

RESOLUTION GIVING APPROVAL TO A PROJECT FOR HARMONY PUBLIC SCHOOLS

WHEREAS, the Arlington Higher Education Finance Corporation (the “Issuer”) is a public not-for-profit corporation created pursuant to the Higher Education Act, Chapter 53, Texas Education Code, as amended (the “Act”), and the Issuer is empowered under the Act to issue bonds to finance educational and housing facilities for open-enrollment charter schools as described in the Act; and

WHEREAS, Harmony Public Schools, a Texas nonprofit corporation and 501(c)(3) organization (the “Borrower”), proposes to obtain financing from the Issuer from the proceeds of one or more series of the Issuer’s bonds or notes in a maximum principal amount of \$100,000,000 (the “Bonds”) to finance or refinance the construction and equipment of its schools across the State of Texas, including the following Fort Bend County locations: Harmony School of Excellence, Sugar Land; Harmony Science Academy, Sugar Land; Harmony School of Science, Sugar Land High School; Harmony Science Academy, Katy; and Harmony School of Innovation, Katy; and

WHEREAS, pursuant to Section 147(f) of the Internal Revenue Code of 1986 (the “Code”), the Issuer has caused to be published a notice of a public hearing with respect to the issuance of the Bonds and the financing and refinancing of the Project, and held such a hearing (the “TEFRA Hearing”) on the Project after reasonable notice, at 9:45 a.m. on April 5, 2017, at the offices of Andrews Kurth Kenyon LLP, located at 600 Travis Street, Suite 4200, Houston, Texas 77002 (see Exhibit A for Certificate of Public Hearing Officer Regarding Public Hearing); and

WHEREAS, pursuant to the provisions of Section 147(f) of the Code, the Commissioners Court of Fort Bend County, Texas after the TEFRA Hearing, must approve issuance of the Bonds by the Issuer to enable the Bonds to qualify as tax-exempt obligations under the Code;


NOW THEREFORE, BE IT RESOLVED BY THE COMMISSIONERS COURT OF FORT BEND COUNTY, TEXAS:

Section 1. The Commissioners Court, solely for the purposes of Section 147(f) of the Code, hereby approves the proposed issuance of the Bonds by the Issuer for the benefit of the Borrower, in an amount not to exceed \$100,000,000, and the facilities to be financed with proceeds from the Bonds.

Section 2. The foregoing approval is given in accordance with the provision of Section 147(f) of the Code and for no other purposes and is not to be construed as an undertaking by Fort Bend County, Texas. The Bonds shall not constitute a liability, indebtedness, or an obligation of Fort Bend County, Texas nor shall any of the assets of Fort Bend County, Texas be pledged to the payment of the Bonds.

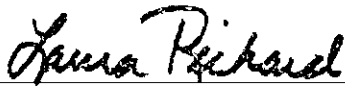
Section 3. This resolution shall take effect immediately from and after its passage and it is accordingly so resolved.

PASSED AND APPROVED this 25th day of April, 2017.



Robert Hebert, County Judge

Attest:



Laura Richard, County Clerk

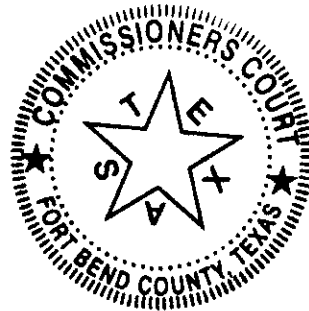


EXHIBIT A

**CERTIFICATE OF PUBLIC HEARING OFFICER
REGARDING PUBLIC HEARING**

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 2017

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 (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 5th day of April, 2017.

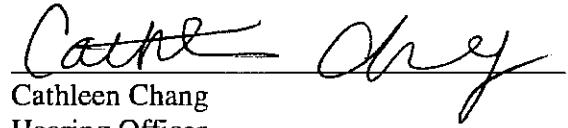

Cathleen Chang
Hearing Officer

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:

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 LLP

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RAN A LEGAL NOTICE

SIZE BEING: 3 x157 L

Product

Houston Chronicle

Date

Mar 17 2017

Class

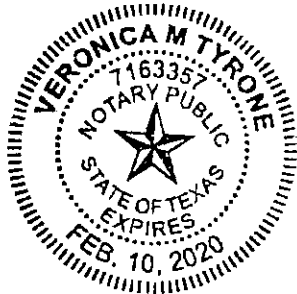
Legal Notices

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Victoria Bond A/R Clerk
NEWSPAPER REPRESENTATIVE

