**MINUTES OF THE BOARD OF DIRECTORS OF**

**RIVER PLACE LIMITED DISTRICT**

**STATE OF TEXAS §**

**COUNTY OF TRAVIS §**

**February 28, 2024**

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 the above-referenced date, at River Place Country Club, located at 4207 River Place Boulevard, Austin, Texas 78730, at 5:30 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: **Joe Freeman**, President; **Arthur Jistel**, Vice President; **Ivar Rachkind**, Treasurer; **Tim Mattox**, Secretary; and **Vince DiLoreto,** Assistant Secretary-Treasurer. With all Directors present, except Director Freeman, a quorum was established.

Makenzi Scales, of Inframark (“**Inframark**”), the District’s General Manager; Lisa Rickert (via teleconference), of Artesian Financial Services (“**Artesian**”), the District’s bookkeeper; Jimmy Romell, of Maxwell Locke & Ritter (“**Maxwell**”), the District’s auditor; Steven Minor, of Gray Engineering (“**Gray**”) and Zachariah T. Evans, of the Law Office of Zachariah T. Evans, PLLC, the District’s attorney, were also present.

Next, the Board considered the consent agenda, including approval of the minutes of the Board’s previous meeting; account transfers; and payment of the District’s bills and expenses. Director Jistel made a motion to approve the consent agenda; Director Rachkind seconded; and the Board voted unanimously to approve the motion.

Several members of the public were present to address the Board, primarily regarding the upcoming Disannexation Election (as described below) and the installation of pickleball courts within the District’s parks facilities. The Board listened to comments from several of those present.

A lengthy discussion ensued regarding the installation of pickleball courts.

Board then discussed the upcoming disannexation election (“**Disannexation Election**”) to be held by the City of Austin (“**City**”) during the May 4, 2024, general election. Mr. Evans reviewed the provisions of the City’s ordinance calling the election (“**Election Ordinance**”), as well as provisions of H.B. 3053, the legislation adopted by the 88th Texas Legislature (2023), which requires certain municipalities to call disannexation elections in certain areas annexed into city limits between March 3, 2015, and December 1, 2017. Mr. Evans pointed out that, under the Strategic Partnership Agreement (“**SPA**”) between the City and the District, certain parcels and water and wastewater facilities were conveyed to the City within the aforesaid date range. However, he continued, the vast majority of the District and its residences were not annexed for full purposes until December 15, 2017. Accordingly, only one or two residents would be allowed to vote to disannex their properties from the City. Mr. Evans stated, however, that neither the Election Ordinance nor statute specify who will be eligible to vote to disannex the uninhabited parcels of land that are subject to the election, such as the parcel on which the now-decommission water plant sits, and the parcels that make up the River Place Nature Preserve. Mr. Evans stated he communicated via email with City Councilmember Alison Alter’s chief of staff, Kurt Cadena-Mitchell, but the information provided did not address any of the issues discussed above.

Mr. Romell then presented the draft audit report for the District for the fiscal year ended September 30, 2023. 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 (“**TCEQ**”). Mr. Romell then a Management Representation Letter from the District’s General Manager, attached to Maxwell’s Governance Letter as part of the audit report. He reported that Maxwell was issuing an unmodified opinion, which was the highest opinion the District can receive. After consideration, Director Mattox moved to approve the audit report; Director Rachkind seconded; and the Board voted unanimously to approve the motion. Mr. Evans stated he would file the audit report with the TCEQ, in the District’s records, 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. Rickert provided the Bookkeeper’s Report, a copy of which is included in the Board Packet, which is attached to these minutes. After inquires by Director Rachkind regarding the Summary of Funds, Ms. Rickert indicated that, because the District no longer carries bond debt, certain accounts are superfluous and she would like to see the District consolidate its funds into two accounts: one for checking; one for investments. Director Mattox pointed out that the way the District’s accounts are currently set up, the District is missing out on a portion of otherwise available interest revenue. Director Mattox asked and Ms. Rickert agreed that she would formulate a recommendation to the Board as to how to maximize the District’s interest earnings.

Mr. Minor and Ms. Scales then addressed the Board regarding Gray’s valuation of the District’s facilities for purposes of insurance coverage, as well as the pending renewal of the District’s liability insurance policy. Mr. Minor reviewed the values Gray determined for certain facilities and the total valuation overall. Ms. Scales indicated that, based on Gray’s valuation recommendation, she does not anticipate a significant increase in premiums from Texas Municipal League Intergovernmental Risk Pool (“**TMLIRP**”), the District’s current liability insurance provider. Director Mattox then moved to approve the valuation report as provided by Gray; Director Rachkind seconded; and the Board voted unanimously to approve the motion.

The Board then briefly discussed the upcoming Disannexation Election again.

The Board then discussed the May 4, 2024, Directors Election (“**Directors Election**”). Mr. Evans stated that, as the Board-appointed agent to the Secretary, he certified that no more than two people filed an application for a place on the ballot, nor did anyone submit their name as a write-in candidate. Mr. Evans explained that the Board could now declare the unopposed candidates elected to office and avoid further costs associated with the holding of an election, pursuant to Section 2.053 of the Texas Election Code. He explained that the new terms of office of Directors Freeman and Jistel would commence at the first meeting after the May 4, 2024, election, at which time they would be required to take the Oath of Office. The Board then considered an ORDER OF CANCELING THE MAY 4, 2024, DIRECTORS ELECTION AND DECLARING UNOPPOSED CANDIDATES ELECTED TO OFFICE; PROVIDING FINDINGS OF FACT; AND PROVIDING FOR AN OPEN MEETING (“**Election Cancelation Order**”). Director Mattox moved to (1) approve the Election Cancelation Order, and (2) declare the aforesaid candidates elected to office; Director Rachkind seconded; and the Board voted unanimously to approve the Election Cancelation Order. Mr. Evans also pointed out that a copy of the Election Order would be posted at the District’s regular polling places on Election Day.

The Board then revisited the status of a possible pickleball court installation within the District’s parks facilities. After discussion, Director Freeman moved to pause the installation of any pickleball court installations or engineering thereof, due to the fact that the District’s reservation system cannot currently support additional reservation capacity; Director Mattox seconded; and the Board approved the motion unanimously.

Ms. Scales then summarized the General Manager’s Report, a copy of which is included in the Board Packet.

The Board then confirmed their next regular meeting for Wednesday, March 27, 2024, at 5:30 p.m.

Director Rachkind then announced that he would be resigning from the Board, effective immediately, and submitted notice of such in writing. Director Mattox moved to accept the resignation; Director Freeman seconded; and the Board voted unanimously to approve the motion.

There being no further business, the Board adjourned.



Tim Mattox, Secretary

River Place Limited District

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Attachments

1. Board Packet