



RED RIVER AUTHORITY OF TEXAS



A G E N D A

REGULAR BOARD OF DIRECTORS MEETING

PURSUANT TO THE TEXAS OPEN MEETINGS ACT. Id. § 551.127(c), (e).

Wednesday, September 18, 2024 – 9:00 a.m.

Red River Authority of Texas Administrative Offices
3000 Hammon Road
Wichita Falls, Texas

In compliance with the Texas Open Meetings Act, Chapter 551, Texas Government Code, the Red River Authority of Texas issues this public notice. On Wednesday, September 18, 2024, the Board of Directors of the Red River Authority of Texas (Authority) will meet. The public meeting will be held in the Board Room of the Authority's headquarters located at 3000 Hammon Road, Wichita Falls, Wichita County, Texas at 9:00 a.m. All interested parties are encouraged to attend.

The meeting will be held in person and can be accessed remotely. General public wishing to attend remotely can do so by going to the Zoom Website at the following link:

<https://us02web.zoom.us/j/85376812334?pwd=esUaaaYdfxPps8accSySyTbLaf20.1#success>

and entering both the **Meeting ID: 853 7681 2334** and **Passcode: 816310**, when prompted.

General public attending the meeting in person and wishing to address the Board must complete a registration form that indicates the agenda item or other topic on which they wish to comment, the speaker's name, address, and other relevant information. Prior to the Call to Order, provide the registration form to the Executive Assistant. Please wait until acknowledged by the Board President or Presiding Officer to speak. Discussion about items not on the agenda will be allowed a three-minute time frame. The Board cannot comment on items not on the agenda or take action other than to place a topic on a future agenda.

If necessary, the Board of Directors may convene into Executive Session under Chapter 551 of the Texas Government Code regarding any item on this agenda. The Board may take final action on any of the executive session matters upon reconvening in open session pursuant to Chapter 551 of the Texas Government Code.

Item One: Call the Meeting to Order, Roll Call, Pledges of Allegiance to the U.S. and Texas Flags, and Invocation.

Item Two: Public Comments to the Board of Directors.

Comments from the general public to members of the board concerning items that are not on the board agenda. As comments from the general public are not posted agenda items, the Texas Open Meetings Act prohibits RRA Board Members and Staff from discussing or responding to these comments during board meetings.

CONSENT AGENDA

Items on the consent agenda will be considered and acted on in one motion.

- Item Three:
- a. Approval of the Minutes of the Regularly Scheduled Board of Directors Meeting Held on July 17, 2024, and Take Any Other Action Deemed Necessary.
 - b. Approval of Directors' Expenses, and Take Any Other Action Deemed Necessary.

REGULAR AGENDA

- Item Four: Consider Approval of a Ranked List of General Legal, Special Legal, and Financial Advisory Professional Services Firms to be Utilized for a Period of Five Years from October 1, 2024 – September 30, 2029, and Take Any Other Action Deemed Necessary.
- Item Five: Election and Appointment of Officers for Fiscal Year 2024-2025, and Take Any Other Action Deemed Necessary.
- a. Election of Vice President, Secretary/Treasurer, and Assistant Secretary
 - b. Appointment of the General Manager and General Counsel by the Board of Directors
 - c. Appointment of the Executive Committee by the President. Current Executive Committee Members
 - d. Reappointment of the Asset Management/Customer Service, Governmental/Regulatory, and Finance Committees by the President.
- Item Six: Receive a Presentation from Controller, Lana Hefton, on the Consolidated Annual Operating Budget for Fiscal Year 2024-2025, and Take Any Other Action Deemed Necessary.
- Item Seven: Receive a Recommendation from the Finance Committee and Consider Approval of Resolution No. 2024-009, Adopting the Consolidated Annual Operating Budget for Fiscal Year 2024-2025, Including the Fee Schedules, Calendar, and Take Any Other Action Deemed Necessary.
- Item Eight: Consider the Bids Received for the Preston Shores Water System Ground Storage Tanks Project, and Take Any Other Action Deemed Necessary.

- Item Nine: Receive an Update on Utility Division Enforcements, and Take Any Action Deemed Necessary.
- Item Ten: Conduct an Executive Session of the Board of Directors, Pursuant to Government Code Section 551.072, Deliberation Regarding Real Property.
- Item Eleven: Take Any Action Deemed Necessary from the Executive Session, Pursuant to Government Code Section 551.072.
- Item Twelve: Consider Member Designations and Approval of the Proxy Form for the Nortex Regional Planning Commission, and Take Any Other Action Deemed Necessary.
- Item Thirteen: Consider Resolution No. 2024-010: Application Filing and Authorized Representative Resolution, Accepting Texas Water Development Board Rural Assistant Program Funding for the Authority's Lockett Water System, and Take Any Other Action Deemed Necessary.
- Item Fourteen: Consider Resolution No 2024-011, Authorizing the Execution of a Water Purchase Agreement between Red River Authority of Texas and Janalou Gatewood Longfellow and Suzanne Gatewood Logan for the Farmer's Valley Water System, and Take Any Other Action Deemed Necessary.
- Item Fifteen: Discussion of the 2025 Strategic Plan.
- Item Sixteen: Other Business as the Board May Deem Appropriate:
- a. Board Committee Reports
 - b. General Manager's Report
 - c. Assistant General Manager's Report
 - d. Executive Assistant's Report
 - e. Controller's Report
- Item Seventeen: Comments from the Directors and/or Suggestions for Future Agenda Items.
- Item Eighteen: Adjourn Meeting.



RED RIVER AUTHORITY OF TEXAS
BOARD OF DIRECTORS MEETING
SEPTEMBER 18, 2024



ITEM 1

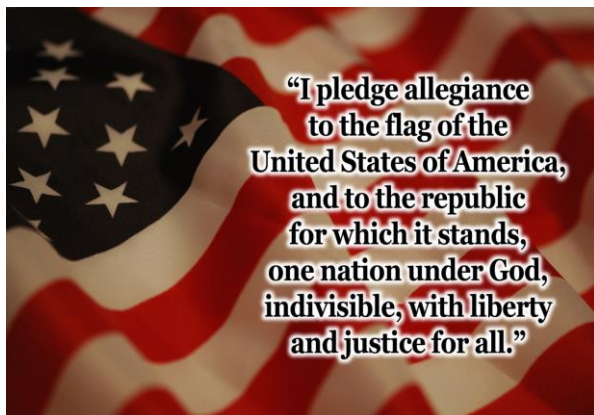
**Call the Meeting to Order, Roll Call, Pledge of Allegiance to the
Texas and U.S. Flags, and Invocation**

Director Name and Region Representing	In person Attendance Confirmed	Video & Audio Attendance Confirmed	Absent
Jerry Bob Daniel, President – Region 2			
Conrad J. Masterson, Vice President – Region 2			
Mike Sandefur, Secretary/Treasurer – Region 3			
Mary Lou Bradley, Assistant Secretary – Region 2			
Jerry Dan Davis, Director – Region 1			
Tonya Detten – Region 1			
Stephen Thornhill, Director – Region 3			
Joe Ward, Director – Region 3			
Vacant - Region 1			

Quorum?

☐ Yes

☐ No





**RED RIVER AUTHORITY OF TEXAS
BOARD OF DIRECTORS MEETING
SEPTEMBER 18, 2024**



ITEM 2

Public Comments to the Board of Directors

General public attending the meeting in person and wishing to address the Board must complete a registration form that indicates the agenda item or other topic on which they wish to comment, the speaker's name, address, and other relevant information. Prior to the Call to Order, provide the registration form to the Executive Assistant. Please wait until acknowledged by the Board President or Presiding Officer to speak. Discussion about items not on the agenda will be allowed a three-minute time frame. The Board cannot comment on items not on the agenda or take action other than to place a topic on a future agenda.



RED RIVER AUTHORITY OF TEXAS
BOARD OF DIRECTORS MEETING
SEPTEMBER 18, 2024



ITEM 3

CONSENT AGENDA

Items on the consent agenda will be considered and acted on in one motion.

- a. Approval of the Minutes of the Regularly Scheduled Board of Directors Meeting Held on July 17, 2024, and Take Any Other Action Deemed Necessary.
- b. Consider Approval of Directors' Expenses, and Take Any Other Action Deemed Necessary.

Sample Motion:

I move the Board approve the items on the Consent Agenda, as presented.

Second _____

Vote for _____ against _____.

RED RIVER AUTHORITY OF TEXAS
Regular Board of Directors Meeting
Meeting Minutes
July 17, 2024

The Red River Authority of Texas Board of Directors held a regularly scheduled meeting on Wednesday, July 17, 2024 at 9:00 a.m. The meeting was held at the Authority's Administrative Offices located at 3000 Hammon Road, Wichita Falls, Texas.

The meeting was open to the public, and the agenda was publicly posted in accordance with Open Meetings Act requirements.

The following directors, staff, and guests were present:

Directors: Mr. Jerry Bob Daniel, President, Truscott
 Mr. Conrad J. Masterson, Jr., Vice President, Cee Vee
 Mr. Michael R. Sandefur, Secretary/Treasurer, Texarkana – *Via Zoom*
 Ms. Mary Lou Bradley, Assistant Secretary, Memphis
 Mr. Jerry Dan Davis, Wellington
 Ms. Tonya D. Detten, Panhandle
 Mr. Stephen A. Thornhill, Denison – *Via Zoom*
 Mr. Joe L. Ward, Telephone

Staff: Mr. Fabian A. Heaney, General Manager
 Mr. Bryan Schaffner, Assistant General Manager
 Ms. Danna P. Bales, Executive Assistant
 Ms. Lana Hefton, Controller
 Mr. Glen Hite, IT Systems Administrator

Guests: None

**Item One: Call the Meeting to Order, Roll Call, Pledge of Allegiance to the Texas
 and U.S. Flags and Invocation.**

Mr. Daniel called the meeting to order at 9:02 a.m. Ms. Bales performed roll call and announced that a quorum of the Board was present. Pledges of allegiance to the United States and Texas Flags were said by all. Mr. Daniel then provided the invocation.

Item Two: Public Comments to the Board of Directors.

There were no public comments to the Board of Directors.

Item Three:**CONSENT AGENDA**

Items on the consent agenda will be considered and acted on in one motion.

- a. Approval of the Minutes of the Regularly Scheduled Board of Directors Meeting Held on April 17, 2024, and Take Any Other Action Deemed Necessary.
- b. Consider Approval of Directors' Expenses, and Take Any Other Action Deemed Necessary.

Following review of the consent agenda items, Ms. Ward made a motion that the items on the consent agenda be approved, as presented. Mr. Davis seconded the motion, which passed unanimously by a vote of **8 For** and **0 Against**.

REGULAR AGENDA**Item Four: Conduct an Executive Session of the Board of Directors, Pursuant to Government Code Section 551.072, Deliberation Regarding Real Property.**

The Board went into Executive Session from 9:07 a.m. to 9:52 a.m.

Item Five: Consider Taking Any Action Deemed Necessary from the Executive Session.

Ms. Detten made a motion to authorize the earnest money contract for purchasing a section of land for the Lockett Water System. Her motion was seconded by Mr. Davis, and the motion passed unanimously by a vote of **8 For** and **0 Against**.

Item Six: Receive an Overview of the Preliminary Fiscal Year 2024-2025 Consolidated Annual Operating Budget from Controller, Ms. Lana Hefton, and Take Any Other Action Deemed Necessary.

Ms. Hefton provided an overview of the preliminary projected income and expenditures by division for Fiscal Year 2024-2025. There was no action on this item.

Item Seven: Receive a Status Update on the Accounting and Utility Software Conversion from Controller, Lana Hefton, and Take Any Other Action Deemed Necessary.

Ms. Hefton provided a status update on the accounting and utility software conversion. There was no action on this item.

Item Eight: Consider Resolution No. 2024-006, Adopting the New Wholesale Water Rate to be Charged to the City of Chillicothe, Texas, and Take Any Other Action Deemed Necessary.

Mr. Heaney explained that the City of Chillicothe purchases water through the Authority's lines from the Greenbelt Municipal and Industrial Water Authority (GMIWA). The contract states that it is subject to adjustments when the Authority rates are increased by GMIWA. Mr. Heaney then referred to the draft letter to be sent to the City of Chillicothe located in the Board Book, notifying them of the latest increase.

Following minor discussion, Mr. Sandefur made a motion to approve Resolution No. 2024-006, adopting the new wholesale water rate to be charged to the City of Chillicothe, Texas. Mr. Ward seconded the motion, and the motion passed unanimously by a vote of **8 For** and **0 Against**.

Item Nine: Consider Resolution No. 2024-007 Supporting the Coalition of Rural State of Texas River Authorities to Obtain State Funding, and the Execution of an Interlocal Agreement for the Same, and Take Any Other Action Deemed Necessary.

Mr. Heaney explained that at a recent Texas Water Conservation Association Conference, there was discussion on legislative initiatives for rural river authorities. From that meeting, the creation of a coalition of rural river authorities was created. He stated that the coalition consists of Angelina and Neches River Authority, Nueces River Authority, Red River Authority, Sulphur Basin River Authority, and Upper Colorado River Authority. He explained that the purpose of the coalition is to have a cooperative joint effort to promote studies of area project needs for each river authority, and to secure funding from the Texas Legislature for rural river authority water resource projects. He added that the River Authorities are seeking legislative funding of \$25 million distributed over the next 5 budget years. The funding will support engineering studies for each river authority for planning and design, and support of capital expenditures. Additionally, he stated that Nueces River Authority will perform the administrative tasks of the coalition.

Mr. Heaney explained that the Authority's commitment of funds will not exceed \$10,000 to enable the Nueces River Authority, using its approved procurement process, to create and prepare a brochure for said river authorities to secure special Texas legislative funding for studies and projects for each river authority. The total budget of this task is estimated at \$32,000.

Item Nine: Consider Resolution No. 2024-007 Supporting the Coalition of Rural State of Texas River Authorities to Obtain State Funding, and the Execution of an Interlocal Agreement for the Same, and Take Any Other Action Deemed Necessary. (continued)

Additionally, Mr. Heaney explained that the Authority's commitment of funds will not exceed \$2,500, to enable the Nueces River Authority, using its approved professional services process, to create and prepare legislative draft documents for said River Authorities to provide to Texas Legislators for potential State Bills. The total budget of this task is estimated at \$10,000.

Mr. Heaney then stated that each River Authority must authorize support for the coalition and execute an Interlocal Agreement between the River Authorities before coalition action begins.

Following minor discussion, Mr. Sandefur made a motion to approve Resolution No. 2024-007, supporting the Coalition of Rural State of Texas River Authorities to obtain state funding, and the execution of an Interlocal Agreement for the same. He added that this includes a \$2,500 cap of Authority committed funds to enable the Nueces River Authority to create and prepare legislative draft documents to be provided to Texas Legislators for potential State Bills. Additionally, Mr. Sandefur stated that his motion includes a \$10,000 cap of Authority committed funds to enable the Nueces River Authority to create and prepare a brochure for the coalition to utilize in an effort to secure special Texas legislative funding for studies and projects for each River Authority. Mr. Masterson seconded the motion, and the motion passed unanimously by a vote of **8 For** and **0 Against**.

Item Ten: Consider Resolution No. 2024-008, Authorizing the Application for Participation in the Texas Short Term Asset Reserve Program (TexSTAR), and Take Any Other Action Deemed Necessary.

Mr. Heaney stated that TexSTAR has been included in the Authority's Investment Policy for some time, but has never been utilized for investment services. After research, it has been determined that their offered rates are competitive with other Authority investment options currently authorized. He explained that an application will need to be submitted to provide the Authority with an additional investment option emphasizing safety and liquidity. He added that this will provide greater flexibility for optimizing our investment returns.

With no discussion, Mr. Masterson made a motion to approve Resolution No. 2024-008, Authorizing the Application for Participation in the Texas Short Term Asset Reserve Program (TexSTAR). His motion was seconded by Mr. Davis, and the motion passed unanimously by a vote of **8 For** and **0 Against**.

Item Eleven: Receive a Recommendation to Declare Excess and Obsolete Equipment and Vehicles as Surplus Property for Sale or Disposal, and Take Any Other Action Deemed Necessary.

Mr. Schaffner referred to the list in the Board Book, and explained that recently the Authority purchased four new vehicles on the Authority's vehicle replacement program. He added that three used vehicles, as well as some equipment are considered to be either unusable or excess, and needed to be declared as such.

With no discussion, Mr. Masterson made a motion to declare the excess and obsolete equipment and vehicles presented as surplus property for sale or disposal. His motion was seconded by Ms. Detten, and the motion passed unanimously by a vote of **8 For** and **0 Against**.

Item Twelve: Consider Authorization for the Emergency Repair and Replacement of Power and Control Cables for the Preston Shores Water System, and Take Any Other Action Deemed Necessary.

Mr. Schaffner explained that both of the lake pumps for the Preston Shores Water System were removed for maintenance and troubleshooting in mid-May, and the system is currently operating on a shoreline diesel-driven water pump. He then explained the findings of each of the pumps, as well as the solutions to get the pumps back in to operation.

He added that once they are back in operation, they will need to be removed from the lake annually or bi-annually for maintenance to ensure the reduction of expense and difficulty associated with this task. He added that it will also increase component life and sustainability.

Following a detailed explanation of the emergency plans to get the pumps back into operation, Mr. Schaffner then explained the detailed request for emergency funding below:

\$ 60,000 – New power cable(s) to replace the old cable(s)
10,000 – Build custom barge in house for ease of pump maintenance
12,000 – System matched pump impellers
10,000 – Rock to repair road between shore and electric panel
10,000 – Diver
15,000 – Conduit for the power wires and control cables
10,000 – Excavation of existing power cables
<u>23,000 – Unknown Expenses</u>
\$150,000 – Estimated Total

Item Twelve: Consider Authorization for the Emergency Repair and Replacement of Power and Control Cables for the Preston Shores Water System, and Take Any Other Action Deemed Necessary. (continued)

Mr. Schaffner added that the emergency repair costs would be funded by Authority reserves, and every effort will be made to reduce the immediate cost.

Following discussion, Mr. Sandefur made a motion to authorize the funding for emergency repair and replacement of power and control cables for the Preston Shores Water System for an amount not to exceed \$150,000, utilizing Authority reserves. His motion was seconded by Mr. Ward, and the motion passed unanimously by a vote of **8 For** and **0 Against**.

Item Thirteen: Consider, Pursuant to Article 8280-228, VATCS Section 14, Commissioning Three Authority Employees (Matthew Tullock, Michael Heckathorn, and Bryan Schaffner) as Special Investigators for the Authority, and Take Any Other Action Deemed Necessary.

Mr. Heaney explained that the Authority is empowered by law (Article 8280-228, §14, (a), (c), (d), and (k), VATCS and Sections 12, 16, and 26 of the Texas Water Code) for the purpose of investigating complaints, performing investigative water quality surveys, and promoting water quality protection of the natural resources within the Red River Basin. He also stated that the Authority's Administrative Policy and Procedure Manual states that, *"The Authority shall maintain an adequate complement of Special Investigators for the purpose of investigating complaints, performing investigative water quality surveys, and promoting water quality protection of the natural resources within the Red River Basin. Each officer shall be commissioned by the Board of Directors and function under the direct supervision of the General Manager or his designee."* Mr. Heaney added that currently, there are only two commissioned Special Investigators, Fabian Heaney, General Manager, and Daniel Medenwaldt, Clean Rivers Program Supervisor. The Authority wishes to commission the following employees as Special Investigators:

Matthew Tullock – Environmental Services Technician

Bryan Schaffner – Assistant General Manager

Michael Heckathorn – Regional Manager

Following minimal discussion, Ms. Detten made a motion to authorize the commissioning of three Authority employees (Matthew Tullock, Michael Heckathorn, and Bryan Schaffner) as Special Investigators for the Authority. Her motion was seconded by Mr. Davis, and the motion passed unanimously by a vote of **8 For** and **0 Against**.

Item Fourteen: Other Business as the Board May Deem Appropriate:

a. Board Committee Reports

There were no Board Committee updates.

b. General Manager's Report

Mr. Heaney provided a brief update on capital improvement projects, lead pipe lead surveys, and the Environmental Services Division.

c. Assistant General Manager's Report

Mr. Schaffner provided an update on the Utility Division.

d. Executive Assistant's Report

Ms. Bales provided an administrative update.

e. Financial Report by the Controller

Ms. Hefton provided a financial update.

Item Fifteen: Comments from the Directors and/or Suggestions for Future Agenda Items.

Mr. Sandefur mentioned that he would like to receive some information on the Authority's water rights at the next regularly scheduled board meeting.

Item Sixteen: Adjourn Meeting.

Ms. Detten made a motion to adjourn the meeting at 12:02 p.m. Her motion was seconded by Ms. Bradley, and the motion passed unanimously by a vote of **8 For** and **0 Against**.

Mary Lou Bradley
Assistant Secretary

Jerry Bob Daniel
President



RED RIVER AUTHORITY OF TEXAS

Board of Directors Meeting Summarized Statement of Expenses July 17, 2024



			TOTAL
Mary Lou Bradley			
	Lodging	123.05	
			123.05
Jerry Bob Daniel			
Director Fees	1 Days @ \$150/Day	150.00	
	200 Miles at .67/Mile	134.00	
	Lodging	123.05	
			407.05
Jerry Dan Davis			
Director Fees	1 Days @ \$150/Day	150.00	
	286 Miles at .67/Mile	191.62	
	Lodging	123.05	
			464.67
Tonya D. Detten			
Director Fees	1 Days @ \$150/Day	150.00	
	452 Miles at .67/Mile	302.84	
	Lodging	123.05	
			575.89
Conrad J. Masterson, Jr.			
Director Fees	1 Day @ \$150/Day	150.00	
	140 Miles at .67/Mile	93.80	
	Lodging	123.05	
	Meals	27.00	
			393.85
Michael R. Sandefur			
Director Fees	1 Day @ \$150/Day	150.00	
			150.00
Stephen A. Thornhill			
Director Fees	1 Day @ \$150/Day	150.00	
			150.00
Joe L. Ward			
Director Fees	1 Day @ \$150/Day	150.00	
	316 Miles at .67/Mile	211.72	
	Lodging	115.00	
			476.72
TOTAL DIRECTOR EXPENSES			2,741.23



RED RIVER AUTHORITY OF TEXAS

Board of Director Committees Summarized Statement of Expenses Fiscal Year 2024



		<u>TOTAL</u>	<u>NOTES</u>
<u>FINANCE COMMITTEE</u>			
BOARD MEMBER	MEETING DATE		
Stephen Thornhill	08/28/24	150.00	Paid
Michael Sandefur	08/28/24	150.00	Paid
Jerry Dan Davis	08/28/24	150.00	Voucher Not Submitted
 <u>GOVERNMENTAL/REGULATORY COMMITTEE</u>			
BOARD MEMBER	MEETING DATE		
 <u>ASSET MANAGEMENT/CUSTOMER SERVICE COMMITTEE</u>			
BOARD MEMBER	MEETING DATE		
Conrad Masterson	03/18/24	340.28	Paid
Jerry Bob Daniel	03/18/24	284.00	To Be Paid
TOTAL TO BE APPROVED 07/17/24		\$ 284.00	
YEAR TO DATE FISCAL YEAR 2024 TOTAL		\$ 1,074.28	



**RED RIVER AUTHORITY OF TEXAS
BOARD OF DIRECTORS MEETING
SEPTEMBER 18, 2024**



ITEM 4

**Consider Approval of a Ranked List of General Legal, Special Legal, and Financial
Advisory Professional Services Firms to be Utilized for a Period of Five Years from
October 1, 2024 – September 30, 2029, and Take Any Other Action Deemed Necessary**

In accordance with 30 T.A.C. Section 292.13(4)(B), the Authority maintains a list of at least three qualified persons or firms for Legal, Special Legal, and Financial Advisory Services. This list is updated every five years. The last update was in 2019. A Request for Qualifications for the services was advertised, with a submittal deadline of August 30, 2024. Only two responses were received for each category. Key Level Staff analyzed and ranked the responses and recommends the Board approve of the ranked list.

Sample Motion:

I move the Board approve of the recommended list for professional and environmental services, as recommended.

Second _____

Vote for _____ against _____.

RED RIVER AUTHORITY OF TEXAS

Individual KLS Scoring Average for General Legal, Special Legal, and Financial (Municipal) Services RFQ Responses
September 2024

General Legal Services			
Factor	Max.Pt		
Experience	60	Bickerstaff, Heath, Delgado, Acosta	Lloyd Gosselink Rochelle & Townsend
Work Performance	25	52.75	44.25
Capacity to Perform	15	24.25	20.00
		15.00	13.75
Total	100	92.00	78.00
		First	Second
Special Legal Services			
Factor	Max.Pt		
Experience	60	Bickerstaff, Heath, Delgado, Acosta	Lloyd Gosselink Rochelle & Townsend
Work Performance	25	51.25	42.00
Capacity to Perform	15	24.00	20.00
		15.00	13.75
Total	100	90.25	75.75
		First	Second
Financial Advisory Services			
Factor	Max.Pt		
Experience	60	Hilltop Securities	Specialized Public Finance, Inc.
Work Performance	25	59.25	41.50
Capacity to Perform	15	24.75	20.00
		15.00	13.75
Total	100	99.00	75.25
		First	Second

Red River Authority of Texas

Request for Qualifications General Legal Services

Submitted by:



August 30, 2024

Contact: Emily W. Rogers
1601 S. MoPac Expressway
Suite C400
Austin, TX 78746
P: 512-472-8021
F: 512-320-5638
erogers@bickerstaff.com
www.bickerstaff.com

Section 1 – General Information

Provide the following information about each individual/firm participating in the services:

1. Name and address of individual/firm (include county)

Bickerstaff Heath Delgado Acosta LLP (“BHDA” or the “Firm”)
1601 S. MoPac Expressway
Suite C400
Austin, TX 78746
Travis County

2. Firm contact name and information

Emily W. Rogers
Managing Partner
P: 512-472-8021
F: 512-320-5638
erogers@bickerstaff.com

3. Number of years in business

44 years – The Firm was established in September 1980 in Austin, Texas.

4. List of professional licenses and certifications

This information is included below in Section 2 – Biography.

5. Statement of Interest

BHDA is recognized statewide as one of the leading Texas firms in water law. Representing entities across the state, our attorneys understand the complexities of Texas water law and the challenges associated with development and use of this limited resource. Our expertise in the areas of water rights law, strategic water planning and transactions, water utilities and rate-making requirements enables us to assist clients with the development, regulation, and distribution of their water resources, whether groundwater or surface water, to guide them through the myriad local, state, and federal laws and regulations that affect water rights and water utilities, and to represent them in often complex and contentious administrative proceedings and litigation in state and federal court.

