

**RESOLUTION RELATING TO A PUBLIC HEARING AND APPROVING  
A FINANCING BY THE WOODLOCH CULTURAL EDUCATION  
FACILITIES FINANCE CORPORATION FOR THE BENEFIT OF  
CORAM DEO ACADEMY AND RELATED MATTERS**

**THE STATE OF TEXAS   §**

**COUNTY OF COLLIN   §**

WHEREAS, the Woodloch Cultural Education Facilities Finance Corporation (“Corporation”) created by the Town of Woodloch, Texas (the “Town”) has adopted a resolution authorizing the proposed loan (the “Loan”) in the maximum principal amount of \$14,000,000 under a loan agreement among the Corporation, Frost Bank (the “Bank”) and Coram Deo Academy (the “Borrower”) as provided pursuant to Chapter 337, Texas Local Government Code (the “Act”) for the purpose of financing and/or refinancing all or a portion of the costs of the acquisition, construction, extension, repair, renovation, improvement and equipping of educational and related facilities, including the cost of acquiring land in connection therewith, located on the campus of the Borrower located at 9645 Independence Parkway, Plano, Texas 75025 (collectively, 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 Loan 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 Loan 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 Loan.

**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 Woodloch Cultural Education Facilities Finance Corporation (the “*Corporation*”), a nonprofit corporation, will hold a public hearing on June 5, 2020, commencing at 10:00 a.m. at the administrative offices of Coram Deo Academy, 417 Oakbend Dr., Suites 200 & 250, Lewisville, Texas 75067, to provide an opportunity for all interested persons to be heard with respect to a proposed loan (qualified 501(c)(3) bonds as defined in Section 145 of the Internal Revenue Code of 1986, as amended) from Frost Bank (the “*Bank*”) to the Corporation in the maximum aggregate amount of \$14,000,000, and a proposed loan from the Corporation to Coram Deo Academy (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 financing and/or refinancing all or a portion of the costs of the acquisition, construction, extension, repair, renovation, improvement and equipping of educational and related facilities, including the cost of acquiring land in connection therewith, located on the campus of the Borrower located at 9645 Independence Parkway, Plano, Texas 75025 (collectively, the “*Project*”). A portion of the proceeds of the Loans will be used to pay 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.

**EXHIBIT B**  
**CERTIFICATE OF PUBLIC HEARING**

## EXHIBIT C

### APPROVAL OF HIGHEST ELECTED OFFICIAL OF COLLIN COUNTY, TEXAS

**WHEREAS**, Coram Deo Academy (the “*Borrower*”), in connection with a tax-exempt financing in the aggregate principal amount of \$14,000,000, 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, Woodloch Cultural 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 financing and/or refinancing all or a portion of the costs of the acquisition, construction, extension, repair, renovation, improvement and equipping of educational and related facilities, including the cost of acquiring land in connection therewith, located on the campus of the Borrower located at 9645 Independence Parkway, Plano, Texas 75025 (collectively, the “*Project*”);

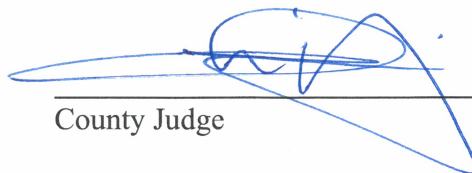
**WHEREAS**, in accordance with certain provisions of the Internal Revenue Code of 1986, as amended (the “*Code*”), as described below, notice of a public hearing was published in *Dallas Morning -News* in Collin County, Texas, on June 5, 2020, commencing at 10:00 a.m. at the administrative offices of Coram Deo Academy, 417 Oakbend Dr., Suites 200 & 250, Lewisville, Texas, 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 23 JUNE, 2020.

**COLLIN COUNTY, TEXAS**

  
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County Judge