

This OFFICIAL NOTICE OF SALE does not alone constitute an invitation for bids on the Bonds but is merely notice of sale of the Bonds described herein. The invitation for bids is being made by means of this OFFICIAL NOTICE OF SALE, the PRELIMINARY OFFICIAL STATEMENT and the OFFICIAL BID FORM attached hereto. Information contained in this OFFICIAL NOTICE OF SALE is qualified in its entirety by the detailed information contained in the PRELIMINARY OFFICIAL STATEMENT.

OFFICIAL NOTICE OF SALE

\$17,450,000

FORT BEND COUNTY MUNICIPAL UTILITY DISTRICT NO. 128
(A political subdivision of the State of Texas located within Fort Bend County)

UNLIMITED TAX BONDS SERIES 2017

**THE BONDS WILL NOT BE “QUALIFIED TAX-EXEMPT OBLIGATIONS”
FOR FINANCIAL INSTITUTIONS**

Bids Due: Tuesday, October 10, 2017 at 1:30 P.M., Houston Time
Bids Award: Tuesday, October 10, 2017 at 4:00 P.M., Houston Time

THE SALE

Bonds Offered for Sale by Competitive Bidding: The Board of Directors (the “Board”) of the District is inviting competitive bids for the purchase of \$17,450,000 Unlimited Tax Bonds, Series 2017 (the “Bonds”). Bidders may submit bids for the Bonds by any of the following methods:

- (1) Deliver bids directly to the District as described below in “Bids Delivered to the District;”
- (2) Submit bids electronically as described below in “Electronic Bidding Procedures;” or
- (3) Submit bids by telephone as described below in “Bids by Telephone.”

Bids Delivered to the District: Sealed bids, plainly marked “Bid for Bonds,” should be addressed to “President and Board of Directors, Fort Bend County Municipal Utility District No. 128” and delivered in care of The Muller Law Group, PLLC, 16555 Southwest Freeway, Suite 200, Sugar Land, Texas, 77479, prior to 1:30 P.M., Houston, Texas time on Tuesday, October 10, 2017. All bids must be submitted in duplicate on the Official Bid Form, without alteration or interlineation.

Electronic Bidding Procedures: Any prospective bidder that intends to submit an electronic bid must submit its electronic bid through the facilities of PARITY. Bidders must submit, prior to 10:00 A.M., Houston Time, on Tuesday, October 10, 2017, two signed Official Bid Forms plus an envelope marked as described above to Anthea Moran, FirstSouthwest, a Division of Hilltop Securities Inc., 700 Milam, Suite 500, Houston, Texas 77002. 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 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, 1359 Broadway, 2nd Floor, New York, New York 10018, telephone: (212) 849-5000.

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 “Basis of Award” below. All electronic bids shall be deemed to incorporate the provisions of this Notice of Sale and the Official Bid Form.**

Bids by Telephone: Bidders must submit, prior to 1:30 P.M., Houston Time, on Tuesday, October 10, 2017, two signed Official Bid Forms plus an envelope marked as described above to Anthea Moran, FirstSouthwest, a Division of Hilltop Securities Inc., 700 Milam, Suite 500, Houston, Texas 77002, and submit their bid by telephone on the date of the sale.

Telephone bidders that have provided signed bid forms will be telephoned by a representative of FirstSouthwest, a Division of Hilltop Securities Inc., as financial advisor for the District, between 1:00 P.M. and 1:20 P.M., Houston Time on the date of the sale.

Facsimile bids will not be accepted.

The District and FirstSouthwest, a Division of Hilltop Securities Inc. are not responsible if such telephone is busy or is malfunctioning, which prevents a bid or bids from being submitted on a timely basis. **FirstSouthwest, a Division of Hilltop Securities Inc. will not be responsible for submitting any bids received after the above deadlines.** The District and FirstSouthwest, a Division of Hilltop Securities Inc. assume no responsibility or liability with respect to any irregularities associated with the submission of bids if telephone option is exercised.

Place and Time of Bid Opening: The bids for the Bonds will be publicly opened and read by an authorized representative of the Board at the offices of FirstSouthwest, a Division of Hilltop Securities Inc., LLC 700 Milam, Suite 500, Houston, Texas, 77002, at 1:30 P.M., Houston Time, Tuesday, October 10, 2017.

