

**ORDER AUTHORIZING DEFEASANCE AND REDEMPTION OF  
CERTAIN OF THE DISTRICT'S OUTSTANDING BONDS**

STATE OF TEXAS  
COUNTIES OF BASTROP AND FAYETTE  
SMITHVILLE INDEPENDENT SCHOOL DISTRICT

WHEREAS, Smithville Independent School District (the "District") has heretofore issued its Unlimited Tax Refunding Bonds, Series 2015 (the "Outstanding Bonds"), which are currently outstanding in the aggregate principal amount of \$1,970,000;

WHEREAS, the Board of Trustees (the "Board") of the District desires (i) to redeem a portion of such Outstanding Bonds (the "Called Bonds") prior to their stated maturity in the amount set forth in Schedule I and (ii) to make due provision for the payment of the redemption price of the Called Bonds by depositing with the paying agent/registrar for the Called Bonds (the "Paying Agent/Registrar"), current funds in an amount sufficient to provide for the full and timely payment of all principal of, premium, if any, and interest on the Called Bonds on the date of their redemption (the "Redemption Date"); and

WHEREAS, the District reserved the right and is therefore authorized to redeem the Called Bonds, as herein provided;

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

1. Definitions.

Capitalized terms used in this Order have the same meaning assigned to such terms in the order (the "Bond Order") authorizing the issuance of the Outstanding Bonds, except as otherwise indicated in this Order.

2. Redemption of Bonds.

The Board hereby orders that the Called Bonds be redeemed on the Redemption Date; and, the President of the Board, the Superintendent, and the Business Manager, each individually, are hereby authorized and directed to determine the Redemption Date and take all necessary and appropriate action to effect such redemption and to provide or cause to be provided notice of redemption to the Owners and the Paying Agent/Registrar, as required by the Bond Order. In addition, the Board hereby ratifies and approves all action taken by the Superintendent and the Business Manager to effect such redemption and to provide or cause to be provided notice of redemption to the Owners and the Paying Agent/Registrar, as required by the Bond Order.

3. Notice of Redemption.

The President of the Board, the Superintendent, the Business Manager and any other employee or agent of the District, each individually, are hereby authorized and directed to provide or cause to be provided notice in the name of the District to bondholders, information repositories

and any other notice parties in accordance with the Bond Order. Such notice, as described in Exhibit A attached hereto, shall state the redemption date, the redemption price, and the place at which the Called Bonds are to be surrendered for payment, together with any other information required by the Bond Order, and the Paying Agent/Registrar shall deliver such notice.

4. Deposit with Paying Agent/Registrar.

The District shall deposit funds in an amount representing the redemption price and interest accrued on the Called Bonds to be redeemed to the Redemption Date with the Paying Agent/Registrar not later than the Business Day next preceding the Redemption Date. Upon the deposit of such funds with the Paying Agent/Registrar, due provision shall have been made with the Paying Agent/Registrar for payment of the redemption price of the Called Bonds.

5. Related Matters; Power to Revise Form of Documents.

(a) The President of the Board, the Superintendent, the Business Manager and all other appropriate officers, agents and representatives of the District are hereby authorized and directed to take all other actions determined to be reasonably necessary to effect the redemption of the Called Bonds, including, without limitation, (i) execution and delivery of all certificates, consents, receipts, requests and other documents as may be reasonably necessary to satisfy the District's obligations under the Bond Order and this Order, (ii) approving and effecting the disbursement, transfer and application of funds of the District consistent with the provisions of this Order and (iii) approving payment of expenses incurred in connection therewith, including the fees and disbursements of the District's legal counsel and consultants.

(b) Notwithstanding any other provision of this Order to the contrary, the President of the Board, the Superintendent and the Business Manager are each hereby authorized to make or approve such revisions, additions, deletions and variations to this Order and in the form of the documents attached hereto as exhibits as, in the judgment of the Superintendent and in the opinion of the District's legal counsel, may be necessary or convenient to carry out or assist in carrying out the purposes of this Order.

6. Open Meeting.

It is hereby officially found and determined that the meeting at which this Order was adopted was open to the public, and public notice of the time, place and purpose of said meeting was given, all as required by the Open Meetings Law, Chapter 551, Texas Government Code, as amended.

7. Effective Date.

This Order shall be in full force and effect from and upon its adoption.

8. Severability.

If any section, paragraph, clause or provision of this Order shall for any reason be held to be invalid or unenforceable, the invalidity or unenforceability of such section, paragraph, clause or provision shall not affect any of the remaining provisions of this Order.

9. Repealer.

All orders, resolutions and ordinances, or parts thereof, inconsistent herewith are hereby repealed to the extent of such inconsistency.

*[Signature page follows.]*