

May 13, 2015

County Judge and Commissioners Court
Fort Bend County, Texas
301 Jackson Street
Richmond, Texas 77469

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

\$93,370,000 Fort Bend County, Texas Limited Tax Refunding Bonds, Series 2015B

Ladies and Gentlemen:

We have served as disclosure counsel to you in connection with the captioned bonds (collectively, the "Bonds") issued by Fort Bend County, Texas (the "County"). In that connection, we have reviewed (1) the orders adopted by the County on April 14, 2015 (the "Orders"), authorizing the issuance of the Bonds and containing other matters related thereto, (2) the Preliminary Official Statement, dated April 7, 2015 (the "Preliminary Official Statement"), and (2) the Official Statement for the Bonds, dated April 14, 2015 (the "Official Statement").

Based on (1) our review of the documents described above, (2) our discussions with bond counsel and with you, (3) our review of the documents, bonds, opinions and other instruments delivered at the closing of the sale of the Bonds on the date hereof and (4) such other matters as we deem relevant, we are of the opinion that the offering and sale of the Bonds are not required to be registered under the Securities Act of 1933, as amended; and the Orders are not required to be qualified under the Trust Indenture Act of 1939, as amended.

In addition, based upon our participation in the preparation of the Preliminary Official Statement and the Official Statement, which does not include our independent inquiry or investigation into the accuracy, completeness or fairness of the statements contained therein, nothing has come to our attention to lead us to believe that the Preliminary Official Statement or the Official Statement (except for financial, forecast, technical and statistical statements and data therein, the information regarding The Depository Trust Company and its book-entry system, in each case as to which we are not called upon to comment), as of their dates or as of the date hereof, contained or contains any untrue statement of a material fact, or omitted or omits to state any material facts 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.

This opinion may be relied upon only by you.

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Very truly yours,

Andrew Keith C.G.P.