

ORDER CALLING BOND ELECTION

STATE OF TEXAS	§
COUNTY OF GALVESTON	§
COLLEGE OF THE MAINLAND	§

WHEREAS, the Board of Trustees (the "Board") of College of the Mainland (the "College District") finds and determines that it is necessary and advisable to call and hold an election for and within the boundaries of the College District on the proposition hereinafter set forth; and

WHEREAS, it is hereby officially found and determined that said election shall be held on a uniform election date established by Section 41.001(a), Texas Election Code, as amended, as required by Texas law; and

WHEREAS, the College District may enter into one or more election agreements (the "Election Agreements") with Galveston County, Texas (the "County"), by and through the Galveston County Clerk (the "County Clerk") and possibly other political subdivisions (the "Participants"), in accordance with the laws of the State of Texas (the "State") and applicable federal law; and

WHEREAS, the Board finds and declares that the meeting at which this Order Calling Bond Election (the "Election Order") is considered is open to the public, and that the public notice of the time, place and purpose of the meeting was given, as required by Chapter 551, Texas Government Code, as amended; Now Therefore,

NOW, THEREFORE, BE IT ORDERED BY THE BOARD OF TRUSTEES OF COLLEGE OF THE MAINLAND:

Section 1. Call of Election; Date; Eligible Electors; and Hours. An election (the "Election") shall be held on May 6, 2023 ("Election Day"), which is seventy-eight (78) or more days from the date of the adoption of this Election Order, within and throughout the territory of the College District at which all resident, qualified electors of the College District shall be entitled to vote. The Board hereby finds that holding the Election on such date is in the public interest. The hours during which the polling places are to be open on Election Day shall be from 7:00 a.m. to 7:00 p.m.

Section 2. Polling Places; Election Officers. Except as otherwise provided herein, the boundaries and territories of the County election precincts that are wholly or partially within the territorial boundaries of the College District are hereby designated as the voting precincts of the College District for the Election and the precinct numbers for the College District's election precincts shall be the corresponding County precinct number of each precinct. The Election Day polling places shall be as shown in Exhibit A to this Election Order. The precinct judges and alternate judges for the Election shall be appointed in accordance with the Texas Election Code (the "Election Code").

In the event that the President of the College District (the "President"), or his designee, shall determine from time to time that (a) a polling place hereafter designated shall become unavailable or unsuitable for such use, or it would be in the College District's best interests to relocate such polling place, or (b) a presiding judge or alternate presiding judge hereafter designated shall become unqualified or unavailable, the President, or his designee, is hereby authorized to designate and appoint in writing a substitute polling place, presiding judge or alternate presiding judge, and correct or modify the exhibits to this Election Order, giving such notice as is required by the Election Code and as deemed sufficient.

Section 3. Proposition. At the Election there shall be submitted to the resident, qualified electors of the College District the following proposition (the "Proposition"):

COLLEGE OF THE MAINLAND - PROPOSITION A

SHALL THE BOARD OF TRUSTEES (THE "BOARD") OF COLLEGE OF THE MAINLAND (THE "COLLEGE DISTRICT") BE AUTHORIZED TO ISSUE BONDS OF THE COLLEGE DISTRICT, IN ONE OR MORE SERIES OR INSTALLMENTS, IN THE AMOUNT OF \$250,000,000 FOR THE CONSTRUCTION, RENOVATION, ACQUISITION AND EQUIPMENT OF SCHOOL BUILDINGS FOR THE COLLEGE DISTRICT AND THE PURCHASE OF THE NECESSARY SITES FOR SCHOOL BUILDINGS, WHICH BONDS MAY BE ISSUED IN VARIOUS ISSUES OR SERIES, SHALL MATURE SERIALLY OR OTHERWISE NOT MORE THAN 40 YEARS FROM THEIR DATE, AND SHALL BEAR INTEREST AT SUCH RATE OR RATES, NOT TO EXCEED THE MAXIMUM RATE NOW OR HEREAFTER AUTHORIZED BY LAW, AS SHALL BE DETERMINED BY THE BOARD WITHIN THE DISCRETION OF THE BOARD AT THE TIME OF ISSUANCE; AND SHALL THE BOARD BE AUTHORIZED TO LEVY AND PLEDGE, AND CAUSE TO BE ASSESSED AND COLLECTED, ANNUAL AD VALOREM TAXES ON ALL TAXABLE PROPERTY IN THE COLLEGE DISTRICT SUFFICIENT, WITHIN THE LIMITS PRESCRIBED BY LAW, TO PAY THE PRINCIPAL OF AND INTEREST ON SAID BONDS AND THE COSTS OF ANY CREDIT AGREEMENTS EXECUTED OR AUTHORIZED IN ANTICIPATION OF, IN RELATION TO, OR IN CONNECTION WITH SAID BONDS; SAID BONDS TO BE ISSUED AND SAID TAXES TO BE LEVIED, PLEDGED, ASSESSED, AND COLLECTED UNDER THE CONSTITUTION AND LAWS OF THE STATE OF TEXAS INCLUDING THE TEXAS EDUCATION CODE?

