

GENERAL AND NO-LITIGATION CERTIFICATE

THE STATE OF TEXAS	§	
	§	
COUNTY OF WILLIAMSON	§	

We, the undersigned elected officials of the County, hereby certify as follows:

GENERAL

1. This certificate is executed for and on behalf of the County, for the benefit of the Attorney General of the State of Texas and for the benefit of the Underwriters in connection with the issuance of the Bonds. The words and terms used herein shall have the meanings whenever they are used given in Exhibit "A" attached hereto.

2. Any certificate signed by an official of the County delivered to the Underwriters or the Attorney General of the State of Texas shall be deemed a representation and warranty by the County as to the statement made therein. The Public Finance Division of the Office of the Attorney General of the State of Texas is hereby authorized to date this certificate as of the date of approval of the Bonds and is entitled to rely upon the accuracy of the information contained herein unless notified by telephone or fax to the contrary. The Comptroller of Public Accounts is further authorized to register the Bonds upon receipt of the Attorney General approval. After registration, the Bonds, opinions and registration papers shall be delivered to C.D. Polumbo at McCall, Parkhurst & Horton L.L.P.

MATTERS RELATING TO THE COUNTY

3. We officially executed and signed the Bonds with our manual signatures or by causing facsimiles of our manual signatures to be imprinted or copies on each of the Bonds, and, if appropriate, we hereby adopt said facsimile signatures as our own, respectively, and declare that the facsimile signatures constitute our signatures the same as if we had manually signed each of the Bonds.

4. The Bonds are substantially in the form, and have been duly executed and signed in the manner prescribed in the Orders.

5. At the time we so executed and signed the Bonds we were, and at the time of executing this certificate we are, the duly chosen, qualified and acting officers indicated therein, and authorized to execute the same.

6. No litigation of any nature has been filed or is now pending to restrain or enjoin the issuance or delivery of the Bonds, or which would affect the provision made for their payment or

security, or in any manner questioning the proceedings or authority concerning the issuance of the Bonds, and that so far as we know and believe no such litigation is threatened.

7. Neither the corporate existence nor boundaries of the County is being contested, no litigation has been filed or is now pending which would affect the authority of the officers of the County to issue, execute, sign, and deliver the Bonds, and no authority or proceedings for the issuance of the Bonds has been repealed, revoked or rescinded.

8. We have caused the official seal of the County to be impressed, or printed, or copied on the Bonds and said seal on the Bonds has been duly adopted as, and is hereby declared to be, the official seal of the County.

9. The currently outstanding tax debt of the County and the proposed Bonds is set forth in Exhibit "B" attached hereto.

10. The true and correct schedule showing the annual requirements of all the outstanding limited tax indebtedness of the County, together with the proposed Bonds, is set forth in Exhibit "C" hereto.

11. The currently effective ad valorem tax rolls of the County are those for the year 2008, being the most recently approved tax rolls of the County; that the taxable property in the County has been assessed as required by law; that the Tax Assessor of the County has duly verified the aforesaid tax rolls, and that the assessed value of taxable property in the County upon which the annual ad valorem tax of the County has been levied (after deducting the amount of all exemptions, if any, taken or required to be given under the Constitution and laws of the State of Texas), according to the aforesaid tax rolls for said year and finally approved and recorded by the Commissioner's Court of the County, is \$31,131,460,346.

12. The proceeds of the Limited Tax Bonds will be used for the specifically enumerated park projects set forth in the November 2006 Election Order.

CLOSING MATTERS

14. To our best knowledge and belief: (i) the representations and warranties of the County contained in the Bond Purchase Agreements are true and correct in all material respects on and as of the date of the Closing as if made on the date of the Closing; (ii) no litigation or proceeding against the County is pending or, to the best of our knowledge, threatened in any court or administrative body, nor is there a basis for litigation, which would (a) contest the right of the commissioners, officers or officials of the County to hold and exercise their respective positions, (b) contest the due organization and valid existence of the County, (c) contest the validity, due authorization and execution of the Bonds or the Issuer Documents or (d) attempt to limit, enjoin or otherwise restrict or prevent the County from functioning and collecting taxes and revenues (including payments on the County's bonds and other obligations) and other income or the levy or collection of the taxes pledged or to be pledged to pay the principal of and interest on the Bonds, or the pledge thereof; (iii) all

official actions of the County relating to the Official Statement, the Bonds and the Issuer Documents have been duly taken by the County, are in full force and effect and have not been modified, amended, supplemented or repealed; (iv) to the best of our knowledge, no event affecting the Issuer has occurred since the date of the Official Statement which should be disclosed in the Official Statement so that the Official Statement does not contain any untrue statement of a material fact or omit to state a material fact necessary in order to make the statements and information therein, in light of the circumstances under which made, not misleading as of the time of Closing, and the information contained in the Official Statement is correct in all respects and, as of the date thereof, the Official Statement did not, and as of the date of the Closing does not, contain any untrue statement of a material fact or omit to state a material fact required to be stated therein or necessary to make the statements made therein, in the light of the circumstances under which they were made, not misleading; and (v) there has not been any material adverse change in the financial condition of the County since September 30, 2008, the latest date as of which audited financial information is available.

