



Travis County Commissioners Court Agenda Request

Meeting Date: August 5, 2014

Prepared By/Phone Number: Andrea Shields, Manager/854-9116

Elected/Appointed Official/Dept. Head: Leroy Nellis, Interim County Executive, Planning and Budget/854-9066

Commissioners Court Sponsor: Samuel T. Biscoe, County Judge

AGENDA LANGUAGE:

Consider and take appropriate action on request to consider and approve findings and resolutions for adoption by Commissioners Court of Travis County, Texas related to issuance of the Roman Forest Education Facilities Finance Corporation revenue bonds for the benefit of Young Men's Christian Association of Austin.

BACKGROUND/SUMMARY OF REQUEST AND ATTACHMENTS: See attached backup.

STAFF RECOMMENDATIONS: Staff recommends approval.

ISSUES AND OPPORTUNITIES: None.

FISCAL IMPACT AND SOURCE OF FUNDING: None.

REQUIRED AUTHORIZATIONS: Andrea Shields, Manager/854-9116; Leroy Nellis, Interim County Executive, Planning and Budget/854-9066

AGENDA REQUEST DEADLINE: All agenda requests and supporting materials must be submitted as a pdf to the County Judge's office, agenda@co.travis.tx.us by Tuesdays at 5:00 p.m. for the next week's meeting.

Andrea Shields

From: Sam Biscoe
Sent: Friday, July 25, 2014 1:02 PM
To: Andrea Shields
Cc: Cliff Blount
Subject: RE: Approval of Travis County/YMCA of Austin

Thanks. Let's place an appropriate item on the agenda. Sam

From: Andrea Shields
Sent: Thursday, July 24, 2014 2:02 PM
To: Sam Biscoe
Cc: Cliff Blount
Subject: Approval of Travis County/YMCA of Austin

Judge Biscoe,

We received the attached request from Hoang Vu at McGuire Woods LLP. There is also some additional information included below. The bonds referenced in the attached materials are being issued by an entity in Montgomery County, Texas and because the facilities to be financed are located in Travis County, they have to obtain the approval of the highest elected official in Travis County. Under Federal Tax Law, you have the ability to sign the approval on your own; however, I know you prefer to have the full court approve these requests.

The TEFRA hearing for this issue was held on July 11, 2014 at the YMCA of Austin Corporate Offices and it is indicated that no one appeared to give comments. Please note that this item is not being requested by the Travis County Corporations, nor are we involved in the bond issue. McGuire Woods is merely requesting the approval I described above from the county.

We plan on having this on the agenda for August 5th. Please let me know if you have any questions or want to discuss further.

Thank you,
Andrea

My apologies for not sending the request directly to you. As a matter of protocol I thought I needed to send it to the Judge's office, but will send to you in the future. We have used Roman Forest Cultural Facilities Finance Corporation for many years though they have not been an issuer for publicly offered deal yet. They were created around April of 2006. Below is a list of the deals that they have been issuer on since 2010:

- YMCA of Metropolitan Dallas – 2013
- North Texas Public Broadcasting, Inc. – 2012
- South Texas Emergency Care Foundation, Inc. – 2011
- St. Anthony Catholic Church – 2011
- Autistic Treatment Center, Inc. – 2010

The City is located at 2430 Roman Forest Blvd in Montgomery County. The City's population is 1,982. We use issuers from small cities because the tax-exempt debt is deemed a Qualified Tax-Exempt Obligation (or Bank Qualified) which

means that the issuer (including its sponsor city or county) cannot issue more than \$10 million of tax-exempt debt in the calendar year. The Corporation's board is as follows:

Richard Driscoll	President
Elizabeth Mullane	Secretary
Elizabeth Atkinson	Director

Please let me know if you need any additional information and thank you for your help.

