

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

January 28, 2020

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 28, 2020**, 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 Director Jistel, thus constituting a quorum.

Also present were Jesse Kennis and Michael Luft of Inframark ("**Inframark**"), the District's General Manager; Michelle Kopplow of Maxwell Locke & Ritter, LLP, ("**Maxwell**"), the District's Auditor; and Zachariah T. Evans, Jennifer E. Salazar, and Suzanne McCalla of McGinnis Lochridge ("**McGinnis**"), the District's Attorney. Several members of the public were also in attendance.

Upon calling the meeting to order, Director Crosby noted that there were no persons present who wished to address the Board during the Citizen Communications portion of the meeting.

The next item of business before the Board was approval of the monthly consent agenda containing the minutes of the November 19, 2019, regular Board of Directors meeting, and payment of the District's bills and expenses. After review, upon a motion duly made by Director Rachkind and seconded by Director Mushtaler, the Board voted unanimously to approve the consent agenda, including the minutes of the November 19, 2019, regular Board of Directors meeting, as written.

Next, the Board listened to a presentation by the First Lego Team – 2020 Builder Berries (the "**Team**") regarding a proposed play area for teens at Sun Tree Park. The Team explained that childhood obesity is a major issue among a lot of teenagers and any activity that encourages teenagers to get outside and exercise helps mitigate this issue. The Team continued that most park equipment was geared towards younger children and not of much interest to teenagers and proposed a new type of park system with park equipment that would interest teenagers. The Team stated that they conducted a survey among their peers and determined that a majority were interested in a park geared towards teenagers. The Team then reviewed with the Board their plans for the park, including the various types of equipment proposed. The Team told the Board that they intended to raise funds for the equipment through various means,

including applying for grants. After the presentation, the Team answered questions from the Board regarding the proposed park equipment. The Team then thanked the Board for their time and departed the meeting.

Ms. Kopplow then submitted the draft of the audit report for the District for the fiscal year ended September 30, 2019. She reviewed with the Board the Statement of Net Position and Revenues and Expenses, Expenditures, and Changes in Fund Balances as detailed in the audit report. Ms. Kopplow also reviewed the supporting data included in the audit report, including information required by the Texas Commission on Environmental Quality (the "**Commission**").

Ms. Kopplow 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 is the highest opinion the District can receive.

After consideration, upon a motion duly made by Director Mattox and seconded by Director Rachkind, the Board voted unanimously to approve the audit report, as presented. Director Mattox 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 Rachkind 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.

The Board next discussed provisions included within Senate Bill 2 ("**SB2**") (passed during the 86th Texas Legislative Session) regarding the requirement that taxing units "maintain an internet website or have access to a generally accessible internet website" for the purpose of posting certain financial information as detailed in SB2. Mr. Evans detailed the requirements of SB2 with the Board and stated that a memorandum listing the required information to be posted on the District's website was provided to Inframark. Mr. Kennis confirmed that Inframark was aware of the information to be posted and was in the process of updating the District's website.

Mr. Evans then 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 State Comptroller of Public Accounts' (the "**Comptroller**") website annually to report specific information to the Comptroller for posting. Mr. Evans 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 up to \$2,000 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. After a brief discussion, upon a motion duly made by Director Crosby and seconded by Director Mushtaler, the Board voted unanimously to authorize the District's Attorney to complete the District's eminent domain filing, 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. McCalla 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. Director Crosby explained that the District invested mainly with TexPool, a government investment pool for the State of Texas that is overseen by the Comptroller. Ms. McCalla 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 Rachkind and seconded by Director Crosby, the Board voted unanimously to adopt A RESOLUTION OF THE BOARD OF RIVER PLACE LIMITED DISTRICT; AFFIRMING INVESTMENT POLICY FOR RIVER PLACE LIMITED DISTRICT; ADOPTING A LIST OF QUALIFIED BROKERS; PROVIDING FINDINGS OF FACT; AND PROVIDING FOR AN OPEN MEETING (the "**Investment Resolution**"). A copy of the Investment Resolution, thus approved, is included in the Board Packet, which packet is attached hereto and considered to be a part of these minutes.

