

RESOLUTION OF COMMISSIONERS COURT OF
WILLIAMSON COUNTY, TEXAS, AUTHORIZING THE
COUNTY JUDGE TO APPROVE THE ISSUANCE OF
HOSPITAL REVENUE BONDS ISSUED FOR THE BENEFIT
OF SCOTT AND WHITE MEMORIAL HOSPITAL AND
SCOTT, SHERWOOD AND BRINDLEY FOUNDATION

WHEREAS, Tarrant County Cultural Education Facilities Finance Corporation (the "Issuer") is proposing to issue one or more series of its Hospital Revenue Bonds (Scott and White Memorial Hospital and Scott, Sherwood and Brindley Foundation Project) Series 2010 (the "Bonds"), pursuant to the Cultural Education Facilities Finance Corporation Act, Article 1528m, Texas Revised Civil Statutes, as amended from time to time (the "Enabling Act"), to provide funds to finance or refinance all or part of the cost of "health facilities" (as defined in the Health Facilities Development Act, Chapter 221, Texas Health and Safety Code, as amended from time to time (the "Health Act")); and

WHEREAS, the proceeds of the Bonds will be loaned by the Issuer to Scott and White Memorial Hospital and Scott, Sherwood and Brindley Foundation (the "Hospital"), a Texas nonprofit corporation, or a tax-exempt affiliate, for the purpose of financing or refinancing the cost of "health facilities"; and

WHEREAS, a portion of the proceeds of the Bonds may be used in connection with financing or refinancing certain facilities located or to be located in Williamson County (the "County"), particularly facilities at the Georgetown Clinic, the Cedar Park Clinic, and an acute care hospital located at 300 University Drive in Round Rock (collectively, the "Project"), as described in a notice of public hearing, in the form attached hereto as Exhibit A, published in, among other newspapers, the *Austin American Statesman*, a newspaper of general circulation within Williamson County, Texas; and

WHEREAS, Section 147(f) of the Internal Revenue Code of 1986, as amended (the "Code") requires that the Bonds and the Project be approved by the "applicable elected representative" (as defined in the Code) of the jurisdiction in which any portion of the Project is located after a public hearing following reasonable public notice; and

WHEREAS, such public hearing has been held by or on behalf of the County with the approval of the Issuer (as described in Exhibit A hereto and within the meaning of the Code), all in accordance with and pursuant to the requirements of the Code and the regulations promulgated thereunder; and

WHEREAS, the County Judge of Williamson County has been requested to approve, as the "applicable elected representative" of the County, the issuance of the Bonds and the Project in accordance with the requirements of the Code, and has been or will be furnished with an affidavit of publication and minutes of public hearing in connection therewith; and

WHEREAS, the Commissioners Court of the County desires to authorize the County Judge to approve the issuance of the Bonds and the Project;

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

Section 1. The County Judge of Williamson County, Texas, is hereby authorized to approve the issuance of the Bonds and the Project and to execute and deliver such approval as requested.

Section 2. The authorization to approve the Bonds and the Project is made solely for the purposes of complying with the requirements of Section 147(f) of the Code and shall not be construed as (i) a representation or warranty by the County Judge, the County or the Commissioners Court that the Bonds will be paid or that any obligations assumed by any of the parties will, in fact, be performed, or (ii) as a pledge of the faith and credit of or by the County. Further, the fact that the Commissioners Court has authorized the approval of the Bonds and the Project, as herein stated, may not, in any event, be used as a sales device with respect to the Bonds.

Section 3. This Resolution shall be effective upon its adoption.

APPROVED AND ADOPTED THIS MAY 25, 2010.



County Judge, Williamson County, Texas

Signature Page for Resolution