## MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF LAKE DUNLAP WATER CONTROL AND IMPROVEMENT DISTRICT

Tuesday, November 17, 2020

STATE OF TEXAS §
COUNTIES OF GUADALUPE AND COMAL §

The Board of Directors of Lake Dunlap Water Control and Improvement District (the "<u>District</u>") conducted a special meeting, open to the public, within the boundaries of the District in Comal County, Texas, at Marriott New Braunfels River Village, Conference Suite Meeting Room, 750 I-35 North, New Braunfels, Texas 78130, at 5:00 p.m., on Tuesday, November 17, 2020. Notices of the time, place and the subject of the meeting, and the actions to be taken at the meeting, were posted at the places and for the time required by the laws of the State of Texas.

The roll was called of the temporary directors of the Board, to-wit:

Douglas HarrisonJ Raymond HarmonVernon Gary SchaubHarry Alvin MoellerPresident
Vice President
Treasurer
Secretary

and all of said persons were present, thus constituting a quorum. Also present was Larry Johnson, Allen Douthitt (District Bookkeeper), who participated in the meeting remotely by weblink, and Anthony Corbett of McLean Howard, LLP (District legal counsel).

Director Harrison called the meeting to order at 5:00 p.m.

- 1. David Shaw asked the Board of Directors whether any of the proposed GBRA bond proceeds for the Lake Dunlap Dam improvements could be utilized for vegetative clearing and other lake improvements. The Board answered that the bond proceeds are restricted to the dam improvement project approved by the Texas Water Development Board and authorized under the District's contract with GBRA.
- 2. Allen Douthitt then presented the Bookkeepers Report. After discussion, Director Harmon moved that the Board approve the Bookkeepers Report and payment of bills and invoices. Director Schaub seconded the motion, which carried unanimously (4-0). A copy of the report is attached to these meeting minutes.
- 3. Mr. Douthitt then presented a fiscal year budget. After discussion, Director Director Schaub moved that the Board adopt the Resolution Approving the Fiscal Year Budget as presented, subject to revising the reference to developer advances to donations. Director Harmon

seconded the motion, which carried unanimously (4-0). A copy of the Resolution and adopted Budget is attached to these meeting minutes.

- 4. The Board considered approval of the minutes from the Board's October 20, 2020 meeting. Upon a motion made by Director Moeller that was seconded by Director Schaub, the Board unanimously approved the meeting minutes as presented (4-0).
- 5. The Board then consider adoption of an Order Canvassing the Returns and Declaring Results of the Confirmation Election, Director Election, Maintenance Tax Election, and Contract Tax Election (the "Canvassing Order"). After discussion, Director Schaub moved that the Board adopt the Canvassing Order as presented. Director Moeller seconded the motion, which carried unanimously (4-0). A copy of the Canvassing Order adopted by the Board is attached to these meeting minutes.
- 6. The Board then considered issuance of the Certificates of Election, approval of the Oaths of Officers, and approval of the Statements of Officers for the newly elected directors. After discussion, Director Harmon moved that the Board approve the issuance of the Certificates of Election, approval of the Oaths of Officers, and approval of the Statements of Officers for the newly elected directors. Director Harrison seconded the motion, which carried unanimously (4-0).

[Editor's Note- Larry Johnson joined the Board and assumed the duties of director at this point of the meeting.]

7. The Board then considered the election of officers. Director Moeller moved that the Board approve the following officer positions:

PresidentVice President
Secretary
Treasurer
Assistant Secretary
Doug Harrison
J Raymond Harmon
Laurence Johnson
Gary Schaub
Harry Moeller

Director Schaub seconded the motion, which carried unanimously (5-0).

- 8. The Board then considered adoption of a Resolution approving the actions taken by the temporary Board of Directors appointed by TCEQ. After discussion, Director Schaub moved that the Board adopt the Resolution. Director Moeller seconded the motion, which carried unanimously (5-0). A copy of the Resolution is attached to these meeting minutes.
- 9. Upon a motion to be Director Johnson that was seconded by Director Schaub, the Board unanimously authorized the District's legal counsel to prepare and file a District Registration Form with TCEQ.

- 10. Upon a motion by Director Harmon that was seconded by Director Harrison, the Board unanimously approved the District Information Form as presented and authorized filing thereof.
- 11. The Board then considered matters relating to the funding and construction of improvements to the Lake Dunlap Dam Facilities. Director Moeller provided a report regarding the status of review of contractor bids. He noted that interviews with the contractors were scheduled, that he anticipated award of a contract by GBRA in December, and that notice to proceed would be issued after bonds were issued to finance the project.
- 12. The Board then considered approval of the contract between GBRA and the District for financing the Lake Dunlap Dam Improvement Project. Mr. Corbett reported that TCEQ had issued an Order approving the contract, and the voters approved the contract. After discussion, Director Harmon moved that the Board approve the contract and authorize execution thereof by the District's officers. Director Johnson seconded the motion, which carried unanimously (5-0). A copy of the contract is attached to these meeting minutes.
- 13. The Board then discussed the principal amount of bonds to be issued by GBRA for financing the dam project. After discussion, Director Johnson moved that the Board approve the issuance of \$39,500,000 in contract revenue bonds by GBRA. Director Schaub seconded the motion, which carried unanimously (5-0).
- 14. The Board then considered adoption of a Resolution Approving the Issuance by GBRA of up to \$39,500,000 in Contract Revenue Bonds for the Project and containing other matters relating to thereto. Directors Schaub moved that the Board adopt the Resolution subject to removal of the statements that bond proceeds would be used to finance design costs. Director Moeller seconded the motion, which carried unanimously (5-0).
- 15. By unanimous acclamation, the Board adjourned the meeting at approximately 6:35 p.m.

|        | Secretary, Board of Directors |
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| (SEAL) |                               |