

RESOLUTION NO. _____

WHEREAS, the Wallis Cultural Education Facilities Finance Corporation (Conduit Issuer) created by the City of Wallis, Texas has adopted a resolution authorizing the borrowing of a loan from Compass Bank not to exceed \$7,500,000 and the simultaneous issuance of a loan in the same amount to Young Men's Christian Association of Austin (YMCA) as provided under Article 1528m, Vernon's Texas Civil Statutes (Act), for the purpose of the financing the improvement, expansion and renovation of (i) an approximately 64,000 square foot YMCA facility containing gymnasium, pool and fitness facilities located at 1100 W. Cesar Chavez, Austin, Texas 78703 and (ii) an approximately 30,000 square foot YMCA facility containing gymnasium, pool and fitness facilities located at 6219 Oakclaire Dr., Austin, Texas 78735 (YMCA Facilities); and

WHEREAS, Section 147(f) of the United States Internal Revenue Code of 1986, as amended, requires the Conduit Issuer to obtain the approval of the City of Austin as the local jurisdiction where the facilities being financed for Austin YMCA are situated before the loan can take place; and

WHEREAS, the City Council is informed that the requisite public hearing regarding the issuance of the loan was properly noticed and then held by the Conduit Issuer on November 4, 2009 at 10:00 a.m. in the Colorado Room, 17th Floor, Andrews Kurth LLP, 111 Congress Avenue, Suite 1700, Austin, Texas 78701; **NOW, THEREFORE**,

BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF AUSTIN:

Section 1. The City Council approves the issuance of the financing described above in an amount not to exceed \$7,500,000. It is the intent of this City Council that this Resolution constitutes approval of the financing for the sole purpose of compliance with Section 147(f) of the Internal Revenue Code and any state law applicable to the financing. Proceeds of the financing shall be used to finance the YMCA Facilities, and the sole user of the YMCA Facilities shall be the Austin YMCA.

Section 2. The Mayor and City Clerk are authorized and directed to take any action and to execute and deliver any documents that are necessary or advisable to comply with the terms and intent of this Resolution and the financing transaction.

Section 3. Nothing in this Resolution shall be construed to create any obligation whatsoever of the City with respect to the repayment of the financing or the YMCA Facilities. The financing shall never constitute an indebtedness or pledge of the City within the meaning of any constitutional or statutory provision, and the financing shall never be paid in whole or in part out of any funds raised or to be raised by taxation or any other revenues of the City.

Section 4. This Resolution is adopted solely to approve the financing. This Resolution does not constitute an approval by the City of any other aspect of the YMCA Facilities. In particular, but without limiting the foregoing, this Resolution does not constitute zoning approval, approval of any building permit, or any other approval required by the City in regard to the YMCA Facilities other than approval of the financing.

ADOPTED: _____, 2009 **ATTEST:** _____
Shirley A. Gentry
City Clerk