

WINDERMERE OAKS WATER SUPPLY CORPORATION
ELECTION PROCEDURES FOR
THE 2025 ANNUAL MEMBERS MEETING

Adopted in accordance with Sections 67.0051-0055 and 67.007 of the Texas Water Code by the
Board of Directors, this 3rd day of February 2025

Lanita McCauley Bates
Temporary Manager

2/5/2025
Jeff Walker
Windermere Board Member
JEFF WALKER



1. **Annual Meeting Date.** The annual meeting of the members for the election of directors and for the transaction of all other business must be held between January 1st and May 1st¹. If the Corporation's Bylaws specify a date for the annual meeting, the meeting shall be on that date. If the Bylaws do not specify a date, the board shall determine the date which is no earlier than January 1st and not later than May 1st. The Corporation may hold other special meetings of the members for the purpose of conducting an election on an issue that requires a vote of the membership or for another purpose.
2. **Credentials Committee.** At least 90 days prior to the annual meeting the Board of Directors shall appoint a **Credentials Committee** of three individuals. This committee shall at no time have sufficient board members appointed to constitute a quorum of the Board of Directors.
 - a. The chairperson of the **Credentials Committee** will be determined by the Committee. A director or member running for election shall not sit on the committee.
 - b. A **Credential Committee** member may not be an employee of the Corporation, a candidate for the director election, a family member of a candidate running for election to the board or an independent contractor engaged by the Corporation during the Corporation's regular course of business.
 - c. The **Credential Committee** shall assist the board by:
 - 1) Ensuring that the election procedures are implemented;
 - 2) Generating interest among the membership to apply to serve on the board;
 - 3) Verifying candidate applications and petitions for completeness (with the assistance of the Corporation if needed); and
 - 4) Serving other functions as set forth in these procedures.
 - d. In the event of a vacancy on the **Credentials Committee**, the Committee shall appoint a replacement who meets the qualifications in Section 2.c as soon as is practical.
3. **Adoption of Election Procedures.** The Board will meet at least 80 days before the annual meeting to review and adopt the ballot form, director application form, and election procedures. These election procedures apply to a member meeting where an election will be held. They are adopted in accordance with Section 67.007(b) and 67.0054(f) of the Texas Water Code. The timeline for events leading up to an election is set forth in **Attachment 1**.
4. **Applications for Director and Requests for Action Items.** The Corporation will notify all members of their opportunity to submit an application to serve as a Director by February 5, 2025.² The notice shall specify the procedures for submitting an application, including instructions on who to send the completed application forms to as well as the mailing address and/or the email address for the designated individuals. The notice shall also inform members that they may request that items be placed on the agenda of the Annual Member Meeting by contacting the Corporation's office during regular business hours or sending an email to the Corporation at WindermereWater@gmail.com at least one week before the date Meeting Packets are sent to members as described by Section 7.
 - a. The application form will require the following information (**Attachment 2**)³:

¹ See. T.W.C. Sec. 67.007

² See. T.W.C. Sec. 67.0052(b); This is the first deadline prescribed by law and it is set at 75 days, but extra time is suggested.

³ See T.W.C. Sec. 67.0052

- 1) The person's name and contact information;
 - 2) The person's mailing and physical address (if different)
 - 3) The person's WOWSC service address and WOWSC account number
 - 4) The name entered on WOWSC Membership Certificate
 - 5) If applicable, the director's position number, or other distinguishing number for which the person seeks to be elected;
 - 6) Biographical information about the person;
 - 7) A statement of the person's qualifications to serve as director;
 - 8) A signed statement that the person is qualified under Texas Water Code Section 67.0051 as follows:
 - i. is at least 18 years old on the first day of the term to be filled;
 - ii. is a member of the Corporation;
 - iii. has not been determined by a final judgment of a court exercising probate jurisdiction to be totally mentally incapacitated or partially mentally incapacitated without the right to vote; and
 - iv. has not been finally convicted of a felony or if convicted, was pardoned or otherwise released from the resulting disabilities;
 - 9) A statement that the person meets the eligibility requirements, if any, set forth in the Certificate of Formation and Bylaws of the Corporation;
 - 10) The person's signed written consent to serve, if elected; and
- b. By law, Director Applications are due 45 days before the date of the annual meeting, by 5:00 pm.⁴ Applications received after this date and time will not be accepted. Applicants are encouraged to submit applications earlier to give the **Credentials Committee** time to verify that the application is complete and provide the applicant with the opportunity to correct any defects, if necessary.
 - c. Applications shall be submitted as prescribed in the Application for Board of Directors Position.
 - d. Upon receipt of each application, the **Credential Committee** shall review the application for completeness, including confirming with the Corporation that the applicant is a current member and whether the signatures on the petition represent a valid membership (if applicable). Within 48 hours of receiving the application a reviewer shall notify the applicant of any defects in the application and the applicant will be given the opportunity to cure any omitted information on the application. The Corporation cannot guarantee an applicant the opportunity to correct a defect or missing information which could cause the application to be disqualified if it is submitted less than 48 hours before this deadline.
 - e. To be listed on the ballot the applicant must submit a corrected application or petition not later than March 12, 2025 by 5:00 pm before the date of the annual meeting in the same manner prescribed for in the original application and petition in this section.
 - f. The Corporation or **Credential Committee Member** shall not edit the content of an application submitted by the applicant. The candidate shall only cure any defect or omitted information on the application identified by the Credential Committee.