Section 4. Ballots. The ballots shall conform to the requirements of the Election Code and shall have written or printed thereon the following:

OFFICIAL BALLOT

COLLEGE OF THE MAINLAND - PROPOSITION A

- [] FOR) THE ISSUANCE OF \$250,000,000 BONDS FOR THE
) CONSTRUCTION, RENOVATION, ACQUISITION, AND
) EQUIPMENT OF SCHOOL BUILDINGS FOR THE COLLEGE OF
) THE MAINLAND, AND THE PURCHASE OF THE NECESSARY
) SITES FOR SCHOOL BUILDINGS, AND THE LEVY AND
[] AGAINST) IMPOSITION OF TAXES SUFFICIENT TO PAY THE PRINCIPAL
) OF AND INTEREST ON THE BONDS AND THE COSTS OF ANY
) CREDIT AGREEMENTS.

Section 5. Voting. Electronic voting machines may be used in holding and conducting the Election on Election Day; provided, however, in the event the use of such electronic voting machines is not practicable, the Election may be conducted on Election Day by the use of paper ballots (except as otherwise provided in this section). Electronic voting machines or paper ballots may be used for early voting by personal appearance (except as otherwise provided in this section). As required by the Election Code, the College District shall provide at least one accessible voting system in each polling place used in the Election. Such voting system shall comply with Texas and federal laws establishing the requirement for voting systems that permit voters with physical disabilities to cast a secret ballot. Paper ballots may be used for early voting by mail.

Each voter desiring to vote in favor of the Proposition shall mark the ballot indicating "FOR" the Proposition, and each voter desiring to vote against the Proposition shall mark the ballot indicating "AGAINST" the Proposition. Voting will be conducted in accordance with the Election Code.

Section 6. Early Voting. The Board hereby appoints the County Clerk as the regular early voting clerk for the College District. Early voting, both by personal appearance and by mail, will be conducted in accordance with the Election Code.

Early voting by personal appearance shall be conducted at the locations, on the dates and at the times as shown in **Exhibit B**. Early voting by personal appearance shall begin on Monday, April 24, 2023 and end on Tuesday, May 2, 2023.

For the use of those voters who are entitled by law to vote early by mail, the early voting clerk shall provide each voter with a ballot with instructions to mark the ballot indicating his or her vote "FOR" or "AGAINST" the Proposition.

The Board hereby appoints the County Clerk as the regular early voting clerk. The County Clerk's contact information/delivery addresses for applications for ballots to be voted by mail and other matters related to the Election are as follows:

Name: Dwight D. Sullivan

Official Mailing Address: P.O. Box 17253, Galveston, Texas 77552-7253

Physical Address: 600 59th Street, Suite 2001, Galveston, Texas 77551

E-mail Address: absenteeballotapplications@co.galveston.tx.us

Phone Number: (409) 766-2200

Fax Number: (409) 765-3160

Website Address: <https://www.galvestonvotes.org/home-votes/>

The County Clerk is hereby authorized and directed to designate the early voting ballot board and other officers required to conduct early voting for the Election.

