

**CERTIFICATE FOR ORDER**

**THE STATE OF TEXAS  
COUNTY OF COLLIN**

I, the undersigned County Clerk of COLLIN COUNTY, TEXAS (the "County"), hereby certify as follows:

1. The Commissioners Court (the "Commissioners Court") of the County convened in REGULAR MEETING ON THE 9<sup>th</sup> DAY OF July, 2012, at its regular meeting place in the Collin County Courthouse (the "Meeting"), and the roll was called of the duly constituted officers and members of the Commissioners Court.

All members of the Commissioners Court were present, except the following: \_\_\_\_\_, thus constituting a quorum, whereupon among other business, the following was transacted at the Meeting, a written:

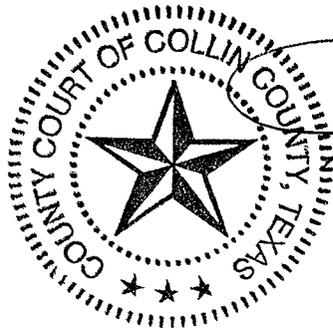
ORDER APPROVING A FINANCING BY THE OGLESBY EDUCATION FACILITIES CORPORATION IN A MAXIMUM PRINCIPAL AMOUNT NOT TO EXCEED \$2,300,000 FOR THE BENEFIT OF TORAH DAY SCHOOL OF DALLAS, INC.

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

AYES: 5                      NOES: 0                      ABSTENTIONS: \_\_\_\_\_

2. A true, full, and correct copy of the Order adopted at the meeting described in the above and foregoing paragraph is attached to and follows this Certificate; the Order has been recorded in the Commissioners Court's minutes of the Meeting pertaining to the adoption of the Order; the persons named in the above and foregoing paragraph are duly chosen, qualified, and acting officers and members of the Commissioners Court's and duly and sufficiently notified officially and personally, in advance, of the time, place, and purpose of the Meeting, and that the Order would be introduced and considered for adoption at the Meeting; 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 19<sup>th</sup> DAY OF July, 2012.



*Tracey Kemp*  
County Clerk  
Collin County, Texas

**COLLIN COUNTY, TEXAS**

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WHEREAS, Torah Day School of Dallas, Inc. (the "School"), being an accredited primary or secondary school, desires to refinance a previous loan and to provide an additional approximately \$200,000 for renovation and improvements to the campus of Torah Day School located at 6921 Frankford Road, Dallas, Texas 75252, which facilities include an approximately 40,000 square foot building and a related modular structure which house classrooms and administrative space (the "Project"), and to pay costs of issuance; and

WHEREAS, the School desires to finance or refinance the Project by a Financing Agreement dated as of July 1, 2012 (the "Agreement"), to be entered by the Oglesby Education Facilities Corporation (the "Issuer"), the School, and Regions Equipment Finance Corporation, and a related Special Project Revenue Note (Torah Day School of Dallas, Inc. Project) (the "Note") of the Oglesby Education Facilities Corporation; and

WHEREAS, the City of Oglesby, Texas has created the Issuer, with the Issuer acting on behalf of the City of Oglesby in regard to the Note and the Agreement; and

WHEREAS, the School has requested Collin County, Texas to give its approval to this financing solely for the purpose of satisfying the provisions of Section 147(f) of the Internal Revenue Code of 1986 as amended (relating to approval of tax exempt debt for projects located within Collin County, Texas) and for no other purposes whatsoever; and

WHEREAS, Collin County is willing to consider the School's request in order that the Note and Agreement may be issued to finance or refinance the Project; and

WHEREAS, a public hearing has been held by Mr. Richard Glazer, designated representative of the Oglesby Education Facilities Corporation, on June 18, 2012, with regard to the issuance of the financing and the Project, in the manner required by law;

NOW, THEREFORE, BE IT ORDERED BY THE COMMISSIONERS COURT OF COLLIN COUNTY, TEXAS:

1. Solely for the purpose of satisfying the provisions of Section 147(f) of the Internal Revenue Code of 1986 as amended, Collin County, Texas hereby approves the financing referred to in this Order. The proceeds of the Note will be used to finance or refinance the Project. The maximum principal amount of the Note is \$2,300,000. The sole owner and user of the Project shall be the School.

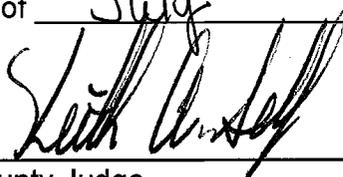
2. This Order is passed based on the express understanding and representation by the School that the financing does not and will not constitute in any way a liability or obligation of Collin County in any manner whatsoever. Further this approval shall not be construed as (i) a representation or warranty by Collin County, the State of Texas or any

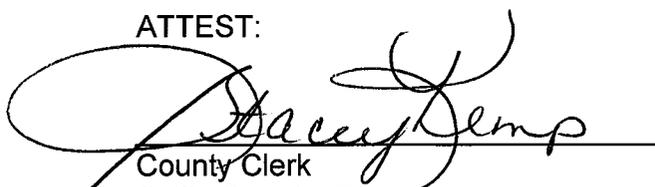
other agency, instrumentality or political subdivision of the State that the financing will be paid or that any obligations assumed by any of the parties or any instruments delivered in connection with the financing will, in effect, be performed; (ii) a pledge of faith and credit of or by Collin County, the State of Texas or any agency, instrumentality or political subdivision of the State of Texas; or (iii) a representation or warranty concerning the validity of the corporate existence of the Oglesby Education Facilities Corporation or the validity of the financing.

3. This approval is given solely for the purposes referred to in Section 1 of this Order, and does not constitute approval of any other legal requirement of Collin County whatsoever.

4. That it is officially found and determined that the meeting at which this Order is passed is open to the public as required by law and that notice of the time, place and subject matter of this meeting has been given in the manner required by law.

PASSED AND APPROVED this 9th day of July, 2012.

  
\_\_\_\_\_  
County Judge  
Collin County, Texas

ATTEST:  
  
\_\_\_\_\_  
County Clerk  
Collin County, Texas