

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 May 2, 2023, 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:

Bill Gravell	County Judge
Terry Cook	Commissioner, Precinct 1
Cynthia Long	Commissioner, Precinct 2
Valerie Covey	Commissioner, Precinct 3
Russ Boles	Commissioner, Precinct 4

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, Chapter 551, Texas Government Code, as amended.

SIGNED AND SEALED this May ___, 2023

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 its Mission Economic Development Corporation Solid Waste Disposal Revenue Bonds (Waste Management, Inc. Project) or similarly captioned bonds in one or more series (the “Bonds”) to finance the costs of acquiring, constructing, equipping and/or improving the Facilities (collectively, the “Project”); and

WHEREAS, a portion of the Project consisting of the following site(s) is located in Williamson County, Texas (the “County”): 600 Landfill Road, Hutto, Texas 78634 (the “Local Portion of the Project”); and

WHEREAS, the aggregate maximum stated principal amount of the Bonds to be used to finance the Project is \$100,000,000, and the aggregate maximum stated principal amount of the Bonds to be used to finance the Local Portion of the Project is \$13,000,000; and

WHEREAS, in order for the Local Portion of the Project to be financed with the proceeds of the Bonds, the Commissioners Court (the “Commissioners Court”) of 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 or the County Judge 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 for the Local Portion of the Project to 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 over the next thirty-six months to finance the Local Portion of the Project (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 Project, the Plan of Finance

and the issuance of the Bonds for such purpose. Notice of such hearing was published no less than seven days prior to such hearing in a newspaper of general circulation available to residents of the County, and an affidavit of publication of such notice and a copy of such notice are each attached to Exhibit A hereto. Based upon the results of such hearing (as shown in the certificate of public hearing officer attached hereto as Exhibit A), and for purposes of complying with Section 147(f) of the Code, the Plan of Finance, including the issuance of the Bonds for the Local Portion of the Project, is 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 and the Bonds for 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 May 2, 2023.

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 telephonically in connection with the proposed plan of finance including the issuance of the Bonds on the date and at the time indicated in the Notice of Public Hearing included in Schedule 1 attached hereto.

2. No less than seven days before the date of the public hearing, notice of the public hearing was published 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 Schedule 1.

3. All persons appearing telephonically 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 financed by the plan of finance. No such persons appeared or made comments except as is set forth on Schedule 2 attached hereto.

4. After giving all interested persons an opportunity to appear and comment, the public hearing was declared closed.

WITNESS MY HAND this 6th day of April, 2023.

By: Garrett Merville
Hearing Officer

Schedule 1 - Affidavit of Publication of the Notice of Public Hearing & Notice of Public Hearing
Schedule 2 - Names and Comments of Persons Attending Public Hearing

SCHEDULE 1

AFFIDAVIT OF PUBLICATION OF THE NOTICE OF PUBLIC HEARING & NOTICE OF PUBLIC
HEARING

[ATTACHED]

LOCALiQ

Austin
American-Statesman

PO Box 631667 Cincinnati, OH 45263-1667

PROOF OF PUBLICATION

Bracewell LLP
Bracewell LLP
711 Louisiana Street, Suite 2300
Houston TX 77002

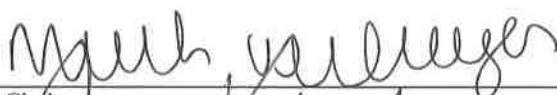
STATE OF TEXAS, COUNTIES OF BASTROP, BELL, BLANCO,
BURNET, CALDWELL, COMAL, CORYELL, FAYETTE,
GILLESPIE, GUADALUPE, HAYS, KERR, LAMPASAS, LEE,
LLANO, MILAM, TRAVIS & WILLIAMSON

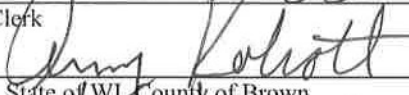
The Austin American Statesman, a newspaper that is generally
circulated in the counties of Bastrop, Bell, Blanco, Burnet,
Caldwell, Comal, Coryell, Fayette, Gillespie, Guadalupe, Hays,
Kerr, Lampasas, Lee, Llano, Milam, Travis and Williamson, State
of Texas, printed and published and personal knowledge of the
facts herein state and that the notice hereto annexed was
Published in said newspapers in the issues dated on:

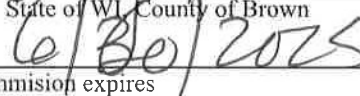
ACO American Statesman 03/30/2023

and that the fees charged are legal.

Sworn to and subscribed before on 03/30/2023



Legal Clerk


Notary, State of WI, County of Brown


My commission expires

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Please do not use this form for payment remittance.

