



# Hardwick

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February 21, 2018

Siebert Cisneros Shank & Co, L.L.C.,  
as Representative of the Underwriters  
440 Louisiana Street, Suite 712  
Houston, Texas 77002

Re: \$58,785,000 Fort Bend County, Texas Unlimited  
Tax Road and Refunding Bonds, Series 2018

Ladies and Gentlemen:

We have served as counsel to you as the Representative acting on behalf of yourself and the other underwriters (the "Underwriters") listed in Schedule I of the Bond Purchase Agreement, dated January 23, 2018 (the "Bond Purchase Agreement"), between Fort Bend County, Texas (the "County") and the Underwriters in connection with the purchase by the Underwriters of the above-captioned bonds (the "Bonds"). The Bonds are being issued pursuant to the Constitution and general laws of the State of Texas (the "State"), including, particularly, Chapters 1201 and 1471, Texas Government Code (the "Act"), an election held within the County on November 5, 2013, and an order (the "Order") adopted by the Commissioners Court of the County on January 23, 2018. Capitalized terms not otherwise defined herein shall have the meanings ascribed thereto in the Bond Purchase Agreement.

In that connection, we have reviewed the Act, the Order, the Preliminary Official Statement for the Bonds, dated January 11, 2018 (the "Preliminary Official Statement"), the Official Statement for the Bonds, dated January 23, 2018 (the "Official Statement"), the Bond Purchase Agreement, the continuing disclosure undertaking of the County (the "Undertaking"), the Escrow Agreement between the County and Wells Fargo Bank, N.A., as Escrow Agent, the Verification Report of Grant Thornton LLP relating to the Refunded Bonds, certificates of the County and others, and the opinions referred to in Section 8(i) of the Bond Purchase Agreement, and we have made such investigations of law, as we have deemed appropriate as a basis for the opinions and conclusions hereinafter expressed.

In arriving at the opinions and conclusions hereinafter expressed, we are not expressing any opinion or view on, and with your permission, are assuming and relying on, the validity, accuracy and sufficiency of the records, documents, certificates and opinions referred to above (including the accuracy of all factual matters represented and legal conclusions contained therein), including (without limitation) any representations and legal conclusions regarding the due authorization,

issuance, delivery, validity and enforceability of the Bonds and the exclusion of interest thereon from gross income for federal income tax purposes, the legality, validity and enforceability of the Undertaking and any laws, documents and instruments that may be related to the issuance, payment or security of the Bonds. We have assumed that all records, documents, certificates and opinions that we have reviewed, and the signatures thereto, are genuine.

Based on and subject to the foregoing, and in reliance thereon, as of the date hereof, we are of the following opinions or conclusions:

1. The Bonds are exempt securities within the meaning of Section 3(a)(2) of the Securities Act of 1933, as amended, and Section 304(a)(4) of 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 the Bonds under said Securities Act or to qualify any indenture under such Trust Indenture Act.

2. We are not passing upon and do not assume any responsibility for the accuracy, completeness or fairness of any of the statements contained in the Official Statement and make no representation that we have independently verified the accuracy, completeness or fairness of any such statements. In accordance with the terms of our engagement as Underwriters' Counsel, we have rendered legal advice and assistance to you in the course of your investigations pertaining to, and your participation in the preparation of, the Preliminary Official Statement and the Official Statement. In addition to reviewing the documents, certificates, opinions and records referenced above, certain of our lawyers participated in telephone conferences with your representatives and representatives of Allen Boone Humphries Robinson LLP, Bond Counsel to the County, Andrews Kurth Kenyon LLP, Disclosure Counsel to the County, and Hilltop Securities Inc., Financial Advisor to the County, and certain representatives of the County, during which the contents of the Preliminary Official Statement and the Official Statement were discussed. Based on our participation in the above-mentioned conferences (which did not extend beyond the date of the Official Statement), and in reliance thereon and on the records, documents, certificates, opinions and matters herein mentioned (as set forth above), we advise you as a matter of fact and not opinion that, while we have not undertaken to verify independently, and are not expressing any view upon, and do not assume any responsibility for, the accuracy, completeness or fairness of the contents of the Preliminary Official Statement and the Official Statement, during the course of our representation of you on this matter, no facts came to the attention of the attorneys in our firm rendering legal services to you in connection with the Preliminary Official Statement and the Official Statement as of their dates and as of the date hereof (except the information under the captions "THE BONDS – Book-Entry-Only System," "TAX MATTERS," "VERIFICATION OF ACCURACY OF MATHEMATICAL COMPUTATIONS," "OTHER INFORMATION – Litigation" and " – Financial Advisor," "CONTINUING DISCLOSURE OF INFORMATION – Compliance with Prior Undertakings," any CUSIP number, financial, accounting, statistical or economic, demographic data or forecasts, charts, tables, graphs, estimates, projections, assumptions or expressions of opinion and APPENDICES A, B and C to the Official Statement which we expressly exclude from the scope of this paragraph and as to which we express no

Siebert Cisneros Shank & Co, L.L.C.

February 21, 2018

Page 3

opinion or view) contained or contains any untrue statement of a material fact or omitted or omits to state any material fact necessary to make the statements therein, in the light of the circumstances under which they were made, not misleading. No responsibility is undertaken or view expressed with respect to any other disclosure document, materials or activity.

We are furnishing this letter to you pursuant to Section 8(i)(10) of the Bond Purchase Agreement solely for the benefit of the Underwriters. Our engagement with respect to this matter has terminated as of the date hereof, and we disclaim any obligation to update this letter. This letter is not to be used, circulated, quoted or otherwise referred to or relied upon for any other purpose or by any other person. This letter is not intended to, and may not, be relied upon by owners of the Bonds or by any other party to whom it is not specifically addressed. Subject to the limitations above, we consent to the inclusion of this opinion in the bond transcript.

Very truly yours,

*Hardwick Law Firm, LLC*