

ANDREWSKURTH
KENYON

600 Travis, Suite 4200
Houston, Texas 77002
+1.713.220.4200 Phone
+1.713.220.4285 Fax
andrewskurthkenyon.com

Thomas Sage
+1.713.220.3833 Phone
TomSage@andrewskurth.com

May 5, 2017

VIA FEDEX
VIA EMAIL

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 Combination
Tax and Revenue Certificates of Obligation, Series 2017 (the "Certificates")

Gentlemen:

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

As Special Disclosure Counsel, AKK will provide legal services to the County in connection with its disclosure obligations in connection with the issuance, sale and delivery of the Certificates. 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 Certificates 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, AKK is prepared to undertake Additional Services, as directed by appropriate County officials.

ANDREWS KURTH KENYON LLP

Austin Beijing Dallas Dubai Houston London New York Research Triangle Park Silicon Valley The Woodlands Washington, DC
HOU:3785955.1

5/12/2017 Three originals sent to Ann Werlein, County Judge's office

May 5, 2017
Page 2

For Basic Services performed in connection with the issuance of the Certificates, AKK will be paid a fee calculated as \$0.50 per \$1,000 in aggregate principal amount of Certificates actually delivered. (For purposes of the foregoing calculation, the principal amount of the Certificates includes any premium thereon.) Such fee shall be paid from the proceeds of the sale of the Certificates 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 Certificates and within thirty (30) days after receipt by the County of an approved invoice therefor.

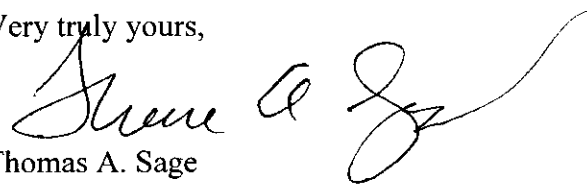
In order to enable us to render effectively the legal services contemplated, you have agreed to disclose fully and accurately all facts and keep us informed of all developments relating to this matter. We necessarily must rely upon the accuracy and completeness of the facts and information you and your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

AKK 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.

AKK 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 AKK 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 AKK 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 9 2017


Robert Hebert, County Judge
Fort Bend County, Texas

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

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 Kenyon LLP
Houston, TX United States

Certificate Number:
2017-203395

Date Filed:
05/05/2017

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.

23976-CO Series 2017

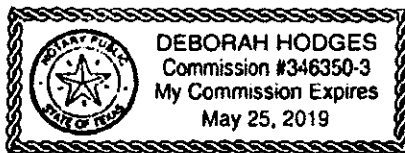
Disclosure Counsel for Certificates of Obligation Series 2017

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



AFFIX NOTARY STAMP / SEAL ABOVE

Clayton T. Holland
Signature of authorized agent of contracting business entity

Sworn to and subscribed before me, by the said CLAYTON T. HOLLAND, this the 5th day of MAY, 2017, to certify which, witness my hand and seal of office.

Deborah Hodges
Signature of officer administering oath

DEBORAH HODGES
Printed name of officer administering oath

NOTARY
Title of officer administering oath

CERTIFICATE OF INTERESTED PARTIES

FORM 1295

1 of 1

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Andrews Kurth Kenyon LLP
Houston, TX United States

Certificate Number:
2017-203395

Date Filed:
05/05/2017

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:
05/09/2017

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.

23976-CO Series 2017
Disclosure Counsel for Certificates of Obligation Series 2017

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	Spiers, Jeffrey	Houston, TX United States	X	
	Rachlin, Samantha	Houston, TX United States		X
	Holland, Clayton	Houston, TX United States		X
	Sage, Thomas	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