

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

Section 1. Definitions; Additional Tender Bond Period.

(a) Unless otherwise expressly provided or unless the context clearly requires otherwise in this Order, the term "Pricing Officer" shall mean the County Auditor or in her absence the County Judge, each of whom is independently authorized to finalize the terms of remarketing the Series 2014 Park Bonds within the parameters prescribed herein.

(b) Pursuant to Section 3 of the 2014 Park Bond Order, the Pricing Officer is hereby directed to convert all outstanding Series 2014 Park Bonds into an additional Tender Bond Period of such duration as designated by the Pricing Officer in accordance with the terms of the 2014 Park Bond Order, as amended and supplemented by this Order, subject to Section 2. The Tender Bond Period following conversion from the New Tender Bond Period shall take effect on August 14, 2018, which is the Mandatory Tender Date.

Section 2. Delegation to Pricing Officer; Establishment of Parameters.

(a) As authorized by Section 1371.053, Texas Government Code, as amended, the Pricing Officer is hereby authorized to act on behalf of the County in remarketing the Series 2014 Park Bonds and taking all action required relating to the remarketing of the Series 2014 Park Bonds, including without limitation providing for the duration of the Tender Bond Period and any other provisions of the Series 2014 Park Bonds. The delegation made to the Pricing Officer shall expire if not exercised by the Pricing Officer on or prior to May 22, 2019.

(b) In providing for the remarketing of the Series 2014 Park Bonds, the following parameters must be satisfied:

(i) the interest rate for the Tender Bond Period into which the Series 2014 Park Bonds are converted shall not exceed the Highest Lawful Rate, provide the initial reoffering yield on the Series 2014 Park Bonds shall not exceed 5% per annum;

(ii) the Tender Bond Period into which the Series 2014 Park Bonds are converted shall expire on or before the maturity date of the Series 2014 Park Bonds;

(iii) the existing maturity of the Series 2014 Park Bonds shall not be modified;
and

(iv) the delegation given to the Pricing Officer shall not have expired.

(c) The County hereby provides that any premium from the remarketing of the Series 2014 Park Bonds, not otherwise used to pay the costs of remarketing the Series 2014 Park Bonds, may be applied to redeem a portion of the Series 2014 Park Bonds on the Mandatory Tender Date. The Pricing Officer is authorized to issue a notice of mandatory tender, if necessary or convenient.

Section 3. Remarketing Agreement. The Pricing Officer, acting for and on behalf of the County, is authorized (i) to carry out the Remarketing Agreement between the County and the Remarketing Agent in connection with the conversion of the Series 2014 Park Bonds to an additional Tender Bond Period or (ii) to terminate the Remarketing Agreement, select a successor Remarketing Agent and approve, enter into and carry out a separate remarketing agreement with such entity to serve as the Remarketing Agent.

Section 4. Tender Agreement. The Pricing Officer, acting for and on behalf of the County, is authorized (i) to carry out the Tender Agreement between the County and the Tender Agent in connection with the conversion of the Series 2014 Park Bonds to an additional Tender Bond Period or (ii) to terminate the Tender Agreement, select a successor Tender Agent and approve, enter into and carry out a separate tender agreement with such entity to serve as the Tender Agent.

Section 5. Continuing Disclosure Undertaking.

(a) The Pricing Officer is hereby authorized to revise the provisions of Section 15 of the 2014 Park Bond Order as they apply to the Series 2014 Park Bonds to reflect the requirements of the Rule so as to permit the Remarketing Agent to remarket the Series 2014 Park Bonds in compliance with the Rule. Any such revisions shall be set forth in the Pricing Certificate delivered in connection with the conversion of the Series 2014 Park Bonds into an additional Tender Bond Period.

(b) The Pricing Officer is hereby authorized and directed to take any action and to deliver any and all certificates or other instruments as necessary for the filing of any event notice described in the Rule that is required in connection with the conversion and remarketing of the Series 2014 Park Bonds.

Section 6. Preliminary and Final Remarketing Memorandum. The Pricing Officer is authorized to approve a Preliminary Remarketing Memorandum relating to the remarketing of the Series 2014 Park Bonds and the Pricing Officer is authorized to approve any changes, addenda, supplements or amendments to that document and to authorize its distribution by the Remarketing Agent to prospective purchasers of the Series 2014 Park Bonds. The Pricing Officer is further authorized, for and on behalf of the County, to approve a final Remarketing Memorandum, and any addenda, supplements or amendments thereto, relating to such Bonds and referred to in the Remarketing Agreement.

Section 7. Further Procedures. The Pricing Officer is hereby expressly authorized, empowered, and directed from time to time and at any time to do and perform all such acts and things and to execute, acknowledge, and deliver in the name and under the seal and on behalf of the County all such notices, certificates, documents and instruments, whether or not herein mentioned, as may be necessary or desirable in order to carry out the terms and provisions of this Order, the 2014 Park Bond Order, the Remarketing Memorandum and the Remarketing Agreement. Prior to the conversion of the Series 2014 Park Bonds into an additional Tender Bond Period, the Pricing Officer, the County's Financial Advisor and the County's Bond Counsel are hereby authorized and directed to approve any technical changes or corrections to this Order or to

any of the instruments authorized and approved by this Order necessary in order to (i) correct any ambiguity or mistake or properly or more completely document the transactions contemplated and approved by this Order, (ii) obtain or confirm a rating from any of the nationally recognized statistical bond rating agencies, (iii) obtain the approval of the remarketing of the Series 2014 Park Bonds by the Texas Attorney General's office, if such approval is necessary, or (iv) prepare substitute or replacement Series 2014 Park Bonds, as necessary.

Section 8. Incorporation of Recitals. The statements, findings, representations, and determinations set forth in the recitals to this Order are hereby incorporated into and made a part of this Order for all purposes.

Section 9. Law of this Order. This Order shall be construed and interpreted in accordance with the laws of the State of Texas.

Section 10. Repealer. All orders, resolutions and agreements, or parts thereof, which are in conflict or inconsistent with any provision of this Order are hereby repealed to the extent of such conflict, and the provisions of this Order shall be and remain controlling as to the matters resolved herein.

Section 11. Effective Date. This Order shall be in force and effect after its passage.