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ANTHONY LYONS

April 3, 2014

Loop Capital Markets LLC
440 Louisiana, Suite 900
Houston, Texas 77002

Mesirow Financial, Inc.
12 Greenway Plaza, Suite 1100
Houston, Texas 77046

Re: Fort Bend County, Texas, Unlimited Tax Road Refunding Bonds, Series 2014 (the
"Bonds")

Ladies and Gentlemen:

We have acted as counsel to you, as the Underwriters, in connection with the purchase by you on this date of the captioned Bonds issued by Fort Bend County, Texas (the "Issuer"). As your counsel, we have reviewed a transcript of certain proceedings relating to the issuance of the Bonds, including the Bond Order adopted on March 4, 2014 by the Commissioners Court of the Issuer, which Bonds you are purchasing pursuant to the Purchase Agreement between the Issuer and you, dated as of March 4, 2014 (the "Purchase Agreement"), the Preliminary Official Statement of the Issuer dated February 25, 2014, the Official Statement of the Issuer dated March 4, 2014 (the "Official Statement"), and the opinions of the Attorney General of the State of Texas and Bond Counsel. This opinion and comments are being furnished to you pursuant to Section 6 of the Purchase Agreement. Unless otherwise expressly provided herein, capitalized terms used herein shall have the meanings ascribed thereto in the Purchase Agreement.

Based on the foregoing and in reliance on the matters described below, we are of the opinion that:

- (1) the Bonds are exempt securities under the 1933 Act and the Trust Indenture Act and it is not necessary, in connection with the offering and sale of the Bonds, to register the Bonds under the 1933 Act and the Bond Order need not be qualified under the Trust Indenture Act; and
- (2) based upon our participation in the preparation of the Official Statement as counsel for the Underwriters and our participation at conferences at which the Official Statement was discussed, but without having undertaken to determine independently the accuracy, completeness or fairness of the statements contained in the Official Statement, such counsel has no reason to believe that the Official Statement contains any untrue statement of a material fact or omits to state a material fact necessary to make the statements therein, in light of the circumstances under which they were made, not misleading (except for any financial, forecast, technical and statistical statements and data included in the Official Statement and the information regarding DTC and its book-entry system, in each case as to which no view need be expressed).

Assuming the enforceability of the Bond Order, you may reasonably determine that the continuing disclosure undertaking contained in the Bond Order satisfies the requirements of paragraph (b)(5)(i) of Rule 15c2-12 of the United States Securities and Exchange Commission.

Furthermore, we express no opinion and make no comment with respect to the tax-exempt status of or the sufficiency of the security for or the marketability of the Bonds.

This opinion may be relied upon only by the addressees hereof. This opinion may not be relied upon by or furnished to any other person without our prior written consent.

Respectfully submitted,

WEST & Associates LLP