250.0000
2039	\$125,000	2,510.4167	20,760.4167
2040	\$125,000	2,635.4167	23,395.8333
2041	\$150,000	3,312.5000	26,708.3333
2042	\$150,000	3,462.5000	30,170.8333
2043	\$150,000	3,612.5000	33,783.3333
2044	\$170,000	4,264.1667	38,047.5000

**Total Bond Years: 38,047.5000**

**Average Maturity: 16.053797 years**