

CERTIFICATE OF RESOLUTION

THE STATE OF TEXAS §
COUNTY OF WILLIAMSON §

I, the undersigned County Clerk of Williamson County, Texas, hereby certify as follows:

1. The Commissioners Court (the "Commissioners Court") of Williamson County, Texas, (the "County") convened in regular meeting on November 16, 2021, at the regular meeting place thereof, within said County, and the roll was called of the duly constituted officers and members of said Commissioners Court, to wit:

Bill Gravell	County Judge
Terry Cook	Commissioner, Precinct 1
Cynthia Long	Commissioner, Precinct 2
Valerie Covey	Commissioner, Precinct 3
Russ Boles	Commissioner, Precinct 4

and all of said persons were present except for _____, thus constituting a quorum. Whereupon, among other business, the following was transacted at said meeting: a written resolution, to wit:

RESOLUTION APPROVING THE ISSUANCE OF A TAX-EXEMPT LOAN BY THE
GREATER TEXAS CULTURAL EDUCATION FACILITIES FINANCE
CORPORATION FOR THE BENEFIT OF GOODWILL INDUSTRIES OF CENTRAL
TEXAS TO FINANCE OR REFINANCE THE COST OF CULTURAL FACILITIES
AND WITH RESPECT TO A PUBLIC HEARING

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: 5; Noes: 0; Abstentions: 0

2. 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; said resolution has been duly recorded in said Commissioners Court's minutes of said meeting; 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; 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; each of the officers and members of said Commissioners Court was duly and sufficiently notified officially and personally, in advance, of the date, hour, 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 said meeting was open to the public as required by law; and public notice of the date, hour, place and subject of said meeting was given as required by the Texas Open Meetings Act, Chapter 551, Texas Government Code, as amended.

SIGNED AND SEALED this November 16, 2021.

(SEAL)



Nancy E. Rister
NANCY E. RISTER
County Clerk

Vote of the Court:

	Yes	No	Abstain
Judge Gravell	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Comm. Cook	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Comm. Long	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Comm. Covey	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Comm. Boles	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

RESOLUTION APPROVING THE ISSUANCE OF A TAX-EXEMPT LOAN BY THE GREATER TEXAS CULTURAL EDUCATION FACILITIES FINANCE CORPORATION FOR THE BENEFIT OF GOODWILL INDUSTRIES OF CENTRAL TEXAS TO FINANCE OR REFINANCE THE COST OF CULTURAL FACILITIES AND WITH RESPECT TO A PUBLIC HEARING

WHEREAS, the City of Arlington, Texas (the “City”), has, pursuant to Chapter 337 of the Texas Local Government Code, as amended (the “Act”), approved and provided for the creation of Greater Texas Cultural Education Facilities Finance Corporation (“Issuer”) as a non-stock, non-profit corporation; and

WHEREAS, Issuer on behalf of the City, is empowered to issue its revenue notes to loan or otherwise provide funds to a borrower to enable the borrower to acquire, construct, enlarge, extend, repair, renovate, or otherwise improve a cultural facility or any facility incidental, subordinate, or related to or appropriate in connection with a cultural facility, or for acquiring land to be used for those purposes, or to create operating and debt service reserves for and to pay issuance costs related to the note or other obligations, and to finance or refinance cultural facilities to be used by a 501(c)(3) organization; and

WHEREAS, no public funds or credit of the City may be pledged to the payment of such revenue note, and such revenue note shall be payable solely from amounts made available to Issuer by the 501(c)(3) organization for which such note is issued; and