Award of the Bonds: The District will take action to award the Bonds or reject all bids at a meeting scheduled to convene at 4:00 P.M., Houston Time, on the date of the bid opening, at the offices of The Muller Law Group, PLLC, 16555 Southwest Freeway, Suite 200, Sugar Land, Texas 77479. Upon awarding the Bonds to the winning bidder (the "Initial Purchaser"), the Board will adopt a resolution authorizing the issuance of the Bonds (the "Bond Resolution"). 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 the Bonds: The Bonds will be dated November 1, 2017, and interest will be payable on March 1, 2018 (four months of interest) and on each September 1 and March 1 thereafter until the earlier of maturity or redemption. The Bonds will be issued in fully registered form only, in denominations of \$5,000 or any integral multiple of \$5,000 for any one maturity, and principal and interest will be paid, initially by The Bank of New York Mellon Trust Company, N.A., Dallas, Texas (the "Paying Agent/Registrar"). The Bonds will be registered in the name of Cede & Co., as nominee for The Depository Trust Company, New York, New York ("DTC"), which will act as securities depository for the Bonds. Beneficial Owners of the Bonds will not receive physical certificates representing the Bonds, but will receive a credit balance on the books of the nominees of such Beneficial Owners. So long as Cede & Co. is the registered owner of the Bonds, the principal of and interest on the Bonds will be paid by the Paying Agent directly to DTC, which will, in turn, remit such principal and interest to its participants for subsequent disbursement to the Beneficial Owners of the Bonds as described herein. See "THE BONDS—Book-Entry-Only System." See the PRELIMINARY OFFICIAL STATEMENT (made a part hereof) for a more complete description of the Bonds. The Bonds will mature serially on September 1 in the years and amounts as follows:

<u>YEAR</u> <u>DUE</u>	<u>PRINCIPAL</u> <u>AMOUNT</u>	<u>YEAR</u> <u>DUE</u>	<u>PRINCIPAL</u> <u>AMOUNT</u>	<u>YEAR</u> <u>DUE</u>	<u>PRINCIPAL</u> <u>AMOUNT</u>
2018	\$ 850,000	2026	\$ 750,000	2034	\$ 750,000
2019	850,000	2027	750,000	2035	750,000
2020	750,000	2028	750,000	2036	750,000
2021	750,000	2029	750,000	2037	750,000
2022	750,000	2030	750,000	2038	750,000
2023	750,000	2031	750,000	2039	750,000
2024	750,000	2032	750,000	2040	750,000
2025	750,000	2033	750,000		

Serial Bonds and/or Term Bonds: Bidders may provide that all the Bonds be issued as serial bonds or may provide that any two or more consecutive annual principal amounts be combined into one or more term bonds.

Redemption Provisions: Bonds maturing on and after September 1, 2025, are subject to redemption prior to maturity, at the option of the District, as a whole or in part, on September 1, 2024, or on any date thereafter at a price equal to the principal amount of the Bonds to be redeemed plus accrued interest thereon to the date fixed for redemption. If fewer than all of the Bonds are redeemed at any time, the particular maturities of Bonds to be redeemed shall be selected by the District. If less than all the Bonds of any maturity are redeemed at any time, the particular Bonds within a maturity to be redeemed shall be selected by the Paying Agent/Registrar by lot or other customary method of selection (or by DTC in accordance with its procedures while the Bonds are in book-entry-only form).

Mandatory Sinking Fund Redemption: If the successful bidder designates principal amounts to be combined into one or more term bonds, each such term bond shall be subject to mandatory sinking fund redemption commencing on September 1 of the first year which has been combined to form such term bond and continuing on September 1 in each year thereafter until the stated maturity date of that term bond. The amount redeemed in any year shall be equal to the principal amount for such year set forth on the cover page hereof under the caption "Maturity Schedule." Bonds to be redeemed in any year by mandatory sinking fund redemption shall be redeemed at par by lot or other customary method. The principal amount of Term Bonds to be mandatorily redeemed is subject to proportionate reduction by the amount of any prior optional redemption.

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 act in the same capacity as the previous Paying Agent/Registrar. Any paying agent/registrar selected by the District shall be a corporation organized and doing business under the laws of the United States of America or of any state authorized under such laws to exercise trust powers, and subject to supervision or examination by federal or state banking authorities.

Source of Payment: The Bonds will constitute valid and binding obligations of the District, payable as to principal and interest from the proceeds of a continuing, direct, annual ad valorem tax without legal limitation as to rate or amount, levied against taxable property located within the District, as further described in the Preliminary Official Statement. The Bonds are obligations solely of Fort Bend County Municipal Utility District No. 128 and are not obligations of Fort Bend County, the City of Sugar Land, the State of Texas, or any entity other than the District.

