

**CERTIFICATE FOR ORDER**

THE STATE OF TEXAS     §  
   §  
 COUNTY OF FORT BEND   §

I, the undersigned County Clerk of Fort Bend County, Texas, hereby certify as follows:

1. The Commissioners Court of Fort Bend County, Texas, convened in regular meeting on February 25, 2020, at the regular meeting place thereof, within said County, and the roll was called of the duly constituted officers and members of said Commissioners Court and the County Clerk, to wit:

KP George	County Judge
Vincent Morales, Jr.	Commissioner
Grady Prestage	Commissioner
W. A. "Andy" Meyers	Commissioner
Ken DeMerchant	Commissioner

and all of said persons were present except for \_\_\_\_\_, thus constituting a quorum. Whereupon, among other business, the following was transacted at said meeting: a written

**ORDER WITH RESPECT TO REPUBLIC SERVICES, INC. PROJECT**

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

AYES: 5;

NOES: 0;

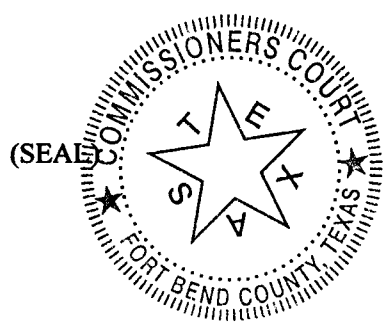
ABSTENTIONS: \_\_\_\_ .

2. A true, full and correct copy of the aforesaid order adopted at the meeting described in the above and foregoing paragraph is attached to and follows this certificate; said order has been duly recorded in said Commissioners Court's minutes of said meeting; the above and foregoing paragraph is a true, full and correct excerpt from said Commissioners Court's minutes of said meeting pertaining to the adoption of said order; the persons named in the above and foregoing paragraph are the duly chosen, qualified and acting officers and members of said Commissioners Court as indicated therein; each of the officers and members of said Commissioners Court was duly and sufficiently notified officially and personally, in advance, of the date, hour, place and purpose of the aforesaid meeting, and that said order would be introduced and considered for adoption at said meeting, and each of said officers and members consented, in advance, to the holding of said meeting for such purpose; and said meeting was open to the public as required by law; and public notice of the date, hour, place and subject of said meeting was given as required by the Texas Open Meetings Act.

#6108581.2

SIGNED AND SEALED this February 25, 2020.

  
County Clerk



[Signature Page – Fort Bend County Certificate for Order]

**ORDER WITH RESPECT TO  
REPUBLIC SERVICES, INC.  
PROJECT**

WHEREAS, REPUBLIC SERVICES, INC. and its subsidiaries or affiliates (collectively, the "Company") own and operate various solid waste disposal facilities throughout the State of Texas (collectively, the "Facilities"); and

WHEREAS, the Company has requested that Mission Economic Development Corporation (the "Issuer") issue its Solid Waste Disposal Revenue Bonds (Republic Services, Inc. Project) Series 2020 or similarly captioned bonds in one or more series (the "Bonds") to finance the costs of acquiring, constructing, equipping and improving the Facilities (collectively, the "Project"); and,

WHEREAS, a portion of the Project consisting of the following site is located in Fort Bend County, Texas (the "County"): 2200 FM 521 Rd, Fresno, Texas 77545 (the "Local Portion of the Project"); and

WHEREAS, the aggregate maximum stated principal amount of the Bonds to be used to finance and refinance the Project is \$480,900,000, and the aggregate maximum stated principal amount of the Bonds to be used to finance the Local Portion of the Project is \$80,000,000;

WHEREAS, in order for the Local Portion of the Project to be financed with the proceeds of the Bonds, the Commissioners Court (the "Commissioners Court") of the County must request that the Issuer exercise its powers within the County for the purpose of issuing such Bonds to finance the Local Portion of the Project, such request being intended to satisfy the requirements of Section 501.159 of the Texas Development Corporation Act, Texas Local Government Code, Chapter 501, as amended (the "Act"); and

WHEREAS, the Commissioners Court desires hereby to make such request of the Issuer and to take other actions to enable the Issuer to issue the Bonds and the Company to use the proceeds thereof to finance the Local Portion of the Project; and

WHEREAS, approval of the Commissioners Court or the County Judge as the "applicable elected representative" is also required in connection with the issuance of the Bonds as tax-exempt bonds, in order to satisfy the requirements of Section 147(f) of the Internal Revenue Code of 1986, as amended (the "Code") and the Commissioners Court desires hereby to give such approval.

