

CERTIFICATE OF THE COUNTY JUDGE OF FORT BEND COUNTY, TEXAS

CITY OF HOUSTON HIGHER EDUCATION FINANCE CORPORATION
EDUCATION REVENUE AND REFUNDING BONDS
(HARMONY PUBLIC SCHOOLS)
SERIES 2015

The undersigned County Judge of Fort Bend County, Texas, (the "County") hereby certifies with respect to the issuance by the City of Houston Higher Education Finance Corporation (the "Corporation"), of its Education Revenue and Refunding Bonds (Harmony Public Schools) Series 2015 (the "Bonds"), that:

1. This certificate is based upon the CERTIFICATE OF PUBLIC HEARING OFFICER REGARDING PUBLIC HEARING attached hereto as Exhibit A relating to the public hearing conducted on the date indicated in the Affidavit of Publication attached to such Minutes of Public Hearing by the duly appointed hearing officer of the Corporation in accordance with the requirements of Section 147(f) of the Internal Revenue Code of 1986, as amended; and

2. Solely for purposes of the approval requirements of the aforesaid Section 147(f) of the Code, and for no other purpose, in my capacity as County Judge, I hereby approve the Bonds the facilities to be financed with the proceeds of the Bonds, and hereby ratify and approve all actions taken by or on behalf of the County with respect to the appointment of the Hearing Officer, the publication of the Notice of the Public Hearing as reflected in the Affidavit of Publication attached as Exhibit A to the attached Certificate of Public Hearing Officer, and the conducting of such Public Hearing.

THIS APPROVAL SHALL NOT BE CONSTRUED AS (1) A REPRESENTATION OR WARRANTY BY THE COUNTY, THE COUNTY JUDGE OF THE COUNTY, 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; (2) A PLEDGE OF THE FAITH AND CREDIT OF THE COUNTY OR THE STATE OF TEXAS OR ANY AGENCY, INSTRUMENTALITY OR POLITICAL SUBDIVISION OF THE STATE OF TEXAS OR THE COUNTY; OR (3) A REPRESENTATION OR WARRANTY BY THE COUNTY CONCERNING THE VALIDITY OF THE CORPORATE EXISTENCE OF THE CORPORATION OR THE VALIDITY OF THE BONDS.

Date: June 2, 2015

Robert Helms
County Judge, Fort Bend County, Texas



Attest: *Laura Richard*
Laura Richard, Fort Bend County Clerk

EXHIBIT A

CERTIFICATE OF PUBLIC HEARING OFFICER
REGARDING PUBLIC HEARING (INTERNAL REVENUE CODE § 147(f))

ARLINGTON HIGHER EDUCATION FINANCE CORPORATION
EDUCATION REVENUE AND REFUNDING BONDS
(HARMONY PUBLIC SCHOOLS)
SERIES 2015

I, the undersigned, do hereby make and execute this certificate for the benefit of all persons interested in the issuance of the above-referenced bonds (collectively, the "Bonds").

I hereby certify as follows:

1. I am the duly appointed hearing officer for the public hearing which was held in connection with the issuance of the Bonds at the time and place indicated in the Notice of Public Hearing included in **Exhibit A** attached hereto.
2. Notice of the public hearing was published no less than 14 days before the date of the public hearing in the Houston Chronicle, as evidenced by the Affidavit of Publication of the Notice of Public Hearing attached hereto as **Exhibit A**.
3. All persons appearing at the public hearing were given an opportunity to comment on the proposed issuance of the Bonds and the project to be financed with proceeds of the Bonds. No such persons appeared or made comments except as is set forth on **Exhibit B** attached hereto.
4. After giving all interested persons an opportunity to appear and comment, the public hearing was declared closed.

WITNESS MY HAND this 11th day of May, 2015.



Adam Harden
Hearing Officer

Exhibit A - Affidavit of Publication of the Notice of Public Hearing
Exhibit B - Names and Comments of Persons Attending Public Hearing

EXHIBIT A

AFFIDAVIT OF PUBLICATION OF THE NOTICE OF PUBLIC HEARING

ATTACHED

AFFIDAVIT OF PUBLICATION

STATE OF TEXAS:

COUNTY OF HARRIS:

