

MINUTES OF SPECIAL MEETING
THE WOODLANDS ROAD UTILITY DISTRICT NO. 1
October 5, 2020

The Board of Directors ("Board") of The Woodlands Road Utility District No. 1 ("District") met in special session on October 5, 2020, in accordance with the duly posted notice of meeting. The meeting was held 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 roll was called of the duly constituted officers and members of the Board, as follows:

Bill A. Neill	Chairman
Richard A. DeBone	Vice Chairman
Winton R. Davenport, Jr.	Secretary
Gil Staley	Assistant Secretary
Lloyd W. Matthews	Assistant Secretary
Mark Keough	Director
Bob Milner	Director

with all of said persons being present, with the exception of Directors Staley and Keough, thus constituting a quorum.

Also attending the meeting via telephone conference call were Mark Miller of Municipal Accounts & Consulting, L.P. ("MA&C"), Donnie Reed of LJA Engineering, Inc. ("LJA"), Julie Peak and Spencer Day of Masterson Advisors, LLC ("Masterson"), Todd Stephens of The Woodlands Township ("TWT"), Andrew Wilson, representative of Market Street, and Bryan Yeates and Peyton Ellis of Schwartz, Page & Harding, L.L.P. ("SPH").

EXPLANATION OF TELEPHONE CONFERENCE MEETING PROCEDURES

Mr. Yeates explained to the Board the procedures to be used during the telephone conference call meeting. In connection therewith, he informed the participants that the meeting would be recorded, and requested that participants clearly state his or her name before speaking, including when making or seconding a motion. Mr. Yeates further explained that he would conduct a roll call vote for all motions and that Board members should wait to vote on the motion until his or her name has been called. Similarly, Mr. Yeates stated that a full roll call of all participants will be conducted at the start of each telephone conference meeting for attendance purposes.

The Chairman called the meeting to order and declared it open for such business as may regularly come before the Board.

PUBLIC COMMENTS

The Board began by opening the meeting for public comments. There being no comments from the members of the public present on the call, the Board continued to the next item of business.

MINUTES OF MEETING

The Board reviewed the minutes of the meeting held on September 14, 2020. Following review and discussion, Director Davenport moved that such minutes be approved, as presented. The motion was seconded by Director Milner and carried by unanimous vote.

ISSUANCE OF THE DISTRICT'S UNLIMITED TAX ROAD REFUNDING BONDS, SERIES 2020 ("SERIES 2020 REFUNDING BONDS")

Ms. Peak presented and discussed with the Board a Regulatory Disclosure Regarding Municipal Advisory Agreement required to be made by Masterson, as the District's financial advisor, to the District pursuant to MSRB Rule G-42 (the "G-42 Disclosure"), a copy of which is attached hereto as **Exhibit A**. Following discussion, Director Matthews moved that the Chairman be authorized to acknowledge receipt of said G-42 Disclosure on behalf of the Board and the District. The motion was seconded by Director Milner and carried by unanimous vote.

Ms. Peak next presented to the Board bids and proposals for the purchase of the District's Series 2020 Refunding Bonds. She reported that a total of nine (9) bids had been received, that an underlying rating on the Series 2020 Refunding Bonds had been applied for, and that Moody's Rating Services had issued a rating of "Aa3". After reviewing the bids, the Chairman declared that the apparent low bidder was Piper Sandler & Co. ("Piper Sandler") and requested that the District's financial advisor review and verify the mathematical accuracy of the bid and its compliance with the terms and conditions of the Official Notice of Sale for the Series 2020 Refunding Bonds. Ms. Peak then reported to the Board that the mathematical accuracy of the bid submitted for the Series 2020 Refunding Bonds had been verified, that the low bid complied with the terms and specifications of the Official Notice of Sale, and that the low bid was submitted by Piper Sandler for a principal amount of bonds of \$5,115,000, with a net present value savings of 4.387926%, or approximately \$227,733.37. Following discussion, Director Matthews moved to award sale of the Series 2020 Refunding Bonds to Piper Sandler, in the principal amount of \$5,115,000, in accordance with the terms of their low bid. The motion was seconded by Director Milner and carried by unanimous vote. A copy of the winning bid thus accepted is attached hereto as **Exhibit B**.