5. Board Meeting. The board will meet no later than 40 days before the date of the annual meeting to:

⁴ See T.W.C. Sec. 67.0052(b).

- a. Select an **Independent Election Auditor**.
 - 1) The Board of Directors may select an **Independent Election Auditor** based on the recommendation of the Credentials Committee.
 - 2) The **Independent Election Auditor** is not required to be an experienced election judge or auditor and may serve as an unpaid volunteer.
 - 3) The **Independent Election Auditor** cannot be associated with the Corporation as an employee, director or candidate for director, a family member of a candidate or director or an independent contractor engaged by the Corporation as part of the Corporation's regular course of business, but may be a member of the Corporation.
- b. **Finalize and approve the voting ballot** listing candidates, the annual meeting agenda and the annual Meeting Packet.
- c. **Determine whether any candidate is unopposed.** If there are unopposed candidates, the board may declare the candidates elected and certify in writing by resolution (**Attachment 7**) that the candidates are unopposed⁵. If there is more than one director position for which unopposed candidates are declared elected and the terms are not for equal duration of service, those unopposed candidates will draw lots under the direction of the presiding director to determine who will fill each position. The resolution will specify which candidates have been declared elected for each position. An election will not be held for the unopposed candidates. The Board will direct that the resolution be posted at the Corporation's main office as soon as practical. The resolution also will be read into the record at the annual meeting.

Note: If an election is still necessary after any unopposed candidate has been declared elected as stated above, the ballot must also include the names of the unopposed candidate(s) who have been declared elected under the heading "Unopposed Candidates Declared Elected" along with the opposed candidates, e.g. Director Position for District 1 was unopposed, however District 2 has two candidates running for this position.

- d. If the board fails to pass a resolution of unopposed candidates, the election shall proceed with the unopposed candidates on the ballot.

Note: Texas Water Code Sec. 67.0055 specifies that a person may not, by intimidation or by means of coercion, influence or attempt to influence a person to withdraw as a candidate or not to file an application for a place on the ballot so that an election may be canceled.

6. **Voting Roster.** At least 30 days prior to the annual meeting the Corporation will prepare an alphabetical list of the names and addresses of all its voting members ("Voting Roster") as required by Section 22.158 of the Business Organizations Code that would be available during this limited window of time up to the annual meeting to Corporation members only (not the general public) in order to reconcile Section 22.158 of the Texas Business Organizations Code with the 2021 change in law Section 182.052 of the Texas Utilities Code regarding confidentiality of customer information.
 - a. The Voting Roster of members approved to vote in the annual election shall be available no later than the second business day after the date the annual Meeting Packets are sent to the members, and through the day of the meeting.
 - b. 2 days prior to the annual meeting, the Corporation shall provide a copy of Voting Roster to the **Independent Election Auditor** to verify the members which may cast a ballot in the election.
 - c. The Voting Roster will also be made available in the Corporation's office or other location deemed accessible for inspection by a member or the member's agent or attorney.

⁵ See T.W.C. Sec. 67.0055(a) & (b)

d. The Voting Roster will be available for inspection at the annual meeting.

7. **Meeting Packets.** At least 30 days (March 27, 2025) before the date of a member meeting where an election will be held,⁶ the Corporation shall mail to each voting member of the Corporation the Meeting Packet, which shall contain:
- a. the Notice of Member Meeting (**Attachment 3**);
 - b. the Official Ballot Form (**Attachment 4**);
 - c. an envelope for members to return their ballots that includes the member's return address and account number, and the address where the ballots are to be sent (either Corporation's main office or **Independent Election Auditor's** office/address) (**Attachment 5**);
 - d. biographical information about each candidate for director, including their qualifications as provided in their application (**Attachment 6**);
 - e. a detailed explanation of any issue (ballot measure) that the members are being asked to vote on;
 - f. if bylaw changes are being proposed, a copy of the specific changes; and
 - g. if the Corporation's bylaws provide that an official seal must be used on ballots, the Corporation shall ensure that all ballots contain the seal.
 - h. Credential Committee shall be in charge of assembling the Meeting Packet which will take place at the Pavilion in Windermere Oaks.

