

**APPROVAL OF APPLICABLE ELECTED REPRESENTATIVE
OF WILLIAMSON COUNTY, TEXAS**


I, Dan A. Gattis, County Judge of Williamson County, Texas (the "County"), certify with respect to the Tarrant County Cultural Education Facilities Finance Corporation Hospital Revenue Bonds (Scott and White Memorial Hospital and Scott, Sherwood and Brindley Foundation Project) Series 2013 (the "Bonds"), that:

Based upon the evidence presented to me, for the sole purpose of satisfying the requirements of Section 147(f) of the Internal Revenue Code of 1986, as amended (the "Code"), and for no other purpose, I hereby approve the Bonds and the facilities to be refinanced with a portion of the proceeds of the Bonds and located within the County, all as described in the published Notice of Public Hearing included as Annex A in the Minutes of Public Hearing attached hereto as Attachment 1.

This approval is not to be construed as (i) a representation or warranty by the County or the undersigned 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 undersigned has approved the Bonds as required by the Code may not, in any event, be used as a sales device with respect to the Bonds.

IN TESTIMONY WHEREOF, I have hereunto signed my name officially hereon on the date shown below.

DATED: ^{February 5,} ~~January~~ ____, 2013.



Dan A. Gattis
County Judge, Williamson County, Texas

ATTACHMENT I

Minutes and Certification of Public Hearing
January 7, 2013

Pertaining to

Tarrant County Cultural Education Facilities Finance Corporation
Hospital Revenue Bonds
(Scott and White Memorial Hospital and Scott, Sherwood
and Brindley Foundation Project)
Series 2013

Call to Order

Hearing Officer opened the Public Hearing relating to the issuance of the captioned bonds (the "Series 2013 Bonds"), on the date, at the time and at the location in Temple, Texas, specified in the Notice of Public Hearing published in accordance with the requirements of Section 147(f) of the Internal Revenue Code of 1986, as amended (the "Code"), a copy of the form of such Notice and the Affidavit of Publication from the Austin American Statesman being attached hereto as Annex A.

Attendees

Hearing Officer Francis Anderson.

Public Hearing Closed

No one other than the Hearing Officer being present at the Public Hearing, the Hearing Officer closed the Public Hearing.

Certification

The undersigned hereby certifies that the above and foregoing is a true and correct statement of the Minutes of the Public Hearing described therein.


Francis Anderson, Hearing Officer

Annex A

NOTICE OF PUBLIC HEARING

TARRANT COUNTY CULTURAL EDUCATION FACILITIES FINANCE CORPORATION
HOSPITAL REVENUE BONDS
(SCOTT AND WHITE MEMORIAL HOSPITAL AND SCOTT, SHERWOOD
AND BRINDLEY FOUNDATION PROJECT)
SERIES 2013

NOTICE IS HEREBY GIVEN of public hearings to be held by the Tarrant County Cultural Education Facilities Finance Corporation (the "Issuer"), on behalf of Bell County, Brazoria County, Brazos County, Burnet County, Coryell County, McLennan County, Tarrant County and Williamson County, Texas (a) on January 7, 2013 at 10:00 a.m., at Scott & White Memorial Hospital, 2401 South 31st Street, Temple, Texas 76508, in the Foundation Board Room located on the first floor of the main Hospital Building, and (b) on January 7, 2013, at 10:00 am, at the offices of Bracewell & Giuliani LLP, 1445 Ross Ave., Ste. 3800, Dallas, Texas 75202, with respect to one or more issues, in one or more series, of hospital revenue bonds (collectively, the "Series 2013 Bonds") to be issued by the Issuer in an aggregate principal amount of not more than \$500,000,000. Each of the public hearings is a "combined hearing" within the meaning of Treasury Regulations Section 5f.103-2(d) and the location of a public hearing is within 100 miles of the seat of government of each participating governmental unit beyond whose geographic jurisdiction the hearing is conducted.

