

June 22, 2016

The Honorable Dan A. Gattis
Williamson County Judge
Williamson County Courthouse
710 S. Main Street, Ste. 101
Georgetown, Texas 78626

Re: Tax-Exempt Financing for Responsive Education Solutions

Dear Judge Gattis:

Responsive Education Solutions ("Responsive Education") is requesting your approval of a proposed tax-exempt bond issue, as required by the Internal Revenue Code of 1986, as amended (the "Code"). **The bonds will not be a debt or liability of Williamson County, Texas (the "County").** The consent being requested herein is only for the purposes of complying with federal tax law regarding tax-exempt financing. For your information, the County approved similar transactions in May 2015 for Responsive Education and Harmony Public Schools.

Responsive Education is a qualified 501(c)(3) charitable organization, and therefore is eligible to participate in tax-exempt financings. However, unlike a governmental issuer (e.g., a city, county, or school district), a 501(c)(3) organization must issue bonds through a state-approved conduit and must conduct a public hearing on the financing. Code §147(f) requires that the "highest elected official" of the County approve the transaction after the public hearing is held since one of the campuses will be located in the County. The public hearing will be held on July 15, 2016 at Founders Classical Academy of Leander, 1303 Leander Dr., Leander, Texas 78641.

Responsive Education is financing the construction and equipment of Founders Classical Academy of Leander, 1303 Leander Dr., Leander, Texas 78641. Responsive Education is financing at tax-exempt interest rates through a bond issue facilitated by Arlington Higher Education Facilities Finance Corporation. Andrews Kurth LLP serves as bond counsel for the transaction.

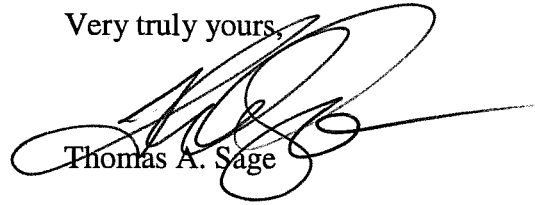
As such, we respectfully request your consent to the transaction after the completion of the hearing and delivery of the associated materials to you. Enclosed please find a draft of the proposed Approval of Highest Elected Official evidencing your consent.

June 22, 2016

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We greatly appreciate your assistance in this matter. Please call me if we can provide any further information or can assist you in connection with this request for consent.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Thomas A. Sage', with a large, stylized flourish extending to the right.

Enclosure

CERTIFICATE OF THE COUNTY JUDGE OF WILLIAMSON COUNTY, TEXAS

ARLINGTON HIGHER EDUCATION FINANCE CORPORATION
EDUCATION REVENUE BONDS
(RESPONSIVE EDUCATION SOLUTIONS)
SERIES 2016A

The undersigned County Judge of Williamson County, Texas, (the "County") hereby certifies with respect to the issuance by the Arlington Higher Education Finance Corporation (the "Corporation"), of its Education Revenue Bonds (Responsive Education Solutions), Series 2016A (the "Bonds").

1. This certificate is based upon the CERTIFICATE OF PUBLIC HEARING OFFICER REGARDING PUBLIC HEARING attached hereto as **Exhibit A** relating to the public hearing conducted on the date indicated in the Affidavit of Publication attached to such Minutes of Public Hearing by the duly appointed hearing officer of the Corporation in accordance with the requirements of Section 147(f) of the Internal Revenue Code of 1986, as amended; and

2. Solely for purposes of the approval requirements of the aforesaid Section 147(f) of the Code, and for no other purpose, in my capacity as County Judge, I hereby approve the Bonds and the facilities to be financed with the proceeds of the Bonds, and hereby ratify and approve all actions taken by or on behalf of the County with respect to publication of the Notice of the Public Hearing as reflected in the Affidavit of Publication attached as Exhibit A to the attached Certificate of Public Hearing Officer and the conducting of such Public Hearing.

THIS APPROVAL SHALL NOT BE CONSTRUED AS (1) A REPRESENTATION OR WARRANTY BY THE COUNTY, THE COUNTY JUDGE OF THE COUNTY, THE STATE OF TEXAS OR ANY OTHER AGENCY, INSTRUMENTALITY OR POLITICAL SUBDIVISION OF THE STATE OF TEXAS THAT THE BONDS WILL BE PAID OR THAT ANY OBLIGATIONS ASSUMED BY ANY OF THE PARTIES UNDER THE INSTRUMENTS DELIVERED IN CONNECTION WITH THE BONDS WILL IN FACT BE PERFORMED; (2) A PLEDGE OF THE FAITH AND CREDIT OF THE COUNTY OR THE STATE OF TEXAS OR ANY AGENCY, INSTRUMENTALITY OR POLITICAL SUBDIVISION OF THE STATE OF TEXAS OR THE COUNTY; OR (3) A REPRESENTATION OR WARRANTY BY THE COUNTY CONCERNING THE VALIDITY OF THE CORPORATE EXISTENCE OF THE CORPORATION OR THE VALIDITY OF THE BONDS.

