

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 17th day of August 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:

A RESOLUTION OF THE BOARD OF DIRECTORS OF WILLIAMSON-TRAVIS COUNTIES MUNICIPAL UTILITY DISTRICT NO. 1; ADOPTING THE SECOND AMENDED AND RESTATED RULES OF ORDER OF THE BOARD OF DIRECTORS; ESTABLISHING RULES FOR CONDUCTING BOARD MEETINGS; PROHIBITING DIRECTORS FROM ABSTAINING ON VOTES FOR ANY REASON OTHER THAN LEGAL CONFLICTS OF INTEREST; IMPLEMENTING PROVISIONS FOR ADDITIONAL TIME FOR THE BOARD TO DELIBERATE UNDER CERTAIN CIRCUMSTANCES; PROVIDING FINDINGS OF FACT; PROVIDING FOR REPEAL OF CONFLICTING PROVISIONS; 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: Directors Dudo, Medrano, Franke, and Jones
NOES: Director Fabre

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 17th day of August 2022.



Catherine Franke
President, Board of Directors

A RESOLUTION OF THE BOARD OF DIRECTORS OF WILLIAMSON-TRAVIS COUNTIES MUNICIPAL UTILITY DISTRICT NO. 1; ADOPTING THE SECOND AMENDED AND RESTATED RULES OF ORDER OF THE BOARD OF DIRECTORS; ESTABLISHING RULES FOR CONDUCTING BOARD MEETINGS; PROHIBITING DIRECTORS FROM ABSTAINING ON VOTES FOR ANY REASON OTHER THAN LEGAL CONFLICTS OF INTEREST; IMPLEMENTING PROVISIONS FOR ADDITIONAL TIME FOR THE BOARD TO DELIBERATE UNDER CERTAIN CIRCUMSTANCES; PROVIDING FINDINGS OF FACT; PROVIDING FOR REPEAL OF CONFLICTING PROVISIONS; PROVIDING FOR OPEN MEETING

WHEREAS, Williamson-Travis Counties Municipal Utility District No. 1 (“District”) is a political subdivision of the State of Texas, operating under Chapters 49 and 54, Texas Water Code; and

WHEREAS, the District’s Board of Directors (“Board”) holds regular public meetings, during which certain protocols and methods for governing the transactions of the Board is advisable; and

WHEREAS, nothing contained in this Resolution or the subject rules of order may be construed so as to impede or in any way infringe upon any person’s rights afforded and guaranteed under the United States Constitution and the Texas Constitution; and

WHEREAS, imposing and following reasonable rules governing the Board’s transaction of business will ensure that (i) all Directors are able to bring concerns to the Board for discussion; and (ii) ensure Board meetings progress in an efficient manner; and

WHEREAS, when Directors abstain from voting, for any reason other than a legal conflict of interest, they deprive the District’s constituents of their right to know the policy positions of such Directors; and

WHEREAS, the time limitations on Directors’ discussions, as provided under the Rules of Order, are necessary in order to move the Board’s work forward at a reasonable pace and to ensure no single Director or group of Directors monopolizes the Board’s meetings; however, certain matters relating to the powers and statutory purposes of the District may come before the Board that require additional time to deliberate; and

WHEREAS, the Board adopted its Rules of Order (“Rules”) on March 16, 2022; and

WHEREAS, the Board adopted its First Amended and Restate Rules on April 20, 2022; and

WHEREAS, the Board now amends and restates the Rules of Order in order to increase transparency in Directors’ voting and to provide additional time to deliberate under certain circumstances;

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

Section 1. The Board finds that the above recitals are its true and accurate legislative findings of fact.

Section 2. The Board of Directors adopts the Second Amended and Restated Rules of Order, which are attached hereto and fully incorporated herein as Exhibit “A.”

Section 3. All resolutions or portions of resolutions in conflict with this Resolution are hereby repealed.

Section 4. The Board of Directors considered this resolution during a duly noticed meeting that was open to the public, in compliance with Texas Government Code Chapter 551, the Texas Open Meetings Act, and Section 49.063, Texas Water Code.

PASSED AND APPROVED this 17th day of August, 2022.