In addition, we have served in the capacity of general counsel to all types of governmental entities throughout Texas including river authorities, special utility districts, water supply corporations, groundwater conservation districts, water districts, cities, counties, and school and college districts. Furthermore, we have represented the Red River Authority of Texas (the “Authority”) in a variety of specialized legal matters since the 1980s and would be pleased to expand this relationship by serving as the Authority’s general counsel.

BHDA is a team of accomplished and experienced governmental attorneys that includes former division chiefs from the Texas Attorney General’s Office and other former government employees. Our qualifications and experience in providing a full range of legal services to governmental entities position us to provide timely and effective guidance on the matters specified in the Authority’s solicitation.

Section 2 – Biography

Provide the following information about each individual(s)/firm(s) participating in the services:

1. Short biography of each individual. Attach resumes of each individual identified.

Our proposed team includes the following attorneys: Emily Rogers, Stefanie Albright, Douglas Caroom, Kimberly Kelley, Philip Arnold, Joshua Katz, Claudia Russell, and Gunnar Seaquist. A short biography follows for each team member and their resumes are included as **Attachment A** to this proposal.

Emily W. Rogers, Managing Partner – Emily Rogers practices in the areas of water and environmental law. She has extensive experience in cultivating relationships with her clients in order to resolve a broad range of water-related issues. Emily has been practicing law for more than 25 years and is Board Certified in Administrative Law by the Texas Board of Legal Specialization.

Stefanie P. Albright, Partner – Stefanie Albright practices in the areas of water law and environmental law. She represents governmental entities with matters involving general counsel services, water quality, water and wastewater utilities, water rights, permitting and compliance, and open government issues. She has served as general counsel to a variety of governmental entities throughout her career. She has 16 years of experience as a water law attorney.

Kimberly G. Kelley, Associate – Kimberly Kelley practices in the areas of water and environmental, open government, and municipal law. She is an active member of the Texas Water Conservation Association and frequently presents on water law topics at local and state conferences and CLE programs. She has practiced law for eight years.

Joshua D. Katz, Partner – Josh Katz practices in the areas of environmental law, administrative law, water law, municipal law, electric utility regulation, and related litigation. He represents public and private entities in these and related matters before state and federal agencies and in state court. He has practiced law for more than 17 years.

2. Describe the specific qualifications and experience of the individuals, including professional licenses and certificates.

In addition to the following information about our key attorneys, more details are included immediately above and in Attachment A (team member resumes) to this proposal.

Emily W. Rogers, Managing Partner

As legal counsel to river authorities, water districts, municipalities, and special districts, Emily Rogers assists and counsels clients regarding their water supplies, water and wastewater utility systems, and solid waste disposal issues. From permitting to transactional matters, she represents clients in matters involving surface and groundwater water rights, water and wastewater service territory and rates, water quality matters, industrial and municipal solid waste, and hazardous waste cleanup and disposal. She also advises the Firm's general counsel clients on open meetings and open records, board governance, and similar matters, and she serves as co-general counsel for the Lavaca-Navidad River Authority.

Emily represents numerous entities before the TCEQ in permitting and enforcement matters. She assists clients in preparing and filing applications for new or amended water rights, wastewater discharge permits, and solid waste disposal permits, and represents those clients in contested case hearings regarding those applications. She also assists water and sewer utilities before the PUC regarding service territory disputes and water and sewer rate matters. Additionally, she represents clients before groundwater conservation districts. In addition to her regulatory work before the TCEQ and the PUC, Emily negotiates water and sewer wholesale contracts,

franchise fee agreements, reclaimed water agreements, and agreements for the purchase or lease of water rights. She assists clients in developing pretreatment regulations, stormwater and non-point source pollution control ordinances, and onsite septic system regulations. She also counsels her local government clients on impact fees and assists those clients in preparing water and sewer utility rates, usage and extension requirements, as well as drought contingency and water conservation plans.

Emily is admitted to the State Bar of Texas, the Supreme Court of Texas, the Fifth Circuit Court of Appeals, and the U.S. District Court for the Western District of Texas. She is Board Certified in Administrative Law by the Texas Board of Legal Specialization.

Stefanie P. Albright, Partner

Stefanie Albright represents governmental entities, including municipalities, regional authorities, water districts, and water supply corporations with matters involving open government, general counsel services, water quality, water and wastewater utilities, water rights, and permitting and compliance. She currently serves as general counsel to Upper Brushy Creek Water Control and Improvement District and has represented a variety of governmental entities in the role of general counsel throughout her career.

Stefanie's representative experience includes providing general counsel services, including the creation, organization, and operation of water and wastewater utilities, to regional authorities, water districts, and other water utilities in Texas; advising clients regarding general governance and transparency issues relating to the Texas Open Meetings Act, Texas Public Information Act, governmental immunity, competitive bidding, conflicts of interest, and general ethics; representing clients in negotiations related to the purchase and sale of regional water and wastewater systems; negotiating and drafting developer agreements relating to the construction of water and wastewater utilities, developer reimbursements, capacity allocations, and facility conveyances; preparing and executing real property documents, including easements and license agreements; and negotiating and preparing agreements for water and wastewater service and supply. She has 16 years of experience as a water law attorney and is admitted to the State Bar of Texas.

Joshua D. Katz, Partner

Josh Katz practices in the areas of municipal law, environmental law, administrative law, water law, electric utility regulation, Public Information Act and Open Meetings Act issues, and related litigation. He represents municipalities, river authorities, water districts, and private entities in these and related matters before state and federal agencies and in state court. Additionally, Josh serves as City Attorney for the City of Granite Shoals and the Village of Salado, and as Assistant City Attorney to the City of Lakeway. He also serves as outside counsel to numerous cities including the City of Roma, where he has previously served as City Attorney.

Josh has provided general and specialty counseling to public entity clients in various areas of the law including ordinance drafting, annexation, eminent domain, utilities, elections, building code, procurement, employment, zoning, and land use matters. In addition, he has handled numerous environmental and property law litigation cases including groundwater rights cases, title and easement disputes, and land use disputes.

He has represented clients in contested case hearings before the Texas Commission on Environmental Quality (TCEQ) and Public Utility Commission (PUC), including electric and water utility rate cases and issues pertaining to municipal utility districts. He has also drafted comments on behalf of clients in administrative rulemaking proceedings and participated in administrative proceedings regarding permitting and operations of municipal solid waste facilities, permitting of groundwater wells and surface water impoundments, electric utility transmission, generation and cost recovery, and water utility compliance and operations. In addition, Josh also has appellate experience, having briefed numerous cases before the Courts of Appeals in Texas, the Texas Supreme Court, and the Fifth Circuit Court of Appeals.

He is admitted to the State Bar of Texas; the U.S. District Courts for the Western, Eastern, and Southern Districts of Texas; and the U.S. Court of Appeals for the Fifth Circuit.

Kimberly G. Kelley, Associate

Kimberly Kelley practices in the areas of water and environmental, open government, and municipal law. She currently represents the City of Lakeway, City of Granite Shoals, and Village of Salado with matters including open government compliance (Public Information Act), drafting resolutions and ordinances on issues ranging from First Amendment to land use to general city matters, and frequently fills in as city attorney in open meetings for these cities.

Kimberly is an active member of the Texas Water Conservation Association and frequently presents on water law topics at local and state conferences and CLE programs. She also oversees the internship program for the Environmental and Natural Resources Program section of the State Bar of Texas. She has practiced law for eight years and is admitted to the State Bar of Texas.

Section 3 – Description of Relevant Experience

1. Provide a description of relevant experience.

Over the decades, the Firm has represented hundreds of governmental entities throughout the state. As a result, we have an unmatched depth of understanding and experience. The Firm's attorneys are well-versed and experienced in the responsibilities and authorities of local governments, and their collective experience and expertise span all areas of local government law. This allows us to identify and resolve important legal issues that may be missed by firms whose primary expertise is business or commercial practice and provides efficiency by facilitating quick responses and reducing unnecessary research.

Because we offer a full range of services to our clients, we are able to bring an unparalleled level of expertise and responsiveness without the need for retaining additional outside counsel for specialized issues. We understand that local government entities face complex legal issues that are as significant as any faced by the business community.

Serving the needs of small and large governmental entities throughout Texas requires a variety of expertise that is best provided by attorneys who understand the full extent of governmental authorities and responsibilities. We have an experienced group of governmental attorneys that advise water districts in all areas of public law, and our attorneys have decades of experience assisting public entities in handling matters and meeting the objectives of clients similar to the Authority.

Water Law Experience

Recognized statewide as one of the leading Texas firms in water law, we represent a wide variety of water and wastewater utilities, including special utility districts, river authorities, groundwater districts, and numerous other types of districts throughout the state. We provide experienced and comprehensive services to our clients. These services include:

- ◆ **General Counsel and Outside Counsel:** Representing river authorities, utilities, agencies, water districts, and groundwater districts in the capacity of general counsel or outside counsel; providing legal assistance on various matters, including employment matters, ethics issues, open records and open meetings matters, general and water-related litigation, voting rights issues, elections, annexations, redistricting, and contracts and leases; assisting our clients in drafting and adopting rules and policies; preparing takings impact assessments, if necessary; and advising our clients on scope of authority issues. (More information on our general counsel experience is included in the next section of this proposal.)

- ◆ **Surface Water Rights, Reuse Permitting, and Interbasin Transfers:** Assisting clients in obtaining, amending, and protesting permanent and temporary water rights permits, indirect reuse permits, direct reuse authorizations, and interbasin transfers, and representing clients before Texas Commission on Environmental Quality (TCEQ) and the State Office of Administrative Hearings (SOAH) in contested cases regarding the applications.
- ◆ **Water Supply and Management, and Comprehensive Strategic Planning:** Advising clients on water management issues; assisting them in the development of water management plans; helping clients develop comprehensive strategic plans designed to maintain existing water supplies and identify and acquire additional supplies from sources, including groundwater, desalination, aquifer storage and recovery, reclamation and reuse, new reservoir construction, interstate water marketing, intrastate water transfers between basins, and conjunctive use.
- ◆ **Wholesale and Retail Water and Wastewater Supply Contracts:** Representing clients in contractual disputes relating to the provision of water or wastewater service; and negotiating and drafting wholesale raw and treated water supply contracts and wastewater treatment and disposal contracts.
- ◆ **Water Sales, Transfers and Leases and Water Marketing:** Assisting clients in the sale and transfer of surface water and groundwater rights; advising both sellers and purchasers in drafting and negotiating leases; and counseling clients on the acquisition of groundwater rights and related easements for use of the surface water.
- ◆ **Water Facility and Land Acquisitions and Sales:** Counseling clients in the acquisition of water facilities and associated real property, such as reservoirs, reservoir sites, flood easements, dams, diversion facilities, water transmission pipelines, utility easements, groundwater wells, and surface easements; and negotiating and preparing all necessary contractual documents in coordination with the financing of the project on behalf of clients.
- ◆ **Water and Wastewater Utility Regulation:** Assisting clients in preparing, drafting, and adopting extension policies, utility infrastructure requirements, service applications, and service contracts with developers; and preparing rate ordinances and tariffs and advising clients on impact fees.
- ◆ **Water Rate Cases and Appeals:** We have counseled numerous wholesale and retail water and wastewater service providers in connection with rate challenges and have represented numerous clients in rate cases before the TCEQ and its predecessor agencies, and the Public Utilities Commission of Texas (PUC). In September 2014, jurisdiction over water and wastewater rate cases was transferred to the PUC, where we have an active practice. Moreover, our rate case experience before TCEQ is directly transferrable to similar cases before the PUC.
- ◆ **Environmental Permitting:** Representing clients in all phases of wastewater permitting and stormwater regulation; assisting clients to obtain permits for hazardous and radioactive waste disposal, including incineration, waste storage and disposal facilities, and landfills; preparing and filing wastewater permit applications with the TCEQ, including requests for site-specific standards and variances from the water quality standards; and representing clients before the SOAH and TCEQ in administrative litigation concerning the issuance of permits; representing clients facing enforcement for alleged environmental violations before the TCEQ and EPA, both in negotiating with the agencies to try to lower or eliminate monetary fines or other sanctions and in enforcement hearings before those agencies, and in developing and negotiating supplemental environmental projects (SEPs), which may sometimes be implemented in lieu of paying all or a portion of a penalty.
- ◆ **Certificates of Convenience and Necessity:** Representing clients in all types of matters involving water or wastewater Certificates of Convenience and Necessity (CCNs), including the application process to obtain or amend CCNs, preparing and filing the CCN applications, providing the necessary

notice, and litigating the CCN application, if opposed; and representing clients before the state agency and SOAH when CCN applications are filed by competing utilities, and in decertification and cease-and-desist actions.

- ◆ **Legislative Representation:** Representing the interests of river authorities, water districts, and groundwater districts before the Texas Legislature; and defending entities in state court challenges to their enabling legislation and legislative authority.
- ◆ **Financing:** Identifying and obtaining financing for various types of water supply projects, such as reservoirs, and water transmission, distribution, and treatment systems from a variety of financing sources, including the Texas Water Development Board, the Texas Department of Agriculture, the U.S. Department of Agriculture, and the private sector; assisting clients in financing the acquisition of water rights and other water-related projects.
- ◆ **Condemnation:** Representing public entities and utilities with the acquisition of water rights, water and wastewater right-of-way easements, street right-of-way, and other property interests in connection with water, wastewater, street, and development projects, including acquisition through condemnation.
- ◆ **Litigation:** Representing public entities in water-related litigation including the legal areas mentioned above.

General Counsel Experience

We have represented all types of governmental entities including river authorities, water districts, special utility districts, water supply corporations, groundwater conservation districts, cities, counties, and school and college districts in the capacity of general counsel. Our representation includes counseling on various matters, including water and environmental law; open government issues and compliance; employment law; general and industry related litigation; public finance; attending board meetings and preparing agendas, motions, resolutions and orders; and contracts and leases among many others. We have served as general counsel to a variety of public entity clients, some of which include:

- ◆ Canadian River Municipal Water Authority
- ◆ Guadalupe-Blanco River Authority
- ◆ Lavaca-Navidad River Authority
- ◆ Colorado River Municipal Water District
- ◆ El Paso Water Utilities Public Service Board
- ◆ Upper Brushy Creek Water Control and Improvement District
- ◆ Ranch at Cypress Creek Municipal Utility District No. 1
- ◆ Austin Community College District
- ◆ Greater Austin Area Telecommunications Network
- ◆ City of Granite Shoals
- ◆ City of Lago Vista
- ◆ City of Lakeway

Additional Areas of Experience

In addition to water law, our attorneys advise clients in a variety of areas as general counsel, including:

- ◆ **Open Government** – Advising local governments on open meetings and open records and defending local governments in lawsuits over the same. Our attorneys are widely recognized for their expertise

with Texas' open government laws. We have extensive experience counseling and defending local governmental entities regarding compliance with requirements and procedures under the Texas Open Meetings Act and have counseled numerous local governmental entities on how to respond to requests made under the Texas Public Information Act. Our attorneys have written numerous widely distributed analyses on open meetings and open records law addressing questions about adequacy of notice, bona fide purposes for executive sessions, what constitutes an emergency, and other problems frequently faced by local governments.

- ◆ **Employment Matters** – Our firm provides comprehensive employment consulting to local governments, non-profits, public entities, and private businesses. Our experienced employment attorneys counsel employers to ensure compliance with federal and state laws, improve employment policy manuals through regular review and revisions, minimize risk of future claims through consistent training, and prepare proper documentation in the event defending litigation may be necessary.
- ◆ **Litigation** – Litigation on behalf of clients is at the core of our expertise as a law firm. We have served as lead counsel in extensive litigation of landmark cases in areas as diverse as water rights, government contracts, voting rights, and county jail overcrowding. Our cases have resulted in the successful recovery of, as well as the successful defense against, claims of hundreds of millions of dollars. Eminent domain/condemnation, water and wastewater service area disputes, employment litigation, environmental litigation, litigation relating to competitive bidding and awarding of contracts, and Public Information Act and Open Meetings Act litigation are among the substantive areas of our litigation practice. Our attorneys also have considerable knowledge related to the array of governmental immunity defenses that protect public entities.
- ◆ **Contracts and Procurement** – Drafting, reviewing, and negotiating contracts, including wholesale water supply and wastewater treatment agreements, as well as other types of agreements, for all types of public clients and private clients. The Firm also has extensive experience in competitive procurement for private and public clients, including public entities subject to HUB, DBE, and similar processes – bids, proposals, qualification statements – requirements.
- ◆ **Real Estate** – Assisting clients in acquiring and selling real property and other real property interests; providing services such as title and survey review, review of environmental site assessments, and negotiation and drafting of purchase contracts, deeds, leases, easements, and other real estate documents.
- ◆ **Public Finance** – Advising clients on financing mechanisms, conduit financing, public securities law, and related legislation; serving as bond counsel, underwriter's counsel and issuers counsel; and interpreting public finance legislation. Our attorneys also represent clients in bond election and bond validation suits.

REPRESENTATIVE EXPERIENCE

The Firm has a long history and vast experience dealing with the myriad issues faced by public or government entities. The following representative matters listed below are just a few examples of our experience providing general counsel services to water districts throughout the state of Texas.

Upper Brushy Creek Water Control and Improvement District

Serve as general counsel to the District. Services include advising on general governance and transparency issues relating to the Texas Open Meetings Act, Texas Public Information Act, governmental immunity, competitive bidding, conflicts of interest, and general ethics. The Firm also provides general litigation support and is representing the District with regulatory matters at TCEQ.

Lavaca-Navidad River Authority

Serve as general counsel. Services include advising on various matters such as employment issues, ethics issues, open records and open meetings matters, general and water-related litigation, voting rights issues, elections, annexations, establishing annual tax rate, redistricting, and contracts and leases; assisting in drafting and adopting rules and policies; and scope of authority issues.

Canadian River Municipal Water Authority (CRMWA)

In addition to various ongoing areas of general counsel work (e.g., governance, employment, contracts) and electric utility work for CRMWA, the Firm has:

- ◆ Represented CRMWA in the purchase of over \$100 million in groundwater rights in a multi-county area, and the permitting of those groundwater rights before the Panhandle Groundwater Conservation District.
- ◆ Represented CRMWA in the closing of a total of 175,000 acres of groundwater rights, for a total purchase price of \$86 million dollars, in which separate deeds and title work were required for each tract.
- ◆ Represented the CRMWA in negotiating and drafting multiple amendments of its wholesale water contracts with its eleven member cities, to support financing of CRMWA's water rights acquisitions and construction of related facilities.

Guadalupe-Blanco River Authority (GBRA)

Served as interim general counsel; serves as outside counsel on a variety of matters including negotiating and drafting wholesale water supply and wastewater contracts, representing GBRA before the Public Utility Commission of Texas and the Texas Commission on Environmental Quality, and assisting with Public Information Act requests and litigating disputes regarding the same.

Barton Springs Edwards Aquifer Conservation District

Serve as general counsel to the District (since the late 1980s). Services include advising on employment issues, ethics issues, open records and open meetings matters (Public Information Act), general and water-related litigation, voting rights issues, elections, annexations, establishing annual tax rates, redistricting, and contracts and leases; assisting in drafting and adopting rules and policies; and advising on scope of authority issues. Our legislative team has also worked with the District on legislative efforts that passed.

Water Supply Corporation

The Firm assisted a non-profit water supply corporation as general counsel from its formation in general corporate, state tax, open government, finance, and condemnation matters. We represented the water supply corporation in negotiating complex operating and financing agreements relating to the development and construction of its 142-mile, \$900 million water transmission pipeline project to deliver water from a location in Burleson County for delivery in Bexar County. This project involved the acquisition of over 400 parcels. The Firm assisted the water supply corporation in voluntary acquisitions and condemnation proceedings in acquiring waterline right-of-way easements and related fee properties necessary for its project. The Firm's work also included assisting the client in evaluating title documents, evaluating and correcting offer documents and procedures, preparing conveyance documents, negotiating offers, and prosecuting condemnation lawsuits when landowner agreement could not be obtained. Together with another condemnation litigation firm, our firm represented the client in approximately 50 condemnation proceedings.

Special Utility District

The Firm assisted a South Texas special utility district as general counsel and in condemnation proceedings in a large-scale wastewater infrastructure project. The project involved acquiring 420 easements and related fee properties in an urbanized area for the construction of a new sewer system to provide first-time sewer service

to residents. We assisted the client in all aspects of the acquisition project, from preparing, managing, and negotiating offers to landowners, and preparing conveyance documents, to representing the client in over 90 condemnation proceedings when landowner agreement could not be obtained. The Firm also prepared the tariff for the special utility district and documents and forms for the provision of service to new customers to the system.

2. All Respondents shall include a list of a minimum of three references, for similar services only. Include names, contact persons, and phone numbers.

◆ **Canadian River Municipal Water Authority**

Drew Satterwhite, General Manager

P: (806) 865-3325

E: ksatterwhite@crmwa.com

◆ **Lavaca-Navidad River Authority**

Patrick Brzozowski, General Manager

P: (361) 782-5229

E: pbrzozowski@lnra.org

◆ **Lower Colorado River Authority**

Lyn Clancey, Senior Water Policy Advisor

P: (512) 578-3292

E: Lyn.Clancy@lcra.org

Section 4 – Conflicts

Provide a description of any conflicts of interest or potential conflicts, as follows:

1. Provide an affirmative statement that the firm is independent of the Authority as defined by the U.S. General Accounting Office’s Government Auditing Standards (1988).

Bickerstaff Heath Delgado Acosta LLP is independent of the Authority as defined by the U.S. General Accounting Office’s Government Auditing Standards.

2. List any and all engagements within the last three (3) years that are or might otherwise be a conflict of interest with the Authority.

After a diligent search of our records, we did not identify any engagements within the past three years that would be considered a conflict of interest with the Authority.

Section 5 – HB 1295 Compliance

Provide a signed form in compliance with HB 1295. Texas House Bill 1295 (effective 1/1/2016) requires individual(s)/firm(s) to complete Form 1295 and disclose all interested parties to the proposed project/contract.

Please see **Attachment B** for the Firm’s completed Form 1295.

Section 6 – Schedule of Rates

Provide a schedule of hourly billable rates for type of services, i.e. monthly retainer, rate to attend meetings, rate to attend court, rate for document drafting/review, etc.

The hourly rates listed below are for the key attorneys included in this proposal along with support staff who may work with these attorneys (i.e., legal assistants and our GIS specialist) on legal projects for the Authority. No retainer would be required.

◆ Emily W. Rogers	\$400
◆ Stefanie P. Albright	\$385
◆ Joshua D. Katz	\$385
◆ Kimberly G. Kelley	\$310
◆ Legal Assistants	\$210
◆ GIS Specialist	\$260

Attachment A: Attorney Resumes



Emily Willms Rogers

MANAGING PARTNER

AUSTIN OFFICE

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Austin, Texas 78746

Phone: 512-472-8021
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Attorney Overview

Emily Rogers practices in the areas of water and environmental law. From permitting to transactional matters, Emily represents cities, river authorities, and water districts in matters involving surface and groundwater water rights, water and wastewater utility matters, water issues, and industrial and municipal solid waste disposal.

Born and raised in San Marcos, Texas, Emily earned her J.D. from the University of Houston Law Center after completing her B.A. degree from the University of Texas and her M.A. degree from Southwest Texas State University. After law school, she returned to Austin and was a staff attorney at the Texas Natural Resource Conservation Commission, the predecessor agency to the Texas Commission on Environmental Quality, where she represented the agency in contested cases involving wastewater permit applications and provided legal counsel to the state's Superfund program.

Board Certified in Administrative Law, Emily is the reporter on Water Law Developments in Texas for The Foundation for Natural Resources and Energy Law's *Water Law Newsletter*. She is also the co-author of the River Authorities and Regional Water Districts chapter in *Essentials of Texas Water Resources* and previously served as a columnist for the *Texas Environmental Law Journal*. In addition, she is a frequent speaker at water law and local government conferences.

Emily is an active member of the Texas Water Conservation Association, where she serves as a board member and chair of the Flood and Navigation Panel. She also serves on the Administrative Law Advisory Commission of the Texas Board of Legal Specialization, is a member of the Administrative and Public Law Council for the Administrative and Public Law Section of the State Bar of Texas, and is co-chair of the Water Rights Committee of the Real Estate, Probate and Trust Law Section of the State Bar of Texas. In addition to her volunteer involvement and leadership roles, Emily serves as the Managing Partner of Bickerstaff Heath Delgado Acosta LLC.



Practice Areas

- ◆ General Counsel
- ◆ Cities
- ◆ Water Law
- ◆ Environmental
- ◆ River Authorities & Water Districts
- ◆ Groundwater Conservation Districts

Education

- ◆ University of Houston Law Center, J.D., *cum laude*
- ◆ Southwest Texas State University, M.A. in History, with honors
- ◆ The University of Texas, B.A. in History

Admissions

- ◆ Supreme Court of Texas, 1997
- ◆ U.S. Court of Appeals for the Fifth Circuit
- ◆ U.S. District Court for the Western District of Texas

Career Highlights

- ◆ Board Certified in Administrative Law, Texas Board of Legal Specialization
- ◆ Former staff attorney at the Texas Natural Resource Conservation Commission (predecessor agency to the Texas Commission on Environmental Quality)
- ◆ The Best Lawyers in America©, Water Law, 2024-2025
- ◆ Recipient of the 2017 Texas Water Conservation Association President's Award

Representative Experience

- ◆ Emily represents cities, water districts, and private entities before the Public Utility Commission of Texas (PUC), the Texas Commission on Environmental Quality (TCEQ), and the State Office of Administrative Hearings (SOAH). Her practice before the PUC includes filing and assisting clients with the applications for new or amended certificates of convenience and necessity, assisting clients with the sale or purchase of retail public utilities, and the transfer of CCN territory between retail and public utilities including filing sale, transfer, merger applications, and Texas Water Code § 13.248 agreements designating service territory. Emily also assists clients with expedited decertification petitions. In addition, she represents clients before the PUC in rate-making proceedings and appeals of rate changes, and service area disputes. She also advises clients with issues related to retail public utilities with federal debt, and assists the Firm's litigation team in lawsuits against both private and governmental clients involving claims under 7 U.S.C.A. § 1926(b). Emily's TCEQ practice includes representing clients in permitting and enforcement matters. She assists clients in preparing and filing applications for new or amended water rights, wastewater discharge permits, and solid waste disposal permits. If any of her clients' matters before the PUC or TCEQ are contested, she represents them in contested case hearings before SOAH.
- ◆ In addition to her regulatory work before the TCEQ and the PUC, Emily negotiates water and sewer wholesale contracts, franchise fee agreements, reclaimed water agreements, and agreements for the purchase or lease of surface water and groundwater rights. She assists clients in developing pretreatment regulations, stormwater and non-point source pollution control ordinances, and onsite septic system regulations. She also counsels her local government clients on impact fees, and assists those clients in preparing water and sewer utility rates, usage and extension requirements, as well as drought contingency and water conservation plans. Additionally, Emily counsels clients in groundwater regulatory matters and assists clients with groundwater rights permitting.

