

AGENDA ITEM # 31

July 1, 1997

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Consideration and approval of an order ratifying, re-adopting and approving the order authorizing the issuance of Williamson County, Texas Unlimited Tax Road Bonds, Series 1997; and the order awarding the sale of and establishing the rates of interest for Williamson County, Texas Unlimited Tax Road Bonds, Series 1997.

Moved: Commissioner Hays

Seconded: Judge Doerfler

Motion: To approve order ratifying, re-adopting and approving the order authorizing the issuance of Williamson County, Texas Unlimited Tax Road Bonds, Series 1997; and the order awarding the sale of and establishing the rates of interest for Williamson County, Texas Unlimited Tax Road Bonds, Series 1997.

Vote: Motion carried 5 - 0

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**ORDER RATIFYING, READOPTING AND APPROVING THE ORDER
AUTHORIZING THE ISSUANCE OF WILLIAMSON COUNTY, TEXAS
COMBINATION TAX AND REVENUE CERTIFICATES OF OBLIGATION, SERIES
1997 AND THE ORDER AWARDING THE SALE OF AND ESTABLISHING THE
RATES OF INTEREST FOR WILLIAMSON COUNTY, TEXAS COMBINATION
TAX AND REVENUE CERTIFICATES OF OBLIGATION, SERIES 1997**

WHEREAS, on the 17th day of June, 1997, the Commissioners Court (the "Court") of Williamson County, Texas, passed and adopted an order (the "Authorizing Order") authorizing the issuance of \$9,100,000 "WILLIAMSON COUNTY, TEXAS COMBINATION TAX AND REVENUE CERTIFICATES OF OBLIGATION, SERIES 1997", dated June 15, 1997 (the "Certificates"); and

WHEREAS, on the 20th day of June, 1997, the Court passed and adopted an order (the "Order Awarding the Sale") awarding the sale of and establishing the interest rates for \$9,100,000 "Williamson County, Texas Combination Tax and Revenue Certificates of Obligation, Series 1997"; and

WHEREAS, the County has determined to ratify, readopt and approve the Authorizing Order and the Order Awarding the Sale; now, therefore

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

Section 1: The Court hereby ratifies, readopts, and approves the provisions of the Authorizing Order attached hereto as Exhibit "A" and the Order Awarding the Sale attached hereto as Exhibit "B".

Section 2: The recitals contained in the preamble hereof are hereby found to be true, and such recitals are hereby made a part of this Order for all purposes and are adopted as a part of the judgment and findings of the Court.

Section 3: All orders and resolutions, or parts thereof, which are in conflict or inconsistent with any provision of this Order are hereby repealed to the extent of such conflict, and the provisions of this Order shall be and remain controlling as to the matters ordered herein.

Section 4: This Order shall be construed and enforced in accordance with the laws of the State of Texas and the United States of America.

Section 5: If any provision of this Order or the application thereof to any person or circumstance shall be held to be invalid, the remainder of this Order and the application of such provision to other persons and circumstances shall nevertheless be valid, and this Court hereby declares that this order would have been enacted without such invalid provision.

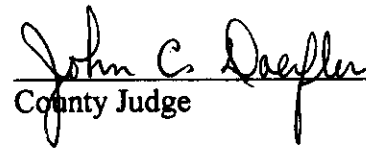
Section 6: It is officially found, determined, and declared that the meeting at which this Order is adopted was open to the public and public notice of the time, place, and subject matter of the public business to be considered at such meeting, including this Order, was given, all as required by Chapter 551, as amended, Texas Government Code.

Section 7: This Order shall be in force and effect from and after the date of its adoption, and it is so ordered.

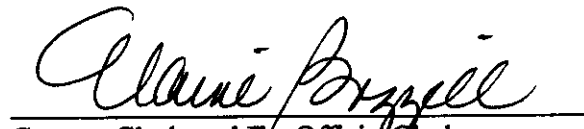
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PASSED AND ADOPTED, this July 1, 1997.

WILLIAMSON COUNTY, TEXAS


County Judge

ATTEST:


County Clerk and Ex-Officio Clerk
of the Commissioners Court

(Commissioners Court Seal)

EXHIBIT A

CERTIFICATE FOR ORDER

THE STATE OF TEXAS §
COUNTY OF WILLIAMSON §

We, the undersigned Elected Officials of Williamson County, Texas (the "County"), hereby certify as follows:

1. The Commissioners Court of the County convened in a REGULARLY SCHEDULED MEETING ON THE 17TH DAY OF JUNE, 1997, at the County Courthouse (the "Meeting"), and the roll was called of the duly constituted Commissioners Court of the County, to-wit:

John C. Doerfler, County Judge
Michael Heiligenstein, Commissioner, Precinct 1
Greg Boatright, Commissioner, Precinct 2
David Hays, Commissioner, Precinct 3
Jerry Mehevec, Commissioner, Precinct 4

and all of the persons were present, except the following absentees: Jerry Mehevec, thus constituting a quorum. Whereupon, among other business, the following was transacted at the Meeting: a written

**ORDER AUTHORIZING THE ISSUANCE OF WILLIAMSON COUNTY, TEXAS
COMBINATION TAX AND REVENUE CERTIFICATES OF OBLIGATION, SERIES
1997; LEVYING AN AD VALOREM TAX AND PLEDGING CERTAIN REVENUES IN
SUPPORT OF THE CERTIFICATES; APPROVING AN OFFICIAL STATEMENT AND
A PAYING AGENT/REGISTRAR AGREEMENT; MAKING CERTAIN CONTINUING
DISCLOSURE UNDERTAKINGS; AND AUTHORIZING OTHER MATTERS
RELATED TO THE CERTIFICATES**

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


AYES: All present voted aye

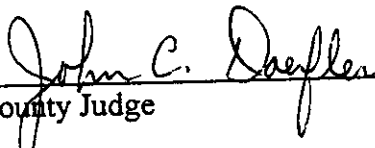
NOES: None

2. A true, full and correct copy of the Order passed at the Meeting described in the above and foregoing paragraph is attached to and follows this Certificate; that the Order has been duly recorded in the Commissioners Court's minutes of the Meeting; that the above and foregoing paragraph is a true, full and correct excerpt from the Commissioner Court's minutes of the Meeting pertaining to the passage of the Order; that the persons named in the above and foregoing paragraph are the duly chosen, qualified and acting city officials of the Commissioners Court as indicated therein; that each of the elected officials and members of the Commissioners Court was duly and sufficiently notified officially and personally, in advance, of the time, place and purpose of the Meeting, and that the Order would be introduced and considered for passage at the Meeting, and each of the elected officials and members consented, in advance, to the holding of the Meeting for such purpose, and 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.

3. The County Judge of the County has approved and hereby approves the Order; that the County Judge and the County Clerk of the County have duly signed the Order; and that the County Judge and the County Clerk of the County hereby declare that their signing of this Certificate shall constitute the signing of the attached and following copy of the Order for all purposes.

SIGNED AND SEALED the JUN 17 1997


County Clerk


County Judge

[COUNTY SEAL]

**ORDER AUTHORIZING THE ISSUANCE OF WILLIAMSON COUNTY, TEXAS
COMBINATION TAX AND REVENUE CERTIFICATES OF OBLIGATION, SERIES
1997; LEVYING AN AD VALOREM TAX AND PLEDGING CERTAIN REVENUES IN
SUPPORT OF THE CERTIFICATES; APPROVING AN OFFICIAL STATEMENT AND
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DISCLOSURE UNDERTAKINGS; AND AUTHORIZING OTHER MATTERS
RELATED TO THE CERTIFICATES**

THE STATE OF TEXAS
COUNTY OF WILLIAMSON

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WHEREAS, the Commissioners Court of Williamson County, Texas (the "County") deems it advisable to issue Certificates of Obligation in the amount of \$9,100,000 for the purpose of paying contractual obligations to be incurred by the County for the purpose of providing funds for paying contractual obligations incurred or to be incurred for public permanent improvements and other public purposes within the County including: (1) construction, acquisition, improvement and equipment of a County annex building to be located in Cedar Park, Texas in the vicinity of Discovery Boulevard and U.S. 183 (Bell Avenue), (2) construction, acquisition, improvement and equipment of a County annex building to be located in Taylor, Texas between 4th and 5th on Vance Street, (3) flood control and drainage projects within the County including along Lake Creek and Lake Creek tributaries, (4) construction of improvements, upgrades, extensions and acquisition of any necessary right-of-way for the bridge and road system of the County including County Road 272, County Road 101 and completion of the Georgetown Inner Loop, (5) land acquisition for a county multi-purpose facility near the Georgetown Candle Factory, (6) the acquisition and installation of new phone systems for the County Jail, Sheriff's Department and Justice Center, (7) acquisition of land and construction relating to a new downtown Georgetown parking lot, (8) construction, acquisition, improvement and equipment of an addition to the County Jail, (9) acquisition of land sites and improvements thereon including the building known as the Rodney Montgomery Building and related land and the houses on Academy Block and related land and (10) the payment of professional services for legal, fiscal and engineering fees in connection herewith including the payment of the costs of issuance in accordance with Section 271.041 et. seq., Local Government Code, Vernon's Texas Codes Annotated.

