

CERTIFICATE FOR RESOLUTION

STATE OF TEXAS §
LIMESTONE COUNTY §
GROESBECK INDEPENDENT SCHOOL DISTRICT §

I, the undersigned Officer of the Board of Trustees at Groesbeck Independent School District (the “***District***”), hereby certify as follows:

1. The Board of Trustees of the District (the “**Board**”) convened in a general meeting on the 15th day of December, 2025, at the regular designated meeting place (the “**Meeting**”), and the roll was called of the duly constituted officers and members of the Board, to-wit:

Aslone Foy	President
Jim Longbotham	Vice President
Bridgette Jackson-Tatum	Secretary
Sindra McLean	Trustee
Angela Crane	Trustee
Jason Milstead	Trustee
Stephen Bradley	Trustee

and all said persons were present except _____, thus constituting a quorum. Whereupon, among other business, the following was transacted at the Meeting, a written resolution entitled:

**RESOLUTION CALLING FOR THE REDEMPTION OF CERTAIN
OUTSTANDING OBLIGATIONS DESIGNATED AS “GROESBECK
INDEPENDENT SCHOOL DISTRICT UNLIMITED TAX REFUNDING BONDS,
SERIES 2018”; AND DIRECTING THAT A DISTRICT DESIGNEE,
EFFECTUATE THE REDEMPTION OF THESE OBLIGATIONS; AND
AUTHORIZING OTHER AGREEMENTS AND MATTERS RELATED THERETO**

(the “Resolution”) was duly introduced for the consideration of the Board. It was then duly moved and seconded that the Resolution be passed; and, after due discussion, said motion, carrying with it the passage of the Resolution, prevailed and carried by the following votes:

AYES: _____

NOES: _____

ABSTENTIONS: _____

2. A true, full, and correct copy of the Resolution passed at the Meeting is attached to and follows this Certificate; the Resolution has been duly recorded in the Board's minutes of the Meeting; the above and foregoing paragraph is a true, full, and correct excerpt from the Board's minutes of the Meeting pertaining to the passage of the Resolution; the persons named in the above and foregoing paragraph are the duly chosen, qualified, and acting officers and members of the Board as indicated therein; each of the officers and members of the Board was duly and sufficiently notified officially and personally, in advance, of the time, place and purpose of the Meeting, and that the Resolution would be introduced and considered for

passage at the Meeting, and each of the officers and members consented, in advance, to the holding of the Meeting for such purpose; and the Meeting was open to the public, and public notice of the time, place, and purpose of the Meeting was given all as required by Chapter 55 I, Texas Government Code, as amended.

SIGNED AND SEALED this _____, 2025.

GROESBECK INDEPENDENT SCHOOL DISTRICT

By: _____
Secretary, Board of Trustees

[SEAL]

RESOLUTION CALLING FOR THE REDEMPTION OF CERTAIN OUTSTANDING OBLIGATIONS DESIGNATED AS “GROESBECK INDEPENDENT SCHOOL DISTRICT UNLIMITED TAX REFUNDING BONDS, SERIES 2018”; AND DIRECTING THAT A DISTRICT DESIGNEE, EFFECTUATE THE REDEMPTION OF THESE OBLIGATIONS; AND AUTHORIZING OTHER AGREEMENTS AND MATTERS RELATED THERETO

WHEREAS, the Groesbeck Independent School District (the “*District*”) has heretofore issued its Unlimited Tax Refunding Bonds, Series 2018 (the “*Bonds*”) pursuant to an order of the Board of Trustees of the District (the “*Board*”) on September 17, 2018 (the “*Bond Order*”);

WHEREAS, pursuant to the Bond Order, District is obligated to pay the Bonds maturing on February 15, 2026 (\$665,000) and has the right to redeem prior to maturity the Bonds maturing on February 15, 2027 (\$695,000), 2028 (\$710,000) and 2029 (\$730,000) on their earliest redemption date (August 15, 2026);

WHEREAS, the 2026, 2027, 2028 and 2029 maturities of the Bonds are referred to herein, collectively, as the “**Defeased Bonds**”;

WHEREAS, it is found and determined hereby that it is necessary and in the best interest of the District to use excess interest and sinking fund (I&S) tax collections to pay and redeem the Defeased Bonds, thereby reducing the total dollar amount of debt service paid over the original life of the Bonds; and

WHEREAS, it is officially found, determined and declared that the meeting at which Resolution has been adopted was open to the public and public notice of the date, hour, place and subject of said meeting, including this Resolution, was given, all as required by the applicable provisions of Texas Government Code, Chapter 551;

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF TRUSTEES OF GROESBECK INDEPENDENT SCHOOL DISTRICT:

Section 1. **Findings.** It is hereby found and determined that the matters and facts set out in the recitals of this Resolution are true and correct and incorporated herein for all purposes. All capitalized terms not otherwise defined in the recitals to or text of this Resolution shall have the meanings set forth in the Bond Order.

Section 2. **Approval of Payment and Redemption of the Defeased Bonds; Approval of Use of Funds.** The Board hereby authorizes the use of lawfully available funds in an amount sufficient to (i) provide for the payment of the principal of and interest on the Defeased Bonds when due on the February 15, 2026 (2026 maturity) and on August 15, 2026 (2027, 2028 and 2029 maturities) in order to accomplish the defeasance of the Defeased Bonds, (ii) pay any costs relating thereto. The Board also hereby authorizes the use of the Notice of Redemption in substantially the form attached hereto as Exhibit A.

Section 3. **Authorizing an Officer to Act on Behalf of the District.** The District hereby authorizes the Superintendent or the Chief Financial Officer (each, an “*Authorized Officer*”) effectuate the defeasance of the Defeased Bonds, including the payment including the payment of the maturing principal of and interest on or redemption price, as appropriate, on the appropriate dates at a price of par plus accrued interest to such dates. The Authorized Officer is authorized and directed to give the Notice of Redemption in accordance with the terms of the Bond Order.