Organizations & Involvement

- ◆ Board of Directors, Texas Water Conservation Association, 2017-present
- ◆ Chair, Flood and Navigation Panel, Texas Water Conservation Association, 2022-present
- ◆ Member, Administrative Law Advisory Commission, Texas Board of Legal Specialization, 2022-present
- ◆ Member, Administrative and Public Law Council, State Bar of Texas Administrative and Public Law Section, 2022-present

- ◆ Co-chair, Water Rights Committee, State Bar of Texas Real Estate, Probate and Trust Law Section, 2023
- ◆ Co-chair, Changing Face of Water Law, 2019 and 2020
- ◆ Planning Committee, Changing Face of Water Law (formerly Changing Face of Water Rights) - 2009, 2011, 2012, 2015, 2016, 2017, 2018
- ◆ Planning Committee, Texas Water Law Institute's Texas Water Law CLE, 2014, 2015, and 2016
- ◆ Planning Committee, Texas Rural Water Association/Texas Water Conservation Association Water Law Seminars, 2013, 2017, and 2019
- ◆ Chairperson, Water Law Committee, Texas Water Conservation Association, 2015-2017
- ◆ Reporter, Water Law Developments in Texas, The Foundation for Natural Resources and Energy Law's *Water Law Newsletter*
- ◆ Recent Developments Columnist on Water Rights, *Texas Environmental Law Journal*, 2010-2023
- ◆ State Bar of Texas (Environmental and Natural Resources Law Section; Natural Resources, Environmental, and Water Law Section)
- ◆ *Houston Law Review*, Articles Editor
- ◆ Texas Water Conservation Association, Member

Presentations & Publications

- ◆ Annexation and CCN Issues, Speaker, 2024 Texas Groundwater Summit (August 2024)
- ◆ Current Legal Issues, Panel Member, 2023 Texas Groundwater Summit (August 2023)
- ◆ Overview: PUC Management of Water-Related Matters, Speaker, TexasBarCLE 24th Annual Changing Face of Water Law (February 2023)
- ◆ How to Fight a MUD and Why You Should, Speaker, 2022 Texas City Attorneys Association Summer Conference (June 2022)
- ◆ "River Authorities and Regional Water Districts," Co-author (with Lyn Clancy), Chapter 9, *Essentials of Texas Water Resources*, Mary K. Sahs and Holly Heinrich, Editors
- ◆ "North Texas Municipal Water District Wholesale Rate Appeal" Co-author (with Lyn Clancy), *Rocky Mountain Mineral Law Foundation Water Law Newsletter*, Vol. LIV, No. 1 (2021)
- ◆ Public Interest Texas in Wholesale Rate Cases, Co-speaker (with Lyn Clancy), TexasBarCLE 22nd Annual Changing Face of Water Law (February 2021)
- ◆ What Water District Board Members and Managers Need to Know About Open Records, Speaker, 2020 Association of Water District Boards' Virtual Annual Conference (August 7-8, 2020)
- ◆ "Court Rules It Has Jurisdiction in Groundwater Takings Case," Author, *Rocky Mountain Mineral Law Foundation Water Law Newsletter*, Vol. LIII, No. 3 (2020)
- ◆ Key Water Related Legal Issues for Landowners, Speaker, TexasBarCLE 21st Annual Changing Face of Water Law (February 2020)

- ◆ "Court of Federal Claims Finds U.S. Liable for Taking After Hurricane Harvey," Co-author (with Kimberly Grinnan Kelley), *Rocky Mountain Mineral Law Foundation Water Law Newsletter* - Vol. LIII, No. 1 (2020)
- ◆ This is Jeopardy: Who's Who and What's What in Water, Speaker, TexasBarCLE 19th Annual Changing Face of Water Law (February 2018)
- ◆ Case Law Update, Co-speaker, Texas Groundwater Summit (August 2017)
- ◆ Legislative Wrap Up, Speaker, TWCA Mid-Year Conference, (June 2017)
- ◆ "Court Addresses Reuse Permitting Requirements in the Brazos River Basin," Author, *TWCA Confluence Newsletter* (April 2017)
- ◆ Brazos River Authority System Operation Permit, Speaker, TWCA 73rd Annual Convention (March 2017)
- ◆ Issues Out of BRA SysOps, Speaker, TexasBarCLE 18th Annual Changing Face of Water Rights (February 2017)
- ◆ Surface Water: Case Law Update & TWCA Surface Water Committee Legislative Preview, Co-Author/ Speaker, TWCA/TRWA Water Law Conference (January 2017)
- ◆ CCN Updates Panel: Decertification & Compensation, Panel Moderator, TWCA/TRWA Water Law Conference (January 2017)
- ◆ Legal Issues with Permitting Amenity Ponds, Author/Speaker, UT Law CLE Texas Water Law Institute (November 2016)
- ◆ Case Law Update, Author/Speaker, TWCA Fall Conference (October 2016)
- ◆ Liability for Flooding: Takings of Property, Speaker, 18th Annual Water Quality Management and Planning Conference (May 16-22, 2016)
- ◆ "Let's Facebook That - Using Social Media," Author, *TWCA Confluence Newsletter* (October 2015)
- ◆ Case Law Update, Author/Speaker, UT Law CLE Texas Water Law Institute (October 2015)
- ◆ Case Law Update, Author/Speaker, TWCA Fall Conference (October 2015)
- ◆ Regional Water Contracting and Land Use Development, Author/Speaker, CLE International's 25th Texas Water Law Conference (October 2015)
- ◆ Texas Water Law and Developing Innovative Water Supplies, Speaker, StormCon Austin - The North American Surface Water Quality Conference and Expo (August 2015)
- ◆ Legislative Update 2015: Water Law, Author/Speaker, TexasBarCLE (July 2015)
- ◆ "Texas Court of Appeals Finds TCEQ's Drought Rules Exceed Authority," Author, *TWCA Confluence Newsletter* (June 2015)
- ◆ "Has The Texas Supreme Court Expanded Takings Liability for Flooding?" Author, *TWCA Confluence Newsletter* (March 2015)

- ◆ Legislative Update for the 84th Legislature Regular Session, Author/Speaker, TWCA Mid-Year Conference (June 2015)
- ◆ Surface and Groundwater Water Rights 101, Speaker, 17th Annual Water Quality Management & Planning Conference (May 2015)
- ◆ State Water Planning 101, Author/Speaker, Texas City Attorneys Association, 2014 Summer Conference (June 2014)
- ◆ Environmental Regulatory Hurdles for Your Storm Water and Flood Control Project, Speaker, 16th Annual Water Quality Management & Planning Conference (April 2014)
- ◆ Legal Issues Regarding the Reuse of Wastewater, Speaker, 16th Annual Water Quality Management & Planning Conference (April 2014)
- ◆ Protecting Groundwater Quality, Speaker, 16th Annual Water Quality Management & Planning Conference (April 2014)



Stefanie P. Albright

PARTNER

AUSTIN OFFICE

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Attorney Overview

Stefanie Albright practices in the areas of water law and environmental law. She has represented governmental entities, including water districts, water supply corporations, municipalities, and regional authorities with matters involving water quality, water and wastewater utilities, water rights, permitting and compliance, open government, and general counsel services.

Stefanie has 16 years of experience as a water law attorney. Prior to joining BHDA, she was a partner and member of the water law team at a private practice in Austin. In addition, she served as a judicial intern for the Honorable Elsa Alcala, Texas First Court of Appeals while attending law school. Stefanie's background also includes several years of work as a lead staff member in the Texas House of Representatives.

Representative Experience

- ◆ Provide general counsel services, including the creation, organization, and operation of water and wastewater utilities, to regional authorities, water districts, and other water utilities in Texas.
- ◆ Advise clients regarding general governance and transparency issues relating to the Texas Open Meetings Act, Texas Public Information Act, governmental immunity, competitive bidding, conflicts of interest, and general ethics.
- ◆ Represent clients before the Texas Commission on Environmental Quality and the Public Utility Commission on water and wastewater matters, including all types of issues involving water and wastewater permitting and certificates of convenience and necessity.
- ◆ Represent clients in negotiations related to the purchase and sale of regional water and wastewater systems.
- ◆ Negotiate and draft developer agreements relating to the construction of water and wastewater utilities, developer reimbursements, capacity allocations, and facility conveyances.

Practice Areas

- ◆ Water Law
- ◆ Environmental
- ◆ General Counsel
- ◆ River Authorities & Water Districts
- ◆ Open Government
- ◆ Cities

Education

- ◆ University of Houston Law Center, J.D., 2008
- ◆ The University of Texas School of Law, Visiting Student, Spring 2008
- ◆ Southwestern University, B.A. in Political Science, 2002

Admissions

- ◆ Texas, 2008

- ◆ Prepare and execute real property documents, including easements and license agreements.
- ◆ Negotiate and prepare agreements for water and wastewater service and supply.
- ◆ Coordinate and manage stormwater permitting for Phase I and Phase II MS4 permit entities, including drafting and execution of permit applications and preparation of annual reports.
- ◆ Participate in Texas Commission on Environmental Quality stakeholder meetings relating to water quality and water rights, districts, and stormwater permitting.
- ◆ Assist clients with water quality matters involving permitting and compliance issues.

Awards & Recognition

- ◆ Texas Rising Stars list (*Super Lawyers, Thomson Reuters*), 2018-2020
- ◆ Senior Articles Editor, *Houston Journal of Health Law & Policy*, 2007-2008
- ◆ Moot Court, Client Counseling Competition Regional Finalist, 2007
- ◆ Ewer-Oren J.D. Health Law Writing Award Recipient, 2007

Organizations & Involvement

- ◆ State Bar of Texas (Environmental and Natural Resources Law Section; Administrative Law Section)
- ◆ Texas Water Conservation Association
- ◆ Austin Bar Association (Environmental, Natural Resource, and Water Law Section)
- ◆ Board Member, The University of Texas at Austin McDonald Observatory and Department of Astronomy Board of Visitors, 2019 – Present

Publications & Presentations

- ◆ Speaker, "The Nuts and Bolts of a SOAH-Contested Case Hearing (including Virtual Hearings)," Texas City Attorneys Association Fall Conference/Texas Municipal League Annual Conference, Dallas, Texas (October 2023)
- ◆ Author and Speaker, "Ethics Considerations for City Officials," Texas Municipal League Annual Conference (Texas City Attorneys Association Fall Meeting), San Antonio, Texas (October 2019)
- ◆ Speaker, "Complying with Water Quality Laws and Regulations" and "Ethics and Water Law," HalfMoon Texas Water Laws and Regulations Seminar, Arlington, Texas (November 2018)
- ◆ Speaker, "The Stormwater Remand Rule: Understanding the Impacts to the Maximum Extent Practical," EPA Region 6 Stormwater Conference, San Antonio, Texas (September 2017)
- ◆ Author, "Emerging Trends in the Regulation of Stormwater," *Texas Environmental Law Journal*, Vol. 43 No. 1 (Fall 2012)
- ◆ Co-author, "SB 573, CCN Decertification, and Water Utility Service Issues," State Bar of Texas, 13th Annual Changing Face of Water Rights in Texas (February 2012)



Joshua D. Katz

PARTNER

AUSTIN OFFICE

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Austin, Texas 78746

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Fax: 512-320-5638
Email: jkatz@bickerstaff.com

Attorney Overview

Josh Katz practices in the areas of municipal law, environmental law, administrative law, water law, electric utility regulation, and civil litigation. He represents municipalities, river authorities, water districts, and private entities in these and related matters before state agencies and in state and federal courts.

Career Highlights

Prior to joining Bickerstaff Heath in 2010, Josh was an associate with a large Austin firm and an environmental and property law litigation boutique. He also researched and drafted publications and other documents while clerking at TCEQ and the Jones McClure Publishing Company, where he drafted and edited various *O'Connor's* legal publications.

Representative Experience

- ◆ Handled numerous environmental and property law litigation cases, including groundwater rights cases, title and easement disputes, and land use disputes
- ◆ Represented clients in contested case hearings before the Texas Commission on Environmental Quality (TCEQ) and Public Utility Commission (PUC), including electric and water utility rate cases and issues pertaining to municipal utility districts
- ◆ Drafted comments on behalf of clients in administrative rulemaking proceedings, and successfully litigated challenges of administrative rulemakings
- ◆ Participated in administrative proceedings regarding permitting and operations of municipal solid waste facilities, permitting of groundwater wells and surface water impoundments, eminent domain proceeding, electric utility transmission, generation and cost recovery, and water utility compliance and operations

Practice Areas

- ◆ Cities
- ◆ Civil Litigation
- ◆ Water Law
- ◆ Annexation & Land Use
- ◆ Environmental
- ◆ Voting Rights & Redistricting
- ◆ Groundwater Conservation Districts
- ◆ River Authorities & Water Districts

Education

- ◆ University of Houston Law Center, J.D., *cum laude*
—Chief Articles Editor, Houston Journal of Health Law and Policy, 2004-2005
—President, University of Houston Environmental and Energy Law Society, 2003-2004
- ◆ Rice University, B.A. - Economics and English

Admissions

- ◆ Supreme Court of Texas, 2005
- ◆ United States District Court for the Western District of Texas, 2012; Southern District, 2013; Eastern District, 2013
- ◆ United States Court of Appeals for the Fifth Circuit, 2010

- ◆ Litigated breach of contract disputes and other civil litigation on behalf of public entity and private party clients
- ◆ Experienced in appellate law, having drafted successful appellate briefs in appeals of administrative decisions, groundwater litigation, land use and development litigation, and breach of contract cases
- ◆ Experienced in drafting and reviewing contracts and property rights transfer documents, including water and mineral rights transfers

Organizations & Involvement

- ◆ Member, State Bar of Texas (Environmental and Natural Resources Law Section and Administrative and Public Law Section); Member, Austin Bar Association (Administrative Law Section and Natural Resources, Environmental, and Water Law Section).
- ◆ Board of Directors Member – Austin Symphony BATS (Be At The Symphony); Treasurer, 2008-2010.

Publications, Papers, & Presentations

- ◆ *Perspectives on City Authority in the ETJ*, Texas City Attorneys Association 2024 Summer Conference (June 2024).
- ◆ *Walk Hard: The Walking Quorum Story*, Texas City Attorneys Association 2020 Summer Conference (June 2020).
- ◆ *Can I Sue Your City? Dealing with the Public and Pro Se Litigants*, 2016 Texas City Attorneys Association Summer Conference (June 2016).
- ◆ *Regulatory Takings: The Intersection of Takings and Property Rights*, 2014 Texas Water Law Institute (November 2014).
- ◆ *Case Update on Texas Farm Bureau v. TCEQ*, Austin Bar Association, Natural Resources, Environmental, and Water Law Section (May 2013).
- ◆ *Case Update on Texas Farm Bureau v. TCEQ*, Texas Water Conservation Association Annual Conference (March 2013).
- ◆ *Case Law and Litigation Update*, Co-Author, presented at CLE International Texas Water Law Conference (September 2009).



Kimberly Grinnan Kelley

ASSOCIATE

AUSTIN OFFICE

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Attorney Overview

Kimberly Kelley practices in the areas of municipal, open government, water, and environmental law, among others. She is a frequent speaker on topics ranging many areas of public law, from compliance with open meetings/open records laws to municipal and water law topics.

In addition to her work at the Firm, Kimberly serves as the Internship Coordinator for the State Bar of Texas Environmental and Natural Resources Section and is involved in the Barbara Jordan American Inn of Court. She has interned for Chairman Ralph M. Hall of the House Committee on Science, Space, and Technology; interned for Judge Reed O'Connor of the U.S. District Court for the Northern District of Texas; and served as a State Bar of Texas Environmental and Natural Resources Section Intern at the Texas Parks and Wildlife Department.

Kimberly earned her J.D. from Texas Tech University School of Law, where she received numerous awards and recognition for both academic performance and extracurricular involvement. Prior to attending law school, Kimberly received her undergraduate degree from Texas A&M University.

Organizations & Involvement

- ◆ Barbara Jordan American Inn of Court
- ◆ State Bar of Texas Environmental and Natural Resources Section, Internship Coordinator
- ◆ Austin Bar Association, Austin Young Lawyers Association
- ◆ Texas Water Conservation Association
- ◆ Texas Aggie Bar Association

Practice Areas

- ◆ Cities
- ◆ Open Government
- ◆ Water Law
- ◆ Environmental

Education

- ◆ **Texas Tech University School of Law, J.D.**
 - summa cum laude
 - Order of the Coif
 - Executive Board, Symposium Editor, Texas Tech Law Review
 - Water Symposium Coordinator
 - Member, Board of Barristers—First Year Negotiations Champion
 - Distinguished Student Award—Environmental Law, Energy Law, Legal Practice, Commercial Law, American Indian Law
- ◆ **Texas A&M University, B.A.-English, magna cum laude**
 - Phi Beta Kappa Honor Society
 - Hawk Rotary Citizenship Award

Publications & Presentations

- ◆ *Case Law Update*, TWCA Annual Convention, March 2024
- ◆ Water Rights and Water Development, *Texas Practice Series, Environmental Law*, 45, Ch. 14 (2024 ed.) (with Doug G. Caroom and Susan M. Maxwell)
- ◆ *Water Law 101*, 24th Annual Changing Face of Water Law Course, February 2023
- ◆ *A Refresher on the Public Information Act and Open Meetings Act*, County Judges and Commissioners Association, October 2021
- ◆ *Legal Issues Panel: Federal Litigation of Interest*, 10th Annual Texas Groundwater Summit, Texas Alliance of Groundwater Districts, September 2021
- ◆ *Case Law Update*, TRWA/TWCA Water Law Seminar, January 2021
- ◆ *Open Government Update*, 15th Annual Advanced Texas Administrative Law Seminar presented by UT Law CLE, September 2020
- ◆ *2020 Case Law Update*, TWCA Virtual Mid-Year Conference, June 2020
- ◆ *Case Law Update*, 21st Annual Changing Face of Water Law Course, February 2020
- ◆ *Court of Federal Claims Finds U.S. Liable for Taking After Hurricane Harvey*, Co-author (with Emily W. Rogers), Rocky Mountain Mineral Law Foundation Water Law Newsletter - Vol. LIII, No. 1 2020)
- ◆ *Public Engagement in Water Decisions: Requirements and Opportunities for Public Participation and Access to Information*, 10th Annual Texas Water Law Conference, September 2019
- ◆ *Trends in Open Government*, UT Law CLE—14th Annual Advanced Texas Administrative Law Seminar, August 2019
- ◆ *Case Law Update*, Texas Water Conservation Association Annual Convention, March 2019
- ◆ *Common Issues Arising Under the Public Information Act and Open Meetings Act*, Texas Water Conservation Association / Texas Rural Water Association Water Law Seminar, January 2019
- ◆ *Administrative Appeals of Decisions by City Officials*, International Municipal Lawyers Association Conference, October 2018
- ◆ *FAQ on the Public Information Act and Texas Open Meetings Act*, Texas Association of Groundwater Districts Groundwater Summit, September 2018
- ◆ *Converting Irrigation Rights to Industrial Rights*, University of Texas Rio Grande Valley Stormwater Conference, May 2018
- ◆ *Administrative Appeals of Decisions by Code Officials*, Summit for Texas Code Enforcement Attorneys and Officials, May 2018
- ◆ *Paxton v. City of Dallas: Summary of Oral Arguments*, September 2016
- ◆ "Updates on Key Water Cases," *TWCA Confluence*, October 2016

Admissions

- ◆ Supreme Court of Texas, 2016

Attachment B: Form 1295

CERTIFICATE OF INTERESTED PARTIES

FORM 1295

1 of 1

Complete Nos. 1 - 4 and 6 if there are interested parties.
Complete Nos. 1, 2, 3, 5, and 6 if there are no interested parties.

OFFICE USE ONLY CERTIFICATION OF FILING

1 Name of business entity filing form, and the city, state and country of the business entity's place of business.

Bickerstaff Heath Delgado Acosta LLP
Austin, TX United States

Certificate Number:
2024-1206857

Date Filed:
08/28/2024

Date Acknowledged:

2 Name of governmental entity or state agency that is a party to the contract for which the form is being filed.

Red River Authority of Texas

3 Provide the identification number used by the governmental entity or state agency to track or identify the contract, and provide a description of the services, goods, or other property to be provided under the contract.

RFQ General Legal Services
Response to RFQ General Legal Services.

4	Name of Interested Party	City, State, Country (place of business)	Nature of interest (check applicable)	
			Controlling	Intermediary
	Weller, Steven H.	Austin, TX United States	X	
	Caputo , Cobby	Austin, TX United States	X	
	Russell, Claudia	Austin, TX United States	X	
	Seaquist, Gunnar	Austin, TX United States	X	
	Willms Rogers, Emily	Austin, TX United States	X	

5 Check only if there is NO Interested Party.

☐

6 UNSWORN DECLARATION

My name is Sydney W. Falk, Jr., and my date of birth is 12-26-47.

My address is Two Barton Skyway, 1601 S. Mo-Pac Expy., Suite C400, Austin, TX, 78746, USA.
(street) (city) (state) (zip code) (country)

I declare under penalty of perjury that the foregoing is true and correct.

Executed in Travis County, State of Texas, on the 28th day of August, 20 24.
(month) (year)

Signature of authorized agent of contracting business entity
(Declarant)

LLOYD GOSSELINK ROCHELLE & TOWNSEND, P.C.'S
RESPONSE TO RED RIVER AUTHORITY'S REQUEST FOR
QUALIFICATIONS FOR LEGAL SERVICES

August 29, 2024



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1. GENERAL INFORMATION

1.1. NAME AND ADDRESS OF INDIVIDUALS

Sara Thornton – Primary Contact

sthornton@lglawfirm.com; 512-322-5876

816 Congress Avenue, Suite 1900

Austin, Texas 78701

Travis County

Michael A. “Mike” Gershon – Secondary Contact

mgershon@lglawfirm.com; 512-322-5872

816 Congress Avenue, Suite 1900

Austin, Texas 78701

Travis County

1.2. FIRM CONTACT NAME AND INFORMATION

Lloyd Gosselink Rochelle & Townsend, P.C.

816 Congress Avenue, Suite 1900

Austin, Texas 78701

Travis County

512-322-5800

1.3. NUMBER OF YEARS IN BUSINESS

Lloyd Gosselink Rochelle & Townsend, P.C. (“Lloyd Gosselink” or “firm”) has been serving public and private-sector clients throughout the State of Texas for 40 years.

1.4. LIST OF PROFESSIONAL LICENSES AND CERTIFICATIONS

Texas State Bar Numbers of Attorneys Serving the Red River Authority (“the Authority”):

Sara A. Thornton	24066192	José de la Fuente	00793605
Michael A. Gershon	24002134	Nathan E. Vassar	24079508
Lauren J. Kalisek	00794063	Sarah Glaser	24079482
Ty H. Embrey	24025346		

1.5. STATEMENT OF INTEREST

Sara Thornton, the primary contact for this solicitation, and the Lloyd Gosselink team have extensive experience in water supply and water quality matters, having represented political subdivisions on these types of matters for over 40 years. With this experience, Sara and her firm are uniquely positioned to represent the Red River Authority given the clients they provide legal support to within the Red River Basin, on local, state (Texas and Oklahoma), and federal water supply and quality matters. Sara’s two clients that she has provided significant legal support to within the Red River Basin, and continues to do so, are the City of Wichita Falls and the North Texas Municipal Water District (“NTMWD”).

2. BIOGRAPHY

SARA R. THORNTON – PRINCIPAL AND PRIMARY CONTACT



Sara is a member of the Water Practice Group and the Compliance and Enforcement Practice Group. She assists clients with various water supply and water quality permitting, compliance, and enforcement issues and has particular expertise in wastewater permitting, Clean Water Act Section 404 permitting, TCEQ enforcement, and compliance with the Endangered Species Act and the National Environmental Policy Act.

Sara grew up in west Texas where she developed an appreciation for the conservation of natural resources. She attended Texas A&M University and received a B.S. in Renewable Natural Resources in 2002. During her senior year, Sara interned at the Colorado River Municipal Water District as a water quality specialist intern. Sara also completed a Master of Urban Planning at Texas A&M University in 2004. During her Masters, Sara conducted research in urban sprawl, collaborative ecosystem management, and wetland mitigation banking and was a co-author on several articles related to this research. She also collaborated on the development of the Comprehensive Plan and Economic Development Plan for the City of Navasota, Texas. Sara received her J.D. from Texas Tech School of Law in 2008. During law school, she also worked as a research assistant in the field of international water law. Sara joined Lloyd Gosselink in May 2008.

Sara frequently speaks on water supply and water quality related topics, particularly regarding the potential impacts that federal regulation, such as the listing of species under the Endangered Species Act, can have on water supply and water quality projects. Sara is a member of the State Bar of Texas (Sections on Environmental and Natural Resources Law and Administrative Law), the Austin Bar Association, the Texas Water Conservation Association, and the Water Environment Association of Texas.

Practice Areas: Water, Compliance and Enforcement

Representative Experience

- Sara represents various clients across the state, including cities, river authorities, regional water districts, and other political subdivisions of the state, as well as private industrial and commercial interests.

Professional Licenses and Education

- Admitted to the U.S. District Courts of Eastern Districts of Texas
- Admitted to State Bar of Texas (2008)
- J.D., cum laude, Texas Tech University School of Law (2008)
- Master of Urban Planning, Texas A&M University (2004)
- B.S. in Renewable Natural Resources, Texas A&M University (2002)

Honors and Awards

- Texas Tech School of Law Order of Barristers

MIKE GERSHON – WATER PRACTICE GROUP CHAIR



Mike represents groundwater districts, cities, utilities and various business interests. He advises and represents clients concerning water resource development, management and transactions, water rights, water quality, endangered species, litigation and board governance. Mike also provides strategic counsel concerning groundwater resource management and development, and negotiates and handles related transactional work. Mike served as Chairman of the Texas State Bar Environmental and Natural Resources Law Section and Chairman of the San Antonio Bar Environmental Law Section. AV/Preeminent-Rated in Natural Resources and Water Law by Martindale-Hubbell, Mike has been named in Best Lawyers in America in Water Law.