CONDITIONS OF THE SALE

Types of Bids and Interest Rates: The Bonds will be sold in one block, “all or none” and no bid of less than ninety-seven percent (97%) of par plus accrued interest to the date fixed for delivery will be considered. Bidders are to name the rate or rates of interest to be borne by the Bonds, provided that each interest rate bid must be in a multiple of 1/8 of 1% or 1/20 of 1%. No bid which results in a net effective interest rate as defined by Chapter 1204, Texas Government Code (the IBA method) in excess of 5.64% will be considered. No bid generating a cash premium greater than \$5,000 will be accepted. Subject to the conditions below, no limitation will be imposed upon bidders as to the number of interest rates which may be used, but each rate of interest specified for the Bonds maturing in the years 2025 (base year) through 2040 shall not be less than the rate of interest specified for any earlier maturity in the years 2025 through 2040 and the highest interest rate bid may not exceed the lowest interest rate bid by more than two and one-half percent (2.5%) in rate. All Bonds maturing within a single year must bear the same rate of interest, and no bids for the Bonds involving supplemental interest rates will be considered. 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 rate or 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 dollar amount of the discount bid, if any, or subtracting therefrom the dollar amount of the premium bid, if any. Subject to the District's right to reject any or all bids, the Bonds will be awarded to the bidder whose bid, under the above computation, produces the lowest net effective interest rate to the District.

Compliance with laws prohibiting contracts with companies boycotting Israel and certain companies engaged in business with Iran, Sudan or foreign terrorist organizations: Pursuant to Chapter 2270, Texas Government Code¹, the District may not award the Bonds to a bidder unless the bidder and each syndicate member, if appropriate, verifies that it does not boycott Israel and agrees it will not boycott Israel through the delivery date of the Bonds. Similarly, pursuant to Chapter 2252, Texas Government Code, the District may not award the sale of the Bonds to a bidder unless the bidder and each syndicate member, if appropriate, certifies that it is not a company that contracts with or provides supplies or services to a foreign terrorist organization, as defined by Section 2252.151(2), Texas Government Code, and has not been identified as a company known to have contracts with or provide supplies or services to a foreign terrorist organization as identified on a list prepared and maintained under Section 806.051, 807.051, or 2252.153, Texas Government Code. By submitting a bid, the bidder and each syndicate member, if appropriate, makes and certifies to the representations necessary and convenient for the compliance with the aforementioned laws and, agrees to execute, at the request of Issuer, further written certifications as may be necessary or convenient for Issuer to establish compliance with the aforementioned laws.

Provision of Texas Ethics Commission Form 1295 (“TEC Form 1295”) 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 unless the bidder, and each syndicate member listed on the Official Bid Form, have provided to the District (c/o FirstSouthwest, a Division of Hilltop Securities Inc., 700 Milam Street, Suite 500, Houston, Texas 77002; Attn: Christine Crotwell, christine.crotwell@hillstopsecurities.com) a completed, signed and notarized 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 notarized, 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 the time prescribed for the award of the Bonds. The TEC Form 1295 may be provided to the District via facsimile or electronically, however, the original signed and notarized TEC Form 1295 complete with certificate number must be physically delivered to the District (c/o The Muller Law Group, PLLC, 16555 Southwest Freeway, Suite 200, Sugar Land, Texas 77479) within two business days of the award. 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. 128 and the contract ID number is FBCMUD128-S2017-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.

¹ The District is requiring the written acknowledgment and verification pursuant to instructions from the Attorney General of the State of Texas. The District is not taking a position as to whether the competitive sale of the Bonds pursuant to this Notice of Sale and Bidding Instructions constitutes a contract for goods and/or services for any purposes under Texas law.

Good Faith Deposit: Each bid must be accompanied by a bank cashier's check payable to the order of "Fort Bend County Municipal Utility District No. 128" in the amount of \$349,000, which represents two percent (2%) of the par value of the Bonds. The check will be considered as a Good Faith Deposit, and the check of the successful bidder (the "Initial Purchaser") will be retained uncashed by the District until the Bonds are delivered. In the event the Initial Purchaser should fail or refuse to accept delivery of and pay for the Bonds in accordance with its bid, then the Good Faith Deposit shall be cashed and the proceeds accepted by the District as full and complete liquidated damages against the Initial Purchaser. The Good Faith Deposit may accompany the Official Bid Form or it 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 to authorize its use as a Good Faith Deposit by the bidder, who shall be named in such instructions. The Good Faith Deposit will be returned immediately after full payment has been made by the Initial Purchaser to the District in federal or immediately available funds in the amount of the purchase price plus accrued interest thereon. No interest will be paid on the Good Faith Deposit. The checks accompanying bids other than the winning bid will be returned immediately after the bids are opened and an award of the Bonds has been made.