Section 7. Conduct of Election. The Election shall be conducted by election officers, including the judges and alternate judges or clerks appointed by the Board, in accordance with the Election Agreements, the Education Code, the Election Code and the Constitution and laws of the State and the United States of America. The Chair of the Board, the President, and their respective designees, are authorized to enter into, execute and deliver one or more Election Agreements, in accordance with applicable provisions of the Election Code. The terms and provisions of each Election Agreement are hereby incorporated into this Election Order. To the extent of any conflict between this Election Order and an Election Agreement, the terms and provisions of the Election Agreement shall prevail, and the Chair of the Board, the President, and their respective designees, are authorized to make such corrections, changes, revisions and modifications to this Election Order, including the exhibits hereto, as are deemed necessary or appropriate to conform to the Election Agreement, to comply with applicable state and federal law and to carry out the intent of the Board, as evidenced by this Election Order. The County Clerk shall be responsible for establishing the central counting station for the ballots cast in the Election and appointing the personnel necessary for such station.

Section 8. Bilingual Election Materials. All notices, instructions, and ballots pertaining to the Election shall be furnished to voters in both English and Spanish and persons capable of acting as translators in both English and Spanish shall be made available to assist Spanish language speaking voters in understanding and participating in the election process.

Section 9. Delivery of Voted Ballots; Counting; Tabulation; Canvassing of Returns; Declaring Results. The ballots shall be counted by one or more teams of election officers assigned by the presiding judges, each team to consist of two or more election officers. After completion of his responsibilities under the Election Code, including the counting of the voted ballots and the tabulation of the results, the presiding judge shall make a written return of the Election results to the College District in accordance with the Election Code. The Board shall canvass the returns and declare the results of the Election.

If a majority of the resident, qualified electors of the College District voting at the Election, including those voting early, shall vote in favor of the Proposition, then the issuance and sale of the bonds described in the Proposition shall be authorized in the maximum amount contained therein, and the bonds shall be issued and sold at the price or prices and in such denominations determined by the Board to be in the College District's best interest.

Section 10. Training of Election Officials. Pursuant to the Election Code, a public school of instruction for all election officers and clerks may be held as arranged or contracted by the County Clerk.

Section 11. Notice of Election; Voter Information Document. Notice of the Election shall be given in the manner required by the Election Code and other applicable law. To the extent required by law, the notice of the Election shall include the College District's internet website address, which is <https://www.com.edu/>.

A voter information document for the Proposition in the form attached hereto as Exhibit C is hereby approved, together with such revisions as may be approved by the President, and shall be posted and provided in accordance with law.

Section 12. Notice of Meeting. The Board officially finds, determines, recites and declares that written notice of the date, hour, place and subject of the meeting at which this Election Order is adopted was posted on a bulletin board located at a place convenient to the public at the College District's administrative offices for a least seventy-two (72) hours preceding the scheduled time of the meeting; that a telephonic or telegraphic notice of such meeting was given to all news media who have consented to pay any and all expenses incurred by the College District in connection with providing such notice, both as required by the Texas Open Meetings Act, Chapter 551, Texas Government Code, as amended; and that such meeting was open to the public as required by law at all times during which this Election Order and the subject matter thereof was discussed, considered and formally acted upon.

Section 13. Mandatory Statement of Information.

(a) Pursuant to Section 3.009, Texas Election Code: (i) the proposition language that will appear on the ballot is set forth in Section 4 of this Election Order, (ii) the purposes for which the bonds are to be authorized are set forth in Section 3 of this Election Order, (iii) the principal amount of bonds to be authorized is set forth in Section 3 of this Election Order, (iv) if the issuance of bonds is authorized by voters, taxes sufficient, without limit as to rate or amount, to pay the principal of and interest on the bonds and the costs of any credit agreements may be imposed, as set forth in Section 3 of this Election Order, (v) bonds authorized pursuant to this Election Order may be issued to mature over a specified number of years not to exceed the lesser of forty (40) years or the maximum number of years authorized by law and bearing interest at the rate or rates (not to exceed 15%), as authorized by law and determined by the Board, (vi) as of the date of the adoption of this Election Order, the aggregate amount of outstanding principal of the College District's debt obligations is \$160,240,000.00 and the aggregate amount of outstanding interest on the College District's debt obligations is \$101,440,750.00, and (vii) the College District's ad valorem debt service tax rate as of the date of adoption of this Election Order is \$0.1024 per \$100 valuation of taxable property.