Practice Areas: Water, Litigation

Representative Experience

- Provides strategic and general counsel to several groundwater conservation districts in support of developing rules, management plans, desired future conditions, and all aspects of regulatory programs and board governance
- Offers compliance counsel on TCEQ regulations governing utility standards and Edwards Aquifer Protection Program
- Handles litigation and appellate work in state court and SOAH, including disputes involving water rights, water reuse, service area, water quality, easement/real property, and groundwater permitting
- Represents landowners and developers on all aspects of water and wastewater issues
- Provides strategic counsel concerning groundwater resource management and development, and negotiates and drafts wholesale and retail water supply agreements and groundwater leases and transfers
- Served on the Senate Bill 3 EARIP attorneys workgroup, and represents clients on matters implicating the Endangered Species Act
- Handles all aspects of water and sewer service area (CCN) issues, including certification and decertification proceedings at TCEQ, litigation at SOAH and resolution of disputes through negotiated settlements
- Prepares and evaluates applications for drilling and production permit applications on behalf of applicants and as general counsel to several groundwater conservation districts
- Provides counsel on retail and wholesale water utility ratemaking and rate appeals
- Represents municipal and investor-owned utilities on TPDES permitting and source water protection initiatives

Professional Licenses and Education

- Admitted to State Bar of Texas
- Admitted to United States District Court, Western District
- Admitted to United States Court of Appeals, Fifth Circuit
- J.D., St. Mary's University School of Law (1997)
- B.B.A. in Honors Professional Program in Accounting, University of Texas at Austin (1990)
- Honors Accounting Program, University of Oklahoma (1986-88)



LAUREN J. KALISEK – MANAGING DIRECTOR

Lauren is the Firm’s Managing Director and leads our Districts Practice Group. She has practiced for more than 20 years in Texas water utility and water quality law and she focuses on providing counsel to cities, river authorities, water districts and other local governmental organizations. Lauren is co-author of the West Texas Practice Series Environmental Law Chapter on Water Quality and has served as a speaker on the topic of water quality and Texas’ regulation of water utilities at numerous conferences.

Professional Licenses and Education

- Admitted to State Bar of Texas (1995)
- J.D., University of Texas School of Law (1995)
- B.A., University of Texas at Austin (1992)



TY H. EMBREY – GOVERNMENTAL RELATIONS PRACTICE GROUP CHAIR

Ty has represented a broad range of clients with legal and policy needs in environmental law and governmental relations related to groundwater, water and sewer utility service, surface water, water resource planning, and other environmental matters. Before joining Lloyd Gosselink in 2003, Ty served as General Counsel and led the staffs of several legislative offices and committees at the Texas Legislature. Ty served as General Counsel for the Texas Senate Natural Resources Committee, the Texas Water Advisory Council and the Joint Senate-House Committee on Water Resources as well as lead staff member for the Oil-Field Cleanup Fund Advisory Committee.

Professional Licenses and Education

- Admitted to College of the State Bar of Texas
- Admitted to State Bar of Texas
- J.D., Baylor Law School (1998)
- B.A., University of Texas at Austin (1994)



JOSÉ DE LA FUENTE – LITIGATION PRACTICE GROUP CHAIR

Joe is an advocate who loves fighting on behalf of Texans and the entities that represent them in all corners of the State. Joe uses his knowledge of his clients and the law, along with his skills as a seasoned advocate, to help clients both avoid disputes through pre-litigation counseling and resolve disputes through negotiation, mediation, arbitration, trial, and appeals. The cases that Joe handles are often unique, involving novel questions of law, frequently with hundreds of millions of dollars at stake, with implications for people throughout the State. Joe’s clients include numerous public and governmental entities.

Professional Licenses and Education

- Admitted to State Bar of Texas (1995)
- Admitted to U.S. District Courts for Western, Eastern, Northern, and Southern Districts of Texas

- J.D., University of Texas (1995) (Associate Editor, The Review of Litigation; Teaching Quizmaster)
- B.A., Plan II Honors, University of Texas (1992)



DUNCAN C. NORTON – AIR & WASTE PRACTICE GROUP CHAIR

Duncan is the Chair of the Firm’s Air and Waste Practice Group. He has more than 30 years of experience in environmental regulatory law in Texas. He focuses his practice on representing businesses and governmental subdivisions in permitting, enforcement, and rulemaking issues before the Texas Commission on Environmental Quality (“TCEQ”) and the Environmental Protection Agency.

Prior to joining Lloyd Gosselink, Duncan was the General Counsel to the TCEQ, providing legal advice and counsel to the three Commissioners appointed by the Governor on permitting, enforcement and rulemaking matters. He also managed the TCEQ’s litigation.

Professional Licenses and Education

- Board Certified in Administrative Law by the Texas Board of Legal Specialization (1990)
- Admitted to State Bar of Texas (1985)
- J.D., Texas Tech University School of Law (1984)
- B.B.A., Texas Tech University (1981)



NATHAN E. VASSAR – PRINCIPAL

Nathan’s practice is influenced by his experience in the state house and his background in both regulatory compliance and environmental litigation. He focuses on regulatory compliance, water resources development, and water quality matters, addressing permitting and enforcement, and when necessary, litigation. Nathan regularly appears before state and federal agencies, as well as courts across the state and region. Prior to joining Lloyd Gosselink, Nathan worked in commercial litigation at a boutique Dallas firm, achieving successful results for clients in a wide array of business disputes, including environmental litigation.

Professional Licenses and Education

- Admitted to State Bar of Texas
- Admitted to U.S. District Courts for Western, Eastern, Northern, and Southern Districts of Texas
- J.D., with honors, University of Texas School of Law
- B.A., University of Virginia

3. DESCRIPTION OF RELEVANT EXPERIENCE

3.1 RELEVANT EXPERIENCE

WATER SUPPLY AND WATER RIGHTS MATTERS – STATE

A key aspect of Sara's practice is assisting her clients with surface water supply matters, including all matters relevant to state water rights permitting and contracting for surface water supplies. Sara has supported both Wichita Falls and NTMWD in pursuing new water rights and amendments to existing water rights. Notably, Sara assisted NTMWD in obtaining the first water right permit in about 30 years for a major water supply reservoir, Bois d'Arc Lake, located in Fannin County within the Red River Basin. She is also currently assisting Wichita Falls in the permitting and development of Lake Ringgold that is likewise proposed for the Red River Basin. TCEQ issued the water right permit for Lake Ringgold on May 28, 2024. The permitting, design, and construction of reservoir projects present complex legal issues concerning matters such as water supply, water quality, impacts to the aquatic environment, endangered species, mitigation, land use, real property transactions (including condemnation), archeology/cultural resources, and flooding. Sara's experience with these projects position her to address virtually any issues for which an entity like the Red River Authority may need legal assistance.

Both Wichita Falls and NTMWD are wholesale water suppliers and Sara regularly assists these entities in negotiating and drafting water supply contracts with their customers. Sara has also assisted NTMWD in the negotiation of raw water supply contracts to purchase additional supplies to meet the needs of its customers.

In Sara's representation of NTMWD, she has also provided legal support in NTMWD's efforts to obtain water supplies in Oklahoma, including legal support for their pending Oklahoma water right applications, participating and tracking the adjudication of water rights in Oklahoma, and attending meeting with various Oklahoma agencies and Tribal Nations (particularly, the Caddo and Chickasaw Nations).

PERMITTING AND CONTRACTING – FEDERAL

In supporting her clients in water supply and water quality matters, Sara also offers considerable experience in compliance with federal statutes and coordinating such compliance with the applicable federal agencies, including but not limited to, the U.S. Fish & Wildlife Service, the Environmental Protection Agency (Region 6 and Headquarters), and the U.S. Army Corps of Engineers (Tulsa District, Southwest Division and Headquarters). Sara also has additional experience with the Corps regarding contracting for storage in Corps reservoirs, such as Lake Texoma and Lavon Lake. Additionally, Sara follows federal rulemaking that may affect her clients.

Sara's experience in the Red River Basin includes experience in water quality matters, particularly the permitting of wastewater discharges within the Red River Basin. Sara assisted NTMWD in obtaining and renewing an industrial Texas Pollutant Discharge Elimination System ("TPDES") permit for the discharge of a brine waste stream from a proposed water treatment plant that is proposed to use reverse osmosis technology to desalinate supplies from the Red River Basin high in sulfates, chlorides, and total dissolved solids (TDS). In assisting in the permitting of this wastewater discharge, Sara gained experience in compliance with the Red River Compact on water quality matters and coordinating these discharges with other signatories of the Compact, particularly Oklahoma. Sara has also assisted her clients in investigating opportunities to partner with other entities in the Red River Basin on TDS control projects that would generally benefit all water rights holders downstream of such projects.

Sara's experience in the Red River Basin also extends to state boundary issues in the Lake Texoma Area and she is currently supporting NTMWD in efforts to redraw the boundary in a very limited area of Lake Texoma.

Beginning in 2009, Sara assisted NTMWD in determining that the Texas-Oklahoma boundary had been incorrectly drawn in Lake Texoma. As a result, Sara prepared state legislation that was enacted by the states of Texas and Oklahoma to reform the Red River Boundary Compact Commission to redraw the boundary in a manner consistent with the provisions of the Red River Boundary Compact.

3.2 REFERENCES

The following information should be treated as proprietary and confidential in the event of any records request under the Texas Public Information Act. The Firm can provide additional references and information upon request.

Russell Schreiber

Director of Public Works

City of Wichita Falls

Russell.Schreiber@wichitafallstx.gov

(940) 761-7477

Billy George

Deputy Director

North Texas Municipal Water District

bgeorge@ntmwd.com

(469) 626-4330

Clint Ellis

General Manager

Cibolo Creek Municipal Authority

cellis@ccmatx.org

(210) 658-6241

4. POTENTIAL CONFLICTS

4.1 INDEPENDENCE

Lloyd Gosselink Rochelle & Townsend, P.C. makes the following affirmative statement:

Lloyd Gosselink is independent of the Red River Authority as defined by generally accepted auditing standards and the U.S. General Accounting Office's *Government Auditing Standards* (1988).

4.2 CONFLICTS OF INTEREST

Having performed a thorough conflict check, Lloyd Gosselink is unaware of any existing or potential conflicts of interest between the Red River Authority and our existing clients.

Lloyd Gosselink is extremely cautious and diligent in handling potential conflicts of interest that may arise in our representation of clients. We will disclose fully to our clients any potential conflicts we may identify. In some instances, agreement can be reached on limiting the representation to avoid the conflict. In other instances, the firm may withdraw from the representation if client interest will be harmed by our continued representation or be better served by the representation of a third party. We abide fully by the Texas Supreme Court's Disciplinary Rules of Professional Conduct.

6. SCHEDULE OF HOURLY BILLABLE RATES FOR SERVICES

Lloyd Gosselink's fee schedule has been structured to factor in the budget objectives of the special districts, municipalities, utilities and other public entities that compose a significant percentage of the firm's clients. Beyond our hourly rates, we believe that our firm offers immediate cost savings and efficiency in work product to the extent that we have addressed numerous, diverse issues relevant to our clients in the water utility industry. This schedule also reflects a proposed discount from the firm's standard rates for the proposed representation of the Red River Authority.

The following list is an excerpt of the rate schedule for the firm's attorneys:

Attorneys

Sara Thornton	\$ 285
Mike Gershon	\$ 310
Lauren Kalisek	310
Ty Embrey	300
Jose de la Fuente	310
Duncan Norton	330
Nathan Vassar	275

Paralegals

Audrey Cooper	\$ 130
Joe Jimenez	135

Range of Other Partners \$ 270 - 350

Range of Other Associates 220 - 260

Billing statements

Billing statements reflect daily line-by-line time entries for each professional who has worked on a particular matter. These statements are prepared and dispatched to the client monthly.

Expenses

Copies at \$0.10 per page; color copies at \$0.50 per page. No charge for LexisNexis and other computerized legal research, and at-cost charge for research of Secretary of State, county deed records and other online computerized research. Routine and non-routine travel expense is charged at the current Internal Revenue Service rate per mile. Travel time is charged but may be discounted as arranged with client in advance of the out-of-office travel. We will submit all out-of-pocket expenses incurred with each monthly statement of service.

Client Contact

Sara Thornton will be the client contact and will work closely with the other attorneys included in this response to maximize efficiency and value. Sara will engage another Firm attorney or paralegal at the Authority's request or if she believes her colleague can achieve the client's objective at a lower cost because they (i) have direct experience with a particular issue, or (ii) can capably get the job done at a lower hourly rate.

Red River Authority of Texas

Request for Qualifications Special Legal Services

Submitted by:



August 30, 2024

Contact: Emily W. Rogers
1601 S. MoPac Expressway
Suite C400
Austin, TX 78746
P: 512-472-8021
F: 512-320-5638
erogers@bickerstaff.com
www.bickerstaff.com

Section 1 – General Information

Provide the following information about each individual/firm participating in the services:

1. Name and address of individual/firm (include county)

Bickerstaff Heath Delgado Acosta LLP (“BHDA” or the “Firm”)
1601 S. MoPac Expressway
Suite C400
Austin, TX 78746
Travis County

2. Firm contact name and information

Emily W. Rogers
Managing Partner
P: 512-472-8021
F: 512-320-5638
erogers@bickerstaff.com

3. Number of years in business

44 years – The Firm was established in September 1980 in Austin, Texas.

4. List of professional licenses and certifications

This information is included below in Section 2 – Biography.

5. Statement of Interest

BHDA is recognized statewide as one of the leading Texas firms in water law. Representing entities across the state, our attorneys understand the complexities of Texas water law and the challenges associated with development and use of this limited resource. Our expertise in the areas of water rights law, strategic water planning and transactions, water utilities and rate-making requirements enables us to assist clients with the development, regulation, and distribution of their water resources, whether groundwater or surface water, to guide them through the myriad local, state, and federal laws and regulations that affect water rights and water utilities, and to represent them in often complex and contentious administrative proceedings and litigation in state and federal court. We have represented the Red River Authority of Texas (the “Authority”) in a variety of legal matters since the 1980s and would be pleased to continue this representation into the future.

Section 2 – Biography

Provide the following information about each individual(s)/firm(s) participating in the services:

1. Short biography of each individual. Attach resumes of each individual identified.

Our proposed team includes the following attorneys: Emily Rogers, Stefanie Albright, Douglas Caroom, Kimberly Kelley, Philip Arnold, Joshua Katz, Claudia Russell, and Gunnar Seaquist. A short biography follows for each team member and their resumes are included as **Attachment A** to this proposal.

Emily W. Rogers, Managing Partner – Emily Rogers practices in the areas of water and environmental law. She has extensive experience in cultivating relationships with her clients in order to resolve a broad range of water-related issues. Emily has been practicing law for more than 25 years and is Board Certified in Administrative Law by the Texas Board of Legal Specialization.

Douglas G. Caroom, Of Counsel – Doug Caroom represents entities in state and federal court in environmental, water, and endangered species litigation. He has been involved in six of the state's water rights adjudications at both the agency and state court levels. Doug has been practicing law for nearly 50 years and is Board Certified in Administrative Law by the Texas Board of Legal Specialization.

Stefanie P. Albright, Partner – Stefanie Albright practices in the areas of water law and environmental law. She represents governmental entities with matters involving general counsel services, open government, permitting and compliance, and water related issues. Stefanie has more than 16 years of experience as a water law attorney.

Kimberly G. Kelley, Associate – Kimberly Kelley practices in the areas of water and environmental, open government, and municipal law. She is an active member of the Texas Water Conservation Association and frequently presents on water law topics at local and state conferences and CLE programs. She has practiced law for eight years.

Philip B. Arnold, Partner – Philip Arnold represents private and public entity clients in litigation and general counsel matters with a principal area of practice in eminent domain litigation and right of way acquisition. He has practiced law for 16 years and frequently presents on topics affecting local governments at conferences throughout Texas.

Joshua D. Katz, Partner – Josh Katz practices in the areas of environmental law, administrative law, water law, municipal law, electric utility regulation, and related litigation. He represents public and private entities in these and related matters before state and federal agencies and in state court. He has practiced law for more than 17 years.

Claudia Russell, Partner – Claudia Russell is an experienced attorney and government relations expert with a background that includes employment in all three branches of government and an extensive network of key legislators, decision-makers, and lobbyists in Texas. Claudia's 24-year career associated with the Texas Legislature includes work for both Republican and Democrat legislators in the House and Senate.

Gunnar P. Seaquist, Partner – Gunnar Seaquist has extensive experience in litigation, having tried cases to both judges and juries. He has practiced law for 17 years and represents public and private entities in a variety of matters. Gunnar previously worked for the General Litigation and Taxation Divisions of the Texas Office of the Attorney General.

2. Describe the specific qualifications and experience of the individuals, including professional licenses and certificates.

In addition to the following information about our key attorneys, more details are included immediately above and in Attachment A (team member resumes) to this proposal.

Emily W. Rogers, Managing Partner

As legal counsel to river authorities, water districts, municipalities, and special districts, Emily Rogers assists and counsels clients regarding their water supplies, water and wastewater utility systems, and solid waste disposal issues. From permitting to transactional matters, she represents clients in matters involving surface and groundwater water rights, water and wastewater service territory and rates, water quality matters, industrial and municipal solid waste, and hazardous waste cleanup and disposal. She also advises the Firm's general counsel clients on open meetings and open records, board governance, and similar matters.

Emily represents numerous entities before the TCEQ in permitting and enforcement matters. She assists clients in preparing and filing applications for new or amended water rights, wastewater discharge permits, and solid waste disposal permits, and represents those clients in contested case hearings regarding those applications. She also assists water and sewer utilities before the PUC regarding service territory disputes and water and sewer rate matters. Additionally, she represents clients before groundwater conservation districts. In addition to her regulatory work before the TCEQ and the PUC, Emily negotiates water and sewer wholesale contracts, franchise fee agreements, reclaimed water agreements, and agreements for the purchase or lease of water rights. She assists clients in developing pretreatment regulations, stormwater and non-point source pollution control ordinances, and onsite septic system regulations. She also counsels her local government clients on impact fees and assists those clients in preparing water and sewer utility rates, usage and extension requirements, as well as drought contingency and water conservation plans.

Emily is admitted to the State Bar of Texas, the Supreme Court of Texas, the Fifth Circuit Court of Appeals, and the U.S. District Court for the Western District of Texas. She is Board Certified in Administrative Law by the Texas Board of Legal Specialization.

Stefanie P. Albright, Partner

Stefanie Albright represents governmental entities, including municipalities, regional authorities, water districts, and water supply corporations with matters involving open government, general counsel services, water quality, water and wastewater utilities, water rights, and permitting and compliance. She currently serves as general counsel to Upper Brushy Creek Water Control and Improvement District.

Stefanie's representative experience includes providing general counsel services, including the creation, organization, and operation of water and wastewater utilities, to regional authorities, water districts, and other water utilities in Texas; advising clients regarding general governance and transparency issues relating to the Texas Open Meetings Act, Texas Public Information Act, governmental immunity, competitive bidding, conflicts of interest, and general ethics; representing clients in negotiations related to the purchase and sale of regional water and wastewater systems; negotiating and drafting developer agreements relating to the construction of water and wastewater utilities, developer reimbursements, capacity allocations, and facility conveyances; preparing and executing real property documents, including easements and license agreements; and negotiating and preparing agreements for water and wastewater service and supply. She has 16 years of experience as a water law attorney and is admitted to the State Bar of Texas.

Douglas G. Caroom, Of Counsel

Doug Caroom has almost five decades of experience as an attorney and has handled some of the most important Texas water rights cases in recent decades. He practices in the areas of water and environmental law, administrative law, and public law. Doug assists municipalities, river authorities, water districts, and private property owners in all phases of regulation, use, and development of surface water rights and groundwater regulation. He represents entities in state and federal court in environmental, water, and endangered species litigation. Having been involved in six of the State's water rights adjudications at both the agency and state court levels, Doug has advised clients on water management and system operations issues and represented them in efforts to obtain or amend water rights.

Prior to joining the Firm, Doug served as Chief of the Environmental Protection Division of the Office of the Attorney General of Texas. He is Board Certified in Administrative Law by the Texas Board of Legal Specialization and is admitted to the State Bar of Texas. He is admitted to practice before the U.S. Supreme Court; the U.S. Court of Appeals for the Fifth, Ninth, and Tenth Circuits, and the U.S. District Courts for the Northern and Western Districts of Texas.

Kimberly G. Kelley, Associate

Kimberly Kelley practices in the areas of water and environmental, open government, and municipal law. She currently represents the City of Lakeway, City of Granite Shoals, and Village of Salado with matters including

open government compliance (Public Information Act), drafting resolutions and ordinances on issues ranging from First Amendment to land use to general city matters, and frequently fills in as city attorney in open meetings for these cities.

Kimberly is an active member of the Texas Water Conservation Association and frequently presents on water law topics at local and state conferences and CLE programs. She also oversees the internship program for the Environmental and Natural Resources Program section of the State Bar of Texas. She has practiced law for eight years and is admitted to the State Bar of Texas.

Philip B. Arnold, Partner

Philip Arnold represents private and public entity clients in litigation matters with a principal area of practice in eminent domain litigation and right of way acquisition. He has counseled clients in a variety of local governmental issues, including eminent domain litigation; real estate transactional and title issues; water law litigation; redistricting; U.S.C. § 1983 Civil Rights defense; drafting Interlocal Agreements, Tax Rebate Zones (TRZs) and Economic Development Agreements.

Prior to entering private practice, Philip worked for eight years in the Transportation Division of the Office of the Texas Attorney General where he litigated hundreds of cases involving eminent domain, tort, and State Office of Administrative Hearings (SOAH) cases. He also served as the project manager for the Interstate Highway 69 and FM 2234 project in Fort Bend County.

Additionally, he is the founder and chair of the Austin Bar Association's Eminent Domain Section. Philip is admitted to the State Bar of Texas, and the U.S. District Courts for the Northern, Southern, Eastern, and Western, Districts of Texas.

Joshua D. Katz, Partner

Josh Katz practices in the areas of municipal law, environmental law, administrative law, water law, electric utility regulation, Public Information Act and Open Meetings Act issues, and related litigation. He represents municipalities, river authorities, water districts, and private entities in these and related matters before state and federal agencies and in state court.

Mr. Katz has provided general and specialty counseling to public entity clients in various areas of the law including ordinance drafting, annexation, eminent domain, utilities, elections, building code, procurement, employment, zoning, and land use matters. In addition, he has handled numerous environmental and property law litigation cases including groundwater rights cases, title and easement disputes, and land use disputes.

He has represented clients in contested case hearings before the Texas Commission on Environmental Quality (TCEQ) and Public Utility Commission (PUC), including electric and water utility rate cases and issues pertaining to municipal utility districts. He has also drafted comments on behalf of clients in administrative rulemaking proceedings and participated in administrative proceedings regarding permitting and operations of municipal solid waste facilities, permitting of groundwater wells and surface water impoundments, electric utility transmission, generation and cost recovery, and water utility compliance and operations. In addition, Josh has appellate experience, having briefed numerous cases before the Courts of Appeals in Texas, the Texas Supreme Court, and the Fifth Circuit Court of Appeals. He is admitted to the State Bar of Texas; the U.S. District Courts for the Western, Eastern, and Southern Districts of Texas; and the U.S. Court of Appeals for the Fifth Circuit.

Claudia Russell, Partner

Claudia Russell is an experienced attorney and government relations expert with a background that includes employment in all three branches of government. She has developed an extensive network of key Republican and Democrat legislators in the House and Senate during her 24-year career associated with the Texas

Legislature. She served as General Counsel to Texas State Senator Judith Zaffirini during the 79th Legislative Session, was Chief of Staff in the 78th Session to Representative Tommy Merritt and worked for Speaker of the House James E. “Pete” Laney in the 77th Session.

She has been successful in passing legislation for many clients, including the Red River Authority of Texas, the Lavaca-Navidad River Authority, the City of New Braunfels, and the Canadian River Municipal Water Authority.

Prior to joining the Firm, Claudia worked for the Texas Commission on Environmental Quality in their water quality legal division. She is a registered lobbyist and is admitted to the State Bar of Texas and the State Bar of Mississippi.

Gunnar P. Seaquist, Partner

Gunnar Seaquist has extensive experience in litigation, having tried cases to both judges and juries. He represents both public and private entities in matters involving commercial disputes, regulatory compliance, land use, real estate, construction defects, employment practices, eminent domain, voting rights, statutory and constitutional rights, and personal injury. He also advises clients on compliance with state and federal laws and administrative regulations, and counsels governmental entities on issues of open government, governmental procedure, and contracting.

Before joining the Firm, he practiced in the General Litigation and Tax divisions of the Texas Office of the Attorney General.

Gunnar is admitted to the State Bar of Texas. He is also admitted to practice before the U.S. Fifth Circuit Court of Appeals; and the U.S. District Court for the Northern, Southern, Eastern, and Western Districts of Texas.

Section 3 – Description of Relevant Experience

1. Provide a description of relevant experience.

BHDA represents a wide variety of water districts, including river authorities, special utility districts, groundwater districts, and numerous other types of districts throughout the state. We provide experienced and comprehensive services to our clients. Our services include:

Surface Water Rights, Reuse Permitting, and Interbasin Transfers: Assisting clients in obtaining, amending, and protesting permanent and temporary water rights permits, indirect reuse permits, direct reuse authorizations, and interbasin transfers, and representing clients before Texas Commission on Environmental Quality (TCEQ) and the State Office of Administrative Hearings (SOAH) in contested cases regarding the applications.

Water Supply and Management, and Comprehensive Strategic Planning: Advising clients on water management issues; assisting them in the development of water management plans; helping clients develop comprehensive strategic plans designed to maintain existing water supplies and identify and acquire additional supplies from sources, including groundwater, desalination, aquifer storage and recovery, reclamation and reuse, new reservoir construction, interstate water marketing, intrastate water transfers between basins, and conjunctive use.

Wholesale and Retail Water and Wastewater Supply Contracts: Representing clients in contractual disputes relating to the provision of water or wastewater service; and negotiating and drafting wholesale raw and treated water supply contracts and wastewater treatment and disposal contracts.

Water Sales, Transfers and Leases and Water Marketing: Assisting clients in the sale and transfer of surface water and groundwater rights; advising both sellers and purchasers in drafting and negotiating leases; and counseling clients on the acquisition of groundwater rights and related easements for use of the surface water.

