

February 9, 2016

WE HAVE REPRESENTED FORT BEND COUNTY, TEXAS (the "County"), as its bond counsel in connection with an issue of bonds (the "Series 2016 Bonds") described as follows:

FORT BEND COUNTY, TEXAS, SENIOR LIEN TOLL ROAD REVENUE BONDS, SERIES 2016, dated February 1, 2016.

The Series 2016 Bonds mature, bear interest, are subject to redemption prior to maturity and may be transferred and exchanged as set out in the Series 2016 Bonds and a Senior Lien Toll Road Revenue Bond Trust Indenture, dated as of May 15, 2012, between the County and Wells Fargo Bank, N.A., as trustee (the "Trustee"), and amendments and supplements thereto, including a Second Supplemental Senior Lien Toll Road Revenue Bond Trust Indenture dated as of December 1, 2014 and a Third Supplemental Senior Lien Toll Road Revenue Bond Trust Indenture dated as of February 1, 2016 (together, the "Indenture"), between the County and the Trustee.

THE SERIES 2016 BONDS ARE BEING ISSUED pursuant to an order adopted by the Commissioner's Court of the County on January 12, 2016 (the "Bond Order") and the Indenture. Capitalized terms not otherwise defined herein have the meanings assigned to such terms in the Indenture.

THE INDENTURE PERMITS the issuance or incurrence of additional Bonds, Parity Notes and other Parity Obligations, subject to the restrictions contained in the Indenture, secured by liens on the Trust Estate that are on a parity with the lien securing the Series 2016 Bonds and the Outstanding Bonds.

WE HAVE REPRESENTED the County as bond counsel for the sole purpose of rendering an opinion with respect to the legality and validity of the Series 2016 Bonds under the Constitution and laws of the State of Texas and with respect to the exclusion of interest on the Series 2016 Bonds from gross income for federal income tax purposes. We have not investigated or verified original proceedings, records, data or other material, but have relied solely upon the transcript of proceedings described in the following paragraph. We have not assumed any responsibility with respect to the financial condition or capability of the County or the disclosure thereof in connection with the sale of the Series 2016 Bonds. Our role in connection with the County's Official Statement prepared for use in connection with the sale of the Series 2016 Bonds has been limited as described therein.

IN OUR CAPACITY as bond counsel, we have participated in the preparation of and have examined a transcript of certain proceedings pertaining to the Series 2016 Bonds, on which we have

relied in giving our opinion. The transcript contains certain certified copies of certain proceedings of the County; customary certificates and other documents executed by officers, agents and representatives of the County, the Trustee and others; and other certified showings relating to the authorization and issuance of the Series 2016 Bonds. We have also examined such applicable provisions of the Internal Revenue Code of 1986, as amended (the "Code"), court decisions, Treasury Regulations and published rulings of the Internal Revenue Service (the "Service") as we have deemed relevant. We have also examined executed Series 2016 Bond No. IB-1.

BASED ON SUCH EXAMINATION, IT IS OUR OPINION that:

(1) The transcript of certified proceedings evidences complete legal authority for the issuance of the Series 2016 Bonds in full compliance with the Constitution and laws of the State of Texas presently in effect, and therefore, the Series 2016 Bonds constitute valid and legally binding special obligations of the County enforceable in accordance with the terms thereof and of the Bond Order and the Indenture and entitled to the benefits of the Indenture;

(2) The Bond Order has been duly adopted and the Indenture has been duly authorized, executed and delivered by the County, each is in full force and effect and constitutes a legal, valid and binding obligation of the County; and

(3) The Indenture creates a valid pledge of and lien on the Trust Estate, subject only to the provisions of the Indenture permitting the application of the Trust Estate for the purposes and on the terms and conditions set forth therein.

THE ENFORCEABILITY OF CERTAIN PROVISIONS OF THE SERIES 2016 BONDS, the Bond Order and the Indenture may be limited by bankruptcy, insolvency, reorganization, moratorium and other laws for the relief of debtors. Furthermore, the availability of equitable remedies under the Series 2016 Bonds, the Bond Order and the Indenture may be limited by general principles of equity that permit the exercise of judicial discretion. The Series 2016 Bonds are payable solely from and are secured solely by a lien on and pledge of the Trust Estate. Owners of the Series 2016 Bonds shall never have the right to demand payment of the principal of or interest on the Series 2016 Bonds out of any funds raised or to be raised by taxation.

