

**AN ORDER ESTABLISHING A PUBLIC HEARING ON A PETITION
CALLING A BOND ELECTION FOR AVERY CENTRE ROAD DISTRICT NO. 2**

**THE STATE OF TEXAS §
 §
COUNTY OF WILLIAMSON §**

WHEREAS, the Commissioners Court of Williamson County, Texas (the "County") hereby acknowledges receipt of a "Petition for Bond Election in Avery Centre Road District No. 2" signed by all of the landowners dated July 29, 2008 and a "Petition for Bond Election in Avery Centre Road District No. 2" signed by a majority of the registered voters within the proposed Avery Centre Road District No. 2 (the "District") dated July 29, 2008 (collectively, the "Petition") attached hereto as Exhibit "A" petitioning that this Court order an election to be held in the District, to determine whether or not the bonds of such District shall be issued in an amount not to exceed \$20,000,000 as further set forth in the Petition; and

WHEREAS, it appears to this Court and it is so found and adjudged that the Petition is signed by all landowners and a majority of the registered voters of the proposed District, and that the Petition conforms to law in all respects; and

WHEREAS, it appears to this Court and it is so found and adjudged that the proposed improvements set forth in the Petition, including improvements to roads outside the boundaries of the District, provide a substantial benefit to the taxable property within the District; and

WHEREAS, this Court considered the creation of the District at a public hearing on the date hereof and has approved an order creating the District.

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

Section 1. The District was created on the date hereof and a hearing on the Petition shall be held by the Court at the Williamson County Courthouse, 710 Main Street, in the City of Georgetown, Texas, at 10:00 A.M., on the 19th day of August, 2008, which date is not less than fifteen (15) days nor more than thirty (30) days from the date of this Order.

Section 2. The proposition to be submitted to a vote of the electorate of the District, if the hearing is successful, shall be substantially as set forth in the Petition attached hereto.

Section 3. Notice of the public hearing in substantially the form attached hereto as Exhibit "B" shall be (i) published in a newspaper of general circulation in the District and County not less than 10 nor more than 30 days prior to the date of the public hearing, (ii) mailed to each registered voter in the District and (iii) posted at the County Courthouse door and at least three public places in the District.

Section 4. The agents, employees and consultants of the County are authorized and directed to do any and all things necessary or convenient to carry out the terms of this Resolution.

PASSED AND ADOPTED, this 29th day of July, 2008.

(SEAL)



ATTEST:

Dan A. Gattis, County Judge
Williamson County, Texas

Nancy Rister, County Clerk
Williamson County, Texas

EXHIBIT A

**PETITION FOR BOND ELECTION IN
AVERY CENTRE ROAD DISTRICT NO. 2**

**THE STATE OF TEXAS §
 §
COUNTY OF WILLIAMSON §**

**TO THE HONORABLE COMMISSIONERS COURT OF WILLIAMSON COUNTY,
TEXAS:**

THE UNDERSIGNED, the majority of registered voters within the proposed Avery Centre Road District No. 2 (the "District"), respectfully pray and petition the Court to order an election to be held in said District for the purpose of submitting the following proposition:

"Shall the bonds of the Avery Centre Road District No. 2 be issued in an amount not to exceed \$20,000,000, in conformity with the Constitution and laws of the State of Texas, particularly Section 52 of Article III of the Constitution and laws enacted pursuant thereto, for the purpose of constructing, improving, acquiring, or reimbursing for the costs of constructing, improving or acquiring, maintaining, financing and operating macadamized, graveled or paved roads and turnpikes and related bridges, trails, drainage works and other similar improvements and carrying out other improvements that are necessary, convenient, related or in aid thereto or that are otherwise permitted to be done under applicable laws at the time of issuance of such bonds, both within and outside the boundaries of said District, or in aid of those purposes, and to refund any bonds or other evidences of indebtedness issued for any of the foregoing purposes in an amount not to exceed one and one-half times the amount of bonds or other evidences of indebtedness issued, such bonds to be issued in one or more series or issues, to mature serially or otherwise not more than thirty (30) years from their date and to bear interest at such rate or rates (not to exceed the maximum rate permitted by law at the time of issuance of the bonds) as in its discretion the Commissioners Court of Williamson County, Texas shall determine and shall the Commissioners Court be authorized to levy and pledge and cause to be assessed and collected annual ad valorem taxes on all taxable property in the District sufficient to pay the annual interest on the bonds and to provide a sinking fund to pay the bonds at maturity or redemption all as now or hereafter authorized by the Constitution and laws of the State of Texas?"