DELIVERY OF THE BONDS AND ACCOMPANYING DOCUMENTS

Initial Delivery of Initial Bond: Initial delivery ("Initial Delivery") will be accomplished by the issuance of one initial bond (the "Initial Bonds"), either in typed or printed form, in the aggregate principal amount of \$17,450,000, payable in stated installments, registered in the name of the Initial Purchaser, manually signed by the President and Secretary of the Board, or executed by the facsimile signatures of the President and Secretary of the Board, and approved by the Attorney General of Texas, and registered and manually signed by the Comptroller of Public Accounts of Texas or his authorized deputy. Initial Delivery will be at the corporate trust office of the Paying Agent/Registrar in Dallas, Texas. Payment for the Bonds must be made in immediately available funds for unconditional credit to the District, or as otherwise directed by the District. The Initial Purchaser will be given three (3) business days' notice of the time fixed for delivery of the Bonds. It is anticipated that Initial Delivery can be made on or about November 9, 2017, and subject to the aforementioned notice it is understood and agreed that the Initial Purchaser will accept delivery of and make payment for the Bonds by 10:00 A.M., Houston Time, on November 9, 2017, or thereafter on the date the Bonds are tendered for delivery, up to and including December 7, 2017. If for any reason the District is unable to make delivery on or before December 7, 2017, then the District shall immediately contact the Initial Purchaser and offer to allow the Initial Purchaser to extend its offer for an additional thirty (30) days. If the Initial Purchaser does not elect to extend its offer within three (3) business days thereafter, then its Good Faith Deposit will be returned, and both the District and the Initial Purchaser shall be relieved of any further obligation.

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 a failure or refusal by the Initial Purchaser to accept delivery of and pay for the Bonds in accordance with the terms of this Official Notice of Sale. The Financial Advisor will obtain CUSIP identification numbers from the CUSIP Service Bureau, New York, New York prior to the date of sale. CUSIP identification numbers will be made available to the Initial Purchaser at the time the Bonds are awarded or as soon thereafter as practicable. The CUSIP Service Bureau charge for the assignment of the numbers shall be the responsibility of and shall be paid by the Initial Purchaser.

Conditions to Delivery: The Initial Purchaser's obligation to accept delivery of and pay for the Bonds is subject to the issuance of the legal opinion of the Attorney General of Texas as to the legality of the Bonds, and the legal opinion of The Muller Law Group, PLLC, Sugar Land, Texas, Bond Counsel for the District ("Bond Counsel"), and the No-Litigation Certificate, all as further described in the Preliminary Official Statement. In order to provide the District with information to enable it to comply with certain conditions of the Code relating to the exclusion of interest on the Bonds from gross income for federal income tax purposes, the Initial Purchaser will be required to complete, execute and deliver to the District a certification regarding "issue price" substantially in the form accompanying this Official Notice of Sale. If the Initial Purchaser will not reoffer the Bonds for sale or has not sold a substantial amount of the Bonds of any maturity by the date of delivery, such certificate may be modified in a manner acceptable to the District. By submitting its bid, the Initial Purchaser agrees to complete, execute and deliver to the District such a certificate on or before the 6th business day prior to the delivery of the Bonds, and further agrees, if the District receives fewer than three bids for the Bonds, that it will neither offer nor sell the Bonds of any maturity to any person at a price that is higher than the initial offering price to the public for the Bonds of that maturity during the period starting on the Sale Date and ending on the earlier of (i) the close of the 5th business day after the Sale Date, or (ii) the date on which the winning bidder has sold at least 10% of the Bonds of that maturity to the public at a price no higher than the initial offering price to the public. FirstSouthwest, a Division of Hilltop Securities Inc., will advise the winning bidder the number of bids received by the District on the Sale Date. It will be the responsibility of the Initial Purchaser to institute such syndicate 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.

Legal Opinions: The District will furnish without cost to the Initial Purchaser a transcript of certain certified proceedings incident to the issuance and authorization of the Bonds, including a certified copy of the unqualified approving legal 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 binding obligations of the District, payable from the proceeds of an annual ad valorem tax levied, without limit as to rate or amount, upon all taxable property within the District, based upon an examination of such transcript of proceedings, the approving legal opinion of The Muller Law Group, PLLC, Bond Counsel, Sugar Land, Texas, to a like effect and to the effect that the interest on the Bonds is excludable from gross income for federal income tax purposes under existing law and that interest on the Bonds is not subject to the alternative minimum tax on individuals and corporations.

Not Qualified Tax-Exempt Obligations: The Bonds will **not** be designated as “qualified tax-exempt obligations” for financial institutions.