IT IS OUR FURTHER OPINION that, under existing law:

(A) Interest on the Series 2016 Bonds is excludable from gross income for federal income tax purposes; and

(B) The Series 2016 Bonds are not "private activity bonds" within the meaning of the Code, and, as such, interest on the Series 2016 Bonds is not subject to the alternative minimum tax on individuals and corporations, except that interest on the Series 2016 Bonds will be included in the "adjusted current earnings" of a corporation (other than any S corporation, regulated investment company, REIT or REMIC) for purposes of computing its alternative minimum tax liability.

In providing such opinions, we have relied on representations of the County, the County's financial advisor and the Underwriters with respect to matters solely within the knowledge of the County, the County's financial advisor and the Underwriters, respectively, which we have not independently

verified. We have also assumed continuing compliance by the County with the covenants in the Indenture pertaining to those sections of the Code that affect the exclusion from gross income of interest on the Series 2016 Bonds for federal income tax purposes. If such representations are determined to be inaccurate or incomplete or the County fails to comply with the foregoing provisions of the Indenture, interest on the Series 2016 Bonds could become includable in gross income from the date of original delivery, regardless of the date on which the event causing such inclusion occurs.

EXCEPT AS STATED ABOVE, we express no opinion as to any federal, state or local tax consequences resulting from the receipt or accrual of interest on, or acquisition, ownership or disposition of, the Series 2016 Bonds.

OWNERS OF THE SERIES 2016 BONDS should be aware that the ownership of tax-exempt obligations may result in collateral federal income tax consequences to financial institutions, life insurance and property and casualty insurance companies, certain S corporations with Subchapter C earnings and profits, individual recipients of Social Security or Railroad Retirement benefits, taxpayers who may be deemed to have incurred or continued indebtedness to purchase or carry tax-exempt obligations, low and middle income taxpayers otherwise qualifying for the health insurance premium assistance credit and individuals otherwise qualifying for the earned income credit. In addition, certain foreign corporations doing business in the United States may be subject to the "branch profits tax" on their effectively-connected earnings and profits (including tax-exempt interest such as interest on the Series 2016 Bonds).

THE OPINIONS SET FORTH ABOVE are based on existing law, which is subject to change. Such opinions are further based on our knowledge of facts as of the date hereof. We assume no duty to update or supplement these opinions to reflect any facts or circumstances that may hereafter come to our attention or to reflect any changes in any law that may hereafter occur or become effective. Moreover, our opinions are not a guarantee of result and are not binding on the Service; rather, such opinions represent our legal judgment based upon our review of existing law and in reliance upon the representations and covenants referenced above that we deem relevant to such opinions. The Service has an ongoing audit program to determine compliance with rules that relate to whether interest on state or local obligations is includable in gross income for federal income tax purposes. No assurance can be given as to whether or not the Service will commence an audit of the Series 2016 Bonds. If an audit is commenced, in accordance with its current published procedures the Service is likely to treat the County as the taxpayer. We observe that the County has covenanted in the Indenture not to take any action, or omit to take any action within its control, that if taken or omitted, respectively, may result in the treatment of interest on the Series 2016 Bonds as includable in gross income for federal income tax purposes.

Very truly yours,

Bracewell LLP

February 9, 2016

Raymond James & Associates, Inc.
Citigroup Global Markets, Inc.
Siebert Brandford Shank & Co., L.L.C.
c/o Raymond James & Associates, Inc.
5847 San Felipe, Suite 4125
Houston, Texas 77057

Re: \$64,440,000 aggregate principal amount of Fort Bend County, Texas Senior
Lien Toll Road Revenue Bonds, Series 2016

Ladies and Gentlemen:

We have represented Fort Bend County, Texas (the "County"), as its bond counsel in connection with the issuance by the County of the above-captioned bonds (the "Series 2016 Bonds") pursuant to that certain Senior Lien Toll Road Revenue Bond Trust Indenture, dated as of May 15, 2012, as amended and supplemented by a Second Supplemental Senior Lien Toll Road Revenue Bond Trust Indenture, dated as of December 1, 2014 and a Third Supplemental Senior Lien Toll Road Revenue Bond Trust Indenture, dated as of February 1, 2016 (as amended, the "Indenture"), each by and between the County and Wells Fargo Bank, N.A., as trustee, an order adopted by the Commissioner's Court of the County on January 12, 2016 (the "Bond Order"). Capitalized terms used herein and not otherwise defined shall have the respective meanings assigned to such terms in the Indenture.

