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A RESOLUTION BY THE BOARD OF TRUSTEES OF THE MAGNOLIA INDEPENDENT SCHOOL DISTRICT PROVIDING FOR THE DEFEASANCE AND CALLING FOR REDEMPTION CERTAIN CURRENTLY OUTSTANDING OBLIGATIONS DESIGNATED AS “MAGNOLIA INDEPENDENT SCHOOL DISTRICT UNLIMITED TAX SCHOOL BUILDING BONDS, SERIES 2023”; DIRECTING THAT THE BOARD SECRETARY, OR HER DESIGNEE, EFFECTUATE THE REDEMPTION OF THESE OBLIGATIONS; AUTHORIZING THE EXECUTION OF AN ESCROW AGREEMENT; AND OTHER MATTERS IN CONNECTION THEREWITH

WHEREAS, the Board previously adopted an order (the *Order*) on February 7, 2023 authorizing the issuance of obligations designated as “Magnolia Independent School District Unlimited Tax School Building Bonds, Series 2023”, dated February 15, 2023, in the original principal amount of \$213,345,000 (the *Obligations*); and

WHEREAS, the Obligations are currently outstanding in the principal amount of \$188,445,000 and mature on August 15 in each of the years 2025 through 2045 and 2047; and

WHEREAS, the Obligations maturing on and after August 15, 2033 to are subject to redemption on August 15, 2032 (the *Redemption Date*) or any date thereafter, at the option of the District; and

WHEREAS, the Order provides the notice requirements to effectuate the defeasance redemption of the Obligations (the *Defeased Obligations*); and

WHEREAS, it is in the best interest of the District and the citizens of the District to defease and redeem a portion of the Obligations as herein provided in order to terminate the payment of interest thereon and to reduce the District’s aggregate debt service requirements in the years subsequent to the redemption date; now, therefore,

BE IT RESOLVED BY THE BOARD OF TRUSTEES OF THE MAGNOLIA INDEPENDENT SCHOOL DISTRICT THAT:

SECTION 1: A portion of the Obligations in an amount not less than \$12,000,000.00 (but to include such additional amounts due to availability of funds, as hereinafter described), eligible to be defeased and ultimately redeemed on their respective Redemption Date, are hereby defeased as of the date of the Defeasance and Redemption Resolution (defined below). The Board hereby authorizes and directs the Assistant Superintendent of Operations/Chief Financial Officer to ultimately determine the principal amount of Defeased Obligations to be defeased on the basis of the availability of funds for such purpose by the funding deadline hereinafter described, which final amount shall be evidenced in the hereinafter-defined Agreement; provided, however, that in no case shall the principal amount of Defeased Obligations be less than \$12,000,000.00. This election to redeem is irrevocable upon adoption of this resolution (the *Defeasance and Redemption Resolution*) by the Board. The Notice of Defeasance for the Defeased Obligations shall be prepared and delivered in the form required under the Order. On or before August 31, 2025, the

District shall transfer its lawfully available funds to UMB Bank, Houston, Texas, as the escrow agent for the Defeased Obligations (the *Escrow Agent*), an amount sufficient (when combined with investment earnings on such initial deposit) to pay all costs of interest due and owing on the Defeased Obligations from the time of such deposit through the Redemption Date, plus the principal amount of the Defeased Obligations due and owing at such time of redemption. Upon the making of such deposit, the Defeased Obligations will be determined to have been defeased and, as a result, discharged and no longer considered outstanding as an obligation of the District in accordance with applicable Texas law.

SECTION 2: The Escrow and Trust Agreement, dated as of July 14, 2025 (the *Agreement*), by and between the District and the Escrow Agent and relating to the Defeased Obligations, attached hereto as Exhibit A and incorporated herein by reference as a part of this resolution for all purposes, is hereby approved as to form and content, and such Agreement, together with such changes or revisions as may be necessary to accomplish the defeasance of the Defeased Obligations or benefit the District, is hereby authorized to be executed by the President, Vice President, or Secretary of the Board, the Superintendent of Schools, or the Assistant Superintendent of Operations/Chief Financial Officer, for and on behalf of the District and as the act and deed of this Board; and such Agreement as executed by said officials shall be deemed approved by the Board and constitute the Agreement herein approved.

