

**CERTIFICATE FOR ORDER OR RESOLUTION**

THE STATE OF TEXAS §  
COUNTIES OF WILLIAMSON AND TRAVIS §

The undersigned officers of the Board of Directors of Williamson-Travis Counties Municipal Utility District No. 1 of Williamson and Travis Counties, Texas (the “**District**”) hereby certify as follows:

The Board of Directors of Williamson-Travis Counties Municipal Utility District No. 1 convened in **regular** session on the 15<sup>th</sup> day of JUNE 2022, at The Park at Lakeline Oaks located at 1000 Old Mill Road, Cedar Park, Texas 78613, a location within the boundaries of the District, and the roll was called of the duly constituted officers and members of the Board, to wit:

Catherine Franke	President
Art Medrano	Vice President
Megan Dudo	Treasurer
Beth Jones	Secretary
Linda Fabre	Director

and all of said persons were present, except for the following absentees: NONE, thus constituting a quorum. Whereupon, among other business, the following was transacted at the meeting:

**RESOLUTION OF THE BOARD OF DIRECTORS OF WILLIAMSON-TRAVIS COUNTIES MUNICIPAL UTILITY DISTRICT NO. 1 REGARDING DIRECTORS’ FEES AND EXPENSE REIMBURSEMENT POLICY; PROVIDING FINDINGS OF FACT; PROVIDING FOR OPEN MEETING**

was introduced for the consideration of the Board. It was then duly moved and seconded that the Order of Resolution be adopted, and, after due discussion, the motion, carrying with it the adoption of the Order or Resolution prevailed and carried by the following vote:

AYES: ALL PRESENT  
NOES:

That a true, full and correct copy of the aforesaid Order or Resolution adopted at the meeting described in the above and foregoing paragraph is attached to and follows this certificate; and that said Order or Resolution has been duly recorded in said Board’s minutes of said meeting; that the persons named in the above and foregoing paragraph were duly chosen, qualified and acting officers and members of the Board as indicated therein, that each of the officers and members of said Board was duly and sufficiently notified officially and personally, in advance, to the holding of said meeting for such purpose; that said meeting was open to the public as required by law; that public notice of the time, place and subject of said meeting was given as required by the Texas Government Code, §551.043, as amended, and §49.063 of the Texas Water Code, as amended, and that the undersigned are the duly chosen, qualified and acting officers of the current Board of Directors.

SIGNED AND SEALED this 15th day of June 2022.

E Jones  
Secretary, Board of Directors  
[SEAL]

Catherine Franke  
President, Board of Directors

**RESOLUTION OF THE BOARD OF DIRECTORS OF  
WILLIAMSON-TRAVIS COUNTIES MUNICIPAL UTILITY  
DISTRICT NO. 1 REGARDING DIRECTORS' FEES AND  
EXPENSE REIMBURSEMENT POLICY; PROVIDING  
FINDINGS OF FACT; PROVIDING FOR OPEN MEETING**

**WHEREAS**, the Board of Directors (the "Board") of the Williamson-Travis Counties Municipal Utility District No. 1 (the "**District**") adopted a Code of Ethics and Financial Management, Travel and Professional Services Policy on August 17, 2011 and which policy has been amended from time to time (the "**Policy**"); and

**WHEREAS**, the Policy details the Directors' fees and expense reimbursement policy pursuant to Section 49.060 of the Texas Water Code, as amended; and

**WHEREAS**, the Board wishes to further establish clear guidelines for payment of fees of office and for reimbursement of the expenses Board members incur in carrying out their responsibilities as Directors of the District ("**Guidelines**") pursuant to its authority to do so as described in Attorney General Opinion No. H – 58; and

**WHEREAS**, the Board finds it to be in the best interest of the public to establish said guidelines for the payment of fees of office and for reimbursement of the expenses of Board members.

**NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE WILLIAMSON-TRAVIS COUNTIES MUNICIPAL UTILITY DISTRICT NO. 1, THAT:**

**SECTION 1.** The facts and recitations contained in the preamble of this resolution are hereby found and declared to be true and correct and are incorporated by reference herein and expressly made a part hereof as if copied verbatim.

