

MINUTES OF MEETING
OF THE
BOARD OF DIRECTORS

THE STATE OF TEXAS §

COUNTY OF TRAVIS §

SH130 MUNICIPAL MANAGEMENT DISTRICT NO. 1, §

The Board of Directors (the "Board" or "Board of Directors") of SH130 Municipal Management District No. 1 (the "District") met in regular session, open to the public, on January 17, 2024 at 201 W. 5th Street, Suite 1350, Austin, Texas 78701, a designated office of the District outside the boundaries of the District, and the roll was called of the members of the Board to-wit:

Mike Krusee	President
Vacant	Vice President
Austin Talley	Secretary
Albert Hawkins	Asst. Secretary
Robert Walker	Asst. Secretary

All members of the Board were present at the commencement of the meeting. All directors present at the time a vote was taken voted on all items that came before the Board. Also present were Matt McPhail and Taylor White, attorneys, and Kimberly Studdard, paralegal, of Winstead PC ("Winstead"), General Counsel and Bond Counsel for the District, Keith Young of Doucet & Associates (via teleconference), engineers for the District, Michele LaCour of Inframark, LLC ("Inframark"), bookkeepers for the District, Randy Moshier (via teleconference) of Frost Bank, financial advisor for the District, Jon Hockenyos, economic development consultant for the District, Aundre Dukes, board member for the Texas Essential Housing Public Facility Corporation ("TEHPFC"), and related public facility corporations, as well as Executive Director for the District, and Kristinn Massay, Candice Salazar and Kerry Joiner, employees for the District. Additionally, Marcus Metzger of Robotic Forgery Research Group, Tim Alcott, a consultant for the TEHPFC, Jennifer Freel, special counsel for the District, and Laura Cavazos, a member of the public, were also in attendance.

1. The Board called for public communications and comments, and Director Walker introduced Laura Cavazos whom briefly spoke about her work as both a translator for various media outlets as well as a community outreach specialist, and there being no additional public comments, the Board proceeded on with the agenda.

2. The Board was then presented with Minutes from the November 15, 2023 regular meeting, and after a brief discussion, and upon motion by Director Krusee, seconded by Director Walker, said Minutes were approved as written.

3. The Board was then presented with Minutes from the December 6, 2023 special meeting as well as a request for clarification on the District's Minutes from the September 27, 2023 special meeting, specifically with regard to statements made regarding the mechanics of the Texas Educator Housing Affordability Fund. After a brief discussion, and upon motion by Director

Krusee, seconded by Director Talley, said December 6, 2023 Minutes were approved as written, and the Board agreed on the following clarifying statement regarding the previously approved September 27, 2023 Minutes:

"Mr. Harden noted the invoice for \$1,250,000 is for funds already committed by the MMD's PFC (TEHPFC) to Austin ISD and that those funds need to be paid out prior to October 15, 2023 per an existing agreement between the MMD's PFC and Austin ISD."

4. The Board was presented with an Order Calling Directors Election for May 4, 2024, and it was noted that Director Hawkins and Director Walker were both up for reelection in May, and as is such, the Board would need to formally call an election prior to the deadline of February 16, 2024, which could ultimately be cancelled should all applicable deadlines pass without receipt of any additional applications. Additionally, it was noted that should the election move forward, the District would need to contract with Travis County to hold said election and would be subject to deliver any applicable Notices of Election required by the Election Code. After a brief discussion, and upon motion by Director Krusee, seconded by Director Talley, the Board unanimously approved the Order Calling Directors Election as well as any Election Contracts or Joint Election Agreements and Notices of Election, as may be necessary, with regard to the May 4, 2024 election.

5. Ms. LaCour with Inframark then discussed the separate Financial Statements for the months ending November 30, 2023 and December 31, 2023, a Cash Balance Report and Payment Register by Bank Account (collectively, the "Accounting Report"), and revenues and expenditures as well as cash balances for both the District and the TEHPFC were discussed in detail. It was noted that total MMD revenue collected through December was \$3,795,127 while expenses were roughly \$1,237,140, and that the total TEHPFC revenue collected through December was \$744,874 with roughly \$2,201 in expenses. Additionally, it was noted that total District funds exceed \$10.5 million as of the date of the meeting. Several invoices were presented to the Board and discussed at length, and upon motion by Director Krusee, seconded by Director Talley, the Board unanimously approved the Accounting Report as well as the following invoices: Affordable Housing Compliance Services, LLC in the amount of \$50,253.70 for October 2023 services, Affordable Housing Compliance Services, LLC in the amount of \$51,630.81 for November 2023 services, Affordable Housing Compliance Services, LLC in the amount of \$54,132.68 for December 2023 services, Chasnoff Stribling in the amount of \$100,000, Jackson Walker in the amount of \$48,781.65, and Jackson Walker in the amount of \$60,237.50.

6. There were no updates prior to the Executive Session with regard to the hiring of additional District employees, consultants or contract labor, or matters related to new or existing employee contracts, including any applicable employee benefits.

7. The Board discussed the proposed Hayes Innovation Center for Advanced Manufacturing ("HICAM"), specifically legal structure, hiring of any consultants to assist with operations related to HICAM and execution of contracts for same, budget information, proposed public relations campaign and event schedule, and presentation and approval of a proposal for architectural services for the design of HICAM's space. Mr. Hockenyos reintroduced a proposed Board Member for HICAM, Mark Spier, and discussed his qualifications to serve in said role. Mr. Metzger discussed in detail both an operating expenditures budget as well as a capital expenditures budget with the Board, and it was noted that Mr. Harden, the PFC attorney, would likely prepare

any creation documents for HICAM as well as applying to the IRS for the desired 501(c)(3) status. After a through discussion, and upon motion by Director Krusee, seconded by Director Talley, the Board unanimously approved the creation of a new HICAM entity, application as a 501(c)(3) entity, and the capital expenditures budget and operating expenditures budget, both as presented.

8. Upon motion by Director Krusee, the Board entered into Executive Session at 1:17 p.m. to hear a report from the District's special counsel concerning the findings of a compliance review of the District and related entities.

9. At 2:48 p.m., following Executive Session, Director Krusee announced that the Board would reconvene in public session and that no action was taken in Executive Session.

After a brief discussion, and upon motion by Director Krusee, seconded by Director Talley, the Board unanimously approved Tim Alcott's Employment Contract as an employee of the District at the annual amount stated therein.

The Board then discussed and considered an Amendment to Aundre Dukes' existing Employment Contract which would allow for an additional 2% compensation for Mr. Dukes for any joint-venture ground lease deals and new-build projects he closes. After a lengthy discussion and a secondary proposed option by Director Talley, the Board voted to approve the proposed Amendment for an additional 2% compensation for Mr. Dukes for any joint-venture ground lease deals and new-build projects he closes with 3 votes "for" and 1 "against" said Amendment.

10. There being no additional items for discussion, the Board confirmed their next regular meeting date, and there being no further business to conduct, Director Krusee moved that the meeting be adjourned, which motion was seconded by Director Walker, and unanimously approved, and the Board adjourned until further call.

APPROVED AND ADOPTED this 21st day of February, 2024.



Austin Talley, Secretary
Board of Directors
SH130 Municipal Management District No. 1

