

**MINUTES OF THE ORGANIZATIONAL MEETING
OF THE
BOARD OF DIRECTORS**

THE STATE OF TEXAS §
COUNTY OF DALLAS §
SOGOOD CEDARS MUNICIPAL MANAGEMENT DISTRICT §

The temporary Board of Directors (the “Board”) of SoGood Cedars Municipal Management District (the “District”) met in organizational session, open to the public, on the 12th day of February, 2021, by telephone conference.

Ms. Sarah Landiak, proposed General and Bond Counsel for the District, announced that the Meeting would be conducted by telephone conference to mitigate the spread of COVID-19. Ms. Landiak confirmed that Meeting participants would observe guidance provided by the Texas Attorney General’s office to suspend certain requirements of the Texas Open Meetings Act. Ms. Landiak next stated that (i) Notice of the Meeting was given in accordance with Chapter 551, Government Code, and Chapter 49, Texas Water Code, as amended by the Governor’s order and Attorney General’s guidance; (ii) the Meeting was being conducted in a transparent and accessible manner; (iii) Meeting packets were distributed to all participants and made available to the public; and (iv) the Meeting would be recorded and made available for electronic distribution upon request.

The roll was called of the members of the Board, to-wit:

Stephen Wohr
Taylor McDonald
Caitlin Simmons
Jason Brown
Harrison Blair

All members of the Board were present at the commencement of the meeting with the exception of Director Blair. Also present were Ms. Kathi Dye of Dye & Toverly, LLC; and Ms. Sarah Landiak, attorney, and Ms. Amy Bieber, paralegal, each of Winstead PC.

The meeting was called to order at 11:35 a.m.

1. Consideration was first given to the review of House Bill No. 4742, 86th Session of the Texas Legislature, Regular Session, which created SoGood Cedars Municipal Management District, a copy of which is attached hereto as Exhibit “A”. The Board recognized Ms. Sarah Landiak of Winstead PC. Ms. Landiak stated that the Board of Directors was conducting its first meeting since the creation of the District known as SoGood Cedars Municipal Management District (the “District”). Next, Ms. Landiak noted the above slate of temporary Directors have expressed an interest in serving on the Board. Finally, Ms. Landiak summarized the purpose and provisions of the District, including a brief overview of laws governing the District. Upon motion

by Director Wohr, seconded by Director Brown and unanimously carried, the Board acknowledged the legislation creating the District.

2. In the absence of a developer representative, the Board deferred action on a developer's report.

3. Consideration was next given to the review of Conflict of Interest Questionnaire form for Local Government Officials. Ms. Landiak discussed the purpose of said questionnaire, noting instructions for completion of same, if applicable, to comply with Chapter 176 of the Texas Government Code. No formal action was taken by the Board.

4. Consideration was next given to the administration of Statement of Officer Forms, and Oaths of Office to Directors. Ms. Landiak confirmed that the temporary Directors in attendance will execute their respective Statement of Officer and Oath of Office forms following the meeting. Next, consideration was given to government training requirements pursuant to Chapter 551 of the Texas Government Code. Ms. Landiak stated that members of the Board are subject to the Open Meetings Act, and the Public Information Act, and will be required to participate in an educational training session provided through the Texas Attorney General's office. Finally, Ms. Landiak stated that instructions for completion of same would be distributed to all members of the Board. Following a discussion, Director Wohr moved that the Board acknowledge the administration of statement of officer forms and oaths of office. Director McDonald seconded said motion, which carried unanimously.

5. Consideration was next given to the election of officers. Following a discussion and motion by Director Wohr, seconded by Director Brown and unanimously carried, the following slate of officers was elected:

Stephen Wohr	President
Taylor McDonald	Vice President
Caitlin Simmons	Secretary
Jason Brown	Assistant Secretary
Harrison Blair	Assistant Secretary

6. Consideration was next given to an insurance proposal, approval of placement of Directors and Officers liability insurance, bonds, and other insurance. Ms. Landiak informed the Board that they had secured a proposal for the bonds for the directors and public employees (consultants of the District), general liability, and directors and officers liability insurance from McDonald & Wessendorff Insurance. A copy of the insurance proposal summary is attached hereto as Exhibit "B". Following a discussion, Director Wohr moved that the Board approve and accept the insurance proposals as discussed. Director McDonald seconded said motion, which carried unanimously.