Proceeds of the Series 2013 Bonds will be loaned to Scott and White Memorial Hospital and Scott, Sherwood and Brindley Foundation or to one or more of its tax-exempt successors or affiliated corporations (in any case, the "Hospital") to provide funds to pay the costs of issuing the Series 2013 Bonds and to finance and refinance the construction, renovation, acquisition and equipping of, and certain capital improvements to, "health facilities," as defined in Chapter 221 Texas Health and Safety Code, as amended, located at one or more of the following locations (including facilities financed by certain bonds being refunded with a portion of the proceeds of the Series 2013 Bonds, collectively, the "Series 2013 Project"): 2401 South 31st Street, Temple, Texas 76508; 7700 Fishpond Road, Waco, Texas 76710; 1600 and 1602 University Drive, College Station, Texas 77840; 227 Memorial Drive, Gatesville, Texas 76528; 3801 Scott and White Drive, Killeen, Texas 76541; 409 W. Adams Avenue, Temple, Texas 76501; 300 University Boulevard, Round Rock, Texas 78664; 1901 Southwest H.K. Dodgen Loop, Temple, Texas 76502; and 546 N. Kegley Rd., Temple, Texas 76502; the SE Corner of Hwy 6 and Rock Prairie Road, College Station, Texas; the Corner of Hwy 281 and Hwy 71, Marble Falls, Texas; 1605 South 31st Street, Temple, Texas 76504; a portion of the proceeds of the Series 2013 Bonds will be used to refund "Waco Health Facilities Development Corporation FHA Insured Mortgage Revenue Bonds (Hillcrest Health System Project) Series 2006A" (the "Series 2006A Bonds"), the proceeds of which were used to provide funds to finance and to reimburse Hillcrest Health System, Inc. (the "Hillcrest System") and Hillcrest Baptist Medical Center (the "Medical Center") for the costs of health facilities, including the acquisition, construction, expansion, installation of equipment and other improvements for a new hospital facility constructed at the intersection of IH 35 and Texas Hwy 6, in Waco, Texas, to fund a debt service reserve fund, to pay capitalized interest and to pay costs of issuance for the Series 2006A Bonds; a portion of the

Series 2013 Bonds will be used to refund "Waco Health Facilities Development Corporation FHA Insured Mortgage Revenue Bonds (Hillcrest Health System Project) Taxable Series 2006B" (the "Series 2006B Bonds"). The proceeds of the Series 2006B Bonds were used to refund certain prior bonds and to refinance a bank loan the proceeds of which were used to finance the costs of certain health facilities, including acquisition of certain capital equipment including a linear accelerator and renovations to hospital facilities located at 3000 Herring, Waco, Texas, to fund a debt service reserve fund and to pay the costs of issuance of the Series 2006B Bonds.

The initial and exclusive owner, operator and manager of the Series 2013 Project will be the Hospital or an affiliate tax-exempt corporation. All interested persons are invited to attend such public hearing to express their views with respect to the proposed refunding and the issuance of the Series 2013 Bonds. Questions or requests for additional information may be directed to *Mr. Frank Anderson*, Foundation Offices at 2401 South 31st Street, Temple, Texas 76508 (Phone: 254-724-4386).

Persons who intend to appear at a hearing and express their views are invited to contact Mr. Anderson either in writing or by telephone in advance of the hearing. Any interested persons unable to attend a hearing may submit their views in writing to Mr. Anderson prior to the date scheduled for the hearing. The Issuer will reschedule the location and time of a hearing or schedule an additional hearing if requested to do so in written requests submitted to Mr. Anderson prior to the aforementioned date of the hearing by a significant number of interested persons.

This notice is published and the above-described hearing is to be held in satisfaction of the requirements of Section 147(f) of the Internal Revenue Code of 1986, as amended, regarding the public approval prerequisite to the exemption from federal income taxation of the interest on the Series 2013 Bonds.

Affidavit of Publication

(See attached)

Austin American-Statesman

PO#:

Ad ID#: 5561237

Acct#: 2147581608

Account Name: **BRACEWELL & GIULIANI
LLP**

BRACEWELL & GIULIANI LLP
1445 ROSS AVE. STE. 3800
DALLAS, TX 75202

AFFIDAVIT OF PUBLICATION

THE 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:

Ashlie Benitez

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:

First Published: 12/24/2012

Last Published: 12/24/2012

Times Published: 1

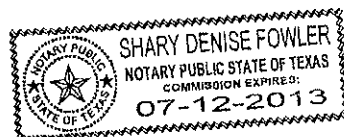
Classification: Legal Notices (9980)

Lines: 146

Cost: \$1,315.46

and that the attached is a true copy of said advertisement.

SWORN AND SUBSCRIBED TO BEFORE ME, this 24 day of December, 2012



Shary Denise Fowler
Notary Public in and for
TRAVIS COUNTY, TEXAS

Austin American-Statesman
305 South Congress Ave., P.O. Box 670, Austin, Texas 78767-0670 512-445-3832

Monday, December 24, 2012 7:57 AM

NOTICE OF PUBLIC HEARING
TARRANT COUNTY CULTURAL EDUCATION FACILITIES FINANCE CORPORATION
HOSPITAL REVENUE BONDS
(SCOTT AND WHITE MEMORIAL HOSPITAL AND SCOTT, SHERWOOD AND BRINDLEY FOUNDATION PROJECT)
SERIES 2013