WHEREAS, Goodwill Industries of Central Texas (“Borrower”) has requested that Issuer issue a tax-exempt loan or loans (the “Loan”) pursuant to the Act in a principal amount not to exceed \$45,000,000, the proceeds of which will be loaned to Borrower to be used to (1) finance and/or refinance certain costs of planning, permitting, acquiring, constructing, improving, furnishing, and equipping cultural facilities for Goodwill located at (i) 2411 Lake Austin Boulevard, Austin, Texas 78703, (ii) 916 West University Avenue, Georgetown, Texas 78626, (iii) 677 University Boulevard, Round Rock, Texas 78665, (iv) 560 Highway 79 West, Building B, Hutto, Texas 78634, (v) 9111 South 1st Street, Austin, Texas 78744, (vi) 1901 RR 620 South, Lakeway, Texas 78734, (vii) 1701 FM 685, Pflugerville, Texas 78660, (viii) 7817 Clock Tower Drive, Austin, Texas 78752, (ix) 107 Childers Drive, Bastrop, Texas 78602, (x) 9801 Brodie Lane, Austin, Texas 78748, (xi) 1015 Norwood Park Boulevard, Austin, Texas 78753, and (xii) 6505 Burleson Road, Austin, Texas 78744 (collectively, the “Real Property Improvements”); (2) finance certain costs of acquiring, improving and implementing Goodwill’s point of sale, hardware, software and other technology systems used at its cultural facilities (together with the Real Property Improvements, the “Project”); and (3) pay the costs of issuing the Note; and

WHEREAS the Project will be owned and operated by Borrower;

WHEREAS, the Loan will be issued pursuant to a Loan Agreement, by and among Issuer, Borrower and a financial institution (“Lender”) (the “Loan Agreement”);

WHEREAS, the Loan will be a special limited obligation of Issuer payable solely from loan repayments to be made by Borrower to Issuer and certain funds and/or accounts established under the Loan Agreement;

WHEREAS, Section 147(f) of the Internal Revenue Code of 1986, as amended (the “Code”), requires that the Loan be approved by the “applicable elected representative” (the “AER”) of the governmental unit having jurisdiction over the area in which the Project is located after a public hearing following reasonable public notice;

WHEREAS, with respect to the Loan, the Commissioners Court of Williamson County, Texas (the “Commissioners Court”) is an AER;

WHEREAS, a public hearing with respect to the Loan was held on November 16, 2021 (the “Public Hearing”) by a hearing officer on behalf of the County (the “Hearing Officer”), notice of such Public Hearing was published in the Austin American Statesman in the County not less than 7 days before the day of such hearing;

WHEREAS, the Commissioners Court desires to approve and ratify hereby the holding of such Public Hearing by the Hearing Officer and the publishing of such notice; and

WHEREAS, the actions of Issuer with respect to the Project and the Loan (including the issuance of the Loan and documents relating thereto) and the action of the Commissioners Court with respect to the matters described herein will create no liability for the County, and are in the best interest of the County, and the Commissioners Court desires to approve such actions;

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

1. The facts and recitations set forth in the preamble of this Resolution are hereby declared true and correct.

2. All actions taken by or on behalf of the County with respect to the appointment of the Hearing Officer, the publishing of the notice of the Public Hearing and the conducting of such Public Hearing are hereby authorized, approved and ratified.

3. The Public Hearing with respect to the Loan and the Project to be financed by the Loan was held by the Hearing Officer on the date and time set forth in the Notice of Public Hearing attached as **Schedule 1 to Exhibit A** hereto. Notice of such Public Hearing was published in the Austin American Statesman in the County not less than 7 days before the date of such public hearing, as evidenced by the Affidavit of Publisher attached as **Schedule 2 to Exhibit A** hereto. Such Notice included the date, time and place of the Public Hearing, the location of the Project, the owner and operator of the Project, and the maximum aggregate principal amount of the Loan, and is hereby approved. All comments from interested persons, if any, were taken at such public hearing. The minutes of such hearing, attached as **Schedule 3 to Exhibit A** hereto, are hereby approved.

4. For the purpose of satisfying the requirements of Section 147(f) of the Code, the Loan in an amount not to exceed \$45,000,000 and the Project to be financed and refinanced with proceeds of the Loan, all as described in the posted notice of Public Hearing presented to the Commissioners Court, are hereby approved.

