

BRACEWELL LLP
711 LOUISIANA STREET
2300 S. TOWER, PENNZOIL PLACE
HOUSTON, TEXAS 77002-2770

BRATTON & ASSOCIATES
12 GREENWAY PLAZA
SUITE 1100
HOUSTON, TX 77046

June 7, 2016

LOOP CAPITAL MARKETS, LLC
J.P. MORGAN SECURITIES, LLC
JEFFRIES, LLP
WELLS FARGO SECURITIES, LLC
c/o Loop Capital Markets, LLC
440 Louisiana St. Suite 300
Houston, Texas 77002

Re: *Fort Bend County, Texas Unlimited Tax Road and Refunding Bonds, Series 2016A and
Fort Bend County, Texas Limited Tax and Refunding Bonds, Series 2016B*

Ladies and Gentlemen:

We have represented the above addressees (collectively, the "*Underwriters*") in the purchase of Fort Bend County, Texas Unlimited Tax Road and Refunding Bonds, Series 2016A and Fort Bend County, Texas Limited Tax and Refunding Bonds, Series 2016B (together, the "*Bonds*") of Fort Bend County, Texas (the "*Issuer*"), issued pursuant to a Bond Purchase Agreement dated May 10, 2016 (the "*Purchase Agreement*") between the Issuer and the Underwriters. All capitalized terms used herein and not otherwise defined herein shall have the meaning assigned to such terms in the Purchase Agreement.

As your counsel, we have examined executed copies of the Orders, the Purchase Agreement and the Official Statement, dated as of May 10, 2016 (the "*Official Statement*") and the certificates and opinions referred to in Paragraph 6(h) of the Purchase Agreement. In addition, we have examined the originals or copies, certified or otherwise identified to our satisfaction, of such records of the Issuer, agreements and other instruments, certificates of public officials and representatives of the Issuer, and such other documents as we have deemed necessary or advisable as a basis for the opinions hereinafter expressed. We have not been requested to and are not expressing any opinions or views on the authorization, execution, issuance, delivery or validity of, the Bonds. We have assumed, but have not independently verified, that the signatures on all documents and certificates that we have examined are genuine and all copies conform to the originals.

Based on and subject to the foregoing, we are of the opinion that 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 Order under the Trust Indenture Act of 1939, as amended.

Because the primary purpose of our professional engagement as your counsel was not to establish factual matters and because of the wholly or partially non-legal character of many of the determinations involved in the preparation of the Official Statement, we are not passing upon and do not assume any responsibility for the accuracy, completeness, or fairness of the statements contained in the Official Statement (including any appendices, schedules and exhibits thereto), and make no representation that we have independently verified the accuracy, completeness or fairness of any such statements. At your

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request, we have participated as your counsel in conferences with representatives of the Issuer, the bond counsel to the Issuer, the financial advisor to the Issuer and your representatives, at which conferences the contents of the Official Statement and related matters were discussed. Based on our participation in the above-mentioned conferences and in reliance thereon and on the certificates, opinions and other documents herein mentioned, we advise you that no facts have come to the attention of the attorneys in our firm rendering legal services to you in this matter that cause us to believe that the Official Statement (except as to (x) any financial, forecast, technical and statistical statements and data included in the Official Statement or the addenda thereto, (y) the information under the headings "THE BONDS – Book-Entry-Only System," and (z) Appendix B thereto, as to which we do not express any opinion) contains any untrue statement of a material fact or omits to state any material fact necessary to make the statements therein, in light of the circumstances under which they were made, not misleading.

In addition, assuming that the Order has been duly adopted by the Issuer, and constitutes a valid and legally binding obligation of the Issuer, enforceable in accordance with its terms, the continuing disclosure undertakings by the Issuer contained in the Order provide a suitable basis for the Underwriters reasonably to determine that the Issuer has undertaken to provide, directly or indirectly, the information required to be provided in connection with the Bonds pursuant to paragraph (b)(5)(i) of United States Securities and Exchange Commission Rule 15c2-12 (17 C.F.R., Part 240, § 240.15c2-12) under the Securities Exchange Act of 1934, as amended.

The opinions expressed herein are expressed only insofar as the laws of the United States of America may be applicable. This letter may be relied upon only by the addressees hereof and may not be used or relied upon by any other person for any purpose whatsoever without, in each instance, our prior written consent.

Regards,

Bratton LLP

Bratton & Associates