

SUMMARY OF MINUTES OF SPCL WOWSC BOD MEETING CALLED FOR 7/27/23.

This document is a record of the legally called meeting that was CALLED but not CONVENED because the R. Schaefer & D. Taylor illegally boycotted the meeting.

THE FOLLOWING SPECIAL WOWSC OPEN BOARD MEETING IS LEGALLY CALLED IN ACCORDANCE WITH ARTICLE 8 SECTIONS 13 & 15 of the WOWSC BYLAWS OF 18 NOVEMBER 2021

ZOOM MEETING LINK at bottom of Page 2

WINDERMERE OAKS WATER SUPPLY CORPORATION

424 COVENTRY ROAD, SPICEWOOD, TX 78669

NOTICE OF SPECIAL BOARD MEETING

The Board of Directors of the **Windermere Oaks Water Supply Corporation** will meet **Thursday July 27, 2023 at 6:00 p.m.**

at the Spicewood Community Center, 7901 County Road 404, Spicewood, TX 78669

TAKE NOTICE THAT A MEETING OF THE ABOVE-REFERENCED BOARD OF DIRECTORS OF WINDERMERE OAKS WATER SUPPLY CORPORATION will commence at the time and location as noted above to consider and act by motion, resolution, or otherwise upon any matter in connection with the subjects as listed below. This public meeting is being held pursuant to Texas Government Code § 551.001 et seq. All deliberations of the Board shall be made in Open Meetings unless made in Executive Sessions pursuant to Government Code, Chapter 551, Subchapter D to discuss an item listed below or under the specified agenda item for Executive Session. In the event of an Executive Session, no action will be taken by the Board until the Board has closed the Executive Session and returned to the noticed Open Meeting. Members who desire to address the Board regarding an item on the agenda during an open meeting may do so before the Board acts on the agenda item by the Board during the public comment portion of that item on the agenda. All public comments shall be subject to the Public Comment Policy adopted by the Board on November 20, 2019.

The Board may discuss or take action regarding any of the items on this NOTICE/AGENDA. In the event that another AGENDA has been posted, This Agenda will supplement the other.

RECORD OF CALLED OPEN SPECIAL MEETING INCLUDING THE PLANNED AGENDA:

1) CALL TO ORDER.

The Special Open Meeting called by two WOWSC Directors was Called to Order by Director Jeff Walker at 6:07 pm Thursday July 27th at the Spicewood Community Center. There were 24 members present and most signed the Attendance Roster and there were 4 Members who signed up for the Open Comments Period. Since only Jeff Walker and Rene Ffrench as directors were present, a quorum could not be established. The gathering was continued as a TOWN HALL MEETING with video record being taken. The remainder of the Special Open Meeting Agenda as Posted was discussed in the TOWN HALL MEETING but no WOWSC actions could be taken because the required Quorum was not established. The TOWN HALL MEETING adjourned at 7:42 pm.

2) ROLL CALL.

3) PUBLIC COMMENT – The Board of Directors (BOD) will receive verbal comments from citizens and members who wish to speak on agenda or non-agenda items (3-minute limit per person)¹.

4) DELIBERATION AND DECISION of –

- a) Allied Insurance Settlement and Disbursement actions
- b) Approval of an Independent Operation Review and Audit
- c) Address distribution of politicized member communications at corporate expense without board approval
- d) The process for development and distribution of owner-member communications
- e) Review of Open Records Policies to Members of all corporate records and election documents.
- f) Nominations and appointment of a Legal Subcommittee
- g) Nomination and appointment of new PIO Officer
- h) Open records, Review and Audit of all Current Contracts with the WOWSC
- i) A Board Vote on Accepting the PUC Staff Recommendations and Stop all legal spending going forward

- j) Update on current Insurance Policies, Premiums and Expiration dates
- k) Approval of an independent Financial Audit for at least the past 2 calendar years
- l) Appoint a Subcommittee to address how the WOWSC will pay back members when rates are reduced and pro-rated
- m) Appropriate actions to avoid future suits from members attempting to minimize their liabilities for unilateral actions taken by management or board members that materially affect the financial value, performance, or solvency of the WOWSC.
- n) Action to Transfer signatories, accountabilities, and communication authorizations from previous WOWSC BOD Members to current WOWSC BOD Members:
 - i) Transfer or clarification of records custodian responsibilities for official documents of the WOWSC and designation of location of the records retention and records retention practices.
 - ii) Transfer or identification of the Web site administrator and records posting practices to be able to update the Web site with currently missing postings. Discussion of a member comment posting method.
 - iii) Transfer of all WOWSC property from past officers to the newly designated records custodian
 - iv) Undertake the transfer of the Corporate Registered Agent as per the Article 6 Section 1 of the Bylaws.
- o) Review and update current practices whereby the Board is informed of expenses and invoices payable before the disbursements are authorized and executed.

11) MANAGER'S REPORT

- i) Drought Plan, Implementation and clarification of WOWSC stages and when they occur
- ii) Where we in regard to both Water and Waste water quality.
- iii) Discuss any open violations are still pending with the WOWSC

12) SECRETARY/TREASURER REPORT

- i) Presentation of drafted Board Meeting minutes for Approval - April 15, 2023
- ii) Presentation of drafted Board Meeting minutes for Approval – May 25, 2023

13) SUBCOMMITTEE Reports; (Reserved for future use)

- i) Financial Audit Sub-Committee –
- ii) Legal Review Sub-Committee
- iii) Operations Audit Sub-Committee

14) NEW BUSINESS – Discussion and appropriate action on the agenda for next meeting.

15) EXECUTIVE SESSION under Texas Government Code § 551.071(1) and (2): None-Requested

16) NEXT MEETING – Set date, time and place for next meeting.

17) ADJOURN.

Both the undersigned WOWSC Directors who have called this Special Open Board Meeting certify that this notice has been duly and properly posted at least 72 (seventy-two) hours preceding the scheduled meeting in a place accessible to the public at all times, at the corporation's office located at 424 Coventry, Spicewood, Texas 78669, and this notice has been provided to the Burnet County Clerk or on the corporation's Internet Web site for posting at least 72 (seventy-two) hours preceding the scheduled meeting pursuant to Section 551.054, Texas Government Code.



Submitted by: L. Rene Ffrench
WOWSC Secretary/Treasurer

AND



Jeff Walker
WOWSC Director-at-Large

Join Zoom Meeting Topic: WOWSC Board Meeting Time: Jul 27, 2023 6:00 PM Central Time
<https://us04web.zoom.us/j/77398375187?pwd=ZixU0KwagBrNYFphvGnleDwlsrZzv4.1>
Meeting ID: 773 9837 5187 Passcode: VAF3nq