WE FURTHER REPRESENT that the proposed improvements will be for the benefit of all taxable property situated in the District and that this petition is signed by a majority of the registered voters within the District.

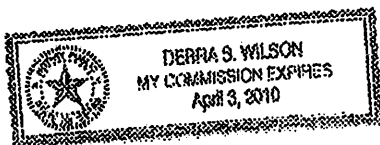
DATED this the 28th day of July, 2008.

Kody L. Talley
Kody L. Talley, Registered Voter of the District

STATE OF TEXAS §

COUNTY OF Williamson §

This instrument was acknowledged before me on the 28 day of July, 2008, by
Kody L. Talley.



(SEAL)

Derra S. Wilson
Notary Public, State of Texas

**PETITION FOR BOND ELECTION IN
AVERY CENTRE ROAD DISTRICT NO. 2**

**THE STATE OF TEXAS §
 §
COUNTY OF WILLIAMSON §**

**TO THE HONORABLE COMMISSIONERS COURT OF WILLIAMSON COUNTY,
TEXAS:**

THE UNDERSIGNED, the duly authorized representatives of Avery Ranch Company, Ltd., and CHARLES N. AVERY, III, JOHN S. AVERY, A. NELSON AVERY, and LUCILLE CHRISTINA AVERY FELL, TRUSTEES of the Children of LUCILLE SHARP AVERY EXEMPT TRUSTS, as tenants in common, the sole landowners within the proposed Avery Centre Road District No. 2 (the "District"), respectfully pray and petition the Court to order an election to be held in said District for the purpose of submitting the following proposition::

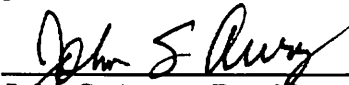
"Shall the bonds of the Avery Centre Road District No. 2 be issued in an amount not to exceed \$20,000,000, in conformity with the Constitution and laws of the State of Texas, particularly Section 52 of Article III of the Constitution and laws enacted pursuant thereto, for the purpose of constructing, improving, acquiring, or reimbursing for the costs of constructing, improving or acquiring, maintaining, financing and operating macadamized, graveled or paved roads and turnpikes and related bridges, trails, drainage works and other similar improvements and carrying out other improvements that are necessary, convenient, related or in aid thereto or that are otherwise permitted to be done under applicable laws at the time of issuance of such bonds, both within and outside the boundaries of said District, or in aid of those purposes, and to refund any bonds or other evidences of indebtedness issued for any of the foregoing purposes in an amount not to exceed one and one-half times the amount of bonds or other evidences of indebtedness issued, such bonds to be issued in one or more series or issues, to mature serially or otherwise not more than thirty (30) years from their date and to bear interest at such rate or rates (not to exceed the maximum rate permitted by law at the time of issuance of the bonds) as in its discretion the Commissioners Court of Williamson County, Texas shall determine and shall the Commissioners Court be authorized to levy and pledge and cause to be assessed and collected annual ad valorem taxes on all taxable property in the District sufficient to pay the annual interest on the bonds and to provide a sinking fund to pay the bonds at maturity or redemption all as now or hereafter authorized by the Constitution and laws of the State of Texas?"

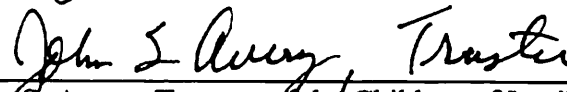
WE FURTHER REPRESENT that the proposed improvements will be for the benefit of all taxable property situated in the District and that this petition is signed by the sole landowner and a majority of the registered voters within the District.