Water Facility and Land Acquisitions and Sales; Eminent Domain: Counseling clients in the acquisition of water facilities and associated real property, such as reservoirs, reservoir sites, flood easements, dams, diversion facilities, water transmission pipelines, utility easements, groundwater wells, and surface easements; and negotiating and preparing all necessary contractual documents in coordination with the financing of the project on behalf of clients. Representing public entities and utilities with the acquisition of water rights, water and wastewater right-of-way easements, street right-of-way, and other property interests in connection with water, wastewater, street, and development projects, including acquisition through eminent domain/condemnation.

Water and Wastewater Utility Regulation: Assisting clients in preparing, drafting, and adopting extension policies, utility infrastructure requirements, service applications, and service contracts with developers; and preparing rate ordinances and tariffs and advising clients on impact fees.

Water Rate Cases and Appeals: We have counseled numerous wholesale and retail water and wastewater service providers in connection with rate challenges and have represented numerous clients in rate cases before the TCEQ and its predecessor agencies, and the Public Utilities Commission of Texas (PUC). In September 2014, jurisdiction over water and wastewater rate cases was transferred to the PUC, where we have an active practice. Moreover, our rate case experience before TCEQ is directly transferrable to similar cases before the PUC.

Environmental Permitting: Representing clients in all phases of wastewater permitting and storm water regulation. We help clients obtain permits for hazardous and radioactive waste disposal, including incineration, waste storage and disposal facilities, and landfills. In light of ever-changing enforcement regulations and the maze of federal and state regulations, clients rely on our firm to assist them in maintaining compliance, avoiding or minimizing time spent in enforcement proceedings and, if necessary, negotiating with federal and state decision makers.

Preparing and filing wastewater permit applications with the TCEQ, including requests for site-specific standards and variances from the water quality standards. We also represent clients before the SOAH and TCEQ in administrative litigation concerning the issuance of permits.

Representing clients facing enforcement for alleged environmental violations before the TCEQ and EPA, both in negotiating with the agencies to try to lower or eliminate monetary fines or other sanctions and in enforcement hearings before those agencies. We also assist clients in developing and negotiating supplemental environmental projects (SEPs), which may sometimes be implemented in lieu of paying all or a portion of a penalty.

Certificates of Convenience and Necessity: Representing clients in all types of matters involving water or wastewater Certificates of Convenience and Necessity (CCNs), including the application process to obtain or amend CCNs, preparing and filing the CCN applications, providing the necessary notice, and litigating the CCN application, if opposed; and representing clients before the state agency and SOAH when CCN applications are filed by competing utilities, and in decertification and cease-and-desist actions.

General Counsel and Outside Counsel: Representing river authorities, water districts, and groundwater districts in the capacity of general counsel; providing legal assistance on various matters, including employment matters, ethics issues, open records and open meetings matters, general and water-related litigation, voting rights issues, elections, annexations, and redistricting, and contracts and leases; assisting our clients in drafting and adopting rules and policies; preparing takings impact assessments, if necessary; and advising our clients on scope of authority issues.

Legislative Representation: Representing the interests of river authorities, water districts, and groundwater districts before the Texas Legislature; and defending entities in state court challenges to their enabling legislation and legislative authority.

Litigation: Representing public entities in water-related litigation including the legal areas mentioned above.

REPRESENTATIVE EXPERIENCE

TCEQ Experience

Environmental Permitting and Enforcement

Our attorneys have litigated numerous permitting cases before TCEQ and SOAH. The following are representative examples of administrative cases tried by our team:

- ◆ In the Matter of an Enforcement Action Concerning Trinity River Authority and the City of Irving; TCEQ Docket No. 2017-0444-WQ-E. The Firm successfully represented the City of Irving in an enforcement action resolved through a settlement agreement.
- ◆ Application of the City of Wimberley, Permit No. WQ0013321001; SOAH Docket No. 582-15-3337; TCEQ Docket No. 2015-0482-MWD. The Firm successfully represented the City of Wimberley in a contested case hearing involving its wastewater permit application for the City's new wastewater treatment plant. The matter was successfully resolved through a settlement agreement.
- ◆ In the Matter of an Enforcement Action Concerning Orange County Water Control and Improvement District No. 2; Permit No. WQ0010240001; TCEQ Docket No. 2012-1424-MWD-E. The Firm successfully represented the District in an enforcement action resolved through a settlement agreement.
- ◆ Application of the AGUA Special Utility District, Permit No. WQ0014415001; The Firm successfully represented the AGUA Special Utility District in amending its wastewater discharge permit.

Surface Water Rights, Reuse Permitting, and Interbasin Transfers

BHDA frequently obtains, amends, and protests permanent and temporary surface water rights permits, indirect reuse permits, and interbasin transfers on behalf of clients before the Texas Commission on Environmental Quality (TCEQ). Many of these matters involve contested case proceedings referred to the State Office of Administrative Hearings (SOAH). We have assisted numerous river authorities, municipalities, and other public and private clients in obtaining, amending, or protesting water rights permits for reservoirs and other projects in river basins throughout the state. Our representative experience includes the following matters:

- ◆ SOAH Docket No. 582-10-4184; TCEQ Docket No. 2005-1490-WR; Concerning the Application by the Brazos River Authority for Water Use Permit No. 5851; The Firm represented the Brazos River Authority (BRA) in obtaining its System Operation Permit and related Water Management Plan, which involved appropriation of up to 450,000 acre-feet of water annually, without construction of a new reservoir or other facility; the permit authorized appropriation of return flows, transfer of water using the bed and banks of the Brazos River, and interbasin transfer, while satisfying all environmental flow standards; it has been described by TCEQ staff as the most complicated water rights application ever handled by the agency.
- ◆ SOAH Docket No. 582-17-0553; TCEQ Docket No. 2016-0531-WR; Application by Lower Colorado River Authority for the Amendment of Certificate of Adjudication No. 14-5434. The Firm represented LCRA in a contested case hearing involving the amendment of its Garwood water right.
- ◆ The Firm represents the City of El Paso as amicus curiae in the original action, *Texas v. New Mexico and Colorado*, pending in the United States Supreme Court.

- ◆ Represented the Red River Authority of Texas in applying for and obtaining a permit authorizing impoundment and use of saline water by Area VII facilities (Chloride Control Project).
- ◆ Represented the Red River Authority of Texas in the Salinity Gradient Solar Pond Project at Truscott with Good Earth Mechanics, LLP (GEM) as a means of enhancing Truscott's chloride control capabilities and generating electric power.
- ◆ Represented the Red River Authority of Texas in a legislative request for the purchase and development of groundwater rights.

PUC Experience

Certificates of Convenience and Necessity

Our firm is experienced in representing clients in all types of matters involving water or wastewater CCNs, including the application process to obtain or amend CCNs, preparing and filing the CCN applications, filing applications to decertify certificated territory, providing the necessary notice, and litigating CCN applications, if opposed. We also represent clients before the state agency and SOAH when CCN applications are filed by competing utilities, and in decertification and cease-and-desist actions. Some representative examples of our work include:

- ◆ TCEQ Docket No. 2008-0063-UCR; Certificates of Convenience and Necessity Nos. 11772 and 10194; City of McKinney Application Pursuant to Texas Water Code § 13.248 to exchange service territory and customers. The Firm represented the City in the transaction and before the TCEQ.
- ◆ SOAH Docket Nos. 582-02-1652, 582-03-1820, 582-03-1821 & 582-03-1824; TCEQ Docket Nos. 2001-1300-UCR, 2001-0831-UCR, 2002-1278-UCR, & 2002-1281-UCR; Represented the City of McKinney in Applications of the Cities of McKinney, Melissa and Anna and North Collin Water Supply Corporation to Amend Water CCN Nos. 10194, 11482, 12976, 11035 and sewer CCN No. 20898 and of the City of Melissa to Obtain a Sewer CCN, in Collin County. The Firm represented the City of McKinney before TCEQ and SOAH.
- ◆ Application from the City of McKinney, CCN No. 10194, to Acquire Facilities and to Transfer and Cancel CCN No. 10190 of Danville Water Supply Corporation (WSC) in Collin County; Application No. 37077-S. The Firm represented the City in this transaction and before the TCEQ.
- ◆ TCEQ Docket No. 2011-1444-UCR; Represented the City of Marble Falls in request for a Commission order approving a contract designating service areas between the City of Marble Falls, Certificate of Convenience and Necessity No. 11137, and the Lower Colorado River Authority, Certificate of Convenience and Necessity No. 11670. The Firm assisted the City and filed and processed the application before the TCEQ.
- ◆ Docket No. 45476; Application of City of Marble Falls to Amend its Certificates of Convenience and Necessity in Burnet County; Before the Public Utility Commission of Texas. The Firm assisted with preparation of the application and its processing at the PUC.
- ◆ Docket No. 46215 Application of Commons Water Supply, Inc. to Amend a Water Certificate of Convenience and Necessity in Harris County; Before the Public Utility Commission of Texas. The Firm assisted this utility before the PUC in amending its service area.
- ◆ PUC Docket No. 45679; SOAH Docket No. 473-16-5295.WS; The Firm represented the Guadalupe-Blanco River Authority in an expedited decertification case before the PUC.

Water Rate Cases and Appeals

We have counseled numerous wholesale and retail water and wastewater service providers in connection with rate challenges and have represented numerous clients in rate cases before the Texas Commission on Environmental Quality (TCEQ) and its predecessor agencies. In September 2014, jurisdiction over water and

wastewater rate cases was transferred to the PUC, where we have an active practice. Moreover, our rate case experience before TCEQ is directly transferrable to similar cases before the PUC. Representative experience includes:

- ◆ Docket No. 54576; Petition by Ratepayers Appealing the Water Rates Established by Red River Authority of Texas; Before the Public Utility Commission. The Firm represents the Red River Authority and obtained a recommendation to dismiss the proceeding.
- ◆ Docket No. 44773; Application of Crystal Systems Texas, Inc. for a Rate/Tariff Change, May 2015; Before the Public Utility Commission of Texas. The Firm represented this utility during its rate proceeding.
- ◆ Docket No. 2014-2093-UCR; Petition of Fort Belknap to Appeal the Wholesale Water Rate Increase Imposed by the City of Graham, CCN No. 11153, May 2014; Before the Texas Commission on Environmental Quality. The Firm represented the City of Graham in this matter.
- ◆ Docket No. 46701; City of Howardwick Ratepayers' Appeal of Decision of the Red River Authority of Texas' Decision Affecting Water and Sewer Rates, Fall 2016; Before the Public Utility Commission. The Firm represented the Red River Authority and obtained a dismissal of the proceeding.

Wholesale Water Supply Contract Experience

BHDA negotiates and drafts wholesale water supply contracts and leases for the provision of water supply, including contracts for municipalities, river authorities, water districts, hydroelectric utilities, industries, and golf courses. Our representative experience includes:

- ◆ The Firm represented Lavaca Navidad River Authority (LNRA) in developing contracts for water sales out of Lake Texana in Jackson County, Texas to the City of Corpus Christi and Formosa Plastics and others.
- ◆ The Firm represented the Guadalupe-Blanco River Authority (GBRA) in negotiating and drafting wholesale water supply contracts (both for groundwater and surface water) with numerous GBRA customers.
- ◆ The Firm assisted the Colorado River Municipal Water District (CRMWD) in negotiating the renewal of its groundwater lease in Ward County with UT System's University Lands and represented CRMWD in negotiating and drafting wholesale raw water supply contracts for various municipal and industrial customers.
- ◆ The Firm represented the Canadian River Municipal Water Authority (CRMWA) in negotiating and drafting multiple amendments of its wholesale water contracts with its eleven member cities, to support financing of CRMWA's water rights acquisitions and construction of related facilities.

Eminent Domain Experience

BHDA assists public entities and utilities with the acquisition of water rights, water leases, water and wastewater right-of-way easements, street right-of-way, powerline easements, and other property interests in connection with water, wastewater, street and development projects, including acquisition through condemnation/eminent domain. Our representative experience includes:

- ◆ The Firm is currently engaged to handle condemnation matters for the City of Austin, City of Irving, City of College Station, City of Wichita Falls, Guadalupe-Blanco River Authority, San Antonio River Authority, Austin Energy, and the Texas Department of Transportation. The nature of these cases ranges from fee simple acquisitions for roadway projects, water and sewer line projects, and easements for electric utility lines. The Firm also regularly represents local governments in inverse condemnation and regulatory takings cases.

- ◆ The Firm is currently representing the Texas Department of Transportation (TxDOT) on the Interstate 35 and Ranch Road 620 highway expansion projects. These projects will involve the condemnation of approximately 100 parcels. Additionally, the Firm represents TxDOT in acquiring parcels on US Highway 281 and Loop 1604.
- ◆ We also currently represent several entities in condemnation cases, including Austin Energy's upgrade to transmission line facilities through central Austin and several roadway acquisition projects for the City of Austin.
- ◆ In addition to the above projects, the Firm represented the Central Texas Regional Water Supply Corporation in negotiating complex operating and financing agreements relating to development and construction of its 142-mile, \$900 million water transmission pipeline project to deliver water from a location in Burleson County for delivery in Bexar County. This project involved the acquisition of over 400 parcels. The Firm assisted the water supply corporation in voluntary acquisitions and condemnation proceedings in acquiring waterline right-of-way easements and related fee properties necessary for its project.
- ◆ The Firm also assisted a South Texas special utility district as general counsel and in condemnation proceedings in a large-scale wastewater infrastructure project. The project involved acquiring 420 easements and related fee properties in an urbanized area for the construction of a new sewer system to provide first-time sewer service to residents. We assisted the client in all aspects of the acquisition project, from preparing, managing, and negotiating offers to landowners, and preparing conveyance documents, to representing the client in over 90 condemnation proceedings when landowner agreement could not be obtained.

2. All Respondents shall include a list of a minimum of three references, for similar services only. Include names, contact persons, and phone numbers.

◆ **Canadian River Municipal Water Authority**

Drew Satterwhite, General Manager
P: (806) 865-3325
E: ksatterwhite@crmwa.com

◆ **Lavaca Navidad River Authority**

Patrick Brzozowski, General Manager
P: (361) 782-5229
E: pbrzozowski@lnra.org

◆ **Lower Colorado River Authority**

Lyn Clancey, Senior Water Policy Advisor
P: (512) 578-3292
E: Lyn.Clancey@lcra.org

Section 4 – Conflicts

Provide a description of any conflicts of interest or potential conflicts, as follows:

- 1. Provide an affirmative statement that the firm is independent of the Authority as defined by the U.S. General Accounting Office's Government Auditing Standards (1988).**

Bickerstaff Heath Delgado Acosta LLP is independent of the Authority as defined by the U.S. General Accounting Office's Government Auditing Standards.

2. List any and all engagements within the last three (3) years that are or might otherwise be a conflict of interest with the Authority.

After a diligent search of our records, we did not identify any engagements within the past three years that would be considered a conflict of interest with the Authority.

Section 5 – HB 1295 Compliance

Provide a signed form in compliance with HB 1295. Texas House Bill 1295 (effective 1/1/2016) requires individual(s)/firm(s) to complete Form 1295 and disclose all interested parties to the proposed project/contract.

Please see **Attachment B** for the Firm's completed Form 1295.

Section 6 – Schedule of Rates

Provide a schedule of hourly billable rates for type of services, i.e. monthly retainer, rate to attend meetings, rate to attend court, rate for document drafting/review, etc.

The hourly rates listed below are for the key attorneys included in this proposal along with support staff who may work with these attorneys (i.e., legal assistants and our GIS specialist) on legal projects for the Authority. These rates are applicable to the variety of legal services we would provide to the Authority. No retainer would be required.

◆ Emily W. Rogers	\$400
◆ Stefanie P. Albright	\$385
◆ Douglas G. Caroom	\$470
◆ Kimberly G. Kelley	\$310
◆ Philip B. Arnold	\$385
◆ Joshua D. Katz	\$385
◆ Claudia Russell	\$395
◆ Gunnar P. Seaquist	\$385
◆ Legal Assistants	\$210
◆ GIS Specialist	\$260

Attachment A: Attorney Resumes



Emily Willms Rogers

MANAGING PARTNER

AUSTIN OFFICE

1601 S. MoPac Expressway
Suite C400
Austin, Texas 78746

Phone: 512-472-8021
Fax: 512-320-5638
Email: erogers@bickerstaff.com

Attorney Overview

Emily Rogers practices in the areas of water and environmental law. From permitting to transactional matters, Emily represents cities, river authorities, and water districts in matters involving surface and groundwater water rights, water and wastewater utility matters, water issues, and industrial and municipal solid waste disposal.

Born and raised in San Marcos, Texas, Emily earned her J.D. from the University of Houston Law Center after completing her B.A. degree from the University of Texas and her M.A. degree from Southwest Texas State University. After law school, she returned to Austin and was a staff attorney at the Texas Natural Resource Conservation Commission, the predecessor agency to the Texas Commission on Environmental Quality, where she represented the agency in contested cases involving wastewater permit applications and provided legal counsel to the state's Superfund program.

Board Certified in Administrative Law, Emily is the reporter on Water Law Developments in Texas for The Foundation for Natural Resources and Energy Law's *Water Law Newsletter*. She is also the co-author of the River Authorities and Regional Water Districts chapter in *Essentials of Texas Water Resources* and previously served as a columnist for the *Texas Environmental Law Journal*. In addition, she is a frequent speaker at water law and local government conferences.

Emily is an active member of the Texas Water Conservation Association, where she serves as a board member and chair of the Flood and Navigation Panel. She also serves on the Administrative Law Advisory Commission of the Texas Board of Legal Specialization, is a member of the Administrative and Public Law Council for the Administrative and Public Law Section of the State Bar of Texas, and is co-chair of the Water Rights Committee of the Real Estate, Probate and Trust Law Section of the State Bar of Texas. In addition to her volunteer involvement and leadership roles, Emily serves as the Managing Partner of Bickerstaff Heath Delgado Acosta LLC.



Practice Areas

- ◆ General Counsel
- ◆ Cities
- ◆ Water Law
- ◆ Environmental
- ◆ River Authorities & Water Districts
- ◆ Groundwater Conservation Districts

Education

- ◆ University of Houston Law Center, J.D., *cum laude*
- ◆ Southwest Texas State University, M.A. in History, with honors
- ◆ The University of Texas, B.A. in History

Admissions

- ◆ Supreme Court of Texas, 1997
- ◆ U.S. Court of Appeals for the Fifth Circuit
- ◆ U.S. District Court for the Western District of Texas

Career Highlights

- ◆ Board Certified in Administrative Law, Texas Board of Legal Specialization
- ◆ Former staff attorney at the Texas Natural Resource Conservation Commission (predecessor agency to the Texas Commission on Environmental Quality)
- ◆ The Best Lawyers in America®, Water Law, 2024-2025
- ◆ Recipient of the 2017 Texas Water Conservation Association President's Award

Representative Experience

- ◆ Emily represents cities, water districts, and private entities before the Public Utility Commission of Texas (PUC), the Texas Commission on Environmental Quality (TCEQ), and the State Office of Administrative Hearings (SOAH). Her practice before the PUC includes filing and assisting clients with the applications for new or amended certificates of convenience and necessity, assisting clients with the sale or purchase of retail public utilities, and the transfer of CCN territory between retail and public utilities including filing sale, transfer, merger applications, and Texas Water Code § 13.248 agreements designating service territory. Emily also assists clients with expedited decertification petitions. In addition, she represents clients before the PUC in rate-making proceedings and appeals of rate changes, and service area disputes. She also advises clients with issues related to retail public utilities with federal debt, and assists the Firm's litigation team in lawsuits against both private and governmental clients involving claims under 7 U.S.C.A. § 1926(b). Emily's TCEQ practice includes representing clients in permitting and enforcement matters. She assists clients in preparing and filing applications for new or amended water rights, wastewater discharge permits, and solid waste disposal permits. If any of her clients' matters before the PUC or TCEQ are contested, she represents them in contested case hearings before SOAH.
- ◆ In addition to her regulatory work before the TCEQ and the PUC, Emily negotiates water and sewer wholesale contracts, franchise fee agreements, reclaimed water agreements, and agreements for the purchase or lease of surface water and groundwater rights. She assists clients in developing pretreatment regulations, stormwater and non-point source pollution control ordinances, and onsite septic system regulations. She also counsels her local government clients on impact fees, and assists those clients in preparing water and sewer utility rates, usage and extension requirements, as well as drought contingency and water conservation plans. Additionally, Emily counsels clients in groundwater regulatory matters and assists clients with groundwater rights permitting.

Organizations & Involvement

- ◆ Board of Directors, Texas Water Conservation Association, 2017-present
- ◆ Chair, Flood and Navigation Panel, Texas Water Conservation Association, 2022-present
- ◆ Member, Administrative Law Advisory Commission, Texas Board of Legal Specialization, 2022-present
- ◆ Member, Administrative and Public Law Council, State Bar of Texas Administrative and Public Law Section, 2022-present

- ◆ Co-chair, Water Rights Committee, State Bar of Texas Real Estate, Probate and Trust Law Section, 2023
- ◆ Co-chair, Changing Face of Water Law, 2019 and 2020
- ◆ Planning Committee, Changing Face of Water Law (formerly Changing Face of Water Rights) - 2009, 2011, 2012, 2015, 2016, 2017, 2018
- ◆ Planning Committee, Texas Water Law Institute's Texas Water Law CLE, 2014, 2015, and 2016
- ◆ Planning Committee, Texas Rural Water Association/Texas Water Conservation Association Water Law Seminars, 2013, 2017, and 2019
- ◆ Chairperson, Water Law Committee, Texas Water Conservation Association, 2015-2017
- ◆ Reporter, Water Law Developments in Texas, The Foundation for Natural Resources and Energy Law's *Water Law Newsletter*
- ◆ Recent Developments Columnist on Water Rights, *Texas Environmental Law Journal*, 2010-2023
- ◆ State Bar of Texas (Environmental and Natural Resources Law Section; Natural Resources, Environmental, and Water Law Section)
- ◆ *Houston Law Review*, Articles Editor
- ◆ Texas Water Conservation Association, Member

Presentations & Publications

- ◆ Annexation and CCN Issues, Speaker, 2024 Texas Groundwater Summit (August 2024)
- ◆ Current Legal Issues, Panel Member, 2023 Texas Groundwater Summit (August 2023)
- ◆ Overview: PUC Management of Water-Related Matters, Speaker, TexasBarCLE 24th Annual Changing Face of Water Law (February 2023)
- ◆ How to Fight a MUD and Why You Should, Speaker, 2022 Texas City Attorneys Association Summer Conference (June 2022)
- ◆ "River Authorities and Regional Water Districts," Co-author (with Lyn Clancy), Chapter 9, *Essentials of Texas Water Resources*, Mary K. Sahs and Holly Heinrich, Editors
- ◆ "North Texas Municipal Water District Wholesale Rate Appeal" Co-author (with Lyn Clancy), *Rocky Mountain Mineral Law Foundation Water Law Newsletter*, Vol. LIV, No. 1 (2021)
- ◆ Public Interest Texas in Wholesale Rate Cases, Co-speaker (with Lyn Clancy), TexasBarCLE 22nd Annual Changing Face of Water Law (February 2021)
- ◆ What Water District Board Members and Managers Need to Know About Open Records, Speaker, 2020 Association of Water District Boards' Virtual Annual Conference (August 7-8, 2020)
- ◆ "Court Rules It Has Jurisdiction in Groundwater Takings Case," Author, *Rocky Mountain Mineral Law Foundation Water Law Newsletter*, Vol. LIII, No. 3 (2020)
- ◆ Key Water Related Legal Issues for Landowners, Speaker, TexasBarCLE 21st Annual Changing Face of Water Law (February 2020)

- ◆ "Court of Federal Claims Finds U.S. Liable for Taking After Hurricane Harvey," Co-author (with Kimberly Grinnan Kelley), *Rocky Mountain Mineral Law Foundation Water Law Newsletter* - Vol. LIII, No. 1 (2020)
- ◆ This is Jeopardy: Who's Who and What's What in Water, Speaker, TexasBarCLE 19th Annual Changing Face of Water Law (February 2018)
- ◆ Case Law Update, Co-speaker, Texas Groundwater Summit (August 2017)
- ◆ Legislative Wrap Up, Speaker, TWCA Mid-Year Conference, (June 2017)
- ◆ "Court Addresses Reuse Permitting Requirements in the Brazos River Basin," Author, *TWCA Confluence Newsletter* (April 2017)
- ◆ Brazos River Authority System Operation Permit, Speaker, TWCA 73rd Annual Convention (March 2017)
- ◆ Issues Out of BRA SysOps, Speaker, TexasBarCLE 18th Annual Changing Face of Water Rights (February 2017)
- ◆ Surface Water: Case Law Update & TWCA Surface Water Committee Legislative Preview, Co-Author/ Speaker, TWCA/TRWA Water Law Conference (January 2017)
- ◆ CCN Updates Panel: Decertification & Compensation, Panel Moderator, TWCA/TRWA Water Law Conference (January 2017)
- ◆ Legal Issues with Permitting Amenity Ponds, Author/Speaker, UT Law CLE Texas Water Law Institute (November 2016)
- ◆ Case Law Update, Author/Speaker, TWCA Fall Conference (October 2016)
- ◆ Liability for Flooding: Takings of Property, Speaker, 18th Annual Water Quality Management and Planning Conference (May 16-22, 2016)
- ◆ "Let's Facebook That - Using Social Media," Author, *TWCA Confluence Newsletter* (October 2015)
- ◆ Case Law Update, Author/Speaker, UT Law CLE Texas Water Law Institute (October 2015)
- ◆ Case Law Update, Author/Speaker, TWCA Fall Conference (October 2015)
- ◆ Regional Water Contracting and Land Use Development, Author/Speaker, CLE International's 25th Texas Water Law Conference (October 2015)
- ◆ Texas Water Law and Developing Innovative Water Supplies, Speaker, StormCon Austin - The North American Surface Water Quality Conference and Expo (August 2015)
- ◆ Legislative Update 2015: Water Law, Author/Speaker, TexasBarCLE (July 2015)
- ◆ "Texas Court of Appeals Finds TCEQ's Drought Rules Exceed Authority," Author, *TWCA Confluence Newsletter* (June 2015)
- ◆ "Has The Texas Supreme Court Expanded Takings Liability for Flooding?" Author, *TWCA Confluence Newsletter* (March 2015)

- ◆ Legislative Update for the 84th Legislature Regular Session, Author/Speaker, TWCA Mid-Year Conference (June 2015)
- ◆ Surface and Groundwater Water Rights 101, Speaker, 17th Annual Water Quality Management & Planning Conference (May 2015)
- ◆ State Water Planning 101, Author/Speaker, Texas City Attorneys Association, 2014 Summer Conference (June 2014)
- ◆ Environmental Regulatory Hurdles for Your Storm Water and Flood Control Project, Speaker, 16th Annual Water Quality Management & Planning Conference (April 2014)
- ◆ Legal Issues Regarding the Reuse of Wastewater, Speaker, 16th Annual Water Quality Management & Planning Conference (April 2014)
- ◆ Protecting Groundwater Quality, Speaker, 16th Annual Water Quality Management & Planning Conference (April 2014)



Stefanie P. Albright

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Attorney Overview

Stefanie Albright practices in the areas of water law and environmental law. She has represented governmental entities, including water districts, water supply corporations, municipalities, and regional authorities with matters involving water quality, water and wastewater utilities, water rights, permitting and compliance, open government, and general counsel services.

