



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

**Section 1.** The City hereby specifically approves the Financing and the Project (as defined in the Public Notice) solely for the purpose of satisfying the requirements of section 147(f) of the Code. The City shall have no liabilities for the payment of any of the obligations constituting the Financing nor shall any of the City's assets be pledged to the payment of such obligations.

**Section 2.** The Mayor is hereby authorized to execute and deliver the approval of the highest elected official of the City (attached hereto as Exhibit C) after the public hearing is held.

**Section 3.** A public hearing was held on April 8, 2004. The appointment of Harold R. Preston as hearing officer in Abilene, Texas in connection with the Project and the Financing is hereby ratified and confirmed.

**Section 4.** This Resolution shall become effective immediately upon its passage.

**ADOPTED AND APPROVED** this the 22nd day of April, 2004.

ATTEST:

  
\_\_\_\_\_  
City Secretary

  
\_\_\_\_\_  
Mayor

(SEAL)

APPROVED:

  
\_\_\_\_\_  
City Attorney

**EXHIBIT A**

**PUBLISHER'S AFFIDAVIT**

**THE STATE OF TEXAS**                   :  
   :  
**COUNTY OF JONES & HASKELL**       :

\_\_\_\_\_, being duly sworn on his/her oath states that he/she is an authorized representative of the "*The Abilene News Reporter*" a newspaper of general circulation in Taylor County, Texas (the "*County*") and the area encompassing the City of Abilene, Texas (the "*City*") and further state as follows:

1. This Affidavit is given pursuant to Section 2051.044 of the Texas Government Code.
2. The newspaper devotes not less than 25% of its total column line inch to general interest items.
3. The newspaper is published at least once a week.
4. The newspaper is entered as second class postal matter in the County, its county of publication, and within the area of the City.
5. The newspaper has been published regularly and continuously for at least 12 months before the publishing of a notice entitled "*Notice Of Public Hearing.*"
6. The attached Legal Notice appeared in the newspaper in a conspicuous form and place on March 25, 2004.

Subscribed and sworn before me this \_\_\_ day of \_\_\_\_\_, 2004.

\_\_\_\_\_  
Authorized Representative

**THE STATE OF TEXAS**                   :  
   :  
**COUNTY OF TAYLOR**                   :

THIS INSTRUMENT was acknowledged before me on \_\_\_\_\_, 2004, by \_\_\_\_\_.

\_\_\_\_\_  
Notary Public, State of Texas

(SEAL)

EXHIBIT A-1

**NOTICE OF PUBLIC HEARINGS**

**NOTICE IS HEREBY GIVEN** that the Stamford Higher Education Facilities Corporation (the "*Corporation*"), a nonprofit corporation created by the City of Stamford, Texas pursuant to Chapter 53 of the Texas Education Code, will hold a public hearing (a) on April 19, 2004, commencing at 6:30 p.m., in the City Council Chamber of the Stamford City Hall, 201 E. McHarg Street, Stamford, Texas 79553, and (b) on April 8, 2004, commencing at 10:00 a.m. on the campus of Hardin-Simmons University (the "*Borrower*"), 2200 Hickory, Sandefer Administration Building, Office of the Vice President for Finance and Management, Abilene, Texas 79601, to provide an opportunity for all interested persons to be heard with respect to the consent and approval of the City of Stamford, Texas and the City of Abilene, Texas, respectively, of the proposed financing under a Master Lease-Sublease Agreement by and among Banc of America Leasing and Capital, LLC, the Corporation and the Borrower (the "*Lease*").

The Lease is being made for the purpose of financing and/or refinancing the cost of equipping education and housing facilities, and facilities incidental, subordinate, or related thereto or appropriate in connection therewith, including the acquisition of computer hardware and software to be used on the campus of the Borrower, 2200 Hickory, Abilene, Texas 79601 and paying certain expenses in connection with the Lease (collectively, the "*Project*"). The Project will be owned or operated by the Borrower. The maximum amount of the costs of the Project to be financed with proceeds of the Lease is anticipated to be \$1,500,000. The Lease is not payable out of taxes and is secured by and payable solely from funds provided by the Borrower.

All interested persons are invited to attend the hearing to express their views, both orally and in writing, with respect to the Lease and the Project. Any interested persons unable to attend the hearing may submit their views in writing to the President of the Board of Directors of the Corporation c/o Winstead Sechrest & Minick P.C., Attn: Hoang Vu, 910 Travis Street, Suite 2400, Houston, Texas 77002, prior to the date scheduled for each hearing.

**STAMFORD HIGHER EDUCATION FACILITIES CORPORATION**

## CERTIFICATE OF PUBLIC HEARING

I, the undersigned, hereby certify in connection with a series of lease transactions to be entered into by the Stamford Higher Education Facilities Corporation (the "*Corporation*"), Hardin-Simmons University ("*Borrower*") and Banc of America Leasing & Capital, LLC in the maximum principal amount of \$1,500,000 (the "*Lease*") for the benefit of Borrower, as follows:

1. I served as Hearing Officer for the Corporation and the City Council of the City of Abilene, Texas for the purpose of conducting a public hearing on the Lease for the purpose of financing the cost of equipping education and housing facilities, and facilities incidental, subordinate, or related thereto or appropriate in connection therewith, including the acquisition of computer hardware and software to be used on the campus of the Borrower, 2200 Hickory, Abilene, Texas 79601 and paying certain expenses in connection with the Lease (the "*Project*").

