

## CERTIFICATE FOR RESOLUTION

THE STATE OF TEXAS

COUNTY OF WILLIAMSON

NORTHWOODS ROAD DISTRICT NO. 1

We, the undersigned Elected Officials of Williamson County, Texas (the "County") serving as the governing body of the Northwoods Road District No. 1 (the "District"), hereby certify as follows:

1. The District convened in REGULAR MEETING ON THE 30<sup>TH</sup> DAY OF OCTOBER, 2018, at the designated meeting place (the "Meeting"), and the roll was called of the duly constituted officers and members of the governing body, to wit:

Dan A. Gattis, County Judge  
Terry Cook, Commissioner, Precinct 1  
Cynthia Long, Commissioner, Precinct 2  
Valerie Covey, Commissioner, Precinct 3  
Larry Madsen, Commissioner, Precinct 4

and all of said persons were present, except the following absentees: none, thus constituting a quorum. Whereupon, among other business, the following was transacted at the Meeting: a written

### **RESOLUTION APPROVING PRELIMINARY OFFICIAL STATEMENT AND AUTHORIZING DISTRIBUTION OF SUCH PRELIMINARY OFFICIAL STATEMENT AND ENGAGEMENT OF CONSULTANTS RELATING TO NORTHWOODS ROAD DISTRICT NO. 1 UNLIMITED TAX ROAD BONDS, SERIES 2018**

was duly introduced for consideration. It was then duly moved and seconded that the Resolution be passed; and, after due discussion, the motion, carrying with it the passage of the Resolution, prevailed and carried by the following vote:

AYES: 5

NOES: 0

2. A true, full and correct copy of the aforesaid Resolution passed at the Meeting described in the above and foregoing paragraph is attached to and follows this Certificate; that the Resolution has been duly recorded in the District's minutes of the Meeting; that the above and foregoing paragraph is a true, full and correct excerpt from the District's minutes of the Meeting pertaining to the passage of the Resolution; that the persons named in the above and foregoing paragraph are the duly chosen, qualified and acting officers and members of the governing body as indicated therein; that each of the officers and members of the governing body were duly and sufficiently notified officially and personally, in advance, of the time, place and purpose of the

aforesaid Meeting, and that the Resolution would be introduced and considered for passage at the Meeting, and each of the officers and members consented, in advance, to the holding of the Meeting for such purpose; that the Meeting was open to the public and public notice of the time, place and purpose of the Meeting was given, all as required by Chapter 551, Government Code, as amended.

**SIGNED AND SEALED** this 30<sup>th</sup> day of October, 2018.

Nancy E. Rister  
County Clerk

[Signature]  
County Judge

(SEAL)



**RESOLUTION APPROVING PRELIMINARY OFFICIAL STATEMENT AND  
AUTHORIZING DISTRIBUTION OF SUCH PRELIMINARY OFFICIAL STATEMENT  
AND ENGAGEMENT OF CONSULTANTS RELATING TO NORTHWOODS ROAD  
DISTRICT NO. 1 UNLIMITED TAX ROAD BONDS, SERIES 2018**

**WHEREAS**, Williamson County, Texas has previously executed a Development Agreement dated March 22, 2011 (the "Development Agreement") with Northwoods Avery Ranch LLC, a Texas limited liability company (the "Developer"), relating to the reimbursement of the Developer through the Northwoods Road District No. 1 (the "District") for certain costs related to the construction of Staked Plains Blvd. and Lakeline Blvd. through the issuance of bonds from time to time by the District in accordance with the Development Agreement; and

**WHEREAS**, the District has authorized the District's financial advisor, Specialized Public Finance, Inc. (the "Financial Advisor"), to prepare a Preliminary Official Statement related to the issuance of the District's Unlimited Tax Road Bonds, Series 2018 (the "Bonds") to reimburse the Developer for certain costs incurred related to the widening and expansion of Staked Plains Blvd. and Lakeline Blvd.; and

**WHEREAS**, the Commissioners Court, acting in its role as the governing body of the District, deems it appropriate to approve the Preliminary Official Statement and authorize the engagement of consultants and the distribution of the Preliminary Official Statement as further set forth below.

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

**Section 1. APPROVAL AND DISTRIBUTION OF PRELIMINARY OFFICIAL STATEMENT.** The Commissioners Court, acting in its role as the governing body of the District, hereby approves the Preliminary Official Statement substantially in the form attached hereto as Exhibit "A" with such changes, additions or deletions as directed by the County Auditor. The District's Financial Advisor is hereby authorized and directed to distribute the Preliminary Official Statement and to do all things necessary to market the Bonds, including making application for ratings and bond insurance, if applicable.

**Section 2. ENGAGEMENT OF CONSULTANTS.** The Commissioners Court, acting in its role as the governing body of the District, hereby approves the engagement of: (1) Specialized Public Finance to serve as financial advisor to the District in connection with the Bonds at a fee of 1% of the principal amount of the Bonds, subject to a \$25,000 minimum, plus reasonable out-of-pocket expenses and (2) McCall, Parkhurst & Horton L.L.P. to serve as bond counsel to the District in connection with the bonds at a fee of 1% of the principal amount of the Bonds, subject to a \$25,000 minimum, issued plus reasonable out-of-pocket expenses. Fees for financial advisor and bond counsel are contingent upon the issuance of the Bonds.

**Section 3. OTHER MATTERS.** The County Judge is authorized to do all things proper and necessary to carry out the intent hereof, including the approval of appropriate changes to the Preliminary Official Statement.

## **EXHIBIT A**

### **Preliminary Official Statement**