

ORDER AUTHORIZING REDEMPTION OF A PORTION OF DENTON INDEPENDENT SCHOOL DISTRICT VARIABLE RATE UNLIMITED TAX SCHOOL BUILDING BONDS, SERIES 2012-A

WHEREAS, Denton Independent School District (the "District") has issued and has outstanding:

Denton Independent School District Variable Rate Unlimited Tax School Building Bonds, Series 2012-A, dated April 1, 2012, currently outstanding in the aggregate principal amount of \$34,360,000 (the "Outstanding Bonds");

WHEREAS, the Outstanding Bonds may be redeemed prior their stated maturities at the option of the District at a redemption price equal to the principal to be redeemed plus accrued interest to the date of redemption;

WHEREAS, this Board of Trustees of the District finds and determines that it is necessary and in the best interests of the District to redeem and discharge the Outstanding Bonds; and

WHEREAS, it is hereby officially found and determined that the meeting at which this Order was passed was open to the public, and public notice of the time, place, and purpose of said meeting was given, all as required by Chapter 551, Texas Government Code.

THEREFORE, BE IT ORDERED BY THE BOARD OF TRUSTEES OF DENTON INDEPENDENT SCHOOL DISTRICT:

Section 1. The District hereby exercises its option to redeem a portion of the Outstanding Bonds on August 1, 2018 (the "Redemption Date"), in the aggregate principal amount of \$8,800,000, to be applied to the following:

Original Maturity Date*	Principal Amount Outstanding*	Principal Amount Being Redeemed
August 1, 2040	\$ 4,860,000	\$ 3,975,000
August 1, 2041	4,825,000	4,825,000
	<u>\$ 9,625,000</u>	<u>\$ 8,800,000</u>

* Mandatory sinking fund redemption amounts.

Section 2. (a) The District hereby directs that the Outstanding Obligations be called for redemption on the dates and as set forth in Section 1. Each of such Outstanding Obligations shall be redeemed at the redemption price of par plus accrued interest.

(b) In addition, the appropriate notices of redemption and defeasance for the Outstanding Obligations are hereby directed to be given as specified by the order authorizing the issuance of the Outstanding Obligations and appropriate arrangements shall be made as specified by the order authorizing the issuance of the Outstanding Obligations and in accordance with State law so that the Outstanding Obligations may be redeemed on their redemption date. The Outstanding Obligations shall be presented for redemption at the paying agent/registrar therefore, and shall not bear interest after the date fixed for redemption.

Section 3. On or before February 1, 2017, the District shall deposit with or make available to The Bank of New York Mellon Trust Company, N.A., as Escrow Agent, funds in an amount sufficient to pay the interest to come due on August 1, 2017, and February 1, 2018 on the Outstanding Bonds called for redemption and the redemption price on the redemption date of the Outstanding Bonds called for redemption. The President of the Board or Superintendent of the District is hereby authorized and directed to execute and deliver an Escrow Agreement with the Escrow Agent, in substantially the form presented at this meeting, and

to authorize and execute such contributions and investments as may be necessary for the Escrow Fund. Legally available funds of the District are hereby authorized and appropriated in the amounts necessary for such purpose.

Section 4. The officers and employees of the District are hereby authorized and directed to take such actions and to execute and deliver such documents, certificates and receipts, including without limitation notices of redemption with respect to the Outstanding Bonds to be redeemed, as necessary or appropriate to consummate the transactions authorized by this Order and to redeem said Outstanding Bonds in accordance with the provisions and requirements of said Outstanding Bonds.

(execution page follows)

PASSED AND APPROVED this September 13, 2016.

President, Board of Trustees
Denton Independent School District

Secretary, Board of Trustees
Denton Independent School District

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