Before me, the undersigned authority, a Notary Public in and for the State of Texas, on this day personally appeared, the Newspaper Representative at the HOUSTON CHRONICLE, a daily newspaper published in Harris County, Texas, and generally circulated in the Counties of: HARRIS, TRINITY, WALKER, GRIMES, POLK, SAN JACINTO, WASHINGTON, MONTGOMERY, LIBERTY, AUSTIN, WALLER, CHAMBERS, COLORADO, BRAZORIA, FORT BEND, GALVESTON, WHARTON, JACKSON, and MATAGORDA and that the publication, of which the annexed herein, or attached to, is a true and correct copy, was published to-wit:

ANDREWS & KURTH 26255983 26918220
RAN A LEGAL NOTICE
SIZE BEING: 3 X 7.50 I (22.50I)
product date class page
hc Apr 23 2015 1245.0 D_thulg_6

Edward Shea

NEWSPAPER REPRESENTATIVE

Sworn and subscribed to before me, this the 23rd Day of April A.D. 2015



Charles E. Walichowski

Notary Public in and for the State of Texas

NOTICE OF PUBLIC HEARING

(Houston/Bryan/Katy/Sugar Land/Beaumont)

**ARLINGTON HIGHER EDUCATION FINANCE CORPORATION
EDUCATION REVENUE AND REFUNDING BONDS
(HARMONY PUBLIC SCHOOLS)**

SERIES 2015

Notice is hereby given of a joint public hearing to be held on behalf of the Arlington Higher Education Finance Corporation on May 11, 2015, at 10:30 a.m., at Andrews Kurth LLP, 600 Travis Street, Suite 4200, Houston, TX 77002, with respect to the captioned Bonds to be issued in an aggregate principal amount not to exceed \$150,000,000 by the Arlington Higher Education Finance Corporation (the "Corporation"). The proceeds of the Bonds will be issued as part of a plan of finance and loaned to Harmony Public Schools, a Texas nonprofit corporation (the "Borrower") for the following purposes:

- (a) financing, refinancing, and refunding the costs of acquiring, constructing, improving and equipping educational facilities of the Borrower, including:
- (1) Harmony Science Academy - San Antonio, 8505 Lakeside Pkwy., San Antonio, TX 78245; (2) Harmony Science Academy - Austin, 930 E. Rundberg Lane, Austin, TX 78753; (3) Harmony School of Science-Austin, 11800 Stonehollow Dr., Suite 100, Austin, TX 78758; (4) Harmony School of Innovation - Austin, 2124 E. Saint Elmo Rd., Austin, TX 78744; (5) Harmony School of Excellence - Austin, 2100 E. St. Elmo Rd., Austin, TX 78744; (6) Harmony School of Political Science - Austin, 13415 FM 620 North, Austin, TX 78717; (7) Harmony Science Academy - North Austin, 1421 Wells Branch Pkwy., Suite 200, Pflugerville, TX 78660; (8) Harmony School of Innovation - San Antonio, 8125 Glen Mont Dr., San Antonio, TX 78239; (9) Harmony Science Academy - Dallas, 12005 Forestgate Dr., Dallas, TX 75243; (10) Harmony School of Business - Dallas, 8080 W. President George Bush Hwy., Dallas, TX 75249; (11) Harmony School of Nature & Athletics, 8120 W. Camp Wisdom Rd., Dallas, TX 75249; (12) Harmony School of Innovation - Dallas, 1024 W. Rosemeade Pkwy., Carrollton, TX 75007; (13) Harmony School of Innovation - Euless, 701 S. Industrial Blvd., Suite 105, Euless, TX 76040; (14) Harmony Science Academy - Euless, 701 S. Industrial Blvd., Euless, TX 76040; (15) Harmony Science Academy - Garland, 2302 Firewheel Parkway, Garland, TX 75040; (16) Harmony School of Innovation - Garland, 2250 Firewheel Parkway, Garland, TX 75040; (17) Harmony Science Academy - Fort Worth, 5651 West Creek Dr., Fort Worth, TX 76133; (18) Harmony School of Innovation - Fort Worth, 8100 S. Hulen St., Fort Worth, TX 76123; (19) Harmony Science Academy - Grand Prairie, 1102N W 7th St., Grand Prairie, TX 75050; (20) Harmony Science Academy - Waco, 1900 N. Valley Mills Dr., Waco, TX 76710; (21) Harmony Science Academy - Laredo, 4401 San Francisco Ave., Laredo, TX 78041; (22) Harmony School of Innovation - Laredo, 616 Leal Street & 4608 Daugherty Ave., Laredo, TX 78041; (23) Harmony Science Academy - Brownsville, 1124 Central Blvd., Brownsville, TX 78520; (24) Harmony Science Academy - Houston, 5435 S. Braeswood Blvd., Houston, TX 77096; (25) Harmony School of Advancement - Houston, 3171 N. Sam Houston Pkwy. West, Houston, TX 77038; (26) Harmony School of Fine Arts & Technology - Houston, 9115 Kirby Dr., Houston, TX 77054; (27) Harmony School of Discovery - Houston, 6270 Barker Cypress Rd., Houston, TX 77084; (28) Harmony School of Excellence - Houston, 7340 N. Gessner Rd., Houston, TX 77040; (29) Harmony School of Excellence - Endeavor, 568 W. Little York Rd., Houston, TX 77091; (30) Harmony Science Academy High School - Houston, 9431 W. Sam Houston Pkwy. S., Houston, TX 77099; (31) Harmony Public Schools, 9321 W. Sam Houston Pkwy. S., Houston, TX 77099; (32) Harmony School of Innovation - Houston, 9421 W. Sam Houston Pkwy., Houston, TX 77099; (33) Harmony School of Ingenuity - Houston, 10555 Stella Link Rd., Houston, TX 77025; (34) Harmony School of Exploration - Houston, 9305 & 9303 W. Sam Houston Pkwy. South, Houston, TX 77099; (35) Harmony Science Academy - Houston NW, 16200 Tomball Pkwy., (SH 249), Houston, TX 77066; (36) Harmony School of Science - Houston, 13415 W. Belfort Ave., Houston, TX 77478; (37) Harmony School of Science - High School, 13522 W. Airport Blvd., Sugar Land, TX 77478; (38) Harmony Science Academy - West Houston, 22400 Grand Corner Dr., Katy, TX 77494; (39) Harmony Science Academy - Beaumont, 4055 Calder Ave., Beaumont, TX 77706; (40) Harmony Science Academy, 2031 S. Texas Ave., Bryan, TX 77802; (41) Harmony Science Academy - El Paso, 9405 Betel Dr., El Paso, TX 79907; (42) Harmony School of Innovation - El Paso, 5210 Fairbanks Dr., El Paso, TX 79924; (43) Harmony Science Academy - Lubbock, 1516 53rd St., Lubbock, TX 79412; (44) Harmony Science Academy - Odessa, 2755 N. Grandview Ave., Odessa, TX 79762; (45) Harmony Science Academy - West Houston No. 2, 22400 Grand Corner Dr., Katy, TX 77494; and (46) Harmony School of Achievement - Houston, 16209 Kieft Harrow Blvd., Houston, TX 77084 (together, the "Project"), and