[Execution page follows]

Date: _____

County Judge, Williamson County, Texas

EXHIBIT A

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

Exhibit A

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

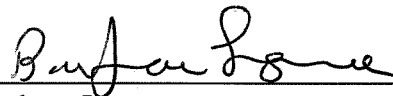
ARLINGTON HIGHER EDUCATION FINANCE CORPORATION
EDUCATION REVENUE BONDS
(RESPONSIVE EDUCATION SOLUTIONS)
SERIES 2016A

I, the undersigned, do hereby make and execute this certificate for the benefit of all persons interested in the issuance of the above-referenced bonds (collectively, 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 issuance of the Bonds at the time and place indicated in the Notice of Public Hearing included in **Exhibit A** attached hereto.
2. Notice of the public hearing was published no less than 14 days before the date of the public hearing in the Austin American-Statesman, as evidenced by the Affidavit of Publication of the Notice of Public Hearing attached hereto as **Exhibit A**.
3. All persons appearing at the public hearing were given an opportunity to comment on the proposed issuance of the Bonds and the project to be financed with proceeds of the Bonds. No such persons appeared or made comments except as is set forth on **Exhibit 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 15th day of July, 2016.



Barbara League
Hearing Officer

Exhibit A - Affidavit of Publication of the Notice of Public Hearing

Exhibit B - Names and Comments of Persons Attending Public Hearing

EXHIBIT A

AFFIDAVIT OF PUBLICATION OF THE NOTICE OF PUBLIC HEARING

ATTACHED

Austin American-Statesman

statesman.com | austin360.com

NOTICE OF PUBLIC HEARING (Williamson County)

Arlington Higher Education Finance
Corporation
Education Revenue Bonds
(RESPONSIVE education solutions)
Series 2016A

Notice is hereby given of a public hearing to be held on the 14th day of July, 2016, at 10:00 a.m. at the offices of the Finance Corporation, 1100 West 11th Street, Suite 1000, Austin, Texas 78703, for the purpose of hearing and considering the proposed issuance of the Education Revenue Bonds, Series 2016A, and the proposed use of the proceeds of the bonds for the financing and/or refinancing of the projects listed below. The Finance Corporation is a public entity for purposes of the Texas Public Information Act, Chapter 552, Texas Government Code. The Finance Corporation is a public entity for purposes of the Texas Public Information Act, Chapter 552, Texas Government Code. The Finance Corporation is a public entity for purposes of the Texas Public Information Act, Chapter 552, Texas Government Code.