Hoang Vu

Partner

McGuireWoods LLP

600 Travis, Suite 7500

Houston, Texas 77002

832.255.6323 (Direct)

832.214.9927 (Fax)

hvu@mcguirewoods.com

Karen Thigpen

From: Vu, Hoang <HVu@mcguirewoods.com>
Sent: Wednesday, July 16, 2014 12:55 PM
To: Karen Thigpen
Cc: Andrea Shields; Herzog, Marilyn J.
Subject: RE: Approval of Tax Exempt Financing for YMCA of Austin

Karen:

My apologies for not sending the request directly to you. As a matter of protocol I thought I needed to send it to the Judge's office, but will send to you in the future. We have used Roman Forest Cultural Facilities Finance Corporation for many years though they have not been an issuer for publicly offered deal yet. They were created around April of 2006. Below is a list of the deals that they have been issuer on since 2010:

YMCA of Metropolitan Dallas – 2013
North Texas Public Broadcasting, Inc. – 2012
South Texas Emergency Care Foundation, Inc. – 2011
St. Anthony Catholic Church – 2011
Autistic Treatment Center, Inc. – 2010

The City is located at 2430 Roman Forest Blvd in Montgomery County. The City's population is 1,982. We use issuers from small cities because the tax-exempt debt is deemed a Qualified Tax-Exempt Obligation (or Bank Qualified) which means that the issuer (including its sponsor city or county) cannot issue more than \$10 million of tax-exempt debt in the calendar year. The Corporation's board is as follows:

Richard Driscoll	President
Elizabeth Mullane	Secretary
Elizabeth Atkinson	Director

Please let me know if you need any additional information and thank you for your help.

Hoang Vu

Partner
McGuireWoods LLP
600 Travis, Suite 7500
Houston, Texas 77002
832.255.6323 (Direct)
832.214.9927 (Fax)
hvu@mcguirewoods.com

From: Karen Thigpen [<mailto:Karen.Thigpen@co.travis.tx.us>]
Sent: Wednesday, July 16, 2014 10:35 AM
To: Vu, Hoang
Cc: Andrea Shields
Subject: Approval of Tax Exempt Financing for YMCA of Austin

Good morning, Hoang:

We are in receipt of the letter and resolution you sent to County Judge Samuel Biscoe regarding the request for approval of tax exempt financing for \$5 million for YMCA of Austin. The Judge's office forwards these requests to the Corporations for placement on the Court agenda for approval. Could you please provide some backup/additional information on the Roman Forest Cultural Education Facilities Finance Corporation? As you recall, on some previous tax-exempt deals, the Court has asked for more information, which has delayed approval. Once we have that information for backup, we will get this on the agenda for approval. Thank you very much and have a good day.

Regards,

Karen Thigpen

Assistant Corporations Manager

*Travis County Housing Finance Corporation
Travis County Health Facilities Development Corporation
Travis County Capital Health Facilities Development Corporation
Travis County Cultural and Education Facilities Finance Corporation
Travis County Capital Industrial Development Corporation
Travis County Development Authority*

700 Lavaca, Suite 1560
Austin, TX 78701

512.854.4743 office
512.854.4210 fax

karen.thigpen@co.travis.tx.us

Please check out our new Corporations' Web Portal at <http://www.co.travis.tx.us/corporations/>

McGuireWoods LLP
600 Travis Street
Suite 7500
Houston, TX 77002-2906
Phone: 713.571.9191
Fax: 713.571.9652
www.mcguirewoods.com

McGUIREWOODS

July 11, 2014

BY FEDERAL EXPRESS

The Honorable Samuel T. Biscoe
Travis County Courthouse
700 Lavaca, Suite 2.700
Austin, Texas 78701

Re: Approval of Tax-Exempt Financing for Young Men's Christian Association of Austin

Dear Judge Biscoe:

Young Men's Christian Association of Austin is borrowing, on a tax-exempt basis, a loan for the purpose of acquiring, constructing, providing, and improving facilities for cultural education or community benefit, including financing the construction and improvement, of the Northwest Family Branch YMCA including improving and expanding use of existing space, located at 5807 McNeil Drive, Austin, Texas 78729. Approval is also being requested from the County Judge of Hays County for the two properties located there. The loan is facilitated by Roman Forest Cultural Education Facilities Finance Corporation. McGuireWoods LLP serves as bond counsel for this transaction.

