

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

July 24, 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 July 24, 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, except Directors Rachkind and Mattox, 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.

Upon calling the meeting to order, Director Crosby noted that no one was present who wished to address the Board.

The next item of business before the Board was approval of the monthly consent agenda containing the minutes of the June 26, 2018, regular Board of Directors meeting, and payment of District bills and expenses. Ms. McCalla stated that Director Crosby had pointed out a correction to the draft minutes regarding the amount donated to the District's Nature Trail. After review, upon a motion duly made by Director Jistel and seconded by Director Mushtaler, the Board voted unanimously to approve the Consent Agenda, including the minutes of the June 26, 2018, regular Board of Directors meeting, as corrected.

The Board next discussed the delegation of sports camp park reservations to the Parks Committee. Mr. Haag explained that sports camps often contacted the District in between meetings, requesting to schedule various sports camps to be held in the District's parks. He continued that frequently there was not sufficient time before the camp was scheduled to begin for the item to be considered at a Board meeting. He explained that the authority could be delegated to the District's Parks Committee to approve the sports camps contingent on the camps providing the District's required waivers of liability and proof of insurance. After discussion, upon a motion duly made by Director Jistel and seconded by Director Crosby, the Board voted unanimously to

authorize the District's Parks Committee to approve sports camp reservations contingent upon the receipt of the District's required paperwork.

Next, the Board reviewed a proposal from Maxwell, Locke & Ritter, LLP ("**Maxwell**"), for audit services for the period from December 15, 2017, through September 30, 2018, a copy of which is attached hereto. Director Crosby noted that Maxwell's proposed costs to prepare the District's audit had decreased by \$6,000 for a total cost to the District of \$10,000. After a brief discussion, upon a motion duly made by Director Jistel and seconded by Director Crosby, the Board voted unanimously to authorize Maxwell to complete the District's audit for the period from December 15, 2017 through September 30, 2018, at a total cost to the District of \$10,000.

The next item of business before the Board was the Firm Water Contract by and between Lower Colorado River Authority (the "**LCRA**") and River Place Limited District to pump raw water from Lake Austin (the "**Contract**"). Mr. Haag explained that he had reviewed the contract and was recommending the addition specific language into the contract regarding indemnity. After discussion, upon a motion duly made by Director Crosby and seconded by Director Jistel, the Board voted unanimously to approve the Contract subject to approval by the District's Attorney regarding the indemnity provisions within the Contract. A copy of the Contract, thus approved, is attached hereto as an exhibit to these minutes.

The Board next considered the District's draft budget for the fiscal year ending September 30, 2019. Mr. Luft reviewed the proposed budget with the Board, and explained that the final budget would not need to be approved until the September Board of Directors meeting. He reminded the Board that the City of Austin (the "**City**") had assumed the District's bond debt upon annexation, therefore a debt service tax rate would not be needed. A lengthy discussion then ensued regarding the District's budgeted expenses and the tax rate needed to adequately cover those expenses. No action was taken on this item.

Director Jistel then updated the Board on the status of the District's sports fields subsequent to the vandalism by kids in golf carts. He stated that after inspection of the sports fields, the Parks Committee determined that the damages to the fields were negligible and that no legal action would be pursued against the youths.

Next, Ms. Rybachek suggested including weekend cleaning of the District's Parks during the busiest five months of the year to the District's annual budget. She estimated the costs for the additional 24 cleanings would total \$4,800, and she explained that the cleanings were necessary because the number of visitors to the Woodlands Park had increased with the popularity of the Nature Trail. Director Mushtaler requested that Ms. Rybachek analyze the additional time required to maintain the District's parks due to the increase in the amount of use, and Ms. Rybachek agreed to research the extra time spent cleaning the District's parks after busy weekends. Director Mushtaler also asked that a breakdown of resident use versus non-resident use

be included with the data provided, and Ms. Rybachek confirmed she would provide the information for review by the Board.

Director Mushtaler then questioned the status of the research into the causes of the grinder pumps malfunction and possible solutions. Ms. Rybachek stated that she had contacted the District's Engineer and determined that the cost to re-engineer the grinder station would be in the \$40,000 to \$50,000 range, not including the cost of labor. She explained that the District's restrooms were not originally designed for the current level of use the restrooms currently receive on the weekends. Ms. Rybachek continued Inframark's operator of the District's facilities had suggested adding a storage tank to control heavy flows through the system. She pointed out that another cost related to additional weekend patrons was the removal of the buildup of rags in the grinder pumps. After a question from the Board, she confirmed that she would investigate the costs associated with the storage tank and provide the information to the Board.

No action was taken on the installation of a gate at Panther Hollow.

Next, the Board discussed the issue of assuming the maintenance and operations of the drainage system for the District from the City. Mr. Haag explained that he had contacted the City regarding the District's undertaking of the drainage responsibilities for the District in lieu of the City charging drainage fees to residents. He stated that the City had requested a memorandum from the District's Engineer verifying that the District's drainage system was "self-contained," which memorandum was provided to the City. Mr. Haag stated that he had not heard back from the City, to date, but would continue to contact the City regarding the issue. Director Crosby recalled that after confirmation of the City's interest in transferring the responsibility to District, the District's Engineer would review the existing drainage structures within the District in order to determine the maintenance and operations costs of the drainage system should the Board choose to accept this responsibility.

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.

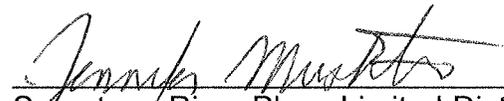
Mr. Luft next discussed the status of the District's investments with the Board. He reviewed the income for the District and summarized the activity in each of the District's accounts. He stated that he had researched banks offering the highest interest rates for certificates of deposit ("CD") and requested information from these banks but had not received a response from the banks, to date. He added that he planned to bring CD purchase options to the Board for approval at the District's next Board meeting if the information is provided by the banks.

Director Jistel then presented the Parks Committee report. He stated that the District's sports fields were reseeded and that a scheduling meeting for the use of the sports fields would be held on September 9, 2018. He emphasized that there was plenty of time to ensure that the District's sports fields were in good shape.

Director Jistel next reported that significant erosion was noted along the beach area of the Woodlands Park, but that maintenance crews were resolving the issue. He also requested approval to have the area around the surface water treatment plant mowed one time a month for ten months at a cost to the District of \$125.00 per mowing. After discussion, upon a motion duly made by Director Jistel and seconded by Director Crosby, the Board voted unanimously to authorize ten months of mowing at a total cost to the District of \$1,250.00.

Continuing his report, Director Jistel stated that the Nature Trail donation box had received \$155.00 in donations during the past month.

There being nothing further to come before the Board, the Board confirmed that the District's next regular meeting was scheduled for August 28, 2018, and the meeting was adjourned


Secretary, River Place Limited District
Board of Directors



River Place Limited District
Attachments
July 24, 2018

1. Directors Packet;
2. Engagement Letter with Maxwell, Locke & Ritter, LLP; and
3. LCRA Contract for Raw Water.