Furthermore, the President, Vice President, or Secretary of the Board, the Superintendent of Schools, and the Assistant Superintendent of Operations/Chief Financial Officer, the District's Financial Advisor, and Bond Counsel, in cooperation with the Escrow Agent are hereby authorized and directed to make the necessary arrangements for the deposit of cash and/or the purchase of any securities referenced in the Agreement and the delivery thereof to the Escrow Agent upon delivery to the Escrow Agent of the funds described in Section 2 above for deposit to the credit of the "MAGNOLIA INDEPENDENT SCHOOL DISTRICT UNLIMITED TAX SCHOOL BUILDING BONDS, SERIES 2023 (2025 DEFEASANCE) ESCROW FUND" (the *Escrow Fund*), including the execution of the subscription forms, if any, for the purchase and issuance of the "United States Treasury Securities – State and Local Government Series" for deposit to the Escrow Fund; all as contemplated and provided by the provisions of Chapter 1207, as amended, Texas Government Code, this Resolution, and the Agreement.

SECTION 3: The President and Secretary of the Board are authorized and instructed to give notice of redemption described herein to the paying agent/registrar for the Defeased Obligations, called for early redemption, for further delivery thereby to the holders of such Defeased Obligations, as provided in each respective Order.

SECTION 4: SECTION 4: The Board hereby appoints Robert Thomas CPA, LLC (the *Verification Agent*), to verify the sufficiency of the deposit to the Escrow Fund to accomplish the defeasance of the Defeased Obligations to the Maturity Date.

SECTION 5: The President and Secretary of the Board, or any of them, are authorized to evidence adoption of this Defeasance and Redemption Resolution and to do any and all things

necessary or convenient to effect the defeasance and redemption described herein and otherwise give effect to the intent and purpose hereof.

SECTION 6: The Board hereby approves payment from lawfully available District funds of professional fees and expenses of the District's Bond Counsel, the District's Financial Advisor, the Escrow Agent, the Financial Advisor, the paying agent/registrar for the Defeased Obligations, respectively, and any other party whose services have been determined by the District to be necessary to accomplish the purpose and intent of this Defeasance and Redemption Resolution.

SECTION 7: The recitals contained in the preamble hereof are hereby found to be true, and such recitals are hereby made a part of this Defeasance and Redemption Resolution for all purposes and are adopted as a part of the judgment and findings of the Board.

SECTION 8: All orders and resolutions, or parts thereof, which are in conflict or inconsistent with any provision of this Defeasance and Redemption Resolution are hereby repealed to the extent of such conflict, and the provisions of this Defeasance and Redemption Resolution shall be and remain controlling as to the matters resolved herein.

SECTION 9: This Defeasance and Redemption Resolution shall be construed and enforced in accordance with the laws of the State of Texas and the United States of America.

SECTION 10: If any provision of this Defeasance and Redemption Resolution or the application thereof to any person or circumstance shall be held to be invalid, the remainder of this Defeasance and Redemption Resolution and the application of such provision to other persons and circumstances shall nevertheless be valid, and the Board hereby declares that this Defeasance and Redemption Resolution would have been enacted without such invalid provision.

SECTION 11: It is officially found, determined, and declared that the meeting at which this Defeasance and Redemption Resolution is adopted was open to the public and public notice of the time, place, and subject matter of the public business to be considered at such meeting, including this Defeasance and Redemption Resolution, was given, all as required by Chapter 551, as amended, Texas Government Code.

SECTION 12: Though such parties may be identified, and the entry into a particular form of contract may be authorized herein, the Board hereby delegates to the Superintendent of Schools and the Assistant Superintendent of Operations/Chief Financial Officer the authority to independently select the counterparty to any agreement with the Escrow Agent or any other contract that is determined by the Superintendent of Schools, the Assistant Superintendent of Operations/Chief Financial Officer, the District's Financial Advisor, or Bond Counsel to be necessary or incidental to carry out the provisions of this Defeasance and Redemption Resolution, as long as each of such contracts has a value of less than the amount referenced in Section 2252.908 of the Texas Government Code (collectively, the *Ancillary Bond Contracts*); and, as necessary, to execute the Ancillary Bond Contracts on behalf and as the act and deed of the District. The Board has not participated in the selection of any of the business entities which are counterparties to the Ancillary Bond Contracts.

