

PRAIRIE OAKS MUNICIPAL UTILITY DISTRICT OF DENTON COUNTY

TO: THE TEMPORARY BOARD OF DIRECTORS OF PRAIRIE OAKS MUNICIPAL UTILITY DISTRICT OF DENTON COUNTY AND TO ALL OTHER INTERESTED PERSONS:

Pursuant to an Order of the Governor suspending certain requirements of the Texas Open Meetings Act, the Temporary Board of Directors of Prairie Oaks Municipal Utility District of Denton County ("District") will hold an organizational meeting on **Tuesday, May 25, 2021 at 5:30 pm solely by telephone conference** to mitigate the spread of COVID-19. The meeting will be conducted in a transparent and accessible manner pursuant to the guidance provided by the Office of the Attorney General.

Any member of the public may participate in this meeting by dialing: (888) 594-6783 and entering passcode 2147455691#.

Electronic copies of Board meeting packets are available upon request by email to Ross Martin at rmartin@winstead.com. This meeting will also be recorded and available for electronic distribution. The following items will be considered:

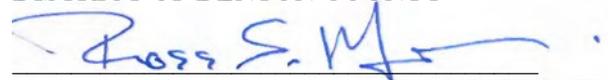
1. Call to Order;
2. Review and acknowledge Order of the Texas Commission on Environmental Quality ("TCEQ") creating the District;
3. Elect officers;
4. Administer Statement of Officer forms and Oaths of Office to Directors, and consider and review Conflict of Interest Questionnaire for local governmental officials;
5. Discuss government and cyber security training and content of District website;
6. Consider review and approve insurance proposal and placement of Directors and Officers liability insurance, bonds and other insurance deemed appropriate at this time;
7. Consider review, and approve engagement letter for general and bond counsel services for the District, and adopt Resolution Approving Contingent Fee Contract;
8. Consider review and approve engagement letter for engineering services for the District;
9. Consider review, and approve engagement letter for municipal advisory services for the District;
10. Consider review, and approve engagement letter for bookkeeping services for the District;
11. Consider and designate depository bank and authorize the operating account and execution of required account documents, including signature cards and related bank resolutions, and adopt Resolution Designating Depositories and Establishing Investment Accounts for Deposit of District Funds;
12. Consider and approve bookkeeper's report, including authorizing the payment of invoices presented;
13. Authorize Treasurer to temporarily authorize treasurer to sign disbursements as approved on the bookkeeping report pursuant to Section 49.151, Texas Water Code;

14. Consider review and approve Agreement for the Construction and Purchase of Facilities and Reimbursement of Costs, and take any other action as may be necessary;
15. Hear report from developer and take any action in connection with plat approval, reimbursement agreements or assignments thereunder, or other development related items;
16. Adopt District Seal;
17. Consider review and adopt Order Designating Office Locations Outside the District and authorize publication of Notice of same;
18. Consider review and adopt Order Adopting Code of Ethics, Travel Expense Policy, Policies and Procedures for Selection and Review of Consultants, Policies Concerning Use of Management Information including the formation of an Audit Committee, Fees of Office and Selection of Fiscal Year-End;
19. Consider review and adopt Order Approving Records Management Policy and Designating Records Manager;
20. Consider review and adopt Order Adopting an Investment Policy and Appointing an Investment Officer;
21. Consider review and adopt Resolution Designating Posting of Meeting Notices for meeting notices posted within the District;
22. Consider review and approve District Information Form, and authorize filing of same with Denton County, Texas, and the TCEQ;
23. Consider review, and approve Resolution Adopting Prevailing Wage Rate Scale for Construction Projects;
24. Discuss and set date for next Board meeting; and
25. Adjournment.

The Board of Directors may enter into Executive Session, if necessary and appropriate, pursuant to the applicable section of Subchapter D, Chapter 551, Texas Government Code Annotated, the Texas Open Meetings Act, on any matter that may come before the Board. No action, decision or vote on any subject or matter may be taken unless specifically listed on the agenda for this meeting.

EXECUTED this 18th day of May, 2021.

PRAIRIE OAKS MUNICIPAL UTILITY
DISTRICT OF DENTON COUNTY



Ross S. Martin,
Proposed Attorney for the District

NOTICE OF
CONTINGENT FEE CONTRACT BY AND BETWEEN
WINSTEAD PC AND
PRAIRIE OAKS MUNICIPAL UTILITY DISTRICT OF DENTON COUNTY

Pursuant to Chapter 2254.1036, Texas Government Code, notice is hereby given that Prairie Oaks Municipal Utility District of Denton County (the “District”) will consider a contingent fee contract for bond counsel legal services with Winstead PC (“Winstead”). The contingent fee contract by and between the District and Winstead will be presented to the District at a public meeting to be held on Tuesday, May 25, 2021 at 5:30 p.m. solely by telephone conference to mitigate the spread of COVID-19. The telephone conference meeting will be conducted in a transparent and accessible manner, pursuant to an Order of the Governor suspending certain requirements of the Texas Open Meetings Act. Any member of the public may participate in the meeting by dialing: (888) 594-6783; and entering passcode 214 745 5691#.

The engagement of Winstead is required to render professional services in connection with the authorization, sale, and delivery of bonds, certificates of participation, notes, or other evidences of indebtedness (“Bonds”) on behalf of the District. Winstead will coordinate with the District and its consultants in the preparation of bond applications, official statements, and transcripts of legal proceedings to comply with the requirements of the Attorney General of the State of Texas, and will coordinate with the District and its consultants in all matters relative to the receipt and tabulation of bids for purchase of bonds. Additionally, Winstead will supervise the execution and delivery of the bonds to the original purchasers. Winstead will additionally provide an Opinion to confirm the validity of the bonds, and the tax-exempt status of the interest earned thereon under Federal Income Tax regulations, if applicable.

Members of the Winstead Public Finance Practice Group have been advising clients and serving as bond counsel on tax-exempt and taxable bonds, and rendering market opinions for governmental issuers, including special districts, for over 40 years. Winstead Public Finance attorneys are active members of the National Association of Bond Lawyers.

Winstead's fee for bond counsel services will be as follows: for new-money financings, 2.5% of the principal amount thereof; for refundings, 1.25% of the principal amount thereof; and for Anticipation Notes, 1%.

Winstead was engaged by the property owners of the District to create the District, and to provide for the financing of water, sanitary sewer, drainage, roadway, transportation, and similar infrastructure for master-planned developments to serve future residents and users. The District will consider the engagement of Winstead to serve as bond counsel at its organizational or meeting.

Winstead's specialized practice in public finance transactions provides the District with professional expertise therein, including oversight and compliance with Local, State, and Federal regulatory agencies. Winstead is aware of the resources required to issue Bonds. Further, the District has no source of revenue sufficient to compensate an attorney in private practice under a contract for the payment of hourly fees without contingency in the context of a Bond issuance, nor does the District's support staff possess the qualifications or resources to properly represent the District in a Bond issuance. A contingent fee contract for bond counsel services with Winstead would allow the District to proceed with the issuance of Bonds in the most efficient, cost-effective, and feasible manner, resulting in benefits to future residents of Prairie Oaks Municipal Utility District of Denton County.