

CERTIFICATE OF RESOLUTION

THE STATE OF TEXAS §

COUNTY OF TOM GREEN §

I, the undersigned Secretary of the Tom Green County Cultural Education Facilities Finance Corporation (the “**Issuer**”) do hereby make and execute this certificate for the benefit of all persons interested in the validity of all actions and proceedings of the Issuer. I do hereby certify as follows:

1. I am the duly chosen, qualified and acting secretary of the Issuer, and in such capacity I am familiar with the matters contained in this Certificate.

2. The Board of Directors of the Issuer (the “**Board**”) convened its meeting on the 12 day of November, 2013, and the roll was called of the duly constituted members of the Board as follows:

Mike Brown	President
Steve Floyd	Vice President
Aubrey DeCordova	Secretary
Bill Ford	Assistant Secretary
Ralph Hoelscher	Treasurer

All were present except the following absentee: _____, thus constituting a quorum. Whereupon, among other business, the following was transacted at said meeting: a written resolution (“**Resolution**”), to wit:

RESOLUTION AUTHORIZING AMENDMENTS TO LOAN AGREEMENTS RELATING TO TOM GREEN COUNTY CULTURAL EDUCATION FACILITIES FINANCE CORPORATION EDUCATION REVENUE BONDS (TLC ACADEMY) SERIES 2013A, TAXABLE EDUCATION REVENUE BONDS (TLC ACADEMY) SERIES 2013B AND TAXABLE EDUCATION REVENUE BONDS (TLC ACADEMY) SERIES 2013Q (QUALIFIED SCHOOL CONSTRUCTION BONDS – DIRECT PAY); AND OTHER MATTERS IN CONNECTION THEREWITH

was introduced for the consideration of the Board. 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 a vote of 5 Ayes and 0 Noes.

3. 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; the Resolution has been duly recorded in the Board’s minutes of the meeting; each of the officers and members of the Board was duly and sufficiently notified officially and personally, in advance, of the time, place and purpose of the aforesaid meeting, and that the Resolution would be introduced and considered for adoption at the meeting, and each of the officers and members consented, in advance, to the holding of the meeting for such purpose.

RESOLUTION AUTHORIZING AMENDMENTS TO LOAN AGREEMENTS RELATING TO TOM GREEN COUNTY CULTURAL EDUCATION FACILITIES FINANCE CORPORATION EDUCATION REVENUE BONDS (TLC ACADEMY) SERIES 2013A, TAXABLE EDUCATION REVENUE BONDS (TLC ACADEMY) SERIES 2013B AND TAXABLE EDUCATION REVENUE BONDS (TLC ACADEMY) SERIES 2013Q (QUALIFIED SCHOOL CONSTRUCTION BONDS – DIRECT PAY); AND OTHER MATTERS IN CONNECTION THEREWITH

WHEREAS, Tom Green County, Texas (the “*County*”), has, pursuant to Article 1528m, Vernon’s Texas Civil Statutes, as amended (the “*Act*”), approved and provided for the creation of the Tom Green County Cultural Education Facilities Finance Corporation (the “*Issuer*”) as a non-stock, non-profit corporation; and

WHEREAS, the Issuer on behalf of the County, is empowered to issue its revenue bonds to loan or otherwise provide funds to a borrower to enable the borrower to acquire, construct, enlarge, extend, repair, renovate, or otherwise improve an educational facility or any facility incidental, subordinate, or related to or appropriate in connection with an educational facility or housing facility, or for acquiring land to be used for those purposes, or to create operating and debt service reserves for and to pay issuance costs related to the bonds or other obligations, and to finance or refinance educational facilities to be used by an authorized charter school; and

WHEREAS, no public funds or credit of the County may be pledged to the payment of such revenue bonds, and such revenue bonds shall be payable solely from amounts made available to the Issuer by the educational institution or school for which such bonds are issued; and

