

WINDERMERE OAKS WATER SUPPLY CORPORATION
424 COVENTRY ROAD, SPICEWOOD, TX 78669

NOTICE OF REGULAR BOARD MEETING¹

The Board of Directors of the Windermere Oaks Water Supply Corporation will meet
Thursday May 18, 2023 at 6:00 p.m.
at the Spicewood Community Center, 7901 County Road 404, Spicewood, TX 78669

TAKE NOTICE THAT A MEETING OF THE ABOVE-REFERENCED BOARD OF DIRECTORS OF WINDERMERE OAKS WATER SUPPLY CORPORATION will commence at the time and location as noted above to consider and act by motion, resolution, or otherwise upon any matter in connection with the subjects as listed below. This public meeting is being held pursuant to Texas Government Code § 551.001 et seq. All deliberations of the Board shall be made in Open Meetings unless made in Executive Sessions pursuant to Government Code, Chapter 551, Subchapter D to discuss an item listed below or under the specified agenda item for Executive Session. In the event of an Executive Session, no action will be taken by the Board until the Board has closed the Executive Session and returned to the noticed Open Meeting. Members who desire to address the Board regarding an item on the agenda during an open meeting may do so before the Board acts on the agenda item by the Board during the public comment portion of that item on the agenda. All public comments shall be subject to the Public Comment Policy adopted by the Board on November 20, 2019.

The Board may discuss or take action regarding any of the items on this included agenda.

AGENDA¹:

- 1) CALL TO ORDER.
- 2) ROLL CALL.
- 3) DELIBERATION concerning complying with the WOWSC Bylaws language about Meeting Notices with Agenda in compliance with Texas Open Meeting Act.²
- 4) PUBLIC COMMENT – The Board of Directors (BOD) will receive verbal comments from citizens and members who wish to speak on agenda or non-agenda items (3-minute limit per person).
- 5) ACTIONS TO TRANSFER signatories, accountabilities, and communication authorizations from previous WOWSC BOD Officers to current WOWSC BOD Officers:
 - i) Transfer CoBANK Resolution Authorities as drafted by CoBank to the new signatories of the WOWSC Board of Directors. Resolution to be discussed and authenticated upon approval.
 - ii) Transfer of Check writing authorities and bank records access on the First United Bank Accounts based upon discussion and authentication of a Resolution to be authenticated upon approval.
 - iii) Transfer of contact, accountability, and records retention practices and signatory authority for both Raven A Herron & Company, P.C. and Norden & Salinas, PLLC and clarification of invoice backup requirements with accounting methods clarification to meet board responsibilities.
 - iv) Transfer of contact, accountability, and authorizations for QuickBooks postings, reporting, and GAAP accounting practices.

¹ The terms "agenda" and "notice" are often used interchangeably in discussing the Act because of the practice of posting the agenda as the notice of a meeting or as an appendix to the notice. See, e.g., City of San Antonio v. Fourth Court of Appeals, 820 S.W.2d 762,764 (Tex. 1991). Pg. 3, D.2 2022 Open Meetings Handbook – by Office of the Attorney General.

² The Board is neither allowed to take action on any subject presented that is not on the agenda, nor is the Board required to provide a response. Any substantive consideration and action by the Board will be conducted under a specific item on a future agenda.

- v) Transfer of authority and identification of the Public Information Officer as required by statute to the Chief Administrative Officer
- vi) Transfer or clarification of records custodian responsibilities for official documents of the WOWSC and designation of location of the records retention and records retention practices.
- vii) Transfer or identification of the Web site administrator and records posting practices to be able to update the Web site with currently missing postings. Discussion of a member comment posting method.
- viii) Transfer of all WOWSC property from past officers to the newly designated records custodian
- ix) Review all past signatory and authorizations still open from the Past President and Past Vice-President and the past 2021-2022 Secretary/Treasurer to assure actions to continue corporate accountability
- x) Undertake the transfer of the Corporate Registered Agent as per the requirements of the Bylaws.

6. PRODUCTION of a summary document of currently active Legal Proceedings with designations of the contacts and contact methods for each of the items in process.

