

GENERAL, SIGNATURE IDENTIFICATION AND NO-LITIGATION CERTIFICATE

STATE OF TEXAS §
COUNTY OF FORT BEND §

We, the undersigned County Judge and County Clerk of Fort Bend County, Texas (the "County"), do hereby certify the following information:

make and execute this certificate for the benefit of the Attorney General of the State of Texas and all other persons interested in the FORT BEND COUNTY, TEXAS SENIOR LIEN TOLL ROAD REVENUE REFUNDING BONDS, SERIES 2024A (the "Bonds"), dated _____, 2024. Capitalized terms used herein and not otherwise defined have the meaning given to such terms in the Order adopted by the Commissioner's Court of the County on November 12, 2024 (the "Order"), relating to the issuance of the Bonds. We hereby certify the following, to-wit:

I. General

1.1 This certificate relates to the issuance, sale and delivery of the _____ Fort Bend County, Texas Toll Road Revenue Refunding Bonds, Series 2024A, dated _____ (the "Bonds"). Unless otherwise designated, all capitalized terms used herein shall have the meanings assigned to such terms in (i) the Bond Order and the Pricing Certificate (together, the "Order") and a Sixth Supplemental Trust Indenture (the "Sixth Supplemental Trust Indenture" and together with the Order, the "Authorizing Documents") authorizing the issuance of the Bonds

1.2 The County is acting under the Constitution and laws of the State of Texas in the issuance of the Bonds, particularly Chapter 284 of the Texas Transportation Code, as amended, and Chapters 1201, 1207 and 1371 of the Texas Government Code, as amended.

1.3 As of all dates on which the Commissioners Court of the County has considered or taken action with respect to the Bonds, the following persons constituted the Commissioners Court of the County and the County Clerk, being the persons duly elected by the electors of the County:

KP George	President
Vincent Morales, Jr.	Commissioner, Precinct 1
Grady Prestage	Commissioner, Precinct 2
Andy Meyers	Commissioner, Precinct 3
Dexter L. McCoy	Commissioner, Precinct 4

1.4 The following persons constituted the qualified officers holding the offices indicated:

Robert E. Sturdivant	County Auditor
Bill Rickert	County Treasurer
Bridgette Smith-Lawson	County Attorney

1.5 The Bonds are to be issued and delivered pursuant to a Senior Lien Toll Road Revenue Bond Trust Indenture dated as of May 15, 2012 (the "Indenture"), between the County and Wells Fargo Bank, N.A., as trustee (the "Prior Trustee"), which has been supplemented by a Second Supplemental Senior Lien Toll Road Revenue Bond Trust Indenture dated as of December 1, 2014 (the "Second Supplemental Indenture"), between the County and the Prior Trustee, a Third Supplemental Senior Lien Toll Road Revenue Bond Trust Indenture dated as of February 1, 2016 (the "Third Supplemental Indenture"), between the County and the Prior Trustee, a Fourth Supplemental Senior Lien Toll Road Revenue Bond Trust Indenture dated as of July 1, 2021 (the "Fourth Supplemental Indenture") between the County and Prior Trustee, a Fifth Supplemental Senior Lien Toll Road Revenue Refunding Bond Trust Indenture dated as of May 15, 2024 (the "Fifth Supplemental Indenture"), and a Sixth Supplemental Senior Lien Toll Road Revenue Refunding Bond Trust Indenture dated as of November 12, 2024 (the "Sixth Supplemental Indenture") between the County and the Current Trustee, providing for the issuance of the Bonds. The Indenture, the Second Supplemental Indenture, the Third Supplemental Indenture, the Fourth Supplemental Indenture, the Fifth Supplemental Indenture, and the Sixth Supplemental Indenture are collectively referred to herein as the "Senior Lien Indenture."

1.6 The County has full legal right, power, and authority to (i) adopt the Order and enter into the Sixth Supplemental Indenture, (ii) to issue, sell, and deliver the Bonds as provided in the Bond Purchase Agreement dated as of _____, 2024 (the "Bond Purchase Agreement"), between the County and _____, acting on behalf of itself and the other Underwriters named therein; and (iii) to enter into the Bond Purchase Agreement and carry out and consummate the transactions contemplated by each of the aforesaid documents; further, the County has complied in all material respects with the terms of applicable law and with the obligations on its part in connection with the issuance of the Bonds contained in the Order, the Senior Lien Indenture, the Bonds, and the Bond Purchase Agreement.

1.7 The County has full legal right, power, and authority to (i) adopt the Order and enter into the Sixth Supplemental Indenture, (ii) to issue, sell, and deliver the Bonds as provided in the Bond Purchase Agreement dated as of _____, 2024 (the "Bond Purchase Agreement"), between the County and _____, acting on behalf of itself and the other Underwriters named therein; and (iii) to enter into the Bond Purchase Agreement and carry out and consummate the transactions contemplated by each of the aforesaid documents; further, the County has complied in all material respects with the terms of applicable law and with the obligations on its part in connection with the issuance of the Bonds contained in the Order, the Senior Lien Indenture, the Bonds, and the Bond Purchase Agreement.

1.8 The County has duly authorized the execution and delivery of the Fifth Supplemental Indenture and the Bond Purchase Agreement and the performance of its obligations thereunder do not and will not conflict with or constitute a breach of or a default under the terms and provisions of any agreement or commitment to which the County is presently a party or by which the County is presently bound.

