

RESOLUTION DESIGNATING BOKF, NA AS PAYING AGENT/REGISTRAR FOR CERTAIN OF SMITHVILLE INDEPENDENT SCHOOL DISTRICT'S OUTSTANDING PUBLIC SECURITIES AND MATTERS RELATED THERETO

WHEREAS, the Board of Trustees (the "Board") of the Smithville Independent School District (the "District") finds and determines that it is necessary and in the best interests of the District to appoint BOKF, NA ("BOKF") as paying agent/registrar for its outstanding public securities listed on Exhibit A attached hereto; and

WHEREAS, the District has previously entered into the Paying Agent/Registrar Agreements identified on Exhibit A attached hereto (collectively, the "Agreements") with The Bank of New York Mellon Trust Company, N.A. ("BNYM"); and

WHEREAS, pursuant to the Agreements, the District may terminate the Agreements by providing sixty (60) days' written notice to BNYM, which termination shall not be effective until a successor paying agent/registrar has been appointed by the District and accepted the duties imposed by the Agreements; and

WHEREAS, the Board wishes to obtain such specialized legal services from attorneys with substantial previous experience serving as bond counsel by engaging the law firm of Orrick, Herrington & Sutcliffe LLP, Austin, Texas ("Orrick"), a nationally recognized law firm in the field of municipal law and state and federal laws governing the issuance of bonds, notes and other public securities.

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

Section 1. BOKF is hereby appointed as the paying agent/registrar for the District's outstanding public securities identified on Exhibit A attached hereto, and the Agreements with BNYM shall be terminated in accordance with their terms.

Section 2. The Paying Agent/Registrar Agreement by and between the District and BOKF, in substantially the form attached hereto as Exhibit B, is hereby approved and the President or Vice President of the Board is hereby authorized and directed to execute said agreement and the Secretary or any Assistant Secretary of the Board is authorized to attest to same.

Section 3. The Superintendent and Chief Financial Officer of the District, and other appropriate officials of the District are hereby authorized and directed to take any and all actions on behalf of the District necessary or convenient to carry out or assist in carrying out the purposes of the Resolution, including providing or causing to be provided notice of termination to BNYM in accordance with the Agreements.

Section 4. BOKF is hereby directed to provide notice of its appointment as paying agent/registrar to affected bondholders and to the Electronic Municipal Market Access (EMMA) website of the Municipal Securities Rulemaking Board in accordance with the orders authorizing the issuance of the public securities identified on Exhibit A.

Section 5. The District's engagement of Orrick for the purpose of providing specialized legal services in connection with the change of the District's Paying Agent/Registrar is hereby approved.

Section 6. It is officially found, determined, and declared that the meeting at which this 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 Resolution, was given, all as required by Chapter 551, Texas Government Code, as amended.

Section 7. This Resolution shall be effective immediately upon its adoption.

[Signature page follows]

FINALLY PASSED AND ADOPTED on this __th day of _____, 2025.

President, Board of Trustees
Smithville Independent School District

ATTEST:

Secretary, Board of Trustees
Smithville Independent School District

[SEAL]

Exhibit A — Schedule of Paying Agent/Registrar Agreements

Exhibit B — Form of Paying Agent/Registrar Agreement

[Signature Page to Resolution]

EXHIBIT A
SCHEDULE OF PAYING AGENT/REGISTRAR AGREEMENTS

Date of Agreement	Name of Issue
05-20-2015	Unlimited Tax Refunding Bonds, Series 2015
03-01-2017	Unlimited Tax School Building Bonds, Series 2017
06-15-2018	Unlimited Tax School Building Bonds, Series 2018
08-01-2019	Unlimited Tax School Building Bonds, Series 2019

EXHIBIT B
FORM OF PAYING AGENT/REGISTRAR AGREEMENT