

Midland County Utility District
Regular Meeting Minutes
November 14, 2019

The Board of Directors of the Midland County Utility District met in a regular meeting on November 14, 2019 at 2405 West Missouri Avenue, Midland, Texas 79701. The meeting was held pursuant to notice given to the public in accordance with the laws of the State of Texas. The meeting was open to the public.

Item 1. The meeting was called to order at 5:30 p.m. by President Viney.

Board members present were:

Dr. Shelton Viney

Israel Rodriguez

Jackie Schneider

Joe Patten (arrived at 5:35 p.m.)

Board members absent were:

Alan Lang

Also present at the meeting were:

Kyle Krueger Parkhill, Smith & Cooper

Robert Rendall Rendall Sikes PLLC

Ashley Burks Parkhill, Smith & Cooper

Cory Moose City of Midland

Gary Law MDC

Item 2. Dr. Viney announced that a quorum was present.

Item 3. No members of the public wished to speak.

Item 4. Dr. Viney called Item 4 on the Agenda. Mr. Schneider made a motion to approve the Minutes of the October 17, 2019 meeting which was seconded by Mr. Rodriguez and passed unanimously.

Item 5. Mr. Rendall reviewed the financials with the Board. After discussion Mr. Rodriguez made a motion to approve the financial report and approve payment of bills and invoices attached hereto. The motion was seconded by Mr. Schneider and unanimously approved.

Item 6. Mr. Krueger provided a report to the Board in regard to the District activities.

Item 7. The Board recessed into Executive Session at 5:36 p. m.
No action was taken in Executive Session.

The Board resumed its Regular meeting at 6:10 p.m.

Item 8. Dr. Viney called Item 8 from the Agenda Mr. Rendall presented an Agreement for Financial Advisory Services with Estrada Hinojosa & Company, Inc. Mr. Rodriguez made a motion to approve the following resolution which was seconded by Mr. Schneider and unanimously approved.

**RESOLUTION APPROVING
FINANCIAL SERVICES ADVISORY AGREEMENT**

WHEREAS, the Midland County Utility District (the "District") intends to issue its bonds and other public securities from time to time (collectively, "Obligations") to finance District facilities, projects and authorized purposes and, in connection with each issuance of Obligations, the District's Board of Directors (the "Board"), has determined the need to engage a consultant for financial advisory services, consultants, advisors and attorneys, must prepare (or provide for the preparation of) a transcript of.

WHEREAS, the Board wishes to obtain such financial advisory services from Estrada Hinojosa & Company, Inc.

NOW THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF MIDLAND COUNTY UTILITY DISTRICT:

Section 1. The declarations, determinations and findings declared, made and found in the preamble to this Resolution are hereby adopted, restated and made a part of the operative provisions hereof

Section 2. The President of the Board is hereby authorized and directed to execute the engagement agreement by and between the District and Estrada Hinojosa & Company, Inc. in substantially the form attached to this Resolution as Exhibit A, for the purpose of engaging such firm as bond counsel to provide specialized legal services described in the engagement agreement relating to the preparation of the Proceedings in connection with the issuance of Obligations from time to time and the implementation of procedures required in connection therewith.

Section 3. It is officially found, determined and declared that the meeting at which this Resolution was adopted was open to the public and public notice of the time, place, and subject matter of this meeting and the notice required by Section 2254.1036, Texas Government Code, was given, all as required by Chapter 551, Texas Government Code.

Section 4. This Resolution shall be in force and effect from and after its final passage, and it is so resolved.

Thereafter, Mr. Rendall presented a Bond Counsel Engagement Agreement with Orrick, Harrington & Sutcliff, L.P. Mr. Rodriguez made a motion to approve the following resolution which was seconded by Mr. Patten and unanimously approved.

**RESOLUTION APPROVING
BOND COUNSEL ENGAGEMENT AGREEMENT**

WHEREAS, the Midland County Utility District (the "District") intends to issue its bonds and other public securities from time to time (collectively, "Obligations") to finance and refinance District facilities, projects and authorized purposes and, in connection with each issuance of Obligations, the District's Board of Directors (the " Board."), working with the District' s consultants, advisors and attorneys , must prepare (or provide for the preparation of) a transcript of proceedings, including (i) orders and resolutions authorizing the issuance of the Obligations, (ii) orders, resolutions and applications for required consents and approvals of the issuance of the Obligations and guarantees of such Obligations, and (iii) official statements in accordance with United States Securities and Exchange Commission Rule 15c2-1 2 (the " Rule ") or other offering materials describing the District and the Obligations (collectively, "Proceedings");

WHEREAS, to assist and advise the Board in connection with the preparation of the Proceedings and to ensure that the Proceedings are prepared and approved in accordance with applicable law, the Board anticipates having a substantial need for legal counsel to advise the Board and the District in connection with, and to provide specialized legal services relating to, the preparation of the Proceedings and the implementation of procedures required in connection with the issuance of the Obligations and the use and disposition of the proceeds thereof , and such legal services cannot be adequately performed by the attorneys and supporting personnel of the District;

WHEREAS, the specialized legal services cannot reasonably be obtained from attorneys in private practice under a contract providing only for the payment of hourly fees, without regard to the outcome of the matter, because of the nature of the matter for which the services will be obtained; to wit, the matter comprises the issuance of Obligations which will serve as the sole source of payment for the legal services; and

WHEREAS, the Board wishes to obtain such specialized legal services from attorneys with substantial previous experience serving as bond counsel to other conservation and reclamation districts by engaging the law firm of Orrick, Herrington & Sutcliffe LLP, Austin, Texas ("Orrick"), a nationally recognized law firm in the field of municipal law and state and federal laws governing the issuance of bonds and other public securities;

NOW THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF MIDLAND COUNTY UTILITY DISTRICT:

Section 1. The declarations, determinations and findings declared, made and found in the preamble to this Resolution are hereby adopted, restated and made a part of the operative provisions hereof

Section 2. The President of the Board is hereby authorized and directed to execute the

engagement agreement by and between the District and Orrick in substantially the form attached to this Resolution as Exhibit A, for the purpose of engaging such firm as bond counsel to provide specialized legal services described in the engagement agreement relating to the preparation of the Proceedings in connection with the issuance of Obligations from time to time and the implementation of procedures required in connection therewith.

Section 3. It is officially found, determined and declared that the meeting at which this Resolution was adopted was open to the public and public notice of the time, place, and subject matter of this meeting and the notice required by Section 2254.1036, Texas Government Code, was given, all as required by Chapter 551, Texas Government Code.

Section 4. This Resolution shall be in force and effect from and after its final passage, and it is so resolved.

Midland County Utility District

Type	Date	Name	Split	Amount	
Check	10/30/19	Parkhill Smith & Cooper	Management Fees	(224.53)	***
Check	10/07/19	Rendall Sikes LLC	-SPLIT-	(6,581.58)	***
Check	10/02/19	William R Bain	Bookkeeping Services	(1,500.00)	***
				Fiscal 2019	***

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Item 9. Dr. Viney announced the next regular meeting of the Board would take place on Thursday, January 9, 2020 at 5:30 p.m. subject to call of the President.

Item 10. The meeting was adjourned at 6:13 p.m.

Respectfully submitted,



Joe Patten
Secretary