NOTICE IS HEREBY GIVEN of public hearings to be held by the Tarrant County Cultural Education Facilities Finance Corporation (the "Issuer") on behalf of Bell County, Brazoria County, Brazos County, Burnett County, Coryell County, McLennan County, Tarrant County and Williamson County, Texas (a) on January 7, 2013 at 10:00 a.m., at Scott & White Memorial Hospital, 2401 South 31st Street, Temple, Texas 76708, in the Foundation Board Room located on the first floor of the main Hospital Building, and (b) on January 7, 2013, at 10:00 a.m., at the offices of Bracewell & Giuliani LLP, 1445 Ross Ave., Ste. 300, Dallas, Texas 75202, with respect to one or more issues, topics or more series of hospital revenue bonds to be issued by the Issuer, in an aggregate principal amount of not more than \$50,000,000. Each of the public hearings is a "combined hearing" with the meeting of the board of directors of the Issuer, and the location of a public hearing is within 100 miles of the seat of government of each participating governmental unit beyond whose geographic jurisdiction the hearing is conducted. The location of the Proceeds of the Series 2013 Bonds will be loaned to Scott and White Memorial Hospital and Scott, Sherwood and Brindley Foundation or to one or more of its tax-exempt successors or affiliated corporations (in any case, the "Hospital") to provide funds to pay the costs of issuing the Series 2013 Bonds and to finance and refinance the construction, renovation, acquisition and equipping of, and certain capital improvements to, "health facilities," as defined in Chapter 221 Texas Health and Safety Code, as amended, located at one or more of the following locations (including facilities financed by certain bonds being refunded with a portion of the proceeds of the Series 2013 Bonds, collectively, the "Series 2013 Project"): 2401 South 31st Street, Temple, Texas 76708; 7700 Fishpond Road, Waco, Texas 76710; 1600 and 1602 University Drive, College Station, Texas 77840; 227 Memorial Drive, Gatesville, Texas 76726; 3801 Scott and White Drive, Killeen, Texas 76541; 408 W. Adams Avenue, Temple, Texas 76709; 300 University Boulevard, Round Rock, Texas 78664; 1901 Southwest H.K. Dodgen Loop, Temple, Texas 76502; and 546 N. Kegley Rd., Temple, Texas 76502; the SE Corner of Hwy. 6 and Rock Prairie Road, College Station, Texas; the Corner of Hwy. 201 and Hwy. 142 Marble Falls, Texas; 1605 South 31st Street, Temple, Texas 76504; a portion of the proceeds of the Series 2013 Bonds will be used to refund "Waco Health Facilities Development Corporation FHA Insured Mortgage Revenue Bonds (Hillcrest Health System Project) Series 2006A" (the "Series 2006A Bonds"); the proceeds of which were used to provide funds to finance and to reimburse Hillcrest Health System, Inc. (the "Hillcrest System") and Hillcrest Baptist Medical Center (the "Medical Center"), for the costs of health facilities, including the acquisition, construction, expansion, installation of equipment and other improvements for a new hospital facility constructed at the intersection of IH 35 and Texas Hwy. 6, in Waco, Texas, to fund a debt service reserve fund, to pay capitalized interest and to pay costs of issuance for the Series 2006A Bonds; a portion of the Series 2013 Bonds will be used to refund "Waco Health Facilities Development Corporation FHA Insured Mortgage Revenue Bonds (Hillcrest Health System Project) Variable Series 2006B" (the "Series 2006B Bonds"). The proceeds of the Series 2006B Bonds were used to refund certain prior bonds and to refinance a bank loan the proceeds of which were used to finance the costs of certain health facilities, including acquisition of certain capital equipment including a linear accelerator and renovations to hospital facilities located at 3000 Herring, Waco, Texas, to fund a debt service reserve fund and to pay the costs of issuance of the Series 2006B Bonds. The initial and exclusive owner, operator and manager of the Series 2013 Project will be the Hospital or an affiliate tax-exempt corporation. All interested persons are invited to attend such public hearing to express their views with respect to the proposed refunding and the issuance of the Series 2013 Bonds. Questions or requests for additional information may be directed to Mr. Frank Anderson, Foundation Offices at 2401 South 31st Street, Temple, Texas 76508 (Phone: 254-724-4386).

Persons who intend to appear at a hearing and express their views are invited to contact Mr. Frank Anderson in writing or by telephone at the time of the hearing. Any interested person unable to attend a hearing may submit their views in writing to Mr. Anderson prior to the date scheduled for the hearing. The Issuer will schedule the location and time of a hearing scheduled an additional hearing is requested to do so in written requests submitted to Mr. Anderson prior to the above mentioned date of the hearing by a significant number of interested persons. This notice is published and the above described hearing will be held in satisfaction of the requirements of Section 107(b) of the Internal Revenue Code of 1986, as amended, and for the public approval of certain bonds of the Issuer from federal income tax of the interest on the Series 2013 Bonds.