This opinion is rendered pursuant to Section 7(h)(7) of the Bond Purchase Agreement dated January 12, 2016 (the "Purchase Agreement"), between the County and Raymond James & Associates, Inc., acting on behalf of itself and the other underwriters named therein (collectively, the "Underwriters"). In our capacity as bond counsel to the County, we have examined and are familiar with certified or original executed counterparts of the following: (i) the Bond Order; (ii) the Indenture; (iii) the Purchase Agreement; (iv) certain information contained in the Official Statement dated January 12, 2016, relating to the Series 2016 Bonds (the "Official Statement"); (v) the documents referred to in our opinion of even date herewith relating to the Series 2016 Bonds and not otherwise included above; and (vi) such other documents, instruments, certificates and opinions as we have deemed necessary to enable us to render this opinion.

You have authorized us to assume without independent verification (i) the genuineness of certificates, records and other documents (collectively, "documents") and the

accuracy and completeness of the statements of fact contained therein; (ii) the due authorization, execution and delivery of the documents described above by the other parties thereto; (iii) that all documents submitted to us as originals are accurate and complete; and (iv) that all documents submitted to us as copies are true and correct copies of the originals thereof.

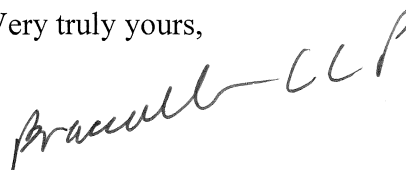
Based on and subject to the foregoing, we are of the opinion that the Series 2016 Bonds are exempted securities under the Securities Act of 1933, as amended (the "1933 Act"), and it is not necessary, in connection with the offering and sale of the Series 2016 Bonds, to register the Series 2016 Bonds under the 1933 Act or to qualify the Indenture under the Trust Indenture Act of 1939, as amended.

We were not requested to participate, and did not take part, in the preparation of the Official Statement, except as hereinafter noted, and we have not verified, and are not passing upon and do not assume any responsibility for the accuracy, completeness or fairness of the statements contained therein. We have, however, reviewed the information described below relating to the Series 2016 Bonds and the Indenture contained in the Official Statement solely for the purposes of rendering the opinions set forth in this paragraph. On the basis of the foregoing, it is our opinion that the information relating to the Series 2016 Bonds and the Indenture contained in the Official Statement (except for any financial or statistical information, as to which no view is expressed) under the headings "THE BONDS" (but excluding the information set forth under the subheadings "Book-Entry-Only System" and "Enforceability of Remedies"), "SECURITY AND SOURCE OF PAYMENT," "CONTINUING DISCLOSURE OF INFORMATION" and "OTHER INFORMATION – Legal Matters" (but excluding the third and fourth paragraphs set forth under such subheading), and in "APPENDIX C – GLOSSARY OF TERMS" and "APPENDIX D – SUMMARY OF CERTAIN PROVISIONS OF THE MASTER INDENTURE" is a fair and accurate summary of the information purported to be shown therein, and that the information under the headings "TAX MATTERS" and "OTHER INFORMATION – Legal Investments and Eligibility to Secure Public Funds in Texas" is correct as to matters of law and fairly and accurately presents the information therein.

The opinions expressed above are expressed only insofar as the laws of the State of Texas and the United States of America may be applicable. This opinion speaks only as of its date and only in connection with the Series 2016 Bonds and may not be applied to any other transaction. The opinions set forth above are based on existing law, which is subject to change. Such opinions are further based on our knowledge of facts as of the date hereof. We assume no duty to update or supplement these opinions to reflect any facts or circumstances that may hereafter come to our attention or to reflect any changes in any law that may hereafter occur or become effective.

Further, this opinion is furnished by us solely to the addressees, and is solely for your benefit, and no one else is entitled to rely upon this opinion.

Very truly yours,

A handwritten signature in dark ink, appearing to read "Bracwell LLP", is written over the typed name "Bracwell LLP". The signature is fluid and cursive, with the letters "Bracwell" and "LLP" clearly distinguishable.

