

RESOLUTION APPROVING A BOND RESOLUTION BY
ABILENE HEALTH FACILITIES DEVELOPMENT CORPORATION
PROVIDING FOR THE ISSUANCE OF BONDS FOR
SEARS METHODIST RETIREMENT SYSTEM, INC.

THE STATE OF TEXAS :
CITY OF ABILENE :

WHEREAS, Abilene Health Facilities Development Corporation (the "Issuer") was created under the auspices of the City of Abilene, Texas; and

WHEREAS, a public hearing was held with respect to the issuance of bonds by the Issuer for the benefit of Sears Methodist Retirement System, Inc. (the "Obligated Group Representative"); and

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


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

Section 1. The "Resolution of Abilene Health Facilities Development Corporation concerning issuance of revenue bonds with respect to certain health facilities of Sears Methodist Retirement System, Inc. and authorizing the execution and delivery of all financing documents relating to the issuance, sale, and delivery of such bonds, including a Supplemental Bond Indenture No. 1, an Amendment No. 1 to Loan Agreement, a Bond Purchase Agreement and other documents in connection therewith" in substantially the form and substance attached to this Resolution and made a part hereof for all purposes, is hereby specifically approved, and the Supplemental Bond Indenture No. 1, Amendment No. 1 to Loan Agreement and Bond Purchase Agreement described therein are hereby specifically approved, and the Series 1999 Bonds in the maximum aggregate principal amount of \$14,000,000 may be issued pursuant thereto for the purpose of financing and refinancing the costs of certain health facilities as described in said resolution, establishing a debt service reserve fund and paying a portion of the cost of issuance.

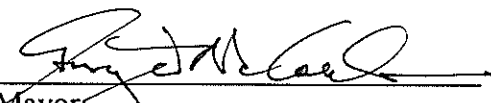
Section 2. The City of Abilene hereby approves the issuance of the aforesaid Series 1999 Bonds in the maximum aggregate principal amount of \$14,000,000 for the Obligated Group Representative, and further approves the Project as described in the Loan Agreement relating to the Series 1999 Bonds, and such approval shall be solely for the purposes of Section 147(f) of the Internal Revenue Code of 1986 and the City of Abilene shall have no liabilities for the payment of the Series 1999 Bonds nor shall any of its assets be pledged to payment of the Series 1999 Bonds.

PASSED AND APPROVED, this the 28th day of January, 1999.

ATTEST:

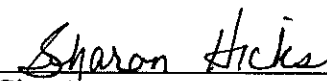


City Secretary



Mayor

APPROVED:



City Attorney