

**GENERAL CERTIFICATE OF TRINITY UNIVERSITY**

We, the undersigned, being the President and Vice President for Finance and Administration of TRINITY UNIVERSITY (the "*University*"), do hereby certify as follows:

1. This Certificate is given in connection with the issuance of the **CITY OF SAN ANTONIO, TEXAS EDUCATION FACILITIES CORPORATION HIGHER EDUCATION REVENUE IMPROVEMENT BONDS (TRINITY UNIVERSITY PROJECT), SERIES 2013** (the "*Bonds*") being issued by the **CITY OF SAN ANTONIO, TEXAS EDUCATION FACILITIES CORPORATION** (the "*Issuer*"). The Bonds are being issued pursuant to an Amended and Restated Indenture of Trust between the Issuer and **WELLS FARGO BANK TEXAS, NATIONAL ASSOCIATION** (the "*Trustee*"), dated as of December 1, 2013 (the "*Indenture*"). The capitalized terms used herein, but not defined herein, shall have the meanings given to such terms in the Indenture.

**MATTERS RELATING TO CORPORATE AUTHORITY OF THE UNIVERSITY**

2. The attached are true and correct copies of various instruments related to the University which are on file in the permanent records of the University:

Exhibit A - Articles of Incorporation of the University, including all amendments to the date hereof;

Exhibit B - Bylaws of the University, including all amendments to the date hereof;

Exhibit C - Internal Revenue Service determination letter relating to the University being exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended;

Exhibit D - Resolution of the Board of Trustees of the University relating to the issuance of the Bonds;

Exhibit E - Resolution of the Finance and Property Committee of the Board of Trustees of the University relating to the issuance of the Bonds;

Exhibit F - Certificate of Existence from the Secretary of State of Texas regarding the corporate existence of the University; and

Exhibit G - Certification of Account Status from the Comptroller of Public Accounts of the State of Texas regarding the good standing of the University.

3. The University is duly incorporated, validly existing and in good standing under the laws of the State of Texas, and is a degree-granting university corporation accredited by the Southern Association of Colleges and Schools.

4. The following persons holding the office set forth opposite their names are the duly qualified and acting officers of the University as shown and are designated to act as a "University Representative" (as such term is defined in the Loan Agreement), and appearing to the right of each office listed below is the true and correct signature of the person holding such office:

<u>NAME</u>	<u>TITLE</u>	<u>SIGNATURE</u>
Dennis A. Ahlburg, Ph.D	President	_____
Gary Logan	Vice President for Finance and Administration	_____

**MATTERS RELATING TO FINANCING DOCUMENTS**

5. In connection with the issuance of the Bonds, the University is a party to the following documents:

<u>NAME OF DOCUMENT</u>	<u>DATED DATE</u>	<u>OTHER PARTIES TO THE DOCUMENT</u>
Amended and Restated Loan Agreement	December 1, 2013	Issuer
Purchase Contract	December __, 2013	Issuer and the Underwriters named therein

6. The University has obtained all consents, permits, licenses and approvals of, and has made all registrations and declarations with, governmental authorities required under law to authorize the issuance, execution and delivery by the University of the documents described in paragraph 5 above.

7. There has been no change or threatened change in the status of the University as a non-profit corporation exempt from federal income taxation under Section 501(c)(3) of the Code or its liability for federal income taxes for any tax year ended before the date hereof.

8. The Bonds, the Loan Agreement, the Indenture, and the Purchase Contract (collectively, the "***Bond Documents***") submitted to the Attorney General of the State of Texas are in substantially the form approved by the Board of Trustees of the University and have not been rescinded, and the due performance thereof by the University has been authorized by the Board of Trustees of the University.

9. The terms of and the performance of the Bond Documents by the University are not in conflict with the Articles of Incorporation or Bylaws of the University or any other agreement or instrument to which the University is a party or to which the University is subject.

10. No event has occurred since the date of the University's application to the Issuer to issue the Bonds or the date of the Official Statement relating to the issuance of the Bonds that would result in a material adverse change in the financial condition of the University or in the University's ability to perform its obligations under the Bond Documents.