NOW, THEREFORE, BE IT ORDERED, ADJUDGED AND DECREED BY THE COMMISSIONERS COURT OF FORT BEND COUNTY, TEXAS:

Section 1. Third Party Financing. In order for the Local Portion of the Project to be financed as a part of the entire Project through the Issuer's issuance of the Bonds, the Issuer is hereby requested to exercise its powers within the County for the purpose of issuing such Bonds in one or more series to finance the Local Portion of the Project over the next thirty-six months (the "Plan of Finance"). This request is intended to satisfy the requirements of Section 501.159 of the Act.

Section 2. Public Hearing and Approval for Federal Tax Purposes. In order to comply with Section 147(f) of the Code, a public hearing has been held by or on behalf of the County, in which hearing members of the public were permitted to express their views with respect to the Project, the Plan of Finance and the issuance of the Bonds for such purpose. Notice of such hearing was published no less than seven days prior to such hearing in a newspaper of general circulation in the County, and an affidavit of the

publication of such notice and a copy of such notice are each attached to Exhibit A hereto. Based upon the results of such hearing (as shown in the certificate of public hearing officer attached hereto as Exhibit A), and for purposes of complying with Section 147(f) of the Code, the Plan of Finance, including the issuance of the Bonds for the Local Portion of the Project, are hereby approved. If requested by bond counsel for the Bonds, the County Judge is hereby authorized and directed to execute a certificate certifying approval of the Plan of Finance and the Bonds for the Local Portion of the Project.

**SECTION 3. DISCLAIMER OF LIABILITY. THE COUNTY, THE COMMISSIONERS COURT, THE COUNTY JUDGE AND ALL OTHER COUNTY OFFICIALS MAKE NO REPRESENTATION OR WARRANTY OF ANY KIND WHATSOEVER WITH RESPECT TO THE PROJECT OR THE ISSUANCE, CREDITWORTHINESS OR REPAYMENT OF THE BONDS TO BE ISSUED BY THE ISSUER WITH RESPECT TO THE PROJECT. UNDER NO CIRCUMSTANCES SHALL THE COUNTY HAVE ANY LIABILITY, FINANCIAL OBLIGATION OR RESPONSIBILITY OF ANY KIND WITH RESPECT TO THE PAYMENT OF BONDS ISSUED FOR THE PROJECT OR FOR THE CONSTRUCTION, MAINTENANCE, OPERATION OR ANY OTHER ASPECT OF THE PROJECT.**

ADOPTED this 25th day of February, 2020.

**EXHIBIT A**

**CERTIFICATE OF PUBLIC HEARING OFFICER REGARDING PUBLIC HEARING**

(attached)

**CERTIFICATE OF PUBLIC HEARING OFFICER**  
**REGARDING PUBLIC HEARING (INTERNAL REVENUE CODE § 147(f))**

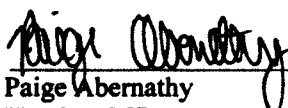
MISSION ECONOMIC DEVELOPMENT CORPORATION  
SOLID WASTE DISPOSAL REVENUE BONDS  
(REPUBLIC SERVICES, INC. PROJECT)

I, the undersigned, do hereby make and execute this certificate for the benefit of all persons interested in the plan of finance including the issuance of the above-referenced bonds in one or more series (the "Bonds").

I hereby certify as follows:

1. I am the duly appointed hearing officer for the public hearing which was held in connection with the proposed plan of finance including the issuance of the Bonds at the time and place indicated in the Notice of Public Hearing included in **Attachment A** attached hereto.
2. Notice of the public hearing was published no less than seven days before the date of the public hearing in a newspaper of general circulation available to residents of Fort Bend County, Texas, as evidenced by the Affidavit of Publication of the Notice of Public Hearing attached hereto as **Attachment A**.
3. All persons appearing at the public hearing were given an opportunity to comment on the proposed plan of finance, including the issuance of the Bonds, and the project to be financed and/or refinanced by the plan of finance. No such persons appeared or made comments except as is set forth on **Attachment B** attached hereto.
4. After giving all interested persons an opportunity to appear and comment, the public hearing was declared closed.

WITNESS MY HAND this 14th day of February, 2020.

