

ORDER OF COMMISSIONERS COURT
Authorizing Litigation and Special Counsel Agreement with
Gardere Wynne Sewell LLP (SPECIAL COUNSEL)

The Commissioners Court of Williamson County, Texas, met in regular session at its regular term at the Williamson County Courthouse in the City of Georgetown, Texas, on November 17, 2015, with all members present except _____,

A quorum was present. Among other business, the following was transacted:

ORDER AUTHORIZING LITIGATION AND AGREEMENT WITH GARDERE WYNNE SEWELL LLP TO REPRESENT WILLIAMSON COUNTY IN CONNECTION WITH A LAWSUIT AGAINST VOLKSWAGEN AG. Commissioner _____ introduced an order and moved that Commissioners Court adopt the order. Commissioner _____ seconded the motion for adoption of the order. The motion, carrying with it the adoption of the order, prevailed by the following vote:

	Yes	No	Abstain
Judge Dan A. Gattis			
Comm. Lisa Birkman			
Comm. Cynthia Long			
Comm. Valerie Covey			
Comm. Ron Morrison			

The County Judge thereupon announced that the motion had duly and lawfully carried and that the order had been duly and lawfully adopted. The order adopted follows:

The Court approves the engagement of Gardere Wynne Sewell LLP (Special Counsel) to represent Williamson County in the described litigation and has submitted the terms and conditions of the attached Agreement for approval by the Court.

IT IS ORDERED that:

1. Commissioners Court grants an exemption from competitive bidding and proposal procedures in accordance with Texas Local Government Code Section 262.024(a)(4).
2. The Court approves the selection of Special Counsel and the terms and conditions of the employment of such counsel.
3. The Court authorizes Special Counsel to file such claims and litigation as deemed necessary against Volkswagen AG, Volkswagen Group of America, Inc., Audi AG, Audi of America, LLC, and their corporate affiliates, parents, and subsidiaries, and such other defendants as may be added to the litigation (collectively, "Defendants"). The lawsuit concerns the marketing, sale and operation of certain automobiles in Williamson County and Defendants' violations of Chapter 382 of the Texas Health and Safety Code, Chapter 7 of the Texas Water Code, the rules promulgated by the Texas Commission on Environmental Quality in Title 30 of the Texas Administrative Code, Deceptive Trade Practice Claims, Racketeer Influenced and Corrupt Organizations Act claims, and any other applicable common law or statutory causes of action, including but not limited to consumer and environmental statutes, rules and regulations, including those laws that preceded the current statutes associated with those

certain automobiles. This resolution authorizes exercise of the power granted local governments in Chapter 7 of the Texas Water Code.

4. The Williamson County Judge or his designee is authorized to execute on behalf of Williamson County an agreement with Special Counsel containing terms and provisions substantially similar to those contained in the attached agreement because there is a substantial need for the firm's legal services which cannot adequately be performed by attorneys and supporting personnel of Williamson County or another public agency, nor can the legal services reasonably be obtained from attorneys in private practice under a contract providing only for the payment of hourly fees, without regard to the outcome of the matter, because of the nature of the representation.
5. All fees to be paid to SPECIAL COUNSEL are contingent upon the recovery of attorney's fees and damages as provided for in the Agreement and no additional money shall be due or paid from the General Fund or any special fund under this Agreement.
6. All Williamson County officials and employees are authorized to do any and all things necessary or convenient to accomplish the purposes of this order.