

Independent Registered Municipal Advisor Certificate

The City of Woodway
William Klump
Finance Director
922 Estates Drive
Woodway, Texas 76712

To Whom It May Concern:

The City of Woodway (the “City”) intends that the receipt of this document by market participants may be used for purposes of complying with the independent registered municipal advisor exemption to the SEC Municipal Advisor Rule. The City makes no representation as to whether the underwriter is in compliance with the SEC Municipal Advisor Rule by receipt of this document.

**Independent Registered Municipal Advisor Certificate
Effective September 22, 2014**

The City has retained an independent registered municipal advisor. The City is represented by and will rely on its municipal advisor, FirstSouthwest, to provide advice on proposals from financial services firms concerning the issuance of municipal securities. The FirstSouthwest individual with primary responsibility for advising the City on such matters is Jason Hughes. His contact information is located below.

This certificate may be relied upon until September 22, 2015, or as otherwise withdrawn or extended by the City.

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