Stefanie has 16 years of experience as a water law attorney. Prior to joining BHDA, she was a partner and member of the water law team at a private practice in Austin. In addition, she served as a judicial intern for the Honorable Elsa Alcala, Texas First Court of Appeals while attending law school. Stefanie's background also includes several years of work as a lead staff member in the Texas House of Representatives.

Representative Experience

- ◆ Provide general counsel services, including the creation, organization, and operation of water and wastewater utilities, to regional authorities, water districts, and other water utilities in Texas.
- ◆ Advise clients regarding general governance and transparency issues relating to the Texas Open Meetings Act, Texas Public Information Act, governmental immunity, competitive bidding, conflicts of interest, and general ethics.
- ◆ Represent clients before the Texas Commission on Environmental Quality and the Public Utility Commission on water and wastewater matters, including all types of issues involving water and wastewater permitting and certificates of convenience and necessity.
- ◆ Represent clients in negotiations related to the purchase and sale of regional water and wastewater systems.
- ◆ Negotiate and draft developer agreements relating to the construction of water and wastewater utilities, developer reimbursements, capacity allocations, and facility conveyances.

Practice Areas

- ◆ Water Law
- ◆ Environmental
- ◆ General Counsel
- ◆ River Authorities & Water Districts
- ◆ Open Government
- ◆ Cities

Education

- ◆ University of Houston Law Center, J.D., 2008
- ◆ The University of Texas School of Law, Visiting Student, Spring 2008
- ◆ Southwestern University, B.A. in Political Science, 2002

Admissions

- ◆ Texas, 2008

- ◆ Prepare and execute real property documents, including easements and license agreements.
- ◆ Negotiate and prepare agreements for water and wastewater service and supply.
- ◆ Coordinate and manage stormwater permitting for Phase I and Phase II MS4 permit entities, including drafting and execution of permit applications and preparation of annual reports.
- ◆ Participate in Texas Commission on Environmental Quality stakeholder meetings relating to water quality and water rights, districts, and stormwater permitting.
- ◆ Assist clients with water quality matters involving permitting and compliance issues.

Awards & Recognition

- ◆ Texas Rising Stars list (*Super Lawyers, Thomson Reuters*), 2018-2020
- ◆ Senior Articles Editor, *Houston Journal of Health Law & Policy*, 2007-2008
- ◆ Moot Court, Client Counseling Competition Regional Finalist, 2007
- ◆ Ewer-Oren J.D. Health Law Writing Award Recipient, 2007

Organizations & Involvement

- ◆ State Bar of Texas (Environmental and Natural Resources Law Section; Administrative Law Section)
- ◆ Texas Water Conservation Association
- ◆ Austin Bar Association (Environmental, Natural Resource, and Water Law Section)
- ◆ Board Member, The University of Texas at Austin McDonald Observatory and Department of Astronomy Board of Visitors, 2019 – Present

Publications & Presentations

- ◆ Speaker, "The Nuts and Bolts of a SOAH-Contested Case Hearing (including Virtual Hearings)," Texas City Attorneys Association Fall Conference/Texas Municipal League Annual Conference, Dallas, Texas (October 2023)
- ◆ Author and Speaker, "Ethics Considerations for City Officials," Texas Municipal League Annual Conference (Texas City Attorneys Association Fall Meeting), San Antonio, Texas (October 2019)
- ◆ Speaker, "Complying with Water Quality Laws and Regulations" and "Ethics and Water Law," HalfMoon Texas Water Laws and Regulations Seminar, Arlington, Texas (November 2018)
- ◆ Speaker, "The Stormwater Remand Rule: Understanding the Impacts to the Maximum Extent Practical," EPA Region 6 Stormwater Conference, San Antonio, Texas (September 2017)
- ◆ Author, "Emerging Trends in the Regulation of Stormwater," *Texas Environmental Law Journal*, Vol. 43 No. 1 (Fall 2012)
- ◆ Co-author, "SB 573, CCN Decertification, and Water Utility Service Issues," State Bar of Texas, 13th Annual Changing Face of Water Rights in Texas (February 2012)



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Attorney Overview

Doug Caroom practices in the areas of water and environmental law, administrative law and public law. He assists municipalities, river authorities, and water districts in all phases of regulation, use and development of surface water rights and groundwater regulation, including water utility service and regulation. Doug also represents governmental, industrial, commercial and private clients in litigation matters and administrative proceedings involving the Endangered Species Act, Environmental Impact Statements, water quality permitting and enforcement, industrial and municipal solid waste, hazardous waste disposal and cleanup, and air quality.

Career Highlights

- ◆ Board Certified – Administrative Law, Texas Board of Legal Specialization
- ◆ Adjunct Professor of Water Law, The University of Texas School of Law, 1987 and 1993
- ◆ Chief, Environmental Protection Division, Office of the Attorney General of Texas 1978-1981
- ◆ Best Lawyers® 2012 & 2018 Water Law "Lawyer of the Year" in Austin
- ◆ Texas Super Lawyers list, 2003, 2007– 2020
- ◆ The Best Lawyers in America©, 2007-2025 (Water Law)
- ◆ "Top Notch Lawyer" Administrative Law (one of top 6 in Texas), Texas Lawyer, October 15, 2002, Vol. 18, No. 33
- ◆ Founder, Texas Water Law Institute, and sponsor and speaker of annual Texas Water Law Seminar, 1992-Present, now co-sponsored by the University of Texas School of Law

Representative Experience

Doug has assisted municipalities, water districts, and river authorities on matters related to water rights permits, including indirect reuse permits and inter-basin transfers before the Texas Commission on Environmental



Practice Areas

- ◆ Water Law
- ◆ Environmental
- ◆ River Authorities & Water Districts

Education

- ◆ The University of Texas Law School, J.D., with Honors
- ◆ The University of Texas at Austin, B.A.
- ◆ The University of Texas at Austin, M.A., Zoology

Admissions

- ◆ Supreme Court of Texas, 1974
- ◆ Supreme Court of the United States, 1978
- ◆ United States Court of Appeals for the Fifth, Ninth, and Tenth Circuits
- ◆ United States District Courts for the Northern and Western Districts of Texas

Quality (TCEQ). Having been involved in six of the State's water rights adjudications at both the agency and state court levels, Doug has advised clients on water management and system operations issues and represented them on efforts to obtain or amend water rights. He has also negotiated and drafted wholesale water contracts, and assisted in the sale and purchase of groundwater and surface water rights.

Doug has handled some of the most important Texas water right cases in recent decades. He successfully headed the Bickerstaff team representing the Brazos River Authority in its water right application for a System Operation Permit before TCEQ, an application considered by the TCEQ Commissioners to be "the most complex water rights application ever handled by the agency." He also represented the Texas Farm Bureau and numerous irrigators in their recent challenge to TCEQ's rules addressing enforcement of priority calls under drought conditions, which resulted in striking the rules as going beyond TCEQ's authority. He represented agricultural interests in the Endangered Species Act litigation over the Edwards Aquifer and the City of El Paso in Texas' suit against New Mexico in the U.S. Supreme Court for violation of the Rio Grande Compact. Additionally, Doug led the Bickerstaff team that assisted the Canadian River Municipal Water Authority in acquisition and development of its groundwater rights holdings—largest in the State of Texas.

Certified by the Texas Board of Legal Specializations for Administrative Law, Doug has counseled clients on open meetings and open records law, and represented numerous clients in administrative hearings before the State Office of Administrative Hearings, as well as before state and federal courts. He has experience in contested case hearings concerning water rights applications, water and sewer rates, municipal and hazardous waste permits, and wastewater permits.

Publications & Presentations

- ◆ "Surface Water Rights Permitting," Co-author (with Susan M. Maxwell), Chapter 10, *Essentials of Texas Water Resources*, 7th Edition, State Bar of Texas (2022).
- ◆ Surface Water Rights Permitting, Co-author, Chapter 9, *Essentials of Texas Water Resources*, State Bar of Texas (2016).
- ◆ The Rule of Capture – "If it Ain't Broke...," Co-Author / Speaker, 100 Years of the Rule of Capture: From East to Groundwater Management, Texas Water Development Board (June 2004).
- ◆ Indirect Reuse of Municipal Effluent, Texas Bar Journal, March, 2004, Vol. 67 No. 3.
- ◆ The New Mexico / Texas Allocation Dispute: City of El Paso Perspective, Co-Author / Speaker, Law of the Rio Grande (January 2003).
- ◆ Water Development and Water Rights, Chapter 13, Volume 45, TEXAS PRACTICE, West Publishing Co. (1997), with annual updates (co-author).
- ◆ Water Rights Adjudication – Texas Style, 44 Texas Bar Journal 1183 (1981) (recognized as one of the five leading legal articles published in Texas in 1981) (co-author).



Kimberly Grinnan Kelley

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Attorney Overview

Kimberly Kelley practices in the areas of municipal, open government, water, and environmental law, among others. She is a frequent speaker on topics ranging many areas of public law, from compliance with open meetings/open records laws to municipal and water law topics.

In addition to her work at the Firm, Kimberly serves as the Internship Coordinator for the State Bar of Texas Environmental and Natural Resources Section and is involved in the Barbara Jordan American Inn of Court. She has interned for Chairman Ralph M. Hall of the House Committee on Science, Space, and Technology; interned for Judge Reed O'Connor of the U.S. District Court for the Northern District of Texas; and served as a State Bar of Texas Environmental and Natural Resources Section Intern at the Texas Parks and Wildlife Department.

Kimberly earned her J.D. from Texas Tech University School of Law, where she received numerous awards and recognition for both academic performance and extracurricular involvement. Prior to attending law school, Kimberly received her undergraduate degree from Texas A&M University.

Organizations & Involvement

- ◆ Barbara Jordan American Inn of Court
- ◆ State Bar of Texas Environmental and Natural Resources Section, Internship Coordinator
- ◆ Austin Bar Association, Austin Young Lawyers Association
- ◆ Texas Water Conservation Association
- ◆ Texas Aggie Bar Association

Practice Areas

- ◆ Cities
- ◆ Open Government
- ◆ Water Law
- ◆ Environmental

Education

◆ **Texas Tech University School of Law, J.D.**

- summa cum laude
- Order of the Coif
- Executive Board, Symposium Editor, Texas Tech Law Review
- Water Symposium Coordinator
- Member, Board of Barristers—First Year Negotiations Champion
- Distinguished Student Award—Environmental Law, Energy Law, Legal Practice, Commercial Law, American Indian Law

◆ **Texas A&M University, B.A.-English, magna cum laude**

- Phi Beta Kappa Honor Society
- Hawk Rotary Citizenship Award

Publications & Presentations

- ◆ *Case Law Update*, TWCA Annual Convention, March 2024
- ◆ Water Rights and Water Development, *Texas Practice Series, Environmental Law*, 45, Ch. 14 (2024 ed.) (with Doug G. Caroom and Susan M. Maxwell)
- ◆ *Water Law 101*, 24th Annual Changing Face of Water Law Course, February 2023
- ◆ *A Refresher on the Public Information Act and Open Meetings Act*, County Judges and Commissioners Association, October 2021
- ◆ *Legal Issues Panel: Federal Litigation of Interest*, 10th Annual Texas Groundwater Summit, Texas Alliance of Groundwater Districts, September 2021
- ◆ *Case Law Update*, TRWA/TWCA Water Law Seminar, January 2021
- ◆ *Open Government Update*, 15th Annual Advanced Texas Administrative Law Seminar presented by UT Law CLE, September 2020
- ◆ *2020 Case Law Update*, TWCA Virtual Mid-Year Conference, June 2020
- ◆ *Case Law Update*, 21st Annual Changing Face of Water Law Course, February 2020
- ◆ *Court of Federal Claims Finds U.S. Liable for Taking After Hurricane Harvey*, Co-author (with Emily W. Rogers), Rocky Mountain Mineral Law Foundation Water Law Newsletter - Vol. LIII, No. 1 2020)
- ◆ *Public Engagement in Water Decisions: Requirements and Opportunities for Public Participation and Access to Information*, 10th Annual Texas Water Law Conference, September 2019
- ◆ *Trends in Open Government*, UT Law CLE—14th Annual Advanced Texas Administrative Law Seminar, August 2019
- ◆ *Case Law Update*, Texas Water Conservation Association Annual Convention, March 2019
- ◆ *Common Issues Arising Under the Public Information Act and Open Meetings Act*, Texas Water Conservation Association / Texas Rural Water Association Water Law Seminar, January 2019
- ◆ *Administrative Appeals of Decisions by City Officials*, International Municipal Lawyers Association Conference, October 2018
- ◆ *FAQ on the Public Information Act and Texas Open Meetings Act*, Texas Association of Groundwater Districts Groundwater Summit, September 2018
- ◆ *Converting Irrigation Rights to Industrial Rights*, University of Texas Rio Grande Valley Stormwater Conference, May 2018
- ◆ *Administrative Appeals of Decisions by Code Officials*, Summit for Texas Code Enforcement Attorneys and Officials, May 2018
- ◆ *Paxton v. City of Dallas: Summary of Oral Arguments*, September 2016
- ◆ "Updates on Key Water Cases," *TWCA Confluence*, October 2016

Admissions

- ◆ Supreme Court of Texas, 2016



Philip B. Arnold

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Attorney Overview

Philip Arnold represents private and public entity clients in litigation matters with a principal area of practice in eminent domain litigation and right of way acquisition.

He has counseled Texas counties and municipalities in a variety of local governmental issues, including eminent domain litigation; real estate transactional and title issues; water law litigation; redistricting; U.S.C. § 1983 Civil Rights defense; drafting Interlocal Agreements, Tax Rebate Zones (TRZs) and Economic Development Agreements.

Prior to entering private practice, Philip worked for eight years in the Transportation Division of the Office of the Texas Attorney General where he litigated hundreds of cases involving eminent domain, tort, and State Office of Administrative Hearings (SOAH) cases. He also served as the project manager for the Interstate Highway 69 and FM 2234 project in Fort Bend County.

After graduating from law school, Philip worked as a Staff Attorney for Bexar County Civil District Court Administration, and as a landman/title researcher for an oil company in South Texas.

Career Highlights

- ◆ The Best Lawyers in America©, Eminent Domain and Condemnation Law, 2024-2025

Publications & Presentations

- ◆ County Purchasing, 90th Annual South Texas County Judges and Commissioners Association Conference, June 2024
- ◆ County Purchasing, 95th Annual West Texas County Judges and Commissioners Association Conference, April 2024
- ◆ Public Information Act Requests, 66th Annual County Auditors Institute, April 2024

Practice Areas

- ◆ Civil Litigation
- ◆ Eminent Domain
- ◆ Real Estate
- ◆ Civil Rights Defense
- ◆ Employment
- ◆ Open Government
- ◆ Elections
- ◆ Water Law
- ◆ Counties
- ◆ Appellate Law
- ◆ Contracts & Procurement
- ◆ Voting Rights & Redistricting

Education

- ◆ St. Mary's University School of Law, J.D., 2007
- ◆ Certified Mediator, St. Mary's University School of Law, J.D., 2007
- ◆ Tulane University, B.A., 2003

Admissions

- ◆ Supreme Court of Texas, 2007
- ◆ United States District Court for the Northern, Southern, Eastern, and Western Districts of Texas

- ◆ Recent Trends in Eminent Domain, TexasBarCLE 35th Annual Advanced Government Law Course, August 2023
- ◆ Tax Abatement and Economic Development Agreements, North and East Texas County Judges and Commissioners Association Conference, July 2023
- ◆ Eminent Domain 101, 2023 Texas City Attorneys Association Summer Conference, June 2023
- ◆ County Purchasing Act, 65th Annual V.G. Young School for County Commissioners Courts, February 2023
- ◆ Bidding and Purchasing Requirements, South Texas County Judges and Commissioners Association Annual Conference, June 2022
- ◆ Public Information Act, 93rd Annual West Texas County Judges and Commissioners Association Conference, April 2022
- ◆ The Limits of Commissioners Court Authority, 64th Annual V.G. Young School for County Commissioners Courts, February 2022
- ◆ Ultra Vires Claims, Texas Association of Community College Attorneys 2022 Virtual Conference, January 2022
- ◆ Open Meetings Act and Walking Quorums, District 10 Judges & Commissioners Conference, December 2021
- ◆ Open Meetings Act and Walking Quorums, 16th Annual District 12 Continuing Education Conference for County Judges & Commissioners, December 2021
- ◆ County Purchasing Basics, 63rd Annual V.G. Young School for County Commissioners Courts, February 2021
- ◆ Eminent Domain 101, Texas Association of Community College Attorneys 2021 Virtual Conference, January 2021
- ◆ Advanced Government Law – Government Law Bootcamp, CLE, 2017
- ◆ Attacking and Defending Real Estate Appraisals, CLE, 2016 and 2017
- ◆ Where Have We Come Since Schmidt? (Co-Presenter with Matthew Bohuslav and Elsa Ulloa), Eminent Domain Super Conference, Eminent Domain Institute – CLE International, 2013 and 2015

Organizations & Involvement

- ◆ Austin Bar Association, Eminent Domain Section, Founder and Chair, 2021-present; History and Traditions Committee, 2019-present; LGBT Section, Secretary 2021-present
- ◆ University of Texas School of Law, Moot Court Competition Judge, 2008-2016
- ◆ Austin Bar Association, Legal Clinic Volunteer, 2010; Women's Resource Clinic Volunteer, 2009-2012
- ◆ Austin Young Lawyers Association, Attorney General Liaison, 2008-2009



Joshua D. Katz

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Attorney Overview

Josh Katz practices in the areas of municipal law, environmental law, administrative law, water law, electric utility regulation, and civil litigation. He represents municipalities, river authorities, water districts, and private entities in these and related matters before state agencies and in state and federal courts.

Career Highlights

Prior to joining Bickerstaff Heath in 2010, Josh was an associate with a large Austin firm and an environmental and property law litigation boutique. He also researched and drafted publications and other documents while clerking at TCEQ and the Jones McClure Publishing Company, where he drafted and edited various *O'Connor's* legal publications.

Representative Experience

- ◆ Handled numerous environmental and property law litigation cases, including groundwater rights cases, title and easement disputes, and land use disputes
- ◆ Represented clients in contested case hearings before the Texas Commission on Environmental Quality (TCEQ) and Public Utility Commission (PUC), including electric and water utility rate cases and issues pertaining to municipal utility districts
- ◆ Drafted comments on behalf of clients in administrative rulemaking proceedings, and successfully litigated challenges of administrative rulemakings
- ◆ Participated in administrative proceedings regarding permitting and operations of municipal solid waste facilities, permitting of groundwater wells and surface water impoundments, eminent domain proceeding, electric utility transmission, generation and cost recovery, and water utility compliance and operations

Practice Areas

- ◆ Cities
- ◆ Civil Litigation
- ◆ Water Law
- ◆ Annexation & Land Use
- ◆ Environmental
- ◆ Voting Rights & Redistricting
- ◆ Groundwater Conservation Districts
- ◆ River Authorities & Water Districts

Education

- ◆ University of Houston Law Center, J.D., *cum laude*
—Chief Articles Editor, Houston Journal of Health Law and Policy, 2004-2005
—President, University of Houston Environmental and Energy Law Society, 2003-2004
- ◆ Rice University, B.A. - Economics and English

Admissions

- ◆ Supreme Court of Texas, 2005
- ◆ United States District Court for the Western District of Texas, 2012; Southern District, 2013; Eastern District, 2013
- ◆ United States Court of Appeals for the Fifth Circuit, 2010

- ◆ Litigated breach of contract disputes and other civil litigation on behalf of public entity and private party clients
- ◆ Experienced in appellate law, having drafted successful appellate briefs in appeals of administrative decisions, groundwater litigation, land use and development litigation, and breach of contract cases
- ◆ Experienced in drafting and reviewing contracts and property rights transfer documents, including water and mineral rights transfers

Organizations & Involvement

- ◆ Member, State Bar of Texas (Environmental and Natural Resources Law Section and Administrative and Public Law Section); Member, Austin Bar Association (Administrative Law Section and Natural Resources, Environmental, and Water Law Section).
- ◆ Board of Directors Member – Austin Symphony BATS (Be At The Symphony); Treasurer, 2008-2010.

Publications, Papers, & Presentations

- ◆ *Perspectives on City Authority in the ETJ*, Texas City Attorneys Association 2024 Summer Conference (June 2024).
- ◆ *Walk Hard: The Walking Quorum Story*, Texas City Attorneys Association 2020 Summer Conference (June 2020).
- ◆ *Can I Sue Your City? Dealing with the Public and Pro Se Litigants*, 2016 Texas City Attorneys Association Summer Conference (June 2016).
- ◆ *Regulatory Takings: The Intersection of Takings and Property Rights*, 2014 Texas Water Law Institute (November 2014).
- ◆ *Case Update on Texas Farm Bureau v. TCEQ*, Austin Bar Association, Natural Resources, Environmental, and Water Law Section (May 2013).
- ◆ *Case Update on Texas Farm Bureau v. TCEQ*, Texas Water Conservation Association Annual Conference (March 2013).
- ◆ *Case Law and Litigation Update*, Co-Author, presented at CLE International Texas Water Law Conference (September 2009).



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Attorney Overview

Claudia Russell is a seasoned attorney and government relations expert with a background that includes employment in all three branches of government and an extensive network of key legislators, decision makers, and lobbyists in Texas. Ms. Russell has worked for and with both Republican and Democrat legislators in the House and Senate during her 24-year career associated with the Texas Legislature.

Legislative Representation: Ms. Russell works with clients to develop plans to prioritize contacts with legislative leadership, individual legislators, and agency executives. She assists clients with the development of strategic positions and arguments related to the specific issues they face. She works in concert with other interests and lobbyists to achieve a coordinated and more effective effort on her clients' behalf.

Representative Experience

- ◆ *City of San Marcos:* Passed legislation designating it as Mermaid Capital of Texas
- ◆ *El Paso County:*
 - Reformed local Emergency Services Districts
 - Merged County and City Housing Authorities
 - Modified the Thomason Hospital Board size and rules
 - Clarified requirements of the El Paso Medical Examiner
 - Amended the Public Information Act
 - Created a County Ethics Commission
- ◆ *Barton Springs Edwards Aquifer Conservation District:*
 - Passed legislation that granted the district additional latitude to adopt an alternative fee structure and encourage voluntary conservation
 - Passed legislation that changed district boundaries
 - Amended the Water Code to allow for a desalination pilot project

Practice Areas

- ◆ Legislative
- ◆ River Authorities & Water Districts
- ◆ Cities
- ◆ Counties
- ◆ Open Government
- ◆ Elections
- ◆ General Counsel
- ◆ Ethics

Education

- ◆ The University of Mississippi, J.D.
- ◆ Member, Mississippi Law Journal
- ◆ Mississippi State University, B.A., *magna cum laude*

Admissions

- ◆ Texas, 2004
- ◆ Mississippi, 1993

- ◆ *Wise County*: Passed legislation granting counties better bonding rates
- ◆ *Lavaca Navidad River Authority*: Passed legislation to grant economic powers to the river authority
- ◆ *Owens-Illinois, Inc.*: Created the Texas Container Recycling Coalition and worked to have the recycling issue placed as a 2012 interim charge for Senate Business and Commerce Committee
- ◆ *Hewlett-Packard Company*: Worked on litigation related to contracts and lease agreements

Career Highlights

- ◆ Staff Attorney, Texas Commission on Environmental Quality
- ◆ General Counsel to Senator Judith Zaffirini, Texas Senate
- ◆ Chief of Staff to Representative Tommy Merritt, Texas House of Representatives
- ◆ Legislative Aide to Speaker James E. "Pete" Laney, Texas House of Representatives
- ◆ Law Clerk to Chief Judge Glen H. Davidson, United States District Court, Northern District of Mississippi
- ◆ Adjunct Professor, Business Law, University of Mississippi
- ◆ Staff Attorney, Office of the Mississippi State Auditor
- ◆ Law Clerk, Supreme Court of Mississippi

Organizations & Involvement

- ◆ Austin Bar Association
- ◆ Meals on Wheels Volunteer
- ◆ Volunteer Legal Services of Central Texas, Volunteer Attorney

Publications & Presentations

- ◆ Developing Issues in Texas Water Supply and Demand, Speaker (with Susan M. Maxwell), Austin Bar Association Administrative Law Section CLE, April 2024
- ◆ "Overview: The 88th (Regular) Session—Environmental and Water Law," Co-Author (with Susan M. Maxwell), *The Texas Bar Journal* (The Legislative Update Issue), September 2023
- ◆ "Environmental and Water Law," Co-Author (with Susan M. Maxwell), *The Texas Bar Journal* (The Legislative Update Issue), September 2021
- ◆ "Bond Elections: Recent Legislative Changes," Co-Author (with Gregory D. Miller), *Texas County Progress* magazine, August 2020



Gunnar P. Seaquist

PARTNER

AUSTIN OFFICE

1601 S. MoPac Expressway
Suite C400
Austin, Texas 78746

Phone: 512-472-8021
Fax: 512-320-5638
Email: gseaquist@bickerstaff.com

Attorney Overview

Gunnar Seaquist focuses his practice in the areas of litigation, employment, and public law. Before joining the Firm, he practiced for over five years in both the General Litigation and Tax divisions of the Texas Office of the Attorney General. He has extensive experience in litigation, having tried cases to both judges and juries. His experience extends to employment litigation involving Title VII, the Americans with Disabilities Act, the Age Discrimination and Employment Act, the Fair Labor Standards Act, the Family Medical Leave Act, and the Whistleblower Act, as well as the Texas Commission on Human Rights. In addition, he has defended governmental entities in civil rights actions, constitutional claims, and in challenges to constitutionality and validity of legislative enactments.

