

GENERAL CERTIFICATE
OF FORT BEND COUNTY, TEXAS

THE STATE OF TEXAS §
COUNTY OF FORT BEND §

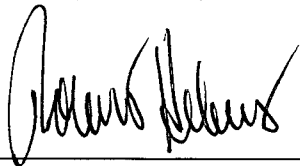
I, the undersigned, official of FORT BEND COUNTY, TEXAS (the "County") hereby make and execute this certificate for the benefit of all persons interested in the \$155,085,000 Limited Contract Tax and Subordinate Lien Toll Road Revenue Bonds, Series 2012 (the "Bonds") dated August 1, 2012, now in the process of issuance by the Fort Bend Grand Parkway Toll Road Authority Fort Bend Grand Parkway Toll Road Authority (the "Authority"). I certify that:

1. The following named persons are the duly selected, or appointed, qualified and acting officers of the County:

- | | |
|------------------|---------------------------|
| Robert Hebert | County Judge |
| Richard Morrison | Commissioner - Precinct 1 |
| Grady Prestage | Commissioner - Precinct 2 |
| Andy Meyers | Commissioner - Precinct 3 |
| James Patterson | Commissioner - Precinct 4 |
| Ed Sturdivant | County Auditor |
| Jeff Council | County Treasurer |
| Roy Cordes, Jr. | County Attorney |

2. The County is duly created, organized and existing as a body politic and corporate and political subdivision of the State of Texas under the Constitution and laws of the State of Texas (the "State"). The County is authorized (i) enter into the Joint Project Agreement; (ii) to pay the costs of issuance related thereto, and (iii) to secure the Bonds in the manner contemplated by the Order.

WITNESS OUR HANDS AND THE OFFICIAL SEAL OF FORT BEND COUNTY, TEXAS, this 24th day of July, 2012.

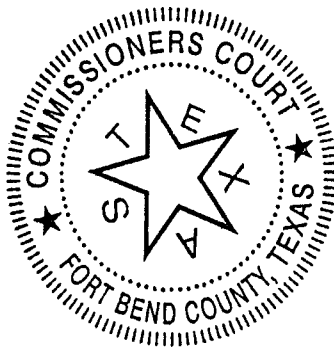


County Judge
Fort Bend County, Texas



County Clerk
Fort Bend County, Texas

(CITY SEAL)



CLOSING CERTIFICATE

**FORT BEND GRAND PARKWAY TOLL ROAD AUTHORITY
LIMITED CONTRACT TAX AND SUBORDINATE LIEN
TOLL ROAD REVENUE BONDS
SERIES 2012**

THE STATE OF TEXAS §

COUNTY OF FORT BEND §

I, the undersigned, County Judge, acting solely in my official capacity, hereby certify, as follows with respect to the Issuer's Limited Contract Tax and Subordinate Lien Toll Road Revenue Bonds, Series 2012 (the "Bonds"), as follows:

(1) The representations and warranties of the Issuer contained in the Bond Purchase Agreement or in any certificate or document delivered by the Issuer pursuant to the provisions hereof are true and correct in all material respects on and as of the date of Closing as if made on the date of Closing;

(2) No litigation or proceeding or tax challenge against the County is pending or, to my knowledge, threatened in any court or administrative body nor is there a basis for litigation which would (a) contest the right of the officials of the County to hold and exercise their respective positions, (b) contest the due organization and valid existence of the County, (c) contest the validity, due authorization and execution of the Bonds or the Issuer Documents or (d) attempt to limit, enjoin or otherwise restrict or prevent the County from functioning and collecting taxes and revenues and other income or levying and collecting the taxes and revenues pledged or to be pledged to pay the principal of and interest on the Bonds, or the pledge thereof;

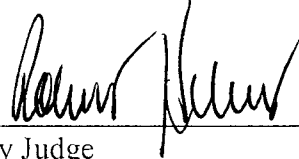
(3) The official actions of the County authorizing the execution, delivery and/or performance of the Official Statement, the Bonds and Issuer Documents have been duly adopted by the County, are in full force and effect and have not been modified, amended or repealed;

(4) To the best of my knowledge, no event affecting the County 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 light of the circumstances under which made, not misleading in any 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 the 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 light of the circumstances under which they were made, not misleading; and

(5) There has not been any materially adverse change in the financial condition of the County since August 31, 2011, the latest date as of which audited financial information is available.

EXECUTED as of this July 24, 2012.

FORT BEND COUNTY, TEXAS

A handwritten signature in black ink, appearing to read "Robert Helms", written over a horizontal line.

County Judge