

July 19, 2016

The Honorable Tano E. Tijerina
Webb County Judge
1000 Houston St. 3rd Floor
Laredo, Texas 78040

Re: Tax-Exempt Financing for Responsive Education Solutions

Dear Judge Tijerina:

Responsive Education Solutions ("Responsive Education") 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 Webb 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 similar transactions in May 2015 for Responsive Education and Harmony Public School.

Responsive Education 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 since one of the campuses will be located in the County. The public hearing was held on July 18, 2016 at Premier High School of Laredo, 2201 Chihuahua St., Laredo, Texas 78043.

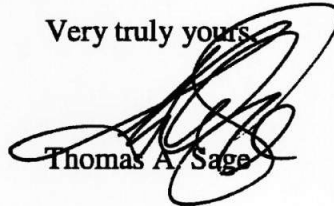
Responsive Education is financing the construction and equipment of Premier High School of Laredo, 2201 Chihuahua St., Laredo, Texas 78043. Responsive Education is financing at tax-exempt interest rates through a bond issue facilitated by Arlington Higher Education Facilities Finance Corporation. Andrews Kurth 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.

July 19, 2016
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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,

A handwritten signature in black ink, appearing to read 'Thomas A. Sage', is written over the typed name. The signature is stylized and cursive.

Thomas A. Sage

Enclosure

CERTIFICATE OF THE COUNTY JUDGE OF WEBB COUNTY, TEXAS

ARLINGTON HIGHER EDUCATION FINANCE CORPORATION
EDUCATION REVENUE BONDS
(RESPONSIVE EDUCATION SOLUTIONS)
SERIES 2016A

The undersigned County Judge of Webb County, Texas, (the "County") hereby certifies with respect to the issuance by the Arlington Higher Education Finance Corporation (the "Corporation"), of its Education Revenue Bonds (Responsive Education Solutions), Series 2016A (the "Bonds").

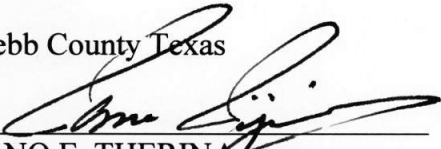
1. This certificate is based upon the CERTIFICATE OF PUBLIC HEARING OFFICER REGARDING PUBLIC HEARING attached hereto as **Exhibit A** relating to the public hearing conducted on the date indicated in the Affidavit of Publication attached to such Minutes of Public Hearing by the duly appointed hearing 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 and 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 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.

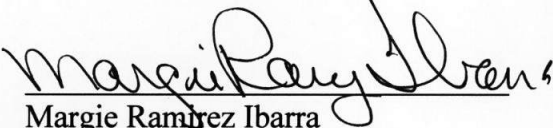
[Execution page follows]

Webb County Texas


TANO E. TIJERINA
Webb County Judge


Date: _____, 2016

ATTESTED:


Margie Ramirez Ibarra
Webb County Clerk



APPROVED AS TO FORM:


Marco A. Montemayor
Webb County Attorney

***By law, the county attorney's office may only advise or approve contracts or legal documents on behalf of its clients. It may not advise or approve a contract or legal document on behalf of other parties. Our review of this document was conducted solely from the legal perspective of our client. Our approval of this document was offered solely for the benefit of our client. Other parties should not rely on this approval, and should seek review and approval of their own respective attorney(s).**

EXHIBIT A

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

Exhibit A

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

ARLINGTON HIGHER EDUCATION FINANCE CORPORATION
EDUCATION REVENUE BONDS
(RESPONSIVE EDUCATION SOLUTIONS)
SERIES 2016A

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 Laredo Morning Times, 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 18th day of July, 2016.



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

LAREDO MORNING TIMES
P.O. BOX 2129
LAREDO, TEXAS 78041

STATE OF TEXAS
COUNTY OF WEBB

Before me, the undersigned authority, on this day personally appeared, Jennifer Garcia, who on his/her oath states:

I am the Classifieds Specialist, of LAREDO MORNING TIMES, a newspaper having general circulation in Webb County, Texas, and knows the facts stated in this affidavit.

Notice of Public Hearing
Appeared in the LAREDO MORNING TIMES the following time(s):
Friday, June 24, 2016

Legal #02

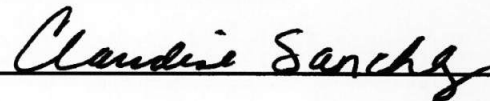
The charge for such publication being \$487.20.

