

BRACEWELL

March 28, 2023

The Honorable Bill Gravell
County Judge of Williamson County, Texas
710 Main Street
Georgetown, TX 78626

Re: Approval of Tax-Exempt Bonds To Be Issued on Behalf of Waste Management, Inc. — Proposed Order of Commissioner's Court

Dear Judge Gravell:

Enclosed is a proposed Order of the Williamson County Commissioners Court relating to the 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) Series 2023 (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 as 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 County Commissioners Court is required under Texas law pursuant to the Development Corporation Act, Local Government Code, Chapter 501, as amended, and approval of either the Commissioners Court or the County Judge is required 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 complying with 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 or cristy.edwards@bracewell.com. Thank you for your assistance.

Very truly yours,

Cristy Edwards

Enclosures

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