- (b) paying the costs of issuing the Bonds.

The Project will be owned and operated by the Borrower. The Bonds are not payable out of taxes and are secured by and payable solely from funds provided by the Borrower.

The public hearing will be conducted by Adam Harden, Esq., or his designee (the "Hearing Officer"). All interested persons are invited to attend such public hearing to express their views with respect to the above-described project and the Bonds. Questions or requests for additional information may be directed to the Hearing Officer at (713) 220-3869. Any interested persons unable to attend the hearing may submit their views in writing to the Hearing Officer prior to the date scheduled for the hearing at fax number (713) 238-5048. This notice is published and the hearing is to be held in satisfaction of the requirements of Section 147(f) of the Internal Revenue Code of 1986, as amended.

EXHIBIT B

NAMES AND COMMENTS OF PERSONS ATTENDING PUBLIC HEARING

NONE

Name of Attendee

Comment

1. _____

2. _____

3. _____

May 20, 2015

The Honorable Robert Hebert
Fort Bend County Judge
301 Jackson, Ste. 719
Richmond, Texas 77469

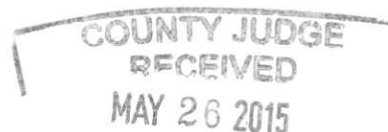
Re: Tax-Exempt Financing for Harmony Public Schools

Judge Hebert:

Responsive Education Solutions is a qualified 501(c)(3) organization and therefore is eligible to participate in tax-exempt financings. However, unlike a governmental issuer (city, county, and school district), a 501(c)(3) organization issues bonds through a state-approved conduit and must conduct a hearing on the financing. Because there is at least one campus located in Fort Bend County, Texas (the "County"), Section 147(f) of the Internal Revenue Code, requires that the "highest elected official" of the County approve the transaction after a public hearing is held. The public hearing was held, and you will find attached with this letter a copy of the sworn affidavit from the hearing officer.

