

ORGANIZATIONAL MINUTES OF MEETING
OF THE
BOARD OF DIRECTORS

THE STATE OF TEXAS §

COUNTY OF TRAVIS §

MUSTANG RIDGE MUNICIPAL UTILITY DISTRICT §

The Board of Temporary Directors (the "Board" or the "Board of Directors") of Mustang Ridge Municipal Utility District (also sometimes referred to herein as the "District") met in special session, open to the public, at 12934 Elm Grove, Buda, Texas 78610, inside the boundaries of the District on January 20, 2022, and the roll was called of the members of the Board to-wit:

Bryan Brown
Joe Regalado
Michael DeBonis
John Gurasich
Adam Van Ackeren

All members of the Board were present at the commencement of the meeting, except John Gurasich and Adam Van Ackeren. All directors present at the time a vote was taken voted on all items that came before the Board. Also present were Andy Barrett of Barrett & Associates, PLLC ("Barrett & Associates"); Kimberly Studdard, paralegal, and Shana Wagner, legal assistant, of Winstead PC ("Winstead"); and Eric Willis and Curtis Davidson of Davaus Three LP, representing the owner and developer of lands within the District. Additionally, Eric Segovia and Maria Segovia, members of the public, were in attendance as well.

1. The record shall reflect that the Board of Directors was conducting its first meeting since the passage of House Bill No. 4627, 87th Session of the Texas Legislature, Regular Session, which created the District and stated the boundaries of the District, a copy of which legislation is attached hereto as **EXHIBIT "A"**, and which legislation authorized the primary owner of land within the District to petition to the Texas Commission on Environmental Quality ("TCEQ") to appoint temporary directors to the Board. On December 28, 2021, the above-referenced temporary directors were appointed to the Board by an order of the TCEQ attached hereto as **EXHIBIT "B"**. It was noted that the temporary directors in attendance executed Statements of Officer forms and were administered Oaths of Office.

2. Kimberly Studdard of Winstead informed the Board that they had secured a proposal for the necessary bonds for the directors and public employees (consultants of the District) as well as directors' and officers' liability insurance from McDonald & Wessendorff Insurance, whom acts as agent to hundreds of special districts in the State of Texas. Following a review of the proposals pertaining to the required bonds and the directors' and officers' liability policy, a motion was made by

Director Regalado, seconded by Director Brown, and unanimously carried, that the insurance proposals for such coverage and bonds be approved and accepted.

3. The next business to be addressed was the election of a President, Vice President, Secretary, Treasurer/Assistant Secretary and an additional Assistant Secretary for the Board of Directors as provided by law. Following a full discussion and motion by Director Regalado, seconded by Director DeBonis and unanimously carried, the following slate of officers was elected:

Bryan Brown	President
Joe Regalado	Vice President
Michael DeBonis	Secretary
John Gurasich	Treasurer/Assistant Secretary
Adam Van Ackeren	Assistant Secretary

4. Curtis Davidson then gave the Board a brief report with regard to proposed development in the District, noting the total acreage is roughly 305 acres and that they are expecting roughly 1300 single-family homes in addition to a multi-family tract. It was noted that a Development Agreement is in place and that the developer is in receipt of water service commitments from Creedoor-Maha Water Supply Corp. and Goforth Special Utility District.

5. The Board next reviewed and considered a proposal for legal services with the firm of Barrett & Associates, PLLC. Andy Barrett reviewed the terms of such fee agreement with the Board and upon motion by Director Brown, seconded by Director Regalado and unanimously carried, the Board approved said agreement and retained Barrett & Associates as district counsel. In addition, Kimberly Studdard of Winstead PC briefly reviewed the terms of a proposal for legal services with the firm of Winstead and upon motion by Director DeBonis, seconded by Director Brown and unanimously carried, the Board approved said agreement and retained Winstead to provide paralegal services, assist with certain general services in conjunction with Barrett & Associates and to serve as the District's bond counsel.

6. Andy Barrett then reviewed a proposal with Doucet & Associates, Inc. to serve as the District's engineer, and following a review of such proposal and discussion thereof, and upon motion by Director DeBonis, seconded by Director Brown and unanimously carried, the Board approved such Consultant Agreement for Professional Services with Doucet.

7. The Board reviewed a proposal from The GMS Group, L.L.C. ("GMS Group") to serve as the District's financial advisor. Andy Barrett explained the firm's qualifications and reviewed such proposal with the Board. Following a review of the proposal and discussion thereof, upon motion by Director DeBonis, seconded by Director Regalado and unanimously carried, the Board approved such Financial Advisory Agreement with GMS Group.

8. The Board reviewed an engagement letter and separate Bookkeeping Services Agreement with Bott & Douthitt, PLLC ("Bott & Douthitt") to serve as bookkeeper for the District. Qualifications for such firm were outlined and discussed with the Board. Following such review and discussion, upon motion by Director Regalado, seconded by Director DeBonis and unanimously

carried, the Board approved such engagement letter and agreement for bookkeeping services with Bott & Douthitt.

9. Upon motion by Director DeBonis, seconded by Director Regalado and unanimously carried, the Board authorized Bott & Douthitt to assist with the opening of a District operating account at either BBVA Compass Bancshares, Inc. or ABC Bank and requested that Bott & Douthitt have the necessary resolutions and signature cards available at the next meeting to formally open such account and to further work with the developer in connection with securing an operating advance for such account.

10. The Board then considered and ratified prior actions taken and the payment of various out-of-pocket expenses made on behalf of the District. Upon motion by Director DeBonis, seconded by Director Regalado and unanimously carried, the Board approved such actions.

