

**MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF
THE RIVER PLACE LIMITED DISTRICT**

May 22, 2018

The Board of Directors (the “**Board**”) of the River Place Limited District of Travis County (the “**District**”), Texas met in **regular** session, open to the public on May 22, 2018, at the River Place Country Club, 4207 River Place Boulevard, Austin, Texas beginning at 7:00 p.m., pursuant to notice duly given in accordance with the law.

The roll was called of the following members of the Board to wit:

Scott Crosby	President
Arthur Jistel	Vice-President
Jennifer Mushtaler	Secretary
Ivar Rachkind	Treasurer
Tim Mattox	Assistant Secretary/Treasurer

and all Directors were present, thus constituting a quorum.

Also present were Patricia Rybachek and Michael Luft of Inframark (“**Inframark**”), the District’s General Manager; and Phil Haag and Suzanne McCalla of McGinnis Lochridge (“**McGinnis**”), the District’s Attorney. Several members of the public were also present at the meeting. A copy of the sign-in sheet for those in attendance at the meeting is attached hereto.

Upon calling the meeting to order, Director Jistel noted that although there were several members of the public present at the meeting, no one wished to address the Board at this time.

The next item of business before the Board was approval of the monthly consent agenda containing the minutes of the April 24, 2018, regular and the May 16, 2018, special Board of Directors meetings, and payment of District bills and expenses. After review, upon a motion duly made by Director Crosby and seconded by Director Mattox, the Board voted unanimously to approve the Consent Agenda, including the minutes of the April 24, 2018, regular and the May 16, 2018, special Board of Directors meetings, as written.

Ms. McCalla then provided the Statements of Elected Officer and the Oaths of Office for the Directors whose new terms of office commenced as of May 5, 2018. She reminded the Board that the blanket bond covering the five persons who are serving as Directors of the District remained in effect.

The Directors next considered the need to reconstitute the Board of Directors, pursuant to the requirements of Section 49.054(b) of the Texas Water Code. After

discussion, upon motions duly made and seconded, the Board voted unanimously to elect the Directors to the offices indicated:

Scott Crosby	President
Arthur Jistel	Vice-President
Jennifer Mushtaler	Secretary
Ivar Rachkind	Treasurer
Tim Mattox	Assistant Secretary/Treasurer

Next, upon a motion duly made by Director Crosby and seconded by Director Mattox, the Board voted unanimously to authorize the District's Attorney to file a revised District Registration Form with the Texas Commission on Environmental Quality, as required.

The Board next reviewed the District's policies and procedures.

The Board then considered the appointment of new members to the District's Committees. After discussion, upon a motion duly made by Director Mattox and seconded by Director Crosby, the Board agreed to the following changes in the Committees:

Audit, Budget, Management, and Investment

Director Crosby (Co-Chair) Director Rachkind (Co-Chair), Lisa Adkins (Accounting)

Ethics

Director Mushtaler (Chair); Director Mattox (Partner), Mr. Haag (General Counsel)

Parks, Habitat Preserve, Open Space, and Nature Trail

Director Jistel (Chair); Director Mushtaler (Partner), Ms. Rybachek (General Manager)

Security

Director Jistel (Chair); Director Mushtaler (Partner), Rybachek (General Manager).

The next item of business before the Board was the Order Designating Investment Officer and Establishing Rules and Policies for the Investment of District Funds and Review of Investments (the "**Investment Policy**"). After discussion, the Board directed the District's Attorney to review the Investment Policy and report to the Board those provisions in the Investment Policy that were not statutorily required. No action was taken on this item.

The Board deferred action on the Resolution Adopting Brokers List for River Place Limited District until the next Board of Directors meeting.

The Board then reviewed the District's Statement of Policies on Ethics, Travel, Financial, and Management Practices of River Place Limited District (the "**Ethics Policy**"). The Board discussed the section of the Ethics Policy on Directors fees of office. Director Crosby stated that the Board desired to amend the policy to reflect that Directors on the Board would not receive a fee of office for attending Board meetings. A lengthy discussion ensued. The Board noted that some Board members expended a significant amount of time overseeing and maintaining the District's parks and nature trails. After continued discussion, the Board directed the District's Attorney to revise the language in the District's Ethics policy to reflect that fees of office would only be provided to Directors working on park and nature trail related matters. No action was taken on this item.