7. Consideration was next given to the approval of an engagement letter with Winstead PC to serve as the District's general counsel and bond counsel. At this time, Ms. Landiak presented to and reviewed with the Board copies of a proposed engagement letter with Winstead PC. Ms. Landiak reviewed the scope of services and fees related to same, and presented to and reviewed with the Board a Resolution Approving Contingent Fee Contract, a copy of which is attached hereto as Exhibit "C". Following a discussion, Director Wohr moved that the Board (i)

approve the engagement letter with Winstead PC to serve as the District's general and bond counsel; and (ii) adopt the Resolution Approving Contingent Fee Contract as presented. Director Brown seconded said motion, which carried unanimously.

8. Consideration was next given to the engagement of Dye & Toverly, LLC, ("D&T") to serve as the District's bookkeeper. Ms. Dye presented to and reviewed with the Board copies of the proposed engagement letter prepared by D&T, for bookkeeping services and a proposed engagement letter prepared by D&T, for preparation and filing of an annual financial report, copies of which are attached hereto as Exhibit "D". Following a discussion, Director Brown moved that the Board (i) approve the engagement letter for bookkeeping services from D&T; and (ii) approve the engagement letter for preparation and filing of an annual financial report from D&T. Director Wohr seconded said motion, which carried unanimously.

9. Consideration was next given to designating a depository bank and authorize opening of District operating accounts, and execution of required account documents, including signature cards and related bank resolutions. Ms. Dye discussed the matter with the Board and reviewed a Resolution Designating Depositories and Establishing District Investment Accounts for Deposit of District Funds, a copy of which is attached hereto as Exhibit "E". Following a discussion, Director Wohr moved that the Board (i) authorize Dye & Toverly, LLC to designate Plains Capital Bank as the depository bank for the District's operating account; (ii) secure all required signature cards and related banking institution resolutions as may be required; and (iii) approve the Resolution Designating Depositories and Establishing District Investment Accounts for Deposit of District Funds as presented. Director McDonald seconded said motion, which carried unanimously.

10. The Board next recognized Ms. Dye, who presented to and reviewed with the Board copies of a bookkeeping report dated February 12, 2021, a copy of which is attached hereto as Exhibit "F". Following a discussion, Director Brown moved that the Board (i) approve the bookkeeping report; and (ii) authorize the payment of bills listed thereon. Director McDonald seconded said motion, which carried unanimously.

11. Ms. Landiak next discussed with the Board the authorization of the Bookkeeper to distribute funds, noting that pursuant to Section 49.151(a) Texas Water Code, the Board of Directors typically disburses funds by checks, draft, order, or other instruments signed by a majority of the Directors. Ms. Landiak stated that due to the current suspension of in-person meetings of political subdivisions such as the District, the Board may elect to authorize the bookkeeper to sign disbursements. Following a discussion, Director Wohr moved that the Board authorize the bookkeeper to sign disbursements on behalf of the Board of Directors of the District. Director McDonald seconded said motion, which carried unanimously.

12. Consideration was next given to the supplemental agenda. Ms. Landiak presented to and reviewed with the Board copies of an Order Calling Director Election to be held on Saturday, May 1, 2021, a copy of which is attached hereto as Exhibit "G". Following a discussion, Director Wohr moved that the Board approve and adopt the Order Calling Elections as presented. Director McDonald seconded said motion, which carried unanimously.

Next, Ms. Landiak also explained that should the Director election have a contested race, the District will contract with Dallas County for election services and requested that the Board

authorize the Board President to execute such an agreement. Following a discussion, Director Simmons moved that the Board (i) authorize contracting with Dallas County for election services for the May 1, 2021, election; and (ii) authorize District counsel to provide notice of said Election to be held within the District, as may be required. Director McDonald seconded said motion, which carried unanimously.

There being no further business to conduct, Director Wohr moved that the meeting be adjourned at 12:07 p.m. Director McDonald seconded said motion, which carried unanimously. The Board adjourned until further call.

APPROVED AND ADOPTED this 8th day of April, 2021.



/s/ Caitlin Simmons

Caitlin Simmons, Secretary

Board of Directors

SoGood Cedars Municipal Management District

THE STATE OF TEXAS §

COUNTY OF DALLAS §

SOGOOD CEDARS MUNICIPAL MANAGEMENT DISTRICT §

I, the undersigned Assistant Secretary of the temporary Board of Directors of SoGood Cedars Municipal Management District, certify that the attached and foregoing is a true and correct copy of the MINUTES OF THE ORGANIZATIONAL MEETING OF THE BOARD OF DIRECTORS of the District; the original of which is on file in the District's office.

WITNESS MY HAND AND THE OFFICIAL SEAL OF THE DISTRICT this 8th day of April, 2021.



/s/ Caitlin Simmons

Caitlin Simmons, Secretary

Board of Directors

SoGood Cedars Municipal Management District