11. (i) The Bond Documents to which the University is a signatory were fully executed by the University; (ii) all necessary permits and approvals of governmental bodies or agencies with respect to the issuance and sale of the Bonds have been received (or, with respect to the approval of the Attorney General of Texas and the registration of the Bonds by the Comptroller of Public Account of the State of Texas, are expected to be received); (iii) there is no default under any agreement to which the University is a party which would have a material adverse effect on the University; (iv) no litigation is pending or threatened with respect to the authority of the University to enter into the Bond Documents to which it is a party or to perform its obligations thereunder; (v) the Project is located on the campus of the University within the boundaries of the City of San Antonio, Texas; and (vi) the Resolution of the Board of Trustees of the University attached hereto as Exhibit D was approved at a duly called meeting of the Board of Trustees at which a quorum was present, and such Resolution is in full force and effect as of the date of this Certificate.

**AUTHORIZATION OF ATTORNEY GENERAL TO DATE CERTIFICATE**

13. It is requested that the Texas Attorney General examine and approve the Bonds in accordance with law, and after such approval, that the Bonds be delivered to the Comptroller of Public Accounts for registration. Upon approval of the Bonds, the Attorney General is hereby authorized and directed to date this Certificate concurrently with the date of approval of the Bonds. If any litigation or contest should develop pertaining to the Bonds or any other matters covered by this Certificate, the undersigned will notify the Attorney General immediately by telephone and facsimile. With this assurance the Attorney General can rely on the absence of any such litigation or contest, and on the veracity and currency of this Certificate, at the time of the approval of the Bonds, unless notified otherwise as aforesaid.

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Executed this \_\_\_\_\_ day of December, 2013.

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Dennis A. Ahlburg, Ph.D  
President  
Trinity University

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Gary Logan  
Vice President for Finance and Administration  
Trinity University

Signature Page to the General Certificate of Trinity University Relating to the  
City of San Antonio, Texas Education Facilities Corporation  
Higher Education Revenue Improvement Bonds (Trinity University Project), Series 2013

## CERTIFICATE APPROVING THE FINAL TERMS OF THE BONDS

I, the undersigned, in my capacity as the Chairman of the Finance and Property Committee (the "**F&P Committee**") of the Board of Trustees of **TRINITY UNIVERSITY** (the "**University**") pursuant to a resolution adopted by the F&P Committee on October 10, 2013 (the "**F&P Committee Resolution**"), hereby certify as follows:

**1. GENERAL.** This Certificate is given in connection with the issuance by the **CITY OF SAN ANTONIO, TEXAS EDUCATION FACILITIES CORPORATION** (the "**Issuer**"), at the request of the University, of the Issuer's **CITY OF SAN ANTONIO, TEXAS EDUCATION FACILITIES CORPORATION HIGHER EDUCATION REVENUE IMPROVEMENT BONDS, SERIES 2013 (TRINITY UNIVERSITY PROJECT), SERIES 2013** (the "**Bonds**"). All capitalized terms used in this Certificate which are not otherwise defined herein shall have the same meanings as set forth in the Amended and Restated Indenture of Trust, dated as of December 1, 2013, between the Issuer and Wells Fargo Bank, National Association, as Trustee, pursuant to which the Bonds are being issued and delivered.

**2. APPROVAL OF DELEGATED OFFICERS.** Pursuant to authority granted by Section 2 of the Committee Resolution, the undersigned (as the Chairman of the F&P Committee), Dr. Dennis A. Ahlburg (as the President of the University), and Gary L. Logan (as the Vice President for Finance and Administration of the University) met on December \_\_, 2013, and, following consultations with representatives of Public Financial Management, Inc., as the University's Financial Advisor, unanimously approved the final terms of the Bonds, which are set forth in paragraphs 3 and 4 below.

**3. DATED DATE AND AGGREGATE PRINCIPAL AMOUNT OF THE BONDS.** The University approves and acknowledges that the Bonds shall be dated December 1, 2013, and shall be issued in the aggregate principal amount of \$\_\_\_\_\_.

