

CERTIFICATE FOR RESOLUTION

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

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

1. The City Council convened in regular meeting on the 22nd day of September, 2022, at the designated meeting place, and the roll was called of the duly constituted officers and members of said City Council, to wit:

Anthony Williams	Mayor
Shane Price	Council, Place 1
Lynn Beard	Council, Place 2
Donna Albus	Council, Place 3
Weldon W. Hurt	Council, Place 4
Kyle McAlister	Council, Place 5
Travis Craver	Council, Place 6

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

RESOLUTION RELATING TO A PUBLIC HEARING AND APPROVING FINANCING FOR THE BENEFIT OF ABILENE CHRISTIAN SCHOOL AND RELATED MATTERS

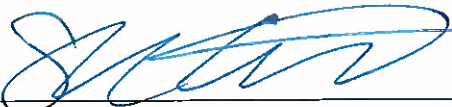
was introduced for the consideration of said City Council and read in full. It was then duly moved and seconded that said Resolution be adopted; and, after due discussion, said motion, carrying with it the adoption of said Resolution, prevailed and carried by the following vote:

AYES: 5 NOES: 0 ABSTENTIONS: 0


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 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; and 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.

SIGNED AND SEALED THIS September 22, 2022.

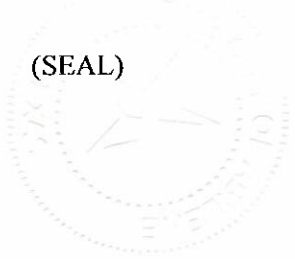


City Secretary



Mayor
Pro Tem

(SEAL)



**RESOLUTION RELATING TO A PUBLIC HEARING AND APPROVING
FINANCING FOR THE BENEFIT OF ABILENE CHRISTIAN SCHOOL AND
RELATED MATTERS**

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

WHEREAS, the City of Abilene, Texas (the “City”) has been informed that the Newark Cultural Education Facilities Finance Corporation (the “Corporation”), created by the City of Newark, Texas pursuant to Chapter 337, Texas Local Government Code (the “Act”), has adopted a resolution authorizing the proposed loans (the “Loans”) in the maximum aggregate principal amount of \$10,500,000 under a loan agreement among the Corporation, First Financial Bank, N.A. (the “Bank”) and Abilene Christian School (the “Borrower”), whereby the proceeds of the Loans will be loaned to the Borrower to assist in financing and refinancing the Project (the “Financing”);

WHEREAS, the Corporation is authorized by State Law to provide financing for cultural and/or educational facilities by contractual arrangement, and the Loans to the Corporation constitute contractual arrangements in which the Corporation is authorized by State Law to participate in;

WHEREAS, the Loans are being issued for the following purposes: (a) financing the acquisition, construction, renovation and equipping of the Borrower’s campus located at 2550 N. Judge Ely Blvd, Abilene, Texas 79601, including (1) a new high school facility, (2) the existing football and baseball fields, and (3) a new fieldhouse and (b) paying certain expenses in connection with the issuance of the Loans (collectively, the “Project”);

WHEREAS, the Borrower has agreed to make payments in amounts sufficient to pay debt service required to be made under the Loans (the “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 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 Payments nor shall any of the City's assets be pledged to secure the Payments.

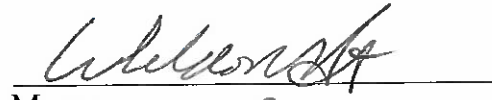
Section 2. This Resolution shall become effective immediately upon its passage adoption.

ADOPTED AND APPROVED on September 22, 2022.

ATTEST:

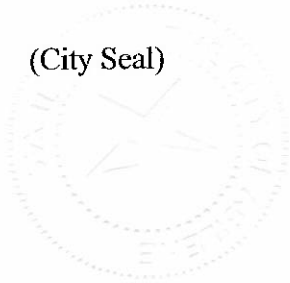


City Secretary

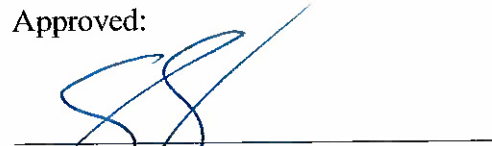


Mayor *Pro Tem*

(City Seal)



Approved:



City Attorney

EXHIBIT A

PUBLISHER'S AFFIDAVIT

See Attached

Abilene Reporter-News

PART OF THE USA TODAY NETWORK

Certificate of
Publication

ORRICK
609 MAIN STREET

HOUSTON, TX 770023106

STATE OF WISCONSIN)

)

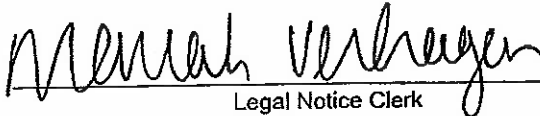
COUNTY OF BROWN)

