

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 July 21, 2015 (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
Lisa Birkman	Commissioner, Precinct 1
Cynthia Long	Commissioner, Precinct 2
Valerie Covey	Commissioner, Precinct 3
Ron Morrison	Commissioner, Precinct 4

and all of said persons were present, except the following: _____, 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 REFUNDING BONDS SERIES 2015A (ORENDA EDUCATION) AND NEWARK HIGHER EDUCATION FINANCE CORPORATION EDUCATION REVENUE REFUNDING BONDS TAXABLE SERIES 2015B (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 _____, 2015.


County Clerk


County Judge

(SEAL)



RESOLUTION APPROVING NEWARK HIGHER EDUCATION FINANCE CORPORATION EDUCATION REVENUE REFUNDING BONDS SERIES 2015A (ORENDA EDUCATION) AND NEWARK HIGHER EDUCATION FINANCE CORPORATION EDUCATION REVENUE REFUNDING BONDS TAXABLE SERIES 2015B (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 Refunding Bonds Series 2015A (Orenda Education) and Newark Higher Education Finance Corporation Education Revenue Refunding Bonds Taxable Series 2015B (Orenda Education) (collectively, the "*Bonds*") in the maximum principal amount of \$18,000,000 the proceeds of which will be loaned to Orenda Education for the purpose of (1) refinancing outstanding bonds that were issued to finance, certain costs for the purchase, construction, renovation and/or equipment of educational facilities for the Gateway College Preparatory School (K-12 campus) including two permanent buildings, a student union building that includes central administration, library and cafetorium, a new Learning Center building, athletic fields, court yard, street improvements and parking, all located at 3360 CR 111 (Westinghouse Rd.), Georgetown, Texas 78626 (the "*Project*"), (2) funding a debt service reserve fund, and (3) 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

NEWARK HIGHER EDUCATION FINANCE CORPORATION
EDUCATION REVENUE REFUNDING BONDS
(ORENDA EDUCATION)
SERIES 2015A

NEWARK HIGHER EDUCATION FINANCE CORPORATION
EDUCATION REVENUE REFUNDING BONDS
(ORENDA EDUCATION)
TAXABLE SERIES 2015B

Notice is hereby given of a public hearing to be held on behalf of the Newark Higher Education Finance Corporation on June 24, 2015, at 10:00 a.m. in the Orenda Education Corporate Office Board Room, Orenda Education, 2951 Williams Drive, Georgetown, Texas 78628, with respect to the captioned Series 2015A Bonds and Series 2015B Bonds to be issued in an aggregate principal amount not to exceed \$18,000,000 by the Newark Higher Education Finance Corporation. The proceeds of the Bonds will be loaned to Orenda Education, a Texas nonprofit corporation (the "Borrower"), for the following purposes: (1) refinancing outstanding bonds that were issued to finance, certain costs for the purchase, construction, renovation and/or equipment of educational facilities for the Gateway College Preparatory School (K-12 campus) including two permanent buildings, a student union building that includes central administration, library and cafetorium, a new Learning Center building, athletic fields, court yard, street improvements and parking, all located at 3360 CR 111 (Westinghouse Rd.), Georgetown, Texas 78626 (the "Project"), (2) funding a debt service reserve fund, and (3) paying a portion of the costs of issuance of the Bonds. The Project will be owned and operated by the Borrower. The Bonds are not payable out of taxes and are secured by and payable solely from funds provided by the Borrower.

The public hearing will be conducted by Ted Christensen or his designee (the "Hearing Officer"). All interested persons are invited to attend such public hearing to express their views with respect to the Project and the Bonds. Any interested persons unable to attend the hearing may submit their views in writing to the Hearing Officer prior to the date scheduled for the hearing at fax number (817) 488-8477. This notice is published and the hearing is held in satisfaction of the requirements of Section 147(f) of the Internal Revenue Code of 1986, as amended.