The next item of business before the Board was the Lower Colorado River Authority's (the "**LCRA**") Landscape Irrigation and Recreation contract application (the "**Application**"). Ms. Rybachek reminded the Board that the District's previous contract to pump raw water from Lake Austin had expired at the end of May 2017, and that the renewal application required that the District contract with the LCRA for a "take or pay" term of either five or ten years. She continued that the LCRA had given the District a one-year extension to allow the District to get through the process of becoming a Limited District. She stated that she had completed the Application, which would be in effect for ten years. After a brief discussion, upon a motion duly made by Director Mushtaler and seconded by Director Mattox, the Board voted unanimously to authorize the District's General Manager to submit the application to the LCRA, as required.

The Board then discussed reconvening the District's ad hoc committee on traffic issues at the District's trailheads (the "**Traffic Committee**"). After a brief discussion, upon a motion by Director Crosby and seconded by Director Mattox, the Board voted unanimously to reconvene the Traffic Committee and to appoint Directors Mushtaler and Crosby to the Traffic Committee.

The Board next considered the installation of a gate at Panther Hollow. Mr. Haag explained that in 2016, an amendment to the Joint Use Access Agreement (the "**Agreement**") was drafted to address Alan Kane's, a homeowner in the District residing at 8816 Big View Drive, desire to install a gate along Panther Hollow Drive in the District to limit access to the section of Woodlands Park located over the bridge in Panther Hollow during the evening hours. He reviewed the provisions included in the Agreement and noted that the Agreement was never approved by the Board. Mr. Haag pointed out that any changes to the Joint Use Access Easement, including the Agreement, required approval the City of Austin (the "City"), Travis County (the "**County**"), as well as all homeowners within Panther Hollow. He recalled that he had spoken with Mr. Kane's attorney who suggested that approvals from the City and the County would not be required. The Board discussed the issue at length, after which the

Board directed the District's Attorney to determine what entities would be required to approve the Agreement. This item was deferred until the next Board of Directors meeting.

Next, the Board discussed issue of possibly assuming the maintenance and operations of the drainage system for the District from the City. Director Crosby explained that the District's Attorney as well as several members of the previous Board had been in contact with the City regarding assuming the drainage responsibilities for the District from the City in lieu of the City charging drainage fees to residents. After discussion, Director Crosby agreed to contact the District's Engineer for a proposal to review the District's existing drainage facilities to determine the annual costs to maintain the drainage facilities.

Ms. Rybachek then presented the General Manager's report in its entirety and as included in the Directors' packet, a copy of which is attached hereto. She stated that the Woodlands Park men's restroom would be repainted by Inframark and that the grinder pumps in the restrooms were repaired. The Board discussed ways to mitigate future grinder pump issues.

Mr. Luft next discussed the status of the District's investments with the Board. He reviewed the income for the District and summarized the activity in each of the District's accounts. He pointed out a budgeting error and reviewed the details with the Board. After a question from the Board, he explained that Inframark regularly researched banks offering the highest interest rates for certificates of deposit ("CD") and that East West Bank continuing to offer the highest interest rates with TexPool offering the second highest interest rates.

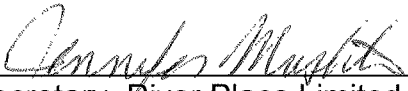
Continuing his report, Mr. Luft stated that the new Board members would need authorization by the Board to be signatories on the District's banking accounts. After discussion, upon a motion duly made by Director Jistel and seconded by Director Crosby, the Board voted unanimously to approve adding the newly elected Directors as signatories to the District's bank accounts.

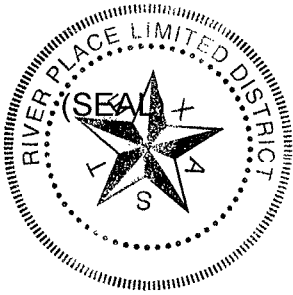
Director Jistel then presented the Parks Committee report. He stated that the Nature Trail donation box had received \$143.04 in donations during the past month. He noted several activities occurring within the District during the upcoming month, including Movies in the Park and the Fourth of July Barbeque.

Director Jistel then reviewed the District's past costs for drainage related to the District's sports fields at Sun Tree Park. He then presented three proposal from Sunscape Landscaping ("**Sunscape**") for maintenance for the District's sports fields at the Woodlands Park and Sun Tree Park. After review, upon a motion duly made by Director Jistel and seconded by Director Crosby, the Board voted unanimously to approve all three proposals as presented. Director Mushtaler suggested that the

maintenance not begin until June 11, 2018, and the Board agreed. Copies of the proposals from Sunscape are included in the Directors' Packet, attached hereto.

There being nothing further to come before the Board, the Board confirmed that the District's next regular meeting was scheduled for June 26, 2018, and the meeting was adjourned


Secretary, River Place Limited District
Board of Directors



River Place Limited District
Attachments
May 22, 2018

1. Directors Packet; and
2. Proposals from Sunscape Landscaping.