No-Litigation Certificate: The District will furnish the Initial Purchaser a certificate executed by both the President and Secretary of the Board, dated as of the date of delivery of the Bonds, to the effect that to their best knowledge no litigation of any nature is pending or threatened, either in state or federal courts, contesting or attacking the Bonds; restraining or enjoining the levy, assessment and collection of ad valorem taxes to pay the interest on or principal of the Bonds; in any manner questioning the authority or proceedings for the issuance, execution or delivery of the Bonds; or affecting the validity of the Bonds or the titles of the present officers of the District.

RULE 15c2-12 COMPLIANCE

Continuing Disclosure: 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 (“SEC”) Rule 15c2-12, as described in the Preliminary Official Statement under “CONTINUING DISCLOSURE OF INFORMATION.” The Initial Purchaser’s obligation to accept and pay for the Bonds is conditioned upon delivery to the Initial Purchaser or its agent of a certified copy of the Bond Resolution containing the agreement described under such heading.

Substantive Requirements for Official Statement: To the best knowledge and belief of the Issuer, the POS contains information, including financial information or operating data, concerning every entity, enterprise, fund, account, or person that is material to an evaluation of the offering of the Bonds.

Final Official Statement: The District has approved and authorized distribution of the accompanying Preliminary Official Statement for dissemination to potential purchasers of the Bonds, but does not intend to prepare any other document or version thereof for such purpose, except as described below. Accordingly, the District intends the Preliminary Official Statement to be final as of its date, within the meaning of SEC Rule 15c2-12(b)(1), except for information relating to the offering prices, interest rates, final debt service schedule, selling compensation, identity of the Initial Purchaser and other similar information, terms and provisions to be specified in the competitive bidding process. The Initial Purchaser shall be responsible for promptly informing the District of the initial offering yields of the Bonds. Thereafter, the District will complete and authorize distribution of the Official Statement identifying the Initial Purchaser and containing such omitted information. The District does not intend to amend or supplement the Official Statement otherwise, except to take into account certain subsequent events, if any, as described below. By delivering the final Official Statement or any amendment or supplement thereto in the requested quantity to the Initial Purchaser on or after the sale date, the District intends the same to be final as of such date, within the meaning of SEC Rule 15c2-12(f)(3). Notwithstanding the foregoing, the only representations concerning the absence of material misstatements or omissions from the Official Statement which are being or which will be made by the District are those described and contained in the Official Statement under the caption “PREPARATION OF OFFICIAL STATEMENT—Certification of Official Statement.”

Changes to Official Statement: If subsequent to the date of the Official Statement, the District learns, through the ordinary course of business and without undertaking any investigation or examination for such purposes, or is notified by the Initial Purchaser, of any adverse event which causes the Official Statement to be materially misleading, and unless the Initial Purchaser elects to terminate its obligation to purchase the Bonds, as described below under “DELIVERY OF THE BONDS AND ACCOMPANYING DOCUMENTS—Conditions to Delivery,” the District will promptly prepare and supply to the Initial Purchaser an appropriate amendment or supplement to the Official Statement satisfactory to the Initial Purchaser provided, however, that the obligation of the District to so amend or supplement the Official Statement will terminate when the District delivers the Bonds to the Initial Purchaser, unless the Initial Purchaser notifies the District on or before such date that less than all of the Bonds have been sold to ultimate customers in which case the District’s obligations hereunder will extend for an additional period of time as provided in SEC Rule 15c2-12 (but not more than 90 days after the date the District delivers the Bonds).

Delivery of Official Statements: The District shall furnish to the Initial Purchaser (and to each participating Initial Purchaser of the Bonds, within the meaning of SEC Rule 15c2-12(a), designated by the Initial Purchaser), within seven (7) business days after the sale date, the aggregate number of Official Statements specified in the winning bid, not to exceed 250 copies. The District also shall furnish to the Initial Purchaser a like number of any supplements or amendments approved and authorized for distribution by the District for dissemination to potential purchasers of the Bonds, as well as such additional copies of the Official Statement or any such supplements or amendments as the Initial Purchaser may reasonably request prior to the 90th day after the end of the underwriting period described in SEC Rule 15c2-12(e)(2). The District shall pay the expense of preparing the number of copies of the Official Statement specified in the winning bid and an equal number of any supplements or amendments issued on or before the delivery date, but the Initial Purchaser shall pay for all other copies of the Official Statement or any supplement or amendment thereto.

GENERAL CONSIDERATIONS

Investment Considerations: The Bonds involve certain investment considerations. Prospective bidders are urged to examine carefully the entire Preliminary Official Statement, with respect to the investment considerations associated with the Bonds. Particular attention should be given to the information set forth therein under the caption “INVESTMENT CONSIDERATIONS.”