February 9, 2016

Wells Fargo Bank, N.A., as trustee
Houston, Texas

Ladies and Gentlemen:

We have represented Fort Bend County, Texas (the "County") as bond counsel in connection with the issuance by the County of its Senior Lien Toll Road Revenue Bonds, Series 2016 (the "Series 2016 Bonds") pursuant to an order adopted by the Commissioner's Court of the County on January 12, 2016 (the "Bond Order"), and that certain Third Supplemental Senior Lien Toll Road Revenue Bond Trust Indenture, dated as of February 1, 2016 (the "Third Supplemental Indenture"), which amends and supplements that certain Senior Lien Toll Road Revenue Bond Trust Indenture, dated as of May 15, 2012 (the "Master Indenture") and the Second Supplemental Senior Lien Toll Road Revenue Bond Trust Indenture dated as of December 1, 2014 (the "Second Supplemental Indenture"), each between the County and Wells Fargo Bank, N.A., as trustee (the "Trustee"). The Master Indenture, as amended by the Second Supplemental Indenture and the Third Supplemental Indenture, shall be referred to herein as the "Indenture." Capitalized terms used herein and not otherwise defined shall have the meanings assigned to such terms in the Indenture.

This opinion is being rendered in connection with the Third Supplemental Indenture pursuant to Section 10.04.2 of the Master Indenture. In connection therewith we have examined (i) certified or original executed counterparts of the Indenture and the Bond Order and (ii) such other documents, instruments, certificates and opinions as we have deemed necessary to enable us to render this opinion.

Furthermore, in our capacity as bond counsel to the County, we have participated in the preparation of and have examined a transcript of certain proceedings pertaining to the Second Supplemental Indenture, including certain certified proceedings of the County and customary certificates and other documents executed by officers, agents and representatives of the County, the Trustee and others.

You have authorized us to assume without independent verification (i) the genuineness of certificates, records and other documents and the accuracy and completeness of the statements contained therein; (ii) the due authorization, execution and delivery of the Third Supplemental Indenture by the parties thereto (other than the County); (iii) that all

information submitted to us was accurate and complete; and (iv) that all documents submitted to us as copies are true and correct copies of the originals thereof.

Based upon the foregoing, and subject to the qualifications set forth herein, it is our opinion that the Third Supplemental Indenture has been duly and lawfully adopted in accordance with the provisions of the Master Indenture, is authorized or permitted by the Master Indenture and is valid and binding upon the County. The enforceability of certain provisions of the Bond Order, the Series 2016 Bonds and the Indenture may be limited by bankruptcy, insolvency, reorganization, moratorium and other laws for the relief of debtors. Furthermore, the availability of equitable remedies under the Bond Order, the Series 2016 Bonds and the Indenture may be limited by general principles of equity that permit the exercise of judicial discretion.

Furthermore, in providing the opinions set forth above, we have also relied on representations of the County and the Trustee with respect to matters solely within the knowledge of the County and the Trustee which we have not independently verified, and have assumed continuing compliance with the covenants in the Master Indenture.

The opinions set forth above are based on existing law, which is subject to change. Such opinions are further based on our knowledge of facts as of the date hereof. We assume no duty to update or supplement this opinion letter to reflect any facts or circumstances that may hereafter come to our attention or to reflect any changes in any law that may hereafter occur or become effective. Moreover, our opinion is not a guarantee of result; rather, such opinion represents our legal judgment based upon our review of existing law and in reliance upon the representations and covenants referenced above that we deem relevant to such opinion.

Furthermore, the opinions expressed herein are for the sole benefit of, and may be relied upon only by, the addressee named above, and is not otherwise to be used, circulated, quoted, or referred to, in whole or in part, without the prior written consent of the undersigned in each and every instance. We observe that we are engaged solely to represent the County in this matter.

Very truly yours,

Bracewell LLP

February 9, 2016

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

Re: \$64,440,000 Fort Bend County, Texas Senior Lien Toll Road Refunding Bonds,
Series 2016

Ladies and Gentlemen:

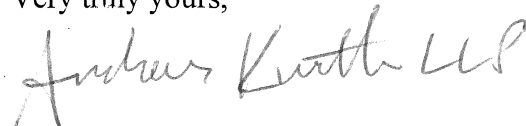
We have served as disclosure counsel to you in connection with the captioned bonds (the "Bonds") issued by Fort Bend County, Texas (the "County"). In that connection, we have reviewed (1) the order adopted by the County on January 12, 2016 (the "Order"), authorizing the issuance of the Bonds and containing other matters related thereto, (2) the Preliminary Official Statement, dated December 29, 2015 (the "Preliminary Official Statement"), and (2) the Official Statement for the Bonds, dated January 12, 2016 (the "Official Statement").

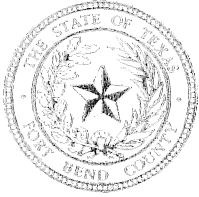
Based on (1) our review of the documents described above, (2) our discussions with bond counsel and with you, (3) our review of the documents, bonds, opinions and other instruments delivered at the closing of the sale of the Bonds on the date hereof and (4) such other matters as we deem relevant, we 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 Order is 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.