Section 4. Authorizing Escrow Agreement and Securities Subscription. The District hereby appoints BOKF, N.A., Dallas Texas, the Paying Agent for the Bonds, as the escrow agent for the Defeased Bonds, unless otherwise designated by the Authorized Officer. An Escrow Agreement (the “Escrow Agreement”) specifying the duties and responsibilities of the District and the Escrow Agent, in substantially the form attached hereto as Exhibit B is hereby approved with such revisions as may be approved by the Authorized Officer, as evidenced by his or her execution of the Escrow Agreement. The Authorized Officer is hereby authorized to execute the Escrow Agreement on behalf of the District and to execute such documents and agreements in connection with the Defeased Bonds as contemplated herein, including the submission of an application for the acquisition of securities, if any, for deposit in the escrow fund.

Section 5. Confirmation of Engagement of Bond Counsel. The engagement of Frost Brown Todd LLP and Powell Law Group, LLP, as Co-Bond Counsel to the District in connection with the issuance of bonds and other obligations and the redemption and defeasance of the Bonds is hereby ratified and confirmed.

Section 6. Authorizing Verification Agent. The District hereby ratifies and confirms the engagement of Robert Thomas CPA, LLC, as the verification agent in connection with the redemption and defeasance of the Defeased Bonds and the execution of an engagement letter in connection therewith.

Section 7. Other Matters. To satisfy in a timely manner all of the District’s obligations under this Resolution, the Authorized Officers, and all other appropriate officers and agents of the District are hereby authorized and directed to take all actions that are reasonably necessary to provide for the redemption of the Defeased Bonds including, without limitation, paying the principal of and interest on the Defeased Bonds to BOKF, N.A., Dallas, Texas, the Paying Agent for the Bonds, paying any fees or expenses required in connection with the redemption of the Defeased Bonds and executing and delivering on behalf of the District all bonds, consents, receipts, requests, agreements and other documents as may be necessary to direct the application of funds of the District consistent with the provisions of this Resolution.

Section 8. Execution and Delivery of Documents; Actions to be Taken. The President and Secretary of the Board (and, in their absence any member of the Board of Trustees) are each hereby authorized and directed to consent to, accept, execute, attest and affix the District’s seal, to such other agreements, assignments, certificates, contracts, documents, instruments, releases, financing statements, letters of instruction, authorizations for the expenditure of funds of the District as may be required, written requests, and other papers, whether or not mentioned herein, as may be necessary or convenient to carry out or assist in carrying out the purposes of this Resolution and to take any and all actions required to be taken to effect the purposes of this Resolution in accordance herewith and the laws of the State of Texas.

Section 9. No Personal Liability. No recourse shall be had for payment of principal of or interest on any Defeased Bonds or for any claim based thereon against any member of the Board or employee of the District.

Section 10. Severability. If any provision, section, subsection, sentence, clause or phrase of this Resolution, or the application of same to any person or set of circumstances is for any reason held to be unconstitutional, void, invalid, or unenforceable, neither the remaining portions of this Resolution nor their application to other persons or sets of circumstances shall be affected thereby, it being the intent of the Board in adopting this Resolution that no portion hereof or provision or regulation contained herein shall become inoperative or fail by reason of any unconstitutionality, voidness, invalidity or unenforceability of any other portion hereof, and all provisions of this Resolution are declared to be severable for that purpose.

Section 11. **Effective Date.** This Resolution shall take effect immediately from and after its passage by the Board of Trustees of the District.

PASSED, APPROVED AND EFFECTIVE this December 15, 2025.

President, Board of Trustees
Groesbeck Independent School District

ATTEST:

Secretary, Board of Trustees
Groesbeck Independent School District

[SEAL]

EXHIBIT A
NOTICE OF REDEMPTION

NOTICE IS HEREBY GIVEN that the Groesbeck Independent School District (the “***District***”) acting through its Board of Trustees (the “***Board of Trustees***”), has called for redemption

Groesbeck Independent School District Unlimited Tax Refunding Bonds, Series 2018, dated November 1, 2015, maturing on February 15, in the following years and principal amounts:

<u>Maturity Date</u> <u>(February 15)</u>	<u>Principal Amount</u>
2027	\$695,000
2028	\$710,000
2029	\$730,000

(the “**Bonds**”).

The redemption date is August 15, 2026 (the “***Redemption Date***”), as authorized by the order authorizing the issuance of the Bonds and as directed by the Board of Trustees pursuant to a resolution adopted on December 15, 2025. You are hereby notified that the Bonds should be presented for redemption on or before the Redemption Date and that interest shall cease to accrue from and after that date, and that on such date there shall become due and payable on the Bonds the redemption price equal to the principal amount thereof, without premium, plus unpaid accrued interest to the Redemption Date.

NOTICE IS FURTHER GIVEN that the Bonds will be payable at and should be submitted either in person or by certified or registered mail to BOKF, NA, Dallas, Texas, at the following address:

BOKF, NA
Corporate Trust Services
111 Fillmore Avenue E
St. Paul, MN 55107
1-866-429-7481

IMPORTANT NOTICE

Federal law requires the Paying Agent to withhold taxes at the applicable rate from the payment if an IRS Form W-9 or applicable IRS Form W-8 is not provided. Please visit www.irs.gov for additional information on the tax forms and instructions.

THIS NOTICE is issued and given pursuant to the option of redemption reserved to the District in the proceedings authorizing the issuance of the Bonds.

EXHIBIT B
FORM OF ESCROW AGREEMENT

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