



# ALLEN BOONE HUMPHRIES ROBINSON LLP

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CITIGROUP GLOBAL MARKETS, INC.  
(as Representative of the Underwriters  
named in the Bond Purchase Agreement)  
100 Citibank Dr., Bldg. 2  
San Antonio, Texas 78245

Re: \$52,220,000 Fort Bend County, Texas Tax Unlimited Tax Road and  
Refunding Bonds, Series 2015A; and

\$93,370,000 Fort Bend County, Texas Limited Tax Refunding  
Bonds, Series 2015B (collectively, the "*Bonds*")

Ladies and Gentlemen:

This opinion is being rendered pursuant to the Bond Purchase Agreement, dated April 14, 2015 (the "Bond Purchase Agreement"), between CITIGROUP GLOBAL MARKETS, INC., as Representative of the Underwriters named in the Bond Purchase Agreement (the Underwriters"), and Fort Bend County, Texas (the "County") relating to the issuance, sale, and delivery by the County to the Underwriters of the referenced bonds (collectively, the "*Bonds*"). Except as otherwise defined herein, the terms defined in the Bond Purchase Agreement are used in this opinion with the meanings assigned to them in the Bond Purchase Agreement.

We have acted as Bond Counsel to the County in connection with the issuance, sale, and delivery of the Bonds to the Underwriters. In our capacity as Bond Counsel, we have examined a transcript of certain materials and proceedings pertaining to the Bonds, including certain certified and original proceedings of the Commissioners Court of the County, and customary certificates, opinions, affidavits, and other documents executed by officers, agents, and representatives of the County and others. In our capacity as Bond Counsel, we have also attended meetings of the County and have participated in conferences from time to time with representatives of the County, the Financial Advisor to the County, the Underwriters, and Counsel to the Underwriters relative to the Preliminary Official Statement and the Official Statement.

In our examination, we have assumed the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents

submitted to us as certified or photostatic copies, and the authenticity of the originals of such latter documents.

Based upon the foregoing, we are of the opinion that, under applicable laws of the United States of America and the State of Texas in force and effect on the date hereof:

(i) the Bonds are exempted securities under the Securities Act of 1933, as amended (the "1933 Act"), and it is not necessary, in connection with the offering and sale of the Bonds, to register the Bonds under the 1933 Act or to qualify the Orders under the Trust Indenture Act of 1939, as amended (the "Trust Indenture Act"); and

(ii) the information relating to the Bonds and the Orders contained in the Official Statement appearing under the captions or subcaptions "PLAN OF FINANCING - Refunded Unlimited Tax Bonds," "PLAN OF FINANCING - Refunded Limited Tax Bonds," "THE BONDS" (except for information under the subsection captioned "Book-Entry-Only System"), "TAX INFORMATION - General Obligation Debt Limitation," "FINANCIAL INFORMATION - Financial Policies," "TAX MATTERS," "OTHER INFORMATION - Registration and Qualification of Bonds for Sale," "OTHER INFORMATION - Legal Investments and Eligibility to Secure Public Funds in Texas," "OTHER INFORMATION - Legal Matters" and "CONTINUING DISCLOSURE OF INFORMATION" fairly and accurately describe the provisions thereof and are correct as to matters of law.

Except as stated above in paragraph ii, we have not assumed responsibility with respect to the Official Statement or undertaken to verify the accuracy, completeness, or fairness of the statements contained therein.

In our capacity as Bond Counsel we have delivered on this date the approving opinions in substantially the form set forth in Appendix C of the Official Statement. The Underwriters may rely on such approving opinions as if they were addressed to them.

In rendering this opinion, we have not represented any of the Underwriters nor rendered any advice to the Underwriters in connection with the Bond Purchase Agreement or the transactions contemplated thereby, other than that set forth herein; and we call to your attention the fact that our legal opinions and conclusions are an expression of professional judgment and not a guarantee of result. This opinion may not be relied upon by any other person or by you in any other context, without our prior written consent. This opinion is not to be used, circulated, quoted, or otherwise referred to for any other purpose.

Yours very truly,

*Allen Boone Humphries Robinson LLP*