Very truly yours,





COUNTY ATTORNEY

Fort Bend County, Texas

ROY L. CORDES, JR.
County Attorney

(281) 341-4555
Fax (281) 341-4557

February 9, 2016

Raymond James & Associates, Inc.
(as Representative of the Underwriters
named in the Bond Purchase Agreement)
5847 San Felipe, Suite 4125
Houston, Texas 77057

Re: \$64,440,000 Fort Bend County, Texas Senior Lien Toll Road Revenue Bonds, Series
2016 (the "Bonds")

Ladies and Gentlemen:

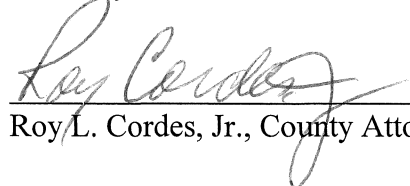
I refer to the Official Statement, dated January 12, 2016 (the "Official Statement"), of Fort Bend County (the "County") relating to the Bonds.

I have reviewed the information contained in the Official Statement under the caption "OTHER INFORMATION — No Litigation" (the "Litigation Section") with regard to the litigation, if any, referred to therein. In addition, I have reviewed and discussed with members of my staff litigation pending or threatened against the County.

To the best of my knowledge and belief as of the date of the Official Statement and as of the date hereof, there is no pending litigation against the County or to which the County is a party, the failure of which to describe in the Litigation Section constitutes an omission of a material fact necessary to make the statements therein, in the light of the circumstances under which they are to be made, not misleading.

It is my opinion that there are no actions, suits, proceedings, inquiries or investigations, at law or in equity, pending or to my knowledge threatened against the County which would (1) restrain or enjoin the issuance or delivery of the Bonds, (2) affect the provisions made for payment of the Bonds or the interest thereon, or (3) question the validity of the Bonds.

Sincerely,


Roy L. Cordes, Jr., County Attorney

HAYNES AND BOONE, LLP
1221 McKinney Street, Suite 2100
Houston, Texas 77010

LEVI BENTON AND ASSOCIATES PLLC
3417 Milam
Houston, Texas 77002

February 9, 2016

RAYMOND JAMES & ASSOCIATES, INC.
5847 San Felipe, Suite 4125
Houston Texas 77057

Re: \$64,440,000 Fort Bend County, Texas Senior Lien Toll Road Revenue Bonds,
Series 2016 (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 January 12, 2016 (the “**Agreement**”).

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

- (1) the order adopted by the Commissioners Court of the Issuer on January 12, 2016, authorizing the issuance of the Bonds and containing other matters (the “**Order**”);
- (2) the Preliminary Official Statement for the Bonds, dated December 29, 2015 (the “**Preliminary Official Statement**”); and
- (3) the Official Statement for the Bonds, dated January 12, 2016 (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 Order 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 Order, (vii) that the Bonds and the Order 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 Bracewell & Giuliani 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 Order is not required to be qualified under the Trust Indenture Act.

In addition, based upon our examination of the Preliminary Official Statement and the Official Statement and our participation at conferences with representatives of the Issuer and its counsel 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 Levi Benton and Associates PLLC, that were actively involved in the transaction evidenced by the Bonds and the Order 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
Levi Benton and Associates PLLC

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KEN PAXTON
ATTORNEY GENERAL OF TEXAS

February 5, 2016

THIS IS TO CERTIFY that Fort Bend County, Texas (the "Issuer"), has submitted the Fort Bend County, Texas Senior Lien Toll Road Revenue Bond, Series 2016 (the "Bond"), in the principal amount of \$64,440,000, for approval. The Bond is dated February 1, 2016, numbered IB-1, and was authorized by an Order of the Issuer passed on January 12, 2016, (the "Order") and a Third Supplemental Senior Lien Toll Road Revenue Bond Trust Indenture dated as of February 1, 2016 (the "Trust Indenture"). The record of proceedings submitted with the Bond included the Order and the Trust Indenture relating to the Bond.

The Office of the Attorney General has examined the law and such certified proceedings and other papers as we deem necessary to render this opinion.

As to questions of fact material to our opinion, we have relied upon representations of the Issuer contained in the certified proceedings and other certifications of public officials furnished to us without undertaking to verify the same by independent investigation.


We express no opinion relating to the official statement or any other offering material relating to the Bond.

