

MAHOMES BOLDEN PC

DALLAS | FORT WORTH | AUSTIN | HOUSTON

August 16, 2017

RBC Capital Markets, LLC
c/o Clarence Grier
2800 Post Oak Blvd., Suite 4325
Houston, TX 77056

RE: \$47,550,000 Fort Bend County, Texas Combination Tax and Revenue Certificates of Obligation, Series 2017A (the "*Certificates*")

Ladies and Gentlemen:

We have acted as Counsel to you as the Underwriter in the above-referenced financing pursuant to a Purchase Agreement dated July 18, 2017, (the "*Agreement*"), between you and Fort Bend County, Texas (the "*Issuer*"). Unless otherwise defined herein, capitalized terms shall have the meanings ascribed in the Agreement.

The Certificates are being issued pursuant to an order adopted by the Commissioners Court on July 18, 2017, and the Pricing Certificate authorized therein and executed on July 18, 2017, (collectively, the "*Order*").

We are of the opinion under existing law that the Certificates are exempted securities under the Securities Act of 1933 (the "*1933 Act*") and the Trust Indenture Act of 1939 (the "*Trust Indenture Act*"), as amended, and it is not necessary in connection with the offering and sale of the Certificates, to register the Certificates under the 1933 Act and the Order need not be qualified under the Trust Indenture Act.

We have reviewed the Preliminary Official Statement and the Official Statement, dated as of July 10, 2017, and July 18, 2017, respectively (the "*Official Statement*"). We have also examined certain documents and instruments and satisfied ourselves as to such matters as we have deemed necessary in order to enable us to render the opinions set forth herein. We have not examined the Certificates and we have relied upon certificates of the Issuer as to the execution thereof. As to various questions of fact material to this opinion, we have relied upon representations of the Issuer and others.

With regard to the Official Statement, based upon our participation in the preparation of the Official Statement as your counsel, and our participation at conferences at which the Official Statement was discussed, but without having undertaken to determine independently the accuracy, completeness or fairness of the statements contained in the Official Statement, we have

no reason to believe that the Official Statement contains any untrue statement of a material fact or omits to state a material fact necessary to make the statements therein, in light of the circumstances under which they were made, not misleading (except for any financial, forecast, technical and statistical statements and data included in the Official Statement and the information regarding DTC and its book-entry-only system, in each case as to which no view need be expressed).

In addition, based upon (i) our understanding of Rule 15c2-12 of the U.S. Securities and Exchange Commission (the "Rule") (and interpretive guidance published by the U.S. Securities and Exchange Commission relating thereto); (ii) our review of the continuing disclosure undertaking of the Issuer contained in the Order; and (iii) the inclusion in the Preliminary Official Statement and the Official Statement of a description of the specifics of such undertaking, and in reliance on the opinion of Bond Counsel that the Order has been duly adopted and is in full force and effect, such undertaking provides a suitable basis for Underwriters in connection with the offering of the Certificates, to make a reasonable determination that the Issuer has met the qualifications of paragraph (b)(5)(i) of the Rule.

This opinion is issued to you and for your sole benefit and is issued for the sole purpose of the transaction specifically referred to herein. No person other than you may rely upon this opinion without our express written consent. This opinion may not be utilized by you for any other purpose whatsoever and may not be quoted by you without our express, prior written consent. We assume no obligation to review or supplement this opinion subsequent to its date, whether by reason of a change in the current laws, by legislative or regulatory action (including, without limitation, publication by the U.S. Securities and Exchange Commission of further interpretive guidance relating to the Rule), by judicial decision, or by any other action. The opinions expressed herein are limited to the matters specifically set forth herein, and no other opinions should be inferred beyond the matters expressly stated.

Respectfully submitted,

Mahons Bueler PC