SECTION 13: This Defeasance and Redemption Resolution shall be in force and effect from and after its final passage, and it is so resolved.

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PASSED AND APPROVED, this the 14th day of July, 2025.

MAGNOLIA INDEPENDENT SCHOOL
DISTRICT



President, Board of Trustees

ATTEST:



Secretary, Board of Trustees

[DISTRICT SEAL]

EXHIBIT A
ESCROW AGREEMENT

Tab __

NOTICE OF DEFEASANCE

MAGNOLIA INDEPENDENT SCHOOL DISTRICT UNLIMITED TAX SCHOOL BUILDING BONDS, SERIES 2023 DATED: AUGUST __, 2025

NOTICE IS HEREBY GIVEN that Magnolia Independent School District (the “District”), acting through its Board of Trustees by the resolution duly adopted thereby on July 14, 2025, has provided for the deposit with UMB Bank, N.A., Houston, Texas (the “Escrow Agent”), cash and investments sufficient to defease and provide for the payment of the following bonds, August 15, 2047 (the “Defeased Bonds”).

Original CUSIP Number	Maturity Date (8/15)	Prior Principal Amount Outstanding (\$)	Principal Amount Being Defeased (\$)	Principal Amount Outstanding After Defeasance (\$)	Interest Rate (%)	Defeasance Date	New CUSIP Number** for Defeased Portion	New CUSIP Number** for Non-Defeased Portion
559686YQ7	2047*	35,610,000	12,000,000	23,610,000	4.000	8/ /2025	559686	559686

*Partial defeasance of 2047 Term Bond

** The CUSIP numbers are included solely for the convenience of the Obligation-holders. Neither the District, the Bond Counsel, nor the Paying Agent/Registrar shall be responsible for the selection or the use of the CUSIP numbers, nor is any representation made as to their correctness on the Obligations or as indicated in any redemption notice.

In order to accomplish such defeasance, the District has deposited with the “Escrow Agent”), pursuant to an Escrow and Trust Agreement (the “Escrow Agreement”) between the District and the Escrow Agent, cash and obligations of or guaranteed by the United States of America sufficient to provide for the payment of the principal of and accrue and compounded interest on the Defeased Bonds to the Maturity Date.

NOTICE IS FURTHER GIVEN that the Defeased Bonds are to be presented for payment with UMB Bank, N.A., Houston, Texas, as paying agent/registrar therefor, as follows:

First Class/Registered/Certified Mail

UMB Bank, N.A.
CT Operations Mailstop 1010903
928 Grand Blvd., 9th Floor
Kansas City, MO 64106-2040

By Overnight or Courier

UMB Bank, N.A.
CT Operations Mailstop 1010903
928 Grand Blvd., 9th Floor
Kansas City, MO 64106-2040

By Hand

UMB Bank, N.A.
CT Operations Mailstop 1010903
928 Grand Blvd., 9th Floor
Kansas City, MO 64106-2040

Dated: August __, 2025

For any questions related to the referenced obligations, please contact 800-416-6212.

The attached Resolution is a true and correct copy of the original on file in the official records of the District; the duly qualified and acting members of the Board on the date of the Meeting are those persons shown above, and, according to the records of my office, each member of the Board was given actual notice of the time, place, and purpose of the Meeting and had actual notice that the Resolution would be considered; and the Meeting and deliberation of the aforesaid public business, was open to the public and written notice of said meeting, including the subject of the Resolution, was posted and given in advance thereof in compliance with the provisions of Chapter 551, as amended, Texas Government Code.

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IN WITNESS WHEREOF, I have signed my name officially and affixed the seal of the District, this 14th day of July, 2025.



Secretary, Board of Trustees
Magnolia Independent School District

(DISTRICT SEAL)

[Signature Page to Magnolia Independent School District
Certificate of Secretary to Resolution]