

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

January 22, 2019

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 January 22, 2019, 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, Jesse Kennis, and Michael Luft of Inframark ("**Inframark**"), the District's General Manager; Jacque Mallon of Maxwell, Locke & Ritter, LLP, ("**Maxwell**"), the District's Auditor; and Morgan Johnson, Zac Evans, and Suzanne McCalla of McGinnis Lochridge ("**McGinnis**"), the District's Attorney.

Upon calling the meeting to order, Director Crosby noted that there were no residents 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 January 9, 2019, special Board of Directors meeting, and payment of the District's bills and expenses. After review, upon a motion duly made by Director Crosby and seconded by Director Rachkind, the Board voted unanimously to approve the Consent Agenda, including the minutes of the January 9, 2019, special Board of Directors meeting, as written.

Ms. Mallon then submitted the draft of the audit report for the District for the period ending September 30, 2018. She reviewed the Statement of Net Position and Revenues and Expenses, Expenditures, and Changes in Fund Balances. Ms. Mallon reviewed the supporting data included in the audit report, including information required by the Texas Commission on Environmental Quality (the "**Commission**"). She pointed out that the District's obligation for debt service payments for the District's bonds ended on December 15, 2017, the date the District was fully annexed into the City of Austin (the "**City**") and converted to a limited district.

Ms. Mallon 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. She reported that Maxwell was issuing a clean, unmodified opinion, which was the highest opinion the District can receive.

After consideration, upon a motion duly made by Director Crosby and seconded by Director Rachkind, the Board voted unanimously to approve the audit report and to authorize the District's Attorney to file the audit report with the Commission, the Texas Comptroller, in the District's office, and with all other governmental agencies as required. A copy of the audit report, thus approved, is filed in the permanent records of the District.

Next, Ms. Johnson reminded the Board that Senate Bill 1812 [passed during the 84th Texas Legislative Session] requires any entity with eminent domain authority to log on to the Texas Comptroller of Public Accounts (the "**Comptroller**") website annually to report specific information to the Comptroller for posting. Ms. Johnson continued that the District is required to submit this information by February 1 of each year and that failure to comply with these requirements may result in a penalty of \$1,000 for each notification from the Comptroller and would result in the entity being listed on a list of non-complying entities. She pointed out that failure to comply would not, however, affect the District's authority to exercise its eminent domain authority. After a brief discussion, upon a motion duly made by Director Crosby and seconded by Director Mattox, the Board voted unanimously to authorize the District's Attorney to complete the District's eminent domain filings, as required.

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 the Texas Public Funds Investment Act. Ms. Johnson summarized the requirement for the annual review of the Investment Policy and Investment Strategies. She said that the District's Investment Policy and Investment Strategies were fairly general but very conservative and complied with the requirements of the Texas Public Funds Investment Act. She noted that the Investment Policy listed the District's General Manager as the District's investment officer. Mr. Luft stated that he was not recommending any changes to the Investment Policy 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 Crosby and seconded by Director Mushtaler, the Board voted unanimously to adopt the RESOLUTION EVIDENCING REVIEW OF INVESTMENT POLICY AND INVESTMENT STRATEGIES (the "**Investment Resolution**"). A copy of the Investment Resolution thus approved is attached hereto and shall be considered to be a part of these minutes.

The next item of business before the Board was a request from Alan Kane, a resident of the District, that the drainage fee assessed on his property by the City be shared by all the users of the Joint Access Easement. Director Crosby recalled that the drainage fees for impervious cover installed on the property and charged to Mr. Kane by the City relate to the Joint Access Easement across Mr. Kane's property allowing

access to Panther Hollow and a portion of the Woodlands Park (the "**Easement**"). As reported previously, Director Crosby explained that subsequent to the annexation of the District by the City on December 15, 2017, the City began charging all District residents a drainage fee on their utility bills. Ms. Johnson stated that she had researched the issue and that, pursuant to the Easement, the District was not under any obligation to pay a portion of the drainage fees. She added that a governmental entity could not donate money to a private citizen. After discussion, the Board declined to take any action on the matter.

