

**A RESOLUTION TO APPROVE A CONTINGENCY FEE ENGAGEMENT
LETTER WITH LEON, ALCALA, MORSE & REYNOLDS, PLLC TO
SERVE AS BOND COUNSEL AND OTHER RELATED MATTERS**

WHEREAS, the Board of Trustees (the "Board") of the Dublin Independent School District (the "Issuer") anticipates accessing the public or private markets from time to time to issue securities to finance certain capital expenditures of the Issuer or to refinance securities previously issued by the Issuer, which will require the Issuer to comply with various laws and administrative rules related thereto;

WHEREAS, the Board requires legal counsel that specializes in public finance matters and is well versed in providing bond counsel legal services pertaining to the Issuer's issuance of securities;

WHEREAS, the payment of legal services in connection with the issuance of municipal securities shall be contingent on the Issuer's successful issuance of such securities and shall be payable from proceeds of such securities;

WHEREAS, the Board desires to engage Leon, Alcala, Morse & Reynolds, PLLC to provide the Issuer with bond counsel legal services on all of the Issuer's publicly offered or privately placed securities issues and an engagement agreement for bond counsel legal services pertaining to the Issuer's anticipated future issuances of securities is attached hereto as **Exhibit A** (the "Engagement Agreement");

WHEREAS, Subchapter C of Chapter 2254 of the Texas Government Code ("Chapter 2254") requires that a political subdivision of the State, including the Issuer, enter into a contingent fee contract for legal services only after: (i) the governing body of the political subdivision has provided written notice to the public stating certain provisions enumerated within Chapter 2254; (ii) the governing body of the political subdivision approved such contract in an open meeting called for the purposes of considering such contract; (iii) the governing body of the political subdivision has stated in writing certain findings made by the governing body upon the approval of such contract; and (iv) the Texas Attorney General need not approve the Engagement Agreement pursuant to the exception provided by Section 2254.102(e) of the Texas Government Code;

WHEREAS, the Issuer caused notice of this resolution (the "Resolution"), this meeting, and certain provisions enumerated within Chapter 2254 to be provided to the public in accordance with the Texas Open Meetings Act and Chapter 2254;

WHEREAS, the meeting at which this Resolution is being considered is an open meeting called, in part, for the purposes of considering (i) the need for obtaining the bond counsel legal services that are the subject of the Engagement Agreement, (ii) the terms of the Engagement Agreement, (iii) the competence, qualifications, and experience of Leon, Alcala, Morse & Reynolds, PLLC, and (iv) the reasons the Engagement Agreement is in the best interest of the residents of the Issuer and in compliance with Chapter 2254; and

WHEREAS, the Board hereby finds and determines that the adoption of this Resolution is in the best interests of the residents of the Issuer; now, therefore,

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

SECTION 1. The recitals contained in the preamble hereof are hereby found to be true, and such recitals are hereby made a part of this Resolution for all purposes and are adopted as a part of the judgment and findings of the Board.

SECTION 2. The Board hereby finds that: (i) there is a substantial need for the bond counsel legal services that are the subject of the Engagement Agreement with Leon, Alcala, Morse & Reynolds, PLLC; (ii) the Issuer does not currently employ attorneys and supporting personnel qualified to provide bond counsel legal services; (iii) the bond counsel legal services cannot reasonably be obtained from attorneys in private practice under a contract providing only for the payment of hourly fees, without regard to the outcome of the matter, because of the nature of the matter for which the bond counsel legal services will be obtained and without imposing an unnecessary cost and burden on the Issuer's finances; and (iv) the relationship between the Issuer or the Board and Leon, Alcala, Morse & Reynolds, PLLC is not improper and would not appear improper to a reasonable person.

SECTION 3. Based on the findings by the Board described above, the Board hereby approves the Issuer entering into the Engagement Agreement with Leon, Alcala, Morse & Reynolds, PLLC and authorizes the District's Superintendent, the President of the Board and/or their designees to execute the Engagement Agreement and to request a transfer of the District's files from the District's prior bond counsel and/or other counsel whom may have client files relating to the District's public securities.

SECTION 4. This Resolution shall be construed and enforced in accordance with the laws of the State of Texas and the United States of America.

SECTION 5. It is officially found, determined, and declared that the meeting at which this 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 Resolution, was given, all as required by Chapter 551, as amended, Texas Government Code.

SECTION 6. This Resolution shall be in force and effect from and after its final passage, and it is so resolved.

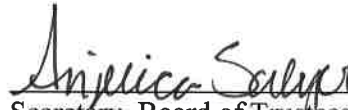
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PASSED, ADOPTED AND APPROVED on this 23rd day of March, 2021



President, Board of Trustees

ATTEST:



Secretary, Board of Trustees