**SECTION 2.** The District's Guidelines are hereby established as follows:

**2.1 Statutory Authority for Directors' Fees:** Section 49.060 of the Texas Water Code provides that each Director is entitled to receive fees of office and/or reimbursement of expenses provided that they fall within certain broad guidelines.

**2.2 Purpose:** In order to provide more definitive guidelines for what will be considered Director duties, the following guidelines are established.

**2.2 Directors' Duties:**

(a) As set forth in Section 49.060 of the Texas Water Code, the following examples are considered to be Director duties:

(1) Substantive performance of the management or business of the District, including participation in Board and Committee meetings.

- (2) Other activities involving the substantive deliberation of District business, including meetings with District consultants, vendors, or other officials in the Director's capacity as a Committee member; and
- (3) Attendance at conventions and conferences that are directly related to District business, provided such attendance is authorized by the Board.
- (4) Required trainings related to serving on the Board of Directors.

(b) Performing the duties of a Director do not include:

- (1) Routine or ministerial activities such as the execution of documents; self-preparation for meetings; activities requiring a minimal amount of time, including document review for District Committee meetings.
- (2) Research regarding projects which have not been authorized by the Board of Directors.
- (3) Communications with State agencies.
- (4) Phone calls, meetings, or other activities less than thirty minutes duration.
- (5) Reviewing and/or producing documents in response to a public information request.

**2.3 Board Approval:** Directors will receive as fees of office \$150 for each day of service necessary to discharge their duties, plus reimbursement of expenses, if and only if the compensation and expenses are approved by a majority vote of the Board of Directors. The maximum fees of office a Director may receive is \$7,200 per year. The Board will consider and approve only one fee of office request per director, per day of the director's activities that qualify for a fee of office under this Resolution.

**2.4 Director Expenses:** Directors are entitled to reimbursement of expenses incurred which are "ordinary" and "necessary" in carrying out their responsibilities as District Board members. An expense is "ordinary" if it occurs with some degree of consistency in the course of District business. An expense is "necessary" in terms of what is "appropriate and helpful" to the development or conduct of the business of the District. No expenses will be reimbursed without receipts sufficiently documenting all aspects of the expense.

Expenses that qualify for reimbursement include travel expenses for airfare, car rental, taxi, and the use of a personal automobile. The mode and method of travel will be at the discretion of each Director. Airfare on a common carrier may not be reimbursed in an amount exceeding the lowest available fare. Mileage for personal automobiles will be reimbursed at the Federal Mileage Reimbursement Rate. Maximum reimbursement amounts for lodging, meals and incidentals will be based on Federal Domestic Maximum Per Diem Rates set by the General Services Administration. No reimbursement is allowed

for the cost of entertainment or recreation unless the expense is directly related to the active conduct of the business of the District.

**2.5 Responsibilities:** Board members must complete an approved, current, Fees of Office Request for Reimbursement Form (the “**Form**”) and include the items that are being covered under the per diem rate that may include lodging, meals, and incidentals. In order to receive fees of office and reimbursement for expenses for any activity other than attendance at Board meetings, Board members must submit said fees and office and reimbursements to the District’s Bookkeeper on the current, approved Form. No fees of office or reimbursement of expenses will be considered for approval by the Board of Directors unless properly submitted on the Form. A copy of the Form is attached to this Resolution as **Exhibit A**.

**2.6 Board Oversight:** Annually, the District’s Auditor shall audit for compliance with this policy. Written results of that audit shall be presented to the full Board.

**SECTION 5.** This Resolution supersedes and replaces all previous resolutions and policies relating to the subject matter hereof.

**SECTION 6.** The Board considered this Resolution during a duly notice meeting that was open to the public, in compliance with Chapter 551, Texas Government Code, and Section 49.063, Texas Water Code.

PASSED AND APPROVED this 15th day of June 2022.

/s/ Catherine Franke  
President, Board of Directors

ATTEST:

/s/  
Secretary, Board of Directors

(SEAL)