The Corporation shall send the Meeting Packet to the members correct billing address. If renters are billed for service, the Corporation shall send the Meeting Packet to the members alternate address on file with the Corporation.

If the Corporation allows for renters to be members, the Corporation shall send the packet to the renter who is a member.

If the election is unopposed, the Corporation is still required to send out a meeting notice; however, the notice may be included with a utility bill.

8. **Voting.** A member is entitled to only one vote regardless of the number of memberships the member owns. A member may be a natural person; a partnership of two or more persons having a joint or common interest, including a married couple who jointly own property; or a Corporation. If the system uses a secured ballot box with a lock on it as the depository of the ballots, the Secretary/Treasurer shall keep the key to the box unless the Secretary/Treasurer is running for re-election, in which case the board shall appoint another officer. If all officers are running for re-election the General Manager/Manager will have been given the key

a. **Voting in Advance of the Annual Meeting**

- 1) The Independent Election Auditor will accept ballot forms received during regular office hours at the Corporation's office or by mail not later than noon on the business day before the annual meeting. Alternatively, the board may designate the ballots to be mailed or delivered to the Office of the **Independent Election Auditor** not later than noon on the business day before the date of the annual meeting (if applicable).⁷

⁶ See T.W.C. Sec. 67.0053

⁷ See T.W.C. Sec. 67.0054(a). In the alternative, the Corporation may designate that the ballots be delivered to the office of the **Independent Election Auditor**.

- 2) Upon receipt of a ballot, the board-appointed staff member or the **Independent Election Auditor** will record on the Voting Roster that the member has submitted a ballot envelope. Then, he will place the unopened ballot envelope in the secured ballot box.
- 3) The ballot box will remain with the **Independent Election Auditor** and remain in the custody of the **Independent Election Auditor** until the end of the Election.

b. **Voting in Person at the Annual Meeting.**

- 1) Members attending the annual meeting will check in with the **Independent Election Auditor**, who will verify whether the member has already submitted a ballot.
- 2) The **Independent Election Auditor** will provide an official ballot to those members who are voting at the annual meeting. The ballots will be printed on a different color paper or contain a special marking, such as a distinct watermark, to distinguish them from the ballots sent in advance of the meeting.
- 3) If a member attends the annual meeting but has already submitted a ballot, the member may participate in the meeting but may not change their vote or submit another ballot.

9. **Open Meetings Act Notice.** The Corporation will also post the Agenda of the Members' Meeting in accordance with the Open Meetings Act at least 72 hours in advance of any member meeting (see attachment #3). If the board plans to hold a board meeting on adjournment of the annual meeting, a separate notice of that meeting must also be posted.

10. **Conducting the Annual Meeting.** The presiding director will conduct the annual members meeting in accordance with the noticed meeting agenda.

11. **Quorum Requirement.** At the commencement of the annual meeting, the presiding director will ask the election auditor for a total of the members who have voted by mail or delivered ballot and those who will vote in person during the meeting. Upon establishing a quorum, the presiding director will announce that a quorum of the membership is present and that the meeting [and election] may proceed.⁸

12. **Candidates.** Candidates will be given three minutes to introduce themselves prior to the election.

13. **Counting the Ballots.** Upon the call for ballots, the Independent Election Auditor will count the number of ballots received by mail or in-person delivery to the Corporation or **Independent Election Auditor** and the number of ballots cast at the meeting and report the total number to the presiding officer to establish a quorum. Once the quorum has been established, the **Independent Election Auditor** may begin to open the ballot envelopes cast in advance and place those ballots with the ballots cast at the meeting. The envelopes will be kept separately in a secured location. The **Independent Election Auditor** will count all the ballots at the meeting prior to adjournment and will provide the board with a written report of the election results⁹ (see attachment #9).

The **Independent Election Auditor** may enlist the assistance of members or other individuals to count ballots and to assist with other duties. Individuals assisting the **Independent Election Auditor** may not be an employee of the Corporation, a current director or candidate, a family member of a director running for election, a candidate, or an independent contractor engaged by the Corporation as part of the Corporation's regular course of business.

⁸ See T.W.C. Sec. 67.007(a-1). A quorum for the transaction of business at a meeting of the members or shareholders is a majority of the members and shareholders present.

⁹ See T.W.C. Sec. 67.0054(b) & (e)

- If there is more than one director position to be filled and the terms are not for equal duration of service, those candidates receiving the greater number of votes will fill the positions with the longer terms.
- If two or more candidates for a director's position tie for the highest number of votes, those candidates will draw lots under the direction of the **Independent Election Auditor** to determine who is elected.
- If there is a tie vote on an issue other than a director election, the measure fails.