(b) Based upon market conditions as of the date of this Election Order, the maximum net effective interest rate for any series of the bonds is estimated to be [5.50]%. Such estimated maximum interest rate is provided as a matter of information, but is not a limitation on the interest rate at which the bonds, or any series thereof, may be sold. In addition, the estimate contained in

this subsection (b) is (i) based on certain assumptions (including assumptions concerning prevailing market and economic conditions at the time(s) of issuance of the bonds) and derived from projections obtained from the College District's financial advisor, (ii) subject to change to the extent that actual facts, circumstances and conditions prevailing at the time that the bonds are issued differ from such assumptions and projections, (iii) provided solely in satisfaction of the requirements of Section 3.009, Texas Election Code, and for no other purpose, without any assurance that such projections will be realized, and (iv) not intended to and does not give rise to a contract with voters or limit the authority of the Board to issue bonds in accordance with the Proposition submitted by this Election Order.

Section 14. Necessary Actions. The Chair and the Secretary of the Board of Trustees and the President of the College District, in consultation with the College District's attorney and bond counsel are hereby authorized and directed to take any and all actions necessary to comply with the provisions of the Code and the Federal Voting Rights Act in carrying out and conducting the Election, whether or not expressly authorized herein. In addition, the Board authorizes the Chair, the President of the College District, or the respective designee of either of such parties to make such technical modifications to this Election Order, including the exhibits hereto, that are necessary for compliance with applicable Texas or federal law or to carry out the intent of the Board, as evidenced herein.

Section 15. Severability. If any provision, section, subsection, sentence, clause or phrase of this Election Order, or the application of the same to any person or set of circumstances is for any reason held to be unconstitutional, void, invalid, or unenforceable, neither the remaining portions of this Election Order nor their application to other persons or sets of circumstances shall be affected thereby, it being the intent of the College District in adopting this Election Order that nor portion hereof or provision or regulation contained herein shall become inoperative or fail by reason of any unconstitutionality, voidness, invalidity or unenforceability of any other portion hereof, and all provisions of this Election Order are declared to be severable for that purpose.

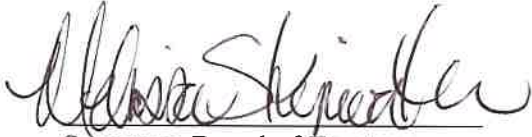
Section 16. Effective Date. This Election Order is effective immediately upon its passage and approval.

[Signature page to follow.]

PASSED AND APPROVED January 23, 2023.


Chair, Board of Trustees
College of the Mainland

ATTEST:


Secretary, Board of Trustees
College of the Mainland

(SEAL)

Signature Page
College of the Mainland
Order Calling Bond Election

EXHIBIT A

**GALVESTON COUNTY
ELECTION DAY POLLING LOCATIONS¹
(Between the hours of 7:00 a.m. and 7:00 p.m.)**

Joe Faggard Community Center
1750 Highway 87
Crystal Beach, TX 77650

Galveston County Court House
722 Moody (2nd Floor)
Galveston, TX 77550

Scott Building
4116 N 1/2
Galveston, TX 77550

MUD 12 Building
2929 Hwy 6 Ste. 300
Bayou Vista, TX 77563

West County Building
11730 Highway 6
Santa Fe, TX 77510

La Marque Community Room
1109 B Bayou Rd.
La Marque, TX 77568

San Leon Volunteer Fire
12th St. & Ave. D
San Leon, TX 77539

Dickinson Community Center
2714 Highway 3
Dickinson, TX 77539

The Crossings
255 N. Egret Bay Blvd.
League City, TX 77573

Carver Park Community Center
6415 Park Ave.
Texas City, TX 77591

Seaside Baptist Church
16534 Termini-San Luis Pass Rd.
Jamaica Beach, TX 77554

Moody Methodist Church
2803 53rd St
Galveston, TX 77551

Greater St. Matthews Baptist Church
6333 Highway 6
Hitchcock, TX 77563

Sant Fe ISD Museum
13304 Highway 6
Santa Fe, TX 77510

Nessler Center
2010 Fifth Ave. North
Texas City, TX 77590

Mid County Building
9850 Emmett Lowry Expressway
Texas City, TX 77591

IBC Bank
2301 W FM 646
Dickinson, TX 77539

Bacliff Volunteer Fire Department
600 Grand Avenue
Bacliff, TX 77518

¹ Election Day Polling Locations subject to adjustment as directed by the County Clerk.

