

ORGANIZATIONAL MINUTES OF MEETING
OF THE
BOARD OF DIRECTORS

THE STATE OF TEXAS §

COUNTY OF HAYS §

OVERLOOK MUNICIPAL UTILITY DISTRICT OF HAYS COUNTY §

The Temporary Board of Directors (the "Board" or the "Board of Directors") of OVERLOOK MUNICIPAL UTILITY DISTRICT OF HAYS COUNTY (also sometimes referred to herein as the "District") met in special session at 901 Williamson Road, Kyle, Texas 78640, on April 22, 2025 at 12:00 p.m., and the roll was called of the members of the Board to-wit:

Nicholas Brown	President
Dante Monsivais-Ochoa	Vice President
Jeremy Rogers	Secretary
Amanda Horsley	Assistant Secretary
Daniel Duffy	Assistant Secretary

All members of the Board were present. All directors present at the time a vote was taken voted on all items that came before the Board. Also present were Matt McPhail, attorney and Vicki Hahn, paralegal, of Winstead PC ("Winstead"); Richard Rychlik and Monica Zuniga of Gray Engineering, Inc.; Stephen Plevak, Austin Evetts and Jared Jehl, representing the owner and developer of lands within the District ("Developer").

1. Public Comment: Mr. McPhail called for Public Comment. Hearing none, the Public Comment session was closed and the Board proceeded to the next item of business.

2. Acknowledge Creation of District: The record shall reflect that the Board of Directors was conducting its first meeting since the Order Granting the Petition for Creation of Overlook Municipal Utility District of Hays County and Appointing Temporary Directors was issued by the Texas Commission on Environmental Quality on January 9, 2025. Such Order created the District and stated the boundaries of the District. Upon motion by Director Rogers, seconded by Director Monsivais-Ochoa and unanimously carried, the Board acknowledged the creation of the District.

3. Qualify Directors: It was noted that the directors in attendance executed Statements of Officer forms and were administered Oaths of Office.

4. Consent Agreement: To be discussed at a future meeting.

5. District Insurance: Mr. McPhail 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 Monsivais-Ochoa, seconded by Director Rogers, and unanimously carried, that the insurance proposals for such coverage and bonds be approved and accepted.

6. Officer Election: The next business to be addressed was the election of a President, Vice President, Secretary and two Assistant Secretaries for the Board of Directors as provided by law. Following a full discussion and motion by Director Rogers, seconded by Director Brown and unanimously carried, the following slate of officers was elected:

Nicholas Brown	President
Dante Monsivais-Ochoa	Vice President
Jeremy Rogers	Secretary
Amanda Horsley	Assistant Secretary
Daniel Duffy	Assistant Secretary

7. District Overview: The developer gave a brief overview of the plans for the District noting that the Traffic Impact Analysis was completed two weeks ago and they are hoping for final approval on the Development Agreement by next month. The developer also noted that the District has received a draft WWTP permit and they are hoping to break ground by late summer or early fall.

8. Legal Consultant Engagement: Mr. McPhail presented to and reviewed with the Board, copies of a proposed engagement letter with Winstead PC. Mr. McPhail reviewed the scope of services and fees related to same, and presented to and reviewed with the Board a Resolution Approving Contingent Fee Contract. Upon motion by Director Rogers seconded by Director Monsivais-Ochoa and unanimously carried, the Board approved the Resolution Approving the Contingent Fee Contract. In addition, upon motion by Director Brown, seconded by Director Rogers and unanimously carried, the Board approved the Engagement Letter retaining Winstead PC as legal counsel for the District.

9. Engineering Consultant Engagement: Mr. McPhail reviewed an Agreement for Professional Engineering Services from Gray Engineering, Inc. to serve as the District's engineer, and following a review of such agreement and discussion thereof, and upon motion by Director Monsivais-Ochoa, seconded by Director Rogers and unanimously carried, the Board approved such agreement.

10. Financial Advisor Engagement: The Board will discuss at a future meeting.

11. Bookkeeper Engagement: 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 Monsivais-Ochoa, seconded by

Director Rogers 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.

12. Bank Account: It was noted that Bott & Douthitt will assist with the opening of a District operating account and will bring signature cards for the Directors to sign at the next meeting to formally open such account.

13. Ratification of Prior Expenses: The Board discussed various out-of-pocket expenses made on behalf of the District. Upon motion by Director Brown, seconded by Director Rogers and unanimously carried, the Board ratified previous out-of-pocket expenses made on behalf of the District by the Developer.

