

CERTIFICATE FOR RESOLUTION

THE STATE OF TEXAS

COUNTY OF WILLIAMSON

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

1. The Commissioners Court of the County convened in a regular meeting on _____, 2017 (the "*Meeting*"), at the designated meeting place, and the roll was called of the duly constituted officers and members of said Commissioners Court, to wit:

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

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

RESOLUTION APPROVING NEWARK HIGHER EDUCATION FINANCE CORPORATION EDUCATION REVENUE BONDS SERIES 2017 (ORENDA EDUCATION) FOR THE BENEFIT OF ORENDA EDUCATION

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

AYES: All members of the Commissioners Court shown present above voted "Aye," except as provided below:

NAYS: ____

ABSTENTIONS: ____

2. That a true, full and correct copy of the aforesaid Resolution adopted at the Meeting described in the above and foregoing paragraph is attached to and follows this Certificate; that said Resolution has been duly recorded in said Commissioners Court's minutes of said Meeting; that 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 Resolution; that 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; that each of the officers and members of said Commissioners Court was duly and sufficiently notified officially and personally, in advance, of the time, place and purpose of the aforesaid Meeting, and that said Resolution 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 that said Meeting was open to the public and public notice of the time, place and purpose of said meeting was given, all as required by Chapter 551, Texas Government Code.

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

SIGNED AND SEALED _____, 2017.

County Clerk

County Judge

(SEAL)

**RESOLUTION APPROVING NEWARK HIGHER EDUCATION FINANCE
CORPORATION EDUCATION REVENUE BONDS SERIES 2017 (ORENDA
EDUCATION) FOR THE BENEFIT OF ORENDA EDUCATION**

**THE STATE OF TEXAS
COUNTY OF WILLIAMSON**

WHEREAS, the Newark Higher Education Finance Corporation ("*Corporation*") created by the City of Newark, Texas has adopted a resolution authorizing the issuance of Newark Higher Education Finance Corporation Education Revenue Bonds Series 2017 (Orenda Education) (the "*Bonds*") in the maximum principal amount of \$26,000,000 the proceeds of which will be loaned to Orenda Education for the purpose of (1) the construction, equipment and renovation of a K-4 Learning Center, 5-8 Learning Center, gymnasium, elementary playscape, athletic field, grandstands, kitchen, and certain roads, courtyards and walkways at Gateway College Preparatory School located at 3360 Westinghouse Road, Georgetown, Texas, 78626, (2) the acquisition of the Kingsland School, which the Borrower is currently leasing, located at 136 Real Street, Kingsland, Texas 78639, and the construction and equipment of an additional K-8 Learning Center thereon (the "*Project*"), (3) funding a debt service reserve fund, and (4) paying a portion of the costs of issuance of the Bonds;

WHEREAS, section 147(f) of the Internal Revenue Code of 1986, as amended (the "*Code*") requires that the issuance of any qualified 501(c)(3) obligations be approved by either the governing body of the County or the chief elected executive officer of the County after a public hearing following reasonable public notice;

WHEREAS, attached hereto as Exhibit A is a Notice of Public Hearing (the "*Public Notice*") which was published in a newspaper of general circulation in the County as required by section 147(f) of the Code which public hearing was conducted by the Corporation and no member of the public appeared at the hearing to express his or her views on the Project; and

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

Section 1. The County hereby specifically approves the Bonds and the Project solely for the purpose of satisfying the requirements of section 147(f) of the Code and for no other purpose and is not to be construed as an undertaking by the County. The Bonds shall not constitute a liability, an indebtedness or obligation of the County nor shall any of the assets of the County be pledged to the payment of the Bonds.

Section 2. This Resolution shall become effective immediately upon its passage.

EXHIBIT A

NOTICE OF PUBLIC HEARING