


ISSUER'S CLOSING CERTIFICATE

In accordance with Sections [6(j)(7)] of the Purchase Agreement (the "Agreement") entered into by the Underwriters referred to therein and Fort Bend County, Texas (the "Issuer") in connection with the sale of the Issuer's Permanent Improvement Bonds, Series 2020 (the "Bonds") and Certificates of Obligation, Series 2020A (the "Obligations") and with all initially capitalized terms having the meaning ascribed to them in such Agreement, I, the undersigned, acting solely in my official capacity, hereby certify, as follows:

- (i) the representations and warranties of the Issuer contained herein are true and correct in all material respects on and as of the date of Closing as if made on the date of Closing;
- (ii) except as may otherwise be disclosed in the Official Statement, no litigation or proceeding against the Issuer is pending or, to the best of my knowledge, threatened in any court or administrative body nor is there a basis for litigation which would (a) contest the right of the commissioners, officers or officials of the Issuer to hold and exercise their respective positions, (b) contest the due organization and valid existence of the Issuer, (c) contest the validity, due authorization and execution of the Obligations or the Issuer Documents, (d) prohibit, restrain or enjoin the sale, issuance or delivery of the Obligations or the levy and collection of taxes pledged to the payment of principal of and interest on the Obligations pursuant to the Orders, or (e) attempt to limit, enjoin or otherwise prevent the Issuer from functioning and collecting taxes or any other income or levying and collecting the taxes pledged or to be pledged to pay the principal of and interest on the Obligations, or the pledge thereof;
- (iii) all official actions of the Issuer relating to the Official Statement, the Obligations and the Issuer Documents have been duly taken by the Issuer, are in full force and effect and have not been modified, amended, supplemented or repealed;
- (iv) to the best of 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 purpose 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 the light of the circumstances under which they were made, not misleading in any material respect as of the time of Closing, and the information contained in the Official Statement is correct in all material respects and, as of the date of the Official Statement did not, and as of the date of Closing, does not, contain any untrue statement of a material fact or omit to state a material fact required to be stated therein or necessary to make the statements made therein, in the light of the circumstances under which they were made, not misleading; and
- (v) there has not been any material adverse change in the financial condition of the Issuer since [September 30, 2019], the latest date as of which audited financial information is available.

EXECUTED ON BEHALF OF THE COUNTY as of December ____, 2020.

FORT BEND COUNTY, TEXAS



KP George, County Judge
Drainage District, Chairman