

**TRINITY BASIN PREPARATORY
MEETING OF THE BOARD OF DIRECTORS
2730 N HWY 360
GRAND PRAIRIE, TEXAS, 75050
MONDAY, JUNE 1, 2020**

12:00 P.M. OPEN SESSION

ALL MEMBERS OF THE BOARD PARTICIPATING IN THIS MEETING WILL PARTICIPATE VIA VIDEO OR TELEPHONE CONFERENCE IN ACCORDANCE WITH THE GOVERNOR'S AUTHORIZATION CONCERNING SUSPENSION OF CERTAIN OPEN MEETING LAW REQUIREMENTS FOR COVID-19 DISASTER.

Members of the public may access the meeting via telephone by dialing 1-346-248-7799 or 1-669-900-6833 (using meeting ID: 676 870 7552) or by using the following videoconference link: <https://esc11.zoom.us/j/6768707552>. A quorum of members of the Board will participate in the meeting and will be audible to the public.

I. CALL TO ORDER:

II. OPEN SESSION

III. NON-AGENDA RELATED PUBLIC COMMENTS

This forum allows anyone in attendance to address the Board on any matter except personnel and individual student issues. Any personnel concerns should be brought to the attention of the CEO prior to the meeting. Speakers will be limited to three (3) minutes. Non-agenda items will be taken for no more than 30 minutes.

IV. ACTION ITEMS:

- a. Consider and/or vote on resolution authorizing a borrowing to finance educational facilities, approving the issuance of bonds, and delegating authority to effect the sale, issuance and delivery of bonds**
- b. Consider and/or vote on Master Interlocal Agreement with Region 11 Service Center**
- c. ADJOURNMENT**

V. CLOSED SESSION PER TEXAS GOVERNMENT CODE. If at any time during the meeting, the Board determines that a closed or executive meeting is required, then such closed or executive meeting will be held by the Board as authorized by the Texas Open Meetings Act, including, but not limited to the following sections:

- a. Private Consultation with the Board's Attorney (Sec. 551.071)**
- b. School Children; School District Employees; Disciplinary Matter or Complaint (Sec. 551.082)**

VI. ADJOURNMENT

CERTIFICATE AS TO POSTING OR GIVING OF NOTICE

On this ___ day of May, 2020, at ___ a.m., this notice was posted on Trinity Basin's website (www.trinitybasin.net) and readily accessible to the general public at all times for 72 hours preceding the scheduled time of the meeting.

Randy Shaffer
Chief Executive Officer
Trinity Basin Preparatory

A.

Bond

Resolution

RESOLUTION OF THE BOARD OF DIRECTORS OF TRINITY BASIN PREPARATORY, INC. AUTHORIZING A BORROWING FROM THE ARLINGTON HIGHER EDUCATION FINANCE CORPORATION TO FINANCE EDUCATIONAL FACILITIES, APPROVING THE ISSUANCE OF BONDS, DELEGATING AUTHORITY TO EFFECT THE SALE, ISSUANCE AND DELIVERY OF BONDS AND TO APPROVE, EXECUTE AND DELIVER CERTAIN DOCUMENTS RELATED THERETO, AND CONTAINING OTHER RELATED MATTERS

WHEREAS, the Board of Directors (the “Board”) of Trinity Basin Preparatory, Inc. (the “Company”) has determined that it is in the best interest of the Company to enter into a borrowing to finance and refinance the acquisition, construction, renovation and equipping of certain educational facilities described in Exhibit A attached hereto (the “Project”), and (ii) to pay the costs of such financing; and

WHEREAS, Chapter 53, Texas Education Code, as amended (the “Act”), authorizes and empowers the Arlington Higher Education Finance Corporation (the “Issuer”) to issue revenue bonds to finance the cost of an “educational facility,” as defined in the Act; and

WHEREAS, the Company has requested (the “Company Request”) that the Issuer issue bonds designated the Arlington Higher Education Finance Corporation Education Revenue Bonds (Trinity Basin Preparatory, Inc.) Series 2020A and Arlington Higher Education Finance Corporation Taxable Education Revenue Bonds (Trinity Basin Preparatory, Inc.) Series 2020B (the “Bonds”) in a combined aggregate principal amount not to exceed \$60,000,000 pursuant to a Trust Indenture and Security Agreement (the “Bond Indenture”) between the Issuer and Wilmington Bank, National Association, as bond trustee (the “Bond Trustee”); and