WHEREAS, in furtherance of the purposes of the Act, the Issuer issued its Education Revenue Bonds (TLC Academy), Series 2013A (the “*Series 2013A Bonds*”), its Taxable Education Revenue Bonds (TLC Academy) Series 2013B (the “*Series 2013B Bonds*”) and its Taxable Education Revenue Bonds (TLC Academy) Series 2013Q (Qualified School Construction Bonds – Direct Pay) (the “*Series 2013Q Bonds*”, together with the Series 2013A Bonds and the Series 2013B Bonds, collectively, the “*Bonds*”), the proceeds of which were loaned to TLC Academy, a Texas non-profit corporation (the “*Company*”) and were used to finance and refinance costs of the project (the “*Project*”), including the acquisition, construction, enlargement, extension, repair, renovation, or improvement thereof, as the case may be, together with certain costs incident to the issuance of the Bonds; and

WHEREAS, in connection with issuing the Bonds, the Company and Issuer entered in to (a) a Loan Agreement dated as of June 1, 2013 relating to the Series 2013A Bonds and the Series 2013B Bonds (the “*Series 2013A&B Bonds Loan Agreement*”) and (b) a Loan Agreement dated as of June 1, 2013 relating to the Series 2013Q Bonds, together with the Series 2013A& Bonds Loan Agreement, collectively, the “*Loan Agreements*”); and

WHEREAS, pursuant to the Section 9.02 of (a) the Trust Indenture and Security Agreement dated as of June 1, 2013 between the Issuer and BOKF, NA dba Bank of Texas (“*Bond Trustee*”) relating to the Series 2013A Bonds and the Series 2013B Bonds and (b) the

Trust Indenture and Security Agreement dated as of June 1, 2013 between the Issuer and the Bond Trustee relating to the Series 2013Q Bonds, the Company and the Issuer are permitted to make certain amendments to the Loan Agreements, provided that the Board authorizes such amendments pursuant to a Resolution and not less than a majority of the Bondholders (as defined in the Indentures described above) consent to such amendments; and

WHEREAS, the Issuer now desires to amend the Loan Agreements and in connection therewith there have been presented to the Issuer proposed forms of Amendments to the Loan Agreements (the "*Amendments*").

NOW THEREFORE, BE IT RESOLVED:

Section 1. The Board hereby approves the Amendments in substantially the forms and substance presented to the Board and the President or Vice President is hereby authorized and directed, for and on behalf of the Issuer, to date, sign, and otherwise execute the Amendments, and the Secretary is authorized and directed, for and on behalf of the Issuer to attest the Amendments, and such officers are hereby authorized to deliver the Amendments. Upon execution by the parties thereto and delivery thereof, the Amendments shall be binding upon the Issuer in accordance with the terms and provisions thereof.

Section 2. All action (not inconsistent with provisions of this Resolution) heretofore taken by the Board and officers of the Issuer to effectuate the further purposes of this Resolution shall be and the same hereby is ratified, approved, and confirmed.

Section 3. The officers of the Issuer are authorized to take all action and execute and deliver all documents, instruments, certificates and other papers necessary or reasonably required for carrying out, giving effect to, and consummating the transactions contemplated by the Amendments and this Resolution, including without limitation, the execution and delivery thereof.

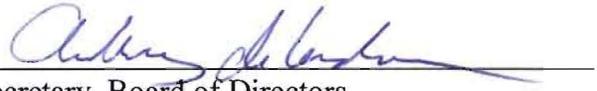
Section 4. The officers executing the documents approved by this Resolution are authorized to approve such changes to said documents as are necessary and appropriate to carry out the purposes of this Resolution as may be approved by counsel to the Issuer.

Section 5. This Resolution shall take effect only upon receipt of consent to the Amendments by the holders of a majority in principal amount of the Series 2013A Bonds and the Series 2013B Bonds and the holders of a majority in principal amount of the Series 2013Q Bonds.

Section 6. If any section, paragraph, clause, or provision of the Resolution, or any application thereof, shall be held to be invalid or unenforceable, the invalidity or unenforceability of such section, paragraph, clause, or provision or application thereof shall not affect any of the remaining provisions or applications of this Resolution. In case any obligation of the Issuer authorized or established by this Resolution is held to be in violation of law as applied to any person or in any circumstance, such obligation shall be deemed to be the obligation of the Issuer to the fullest extent permitted by law.

ADOPTED this 12 day of November, 2013.

SIGNED on this 12 day of November, 2013.

By: 
Secretary, Board of Directors