The Board then took up the item of the District's ad hoc committee on traffic issues at the District's trailheads (the "**Traffic Committee**"). Director Mushtaler reminded the Board that the Traffic Committee was proposing a March 1, 2019, start date to move forward with a trial period during which hired personnel would be stationed at each of the District's Nature Trail's three entrances to collect a predetermined fee. She stated that the District had authorized hiring security to help patrol the Nature Trail and District parks during high volumes times. She stated that there seemed to be questions regarding "if" and "when" the Austin Police Department ("**APD**") or the Travis County Constable's Office was required to enforce rules of the District's Parks, including the Nature Trail. Ms. Johnson explained that although the District's parks and Nature Trail lie fully within the City limits, the parks remain the jurisdiction of the District and that a District cannot dictate to law enforcement how, when, and where law enforcement should enforce City ordinances or state statutes. Director Mushtaler said that the APD had informed her that if the District had clearly posted rules at the Nature Trail entrances, the APD would enforce the rules as a "trespass issue." She then suggested that the District amend its Park Rules and Regulations to include additional rules for the Nature Trail.

At this point Director Jistel arrived at the meeting.

Director Mushtaler next reviewed with the Board a list of additional Nature Trail rules. The Board discussed various changes to the proposed list of Nature Trail rules. After discussion, upon a motion duly made by Director Crosby and seconded by Director Mattox, the Board voted to: (1) approve the revised Nature Trail rules as discussed, subject to a final review and approval by the District's Parks Committee; and (2) approve an ORDER OF THE BOARD OF DIRECTORS OF RIVER PLACE LIMITED DISTRICT AMENDING PARK RULES. Directors Mushtaler, Crosby, Mattox and Rachkind voted in favor of the motion, and Director Jistel abstained. A copy of the Order, thus approved, is attached hereto as an exhibit to these minutes.

Director Crosby next suggested that the District's revised Nature Trail Rules should be put on permanent signs and installed at the entrances to the Nature Trail, and the Board agreed. After a brief discussion, upon a motion duly made by Director Crosby and seconded by Director Mattox, the Board voted unanimously to authorize the District's General Manager to purchase and install signs at the entrances to the Nature Trail with the revised Nature Trail Rules.

Ms. Rybachek next introduced Jesse Kennis to the Board. She stated that she had taken another job and that Mr. Kennis would be replacing her at the District's Board meetings going forward. She then reviewed with the Board the costs associated with the contracting for staff to man the three Nature Trail entrances during peak usage times. Director Crosby questioned if a the District should prepare a "press release" to submit to the Four Points News, the River Place Review, the District's website, and to other local websites describing the new Nature Trail policies. After a brief discussion, upon a motion duly made by Director Crosby and seconded by Director Mattox, the Board voted unanimously to authorize Directors Crosby and Mushtaler to work together to prepare a press release as detailed above.

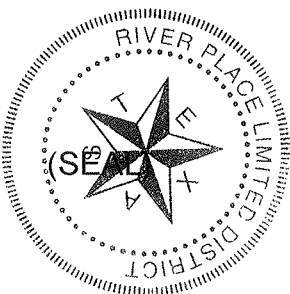
Ms. Rybachek next reviewed the General Manager's report in its entirety and as included in the Directors' packet, a copy of which is attached hereto.

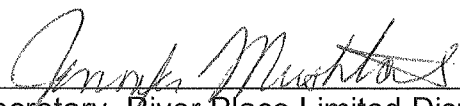
Director Jistel then reported on the status of the Goosegrass on the District's sports fields. He stated that he had met with a representative from Sunscape Landscaping, LLC ("**Sunscape**"), the District's Landscaper regarding the fact that the Goosegrass on the District's sports fields was now dormant. He continued that Sunscape did not know if the Goosegrass would "come back" when the weather warmed, and he stated that the Board would need to make a determination in the spring how to move forward.

Mr. Luft next discussed the status of the District's accounts and investments with the Board. He reviewed the income for the District and summarized the activity in each of the District's accounts.

Next, Director Jistel reported that he had spoken with Joe Carter of Capital Landcare regarding replacing the gutters on the pavilions at the District's Parks. He stated that TexaScapes was recommending cleaning the gutters instead of replacing the gutters as originally proposed. The Board questioned if replacing the gutters, including leaf guards, would be more cost-efficient. Ms. Rybachek agreed to obtain additional proposals for the replacement and/or the repair of the gutters on the pavilions for the review by the Board at the next meeting.

There being nothing further to come before the Board, the Board confirmed the District's next regular meeting was scheduled for January 22, 2019, and the meeting was adjourned




Secretary, River Place Limited District
Board of Directors

River Place Limited District
Attachments
January 22, 2019

1. Directors Packet;
2. Resolution Evidencing Review of the District's Investment Policy;
3. Order Amending the District's Park Rules and Regulations; and
4. River Place Trail Staffing Costs.