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May 13, 2015

CITIGROUP GLOBAL MARKETS, INC.
LOOP CAPITAL MARKETS LLC
BOSC, INC.
ESTRADA HINOJOSA & COMPANY, INC.
STIFEL, NICOLAUS & COMPANY, INCORPORATED
c/o Citigroup Global Markets, Inc.
100 Citibank Dr., Bldg. 2
San Antonio, TX 78245

Re: \$52,220,000 Fort Bend County, Texas Unlimited Tax Road and Refunding Bonds, Series 2015A (the “**Series 2015A Bonds**”), and \$93,370,000 Fort Bend County, Texas Limited Tax Refunding Bonds, Series 2015B (the “**Series 2015B Bonds**” and, together with the Series 2015A Bonds, the “**Bonds**”)

Ladies and Gentlemen:

We have served as counsel to you, as the Underwriters, in your purchase of the Bonds issued by Fort Bend County, Texas (the “**Issuer**”). Capitalized terms used herein shall, unless otherwise defined herein, have the respective meanings set forth in the Bond Purchase Agreement dated April 14, 2015 (the “**Agreement**”).

For the purposes of rendering the opinion set forth herein, we have reviewed:

- (1) the orders adopted by the Commissioners Court of the Issuer on April 14, 2015 authorizing the issuance of the Series 2015A Bonds (the “**Series 2015A Order**”) and the Series 2015B Bonds (the “**Series 2015B Order**”) and, together with the Series 2015A Order, the “**Orders**”);
- (2) the Preliminary Official Statement for the Bonds, dated April 7, 2015 (the “**Preliminary Official Statement**”); and
- (3) the Official Statement for the Bonds, dated April 14, 2015 (the “**Official Statement**”).

In making such examinations, we have assumed, with your consent, (i) the genuineness of all signatures of the parties to the Agreement, (ii) the authenticity of all documents submitted

to us as originals, (iii) the conformity to original documents of all documents submitted to us as certified or photostatic copies thereof, (iv) the authenticity of the originals of the documents referred to in the immediately preceding clause (iii), (v) the due authorization, execution and delivery of the Orders by authorized officers of the Issuer, (vi) that the Issuer has full power, authority and legal right to enter into and perform its obligations under the Bonds and the Orders, (vii) that the Bonds and the Orders constitute the valid, binding and enforceable obligations of the Issuer and (viii) the correctness and accuracy of all the facts set forth in all certificates and reports identified in this opinion.

As to questions of fact material to such opinions, we have, with your consent, and without independent verification of their accuracy, relied to the extent we deem reasonably appropriate upon the representations and warranties of the Issuer made in the Agreement.

Our opinions set forth below are limited solely to the laws of the United States of America. We have not considered and express no opinion on the laws of any other jurisdiction.

We have assumed, with your consent and without independent verification, for the purpose of the opinions expressed herein that no mutual mistake, misunderstanding or fraud exists with respect to any of the matters relevant to such opinions. We have also assumed, with your consent, that the Issuer and its agents have acted in good faith and that consummation of the transactions contemplated by the Agreement has complied or will comply with any requirement of good faith, fair dealing and conscionability.

Based on the foregoing, and subject to the qualifications set forth above, we are of the opinion that based on (a) our review of the documents described above, (b) our discussions with Allen Boone Humphries Robinson LLP, as counsel to the Issuer in connection with the offering of the Bonds ("**Bond Counsel**") and with you, (c) our review of the documents, certificates, opinions and other instruments delivered at the closing of the sale of the Bonds on the date hereof and (d) such other matters as we deem relevant, the Bonds are exempt securities under the Securities Act of 1933, as amended (the "**1933 Act**"), and the Trust Indenture Act of 1939, as amended (the "**Trust Indenture Act**"), and it is not necessary, in connection with the offering and sale of the Bonds, to register any securities under the 1933 Act and the Orders are not required to be qualified under the Trust Indenture Act.

In addition, based upon our participation in the preparation of the Preliminary Official Statement and the Official Statement and our participation at conferences with representatives of the Issuer and its counsel, with representatives of its independent auditors and with representatives of the Underwriters at which the Preliminary Official Statement, the Official Statement and related matters were discussed, and although we have not independently verified the information in the Preliminary Official Statement or Official Statement and are not passing upon and do not assume any responsibility for the accuracy, completeness or fairness of the statements contained in the Preliminary Official Statement and Official Statement and any

amendment or supplement thereto, no facts have come to our attention that lead us to believe that the Preliminary Official Statement as of its date or the Official Statement as of its date and the date hereof, contained or contains any untrue statement of a material fact, or omitted or omits to state any material fact required to be stated therein or necessary to make the statements therein, in the light of the circumstances under which they were made, not misleading (other than (A) the financial statements and related schedules thereto, including the notes thereto and the independent registered public accounting firm's report thereon, (B) the other financial, forecast, technical, accounting and statistical data that is included or incorporated by reference therein, or omitted therefrom and (C) the information regarding The Depository Trust Company and its book-entry-only system, in each case as to which we do not express any view or belief).

The qualification as to whether matters have "come to our attention" means that, during the course of our representation described in this letter, no information has come to the attention of the specific attorneys of Haynes and Boone, LLP or Bates & Coleman, P.C. that were actively involved in the transaction evidenced by the Bonds and the Orders that would give such attorneys current actual knowledge of the existence of the facts so qualified. Except as set forth herein, we have not undertaken any investigation (including the review of any public records) to determine the existence of such facts, and no inference as to our knowledge thereof shall be drawn from the fact of our representation of any party or otherwise.

This opinion (i) has been furnished to you at your request, and we consider it to be a confidential communication that may not be furnished, reproduced, distributed or disclosed to anyone without our prior written consent; provided, that this clause (i) shall not be deemed to prohibit you from furnishing, reproducing, distributing or disclosing this opinion as required to establish proof of your due diligence in connection with a proceeding arising out of your participation as an Underwriter in the offering of the Bonds, (ii) is rendered solely in connection with the transactions contemplated by the Agreement, and may not be relied upon by any other person or for any other purpose without our prior written consent, (iii) is rendered as of the date hereof, and we undertake no, and hereby disclaim any kind of, obligation to advise you of any changes for any new developments that might affect any matters or opinions set forth herein and (iv) is limited to the matters stated herein, and no opinions may be inferred or implied beyond the matters expressly stated herein.

Very truly yours,

Haynes and Boone, LLP

Bates and Coleman, PC