WHEREAS, the Certificates hereinafter authorized and designated are to be issued and delivered for cash pursuant to Subchapter C of Chapter 271, Texas Local Government Code, as amended and Section 364.051 Texas Health and Safety Code; and

WHEREAS, on May 27, 1997 the Commissioners Court passed a resolution authorizing and directing the giving of notice of intention to issue the Certificates; and

WHEREAS, the notice was published on June 1, 1997 and June 8, 1997 in the *Williamson County Sun*, a newspaper of general circulation in the County and a "newspaper" as defined in Section 2051.044, Government Code; and

WHEREAS, the County received no petition from the qualified electors of the County protesting the issuance of the Certificates; and

WHEREAS, it is considered to be in the best interest of the County that the interest bearing Certificates be issued.

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

Section 1. RECITALS, AMOUNT AND PURPOSE OF THE CERTIFICATES. The recitals set forth in the preamble hereof are incorporated herein and shall have the same force and effect as if set forth in this section. The Certificates are hereby authorized to be issued and delivered in the aggregate principal amount of \$9,100,000 for the purpose of paying contractual obligations to be incurred by the County for the purpose of providing funds for paying contractual obligations incurred or to be incurred for public permanent improvements and other public purposes within the County including: (1) construction, acquisition, improvement and equipment of a County annex building to be located in Cedar Park, Texas in the vicinity of Discovery Boulevard and U.S. 183 (Bell Avenue), (2) construction, acquisition, improvement and equipment of a County annex building to be located in Taylor, Texas between 4th and 5th on Vance Street, (3) flood control and drainage projects within the County including along Lake Creek and Lake Creek tributaries, (4) construction of improvements, upgrades, extensions and acquisition of any necessary right-of-way for the bridge and road system of the County including County Road 272, County Road 101 and completion of the Georgetown Inner Loop, (5) land acquisition for a county multi-purpose facility near the Georgetown Candle Factory, (6) the acquisition and installation of new phone systems for the County Jail, Sheriff's Department and Justice Center, (7) acquisition of land and construction relating to a new downtown Georgetown parking lot, (8) construction, acquisition, improvement and equipment of an addition to the County Jail, (9) acquisition of land sites and improvements thereon including the building known as the Rodney Montgomery Building and related land and the houses on Academy Block and related land and (10) the payment of professional services for legal, fiscal and engineering fees in connection herewith including the payment of the costs of issuance in accordance with Section 271.041 et. seq., Local Government Code, Vernon's Texas Codes Annotated.

Section 2. DESIGNATION, DATE, DENOMINATIONS, NUMBERS AND MATURITIES OF CERTIFICATES. Each certificate issued pursuant to this Order shall be designated: "WILLIAMSON COUNTY, TEXAS COMBINATION TAX AND REVENUE CERTIFICATE OF OBLIGATION, SERIES 1997," and initially there shall be issued, sold and delivered hereunder fully registered certificates, without interest coupons, dated June 15, 1997, in the respective denominations and principal amounts hereinafter stated, numbered consecutively from R-1 upward (except the initial Certificates delivered to the Attorney General of the State of Texas which shall be numbered T-1 upward), payable to the respective initial Registered Owners thereof (as designated in Section 15 hereof), or to the registered assignee or assignees of said Certificates or any portion or portions thereof (in each case, the "Registered Owner"), and said Certificates shall mature and be payable on August 15 in each of the years and in the principal amounts, respectively, as set forth in the following schedules:

<u>YEAR</u>	<u>AMOUNT</u>
1999	\$600,000
2000	700,000
2001	800,000
2002	1,000,000
2003	1,000,000
2004	1,000,000
2005	1,100,000
2006	1,200,000
2007	1,700,000

The term "Certificates" as used in this Order shall mean and include collectively the certificates initially issued and delivered pursuant to this Order and all substitute certificates exchanged therefor, as well as all other substitute certificates and replacement certificates issued pursuant hereto, and the term "Certificate" shall mean any of the Certificates.

Section 3. INTEREST. The Certificates scheduled to mature during the years, respectively, set forth below shall bear interest from the dates specified in the Form of Certificate set forth in this Order to their respective dates of maturity or redemption prior to maturity at the following rates per annum:

<u>YEAR</u>	<u>RATE</u>
1999	%
2000	
2001	
2002	
2003	
2004	
2005	
2006	
2007	

Interest shall be payable in the manner provided and on the dates stated in the Form of Certificate set forth in this Order.

Section 4. CHARACTERISTICS OF THE CERTIFICATES. Registration, Transfer, Conversion and Exchange; Authentication. (a) The County shall keep or cause to be kept at Texas Commerce Bank National Association, Dallas, Texas (the "Paying Agent/Registrar") books or records for the registration of the transfer, conversion and exchange of the Certificates (the "Registration Books"), and the County hereby appoints the Paying Agent/Registrar as its registrar and transfer agent to keep such books or records and make such registrations of transfers, conversions and exchanges under such reasonable regulations as the County and Paying

Agent/Registrar may prescribe; and the Paying Agent/Registrar shall make such registrations, transfers, conversions and exchanges as herein provided. The Paying Agent/Registrar shall obtain and record in the Registration Books the address of the Registered Owner of each Certificate to which payments with respect to the Certificates shall be mailed, as herein provided; but it shall be the duty of each Registered Owner to notify the Paying Agent/Registrar in writing of the address to which payments shall be mailed, and such interest payments shall not be mailed unless such notice has been given. The County shall have the right to inspect the Registration Books during regular business hours of the Paying Agent/Registrar, but otherwise the Paying Agent/Registrar shall keep the Registration Books confidential and, unless otherwise required by law, shall not permit their inspection by any other entity. The County shall pay the Paying Agent/Registrar's standard or customary fees and charges for making such registration, transfer, conversion, exchange and delivery of a substitute Certificate or Certificates. Registration of assignments, transfers, conversions and exchanges of Certificates shall be made in the manner provided and with the effect stated in the Form of Certificate set forth in this Order. Each substitute Certificate shall bear a letter and/or number to distinguish it from each other Certificate.

Except as provided in Section 4(c) of this Order, an authorized representative of the Paying Agent/Registrar shall, before the delivery of any such Certificate, date and manually sign said Certificate, and no such Certificate shall be deemed to be issued or outstanding unless such Certificate is so executed. The Paying Agent/Registrar promptly shall cancel all paid Certificates and Certificates surrendered for conversion and exchange. No additional Orders, orders or resolutions need be passed or adopted by the Commissioners Court of the County or any other body or person so as to accomplish the foregoing conversion and exchange of any Certificate or portion thereof, and the Paying Agent/Registrar shall provide for the printing, execution and delivery of the substitute Certificates in the manner prescribed herein, and said Certificates shall be printed or typed on paper of customary weight and strength. Pursuant to Article 717k-6, Vernon's Annotated Texas Civil Statutes, as amended, and particularly Section 6 thereof, the duty of conversion and exchange of Certificates as aforesaid is hereby imposed upon the Paying Agent/Registrar, and, upon the execution of said Certificate, the converted and exchanged Certificate shall be valid, incontestable and enforceable in the same manner and with the same effect as the Certificates which initially were issued and delivered pursuant to this Order, approved by the Attorney General and registered by the Comptroller of Public Accounts.

(b) Payment of Certificates and Interest. The County hereby further appoints the Paying Agent/Registrar to act as the paying agent for paying the principal of and interest on the Certificates, all as provided in this Order. The Paying Agent/Registrar shall keep proper records of all payments made by the County and the Paying Agent/Registrar with respect to the Certificates, and of all conversions and exchanges of Certificates, and all replacements of Certificates, as provided in this Order. However, in the event of a nonpayment of interest on a scheduled payment date, and for thirty (30) days thereafter, a new record date for such interest payment (a "Special Record Date") will be established by the Paying Agent/Registrar, if and when funds for the payment of such interest have been received from the County. Notice of the past due interest shall be sent at least five (5) business days prior to the Special Record Date by United States mail, first-class postage prepaid, to the address of each Registered Owner appearing on the Registration Books at the close of business on the last business day next preceding the date of mailing of such notice.