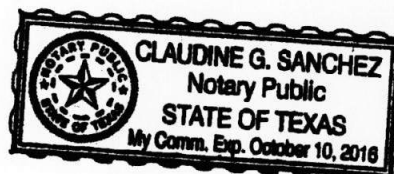


JENNIFER GARCIA

Subscribed and sworn to before me this the 18th day of July 2016

Notary Public, Webb County, Texas





NOTICE OF PUBLIC HEARING

(Webb County)

**ARLINGTON HIGHER EDUCATION FINANCE CORPORATION
EDUCATION REVENUE BONDS
(RESPONSIVE EDUCATION SOLUTIONS) SERIES 2016A**

is hereby given of a public hearing to be held on behalf of Arlington Higher Education Finance Corporation (the "Corporation") on July 18, 2016 at 3:00 PM, at Premier High School of Laredo, 2201 Chihuahua St., Laredo, Texas 78043, with respect to the above-captioned Bonds (the "Bonds") to be issued in an aggregate principal amount not to exceed \$200,000,000 by the Corporation. The proceeds of the Bonds will be issued as part of a plan of finance and loaned to Responsive Education Solutions, a nonprofit corporation (the "Borrower") for the following purposes:

- 1) Financing and/or refinancing the costs of acquiring, construction, improving, and equipping educational facilities for pre-K, primary, and secondary school students, including:
 - a) Founders Classical Academy of Schertz, 12470 Woman Hollering Rd., Schertz, Texas 78154 and 8453 E. 1518 North, Schertz, Texas 78154;
 - b) Premier High School of San Antonio, 4941 Walzem Rd., Ste. 8220, San Antonio, Texas 78218;
 - c) Premier High School of Brownsville, 955 Parades Line Rd., Brownsville, Texas 78521;
 - d) Frisco Classical Academy, northern 10 acre portion from the approximately 15.66 acres of land located on the northeast corner of Frisco Street and All Stars Avenue in Frisco, Texas
 - e) Premier High School of Comanche, 1008 S. Austin St., Comanche, Texas 78442;
 - f) Carrollton Classical Academy, 2400 N. Josey Ln., Carrollton, Texas 75008;
 - g) Coppell Classical Academy, 140 S. Heertz Rd., Coppell, Texas, 75019;
 - h) Denton Classical Academy, 4420 Country Club Rd., Denton, Texas 76210;
 - i) Founders Classical Academy of Flower Mound, 500 Parker Square Rd., Flower Mound, Texas 75026 and approximately 18.792 acres of land in the William Melone Survey, Abstract 855 and the J Melone Survey, abstract 857 in County of Denton and City of Flower Mound;
 - j) Classical Academy of Corinth, 3600 Meadowview Dr., Corinth, Texas 76210;
 - k) School Hickory Creek, 800 Point Vista Rd., Ste. 518, Hickory Creek, Texas 75065;
 - l) Founders Classical Academy of Lewisville, 1010 Belleaire Blvd., Lewisville, Texas 75067;
 - m) Premier High School of Lewisville, 1800 Lakeway Dr., Ste. 120, Lewisville, Texas 75057;
 - n) Quail Middle School of Lewisville, 1301 Waters Ridge Rd., Lewisville, Texas 75057;
 - o) Premier High School of Dublin, 112 S. Grafton St., Dublin, Texas 76446;
 - p) Mainland Preparatory Academy, 319 Newman Rd., La Marque, Texas 75668;
 - q) Career Technical Education Center of Edinburg, 4701 S. Sugar Rd., Edinburg, Texas 78539;
 - r) Premier High School of Palmview, 406 W. Veterans Blvd., Palmview, Texas 78572;
 - s) Premier High School of San Juan, 1202 E. Business Hwy 83, San Juan, Texas 78589;
 - t) Premier High School of Waco, 4720 N. 19th St., Waco, Texas 76708;
 - u) Vista Academy of Amarillo, 6000 S. Georgia St., Amarillo, Texas 79118;
 - v) Premier High School of Amarillo, 3242 Hobbs Rd., Amarillo, Texas 79108;
 - w) Tyler Classical Academy, 3405 E. Grande Blvd., Tyler, Texas 75707;
 - x) Premier High School of Tyler, 1106 N. Glenwood Blvd., Tyler, Texas 75702;
 - y) Premier High School of Abilene, 3161 S. 23rd St., Abilene, Texas 79605;
 - z) Premier High School of Del Rio, 1701 Kings Way, Del Rio, Texas 78840;
 - aa) Huntsville Classical Academy, 15.74 Acre Tract in the E. David's Survey, A-157, Walker County, Texas;
 - bb) Premier High School of Laredo, 2201 Chihuahua St., Laredo, Texas 78043; and
 - cc) Founders Classical Academy of Leander, 1303 Leander Dr., Leander, Texas 78641;
- 2) Paying capitalized interest;
- 3) Funding a debt reserve fund; and
- 4) Paying the costs of issuing the Bonds.

The Projects 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 Cathleen Chang Esq., 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 713-228-7453. 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. _____

