

ANDREWS KURTH

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September 5, 2017

The Honorable Dan A. Gattis
Williamson County Judge
Williamson County Courthouse
710 S. Main Street, Ste. 101
Georgetown, Texas 78626

Re: Tax-Exempt Financing for Goodwill Industries of Central Texas and Goodwill
Temporary Services, Inc.

Dear Judge Gattis:

Goodwill Industries of Central Texas and Goodwill Temporary Services, Inc. ("Goodwill") is requesting your approval of a proposed tax-exempt bond issue, as required by the Internal Revenue Code of 1986, as amended (the "Code"). **The bonds will not be a debt or liability of Williamson County, Texas (the "County").** The consent being requested herein is only for the purposes of complying with federal tax law regarding tax-exempt financing. For your information, the County approved similar transactions in August 2016 for Responsive Education.

Goodwill is a qualified 501(c)(3) charitable organization, and therefore is eligible to participate in tax-exempt financings. However, unlike a governmental issuer (e.g., a city, county, or school district), a 501(c)(3) organization must issue bonds through a state-approved conduit and must conduct a public hearing on the financing. Code §147(f) requires that the "applicable elected representative" of the County approve the transaction after the public hearing is held since one of the facilities will be located in the County. The public hearing will be held on September 12, 2017, at 10:00 AM, at the offices of Andrews Kurth Kenyon LLP on 111 Congress Avenue, Suite 1700, Austin, TX 78701.

Goodwill is refinancing certain costs for the acquisition, site improvement, design, construction, renovation, furnishing, and/or equipping of 560 Highway 79 West, Hutto, TX 78634. Goodwill is financing at tax-exempt interest rates through a bond issue facilitated by Newark Cultural Education Facilities Finance Corporation. Andrews Kurth Kenyon LLP serves as bond counsel for the transaction.

ANDREWS KURTH KENYON LLP

Austin Beijing Dallas Dubai Houston London New York Research Triangle Park Silicon Valley The Woodlands Washington, DC
HOU:3825626.1

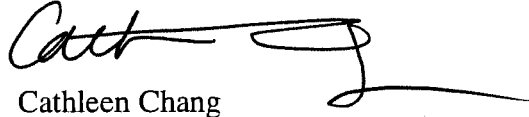
September 5, 2017

Page 2

As such, we respectfully request your consent to the transaction after the completion of the hearing and delivery of the associated materials to you. Enclosed please find a draft of the proposed Approval of Applicable Elected Representative evidencing your consent.

We greatly appreciate your assistance in this matter. Please call me if we can provide any further information or can assist you in connection with this request for consent.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Cathleen Chang', with a long horizontal flourish extending to the right.

Cathleen Chang

Enclosure

CERTIFICATE OF THE COUNTY JUDGE OF WILLIAMSON COUNTY, TEXAS

NEWARK CULTURAL EDUCATION FACILITIES FINANCE CORPORATION
TAX-EXEMPT LOAN
(GOODWILL INDUSTRIES OF CENTRAL TEXAS AND
GOODWILL TEMPORARY SERVICES, INC.)

The undersigned County Judge of Williamson County, Texas, (the "County") hereby certifies with respect to the issuance by the Newark Cultural Education Facilities Finance Corporation (the "Corporation"), of its Tax-Exempt Loan (Goodwill Industries of Central Texas and Goodwill Temporary Services, Inc.) (the "Loan").

1. This certificate is based upon the CERTIFICATE OF PUBLIC HEARING OFFICER REGARDING PUBLIC HEARING attached hereto as **Exhibit A** relating to the public hearing conducted on the date indicated in the Affidavit of Publication attached to such Minutes of Public Hearing by the duly appointed hearing officer of the Corporation in accordance with the requirements of Section 147(f) of the Internal Revenue Code of 1986, as amended; and

2. Solely for purposes of the approval requirements of the aforesaid Section 147(f) of the Code, and for no other purpose, in my capacity as County Judge, I hereby approve the Loan and the facilities to be financed with the proceeds of the Loan, and hereby ratify and approve all actions taken by or on behalf of the County with respect to publication of the Notice of the Public Hearing as reflected in the Affidavit of Publication attached as Exhibit A to the attached Certificate of Public Hearing Officer and the conducting of such Public Hearing.

THIS APPROVAL SHALL NOT BE CONSTRUED AS (1) A REPRESENTATION OR WARRANTY BY THE COUNTY, THE COUNTY JUDGE OF THE COUNTY, THE STATE OF TEXAS OR ANY OTHER AGENCY, INSTRUMENTALITY OR POLITICAL SUBDIVISION OF THE STATE OF TEXAS THAT THE LOAN WILL BE PAID OR THAT ANY OBLIGATIONS ASSUMED BY ANY OF THE PARTIES UNDER THE INSTRUMENTS DELIVERED IN CONNECTION WITH THE LOAN WILL IN FACT BE PERFORMED; (2) A PLEDGE OF THE FAITH AND CREDIT OF THE COUNTY OR THE STATE OF TEXAS OR ANY AGENCY, INSTRUMENTALITY OR POLITICAL SUBDIVISION OF THE STATE OF TEXAS OR THE COUNTY; OR (3) A REPRESENTATION OR WARRANTY BY THE COUNTY CONCERNING THE VALIDITY OF THE CORPORATE EXISTENCE OF THE CORPORATION OR THE VALIDITY OF THE LOAN.