(c) In General. The Certificates (i) shall be issued in fully registered form, without interest coupons, with the principal of and interest on such Certificates to be payable only to the Registered Owners thereof, (ii) may be converted and exchanged for other Certificates, (iii) may be transferred and assigned, (iv) shall have the characteristics, (v) shall be signed, sealed, executed and authenticated, (vi) the principal of and interest on the Certificates shall be payable and (vii) shall be administered and the Paying Agent/Registrar and the County shall have certain duties and responsibilities with respect to the Certificates, all as provided, and in the manner and to the effect as required or indicated, in the Form of Certificate set forth in this Order. The Certificates initially issued and delivered pursuant to this Order are not required to be, and shall not be, authenticated by the Paying Agent/Registrar, but on each substitute Certificate issued in conversion of and exchange for any Certificate or Certificates issued under this Order the Paying Agent/Registrar shall execute the Paying Agent/Registrar's Authentication Certificate, in the form set forth in the Form of Certificate.

(d) Substitute Paying Agent/Registrar. The County covenants with the Registered Owners of the Certificates that at all times while the Certificates are outstanding the County will provide a competent and legally qualified bank, trust company, financial institution or other agency to act as and perform the services of Paying Agent/Registrar for the Certificates under this Order, and that the Paying Agent/Registrar will be one entity. The County reserves the right to, and may, at its option, change the Paying Agent/Registrar upon not less than 30 days written notice to the Paying Agent/Registrar, to be effective at such time which will not disrupt or delay payment on the next principal or interest payment date after such notice. In the event that the entity at any time acting as Paying Agent/Registrar (or its successor by merger, acquisition or other method) should resign or otherwise cease to act as such, the County covenants that promptly it will appoint a competent and legally qualified bank, trust company, financial institution or other agency to act as Paying Agent/Registrar under this Order. Upon any change in the Paying Agent/Registrar, the previous Paying Agent/Registrar promptly shall transfer and deliver the Registration Books (or a copy thereof), along with all other pertinent books and records relating to the Certificates, to the new Paying Agent/Registrar designated and appointed by the County. Upon any change in the Paying Agent/Registrar, the County promptly will cause a written notice thereof to be sent by the new Paying Agent/Registrar to each Registered Owner of the Certificates, by United States mail, first-class postage prepaid, which notice also shall give the address of the new Paying Agent/Registrar. By accepting the position and performing as such, each Paying Agent/Registrar shall be deemed to have agreed to the provisions of this Order, and a certified copy of this Order shall be delivered to each Paying Agent/Registrar.

(e) Book-Entry-Only System. The Certificates issued in exchange for the Certificates initially issued as provided in Section 4(h) shall be issued in the form of a separate single fully registered Certificate for each of the maturities thereof registered in the name of Cede & Co., as nominee of The Depository Trust Company of New York ("DTC") and except as provided in subsection (f) hereof, all of the outstanding Certificates shall be registered in the name of Cede & Co., as nominee of DTC.

With respect to Certificates registered in the name of Cede & Co., as nominee of DTC, the County and the Paying Agent/Registrar shall have no responsibility or obligation to any securities brokers and dealers, banks, trust companies, clearing corporations and certain other organizations on whose behalf DTC was created to hold securities to facilitate the clearance and settlement of

(h) Initial Certificate(s). The Certificates herein authorized shall be initially issued as fully registered Certificates, being one Certificate for each maturity in the denomination of the applicable principal amount and the initial Certificate(s) shall be registered in the names of the purchaser or the designees thereof as set forth in Section 15 hereof. The initial Certificate(s) shall be the Certificates submitted to the Office of the Attorney General of the State of Texas for approval, certified and registered by the Office of the Comptroller of Public Accounts of the State of Texas and delivered to the purchaser as set forth in Section 15. Immediately after the delivery of the initial Certificate(s), the Paying Agent/Registrar shall cancel the initial Certificate(s) delivered hereunder and exchange therefor Certificates in the form of a separate single fully registered Certificate for each of the maturities thereof registered in the name of Cede & Co., as nominee of DTC and except as provided in Section 4(f), all of the outstanding Certificates shall be registered in the name of Cede & Co., as nominee of DTC.

Section 6. FORM OF CERTIFICATES. The form of the Certificates, including the form of Paying Agent/Registrar's Authentication Certificate, the form of Assignment and the form of Registration Certificate of the Comptroller of Public Accounts of the State of Texas to be attached to the Certificates initially issued and delivered pursuant to this Order, shall be, respectively, substantially as follows, with such appropriate variations, omissions or insertions as are permitted or required by this Order.

FORM OF CERTIFICATE

NO. R-	UNITED STATES OF AMERICA STATE OF TEXAS WILLIAMSON COUNTY, TEXAS COMBINATION TAX AND REVENUE CERTIFICATE OF OBLIGATION SERIES 1997	PRINCIPAL AMOUNT \$ _____
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INTEREST RATE	DATE OF CERTIFICATES	MATURITY DATE	CUSIP NO.
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June 15, 1997

REGISTERED OWNER:

PRINCIPAL AMOUNT:

ON THE MATURITY DATE specified above, Williamson County, Texas (the "County"), being a political subdivision of the State of Texas, hereby promises to pay to the Registered Owner set forth above, or registered assigns (hereinafter called the "Registered Owner") the principal amount set forth above, and to pay interest thereon from the Date of Certificates set forth above, on February

15, 1998 and semiannually on each August 15 and February 15 thereafter to the maturity date specified above, at the interest rate per annum specified above; except that if this Certificate is required to be authenticated and the date of its authentication is later than the first Record Date (hereinafter defined), such principal amount shall bear interest from the interest payment date next preceding the date of authentication, unless such date of authentication is after any Record Date but on or before the next following interest payment date, in which case such principal amount shall bear interest from such next following interest payment date; provided, however, that if on the date of authentication hereof the interest on the Certificate or Certificates, if any, for which this Certificate is being exchanged or converted from is due but has not been paid, then this Certificate shall bear interest from the date to which such interest has been paid in full.

THE PRINCIPAL OF AND INTEREST ON this Certificate are payable in lawful money of the United States of America, without exchange or collection charges. The principal of this Certificate shall be paid to the Registered Owner hereof upon presentation and surrender of this Certificate at maturity, or upon the date fixed for its redemption prior to maturity, at Texas Commerce Bank National Association, which is the "Paying Agent/Registrar" for this Certificate at their office in Dallas, Texas (the "Designated Payment/Transfer Office"). The payment of interest on this Certificate shall be made by the Paying Agent/Registrar to the Registered Owner hereof on each interest payment date by check or draft, dated as of such interest payment date, drawn by the Paying Agent/Registrar on, and payable solely from, funds of the County required by the order authorizing the issuance of this Certificate (the "Certificate Order") to be on deposit with the Paying Agent/Registrar for such purpose as hereinafter provided; and such check or draft shall be sent by the Paying Agent/Registrar by United States mail, first-class postage prepaid, on each such interest payment date, to the Registered Owner hereof, at its address as it appeared on the last day of the month preceding each such date (the "Record Date") on the Registration Books kept by the Paying Agent/Registrar, as hereinafter described. In addition, interest may be paid by such other method, acceptable to the Paying Agent/Registrar, requested by, and at the risk and expense of, the Registered Owner. In the event of a non-payment of interest on a scheduled payment date, and for 30 days thereafter, a new record date for such interest payment (a "Special Record Date") will be established by the Paying Agent/Registrar, if and when funds for the payment of such interest have been received from the County. Notice of the Special Record Date and of the scheduled payment date of the past due interest (which shall be 15 days after the Special Record Date) shall be sent at least five business days prior to the Special Record Date by United States mail, first-class postage prepaid, to the address of each owner of a Certificate appearing on the Registration Books at the close of business on the last business day next preceding the date of mailing of such notice.

ANY ACCRUED INTEREST due at maturity or upon the redemption of this Certificate prior to maturity as provided herein shall be paid to the Registered Owner upon presentation and surrender of this Certificate for redemption and payment at the Designated Payment/Transfer Office of the Paying Agent/Registrar. The County covenants with the Registered Owner of this Certificate that on or before each principal payment date, interest payment date and accrued interest payment date for this Certificate it will make available to the Paying Agent/Registrar, from the "Interest and Sinking Fund" created by the Certificate Order, the amounts required to provide for the payment, in immediately available funds, of all principal of and interest on the Certificates, when due.