ORDER AUTHORIZING ISSUANCE OF THE SERIES 2020 REFUNDING BONDS

The Board next reviewed and considered the terms and provisions of a proposed order authorizing the issuance, sale and delivery of the Series 2020 Refunding Bonds. Mr. Yeates reviewed with the Board the principal terms, covenants and provisions of the bond order and answered questions with respect thereto. Following discussion, Director Matthews moved for the adoption of such order. The motion was seconded by Director Milner and carried by unanimous vote. The order thus adopted is attached hereto as **Exhibit C**.

APPROVAL OF PAYING AGENT/REGISTRAR AGREEMENT

The Board next considered entering into an agreement with The Bank of New York Mellon Trust Company, N.A. ("BONY"), Dallas, Texas, to act as Paying Agent/Registrar in connection with the Series 2020 Refunding Bonds. Mr. Yeates reviewed the general terms and provisions of such proposed agreement with the Board. Following discussion, Director Matthews moved (i) to approve and authorize the Chairman of the Board to execute the Paying Agent/Registrar Agreement ("PAR Agreement") on behalf of the Board and the District, and (ii) to authorize SPH to acknowledge receipt of Texas Ethics Commission ("TEC") Form 1295 from BONY in connection with said PAR Agreement. The motion was seconded by Director Milner and carried by unanimous vote. A copy of the Paying Agent/Registrar Agreement thus approved is attached hereto as **Exhibit D**.

APPROVAL OF ESCROW AGREEMENT

The Board next considered an Escrow Agreement between the District and BONY with respect to the Series 2020 Refunding Bonds. Following discussion, Director Matthews moved (i) to approve and authorize the Chairman of the Board to execute the Escrow Agreement on behalf of the Board and the District, and (ii) to authorize SPH to acknowledge receipt of TEC Form 1295 from BONY in connection with said Escrow Agreement. The motion was seconded by Director Milner and carried by unanimous vote. A copy of the Escrow Agreement thus approved is attached hereto as **Exhibit E**.

AUTHORIZE COMPLETION AND DISTRIBUTION OF FINAL OFFICIAL STATEMENT

Ms. Peak then advised the Board that it would be necessary to supplement and amend the District's Preliminary Official Statement to include the terms of the winning bid, the name and identification of the winning bidder, the principal amount and final maturity schedule for the Series 2020 Refunding Bonds, and certain other terms and provisions relating to such Series 2020 Refunding Bonds. Following discussion, Director Matthews moved to authorize the District's financial advisors to revise, amend, supplement, print and distribute a final Official Statement in connection with the Series 2020 Refunding Bonds. The motion was seconded by Director Milner and carried by unanimous vote.

DESIGNATION OF VERIFICATION AGENT

Director Matthews then moved to authorize the employment of Public Finance Partners LLC ("PFP") as verification agent in connection with the Series 2020 Refunding Bonds, pending receipt of TEC Form 1295 from PFP. The motion was seconded by Director Milner and carried by unanimous vote.

PURCHASE OF OPEN MARKET SECURITIES

The Board considered the subscription for and purchase of open market securities in connection with the Series 2020 Refunding Bonds. In connection therewith, Mr. Yeates advised the Board that the subscription for and the purchase of open market securities would not be necessary in connection with the refunding of the District's outstanding bonds.

DISBURSEMENT OF PROCEEDS

Mr. Yeates advised the Board that the closing on the Series 2020 Refunding Bonds is currently scheduled for November 11, 2020, and that certain disbursements would need to be made from the proceeds of the Series 2020 Refunding Bonds at the time of closing, as set forth in the Final Numbers prepared by the Masterson. Following discussion, Director Matthews moved to authorize the Chairman of the Board to execute any documents, including wire transfer payments of any of such expenses. The motion was seconded by Director Milner and carried by unanimous vote.

