

MINUTES AND CERTIFICATION

On October 6, 2005, the City Council (the "Governing Body") of the City of Austin, Texas, convened in a regular meeting of the City of Austin, Texas, at City Hall, 301 W. 2nd Street, in Austin, Texas. The roll of the duly constituted members of the Governing Body was called, which are as follows:

| | |
|--------------------|----------------|
| Will Wynn | Mayor |
| Danny Thomas | Mayor Pro Tem |
| Raul Alvarez | Council Member |
| Betty Dunkerley | Council Member |
| Jennifer Kim | Council Member |
| Lee Leffingwell | Council Member |
| Brewster McCracken | Council Member |

all of whom were present, except the following absentee: _____, thus constituting a quorum.

Among other business, a written Resolution bearing the following caption was introduced:

RESOLUTION CONCERNING THE USE OF THE PROCEEDS OF
REVENUE BONDS ISSUED BY THE EL CAMPO HEALTH FACILITIES
DEVELOPMENT CORPORATION TO FINANCE AND REFINANCE
CERTAIN COSTS RELATING TO HEALTH FACILITIES LOCATED
WITHIN THE BOUNDARIES OF THE CITY OF AUSTIN, TEXAS

The Resolution was read by the Governing Body.

After due discussion, it was duly moved and seconded that the Resolution be adopted. The Presiding Officer put the motion to a vote of the Governing Body, and the Resolution was adopted by the following vote:

| | |
|--------------|-------------------|
| AYES: | <u>7</u> |
| NOES: | <u>0</u> |
| ABSTENTIONS: | <u> </u> |

The Presiding Officer then declared the Resolution adopted.

**RESOLUTION CONCERNING THE USE OF THE PROCEEDS OF
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WHEREAS, the El Campo Health Facilities Development Corporation (the "Issuer") was created by the City of El Campo, Texas pursuant to the provisions of the Health Facilities Development Act, Chapter 221, Texas Health and Safety Code, as amended (the "Act");

WHEREAS, Westminster Manor (the "Corporation"), a non-profit Texas corporation, directly or through affiliates, owns, operates and is improving, renovating, equipping and constructing in Travis County at or adjacent to 4100 Jackson Avenue, Austin, Texas, a charitable health care facility known by the same name, Westminster Manor ("Westminster Manor");

WHEREAS, it has been proposed that the Issuer issue its limited obligation revenue bonds in one or more series in 2005-2007 (the "Bonds") and loan the proceeds thereof to the Corporation (i) to finance or refinance the acquisition, construction, improvements, renovations, equipping and/or furnishing of Westminster Manor, (ii) to finance certain of the costs of issuance of the Bonds, and (iii) to fund reserves, and to pay all other "costs" permitted by and defined in Chapter 221, Health and Safety Code, as amended;

WHEREAS, pursuant to Section 221.030 of the Act it is necessary that the City Council of the City of Austin (the "Governing Body") approve the use of Bond proceeds for projects in the City of Austin;

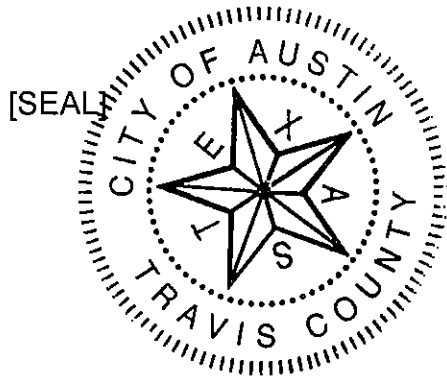
WHEREAS, it is deemed necessary and advisable that this Resolution be adopted;

THEREFORE, BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF AUSTIN THAT:

Section 1. For the purpose of complying with the conditions and requirements of Section 221.030 of the Act, the Governing Body hereby consents under the Act to the use of El Campo Health Facilities Development Corporation as Issuer of the Bonds and to the use of the proceeds of the Bonds which shall be used for the benefit of the Corporation.

Section 2. This approval is given in accordance with the provisions of Section 221.030 of the Act, and is not to be construed as an undertaking by the City of Austin, and the Bonds shall never constitute an indebtedness or pledge of the City of Austin within the meaning of any constitutional or statutory provision, and the owners of the Bonds 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 of Austin.

MINUTES APPROVED AND CERTIFIED TO BE TRUE AND CORRECT and to correctly reflect the duly constituted members of the Governing Body, and the attached copy of the Resolution is hereby certified to be a correct copy of an official copy thereof, duly signed by the appropriate officers(s), on file among the official records of the Governing Body, on this 6th day of October, 2005.

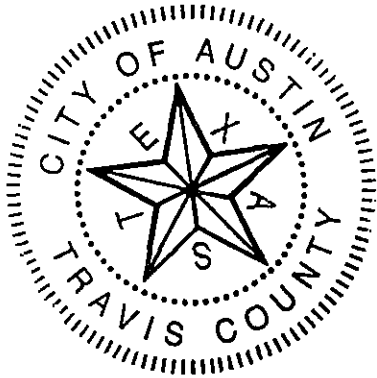


By: Shirley A. Brown
City Clerk

Section 3. The City Manager or any Assistant City Manager is hereby authorized to execute and deliver such endorsements, instruments, certificates, documents, or papers necessary and advisable to carry out the intent and purposes of this Resolution.

Section 4. This Resolution shall take effect immediately from and after its adoption.

PASSED AND APPROVED October 6, 2005.



CITY COUNCIL
CITY OF AUSTIN, TEXAS

By:

City Clerk

Audrey A. Brown