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EXHIBIT A

<i>Bonds</i>	Collectively, the Williamson County, Texas Limited Tax Bonds, Series 2009 dated February 15, 2009 in the aggregate principal amount of \$8,000,000 and Williamson County, Texas Pass-Through Toll Revenue and Limited Tax Bonds, Series 2009 dated February 15, 2009 in the aggregate principal amount of \$92,085,000.
<i>Limited Tax Bonds</i>	The Williamson County, Texas Limited Tax Bonds, Series 2009 dated February 15, 2009 in the aggregate principal amount of \$8,000,000
<i>Pass-Through Toll and Limited Tax Bonds</i>	The Williamson County, Texas Pass-Through Toll Revenue and Limited Tax Bonds, Series 2009 dated February 15, 2009 in the aggregate principal amount of \$92,085,000
<i>Bond Purchase Agreements</i>	The Bond Purchase Agreement between the County and Morgan Keegan & Company, Inc., dated _____, 2009 for the Limited Tax Bonds and the Bond Purchase Agreement between the County and Morgan Keegan & Company, Inc., dated _____, 2009 for the Pass-Through Toll and Limited Tax Bonds, respectively.
<i>Closing</i>	March 3, 2009 or at such other time agreed upon between the County and the Underwriters.
<i>County</i>	Williamson County, Texas.
<i>Issuer Documents</i>	The Bond Purchase Agreements and the Orders.
<i>Official Statements</i>	The Preliminary Official Statements dated February 10, 2009 relating to the issuance of the Bonds.
<i>Orders</i>	The Order Authorizing the Issuance of Williamson County, Texas Limited Tax Bonds; Levying an Ad Valorem Tax in Support of the Bonds; Approving a Paying Agent/Registrar Agreement and an Official Statement; Establishing the Procedures for Selling and Delivering the Bonds; and Authorizing Other Matters Relating to the Bonds and the Second Supplemental Order to the Master Order Establishing the Williamson County, Texas Pass-through Toll Revenue

Financing Program adopted by the Commissioners Court of the County on February 17, 2009 authorizing the issuance of the Bonds.

Underwriters

Morgan Keegan & Company, Inc.

EXHIBIT B

OUTSTANDING TAX INDEBTEDNESS

Bonds in the Process of Issuance

Williamson County, Texas Limited Tax Bonds, Series 2009 \$ 8,000,000

Williamson County, Texas Pass-Through Toll
Revenue and Limited Tax Bonds, Series 2009 92,085,000

Outstanding Debt

Williamson County, Texas Combination Tax and Revenue
Certificates of Obligation, Series 2000 \$ 900,000

Williamson County, Texas Combination Tax and Revenue Certificates of
Obligation, Series 2000A 8,100,000

Williamson County, Texas Unlimited Tax Road Bonds, Series 2001 7,035,000

Williamson County, Texas General Obligation and Refunding Bonds,
Series 2001A 2,575,000

Williamson County, Texas Unlimited Tax Road Bonds, Series 2002 12,065,000

Williamson County, Texas Limited Tax General Obligation Bonds,
Series 2002A 3,725,000

Williamson County, Texas Unlimited Tax Road and Refunding Bonds,
Series 2004 76,730,000

Williamson County, Texas Limited Tax Refunding Bonds, Series 2004A 61,710,000

Williamson County, Texas Unlimited Tax Refunding Bonds, Series 2005 83,590,000

Williamson County, Texas Unlimited Tax Road Bonds, Series 2005 53,465,000

Williamson County, Texas Unlimited Tax Road Bonds, Series 2006 89,595,000

Williamson County, Texas Combination Tax and Revenue
Certificates of Obligation, Series 2006 43,954,000

Williamson County, Texas Pass-Through Toll Revenue and Limited Tax Bonds, Series 2006	27,000,000
Williamson County, Texas Limited Tax Refunding Bonds, Series 2006A ...	16,650,000
Williamson County, Texas Unlimited Tax Road Bonds, Series 2007	146,986,000
Williamson County, Texas Limited Tax Bonds, Series 2007A	13,575,000
Williamson County, Texas Limited Tax Note, Series 2008	10,000,000
TOTAL	\$757,740,000

EXHIBIT C

SIGNED AND SEALED this the _____ day of _____, 2009.

Nancy E. Renter
County Clerk

[Signature]
County Judge

County Treasurer

NOTARY ACKNOWLEDGMENT

Before me, on this day personally appeared the foregoing individuals, known to me to be the officers whose true and genuine signatures were subscribed to the foregoing instrument in my presence.

Given under my hand and seal of office this _____.

Notary Public

(Notary Seal)