

AN ORDER OF THE COMMISSIONERS COURT OF TOM GREEN COUNTY, TEXAS APPROVING CONTRACTS FOR THE LEASING, DESIGN, FINANCING, DEVELOPMENT, CONSTRUCTION AND OPERATION OF A COMMUNITY CORRECTIONS FACILITY; PROVIDING THE LEASE SHALL BE SUBJECT TO APPROPRIATIONS; MAKING FINDINGS AND GRANTS; AND PROVIDING FOR MATTERS RELATED THERETO.

WHEREAS, Tom Green County (the "County") has previously assisted the Concho Valley Community Supervision and Corrections Department ("CVCSCD") in establishing the Roy K. Robb Men's Community Corrections facility located at 3262 N. Highway 277, San Angelo, Texas and the Concho Valley Female Community Corrections Facility located at 3398 McGill, San Angelo, Texas; and

WHEREAS, the CVCSCD has requested the County to assist in providing additional bed by building two new buildings that will be used in connection with the existing facilities; and

WHEREAS, the Commissioners Court of Tom Green County, Texas (the "Court") finds the financing, acquisition, development, construction and operation of a 60-bed male community corrections facility and a 96-bed female community corrections facility (the "Facility") is necessary to preserve and protect the public health, safety and welfare of the citizens of the County; and

WHEREAS, the Court has established the Tom Green County Public Facility Corporation (the "Corporation") to assist in the design, construction and financing of the Facility; and

WHEREAS, the Court approves and will transfer property to the Corporation to be used for the Facility as provided in the Development Agreement; and

WHEREAS, the District Judges created the Concho Valley Community Supervision and Corrections Department pursuant to Chapter 76, Texas Government Code; and

WHEREAS, the Legislature appropriates funds to the Texas Department of Corrections for use by the Community Justice Assistance Division (CJAD); and

WHEREAS, the Court examined available alternatives for obtaining a community corrections facility, and consulted with architects and potential providers for an extended period of time in an unsuccessful effort to obtain the financing, design and construction of a community corrections facility; and

WHEREAS, the CVCSCD as its agent of the County prepared an advertisement of a request for competitive proposals and bids in compliance with state law for the financing, design, development and construction of the Facility; and

WHEREAS, T.G. Warren Construction, Inc. (“T.G. Warren”) submitted the only competitive proposal received in response to the Request for Proposals (“RFP”) issued and advertised on behalf of County, and the County, the Corporation and the CVCSCD have carefully reviewed and analyzed T.G. Warren’s response to the RFP; and

WHEREAS, T.G. Warren is experienced in the development of community corrections facilities, is professionally qualified to provide and cause to be provided the desired services, and submitted an acceptable, competitive proposal and bid responsive to the RFP; and

WHEREAS, the Court wants to approve the Development Agreement with T.G. Warren and the Corporation.

NOW, THEREFORE, BE IT ORDERED BY THE COMMISSIONERS COURT OF TOM GREEN COUNTY, TEXAS THAT:

Section 1. Findings. The recitations hereinabove are found to be true and correct and are incorporated herein as findings of fact. The Court hereby further finds that the financing, design, development and construction of the Facility was publicly advertised for competitive bids and proposals for thirty (30) days or more; that the exemption authorized in Section 262.024(a)(2) of the Texas Local Government Code is granted; and that the County has fully complied with all requirements for competitive bids and proposals established by state law.

Section 2. Acquisition of Facility. All previous actions by the County Commissioners, the County Judge, and the officers and employees of the County, with respect to the financing, design, development, construction and equipping of the Facility and the transfer of property to the Corporation for the Facility, are hereby ratified and approved and the acquisition and lease of the Facility is found to be necessary to preserve and protect the public safety, health and welfare of the citizens of the County.

Section 3. Approval of the Lease. The Lease-Purchase Agreement between the Tom Green County Public Facility Corporation, as Lessor, and the County, as Lessee, (the “Lease”) spread on the minutes of this meeting, is hereby approved, confirmed and ratified, and the County Judge and the Director of the Concho Valley Community Supervision and Corrections Department are hereby authorized to execute and deliver the Lease.

Section 4. Approval of Documents. The form and substance of the Lease, the Deed of Trust Including Security Agreement and Financing Statement, the Security Agreement, the Financing Statements, the Assignment of Lease-Purchase Agreement, the Development Agreement, the certificates, resolutions, orders, contracts and other related documents for the financing of the Facility, and the creation of related reserve funds (collectively, the “Financing Documents”) spread on the minutes of this meeting of the Court are hereby approved, and the County Judge is hereby authorized to execute and deliver such documents and to do all things necessary or advisable and in the best interests of the County to consummate the transaction described therein. The County Judge and the Director of the Concho Valley Community Supervision and Corrections Department are also authorized to execute any and all documents

and certificates appropriate and necessary to assist the County to obtain the Facility pursuant to the Financing Documents.