14. Non-Standard Retail Water Service Agreement: Mr. McPhail reviewed and explained the Non-Standard Retail Water Service Agreement between Goforth Special Utility District and GRBK Edgewood LLC mentioning that the Board needs to approve the agreement. Upon motion by Director Monsivais-Ochoa, seconded by Director Rogers and unanimously carried, the Board approved such agreement.

15. Wastewater Service Agreement: Mr. McPhail reviewed and explained the Wastewater Service Agreement between Guadalupe-Blanco River Authority, GBRK Edgewood LLC and the District. He noted that the District is a party to this agreement and would need to approve the agreement. Upon motion by Director Brown, seconded by Director Monsivais-Ochoa and unanimously carried, the Board approved such agreement.

16. Resolution Adopting Prevailing Wage: The Board was then presented with a Resolution Adopting Prevailing Wage Rate Scale for Construction Projects. After a brief discussion, and upon motion by Director Rogers, seconded by Director Monsivais-Ochoa, the Board unanimously approved the Resolution Adopting Prevailing Wage Rate Scale for Construction Projects and authorized any filing, as may be necessary, with regard thereto.

17. Order Designating Office Location: 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 Monsivais-Ochoa, seconded by Director Brown and unanimously carried, the Board approved said Order Designating Offices Outside the District with the addition of developer's office. In addition, the Board authorized publication of the Notice Establishing Offices of the District.

18. Resolution Designing Posting Location: The Board reviewed a Resolution Designating a Posting Location for Meeting Notices and upon motion by Director Monsivais-Ochoa, seconded by Director Rogers and unanimously carried, the Board adopted said Resolution.

19. District Seal: 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 Rogers, seconded by Director Monsivais-Ochoa and unanimously carried, the Board adopted such seal for the District.

20. District Information Form: The Board next reviewed a District Information Form detailing general, bond and tax information about the District that is required to be approved and filed for the record with both the Hays County Clerk and the TCEQ. Following a review thereof, upon motion by Director Brown, seconded by Director Rogers and unanimously carried, the Board approved such District Information Form and authorized Winstead to file such items with the Hays County Clerk and with the TCEQ.

21. Order Adopting Fees of Office and Fiscal Year End, etc.: 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. In connection with review of such policies, Mr. McPhail 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, upon motion by Director Brown, seconded by Director Monsivais-Ochoa and unanimously carried, the Board approved such Order.

22. Order Establishing Records Management Program: The Board reviewed the Order Establishing Records Management Program and Appointing Records Management Officer. Following a full review, upon motion by Director Brown, seconded by Director Monsivais-Ochoa and unanimously carried, the Board approved said Order.

23. Supplemental Agenda: The Board considered and reviewed the proposed Order Calling Confirmation, Director, Road District Powers Election and Approving Engineering Reports, and Calling Utility Bond Election, Utility Refunding Bond Election, Road Bond Election, Road Refunding Bond Election, and Maintenance Tax Election, and following a full discussion and motion by Director Rogers, seconded by Director Monsivais-Ochoa and unanimously carried, the Board approved said Order and authorized Notice of such election be given, as provided by law. Mr. McPhail then discussed the need to enter into an Election Agreement between Hays County and the District and a separate Joint Election Agreement for the November 4, 2025 Elections (the "Election Agreements"). Upon motion by Director Monsivais-Ochoa, seconded by Director Brown and unanimously carried, the Board authorized entering into the Election Agreements with the Hays County Elections Administrator.

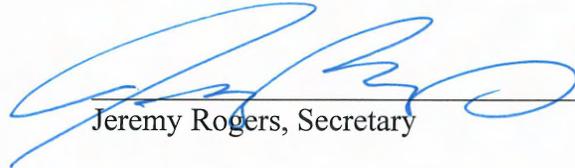
24. Resolution Creating District Website: Mr. McPhail discussed with the Board the need to create a District website to house various election documents as well as meeting notices and minutes, tax-related documents and budget information, at such time that information is relevant and available, and after a brief discussion and upon motion by Director Brown, seconded by Director Monsivais-Ochoa, the Board unanimously approved creation of a District website by Winstead.

25. Calendaring: It was noted that 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. The next Board Meeting will be scheduled as needed.

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

APPROVED AND ADOPTED this 14th day of November 2025.

Overlook Municipal Utility District of Hays County



Jeremy Rogers, Secretary

(DISTRICT SEAL)



THE STATE OF TEXAS

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COUNTY OF HAYS

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OVERLOOK MUNICIPAL UTILITY DISTRICT OF HAYS COUNTY

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I, the undersigned Secretary of the Board of Directors of Overlook Municipal Utility District of Hays County, 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 5th day of February, 2024.


Jeremy Rogers, Secretary

(DISTRICT SEAL)