IF THE DATE for the payment of the principal of or interest on this Certificate shall be a Saturday, Sunday, a legal holiday or a day on which banking institutions in the County where the principal corporate trust office of the Paying Agent/Registrar is located are authorized by law or executive order to close, then the date for such payment shall be the next succeeding day which is not such a Saturday, Sunday, legal holiday or day on which banking institutions are authorized to close; and payment on such date shall have the same force and effect as if made on the original date payment was due.

THIS CERTIFICATE is one of a Series of Certificates dated June 15, 1997, authorized in accordance with the Constitution and laws of the State of Texas in the principal amount of \$9,100,000 for the purpose of paying contractual obligations to be incurred by the County for the purpose of providing funds for paying contractual obligations incurred or to be incurred for public permanent improvements and other public purposes within the County including: (1) construction, acquisition, improvement and equipment of a County annex building to be located in Cedar Park, Texas in the vicinity of Discovery Boulevard and U.S. 183 (Bell Avenue), (2) construction, acquisition, improvement and equipment of a County annex building to be located in Taylor, Texas between 4th and 5th on Vance Street, (3) flood control and drainage projects within the County including along Lake Creek and Lake Creek tributaries, (4) construction of improvements, upgrades, extensions and acquisition of any necessary right-of-way for the bridge and road system of the County including County Road 272, County Road 101 and completion of the Georgetown Inner Loop, (5) land acquisition for a county multi-purpose facility near the Georgetown Candle Factory, (6) the acquisition and installation of new phone systems for the County Jail, Sheriff's Department and Justice Center, (7) acquisition of land and construction relating to a new downtown Georgetown parking lot, (8) construction, acquisition, improvement and equipment of an addition to the County Jail, (9) acquisition of land sites and improvements thereon including the building known as the Rodney Montgomery Building and related land and the houses on Academy Block and related land and (10) the payment of professional services for legal, fiscal and engineering fees in connection herewith including the payment of the costs of issuance in accordance with Section 271.041 et. seq., Local Government Code, Vernon's Texas Codes Annotated.

THE CERTIFICATES are not subject to redemption prior to maturity.

ALL CERTIFICATES OF THIS SERIES are issuable solely as fully registered certificates, without interest coupons, in the denomination of any integral multiple of \$5,000. As provided in the Certificate Order, this Certificate may, at the request of the Registered Owner or the assignee or assignees hereof, be assigned, transferred, converted into and exchanged for a like aggregate principal amount of fully registered certificates, without interest coupons, payable to the appropriate Registered Owner, assignee or assignees, as the case may be, having the same denomination or denominations in any integral multiple of \$5,000 as requested in writing by the appropriate Registered Owner, assignee or assignees, as the case may be, upon surrender of this Certificate to the Paying Agent/Registrar for cancellation, all in accordance with the form and procedures set forth in the Certificate Order. Among other requirements for such assignment and transfer, this Certificate must be presented and surrendered to the Paying Agent/Registrar, together with proper instruments of assignment, in form and with guarantee of signatures satisfactory to the Paying Agent/Registrar, evidencing assignment of this Certificate or any portion or portions hereof in any integral multiple of \$5,000 to the assignee or assignees in whose name or names this Certificate or any such portion or

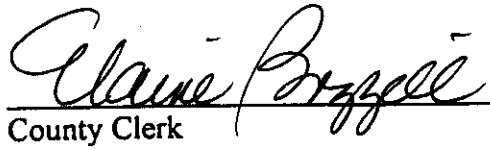
portions hereof is or are to be registered. The form of Assignment printed or endorsed on this Certificate may be executed by the Registered Owner to evidence the assignment hereof, but such method is not exclusive, and other instruments of assignment satisfactory to the Paying Agent/Registrar may be used to evidence the assignment of this Certificate or any portion or portions hereof from time to time by the Registered Owner. The Paying Agent/Registrar's reasonable standard or customary fees and charges for assigning, transferring, converting and exchanging any Certificate or portion thereof will be paid by the County. In any circumstance, any taxes or governmental charges required to be paid with respect thereto shall be paid by the one requesting such assignment, transfer, conversion or exchange, as a condition precedent to the exercise of such privilege. The Paying Agent/Registrar shall not be required to make any such transfer, conversion or exchange (i) during the period commencing with the close of business on any Record Date and ending with the opening of business on the next following principal or interest payment date or (ii) with respect to any Certificate or any portion thereof called for redemption prior to maturity, within 45 days prior to its redemption date; provided, however, such limitation of transfer shall not be applicable to an exchange by the Registered Owner of the unredeemed balance of the Certificate.

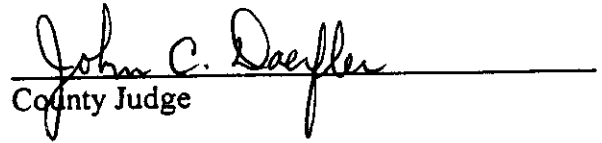
IN THE EVENT any Paying Agent/Registrar for the Certificates is changed by the County, resigns, or otherwise ceases to act as such, the County has covenanted in the Order that it promptly will appoint a competent and legally qualified substitute therefor, and cause written notice thereof to be mailed to the Registered Owners of the Certificates.

IT IS HEREBY certified, recited and covenanted that this Certificate has been duly and validly authorized, issued and delivered; that all acts, conditions and things required or proper to be performed, exist and be done precedent to or in the authorization, issuance and delivery of this Certificate have been performed, existed and been done in accordance with law; that this Certificate is a general obligation of said County, issued on the full faith and credit thereof; and that annual ad valorem taxes sufficient to provide for the payment of the interest on and principal of this Certificate, as such interest comes due and such principal matures, have been levied and ordered to be levied against all taxable property in said County, and have been pledged for such payment, within the limit prescribed by law, and that this Certificate is additionally secured by and payable from a limited pledge of not to exceed \$1,000 in amount of surplus revenues derived from the operation of the County's owned and operated landfill.

BY BECOMING the Registered Owner of this Certificate, the Registered Owner thereby acknowledges all of the terms and provisions of the Certificate Order, agrees to be bound by such terms and provisions, acknowledges that the Certificate Order is duly recorded and available for inspection in the official minutes and records of the governing body of the County, and agrees that the terms and provisions of this Certificate and the Certificate Order constitute a contract between each Registered Owner hereof and the County.

IN WITNESS WHEREOF, the County has caused this Certificate to be signed with the manual or facsimile signature of the County Judge of the County and countersigned with the manual or facsimile signature of the County Clerk and the County Treasurer of said County, and has caused the official seal of the County to be duly impressed, or placed in facsimile, on this Certificate.


County Clerk


County Judge

County Treasurer

(SEAL)

FORM OF PAYING AGENT/REGISTRAR'S AUTHENTICATION CERTIFICATE**PAYING AGENT/REGISTRAR'S AUTHENTICATION CERTIFICATE**

(To be executed if this Certificate is not accompanied by an
executed Registration Certificate of the Comptroller
of Public Accounts of the State of Texas)

It is hereby certified that this Certificate has been issued under the provisions of the Certificate Order described in the text of this Certificate; and that this Certificate has been issued in conversion or replacement of, or in exchange for, a certificate, certificates or a portion of a certificate or certificates of a Series which originally was approved by the Attorney General of the State of Texas and registered by the Comptroller of Public Accounts of the State of Texas.

Dated:

**TEXAS COMMERCE BANK NATIONAL
ASSOCIATION, Paying Agent/Registrar**

By: _____
Authorized Representative

191

FORM OF ASSIGNMENT

ASSIGNMENT

For value received, the undersigned hereby sells, assigns and transfers unto

Please insert Social Security or Taxpayer
Identification Number of Transferee

(Please print or typewrite name and address,
including zip code, of Transferee)

the within Certificate and all rights thereunder, and hereby irrevocably constitutes and appoints
_____, attorney, to register the transfer of the within
Certificate on the books kept for registration thereof, with full power of substitution in the premises.

Dated: _____

Signature Guaranteed:

NOTICE: Signature(s) must be guaranteed
by a member firm of the New York Stock
Exchange or a commercial bank or trust
company.

NOTICE: The signature above must
correspond with the name of the Registered
Owner as it appears upon the front of this
Certificate in every particular, without
alteration or enlargement or any change
whatsoever.

**FORM OF REGISTRATION CERTIFICATE OF
THE COMPTROLLER OF PUBLIC ACCOUNTS**

COMPTROLLER'S REGISTRATION CERTIFICATE: REGISTER NO.

I hereby certify that this Certificate has been examined, certified as to validity and approved by the Attorney General of the State of Texas, and that this Certificate has been registered by the Comptroller of Public Accounts of the State of Texas.