Harmony Public Schools ("Harmony") is financing and refinancing the construction and equipment of their schools across the State of Texas. Harmony is financing at tax-exempt interest rates through a bond issue facilitated by the Arlington Higher Education Finance Corporation. Andrews Kurth LLP serves as bond counsel for the transaction.

The loan will not be a debt or liability of the County. The consent being requested herein is only for the purposes of complying with the federal tax law regarding tax-exempt financing. For your information, we are also requesting similar consents from Dallas County, McLennan County, Cameron County, and Denton County.



May 20, 2015

Page 2

As such, we respectfully request your consent to the transaction. Attached is a copy of the Certificate of County Judge with the completed Certificate of Hearing Officer attached.

Please note that this transaction is tentatively scheduled to close in June, 2015. We greatly appreciate your assistance in this matter. Please call me if we can provide any further information or can assist you in connection with this request for consent.

Very truly yours,

A handwritten signature in black ink, appearing to read "Adam C. Harden", written in a cursive style.

Adam C. Harden

Enclosure

Werlein, Ann

From: Spencer, Marcus
Sent: Wednesday, May 27, 2015 12:11 PM
To: Werlein, Ann
Subject: RE: Andrews & Kurth - 3rd party bonds for school

Ann,

The document presented by Andrews & Kurth is approved as to legal form to establish a public hearing was held following reasonable public notice.

Marcus

From: Werlein, Ann
Sent: Tuesday, May 26, 2015 4:46 PM
To: Spencer, Marcus
Subject: Andrews & Kurth - 3rd party bonds for school

Attached is the paperwork for an agenda action item. Would you review the certificate included. I will have to contact Mr. Harden because we need a description of the facility in FBC. Following is the list of items we requested. Please review the Certificate and see if it is sufficient for the Certification for Resolution and the Resolution Approving the Issuance as stated below.

County Approval of Bond Issuance for non-profit Corporations (including FB Housing Financial Corporation)

In response to your inquiry about county approval for the tax-exempt bonds for the School to be located in Fort Bend County, prior to approval you will need to complete the following:
The school or your law firm will need to coordinate the public hearing at a location of your choosing with proper public notification. Following the hearing, minutes of the hearing need to be finalized.

After the hearing you will send to Fort Bend County Commissioners Court in care of the County Judge Robert Hebert the following documents:

Certificate for Resolution
Resolution Approving the Issuance of ____
A description of the facilities and their location
Minutes of the Public Hearing
Publishers Affidavit of the newspaper notification

Commissioners Court meets the 1st, 2nd and 4th Tuesday of each month. We need your documents 5-7 working days prior to the court date. This gives our County Attorney time to review the Resolution and Certificate. After the court takes action your original documents will be returned in about 3-4 working days, unless special arrangements have been made.

Ann Werlein
Office of the County Judge
281-341-8634
ann.werlein@fortbendcountytexas.gov

Werlein, Ann

From: Werlein, Ann
Sent: Tuesday, May 26, 2015 4:47 PM
To: Spencer, Marcus
Subject: Andrews & Kurth - 3rd party bonds for school
Attachments: IRS bond certification for Harmony Schools May 2015.pdf

Attached is the paperwork for an agenda action item. Would you review the certificate included. I will have to contact Mr. Harden because we need a description of the facility in FBC. Following is the list of items we requested. Please review the Certificate and see if it is sufficient for the Certification for Resolution and the Resolution Approving the Issuance as stated below.

County Approval of Bond Issuance for non-profit Corporations (including FB Housing Financial Corporation)

In response to your inquiry about county approval for the tax-exempt bonds for the School to be located in Fort Bend County, prior to approval you will need to complete the following:

The school or your law firm will need to coordinate the public hearing at a location of your choosing with proper public notification. Following the hearing, minutes of the hearing need to be finalized.

After the hearing you will send to Fort Bend County Commissioners Court in care of the County Judge Robert Hebert the following documents:

Certificate for Resolution

Resolution Approving the Issuance of ____

A description of the facilities and their location

Minutes of the Public Hearing

Publishers Affidavit of the newspaper notification

Commissioners Court meets the 1st, 2nd and 4th Tuesday of each month. We need your documents 5-7 working days prior to the court date. This gives our County Attorney time to review the Resolution and Certificate. After the court takes action your original documents will be returned in about 3-4 working days, unless special arrangements have been made.

Ann Werlein
Office of the County Judge
281-341-8634
ann.werlein@fortbendcountytexas.gov