

A RESOLUTION BY THE BOARD OF TRUSTEES OF THE MAGNOLIA INDEPENDENT SCHOOL DISTRICT PROVIDING FOR THE DEFEASANCE OF CERTAIN CURRENTLY OUTSTANDING DISTRICT OBLIGATIONS; DIRECTING THAT THE BOARD SECRETARY, OR HER DESIGNEE, EFFECTUATE THE DEFEASANCE OF THESE OBLIGATIONS; AUTHORIZING THE EXECUTION OF AN ESCROW AGREEMENT; AND OTHER MATTERS IN CONNECTION THEREWITH

WHEREAS, the Board of Trustees (the *Board*) of the Magnolia Independent School District (the *District*) previously adopted orders (the *Orders*) authorizing the issuance of obligations (the *Obligations*) and as listed in Schedule I;

WHEREAS, pursuant to applicable Texas law and the Orders, the District is authorized to defease selected Obligations, (the *Defeased Obligations*) by depositing with an authorized escrow agent an amount of money that, when combined with investment earnings thereon, will be sufficient to pay, when due (whether by reason of stated maturity or prior redemption), the accrued interest of such Defeased Obligations and, at the time of such defeasance, the Defeased Obligations shall be discharged and no longer considered outstanding indebtedness of the District;

WHEREAS, the District's Authorized Officials (defined herein) will select the Defeased Obligations at a later date, but before August 31, 2026; and

WHEREAS, it is in the best interest of the District and its residents to defease the Defeased Obligations as herein provided in order to reduce the District's aggregate debt service requirements and, with respect thereto, establish a defeasance escrow and provide for its funding; now, therefore,

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

SECTION 1: A portion of the Defeased Obligations, as described in Schedule II, in an amount not less than \$1,000,000 (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 Resolution (defined below). The Board hereby authorizes and directs the Superintendent and Assistant Superintendent of Operations/Chief Financial Officer, as well as any interims holding the aforementioned positions (the *Authorized Officials*), 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. This election to redeem is irrevocable upon adoption of this resolution (the *Defeasance Resolution*) by the Board. The Notices of Defeasance for the Defeased Obligations shall be prepared and delivered in the form required under the Orders. On or before August 31, 2026, the District shall transfer its lawfully available funds to the paying agent of record on any series of bonds being defeased, (the *Escrow Agents*), 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 May 11, 2026 (the *Agreement*), by and between the District and the Escrow Agents and relating to the Defeased Obligations, attached hereto as Exhibit B and incorporated herein by reference as a part of this Defeasance 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, or the Assistant Superintendent of Operations/Chief Financial Officer, and Bond Counsel, in cooperation with the Escrow Agents 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 Agents upon delivery to the Escrow Agents of the funds described in Section 1 above for deposit to the credit of the "MAGNOLIA INDEPENDENT SCHOOL DISTRICT DEFEASANCE UNLIMITED TAX REFUNDING BONDS, TAXABLE SERIES 2020A ESCROW FUND (2026)" (the, the *Escrow Fund*), including the execution of the subscription forms, if any, for the purchase and issuance of the Escrowed Securities (as defined in the Agreement) for deposit to the Escrow Fund; all as contemplated and provided by the provisions of applicable Texas law, the respective Orders, this Defeasance Resolution, and the Agreement.

SECTION 3: The President and Secretary of the Board are authorized and instructed to give notice of defeasance described herein to the paying agent/registrars for the Defeasance Obligations called for defeasance prior to stated maturity as provided in the respective Orders. The form of the Notices of Defeasance to accomplish the foregoing is attached as Exhibit A hereto and incorporated by reference for all purposes.

SECTION 4: The Board hereby appoints Causey Public Finance, 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 Resolution and to do any and all things necessary or convenient to effect the 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 Agents, the Verification Agent, the paying agent/registrars for the Defeased

Obligations, and any other party whose services have been determined by the District to be necessary to accomplish the purpose and intent of this Defeasance 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 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 Resolution are hereby repealed to the extent of such conflict, and the provisions of this Defeasance Resolution shall be and remain controlling as to the matters resolved herein.

SECTION 9: This Defeasance 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 Resolution or the application thereof to any person or circumstance shall be held to be invalid, the remainder of this Defeasance Resolution and the application of such provision to other persons and circumstances shall nevertheless be valid, and the Board hereby declares that this Defeasance 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 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 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 or the Assistant Superintendent of Operations/Chief Financial Officer the authority to independently select the counterparty to any agreement with the Escrow Agents, Verification Agent or any other contract that is determined by the Superintendent of Schools, the District's 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 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 Contracts*); and, as necessary, to execute the Ancillary 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 Contracts.

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

* * * *

SCHEDULE I

MAGNOLIA INDEPENDENT SCHOOL DISTRICT:

UNLIMITED TAX REFUNDING BONDS, TAXABLE SERIES 2020A

SCHEDULE II

EXHIBIT A

NOTICE OF DEFEASANCE

See Tab No.

EXHIBIT B

ESCROW AGREEMENT

See Tab No.

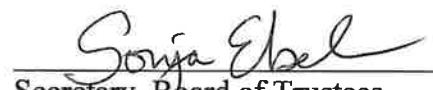
PASSED AND APPROVED, this the 12 day of May, 2026.

MAGNOLIA INDEPENDENT SCHOOL
DISTRICT



President, Board of Trustees

ATTEST:



Secretary, Board of Trustees

(DISTRICT SEAL)

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CERTIFICATE OF BOARD SECRETARY

COPY

THE STATE OF TEXAS §
 §
 COUNTY OF MONTGOMERY §
 §
 MAGNOLIA INDEPENDENT SCHOOL §
 DISTRICT §

THE UNDERSIGNED HEREBY CERTIFIES that:

On May 12, 2026, the Board of Trustees (the *Board*) of the Magnolia Independent School District (the *District*) convened in regular session at its regular meeting place in the District (the *Meeting*), the duly constituted members of the Board being as follows:

Gary Blizzard	President
Dacia Owens	Vice President
Sonja Ebel	Secretary
Stacia Norris	Assistant Secretary
~~Jay Michaels~~ Quinn Telbert	Trustee
David McCarty	Trustee
Jordan Blake	Trustee

and all of such persons were present at the Meeting, except the following: Ø, thus constituting a quorum. Among other business considered at the Meeting, the attached Resolution (the *Resolution*) entitled:

A RESOLUTION BY THE BOARD OF TRUSTEES OF THE MAGNOLIA INDEPENDENT SCHOOL DISTRICT PROVIDING FOR THE DEFEASANCE OF CERTAIN CURRENTLY OUTSTANDING DISTRICT OBLIGATIONS; DIRECTING THAT THE BOARD SECRETARY, OR HER DESIGNEE, EFFECTUATE THE DEFEASANCE OF THESE OBLIGATIONS; AUTHORIZING THE EXECUTION OF AN ESCROW AGREEMENT; AND OTHER MATTERS IN CONNECTION THEREWITH

was introduced and submitted to the Board for passage and adoption. After presentation and discussion of the Resolution, a motion was made by Trustee Stacia Norris that the Resolution be finally passed and adopted. The motion was seconded by Trustee David McCarty and carried by the following vote:

7 voted "For" Ø voted "Against" Ø abstained

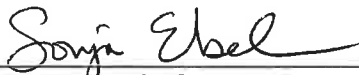
all as shown in the official Minutes of the Board for the Meeting.

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 12th day of May, 2026.



Secretary, Board of Trustees
Magnolia Independent School District

(DISTRICT SEAL)

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