Witness my signature and seal this _____.

Comptroller of Public Accounts
of the State of Texas

(COMPTROLLER'S SEAL)

Section 7. INTEREST AND SINKING FUND, PROJECT FUND, INVESTMENTS AND SECURITY FOR FUNDS. (a) Interest and Sinking Fund. A special "Interest and Sinking Fund" is hereby created and shall be established and maintained by the County at an official depository bank of said County. Said Interest and Sinking Fund shall be kept separate and apart from all other funds and accounts of said County and shall be used only for paying the interest on and principal of said Certificates. All ad valorem taxes levied and collected for and on account of said Certificates shall be deposited, as collected, to the credit of said Interest and Sinking Fund. During each year while any of said Certificates are outstanding and unpaid, the governing body of said County shall compute and ascertain a rate and amount of ad valorem tax which will be sufficient to raise and produce the money required to pay the interest on said Certificates as such interest comes due, and to provide and maintain a sinking fund adequate to pay the principal of said Certificates as such principal matures (but never less than 2% of the original amount of said Certificates as a sinking fund each year); and said tax shall be based on the latest approved tax rolls of said County, with full allowances being made for tax delinquencies and the cost of tax collection. Said rate and amount of ad valorem tax is hereby levied, and is hereby ordered to be levied, against all taxable property in said County, for each year while any of said Certificates are outstanding and unpaid, and said tax shall be assessed and collected each such year and deposited to the credit of the aforesaid Interest and Sinking Fund. Said ad valorem taxes sufficient to provide for the payment of the interest on and principal of said Certificates, as such interest comes due and such principal matures, are hereby pledged for such payment, within the limit prescribed by law. Accrued interest on the Certificates shall be deposited in the Interest and Sinking Fund.

(b) Project Fund. The Series 1997 Project Fund is hereby created and shall be established and maintained by the County at an official depository bank of the County. Proceeds from the sale of the Certificates, other than accrued interest, shall be deposited in the Project Fund.

(d) Until all Defeased Certificates shall have become due and payable, the Paying Agent/Registrar shall perform the services of Paying Agent/Registrar for such Defeased Certificates the same as if they had not been defeased, and the County shall make proper arrangements to provide and pay for such services as required by this Order.

Section 10. DAMAGED, MUTILATED, LOST, STOLEN OR DESTROYED CERTIFICATES. (a) Replacement Certificates. In the event any outstanding Certificate is damaged, mutilated, lost, stolen or destroyed, the Paying Agent/Registrar shall cause to be printed, executed and delivered, a new certificate of the same principal amount, maturity and interest rate, as the damaged, mutilated, lost, stolen or destroyed Certificate, in replacement for such Certificate in the manner hereinafter provided.

(b) Application for Replacement Certificates. Application for replacement of damaged, mutilated, lost, stolen or destroyed Certificates shall be made by the Registered Owner thereof to the Paying Agent/Registrar. In every case of loss, theft or destruction of a Certificate, the Registered Owner applying for a replacement certificate shall furnish to the County and to the Paying Agent/Registrar such security or indemnity as may be required by them to save each of them harmless from any loss or damage with respect thereto. Also, in every case of loss, theft or destruction of a Certificate, the Registered Owner shall furnish to the County and to the Paying Agent/Registrar evidence to their satisfaction of the loss, theft or destruction of such Certificate, as the case may be. In every case of damage or mutilation of a Certificate, the Registered Owner shall surrender to the Paying Agent/Registrar for cancellation the Certificate so damaged or mutilated.

(c) No Default Occurred. Notwithstanding the foregoing provisions of this section, in the event any such Certificate shall have matured, and no default has occurred which is then continuing in the payment of the principal of, redemption premium, if any, or interest on the Certificate, the County may authorize the payment of the same (without surrender thereof except in the case of a damaged or mutilated Certificate) instead of issuing a replacement Certificate, provided security or indemnity is furnished as above provided in this section.

(d) Charge for Issuing Replacement Certificates. Prior to the issuance of any replacement certificate, the Paying Agent/Registrar shall charge the Registered Owner of such Certificate with all legal, printing and other expenses in connection therewith. Every replacement certificate issued pursuant to the provisions of this section by virtue of the fact that any Certificate is lost, stolen or destroyed shall constitute a contractual obligation of the County whether or not the lost, stolen or destroyed Certificate shall be found at any time, or be enforceable by anyone, and shall be entitled to all the benefits of this Order equally and proportionately with any and all other Certificates duly issued under this Order.

(e) Authority for Issuing Replacement Certificates. In accordance with Section 6 of Vernon's Ann. Tex. Civ. St. Art. 717k-6, this Section 10 of this Order shall constitute authority for the issuance of any such replacement certificate without necessity of further action by the governing body of the County or any other body or person, and the duty of the replacement of such certificates is hereby authorized and imposed upon the Paying Agent/Registrar, and the Paying Agent/Registrar shall authenticate and deliver such Certificates in the form and manner and with the effect, as provided in Section 5(a) of this Order for Certificates issued in conversion and exchange for other Certificates.

Section 11. CUSTODY, APPROVAL AND REGISTRATION OF CERTIFICATES; BOND COUNSEL'S OPINION; CUSIP NUMBERS AND CONTINGENT INSURANCE PROVISION, IF OBTAINED. The Mayor of the County is hereby authorized to have control of the Certificates initially issued and delivered hereunder and all necessary records and proceedings pertaining to the Certificates pending their delivery and their investigation, examination, and approval by the Attorney General of the State of Texas, and their registration by the Comptroller of Public Accounts of the State of Texas. Upon registration of the Certificates said Comptroller of Public Accounts (or a deputy designated in writing to act for said Comptroller) shall manually sign the Comptroller's Registration Certificate attached to such Certificates, and the seal of said Comptroller shall be impressed, or placed in facsimile, on such Certificate. The approving legal opinion of the County's Bond Counsel and the assigned CUSIP numbers may, at the option of the County, be printed on the Certificates issued and delivered under this Order, but neither shall have any legal effect, and shall be solely for the convenience and information of the Registered Owners of the Certificates. In addition, if bond insurance is obtained, the Certificates may bear an appropriate legend as provided by the insurer.

Section 12. COVENANTS REGARDING TAX EXEMPTION. The County covenants to refrain from any action which would adversely affect, or to take such action as to ensure, the treatment of the Certificates as obligations described in Section 103 of the Internal Revenue Code of 1986, as amended (the "Code") the interest on which is not includable in the "gross income" of the holder for purposes of federal income taxation. In furtherance thereof, the County covenants as follows:

(a) to take any action to assure that no more than 10 percent of the proceeds of the Certificates or the projects financed therewith (less amounts deposited to a reserve fund, if any) are used for any "private business use," as defined in Section 141(b)(6) of the Code or, if more than 10 percent of the proceeds or the projects finance therewith are so used, such amounts, whether or not received by the County, with respect to such private business use, do not, under the terms of this Order, or any underlying arrangement, directly or indirectly, secure or provide for the payment of more than 10 percent of the debt service on the Certificates, in contravention of Section 141(b)(2) of the Code;

(b) to take any action to assure that in the event that the "private business use" described in subsection (a) hereof exceeds 5 percent of the proceeds of the Certificates or the projects financed therewith (less amounts deposited into a reserve fund, if any) then the amount in excess of 5 percent is used for a "private business use" which is "related" and not "disproportionate," within the meaning of Section 141(b)(3) of the Code, to the governmental use;

(c) to take any action to assure that no amount which is greater than the lesser of \$5,000,000, or 5 percent of the proceeds of the Certificates (less amounts deposited into a reserve fund, if any) is, directly or indirectly, used to finance loans to persons, other than state or local governmental units, in contravention of Section 141(c) of the Code;

(d) to refrain from taking any action which would otherwise result in the Certificates being treated as "private activity bonds" within the meaning of Section 141(b) of the Code;

(e) to refrain from taking any action that would result in the Certificates being "federally guaranteed" within the meaning of Section 149(b) of the Code;

(f) to refrain from using any portion of the proceeds of the Certificates, directly or indirectly, to acquire or to replace funds which were used, directly or indirectly, to acquire investment property (as defined in Section 148(b)(2) of the Code) which produces a materially higher yield over the term of the Certificates, other than investment property acquired with --

(1) proceeds of the Certificates invested for a reasonable temporary period of three years or less or, in the case of a refunding bond, for a period of 30 days or less until such proceeds are needed for the purpose for which the Certificates are issued,

(2) amounts invested in a bona fide debt service fund, within the meaning of Section 1.148-1(b) of the Treasury Regulations, and

(3) amounts deposited in any reasonably required reserve or replacement fund to the extent such amounts do not exceed 10 percent of the proceeds of the Certificates;

(g) to otherwise restrict the use of the proceeds of the Certificates or amounts treated as proceeds of the Certificates, as may be necessary, so that the Certificates do not otherwise contravene the requirements of Section 148 of the Code (relating to arbitrage), Section 149(g) of the Code (relating to hedge bonds) and, to the extent applicable, Section 149(d) of the Code (relating to advance refundings); and

(h) to pay to the United States of America at least once during each five-year period (beginning on the date of delivery of the Certificates) an amount that is at least equal to 90 percent of the "Excess Earnings," within the meaning of Section 148(f) of the Code and to pay to the United States of America, not later than 60 days after the Certificates have been paid in full, 100 percent of the amount then required to be paid as a result of Excess Earnings under Section 148(f) of the Code.

