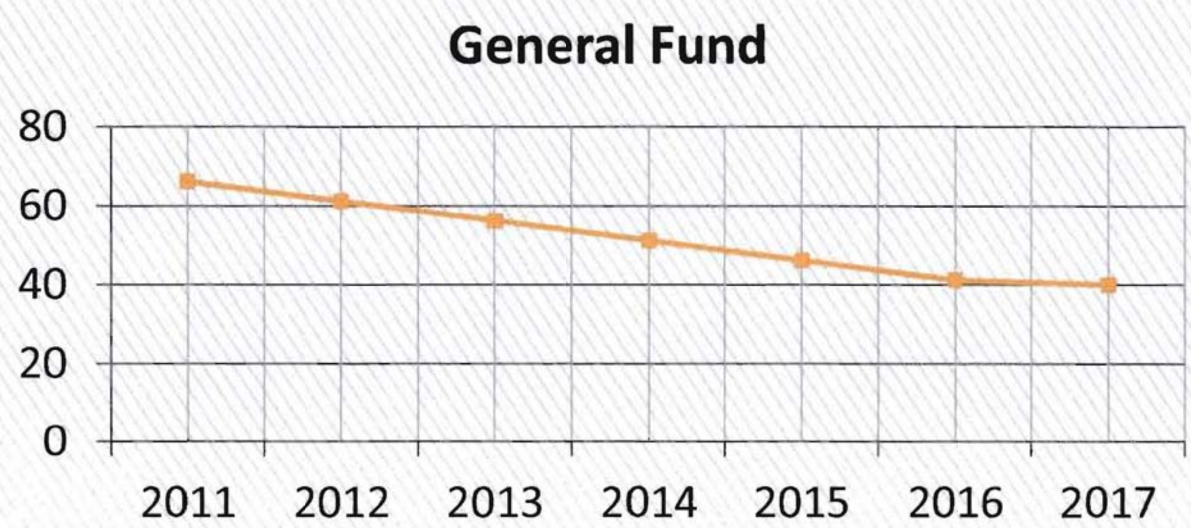
Projected Fund Balance Reduction Plan



Assumptions:

- Cash Ending in Excess of Policy
- Plan $5M of Capital Expenditures Annually over 4 to 5 years
- Protect Ratings by Demonstrating a Plan