Before me, the undersigned authority, on this day personally appeared representing the Abilene Reprter-News being duly sworn deposes and says that the following notice(s) published in said newspaper generally circulated in Brown, Callahan, Coleman, Comanche, Eastland, Erath, Fisher, Haskell, Jones, Knox, Mitchell, Nolan, Runnels, Scurry, Shackelford, Stephans, Stonewall, Taylor counties, Texas by:

ORRICK

On the following issue(s) dated to wit:

08/21/2022


Legal Notice Clerk

On this August 21, 2022, I certify that the attached document is a true and exact copy made by the publisher.:



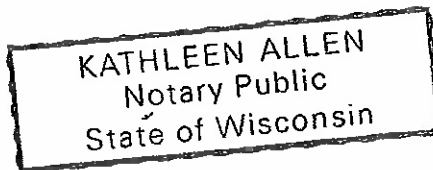
Notary Public, State of Wisconsin, County of Brown



My Commission Expires

Publication Cost: \$475.00
Ad No: 0005381478
Customer No: 7136586433
PO #: 0005381478
of Affidavits 1

This is not an invoice



**NOTICE OF PUBLIC
HEARING**

NOTICE IS HEREBY GIVEN that a public hearing will be held on August 31, 2022, commencing at 2:00 p.m., at Abilene Christian School, 2550 N. Judge Ely Blvd, Abilene, Texas 79601, to provide an opportunity for all interested persons to be heard with respect to a proposed loan from First Financial Bank, N.A. (the "Bank") to Newark Cultural Education Facilities Finance Corporation (the "Corporation"), in the maximum aggregate principal amount of \$10,500,000 and a proposed loan (qualified 501(c)(3) bonds as defined in Section 145 of the Internal Revenue Code of 1986, as amended) from the Corporation to Abilene Christian School (the "Borrower") in the same amount (collectively, the "Loans"); all pursuant to a loan agreement by and among the Corporation, the Bank and the Borrower.

The Loans are being made for the purpose of (a) financing the acquisition, construction, renovation and equipping of the Borrower's campus located at 2550 N. Judge Ely Blvd, Abilene, Texas 79601, including (1) a new high school facility, (2) the existing football and baseball fields, and (3) a new fieldhouse and (b) paying certain expenses in connection with the issuance of the Loans (collectively, the "Project"). The Project is 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.

At the time and place set for the public hearing, interested persons will be given a reasonable opportunity to express their views, both orally (via telephonic participation) and in writing, on the merits of the Project, the Loans or related matters. Members of the public may listen to and contribute to any discussion during the hearing by dialing: 1-800-228-2770, entering conference code: 960969. Persons wishing to participate should submit a written request to speak to hvu@orrick.com at least 24 hours before the hearing; however, the hearing officer will also provide time for additional comments during the hearing. Oral remarks may not exceed five minutes in duration. Written comments may be submitted to the President of the Board of Directors of the Corporation, c/o Orrick, Herrington & Sutcliffe LLP, Attn: Hoang Vu, 609 Main Street, 40th Floor, Houston, Texas 77002, until the time and date of the hearing (subject to the timing limitations of mail delivery).

EXHIBIT B

CERTIFICATE OF PUBLIC HEARING

See Attached

CERTIFICATE OF PUBLIC HEARING

I, the undersigned, hereby certify in connection with a series of loan transactions to be entered into by the Newark Cultural Education Facilities Finance Corporation (the "*Corporation*"), Abilene Christian School ("*Borrower*") and First Financial Bank, N.A. in the maximum amount of \$10,500,000 (the "*Loans*") for the benefit of Borrower, as follows:

1. I served as Hearing Officer for the Corporation for the purpose of conducting a public hearing on the Loans and the use of the proceeds thereof for the purpose of (a) financing the acquisition, construction, renovation and equipping of the Borrower's campus located at 2550 N. Judge Ely Blvd, Abilene, Texas 79601, including (1) a new high school facility, (2) the existing football and baseball fields, and (3) a new fieldhouse and (b) paying certain expenses in connection with the issuance of the Loans (collectively, the "*Project*").

2. Such hearing was conducted commencing at 2:00 p.m. on August 31, 2022 via toll free telephonic means accessible to the general public.

3. At the time for the commencement of the hearing, comments, either orally or in writing, were publicly requested on the Project to be financed with proceeds of the Loans and on the making of the Loans.

4. At the hearing,

no persons presented comments orally or in writing.

the comments summarized in Exhibit A 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 August 31, 2022.



Hearing Officer

EXHIBIT A

NAMES AND COMMENTS OF PERSONS ATTENDING PUBLIC HEARING

NONE