In order to facilitate compliance with the above covenant (h), a "Rebate Fund" is hereby established by the County for the sole benefit of the United States of America, and such Rebate Fund shall not be subject to the claim of any other person, including without limitation the registered owners of the Certificates. The Rebate Fund is established for the additional purpose of compliance with Section 148 of the Code.

It is the understanding of the County that the covenants contained herein are intended to assure compliance with the Code and any regulations or rulings promulgated by the U.S. Department of the Treasury pursuant thereto. In the event that regulations or rulings are hereafter promulgated which modify or expand provisions of the Code, as applicable to the Certificates, the County will not be required to comply with any covenant contained herein to the extent that such failure to comply, in the opinion of nationally-recognized bond counsel, will not adversely affect the exemption from federal income taxation of interest on the Certificates under Section 103 of the Code. In the event that regulations or rulings are hereafter promulgated which impose additional requirements which are applicable to the Certificates, the County agrees to comply with the additional requirements to the extent necessary, in the opinion of nationally-recognized bond counsel, to preserve the exemption

from federal income taxation of interest on the Certificates under Section 103 of the Code. In furtherance of the foregoing, the County Judge may execute any certificates or other reports required by the Code and make such elections, on behalf of the County, which may be permitted by the Code as are consistent with the purpose for the issuance of the Certificates.

Section 13. ALLOCATION OF, AND LIMITATION ON, EXPENDITURES FOR THE PROJECT. The County covenants to account for the expenditure of sale proceeds and investment earnings to be used for the purposes described in Section 1 of this Order (the "Project") on its books and records by allocating proceeds to expenditures within 18 months of the later of the date that (1) the expenditure is made or (2) the Project is completed. The foregoing notwithstanding, the County shall not expend sale proceeds or investment earnings thereon more than 60 days after the earlier of (1) the fifth anniversary of the delivery of the Certificates or (2) the date the Certificates are retired, unless the County obtains an opinion of nationally-recognized bond counsel that such expenditure will not adversely affect the tax-exempt status of the Certificates. For purposes hereof, the County shall not be obligated to comply with this covenant if it obtains an opinion that such failure to comply will not adversely affect the excludability for federal income tax purposes from gross income of the interest.

Section 14. DISPOSITION OF PROJECT. The County covenants that the property constituting the Project will not be sold or otherwise disposed in a transaction resulting in the receipt by the County of cash or other compensation, unless the County obtains an opinion of nationally-recognized bond counsel that such sale or other disposition will not adversely affect the tax-exempt status of the Certificates. For purposes of the foregoing, the portion of the property comprising personal property and disposed in the ordinary course shall not be treated as a transaction resulting in the receipt of cash or other compensation. For purposes hereof, the County shall not be obligated to comply with this covenant if it obtains an opinion that such failure to comply will not adversely affect the excludability for federal income tax purposes from gross income of the interest.

Section 15. SALE OF CERTIFICATES. The Certificates are hereby initially sold and shall be delivered to ABN AMRO Chicago Corporation at a price of par plus a premium of \$7,703. It is hereby officially found, determined and disclosed that the terms of the sale are the most advantageous reasonably obtainable. The Certificates shall initially be registered in the name of ABN AMRO Chicago Corporation. It is further officially found, determined and declared that the Certificates have been sold pursuant to an Official Statement dated June 3, 1997, prepared and distributed in connection with the sale of the Certificates. Said Official Statement, and any addenda, supplement or amendment thereto have been and are hereby approved by the governing body of the County, and its use in the offer and sale of the Certificates is hereby approved. It is further officially found, determined and declared that the statements and representations contained in said Official Statement are true and correct in all material respects, to the best knowledge and belief of the governing body of the County.

Section 16. REMEDIES IN EVENT OF DEFAULT. In addition to all of the rights and remedies provided by the laws of the State of Texas, the County covenants and agrees that in the event of default in payment of principal or interest on any of the Certificates when due, or defaults in the observance or performance of any other of the contracts, covenants, conditions or obligations set forth in this Order or in the Certificates, the following remedies shall be available:

- (a) the Registered Owners shall be entitled to a writ of mandamus issued by a court of competent jurisdiction compelling and requiring the County and the officials thereof to observe and perform the contracts, covenants, obligations or conditions prescribed in this Order; and
- (b) any delay or omission to exercise any right or power accruing upon any default shall not impair any such right or power nor be construed to be a waiver of any such default or acquiescence therein, and every such right and power may be exercised from time to time and as often as may be deemed expedient.

Section 17. INTEREST EARNINGS ON CERTIFICATE PROCEEDS. Interest earnings derived from the investment of proceeds from the sale of the Certificates shall be used along with other certificate proceeds for the purpose for which the Certificates are issued set forth in Section 1 hereof; provided that after completion of such purpose, if any of such interest earnings remain on hand, such interest earnings shall be deposited in the Interest and Sinking Fund. It is further provided, however, that any interest earnings on certificate proceeds which are required to be rebated to the United States of America pursuant to Section 12 hereof in order to prevent the Certificates from being arbitrage bonds shall be so rebated and not considered as interest earnings for the purposes of this section.

Section 18. APPROVAL OF PAYING AGENT/REGISTRAR AGREEMENT. Attached hereto as Exhibit A is a substantially final form of Paying Agent/Registrar Agreement with an attached Letter of Representations. The County Judge is hereby authorized to amend, complete or modify such agreement and the Letter of Representations as necessary and are further authorized to execute such agreement and the County Clerk is hereby authorized to attest such agreement.

Section 19. CONTINUING DISCLOSURE UNDERTAKING. (a) Annual Reports. The County shall provide annually to any SID, within nine months after the end of each fiscal year ending in or after 1997, financial information and operating data with respect to the County of the general type described in Exhibit B hereto. Any financial statements so to be provided shall be (1) prepared in accordance with the accounting principles described in Exhibit B hereto, or such other accounting principles as the County may be required to employ from time to time pursuant to state law or regulation and (2) audited, if the County commissions an audit of such statements and the audit is completed within the period during which they must be provided. If the audit of such financial statements is not complete within such period, then the Issuer shall provide unaudited financial statements by the required time, and will provide audited financial statements for the applicable fiscal year to any SID, when and if the audit report on such statements become available.

If the County changes its fiscal year, it will notify any SID of the change (and of the date of the new fiscal year end) prior to the next date by which the County otherwise would be required to provide financial information and operating data pursuant to this paragraph (a).

The financial information and operating data to be provided pursuant to this paragraph (a) may be set forth in full one or more documents or may be included by specific reference to any document (including an official statement or other offering document, if it is available from the MSRB) that theretofore has been provided to any SID or filed with the SEC.

(b) Material Event Notices. The County shall notify any SID and the MSRB, in a timely manner, of any of the following events with respect to the Certificates, if such event is material within the meaning of the federal securities laws:

- A. Principal and interest payment delinquencies;
- B. Non-payment related defaults;
- C. Unscheduled draws on debt service reserves reflecting financial difficulties;
- D. Unscheduled draws on credit enhancements reflecting financial difficulties;
- E. Substitution of credit or liquidity providers, or their failure to perform;
- F. Adverse tax opinions or events affecting the tax-exempt status of the Certificates;
- G. Modifications to rights of holders of the Certificates;
- H. Certificate calls;
- I. Defeasances;
- J. Release, substitution or sale of property securing repayment of the Certificates; and
- K. Rating changes.

The County shall notify any SID and the MSRB, in a timely manner, of any failure by the County to provide financial information or operating data in accordance with paragraph (a) of this Section 19 by the time required by such paragraph.