ENGINEER'S REPORT

Mr. Reed discussed with the Board the status of the road improvement project located on Kuykendahl Road from Lake Woodlands Drive to FM1488, which was jointly funded by the District, Montgomery County and the Texas Department of Transportation. In connection therewith, Mr. Reed advised the Board that during construction of the improvements, minor adjustments were made at an additional cost to the District in the amount of \$46,219.24. Following discussion of the matter, Mr. Yeates advised the Board that the additional expense will be included in the bookkeeping report for approval at the Board's next meeting.

DEVELOPER'S REPORT

The Board deferred consideration of the developer's report, as there were no developer representatives present at the meeting.

TAX ASSESSOR/COLLECTOR REPORT

Mr. Yeates advised the Board that the District's tax assessor/collector report for the month of September 2020 will be presented at the Board's regularly scheduled meeting date of October 19, 2020.

BOOKKEEPER'S REPORT

Mr. Miller presented to and reviewed with the Board a bookkeeping report, dated as of October 5, 2020, including a list of bills and charges to be paid, as prepared by MA&C. Following discussion, Director Davenport moved to approve such report and pay the bills and charges listed therein. The motion was seconded by Director Milner and carried by unanimous vote. A copy of the bookkeeping report thus approved is attached hereto as **Exhibit F**.

ANNUAL REVIEW OF ORDER ESTABLISHING POLICY FOR INVESTMENT OF DISTRICT FUNDS AND APPOINTING INVESTMENT OFFICER

The Board considered the review of its Policy No. FIN-10 regarding the investment and disbursement of District funds ("Investment Policy"), and the adoption of a Resolution in connection therewith. Mr. Yeates presented to and reviewed with the Board a Resolution Regarding Review of Order Establishing Policy for Investment of District Funds and Appointing Investment Officer ("Resolution"), a copy of which is attached hereto as **Exhibit G**, and advised

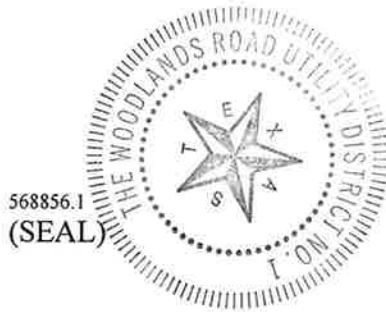
that SPH is recommending that no changes be made to the District's Investment Policy at this time. Following discussion, Director DeBone moved that (i) the Board adopt the Resolution in connection with review of the Investment Policy, and (iii) the Chairman and Secretary be authorized to execute the Resolution on behalf of the Board and the District. Director Davenport seconded said motion, which unanimously carried.

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 Davenport moved that the meeting be adjourned. The motion was seconded by Director Milner and carried by unanimous vote, and the meeting was adjourned.





Secretary, Board of Directors

that SPH is recommending that no changes be made to the District's Investment Policy at this time. Following discussion, Director DeBone moved that (i) the Board adopt the Resolution in connection with review of the Investment Policy, and (iii) the Chairman and Secretary be authorized to execute the Resolution on behalf of the Board and the District. Director Davenport seconded said motion, which unanimously carried.

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 Davenport moved that the meeting be adjourned. The motion was seconded by Director Milner and carried by unanimous vote, and the meeting was adjourned.

Secretary, Board of Directors

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(SEAL)

List of Attachments to
The Woodlands Road Utility District No. 1
Minutes of Meeting of October 5, 2020

- Exhibit A – Regulatory Disclosure Regarding Municipal Advisory Agreement
- Exhibit B – Original Bid for Bonds
- Exhibit C – Bond Order
- Exhibit D – Paying Agent/Registrar Agreement
- Exhibit E – Escrow Agreement
- Exhibit F – Bookkeeper's Report
- Exhibit G – Resolution Declaring Results of Annual Review of Investment Policies and Strategy