/s/ Catherine Franke
President, Board of Directors

ATTEST:

/s/ Beth Jones
Secretary, Board of Directors

[SEAL]

**SECOND AMENDED AND RESTATED RULES OF ORDER:
WILLIAMSON-TRAVIS COUNTIES
MUNICIPAL UTILITY DISTRICT NO. 1**

SECTION 1 - AUTHORITY

1.1 PURPOSE

The Williamson-Travis Counties Municipal Utility District No. 1 Board of Directors ("Board") believes in an open, transparent, and democratic local government. The rules established hereafter are intended to establish a uniform and orderly process for directors and citizens to be involved in their government, while encouraging and inviting their participation. They are intended to be simple and reasonable, allowing for common sense and good governance. They are not intended to restrict debate, dissent, open government, or the legislative process.

1.2 APPLICABILITY OF RULES OF ORDER; WAIVER AUTHORIZED

- a. Unless otherwise provided herein, the Rules of Order adopted herein, as amended from time to time, shall apply to the Board and all of its subcommittees.
- b. Any of the rules provided herein may be waived or suspended by a majority vote of the entire membership of the Board, when it is deemed that there is good reason to do so, based upon the particular facts and circumstances involved.
- c. Rules adopted to expedite and facilitate the transaction of the business of the Board in an orderly fashion shall be deemed to be procedural only, and the failure to strictly observe any such rules shall not affect the jurisdiction of, or invalidate any action taken by the Board, unless such failure results in the violation of an applicable State law.

SECTION 2 – MEETINGS

2.1 REGULAR MEETINGS

Regular meetings of the Board shall be held on the third Wednesday of each month. The meetings will begin at 6:30 P.M., unless the Board determines otherwise and causes an agenda to be posted indicating such other time. Meetings will be held at a location specified on the posted agenda.

2.2 SPECIAL AND EMERGENCY MEETINGS

Special meetings of the Board may be called, consistent with Chapter 551, Texas Government Code. Special meetings may be held at any location as long as such meetings are conducted in accordance with State law.

In case of an emergency or urgent public necessity which shall be expressed in the notice of meeting, an emergency meeting may be called, in accordance with the Texas Government Code, by the President or two (2) Directors, and it shall be sufficient if the notice is posted two hours before the meeting is convened. A good faith effort to notify all Directors shall be made prior to the emergency meeting.

2.3 EXECUTIVE SESSIONS (CLOSED MEETINGS)

The Board may meet in Executive Session during any regular or special meeting, or anytime otherwise authorized by State law, to consider or hear any matter which is on the meeting agenda and authorized by State law to be heard or considered in Executive Session.

2.4 PRESIDENT (PRESIDING OFFICER) AND VICE PRESIDENT

- a. **President.** The President shall preside over all meetings of the Board. The President may participate in the discussion of, and vote on, all matters coming before the Board.

The President shall have the authority to preserve order at all Board meetings, to enforce the rules of the Board and to determine the order of business, provided that, the order of business may be modified upon a majority vote of the Directors present.

- b. **Absence of the President.** The Board shall elect from among the Directors a Vice President. The Vice President shall act as President during the disability or absence of the President and in this capacity shall have the rights conferred upon the President.
- c. **Absence of President and Vice President.** In the event the President and Vice President are absent from a meeting, a simple majority of the Directors present shall appoint a Director of their choosing to serve as the temporary President.
- d. **Board Designee.** If a majority of the Board determines that it is in the best interest of the District to promote efficiency and maintain order during Board meetings, the Board may designate the attorney serving as the District's General Counsel to assume the President's role of presiding over Board meetings and all duties related thereto ("**Board Designee**"). For purposes of these Rules of Order, any reference to the President's duties and authority also includes the Board Designee, except as otherwise specified below.

2.5 MEETING ATTENDANCE

- a. All Board meetings shall be open and public in accordance with Chapter 551, Texas Government Code, and Chapters 49 and 54, Texas Water Code, except for Executive Sessions, as authorized by State law.
- b. To ensure calls to order are timely and Board meeting commence on time, Directors, District consultants, vendors, and the peace officer(s) attending a particular Board meeting must arrive no later than 15 minutes prior to that meeting's start time. These individuals will enter through the front door of the meeting room.
- c. Members of the public must enter the meeting room through the side door, located at the back of the meeting room, no more than 10 minutes prior to the meeting start time. The District's peace officer will usher the public into the meeting area in a calm and collected manner.