Municipal Bond Insurance and Municipal Bond Rating: Application was made to Moody’s Investors Service (“Moody’s”), for a municipal bond rating, and Moody’s has assigned an underlying rating of “A2” to the District. Application has also been made for the qualification of the Bonds for municipal bond insurance. If qualified, such insurance will be available at the option of the Underwriter and at the Underwriter’s expense. The rating fees of Moody’s will be paid by the District; any other rating fees associated with the insurance will be the responsibility of the Underwriter. A downgrade of the insurer by any rating agency subsequent to submitting a bid with municipal bond insurance and before the closing of the transaction is not a material adverse change nor is it a basis for the Underwriter to terminate its obligations to pay for the Bonds at closing. See “DELIVERY OF THE BONDS AND ACCOMPANYING DOCUMENTS—Conditions to Delivery and –No Material Adverse Change” herein. It should be noted that the state of the municipal bond insurance industry is under stress, which could result in downgrades of certain municipal bond insurers. Accordingly, investors should evaluate the underlying credit quality of the District.

Reservation of Rights: The District reserves the right to reject any and all bids and to waive any and all irregularities, except time of filing.

Not an Offer to Sell: This OFFICIAL NOTICE OF SALE does not alone constitute an offer to sell the Bonds but is merely notice of sale of the Bonds. The invitation for bids on the Bonds is being made by means of this Official Notice of Sale, the Preliminary Official Statement and the Official Bid Form.

Registration and Qualification of Bonds for Sale: The offer and sale of the Bonds have not been registered or qualified under the Securities Act of 1933, as amended, in reliance upon the exemptions provided thereunder. The Bonds have not been registered or qualified under the Securities Act of Texas in reliance upon various exemptions contained therein, and the Bonds have not been registered or qualified under the securities acts of any other jurisdiction. The District assumes no responsibility for registration or qualification of the Bonds under the securities laws of any 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. By submission of its bid, the Initial Purchaser represents that the sale of the Bonds in states other than the State of Texas will be made pursuant to exemptions from registration or qualification, or where necessary, the Initial Purchaser will register the Bonds in accordance with the securities laws of the state in which the Bonds are offered or sold. The District agrees to cooperate with the Initial Purchaser, at the Initial Purchaser's written request and expense, in registering or qualifying the Bonds or obtaining an exemption from registration or qualification (other than filing a consent to service of process in such state), in any state where such action is necessary.

Additional Copies of Documents: Additional copies of this OFFICIAL NOTICE OF SALE, the PRELIMINARY OFFICIAL STATEMENT and the OFFICIAL BID FORM may be obtained from the Financial Advisor, FirstSouthwest, a Division of Hilltop Securities Inc., 700 Milam, Suite 500, Houston, Texas 77002.

Mr. Michael Cabiro
President, Board of Directors
Fort Bend County Municipal Utility District No. 128

September 11, 2017

OFFICIAL BID FORM

President and Board of Directors
Fort Bend County Municipal Utility District No. 128
c/oThe Muller Law Group, PLLC
16555 Southwest Freeway, Suite 200
Sugar Land, Texas 77479

October 10, 2017

Board Members:

We have read in detail the OFFICIAL NOTICE OF SALE and PRELIMINARY OFFICIAL STATEMENT dated September 11, 2017, relating to the \$17,450,000 Fort Bend County Municipal Utility District No. 128 (the "District") Unlimited Tax Bonds, Series 2017 (the "Bonds"). We realize that the Bonds involve certain investment risks, and we have made inspections and investigations as we deem necessary relating to the District and to the investment quality of the Bonds.

For your legally issued Bonds, as described in the "Official Notice of Sale" and "Preliminary Official Statement," we will pay you a price of \$_____, representing _____% of the principal amount thereof, plus accrued interest to the date of delivery to us. Such Bonds mature September 1, in each of the years and in the amounts and interest rates shown below:

<u>Maturity</u>	<u>Principal Amount</u>	<u>Interest Rate</u>	<u>Maturity</u>	<u>Principal Amount</u>	<u>Interest Rate</u>
2018	\$ 850,000	_____%	2030	\$ 750,000 *	_____%
2019	850,000	_____%	2031	750,000 *	_____%
2020	750,000	_____%	2032	750,000 *	_____%
2021	750,000	_____%	2033	750,000 *	_____%
2022	750,000	_____%	2034	750,000 *	_____%
2023	750,000	_____%	2035	750,000 *	_____%
2024	750,000	_____%	2036	750,000 *	_____%
2025	750,000 *	_____%	2037	750,000 *	_____%
2026	750,000 *	_____%	2038	750,000 *	_____%
2027	750,000 *	_____%	2039	750,000 *	_____%
2028	750,000 *	_____%	2040	750,000 *	_____%
2029	750,000 *	_____%			

* Subject to optional redemption on September 1, 2024 and thereafter.

