

## GENERAL CERTIFICATE OF FORT BEND COUNTY

I, the undersigned, County Clerk of Fort Bend County, Texas (the "County"), make this certification for the benefit of the Attorney General of Texas and all other persons interested in the issuance by the Fort Bend Flood Control Water Supply Corporation (the "Issuer") of its \$9,675,000 Revenue Bonds, Series 2010 (the "Bonds"). I hereby certify that:

1. As of September 8, 2010, the following named persons have constituted the duly elected and qualified officers holding the office indicated:

<u>Name</u>	<u>Office</u>
Robert Hebert	County Judge
Richard Morrison	Comm., Prec. #1
Grady Prestage	Comm., Prec. #2
Andy Meyer	Comm., Prec. #3
James Patterson	Comm., Prec. #4

3. The Issuer was duly created by the Commissioners Court of Fort Bend County (the "Governing Body" of the County and the Fort Bend County Drainage District (the "District")) and authorized to act on behalf of the County and the District and the Articles of Incorporation and the Bylaws of the Issuer in effect on this date have not been amended since they were approved by the Commissioners Court of Fort Bend County on February 23, 1987.

4. As of September 8, 2010, and at all times since such date, (i) the following named persons have been duly appointed by the Governing Body as members of the Board of Directors of the Issuer and (ii) as indicated below, certain of the directors have been the duly appointed, qualified and acting officers of the Issuer for the offices set forth opposite their names:

<u>Directors</u>	<u>Office</u>
Don L. Russell	President
James D. Condrey	Vice President
A. J. Colbert	Asst. Vice President
Mike Stone	Secretary/Treasurer
Leonard Gurecky	Assistant Secretary

5. Attached hereto as Exhibit A is a true and correct copy of the resolution of the Governing Body, dated September 14, 2010, specifically approving the issuance of

the Bonds and the documents relating thereto in the amount and for the purpose set forth therein and such resolution has not been amended, annulled, rescinded or revoked and remains in full force and effect on the date hereof.

6. The resolution of the Governing Body, dated February 23, 1987, authorizing the creation of the Issuer has not been amended, annulled, rescinded or revoked and remains in full force and effect on the date hereof.

7. No litigation is pending or, to the best of my knowledge after reasonable investigation, threatened against the Governing Body or the District:

(i) to restrain or enjoin the issuance or delivery of the Bonds; or

(ii) in any way contesting (a) the right and power of the Governing Body or the District in connection with any action taken by it towards the creation of the Issuer or the issuance of the Bonds or (b) the titles of the current County Commissioners or officers of the Fort Bend County Commissioners Court to their respective offices.

8. The Governing Body of the County certifies that it has approved the issuance and delivery of the Bonds and that the County is not currently in default of in any material respect under the Agreement (as defined in the Resolution), as supplemented.

**[Execution Page Follows]**

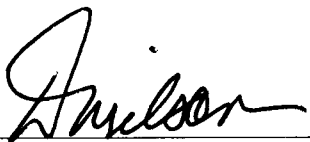
WITNESS MY HAND AND THE OFFICIAL SEAL OF FORT BEND COUNTY,  
TEXAS this 14 day of September, 2010.

FORT BEND COUNTY



Robert Hebert, County Judge

ATTEST



Dianne Wilson  
County Clerk, Fort Bend County

(SEAL)