

January 10, 2018

Via email

The Honorable Chris Watts
Mayor of Denton
City Hall
215 E. McKinney Street
Denton, Texas 76201

Re: Consent to financing by New Hope Cultural Education Facilities Finance Corporation and CHF – Collegiate Housing Denton, L.L.C.

Dear Mayor Watts:

The New Hope Cultural Education Facilities Finance Corporation (the “*Issuer*”), a subsidiary of the Town of New Hope, Texas, and CHF – Collegiate Housing Denton, L.L.C. (the “*Company*”) request that you consent to the issuance of the New Hope Cultural Education Facilities Finance Corporation Capital Improvement Revenue Bonds (CHF – Collegiate Housing Denton, L.L.C. – Texas Woman's University Project) Series 2018 (the “*Bonds*”) and projects to be financed with Bond proceeds located within the boundaries of the City of Denton.

Importantly, the City of Denton will not be involved in the financing in any manner. The City of Denton is not being asked to make a loan, guarantee the credit of the Issuer or the Company, or provide funds or credit support for the financing in any manner. The Bonds will not be a debt or liability of the City and the City’s name will not appear on the Bonds.

Because bonds issued for the benefit of educational organizations will not qualify for tax-exempt status unless the bonds have satisfied the public approval requirement of Section 147(f) of the Internal Revenue Code of 1986, as amended (the “*Code*”), the Issuer and the Company respectfully request that you approve the Bonds and the project. In general, the public approval requirement is satisfied if (i) a public hearing is held after reasonable public notice, and (ii) the applicable local governmental units have provided proper and timely public approval. In the case of the Bonds, the applicable local governmental units are the Town of New Hope and the City of Denton. Under Section 147(f) of the Code, approval by the highest elected officials of the governmental unit (*i.e.*, the Town Council of the Town of New Hope or the Mayor of New Hope and the Denton City Council or the Mayor of Denton) is sufficient. This request is being made solely to comply with the Code.

Attached hereto as **Schedule I** are the Minutes of Public Hearing for the City of Denton and the Affidavit of Publication. As reflected in the Minutes of Public Hearing, there were no objections at the



January 10, 2018
Page 2

hearing to the issuance of the Bonds or the projects to be financed.

Enclosed is a draft City Resolution. We request that the matter be added to the City Council agenda. Upon City Council approval, we respectfully ask that you sign three of the enclosed copies of the "Certificate of Mayor" and return each copy to my attention. I am available to discuss this matter with you or answer any questions you may have. My direct telephone number is (214) 754-9261.

Thank you for your assistance.

Sincerely yours,

Joseph E. Eckert

JEE:sf
Enclosures

cc: BJ Crain, Texas Woman's University (bjcrain@twu.edu)

SCHEDULE I

CERTIFICATE OF PUBLIC HEARING OFFICER REGARDING PUBLIC HEARING

Re: *New Hope Cultural Education Facilities Finance Corporation Student Housing Revenue Bonds (CHF – Collegiate Housing Denton, L.L.C. – Texas Woman's University Project) Series 2018A*

The undersigned, B.J. Crain, designated Hearing Officer of New Hope Cultural Education Facilities Finance Corporation (the “*Issuer*”), the Issuer of the above-referenced bonds (the “*Bonds*”), called the Public Hearing of the Issuer held at 304 Administration Drive in the Administrative Conference Tower in Denton, Texas 76204, on November 28, 2017 to order at 1:00 p.m.

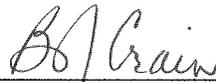
I declared that a Public Hearing required under Section 147(f) of the Internal Revenue Code of 1986 was open for purposes of discussing the Bonds and the projects to be financed, refinanced or constructed with the proceeds of the Bonds (the “*Projects*”) by CHF – Collegiate Housing Denton, L.L.C., an Alabama limited liability company.

I declared that the required notice of the Public Hearing for the Projects was published in the *Denton Record-Chronicle*, being a newspaper of general circulation in the City of Denton, Texas, as evidenced by an Affidavit of Publication attached hereto as **Schedule I**.

I proceeded to hold the Public Hearing. No member of the public attended the Public Hearing and thus no comments were made or discussed about the Projects or the Bonds.

After sufficient time was given for any member of the public to make their comments with respect to the Bonds and the Projects, I declared the Public Hearing closed at 1:30 p.m.

DATED: November 28, 2017.



B.J. Crain, Hearing Officer
New Hope Cultural Education Facilities
Finance Corporation

SCHEDULE I

Affidavit Of Publication

[attached hereto]

NOTICE OF PUBLIC HEARING

Denton Record-Chronicle

Friday, November 10, 2017

NOTICE OF PUBLIC HEARING

The New Hope Cultural Education Facilities Finance Corporation (the "Issuer") will hold a public hearing at 1:00 p.m. on November 28, 2017 at 304 Administration Drive in the Administrative Conference Tower in Denton, Texas 76204. Among items to be discussed will be a proposal for issuance by the Issuer of its Student Housing Revenue Bonds (the "Bonds"), which will be issued in one or more series in an aggregate principal amount not to exceed \$100,000,000. The Bonds will be issued to provide funds to finance the cost of the development, financing, construction, furnishing and equipping of an approximately 900-bed student housing facility and an approximately 32,000 square foot dining facility, along with associated site development and various related amenities and improvements, and other educational facilities, to fund interest on the Bonds, to fund certain start-up costs, to fund a debt service reserve fund for the Bonds, and to pay the costs of issuing the Bonds (collectively, the "Project"). The Project will be owned by CHF - Collegiate Housing Denton, L.L.C., an Alabama limited liability company, the sole member of which is Collegiate Housing Foundation, an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code"). The Project is located at a location bordered by Administration Drive to the South, Bell Avenue to the West and

University Drive to the North, or adjacent thereto, on the Texas Woman's University Campus in Denton, Texas. Members of the public may attend or submit written comments prior to the hearing regarding the Project or the Bonds to the Issuer c/o Joseph E. Eckert, McCall, Parkhurst & Horton L.L.P., 717 North Harwood, Suite 900, Dallas, Texas 75201. This notice is published and the hearing is to be held to satisfy the requirements of Section 147(f) of the Code.

drc 11/10/2017

CERTIFICATE OF THE MAYOR OF THE CITY OF DENTON, TEXAS

The undersigned Mayor of the City of Denton, Texas, (the “City”) hereby certifies with respect to the issuance by the New Hope Cultural Education Facilities Finance Corporation (the “Corporation”) of its Capital Improvement Revenue Bonds (CHF – Collegiate Housing Denton, L.L.C. – Texas Woman's University Project) Series 2018 (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 November 28, 2017, 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 (the “Code”); and

2. Solely for purposes of the approval requirements of the aforesaid Section 147(f) of the Code, and for no other purposes, in my capacity as Mayor, I hereby approve the Bonds and the facilities to be financed with the proceeds of the Bonds; provided, however, THAT THIS APPROVAL SHALL NOT BE CONSTRUED AS (1) A REPRESENTATION OR WARRANTY BY THE CITY, THE MAYOR OF THE CITY, 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 FAITH AND CREDIT OF THE CITY OR THE STATE OF TEXAS OR ANY AGENCY, INSTRUMENTALITY OR POLITICAL SUBDIVISION OF THE STATE OF TEXAS OR THE CITY; OR (3) A REPRESENTATION OR WARRANTY BY THE CITY CONCERNING THE VALIDITY OF THE CORPORATE EXISTENCE OF THE CORPORATION OR THE VALIDITY OF THE BONDS.

Mayor, City of Denton

Date: _____, 2018