

## CLOSING CERTIFICATE

THE STATE OF TEXAS                   §  
   §  
 COUNTY OF FORT BEND               §

We, the undersigned, Assistant Vice Chairman and Assistant Secretary, respectively, of Fort Bend Grand Parkway Toll Road Authority (the “Issuer”), acting in our official capacity as such, hereby certify with respect to the Authority’s \$34,390,000 Limited Contract Tax and Subordinate Lien Toll Road Revenue Bonds, Series 2021 (the “Bonds”), as follows:

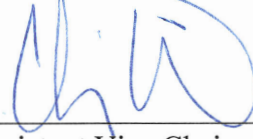
- (i) the representations and warranties of the Issuer contained herein or in any certificate or document delivered by the Issuer pursuant to the provisions hereof are true and correct in all material respects on and as of the date of Closing as if made on the date of Closing, July 20, 2021;
- (ii) except to the extent disclosed in the Official Statement, no litigation, action, suit or proceeding or tax challenge against it is pending or, to our 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 Issuer to hold and exercise our respective positions, (b) contest the due organization and valid existence of the Issuer, (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 Issuer 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;
- (iii) the official actions of the Issuer authorizing the execution, delivery and/or performance of the Official Statement, the Bonds and Issuer Documents have been duly adopted by the Issuer, are in full force and effect and have not been modified, amended or repealed;
- (iv) to such person’s knowledge, no event affecting the Issuer 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;


- (v) there has not been any materially adverse change in the financial condition of the Issuer since September 30, 2020, the latest date as of which audited financial information is available; and
- (vi) after giving effect to the issuance of the Bonds, an Event of Default (as defined in the Limited Contract Tax and Subordinate Lien Toll Road Revenue Bond Trust Indenture) will not exist under such Trust Indenture.

[EXECUTION PAGES FOLLOW]

EXECUTED this \_\_\_\_ day of July 2021, the date of payment for and delivery of the Bonds.

FORT BEND GRAND PARKWAY TOLL  
ROAD AUTHORITY

  
\_\_\_\_\_  
Assistant Vice Chairman

  
\_\_\_\_\_  
Assistant Secretary

WITNESS OUR HANDS AND THE OFFICIAL SEAL OF FORT BEND COUNTY, TEXAS this  
20 day of July, 2021, the date of payment for and delivery of the Bonds.

*K. George*

County Judge  
Fort Bend County

*Luna Richard*

County Clerk  
Fort Bend County