Of the principal maturities set forth in the table above, we have created term bonds as indicated in the following table (which may include multiple term bonds, one term bond or no term bond if none is indicated). For those years which have been combined into a term bond, the principal amount shown in the table above shall be the mandatory sinking fund redemption amounts in such years except that the amount shown in the year of the term bond maturity date shall mature in such year. The term bonds created are as follows:

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

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

Gross Interest Cost\$ _____
Plus Dollar Amount of Discount (or Less: Dollar Amount of Premium)\$ _____
NET INTEREST COST\$ _____
NET EFFECTIVE INTEREST RATE %

We request _____ copies of the final Official Statement (not to exceed 250 copies). By submitting this bid, we agree to provide copies of the final Official Statement, and any amendments and supplements thereto, in accordance with the terms of the Official Notice of Sale and as required by Rule 15c2-12 of the Securities and Exchange Commission.

The initial Bonds shall be registered in the name of Cede & Co. We will advise The Bank of New York Mellon Trust Company, N.A. in Dallas, Texas, the Paying Agent/Registrar, of our registration instructions at least five (5) business days prior to the date set for Initial Delivery.

The Bonds [are] [are not] being insured by _____ at a premium of \$_____, said premium to be paid by the Initial Purchaser. The rating fees of Moody's Investors Service will be paid by the District; any other rating fees associated with the insurance will be the responsibility of the Initial Purchaser.

A Cashier's Check payable to the order of the District in the amount of \$349,000 has been made available to you prior to the opening of this bid, as a Good Faith Deposit, and is submitted 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 as complete liquidated damages against us.

The District may not accept this bid until it has received from the bidder a completed, signed, and notarized TEC Form 1295 and Certification of Filing pursuant to Texas Government Code § 2252.908 and the rules promulgated thereunder by the Texas Ethics Commission. The undersigned understands that failure to provide said form and Certification of Filing will result in a non-conforming bid and will prohibit the District from considering this bid for acceptance.

The undersigned verifies that, pursuant to Chapter 2270, Texas Government Code, and solely for purposes relating to Chapter 2270, Texas Government Code, it does not boycott Israel and agrees it will not boycott Israel through the delivery date of the Bonds. Additionally, pursuant to Chapter 2252, Texas Government Code, the undersigned certifies that it is not a company that contracts with or provides supplies or services to a foreign terrorist organization, as defined by Section 2252.151(2), Texas Government Code, and has not been identified as a company known to have contracts with or provide supplies or services to a foreign terrorist organization as identified on a list prepared and maintained under Section 806.051, 807.051, or 2252.153, Texas Government Code. The undersigned agrees to execute, at the request of District, further written certifications as may be necessary or convenient for District to establish compliance with these laws.

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 OFFICIAL NOTICE OF SALE, with such changes thereto as may be acceptable to the District. The undersigned further agrees, if the District receives fewer than three bids for the Bonds, that it will neither offer nor sell the Bonds of any maturity to any person at a price that is higher than the initial offering price to the public for the Bonds of that maturity during the period starting on the Sale Date and ending on the earlier of (i) the close of the 5th business day after the Sale Date, or (ii) the date on which the winning bidder has sold at least 10% of the Bonds of that maturity to the public at a price no higher than the initial offering price to the public. FirstSouthwest, a Division of Hilltop Securities Inc., will advise the winning bidder the number of bids received by the District on the Sale Date.

We agree to accept delivery of and make payment for the Bonds in immediately available funds at the offices of The Bank of New York Mellon Trust Company, N.A., Dallas, Texas, not later than ten o'clock A.M., Houston Time, on November 9, 2017, or thereafter on the date the Bonds are tendered for delivery, pursuant to the terms set forth in the "Official Notice of Sale."

Respectfully submitted,

By:

Syndicate Members (if any):

ACCEPTANCE CLAUSE

The above and foregoing bid is hereby in all things accepted by Fort Bend County Municipal Utility District No. 128, this 10th day of October, 2017.