League City Civic Center
2105 Dickinson Ave.
League City, TX 77573

Justice Center
600 59th Street
Galveston, Texas 77551

Friendswood ISD Admin.
402 Laurel Dr.
Friendswood, TX 77546

COM Technical Vocational Building
1200 Amburn Rd.
Texas City, TX 77591

Kemah Community Center
800 Harris
Kemah, TX 77565

Calder Road Annex
174 Calder Rd.
League City, TX 77573

COM League City Campus
1411 W. Main St.
League City, TX 77573

EXHIBIT B

EARLY VOTING POLLING LOCATIONS AND TIMES²

Dates & Times:

Monday, April 24, - Friday, April 28, 2023.....8:00 a.m. – 5:00 p.m.

Monday, May 1, - Tuesday, May 2, 2023.....7:00 a.m. – 7:00 p.m.

Galveston County Justice Center
600 – 59th Street
2nd Floor Conference Room
Galveston, Texas

Joe Faggard Community Center
1750 Highway 87
Crystal Beach, TX 77650

Rebecca Sealy Hospital
404 8th Street
Galveston, TX 77555

Galveston County Court House
722 Moody (2nd Floor)
Galveston, TX 77550

Santa Fe City Hall
12002 Highway 6
Santa Fe, TX 77510

Scott Building
4116 N 1/2
Galveston, TX 77550

Moody Methodist Church
2803 53rd St
Galveston, TX 77551

GISD Administration Building
3904 Ave. T
Galveston, TX

Seaside Baptist Church
16534 Termini-San Luis Pass Rd.
Jamaica Beach, TX 77554

MUD 12 Building
2929 Hwy 6 Ste. 300
Bayou Vista, TX 77563

Greater St. Matthews Baptist Church
6333 Highway 6
Hitchcock, TX 77563

West County Building
11730 Highway 6
Santa Fe, TX 77510

Sant Fe ISD Museum
13304 Highway 6
Santa Fe, TX 77510

Day Spring Church
2215 FM 646 Rd. North
Santa Fe, TX 77510

Carver Park Community Center
6415 Park Ave.
Texas City, TX 77591

² Early Voting Polling Locations subject to adjustment as directed by the County Clerk.