2. Such hearing was conducted commencing at 10:00 a.m. on April 8, 2004, 2200 Hickory, Sandefer Administration Building, Office of the Vice President for Finance and Management, Abilene, Texas 79601, which building and office was open to the public for purposes of the hearing.

3. At the time for the commencement of the hearing, comments, either orally or in writing, were publicly requested on the Project and the Lease.

4. At the hearing,

no persons presented comments orally or in writing.

the comments summarized in Exhibit B-1 were made orally by the persons listed therein.

the written comments attached hereto were presented.

5. No time limitations were imposed on any public comments.

IN WITNESS WHEREOF, I have hereunto set my hand this April 8, 2004.

  
\_\_\_\_\_  
Hearing Officer

**EXHIBIT C**

**APPROVAL OF HIGHEST ELECTED OFFICIAL  
OF THE CITY OF ABILENE**

**WHEREAS**, Hardin-Simmons University (the "*Borrower*"), in connection with a tax-exempt financing in the maximum principal amount of \$1,500,000, has requested the approval of the Financing (as defined below) and the Project (as defined below); and

**WHEREAS**, the Financing consists of a Master Lease-Sublease Purchase Agreement among the Borrower, the Stamford Higher Education Facilities Corporation (the "*Corporation*"), and Banc of America Leasing & Capital, LLC (the "*Bank*") through which Master Lease the Bank will lease to the Corporation, which in turn will sublease to the Borrower certain equipment for the purpose of equipping education and housing facilities, and facilities incidental, subordinate, or related thereto or appropriate in connection therewith, including the acquisition of computer hardware and software to be used on the campus of the Borrower, 2200 Hickory, Abilene, Texas 79601, and paying certain expenses in connection with the Lease (the "*Project*"); and

**WHEREAS**, in accordance with certain provisions of the Internal Revenue Code of 1986, as amended (the "*Code*") as described below, notice of a public hearing was published in "*The Abilene News Reporter*," Taylor County, Texas on March 25, 2004, which notice provided that members of the public were invited to a hearing to be held in the City of Abilene, Texas (the "*City*"), on April 8, 2004 at 10:00 a.m., in connection with the Financing and the Project; and

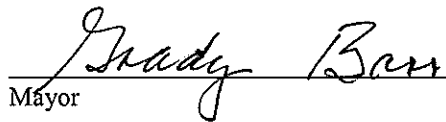
**WHEREAS**, a public hearing was held in the City on April 8, 2004, by the hearing officer; and

**WHEREAS**, it is necessary for the undersigned, as the highest elected official of the City, to approve the Financing and the Project solely for the purpose of satisfying the requirements of section 147(f) of the Code;

**NOW, THEREFORE**, the undersigned Mayor of the City, acting solely in his/her official capacity and on behalf of the City, hereby approves the holding of the hearing in the City by the hearing officer and the Financing for the Borrower, and further approves the Project; provided that such approvals shall be solely for the purposes of section 147(f) of the Code, and neither the City nor the Mayor shall have any responsibility or liability for the Financing or the Project.

**IN WITNESS WHEREOF**, I have set my hand this April 22, 2004.

**CITY OF ABILENE, TEXAS**

  
\_\_\_\_\_  
Mayor

**CERTIFICATE FOR RESOLUTION**  
(Project City)

**THE STATE OF TEXAS**                    :  
**COUNTY OF TAYLOR**                   :  
**CITY OF ABILENE**                    :

We, the undersigned officers of the City of Abilene, Texas (the "City"), hereby certify as follows:

1.       The City Council of said City convened in regular meeting on April 22, 2004 (the "Meeting"), at the designated meeting place, and the roll was called of the duly constituted officers and members of said City Council, to wit:

Grady Barr	Mayor
Norm Archibald	Councilmember
Kris Southward	Councilmember
Anthony Williams	Councilmember
John Hill	Councilmember
Jimmy McNeil	Councilmember
Kay Alexander	Councilmember

and all of said persons were present, except the following: Kris Southward, thus constituting a quorum. Whereupon, among other business, the following was transacted at said Meeting: a written

**RESOLUTION CONFIRMING A PUBLIC HEARING, APPROVING A FINANCING BY THE STAMFORD HIGHER EDUCATION FACILITIES CORPORATION FOR THE BENEFIT OF HARDIN-SIMMONS UNIVERSITY, AND AUTHORIZING THE MAYOR OF THE CITY OF ABILENE TO APPROVE CERTAIN RELATED MATTERS.**

(the "Resolution") was duly introduced for the consideration of said City Council. 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 City Council shown present above voted "Aye," except as provided below:


NAYS:

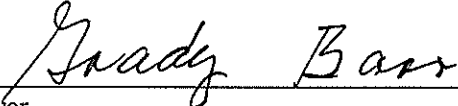
ABSTENTIONS:

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 City Council's minutes of said Meeting; that the above and foregoing paragraph is a true, full and correct excerpt from said City Council'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 City Council as indicated therein; that each of the officers and members of said City Council 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 Mayor of said City has approved and hereby approves the aforesaid Resolution; that the Mayor and the City Secretary of said City have duly signed said Resolution; and that the Mayor and the City Secretary of said City 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 April 22, 2004.

  
\_\_\_\_\_  
City Secretary

  
\_\_\_\_\_  
Mayor

(SEAL)