The Board then discussed the May 2, 2020, Directors Election (the "**Election**"). Ms. McCalla stated that if the Election was held, the District would contract with Travis County to conduct the Election. She continued that Travis County had recently purchased new electronic voting equipment, which equipment the Board was required to adopt prior to the Election. After review, upon a motion duly made by Director Mushtaler and seconded by Director Mattox, the Board voted unanimously to approve A RESOLUTION OF THE BOARD OF DIRECTORS OF RIVER PLACE LIMITED DISTRICT ADOPTING ELECTION EQUIPMENT; PROVIDING FINDINGS OF FACT; PROVIDING FOR REPEAL OF CONFLICTING PROVISIONS AND PROVIDING FOR OPEN MEETING. A copy of the resolution is included in the Board Packet.

Ms. McCalla then 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. She 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 13, 2020, and ending no earlier than June 11, 2020. Ms. McCalla continued that McGinnis, as the District's agent for the Election, would maintain the mandatory office hours for the District. Director Rachkind motioned to designate McGinnis as the District's Agent for the Election. Director Crosby seconded the motion, which motion passed with all Directors voting in favor.

Next, the Board considered AN ORDER BY THE BOARD OF DIRECTORS OF 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; CONTAINING PROVISIONS NECESSARY AND INCIDENTAL TO THE PURPOSES HEREOF; AND PROVIDING FOR AN OPEN MEETING (the "**Election Order**"). Ms. McCalla explained that the deadline for submission of an application for a position on the District's ballot was 5:00 p.m. on February 14, 2020, and that two positions were up for reelection. She continued that if the District did not receive more than two applications for the Election, then the Board could cancel the Election at its February Board meeting. After review, upon a motion duly made by Director Rachkind and seconded by Director Mushtaler, the Board voted unanimously to adopt the Election Order, subject to any revisions to the polling locations made by Travis County. A copy of the Election Order is included in the Board Packet.

The Board next discussed the status of the District's Nature Trail. Mr. Evans reported that the District had met with the Texas Parks and Wildlife Department ("**TPWD**") at the Nature Trail to go over the specific issues before the Board regarding fees charged for use of the Nature Trail. Director Mushtaler reported that subsequent to the meeting, the Board revised the fee structure for the District's tennis courts and pavilion to bring them into compliance with the terms of the subject parks grant. They also agreed to discontinue the pet fee for the Nature Trail. She stated her understanding that the TPWD recognized the District's challenges, but did not have any immediate solutions. A lengthy discussion ensued. No action was taken on this item.

At this point Director Jistel entered the meeting.

Mr. Kennis next reviewed the General Manager's report in its entirety and as included in the Board Packet. He noted that the grinder pump at the Woodlands Park restroom had failed, and he estimated a replacement pump would cost a total of \$2,000. After discussion, upon a motion duly made by Director Crosby and seconded by Director Rachkind, the Board voted unanimously to approve the purchase of a new grinder pump in an amount not to exceed \$2,500.

Mr. Kennis then told the Board that he had contacted the Texas Municipal League Intergovernmental Risk Pool, the District's insurance provider ("**TMLIRP**"), regarding a possible claim by a resident. He added that he had provided the resident with TMLIRP's contact information, as requested.

Mr. Kennis then reported on graffiti within several areas of the District. Director Jistel stated that the Panther Hollow Homeowners Association was requesting to split the costs with the District for the clean up of the graffiti on the bridge providing access to the Panther Hollow area. Mr. Evans advised the Board regarding Texas's constitutional prohibition on utilizing public funds for private purposes. A lengthy discussion ensued. Director Mattox motioned to authorize the District's General Manager to purchase game cameras with the ability to upload information into the cloud in an amount not to exceed \$1,000. Director Rachkind seconded the motion. The motion passed with Directors

Mattox, Rachkind, Crosby, and Jistel voting in favor of the motion, and Director Mushtaler abstaining.

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 and summarized the activity in each of the District's accounts.

Director Jistel then reported that the District's parks and sports fields were in good shape. He stated that the scheduling for the use of the District's sports fields would take place on the second Sunday in February. Director Mushtaler suggested that the Board may want to consider charging a fee for use of the sports fields in the future in order to allow the District to continue to adequately maintain the fields. She added that she would research the District's options with regards to charging a fee for the use of the District's sports fields.

The Board then entered into executive session at 8:57 p.m., pursuant to V.T.C.A. Government Code, Chapter 551.071, to consult with Mr. Evan's regarding Item 6 (b) as listed on the agenda. The Board reconvened in open session at 9:25 p.m. Director Crosby reported that no decisions were made and no votes taken on the items discussed in executive session.

There being nothing further to come before the Board, the meeting was adjourned


Secretary, River Place Limited District
Board of Directors



River Place Limited District
Attachments
January 28, 2020

1. Directors' Packet.