7. DISCUSSION of current practices whereby the Board is informed of expenses and invoices payable before the disbursements are authorized and executed. Examination of the current process of Accounts Payable to improve Corporate Cash Flow and reduce the Cost of Capital.

8. SUMMARY review of current active contracts with WOWSC and the posting and reporting requirements with the establishment of a proposed Ad Hoc Contracts Sub-Committee.

9. DELIBERATION AND DECISION concerning past and future Board authorizations and payment of armed security guards at Open Meetings and enforcement of No Trespassing Rules established by the Board during examination of corporate records and election documents.

10. DELIBERATION AND DECISION concerning the updating of the WOWSC Public Comment Policy dated 20 November 2019 to harmonize with HB 2840 and allow public Agenda discussion contiguous with the Agenda items as per the WOWSC practices in 2019.

11. RECOVERY OF AWARD AND LEGAL FEES –

- i) Discussion, consideration and appropriate actions in view of current status of Ffrench, et al., Intervenor-plaintiffs and Double F Hanger Operations, LLC, et al. v. Friendship Homes & Hangars, LLC, Windermere Oaks WSC, et al., Cause No. 48292, 33rd Jud. Dist., Burnet County Dist. Ct.
- ii) Discussion, consideration and appropriate actions in view of current status of the Allied Insurance v. WOWSC legal activities

12. DELIBERATION AND DECISION concerning planning a regular Open Board Meeting each month.

13. DELIBERATION AND DECISION concerning revisiting the need for a financial audit based on Texas PUC findings impacting the accuracy of IRS and CoBank documents. An Audit Agenda item was in the February 2023 Open Boards Agenda but no action was started. Consideration of the establishment of an Ad Hoc Audit Sub-Committee to undertake a search for an experienced CPA water utilities auditing firm to engage and report back to the Board in June.

14) MANAGER'S REPORT

- i) CLARIFIER AND STORAGE TANK– Update on progress of plans related to clarifier and storage tank accommodating system growth.
- ii) ZEBRA MUSSEL MITIGATION. – Update on filtration system installation.
- iii) REPAIRS AND MAINTENANCE – Update on growing R&M activities, how WOWSC is handling.
- iv) UPDATE on communications between Travis Hills Development and the Windermere Water Engineer.
- v) UPDATE on any water or sewage discussions with other constructors or developers, e.g. "The Barn"

vi) UPDATE on any issues concerning the waste water complaint issues and status of TCEQ violations or concerns

15) SECRETARY/TREASURER REPORT

- i) Secretary/Treasurer responsibilities in WOWSC Bylaws concerning Agenda preparation and v. President / Vice-President responsibilities
- ii) Presentation of drafted Board Meeting minutes for Approval - April 15, 2023
- iii) Review of the February 2023 Financial Report.
- iv) Discussion to update the WOWSC Ethics Policy document concerning Ethics, Conflicts of Interest, Officer Responsibilities, *et.al.* dated August 21, 2019 to improve meeting statutory requirements and clarity.

16) SUBCOMMITTEE Reports; (Reserved for future use)

i) Ad Hoc Financial Audit Sub-Committee – None

17) NEW BUSINESS – Discussion and appropriate action on agenda for next meeting.

18) EXECUTIVE SESSION under Texas Government Code § 551.071(1) and (2): None-Requested

19) NEXT MEETING – Set date, time and place for next meeting.

20) ADJOURN.

The undersigned certifies that this notice has been duly and properly posted at least 72 (seventy-two) hours preceding the scheduled meeting in a place accessible to the public at all times, at the corporation's office located at 424 Coventry, Spicewood, Texas 78669, and this notice has been provided to the Burnet County Clerk or on the corporation's Internet Web site for posting at least 72 (seventy-two) hours preceding the scheduled meeting pursuant to Section 551.054, Texas Government Code.

L. Rene Ffrench 9:47 AM 5/15/23
Submitted by: L. Rene Ffrench, 2023-2024 WOWSC Secretary/Treasurer

POSTED

5-15-2023

VICINTA STAFFORD

County Clerk - Burnet County, Texas

By *[Signature]* Deputy