Sworn and subscribed to before me, this 17th Day of March A.D. 2017



Veronica M Tyrone
Notary Public in and for the State of Texas

NOTICE OF PUBLIC HEARING**(Fort Bend County and Harris County)****ARLINGTON HIGHER EDUCATION FINANCE CORPORATION
EDUCATION REVENUE AND REFUNDING BONDS
(HARMONY PUBLIC SCHOOLS)
SERIES 2017**

Notice is hereby given of a public hearing to be held on behalf of the Arlington Higher Education Finance Corporation on April 5, 2017 at 9:45 a.m., at the offices of Andrews Kurth Kenyon located at 600 Travis Street, Suite 4200, Houston, Texas 77002, with respect to the captioned Bonds to be issued in an aggregate principal amount not to exceed \$100,000,000 by the Arlington Higher Education Finance 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:

(1) financing, refinancing, and/or refunding the costs of acquiring, constructing, improving, furnishing, and equipping educational facilities for pre-K, primary, and secondary school students of the Borrower's campuses, including:

- (a) 1100 S. Valley Mills Dr., Beverly Hills, TX 76711 ("Harmony School of Innovation - Waco");
- (b) 1900 N. Valley Mills Dr., Waco, TX 76710 ("Harmony Science Academy - Waco");
- (c) 12200 Anderson Mill Rd., Austin, TX 78726 ("Harmony Science Academy - Cedar Park");
- (d) 1428 Eldridge Rd., Sugar Land, TX 77478 ("Harmony School of Excellence - Sugar Land");
- (e) 3207 N. Sam Houston Pkwy W., Houston, TX 77043 ("Harmony School of Enrichment - Houston");
- (f) 9431-9441 W. Sam Houston Pkwy. S., Houston, TX 77099 ("Harmony Science Academy - Houston");
- (g) 9421 W. Sam Houston Pkwy. S., Houston, TX 77036 ("Harmony School of Innovation - Houston");
- (h) 10555 Stella Link Rd., Houston, TX 77025 ("Harmony School of Ingenuity - Houston");
- (i) 5435 S. Braeswood Blvd., Houston, TX 77096 ("Harmony School of Science - Houston");
- (j) 9115 Kirby Dr., Houston, TX 77054 ("Harmony School of Fine Arts and Technology - Houston");
- (k) 9303 and 9305 W. Sam Houston Parkway South, Houston, TX 77036 ("Harmony School of Exploration - Houston");
- (l) 7340 N. Gessner Dr., Houston, TX 77040 ("Harmony School of Excellence - Houston");
- (m) 5668 W. Little York Rd., Houston, TX 77091 ("Harmony School of Excellence - Endeavor");
- (n) 3203 N. Sam Houston Parkway West, Houston, TX 77038 ("Harmony School of Technology - Houston");
- (o) 3171 N. Sam Houston Pkwy. W., Houston, TX 77038 ("Harmony School of Advancement High School - Houston");
- (p) 6270 Barker Cypress Rd., Houston, TX 77084 ("Harmony School of Discovery - Houston");
- (q) 16209 Kieth Harrow Blvd., Houston, TX 77084 ("Harmony School of Achievement - Houston");
- (r) 13415 W. Bellfort Ave., Sugar Land, TX 77478 ("Harmony Science Academy - Sugar Land");
- (s) 13522 W. Airport Blvd., Sugar Land, TX 77478 ("Harmony School of Science - Sugar Land High School");
- (t) 22400 Grand Corner Drive, Katy, TX 77494 ("Harmony Science Academy - Katy" and "Harmony School of Innovation - Katy");
- (u) 550 Talbert Dr., Plano, TX, 75075, approximately 9.496 acres of land located on the north side of Mapleshade Ln., west of Coit Rd., and east of Ohio Drive in Collin County ("Harmony Science Academy - Plano");
- (v) 11945-12005 Forestgate Dr., Dallas, TX 75243 ("Harmony Science Academy - Dallas");
- (w) 1024 W. Rosemeade Pkwy., Carrollton, TX 75007 ("Harmony School of Innovation - Carrollton" and "Harmony Science Academy - Carrollton");
- (x) 2302 Firewheel Pkwy., Garland, TX 75040 ("Harmony Science Academy - Garland" and "Harmony School of Innovation - Garland");
- (y) 8080 W. President George Bush Highway, Dallas, TX 75252 ("Harmony School of Business - Dallas");
- (z) 5651 Westcreek Dr., Fort Worth, TX 76133 ("Harmony Science Academy - Fort Worth");
- (aa) 1102 NW 7th St., Grand Prairie, TX 75050 ("Harmony Science Academy - Grand Prairie");
- (bb) 701 S. Industrial Blvd., Euless, TX 76040 ("Harmony Science Academy - Euless" and "Harmony School of Innovation - Euless");

