



BLX Group LLC

355 South Grand Avenue, Suite 2700
Los Angeles, CA 90071
Ph 213 612-2200
blxgroup.com

January 16, 2024

Denton Independent School District
1307 North Locust Street
Denton, Texas 76201

Re: Restructuring of Escrow Agreement, dated December 1, 2020

Ladies and Gentlemen:

This letter will confirm the engagement by the Denton Independent School District (the "Client") and BLX Group LLC ("BLX") for the purpose of providing bidding agent services. Such services are to be performed with respect to the Escrow Fund established in connection with the Unlimited Tax Refunding Bonds, Taxable Series 2020-A (the "Bonds"). BLX will provide the following services under this agreement with respect to the sale of existing open-market securities and the purchase of the open-market securities for the above-mentioned Escrow Fund.

- (A) BLX will work with the Client to establish the key individuals involved in executing the transactions, including individuals from the critical parties involved in completing the transactions (i.e., Client, bond counsel, municipal advisor, escrow agent, etc.).
- (B) BLX will prepare a request for offers / request for bids ("RFO/RFB") to be reviewed and approved by the Client and its financing team prior to use. The RFO/RFB will be used to sell the existing open-market securities and to bid the open-market securities for the Escrow Fund.
- (C) BLX will prepare a proposed list of qualified entities to receive the RFO/RFB to be approved by the Client.
- (D) BLX will coordinate a competitive solicitation of offers and bids. A summary of the offers and bids received will be provided to the Client via BLXBid.com.
- (E) BLX will work with the Client, financial advisor, bond counsel, trustee, and the open-market securities provider to close the investment transactions.

The services provided by BLX will be limited to those set forth above. BLX's services will terminate upon closing of the transaction. Either party may terminate this engagement without cause upon giving prior



written notice to the other party of its intention to terminate. BLX will have no discretion or control over final decisions regarding solicitation and selection of the investment providers and execution of the securities purchases. All such final decisions will be made by the Client. BLX shall neither take possession of nor act as Custodian for any cash or securities of the Client at any time during the term of this engagement.

The Client is aware that BLX is a subsidiary of Orrick, Herrington & Sutcliffe LLP ("Orrick"). Although Orrick is a law firm, BLX does not provide legal services.

BLX and/or Orrick may have client relationships with other parties involved in some manner with the Client or the financing transaction relating to the funds being invested (for example, underwriters, trustees, rating agencies, insurers, credit providers, lenders, contractors, developers, advisors, investment advisors/providers/brokers, public entities and others) whether with respect to the Client or some unrelated matter. However, to the extent that a potential attorney-client conflict-of-interest is created by this engagement, the Client hereby waives any such conflict.

BLX has taken steps to identify potential conflicts of interest that may impact its ability to fulfill its duty under this Agreement. Please also note that some of the investment providers that receive the RFB and may win the bidding may have been, may be or may become clients of BLX or BLX's parent company Orrick. To the extent that, because of any other relationship between BLX or Orrick and any investment provider, there may appear to be or is any conflict, actual or potential, with respect to the Client's engagement of BLX, the Client hereby waives the conflicts and consents to any such other relationship. During this engagement, BLX will notify the Client if it becomes aware of any relationship with an investment provider that may pose a material conflict.

BLX serves a wide variety of other clients that may from time to time have interests that could have a direct or indirect impact on the interests of another BLX client. For example, BLX serves as municipal advisor to other municipal advisory clients and, in such cases, owes a regulatory duty to such other clients just as it does to the Client. These other clients may, from time to time and depending on the specific circumstances, have competing interests. In acting in the interests of its various clients, BLX could potentially face a conflict of interest arising from these competing client interests. BLX fulfills its regulatory duty and mitigates such conflicts through dealing honestly and with the utmost good faith with the Client.

BLX's fees for its services under this agreement, which shall be payable by the Client or on behalf of the Client by the securities provider and contingent upon closing will be \$32,000.

The rights and obligations of BLX may not be assigned without prior written consent of the Client.



If the foregoing is acceptable to the Client, please so indicate by returning a signed copy of this letter and retain the original for your files. Thank you again for this opportunity to be of service. We look forward to working with you.

Very truly yours,

BLX GROUP LLC

A handwritten signature in blue ink, reading "Jeffrey R. Higgins", with a long horizontal flourish extending to the right.

By: Jeffrey R. Higgins
Managing Director

ACCEPTED AND AGREED:

The undersigned hereby acknowledges that he/she 1) is authorized to enter into this agreement on behalf of the Client, and 2) that she/he has been given the opportunity to raise questions and discuss this engagement letter with BLX.

By: _____

Date: _____

Authorized Signature



Exhibit A - Additional Disclosures

BLX, as a municipal advisor, BLX is subject to certain rules and regulations of those organizations. Pursuant to the Municipal Securities Rulemaking Board ("MSRB") rules, BLX is required to deal fairly with all persons. U.S. Securities and Exchange Commission ("SEC") rules also confirm that we are to uphold a fiduciary duty to municipal advisory clients.

Fee Disclosures

Most forms of compensation for municipal advisors have some sort of potential conflict of interest inherent in the payment arrangement. Under a contingent fee form of compensation, payment of an advisor's fee is dependent upon the successful completion of a financing or other transaction. Although this form of compensation may be customary for the client, it presents a conflict because the advisor may have an incentive to recommend unnecessary financings or financings that are disadvantageous to the client. For example, when facts or circumstances arise that could cause the financing or other transaction to be delayed or fail to close, an advisor may have an incentive to discourage a full consideration of such facts and circumstances, or to discourage consideration of alternatives that may result in the cancellation of the financing or other transaction. This conflict of interest will not impair BLX's ability to render unbiased and competent advice or to fulfill its regulatory duty to the Client.

The fee(s) paid to BLX increases the cost of investment. The increased cost occurs from compensating BLX for the bidding agent services provided.

If BLX becomes aware of any additional potential or actual conflict of interest after this disclosure, BLX will disclose the detailed information in writing to the Client in a timely manner.

No Legal or Disciplinary Disclosures

BLX does not have any legal events or disciplinary history on BLX's Form MA and Form MA-I, which includes information about any criminal actions, regulatory actions, investigations, terminations, judgments, liens, civil judicial actions, customer complaints, arbitrations and civil litigation. The Client may electronically access BLX's most recent Form MA and each most recent Form MA-I filed with the Commission at the following website using CIK 0001610628 in the fast search field: www.sec.gov/edgar/searchedgar/companysearch.html.

There have been no material changes to a legal or disciplinary event disclosure on any Form MA or Form MA-I filed with the SEC. If any material legal or regulatory action is brought against BLX, BLX will provide



complete disclosure to the Client in detail allowing the Client to evaluate BLX, its management and personnel.

Pursuant to the MSRB Rule G-10, on Investor and Municipal Advisory Client Education and Protection, Municipal Advisors are required to provide certain written information to their municipal entity and obligated person clients which include the following:

- BLX is currently registered as a Municipal Advisor with the SEC and the MSRB.
- Within the MSRB website at www.msrb.org, the Client may obtain the Municipal Advisory client brochure that is posted on the MSRB website. The brochure describes the protections that may be provided by the MSRB Rules along with how to file a complaint with financial regulatory authorities.