14. New Board of Directors Meeting. The first regular board meeting of the newly elected board of directors will be held on the same day and immediately following the annual election meeting. A separate agenda will be posted for this first board meeting, as required by the Open Meetings Act, where business will include electing new officers from among the new board members. Additionally, the board may elect to appoint **Credentials Committee Members** for the next election year. The board also will designate those directors who have the authority to sign checks on behalf of the Corporation, if not otherwise designated by the Corporation's Bylaws.

15. Election Contest. Should any member wish to contest an election, said member must officially file suit in Burnet County District Court within thirty days of the announcement of the official results of the election at issue.

ATTACHMENT 1: TIMELINE FOR EVENTS LEADING UP TO ANNUAL MEMBER MEETING/DIRECTOR ELECTION

Deadline	Action	Legal Reference
1/26/2025	The Board of Directors shall appoint a Credentials Committee.	At least 90 days prior to annual meeting.
2/5/2025	The Board shall meet to adopt the Election Procedures. Board of Directors shall consider and take action on Credentials Committee recommendations, including ballot form, director application forms, annual meeting packet, annual meeting notice, election procedures and any other forms.	Must be at least 80 days prior to election.
2/10/2025	Corporation will notify all members of their opportunity to submit an application to serve as a Director. Applications shall be available at the Corporation's main office and available electronically. Upon receipt, the Corporation, including the Credential Committee will review applications, petition signatures, and notify candidates of any defects that need to be cured. The Corporation cannot guarantee the opportunity to cure defects if the application is submitted less than 48 hours before the March 12, 2025 deadline.	Must be 30 days before deadline to file Director application (TWC 67.0052(b)and (c))
2/25/2025	Board shall submit the list of members eligible to vote, including an explanation of how the list was developed, to the Public Utility Commission.	Must be at least 60 days prior to annual meeting (<i>PUC Order No. 7, FOF 21E</i>)
3/07/2025	First day that Notice stating the place, day, and hour of the meeting including the purpose of the meeting may be delivered to members personally or by mail.	No more than 50 days before the annual meeting (<i>2021 Bylaws Article 7, Section 3</i>)
3/12/2025	Last day to file Director application or to submit a corrected application to be listed on the ballot.	45 days before annual meeting by 5 p.m. (TWC 67.0052(b))
3/17/2025	The Board shall meet to: <ol style="list-style-type: none"> 1. Finalize and approve annual Members' Meeting agenda, Voting Ballot, and Meeting Packet. 2. Select an Independent Election Auditor if one has not previously been selected. 3. Determine whether any candidates are unopposed. If applicable, the presiding director reads into the record the resolution certifying unopposed candidates elected and directs that the resolution be posted at the Corporation's main office. If all director positions are filled by unopposed candidates, the election may be cancelled. 	40 days before annual meeting (Election Procedures Paragraph 5)

3/27/2025	The Corporation shall mail to each voting member the Meeting Packet, including written notice of the meeting, the Voting Ballot, and a statement of each candidate's qualifications, including biographical information as provided in each candidate's application. If the election is cancelled, the annual Members' Meeting Notice and agenda must still be sent, but may	At least 30 days before annual meeting ((TWC 67.0053(a)) and Election Procedures Paragraph 7)
3/27/2025	Board shall make a complete list of the members entitled to vote at such meeting or any adjournment thereof, arranged in alphabetic order, with the address and the number of memberships held (Voting Roster) The Voting Roster shall be made available no later than the second business day after Meeting Packets are sent to members.	30 days before annual meeting (Election Procedures Paragraph 6 & Section 22.158 Business Organizations Code) Must be at least 10 days prior to annual meeting (2021 Bylaws Article 7, Section 7)
4/16/2025	Last day that Members' Meeting notice stating the place, day, and hour of the meeting, including the purpose of the meeting may be delivered to members.	No less than 10 days before the annual meeting (2021 Bylaws Article 7, Section 3)
4/23/2025	Deadline to post agenda for annual Members' Meeting, Director Election, and Board of Director's Meeting	72 hours before annual meeting (Open Meetings Act)
04/24/2025	Corporation shall provide Voting Roster to the Independent Election Auditor	2 days prior to annual meeting (Election Procedures 6(B))
04/25/2025	Last day for members to mail a completed Voting Ballot to the office of the Independent Election Auditor or the Corporations main office	Noon the business day before the annual meeting (Election Procedures Paragraph 8(A)) & (TWC 67.0054(A)(2))
Meeting/ Election Day	The meeting is convened, and the ballots are accepted until the presiding director makes a last call for ballots. If applicable the presiding director makes a last call for ballots. If applicable, the presiding director reads into the record the resolution certifying unopposed candidates elected. Upon adjournment of the election, the new Board of Directors meets.	

