

CERTIFICATE FOR RESOLUTION
(Collin County)

THE STATE OF TEXAS §
COUNTY OF COLLIN §

We, the undersigned officers of the Collin County, Texas (the "*County*"), hereby certify as follows:

1. The Commissioners Court of the County convened in a regular meeting on Sept. 24 2018 (the "*Meeting*"), at the designated meeting place, and the roll was called of the duly constituted officers and members of said Commissioners Court, to wit:

Keith Self	County Judge
Susan Fletcher	Commissioner, Precinct 1
Cheryl Williams	Commissioner, Precinct 2
John Thomas	Commissioner, Precinct 3
Duncan Webb	Commissioner, Precinct 4

and all of said persons were present, except the following: Keith Self, 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
A FINANCING BY THE WALLIS EDUCATION FACILITIES FINANCE
CORPORATION FOR THE BENEFIT OF DALLAS INTERNATIONAL
SCHOOL AND RELATED MATTERS.**

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

NAYS: _____

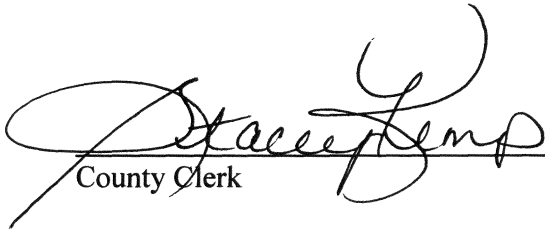
ABSTENTIONS: _____

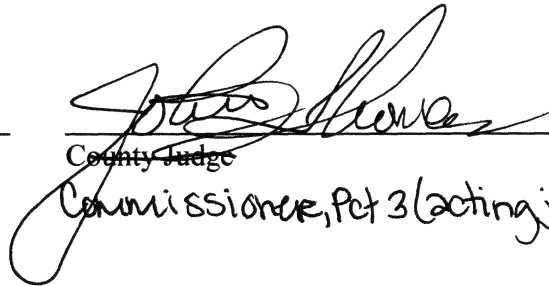
2. That a true, full and correct copy of the aforesaid Resolution adopted at the Meeting described in the above and foregoing paragraph is attached to and follows this Certificate; that said Resolution has been duly recorded in said Commissioners Court's minutes of said Meeting; that the above and foregoing paragraph is a true, full and correct excerpt from said Commissioners Court'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 Commissioners Court as indicated therein; that each of the officers and members of said Commissioners Court 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 County Judge of the County has approved and hereby approves the aforesaid Resolution; that the County Judge and the County Clerk of the County have duly signed said Resolution; and that the County Judge and the County Clerk 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 this Sept. 25, 2018


County Clerk


County Judge
Commissioner, Pct 3 (acting judge)



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THE STATE OF TEXAS §

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WHEREAS, the Wallis Education Facilities Finance Corporation ("Corporation") created by the City of Wallis, Texas has adopted a resolution authorizing the proposed loans (the "Loans") in the maximum principal amount of \$7,000,000 under a loan agreement among the Corporation, Frost Bank (the "Bank") and Dallas International School (the "Borrower") as provided pursuant to Chapters 53 and 53A, Texas Education Code (the "Act") for the purpose of refinancing the costs of acquiring, renovating, improving, constructing and equipping of the Upper School Campus located at 17811 Waterview Parkway, Dallas, Texas 75252 (the "Project");

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 County or the chief elected executive officer of the County after a public hearing following reasonable public notice;

WHEREAS, attached hereto as Exhibit A is a Notice of Public Hearing (the "*Public Notice*") which was published in a newspaper of general circulation in the County as required by section 147(f) of the Code which public hearing was conducted by the Corporation;

WHEREAS, the comments received from the public at the Public Hearing referenced in the Notice are summarized in the Certificate of Public Hearing attached as Exhibit B hereto;

WHEREAS, attached hereto as Exhibit C is the approval of the highest elected official of the County; and

**THEREFORE, BE IT RESOLVED BY THE COMMISSIONERS COURT OF
COLLIN COUNTY, TEXAS THAT:**

Section 1. The County hereby specifically approves the Loans and the Project solely for the purpose of satisfying the requirements of section 147(f) of the Code and for no other purpose and is not to be construed as an undertaking by the County. The Loans shall not constitute a liability, an indebtedness or obligation of the County nor shall any of the assets of the County be pledged to the payment of the Loans.

Section 2. The County Judge is authorized to execute and deliver the Resolution.