5. THE APPROVALS HEREIN GRANTED ARE FOR THE PURPOSES OF SATISFYING THE REQUIREMENTS OF THE CODE AND THE LAWS OF THE STATE OF TEXAS, AND SHALL NOT BE CONSTRUED AS A REPRESENTATION, WARRANTY OR OTHER UNDERTAKING OF ANY KIND BY THE COUNTY IN RESPECT TO THE LOAN OR THE PROJECT. THE LOAN SHALL NOT CONSTITUTE AN OBLIGATION OF THE COUNTY OR A PLEDGE OF ITS FAITH AND CREDIT, AND THE COUNTY SHALL NOT BE OBLIGATED TO PAY THE LOAN OR THE INTEREST THEREON OR OTHERWISE INCUR ANY LIABILITY IN RESPECT THEREOF.

6. The County Judge and County Clerk of the County and other officers or representatives of the County are hereby authorized to execute and deliver such instruments, certificates, or documents necessary or advisable to carry out the intent and purpose of this resolution.

7. This resolution shall take effect immediately upon its passage and shall continue in force and effect from the date hereof.

PASSED AND APPROVED this 16th day of November, 2021.

Exhibit A
to Resolution of Williamson County,
Texas

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

[Attached]

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

Re: Tax-Exempt Loan (the "Loan") to be issued by Greater Texas Cultural Education Facilities Finance Corporation for the benefit of Goodwill Industries of Central Texas, located in Bastrop, Travis and Williamson Counties (collectively, the "County").

I, the undersigned, do hereby make and execute this certificate for the benefit of all persons interested in the issuance of the above-captioned Loan.

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 Loan at the time and place indicated in the Notice of Public Hearing attached as **Schedule 1** hereto.
2. The Notice of Public Hearing was published in the Austin American Statesman in Bastrop, Travis and Williamson Counties, Texas, as evidenced by the Affidavit of Publisher attached as **Schedule 2** hereto.
3. All persons (if any) appearing at the public hearing were given an opportunity to comment on the proposed issuance of the Loan. No such persons appeared or made comments except as set forth on **Schedule 3** hereto.
4. After giving all interested persons an opportunity to appear and comment, the public hearing was declared closed.

WITNESS MY HAND as of this 16th day of November, 2021.



Kevin Twining
Hearing Officer

Schedule 1 - Notice of Public Hearing
Schedule 2 - Affidavit of Posting of the Notice of Public Hearing.
Schedule 3 - Names and Comments of Persons Attending Public Hearing

NOTICE OF JOINT PUBLIC HEARING

**GREATER TEXAS CULTURAL EDUCATION FACILITIES FINANCE CORPORATION
TAX-EXEMPT MASTER INDENTURE NOTE
(GOODWILL INDUSTRIES OF CENTRAL TEXAS)
SERIES 2021A**

Notice is hereby given of a telephonic joint public hearing to be held in Bastrop, Travis and Williamson Counties, Texas by the Greater Texas Cultural Education Facilities Finance Corporation (“Issuer”) and Goodwill Industries of Central Texas, a Texas nonprofit corporation, and Goodwill Temporary Services, Inc., a Texas nonprofit corporation (collectively, “Goodwill”), on November 16, 2021 at 9:00 a.m. Interested parties may join the joint public hearing on the date and the time indicated above by dialing 1-866 512-4865 (US Toll Free) and, when prompted, entering the participant passcode 646782#.

The joint public hearing is regarding a plan of financing for the issuance of a Tax-Exempt Master Indenture Note (the “Note”) to be issued by Issuer in an aggregate principal amount not to exceed \$45,000,000 to be issued as a qualified 501(c)(3) bond under Section 145 of the Internal Revenue Code of 1986, as amended (the “Code”). The proceeds of the Note will be loaned by Issuer to Goodwill for the following purposes:

