

**CLOSING CERTIFICATE**

THE STATE OF TEXAS                   §  
   §  
 COUNTY OF FORT BEND               §

We, the undersigned, County Judge and County Auditor, respectively, of the County of Fort Bend, Texas ("County"), acting in our official capacity as such, hereby certify with respect to the County in relation to its participation in the Fort Bend Grand Parkway Toll Road Authority \$34,390,000 Limited Contract Tax and Subordinate Lien Toll Road Revenue Bonds, Series 2021 ("Bonds"), as follows (capitalized terms used in this Certificate and not otherwise defined shall have the meaning given to such terms in the Bond Purchase Agreement dated as of June 24, 2021, between the Fort Bend Grand Parkway Toll Road Authority and RBC Capital Markets, LLC, acting on behalf of itself and the underwriters named therein):

(i) except to the extent disclosed in the Official Statement, no litigation, action, suit or proceeding or tax challenge against it is pending or, to such person's 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 other income or levying and collecting the taxes committed to pay the principal of and interest on the Bonds, or the pledge thereof;

(ii) 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Documents have been duly adopted by the County, are in full force and effect and have not been modified, amended or repealed;

(iii) to such person's 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

(iv) there has not been any materially adverse change in the financial condition of the County since September 30, 2020, the latest date as of which audited financial information is available.

[EXECUTION PAGE FOLLOWS]

EXECUTED this 20<sup>th</sup> day of July, 2021, the date of payment for and delivery of the Bonds.

FORT BEND COUNTY, TEXAS

A handwritten signature in blue ink, appearing to read "K. George", written over a horizontal line.

County Judge

A handwritten signature in blue ink, appearing to read "Robert E. Sturman", written over a horizontal line.

County Auditor