WHEREAS, the proceeds of the Bonds will be loaned by the Issuer to the Company pursuant to a Loan Agreement (the “Loan Agreement”) between the Issuer and the Company; and

WHEREAS, in the Loan Agreement, the Company will agree to make payments in the amounts and at the times required to pay all principal of and interest and premium, if any, on the Bonds, together with other payments with respect thereto; and

WHEREAS, the Company has previously entered into a Master Trust Indenture and Security Agreement (the “Master Indenture”), dated as of August 1, 2014, between the Company and Wilmington Trust, National Association, as master trustee (the “Master Trustee”), for the purpose of pledging certain revenues of the Company to secure the debt of the Company issued pursuant thereto; and

WHEREAS, the Loan and the obligations of the Company under the Loan Agreement will be evidenced by promissory notes (the “Notes”) issued pursuant to the Master Indenture, to be delivered by the Company to the Issuer and assigned by the Issuer to the Bond Trustee; and

WHEREAS, as additional security it is proposed that the Company enter into one or more deeds of trust (collectively, the “Deed of Trust”) encumbering the real property constituting the Project for the benefit of the Master Trustee; and

WHEREAS, the Board now desires to (i) approve and ratify the submission of the Company Request to the Issuer with respect to the issuance of the Bonds; (ii) approve the issuance of the Bonds; (iii) delegate the authority to effect the sale, issuance, and delivery of the Bonds to each of the President of the Board of Directors of the Company, the Chief Executive Officer, the Chief Financial Officer, and Chief Legal and Operations Officer (the “Authorized Representatives” and each an “Authorized Representative”), (iii) authorize the execution, delivery and performance by the Company of the documents relating to the sale, issuance, and delivery of the Bonds, and (iv) take and authorize certain other actions in connection with the foregoing;

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF TRINITY BASIN PREPARATORY, INC., as follows:

RESOLVED, that the action or directed action of the Company in connection with the submission of the Company Request to the Issuer for the issuance of the Bonds is hereby approved and ratified; and

RESOLVED FURTHER, that the Company hereby authorizes and approves the issuance of the Bonds in a combined aggregate principal amount not to exceed \$60,000,000 pursuant to the Bond Indenture; and

RESOLVED FURTHER, that the Company hereby authorizes each of the Authorized Representatives to take all actions and approve the form, terms, and provisions of and to execute and deliver or certify to the Company’s approval of all such agreements, instruments and other documents (the “Transaction Documents”) on behalf of the Company as they may deem necessary or desirable (as conclusively evidenced by the taking of such action or the execution and delivery of such agreements, instruments or other documents by the Authorized Representatives) in connection with the issuance of the Bonds by the Issuer and the Loan to the Company or in order to effectuate the further purposes of any of these resolutions, including without limitation those Transaction Documents specifically described below:

- (i) the Loan Agreement;
- (ii) the Supplemental Master Trust Indenture amending and supplementing the Master Indenture to authorize the issuance of the Notes;
- (iv) the Notes;
- (v) the Bond Indenture, which shall include the final terms of the Bonds, including, without limitation, the aggregate principal amount of the Bonds, the years in which the Bonds will mature, the principal amount to mature in each year of maturity, the dated date, the rate of interest to be borne by each such maturity, any optional and mandatory redemption provisions, and the places of payment;
- (v) the Deed of Trust;
- (vi) a Bond Purchase Agreement among the Issuer, BB&T Capital Markets (the “Underwriter”), and the Company, the terms of which will provide for the sale of the Bonds;

(vii) the Preliminary Official Statement for use in the initial offering and sale of the Bonds and a final Official Statement reflecting the final terms of the Bonds. The Authorized Representatives are hereby authorized to deem final the Preliminary Official Statement as of its date, within the meaning of subparagraph (b)(1) of Rule 15c(2)-12 of the Securities and Exchange Commission, and the Authorized Representatives or other appropriate officials of the Company are hereby authorized to sign and/or to deliver a certificate pertaining to such Official Statement as prescribed therein; and