AMY KOKOTT
Notary Public
State of Wisconsin

NOTICE OF PUBLIC
HEARING

MISSION ECONOMIC
DEVELOPMENT CORPO-
RATION
SOLID WASTE DISPOSAL
REVENUE BONDS
(WASTE MANAGEMENT,
INC. PROJECT)

Notice is hereby given of a telephonic public hearing to be held on behalf of Mission Economic Development Corporation (the "Issuer"), on April 6, 2023 at 10:30 a.m., with respect to a plan of finance including one or more series of bonds (the "Bonds") proposed to be issued by the Issuer. Interested parties may join the public hearing on the date and the time indicated above by dialing +1.855.282.6330 (US Toll Free) and, when prompted, entering the meeting code 25934028683#.

The Issuer proposes to issue the Bonds in an aggregate maximum stated principal amount of \$100,000,000 as exempt facility bonds for solid waste disposal facilities pursuant to section 142(a)(6) of the Internal Revenue Code of 1986 (the "Code"). The proceeds of the Bonds will be loaned to Waste Management, Inc. and/or one or more subsidiaries or affiliates thereof (collectively, the "Borrower") for the purpose of financing capital improvements and equipment acquisitions related to the Borrower's solid waste disposal and collection operations, including facilities and operations located at any one or more of the following locations, in the aggregate maximum stated principal amounts at each location noted below: (i) 706 Landfill Road, Temple, Bell County, TX 76501 (\$9,000,000); (ii) 8611 Covell Road, San Antonio, Bexar County, TX 78252 (\$15,000,000); (iii) 1030 U.S. Highway 82 West, New Boston, Bowie County, TX 75570 (\$8,000,000); (iv) 1600 Railroad Street South, Lewisville, Denton County, TX 75067 (\$23,000,000); (v) 1201 N. Central Street, Ferris, Ellis County, TX 75125 (\$20,000,000); (vi) 21000 E. Highway 6, Alvin, Galveston County, TX 77511 (\$4,000,000); (vii) 19248 Hwy 105, Cleveland, Montgomery County, TX 77328 (\$6,000,000); and (viii) 600 Landfill Rd., Hutto, Williamson County, TX 78634 (\$13,000,000) (collectively, the "Project"). The initial owner and/or operator of the Project will be the Borrower.

All interested persons are invited to telephonically attend such public hearing and express their views with respect to the Project and the Bonds. Questions or requests for additional information may be directed to Lee McCormick (telephone: (214)256-3121; email: lmccormick@cdafinance.com). Any interested persons unable to attend the telephonic public hearing may submit their views in writing to Mr. McCormick at 6988 Lebanon Rd., Ste. 103, Frisco, Texas 75034 or by email to the address set forth above prior to the date scheduled for the hearing. This notice is published and the above-described hearing is to be held in satisfaction of the requirements of Section 147(f) of the Code regarding the public approval prerequisite to the exemption from federal income taxation of the interest on the Bonds.

03-30/2023

NOTICE OF PUBLIC HEARING

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

Notice is hereby given of a telephonic public hearing to be held on behalf of Mission Economic Development Corporation (the “Issuer”), on April 6, 2023 at 10:30 a.m., with respect to a plan of finance including one or more series of bonds (the “Bonds”) proposed to be issued by the Issuer. Interested parties may join the public hearing on the date and the time indicated above by dialing +1.855.282.6330 (US Toll Free) and, when prompted, entering the meeting code 25934028683#.

The Issuer proposes to issue the Bonds in an aggregate maximum stated principal amount of \$100,000,000 as exempt facility bonds for solid waste disposal facilities pursuant to section 142(a)(6) of the Internal Revenue Code of 1986 (the “Code”). The proceeds of the Bonds will be loaned to Waste Management, Inc. and/or one or more subsidiaries or affiliates thereof (collectively, the “Borrower”) for the purpose of financing capital improvements and equipment acquisitions related to the Borrower’s solid waste disposal and collection operations, including facilities and operations located at any one or more of the following locations, in the aggregate maximum stated principal amounts at each location noted below: (i) 706 Landfill Road, Temple, Bell County, TX 76501 (\$9,000,000); (ii) 8611 Covell Road, San Antonio, Bexar County, TX 78252 (\$15,000,000); (iii) 1030 U.S. Highway 82 West, New Boston, Bowie County, TX 75570 (\$8,000,000); (iv) 1600 Railroad Street South, Lewisville, Denton County, TX 75067 (\$23,000,000); (v) 1201 N. Central Street, Ferris, Ellis County, TX 75125 (\$20,000,000); (vi) 21000 E. Highway 6, Alvin, Galveston County, TX 77511 (\$4,000,000); (vii) 19248 Hwy 105, Cleveland, Montgomery County, TX 77328 (\$6,000,000); and (viii) 600 Landfill Rd., Hutto, Williamson County, TX 78634 (\$13,000,000) (collectively, the “Project”). The initial owner and/or operator of the Project will be the Borrower.

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SCHEDULE 2

NAMES AND COMMENTS OF PERSONS ATTENDING PUBLIC HEARING

None.