- d. During executive sessions of the Board, members of the public must exit the meeting room through the side door, taking all personal items with them. The District's peace officer will ensure as such.
- e. When Board meetings have adjourned, the District's peace officer will usher members of the public out of the meeting room, through the side door.
- f. Before and after meetings, the District's peace officer will escort any person who so desires to or from her or his vehicle.

2.6 MINUTES

Minutes of Board meetings will be kept by the District's general counsel. Minutes will include final motions with votes. Efforts will be made to document the dollar amount of any expenditure authorized by the Board.

When practicable, minutes of meetings are to be submitted to the Board for approval at the next regular meeting of the Board.

2.7 AGENDA REGULATIONS

- a. The President and each Director shall have the authority to place up to two (2) items on the agenda for any regular or special meeting of the Board.
- b. Any Director who wishes to place an item on the agenda must submit the item to the District's general counsel no later than 12:00 noon on the Wednesday preceding the District's regularly scheduled meetings.
- c. The District's general counsel shall draft agenda items in a manner that (i) reflects the intent of the person requesting a particular agenda item, and, (ii) provides the general public notice of the subject matter to be discussed and/or acted upon. In the event that the District's general counsel finds a requested agenda item to be vague or otherwise unclear, the District's general counsel will consult with the Director requesting the agenda item, to ensure the item can be accurately posted, discussed and/or acted upon by the Board in compliance with Chapter 551, Texas Government Code.
- d. District consultants may request that the District's general counsel include certain items on an agenda for purposes of carrying out that consultant's duties to the District.

2.8 MEETING RECORDINGS AND RELATED LOGISTICS

- a. The District's general manager will be responsible setting up the Board's meeting room, including, but not limited to, video live feeds and recording of meetings; setting up necessary tables and chairs for director, consultants, and audience use; ending meeting recordings and live streaming; and returning the meeting room to its default configuration.

- b. No other person – Director, consultant, private citizen or otherwise – other than the District’s general manager, will touch, access, or otherwise interfere with the District’s recording devices. The President or a majority of the Directors present may order any person violating this provision to immediately exit the meeting room. Any such person will be prohibited from reentering the meeting room during that particular meeting.

SECTION 3 - ORDER OF BUSINESS

3.1 GENERAL ORDER

Board meetings will be generally conducted in the following order, unless otherwise specified or decided by the President or a majority vote of the entire membership of the Board, once the meeting has been called to order. The President may adjourn any meeting into Executive Session at any time after the meeting has been called to order, subject to an applicable provision provided under Chapter 551, Texas Government Code:

1. Board convenes
2. Roll call and announcement that a quorum is or is not present, as applicable
3. Citizen comments
4. Consent Agenda, including, but not limited to, Approval of Minutes, and Approval of District Bills and Invoices.
5. Regular Agenda (including Old Business and New Business)
6. Executive Session (if applicable)
7. Scheduling of Future Agenda Items: No discussion of individual Future Agenda Items may occur during this portion of the agenda.
8. Adjournment

3.2 NUMBERING AND INDEXING OF AGENDA ITEMS

All items will be numbered consecutively for purposes of consideration on the agenda. However, the Board may take items out of order at the President’s discretion or by majority vote of the Board.

3.3 CONSENT AGENDA

The Consent Agenda shall contain routine, non-controversial items that require action, but generally no deliberation.

Individual agenda items may be removed from the Consent Agenda only by a majority vote of Directors present, and shall be considered after consideration of the remaining Consent Agenda.

SECTION 4 - RULES OF CONDUCT

4.1 GENERAL PROCEDURE

- a. In addition to these Rules of Order, all applicable state laws shall govern the proceedings of the Board.
- b. Ultimate authority regarding questions of parliamentary procedure lies with a majority vote of the Board.
- c. The District's General Counsel shall serve as the Board's parliamentarian, regardless of whether she or he is serving at that time as the Board Designee.

