

**RESOLUTION APPROVING A FINANCING BY THE NEWARK
CULTURAL EDUCATION FACILITIES FINANCE CORPORATION FOR
THE BENEFIT OF GOODWILL INDUSTRIES OF CENTRAL TEXAS AND
GOODWILL TEMPORARY SERVICES, INC.**

**THE STATE OF TEXAS
COUNTY OF WILLIAMSON**

WHEREAS, the Newark Cultural Education Facilities Finance Corporation ("*Corporation*") created by the City of Newark, Texas has adopted a resolution authorizing the proposed loans (the "*Loans*") in the maximum principal amount of \$23,000,000 under a loan agreement among the Corporation, Compass Mortgage Corporation (the "*Bank*") and Goodwill Industries of Central Texas and Goodwill Temporary Services, Inc. (the "*Borrower*") as pursuant to Article 1528m, Vernon's Texas Civil Statutes, as amended (the "*Act*") for the purpose of refinancing the acquisition and/or construction of (1) a Goodwill Store located at 75 Brushy Creek Road, Cedar Park, Texas and (2) 2.2159 acres of land and a Goodwill Store located at 560 Highway 79 West, Hutto, Texas (collectively, the "*Project*"), financing and refinancing other facilities located in Travis County and paying certain expenses in connection with the Loans;

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 Loans 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 Loans 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 Loans.

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

EXHIBIT A

NOTICE OF PUBLIC HEARING

NOTICE IS HEREBY GIVEN that the Newark Cultural Education Facilities Finance Corporation (the "Corporation"), a nonprofit corporation created by the City of Newark, Texas pursuant to Article 1528m, Vernon's Texas Civil Statutes, will hold a public hearing on October 22, 2012, commencing at 10:00 a.m., in the Brazos Conference Room, located in the offices of Andrews Kurth LLP, 111 Congress Avenue, Suite 1700, Austin, Texas 78701, to provide an opportunity for all interested persons to be heard with respect to a proposed loan from Compass Mortgage Corporation (the "Bank") to the Corporation in the maximum amount of \$23,000,000 and a proposed loan from the Corporation to Goodwill Industries of Central Texas and Goodwill Temporary Services, Inc. (collectively, the "Borrower") in the same amount (collectively, the "Loans"); all pursuant to a Loan Agreement by and among the Corporation, the Bank and the Borrower.

The Loans are being made for the purpose of (A) financing the construction of a Goodwill Store located at 1609 FM 685, Pflugerville, Texas; (B) refinancing the acquisition and/or construction of the following: (1) 8.539 acres of land and a Goodwill community center located at 1015 Norwood Park Blvd., Austin, Texas; (2) 2.84 acres of land and a Goodwill Store located at 9801 Brodie Lane, Austin, Texas; (3) 4.677 acres of land and a Goodwill Store located at 8965 Research Blvd., Austin, Texas; (4) a Goodwill Store located at 75 Brushy Creek Road, Cedar Park, Texas; (5) 2.2159 acres of land and a Goodwill Store located at 560 Highway 79 West, Hutto, Texas; (6) 2.0 acres of land and a Goodwill Store located at 1801 S. Ranch Road 620, Lakeway, Texas; and (7) a building located at 6505 Burleson Road, Austin, Texas; and (C) paying certain expenses in connection with the issuance of the Loans (collectively, the "Project"). The Project is owned by the Borrower. The Loans are not payable out of taxes and are secured by and payable solely from funds provided by the Borrower.

All interested persons are invited to attend the hearing to express their views, both orally and in writing, with respect to the Loans and the Project. Any interested persons unable to attend the hearing may submit their views in writing to the President of the Board of Directors of the Corporation c/o Andrews Kurth LLP, Attn: Hoang Vu, 600 Travis Street, Suite 4200, Houston, Texas 77002, prior to the date scheduled for the hearing.

NEWARK CULTURAL EDUCATION FACILITIES FINANCE CORPORATION