Williamson County, Texas
Preliminary Series 2011 Limited Tax Refunding

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FYE 9/30	Assessed Valuation	Est. AV Growth	Existing D/S	$33,135,000 2011 Refunding (Save) / Loss	Less: Fund Balance for 2008 Notes	Less: Cap-I (from Series 2009 PT)	Less: D/S Funds to Maintain 17 Cents	Less: Est. Pass-Through Payments	Less: Est. Freeze Revenue Collections	Est. Total Net D/S	Projected I&S Tax Rate
2012	$ 29,500,000,000		$ 65,737,375	$ (9,379)	$ (1,619,899)	$ (7,236,832)	$ -	$ (2,524,265)	$ (5,200,000)	$ 49,147,000	$ 0.1700
2013	29,795,000,000	1.00%	68,769,819	(191,188)	(1,622,471)	(2,054,094)	(5,600,000)	(5,954,808)	(3,695,872)	49,651,386	0.1700
2014	30,092,950,000	1.00%	69,072,089	(191,188)	(1,623,373)	-	(3,225,000)	(10,159,945)	(3,732,266)	50,140,318	0.1700
2015	30,845,273,750	2.50%	69,090,403	(494,119)	(1,627,605)	-	(825,000)	(10,921,701)	(3,825,751)	51,396,227	0.1700
2016	31,616,405,594	2.50%	69,721,563	(503,522)	-	-	(950,000)	(11,671,056)	(3,921,011)	52,675,974	0.1700
2017	32,406,815,734	2.50%	69,719,160	(500,319)	-	-	-	(11,882,975)	(3,972,200)	53,363,665	0.1680
2018	33,216,986,127	2.50%	69,722,360	(4,669)	-	-	-	(12,099,149)	(3,991,784)	53,626,758	0.1647
2019	34,047,410,780	2.50%	69,745,107	(647)	-	-	-	(12,319,662)	(3,978,362)	53,446,436	0.1602
2020	34,728,358,996	2.00%	69,763,888	(719)	-	-	-	(12,544,602)	(3,964,074)	53,254,493	0.1565
2021	35,422,926,176	2.00%	62,118,399	(881)	-	-	-	(12,774,056)	(3,418,491)	45,924,971	0.1323
2022	36,131,384,699	2.00%	62,147,728	(1,588)	-	-	-	(13,008,118)	(3,404,258)	45,733,765	0.1292
2023	36,854,012,393	2.00%	61,829,916	(5,125)	-	-	-	(13,246,877)	(3,365,454)	45,212,460	0.1252
2024	37,591,092,641	2.00%	61,842,674	-	-	-	-	(13,490,430)	(3,349,820)	45,002,424	0.1222
2025	38,342,914,494	2.00%	61,858,421	-	-	-	-	(13,180,778)	(3,372,363)	45,305,280	0.1206
2026	39,109,772,784	2.00%	61,873,606	-	-	-	-	(5,653,910)	(3,894,873)	52,324,823	0.1365
2027	39,891,968,239	2.00%	46,337,540	-	-	-	-	-	(3,210,242)	43,127,298	0.1103
2028	40,689,807,604	2.00%	36,853,824	-	-	-	-	-	(2,553,215)	34,300,610	0.0860
2029	41,503,603,756	2.00%	36,866,553	-	-	-	-	-	(2,554,097)	34,312,456	0.0844
2030	42,333,675,831	2.00%	31,172,322	-	-	-	-	-	(2,159,603)	29,012,719	0.0699
2031	43,180,349,348	2.00%	27,101,383	-	-	-	-	-	(1,877,570)	25,223,812	0.0596
2032	44,043,956,335	2.00%	27,140,360	-	-	-	-	-	(1,880,271)	25,260,089	0.0585
2033	44,924,835,462	2.00%	14,785,481	-	-	-	-	-	(1,024,331)	13,761,150	0.0313
2034	45,823,332,171	2.00%	14,798,338	-	-	-	-	-	(1,025,222)	13,773,116	0.0307
2035	46,739,798,814	2.00%	8,180,906	-	-	-	-	-	(566,769)	7,614,137	0.0166
2036	47,674,594,791	2.00%	5,750,250	-	-	-	-	-	(398,374)	5,351,876	0.0115
2037	48,628,086,686	2.00%	-	-	-	-	-	-	-	-	-
2038	49,600,648,420	2.00%	-	-	-	-	-	-	-	-	-
2039	50,592,661,389	2.00%	-	-	-	-	-	-	-	-	-
2040	51,604,514,616	2.00%	-	-	-	-	-	-	-	-	-
2041	52,636,604,909	2.00%	-	-	-	-	-	-	-	-	-
			$ 1,241,999,463	$ (1,903,342)		$ (9,290,926)	$ (10,600,000)	$ (161,432,331)		$ 977,943,243	

Assumptions:

(1) All financing assumptions are as of October 6, 2011 for purposes of illustration only. Preliminary, subject to change.

(2) Est. tax collections rate: 98.00%

(3) Estimated Pass-Through payments represent existing Pass-Through program plus IH-35 frontage road & ramps program provided by Prime Strategies with a one-year delay (ex: calendar 2012 revenes shown as available for debt service in FY 2013).

Williamson County, Texas DRAFT FOR PURPOSES OF ILLUSTRATION ONLY

Preliminary Series 2011 Limited Tax Refunding and $10 Million Series 2011 Pass-Through Finance Issue

