



Carbett "Trey" J. Duhon III
Waller County Judge

January 23, 2015

TO WHOM IT MAY CONCERN:

Waller County (the "*Issuer*") is represented by Government Capital Securities Corporation (our "*municipal advisor*") to provide advice on recommendations and other advice from financial services firms concerning the issuance of municipal securities. The Issuer will rely on our municipal advisor by seeking and considering its advice, analysis, and perspective before acting on any such recommendation or other advice, although the Issuer may not necessarily follow our municipal advisor's advice and may also rely on representations, if any, made by financial services firms in proposals or otherwise.

By posting this letter on our website and Texas MAC's website, the Issuer intends that market participants may use and rely on this letter for purposes of qualifying for the so-called IRMA exemption afforded by SEC Rule 15Ba1-1(d)(3)(vi) until the Issuer removes the letter from, or replaces it with an updated or correcting letter posted at, the same page on our website and Texas MAC's internet site.

Financial services firms that wish to learn the identity of individuals at our municipal advisor who will participate in advising the Issuer should contact:

Christian Merritt
Governmental Capital Securities Corporation
559 Silicon Drive, Suite 102
Southlake, Texas 76092
cmerritt@govcapsecurities.com
(817) 480-4998

A copy of written representations to us regarding the exemption may also be sent to our municipal advisor at the same address.

Respectfully Yours,

A handwritten signature in black ink, appearing to be "Trey Duhon", written over the words "Respectfully Yours,".

Carbett "Trey" J. Duhon III
Waller County Judge