

MINUTES OF THE MEETING
OF THE
BOARD OF DIRECTORS

THE STATE OF TEXAS §

COUNTY OF HAYS §

HAYS COUNTY WATER CONTROL AND IMPROVEMENT DISTRICT NO. 2 §

The Board of Directors (the “Board”) of Hays County Water Control and Improvement District No. 2 (sometimes referred to herein as the “District”) met in Special Session, on the 11th day of November, 2020, at Belterra Centre, 151 Trinity Hills Drive, Austin, Texas, within the District. To mitigate the spread of COVID-19 and pursuant to the guidance provided by the Office of the Attorney General of the State of Texas, the meeting was open to the public by zoom and telephonic conference. The roll was called of the members of the Board of Directors, (herein referred to as the “Board”) to-wit:

Royce Wachsmann	President
Samantha E. Bethke	Vice President
Sean McGillicuddy	Secretary
William Carroll Kelly IV	Treasurer/Asst. Secretary
Bill Harris	Asst. Secretary

All members of the Board participated in the meeting via Zoom video with Director Wachsmann present at Belterra Centre along with Matt Kutac of the law offices of Matthew B. Kutac, PLLC. The record shall reflect that all directors voted on all matters that came before the Board. Additionally participating in the ZOOM meeting were Lynn J. Lee, director elect, Judy McAngus, paralegal with Winstead PC, Kristi Hester with Inframark, the District’s general management and operations contractor, Chris Lane of SAMCO Capital Markets, Inc., the District’s financial advisor and Lauren Barzilla with CMA Engineering (“CMA”), the District’s engineers. In addition, Vicki Hahn, paralegal with Winstead PC, joined in the meeting telephonically.

1. Mr. Kutac explained a few guidelines for the zoom/telephonic conference meeting and requested that each Board member confirm their name prior to making any motion or voting on such matters to insure that the public record of the meeting would be heard and accurately recorded. Notification to the public was given that the meeting was being recorded. The meeting was then called to order, and evidence was presented that public notice of such meeting had been given as required by law.

2. Mr. Kutac confirmed that no members of the public had submitted an email to sign up for public comment in advance of the meeting. He further called for public communications and comments from any person, including any persons tied into the meeting via audio. There were no comments.

3. Mr. Kutac noted that the main purpose of the meeting was to canvass the directors' election of November 3, 2020 and swear in the new officers. He then turned the meeting over to Ms. McAngus. She noted that the election was initially slated for May 2, 2020 but was postponed due to COVID-19 and conducted on November 3, 2020. She reviewed the official results of the election with the Board, which results are set out below, and requested the Board acknowledge of receipt of such results and their consideration of the Order Declaring Results and Canvassing Director Election.

<u>Director (name as listed on Ballot)</u>	<u>Votes</u>
Royce Wachsmann	383
Sean McGillicuddy	541
Carroll Kelly	557
Lynn J. Lee	410

Upon motion by Director Harris, seconded by Director Bethke and unanimously carried, the Board approved the Order Declaring Results and Canvassing Director Election, a copy of which is attached hereto as **EXHIBIT "A"**.

Ms. McAngus noted that following such official canvass of the election, that Director Bethke, as Vice President, was in the process of executing the three Certificates of Election for Sean McGillicuddy, Carroll Kelly and Lynn J. Lee, with Director Bethke then confirming final execution of such Certificates. Ms. McAngus also noted that, typically the Oaths of Office would be administered in person and notarized, but under the COVID 19 exceptions, it is acceptable to administer the Oath and notarize it in a virtual meeting. Ms. McAngus confirmed receipt of executed Statement of officers forms from each of the candidates and then administered the Oaths of Office simultaneously. It was noted that all newly elected directors would be participating in the remainder of the meeting along with Directors Bethke and Harris.

4. Mr. Kutac summarized the officer positions on the Board. After a discussion and upon motion by Director McGillicuddy, seconded by Director Kelly and unanimously carried, the Board approved the following slate of officers:

Bill Harris	President
Samantha E. Bethke	Vice President
Sean McGillicuddy	Secretary
William Carroll Kelly IV	Treasurer/Assistant Secretary
Lynn J. Lee	Assistant Secretary

5. Following approval of the slate of officers, the Board then turned to committee assignments. Following a discussion and upon motion by Director Kelly, seconded by Director Bethke and unanimously carried, the Board approved the following committee assignments.

Customer Care Committee:

Samantha Bethke
Sean McGillicuddy
Alternate: Bill Harris

Parks Committee:

Sean McGillicuddy
Samantha Bethke
Alternate: Lynn J. Lee

Financial Committee:

Bill Harris
Lynn J. Lee
Alternate: William Carroll Kelly IV

Infrastructure & Strategic
Planning:

William Carroll Kelly IV
Bill Harris
Alternate: Sean McGillicuddy

6. Mr. Kutac confirmed that the next regular meeting of the Board is scheduled for Thursday November 19, 2020 at 5:45 p.m. He then briefly described a matter regarding misappropriation of funds by the District's prior bookkeeper and requested the Board's input as to scheduling a time to address such matter in detail. After some discussion regarding the proposed date of the Special Meeting, it was determined that the matter should be discussed in a Special Meeting on Monday or Tuesday of the following week. Mr. Kutac mentioned that Jimmy Romell of Maxwell Locke & Ritter LLP would attend the Special Meeting and that he would confirm Mr. Romell's availability. Ms. McAngus noted that she would send out a Meeting Notice to the Board once Mr. Kutac confirmed Mr. Romell's availability. *[Please note: After this meeting adjourned, Mr. Romell's availability was confirmed and it was determined that the matter would be discussed in a Special Meeting of the Board set for Monday, November 23, 2020 at 5:45 p.m.]*

7. It was determined that no Executive Session was required.

8. Director Kelly and other Board members and consultants thanked Director Wachsmann for his service on the Board. Director Wachsmann noted that he left his District issued iPad and related equipment in Kristi Hester's office at Belterra Centre.

9. There being no further business to conduct, Director McGillicuddy moved that the meeting be adjourned, which motion was seconded by Director Bethke and unanimously approved. Thereupon, the Board adjourned until further call.

APPROVED AND ADOPTED this 19th day of November, 2020.




Sean McGillicuddy, Secretary