- 1) Financing and/or refinancing the costs of acquiring, construction, improving, and equipping educational facilities for pre-K, primary, and secondary school students, including:
 - a) Founders Classical Academy of Schertz, 12470 Woman Hollering Rd., Schertz, Texas 78154 and 8453 E. 1518 North, Schertz, Texas 78154;
 - b) Premier High School of San Antonio, 4541 Walzem Rd., Ste. 8220, San Antonio, Texas 78218;
 - c) Premier High School of Brownsville, 955 Parades Line Rd., Brownsville, Texas 78521;
 - d) Frisco Classical Academy, northern 10 acres portion from the approximately 15.66 acres of land located on the northeast corner of Frisco Street and All Stars Avenue in Frisco, Texas;
 - e) Premier High School of Comanche, 1008 S. Austin St., Comanche, Texas 76442;
 - f) Carrollton Classical Academy, 2400 N. Josey Ln., Carrollton, Texas 75006;
 - g) Coppell Classical Academy, 140 S. Hearts Rd., Coppell, Texas 75019;
 - h) Denton Classical Academy, 4420 Country Club Rd., Denton, Texas 76210;
 - i) Founders Classical Academy of Flower Mound, 500 Parker Square Rd., Flower Mound, Texas 75028 and approximately 18.792 acres of land in the William Malone Survey, Abstract 855 and the J. Malone Survey, Abstract 857 in County of Denton and City of Flower Mound;
 - j) Classical Academy of Corinth, 3600 Meadowview Dr., Corinth, Texas 76210;
 - k) School Hickory Creek, 800 Point Vista Rd., Ste. 518, Hickory Creek, Texas 75065;
 - l) Founders Classical Academy of Lewisville, 1010 Bellaire Blvd., Lewisville, Texas 75067;
 - m) Premier High School of Lewisville, 1800 Lakeway Dr., Ste. 120, Lewisville, Texas 75057;
 - n) Quent Middle School of Lewisville, 1301 Waters Ridge Rd., Lewisville, Texas 75057;
 - o) Premier High School of Dublin, 1125 Grafton St., Dublin, Texas 76446;
 - p) Mainland Preparatory Academy, 319 Newman Rd., La Marque, Texas 75558;
 - q) Career Technical Education Center of Edinburg, 4701 S. Sugar Rd., Edinburg, Texas 78539;
 - r) Premier High School of Palmview, 406 W. Veterans Blvd., Palmview, Texas 78572;
 - s) Premier High School of San Juan, 1202 E. Business Hwy 83, San Juan, Texas 78589;
 - t) Premier High School of Waco, 4720 N. 19th St., Waco, Texas 76708;
 - u) Vista Academy of Amarillo, 6000 S. Georgia St., Amarillo, Texas 79118;
 - v) Premier High School of Amarillo, 3242 Hobbs Rd., Amarillo, Texas 79109;
 - w) Tyler Classical Academy, 3405 E. Grande Blvd., Tyler, Texas 75707;
 - x) Premier High School of Tyler, 1106 N. Glenwood Blvd., Tyler, Texas 75702;
 - y) Premier High School of Abilene, 3161 S. 23rd St., Abilene, Texas 79605;
 - z) Premier High School of Del Rio, 1701 Kings Way, Del Rio, Texas 78840;
 - aa) Huntville Classical Academy, 15.74 Acre Tract in the E. David's Survey, A-157, Walker County, Texas;
 - bb) Premier High School of Laredo, 2201 Chihuahua St., Laredo, Texas 78043; and
 - cc) Founders Classical Academy of Leander, 1303 Leander Dr., Leander, Texas 78641;
- 2) Paying capitalized interest;
- 3) Funding a debt reserve fund; and
- 4) Paying the costs of issuing the Bonds.

The Projects will be owned and operated by the Borrower. The Bonds are not payable out of taxes and are secured by and payable solely from funds provided by the Borrower.

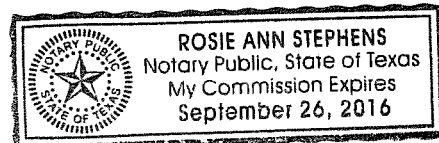
The public hearing will be conducted by Barbara League, or her designee (the "Hearing Officer"). Questions or requests for additional information may be directed to the Hearing Officer (telephone: 713-220-4267). Any interested persons unable to attend the hearing may submit their views in writing to the Hearing Officer prior to the date scheduled for the hearing at fax number 713-238-7280. This notice is published and the hearing is to be held in satisfaction of the requirements of Section 147(f) of the Internal Revenue Code of 1986, as amended.

461711 6-24/2016

STATE OF TEXAS COUNTY OF TRAVIS

Before me, the undersigned authority, a Notary Public in and for the County of Travis, State of Texas, on this day personally appeared Alejandro Cado. Advertising Agent of the Austin American-Statesman, a daily newspaper published in said County and State that is generally circulated in Bastrop, Bell, Blanco, Brazos, Burleson, Burnet, Caldwell, Colorado, Comal, Coryell, Fayette, Gillespie, Gonzales, Guadalupe, Hays, Kerr, Lampasas, Lee, Llano, Milam, Nueces, San Saba, Travis, Washington and Williamson Counties, who being duly sworn by me, states that the attached advertisement was published at the lowest published rate for Classified advertising in said newspaper on the following date(s), to wit: ANDREWS KURTH LLP,, First date of Publication 06/24/2016, Last date of Publication 06/24/2016, Web and print times Published 2, Legal Notices, 1 X 142, and that the attached is a true copy of said advertisement.

ARLINGTON HIGHER ED
Ad ID: 1188110
Ad Cost: 1,828.96



SWORN AND SUBSCRIBED TO BEFORE ME, on
06/27/2016

Notary Public

EXHIBIT B

NAMES AND COMMENTS OF PERSONS ATTENDING PUBLIC HEARING

NONE

Name of Attendee

Comment

1. _____

2. _____

3. _____
