

ORDER AUTHORIZING THE DEFEASANCE AND REDEMPTION OF CERTAIN OF THE COUNTY'S OUTSTANDING DEBT

WHEREAS, Williamson County, Texas (the "County") has duly issued and there is now outstanding several series of debt obligations secured by ad valorem taxes (collectively, the "Obligations").

WHEREAS, the Commissioners Court of the County deems it to be in the best interest of the County to use lawfully available funds to defease and redeem up to \$20,000,000 principal amount of the Obligations on the first available redemption date after the giving of notice and compliance with the provisions of the orders authorizing the issuance of the Obligations (the "Defeased Obligations"). The particular series, maturities and amounts of the Obligations defeased and redeemed may be determined and adjusted as approved by the County Auditor to include interest costs to the redemption date and also based on available funds and final interest rates for escrow securities.

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

Section 1. The County hereby calls for redemption the Defeased Obligations. Attached to this Order as Exhibit "A" and made a part hereof for all purposes, is a draft of the form of notice of defeasance and redemption for the Defeased Obligations and the County Auditor is authorized to complete the notice, including any revisions necessary to defease a particular series of Defeased Obligations. The County Auditor, Bond Counsel and the paying agent for the Defeased Obligations are hereby authorized to take all actions necessary to effectuate the defeasance and redemption of such obligations, including sending all notices of such defeasance and redemption required by the orders authorizing the Defeased Obligations.

Section 2. The County hereby determines and authorizes, if needed for a particular series of Defeased Obligations, that lawfully available funds sufficient to defease and redeem all or any portion of the Defeased Obligations shall be deposited with BOKF, NA, as Escrow Agent for such obligations, pursuant to the terms of an Escrow Agreement by and between the County and BOKF, NA (the "Escrow Agreement"). The Escrow Agreement in substantially the form and substance previously approved by the County in connection with the defeasance of outstanding obligations is hereby approved, and the County Auditor is hereby authorized to complete, amend, modify and execute the Escrow Agreement, as necessary. The County hereby determines and authorizes that such funds deposited under the Escrow Agreement shall be used to defease and redeem the Defeased Obligations.

Section 3. The County Auditor is hereby authorized to transfer County funds as authorized herein to defease and redeem the Defeased Obligations.

Section 4. The County Judge and the County Auditor and all other officers, employees and agents of the County, and each of them, shall be and they are hereby expressly authorized, empowered and directed from time to time and at any time to do and perform all such acts and things, including giving any notices as may be required by the County's continuing disclosure

obligations, if any, with respect to the Defeased Obligations and all other instruments, whether or not herein mentioned, as may be necessary or desirable in order to carry out the terms and provisions of this Order or the order authorizing the Defeased Obligations.

Section 5. If any provision of this Order or the application thereof to any circumstance shall be held to be invalid, the remainder of this Order and the application thereof to other circumstances shall nevertheless be valid, and this governing body hereby declares that this Order would have been enacted without such invalid provision.

Section 6. This Order shall be in full force and effect immediately upon its passage and approval.

EXHIBIT "A"

NOTICE OF DEFEASANCE AND REDEMPTION

NOTICE IS HEREBY GIVEN that Williamson County, Texas (the "County") has established an escrow with cash and State and Local Government Series (SLGS) Securities to defease and has called for redemption the outstanding bonds of the County described below at a price of par plus accrued interest to such date of redemption, to-wit:

Williamson County, Texas, _____ as
further described below (the "Defeased Bonds")

<u>Maturity Date</u>	<u>Principal Amount Outstanding</u>	<u>Principal Amount Defeased</u>	<u>Principal Amount Remaining</u>	<u>Interest Rate</u>	<u>Redemption Date</u>	<u>Original CUSIP*</u>	<u>New CUSIP* Redeemed Portion</u>	<u>New CUSIP* Non-Redeemed Portion</u>
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* The CUSIP Numbers are provided for the convenience of the holders of the Defeased Bonds. The County and the Paying Agent do not warrant the accuracy of the CUSIP Numbers, and neither shall be responsible for any error of any nature relating to CUSIP Numbers.

The Defeased Bonds shall be redeemed upon presentation at a principal corporate office of BOKF, NA dba Bank of Texas, Dallas, Texas, as paying agent/registrar for the Defeased Bonds, at the addresses set forth below. Interest on the Defeased Bonds shall cease to accrue from and after the Redemption Date.

If by Mail or Overnight Mail:

BOKF, NA
Corporate Trust Services
111 Fillmore Ave E
St. Paul, MN 55107

Bond Holder Communications:
866.429.7481

In compliance with section 3406 of the Internal Revenue Code of 1986, as amended, payors making certain payments due on debt securities may be obligated to deduct and withhold a portion of such payment from the remittance to any payee who has failed to provide such payor with a valid taxpayer identification number. To avoid the imposition of this withholding tax, such payees should submit a certified taxpayer identification number when surrendering bonds for redemption.

WILLIAMSON COUNTY, TEXAS