

CLOSING CERTIFICATE


THE STATE OF TEXAS §
 §
 COUNTY OF FORT BEND §

This certificate is given pursuant to the Bond Purchase Agreement dated November 4, 2021 (the "Bond Purchase Agreement") between the Fort Bend Grand Parkway Toll Road Authority and the Underwriters named therein. We, the undersigned, County Judge and County Auditor, respectively, of Fort Bend County, Texas (the "County"), acting in our official capacity as such, hereby certify with respect to the Authority's \$138,795,000 Limited Contract Tax and Subordinate Lien Toll Road Revenue Refunding Bonds, Series 2021A (the "Bonds"), as follows:


- (i) except to the extent disclosed in the Official Statement (as defined in the Bond Purchase Agreement), 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 Authority Documents (as defined in the Bond Purchase Agreement) 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 Authority Documents have been duly adopted by the County, are in full force and effect and have not been modified, amended or repealed;
- (iii) to each of our 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 (as defined in the Bond Purchase Agreement), 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 PAGES FOLLOW]

WITNESS OUR HANDS AND THE OFFICIAL SEAL OF FORT BEND COUNTY, TEXAS,
this 2nd day of December 2021, the date of payment for and delivery of the Bonds.



County Judge
Fort Bend County, Texas



County Auditor
Fort Bend County, Texas