

RESOLUTION
APPROVING ISSUANCE OF BONDS BY
ABILENE HIGHER EDUCATION FACILITIES CORPORATION

THE STATE OF TEXAS §
COUNTIES OF TAYLOR AND JONES §
CITY OF ABILENE §

WHEREAS, the Abilene Higher Education Facilities Corporation (the "Corporation") is a nonprofit corporation created by the City of Abilene, Texas (the "City") pursuant to Section 53.35(b) of the Texas Education Code, as amended; and

WHEREAS, the City has been informed by officers of the Corporation that the Corporation is intending to issue the following series of its higher education revenue bonds for the benefit of Abilene Christian University (the "University"):

Abilene Higher Education Facilities Corporation Higher Education Revenue Refunding and Improvement Bonds (Abilene Christian University Project), Series 1995, in maximum aggregate principal amount not to exceed \$28,500,000 (the "Bonds")

WHEREAS, the Bylaws of the Corporation provide that the Corporation will only issue its bonds after obtaining the approval of the City for the issuance of such bonds, which Bylaws were approved by the City Council of the City upon adoption of Ordinance No. 29-1984; and

WHEREAS, the City has been provided with copies of the basic financing documents in substantially final form which will be used to issue and secure payment of the aforementioned Bonds including the Loan Agreement, dated as of April 1, 1995, by and between the University and the Corporation (the "Loan Agreement") whereunder the University has agreed to make loan payments in amounts sufficient to pay debt service on the Bonds.

THEREFORE, BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF ABILENE, TEXAS THAT:

Section 1. In accordance with Section 1.3 of the Bylaws of the Corporation, the City hereby specifically approves the issuance of the aforementioned Bonds by the Corporation for Abilene Christian University.

Section 2. The City Council of the City of Abilene hereby approves the issuance of the aforesaid Bonds in a maximum aggregate principal amount not to exceed \$28,500,000 for

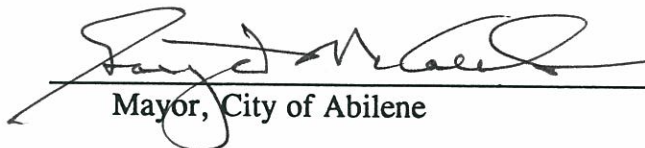
Abilene Christian University, and further approves the use of the proceeds of the Bonds to refinance the Corporation's Series 1986, 1990 and 1993 Bonds which were issued to finance or refinance various projects for Abilene Christian University and furthermore to provide up to \$2,500,000 for a project consisting of the construction, acquisition, improvement and renovation of educational facilities, dormitories and other facilities subordinate or related thereto, and the City shall have no liabilities for the payment of the Bonds nor shall any of the City's assets be pledged to the payment of the Bonds.

Section 3. The City Council specifically waives the requirement contained in Section 1.3 of the Bylaws which requires the Corporation to notify the City at least 30 days prior to the date the Bonds are approved for issuance.

Section 4. The City Secretary is authorized and directed to deliver executed copies of this Resolution to the President of the Board of Directors of the Corporation for use in connection with the issuance of the aforementioned Bonds.


Section 5. This Resolution shall become effective immediately upon its passage.

ADOPTED AND APPROVED this the 13th day of April, 1995.




Mayor, City of Abilene

ATTEST:



City Secretary
City of Abilene

SUBMITTED TO AND APPROVED
BY ME BEFORE ADOPTION:



City Attorney
City of Abilene

(SEAL)