

**RESOLUTION APPROVING PRELIMINARY OFFICIAL STATEMENT AND
AUTHORIZING DISTRIBUTION OF SUCH PRELIMINARY OFFICIAL STATEMENT
AND ENGAGEMENT OF CONSULTANTS RELATING TO PEARSON PLACE ROAD
DISTRICT UNLIMITED TAX ROAD BONDS, SERIES 2016**

WHEREAS, the Pearson Place Road District (the "District") has previously executed a Developer's Agreement with RDW Holdings, Inc., d/b/a Waterstone Development Group as assigned to Century Land Holdings II, LLC (the "Developer") relating to the reimbursement of the Developer for certain costs related to the construction of Neenah Avenue through the issuance of bonds by the District; and

WHEREAS, the District has authorized the District's financial advisor, Specialized Public Finance, Inc. (the "Financial Advisor"), to prepare a Preliminary Official Statement related to the issuance of the District's Unlimited Tax Road Bonds, Series 2016 to reimburse the Developer for costs incurred related to Neenah Avenue (the "Bonds"); and

WHEREAS, the Commissioners Court, acting in its role as the governing body of the District, deems it appropriate to approve the Preliminary Official Statement and authorize the engagement of consultants and the distribution of the Preliminary Official Statement as further set forth below.

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

Section 1. APPROVAL AND DISTRIBUTION OF PRELIMINARY OFFICIAL STATEMENT. The Commissioners Court, acting in its role as the governing body of the District, hereby approves the Preliminary Official Statement substantially in the form attached hereto as Exhibit "A" with such changes, additions or deletions as directed by the Commissioners Court. The District's Financial Advisor is hereby authorized and directed to distribute the Preliminary Official Statement and to do all things necessary to market the Bonds, including making application for ratings and bond insurance, if applicable.

Section 2. ENGAGEMENT OF CONSULTANTS. The Commissioners Court, acting in its role as the governing body of the District, hereby approves the engagement of: (1) Specialized Public Finance to serve as financial advisor to the District in connection with the Bonds at a fee of 1% of the principal amount of the Bonds plus reasonable out-of-pocket expenses and (2) McCall, Parkhurst & Horton L.L.P. to serve as bond counsel to the District in connection with the bonds at a fee of 1% of the principal amount of the Bonds issued plus reasonable out-of-pocket expenses. Fees for financial advisor and bond counsel are contingent upon the issuance of the Bonds.

Section 3. OTHER MATTERS. The County Judge is authorized to do all things proper and necessary to carry out the intent hereof, including the approval of appropriate changes to the Preliminary Official Statement.

EXHIBIT A