

CERTIFICATE FOR ORDER

THE STATE OF TEXAS §
 §
COUNTY OF WILLIAMSON §

I, the undersigned County Clerk of Williamson County, Texas, hereby certify as follows:

1. The Commissioners Court of Williamson County, Texas, convened in regular meeting on _____, 2018, at the regular meeting place thereof, within said County, and the roll was called of the duly constituted officers and members of said Commissioners Court and the County Clerk, to wit:

| | |
|---------------|--------------|
| Dan Gattis | County Judge |
| Terry Cook | Commissioner |
| Cynthia Long | Commissioner |
| Valeria Covey | Commissioner |
| Larry Madsen | Commissioner |

and all of said persons were present except for _____, thus constituting a quorum. Whereupon, among other business, the following was transacted at said meeting: a written

ORDER WITH RESPECT TO WASTE MANAGEMENT, INC. PROJECT

was duly introduced for the consideration of said Commissioners Court. It was then duly moved and seconded that said order be adopted; and, after due discussion, said motion, carrying with it the adoption of said order, prevailed and carried by the following vote:

AYES: ____;

NOES: ____;

ABSTENTIONS: ____ .

2. A true, full and correct copy of the aforesaid order adopted at the meeting described in the above and foregoing paragraph is attached to and follows this certificate; said order has been duly recorded in said Commissioners Court's minutes of said meeting; the above and foregoing paragraph is a true, full and correct excerpt from said Commissioners Court's minutes of said meeting pertaining to the adoption of said order; the persons named in the above and foregoing paragraph are the duly chosen, qualified and acting officers and members of said Commissioners Court as indicated therein; each of the officers and members of said Commissioners Court was duly and sufficiently notified officially and personally, in advance, of the date, hour, place and purpose of the aforesaid meeting, and that said order would be introduced and considered for adoption at said meeting, and each of said officers and members consented, in advance, to the holding of said meeting for such purpose; and said meeting was open to the public as required by law; and public notice of the date, hour, place and subject of said meeting was given as required by the Texas Open Meetings Act.

SIGNED AND SEALED this _____, 2018.

County Clerk

(SEAL)

**ORDER WITH RESPECT TO
WASTE MANAGEMENT, INC.
PROJECT**

WHEREAS, WASTE MANAGEMENT, INC. and its subsidiaries or affiliates (collectively, the “Company”) own and operate various solid waste disposal facilities throughout the state of Texas (collectively, the “Facilities”); and

WHEREAS, the Company has requested that Mission Economic Development Corporation (the “Issuer”) issue one or more series of revenue bonds (collectively, the “Bonds”), and loan the proceeds thereof to the Company for the purpose of financing certain improvements to the Facilities (the “Project”), including to the Williamson County Landfill located at 600 Landfill Road, Hutto, Texas 78634 (the “Local Portion of the Project”); and

WHEREAS, in order that the Local Portion of the Project may be financed with the proceeds of the Bonds, the Commissioners Court (the “Commissioners Court”) of Williamson County, Texas (the “County”) must request that the Issuer exercise its powers within the County for the purpose of issuing such Bonds to finance the Local Portion of the Project, such request being intended to satisfy the requirements of Section 501.159 of the Texas Development Corporation Act, Texas Local Government Code, Chapter 501, as amended (the “Act”); and

WHEREAS, the Commissioners Court desires hereby to make such request of the Issuer and to take other actions to enable the Issuer to issue the Bonds and the Company to use the proceeds thereof to finance the Local Portion of the Project; and

WHEREAS, approval of the Commissioners Court as the “applicable elected representative” is also required in connection with the issuance of the Bonds as tax-exempt bonds, in order to satisfy the requirements of Section 147(f) of the Internal Revenue Code of 1986, as amended (the “Code”) and the Commissioners Court desires hereby to give such approval.

NOW, THEREFORE, BE IT ORDERED, ADJUDGED AND DECREED BY THE COMMISSIONERS COURT OF WILLIAMSON COUNTY, TEXAS:

Section 1. Third Party Financing. In order that the Local Portion of the Project may be financed as a part of the entire Project through the Issuer’s issuance of the bonds, the Issuer is hereby requested to exercise its powers within the County for the purpose of issuing such Bonds in one or more series to finance the Local Portion of the Project over the next thirty-six months (the “Plan of Finance”). This request is intended to satisfy the requirements of Section 501.159 of the Act.

