

THE WOODLANDS ROAD UTILITY DISTRICT NO. 1

TO: THE BOARD OF DIRECTORS OF THE WOODLANDS ROAD UTILITY DISTRICT NO. 1 AND TO ALL OTHER INTERESTED PERSONS:

Notice is hereby given to all interested members of the public that the Board of Directors of the above captioned District will hold a special public meeting **via telephone conference call** pursuant to Texas Government Code, Section 551.125, as amended, and as modified by the temporary suspension of various provisions thereof effective March 16, 2020, by the Governor of Texas in accordance with the Texas Disaster Act of 1975, all as related to the Governor's proclamation on March 13, 2020, certifying that the COVID-19 pandemic poses an imminent threat of disaster and declaring a state of disaster for all counties in Texas. **The telephone conference call phone number is 1-877-304-9269 and the access code is 594747#.** All members of the public may participate in the meeting via telephone conference call.

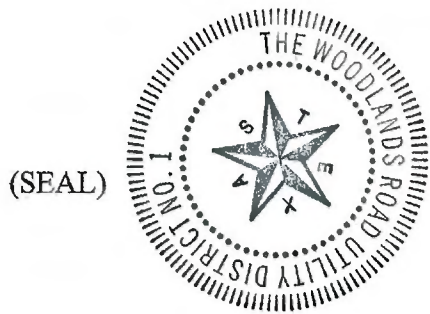
The meeting will be held on Monday, September 14, 2020, at 10:00 a.m.

The Board shall consider and/or act on the following matters:


1. Call to order, including explanation of telephone conference call meeting procedures;
2. Receive comments from the public;
3. Review and approval of minutes of the August 17, 2020, Board of Directors meeting;
4. Acceptance of Qualification Statement, Bond, Oath of Office, Affidavit of Current Director and Election Not to Disclose Certain Information for Director Milner;
5. Levy of the District's 2020 debt service tax rate;
6. Levy of the District's 2020 maintenance tax rate;
7. Adoption of an Order in connection with the levy of the District's 2020 debt service and maintenance tax rates;
8. Approval and execution of an Amended District Information Form;
9. Consider the following in connection with the issuance of the District's Unlimited Tax Refunding Bonds, Series 2020 (the "Refunding Bonds"):
 - a. Financial Advisor's updated Plan of Financing;
 - b. Designation and approval of underwriter(s), including designation of Board officer(s) to receive and acknowledge MSRB Rule regarding disclosure of role, compensation, material conflicts of interest and material financial characteristics and risks of the financial structure provided by the approved underwriter; and approval of form of bond purchase agreement;

- c. Engagement of Special Tax Counsel; adoption of the Resolution Approving Contingent Fee Contract for Legal Services pursuant to **Exhibit A** attached hereto;
 - d. Designation of Paying Agent/Registrar;
 - e. Designation of Escrow Agent;
 - f. Designation of Verification Agent;
 - g. Approval of Preliminary Official Statement in connection with the issuance of the Refunding Bonds and authorize distribution of same;
 - h. Authorize the District's financial advisor to advertise for the sale of the Refunding Bonds;
 - i. Authorize subscription for and purchase of U.S. Government Securities (state and local government series or open market securities) in connection with the issuance of the Refunding Bonds, if applicable; and
 - j. Such other matters, and the taking of any necessary actions, relating to the issuance of the Refunding Bonds;
10. Consider and act upon the engineer's report, including:
- a. Authorizing the design, advertisement for bids and/or award of construction contracts, and the acceptance of Texas Ethics Commission Form 1295, including:
 - i. Landscaping improvement project for Lake Woodlands Drive;
 - b. Status of construction contracts, including the approval of any pay estimates or change orders; and
 - c. Update regarding development of mobility improvement options for Research Forest Drive at Grogan's Mill Road intersection and/or Lake Woodlands Drive at Grogan's Mill Road intersection;
11. Consider and act upon developer's report;
12. Consider and act upon reports from the District's attorney, financial advisor and tax assessor/collector;
13. Consider and act upon approval and adoption of a budget for the District's fiscal year ending September 30, 2021;
14. Consider and act upon engaging auditor for preparation of the District's audit and House Bill 1378 financial report for fiscal year ending September 30, 2020;
15. Consider and act upon financial and investment reports, and approval and/or ratification of the payment of invoices;
16. Recess to closed session pursuant to Section 551.071, Texas Government Code;
17. Reconvene in open session and authorize any action resulting from closed session; and

18. Such other matters as may come before the Board of Directors.



SCHWARTZ, PAGE & HARDING, L.L.P.

By: 
Bryan F. Yeates
Attorneys for the District

Persons with disabilities who plan to attend this meeting and would like to request auxiliary aids or services are requested to contact the District's attorney at (713) 623-4531 at least three business days prior to the meeting so that appropriate arrangements can be made.

EXHIBIT "A"

BRACEWELL

THE WOODLANDS ROAD UTILITY DISTRICT NO. 1 NOTICE OF CONTINGENT FEE ENGAGEMENT OF SPECIAL TAX COUNSEL

Pursuant to Texas Government Code Section 2254.1036, notice is hereby given that the Board of Directors of The Woodlands Road Utility District No. 1 (the "District"), at a public meeting described in the Notice of Public Meeting to which this Exhibit is attached, will consider the engagement of Bracewell LLP ("Bracewell" or the "Firm") to serve as special tax counsel for a contingent fee. In support thereof, Bracewell offers the following:

1. The District desires to issue bonds and other obligations from time to time for various public purposes authorized by Texas Statutes, in order to finance or refinance various public projects;
2. Bracewell is a full service firm that includes a national public finance practice and has the necessary competence, qualification and experience to serve as special tax counsel for the District;
3. Bracewell has previously represented the District as special tax counsel in connection with the District's issuance of refunding bonds;
4. The District's personnel do not have the required federal income tax law experience, qualifications or resources to adequately perform special tax counsel services for the issuance of refunding bonds;
5. Given the nature of special tax counsel services and the source of payment therefor (being from the proceeds of refunding bonds issued by the District), such legal services cannot reasonably be obtained from attorneys in private practice under a contract providing for the payment of hourly fees without contingency; and
6. Entering into a contingent fee contract with Bracewell for special tax counsel services is in the best interest of the residents of the District as the District will have competent, qualified and experienced counsel to advise on federal income tax matters relating to the issuance of refunding bonds, and the provision of such legal services will not financially impact the District as the compensation for such services will be paid from the proceeds of such refunding bonds.

Bracewell LLP

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