**APPLICATION FOR BOARD OF DIRECTORS POSITION OF THE
WINDERMERE OAKS WATER SUPPLY CORPORATION
("CORPORATION")**

This application form must be completed and received by 5:00 pm on March 12, 2025 _ Mailed the application to the Corporation to Potts and Reilly LLP, attention WOWSC Credentials Committee at PO Box 4037 Horseshoe Bay, Texas 78657-4037 or by email applications directly to all Credential Committee Members below:

Julie Neumann – julieaneumann@icloud.com

Josie Fuller – Josiefuller1@gmail.com

If you do not receive an email reply within 36 hours, call 281-770-5344.

Upon receipt of each application, the Credential Committee shall review the application for completeness, including confirming with the Corporation that the applicant is a current member). Within 48 hours of receiving the application a reviewer shall notify the applicant of any defects in the application and the applicant will be given the opportunity to cure any omitted information on the application. The Corporation cannot guarantee an applicant the opportunity to correct a defect or missing information which could cause the application to be disqualified if it is submitted less than 48 hours before this deadline.

Section 1

Biographical Information:

Applicant's Name: _____

Mailing Address: _____

Service Address (if different than mailing address): _____

Phone #: _____ Email: _____

Water Supply Corporation Member Since: _____

(if any interruptions in years of service, please list) _____

Section 2

Director Position Sought: _____

(please indicate the position number you are submitting your application for according to the available open position #

Experience/Qualifications (will be printed and sent to members with ballot):

Previous Committee/Community Involvement/Director, etc. Experience: _____

Section 4

Affirmation and Pledge to Serve:

I, _____ (applicant's name), will be at least 18 years of age on the first day of the director term; am a member of the Corporation; have not been determined by a court exercising probate jurisdiction to be totally mentally incapacitated or partially mentally incapacitated without the right to vote; and have not been finally convicted of a felony. (See Texas Water Code, Section 67.0051)

I have reviewed the Corporation's bylaws and certificate of formation, and I meet the qualifications set forth therein. If elected, I agree to comply with all regulatory orders and governing documents, including the bylaws and all board policies, and complete Texas Open Meetings Act Training within ninety days of my election date.

Additionally, if elected, I pledge to serve in a director position on the Corporation's Board of Directors and will do my best to attend all meetings, regular or special, as designated by the board and temporary manager

Under penalties of perjury, I declare that I have reviewed the information presented in this Application, including accompanying documents, and that, to the best of my knowledge and belief, it is true, correct, and complete.

Signature of Applicant _____ Date _____

(The Corporation shall ensure all applicants have access to review
Bylaws, Certificate of Formation, and Board Policies)

Notice of Member Meeting for Windermere Oaks Water Supply Corporation

The Annual Member Meeting for the Windermere Oaks Water Supply Corporation will be held at the Spicewood Community Center, 7901 Co Rd 404, Spicewood, TX 88669). The meeting will start at _____ a.m./p.m. on April 26, 2025. The purpose of the meeting will be to update the membership on the business affairs of the Corporation and to conduct a director election unless the election is declared unopposed by a resolution of the board of directors.

Members may request that items be placed on the agenda by sending an email to the corporation at: WindermereWater@gmail.com at least two weeks prior to the annual meeting. The Board may not consider, discuss, or take action of such issues at the Meeting unless the consideration, discussion, or action of such issues is properly noticed, which notice shall be posted 72 hours in advance of the meeting in accordance with the Texas Open Meetings Act.

The Corporation will mail to each member one official ballot regardless of the number of memberships they hold. Only the original official ballot mailed to the member or provided at the annual members meeting will be valid. If a member has lost their ballot, a replacement ballot will be issued to the member. The member must contact the Independent Election Auditor by phone at (512) 469-7474, or by e-mail at reilly@pottsreilly.com to obtain an official replacement ballot. Reproduced or copied ballots will not be accepted.

On the day of the election, members will check in with the **Independent Election Auditor** who will verify whether the member's official ballot has been received. If the member has not previously submitted a ballot, the member will be provided with a new official ballot. If the member has sent in their ballot but the Corporation has not received the ballot the member will be provided with a new official ballot. Members will receive one ballot no matter how many memberships they hold. The member's name on the ballot must match their application for service name. No proxies are authorized.

SAMPLE
Annual Members Meeting Agenda
Windermere Oaks Water Supply Corporation

April 26, 2025, 10:00 a.m. CST
Spicewood Community Center

The purpose of the meeting will be to update the membership on the business affairs of the corporation. No motions may be accepted or action taken on issues brought up at the meeting from the floor. All action items must have been included in the Notice of Member Meeting posted 72 hours in advance of the Member Meeting in accordance with the Texas Open Meetings Act. All Public Comments shall be subject to the Public Comment Policy adopted by the Board on November 20, 2019.