(c) Limitations, Disclaimers and Amendments. The County shall be obligated to observe and perform the covenants specified in this section for so long as, but only for so long as, the County remains an "obligated person" with respect to the Certificates within the meaning of the Rule, except that the County in any event will give notice of any deposit made in accordance with Section 9 of this Order that causes Certificates no longer to be outstanding.

The provisions of this section are for the sole benefit of the Holders and beneficial owners of the Certificates, and nothing in this section, express or implied, shall give any benefit or any legal or equitable right, remedy or claim hereunder to any other person. The County undertakes to provide only the financial information, operating data, financial statements and notices which it has expressly agreed to provide pursuant to this section and does not hereby undertake to provide any other information that may be relevant or material to a complete presentation of the County's financial results, condition or prospects or hereby undertake to update any information provided in accordance with this section or otherwise, except as expressly provided herein. The County does not make any

representation or warranty concerning such information or its usefulness to a decision to invest in or sell Certificates at any future date.

UNDER NO CIRCUMSTANCES SHALL THE COUNTY BE LIABLE TO THE HOLDER OR BENEFICIAL OWNER OF ANY CERTIFICATE OR ANY OTHER PERSON, IN CONTRACT OR TORT, FOR DAMAGES RESULTING IN WHOLE OR IN PART FROM ANY BREACH BY THE COUNTY, WHETHER NEGLIGENT OR WITHOUT FAULT ON ITS PART, OF ANY COVENANT SPECIFIED IN THIS SECTION, BUT EVERY RIGHT AND REMEDY OF ANY SUCH PERSON, IN CONTRACT OR TORT, FOR OR ON ACCOUNT OF ANY SUCH BREACH SHALL BE LIMITED TO AN ACTION FOR MANDAMUS OR SPECIFIC PERFORMANCE.

No default by the County in observing or performing its obligations under this section shall comprise a breach of or default under the Order for purposes of any other provision of this Order.

Nothing in this section is intended or shall act to disclaim, waive or otherwise limit the duties of the County under federal and state securities laws.

The provisions of this section may be amended by the County from time to time to adapt to changed circumstances that arise from a change in legal requirements, a change in law or a change in the identity, nature, status or type of operations of the County, but only if (1) the provisions of this section, as so amended, would have permitted an underwriter to purchase or sell Certificates in the primary offering of the Certificates in compliance with the Rule, taking into account any amendments or interpretations of the Rule since such offering as well as such changed circumstances and (2) either (a) the Holders of a majority in aggregate principal amount (or any greater amount required by any other provision of this Order that authorizes such an amendment) of the Outstanding Certificates consent to such amendment or (b) a person that is unaffiliated with the County (such as nationally recognized bond counsel) determined that such amendment will not materially impair the interest of the Holders and beneficial owners of the Certificates. If the County so amends the provisions of this section, it shall include with any amended financial information or operating data next provided in accordance with paragraph (a) of this section an explanation, in narrative form, of the reason for the amendment and of the impact of any change in the type of financial information or operating data so provided. The County may also amend or repeal the provisions of this continuing disclosure agreement if the SEC amends or repeals the applicable provision of the Rule or a court of final jurisdiction enters judgment that such provisions of the Rule are invalid, but only if and to the extent that the provisions of this sentence would not prevent an underwriter from lawfully purchasing or selling Certificates in the primary offering of the Certificates.

(d) **Definitions.** As used in this section, the following terms have the meanings ascribed to such terms below:

"MSRB" means the Municipal Securities Rulemaking Board.

"NRMSIR" means each person whom the SEC or its staff has determined to be a nationally recognized municipal securities information repository within the meaning of the Rule from time to time.

"Rule" means SEC Rule 15c2-12, as amended from time to time.

"SEC" means the United States Securities and Exchange Commission.

"SID" means any person designated by the State of Texas or an authorized department, officer, or agency thereof as, and determined by the SEC or its staff to be, a state information depository within the meaning of the Rule from time to time.

Section 18. **SEVERABILITY**. The provisions of this Order are severable; and in case any one or more of the provisions of this Order or the application thereof to any person or circumstance should be held to be invalid, unconstitutional or ineffective as to any person or circumstance, the remainder of this Order nevertheless shall be valid, and the application of any such invalid provision to persons or circumstances other than those as to which it is held invalid shall not be affected thereby.

EXHIBIT A
PAYING AGENT/REGISTRAR AGREEMENT

See Tab No. 4 of this Transcript

EXHIBIT B**DESCRIPTION OF ANNUAL FINANCIAL INFORMATION**

The following information is referred to in Section 17 of this Order.

Annual Financial Statements and Operating Data

The financial information and operating data with respect to the County to be provided annually in accordance with such Section are as specified (and included in the Appendix or under the headings of the Official Statement referred to) below:

- | | | | |
|-----|------------|---|--|
| (1) | Appendix B | - | Excerpts from Annual Financial Report; |
| (2) | Table 1 | - | Valuation, Exemptions and General Obligation Debt; |
| (3) | Table 2 | - | Taxable Assessed Valuations by Category; |
| (4) | Table 3 | - | Valuation and General Obligation Debt History; |
| (5) | Table 4 | - | Tax Rate, Levy and Collection History; |
| (6) | Table 5 | - | Ten Largest Taxpayers; |
| (7) | Table 8 | - | |
| (8) | Table 10 | - | General Fund Revenues and Expenditure History; and |
| (9) | Table 12 | - | |

Accounting Principles

The accounting principles referred to in such Section are the accounting principles described in the notes to the financial statements referred to in paragraph 1 above.

CERTIFICATE FOR ORDER

THE STATE OF TEXAS §
COUNTY OF WILLIAMSON §

We, the undersigned Elected Officials of Williamson County, Texas (the "County"), hereby certify as follows:

1. The Commissioners Court of the County convened in a SPECIALLY SCHEDULED MEETING ON THE 20TH DAY OF JUNE, 1997, at the County Courthouse (the "Meeting"), and the roll was called of the duly constituted Commissioners Court of the County, to-wit:

John C. Doerfler, County Judge
Michael Heiligenstein, Commissioner, Precinct 1
Greg Boatright, Commissioner, Precinct 2
David Hays, Commissioner, Precinct 3
Jerry Mehevec, Commissioner, Precinct 4

and all of the persons were present, except the following absentees: Jerry Mehevec, thus constituting a quorum. Whereupon, among other business, the following was transacted at the Meeting: a written

**ORDER AWARDING THE SALE OF AND ESTABLISHING THE RATES OF
INTEREST FOR OBLIGATIONS DESIGNATED AS "WILLIAMSON COUNTY,
TEXAS COMBINATION TAX AND REVENUE CERTIFICATES OF OBLIGATION,
SERIES 1997"; AND RESOLVING OTHER MATTERS INCIDENT AND RELATED TO
THE ISSUANCE AND SALE OF SAID CERTIFICATES, INCLUDING THE
APPROVAL AND DISTRIBUTION OF AN OFFICIAL STATEMENT PERTAINING
THERE TO**

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

AYES: All present voted aye

NOES: None

2. A true, full and correct copy of the Order passed at the Meeting described in the above and foregoing paragraph is attached to and follows this Certificate; that the Order has been duly recorded in the Commissioners Court's minutes of the Meeting; that the above and foregoing paragraph is a true, full and correct excerpt from the Commissioner Court's minutes of the Meeting pertaining to the passage of the Order; that the persons named in the above and foregoing paragraph are the duly chosen, qualified and acting city officials of the Commissioners Court as indicated therein; that each of the elected officials and members of the Commissioners Court was duly and sufficiently notified officially and personally, in advance, of the time, place and purpose of the Meeting, and that the Order would be introduced and considered for passage at the Meeting, and each of the elected officials and members consented, in advance, to the holding of the Meeting for such purpose, and 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.

3. The County Judge of the County has approved and hereby approves the Order; that the County Judge and the County Clerk of the County have duly signed the Order; and that the County Judge and the County Clerk of the County hereby declare that their signing of this Certificate shall constitute the signing of the attached and following copy of the Order for all purposes.

