

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. Pumbo 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 copied 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 Order.

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 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 2011, 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 \$32,568,270,802 (includes \$1,598,463,545 under review by the Williamson County Appraisal District).

12. That no default exists in connection with any of the covenants contained in any of the orders authorizing the issuance of the Refunded Bonds (as defined in the order authorizing the Bonds).

13. That none of the Refunded Bonds have ever been held in or purchased for the account of any of the special funds created and maintained under the orders authorizing their issuance for payment or security of said Refunded Bonds.

14. The Bonds are in amounts sufficient to refund the Refunded Bonds and pay the costs of issuing the Bonds.

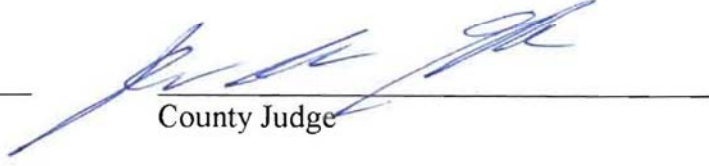
15. There is hereby appropriated from funds of the County lawfully available for such purpose a sum sufficient to pay the interest and principal to become due with respect to the Bonds on February 15, 2012 and August 15, 2012.

CLOSING MATTERS

16. [To our best knowledge and belief: (i) the representations and warranties of the County contained herein are true and correct in all material respects on and as of the date of Closing as if made on the date of 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) attempt to restrain or enjoin the issuance or delivery of the Bonds, contest the validity, due authorization and execution of the Bonds or the County 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 County 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 County 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, 2010, the latest date as of which audited financial information is available.]

SIGNED AND SEALED this the _____ day of _____, 2011.


County Clerk


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)

EXHIBIT A

<i>Bonds</i>	The Williamson County, Texas Limited Tax Refunding Bonds, Series 2011 dated _____, 2011 in the aggregate principal amount of \$ _____.
<i>Bond Purchase Agreement</i>	The Bond Purchase Agreement between the County and the Underwriters dated _____, 2011 for the Bonds.
<i>Closing</i>	_____, 2011 or at such other time agreed upon between the County and the Underwriters.
<i>Commissioners Court</i>	The Commissioners Court of Williamson County, Texas.
<i>Continuing Disclosure Undertaking</i>	The undertaking of the County which satisfies the requirements of section (b)(5)(i) of Rule 15c2-12 under the Securities and Exchange Act of 1934, as amended.
<i>County</i>	Williamson County, Texas.
<i>County Documents</i>	Collectively, the Bond Purchase Agreement, the Order, the Escrow Agreement and the Continuing Disclosure Undertaking.
<i>Escrow Agreement</i>	As defined in the Order.
<i>Official Statements</i>	The Preliminary Official Statement dated _____, 2011 and the Official Statement dated _____, 2011 relating to the issuance of the Bonds.
<i>Order</i>	The Order Authorizing the Issuance of Williamson County, Texas Limited Tax Refunding Bonds; Levying an Ad Valorem Tax in Support of the Bonds; Approving a Paying Agent/Registrar Agreement, an Official Statement, an Escrow Agreement; Establishing the Procedures for Selling and Delivering the Bonds; and Authorizing Other Matters Relating to the Bonds.
<i>Pricing Certificate</i>	As defined in the Order and Bond Purchase Agreement.
<i>Refunded Bonds</i>	The refunded obligations defined in the Order and the Pricing Certificate.
<i>Underwriters</i>	The underwriters as set forth in the Bond Purchase Agreement dated _____, 2011 between the County and _____, acting on its own behalf and on behalf of the other underwriters listed therein.

EXHIBIT B

OUTSTANDING TAX INDEBTEDNESS

Bonds in the Process of Issuance

Williamson County, Texas Limited Tax Refunding Bonds, Series 2011\$ _____

Outstanding Debt

Williamson County, Texas Unlimited Tax Road Bonds, Series 2002.....\$4,225,000

Williamson County, Texas Limited Tax General Obligation Bonds,
Series 2002A \$60,000

Williamson County, Texas Unlimited Tax Road and Refunding Bonds,
Series 2004\$69,760,000

Williamson County, Texas Limited Tax Refunding Bonds, Series 2004A.....\$57,635,000

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

Williamson County, Texas Unlimited Tax Road Bonds, Series 2005.....\$50,355,000

Williamson County, Texas Unlimited Tax Refunding Bonds, Series 2006\$88,995,000

Williamson County, Texas Combination Tax and Revenue
Certificates of Obligation, Series 2006\$38,385,000

Williamson County, Texas Pass-Through Toll Revenue and Limited
Tax Bonds, Series 2006\$17,140,000

Williamson County, Texas Limited Tax Refunding Bonds, Series 2006A.....\$16,575,000

Williamson County, Texas Unlimited Tax Road Bonds, Series 2007.....\$146,985,000

Williamson County, Texas Limited Tax Bonds, Series 2007A\$13,575,000

Williamson County, Texas Limited Tax Note, Series 2008\$5,985,000

Williamson County, Texas Limited Tax Bonds, Series 2009 \$7,525,000

Williamson County, Texas Pass-Through Toll
Revenue and Limited Tax Bonds, Series 2009\$89,235,000

Williamson County, Texas Pass-Through Toll Revenue and
Limited Tax Bonds, Series 2010\$33,995,000

Williamson County, Texas Limited Tax Refunding Bonds, Series 2010\$12,680,000

Williamson County, Texas Unlimited Tax Road Bonds, Series 2011\$76,860,000

TOTAL.....\$

[remember to footnote refunding(s)]

EXHIBIT C
DEBT SERVICE SCHEDULE

Please See Attached