Section 5. Authority of County Judge. The County Judge and the Director of the Concho Valley Community Supervision and Corrections Department are hereby appointed as agents of the County pursuant to section 262.001, Texas Local Government Code, to consummate and enter into the contracts, leases and agreements with respect to the Facility and are authorized to (a) sign, execute, certify, verify, acknowledge, deliver, accept, file and record any and all instruments and documents, and (b) take, or cause to be taken, any and all such action, in the name and on behalf of the County or otherwise, as is necessary, desirable or appropriate to consummate the transactions contemplated by or otherwise to effect the purposes of the foregoing documents including the approval of minor corrections and non-substantive changes to the wording and language of the attached documents as may be reasonably required and that are not material; provided that this Order shall never be interpreted as creating, and the Board is not authorized to create, any debt or liability of the County; and provided that, notwithstanding any term or provision herein or in the attached exhibits and documents to the contrary, the County shall be responsible for the payment of principal, interest and Rental Payments due or to become due with respect to the Lease and the attached exhibits and documents, and any other expenses, fees, sums or amounts, only to the extent of the funds appropriated by the Court or the CJAD, and the revenues received for services provided in the Facility.

Section 6. Ratification of Actions. All actions heretofore taken by the Court and all things done by the Concho Valley Community Supervision and Corrections Department, the County Judge and the County Commissioners, pursuant to their official authority, with respect to the transaction contemplated hereby, be and the same are hereby ratified, approved and adopted as the acts of the Commissioners Court.

Section 7. Lease as Special Obligation. The Lease shall be a special obligation payable solely as set forth therein, and the Lessor, and any assignees or successors of the Lessor, shall never have the right to demand payment thereof out of funds raised or to be raised by taxation.

Section 8. Continuing Disclosure. The Lease is being sold to a single knowledgeable and experienced investor who is not purchasing with a view to distributing the securities; and in no event shall any participation in the Lease or the Rental Payments be sold or conveyed by Southwest Community Development Corporation, or any owner or assignee of the Lease, by the issuance of any certificate, agreement or assignment having a face value of less than \$100,000.00. Consequently, the County does not intend to make any continuing disclosure agreement based on the belief that the Lease is exempt from the requirements of Rule 15c2-12 of the Securities and Exchange Commission, including the continuing disclosure requirements of paragraph (b)(5), under the limited placement exemption authorized by paragraph (d)(1)(i).

Section 9. Designation as Qualified Tax-Exempt Obligation. The Court hereby designates the Lease as a “qualified tax-exempt obligation” as defined in the Internal Revenue Code of 1986, as amended (the “Code”).

CERTIFICATE OF COUNTY CLERK

THE STATE OF TEXAS §
§
COUNTY OF TOM GREEN §

I, the undersigned County Clerk and Ex-Officio Clerk of said County, DO HEREBY CERTIFY as follows:

1. The Commissioners Court of said County convened in a special meeting on February 21, 2008, at the regular meeting place thereof in the County, San Angelo, Texas, and the roll was called of the duly constituted members of said Commissioners Court, to-wit:

Michael D. Brown	County Judge
Ralph Hoelscher	Commissioner, Precinct 1
Aubrey DeCordova	Commissioner, Precinct 2
Steve C. Floyd	Commissioner, Precinct 3
Richard Easingwood	Commissioner, Precinct 4

and all of said persons were present, except for the following: *de Cordova + Easingwood* thus constituting a quorum. Whereupon, among other business, the following was transacted at said meeting: a written Order entitled

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was duly introduced for consideration of said Commissioners Court and read in full. It was then duly moved by *Judge Mike Brown* and seconded by *Commissioner Ralph Hoelscher* that said Order be passed; and, after due discussion, said motion, carrying with it the passage of said Order, prevailed and carried by the following vote:

AYES: 3
NOES: 0
ABSTENTIONS: 0

2. A true, full and correct copy of the aforesaid Order passed at the meeting described in the above and foregoing paragraph is attached to and follows this Certificate; said Order has been duly recorded in the official minutes of said Commissioners Court; the above and

foregoing paragraph is a true, full and correct excerpt from said minutes of said meeting pertaining to the passage of said Order; the persons named in the above and foregoing paragraph, at the time of said meeting and the passage of said Order, were the duly chosen, qualified and acting officers and members of said Commissioners Court as indicated therein; each of said officers and members was duly and sufficiently notified officially and personally in advance, of the time, place and purpose of the aforesaid meeting and that said Order would be introduced and considered for passage at said meeting, and each of said officers and members consented in advance to the holding of said meeting for such purpose; and 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 21st day of February, 2008.



Elizabeth McGill
Elizabeth McGill
County Clerk and Ex-Officio Clerk of the
Commissioners Court of Tom Green County, Texas