

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

February 9, 2022

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 **February 9, 2022**, at the River Place Country Club, 4207 River Place Boulevard, Austin, Texas, beginning at 7:30 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:

Randall Jamieson	President
Arthur Jistel	Vice President
David Vogdes	Secretary
Ivar Rachkind	Treasurer
Tim Mattox	Assistant Secretary/Treasurer

and all Directors were present, except Director Vogdes and Director Rachkind, thus constituting a quorum.

Also present were Makenzie Scales and Michael Luft of Inframark ("**Inframark**"), the District's General Manager; Jimmy Romell of Maxwell, Locke & Ritter, LLP; and Zachariah T. Evans and Elia Braham of McGinnis Lochridge ("**McGinnis**"), the District's Attorney.

Upon calling the meeting to order, Director Jamieson noted that no persons were present who wished to address the Board during the citizen communications portion of the meeting.

Next, the Board considered approval of the minutes of the October 26, 2021, regular Board of Directors meeting and payment of bills and expenses. After review, upon a motion duly made by Director Jistel and seconded by Director Mattox, the Board voted unanimously to approve the consent agenda, including the minutes of the October 26, 2021, regular Board of Directors meeting, as written.

The Board then addressed the status of the District's Nature Trail (the "**Trail**"). Director Jistel noted that a company reached out and asked if they could do some filming on the Trail; the event was later canceled due to cold weather. He also reported on a cracked ticket taker phone repaired by Inframark.

Next, Director Jistel reported on two incidents of armed hikers along the Trail. He noted that the Trail signs do not say "No Guns," and he asked Mr. Evans for advice on carrying guns and posting a "No Guns" sign on the Trail. Mr. Evans advised the Board that, in general, the District has no legal authority to prohibit citizens from carrying firearms on the Trail. A discussion ensued. The Board took no further action on this matter.

Mr. Romell then presented the draft audit report for the District for the fiscal year ended September 30, 2021. He reviewed the Statement of Net Position and Revenues and Expenses, Expenditures, and Changes in Fund Balances. Mr. Romell reviewed the supporting data included in the audit report, including information required by the Texas Commission on Environmental Quality (the "**Commission**").

Director Jistel next inquired about the impact properties owned by the District have on the District's financial position, as reflected in the audit report. A discussion ensued regarding the possibility of swapping properties with the River Place Homeowners Association (the "**HOA**"). The Board directed Inframark to research properties that the District owned.

Mr. Romell then called the Board's attention to the form of the Management Representation Letter from the District's General Manager, attached to Maxwell's Governance Letter. He reported that Maxwell was issuing an unmodified opinion, which was the highest opinion the District can receive.

After consideration, upon a motion duly made by Director Jistel and seconded by Director Mattox, the Board voted unanimously to approve the audit report, as presented. Director Jistel then motioned to authorize the District's Attorney to file the audit report with the Commission, in the District's office, and with all other governmental agencies as required, and Director Mattox seconded the motion. Upon being put to a vote, the motion passed with all Directors voting in favor of the motion. A copy of the audit report, thus approved, is filed in the permanent records of the District.

Ms. Scales next reviewed the District's solid waste collection contract with the Board. She presented a comparison chart which included an amendment to the current contract with Waste Connections Lone Star, Inc. ("**WC**") and a proposal submitted by Waste Management of Texas, Inc. ("**WM**"). A discussion ensued regarding the different services quoted by each provider and the quoted cost for the services. The Board directed Inframark to negotiate the amendment with WC. No decision was taken by the Board on this item.

The next item of business before the Board was an AMENDED RESOLUTION OF THE RIVER PLACE LIMITED DISTRICT REGARDING DISTRICT ADMINISTRATIVE OFFICES AND MEETING PLACES; PROVIDING FINDINGS OF FACT; PROVIDING FOR OPEN MEETING; AUTHORIZING THE FILING OF A COPY OF THIS RESOLUTION WITH THE TEXAS COMMISSION ON ENVIRONMENTAL QUALITY; AND AUTHORIZING PUBLICATION OF NOTICE OF THE RESOLUTION (the "**Meeting Place Resolution**"). Mr. Evans pointed out that, under the Meeting Place Resolution, notice of meetings of the Board's meetings will no longer be posted to Travis County's website, but instead will be posted on the District's website. He continued that the Meeting Place Resolution also updates the District's administrative offices to McGinnis' new office location. Upon a motion duly made by Director Jistel and seconded by Director Mattox, the Board voted unanimously to approve the Meeting Place Resolution, as revised. Mr. Evans noted that a public notice regarding the meeting place revisions would

be published in a newspaper of general circulation within the District and the Meeting Place resolution filed with the Commission, as required. A copy of the Meeting Place Resolution, thus approved, is attached hereto as an exhibit to these minutes.

Next, the Board considered the need to conduct the annual review of the District's Investment Policy and investment strategies pursuant to the requirements of Chapter 2256, Texas Government Code, the Texas Public Funds Investment Act. Mr. Evans summarized provisions within Chapter 2256, requiring the District to perform an annual review of its Investment Policy and investment strategies. He said that the District's Investment Policy and investment strategies complied with the requirements of the Texas Public Funds Investment Act. He noted that the Investment Policy listed the District's General Manager as the District's investment officer. He added that no changes to the Investment Policy were being recommended at this time. The Board also reviewed the updated list of brokers authorized to handle investments of the District. After further review, the Board decided that no changes were required in the District's Investment Policy and Investment Strategies at this time. Therefore, upon a motion duly made by Director Jistel and seconded by Director Jamieson, the Board voted unanimously to adopt A RESOLUTION OF THE BOARD OF DIRECTORS OF RIVER PLACE LIMITED DISTRICT: AFFIRMING INVESTMENT POLICY FOR RIVER PLACE LIMITED DISTRICT; ADOPTING A LIST OF QUALIFIED BROKERS; PROVIDING FINDINGS OF FACT; PROVIDING FOR OPEN MEETING (the "**Investment Resolution**"). A copy of the Investment Resolution, thus approved, is included in the Board Packet; which packet is attached hereto as an exhibit to these minutes.

