

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 2013 (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 thereof, 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"), including facilities located at 300 University Drive in Round Rock (as more particularly described in the Notice of Public Hearing attached hereto as Exhibit A, collectively, the "Project"), such Notice of Public Hearing having been 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 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;

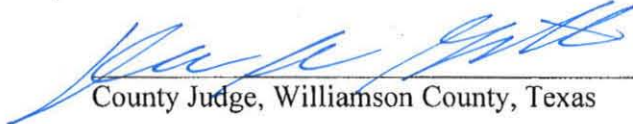
NOW, THEREFORE, BE IT RESOLVED BY THE COMMISSIONERS COURT OF WILLIAMSON COUNTY, TEXAS, THAT:

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 ^{February} ~~JANUARY~~ 5, 2013.


County Judge, Williamson County, Texas

Signature Page for Resolution

EXHIBIT 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.