

ORGANIZATIONAL MINUTES OF MEETING  
OF THE  
BOARD OF DIRECTORS

THE STATE OF TEXAS §

COUNTIES OF TRAVIS AND CALDWELL §

OATMAN HILL MUNICIPAL UTILITY DISTRICT §

The Board of Temporary Directors (the "Board" or the "Board of Directors") of OATMAN HILL MUNICIPAL UTILITY DISTRICT (also sometimes referred to herein as the "District") met in special session, accessible to the public, at 10210 Bock Road, Buda, Texas 78610 on November 30, 2022, and the roll was called of the members of the Board to-wit:

Laura Childers Cline  
Brian Cox  
Bill Overall  
Alfred Vallejo  
Lisa Roper

All members of the Board were present at the commencement of the meeting except Directors Alfred Vallejo and Lisa Roper. Director Roper tendered her resignation on the Board on August 3, 2022. Director Roper moved out of state and is no longer qualified to serve as a Director.

All directors present at the time a vote was taken voted on all items that came before the Board. Also present were Rob Killen and Nuriddin Kalam of Killen Griffin and Farrimond, PLLC ("KGF"), Vicki Hahn, paralegal, of Winstead PC ("Winstead"); Ricardo Gomez and Miranda Jennings of Pape-Dawson Engineers, Inc. ("Pape-Dawson"), Odis Jones and Demario Jones, representing the developer of lands within the District, Suzanne Bock, John Dierksen, Lynnan Cowan representing the owners, Revel Greenstreet representing the investors. In addition, Doug Gaul, proposed director attended the meeting.

Mr. Killen called for public comment. Hearing none, the Public Comment session was closed and the Board proceeded to the next item of business.

1. It was noted that the directors in attendance executed Statements of Officer forms and were administered Oaths of Office.

2 The next business to be addressed was the election of a President, Vice-President, Secretary, and Assistant Secretaries for the Board of Directors as provided by law. Following a full discussion and motion by Director Childers Cline, seconded by Director Cox and unanimously carried, the following slate of officers was elected:

Laura Childers Cline	President
Bill Overall	Vice-President
Brian Cox	Secretary
Alfred Vallejo	Assistant Secretary
Vacant	Assistant Secretary

3. Consideration was given to the resignation and appointment of Directors. Mr. Killen confirmed that Director Roper resigned. Next, Mr. Killen recognized that Doug Gaul is qualified to serve on the Board. Mr. Gaul introduced himself to the Board and discussed his background in public service, noting that he had served as Mayor of Hutto for 4 years.

4. The Board reviewed the Order Appointing Director. Following a discussion regarding any possible conflicts of interest, Director Overall moved that the Board (i) accept the notice of resignation from Director Roper; and (ii) appoint Mr. Gaul as a Director. Director Childers Cline seconded said motion, which carried unanimously.

5. The Board reviewed the Board positions and upon motion by Director Childers Cline, seconded by Director Overall and unanimously carried, the Board elected Director Gaul as Assistant Secretary.

Laura Childers Cline	President
Bill Overall	Vice-President
Brian Cox	Secretary
Alfred Vallejo	Assistant Secretary
Doug Gaul	Assistant Secretary

6. The record shall reflect that the Board of Directors was conducting its first meeting since the passage of Senate Bill No. 1877 82<sup>nd</sup> Session of the Texas Legislature, Regular Session, which created the District and stated the boundaries of the District, and which legislation authorized the primary owner of land within the District to petition to the Texas Commission for Environmental Quality ("TCEQ") to appoint temporary directors to the Board. On February 11, 2021, the above-referenced temporary directors were appointed to the Board by an order of the TCEQ.

7. Mr. Killen presented the Board with the proposal for the necessary bonds for the directors and public employees (consultants of the District) as well as directors' and officers' liability insurance received 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 Cox, seconded by Director Childers Cline, and unanimously carried, that the insurance proposals for such coverage and bonds be approved and accepted contingent on the caveat that the insurance issue be re-visited as often as needed in order to keep the insurance up to date.

8. The Board was presented with an impression of the proposed seal of the District, circular in shape with the name of the District around a five-point star. Upon motion by Director Childers Cline, seconded by Director Gaul and unanimously carried, the Board adopted such seal for the District.

9. The Board next reviewed a District Information Form detailing general information about the District that is required to be approved and filed for the record with the Travis and Caldwell County Clerks and the TCEQ. Following a review thereof, upon motion by Director Gaul, seconded by Director Overall and unanimously carried, the Board approved such District Information Form and authorized Winstead to file such items with the Travis and Caldwell County Clerks and with the TCEQ.

10. The Board reviewed a Resolution Designating Posting Location of Meeting Notices and upon motion by Director Gaul, seconded by Director Cox and unanimously carried, the Board adopted said Resolution with the caveat that the map of the posting locations be added to the Resolution.

11. The Board reviewed the Order Designating Offices Outside the District, which Order designates various offices of the District, declaring them to be public places. After a full discussion, and upon motion of Director Gaul, seconded by Director Cox 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.

12. Mr. Killen 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 Cox, seconded by Director Childers Cline, the Board unanimously approved creation of a District website by Winstead.