DATED this the 29th day of July, 2008


AVERY RANCH COMPANY, LTD., a Texas limited partnership


By: CJAC, Inc., a Texas corporation, its general partner

By: 
John S. Avery, President


John S. Avery, Trustee of the Children of Lucille Sharp Avery Trusts, the Charles N. Avery, III Exempt Trust, the John S. Avery Exempt Trust, the A. Nelson Avery Exempt Trust, and the Lucille Christina Avery Fell Exempt Trust

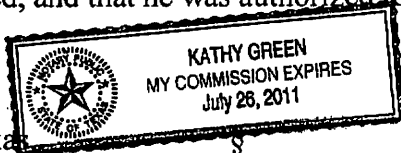

Charles N. Avery, III, Trustee of the Children of Lucille Sharp Avery Trusts, the Charles N. Avery, III Exempt Trust, the John S. Avery Exempt Trust, the A. Nelson Avery Exempt Trust, and the Lucille Christina Avery Fell Exempt Trust


A. Nelson Avery, Trustee of the Children of Lucille Sharp Avery Trusts, the Charles N. Avery, III Exempt Trust, the John S. Avery Exempt Trust, the A. Nelson Avery Exempt Trust, and the Lucille Christina Avery Fell Exempt Trust


Lucille Christina Avery Fell, Trustee of the Children of Lucille Sharp Avery Trusts, the Charles N. Avery, III Exempt Trust, the John S. Avery Exempt Trust, the A. Nelson Avery Exempt Trust, and the Lucille Christina Avery Fell Exempt Trust

State of Texas §
 §
County of Williamson §

This instrument was acknowledged before me on this 11th day of July, 2008, by John S. Avery, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same as the act and deed of Avery Ranch Company, Ltd., a Texas limited partnership, as the President of CJAC, Inc., its General Partner, and for the purposes and consideration therein expressed and in the capacity therein stated, and that he was authorized to do so.



Kathy Green
Notary Public – State of Texas

State of Texas §
 §
County of Williamson §

This instrument was acknowledged before me on this _____ day of _____, 2008, by **Charles N. Avery, III**, Trustee of the Children of Lucille Sharp Avery Trusts, the Charles N. Avery, III Exempt Trust, the John S. Avery Exempt Trust, the A. Nelson Avery Exempt Trust, and the Lucille Christina Avery Fell Exempt Trust.

Notary Public – State of Texas

State of Texas §
 §
County of Williamson §

This instrument was acknowledged before me on this 11th day of July, 2008, by **John S. Avery**, Trustee of the Children of Lucille Sharp Avery Trusts, the ~~Charles N. Avery, III Exempt Trust~~, the John S. Avery Exempt Trust, the A. Nelson Avery Exempt Trust, and the Lucille Christina Avery Fell Exempt Trust.



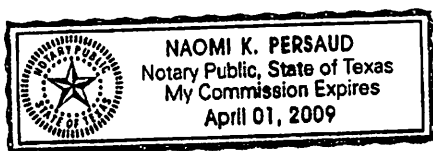
Kathy Green
Notary Public – State of Texas

ACKNOWLEDGMENT

STATE OF TEXAS

COUNTY OF WILLIAMSON

This instrument was acknowledged before me on this 3rd day of July, 2008, by **Charles N. Avery, III**, Trustee of the Children of Lucille Sharp Avery Trusts, the Charles N. Avery, III Exempt Trust, the John S. Avery Exempt Trust, the A. Nelson Avery Exempt Trust, and the Lucille Christina Avery Fell Exempt Trust.



Naomi K. Persaud
Notary Public, State of Texas

STATE OF TEXAS

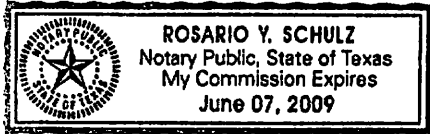
COUNTY OF WILLIAMSON

This instrument was acknowledged before me on this _____ day of _____, 2008, by **John S. Avery**, Trustee of the Children of Lucille Sharp Avery Trusts, the Charles N. Avery, III Exempt Trust, the John S. Avery Exempt Trust, the A. Nelson Avery Exempt Trust, and the Lucille Christina Avery Fell Exempt Trust.

