

ANDREWS
ATTORNEYS **KURTH** LLP

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Houston, Texas 77002
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andrewskurth.com

Thomas Sage
713.220.3833 Phone
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May 5, 2016

#16B

Mr. Roy Cordes, Jr.
County Attorney, Fort Bend County
301 Jackson Street
Richmond, Texas 77469

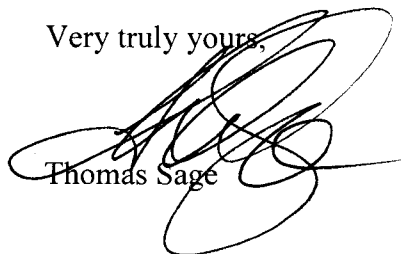
Re: *Special Disclosure Counsel Services for Fort Bend County, Texas Unlimited Tax Road and Refunding Bonds, Series 2016A and Limited Tax and Refunding Bonds, Series 2016B (the "Bonds")*

Dear Roy:

Attached for consideration and execution are two copies of our engagement letter to serve as disclosure counsel in connection with the above captioned Bonds.

Please retain one copy for your file and return the remaining copy to my attention.

Very truly yours,



Thomas Sage

Enclosures (2)

RECEIVED

MAY 06 2016

COUNTY ATTORNEY

May 5, 2016

Members, Fort Bend County Commissioners Court
County Administration Building
301 Jackson Street
Richmond, Texas 77469

Re: *Special Disclosure Counsel Services for Fort Bend County, Texas Unlimited Tax Road and Refunding Bonds, Series 2016A and Limited Tax and Refunding Bonds, Series 2016B (the "Bonds")*

Gentlemen:

We are pleased to submit to you a proposed agreement for Andrews Kurth LLP ("AK") to serve as Special Disclosure Counsel to Fort Bend County, Texas (the "County") in connection with the Bonds. When approved by the Commissioners Court (the "Commissioners Court"), this letter will become effective and will evidence an agreement between the County and AK.

As Special Disclosure Counsel, AK will provide legal services to the County in connection with its disclosure obligations in connection with the issuance, sale and delivery of the Bonds. Basic Services hereunder shall include the following: Consultation with and advice to County officials and staff and the County's Financial Advisor regarding any disclosure issues, including assistance in evaluating the materiality of such issues; preparation of the preliminary and final offering documents for the Bonds prior to delivery thereof; assistance in the performance of any necessary due diligence investigation, including due diligence calls or meetings, as appropriate; analysis of the requirements of SEC Rule 15c2-12 and advice on the basis upon which such rule is satisfied including available exemptions therefrom, preparation of continuing disclosure agreements conforming to such rule; ongoing consultation and advice regarding compliance with the County's continuing disclosure agreements when you advise us on facts that may require disclosure, as well as review of the County's filings on EMMA; and providing the County with one or more negative securities disclosure opinions in customary form generally following the requirements of SEC Rule 10(b)(5) and reasonably satisfactory to the County and Special Disclosure Counsel. In addition to the foregoing Basic Services, as Special Disclosure Counsel, AK is prepared to undertake Additional Services, as directed by appropriate County officials.

For Basic Services performed in connection with the issuance of the Bonds, AK will be paid a fee calculated as \$0.50 per \$1,000 in aggregate principal amount of Bonds actually

May 5, 2016

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delivered. (For purposes of the foregoing calculation, the principal amount of the Bonds includes any premium thereon.) Such fee shall be paid from the proceeds of the sale of the Bonds or from other funds, as the County deems appropriate. Except as otherwise provided below, payment of such fees for Basic Services shall be made after the closing for the Bonds and within thirty (30) days after receipt by the County of an approved invoice therefor.

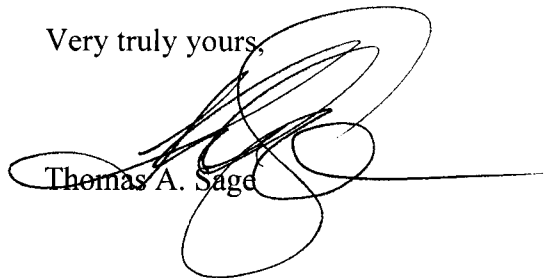
In order to enable us to render effectively the legal services contemplated, you have agreed to disclose fully and accurately all facts and keep us informed of all developments relating to this matter. We necessarily must rely upon the accuracy and completeness of the facts and information you and your agents provide to us.

AK will be pleased to provide Additional Services in connection with any matter not included within this scope of engagement. Such additional or special services, if requested by the County, should be performed on mutually agreeable terms, to be set forth in a separate letter of engagement.

AK agrees that it will (1) adhere to the County's travel policy, (2) adhere to the County's conflict of interest policy as in effect on the date hereof, which AK acknowledges that it has received, read and understands, (3) retain all records of work done and expenses incurred, if any, for a period of five years after such work is completed and (4) provide reasonable access to the County Auditor of such books and records as will enable him to perform an audit of the foregoing items.

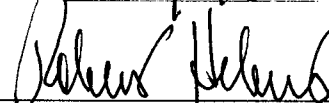
If this proposed agreement for the services of AK as Special Disclosure Counsel is satisfactory, please evidence your acceptance and approval by executing three copies, each of which shall be an original, in the space provided below.