Next, Mr. Evans reminded the Board that Chapter 2206, Texas Government Code, requires the District, as an entity with eminent domain authority, to file an annual report with the Texas Comptroller of Public Accounts (the "**Comptroller**"), describing any condemnation activity carried out by the entity during the previous year, as well as providing the statute that authorizes such condemnation activity. Mr. Evans continued that the District is required to submit this information by February 1 of each year. He continued that failure to comply with these requirements may result in a penalty of up to \$2,000.00 for each notification from the Comptroller and would result in the entity being listed on a list of non-complying entities. He pointed out that failure to comply would not, however, affect the District's authority to exercise its eminent domain authority. He noted that the McGinnis had made the filing on the District's behalf, as required. After a brief discussion, upon a motion duly made by Director Jamieson and seconded by Director Jistel, the Board voted unanimously to confirm the filing of the District's eminent domain report, as required.

The Board then discussed the May 7, 2022, Directors Election (the "**Election**"). Mr. Evans explained that pursuant to Section 31.123 of the Texas Election Code, the District was authorized to appoint an authorized agent for all purposes of the Election. He explained that the District's Agent was: (1) responsible to maintain and make available for inspection all Election documents received during the Election; and (2) required to be available for election duties for at least three hours each day, during regular office hours, on regular business days, beginning on March 18, 2022, and ending no earlier than

June 16, 2022. Mr. Evans continued that McGinnis, as the District's agent for the Election, would maintain the mandatory office hours for the District.

Next, the Board considered AN ORDER BY THE BOARD OF DIRECTORS OF THE RIVER PLACE LIMITED DISTRICT: CALLING A DIRECTORS ELECTION TO BE HELD WITHIN SAID DISTRICT; PROVIDING FOR THE CONDUCT AND THE GIVING OF NOTICE OF SAID ELECTION; AND CONTAINING PROVISIONS NECESSARY AND INCIDENTAL TO THE PURPOSES HEREOF; PROVIDING VOTING DATES, TIMES, AND LOCATIONS; PROVIDING FOR CANCELLATION OF THE ELECTION UNDER CERTAIN CIRCUMSTANCES; PROVIDING FOR AN OPEN MEETING; PROVIDING FINDINGS OF FACT (the "**Election Order**"), as provided on a supplemental agenda of the Board, which was posted in both English and Spanish, in compliance with applicable election laws. Mr. Evans explained that the deadline for submission of an application for a position on the District's ballot was 5:00 p.m. on February 18, 2022, and that three positions were up for reelection. He continued that if the District did not receive more than three applications for the Election, then the Board could cancel the Election at its March Board meeting.

Mr. Evans then reviewed with the Board the Election Agreement between Travis County (the "**County**") and River Place Limited District (the "**Election Agreement**"). He highlighted provisions in the Election Agreement and reminded the Board that with a joint election, the County would essentially be conducting the Election for the District.

After review, upon a motion duly made by Director Jistel and seconded by Director Jamieson, the Board voted unanimously to: (1) adopt the Election Order, subject to any revisions to the polling locations made by Travis County; (2) designate McGinnis as the District's Agent for the Election; and (3) approve the Election Agreement with the County, as presented. Copies of the Election Order and the Election Agreement are included in the Board Packet.

Ms. Scales next reviewed the General Manager's Report, a copy of which is included in the Board Packet. Ms. Scales reported that Inframark winterized all the water fountains at the District's parks in anticipation of cold weather and that there were no issues as a result of the low temperatures. She also reported that Inframark received a notice of a light out on the District's tennis court and that Inframark will be sending out an electrician to inspect it.

Continuing with her report, Ms. Scales stated that repairs to the District's tennis court gate were completed. She also reported that Inframark received a complaint from a person stating that the multiple pickle ball tape lines on the tennis court are distracting and make it difficult to play tennis.

Next, Ms. Scales reported that the pumps on the lift station were pulled at the end of December 2021, and that rags and other items were found clogging the pumps. She noted that Inframark cleaned the pumps and that the pumps are now running as intended.

The next item of business before the Board was the annual review of the District's attorney. Mr. Evans expressed his appreciation to the District and explained that McGinnis welcomes candid input from the Board regarding their satisfaction with McGinnis' services or any concerns the Board may otherwise have. The Board indicated they are satisfied with the services provided by McGinnis.

Next, Mr. Luft provided an update to the Board on the status of the District's accounts and investments. He reviewed the income for the District, the quarterly investment report, and summarized the activity in each of the District's accounts. He stated that overall the District's revenues were higher than budgeted.

Director Jistel then reported on the maintenance of the District's Parks, Habitat Preserve, Open Spaces and Nature Trails. He reported no issues and noted that everything is fine.

The Board then confirmed the District's next Board meeting for March 22, 2022, at 7:30 p.m.

There being nothing further to come before the Board and no future agenda items to discuss, the Board voted unanimously to adjourn the meeting.




Secretary, River Place Limited District
Board of Directors