

CLOSING CERTIFICATE

THE STATE OF TEXAS §
 §
COUNTY OF FORT BEND §

We, the undersigned, County Judge and County Auditor, respectively, of the County of Fort Bend, Texas (the "Issuer"), acting in our official capacity as such, hereby certify with respect to the County's \$58,220,000 Unlimited Tax Road Bonds, Series 2012 (the "Bonds"), as follows:

(i) the Issuer has duly performed all of its obligations to be performed and satisfied all conditions on its part to be satisfied at or prior to 10:00 am, Houston time, on May 1, 2012 (the "Closing Time"), and each of the representations and warranties of the Issuer contained in the Bond Purchase Agreement is true and correct at and as of the Closing Time, with the same effect as if made on May 1, 2012 (the "Closing Date");

(ii) the Issuer has authorized, by all necessary action, the execution and delivery or receipt and due performance of the Bonds, the Bond Purchase Agreement, the Official Statement and any and all such other agreements and documents as may be required to be executed and delivered or received by the Issuer in order to carry out, give effect to and consummate the transactions contemplated hereby and by the Official Statement, and the Commissioners Court has authorized, by all necessary action, the adoption of the Order;

(iii) except as described in the Official Statement, no litigation is pending or, to the best of the Issuer's knowledge and belief, threatened in any court or before any governmental agency or administrative entity or authority in any way affecting the existence of the Issuer or the titles of the members of the Commissioners Court or any other officials of the Issuer to their respective positions or seeking to restrain or enjoin the issuance, sale or delivery of the Bonds or the assessment, levy, or collection of revenues of the Issuer pledged or to be pledged to pay the principal of and interest on the Bonds, or the pledge thereof, or in any way affecting or contesting any authority for or the validity or enforceability of the Bonds, this Bond Purchase Agreement, or the Order, or the existence or powers of the Issuer, or contesting in any way the completeness or accuracy of the Official Statement;

(iv) the adoption of the Order by the Commissioners Court and the execution and delivery of the Bonds, this Bond Purchase Agreement, the Official Statement and the other agreements contemplated hereby and by the Order and by the Official Statement to be executed and delivered by the Issuer under the circumstances

contemplated hereby and thereby, which may be specified in such certificate, and the compliance by the Issuer with the provisions hereof and thereof, will not conflict with, or constitute on the part of the Issuer a breach of or a default under any existing law, court or administrative regulation, decree or order or any agreement, indenture, mortgage, lease or other instrument to which the Issuer is subject or by which the Issuer or any of the Issuer's properties is bound;

(v) the Order authorizing the Bonds and the related transactions have not been amended, modified or repealed and are in full force and effect;

(vi) the information set forth in the Official Statement is true and correct and does not contain any untrue statement of a material fact or omit to state any material fact necessary to make the statements therein, in light of the circumstances under which they were made, not misleading;

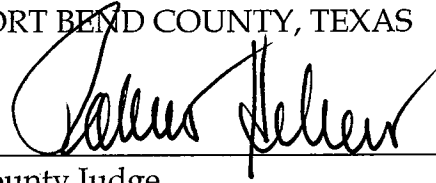
(vii) to the best of their knowledge, no event affecting the Issuer has occurred since the date of the Official Statement which should be disclosed in the Official Statement for the purposes for which it is to be used or which it is necessary to disclose therein in order to make the statements and information therein not misleading in any material respect; and

(viii) the Issuer has the consent of Null Lairson, independent certified public accountants, as to the inclusion on the Official Statement of the audited financial statements of the Issuer, and the report thereon, for the Issuer's fiscal year ended September 30, 2011.

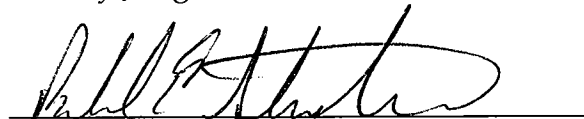
[EXECUTION PAGE FOLLOWS]

EXECUTED this 1st day of May, 2012, the date of payment for and delivery of the Bonds.

FORT BEND COUNTY, TEXAS

A handwritten signature in cursive script, appearing to read "James Helms", written over a horizontal line.

County Judge

A handwritten signature in cursive script, appearing to read "Paul A. Hester", written over a horizontal line.

County Auditor