Very truly yours,




Thomas A. Sage

Dated: May 10, 2016



Robert Hebert, County Judge
Fort Bend County, Texas

cc: Roy L. Cordes, Jr., Fort Bend County Attorney
Ed Sturdivant, Fort Bend County Auditor

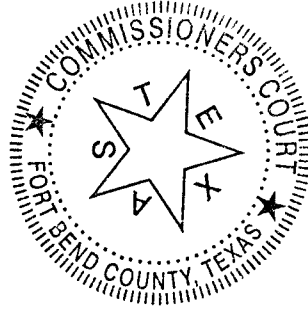
Approved As To Legal Form:
 5/9/2016
Asst. County Atty. Date

Fort Bend County
c/o Mr. Roy L. Cordes, Jr.
April 25, 2016
Page 3

Attest:

Laura Richard

Laura Richard, County Clerk



AUDITOR'S CERTIFICATE

I hereby certify that funds are available in an amount not to exceed \$ 84,880.⁰⁰ to accomplish and pay the obligation of Fort Bend County, Texas in the foregoing matter.

Robert Ed Sturdivant

Robert Ed Sturdivant, County Auditor

CERTIFICATE REGARDING PROVISION OF FINANCIAL ADVICE

We, the undersigned Judge and County Clerk, respectively, of the Commissioner's Court of Fort Bend County, Texas (the "County"), do hereby execute and deliver this certificate for the benefit of all persons interested in the County's \$75,340,000 Unlimited Tax Road and Refunding Bonds, Series 2016A and \$94,420,000 Limited Tax and Refunding Bonds, Series 2016B (the "Bonds"). We certify the following:

1. That Allen Boone Humphries Robinson LLP has not provided financial advice to the County concerning the issuance of the Bonds, investments of proceeds of the Bonds, or any escrow investments, derivatives, or guaranteed investment contracts related to the Bonds.

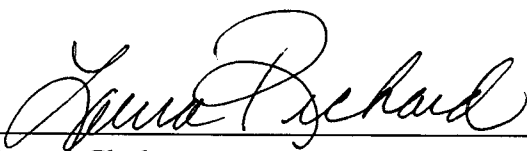
2. That County has relied solely on its municipal advisor, First Southwest Company, a division of Hilltop Securities, Inc., for financial advice concerning the issuance of the Bonds, and any investments of proceeds of the Bonds, escrow investments, derivatives, and guaranteed investment contracts related to the Bonds.

[Signature Page Follows]

WITNESS OUR HANDS AND THE OFFICIAL SEAL OF THE ^{County}~~DISTRICT~~ on this
10th day of May, 2016.

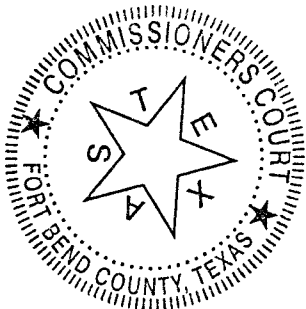


County Judge
Fort Bend County, Texas



County Clerk
Fort Bend County, Texas

(SEAL)



CERTIFICATE OF INTERESTED PARTIES

FORM 1295

1 of 1

Complete Nos. 1 - 4 and 6 if there are interested parties.
Complete Nos. 1, 2, 3, 5, and 6 if there are no interested parties.

OFFICE USE ONLY CERTIFICATION OF FILING

1 Name of business entity filing form, and the city, state and country of the business entity's place of business.
Andrews Kurth LLP
Houston, TX United States

Certificate Number:
2016-50874

Date Filed:
05/05/2016

2 Name of governmental entity or state agency that is a party to the contract for which the form is being filed.
Fort Bend County, Texas

Date Acknowledged:

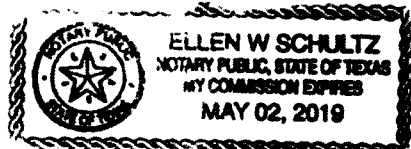
3 Provide the identification number used by the governmental entity or state agency to track or identify the contract, and provide a description of the services, goods, or other property to be provided under the contract.
ANDRE/20160510
Disclosure Counsel Services

4	Name of Interested Party	City, State, Country (place of business)	Nature of interest (check applicable)	
			Controlling	Intermediary
	Sage, Thomas	Houston, TX United States		X
	Holland, Clayton	Houston, TX United States		X
	Rachlin, Samantha	Houston, TX United States		X
	Spiers, Jeffrey	Houston, TX United States	X	
	Jewell, Robert	Houston, TX United States	X	

5 Check only if there is NO interested Party.

6 AFFIDAVIT

I swear, or affirm, under penalty of perjury, that the above disclosure is true and correct.



[Handwritten Signature]
Signature of authorized agent of contracting business entity

AFFIX NOTARY STAMP / SEAL ABOVE

Sworn to and subscribed before me, by the said Thomas Sage this the 5th day of May 2016, to certify which, witness my hand and seal of office.

[Handwritten Signature]
Signature of officer administering oath

Ellen W. Schultz
Printed name of officer administering oath

Notary Public
Title of officer administering oath

CERTIFICATE OF INTERESTED PARTIES

FORM 1295

1 of 1

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Andrews Kurth LLP
Houston, TX United States

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Fort Bend County, Texas

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ANDRE/20160510
Disclosure Counsel Services

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	Holland, Clayton	Houston, TX United States		X
	Rachlin, Samantha	Houston, TX United States		X
	Spiers, Jeffrey	Houston, TX United States	X	
	Jewell, Robert	Houston, TX United States	X	

5 Check only if there is NO Interested Party.

6 AFFIDAVIT I swear, or affirm, under penalty of perjury, that the above disclosure is true and correct.

Signature of authorized agent of contracting business entity

AFFIX NOTARY STAMP / SEAL ABOVE

Sworn to and subscribed before me, by the said _____, this the _____ day of _____, 20_____, to certify which, witness my hand and seal of office.

Signature of officer administering oath Printed name of officer administering oath Title of officer administering oath