Based on our examination, we are of the opinion, as of the date hereof and under existing law, as follows (capitalized terms, except as herein defined, have the meanings given to them in the Trust Indenture):

- (1) The Bond has been issued in accordance with law and is a valid and binding special obligation of the Issuer.
- (2) The Bond is payable from the Trust Estate.
- (3) The owner of the Bond shall never have the right to demand payment of the Bond from any funds raised or to be raised from taxation.
- (4) The proceedings conform to the requirements of law.

- Page 2 -

Therefore, the Bond is approved, and pursuant to Chapter 1371 of the Government Code, the proceedings are approved.

A handwritten signature in black ink, reading "Ken Paxton". The signature is fluid and cursive, with the first letters of the first and last names being capitalized and prominent.

Attorney General of the State of Texas

No. 60146
Book No .2016-A
JCH

* See attached Signature Authorization


OFFICE OF THE ATTORNEY GENERAL §
OF THE STATE OF TEXAS §
 §

I, KEN PAXTON, Attorney General for the State of Texas, do hereby authorize the employees of the Public Finance Division of the Office of the Attorney General to affix a digital image of my signature, in my capacity as Attorney General, to the opinions issued by this office approving the issuance of public securities by the various public agencies, non-profit corporations, district, entities, bodies politic or corporate, or political subdivisions of this State as required by law, the opinions approving those contracts designated by the Legislature as requiring the approval of the Attorney General, and the obligations, proceedings and credit agreements required by law to be approved by the Attorney General. The authorized digital image of my signature is attached as Exhibit A and is hereby adopted as my own for the purposes set forth herein. This supersedes any prior signature authorizations for the same purpose.

The authority granted herein is to be exercised on those occasions when I am unavailable to personally sign said opinions, and upon the condition that the opinions to which the digital image signature is affixed have been approved by an authorized Assistant Attorney General following the completion of the Public Finance Division's review of the transcripts of proceedings to which the opinions relate.

Given under my hand and seal of office at Austin, Texas, this the 5th day of January, 2015.




KEN PAXTON
Attorney General of the State of Texas

OFFICE OF COMPTROLLER
OF THE STATE OF TEXAS

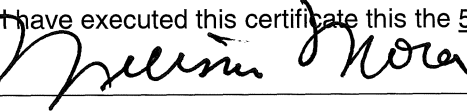
I, Melissa Mora, ☐ Bond Clerk ☒ Assistant Bond Clerk in the office of the Comptroller of the State of Texas, do hereby certify that, acting under the direction and authority of the Comptroller on the 5th day of February 2016, I signed the name of the Comptroller to the certificate of registration endorsed upon the:

Fort Bend County, Texas Senior Lien Toll Road Revenue Bond, Series 2016 and the "Proceedings",

the bond is numbered IB-1, dated February 1, 2016, and that in signing the certificate of registration I used the following signature:



IN WITNESS WHEREOF I have executed this certificate this the 5th day of February 2016.



I, Glenn Hegar, Comptroller of Public Accounts of the State of Texas, certify that the person who has signed the above certificate was duly designated and appointed by me under authority vested in me by Chapter 403, Subchapter H, Government Code, with authority to sign my name to all certificates of registration, and/or cancellation of bonds required by law to be registered and/or cancelled by me, and was acting as such on the date first mentioned in this certificate, and that the bonds/certificates described in this certificate have been duly registered in the office of the Comptroller, under Registration Number 86516.

GIVEN under my hand and seal of office at Austin, Texas, this the 5th day of February 2016.



GLENN HEGAR
Comptroller of Public Accounts
of the State of Texas

OFFICE OF COMPTROLLER

OF THE STATE OF TEXAS

I, GLENN HEGAR, Comptroller of Public Accounts of the State of Texas, do hereby certify that the attachment is a true and correct copy of the opinion of the Attorney General approving the:

Fort Bend County, Texas Senior Lien Toll Road Revenue Bond, Series 2016 and the "Proceedings"

the bond is numbered IB-1, of the denomination of \$ 64,440,000, dated February 1, 2016, as authorized by issuer, interest various percent, under and by authority of which said bonds/certificates and Proceedings were registered electronically in the office of the Comptroller, on the 5th day of February 2016, under Registration Number 86516.

Given under my hand and seal of office, at Austin, Texas, the 5th day of February 2016.

A handwritten signature in black ink, appearing to read 'Glenn Hegar', with a stylized, flowing script.

GLENN HEGAR
Comptroller of Public Accounts
of the State of Texas