

MINUTES OF REGULAR MEETING
THE WOODLANDS ROAD UTILITY DISTRICT NO. 1
March 25, 2019

The Board of Directors (the "Board") of The Woodlands Road Utility District No. 1 (the "District") met in Regular Session, open to the public, on the 25th day of March, 2019, at 10:00 a.m., at the regular meeting place of the Board at 2455 Lake Robbins Drive, The Woodlands, Montgomery County, Texas, outside the boundaries of the District, and the roll was called of the duly constituted officers and members of the Board, to-wit:

Bill A. Neill	Chairman
Richard A. DeBone	Vice Chairman
Winton R. Davenport, Jr.	Secretary
Gil Staley	Assistant Secretary
Lloyd W. Matthews	Assistant Secretary
Bruce Rieser	Director

with all of said persons being present, with the exception of Director Rieser, thus constituting a quorum. Also present were Dan Kolkhorst and Jim Carman of The Woodlands Land Development Company, L.P. ("TWLDC"), Mark Miller of Municipal Accounts & Consulting, L.P. ("MA&C"), Donnie Reed of LJA Engineering, Inc. ("LJA"), Montgomery County Judge Mark Keough and Jason Millsaps, representatives of Montgomery County, Todd Stephens of The Woodlands Township ("TWT"), Laura Lea Palmer of The Woodlands Area Economic Development Partnership, and Bryan Yeates of Schwartz, Page & Harding, L.L.P. ("SPH").

The Chairman called the meeting to order and announced that a quorum was present and declared it open for such business as might regularly come before the Board.

PUBLIC COMMENT

There were no comments received from the public.

MINUTES OF MEETING

The Board reviewed the minutes of the meeting held on February 25, 2019. Following review and discussion, Director Staley moved that such minutes be approved, as presented. The motion was seconded by Director Davenport and carried by unanimous vote.

ACCEPTANCE OF OATH OF OFFICE, OFFICIAL BOND, STATEMENT OF ELECTED/APPOINTED OFFICER AND ELECTION NOT TO DISCLOSE PERSONAL INFORMATION

The Board next received the Oath of Office, Official Bond and Statement of Elected/Appointed Officer of Mr. Keough, in connection with his appointment to the Board as the Montgomery County appointee. Following review, Director Davenport moved that the Oath of Office, Official Bond and Statement of Elected/Appointed Officers be approved and accepted and that SPH be directed to file the Oath of Office with the Texas Secretary of State, as required

by law. The motion was seconded by Director DeBone, and carried by unanimous vote. Director Keough participated in the remainder of the meeting.

Mr. Yeates then advised Director Keough that they may elect to instruct the District to withhold public access to information in the custody of the District relating to his home address, home telephone number, social security number and information indicative of whether he has family members pursuant to Section 552.024 of the Texas Government Code. He noted that such election must be made not later than the fourteenth (14th) day after the Director's appointment or election. He further noted that Director Keough had executed the necessary documents electing not to disclose such information.

ELECTION OF OFFICERS OF BOARD OF DIRECTORS

The Board considered the reorganization of the officers of the Board. Following discussion, the Board concurred that Director Keough serve in the position of Director, and that no other changes be made to the current slate of officers.

TRAINING REQUIREMENTS FOR NEW DIRECTOR PURSUANT TO THE TEXAS OPEN MEETINGS ACT AND THE TEXAS PUBLIC INFORMATION ACT

Mr. Yeates discussed with Director Keough the open government training requirements for public officials. He advised that public officials, including directors of a municipal utility district, must complete separate training courses regarding the Texas Open Meetings Act ("OMA") and the Texas Public Information Act ("PIA"). Mr. Yeates presented to and reviewed with Director Keough a memorandum prepared by SPH which summarizes the training requirements. He advised Director Keough that the deadline for public officials to complete their training is the 90th day after they either take their oath of office or otherwise assume their responsibilities as a public official. Mr. Yeates noted that the Texas Attorney General has prepared on-line courses which satisfy the training requirements for both the OMA and PIA, and provided Director Keough with a link to the website for such courses. Mr. Yeates further noted that it is the responsibility of Director Keough to ensure that he completes his training by the deadline.

CONFLICTS DISCLOSURE STATEMENT REPORTING REQUIREMENTS

Mr. Yeates discussed with the Board the conflicts disclosure statement reporting requirements for officers of certain local governmental entities, including water district directors, pursuant to Chapter 176 of the Texas Local Government Code. Mr. Yeates presented Director Keough with a memorandum prepared by SPH which summarizes the conflicts disclosure requirements and a questionnaire for completion by Director Keough regarding conflict of interest disclosure reporting. Director Keough then presented his completed conflict of interest questionnaire.

