

RESOLUTION # 38 -2009

RESOLUTION RELATING TO A PUBLIC HEARING AND APPROVING  
FINANCING BY THE STAMFORD HIGHER EDUCATION FACILITIES CORPORATION  
FOR THE BENEFIT OF ABILENE CHRISTIAN UNIVERSITY AND RELATED MATTERS.

THE STATE OF TEXAS                     •  
COUNTY OF TAYLOR                   •  
CITY OF ABILENE                       •

WHEREAS, the Stamford Higher Education Facilities Corporation ("*Corporation*") is a nonprofit corporation created by the City of Stamford, Texas pursuant to Section 53A.35(b) of the Higher Education Authority Act (Chapter 53A, Texas Education Code, as amended);

WHEREAS, the City of Abilene, Texas (the "*City*") has been informed that the Corporation has been requested by Abilene Christian University (the "*Borrower*") to assist it in financing on a tax-exempt basis, the construction, renovation and equipping of certain educational and/or housing facilities;

WHEREAS, the Corporation is authorized by the provisions of Chapter 53A of the Texas Education Code and the Texas Non-Profit Corporation Act, Article 1396, Tex. Rev. Civ. Stats. Ann. (collectively, "*State Law*"), to enter into contractual obligations in order to finance or refinance the acquisition, purchase, lease, construction, renovation or other improvement of educational and/or housing facilities;

WHEREAS, the Corporation is authorized by State Law to provide financing for educational and/or housing facilities by contractual arrangement, and the Loan Agreement (the "*Loan Agreement*") among the Borrower, the Corporation and Bank of America, N.A. (the "*Bank*") constitutes contractual arrangements in which the Corporation is authorized by State Law to participate in (the transactions set forth in the Loan Agreement, by which the Corporation will borrow up to \$8,000,000 from the Bank and then loan such amount to the Borrower to finance the construction, renovation and equipping of certain educational and/or housing facilities, as aforesaid, are hereinafter referred to as the "*Financing*");

WHEREAS, pursuant to the Financing Documents, the Borrower has agreed to make payments in amounts sufficient to pay loan payments required to be made under the Loan Agreement (the "*Loan Payments*");

WHEREAS, section 147(f) of the Internal Revenue Code of 1986, as amended (the "*Code*") requires that the issuance of any qualified 501(c)(3) obligations be approved by either the governing body of the City or the chief elected executive officer of the City after a public hearing following reasonable public notice;

WHEREAS, the publication of the Notice of Public Hearing (the "*Public Notice*") is evidenced by a Publisher's Affidavit (a copy of which is attached hereto as Exhibit A);

WHEREAS, attached hereto as Exhibit B is Certificate of Public Hearing regarding the conduct of the Public Hearing;

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

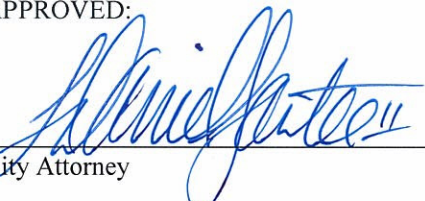
ADOPTED AND APPROVED this the 3rd day of December, 2009.

ATTEST:

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

  
\_\_\_\_\_  
Mayor

(City Seal)

APPROVED:  
  
\_\_\_\_\_  
City Attorney

**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 December 3, 2009 (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:

Norm Archibald	Mayor
Shane Price	Councilmember
Joe Spano	Councilmember
Anthony Williams	Councilmember
Robert Briley	Councilmember
Stormy Higgins	Councilmember
Laura Moore	Councilmember

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

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(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:        NIA

ABSTENTIONS: NIA

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 December 3, 2009.

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

  
\_\_\_\_\_  
Mayor

(SEAL)