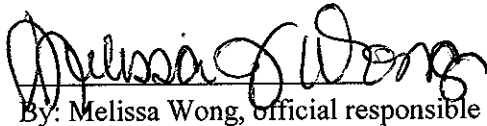


FORM OF INDEPENDENT REGISTERED MUNICIPAL ADVISOR REPRESENTATION LETTER

July 7, 2014

By publicly posting the following written disclosure, Nederland Independent School District intends that market participants receive and use it for purposes of the independent registered municipal advisor exemption to the SEC municipal advisor rule.

Nederland Independent School District (We or Us) has retained RBC Capital Markets, LLC as its municipal advisor. We are represented by and will rely on our municipal advisor to provide advice concerning the issuance of municipal securities, investment of bond proceeds and escrow investments. The personnel of our municipal advisor, who will advise us on such matters, have not been associated with another investment banking firm within the two years preceding this certificate. This certificate may be relied upon until withdrawn. Proposals, if any, may be addressed to us at 220 17th Street, Nederland TX, 77627 and to our municipal advisor at 1001 Fannin, Suite 1200, Houston, Texas 77002.

A handwritten signature in black ink, appearing to read "Melissa Wong", is written over a horizontal line.

By: Melissa Wong, official responsible for municipal finance