Section 2. Public Hearing and Approval for Federal Tax Purposes. In order to comply with Section 147(f) of the Code, a public hearing has been held by or on behalf of the County, in which hearing members of the public were permitted to express their views with respect to the Plan of Finance, the issuance of the Bonds, and the financing of the Project with the proceeds thereof. Notice of such hearing was published no less than 14 days prior to such hearing in a newspaper of general circulation in the County, and an affidavit of the publication of such notice and a copy of such notice are each attached to **Exhibit A** hereto. Based solely upon the results of such hearing (as shown in the certificate of public hearing officer attached hereto as **Exhibit A**), and solely for purposes of complying with Section 147(f) of the Code, the Plan of Finance, including the issuance of the Bonds and the financing of the Project with the proceeds thereof (as described in **Exhibit A**), including the Local Portion of the Project, are hereby approved. If

requested by bond counsel for the Bonds, the County Judge is hereby authorized and directed to execute a certificate certifying approval of the Plan of Finance, the Bonds and the Project to be financed with the proceeds thereof, including the Local Portion of the Project.

SECTION 3. DISCLAIMER OF LIABILITY. THE COUNTY, THE COMMISSIONERS COURT, THE COUNTY JUDGE AND ALL OTHER COUNTY OFFICIALS MAKE NO REPRESENTATION OR WARRANTY OF ANY KIND WHATSOEVER WITH RESPECT TO THE PROJECT OR THE ISSUANCE, CREDITWORTHINESS OR REPAYMENT OF THE BONDS TO BE ISSUED BY THE ISSUER WITH RESPECT TO THE PROJECT. UNDER NO CIRCUMSTANCES SHALL THE COUNTY HAVE ANY LIABILITY, FINANCIAL OBLIGATION OR RESPONSIBILITY OF ANY KIND WITH RESPECT TO THE PAYMENT OF BONDS ISSUED FOR THE PROJECT OR FOR THE CONSTRUCTION, MAINTENANCE, OPERATION OR ANY OTHER ASPECT OF THE PROJECT.

ADOPTED this _____ day of _____, 2018.

EXHIBIT A

CERTIFICATE OF PUBLIC HEARING OFFICER REGARDING PUBLIC HEARING

(attached)

CERTIFICATE OF PUBLIC HEARING OFFICER
REGARDING PUBLIC HEARING (INTERNAL REVENUE CODE § 147(f))

MISSION ECONOMIC DEVELOPMENT CORPORATION
SOLID WASTE DISPOSAL REVENUE BONDS
(WASTE MANAGEMENT, INC. PROJECT)

I, the undersigned, do hereby make and execute this certificate for the benefit of all persons interested in the plan of finance including the issuance of the above-referenced bonds in one or more series (the "Bonds").

I hereby certify as follows:

1. I am the duly appointed hearing officer for the public hearing which was held in connection with the proposed plan of finance including the issuance of the Bonds at the time and place indicated in the Notice of Public Hearing included in **Exhibit A** attached hereto.
2. Notice of the public hearing was published no less than 14 days before the date of the public hearing in a newspaper of general circulation available to residents of Williamson County, Texas, as evidenced by the Affidavit of Publication of the Notice of Public Hearing attached hereto as **Exhibit A**.
3. All persons appearing at the public hearing were given an opportunity to comment on the proposed plan of finance, including the issuance of the Bonds, and the project to be refinanced by the plan of finance. No such persons appeared or made comments except as is set forth on **Exhibit B** attached hereto.
4. After giving all interested persons an opportunity to appear and comment, the public hearing was declared closed.

WITNESS MY HAND this 7th day of September, 2018.

By: _____
Hearing Officer

Exhibit A - Affidavit of Publication of the Notice of Public Hearing
Exhibit B - Names and Comments of Persons Attending Public Hearing

EXHIBIT A

AFFIDAVIT OF PUBLICATION OF THE NOTICE OF PUBLIC HEARING

ATTACHED

EXHIBIT B

NAMES AND COMMENTS OF PERSONS ATTENDING PUBLIC HEARING