

**CERTIFICATE FOR ORDER**

STATE OF TEXAS §  
COUNTY OF HARRIS §  
HOUSTON INDEPENDENT SCHOOL DISTRICT §

The undersigned officers of the School Board (the “Board”) of the Houston Independent School District (the “District”), hereby certify as follows:

1. The Board of the District convened in regular meeting on November 14, 2024, at the regular designated meeting place, and the roll was called of the duly constituted officers and members of said Board, to-wit:

Audrey Momanaee, President	Janette Garza Lindner, Member
Ric Campo, Vice President	Rolando Martinez, Member
Angela Lemond Flowers, Secretary	Paula Mendoza, Member
Cassandra Auzenne Bandy, Member	Adam Rivon, Member
Michelle Cruz Arnold, Member	

and all of such persons were present except \_\_\_\_\_ thus constituting a quorum. Whereupon, among other business, the following was transacted at said meeting: a written

ORDER APPROVING NEW TERM RATE PERIOD FOR THE HOUSTON INDEPENDENT SCHOOL DISTRICT VARIABLE RATE LIMITED TAX SCHOOLHOUSE BONDS, SERIES 2014A-2; APPROVING NEW TERM RATE PERIOD FOR THE HOUSTON INDEPENDENT SCHOOL DISTRICT VARIABLE RATE REFUNDING BONDS, SERIES 2023C; AUTHORIZING THE REDEMPTION OF THE CALLABLE BONDS OR A PORTION THEREOF; AND APPROVING OTHER PROVISIONS RELATING THERETO

was duly introduced for the consideration of the Board. It was then duly moved and seconded that such Order be passed; and, after due discussion, such motion, carrying with it the passage of such Order, prevailed and carried by the following vote:

AYES \_\_\_ NOES \_\_\_ ABSTENTIONS \_\_\_

2. That a true, full and correct copy of such Order passed at the meeting described in the above and foregoing paragraph is attached to and follows this Certificate; that such Order has been duly recorded in such Board’s minutes of such meeting; that the above and foregoing paragraph is a true, full and correct excerpt from such Board’s minutes of such meeting pertaining to the passage of such Order; that 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; that 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 such meeting, and that such Order would be introduced and considered for passage at such meeting, and each of such officers and members consented, in advance, to the holding of such meeting for such purpose; and that such meeting was open to the public, and public notice of the time, place and

purpose of such meeting was given all as required by Chapter 551, Texas Government Code, as amended.

SIGNED AND SEALED this 14th day of November, 2024.

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Audrey Momanaee, President  
School Board  
Houston Independent School District

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Angela Lemond Flowers, Secretary  
School Board  
Houston Independent School District

**ORDER APPROVING NEW TERM RATE PERIOD FOR THE HOUSTON INDEPENDENT SCHOOL DISTRICT VARIABLE RATE LIMITED TAX SCHOOLHOUSE BONDS, SERIES 2014A-2; APPROVING NEW TERM RATE PERIOD FOR THE HOUSTON INDEPENDENT SCHOOL DISTRICT VARIABLE RATE REFUNDING BONDS, SERIES 2023C; AUTHORIZING THE REDEMPTION OF THE CALLABLE BONDS OR A PORTION THEREOF; AND APPROVING OTHER PROVISIONS RELATING THERETO**

WHEREAS, pursuant to Chapter 45, Texas Education Code, as amended, and Chapters 1207 and 1371, Texas Government Code, as amended, and an order adopted on June 12, 2014 (the “2014 Bond Order”), the Board of Education of the Houston Independent School District (the “District”) authorized the issuance of the District’s Variable Rate Limited Tax Schoolhouse Bonds, Series 2014A (the “2014A Bonds”);

WHEREAS, the Series 2014A Bonds were issued in a single tranche for an Initial Rate Period ending on May 31, 2015;

WHEREAS, upon expiration of the Initial Rate Period, the Series 2014A Bonds were divided into two subseries and remarketed as “Series 2014A-1 Bonds” and “Series 2014A-2 Bonds” with Term Rate Periods of one and two years, respectively;

WHEREAS, the 2014A-2 Bonds currently bear interest at a Term Rate for a Term Rate Period ending on May 31, 2025;

WHEREAS, the School Board (the “Board”) of the District has determined that it is in the best interests of the District for all or a portion of the 2014A-2 Bonds to bear interest at a new Term Rate for a Term Rate Period commencing June 1, 2025 (the “Conversion Date”);

WHEREAS, pursuant to Chapter 45, Texas Education Code, as amended, and Chapters 1207 and 1371, Texas Government Code, as amended and an order adopted on December 8, 2022 (the “2023 Bond Order” and together with the 2014 Bond Order, the “Bond Orders”), the District authorized the issuance of the District’s Variable Rate Limited Tax Refunding Bonds, Series 2023C (the “2023C Bonds”);

WHEREAS, the 2023C Bonds currently bear interest at a Term Rate for a Term Rate Period ending June 1, 2025 (the “Conversion Date”);

WHEREAS, the Board desires to delegate authority to the Superintendent, Chief Financial Officer and Controller (each, an “Authorized Representative”) to determine certain terms of the 2014A-2 Bonds and the 2023C Bonds in connection with the remarketing and conversion of such bonds;

WHEREAS, the District has heretofore issued the 2014A-2 Bonds and the 2023C Bonds (collectively, the “Callable Bonds”), all or a portion of which the Board may desire to redeem in advance of their maturities on June 1, 2025, in a principal amount not to exceed \$122,000,000, as more fully determined by an Authorized Representative;

NOW, THEREFORE, BE IT ORDERED BY THE SCHOOL BOARD OF THE HOUSTON INDEPENDENT SCHOOL DISTRICT THAT:

Section 1. Recitals. The recitals to this Order are hereby approved by the Board and incorporated into and made a part hereof.

