

CERTIFICATE FOR RESOLUTION
(Tarrant County)

THE STATE OF TEXAS §
COUNTY OF TARRANT §

We, the undersigned officers of the Tarrant County, Texas (the “*County*”), hereby certify as follows:

1. The Commissioners Court of the County convened in a regular meeting on _____, 2022 (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:

B. Glen Whitley	County Judge
Roy Charles Brooks	Commissioner, Precinct 1
Devan Allen	Commissioner, Precinct 2
Gary Fickes	Commissioner, Precinct 3
J. D. Johnson	Commissioner, Precinct 4

and all of said persons were present, except the following: _____, 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 ORCHARD CULTURAL EDUCATION
FACILITIES FINANCE CORPORATION FOR THE BENEFIT OF
AMERICA CAN! dba TEXANS CAN ACADEMIES 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 _____, 2022.

County Clerk

County Judge

(SEAL)

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WHEREAS, the Orchard Cultural Education Facilities Finance Corporation (“Corporation”) created by the City of Orchard, Texas has adopted a resolution authorizing the proposed loans (the “Loans”) in the maximum principal amount of \$9,700,000 under a loan agreement among the Corporation, PlainsCapital Bank (the “Bank”) and America CAN! dba Texans Can Academies (the “Borrower”) as provided pursuant to Chapter 337, Texas Local Government Code (the “Act”) for the purpose of refinancing debt related to the acquisition, construction, renovation, expansion and/or equipping of the (i) Fort Worth Westcreek campus located at 6620 Westcreek Dr., Fort Worth, Texas 76133 and (ii) Fort Worth Lancaster campus located at 1316 East Lancaster Ave., Fort Worth, Texas 76102 (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; and

**THEREFORE, BE IT RESOLVED BY THE COMMISSIONERS COURT OF
TARRANT 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 this Resolution.

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

EXHIBIT A

NOTICE OF PUBLIC HEARING

. NOTICE IS HEREBY GIVEN that the Orchard Cultural Education Facilities Finance Corporation (the “Corporation”), a nonprofit corporation created by the City of Orchard, Texas pursuant to Chapter 337, Texas Local Government Code, will hold a public hearing on April 13, 2022, commencing at 10:00 a.m. at the offices of Texans Can Academies, 325 W. 12th Street, Dallas, Texas 75208, 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 PlainsCapital Bank (the “Bank”) to the Corporation in the aggregate maximum principal amount of \$9,700,000, and a proposed loan from the Corporation to America CAN! (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 refinancing debt related to the acquisition, construction, renovation, expansion and/or equipping of the (i) Fort Worth campus located at 6620 Westcreek Dr., Fort Worth, Texas 76133 (\$1,556,000), (ii) Fort Worth Lancaster campus located at 1316 East Lancaster Ave., Fort Worth, Texas 76102 (\$27,000), (iii) Dallas Oak Cliff campus located at 325 W. 12th Street, Dallas Texas 75208 (\$126,000), (iv) Dallas North campus located 9704 Skillman Street, Dallas Texas 75243 (\$4,000,000), (v) Dallas Grant East campus located at 2901 Morgan Drive, Dallas, Texas 75241 (\$140,000), (vi) Dallas Pleasant Grove campus located at 1227 N. Master Drive, Dallas, Texas 75217 (\$42,300), (vii) Houston Southwest campus located at 10914 South Gessner, Houston, Texas 77071 (\$2,000,000), (viii) Carrollton/Farmers Branch campus located at 2720 Hollandale Lane, Farmers Branch, Dallas, Texas 75234 (\$44,000), (ix) Austin campus located at 2406 Rosewood, Austin, Texas 78702 (\$1,300,000), and (x) San Antonio campus located at 1807 Centennial Blvd., San Antonio, Texas 78211 (\$574,000) (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. The amounts shown in this paragraph represent the estimated amount of proceeds to be used for each Project component; however, the aggregate amount of proceeds used shall not exceed the amount shown in the first paragraph.

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: 1-877-211-3621, entering conference code: 540660. 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).