13. The Board reviewed the 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. The Board selected September 30<sup>th</sup> as its fiscal year end. Following a full review, upon motion by Director Childers Cline, seconded by Director Overall and unanimously carried, the Board approved such Order.

14. The Board reviewed the Order Establishing Records Management Program and Appointing Records Management Officer. Following a full review, upon motion by Director Cox, seconded by Director Childers Cline and unanimously carried, the Board approved said Order.

15. Mr. Killen presented to and reviewed with the Board, copies of a proposed engagement letter with KGF as District Counsel. Mr. Killen reviewed the scope of services and fees

related to same which includes a percentage of the bond fees. Upon motion by Director Cox seconded by Director Overall and unanimously carried, the Board approved the engagement of KGF as legal counsel with the caveat that language regarding timing of payment be added to the engagement letter.

16. Ms. Hahn presented to and reviewed with the Board, copies of a proposed engagement letter with Winstead PC as Bond Counsel and to provide paralegal services to the District. Ms. Hahn reviewed the scope of services and fees related to same. Upon motion by Director Childers Cline seconded by Director Gaul and unanimously carried, the Board approved the engagement of Winstead PC as bond counsel with the caveat that language regarding timing of the payment be added to the engagement letter.

17. Ms. Hahn presented the Resolution Approving Contingent Fee Contract and explained the requirements with respect thereof. Upon motion by Director Childers Cline, seconded by Director Cox and unanimously carried, the Board adopted such Resolution Approving Contingent Fee Contract.

18. Mr. Killen reviewed an Agreement for Professional Engineering Services for Pape-Dawson” to serve as the District’s engineer. The Board inquired as to why Pape-Dawson was selected and Mr. Gomez presented Pape-Dawson’s qualifications. Following such discussions, upon motion by Director Childers Cline, seconded by Director Gaul and unanimously carried, the Board approved such engagement.

19. With respect to engagement of Specialized Public Finance Inc. as the financial advisor for the District, no action was taken by the Board. Engagement of a financial advisor was tabled for a future meeting.

20. Mr. Killen reviewed the form of an Agreement for the Construction and Purchase of Facilities and Reimbursement for Costs between the District and Cobblestone Development & Consulting LLC. Following a review and discussion, the Board determined that it would like a schedule of costs to be reimbursed to be reviewed at a future Board meeting.

21. The Board then considered and ratified the following agreements and the payment of various out-of-pocket expenses made on behalf of the District.

- a) Pape-Dawson for engineering services:
  - i) Invoice Number 22071631/August 12, 2022 for \$900.00;
  - ii) Invoice Number 22061633/July 15, 2022 for \$3,900.00;
  - iii) Invoice Number 22081384/September 8, 2022 for \$7,200.00;
  - iv) Invoice Number 22091600/October 14, 2022 for \$46,883.88; and
  - v) Invoice Number 22101454/November 10, 2022 for \$73,528.81.

- b) Development Planning & Finance Group for financial analysis for District:
  - i) Invoice Number 113520/September 7, 2022 for \$2,137.50;
  - ii) Invoice Number 114190/October 6, 2022 for \$2,292.50; and
  - iii) Invoice Number 114779/November 7, 2022 for \$2,875.00
- c) KGF for legal services for District:
  - i) Invoice Number 11949/ August 8, 2022 for \$15,000.

Upon motion by Director Cox, seconded by Director Overall and unanimously carried, the Board ratified such expenses.

22. The Board reviewed an engagement letter and separate Bookkeeping Services Agreement with Bott & Douthitt, PLLC ("Bott & Douthitt") to serve as bookkeeper for the District. Following such review and discussion, upon motion by Director Cox, seconded by Director Childers Cline and unanimously carried, the Board approved such engagement letter and agreement for bookkeeping services with Bott & Douthitt and authorized Bott & Douthitt to open any necessary District banking accounts.

23. The Board reviewed the Resolution Designating Depositories and Establishing Investment Accounts for Deposit of District Funds. After a brief discussion, upon motion by Director Cox, seconded by Director Childers Cline and unanimously carried, the Board approved the Resolution Designating Depositories and Establishing Investment Accounts for Deposit of District Funds and authorized Bott & Douthitt to assist with the opening of a District operating account and requested that Bott & Douthitt have the necessary resolutions and signature cards available at the next meeting to formally open such account.

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

APPROVED AND ADOPTED this 3<sup>rd</sup> day of August, 2023.



~~Brian Cox, Secretary~~ Brian Cox, Secretary  
 Board of Directors  
 OATMAN HILL MUNICIPAL UTILITY DISTRICT

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I, the undersigned Secretary of the Board of Directors of OATMAN HILL MUNICIPAL UTILITY DISTRICT, certify that the attached and foregoing is a true and correct copy of the Organizational Minutes of the Meeting of the Board of Directors of the District; the original of said Minutes of which is on file in the District's office.

WITNESS MY HAND AND THE OFFICIAL SEAL OF THE DISTRICT this 3<sup>rd</sup> day of August, 2023.



  
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Brian Cox, Secretary