4.2 AUTHORITY OF THE PRESIDENT

- a. The President shall be responsible for maintaining order and decorum during meetings.
- b. Subject to an appeal by the majority of the Board, the President shall have the authority to prevent the misuse of motions, the abuse of privilege, or the obstruction of the business of the Board by ruling on any such matter. In so ruling, the President shall be courteous and fair.
- c. Pursuant to Section 42.05, Texas Penal Code, a person commits an offense if, with intent to prevent or disrupt a lawful meeting, he or she obstructs or interferes with the meeting, by physical action or verbal utterance. Accordingly, the President's authority also includes causing the removal of any person who attempts to prevent or disrupt meetings of the Board.

4.3 PRESIDENT TO FACILITATE MEETINGS

In the role of facilitator, the President will guide the Board in focusing on agenda discussions and deliberations.

4.4 RULES OF DECORUM FOR BOARD MEETINGS

Board meetings shall be conducted in an orderly manner.

- a. **Directors.** Directors shall refrain from interrupting other speakers; making comments not germane to the business at hand; nor otherwise interfere with the orderly conduct of meetings. Directors shall refrain from abusive conduct, shouting, argumentative/aggressive behavior, personal charges, or verbal attacks upon the character or motives of other Directors, District staff members or consultants, or members of the general public.
- b. **District Staff and Consultants.** District staff and Consultants shall observe the same Rules of Order as those that apply to Board.
- c. **Persons Addressing the Board.** Persons addressing the Board shall do so in an orderly manner from the location designated by the President. Any person who engages in any conduct that disrupts a meeting shall, at the discretion of the President or majority of the Board, be barred from addressing the Board and removed from the meeting.

4.5 RULES OF ENFORCEMENT OF RULES OF DECORUM

- a. The President shall request that a person who is breaching the Rules of Order cease the disruptive conduct. If, after receiving a warning from the President, a person persists in disturbing a Board meeting, the President may order the person to leave the Board meeting. If such person refuses to leave the meeting, the President shall order any law enforcement officer to remove that person from the meeting room. If no law enforcement officer is present or the disrupting person refuses to leave a meeting, the President may adjourn the meeting.
- b. A Director may only be removed from the meeting after a vote is taken of the Board as to whether the Director has violated these Rules of Order. If the vote is in favor of the Director, the Director shall be at liberty to attend the remainder of the meeting and participate accordingly.

4.6 ORDER OF SPEAKERS

The President shall control the debate and speaking order of the Board. Directors will generally be called upon by the President by seating order.

4.7 LIMIT DELIBERATIONS TO ITEM AT HAND

Board members shall limit their comments to the subject matter or motion being currently considered.

4.8 LENGTH OF COMMENTS; PREVIOUS QUESTION

- a. As a courtesy, the President or a designee will signal to a Director who has been speaking on an agenda item for three (3) minutes. Thereafter, such Director must yield the floor back to the President. This procedure is not meant to limit debate, but rather to assist Directors in their efforts to communicate concisely and to conduct the Board's work in an effective and efficient manner. However, upon request of the President or other Director who speaking, the Board may, by a majority vote of the Directors present, allow additional time for (i) the Director to continue speaking, and (ii) to receive information, as needed, from the District's consultants.
- b. A motion for "the previous question" is a procedural motion meant to end debate on the matter at hand, and to bring that matter to an immediate vote. Any Director, after obtaining the floor to speak, may move the previous question. The motion is not debatable. If seconded and then approved by a majority vote of the Board, the President will immediately close debate and call for a separate, subsequent vote on the underlying matter at hand. Such subsequent votes on the underlying matter must receive a majority vote of the entire membership of the Board in order to prevail. If such subsequent vote fails, deliberation will resume as directed by the President.

4.9 OBTAINING THE FLOOR

- a. The President will generally introduce and lead discussion on agenda items; however, the President will allow an individual Director to introduce any agenda item that the Director requested be placed on the agenda. Such Directors will remain subject to Section 4.8 above.
- b. In order to address the Board or the public, Directors must first obtain the floor by being recognized by the President.