Career Highlights

- ◆ The Best Lawyers in America®, Litigation - Labor and Employment, 2024-2025
- ◆ Former Assistant Attorney General, General Litigation Division, Office of the Attorney General of Texas (2011-2014)
- ◆ Former Assistant Attorney General, Taxation Division, Office of the Attorney General of Texas (2008-2010)

Selected Appellate Opinions

- ◆ *Assignees of Best Buy v. Combs*, 395 S.W. 3d 847 (Tex.App.–Austin 2013, pet. filed).
- ◆ *University of Texas El Paso v. Ochoa*, 410 S.W.3d 327 (Tex.App.–El Paso, 2013, pet. filed.).
- ◆ *Critical Heath Connection, Inc. v. Texas Workforce Commission*, 338 S.W.3d 758 (Tex.App.–Austin 2011, no pet.).

Practice Areas

- ◆ Civil Litigation
- ◆ Cities
- ◆ Voting Rights and Redistricting
- ◆ Employment
- ◆ Elections
- ◆ State and Local Tax Law
- ◆ Annexation & Land Use
- ◆ Insurance Defense
- ◆ General Administrative
- ◆ Corporate
- ◆ Higher Education
- ◆ Schools
- ◆ Special Districts

Education

- ◆ Baylor University School of Law (J.D., 2006)
- ◆ University of Miami, (B.B.A. with Honors, 2002)

Admissions

- ◆ Supreme Court of Texas
- ◆ U.S. Fifth Circuit Court of Appeals
- ◆ U.S. District Court for the Northern, Southern, Eastern and Western Districts of Texas

- ♦ *Energy Educ. of Montana v. Tex. Comptroller of Pub. Accounts*, no. 03-10-644-CV, 2013 Tex. App. Lexis 5047 (Tex. App–Austin, Apr. 25, 2013, pet. denied.)

Organizations & Involvement

- ♦ Austin Bar Association
- ♦ State Bar of Texas, Litigation Section; Governmental Section
- ♦ West Austin Neighborhood Association, Board Member

Attachment B: Form 1295

CERTIFICATE OF INTERESTED PARTIES

FORM 1295

1 of 1

Complete Nos. 1 - 4 and 6 if there are interested parties.
Complete Nos. 1, 2, 3, 5, and 6 if there are no interested parties.

OFFICE USE ONLY CERTIFICATION OF FILING

1 Name of business entity filing form, and the city, state and country of the business entity's place of business.

Bickerstaff Heath Delgado Acosta LLP
Austin, TX United States

Certificate Number:
2024-1206861

Date Filed:
08/28/2024

Date Acknowledged:

2 Name of governmental entity or state agency that is a party to the contract for which the form is being filed.

Red River Authority of Texas

3 Provide the identification number used by the governmental entity or state agency to track or identify the contract, and provide a description of the services, goods, or other property to be provided under the contract.

RFQ Special Legal Services
Response to RFQ Special Legal Services.

4	Name of Interested Party	City, State, Country (place of business)	Nature of interest (check applicable)	
			Controlling	Intermediary
	Weller, Steven H.	Austin, TX United States	X	
	Caputo , Cobby	Austin, TX United States	X	
	Russell, Claudia	Austin, TX United States	X	
	Seaquist, Gunnar	Austin, TX United States	X	
	Willms Rogers, Emily	Austin, TX United States	X	

5 Check only if there is NO Interested Party.

☐

6 UNSWORN DECLARATION

My name is Sydney W. Falk, Jr., and my date of birth is 12-26-47.

My address is Two Barton Skyway, 1601 S. MoPac Expy., Suite C400, Austin, TX, 78746, USA.
(street) (city) (state) (zip code) (country)

I declare under penalty of perjury that the foregoing is true and correct.

Executed in Travis County, State of Texas, on the 28th day of August, 20 24.
(month) (year)

Signature of authorized agent of contracting business entity
(Declarant)

LLOYD GOSSELINK ROCHELLE & TOWNSEND, P.C.'S
RESPONSE TO RED RIVER AUTHORITY'S REQUEST FOR
QUALIFICATIONS FOR SPECIAL LEGAL SERVICES

August 29, 2024



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1. GENERAL INFORMATION AND STATEMENT OF INTEREST

1.1. NAME AND ADDRESS OF INDIVIDUALS

Sara R. Thornton – Primary Contact

sthornton@lglawfirm.com; 512-322-5876

816 Congress Avenue, Suite 1900

Austin, Texas 78701

Travis County

Michael A. “Mike” Gershon – Secondary Contact

mgershon@lglawfirm.com; 512-322-5872

816 Congress Avenue, Suite 1900

Austin, Texas 78701

Travis County

1.2. FIRM NAME AND INFORMATION

Lloyd Gosselink Rochelle & Townsend, P.C.

816 Congress Avenue, Suite 1900

Austin, Texas 78701

Travis County

512-322-5800

1.3. NUMBER OF YEARS IN BUSINESS

Lloyd Gosselink Rochelle & Townsend, P.C. (“Lloyd Gosselink” or “firm”) has been serving public and private-sector clients throughout the State of Texas for 40 years.

1.4. LIST OF PROFESSIONAL LICENSES AND CERTIFICATIONS

Texas State Bar Numbers of Attorneys Proposed to Serve the Red River Authority (“the Authority”):

Sara R. Thornton	24066192	Ty H. Embrey	24025346
Michael A. Gershon	24002134	Joe de la Fuente	00793605
Lauren J. Kalisek	00794063	Nathan E. Vassar	24079508
Duncan C. Norton	15103950	Sarah T. Glaser	24079482

1.5. STATEMENT OF INTEREST

Lloyd Gosselink’s team is uniquely positioned to assist the Authority with guidance on specific legal matters related to surface water law and groundwater law, utility law, environmental law, general governmental law, administrative law, and federal contract implementation with respect to water and environmental law. Sara Thornton is proposed to be the primary contact for this solicitation, in coordination with her law partner, Mike Gershon. Sara has extensive experience in water supply and water quality matters, having represented political subdivisions on these types of matters for over 15 years, with Mike providing 25+ years of similar experience. Sara and Mike’s team at Lloyd Gosselink are confident in representing the Authority given that they have extensive experience with providing legal support to clients who are within the Red River Basin, on local, state (Texas and Oklahoma), and federal water supply and quality matters. Sara has provided, and continues, to provide substantial legal support within the Red River Basin to the firm’s clients City of Wichita Falls (“Wichita Falls”) and the North Texas Municipal Water District (“NTMWD”). We understand that the Authority and these firm clients have a good working relationship and that any perceived or potential conflicts of interest can be addressed.

2. BIOGRAPHIES OF TEAM MEMBERS

Below are brief bios of the Lloyd Gosselink team. Please see resumes attached at the end of this solicitation for more extensive information regarding their representative experience, honors, and professional memberships.

SARA R. THORNTON – PRINCIPAL AND PRIMARY CONTACT

Sara is a member of the Water Practice Group and the Compliance and Enforcement Practice Group. She assists clients with various water supply and water quality permitting, compliance, and enforcement issues and has particular expertise in wastewater permitting, Clean Water Act Section 404 permitting, TCEQ enforcement, and compliance with the Endangered Species Act and the National Environmental Policy Act. Sara frequently speaks on water supply and water quality related topics, particularly regarding the potential impacts that federal regulation, such as the listing of species under the Endangered Species Act, can have on water supply and water quality projects. Sara is a member of the State Bar of Texas (Sections on Environmental and Natural Resources Law and Administrative Law), the Austin Bar Association, the Texas Water Conservation Association, and the Water Environment Association of Texas.

Professional Licenses and Education

- Admitted to the U.S. District Courts of Eastern Districts of Texas
- Admitted to State Bar of Texas (2008)
- J.D., cum laude, Texas Tech University School of Law (2008)
- Master of Urban Planning, Texas A&M University (2004)
- B.S. in Renewable Natural Resources, Texas A&M University (2002)

MIKE GERSHON – PRINCIPAL, WATER PRACTICE GROUP CHAIR AND SECONDARY CONTACT

Mike represents public and private water utilities, groundwater districts, other special districts and a variety of other individual and business interests. He advises and represents clients concerning water resource development, management and transactions, water rights, water quality, endangered species, litigation and board governance. Mike also provides strategic counsel concerning groundwater resource management and development, and negotiates and handles related transactional work. Mike served as Chairman of the Texas State Bar Environmental and Natural Resources Law Section and Chairman of the San Antonio Bar Environmental Law Section. AV/Preeminent-Rated in Natural Resources and Water Law by Martindale-Hubbell, Mike has been named in Best Lawyers in America in Water Law. Mike serves on the firm's Executive Committee and chairs its 18-lawyer Water Practice Group.

Professional Licenses and Education

- Admitted to State Bar of Texas
- Admitted to United States District Court, Western District
- Admitted to United States Court of Appeals, Fifth Circuit
- J.D., St. Mary's University School of Law (1997)
- B.B.A. in Honors Professional Program in Accounting, University of Texas at Austin (1990)
- Honors Accounting Program, University of Oklahoma (1986-88)

LAUREN J. KALISEK – MANAGING DIRECTOR

Lauren is the firm's Managing Director and leads our Districts Practice Group. She has practiced for more than 20 years in Texas water utility and water quality law and she focuses on providing counsel to cities, river authorities, water districts and other local governmental organizations. Lauren is co-author of the West Texas Practice Series Environmental Law Chapter on Water Quality and has served as a speaker on the topic of water quality and Texas' regulation of water utilities at numerous conferences.

Professional Licenses and Education

- Admitted to State Bar of Texas (1995)
- J.D., University of Texas School of Law (1995)
- B.A., University of Texas at Austin (1992)

TY H. EMBREY – GOVERNMENTAL RELATIONS PRACTICE GROUP CHAIR

Ty has represented a broad range of clients with legal and policy needs in environmental law and governmental relations related to groundwater, water and sewer utility service, surface water, water resource planning, and other environmental matters. Before joining Lloyd Gosselink in 2003, Ty served as General Counsel and led the staffs of several legislative offices and committees at the Texas Legislature. Ty served as General Counsel for the Texas Senate Natural Resources Committee, the Texas Water Advisory Council and the Joint Senate-House Committee on Water Resources as well as lead staff member for the Oil-Field Cleanup Fund Advisory Committee.

Professional Licenses and Education

- Admitted to College of the State Bar of Texas
- Admitted to State Bar of Texas
- J.D., Baylor Law School (1998)
- B.A., University of Texas at Austin (1994)

JOE DE LA FUENTE – PRINCIPAL AND LITIGATION PRACTICE GROUP CHAIR

Joe is an advocate who loves fighting on behalf of Texans and the entities that represent them in all corners of the State. Joe uses his knowledge of his clients and the law, along with his skills as a seasoned advocate, to help clients both avoid disputes through pre-litigation counseling and resolve disputes through negotiation, mediation, arbitration, trial, and appeals. The cases that Joe handles are often unique, involving novel questions of law, frequently with hundreds of millions of dollars at stake, with implications for people throughout the State. Joe's clients include numerous public and governmental entities, as well as businesses in the areas of health care, oil and gas, construction, commercial finance, computer software, marketing technology, and large retail industries.

Professional Licenses and Education

- Admitted to State Bar of Texas (1995)
- Admitted to U.S. District Courts for Western, Eastern, Northern, and Southern Districts of Texas
- J.D., University of Texas (1995) (Associate Editor, The Review of Litigation; Teaching Quizmaster)
- B.A., Plan II Honors, University of Texas (1992)

DUNCAN C. NORTON – PRINCIPAL

Duncan is the Chair of the firm's Air and Waste Practice Group. He has more than 30 years of experience in environmental regulatory law in Texas. He focuses his practice on representing businesses and governmental subdivisions in permitting, enforcement, and rulemaking issues before the Texas Commission on Environmental Quality ("TCEQ") and the Environmental Protection Agency. Prior to joining Lloyd Gosselink, Duncan was the General Counsel to the TCEQ, providing legal advice and counsel to the three Commissioners appointed by the Governor on permitting, enforcement and rulemaking matters. He also managed the TCEQ's litigation.

Professional Licenses and Education

- Board Certified in Administrative Law by the Texas Board of Legal Specialization (1990)
- Admitted to State Bar of Texas (1985)
- J.D., Texas Tech University School of Law (1984)
- B.B.A., Texas Tech University (1981)

NATHAN E. VASSAR – PRINCIPAL

Nathan's practice is influenced by his experience in the state house and his background in both regulatory compliance and environmental litigation. He focuses on regulatory compliance, water resources development, and water quality matters, addressing permitting and enforcement, and when necessary, litigation. Nathan regularly appears before state and federal agencies, as well as courts across the state and region. Prior to joining Lloyd Gosselink, Nathan worked in commercial litigation at a boutique Dallas firm, achieving successful results for clients in a wide array of business disputes, including environmental litigation. He also draws upon his background in policy and work with administrative agencies from his time as a Legislative Director for a State Senator. During law school, Nathan interned for then-Circuit Court Judge Neil M. Gorsuch of the United States Tenth Court of Appeals.

Professional Licenses and Education

- Admitted to State Bar of Texas
- Admitted to U.S. District Courts for Western, Eastern, Northern, and Southern Districts of Texas
- J.D., with honors, University of Texas School of Law
- B.A., University of Virginia

SARAH T. GLASER – PRINCIPAL

Sarah is an employment attorney who represents employers in all aspects of employment, including hiring, administration of leave programs, performance counseling, workplace safety, and the many issues that may arise as a result of the termination of an employment relationship. Sarah advises her clients with the goal of providing efficient, cost-effective representation rooted in an understanding of the business. Although litigation avoidance is always a goal, Sarah also represents clients in front of federal and state courts and administrative agencies, such as the EEOC. Sarah was named a Texas Super Lawyers 2019 Rising Star in the area of Employment Litigation: Defense.

Professional Licenses and Education

- Admitted to the State Bar of Texas (2011)
- Admitted to U.S. District Court for the Western District of Texas
- J.D., University of Texas School of Law (2011)
- B.A., Washington University in Saint Louis (2008)

3. DESCRIPTION OF RELEVANT EXPERIENCE

3.1 RELEVANT EXPERIENCE

ADMINISTRATIVE & REGULATORY LAW

Our attorneys are extremely knowledgeable in all areas of utility law and successfully represent the best interests of the firm's clients. We are on the leading edge of the rapidly evolving administrative and regulatory law. Our background experience in the state agencies before which we regularly appear uniquely qualifies us to represent public and private clients in all areas of these interesting, dynamic, and challenging fields of law.

We actively represent and advocate for our clients before the Public Utility Commission, Texas Commission on Environmental Quality, Railroad Commission of Texas, and at all levels of the state and federal court system in a wide variety of matters.

ENVIRONMENTAL LAW

Our attorneys understand that their clients need to focus on their business. Our attorneys can help make sure they can do that by tackling their legal and regulatory obstacles for them. This highly qualified and experienced group includes former assistant attorneys general and former general counsels for the Texas Commission on Environmental Quality and the Public Utility Commission of Texas. We regularly represent clients before the Texas Commission on Environmental Quality, the Public Utility Commission, the Texas Railroad Commission, the Texas Parks & Wildlife Department, the U.S. Army Corps of Engineers, U.S. Fish & Wildlife Service, and the Environmental Protection Agency. We also routinely advocate before courts, the Texas Legislature, and local governments.

WATER SUPPLY AND WATER RIGHTS MATTERS – STATE

A key aspect of Sara's practice is assisting her clients with surface water supply matters, including all matters relevant to state water rights permitting and contracting for surface water supplies. Sara has supported both Wichita Falls and NTMWD in pursuing new water rights and amendments to existing water rights. Notably, Sara assisted NTMWD in obtaining the first water right permit in about 30 years for a major water supply reservoir, Bois d'Arc Lake, located in Fannin County within the Red River Basin. She is also currently assisting Wichita Falls in the permitting and development of Lake Ringgold proposed for the Red River Basin. TCEQ issued the water right permit for Lake Ringgold on May 28, 2024. The permitting, design, and construction of reservoir projects present complex legal issues concerning matters such as water supply, water quality, impacts to the aquatic environment, endangered species, mitigation, land use, real property transactions (including condemnation), archeology/cultural resources, and flooding. Sara's experience with these projects position her to address virtually any issues for which an entity like the Red River Authority may need legal assistance.

Both Wichita Falls and NTMWD are wholesale water suppliers and Sara regularly assists these entities in negotiating and drafting water supply contracts with their customers. Sara has also assisted NTMWD in the negotiation of raw water supply contracts to purchase additional supplies to meet the needs of its customers.

In Sara's representation of NTMWD, she has also provided legal support in NTMWD's efforts to obtain water supplies in Oklahoma, including legal support for their pending Oklahoma water right applications, participating and tracking the adjudication of water rights in Oklahoma, and attending meeting with various Oklahoma agencies and Tribal Nations (particularly, the Caddo and Chickasaw Nations).

PERMITTING AND CONTRACTING – FEDERAL

In supporting her clients in water supply and water quality matters, Sara also offers considerable experience in compliance with federal statutes and coordinating such compliance with the applicable federal agencies, including but not limited to, the U.S. Fish & Wildlife Service, the Environmental Protection Agency (Region 6 and Headquarters), and the U.S. Army Corps of Engineers (Tulsa District, Southwest Division and Headquarters). Sara also has additional experience with the Corps regarding contracting for storage in Corps reservoirs, such as Lake Texoma and Lavon Lake. Additionally, Sara follows federal rulemaking that may affect her clients.

Sara's experience in the Red River Basin includes experience in water quality matters, particularly the permitting of wastewater discharges within the Red River Basin. Sara assisted NTMWD in obtaining and renewing an industrial Texas Pollutant Discharge Elimination System ("TPDES") permit for the discharge of a brine waste stream from a proposed water treatment plant that is proposed to use reverse osmosis technology to desalinate supplies from the Red River Basin high in sulfates, chlorides, and total dissolved solids ("TDS"). In assisting in the permitting of this wastewater discharge, Sara gained experience in compliance with the Red River Compact on water quality matters and coordinating these discharges with other signatories of the Compact, particularly Oklahoma. Sara has also assisted her clients in investigating opportunities to partner with other entities in the Red River Basin on TDS control projects that would generally benefit all water rights holders downstream of such projects.

Sara's experience in the Red River Basin also extends to state boundary issues in the Lake Texoma Area, and she is currently supporting NTMWD in efforts to redraw the boundary in a very limited area of Lake Texoma. Beginning in 2009, Sara assisted NTMWD in determining that the Texas-Oklahoma boundary had been incorrectly drawn in the Lake Texoma. As a result, Sara prepared state legislation enacted by the states of Texas and Oklahoma to reform the Red River Boundary Compact Commission to redraw the boundary in a manner consistent with the provisions of the Red River Boundary Compact.

3.2 REFERENCES

The following information should be treated as proprietary and confidential in the event of any records request under the Texas Public Information Act. The firm can provide additional references and information upon request.

Russell Schreiber
Director of Public Works
City of Wichita Falls
Russell.Schreiber@wichitafallstx.gov
(940) 761-7477

Billy George
Deputy Director
North Texas Municipal
Water District
bgeorge@ntmwd.com
(469) 626-4330

Clint Ellis
General Manager
Cibolo Creek Municipal Authority
cellis@ccmatx.org
(210) 658-6241

4. POTENTIAL CONFLICTS

4.1 INDEPENDENCE

Lloyd Gosselink makes the following affirmative statement:

Lloyd Gosselink is independent of the Red River Authority as defined by generally accepted auditing standards and the U.S. General Accounting Office's *Government Auditing Standards* (1988).

4.2 CONFLICTS OF INTEREST

Having performed a thorough conflict check, Lloyd Gosselink is unaware of any existing or potential conflict of interest between the Red River Authority and our existing clients. Lloyd Gosselink is extremely cautious and diligent in handling potential conflicts of interest that may arise in our representation of clients. We will disclose fully to our clients any potential conflicts we may identify. In some instances, agreement can be reached on limiting the representation to avoid the conflict. In other instances, the firm may withdraw from the representation if client interest will be harmed by our continued representation or be better served by the representation of a third party. We abide fully by the Texas Supreme Court's Disciplinary Rules of Professional Conduct. We would be glad to discuss any potential or perceived conflicts and the relationships with our existing clients.

5. SIGNED HB 1295 DISCLOSURE FORM

6. SCHEDULE OF HOURLY BILLABLE RATES FOR SERVICES

Lloyd Gosselink's fee schedule has been structured to factor in the budget objectives of the special districts, municipalities, utilities and other public entities that compose a significant percentage of the firm's clients. Beyond our hourly rates, we believe that our firm offers immediate cost savings and efficiency in work product to the extent that we have addressed numerous, diverse issues relevant to our clients in the water utility industry. This schedule also reflects a proposed discount from the firm's standard rates for the proposed representation of the Red River Authority.

The following list is an excerpt of the rate schedule for the firm's attorneys:

Attorneys		Paralegals	
Sara Thornton	\$ 285	Audrey Cooper	\$ 130
Mike Gershon	310	Joe Jimenez	135
Lauren Kalisek	310		
Ty Embrey	300		
Jose de la Fuente	310		
Duncan Norton	330		
Nathan Vassar	275	<i>Range of Other Partners</i>	\$ 270 - 350
Sarah Glaser	270	<i>Range of Other Associates</i>	220 – 260

Billing statements

Billing statements reflect daily line-by-line time entries for each professional who has worked on a particular matter. These statements are prepared and dispatched to the client monthly.

Expenses

Copies at \$0.10 per page; color copies at \$0.50 per page. No charge for LexisNexis and other computerized legal research, and at-cost charge for research of Secretary of State, county deed records and other online computerized research. Routine and non-routine travel expense is charged at the current Internal Revenue Service rate per mile. Travel time is charged but may be discounted as arranged with client in advance of the out-of-office travel. We will submit all out-of-pocket expenses incurred with each monthly statement of service.

Client Contact

Sara Thornton will be the primary client contact, and will work closely with the other attorneys included in this response to maximize efficiency and value. Mike Gershon is also available at your convenience. Sara will engage another firm attorney or paralegal at the Authority's request or if she believes her colleague can achieve the client's objective at a lower cost because they (i) have direct experience with a particular issue, or (ii) can capably get the job done at a lower hourly rate.

RESUMES OF TEAM MEMBERS

SARA R. THORNTON – PRINCIPAL AND PRIMARY CONTACT



Sara is a member of the Water Practice Group and the Compliance and Enforcement Practice Group. She assists clients with various water supply and water quality permitting, compliance, and enforcement issues and has particular expertise in wastewater permitting, Clean Water Act Section 404 permitting, TCEQ enforcement, and compliance with the Endangered Species Act and the National Environmental Policy Act.

Sara grew up in west Texas where she developed an appreciation for the responsible management and conservation of natural resources. She attended Texas A&M University and received a B.S. in Renewable Natural Resources in 2002. During her senior year, Sara interned at the Colorado River Municipal

Water District as a water quality specialist intern. Sara also completed a Master of Urban Planning at Texas A&M University in 2004. During her Masters, Sara conducted research in urban sprawl, collaborative ecosystem management, and wetland mitigation banking and was a co-author on several articles related to this research. She also collaborated on the development of the Comprehensive Plan and Economic Development Plan for the City of Navasota, Texas. Sara received her J.D. from Texas Tech School of Law in 2008. During law school, she also worked as a research assistant in the field of international water law.

Practice Areas: Water, Compliance and Enforcement

Representative Experience

- Sara represents various clients across the state, including cities, river authorities, regional water districts, and other political subdivisions of the state, as well as private industrial and commercial interests.

Professional Licenses and Education

- Admitted to the U.S. District Courts of Eastern Districts of Texas
- Admitted to State Bar of Texas (2008)
- J.D., cum laude, Texas Tech University School of Law (2008)
- Master of Urban Planning, Texas A&M University (2004)
- B.S. in Renewable Natural Resources, Texas A&M University (2002)

Honors and Awards

- Texas Tech School of Law Order of Barristers

MIKE GERSHON – PRINCIPAL, WATER PRACTICE GROUP CHAIR AND SECONDARY CONTACT



Mike represents water utilities, groundwater conservation districts, municipalities, landowners, and various business interests. He advises and represents clients concerning water resource development, management and transactions, water rights, water quality, endangered species, service area disputes, rates, litigation, and board governance. Mike also provides strategic counsel concerning groundwater resource management and development, and negotiates and drafts wholesale and retail water supply agreements and groundwater leases and transfers.

Prior to law school, Mike worked as a litigation consultant and financial analyst. During law school, he served as a law clerk at the Environmental Protection Agency (Region VI), the Natural Resources Division of the Office of the Attorney General, and the Lower Colorado River Authority.

Practice Areas: Water, Litigation, Appellate

Representative Experience

- Represents landowners and developers on all aspects of water and wastewater issues
- Provides strategic counsel concerning groundwater resource management and development, and negotiates and drafts wholesale and retail water supply agreements and groundwater leases and transfers
- Served on the Senate Bill 3 EARIP attorneys workgroup, and represents clients on matters implicating the Endangered Species Act
- Prepares and evaluates applications for drilling and production permit applications on behalf of applicants and as general counsel to several groundwater conservation districts
- Provides strategic and general counsel to several groundwater conservation districts in support of developing rules, management plans, desired future conditions, and all aspects of regulatory programs and board governance
- Offers compliance counsel on TCEQ regulations governing utility standards and Edwards Aquifer Protection Program
- Provides counsel on retail and wholesale water utility rate making and rate appeals
- Handles litigation and appellate work in state court and SOAH, including disputes involving water rights, water reuse, service area, water quality, easement/real property, and groundwater permitting
- Represents municipal and investor-owned utilities on TPDES permitting and source water protection initiatives

Professional Licenses and Education

- Admitted to State Bar of Texas
- Admitted to United States District Court, Western District
- Admitted to United States Court of Appeals, Fifth Circuit
- J.D., St. Mary's University School of Law (1997)
- B.B.A. in Honors Professional Program in Accounting, University of Texas at Austin (1990)
- Honors Accounting Program, University of Oklahoma (1986-88)

LAUREN J. KALISEK – MANAGING DIRECTOR



Lauren is the Firm's Managing Director and leads our Districts Practice Group. She has practiced for more than 20 years in Texas water utility and water quality law and provides counsel to cities, river authorities, water districts, and other local governmental organizations.

In addition to her water quality expertise, Lauren has focused much of her practice in recent years on organizational governance of public water utilities, including the duties and roles of board members, conflicts of interest, compliance with open government requirements, and drafting bylaws, rules and policies. In addition, she is author of the West Texas Practice Series Environmental Law Chapter on Water Quality and has served as a speaker on the

topic of water quality and Texas' regulation of water utilities at numerous conferences.