1. Presiding director calls the meeting to order
2. Opportunity for each director candidate to address members
3. Presiding director makes a last call for ballots to be submitted and then will ask the Independent Election Auditor for a total of the members who have voted by mail and delivery prior to the meeting, and in person at the meeting. The presiding director will report the total number of members who voted, and declare a quorum of members and that the meeting and election counting may proceed. The Independent Election Auditor will begin counting the official ballots. allows candidates to present their credentials (if applicable, not required)
4. Presiding director allows for the general public to sign up to speak. (3 minute limit per person)
5. Approve the previous Annual Member Meeting minutes.
6. Update reports
 - a. Report of Corporation manager, to include report on system's operations, update on projects and strategic plan
 - b. Treasurer's report of Board approved yearly budget and prior year balance sheet and P&L statement
7. Report of Board President to summarize events and accomplishments of the Corporation in the past year as well as issues going forward.
8. Election Results: Independent Election Auditor submits official election report to presiding officer.
 - a. Independent Election Auditor provides the presiding director with a report of the election of the election results for director positions and any other propositions voted on by members, and Independent Election Auditor emails written results to Board.

- b. Presiding director announces election results or reads resolution declaring election of unopposed candidates (if applicable)
- c. Presiding director declares newly elected directors as Directors of the Board

9. Closing comments by presiding director

10. Meeting is adjourned.

After adjournment of the annual members' meeting, the first regular board meeting of the newly elected board of directors will be held. A separate agenda will be posted for this first board meeting, as required by the Open Meetings Act, where business will include electing new officers from among the members of the new board. Additionally, the board may elect to appoint Credentials Committee Member for the next election year. The board will also designate those directors who have authority to sign checks on the behalf of the Corporation. Additionally, the board may consider this the first board business meeting and discuss new business or other items as specified in the agenda notice of the directors meeting which is compliant with the Texas Open Meetings Act.

Member's name _____
Mailing address _____
City, state, ZIP _____
Member Account No. _____

Please Use the Official Envelope to Mail/Deliver Your Ballot

Three (3) Options to Cast Your Vote

1. Mail

- Mark your selections by placing an X or \checkmark inside the appropriate boxes below.
- Detach ballot and place in the enclosed envelope.
- Mail envelope to: Frank Reilly, Potts & Reilly LLP, WOWSC Independent Election Auditor, PO Box 4037, Horseshoe Bay, Texas 78657-4037.

Mailed ballots must be received in the mail by _____ (date) in order to be counted.

2. Deliver to Independent Election Officer

Deliver to the Independent Officer located at Frank Reilly, Potts & Reilly LLP 408 Ranchette Rd, Horseshoe Bay, Texas 78657. The Corporation does not have an official office.

Mailed ballots must be received by **12:00 PM on the Friday before the election.**

3. In Person at the Member Meeting

The Annual Meeting will be held on April 26, 2025 at 10:00AM at The Spicewood Community Center, _____

_____ (address).

In accordance with the Corporation's Bylaws, ONLY ONE BALLOT PER MEMBER WILL BE COUNTED AS VALID REGARDLESS OF HOW MANY MEMBERSHIPS A MEMBER OWNS. ONLY PROPERLY SUBMITTED BALLOTS OF MEMBERS IN GOOD STANDING WHO ARE ELIGIBLE TO VOTE WILL BE COUNTED AS VALID.

All ballots mailed or delivered must have the embossed WOWSC seal on them to be considered official.

The mailed ballot will not be valid for voting in person at the Annual Meeting. An official ballot will be distributed to you when you register to vote at the meeting. This official ballot will be on different color paper from the mailed official ballot.

E-mailed and Faxed Ballots will not be accepted

**Corporate
Seal**

Reproduced unofficial ballots will NOT be accepted

WOWSC Water Supply Corporation
2025 Official Election Ballot

Mark your selections by **placing an X or a √ inside the appropriate boxes.**

Reproduced ballots will not be accepted as an official ballot

Candidate names are listed in alphabetical order.

Position #

Position 1 (select one candidate from this row)	Name <input type="checkbox"/>	Name <input type="checkbox"/>	Name <input type="checkbox"/>
Position 2 (select one candidate from this row)	Name <input type="checkbox"/>	Name <input type="checkbox"/>	Name <input type="checkbox"/>
Position 3 (select one candidate from this row)	Name <input type="checkbox"/>	Name <input type="checkbox"/>	Name <input type="checkbox"/>

(If all the candidates are unopposed the board may send out this ballot with the language listed below)

“Unopposed Candidates Declared Elected” The following candidate(s) is/are declared elected by the official board resolution pursuant to Texas Water Code Section 67.005 Alice Alright, Ben Better, Charles Careful, Dan Diligent (list position/district # if applicable)

DO NOT INCLUDE BILLS
Any payment in this envelope will
not be credited until after election.

