

RESOLUTION OF THE COMMISSIONERS COURT OF BRAZOS COUNTY, TEXAS, APPROVING THE BONDS TO BE ISSUED BY TARRANT COUNTY CULTURAL EDUCATION FACILITIES FINANCE CORPORATION FOR THE PURPOSE OF FINANCING CERTAIN HEALTH FACILITIES LOCATED WITHIN THE BOUNDARIES OF BRAZOS COUNTY, TEXAS FOR THE BENEFIT OF BAYLOR SCOTT & WHITE HOLDINGS, AS REQUIRED BY SECTION 147(f) OF THE INTERNAL REVENUE CODE OF 1986, AS AMENDED; AND PROVIDING AN EFFECTIVE DATE

WHEREAS, by resolution the Commissioner's Court of Tarrant County, Texas (the "**Sponsoring Entity**"), authorized and approved the creation of the Tarrant County Cultural Education Facilities Finance Corporation (the "**Issuer**") as a nonprofit corporation under the provisions of the Cultural Education Facilities Finance Corporations Act, Chapter 337, Texas Local Government Code, as amended from time to time, authorized to issue revenue bonds on behalf of the Sponsoring Entity to provide funds to finance or refinance all or part of the cost of "health facilities" (as defined in the Health Facilities Development Act, Chapter 221, Texas Health and Safety Code, as amended from time to time);

WHEREAS, Baylor Scott & White Holdings, a Texas nonprofit corporation ("**BSWH**"), directly or through affiliates, owns and operates in Brazos County, Texas (the "**County**") at or adjacent to 700 Scott and White Drive, College Station, Texas 77845, a charitable health care facility known as Baylor Scott & White Medical Center – College Station ("**Baylor-College Station**");

WHEREAS, it has been proposed that the Issuer, pursuant to a plan of finance, issue hospital revenue bonds in one or more series (collectively, the "**Bonds**") in an aggregate principal amount not to exceed \$550,000,000 and loan the proceeds thereof to BSWH to (i) finance the construction, expansion, renovation, and replacement of, additions to, and the acquisition of sites, buildings, and capital equipment for healthcare facilities of BSWH and its affiliates, all as described in the published Notice of Public Hearing attached as Exhibit A to the Certificate of Public Hearing, which is attached to this Resolution as Attachment I (the "**Notice**") that includes Baylor-College Station; and (ii) pay costs in connection with the issuance of the Bonds;

WHEREAS, Section 147(f) of the Internal Revenue Code of 1986, as amended (the "**Code**"), requires that the Bonds and the projects to be financed by the Bonds (the "**Projects**") be approved by an "applicable elected representative" (the "**AER**") after a public hearing following reasonable public notice, as a condition to the exclusion of interest on the Bonds from gross income for federal income tax purposes;

WHEREAS, an AER for the issuance of the Bonds is the Commissioners Court of Brazos County, Texas (the "**Governing Body**");

WHEREAS, the duly appointed hearing officer of the Issuer held a public hearing on September 22, 2022 and conducted such hearing in a manner that provided a reasonable opportunity for persons with differing views on the Bonds and the Projects to be heard, following the publication of the Notice, which contains the date, time and place of the public hearing, no less than seven days before said date in *The Dallas Morning News*, the *Austin American-Statesman*, *The Eagle* and the *Fort Worth Star-Telegram*, being newspapers of general circulation within the

Sponsoring Entity or within the geographical jurisdictions in which a portion of the facilities comprising the Projects are located;

WHEREAS, the Governing Body desires to: (i) confirm action taken with respect to public hearing requirements for the Projects; and (ii) approve the Bonds and the Projects as required by Section 147(f) of the Code; and

WHEREAS, the Governing Body has considered evidence of the posting of notice of this meeting and officially finds, determines, recites and declares that notice of this meeting was given and this meeting was held in accordance with the requirements of the Open Meetings Act, Chapter 551, Texas Government Code, as amended;

NOW, THEREFORE, BE IT RESOLVED BY THE COMMISSIONERS COURT OF BRAZOS COUNTY, TEXAS, THAT:

Section 1. Findings, Determinations and Statements. The findings, determinations and statements set forth in the preamble hereof are hereby incorporated by reference as if set forth in full.

Section 2. Confirmation of Public Hearing. All actions taken with respect to the holding of the public hearing are hereby confirmed.

Section 3. AER Approval. The Governing Body, acting in its capacity as AER pursuant to the requirements of Section 147(f) of the Code, hereby approves the Bonds and the Projects located within the jurisdiction of the County, all as described in the Notice. The approval granted hereby is not to be construed as (i) a representation or warranty by the County, the Governing Body, any of the officers of the Governing Body, the State of Texas or any other agency, instrumentality or political subdivision of the State of Texas that the Bonds will be paid or that any obligations assumed by any of the parties under the instruments delivered in connection with the Bonds will in fact be performed; (ii) a pledge of faith and credit of or by the State of Texas or any agency, instrumentality or political subdivision of the State of Texas, including the County; or (iii) a representation or warranty concerning the validity of the Bonds.

Section 4. Providing an Effective Date. This resolution shall be in full force and effect from and after its passage, and it is accordingly so resolved.

PASSED AND APPROVED BY THE COMMISSIONERS COURT OF BRAZOS COUNTY, TEXAS, THIS OCTOBER 11, 2022.

Duane Peters, County Judge

Steve Aldrich, Commissioner Precinct 1

Russ Ford, Commissioner Precinct 2

Nancy Berry, Commissioner Precinct 3

Irma Cauley, Commissioner Precinct 4

Attachment I

Certificate of Public Hearing