**MINUTES OF THE BOARD OF DIRECTORS OF**

**RIVER PLACE LIMITED DISTRICT**

**February 28, 2023**

The Board of Directors (“**Board**”) of River Place Limited District (“**District**”), of Travis County, Texas, met in regular session that was open to the public, on **February 24, 2023,** at River Place Country Club, located at 4207 River Place Boulevard, Austin, Texas 78730, at 7:30 p.m., pursuant to notice duly given in compliance with law.

Director Jistel called the meeting to order and called the roll of the Board, to wit: Arthur Jistel, Vice President; Ivar Rachkind, Treasurer; and Tim Mattox, Assistant Secretary-Treasurer. With all Directors present and two vacancies existing on the Board, a quorum was established.

Also present were Makenzi Scales, Karen Williams, and Michelle LaCour (via teleconference) of Inframark (“**Inframark**”), the District’s General Manager; and Zachariah T. Evans (via teleconference) of McGinnis Lochridge (“**McGinnis**”), the District’s Attorney; Joe Freeman and Vince DiLoreto, residents of the District who expressed interest in serving on the Board given the two existing vacancies.

Upon calling the meeting to order, Director Jistel noted that no citizens were present to address the Board.

Next, the Board considered the consent agenda, including approval of the minutes of the January 24, 2023, regular Board meeting, the February 10, 2023, special Board meeting, and payment of bills and expenses. Director Mattox made a motion to approve the consent agenda; Director Rachkind seconded; and the Board voted unanimously to approve the motion.

The Board then discussed the status of the District’s Nature Trail (“**Trail**”), with Director Jistel reporting that Trail operations had resumed following clean-up efforts from the winter storm earlier in the month.

Director Jistel also reported that the soccer goals at Woodlands Park needed repair. Inframark obtained estimates to replace the goals; however, Director Jistel indicated he would repair the goals.

Director Jistel also briefed the Board regarding recent rattlesnake sightings within the Districts parks spaces. He indicated he would be participating in efforts to locate and remove rattlesnakes.

Directors Jistel and Mattox then provided Mr. Freeman and Mr. DiLoreto an overview of the City of Austin’s (“**City**”) annexation of the former River Place Municipal Utility District (“**MUD**”); the relationship between the current Limited District and City with respect to solid waste removal and parks services, *i.e.*, the District provides all such services; and the District’s finances, as related to the Strategic Partnership Agreement (“**SPA**”) between the City and the District, which provided for the former MUD’s conversion to the Limited District.

The Board then discussed at length the ongoing winter storm clean-up efforts throughout the District, especially the accumulation and disposal of mulch produced from fallen trees and branches.

Mr. Evans then provided an overview of the process for appointing new directors to fill vacancies on the Board, to wit: accepting the Oaths of Office and Statements of Officer from Director-appointees; confirming Directors bonds are in place; reconstituting the Board; and filing of a revised District Registration Form (“**DRF**”) with the Texas Commission on Environmental Quality (“**TCEQ**”). Director Rachkind then made a motion to appoint Mr. Freeman and Mr. DiLoreto, respectively, to fill the two vacancies on the Board; Director Mattox seconded; and the Board voted unanimously to approve the motion.

Next, the Board confirmed the District’s Directors bonds were in place, pursuant to Section 49.055, Texas Water Code.

The Board then considered reconstituting the Board, as required by Section 49.054, Texas Water Code. After consideration, Director Mattox made a motion to appoint Director Freeman as President, Director Jistel as Vice-President, Director Mattox as Secretary, Director Rachkind as Treasurer, and Director DiLoreto as Assistant Secretary-Treasurer; Director Freeman seconded the motion; and the Board voted unanimously to approve the motion.

Director Freeman then moved to authorize McGinnis to revise and file with the TCEQ an updated District Registration Form (“**DRF**”), reflecting the appointment of Directors Freeman and DiLoreto; Director Jistel seconded; and the board voted unanimously to approve the motion.

Next, Mr. Evans provided the Board an overview of ad valorem tax exemptions that the District has the option of implementing, as further detailed in the memorandum Mr. Evans provided to the Board. A discussion ensued regarding exemptions, assessed property values, and their relation to the District’s budget, tax rate, and overall financial status. The Board took no action on this item.

The Board then noted that the District’s audit report (“**Audit**”) for the fiscal year ended September 30, 2022. Director Rachkind relayed to the Board the conversation he and Mr. Evans had with Andre McAden, of Inframark’s bookkeeping and accounting services department, and Ms. LaCour. Director Rachkind expressed his concerns regarding the overdue status of the Audit but related to the Board Mr. McAden’s assurance that Inframark would provide all remaining information that Maxwell, Locke & Ritter (“**Maxwell**”), the District’s auditor, needs in order to complete the Audit. Mr. Evans also reminded the Board of the annual deadlines to file the District’s Audit with TCEQ and the Texas Comptroller of Public Accounts (“**Comptroller**”).

Director Jistel then recalled with the Board their prior action to approve winter storm clean-up services provided by Zaragoza Landscaping & Construction (“**Zaragoza**”). Director Jistel and Ms. Scales reported Zaragoza was requesting a change order in the amount of $15,000.00, for a total of $40,000.00 [including the original service agreement], to complete said services within the District. The Board expressed frustration regarding Zaragoza’s services and their lack of accountability for services performed. Director Mattox stated that, going forward, he wanted a daily report from Zaragoza, indicating the work they perform each day. After additional discussion, Director Jistel moved to approve the $15,000.00 change order, with $7,500.00 to be paid immediately and the remaining $7,500.00 to be paid after services are complete; Director Freeman seconded; and the Board voted unanimously to approve the motion.

Ms. Scales next reviewed the General Manager’s Report, a copy of which is included in the Board Packet and attached hereto as an exhibit to these minutes. She summarized a list of repairs and maintenance performed within the District, as well as the status of overall District operations during the past month.

Next, Ms. LaCour reviewed the District’s monthly financial report, a copy of which is included in the Board Packet. She reviewed the District’s overall revenues, income, and expenses from the prior month. Ms. Scales noted that all recommended transfer would be completed.

The Board then recessed into executive session pursuant to Section 551.074, Texas Government Code, to consult with Mr. Evans regarding the duties and responsibilities of the District’s Attorney.

The Board then reconvened into open session. Director Jistel noted the Board made no decisions and took no votes during executive session.

Finally, the Board scheduled their next regular meeting for March 28, 2023.

There being no further business, the Board adjourned.



Tim Mattox, Secretary

River Place Limited District

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Attachments

February 28, 2023

1. Board Packet.