

# Agenda of Special Meeting - Calling for Bond Election

## The Board of Trustees Brazos Independent School District

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A Special Meeting - Calling for Bond Election of the Board of Trustees of Brazos Independent School District will be held February 13, 2025, beginning at 6:00 PM in the Brazos ISD Central Administration Office Board Room:

227 Educator Lane

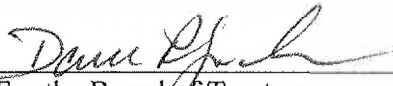
Wallis, Texas 77485.

ONE OR MORE BOARD MEMBERS MAY PARTICIPATE VIA VIDEOCONFERENCING TECHNOLOGY

The subjects to be discussed or considered or upon which any formal action may be taken are listed below. Items do not have to be taken in the same order as shown on this meeting notice.

1. Establish a Quorum - Call to Order
  1. Invocation & Pledge of Allegiance - Myles Marek
2. Closed Meeting: (Texas Open Meetings Act – Texas Government Code, Section 551-074) *If, during the course of the meeting, discussion of any item on the agenda should be held in a closed meeting, the Board will conduct a closed meeting in accordance with the Texas Open Meetings Act, Government Code, Chapter 551, Subchapters D and E. Before any closed meeting is convened, the presiding officer will publicly identify the section or sections of the Act authorizing the closed meeting. All final votes, actions, or decisions will be taken in open meeting.*
  1. Pursuant to TX Gov't Code 551.071 - Attorney Consultation - consultation with the District's attorney concerning legal issues related to a bond election
3. Open Session: Take appropriate action resulting from closed session
  1. Consideration and approval of a resolution approving an engagement agreement for bond counsel legal services with Walsh Gallegos Kyle Robinson & Roalson, P.C and Cantu Harden Montoya LLP; and other matters therewith
  2. Consideration and approval of an order calling a bond election to be held by the Brazos Independent School District, making provision for the conduct of a joint election, and resolving other matters incident and related to such election
  3. Consideration and approval of a resolution relating to establishing the District's intention to reimburse itself for the prior lawful expenditure of funds relating to constructing and equipping various District improvements from the proceeds of tax-exempt obligations to be issued by the District for authorized purposes; authorizing other matters incident and related thereto; and providing an effective date
4. Adjourn

The notice for this meeting was posted in compliance with the Texas Open Meetings Act on February 10, 2025.

  
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For the Board of Trustees

WRITTEN NOTICE OF FINDINGS OF THE BOARD OF TRUSTEES OF THE BRAZOS INDEPENDENT SCHOOL DISTRICT, RELATING TO THE RESOLUTION TO APPROVE AN ENGAGEMENT AGREEMENT FOR BOND COUNSEL LEGAL SERVICES WITH WALSH GALLEGOS KYLE ROBINSON & ROALSON, P.C AND CANTU HARDEN MONTOYA LLP; AND OTHER MATTERS IN CONNECTION THEREWITH, TO BE CONSIDERED FOR ADOPTION BY THE DISTRICT

1. The Board of Trustees of the District intends to engage Walsh Gallegos Kyle Robinson & Roalson, P.C. and Cantu Harden Montoya, LLP and to provide the District with co-bond counsel and co-disclosure counsel legal services pertaining to the District's issuance of public securities on the public or private market, including advising the District on any "official statement" to potential investors pursuant to federal securities laws and issuing a legal opinion as to the foregoing;
2. Walsh Gallegos Kyle Robinson & Roalson, P.C. and Cantu Harden Montoya, LLP have consistently demonstrated its competence, qualifications, and experience as an industry leader in public finance matters through the provision of co-bond counsel and co-disclosure counsel legal services, the representation of municipal advisors, issuers, and other parties in United States Securities and Exchange Commission enforcement actions, the publication of disclosure policies and the representation of state agencies and political subdivisions within the State of Texas on public securities related issues and matters;
3. Accessing the public or private markets through the issuance of public securities and providing an "official statement" of the District to potential investors is governed by State and federal securities and federal tax laws and requires the advice of legal advisors that specialize in public finance matters that are well versed in public finance legal matters;
4. Engaging an attorney in private practice who specializes in public finance matters that is well versed in State and federal securities and federal tax laws pursuant to an hourly fee arrangement would likely result in higher fees to be paid by the District, and such fees incurred would be payable by the District by amounts on deposit in the District's General Fund, whether or not the public securities are actually issued;
5. Fees for legal services in public finance matters, including co-bond counsel and co-disclosure counsel legal services, have traditionally been paid pursuant to a contingent fee contract, where such fees become payable only upon the successful issuance of the public securities and solely from the proceeds of the public securities;
6. Entering into a contract for bond counsel legal services with Walsh Gallegos Kyle Robinson & Roalson, P.C. and Cantu Harden Montoya, LLP (a firm that specializes in public finance matters and is well versed in State and federal securities and federal tax laws) payment of which is contingent on the District's successful issuance of public securities and payable out of public securities proceeds provides the District a superior level of co-bond counsel and co-disclosure counsel legal services and fee(s) payable

under the contract are reasonable in the public finance market and would likely be less than if such services were conducted pursuant to an hourly rate contract with an attorney specializing in such public finance matters; and

7. For each of the reasons stated above, this selection of co-bond counsel and co-disclosure counsel legal services pursuant to a contingent fee contract is in the best interest of the residents of the District.