

**LETTER OF INSTRUCTIONS REGARDING DISPOSITION OF  
PROCEEDS, AUTHENTICATION AND DELIVERY OF THE BONDS, AND  
INVESTMENT OF FUNDS**

May 29, 2024

Zions Bancorporation, National Association,  
Amegy Bank Division, as Trustee  
Attn: Corporate Trust Department  
1801 Main Street, Suite 460  
Houston, Texas 77002  
Email: jeffrey.dunbar@amegybank.com

Bill Rickert  
County Treasurer  
Fort Bend County, Texas

Robert "Ed" Sturdivant  
County Auditor  
Fort Bend County, Texas

Re: \$123,775,000 Fort Bend County, Texas, Senior Lien Toll Road Revenue and  
Refunding Bonds, Series 2024 ("Series 2024 Bonds")

Ladies and Gentlemen:

The Series 2024 Bonds are now in the process of issuance pursuant to an order of the Commissioners Court of Fort Bend County, Texas, dated April 9, 2024, a Senior Lien Toll Road Revenue Bond Trust Indenture, dated as of May 15, 2012, and a Fifth Supplemental Senior Lien Toll Road Revenue Bond and Refunding Trust Indenture, dated as of May 15, 2024, each between the County and Zions Bancorporation, National Association (as successor to Wells Fargo Bank, National Association), as Trustee (the "Trustee") (collectively, the "Indenture"). In accordance with the Indenture, you are hereby:

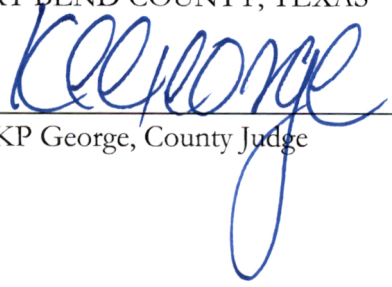
1. notified that, (a) prior to the issuance of the Series 2024 Bonds, the Debt Service Reserve Fund Requirement was \$11,281,400.00, which requirement was satisfied with a Debt Service Reserve Fund Surety Policy and cash deposits, (b) the Debt Service Reserve Fund Requirement relating to the Series 2024 Bonds is \$6,410,993.76, and (c) therefore, upon the issuance of the Series 2024 Bonds, the aggregate Debt Service Reserve Fund Requirement will be equal to \$17,692,393.76;
2. notified that, the County shall provide a Debt Service Reserve Fund Surety Policy issued by Assured Guaranty Municipal Corp. in the amount of \$6,410,993.76, pursuant to Section 5.08(4) of the Indenture, which policy satisfies the requirements set forth in the definition of "Debt Service Reserve Fund Requirement" in the Indenture, with respect to the Series 2024 Bonds, and which policy amount, together with funds currently on deposit in the Debt Service Reserve Fund Participant Account, shall be equal to or exceed the aggregate Debt Service Reserve Fund Requirement set forth in paragraph 1(c) above;
3. requested and authorized to authenticate the Series 2024 Bonds;
4. requested and authorized to deliver the Series 2024 Bonds to the order of Mesirow Financial, Inc., as representative of the syndicate of Underwriters, the purchasers thereof, when notified by the County, on the day of closing, that it has received payment for the Series 2024 Bonds;
5. requested and authorized to deposit the proceeds of the Series 2024 Bonds (as to the accounts

held by the Trustee) as set forth in the closing memorandum of the Co-Financial Advisors and attached hereto as **Exhibit A** (the "Closing Memo") and apply the proceeds of the Series 2021 Bonds in accordance with the terms of the Indenture; and

6. requested and authorized, upon the completion of the issuance, sale, and delivery of the Series 2024 Bonds, to invest such amounts as provided in the Indenture.

[Signature Page Follows]

FORT BEND COUNTY, TEXAS

By:  \_\_\_\_\_

KP George, County Judge

**EXHIBIT A**