

**WHEREAS**, North Texas Education Finance Corporation (the "Issuer") is empowered pursuant to Chapter 53, Texas Education Code, to issue bonds and other obligations in order to enable borrowers to acquire, construct, enlarge, extend repair, renovate, or otherwise improve educational facilities or any facilities incidental, subordinate, or related to or appropriate in connection with educational facilities, or for acquiring land to be used for those purposes, or to create operating and debt service reserves for and to pay issuance costs related to the bonds or other obligations; and

**WHEREAS**, the Issuer proposes to execute and deliver one or more bond indentures (the "Bond Indentures") between the Issuer and The Bank of New York Mellon Trust Company, National Association pursuant to which the Issuer will issue its bonds (the "Bonds") and one or more loan agreements (the "Loan Agreements") between the Issuer and Uplift Education ("Uplift") pursuant to which the Issuer will loan the proceeds of the Bonds to Uplift to finance and refinance the cost of acquiring, constructing, improving and equipping certain properties and facilities to be used for educational, administrative, athletic, science and classroom purposes (the "Projects") at the locations in Dallas, Arlington, Fort Worth and Irving specified in the Notice of Public Hearing attached hereto as Exhibit A; and

**WHEREAS**, the organizational documents pursuant to which the Issuer was created require the approval of the City of Dallas to the issuance of bonds or other obligations by the Issuer; and

**WHEREAS**, pursuant to Section 147(f) of the Internal Revenue Code of 1986 (the "Code") the Issuer has published a notice of a public hearing (the "TEFRA Notice") with respect to the Bonds and the Projects, and held such a hearing after reasonable notice, at 7:00 p.m. on March 15, 2012, at Uplift (the "TEFRA Hearing"); and

**WHEREAS**, pursuant to the provisions of Section 147(f) of the Code, the City Council of the City of Dallas, after the TEFRA Hearing, following reasonable notice, must approve the Bonds and the Projects to be financed;

**NOW, THEREFORE,**

**BE IT ORDAINED BY THE CITY COUNCIL OF THE CITY OF DALLAS:**

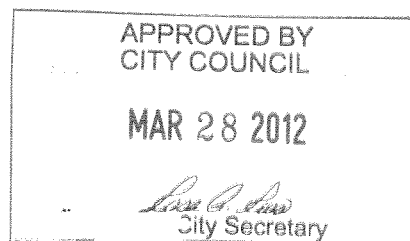
**Section 1.** The City Council approves the issuance of the Bonds in accordance with the requirements of the Issuer's organizational documents.

**Section 2.** The City Council, solely for the purposes of Section 147(f) of the Code, hereby approves the issuance of the Bonds in an amount not to exceed \$90,000,000 and approves the Projects.

March 28, 2012

**Section 3.** The foregoing approvals are given in accordance with the provisions of the Issuer's organizational documents and Section 147(f) of the Code and for no other purposes and are not to be construed as an undertaking by the City of Dallas. The Bonds shall never constitute a liability, indebtedness, or an obligation of the City of Dallas nor shall any of the assets of the City of Dallas be pledged to the payment of the Bonds.

**Section 4.** This resolution shall take effect immediately from and after its passage in accordance with the provisions of the Charter of the City of Dallas and it is accordingly so resolved.



**EXHIBIT A****NOTICE OF PUBLIC HEARING**

The North Texas Education Finance Corporation (the "*Issuer*") will hold a public hearing at 7:00 p.m. on March 15, 2012 in the gymnasium of Peak Preparatory, 4600 Bryan Street, Dallas, Texas 75204. Among items to be discussed will be a proposal for issuance by the Issuer of its Education Revenue Bonds (the "*Bonds*"), which Bonds will be issued in one or more series pursuant to a plan of finance, in an aggregate principal amount not to exceed \$90,000,000. The Bonds will be issued for the purpose of financing and/or refinancing the cost of acquiring, constructing, improving and equipping certain properties and facilities to be used for educational, administrative, athletic, science and classroom purposes (the "*Project*"), which Project will be owned and operated by Uplift Education ("*Uplift*"), a Texas non-profit corporation and an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986. In addition, Bond proceeds may be used to finance capitalized interest, to fund a debt service reserve fund and to pay the costs of issuance of the Bonds. The Project is located at or adjacent to the following addresses: 580, 600, 606 and 620 E. Royal Lane, Irving, Texas 75039; 1401 S. Macarthur Blvd., Irving, Texas 75060; 1750 and 1770 Viceroy Dr., Dallas, Texas 75235; 1919 Burbank St., Dallas, Texas 75235; 2650 Canada Dr., Dallas, Texas 75212; 8915 S. Hampton Road, Dallas, Texas 75237; 2421 Westfall Dr., Dallas, Texas 75232; 1100, 1214, 1300 and 1400 Roosevelt St., Arlington, Texas 76011; 1305 N. Center, Arlington, Texas 76011; 1801 South Beach Street, Fort Worth, Texas 76105; 3600 and/or 3700 Wichita Street, Fort Worth, Texas 76105; 753 W. Illinois Ave., Dallas, Texas 75224; 4511, 4515, 4534, 4536, 4545, 4600, 4603, 4609, 4703, 4705 and 4711 Bryan St., Dallas, Texas 75204; 1408, 1409, 1411, 1412 and 1416 Annex St., Dallas, Texas 75204; 4612, 4616, 4622 and 4626 Virginia St., Dallas, Texas 75204; 4605 Live Oak St., Dallas, Texas 75204; 2020 North Lamar St., Dallas, Texas 75202 (including retail space therein); and 2625 Elm Street, Dallas, Texas 75226. Members of the general 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 Internal Revenue Code of 1986, as amended.