Section 2. Definitions. Terms not otherwise defined in this Order shall have the same meanings set forth in the respective Bond Orders.

Section 3. Approval of Term Rate Period for the 2014A-2 Bonds. Pursuant to Section 3.02(f) of the 2014 Bond Order and subject to the availability of sufficient funds to purchase the 2014A-2 Bonds, the 2014A-2 Bonds will be purchased pursuant to Section 4.03 of the Bond Order. Upon conversion, the 2014A-2 Bonds shall bear interest at a new Term Rate for the Term Rate Period approved by the Authorized Representative as provided herein. An Authorized Representative is authorized to approve the Term Rate and the Term Rate Period, when established by the Remarketing Agent. Costs of the remarketing shall be paid from available funds of the District or from the proceeds of a premium, if any, generated from the remarketing of the 2014A-2 Bonds.

Section 4. Approval of Term Rate Period for the 2023C Bonds. Pursuant to Section 3.02(c) of Appendix A to the 2023 Bond Order and subject to the availability of sufficient funds to purchase the 2023C Bonds, the 2023C Bonds will be purchased pursuant to Section 4.03 of Appendix A to the Bond Order. Upon conversion, the 2023C Bonds shall bear interest at a new Term Rate for the Term Rate Period approved by the Authorized Representative as provided herein. An Authorized Representative is authorized to approve the Term Rate and the Term Rate Period, when established by the Remarketing Agent. Costs of the remarketing shall be paid from available funds of the District or from the proceeds of a premium, if any, generated from the remarketing of the 2023C Bonds.

Section 5. Delegation. The Authorized Representative is hereby authorized to act on behalf of the District in connection with the remarketing and conversion of the 2014A-2 Bonds and the 2023C Bonds and to approve any modifications to the terms of all or a portion of the bonds subject to conversion deemed necessary or advisable to effectuate the remarketing of such the 2014A-2 Bonds and 2023C Bonds on the most favorable terms, including, but not limited to, terms related to optional redemption, the Term Rate, the duration of the Term Rate Period, the Stepped Rate and any term-out provisions applicable upon a failed remarketing of such 2014A-2 Bonds and 2023C Bonds. Any determinations by the Authorized Representative shall be set forth in an Officer's Pricing Certificate delivered to the Remarketing Agent, the Paying Agent/Registrar and the Tender Agent on or before the Conversion Date. Any finding or determination by the Authorized Representative as authorized herein shall have the same force and effect as a finding or determination made by the Board. The Authorized Representative and all other appropriate officers, agents and representatives of the District are hereby authorized and directed to take all other actions and to execute, deliver, and accept on behalf of the District all agreements and documents that are necessary to carry out the actions contemplated by this Order or the Bond Orders.

Section 6. Reoffering Memorandum. The Board hereby authorizes one or more Authorized Representatives to assist in the preparation of an Offering Memorandum or Offering Memorandums, and any addendum, supplement or amendment thereto, as the Authorized Representative(s) deem appropriate in connection with the remarketing of the 2014A-2 Bonds and the 2023C Bonds for a Term Rate Period. The Board further approves the use and distribution of such Offering Memorandum(s) in the remarketing of the 2014A-2 Bonds and the 2023C Bonds.

Section 7. Redemption of Bonds. The Board hereby approves the redemption of all or a portion of the Callable Bonds on June 1, 2025, in a principal amount not to exceed \$122,000,000. An Authorized Representative is authorized to determine the maturities and aggregate principal amount of the Callable Bonds to be redeemed on such date, and is hereby authorized and directed to provide notice of such redemption in accordance with the order authorizing the issuance of the Callable Bonds. On or before June 1, 2025, the District shall deposit with the paying agent/registrars for the Callable Bonds lawfully available funds sufficient to pay the redemption price of the Callable Bonds to be redeemed on such date. The Board hereby ratifies and confirms any and all action taken by any Authorized Representative prior to the date hereof, and hereby authorizes the Authorized Representative(s) to do any and all things necessary and convenient to effectuate such redemption.

Section 8. 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 the meeting was given, all as required by the Texas Open Meetings Act.

Section 9. Effective Date; Effect of Failure of Term Rate. (a) This Order shall be in full force and effect from and upon its adoption.

(b) If, for any reason, the conditions precedent to the remarketing of the 2014A-2 Bonds and/or the 2023C Bonds in a new Term Rate are not satisfied, the new Term Rate shall not be effective, the 2014A-2 Bonds and/or the 2023C Bonds shall bear interest at the Stepped Rate, and the Paying Agent/Registrar and the Authorized Representative shall promptly notify the Owners of such fact and shall give such additional notices and take such further actions as may be required pursuant to respective Bond Orders.

Section 10. Selection of Remarketing Agent. The Board hereby authorizes one or more Authorized Representatives to select and designate an investment banking firm as remarketing agent (the "Remarketing Agent") in connection with the remarketing of the 2014A-2 Bonds and the 2023C Bonds. Any such designation shall be set forth in the Officers Pricing Certificate delivered by the District in connection with the remarketing of the 2014A-2 and 2023C Bonds. The designated Remarketing Agent shall undertake the duties and obligations imposed on the Remarketing Agent under a Remarketing Agreement with terms consistent to the District's existing Remarketing Agreements.

Section 11. 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.

Section 12. Repealer. All orders, resolutions and ordinances, or parts thereof, inconsistent herewith are hereby repealed to the extent of such inconsistency.

*[The remainder of the page is intentionally left blank.]*

PASSED AND APPROVED this 14th day of November, 2024.

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President, School Board  
Houston Independent School District

ATTEST:

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Secretary, School Board  
Houston Independent School District

(SEAL)