ATTACHMENT 5: SAMPLE RETURN ENVELOPE

Member' s name
address
city, TX, ZIP

POST OFFICE
WILL NOT
DELIVER
WITHOUT
POSTAGE

Frank Reilly, Potts & Reilly LLP
Election Auditor for Windermere Oaks WSC
PO Box 4037 horseshoe Bay, Texas 78657-
4037

Windermere Oaks Water Supply Corporation
2025 Board of Director Candidate Information
Candidate names are listed in alphabetical order

Board Position

Alice Alright	Water System Member Since: 2001
<p>Previous Committee/Community Involvement/Director, etc. Experience:</p> <p>Professional Experience: Owner of Alright Insurance Company</p> <p>Education: Graduated from Texas State University in 1985 with a Bachelor of Science degree</p> <p>Personal Statement: With nine years in the insurance industry, I understand the importance of strong internal controls, proper oversight and full financial reporting. Combined with my other corporate experience gained from employment and consulting services, I can assist in the development of excellent policies for the employees of the Corporation.</p>	

Board Position

Ben Better	Water System Member Since: 1995
<p>Previous Committee/Community Involvement/Director, etc. Experience:</p> <p>Professional Experience: Served in the United States Air Force and the Texas Air National Guard. Own and Operate Careful Construction</p> <p>Education: BS Business and Management - University of Texas</p> <p>Personal Statement: As one of three reform directors elected in 2009, I initiated the first budget for this water system and the first internal control function. The results of the new budget have been very impressive – we have been able to reduce costs even while the system is growing. I welcome the opportunity to continue to work towards our goal of providing low-cost water while maintaining high standards of reliability and customer service.</p>	

Board Position

Charles Careful

Water System Member Since: 1990 – 1992 and 2000-Present

Previous Committee/Community Involvement/Director, etc. Experience:

Professional Experience: Corporate human resources, followed by 20+ years as a business entrepreneur in retail/rental.

Education: Bachelor of Business Administration Texas A & M University

Personal Statement: The water system should be run for the benefit of the members delivering the best service at the lowest feasible price while being operated as transparently as possible. I will bring straight-forward common-sense business practices to obtain this goal.

**RESOLUTION DECLARING UNOPPOSED CANDIDATES OF
WINDERMERE OAKS WATER SUPPLY CORPORATION ELECTION**

WHEREAS, Windermere Oaks Water Supply Corporation posted notice of the opportunity for candidates to submit applications to run for _____ (*insert number of*) positions on its Board of Directors pursuant to Texas Water Code Section 67.0052(b); and

WHEREAS, only _____ (*insert number of*) people submitted applications for these open positions, thus creating an unopposed election for each position pursuant to Texas Water Code Section 67.0055;

WHEREAS, Candidate _____ is unopposed for election to the office of WOWSC Director, Place _____.

NOW, THEREFORE, BE IT RESOLVED THAT THE BOARD OF DIRECTORS OF WINDERMERE OAKS WATER SUPPLY CORPORATION DECLARES ELECTED TO POSITION # _____:

(insert names of unopposed candidates)

Name

The Board of Directors so orders that this resolution be posted at the Corporation's main office and read into the record at the Corporation's annual meeting, pursuant to Texas Water Code Section 67.0055.

PASSED AND APPROVED this _____ day of _____, _____.

ATTEST: _____
Temporary Manager
Windermere Oaks Water Supply Corporation

Board Member
Windermere Oaks Water Supply Corporation

§ 67.0052. BALLOT APPLICATION.

(a) To be listed on the ballot as a candidate for a director's position, a person must file an application with the Corporation that includes:

- (1) the director's position sought, including any position number or other distinguishing number.
- (2) if the Corporation has 1,500 or more members or shareholders, a petition signed by 20 members or shareholders requesting that the person's name be placed on the ballot as a candidate for that position;
- (3) the person's written consent to serve, if elected;
- (4) biographical information about the person; and
- (5) a statement of the person's qualifications, including a statement that the person has the qualifications prescribed by Section 67.0051.

(b) The application must be filed with the Corporation not later than the 45th day before the date of the annual meeting. The Corporation shall notify the members or shareholders of the application deadline not later than the 30th day before the deadline.

(c) The Corporation shall make available director candidate application forms at the Corporation's main office and shall provide application forms by mail or electronically on request.

(d) This section applies only to a Corporation that provides retail water or sewer service.

§ 67.0053. BALLOT.

(a) Not later than the 30th day before the date of an annual meeting, the Corporation shall mail to each member or shareholder of record:

- (1) written notice of the meeting;
- (2) the election ballot; and
- (3) a statement of each candidate's qualifications, including biographical information as provided in each candidate's application.

(b) The election ballot must include:

- (1) the number of directors to be elected; and
- (2) the names of the candidates for each position.

(c) This section:

- (1) applies only to a corporation that provides retail water or sewer service; and
- (2) does not apply to an election in relation to a candidate for a director's position for which the board has adopted a resolution under Section 67.0055.