SIGNED AND SEALED the JUN 20 1997

Clairie Brizzee
County Clerk

John C. Daefler
County Judge

[COUNTY SEAL]

**AN ORDER AWARDING THE SALE OF AND ESTABLISHING THE
RATES OF INTEREST FOR OBLIGATIONS DESIGNATED AS
"WILLIAMSON COUNTY, TEXAS COMBINATION TAX AND REVENUE
CERTIFICATES OF OBLIGATION, SERIES 1997"; AND RESOLVING
OTHER MATTERS INCIDENT AND RELATED TO THE ISSUANCE AND
SALE OF SAID CERTIFICATES, INCLUDING THE APPROVAL AND
DISTRIBUTION OF AN OFFICIAL STATEMENT PERTAINING THERETO**

WHEREAS, on the 17th day of June, 1997, the Commissioners Court (the "Court") of Williamson County, Texas, passed and adopted an order (the "Authorizing Order") authorizing the issuance of \$9,100,000 "WILLIAMSON COUNTY, TEXAS COMBINATION TAX AND REVENUE CERTIFICATES OF OBLIGATION, SERIES 1997", dated June 15, 1997 (the "Certificates"); and

WHEREAS, the Certificates authorized by the Authorizing Ordinance are hereby sold by the County to ABN AMRO Chicago Corporation (the "Purchaser") as a result of invitations for competitive bids received on June 17, 1997 in compliance with the Official Notice of Sale and Official Bid Form and other applicable laws; and

WHEREAS, the County's financial advisor and this Court have determined to accept the bid producing the lowest true interest cost to the County; now, therefore,

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

Section 1: The Official Bid Form submitted by the Purchasers, attached hereto as Exhibit "A" and incorporated herein by reference, is hereby ratified and accepted and the Certificates are hereby sold to the Purchasers for the purchase price, plus accrued interest thereon, disclosed in the Official Bid Form. It is hereby officially found, determined, and disclosed that the Purchaser's bid on the Certificates produces the lowest net interest cost to the County as a result of invitation for competitive bids.

Section 2: In accordance with the terms of the Official Bid Form hereby accepted by the Court, the Certificates shall bear interest at the per annum rates in accordance with the following schedule:

<u>Years of Stated Maturity</u>	<u>Principal Amounts</u>	<u>Interest Rates (%)</u>
1999	\$ 600,000	4.50%
2000	700,000	4.50
2001	800,000	4.50
2002	1,000,000	4.50
2003	1,000,000	4.50
2004	1,000,000	4.75
2005	1,100,000	4.75
2006	1,200,000	4.75
2007	1,700,000	5.00

Section 3: The Official Statement prepared in the initial offering and sale of the Certificates by the County, together with all addenda, supplements and amendments thereto issued on behalf of the County, is hereby approved as to form and content, and the Court hereby finds that the information and data contained in said Official Statement pertaining to the County and its financial affairs is true and correct in all material respects and no material facts have been omitted therefrom which are necessary to make the statements therein, in light of the circumstances under which they were made, not misleading. The use of such Official Statement in the reoffering of the Certificates by the Purchaser is hereby approved and authorized.

Section 4: The Court hereby ratifies, readopts, and approves the provisions of the Authorizing Order.

Section 5: The recitals contained in the preamble hereof are hereby found to be true, and such recitals are hereby made a part of this Order for all purposes and are adopted as a part of the judgment and findings of the Court.

Section 6: All orders and resolutions, or parts thereof, which are in conflict or inconsistent with any provision of this Order are hereby repealed to the extent of such conflict, and the provisions of this Order shall be and remain controlling as to the matters ordered herein.

Section 7: This Order shall be construed and enforced in accordance with the laws of the State of Texas and the United States of America.

Section 8: If any provision of this Order or the application thereof to any person or circumstance shall be held to be invalid, the remainder of this Order and the application of such provision to other persons and circumstances shall nevertheless be valid, and this Court hereby declares that this order would have been enacted without such invalid provision.

Section 9: It is officially found, determined, and declared that the meeting at which this Order is adopted was open to the public and public notice of the time, place, and subject matter of the public

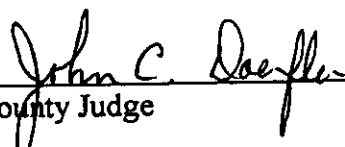
business to be considered at such meeting, including this Order, was given, all as required by Chapter 551, as amended, Texas Government Code.

Section 10: This Order shall be in force and effect from and after the date of its adoption, and it is so ordered.

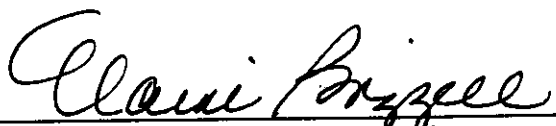
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PASSED AND ADOPTED, this June 20, 1997.

WILLIAMSON COUNTY, TEXAS


County Judge

ATTEST:


County Clerk and Ex-Officio Clerk
of the Commissioners Court

(Commissioners Court Seal)

OFFICIAL BID FORM

June 17, 1997

Honorable Judge and Commissioners
Williamson County, Texas

Members of the Commissioners' Court

Reference is made to your Official Statement and Notice of Sale and Bidding Instructions, dated June 3, 1997 of \$9,100,000 WILLIAMSON COUNTY, TEXAS COMBINATION TAX AND REVENUE CERTIFICATES OF OBLIGATION, SERIES 1997, both of which constitute a part herof.

For your legally issued Certificates, as described in said Notice of Sale and Bidding Instructions and Official Statement, we will pay you par and accrued interest from date of issue to date of delivery to us, plus a cash premium of \$ 7.703 for Certificates maturing and bearing interest as follows:

Maturity	Principal Amount	Interest Rate	Maturity	Principal Amount	Interest Rate
1999	\$ 600,000	<u>4.50</u> %	2004	\$ 1,000,000	<u>4.75</u> %
2000	700,000	<u>4.50</u> %	2005	1,100,000	<u>4.75</u> %
2001	800,000	<u>4.50</u> %	2006	1,200,000	<u>4.75</u> %
2002	1,000,000	<u>4.50</u> %	2007	1,700,000	<u>5.00</u> %
2003	1,000,000	<u>4.50</u> %			

TRUE INTEREST COST

4.7089 %

We are having the Certificates of the following maturities _____ insured by _____ at a premium of \$ _____, said premium to be paid by the Purchaser. Any fees to be paid to the rating agencies as a result of said insurance will be paid by the County.

The Initial Certificates shall be registered in the name of ABN AMRO Chicago Corp., which will, upon payment for the Certificates, be canceled by the Paying Agent/Registrar. The Certificates will then be registered in the name of Code & Co. (DTC's partnership nominee), under the Book-Entry-Only System.

A bank cashier's check or certified check of the Frost Bank, ABN in the amount of \$182,000.00, which represents our Good Faith Deposit (is attached hereto) or (has been made available to you prior to the opening of this bid), and is submitted in accordance with the terms as set forth in the Official Statement and Notice of Sale and Bidding Instructions.

We agree to accept delivery of the Certificates utilizing the Book-Entry-Only System through DTC and make payment for the Initial Certificate in immediately available funds in the Corporate Trust Division, Texas Commerce Bank, not later than 10:00 AM, CDT, on July 15, 1997, or thereafter on the date the Certificates are tendered for delivery, pursuant to the terms set forth in the Notice of Sale and Bidding Instructions. It will be the obligation of the purchaser of the Certificates to complete the DTC Eligibility Questionnaire.

The undersigned agrees to complete, execute, and deliver to the County, at least six business days prior to delivery of the Certificates, a certificate relating to the "issue price" of the Certificates in the form and to the effect accompanying the Notice of Sale and Bidding Instructions, with such changes thereto as may be acceptable to the County.

We agree to provide in writing the initial reoffering prices and other terms, if any, to the Financial Advisor by the close of the next business day after the award.

Respectfully submitted, **ABN AMRO CHICAGO CORPORATION**
212-314-1440

Syndicate Members:

Name of Underwriter or Manager

Authorized Representative

Phone Number

Signature

ACCEPTANCE CLAUSE

The above and foregoing bid is hereby in all things accepted by the Williamson County, Texas, subject to and in accordance with the Notice of Sale and Bidding Instructions, this the 17th day of June, 1997.

ATTEST

Clara Brygger
County Clerk

John C. Dreyer 6-17-97
County Judge
Williamson County, Texas

211

Consideration and action with respect to "Order ratifying, re-adopting, and approving the order authorizing the issuance of Williamson County, Texas Combination Tax and Revenue Certificates of Obligation, Series 1997 and the order awarding the sale of and establishing the rates of interest for Williamson County, Texas Combination Tax and Revenue Certificates of Obligation, Series 1997."

Moved: Commissioner Hays

Seconded: Judge Doerfler

Motion: To approve order ratifying, re-adopting and approving the order authorizing the issuance of Williamson County, Texas Combination Tax and Revenue Certificates of Obligation, Series 1997 and the order awarding the sale of and establishing the rates of interest for Williamson County, Texas Combination Tax and Revenue Certificates of Obligation, Series 1997.

Vote: Motion carried 5 - 0

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