**4. PRINCIPAL AMOUNTS, INTEREST RATES, AND REDEMPTION PROVISIONS.**

(a) *Principal Amounts and Interest Rates.* The University approves and acknowledges that the Bonds shall (i) mature on **June 1** in each of the years and in the respective principal amounts, and (ii) bear interest from the date of initial delivery of the Bonds to their respective date of maturity or prior redemption at the respective interest rates, all as set forth below:

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**CITY OF SAN ANTONIO, TEXAS EDUCATION FACILITIES CORPORATION  
HIGHER EDUCATION REVENUE IMPROVEMENT BONDS  
(TRINITY UNIVERSITY PROJECT), SERIES 2013**

<u>YEAR OF MATURITY</u>	<u>PRINCIPAL AMOUNT (\$)</u>	<u>INTEREST RATE (%)</u>	<u>YEAR OF MATURITY</u>	<u>PRINCIPAL AMOUNT (\$)</u>	<u>INTEREST RATE (%)</u>
2014	_____	_____	2029	_____	_____
2015	_____	_____	2030	_____	_____
2016	_____	_____	2031	_____	_____
2017	_____	_____	2032	_____	_____
2018	_____	_____	2033	_____	_____
2019	_____	_____	2034	_____	_____
2020	_____	_____	2035	_____	_____
2021	_____	_____	2036	_____	_____
2022	_____	_____	2037	_____	_____
2023	_____	_____	2038	_____	_____
2024	_____	_____	2039	_____	_____
2025	_____	_____	2040	_____	_____
2026	_____	_____	2041	_____	_____
2027	_____	_____	2042	_____	_____
2028	_____	_____	2043	_____	_____

b. Interest Payment Dates. The University approves and acknowledges that interest on the Bonds shall be payable on each June 1 and December 1, commencing on June 1, 2014, until stated maturity or redemption.

c. Optional Redemption. The University approves and acknowledges that the Bonds maturing on and after June 1, 20\_\_, may be redeemed prior to their scheduled maturities, at the option of the University, on June 1, 20\_\_, or on any date thereafter at the redemption price equal to par plus accrued interest to the date fixed for redemption.

d. Mandatory Sinking Fund Redemption. The University approves and acknowledges that the Bonds maturing on June 1 in the years 20\_\_, 20\_\_, and 20\_\_ (the "**Term Bonds**") are subject to mandatory redemption prior to maturity in part by lot, at a price equal to the principal amount thereof plus accrued interest to the date of redemption, on June 1 in the respective years and principal amounts shown below:

TERM BONDS MATURING JUNE 1, 20__		TERM BONDS MATURING JUNE 1, 20__	
Redemption Date	Principal Amount (\$)	Redemption Date	Principal Amount (\$)
June 1, 20__		June 1, 20__	
June 1, 20__		June 1, 20__	
June 1, 20__*		June 1, 20__*	

TERM BONDS MATURING JUNE 1, 20__	
Redemption Date	Principal Amount (\$)
June 1, 20__	
June 1, 20__	
June 1, 20__*	

\*Maturity

**4. PURCHASE PRICE OF THE BONDS.** The University approves and acknowledges that the Bonds shall be purchased by the Underwriters at a price equal to \$\_\_\_\_\_ (which amount is equal to par, plus/less original issue premium/discount on the Bonds of \$\_\_\_\_\_, less Underwriters discount of \$\_\_\_\_\_), and no accrued interest.

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***EXECUTED AS OF THE \_\_\_\_ DAY OF DECEMBER, 2013 TO EVIDENCE THE APPROVAL ON SUCH DATE OF THE FINAL TERMS OF THE BONDS BY THE DESIGNATED OFFICERS OF TRINITY UNIVERSITY IN ACCORDANCE WITH SECTION 2 OF THE F&P COMMITTEE RESOLUTION.***

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Chairman  
Finance and Property Committee  
Trinity University

Signature Page to "Certificate Approving the Final Terms of the Bonds" Relating to the  
City of San Antonio, Texas Education Facilities Corporation  
Higher Education Revenue Improvement Bonds,  
(Trinity University Project) Series 2013