Because the facilities are located within Travis County, Texas, section 147(f) of the Internal Revenue Code, requires that the "highest elected official" of Travis County must approve the transaction after a public hearing is held. The public hearing was held on July 11, 2014, at 10:00 a.m., in the Sumner Dudley Room #103, at the YMCA of Austin Corporate Offices, 3208 Red River Street, Suite 100, Austin, Texas 78705. No person appeared to express his or her view on the transaction. As such, we respectfully request your consent to the transaction. Enclosed please find a Resolution of the Commissioners Court evidencing your consent. This approval is similar to the approval given by the County in 2013 for St. Andrew's Episcopal School and The Girls School of Austin, Inc.

Travis County is not being asked to undertake any financial obligation. The transaction will not be a debt or liability of Travis County. The consent is only for the purpose of complying with federal tax law regarding tax-exempt obligations.

Thank you for your attention to this matter, and please let us know if you have any questions. You can reach me at (832) 255-6323 or HVu@mcguirewoods.com.

Very truly yours,


Hoang Vu

12470/mh
Enclosures

CERTIFICATE FOR RESOLUTION

THE STATE OF TEXAS §

COUNTY OF TRAVIS §

We, the undersigned officers of the Travis County, Texas (the "*County*"), hereby certify as follows:

1. The Commissioners Court of the County convened in a regular meeting on _____, 2014 (the "*Meeting*"), at the designated meeting place, and the roll was called of the duly constituted officers and members of said Commissioners Court, to wit:

Samuel T. Biscoe	County Judge
Ron Davis	Commissioner, Precinct 1
Bruce Todd	Commissioner, Precinct 2
Gerald Daugherty	Commissioner, Precinct 3
Margaret Gómez	Commissioner, Precinct 4

and all of said persons were present, except the following: _____, thus constituting a quorum. Whereupon, among other business, the following was transacted at said Meeting: a written

RESOLUTION APPROVING A FINANCING BY THE ROMAN FOREST CULTURAL EDUCATION FACILITIES FINANCE CORPORATION FOR THE BENEFIT OF YOUNG MEN'S CHRISTIAN ASSOCIATION OF AUSTIN AND RELATED MATTERS.

(the "*Resolution*") was duly introduced for the consideration of said Commissioners Court. It was then duly moved and seconded that said Resolution be adopted and, after due discussion, said motion, carrying with it the adoption of said Resolution, prevailed and carried by the following vote:

AYES: All members of the Commissioners Court shown present above voted "Aye," except as provided below:

NAYS:

ABSTENTIONS:

2. That a true, full and correct copy of the aforesaid Resolution adopted at the Meeting described in the above and foregoing paragraph is attached to and follows this Certificate; that said Resolution has been duly recorded in said Commissioners Court's minutes of said Meeting; that the above and foregoing paragraph is a true, full and correct excerpt from said Commissioners Court's minutes of said Meeting pertaining to the adoption of said Resolution; that the persons named in the above and foregoing paragraph are the duly chosen, qualified and acting officers and members of

said Commissioners Court as indicated therein; that each of the officers and members of said Commissioners Court was duly and sufficiently notified officially and personally, in advance, of the time, place and purpose of the aforesaid Meeting, and that said Resolution would be introduced and considered for adoption at said Meeting, and each of said officers and members consented, in advance, to the holding of said Meeting for such purpose, and that said Meeting was open to the public and public notice of the time, place and purpose of said meeting was given, all as required by Chapter 551, Texas Government Code.

3. That the County Judge of the County has approved and hereby approves the aforesaid Resolution; that the County Judge and the County Clerk of the County have duly signed said Resolution; and that the County Judge and the County Clerk hereby declare that their signing of this Certificate shall constitute the signing of the attached and following copy of said Resolution for all purposes.

SIGNED AND SEALED _____, 2014.