Notary Public, State of Texas

State of Texas §
County of Galveston §

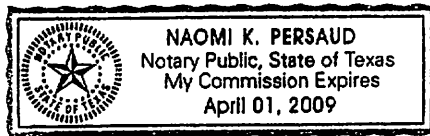
This instrument was acknowledged before me on this 1 day of July, 2008, by **A. Nelson Avery**, Trustee of the Children of Lucille Sharp Avery Trusts, the Charles N. Avery, III Exempt Trust, the John S. Avery Exempt Trust, the A. Nelson Avery Exempt Trust, and the Lucille Christina Avery Fell Exempt Trust.



Rosario Y. Schulz
Notary Public – State of Texas

State of Texas §
County of Williamson §

This instrument was acknowledged before me on this 3rd day of July, 2008, by **Lucille Christina Avery Fell**, Trustee of the Children of Lucille Sharp Avery Trusts, the Charles N. Avery, III Exempt Trust, the John S. Avery Exempt Trust, the A. Nelson Avery Exempt Trust, and the Lucille Christina Avery Fell Exempt Trust.



Naomi K. Persaud
Notary Public – State of Texas

EXHIBIT B

NOTICE OF PUBLIC HEARING ON PETITION FOR CALLING A BOND ELECTION FOR AVERY CENTRE ROAD DISTRICT NO. 2

STATE OF TEXAS §
 §
COUNTY OF WILLIAMSON §

TAKE NOTICE, that a petition, signed by all landowners and a majority of the registered voters within the proposed Avery Centre Road District No. 2 (the "District"), a body corporate of Williamson County, Texas, has been submitted to the Commissioners Court of the County, petitioning and requesting the Court to order an election to be held in the District for the purpose of submitting a proposition substantially as follows:

"Shall the bonds of the Avery Centre Road District No. 2 be issued in an amount not to exceed \$20,000,000, in conformity with the Constitution and laws of the State of Texas, particularly Section 52 of Article III of the Constitution and laws enacted pursuant thereto, for the purpose of constructing, improving, acquiring, or reimbursing for the costs of constructing, improving or acquiring, maintaining, financing and operating macadamized, graveled or paved roads and turnpikes and related bridges, trails, drainage works and other similar improvements and carrying out other improvements that are necessary, convenient, related or in aid thereto or that are otherwise permitted to be done under applicable laws at the time of issuance of such bonds, both within and outside the boundaries of said District, or in aid of those purposes, and to refund any bonds or other evidences of indebtedness issued for any of the foregoing purposes in an amount not to exceed one and one-half times the amount of bonds or other evidences of indebtedness issued, such bonds to be issued in one or more series or issues, to mature serially or otherwise not more than thirty (30) years from their date and to bear interest at such rate or rates (not to exceed the maximum rate permitted by law at the time of issuance of the bonds) as in its discretion the Commissioners Court of Williamson County, Texas shall determine and shall the Commissioners Court be authorized to levy and pledge and cause to be assessed and collected annual ad valorem taxes on all taxable property in the District sufficient to pay the annual interest on the bonds and to provide a sinking fund to pay the bonds at maturity or redemption all as now or hereafter authorized by the Constitution and laws of the State of Texas?"

