

**ORDER AUTHORIZING
REDEMPTION OF CERTAIN OF THE COUNTY'S
PASS-THROUGH TOLL REVENUE AND LIMITED TAX BONDS, SERIES 2009**

WHEREAS, Williamson County, Texas (the "County") has duly issued and there is now outstanding the following obligations:

Williamson County, Texas Pass-Through Toll Revenue and Limited Tax Bonds, Series 2009, dated February 15, 2009, in the aggregate principal amount of \$89,235,000, maturing on February 15, 2016 through February 15, 2029, February 15, 2032 and February 15, 2034 (collectively, the "Series 2009 Bonds"); and

WHEREAS, the Commissioners Court of the County deems it to be in the best interest of the County to use lawfully available funds to redeem a portion of the Series 2009 Bonds on the first available redemption date after the giving of notice and compliance with the provisions of the order authorizing the issuance of the Series 2009 Bonds (the "Redeemed Bonds").

NOW, THEREFORE, BE IT ORDERED BY THE COMMISSIONERS COURT OF WILLIAMSON COUNTY, TEXAS THAT:

Section 1. The County hereby calls for redemption the Redeemed Bonds. Attached to this Order as Exhibit "A" and made a part hereof for all purposes, is a copy of the notice of redemption for the Redeemed Bonds in substantially final form with such changes approved by the County Auditor. The County Auditor, Bond Counsel and the paying agent for the Redeemed Bonds are hereby authorized to take all actions necessary to effectuate the redemption of such obligations, including sending all notices of such redemption required by the order authorizing the Redeemed Bonds.

Section 2. The County Auditor is hereby authorized to transfer County funds as necessary to redeem the Redeemed Bonds.

Section 3. The County Judge of the Commissioners Court, the County Treasurer and the County Auditor and all other officers, employees and agents of the County, and each of them, shall be and they are hereby expressly authorized, empowered and directed from time to time and at any time to do and perform all such acts and things, including giving any notices as may be required by the County's continuing disclosure obligations, if any, with respect to the Redeemed Bonds and all other instruments, whether or not herein mentioned, as may be necessary or desirable in order to carry out the terms and provisions of this Order or the order authorizing the Redeemed Bonds.

Section 4. If any provision of this Order or the application thereof to any circumstance shall be held to be invalid, the remainder of this Order and the application thereof to other circumstances shall nevertheless be valid, and this governing body hereby declares that this Order would have been enacted without such invalid provision.

Section 5. This Order shall be in full force and effect immediately upon its passage and approval.

EXHIBIT "A"

NOTICE OF REDEMPTION

NOTICE IS HEREBY GIVEN that Williamson County, Texas (the "County") has called for redemption the outstanding bonds of the County described below at a price of par plus accrued interest to such date of redemption, to-wit:

Williamson County, Texas, Pass-Through Toll Revenue and Limited Tax Bonds, Series 2009, dated February 15, 2009, maturing on February 15, 2034 as further described below (collectively, the "Redeemed Bonds")

CUSIP Number*	Maturity Date (February 15)	Principal Amount	Interest Rate	Redemption Date
	2034	\$1,985,000	5.125%	March 25, 2015

* The CUSIP Numbers are provided for the convenience of the holders of the Bonds. The County and the Paying Agent do not warrant the accuracy of the CUSIP Numbers, and neither shall be responsible for any error of any nature relating to CUSIP Numbers.

The Redeemed Bonds shall be redeemed upon presentation at the principal corporate offices of The Bank of New York Mellon Trust Company, National Association, as paying agent/registrar for the Redeemed Bonds, at the addresses set forth below. Interest on the Redeemed Bonds shall cease to accrue from and after March 25, 2015.

First Class/Registered/Certified Mail

Wells Fargo Bank, N.A.
Corporate Trust Operations
P.O. Box 1517
Minneapolis, MN 55480-1517

By Overnight or Courier:

Wells Fargo Bank, N.A.
Corporate Trust Operations
N9303-121
6th & Marquette Avenue
Minneapolis, MN 55479

In person:

Wells Fargo Bank, N.A.
Northstar East Building
608 2nd Ave. So., 12th Fl.
Minneapolis, MN

In compliance with section 3406 of the Internal Revenue Code of 1986, as amended, payors making certain payments due on debt securities may be obligated to deduct and withhold a portion of such payment from the remittance to any payee who has failed to provide such payor with a valid taxpayer identification number. To avoid the imposition of this withholding tax, such payees should submit a certified taxpayer identification number when surrendering bonds for redemption.

WILLIAMSON COUNTY, TEXAS