11. Andy Barrett then gave a brief update with regard to status of negotiations with the City of Mustang Ridge, Texas, Travis County and various water and wastewater service providers and actions as may be necessary with regard to various agreements and matters with same, including working with the engineers on the submission of any necessary wastewater permit or other applications to the TCEQ and authorization by the Board for the attorneys to negotiate any necessary agreements and engineers to file any necessary applications. Upon motion by Director DeBonis, seconded by Director Brown and unanimously carried, the Board approved such negotiations and the filing of such applications.

12. There was presented to the Board a proposed Order Designating Offices Outside the District, which Order designates various offices of the District, declaring them to be public places, a copy of said Order being attached hereto as **EXHIBIT "C"**. After a full discussion, and upon motion of Director Regalado, seconded by Director DeBonis and unanimously carried, the Board approved said Order Designating Offices Outside the District. The officers were directed to execute said Order, and the attorneys were authorized to publish notice of the designation for such offices outside the District.

13. The Board next reviewed a Resolution Designating Posting Location of Meeting Notices ("Resolution"), a copy of which is attached hereto as **EXHIBIT "D"** and upon motion by Director DeBonis, seconded by Director Regalado and unanimously carried, the Board adopted said Resolution.

14. There was presented to the Board an impression of the proposed seal of the District, circular in shape with the name of the District around a five-point star. It was duly moved by Director Brown, seconded by Director DeBonis and unanimously carried that said seal be adopted as the legal seal of the District, an impression of which is attached hereto as **EXHIBIT "E"** and that the Secretary or Assistant Secretary or records manager for the District be authorized to affix said seal to all instruments of the District requiring a seal.

15. The Board next reviewed a District Information Form detailing general information about the District that is required to be approved and filed of record with both the Travis County Clerk and the TCEQ. Following a review thereof, upon motion by Director Regalado, seconded by

Director DeBonis and unanimously carried, the Board approved such Form and authorized Winstead to file such items with the Travis County Clerk and with the TCEQ.

16. The Board next reviewed an Order Adopting Code of Ethics, Travel Expense Policy and Establishment of Maximum Annual Limit of Fees of Office, and Procedures for Selection and Review of Consultants, Policies Concerning the Use of Management Information including the Formation of an Audit Committee, Investment Policy, Selection of a Fiscal Year-End and Certain Other Matters, a copy of which is attached hereto as **EXHIBIT "F"**. In connection with review of such policies, Kimberly Studdard explained various provisions of the Open Meetings Law to the Board as relates to the Board members discussion of District business. In addition, it was confirmed that the Board would select September 30th as its fiscal year end. Following a full review and motion by Director Brown, seconded by Director Regalado and unanimously carried, the Board approved said Order.

17. The Board next reviewed and Order Establishing Records Management Program and Appointing Records Management Officer, a copy of which is attached hereto as **EXHIBIT "G"**. Following a full review and motion by Director Regalado, seconded by Director DeBonis and unanimously carried, the Board approved said Order.

18. The Board then reviewed a form of Election Agreement between Travis County and the District and a separate form of Joint Election Agreement for the May 7, 2022 Elections (the "Election Agreements"), and upon motion by Director Brown, seconded by Director DeBonis and unanimously carried, the Board authorized execution of the final versions of the Election Agreements by the Board's officers upon receipt by Travis County and additionally approved and authorized the execution of a Resolution Adopting Voting System, if necessary, once Travis County confirmed the type of voting system that they would be using for the proposed election.

19. Next, the Board reviewed separate engineering reports for the utility, roadway and parks and recreational facilities prepared by Doucet in connection with the estimated construction and non-construction costs associated with utility bonds for the water, wastewater and drainage facilities to serve the District, the estimated construction and non-construction costs associated with road facilities to serve the District and the estimated construction and non-construction costs associated with parks and recreational facilities to serve the District. Such reports are collectively attached hereto as **EXHIBIT "H"**.

20. The Board next considered and reviewed a proposed Order Calling Confirmation, Director and Road District Powers Election and Approving Engineering Reports and Calling Utility Bond Election, Utility Refunding Bond Election, Road Bond Election, Road Refunding Bond Election, Park and Recreational Facilities Bond Election, Park and Recreational Facilities Refunding Bond Election and Maintenance Tax Election, a copy of which is attached hereto as **EXHIBIT "I"**, and following a full discussion and motion by Director Brown, seconded by Director DeBonis and unanimously carried, the Board approved said Order and authorized Notice of such election be given, as provided by law.

21. Ms. Studdard then discussed with the Board the need to create a District website to house various election documents as well as meeting notices and minutes, tax-related documents and

budget information, at such time that information is relevant and available, and after a brief discussion and upon motion by Director Brown, seconded by Director DeBonis, the Board unanimously approved creation of a District website by Winstead.

22. It was noted that following the election of permanent directors, the Directors would be required to complete certain on-line government training courses pursuant to Chapter 551 of the Texas Government Code and that more details would follow at the Board meeting whereat the May 7, 2022 elections would be canvassed. The Board tentatively discussed meeting to canvass such elections, and it was noted that such date would be verified to ensure that it fell within the proper canvassing period and that an invite to such meeting would be sent to confirm such date.

23. Members of the public, Eric Segovia and Maria Segovia, then posed questions with regard to water runoff plans as relates to their use of neighboring property for agricultural purposes and potential impact on their land, and Mr. Davidson noted there would be detention ponds structured throughout the development to reduce or eliminate any water runoff into neighboring property.

There being no further business to conduct, Director Brown moved that the meeting be adjourned, which motion was seconded by Director DeBonis, and unanimously approved, and the Board adjourned until further call.

APPROVED AND ADOPTED this 16th day of May, 2022.



Michael DeBonis, Secretary
Board of Directors
Mustang Ridge Municipal Utility District

(DISTRICT SEAL)