§ 67.0054. ELECTION PROCEDURES.

(a) A member or shareholder may vote:

- (1) in person at the annual meeting.

(2) by mailing a completed ballot to the office of the **Independent Election Auditor** selected under Section 67.007(d) or to the Corporation's main office, which ballot must be received by the Corporation not later than noon on the business day before the date of the annual meeting; or

(3) by delivering a completed ballot to the office of the **Independent Election Auditor** or to the Corporation's main office not later than noon on the business day before the date of the annual meeting.

(b) The **Independent Election Auditor** shall receive and count the ballots before the annual meeting is adjourned.

(c) For each director's position, the candidate who receives the highest number of votes or who is the subject of a resolution described by Section 67.0055 is elected.

(d) If two or more candidates for the same position tie for the highest number of votes for that position, those candidates shall draw lots to determine who is elected.

(e) The **Independent Election Auditor** shall provide the board with a written report of the election results.

(f) The board may adopt necessary rules or bylaws to implement this section, including rules or bylaws to ensure the fairness, integrity, and openness of the voting process.

(g) This section applies only to a Corporation that provides retail water or sewer service.

Sec. 67.0055. ELECTION OF UNOPPOSED CANDIDATE.

(a) This section applies only to an election for a director's position on a board of a Corporation that provides retail water or sewer service in which a candidate who is to appear on the ballot for the position is unopposed.

(b) The board by resolution may declare a candidate elected to a director's position if the board certifies in writing that the candidate is unopposed for the position. A copy of the resolution shall be posted at the Corporation's main office.

(c) If a declaration is made under Subsection (b), the election for that position is not held.

(d) If the election for the unopposed candidate would have been held with an annual meeting of the members or shareholders of the Corporation, the text of the declaration described by Subsection (b) shall be read into the record at the annual meeting.

(e) The ballots used at a separate election that is held at the same time as an election for an unopposed candidate would have been held shall include after measures or contested races the position and name of a candidate declared elected under this section, under the heading "Unopposed Candidates Declared Elected."

(f) A person may not, by intimidation or by means of coercion, influence or attempt to influence a person to withdraw as a candidate or not to file an application for a place on the ballot so that an election may be canceled.

(g) The board may adopt necessary rules or bylaws to implement this section, including rules or bylaws to ensure the fairness, integrity, and openness of the process.

§ 67.007. ANNUAL OR SPECIAL MEETINGS OF RETAIL CORPORATION.

(a) The annual meeting of the members or shareholders of the Corporation must be held between January 1 and May 1 at a time specified by the bylaws or the board.

(a-1) A quorum for the transaction of business at a meeting of the members or shareholders is a majority of the members and shareholders present. In determining whether a quorum is present, all members and shareholders who mailed or delivered ballots to the **Independent Election Auditor** or the Corporation on a matter submitted to a vote at the meeting are counted as present.

(b) The board shall adopt written procedures for conducting an annual or special meeting of the members or shareholders in accordance with this section and Sections 67.0052, 67.0053, and 67.0054. The procedures shall include the following:

- (1) notification to eligible members or shareholders of the proposed agenda, location, and date of the meeting;
- (2) director election procedures, including candidate application procedures;
- (3) approval of the ballot form to be used; and
- (4) validation of eligible voters, ballots, and election results.

(c) The board shall adopt an official ballot form to be used in conducting the business of the Corporation at any annual or special meeting. No other ballot form will be valid. Ballots from members or shareholders are confidential and are exempted from disclosure by the Corporation until after the date of the relevant election.

(d) The board shall select an **Independent Election Auditor** not later than the 30th day before the scheduled date of the annual meeting. The **Independent Election Auditor** is not required to be an experienced election judge or auditor and may serve as an unpaid volunteer. At the time of selection and while serving in the capacity of an **Independent Election Auditor**, the **Independent Election Auditor** may not be associated with the Corporation as:

- (1) an employee;
- (2) a director or candidate for director; or
- (3) an independent contractor engaged by the Corporation as part of the Corporation's regular course of business.

(e) This section applies only to a Corporation that provides retail water or sewer service.

**Independent Election Auditor Official Report for
Windermere Oaks Water Supply Corporation Election
April 26, 2025**

I, the undersigned **Independent Election Auditor**, do hereby certify that all ballots received were counted with the assistance of:

1. _____
2. _____
3. _____
4. _____

Total number of ballots cast in person _____

Total number of ballots cast prior to election _____

Total number of ballots cast _____

Total number of ballots not counted due to defects _____

Director Election vote totals (start with the highest count)

1. _____
2. _____
3. _____
4. _____
5. _____
6. _____

Bylaw vote totals (if applicable)

For _____

Against _____

Printed Name of Independent Election Auditor

Signature of Independent Election Auditor

Date _____