La Marque Community Room
1109 B Bayou Rd.
La Marque, TX 77568

Calvary Baptist Church
517 18th Ave. North
Texas City, TX 77590

COM Technical Vocational Building
1200 Amburn Rd.
Texas City, TX 77591

San Leon Volunteer Fire
12th St. & Ave. D
San Leon, TX 77539

Dickinson Community Center
2714 Highway 3
Dickinson, TX 77539

Dominion Church
6400 Calder Road
Dickinson, TX 77539

The Crossings
255 N. Egret Bay Blvd.
League City, TX 77573

Hometown Hero's Park
2105 Dickinson Ave.
League City, TX 77573

Texas A&M Building 3035
2025 Seawolf Parkway, Suite 102
Galveston, Texas 77554

League City Intermediate
2588 Webster St. (Cafeteria)
League City, TX 77573

COM League City Campus
1411 W. Main St.
League City, TX 77573

Texas City Central Fire Station
1721 25th St.
Texas City, TX 77590

Nessler Center
2010 Fifth Ave. North
Texas City, TX 77590

Mid County Building
9850 Emmett Lowry Expressway
Texas City, TX 77591

Dickinson City Hall
4403 Highway 3
Dickinson, TX 77539

IBC Bank
2301 W FM 646
Dickinson, TX 77539

Bacliff Volunteer Fire Department
600 Grand Avenue
Bacliff, TX 77518

Bauerschlag Elementary
2051 League City Parkway
League City, TX 77573

Kemah Community Center
800 Harris
Kemah, TX 77565

Regal Estates
500 Enterprise Ave.
League City, TX 77573

League City Civic Center
400 W. Walker (Ballroom)
League City, TX 77573

Calder Road Annex
174 Calder Rd.
League City, TX 77573

Friendswood ISD Admin.
402 Laurel Dr.
Friendswood, TX 77546

Hope Lutheran
1804 S. Friendswood Drive
Friendswood, TX 77546

Stanfield Properties
807 S. Friendswood Dr.
Friendswood, TX 77546

Justice Center
600 59th Street
Galveston, Texas 77551

EXHIBIT C³

VOTER INFORMATION DOCUMENT

COLLEGE OF THE MAINLAND - PROPOSITION A

- [] FOR) THE ISSUANCE OF \$250,000,000 BONDS FOR THE
) CONSTRUCTION, RENOVATION, ACQUISITION, AND
) EQUIPMENT OF SCHOOL BUILDINGS FOR THE COLLEGE OF
) THE MAINLAND, AND THE PURCHASE OF THE NECESSARY
) SITES FOR SCHOOL BUILDINGS, AND THE LEVY AND
[] AGAINST) IMPOSITION OF TAXES SUFFICIENT TO PAY THE PRINCIPAL
) OF AND INTEREST ON THE BONDS AND THE COSTS OF ANY
) CREDIT AGREEMENTS.

1. Principal of the debt obligations to be authorized	\$250,000,000.00
2. Estimated interest for the debt obligations to be authorized	\$[]
3. Estimated combined principal and interest required to pay on time and in full the debt obligations to be authorized	\$[]
4. Principal of all outstanding debt obligations of the College District*	\$160,240,000.00
5. Estimated remaining interest on all outstanding debt obligations of the College District*	\$101,440,750.00
6. Estimated combined principal and interest required to pay on time and in full all outstanding debt obligations of the College District*	\$261,680,750.00
7. Estimated maximum annual increase in the amount of taxes that would be imposed on a residence homestead in the College District with an appraised value of \$100,000 to repay the debt obligations to be authorized, if approved, based upon assumptions made by the governing body of the College District	\$[0.00]
8. Other information that the College District considers relevant or necessary to explain the foregoing information	See major assumptions listed below.

* As of the date of adoption of the College District's Bond Election Order.

³ The President shall be authorized to complete and make any modifications to this **Exhibit C** deemed appropriate after consulting with the College District's bond counsel as to legal sufficiency.

Major assumptions for statements above, including statement 7:

(1) Assumed amortization of the College District's debt obligations, including outstanding debt obligations and the proposed debt obligations:

Term	Principal	Interest	Total Proposed Debt Service	Total Proposed Debt Service + Existing Debt Service
[____ Years]	\$250,000,000.00	\$[_____]	\$[_____]	\$[_____]

(2) Assumed changes in estimated future appraised values within the College District: Assumes annual growth of \$[_____] for [5] years and will remain constant thereafter.

(3) Assumed interest rate on the debt obligations to be issued: [5.50]%.

(4) If the assumptions contained herein are met, the College District does [not] anticipate the need for a tax rate increase to pay debt service on debt obligations issued pursuant to the proposition set forth in this Voter Information Document (the "Proposition"). Therefore, the estimated maximum annual increase in the amount of taxes imposed on a residence homestead to repay the debt obligations, if approved, is expected to be \$[0.00].

(5) Assumes state-mandated homestead exemption.

(6) Assumes homestead does not qualify for idiosyncratic exemptions, including, but not limited to, the state-mandated (a) homestead exemption for the elderly and disabled (for which tax payments are capped based on the homeowner's tax payment in the year the exemption is obtained), and (b) homestead exemption for disabled veterans and their families, surviving spouses of members of the armed services killed in action and surviving spouses of first responders killed or fatally wounded in the line of duty.

The estimates contained in this Voter Information Document are (i) based on certain assumptions (including the major assumptions listed above and assumptions concerning prevailing market and economic conditions at the time(s) of issuance of the bonds) and derived from projections obtained from the College District's financial advisor, (ii) subject to change to the extent that actual facts, circumstances and conditions prevailing at the time that the bonds are issued differ from such assumptions and projections, (iii) provided solely in satisfaction of the requirements of Section 1251.052, Texas Government Code, and for no other purpose, without any assurance that such projections will be realized, and (iv) not intended to (and expressly do not) give rise to a contract with voters or limit the authority of the College District to issue bonds in accordance with the Proposition submitted by the College District's Bond Election Order.