

CLOSING CERTIFICATE

THE STATE OF TEXAS §
 §
COUNTY OF FORT BEND §

I, the undersigned, President of Fort Bend County, Texas (the "Issuer"), acting in our official capacity as such, hereby certify with respect to the \$52,220,000 Unlimited Tax Road and Refunding Bonds, Series 2015A and the \$93,370,000 Limited Tax Refunding Bonds, Series 2015B (collectively 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 May 13, 2015 (the "Closing") and each of the representations and warranties of the Issuer contained in the Bond Purchase Agreement ("Agreement") is true and correct at and as of the Closing, with the same effect as if made on the date of Closing;

(ii) the Issuer has authorized, by all necessary action, the execution and delivery or receipt and due performance of the Bonds, the Issuer Documents, 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 described in this Agreement and the Official Statement, and the Governing Body of the Issuer has authorized, by all necessary action, the adoption of the Orders;

(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 Governing Body of the Issuer 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 levy assessment or collection of taxes of the Issuer sufficient to pay the principal of and interest on the Bonds pursuant to the Orders, or in any way affecting or contesting any authority for or the validity or enforceability of the Bonds or the Issuer Documents 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 Orders by the Governing Body of the Issuer and the execution and delivery of the Bonds, the Issuer Documents and the Official Statement, 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 a party or is otherwise subject;

(v) the Orders have not been amended, modified or repealed and are in full force and effect;

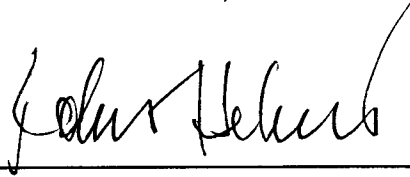
(vi) the information set forth in the Official Statement is true and correct in all material respects and does not contain any untrue statement of a material fact or omit to state any material fact necessary to make the statements therein, in light of the circumstances under which they were made, not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

(vii) to the best my 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, in light of the circumstances under which they were made, not misleading in any material respect.

[EXECUTION PAGE FOLLOWS]

EXECUTED this 13th day of May, 2015, the date of payment for and delivery of the Bonds.

FORT BEND COUNTY, TEXAS

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

County Judge