

BRACEWELL

August 20, 2018

The Honorable Dan A. Gattis
County Judge of Williamson County, Texas
Williamson County Courthouse
710 South Main Street, Suite 101
Georgetown, TX 78626

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

Dear Judge Gattis:

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

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

In order to permit Waste Management to use proceeds of tax-exempt Bonds for the solid waste disposal facilities located in your County, approval of the Williamson County Commissioners Court is required under Texas law pursuant to the Development Corporation Act, Local Government Code, Chapter 501, as amended and 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 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) 221-1346. Thanks again for your assistance.

Very truly yours



Cristy C. Edwards

Enclosures

Cristy C. Edwards
Partner

#5768409.2

T: 713.221.1346 F: 713.221.1212
711 Louisiana Street, Suite 2300, Houston, Texas 77002-2770
cristy.edwards@bracewell.com