1.9 The maximum maturity permitted for the Bonds is 25 years. The Bonds mature in less than 25 years from their date of issuance.

1.10 A true and correct statement of the _____ with respect to _____ of the County's _____ is set forth in the table entitled, "Table 4 – Historical Toll Road Operating Results and Coverages" of the County's Official Statement, such table being incorporated herein by reference.

1.11 A true and correct statement of the combined debt service of the County with respect to all of the County's outstanding _____ obligations, including the Bonds, is set forth in the table entitled, "Table 5 - _____" of the County's Official Statement, such table being incorporated herein by reference.

1.12 The most recent three-year revenue history of the Fort Bend County Toll Road Authority is as follows:

2023: \$36,298,762

2022: \$23,886,132

2021: 16,557,468

1.13 Pursuant to Section 3.02.1(5) of the Indenture, after giving effect to the issuance of the Bonds, no Event of Default (as defined in the Indenture) will exist under the Indenture.

1.14 All necessary and required disclosure filings and acknowledgments required by Section 2252.908, Texas Government Code, and the rules of the Texas Ethics Commission related to said provision, have been made.

II. Signature Identification and No-Litigation

2.1 No litigation of any nature is now pending or to our knowledge threatened, either in the State or Federal courts contesting or attacking the Bonds or restraining or enjoining their issuance, execution or delivery, or restraining or enjoining the levy and/or collection and/or pledge of the funds from which the Bonds are payable, or in any manner questioning the authority or proceedings for the issuance, execution or delivery of the Bonds, or affecting the title of the present officials, or the boundaries of the County, and that no proceedings or authority for the issuance, execution or delivery of the Bonds have been repealed, rescinded or revoked.

2.2 All necessary and required disclosure filings and acknowledgments required by Section 2252.908, Texas Government Code, and the rules of the Texas Ethics Commission related to said provision, have been made.

2.3 We officially executed and signed the Bonds, including the Initial Bond delivered to the underwriters of the Bonds, by manual signature or by causing facsimiles of our manual signatures to be imprinted, lithographed or otherwise reproduced on each of the Bonds, and we hereby adopt said facsimile signatures as our own, respectively, and declare that said facsimile signatures constitute our signatures the same as if we had manually signed each of the Bonds; at the time we so executed and signed the Bonds we were, and at the time of executing this certificate we are, the duly chosen, qualified, and acting officers indicated therein and authorized to execute the same; and we have caused the official seal of the Commissioners Court of the County to be impressed, printed, lithographed or otherwise reproduced on each of the Bonds, and said seal on the Bonds has been duly adopted as, and is hereby declared to be, the official seal of the County.

2.4 The Bonds, including the Initial Bond, are substantially in the form, and have been duly executed and signed in the manner prescribed in the Authorizing Documents.

2.5 Pursuant to Section 3.02.1(5) of the Indenture, after giving effect to the issuance of the Bonds, no Event of Default (as defined in the Indenture) will exist under the Indenture.


2.6 All necessary and required disclosure filings and acknowledgments required by Section 2252.908, Texas Government Code, and the rules of the Texas Ethics Commission related to said provision, have been made.

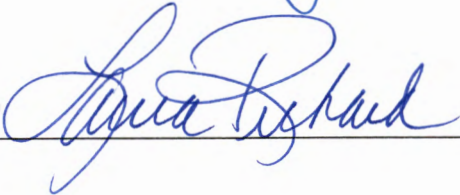
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EXECUTED AS OF _____.

Manual Signatures

Official Titles





KP George
County Judge
Fort Bend County, Texas

Laura Richard
County Clerk and Ex Officio Clerk
of the Commissioners Court
Fort Bend County, Texas

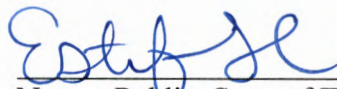


Signature Page to General, Signature Identification and No-Litigation Certificate

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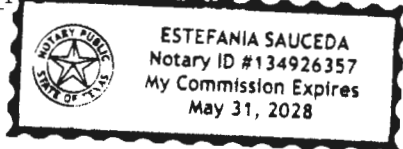
Before me, on this day personally appeared KP George, County Judge of Fort Bend County, Texas, known to me to be the person whose name was subscribed to the foregoing instrument in my presence.

Given under my hand and seal of office this November 12, 2024.



Notary Public, State of Texas

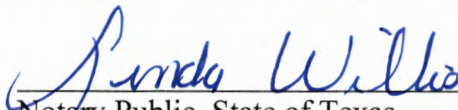
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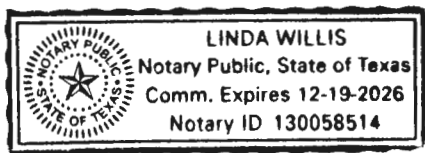
Before me, on this day personally appeared Laura Richard, County Clerk and Ex Officio Clerk of the Commissioners Court of Fort Bend County, Texas, known to me to be the person whose name was subscribed to the foregoing instrument in my presence.

Given under my hand and seal of office this November 14, 2024.



Notary Public, State of Texas

[NOTARY SEAL]



Notary Page to General, Signature Identification and No-Litigation Certificate