County Clerk

County Judge

(SEAL)

RESOLUTION APPROVING A FINANCING BY THE ROMAN FOREST CULTURAL EDUCATION FACILITIES FINANCE CORPORATION FOR THE BENEFIT OF YOUNG MEN'S CHRISTIAN ASSOCIATION OF AUSTIN AND RELATED MATTERS.

**THE STATE OF TEXAS §
COUNTY OF TRAVIS §**

WHEREAS, the ROMAN FOREST CULTURAL EDUCATION FACILITIES FINANCE CORPORATION ("*Corporation*") created by the City of Roman Forest, Texas has adopted a resolution authorizing the proposed loans (the "*Loans*") in the maximum principal amount of \$5,000,000 among the Corporation, COMPASS BANK (the "*Bank*") and YOUNG MEN'S CHRISTIAN ASSOCIATION OF AUSTIN (the "*Borrower*") as pursuant to Article 1528m, Vernon's Texas Civil Statutes, as amended (the "*Act*") for the purpose of (A) financing the construction, improvement, expansion and renovation of the Northwest Family Branch YMCA including improving and expanding use of existing space, located at 5807 McNeil Drive, Austin, Texas 78729, and (B) paying certain expenses in connection with the issuance of the Loans and paying certain expenses in connection with the issuance of the Loans;

WHEREAS, section 147(f) of the Internal Revenue Code of 1986, as amended (the "*Code*") requires that the issuance of any qualified 501(c)(3) obligations be approved by either the governing body of the County or the chief elected executive officer of the County after a public hearing following reasonable public notice;

WHEREAS, attached hereto as Exhibit A is a Notice of Public Hearing (the "*Public Notice*") which was published in a newspaper of general circulation in the County as required by section 147(f) of the Code which public hearing was conducted by the Corporation and no member of the public appeared at the hearing to express his or her views on the Project; and

THEREFORE, BE IT RESOLVED BY THE COMMISSIONERS COURT OF TRAVIS COUNTY, TEXAS THAT:

Section 1. The County hereby specifically approves the Loans and the Project solely for the purpose of satisfying the requirements of section 147(f) of the Code and for no other purpose and is not to be construed as an undertaking by the County. The Loans shall not constitute a liability, an indebtedness or obligation of the County nor shall any of the assets of the County be pledged to the payment of the Loans.

Section 2. This Resolution shall become effective immediately upon its passage.

EXHIBIT A

NOTICE OF PUBLIC HEARING

NOTICE IS HEREBY GIVEN that the Roman Forest Cultural Education Facilities Finance Corporation (the "Corporation"), a nonprofit corporation created by the City of Roman Forest, Texas pursuant to Article 1528m, Vernon's Texas Civil Statutes, will hold a public hearing on July 11, 2014, commencing at 10:00 a.m., in the Sumner Dudley Room #103, at the YMCA of Austin Corporate Offices, 3208 Red River Street, Suite 100, Austin, Texas 78705, to provide an opportunity for all interested persons to be heard with respect to a proposed loan from Compass Bank (the "Bank") to the Corporation in the maximum amount of \$5,000,000 and a proposed loan from the Corporation to Young Men's Christian Association of Austin (the "Borrower") in the same amount (collectively, the "Loans"); all pursuant to a Loan Agreement by and among the Corporation, the Bank and the Borrower.

The Loans are being made for the purpose of (A) financing the construction, improvement, expansion and renovation of (i) the Springs Family YMCA including new fitness space and swimming pools, located at 27216 Ranch Road 12 South, Dripping Springs, Texas 78620, (ii) the Hays Communities YMCA including new fitness space, gymnasium and parking, located at 465 Buda Sportsplex Drive, Buda, Texas 78610, and (iii) the Northwest Family Branch YMCA including improving and expanding use of existing space, located at 5807 McNeil Drive, Austin, Texas 78729; and (B) paying certain expenses in connection with the Loans (collectively, the "Project"). The Project is owned by the Borrower. The Loans are not payable out of taxes and are secured by and payable solely from funds provided by the Borrower.