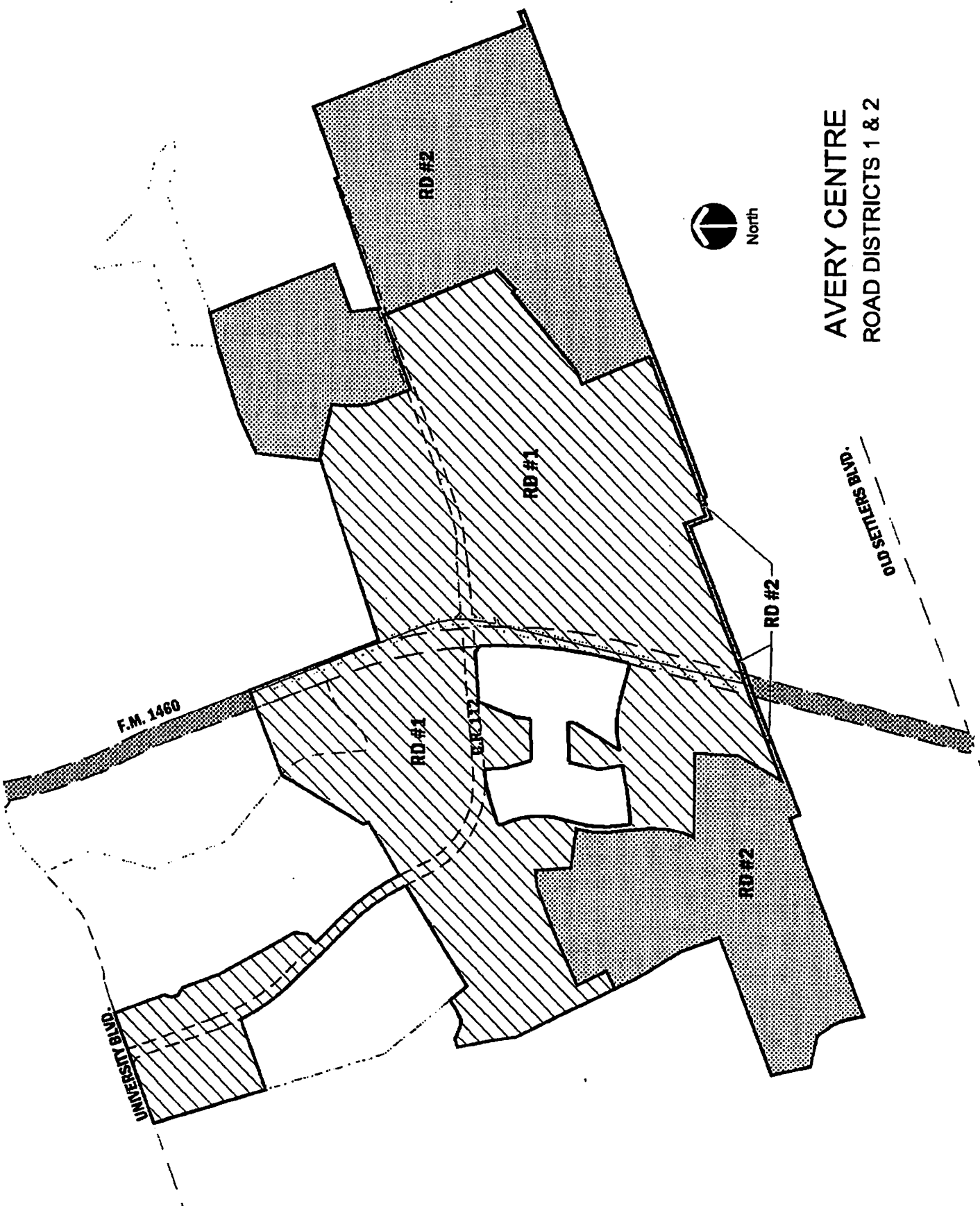
A PUBLIC HEARING on the petition is to be held before the Commissioners Court of Williamson County, Texas on August 19, 2008 at 10:00 a.m. CDT at the Williamson County Courthouse, 710 Main Street, Georgetown, TX 78626.

ALL INTERESTED PERSONS may appear before the Court at the time and place herein mentioned to contend for or protest the ordering of such proposed bond election, as prayed for in the petition.

A map illustrating the boundaries of the District is attached hereto for informational purposes. The proposed District is generally comprised of 355.342 acres, more or less, in the vicinity generally of FM 1460 in between University Boulevard and Old Settlers Parkway. A metes and bounds description of the proposed District is on file with the County. For further information regarding the public hearing contact Peggy Vasquez at the County Judge's office, 710 Main Street, #101, Georgetown, TX 78626, (512) 943-7550.

Williamson County, Texas

MAP



AVERY CENTRE ROAD DISTRICTS 1 & 2