- (cc) 8120 W. Camp Wisdom Rd., Dallas, TX 75249 ("Harmony School of Nature and Athletics - Dallas");
- (dd) 8100 South Hulen Street, Fort Worth, TX 76123 ("Harmony School of Innovation - Fort Worth");
- (ee) 9435 Betel Dr., El Paso, TX 79907 ("Harmony School of Excellence - El Paso");
- (ff) 930 E. Rundberg Ln., Austin, TX 78753 ("Harmony Science Academy - Austin");
- (gg) 1421 Wells Branch Pkwy. W., Pflugerville, TX 78660 ("Harmony Science Academy - Pflugerville");
- (hh) 2100 E. Saint Elmo Rd., Austin, TX 78744 ("Harmony School of Excellence - Austin");
- (ii) 2124 E. Saint Elmo Rd., Austin, TX 78744 ("Harmony School of Innovation - Austin");
- (jj) 11800 Stonehollow Dr., Austin, TX 78758 ("Harmony School of Science - Austin"); and
- (2) paying the costs of issuing the Bonds.

All the campuses, except for Harmony School of Excellence - Sugar Land, Harmony Science Academy - Plano, and Harmony School of Excellence - El Paso, are owned and operated by the Borrower. Harmony School of Excellence - Sugar Land, Harmony Science Academy - Plano, and Harmony School of Excellence - El Paso are owned and operated by Charter School Solutions, a Texas nonprofit corporation. 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 Cathleen Chang, or her designee (the "Hearing Officer"). Questions or requests for additional information may be directed to the Hearing Officer (telephone: (713) 220-3808). 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) 220-4285. 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. Dave Wilson

Opposed to Bonds because there should
be no public involvement in private schools.
Concerned with issuer's relations with
charter schools in Houston. Asked why
questions were not answered at
hearing.

2. Joan Schaan

Questioned ^{circumstances surrounding} contractors that were
under investigation for not following
guidelines. Asked why questions
were not answered at hearing.

3. _____

ANDREWS KURTH

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Cathleen Chang
713.220.3808 Phone
cathleenchang@andrewskurth.com

April 5, 2017

The Honorable Robert E. Hebert
Fort Bend County Judge
401 Jackson St.
Richmond, Texas 77469

Re: Arlington Higher Education Finance Corporation Education Revenue and
Refunding Bonds (Harmony Public Schools), Series 2017 (the "Bonds")

Dear Judge Hebert:

Harmony Public Schools ("Harmony") is requesting your approval of a proposed tax-exempt bond issue, as required by the Internal Revenue Code of 1986, as amended (the "Code"). The bonds will not be a debt or liability of Fort Bend County, Texas (the "County"). The consent being requested herein is only for the purposes of complying with federal tax law regarding tax-exempt financing. For your information, the County approved a similar transaction for Harmony in May 2016.

Harmony is a qualified 501(c)(3) charitable organization, and therefore is eligible to participate in tax-exempt financings. However, unlike a governmental issuer (e.g., a city, county, or school district), a 501(c)(3) organization must issue bonds through a state-approved conduit and must conduct a public hearing on the financing. Code §147(f) requires that the "highest elected official" of the County approve the transaction after the public hearing is held because a number of the campuses will be located in the County. The public hearing was held on April 5, 2017 at the offices of Andrews Kurth Kenyon, located at 600 Travis Street, Suite 4200, Houston, Texas 77002.

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

As such, we respectfully request your consent to the transaction after the completion of the hearing and delivery of the associated materials to you. Enclosed please find a draft of the proposed Approval of Highest Elected Official evidencing your consent.

ANDREWS KURTH KENYON LLP

Austin Beijing Dallas Dubai Houston London New York Research Triangle Park Silicon Valley The Woodlands Washington, DC
HOU:3777082.1

April 5, 2017
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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,


Cathleen Chang