FYE 9/30	Assessed Valuation	*Est. AV Growth*	Existing D/S	$33,135,000 2011 Refunding (Save) / Loss	$10,000,000 2011 PTF 11/1 4.375%	Less: Fund Balance for 2008 Notes	Less: Cap-I (from Series 2009 PT)	Less: D/S Funds to Maintain 17 Cents	Less: *Est.* Pass-Through Payments	Less: *Est.* Freeze Revenue Collections	*Est.* Total Net D/S	*Projected* I&S Tax Rate
2012	$ 29,500,000,000		$ 65,737,375	$ (9,379)	$ 381,597	$ (1,619,899)	$ (7,618,985)	$ -	$ (2,524,265)	$ (5,200,000)	$ 49,146,444	$ 0.1700
2013	29,795,000,000	1.00%	68,769,819	(191,188)	437,500	(1,622,471)	(1,671,941)	(6,420,000)	(5,954,808)	(3,695,848)	49,651,063	0.1700
2014	30,092,950,000	1.00%	69,072,089	(191,188)	633,125	(1,623,373)	-	(3,850,000)	(10,159,945)	(3,732,829)	50,147,880	0.1700
2015	30,845,273,750	2.50%	69,090,403	(494,119)	634,156	(1,627,605)	-	(1,460,000)	(10,921,701)	(3,825,693)	51,395,441	0.1700
2016	31,616,405,594	2.50%	69,721,563	(503,522)	634,750	-	-	(1,575,000)	(11,671,056)	(3,921,687)	52,685,049	0.1700
2017	32,406,815,734	2.50%	69,719,160	(500,319)	634,906	-	-	-	(11,882,975)	(4,000,000)	53,970,772	0.1699
2018	33,216,986,127	2.50%	69,722,360	(4,669)	634,625	-	-	-	(12,099,149)	(4,000,000)	54,253,167	0.1667
2019	34,047,410,780	2.50%	69,745,107	(647)	898,000	-	-	-	(12,319,662)	(4,000,000)	54,322,798	0.1628
2020	34,728,358,996	2.00%	69,763,888	(719)	899,703	-	-	-	(12,544,602)	(4,000,000)	54,118,270	0.1590
2021	35,422,926,176	2.00%	62,118,399	(881)	895,422	-	-	-	(12,774,056)	(3,480,525)	46,758,359	0.1347
2022	36,131,384,699	2.00%	62,147,728	(1,588)	900,047	-	-	-	(13,008,118)	(3,466,613)	46,571,457	0.1315
2023	36,854,012,393	2.00%	61,829,916	(5,125)	898,469	-	-	-	(13,246,877)	(3,427,699)	46,048,683	0.1275
2024	37,591,092,641	2.00%	61,842,674	-	895,797	-	-	-	(13,490,430)	(3,411,880)	45,836,161	0.1244
2025	38,342,914,494	2.00%	61,858,421	-	896,922	-	-	-	(13,180,778)	(3,434,501)	46,140,063	0.1228
2026	39,109,772,784	2.00%	61,873,606	-	896,734	-	-	-	(5,653,910)	(3,956,998)	53,159,432	0.1387
2027	39,891,968,239	2.00%	46,337,540	-	895,234	-	-	-	-	(3,272,263)	43,960,511	0.1124
2028	40,689,807,604	2.00%	36,853,824	-	897,313	-	-	-	-	(2,615,380)	35,135,757	0.0881
2029	41,503,603,756	2.00%	36,866,553	-	897,859	-	-	-	-	(2,616,300)	35,148,112	0.0864
2030	42,333,675,831	2.00%	31,172,322	-	896,875	-	-	-	-	(2,221,738)	29,847,459	0.0719
2031	43,180,349,348	2.00%	27,101,383	-	899,250	-	-	-	-	(1,939,870)	26,060,763	0.0616
2032	44,043,956,335	2.00%	27,140,360	-	-	-	-	-	-	(1,880,271)	25,260,089	0.0585
2033	44,924,835,462	2.00%	14,785,481	-	-	-	-	-	-	(1,024,331)	13,761,150	0.0313
2034	45,823,332,171	2.00%	14,798,338	-	-	-	-	-	-	(1,025,222)	13,773,116	0.0307
2035	46,739,798,814	2.00%	8,180,906	-	-	-	-	-	-	(566,769)	7,614,137	0.0166
2036	47,674,594,791	2.00%	5,750,250	-	-	-	-	-	-	(398,374)	5,351,876	0.0115
2037	48,628,086,686	2.00%	-	-	-	-	-	-	-	-	-	-
2038	49,600,648,420	2.00%	-	-	-	-	-	-	-	-	-	-
2039	50,592,661,389	2.00%	-	-	-	-	-	-	-	-	-	-
2040	51,604,514,616	2.00%	-	-	-	-	-	-	-	-	-	-
2041	52,636,604,909	2.00%	-	-	-	-	-	-	-	-	-	-
			$ 1,241,999,463	$ (1,903,342)	$ 15,658,285		$ (9,290,926)	$ (13,305,000)	$ (161,432,331)		$ 990,118,009	

Assumptions.

(1) All financing assumptions are as of October 6, 2011 for purposes of illustration only. Preliminary, subject to change.

(2) Est. tax collections rate: 98.00%

(3) Estimated Pass-Through payments represent existing Pass-Through program plus IH-35 frontage road & ramps program provided by Prime Strategies with a one-year delay (ex: calendar 2012 revenes shown as available for debt service in FY 2013).