TAX ABATEMENT GUIDELINES

Mr. Yeates advised the Board that Montgomery County had recently revised its Tax Abatement Policy Guidelines and Criteria and it would be appropriate for the District to consider

the adoption of similar policies with respect to the tax abatement of properties within the boundaries of the District. Following discussion, Director Davenport moved for the adoption of the Resolution attached hereto as **Exhibit A**. The motion was seconded by Director Matthews and carried by unanimous vote.

TAX ABATEMENT AGREEMENT

Mr. Yeates advised the Board that the District had received a request for tax abatement from The Woodlands Land Development Company, L.P. ("TWLDC") as Owner, and Alight Solutions, LLC ("Alight Solutions") as Lessee, for property located in the Montgomery County Reinvestment Zone. Following review and discussion, Director Matthews moved that such tax abatement agreement be approved and that the Chairman be authorized to execute same on behalf of the District. The motion was seconded by Director Davenport and carried by unanimous vote. A copy of the tax abatement agreement thus approved is attached hereto as **Exhibit B**.

ENGINEER'S REPORT

The Board next considered the Engineer's Report. Mr. Reed presented to and reviewed with the Board two (2) proposals relative to the GIS mapping of District facilities, copies of which are attached hereto as **Exhibit C**. Following discussion, Director Matthews moved to approve the proposal to perform the GIS mapping at a cost of \$7,000. Director DeBone seconded the motion, which unanimously carried.

DEVELOPER'S REPORT

There was no report to be presented at this time.

TAX ASSESSOR/COLLECTOR REPORT

The Board next reviewed a written report prepared by Ms. Tammy McRae, the District's tax assessor/collector, concerning the accounting for and disbursement of tax collections for the month of February, 2019. During such review, it was noted that, after adjustments, 97.32% of the District's 2018 taxes have been collected as of February 28, 2019. A copy of such report is attached hereto as **Exhibit D**.

BOOKKEEPER'S REPORT

Mr. Miller presented to and reviewed with the Board a bookkeeping report, dated as of March 25, 2019 including a list of bills and charges to be paid, as prepared by MA&C. Following discussion, Director DeBone moved to approve such report and pay the bills and charges listed therein. The motion was seconded by Director Davenport and carried by unanimous vote. A copy of the bookkeeping report thus approved is attached hereto as **Exhibit E**.

PROPOSED DISTRICT WEBSITE

The Board deferred consideration of the proposed District website.

CONTINUED ENGAGEMENT OF PUBLIC AFFAIRS CONSULTANT

The Board discussed the continued engagement of Begala McGrath, LLC as the District's public affairs consultant. Following discussion, the Board requested that the agenda item be removed until the Board's meeting in March of 2020.

CLOSED SESSION

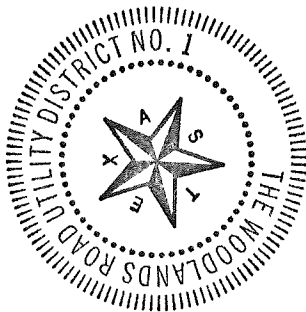
The Chairman announced that a closed session would not be necessary.

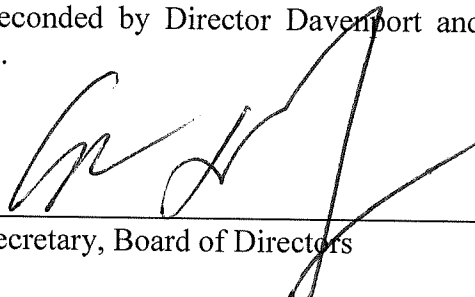
ADJOURNMENT

There being no further matters to come before the Board, Director DeBone moved that the meeting be adjourned. The motion was seconded by Director Davenport and carried by unanimous vote, and the meeting was adjourned.

(SEAL)

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Secretary, Board of Directors

List of Attachments to
The Woodlands Road Utility District No. 1
Minutes of Meeting of March 25, 2019

- Exhibit A – Resolution Adopting Tax Abatement Policies, Guidelines and Criteria
- Exhibit B – Tax Abatement Agreement with Alight Solutions
- Exhibit C – Proposals for GIS mapping of District facilities
- Exhibit D – Tax Assessor/Collector Report for February 2019
- Exhibit E – Bookkeeper's Report