

**RESOLUTION APPROVING THE ISSUANCE OF STUDENT LOAN  
REVENUE BONDS BY THE ABILENE HIGHER EDUCATION  
AUTHORITY, INC.**

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

*WHEREAS*, the City of Abilene, Texas (the "City"), pursuant to the provisions of Section 53.47, Texas Education Code, as amended (the "Act"), approved and created the Abilene Higher Education Authority, Inc. (the "Authority") as a nonprofit corporation to exercise the powers enumerated and provided in the Act for and on behalf of the City; and

*WHEREAS*, the Authority may, upon approval of the City, issue revenue bonds or otherwise borrow money to obtain funds to purchase or to make student or parent loan notes which are guaranteed under the provisions of the Higher Education Act of 1965, as amended; and

*WHEREAS*, on September 1, 1995, the Authority received a reservation for a portion of the State of Texas' volume allocation for private activity bonds in the amount of \$12,837,050, and the Authority expects to receive additional volume allocation prior to November 30, 1995, but in no event will such amount exceed \$37,815,000; and

*WHEREAS*, in order to finance the purchase of additional student or parent loan notes, the Authority proposes to issue a series of bonds styled "Abilene Higher Education Authority, Inc. Student Loan Revenue Bonds, Series 1995B" in the aggregate principal amount not to exceed \$37,815,000 (the "Bonds") and enter into certain agreements in connection therewith; and

*WHEREAS*, representatives of the Authority have assured the City that the Bonds will be payable solely from revenues derived from the Authority's student loan program pursuant to provisions of an Amended and Restated Indenture of Trust and other applicable documents being entered into by the Authority in connection with the issuance of the Bonds, and the City will have no responsibility in any manner for the payment of the debt service requirements of the Bonds or for operating the Authority's student loan program; and

*WHEREAS*, Section 147(f) of the Internal Revenue Code of 1986, as amended, requires the City Council of the City (as the "applicable elected representative" of the "governmental unit" on behalf of which the Bonds are issued) to approve the issuance of the Bonds; and

*WHEREAS*, on October 17, 1995, a public hearing was held by the Authority with respect to the aforementioned subject matter and notice of such public hearing was posted (as required by Chapter 551, Texas Government Code) and published in a newspaper of general circulation in the City at least 14 days prior to such public hearing; and

*WHEREAS*, it is hereby officially found and determined that the meeting at which this Resolution was adopted 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; and

*WHEREAS*, it is hereby deemed necessary and advisable that this Resolution be adopted.

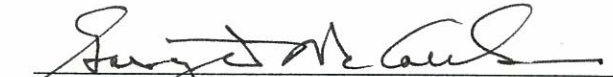
THEREFORE, BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF ABILENE, TEXAS, THAT:

**SECTION 1. APPROVING THE ISSUANCE OF THE BONDS.** In order to satisfy the requirements of the Act and Section 147(f) of the Internal Revenue Code of 1986, as amended, the City hereby approves the issuance by the Authority of the Bonds described above in the aggregate principal amount not to exceed \$37,815,000 in order to obtain funds to purchase or make student or parent loan notes which are guaranteed under the provisions of the Higher Education Act of 1965, as amended, deposit moneys into certain funds and accounts related to the Bonds including a reserve fund, and pay costs of issuance, all pursuant to the requirements of the Act and other applicable laws.

**SECTION 2. INCORPORATION OF RECITALS.** The City Council hereby finds that the statements set forth in the recitals of this Resolution are true and correct, and the City Council hereby incorporates such recitals as a part of this Resolution.

**SECTION 3. EFFECTIVE DATE.** This Resolution shall become effective immediately upon its adoption.

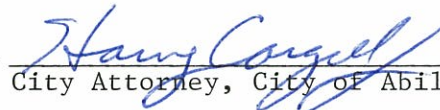
PASSED AND ADOPTED BY THE CITY COUNCIL OF THE CITY OF ABILENE, TEXAS ON THE 19TH DAY OF OCTOBER, 1995.

  
\_\_\_\_\_  
Mayor, City of Abilene, Texas

ATTEST:

APPROVED:

  
\_\_\_\_\_  
City Secretary, City of Abilene, Texas

  
\_\_\_\_\_  
City Attorney, City of Abilene, Texas

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CERTIFICATE FOR RESOLUTION

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

I, the undersigned City Secretary of the City of Abilene, Texas (the "City"), hereby certify as follows:

1. The City Council (the "City Council") of the City convened in SPECIAL MEETING ON THE 19TH DAY OF OCTOBER, 1995, at its regular meeting place in the Abilene City Hall (the "Meeting"), and the roll was called of the duly constituted officers and members of the City Council to wit:

Gary D. McCaleb, Mayor  
A. Don Drennan  
Russell Berry  
Kay Alexander

Paul Vasquez  
Jimmy McNeil  
Ray Ferguson

All members of the City Council were present, except the following: none, thus constituting a quorum, whereupon among other business, the following was transacted at the Meeting a written:

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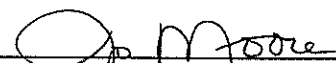
(the "Resolution") was duly introduced for the consideration of the City Council. It was then duly moved and seconded that the Resolution be adopted; and, after due discussion, such motion, carrying with it the adoption of the Resolution prevailed and carried by the following votes;

AYES: 7 NOES: 0 ABSTENTIONS: 0

2. A true, full, and correct copy of the Resolution adopted at the meeting described in the above and foregoing paragraph is attached to and follows this Certificate; the Resolution has been duly recorded in the City Council's minutes of the Meeting pertaining to the adoption of the Resolution; the persons named in the above and foregoing paragraph are duly chosen, qualified, and acting officers and members of the City Council's and duly and sufficiently notified officially and personally, in advance, of the time, place, and purpose of the Meeting, and that the Resolution would be introduced and considered for adoption at the Meeting and each such officers and members consented, in advance, to the holding of the Meeting for such purpose; and the Meeting was open to the public, and public notice was given, all as required by Chapter 551, Texas Government Code.

SIGNED AND SEALED THIS 19TH DAY OF OCTOBER, 1995.

(SEAL)

  
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City Secretary, City of Abilene, Texas

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