(viii) any and all documents, certificates, financing statements, filings, and other instruments, any agreements, covenants, options, remedies or restrictions, whether or not herein mentioned, as the Authorized Representatives may determine to be necessary or desirable in order to carry out the issuance, sale and delivery of the Bonds, the guarantee of the Bonds by the Permanent School Fund, the Loan to the Company, the acquisition of title insurance, the financing, acquisition, construction, and completion of the Project, and the terms and provisions of this resolution and the documents described herein; and

RESOLVED FURTHER, that the Authorized Representatives may consent to and approve such changes or amendments to such Transaction Documents, as they may deem necessary or desirable to effect the transactions contemplated hereby, such approval to be conclusively evidenced by their execution and delivery of such documents; and

RESOLVED FURTHER, upon execution and delivery, the Transaction Documents shall be valid and binding obligations of the Company enforceable in accordance with their respective terms and the proper officers, agents, and employees of the Company are hereby authorized, empowered, and directed to do all such acts and things and to executed and deliver such documents as may be necessary to carry out and comply with the provisions of the Transaction Documents;

RESOLVED FURTHER, that the Secretary or any other officer of the Company is hereby authorized to certify to the due adoption of this Resolution and to provide certified copies of this Resolution to any party in connection with the transactions contemplated by this Resolution and to attest the execution of any Transaction Document by any other officer on behalf of the Company; and

RESOLVED FURTHER, that the Company hereby confirms, approves and ratifies all agreements signed by any officer of the Company and any action taken by any officer on behalf of the Company in connection with the foregoing matters.

* * *

PASSED AND APPROVED the 1st day of June, 2020.

By: _____
President, Board of Directors

By: _____
Secretary, Board of Directors

EXHIBIT A

The Project

The Project consists of financing and refinancing the costs of acquiring, constructing, improving, renovating, furnishing, and equipping the following “educational facilities” (as defined in Chapter 53, Texas Government Code) of the Company:

- a. Mesquite Campus located at 2901 E. Meadows Blvd, Mesquite, Texas; and
- b. Panola Campus located 4400 Panola Ave., Fort Worth, Texas.

B.
Region 11
Service Center
Master Interlocal
Agreement



Master Interlocal Agreement (MIA)

This Master Interlocal Agreement (“Agreement”) is made by and between Education Service Center Region 11 (“ESC Region 11”) and _____ (“Local Government”), (collectively referred to as the “Parties” or individually as the “Party”) acting herein by and through their respectively authorized officers or employees.

PREMISES

WHEREAS, Chapter 791 of the Texas Government Code authorizes local governments to contract with each other to provide governmental functions and services; and

WHEREAS, The Parties wish to enter into this Agreement to provide local governments with greater efficiency and economy in purchasing products and services; and

WHEREAS, the governing bodies of the Parties, individually and together, do hereby adopt and find the foregoing promises as findings of said governing bodies; and

NOW THEREFORE, premises considered, and in consideration of and conditioned upon the mutual covenants and agreements, herein, the Parties hereto mutually agree as follows:

AGREEMENT

- Term:** This Agreement is effective from the date of the last signature and shall automatically renew annually unless either party gives sixty (60) days prior written notice of non-renewal.
- Purpose:** This Agreement shall: (1) Allow the Local Government to purchase products or services by purchase order contract, agreement, or other appropriate legal method from ESC Region 11; and (2) Allow the Local Government to join ESC Region 11-sponsored purchasing cooperatives in order to purchase products or services from vendors which have been properly awarded contracts through statutorily authorized methods.
- Relationship:** The relationship between the Parties is that of Independent Contractor. Neither Party has the authority to bind the other in any manner. The Local Government may be required to enter into subsequent contractual arrangements with ESC Region 11 for specific products or services.
- Agreement and Interpretation:** The Parties covenant and agree that any litigation relating to this agreement, the terms, and conditions of the agreement will be interpreted according to the laws of the State of Texas and venue shall be exclusively in Tarrant County, Texas.
- Each party paying for the performance of governmental functions or services must make those payments from current revenues available to the paying party.

Local Government

Name of Local Government

Address of Local Government

Contact Name and Telephone Number

Board President or Authorized Rep Signature /Date

Board Approval Date (if applicable)

ESC Region 11

1451 S. Cherry Lane
White Settlement, Texas 76108
Attn: Purchasing

Authorized Representative Signature

Date

Authorized Representative Title