- (1) financing or refinancing of certain costs of planning, permitting, acquiring, constructing, improving, furnishing, and equipping cultural facilities for Goodwill located at (i) 2411 Lake Austin Boulevard, Austin, Texas 78703, (ii) 916 West University Avenue, Georgetown, Texas 78626, (iii) 677 University Boulevard, Round Rock, Texas 78665, (iv) 560 Highway 79 West, Building B, Hutto, Texas 78634, (v) 9111 South 1st Street, Austin, Texas 78744, (vi) 1901 RR 620 South, Lakeway, Texas 78734, (vii) 1701 FM 685, Pflugerville, Texas 78660, (viii) 7817 Clock Tower Drive, Austin, Texas 78752, (ix) 107 Childers Drive, Bastrop, Texas 78602, (x) 9801 Brodie Lane, Austin, Texas 78748, (xi) 1015 Norwood Park Boulevard, Austin, Texas 78753, and (xii) 6505 Burleson Road, Austin, Texas 78744 (collectively, the “Real Property Improvements”);
- (2) financing certain costs of acquiring, improving and implementing Goodwill’s point of sale, hardware, software and other technology systems used at its cultural facilities (together with the Real Property Improvements, the “Project”); and
- (3) paying the costs of issuing the Note.

The Project will be owned and operated by Goodwill and used in an integrated operation of Goodwill. The Note is not payable out of taxes and is secured by and payable solely from funds to be provided by Goodwill.

All interested parties are invited to telephonically attend such joint public hearing to express their views with respect to the Note and the Project. Questions or requests for additional information may be directed to Kevin Twining, Locke Lord LLP, 2200 Ross Avenue, Suite 2800, Dallas, TX 75201 (telephone: 214-740-8688). Any interested persons unable to attend or participate in the joint public hearing may submit their views in writing to Kevin Twining before the date scheduled for the joint public hearing.

This notice is being posted and the joint public hearing is to be held in satisfaction of the requirements of Section 147(f) of the Code regarding the public approval prerequisite to the exemption from federal income taxation of the interest on the Note.

Austin American-Statesman

statesman.com

PROOF OF PUBLICATION STATE OF TEXAS

PUBLIC NOTICE

Before the undersigned authority personally appeared James Mickler, 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, Burnet, Caldwell, Comal, Coryell, Fayette, Gillespie, Guadalupe, Hays, Kerr, Lampasas, Lee, Llano, Milam, Travis, and Williamson Counties, and State of Texas, and that the attached advertisement was published in said newspaper, to wit: LOCKE LORD LLP, first published in issue dated 11/08/2021, last published in issue dated 11/08/2021, published 1 time(s), and that the attached is a true copy of said advertisement.

LOCKE LORD LLP
2200 ROSS AVENUE, SUITE 2800
DALLAS, TX 75201

Invoice/Order Number:	0000669692
Ad Cost:	\$1,010.82
Paid:	\$1,010.82
Balance Due:	\$0.00

Signed _____

James Mickler

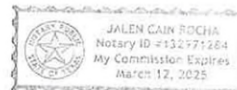
(Legal Advertising Agent)

Sworn or affirmed to, and subscribed before me, this 9th day of November, 2021 in Testimony whereof, I have hereunto set my hand and affixed my official seal, the day and year aforesaid.

Signed _____

Jalen Cain Rocha
(Notary)

Please see Ad on following page(s).



LOCKE LORD LLP
2200 ROSS AVENUE, SUITE 2800
DALLAS, TX 75201

Invoice/Order Number: 0000669692
Ad Cost: \$1,010.82
Paid: \$1,010.82
Balance Due: \$0.00

NOTICE OF JOINT PUBLIC HEARING

GREATER TEXAS CULTURAL EDUCATION FACILITIES FINANCE CORPORATION TAX-EXEMPT MASTER INDENTURE NOTE (GOODWILL INDUSTRIES OF CENTRAL TEXAS) SERIES 2021A

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11/8/21

0000669692-01

NAMES AND COMMENTS OF PERSONS ATTENDING PUBLIC HEARING

NONE

Name of Attendee

Comment

1. _____

2. _____

3. _____