[Execution page follows]

Date: 09-22-, 2017


County Judge, Williamson County, Texas

EXHIBIT A

**CERTIFICATE OF PUBLIC HEARING OFFICER
REGARDING PUBLIC HEARING**

Exhibit A

CERTIFICATE OF PUBLIC HEARING OFFICER
REGARDING PUBLIC HEARING (INTERNAL REVENUE CODE § 147(f))

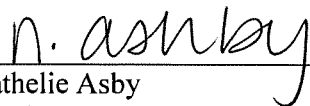
NEWARK CULTURAL EDUCATION FACILITIES FINANCE CORPORATION
TAX-EXEMPT LOAN
(GOODWILL INDUSTRIES OF CENTRAL TEXAS AND
GOODWILL TEMPORARY SERVICES, INC.)

I, the undersigned, do hereby make and execute this certificate for the benefit of all persons interested in the issuance of the above-referenced bonds (collectively, the “Bonds”).

I hereby certify as follows:

1. I am the duly appointed hearing officer for the public hearing which was held in connection with the issuance of the Bonds at the time and place indicated in the Notice of Public Hearing included in **Exhibit A** attached hereto.
2. Notice of the public hearing was published no less than 14 days before the date of the public hearing in the *Austin American-Statesman*, as evidenced by the Affidavit of Publication of the Notice of Public Hearing attached hereto as **Exhibit A**.
3. All persons appearing at the public hearing were given an opportunity to comment on the proposed issuance of the Bonds and the project to be financed with proceeds of the Bonds. No such persons appeared or made comments except as is set forth on **Exhibit B** attached hereto.
4. After giving all interested persons an opportunity to appear and comment, the public hearing was declared closed.

WITNESS MY HAND this 12th day of September, 2017.



Nathelie Asby
Hearing Officer

Exhibit A - Affidavit of Publication of the Notice of Public Hearing
Exhibit B - Names and Comments of Persons Attending Public Hearing

EXHIBIT A

AFFIDAVIT OF PUBLICATION OF THE NOTICE OF PUBLIC HEARING

ATTACHED



Austin American-Statesman austin360 ¡ahora sí!

PROOF OF PUBLICATION STATE OF TEXAS

PUBLIC NOTICE

Before the undersigned authority personally appeared Alejandro Cado, who on oath says that he/she is a Legal Advertising Agent of the Austin American-Statesman, a daily published newspaper 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, and State of Texas, and that the attached advertisement was published in said newspaper, to wit: Andrews Kurth LLP, first date of publication 08/25/2017, last date of publication 08/25/2017, published 1 time(s), and that the attached is a true copy of said advertisement.

ANDREWS KURTH LLP
600 TRAVIS ST
STE 4200
HOUSTON, TX 77002-2929

Invoice/Order Number:	0000205965
Ad Cost:	\$991.76
Paid:	\$991.76
Balance Due:	\$0.00

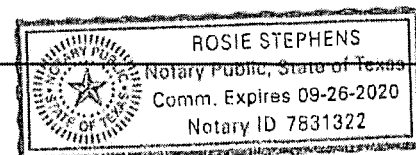
Signed _____


(Legal Advertising Agent)

Sworn or affirmed to, and subscribed before me, this 30th day of August, 2017 in Testimony whereof, I have hereunto set my hand and affixed my official seal, the day and year aforesaid.

Signed _____

(Notary)



Please see Ad on following page(s).

ANDREWS KURTH LLP
600 TRAVIS ST
STE 4200
HOUSTON, TX 77002-2929

Invoice/Order Number:	0000205965
Ad Cost:	\$991.76
Paid:	\$991.76
Balance Due:	\$0.00

NOTICE OF PUBLIC HEARING

**NEWARK CULTURAL EDUCATION
FACILITIES FINANCE CORPORATION
TAX-EXEMPT LOAN
(GOODWILL INDUSTRIES OF CENTRAL
TEXAS AND
GOODWILL TEMPORARY SERVICES,
INC.)**

Notice is hereby given of a joint public hearing to be held on behalf of Newark Cultural Education Facilities Finance Corporation (the "Corporation") on September 12, 2017, at 10:00 AM, at the offices of Andrews Kurth Kenyon LLP on 111 Congress Avenue, Suite 1700, Austin, TX 78701, with respect to the above-captioned loan (the "Loan") to be issued by the Corporation in an aggregate principal amount not to exceed \$27,000,000. The proceeds of the Loan will be issued as part of a plan of finance and loaned to Goodwill Industries of Central Texas and Goodwill Temporary Services, Inc. (collectively, the "Borrower"), for the following purposes:

(1) financing and/or refinancing certain costs for the acquisition, site improvement, design, construction, renovation, furnishing, and/or equipping of the Borrower's facilities located on:

- (a) 1901 Glen Heather Dr., Lakeway, TX 78734;
- (b) 1015 Norwood Park Blvd., Austin, TX 78753;
- (c) 9801 Brodie Ln., Austin, TX 78748;
- (d) 6505 Burleson Rd., Austin, TX 78744;
- (e) 1703 FM RD 685, Pflugerville, TX 78660;
- (f) 7817 Clock Tower Dr., Austin, TX 78753;
- (g) 2805 and 2807 Skyway Cir., Austin, TX 78704;
- (h) 560 Highway 79 West, Hutto, TX 78634;
- (i) 107 Childers Dr., Bastrop, TX 78602 (collectively, the "Projects"); and

(2) paying a portion of the costs of issuance of the Loan.
The Projects are operated by and owned by the Borrower. The Loan is 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 Nathalie Ashby, or her designee (the "Hearing Officer"). Questions or requests for additional information may be directed to the Hearing Officer (telephone: 713-220-3808). 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 713-220-4285. This notice is published and the hearing is to be held in satisfaction of the requirements of Section 147(f) of the Internal Revenue Code of 1986, as amended.

8-25/2017
0000205965-01

EXHIBIT B

NAMES AND COMMENTS OF PERSONS ATTENDING PUBLIC HEARING

NONE

Name of Attendee

Comment

1. _____

2. _____

3. _____
