

A RESOLUTION APPROVING THE MORTGAGE REVENUE REFUNDING AND IMPROVEMENT BONDS, SERIES 2015, TO BE ISSUED BY THE BOARD OF MANAGERS, JOINT GUADALUPE COUNTY—CITY OF SEGUIN HOSPITAL (DBA GUADALUPE REGIONAL MEDICAL CENTER) TO FINANCE THE ACQUISITION, CONSTRUCTION IMPROVEMENT, REPAIR, OR REHABILITATION OF CERTAIN HOSPITAL FACILITIES OR THE ACQUISITION AND/OR INSTALLATION OF EQUIPMENT OR SUPPLIES FOR CERTAIN HOSPITAL FACILITIES, REFUND CERTAIN PREVIOUSLY ISSUED OBLIGATIONS OF THE ISSUER, AND PAY CERTAIN COSTS ASSOCIATED WITH THE ISSUANCE OF THE BONDS

WHEREAS, the Board of Managers, Joint Guadalupe County–City of Seguin Hospital d/b/a Guadalupe Regional Medical Center (the “**Issuer**”) was jointly appointed by the City Council (the “**City Council**”) of the City of Seguin, Texas (the “**City**”) and the Commissioners Court of Guadalupe County, Texas (the “**County**”), pursuant to the provisions of Subchapter B of Chapter 265, Texas Health and Safety Code, as amended (the “**Act**”), and operates the Guadalupe Regional Medical Center (the “**Hospital**”);

WHEREAS, it has been proposed that the Issuer issue its “Hospital Mortgage Revenue Refunding and Improvement Bonds, Series 2015” (the “**Bonds**”), to be used by the Issuer to (i) finance the costs of the acquisition, construction improvement, repair, or rehabilitation of certain hospital facilities owned by the Issuer in Guadalupe County, Texas, or the acquisition and/or installation of equipment or supplies necessary for such hospital facilities; (ii) refund all of the Issuer’s outstanding bonds, namely its FHA Insured Hospital Mortgage Revenue Bonds (Guadalupe Regional Medical Center Project), Series 2007, and (iii) pay certain of the costs of issuing the Bonds;

WHEREAS, the Issuer has adopted the resolution attached hereto as Exhibit A (the “**Issuer Resolution**”) authorizing the issuance of the Bonds, which is hereby incorporated by reference; capitalized terms used but not defined herein shall have the meanings ascribed to the them in the Issuer Resolution;

WHEREAS, under Section 265.017(c)(2) of the Act, Bonds issued under the Act by the Issuer must be approved by resolutions or orders adopted by the City Council of the City and the Commissioners Court of the County;

WHEREAS, the Bonds and the interest thereon are obligations of the Issuer payable solely from the trust revenues described in the Issuer Resolution, the Indenture and certain amounts on deposit under the Indenture, as well as a deed of trust on the Hospital, and shall not be deemed to constitute an indebtedness or general obligation or a pledge of the faith and credit of the State of Texas, the County, the City, or any other political subdivision of the State of Texas. The owners of the Bonds may not look to any general or other fund of the City or the County; and

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

NOW, THEREFORE, BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF SEGUIN, TEXAS THAT:

Section 1. This Resolution is adopted for the purpose of satisfying the conditions and requirements of Section 265.017(c)(2) of the Act and all other applicable provisions of the Act requiring the approval by the City in connection with the Issuer's issuance of the Bonds.

Section 2. The City, acting by and through its City Council, approves the issuance by the Issuer of the Bonds for the financing described in the Issuer Resolution and relating to the Issuer's Hospital and related facilities, upon the terms and arrangements set forth in the Issuer Resolution and the Indenture. In accordance with Section 265.0174 of the Act, the Bonds will contain the following provision: "The holder of this obligation is not entitled to demand payment of this obligation out of any money raised by taxation by the County or by the City or from any other income of the County or the City. The Board of Managers of the Hospital has no taxing power."

Section 3. The Mayor and each member of the City Council is hereby authorized, jointly and severally, 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. The recitals contained in the preamble hereof are hereby found to be true, and such recitals are hereby made a part of this Resolution for all purposes and are adopted as a part of the judgment and findings of the City Council.

Section 5. All ordinances and resolutions, or parts thereof, which are in conflict or inconsistent with any provision of this Resolution are hereby repealed to the extent of such conflict, and the provisions of this Resolution shall be and remain controlling as to the matters resolved herein.

Section 6. This Resolution shall be construed and enforced in accordance with the laws of the State of Texas and the United States of America.

Section 7. If any provision of this Resolution or the application hereof to any person or circumstance shall be held to be invalid, the remainder of this Resolution and the application of such provision to other persons and circumstances shall nevertheless be valid, and this City Council hereby declares that this Resolution would have been enacted without such invalid provision.

Section 8. It is officially found, determined, and declared that the meeting at which this Resolution is adopted was open to the public and public notice of the time, place, and subject matter of the public business to be considered at such meeting, including this Resolution, was given, all as required by Chapter 551, Texas Government Code, as amended.

Section 9. This Resolution shall be in force and effect from and after its final passage, and it is so resolved.

[Remainder of page left blank intentionally]

PASSED AND APPROVED this 3rd day of November, 2015.

CITY OF SEGUIN, TEXAS

Mayor

ATTEST:

City Secretary

[CITY SEAL]

EXHIBIT A
Issuer Resolution

CERTIFICATE OF CITY SECRETARY

THE STATE OF TEXAS §
 §
COUNTY OF GUADALUPE §
 §
CITY OF SEGUIN §

I, City Secretary of the City of Seguin, Texas, HEREBY CERTIFY as follows:

1. On the 3rd day of November, 2015, the City Council (the "**City Council**") of the City of Seguin, Texas (the "**City**") convened in regular session at its regular meeting place in the City Hall of the City; the duly constituted members of the City Council being as follows:

Don Keil	Mayor
Ernest Leal	Councilmember
Jeannette Crabb	Councilmember
Phil Seidenberger	Councilmember
Tomas V. Castellon, Jr.	Councilmember
Carlos Medrano	Councilmember
Fonda Mathis	Councilmember
Donna Dodgen	Councilmember
Mark Herbold	Councilmember

and all of said persons were present at said meeting, except the following:
_____. Among other business considered at said meeting, the attached resolution entitled:

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was introduced and submitted to the City Council for passage and adoption. After presentation and due consideration of the resolution, a motion was duly made that the resolution be finally passed and adopted in accordance with the City's Home Rule Charter. The motion was seconded and carried by the following vote:

___ voted "For" ___ voted "Against" ___ abstained

all as shown in the official minutes of the City Council for the meeting held on the aforesaid date.

2. The attached resolution is a true and correct copy of the original on file in the official records of the City; the duly qualified and acting members of the City Council on the date of the aforesaid meeting are those persons shown above and, according to the records of my office, each member of the City Council was given actual notice of the time, place, and purpose

of the meeting and had actual notice that the matter would be considered; and that said meeting, and deliberation of the aforesaid public business, was open to the public and written notice of said meeting, including the subject of the entitled resolution, was posted and given in advance thereof in compliance with the provisions of Chapter 551, Texas Government Code, as amended.

IN WITNESS WHEREOF, I have hereunto signed my name officially and affixed the seal of the City, this the 3rd day of November, 2015.

City Secretary, Seguin, Texas

(City Seal)