By:   
Paige Abernathy  
Hearing Officer

Attachment A – Affidavit of Publication of Notice of Public Hearing  
Attachment B - Names and Comments of Persons Attending Public Hearing

ATTACHMENT A

AFFIDAVIT OF PUBLICATION OF THE NOTICE OF PUBLIC HEARING

[ATTACHED]



AFFIDAVIT OF PUBLICATION

STATE OF TEXAS:

Before me, the undersigned authority, a Notary Public in and for the State of Texas, on this day personally appeared, the Newspaper Representative at the HOUSTON CHRONICLE, a daily newspaper published in Harris County, Texas, and generally circulated in the Counties of: HARRIS, TRINITY, WALKER, GRIMES, POLK, SAN JACINTO, WASHINGTON, MONTGOMERY, LIBERTY, AUSTIN, WALLER, CHAMBERS, COLORADO, BRAZORIA, FORT BEND, GALVESTON, WHARTON, JACKSON, and MATAGORDA and that the publication, of which the annexed herein, or attached to, is a true and correct copy, was published to-wit:

BRACEWELL LLP  
RAN A LEGAL NOTICE  
SIZE BEING: 4 x44 L

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Product  
Houston Chronicle

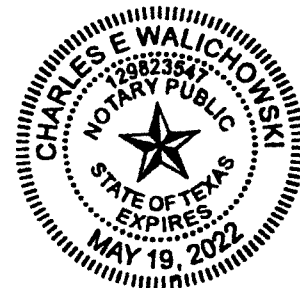
Date  
Feb 7 2020

Class  
Legal Notices

Page  
B 4

Victoria Bond A IR Clerk  
NEWSPAPER REPRESENTATIVE

Sworn and subscribed to before me, this 7th Day of February A.D. 2020



Charles E. Walichowski  
Notary Public in and for the State of Texas

**NOTICE OF PUBLIC HEARING****MISSION ECONOMIC DEVELOPMENT CORPORATION  
SOLID WASTE DISPOSAL REVENUE BONDS  
(REPUBLIC SERVICES, INC. PROJECT)**

Notice is hereby given of a public hearing to be held on behalf of Mission Economic Development Corporation (the "Issuer") on February 14, 2020 at 9:30 a.m., at the offices of Bracewell LLP, 711 Louisiana Street, Suite 2300, Houston, Texas 77002, with respect to a plan of finance including one or more series of bonds (the "Bonds") proposed to be issued in an aggregate maximum stated principal amount of \$480,900,000 by the Issuer. The proceeds of the Bonds will be loaned to Republic Services, Inc. and/or one or more subsidiaries or affiliates thereof (collectively, the "Borrower"), for the purpose of financing and/or refinancing certain infrastructure and capital improvements and equipment acquisitions related to their solid waste disposal facilities located throughout the State of Texas, including, for purposes of this hearing, those at the following locations, in the aggregate maximum stated principal amounts at each location noted below: (1) 2601 S Jenkins Rd, Anahuac, Chambers County, Texas 77514 (\$5,000,000); (2) 2200 FM 521 Rd, Fresno, Fort Bend County, Texas 77545 (\$80,000,000); (3) 2015 N Wyoming Ave, Dickinson, Galveston County, Texas 77539 (\$5,000,000); (4) 3935 Avenue A, Alta Loma, Galveston County, Texas 77510 (\$15,500,000); (5) 2525 FM 770 Rd, Kountze, Hardin County, Texas 77625 (\$5,000,000); (6) 13630 Fondren Road, Houston, Harris County, Texas 77085 (\$1,100,000); (7) 5301 Brookglen Drive, Houston, Harris County, Texas 77017 (\$1,000,000); (8) 5757 Oates Road, Suite A, Houston, Harris County, Texas 77078 (\$31,300,000); (9) 8101 East Little York Road, Houston, Harris County, Texas 77016 (\$10,400,000); (10) 6425 Highway 347, Beaumont, Jefferson County, Texas 77705 (\$1,000,000); and (11) 6433 Labelle Road, Beaumont, Jefferson County, Texas 77705 (\$12,200,000) (collectively, the "Project"). The initial legal owner and/or operator of the Project will be the Borrower.

The public hearing will be conducted by Lee McCormick or his designee. All interested persons are invited to attend such public hearing to express their views with respect to the Project and the Bonds. Questions or requests for additional information may be directed to Mr. McCormick (telephone: (214) 256-3121). Any interested persons unable to attend the hearing may submit their views in writing to Mr. McCormick at 6988 Lebanon Road, Suite 103, Frisco, Texas 75034, prior to the date scheduled for the hearing.

The aforesaid public hearing is a "combined hearing" within the meaning of Treasury Regulations Section 1.147(f)-1(d) and the location of said public hearing is within 100 miles of the seat of government of each participating governmental unit beyond whose geographic jurisdiction the hearing is conducted.

This notice is published and the above-described hearing is to be held in satisfaction of the requirements of Section 147(f) of the Internal Revenue Code of 1986 regarding the public approval prerequisite to the exemption from federal income taxation of the interest on the Bonds.

**ATTACHMENT B**

**NAMES AND COMMENTS OF PERSONS ATTENDING PUBLIC HEARING**

None.