

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; provided that the City shall have no liabilities for the payment of any of the Loan Payments nor shall any of the City's assets be pledged to secure the payment of the Loan Payments.

Section 2. A public hearing was held on November 11, 2005. The appointment of Lisa Williams of the Borrower as hearing officer in Abilene, Texas in connection with the Project and the Financing is hereby ratified and confirmed.

Section 3. This Resolution shall become effective immediately upon its passage.

ADOPTED AND APPROVED this the 17th day of November, 2005.

ATTEST:



City Secretary



Mayor

(City Seal)

APPROVED:



City Attorney

EXHIBIT A

PUBLISHER'S AFFIDAVIT

EXHIBIT A-1

NOTICE OF PUBLIC HEARING

NOTICE IS HEREBY GIVEN that the Northeast Higher Education Facilities Corporation (the "Corporation"), a nonprofit corporation created by the City of Daingerfield, Texas pursuant to Chapter 53 of the Texas Education Code, has rescheduled its public hearing from November 8, 2005 to November 11, 2005, commencing at 10:00 a.m., in Room 104, Maedgen Administration Building McMurry University, 1400 Sayles Boulevard, Abilene, Texas 79697, to provide an opportunity for all interested persons to be heard with respect to the consent and approval of the City of Abilene, Texas, of the proposed loan in the maximum amount of \$6,700,000 under a Loan Agreement by and between the Corporation and McMurry University (the "Borrower") and a corresponding loan to be made to the Corporation by Bank of America, N.A. (the "Loans").

The Loans are being made for the purpose of financing and refinancing the cost of acquiring, constructing, renovating, and equipping education facilities on the campus of McMurry University, South 14th and Sayles Boulevard, Abilene, Texas 79697, and facilities incidental, subordinate, or related thereto or appropriate in connection therewith, including (a) replacing the athletic field grass with synthetic turf and renovating the athletic track and (b) refinancing the constructing and equipping of a 100-unit, two-story student apartment complex, one-story Mabee Dining Facility, one-story Phillips Family Student Activity Center and the Walt Driggers Baseball Field and facilities; and paying certain expenses in connection with the issuance of the Loans (collectively, the "Project"). The Project is, or will be, owned by the Borrower. The Loans are not payable out of taxes and are 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 Loans 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 Andrews Kurth LLP, Attn: Hoang Vu, 600 Travis Street, Suite 4200, Houston, Texas 77002, prior to the date scheduled for the hearing.

NORTHEAST HIGHER EDUCATION FACILITIES CORPORATION

EXHIBIT B

CERTIFICATE OF PUBLIC HEARING

I, the undersigned, hereby certify in connection with a series of transactions to be entered into by the Northeast Higher Education Facilities Corporation (the "*Corporation*"), McMurry University ("*Borrower*") and Bank of America, N.A. (the "*Bank*") in the maximum principal amount of \$6,700,000 (the "*Financing*") 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 Financing for the purpose of financing the cost of constructing, renovating and equipping education and housing facilities, and facilities incidental, subordinate, or related thereto or appropriate in connection therewith, including (a) replacing the athletic field grass with synthetic turf and renovating the athletic track and (b) refinancing the constructing and equipping of a 100-unit, two-story student apartment complex, one-story Mabee Dining Facility, one-story Phillips Family Student Activity Center and the Walt Driggers Baseball Field and facilities and paying certain expenses in connection with the Financing (the "*Project*").

2. Such hearing was conducted commencing at 10:00 a.m. on November 11, 2005, Room 104, Maedgen Administration Building McMurry University, 1400 Sayles Boulevard, Abilene, Texas 79697, 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 Financing.

4. At the hearing,

no persons presented comments orally or in writing.

the comments summarized on the attached 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 November 11, 2005.

Hearing Officer

EXHIBIT B**CERTIFICATE OF PUBLIC HEARING**

I, the undersigned, hereby certify in connection with a series of transactions to be entered into by the Northeast Higher Education Facilities Corporation (the "*Corporation*"), McMurry University ("*Borrower*") and Bank of America, N.A. (the "*Bank*") in the maximum principal amount of \$6,700,000 (the "*Financing*") 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 Financing for the purpose of financing the cost of constructing, renovating and equipping education and housing facilities, and facilities incidental, subordinate, or related thereto or appropriate in connection therewith, including (a) replacing the athletic field grass with synthetic turf and renovating the athletic track and (b) refinancing the constructing and equipping of a 100-unit, two-story student apartment complex, one-story Mabee Dining Facility, one-story Phillips Family Student Activity Center and the Walt Driggers Baseball Field and facilities and paying certain expenses in connection with the Financing (the "*Project*").

2. Such hearing was conducted commencing at 10:00 a.m. on November 11, 2005, Room 104, Maedgen Administration Building McMurry University, 1400 Sayles Boulevard, Abilene, Texas 79697, 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 Financing.

4. At the hearing,

no persons presented comments orally or in writing.

the comments summarized on the attached 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 November 11, 2005.



Hearing Officer