

BRACEWELL

February 5, 2020

The Honorable Richard F. Cortez
County Judge of Hidalgo County, Texas
100 E. Cano, Second Floor
Edinburg, TX 78539

Re: Approval of Tax-Exempt Bonds To Be Issued on Behalf of Republic Services, Inc. — Proposed Order for Adoption

Dear Judge Cortez:

Enclosed is a proposed Order of the Hidalgo County Commissioners Court relating to the approval required in connection with the proposed issuance by the Mission Economic Development Corporation (the "Issuer") of its Solid Waste Disposal Revenue Bonds (Republic Services, Inc. Project) Series 2020 (the "Bonds").

At the request of Republic Services, Inc. ("Republic Services"), the Issuer proposes to issue the Bonds and loan the proceeds thereof to Republic Services to provide funds to finance and refinance the costs of improvements to certain solid waste disposal facilities, including certain facilities located in Hidalgo County as described in the proposed Order.

In order to permit Republic Services to use proceeds of tax-exempt Bonds for the solid waste disposal facilities located in your County, approval of the Hidalgo County Commissioners Court is required under Texas law pursuant to the Development Corporation Act, Local Government Code, Chapter 501, as amended, and approval of either the Commissioners Court or the County Judge is required under federal tax law pursuant to Section 147(f) of the Internal Revenue Code of 1986, as amended.

As expressly stated in the Order, the approval of the County is not to be construed as a representation or warranty or other undertaking of any kind by the County with respect to the Bonds or the solid waste disposal facilities, and the County will not be obligated to pay the Bonds or otherwise incur any liability in respect thereof. Rather, the approval is to be granted solely for purposes of complying with Texas law and federal tax law.

Please let me know if you or any of the Commissioners have any comments or questions regarding the proposed Order. I can be reached at (713) 221-1311 or paige.abernathy@bracewell.com. Thank you for your assistance.

Very truly yours



Paige Abernathy

Enclosures

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