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

EXHIBIT A

NOTICE OF PUBLIC HEARING

NOTICE IS HEREBY GIVEN that the Wallis Education Facilities Finance Corporation (the "Corporation"), a nonprofit corporation created by the City of Wallis, Texas pursuant to Chapters 53 and 53A of the Texas Education Code, as amended, will hold a public hearing on September 5, 2018, commencing at 10:30 a.m. at Upper School Campus of Dallas International School, 17811 Waterview Parkway, Dallas, Texas 75252, to provide an opportunity for all interested persons to be heard with respect to proposed loans from Frost Bank (the "Lender") to the Corporation in the maximum amount of \$7,000,000 and proposed loans from the Corporation to Dallas International School (the "Borrower") in the same amount (collectively, the "Loans"); all pursuant to a Loan Agreement by and among the Corporation, Lender and the Borrower.

The Loans are being made for the purpose of (A) refinancing the costs of acquiring, renovating, improving, constructing and equipping of the Upper School Campus located at 17811 Waterview Parkway, Dallas, Texas 75252 (the "Project"); and (B) paying certain expenses in connection with the issuance of the Loans. 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.

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 Orrick, Herrington & Sutcliffe LLP, Attn: Hoang Vu, 609 Main Street, 40th Floor, Houston, Texas 77002, prior to the date scheduled for the hearing.

WALLIS EDUCATION FACILITIES FINANCE CORPORATION

EXHIBIT B
CERTIFICATE OF PUBLIC HEARING

CERTIFICATE OF PUBLIC HEARING

I, the undersigned, hereby certify in connection with a series of loan transactions to be entered into by the Wallis Education Facilities Finance Corporation (the "*Corporation*"), Dallas International School ("*Borrower*") and Frost Bank in the maximum amount of \$7,000,000 (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 (i) refinancing the costs of acquiring, renovating, improving, constructing and equipping of the Upper School Campus located at 17811 Waterview Parkway, Dallas, Texas 75252 and (ii) paying certain expenses in connection with the issuance of the Loans (the "*Project*").

2. Such hearing was conducted commencing at 10:30 a.m. on September 5, 2018 at Upper School Campus of Dallas International School, 17811 Waterview Parkway, Dallas, Texas 75252, 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 to be financed with proceeds of the Loan and on the making of the Loans.

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 September 5, 2018.

Hearing Officer


LAURENT LEBAILIF.
C. F. O

DALLAS INTERNATIONAL
SCHOOL

EXHIBIT C

APPROVAL OF HIGHEST ELECTED OFFICIAL OF COLLIN COUNTY, TEXAS

WHEREAS, Dallas International School (the "*Borrower*"), in connection with a tax-exempt financing in the aggregate principal amount of \$7,000,000, has requested the approval of the Financing (as described below) and the Project (as defined below) located in Collin County, Texas; and

WHEREAS, the "*Financing*" consists of a loan agreement among the Borrower, Wallis Education Facilities Finance Corporation (the "*Corporation*") and Frost Bank (the "*Lender*") through which the Lender will make a loan to the Corporation, which in turn will make a loan to the Borrower for the purpose of (A) refinancing the costs of acquiring, renovating, improving, constructing and equipping of the Upper School Campus located at 17811 Waterview Parkway, Dallas, Texas 75252; and (B) paying certain expenses in connection with the issuance of the Loans (the "*Project*");

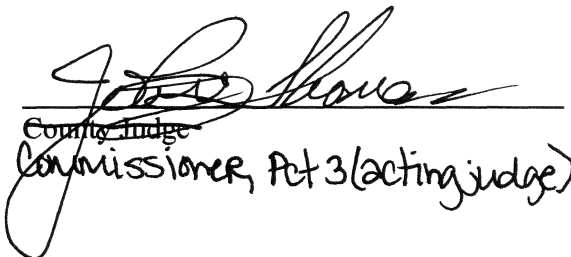
WHEREAS, in accordance with certain provisions of the Internal Revenue Code of 1986, as amended (the "*Code*"), as described below, notice of a public hearing was published in *Plano Star Courier* in the Collin County, Texas, on August 19, 2018 which notice provided that members of the public were invited to a hearing to be held on September 5, 2018 at 10:30 a.m. at Upper School Campus of Dallas International School, 17811 Waterview Parkway, Dallas, Texas 75252, in connection with the Financing and the Project; and

WHEREAS, it is necessary for the undersigned, as the highest elected official of Collin County, Texas (the "*County*"), 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 highest elected official of the County, acting solely in his official capacity as County Judge, hereby approves the Financing; provided that such approval shall be solely for the purposes of section 147(f) of the Code, and neither the County nor the undersigned shall have any responsibility or liability for the Financing or the Project.

IN WITNESS WHEREOF, I have set my hand as of this Sept. 25, 2018.

COLLIN COUNTY, TEXAS


~~County Judge~~
Commissioner, Act 3 (acting judge)