

WINDERMERE OAKS WATER SUPPLY CORPORATION

424 COVENTRY ROAD, SPICEWOOD, TX 78669

NOTICE OF MEMBERS' SPECIAL MEETING

A WOWSC Members' Special Meeting to Vote about Removing Two Directors

The Members of the **Windermere Oaks Water Supply Corporation** will meet on
Saturday November 4th, 2023 at 10:00 AM
at the Spicewood Community Center, 7901 County Road 404, Spicewood, TX 78669

The purpose of the Members' Special Meeting is to hold an organized discussion where the two seated Directors who have been charged by a group of WOWSC Members with violations of the WOWSC Bylaws will be permitted to address the membership personally or through legal counsel before a vote is finalized to determine whether the individuals are removed or retained as Directors on the Board.

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 the Board elects to convene in Executive Session, no action will be taken by the Board until the Board has closed the Executive Session and returned to the Open Meeting. Members who desire to address the Board regarding an item on the agenda during an open meeting may do so during the public comment portion related to such item and before the Board acts on such item. 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 the posted agenda.

AGENDA ¹:

Before the meeting is officially called, the Members will sign in for attendance, register with the Independent Balloting Agent ("IBA"), and if applicable, receive a ballot. Members may vote at that time or may wait until arguments are heard to vote. When arguments have concluded, the Presiding Director will call for collection of all ballots and the IBA will collect the final ballots and tally the last votes to add to the in-process tally of votes. When the final tally is completed, the IBA will present the official Voting Results Report to the Presiding Director who will read aloud the results.

- 1) CALL TO ORDER.
- 2) ROLL CALL - Establishment of a quorum for the Members' Special Meeting.
- 3) PUBLIC COMMENT² – The Board of Directors (BOD) will receive verbal comments from the public who wish to speak on agenda or non-agenda items (3-minute limit per person). The items presented that are requesting actions or resolutions will be included as new business considerations in the minutes of the Special Meeting.
- 4) The Presiding Director will then outline the proceedings plan to the members and to the charged directors.
- 5) Presentation of the Removal Petition and Charges brought by Members against Richard Schaefer.
- 6) Opportunity for Richard Schaefer to present defense arguments either personally or by counsel.
- 7) Opportunity for members to present arguments in support of Richard Schaefer
- 8) Opportunity for members to present arguments either personally or by counsel in support of the removal of Richard Schaefer from the WOWSC Board of Directors,
- 9) Presentation of the Removal Petition and Charges brought by Members against Dorothy Taylor.

- 10) Opportunity for Dorothy Taylor to present defense arguments either personally or by counsel.
- 11) Opportunity for members to present arguments in support of Dorothy Taylor.
- 12) Opportunity for members to present arguments either personally or by counsel in support of the removal of Dorothy Taylor from the WOWSC Board of Directors.
- 13) The Presiding Director will call for final collection of all ballots by the Independent Balloting Agent.
- 14) The IBA will retire to the ballot counting room, finalize the voting results, complete the official Voting Results Report, and present the Voting Results Report to the Presiding Director. The IBA shall provide a copy of the report to all directors via email within 24 hours.

- 15) The Presiding Director will then read aloud the voting results to the attendees and announce whether any of the challenged seats on the Board are still occupied or are now vacated
- 16) The Presiding Director may announce that immediately following the adjournment of the Members' Special Meeting, the Board of Directors will convene to conduct the duly posted and noticed Special Board Meeting to discuss, as applicable, items that are noticed on the Board Special Meeting Notice/Agenda, in accordance with the Texas Open Meetings Act.
- 17) In the event that one or both directors are removed by the member vote, the presiding director may request for members of the corporation to nominate candidates for the board to consider in filling a vacated seat on the Board.
- 18) The Presiding Director may present closing remarks.
- 19) The Presiding Director will call for a motion to adjourn and following discussion, the meeting will be adjourned.

Both the undersigned WOWSC Directors have called this Members' Special Meeting as a result of a Board Resolution and 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, as well as at the Corporation's office located at 424 Coventry, Spicewood, Texas 78669, and this notice has been provided to the Burnet County Clerk for posting on the Burnet County Public Notices Website and/or on the Corporation's Internet Website, pursuant to Section 551.054, Texas Government Code.



Submitted by: L. Rene Ffrench
WOWSC Secretary/Treasurer

AND

Jeffrey Walker

Jeff Walker
WOWSC Director-at-Large

The terms "agenda" and "notice" are often used interchangeably in discussing the Act because of the practice of posting the agenda as the notice of a meeting or as an appendix to the notice. See, e.g., *City of San Antonio v. Fourth Court of Appeals*, 820 S.W.2d 762,764 (Tex. 1991). Pg. 3, D.2 2022 Open Meetings Handbook – by Office of the Attorney General.

² The Board is neither allowed to take action on any subject presented that is not on the agenda, nor is the Board required to provide a response. Any substantive consideration and action by the Board will be conducted under a specific item on a future agenda.