4.10 MOTIONS

Motions may be made by any Director, including the President, provided that before the President offers a motion, the opportunity for making a motion should be offered to other Directors. Any Director, other than the person offering the motion, may second a motion. The Board Designee may not, at any time, make motions or vote. However, he or she may provide the Board with guidance as to appropriate wording for the motion at hand.

4.11 PROCEDURES FOR MOTIONS AND DEBATE

The following is the general procedure for making motions:

- a. A Director who wishes to make a motion should do so through a verbal indication to the President.
- b. A Director who wishes to second a motion should do so through a verbal indication to the President.
- c. Once the motion has been properly made and seconded, the President shall open the matter for discussion, offering the first opportunity to the moving party and, thereafter, to any Director properly recognized by the President.
- d. Once the matter has been fully discussed and the President calls for a vote, no other discussion will be allowed on that matter.

4.12 VOTING

- a. Directors may only abstain from a vote due to a legal conflicts of interest, as provided under Texas Local Government Code Chapters 171, 176, 553, or other applicable state law. In such case, he or she is not deemed to be "voting" for purposes of determining whether there has been a "majority vote of those voting and present," unless otherwise provided by State law.
- b. When a Director abstains or excuses him- or herself from a portion of a Board meeting because of a legal conflict of interest, the member must briefly state, on the record, the nature of the legal conflict and comply with any other State law requirements.

- c. Pursuant to Section 49.053, Texas Water Code, a concurrence of a majority of the entire membership of the Board is sufficient for transacting any business of the district. However, for strictly procedural matters (including but not limited to moving the previous question), a majority vote of the Directors present will suffice. In any instance, if a vote does not lead to the required number of affirmative votes, the result is no action. If the matter involves an appeal and an affirmative vote does not occur, the decision appealed stands as previously voted.

4.13 DIRECTOR USE OF TECHNOLOGY DURING MEETINGS

- a. In order to prevent violations of Chapter 551, Texas Government Code, the Texas Open Meetings Act, Directors are prohibited from texting, emailing, speaking through or on, or in any way utilizing personal communications devices of any kind during Board meetings. By way of example and not limitation, “personal communications devices” includes cell phones, tablets, laptops, or any other technology owned by any person or entity other than the District. During Board meetings, all Directors’ personal devices must be powered off or placed in “airplane” mode and kept out of sight of Directors and any person attending the meeting.
- b. Directors who wish to use technology during Board meetings must utilize their District supplied iPads for the meeting, with all meeting documents, such as agendas and Board packets, downloaded onto the device and available for use during the meeting. Any Directors who wish to take notes during Board meetings must do so on the District supplied iPad, with the resulting notes stored on the District’s Google Drive designated for Board Member meeting notes.
- c. During executive sessions of the Board, Directors are prohibited from bringing personal devices, District supplied iPads, or any other device capable of recording or otherwise transmitting audio of video data into the executive session.

SECTION 5 - ADDRESSING THE BOARD

5.1 CONSULTANT AND SUBCOMMITTEE REPORTS; COMMENTS ON INDIVIDUAL AGENDA ITEMS

For individual agenda items listed for consideration, consultant and subcommittee presentations shall be concise and provide factual background information on the item, and shall include a recommendation for the Board on the agenda item at hand, as applicable.

5.2 PUBLIC TESTIMONY

- a. The Board will accept public testimony during the Citizen Comments period at the beginning of each meeting, before the Board’s consideration of any agenda item. Each person addressing the Board will be limited to two (2) minutes.

- c. When a person is addressing the Board, she or he shall recognize and follow proper decorum. Any person using profanity or vulgarity may be considered to be disrupting the meeting and may be removed from the meeting accordingly.

5.3 REPETITIOUS COMMENTS PROHIBITED

Directors and members of the public may not present the same or substantially the same items or arguments to the Board repeatedly or be repetitious in presenting their oral comments.

SECTION 6 – MISCELLANEOUS

6.1 NON-EXCLUSIVE RULES

These rules are not exclusive and do not limit the inherent power and general legal authority of the Board or of its President to govern the conduct of Board meetings.

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