All interested persons are invited to attend the hearing to express their views, both orally and in writing, with respect to the Loans and the Project. Any interested persons unable to attend the hearing may submit their views in writing to the President of the Board of Directors of the Corporation c/o McGuireWoods LLP, Attn: Hoang Vu, 600 Travis Street, Suite 7500, Houston, Texas 77002, prior to the date scheduled for the hearing.

ROMAN FOREST CULTURAL EDUCATION FACILITIES FINANCE CORPORATION

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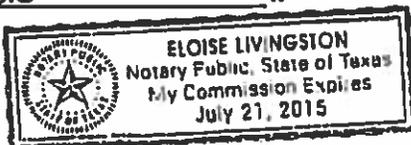
ROMAN FOREST CULTURAL EDUCATION FACILITIES FINANCE CORPORATION

Carol Kline

SWORN AND SUBSCRIBED TO BEFORE ME, on
06/27/2014

Eloise Livingston

Notary Public In and for
TRAVIS COUNTY, TEXAS



**STATE OF TEXAS
COUNTY OF TRAVIS**

Before me, the undersigned authority, a Notary Public in and for the County of Travis, State of Texas, on this day personally appeared Carolyn Kline, Advertising Agent of the Austin American-Statesman, a daily newspaper published in said County and State that is generally circulated in Bastrop, Bell, Blanco, Brazos, Burleson, Burnet, Caldwell, Colorado, Comal, Coryell, Fayette, Gillespie, Gonzales, Guadalupe, Hays, Kerr, Lampasas, Lee, Llano, Milam, Nueces, San Saba, Travis, Washington and Williamson Counties, who being duly sworn by me, states that the attached advertisement was published at the lowest published rate for Classified advertising in said newspaper on the following date(s), to wit: MCGUIREWOODS LLP, 267375_0627 - ROMAN FOREST CULTURAL, First date of Publication 06/27/2014, Last date of Publication 06/27/2014, Web and print times Published 2, Legal Notices, 1 X 65, and that the attached is a true copy of said advertisement.

**SLEGAL ROMAN FOREST CULTURAL
EDUCATION**
Ad ID: 536932
Ad Cost: 711.10

CERTIFICATE OF PUBLIC HEARING

I, the undersigned, hereby certify in connection with a transaction to be entered into by the Roman Forest Cultural Education Facilities Finance Corporation (the "*Corporation*"), Young Mens Christian Association of Austin ("*Borrower*") and Compass Bank (the "*Bank*") in the maximum principal amount of \$5,000,000 (the "*Financing*") for the benefit of Borrower, as follows:

1. I served as Hearing Officer for the Corporation for the purpose of financing the improvement, expansion and renovation of (i) the Springs Family YMCA including new fitness space and swimming pools, located at 27216 Ranch Road 12 South, Dripping Springs, Texas 78620, (ii) the Hays Communities YMCA including new fitness space, gymnasium and parking, located at 465 Buda Sportsplex Drive, Buda, Texas 78610, and (iii) the Northwest Family Branch YMCA including improving and expanding use of existing space, located at 5807 McNeil Drive, Austin, Texas 78729. A portion of the proceeds of the Financing will be used to pay certain expenses in connection with the issuance of the Financing.

2. Such hearing was conducted on July 11, 2014, commencing at 10:00 a.m., in the Sumner Dudley Room #103, at the YMCA of Austin Corporate Offices, 3208 Red River Street, Suite 100, Austin, Texas 78705, which building and office was open to the public for purposes of the hearing.

3. At the time for the commencement of the hearing, comments, either orally or in writing, were publicly requested on the Project and the Financing.

4. At the hearing,

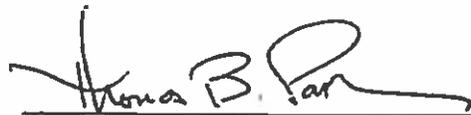
no persons presented comments orally or in writing.

the comments summarized on the attached were made orally by the persons listed therein.

the written comments attached hereto were presented.

5. No time limitations were imposed on any public comments.

IN WITNESS WHEREOF, I have hereunto set my hand this July 11, 2014.



Hearing Officer