ATTEST:

Secretary, Board of Directors

President, Board of Directors

BOND YEARS

Due: September 1, Annually
Dated: November 1, 2017

<u>Year</u>		<u>Principal</u>	<u>Bond Years</u>	<u>Cumulative Bond Years</u>
2018	\$	850,000	708.333	708.333
2019		850,000	1,558.333	2,266.667
2020		750,000	2,125.000	4,391.667
2021		750,000	2,875.000	7,266.667
2022		750,000	3,625.000	10,891.667
2023		750,000	4,375.000	15,266.667
2024		750,000	5,125.000	20,391.667
2025		750,000	5,875.000	26,266.667
2026		750,000	6,625.000	32,891.667
2027		750,000	7,375.000	40,266.667
2028		750,000	8,125.000	48,391.667
2029		750,000	8,875.000	57,266.667
2030		750,000	9,625.000	66,891.667
2031		750,000	10,375.000	77,266.667
2032		750,000	11,125.000	88,391.667
2033		750,000	11,875.000	100,266.667
2034		750,000	12,625.000	112,891.667
2035		750,000	13,375.000	126,266.667
2036		750,000	14,125.000	140,391.667
2037		750,000	14,875.000	155,266.667
2038		750,000	15,625.000	170,891.667
2039		750,000	16,375.000	187,266.667
2040		750,000	17,125.000	204,391.667
Total	\$	17,450,000		

Average Maturity – 11.713 Years

ISSUE PRICE CERTIFICATE

The undersigned hereby certifies as follows with respect to the sale of \$17,450,000 Fort Bend County Municipal Utility District No. 128 (the “District”) Unlimited Tax Bonds, Series 2017 (the “Bonds”):

1. The undersigned is the Initial Purchaser or the manager of the syndicate of Initial Purchaser (the “Initial Purchaser”) that has purchased the Bonds from the District at competitive sale.

2. The Initial Purchaser has made a bona fide offering to the public of all of the Bonds of each maturity at the respective initial offering price to the public, set out below. The term “public”, as used herein, does not include any person that agrees to participate in the initial sale of the Bonds to the public pursuant to a written contract with the District (or with the lead underwriter to form an underwriting syndicate) or pursuant to a written contract directly or indirectly with any person which has entered into a written contract with the District or with the lead underwriter to form a syndicate (for example, a retail distribution agreement between a national lead underwriter and a regional firm under which the regional firm participates in the initial sale of the Bonds to the public).

<u>Maturity</u>	<u>Principal Amount</u>	<u>Offering Price</u>	<u>Maturity</u>	<u>Principal Amount</u>	<u>Offering Price</u>
2018	\$ 850,000	_____ %	2030	\$ 750,000 *	_____ %
2019	850,000	_____ %	2031	750,000 *	_____ %
2020	750,000	_____ %	2032	750,000 *	_____ %
2021	750,000	_____ %	2033	750,000 *	_____ %
2022	750,000	_____ %	2034	750,000 *	_____ %
2023	750,000	_____ %	2035	750,000 *	_____ %
2024	750,000	_____ %	2036	750,000 *	_____ %
2025	750,000 *	_____ %	2037	750,000 *	_____ %
2026	750,000 *	_____ %	2038	750,000 *	_____ %
2027	750,000 *	_____ %	2039	750,000 *	_____ %
2028	750,000 *	_____ %	2040	750,000 *	_____ %
2029	750,000 *	_____ %			

* Subject to optional redemption on September 1, 2024 and thereafter.

[If the District received fewer than 3 bids for the Bonds, complete paragraph 4]

3. The initial offering price set forth above were determined on the date the Bonds were purchased by the Initial Purchaser (the “Sale Date”) based on the Initial Purchaser’s reasonable expectations regarding the respective prices at which each maturity of the Bonds would be sold to the public.

4. The first price for each maturity of the Bonds 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 as set forth above, except for the Bonds maturing in the years _____, _____, _____, _____ and _____ (the “Excepted Maturities”). If the District received fewer than three bids for the Bonds, the Initial Purchasers neither offered nor sold to any person the Bonds of any Excepted Maturity at a price that is higher than the initial offering price to the public for the Bonds of that Excepted Maturity set forth above during the period starting on the Sale Date and ending on the earlier of (i) the close of the 5th business day following the Sale Date, or (ii) the date on which the Initial Purchasers have sold at least 10% of the Bonds of that maturity to the public at a price no higher than the initial offering price to the public set forth above.

5. The Initial Purchaser [has] [has not] purchased bond insurance for the Bonds. The bond insurance, if any, has been purchased from _____ (the “Insurer”) for a fee of \$ _____ (net of any nonguaranteed 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. 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. None of the initial offering prices described above exceeds the fair market value for such Bonds on the Sale Date. The aggregate of the initial offering prices described above is \$_____, plus accrued interest of \$_____, for a total of \$_____.

7. The undersigned understands that the statements made herein will be relied upon by the District and The Muller Law Group, PLLC 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 _____, 2017.

Name of Initial Purchaser or Manager

By:_____

Title:_____