Practice Areas: Water, Districts

Representative Experience

- General counsel to regional water authorities, water control & improvement districts, and municipal utility districts throughout the State of Texas
- Development of rules and policies regarding operations, administration, service rules and related matters for water utilities
- Special counsel on water quality matters for river authorities, cities, and other retail public utilities throughout the State of Texas
- Prosecution of TPDES applications for publicly owned treatment works with the Texas Commission on Environmental Quality (TCEQ) including contested case hearings held at the State Office of Administrative Hearings (SOAH)
- Appeal of federalized Texas Pollutant Discharge Elimination System (TPDES) permit to the United States Environmental Appeals Board on issue of whole effluent toxicity
- Creation and organization of water districts
- Negotiation and drafting of wholesale water and wastewater supply contracts, developer reimbursement agreements, shared capacity agreements for water and wastewater facilities, and reclaimed water contracts
- Negotiation of purchase and sale of regional water and wastewater systems by local governmental entities

Professional Licenses and Education

- Admitted to State Bar of Texas (1995)
- J.D., University of Texas School of Law (1995)
- B.A., University of Texas at Austin (1992)

TY H. EMBREY – GOVERNMENTAL RELATIONS PRACTICE GROUP CHAIR



Ty has represented a broad range of clients with legal and policy needs in environmental law and governmental relations related to groundwater, water and sewer utility service, surface water, water resource planning, and other environmental matters.

Before joining Lloyd Gosselink in 2003, Ty served as General Counsel and led the staffs of several legislative offices and committees at the Texas Legislature. Ty served as General Counsel for the Texas Senate Natural Resources Committee, the Texas Water Advisory Council and the Joint Senate-House Committee on Water Resources as well as lead staff member for the Oil-Field Cleanup Fund Advisory Committee. Ty also was the General Counsel for State Senator Buster

Brown and a Legislative Aide for State Representative Beverly Wooley.

Practice Areas: Water, Districts, Governmental Relations, Air and Waste

Representative Experience

- Provides general counsel, regulatory compliance, and additional legal services for numerous entities, including groundwater conservation districts, water supply corporations, and investor-owned utilities
- Counsel clients, such as landowners and real estate developers, on groundwater rights and supply issues, water and sewer utility service matters
- Works with trade associations and municipalities to represent their interests before the Texas Legislature and state agencies, such as the Texas Commission on Environmental Quality, Railroad Commission of Texas, and Texas Water Development Board

Professional Licenses and Education

- Admitted to College of the State Bar of Texas
- Admitted to State Bar of Texas
- J.D., Baylor Law School (1998)
- B.A., University of Texas at Austin (1994)

JOE DE LA FUENTE – PRINCIPAL AND LITIGATION PRACTICE GROUP CHAIR



Joe is an aggressive advocate who loves fighting on behalf of Texans and the entities that represent them in all corners of the State. Joe is comfortable in any courtroom, state or Federal, trial or appellate. As the chair of the firm's Litigation Practice Group and as a member of a skilled and efficient team, Joe uses his knowledge of his clients and the law, along with his skills as a seasoned advocate, to help clients both avoid disputes through pre-litigation counseling and resolve disputes through negotiation, mediation, arbitration, trial, and appeals. The cases that Joe handles are often complex, unique, or unusual, often involving novel questions of law, the scope of governmental authority and immunity, and broad questions of public policy. These matters frequently have hundreds of millions or even billions of dollars at stake, with

implications for people throughout the State of Texas.

Practice Areas: Litigation, Business Services, Compliance and Enforcement, Appellate, Alternative Dispute Resolution

Representative Experience

- Represented numerous local government entities in Chapter 1205 bond validation suits, obtaining validation of hundreds of millions of dollars in public financing, including extensive work with the Attorney General of the State of Texas to reach appropriate final declaratory judgments
- Represented a river authority in multi-forum litigation involving a long-term water contract in both trial and appellate courts, successfully resolving the case by agreement
- Represented a public utility in several contract disputes in district court, successfully resolved by agreement
- Representing a municipality in successful contest of a Chapter 1205 bond validation lawsuit, with over \$1.5 billion at issue
- Representing claimants in Clean Water Act cases, including obtaining the largest civil penalty ever assessed up to that time for violations of the Clean Water Act
- Representing a municipality in defense of an environmental preferential purchasing resolution in Federal Court, obtaining the dismissal of the majority of plaintiff's claims, and resolution of remaining issues by favorable settlement
- Representing governmental entities and private enterprises in constitutional and civil rights litigation, including racial discrimination, Fair Housing Act and freedom of speech cases, including defense of federal court litigation at trial and appeal to the Fifth Circuit
- Presently representing a governmental entity in a matter pending before the Supreme Court of Texas involving issues of governmental immunity with respect to environmental contamination claims
- Presently representing a governmental entity in a matter pending before the Supreme Court of Texas involving questions of immunity arising from contract for wastewater treatment services
- Presently representing a river authority in defense of takings suits arising from the flooding caused by Hurricane Harvey in trial courts and courts of appeal
- Presently representing a local government entity in defense of a taking-by-flood case
- Presently representing local government entities in multidistrict litigation in defense of claims arising from the impacts of Winter Storm Uri on the Texas electric market

- Represented a local government entity in defense of a taking-by-flood case at trial, appeal, before the Supreme Court of Texas, and on remand to the trial court
- Represented a local government entity in defense of claims involving disputed rights and interests in groundwater, resolving the case by agreement
- Represented and provided advice to several local government entities in managing construction contracts and potential disputes
- Represented numerous local government entities in Chapter 1205 bond validation suits, obtaining validation of hundreds of millions of dollars in public financing, including extensive work with the Attorney General of the State of Texas to reach appropriate final declaratory judgments
- Represented a river authority in multi-forum litigation involving a long-term water contract in both trial and appellate courts, successfully resolving the case by agreement
- Represented a public utility in several contract disputes in district court, successfully resolved by agreement
- Represented municipal electric utility in contract dispute with energy provider, case resolved by agreement
- Represented municipal and electric cooperative wholesale electric customers in contract litigation with their wholesale electric provider, with all cases resolved by agreement
- Represented a municipality in successful defense against a bond validation lawsuit involving issues of permissible water and wastewater services
- Represented public entities in successful challenge of bond validation lawsuit relating to the issue of water rights, including dismissal of suit at trial court and successful defense of result at the Court of Appeals
- Representing a municipality in successful contest of a bond validation lawsuit, with over \$1.5 billion at issue
- Representing a large solid waste company in a variety of disputes and litigation involving both contract and regulatory issues, in both state and Federal Court
- Representing a municipality in defense of an environmental preferential purchasing resolution in Federal Court, obtaining the dismissal of the majority of plaintiff's claims, and resolution of remaining issues by favorable settlement
- Representing governmental entities and private enterprises in constitutional and civil rights litigation, including racial discrimination, Fair Housing Act and freedom of speech cases, including defense of federal court litigation at trial and appeal to the Fifth Circuit
- Representing claimants in Clean Water Act cases, including obtaining the largest civil penalty ever assessed up to that time for violations of the Clean Water Act;
- Resolving complex construction disputes, including claims relating to moisture incursion and other structural defects, and contract claims relating to performance and payment disputes
- Trial and judgment in breach of contract case in favor of a regional hospital and defense of the judgment on appeal
- Successful arbitration on behalf of a regional hospital in physician recruiting agreement dispute
- Representing physician practice group in pre-dispute counseling and settlement of contract disputes
- Obtaining emergency injunctive relief to prevent potential contamination of municipal water source
- Representing governmental entities and private parties in disputes arising from pipeline failures and spills, including contamination and product liability disputes

- Successful arbitration in defense of national technology services company in a dispute regarding stock purchase rights pursuant to merger agreement
- Successful jury trials to defense verdict in wrongful termination cases, including cases relating to race discrimination and workers' compensation claim retaliation
- Negotiating and drafting complex indemnity and risk-sharing agreements
- Representing a video game software company in a vendor contract dispute
- Representing physicians and practice groups when subpoenaed as third-party witnesses
- Representing private correctional facilities in wrongful death and personal injury litigation
- Representing a college athletic organization at trial and appeal to Texas Supreme Court
- Successful jury trials of insurance premium fraud cases
- Obtaining summary judgment for defense in multi-party lender liability case
- Appeals to Courts of Appeals and the Texas Supreme Court

Professional Licenses and Education

- Admitted to State Bar of Texas (1995)
- Admitted to U.S. District Courts for Western, Eastern, Northern, and Southern Districts of Texas
- J.D., University of Texas (1995) (Associate Editor, The Review of Litigation; Teaching Quizmaster)
- B.A., Plan II Honors, University of Texas (1992)

DUNCAN C. NORTON – PRINCIPAL



Duncan is the Chair of the Firm's Air and Waste Practice Group. He has more than 30 years of experience in environmental regulatory law in Texas. He focuses his practice on representing businesses and governmental subdivisions in permitting, enforcement, and rulemaking issues before the Texas Commission on Environmental Quality ("TCEQ") and the Environmental Protection Agency.

Prior to joining Lloyd Gosselink, Duncan was the General Counsel to the TCEQ, providing legal advice and counsel to the three Commissioners appointed by the Governor on permitting, enforcement and rulemaking matters. He also managed the TCEQ's litigation.

Duncan is a former Administrative Law Judge for the Texas Water Commission, and is a guest lecturer at the U.T. School of Law.

Practice Areas: Air and Waste, Compliance and Enforcement, Water, Environmental Enforcement Defense, Appellate

Representative Experience

- Oral argument and briefing before the Texas Court of Appeals and the Texas Supreme Court
- Permitting of largest landfill expansion in Texas
- Permitting Greenfield sites for new landfills
- Successfully defending numerous clients in TCEQ environmental enforcement matters
- Negotiating Agreements with opposing parties and local governments on environmental issues
- Air Quality Permitting of rock crushers and frac sand processors
- Successfully advocating for TCEQ rule amendments
- Assisting clients with Texas Risk Reduction Program remediations
- Assisting clients with TCEQ Voluntary Clean-up Program approvals
- Assisting clients with municipal setting designations
- Advising clients on waste management matters
- Securing rate increases and CCN amendments for water and wastewater utilities

Professional Licenses and Education

- Board Certified in Administrative Law by the Texas Board of Legal Specialization (1990)
- Admitted to State Bar of Texas (1985)
- J.D., Texas Tech University School of Law (1984)
- B.B.A., Texas Tech University (1981)

NATHAN E. VASSAR – PRINCIPAL



Nathan's practice is influenced by his experience in the state house and his background in both regulatory compliance and environmental litigation. He focuses on regulatory compliance, water resources development, and water quality matters, addressing permitting and enforcement, and when necessary, litigation. Nathan regularly appears before state and federal agencies, as well as courts across the state and region. Prior to joining Lloyd Gosselink, Nathan worked in commercial litigation at a boutique Dallas firm, achieving successful results for clients in a wide array of business disputes, including environmental litigation. He also draws upon his background in policy and work with administrative agencies from his time as a Legislative Director

for a State Senator. During law school, Nathan interned for then-Circuit Court Judge Neil M. Gorsuch of the United States Tenth Court of Appeals.

Practice Areas: Water, Compliance and Enforcement, Litigation, Appellate

Representative Experience

- Represents clients in environmental enforcement litigation, including Clean Water Act administrative order/Consent Decree negotiations
- Addresses clients' water permitting/water supply needs
- Evaluates client compliance with federal and state environmental regulations
- Pre-trial discovery, motions practice, and hearing experience

Professional Licenses and Education

- Admitted to State Bar of Texas
- Admitted to U.S. District Courts for Western, Eastern, Northern, and Southern Districts of Texas
- J.D., with honors, University of Texas School of Law
- B.A., University of Virginia

SARAH T. GLASER – PRINCIPAL



Sarah is an employment attorney who helps employers navigate compliance with federal, state, and local employment laws. She works directly with her clients in hiring, leave programs, performance counseling, workplace safety, and the many issues that arise after termination. Sarah advises her clients with the goal of providing efficient, cost-effective representation rooted in an understanding of the business. When a strong defense is necessary, Sarah represents clients in front of federal and state courts and administrative agencies, such as the EEOC, TWC, and DOL. Sarah has been named a Texas Super Lawyers Rising Star in the area of Employment Litigation: Defense and a Top Austin Attorney by Austin Monthly Magazine in Labor and Employment for several years running.

Practice Areas: Employment, Litigation

Representative Experience

- Counseling employers on the myriad of issues that might arise during employment, including hiring, firing, administration of leave, and FMLA and ADA compliance
- Reviewing and revising employment handbooks, internal procedures, and employment agreements (including employment agreements, confidentiality agreements, non-compete agreements, etc.)
- Conducting training for management and staff on important compliance issues
- Developing workplace safety programs
- Investigating and submitting position statements on behalf of employers for submission to federal and state agencies like the EEOC and the Texas Workforce Commission
- Defending employers in employment litigation and appeals

Professional Licenses and Education

- Admitted to the State Bar of Texas (2011)
- Admitted to U.S. District Court for the Western, Northern, Southern, and Eastern Districts of Texas
- J.D., University of Texas School of Law (2011)
- B.A., Washington University in Saint Louis (2008)

Qualifications to Provide Financial Advisory Services

Red River Authority

August 30, 2024

Red River Authority



CONTACT:

Nick Bulaich, Managing Director

nick.bulaich@hilltopsecurities.com

777 Main Street, Suite 1525, Fort Worth, Texas 76102

Office Phone: 817.332.9710

August 30, 2024
Qualifications to Provide
Financial Advisory Services

Nick Bulaich
Managing Director
777 Main Street, Suite 1525
Fort Worth, TX 76102
nick.bulaich@hilltopsecurities.com
Direct – 817.332.9710

August 30, 2024

Red River Authority of Texas
Attention: Fabian Heaney, General Manager
3000 Hammon Rd.
Wichita Falls, Texas 76310

Dear Mr. Heaney:

Hilltop Securities Inc. (“HilltopSecurities”) is pleased to submit our qualifications to continuing serving as financial advisor to Red River Authority of Texas (the “Authority”) in order to provide assistance with capital financing in the public market and through the Texas Water Development Board (“TWDB”). We believe our extensive overall financial advisory experience, and in particular, our expertise advising Texas entities enables us to provide the Authority with high-quality financial advisory services and sound financial advice.

Strong Texas Experience. We are headquartered in Dallas and we will continue to serve the Authority from our Fort Worth Office. Our in-depth knowledge of issues affecting the surrounding communities, as well as our availability to meet with the Authority on short notice are essential qualities we offer. ***We are ranked as the #1 financial advisory firm in the State of Texas*** based on number of issues and par amount, with 1,489 transactions totaling in \$84.96 billion par amount (according to Ipreo MuniAnalytics), for the five-year period ending July 31, 2024. Our level of participation as financial advisor in Texas is over four times that of our nearest competitor for overall issues. With a 31% market share (by par amount), HilltopSecurities serves as financial advisor on nearly one-third of every bond issue completed in Texas.

Experience with Texas Water Development Board Financings. We understand the Authority requires a financial advisor with experience accessing financing programs through the Texas Water Development Board (“TWDB”). **According to our internal records, HilltopSecurities has assisted with 151 projects that were financed through the TWDB, totaling approximately \$3.53 billion par amount for the period January 1, 2019 through August 31, 2024.** We continually maintain a thorough working knowledge of existing loan programs and application requirements. Additionally, HilltopSecurities is the financial advisor to the TWDB, therefore, our in-depth knowledge of the intricacies of their funding programs is unmatched.

Water and Wastewater Experience. According to Ipreo MuniAnalytics, for the five-year period ending July 31, 2024, we are the number-two financial advisor in the nation for par amount of water and sewer issues completed, having provided financial advisory services on 341 transactions totaling \$20.71 billion par amount.

Experience with Similar Texas Entities. HilltopSecurities has extensive experience serving entities in the State of Texas. Some of the cities and entities for which we have and are currently providing financial advisory services related to water and sewer financings and Texas Water Development financings include, but are not limited to: Bedford,

Colorado River Municipal Water District, Ector County Utility District, Farmersville, Fort Worth, Hillsboro, Hurst, Justin, Keller, North Texas Municipal Water District, Tarrant Regional Water District, and Upper Trinity Regional Water District, among others. **For the five-year period ending July 31, 2024, Ipreo MuniAnalytics ranks us as the number-one financial advisory firm in Texas for number and par amount of transactions completed for water and sewer projects in Texas.**

Industry Recognition. HilltopSecurities has earned national recognition by receiving “Deal of The Year” Awards by The Bond Buyer, International Financing Review and Institutional Investor 31 times for innovative structures specifically tailored to the challenges of our clients. Such recognition is highly coveted in the public finance industry.

Team Concept. HilltopSecurities’ business philosophy has always been to implement the “team concept” to provide the best possible service to our clients. Under this concept, we meet a client’s needs by involving a variety of professionals from different disciplines with specialized expertise in various aspects of public finance. So in addition to myself, Laura Alexander will be providing continuous support throughout our engagement with the Authority.

Extensive Market Knowledge. In our role as financial advisor, we believe maintaining a trading and underwriting desk is essential to properly advising the Authority about market conditions. The firm’s underwriting and trading desks routinely provide recommendations based on their active market involvement and extensive institutional investor relationships. These capabilities provide an enormous advantage to the Authority and differentiate our team from other advisory firms that do not have actual and active market involvement and capabilities.

A Firm Commitment to Service. As mentioned previously, HilltopSecurities is a full-service firm that is able to provide the Authority valuable advisory services not only as a financial advisor, but also in the capacity of arbitrage rebate, investment management, continuing disclosure, and other services. As a registered broker-dealer, HilltopSecurities’ bankers and analysts are held to the highest level of professionalism and are required to earn and maintain the proper securities licenses and must satisfy regular continuing education requirements. Above and beyond the regulatory standards, HilltopSecurities’ corporate culture is insistent on attentive service to our clients, accountability for the quality of our service, and transparency in the reasons for the financial advice we provide. We sincerely desire to meet and exceed the quality of service, proactive attentiveness, and the responsiveness the Authority requires from its financial advisor.

In summary, we believe we possess the experience, expertise and resources to provide exemplary financial advisory services to the Authority for its financing programs. HilltopSecurities hopes the information included in our municipal advisory services qualifications will demonstrate not only the capabilities of our firm, but our desire to assist the Authority in this role. We appreciate the opportunities we have had to work with the Authority over the years and we would appreciate the opportunity to continue working with Authority and its staff to support its mission in the future. If we can answer any questions or provide further assistance, please feel free to contact us.

Sincerely yours,



Nick Bulaich
Managing Director



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Appendix A	Representative List of TWDB Transactions by HilltopSecurities Financial – January 1, 2019 through August 31, 2024
Appendix B	Texas Water & Sewer System Experience
Appendix C	Signed HB 1295 Disclosure Form
Appendix D	Draft Financial Advisory Agreement

Section 1 – General Information and Statement of Interest

Provide the following information about each individual(s)/firm(s) participating in the services:

1. Name and address of individual(s)/firm(s) (including county)

In line with HilltopSecurities “team philosophy,” Mr. Nicholas “Nick” Bulaich, Managing Director, will serve as Project Manager, for our engagement with the Authority, relying upon the most qualified personnel within our firm to see that the Authority receives expert guidance throughout all phases of our engagement. Ms. Laura Alexander, Senior Managing Director, also in our Fort Worth office, will provide senior banking support, quantitative and analytical support, and will serve as a secondary contact.

Mr. Bulaich will serve as the primary day-to-day contact regarding the RFQ. Our engagement with the Authority will be handled in the firm’s Fort Worth office, located in Tarrant County. Contact information follows:

Hilltop Securities Inc. Fort Worth Office (Tarrant County)	
Nick Bulaich Managing Director 777 Main Street, Suite 1525 Fort Worth, TX 76102 Phone: 817.332.9710 nick.bulaich@hilltopsecurities.com	Laura Alexander Senior Managing Director 777 Main Street, Suite 1525 Fort Worth, TX 76102 Phone: 817.332.9710 laura.alexander@hilltopsecurities.com

2. Firm(s) contact name and information

Hilltop Securities Inc. Dallas Headquarters (Dallas County)
717 North Harwood Street, Suite 3400 Dallas, TX 75201 Phone: 214.953.4000 www.hilltopsecurities.com

3. Number of years in business

In 2016, Southwest Securities, Inc., first organized as a corporation in 1972, merged with First Southwest Company, LLC, which was formed in 1946. The combined entity is Hilltop Securities Inc., a Delaware corporation and a wholly owned subsidiary of Hilltop Securities Holdings LLC, which is wholly owned by Hilltop Holdings Inc. HilltopSecurities has over 78 years of experience in the public finance arena.

4. List of professional licenses and certifications

HilltopSecurities believes when an issuer is selecting a financial advisor, accountability and transparency are paramount. As a broker/dealer, HilltopSecurities is subject to and remains in full compliance with the rules and regulations of various governmental bodies such as the U.S. Securities and Exchange Commission (“SEC”) and the Financial Industry Regulatory Authority (“FINRA”), among others, and we adhere to the rules of the Municipal Securities Rule Making Board (“MSRB”). HilltopSecurities is also a registered securities dealer under the SEC Act of 1934 and functions as a member of the Depository Trust Company and the National Clearing Corporation. Such heightened level of accountability and transparency behind all of our advice and actions distinguish us from most other firms that propose to provide financial advisory services without being subject to such oversight and the capital requirements that go along with such regulation.

Please see the respective license numbers for each team member in the table below.

Proposed Finance Team	
Project Manager	Senior Banking Support
Nick Bulaich Managing Director Fort Worth Office CRD# 4448204	Laura Alexander Senior Managing Director Fort Worth Office CRD# 2900382

Please see each team members' resume in Section 2 of our response for a detailed list of the licenses held by each team member.

5. Statement of Interest

HilltopSecurities is pleased to have the opportunity to respond to the Request for Qualifications for municipal advisory services. HilltopSecurities is one of the country's top-ranked financial advisory firms and has a proven record of excellence and service to issuers within Texas. HilltopSecurities views our advisory relationships as long-term in nature, rather than on a transaction-by-transaction basis and enjoys many long-standing municipal advisory relationships. The qualities that sustain these relationships are the same qualities that our team will continue to bring to the Authority's advisory relationship: experience, integrity, and a clear focus on achieving the Authority's goals.

At HilltopSecurities, we are focused on one mission, and that is to provide superior financial advisory and related services to public entities nationwide. HilltopSecurities is confident that our decades of experience with providing financial advisory services to issuers of tax-exempt and taxable debt, along with our extensive analytical and human resources will provide the full scope of financial advisory services the Authority seeks.

We are proud to have been able to help the Authority with its financing needs over the past 50 years and we would appreciate the opportunity to continue working with the Authority and its staff in supporting its mission and future financing goals.

Section 2 – Biography

Provide the following information about each individual(s)/firm(s) participating in the services:

1. Short biography of each individual. Attach resumes of each individual identified.

For our engagement with the Authority, HilltopSecurities offers a committed staff of experienced and skilled professionals. The specializations of our professionals are diverse such that our internal resources alone meet the complete financial needs of our clients.

Project Manager, **Mr. Nick Bulaich** will oversee and expedite the work effort required of HilltopSecurities on the Authority's behalf. **Ms. Laura Alexander** will provide daily banking support as well as provide quantitative and analytical support. The following resumes detail the qualifications of our team. Mr. Bulaich and Ms. Alexander will be available to meet with the Authority and finance team and to make presentations required by the Authority.

Team Resumes



Nick B. Bulaich

Managing Director

777 Main Street, Suite 1525
Fort Worth, TX 76102

Phone: 817.332.9710
nick.bulaich@hilltopsecurities.com

Profile

- 23 years of public finance experience
- Reviews legal documentation, provides quantitative support and oversees the general processing of financings
- Supplies refunding analyses, debt structuring, cash flow models, and credit analysis for a wide range of public finance issuers
- Works with clients, including cities, counties, school districts, and water districts

Education

- Bachelor of Business Administration in Finance with a minor in Accounting, Texas Christian University

Licenses Held

- Registered Representative of the Financial Industry Regulatory Authority (FINRA)
 - General Securities Representative, Series 7
 - Municipal Advisor Representative, Series 50
 - Uniform Securities Agent, Series 63
 - Investment Banking Representative, Series 79



Laura B. Alexander

Senior Managing Director

777 Main Street, Suite 1525
Fort Worth, TX 76102

Phone: 817.332.9710
laura.alexander@hilltopsecurities.com

Profile

- Has more than 27 years' experience with the firm in the public finance industry
- Manager of the firm's Fort Worth office
- Provides structuring expertise as well as credit and cash flow analyses, reviews legal documentation, obtains credit enhancement and oversees the general processing of financings

Education

- Bachelor of Arts in Mathematics, University of Richmond
- Master of Business Administration, Stanford University
- Master of Arts in Education, Stanford University

Current Affiliations

- Government Finance Officers Association (National)
- Government Finance Officers Association of Texas
- National Association of College and University Business Officers

Licenses Held

- Registered Representative of the Financial Industry Regulatory Authority (FINRA)
 - General Securities Representative, Series 7
 - Municipal Advisor Representative, Series 50
 - Municipal Securities Principal, Series 53
 - Municipal Advisor Principal, Series 54
 - Uniform Securities Agent, Series 63
 - Investment Banking Representative, Series 79

2. Describe the specific qualifications and experience of the individual(s), including professional licenses and certificates.

Mr. Bulaich and **Ms. Alexander** represent clients such as the Benbrook Water Authority, Colorado River Municipal Water District, North Texas Municipal Water District, the Red River Authority of Texas, Tarrant Regional Water District and Upper Trinity Regional Water District, among others. The team has worked with several of these clients for over multiple decades. Through the years, Nick and Laura have helped and continue to assist in helping these clients fund two water reservoirs, two wetland projects, a groundwater wellfield development project, multiple water and wastewater treatment plants, raw water and treated water supply pipelines, pollution control projects, and all types of water and sewer facilities across the State of Texas.

In addition, HilltopSecurities is the financial advisor to the Texas Water Development Board, which has created numerous water and sewer funding programs with subsidized rates to help benefit small and large issuers develop an affordable water supply across the State of Texas. As the current financial advisor to the Authority, we have historically tried to take advantage of TWDB funding when it has been feasible to do so. As noted in our qualifications, we have more expertise in water and sewer needs than any other advisor in the State of Texas.

Please see Section 1, Question 4, and Section 2 of our response for a list of the professional licenses and certificates held by **Mr. Bulaich** and **Ms. Alexander**. Below please find a brief history of our firm and our financial advisory rankings nationally, for water and sewer deals in the State of Texas and for TWDB deals.

History of HilltopSecurities as Financial Advisor

Since the founding of our predecessor firm in 1946, HilltopSecurities has played a pivotal role in shaping the landscape of public finance.

The onset of our role as a financial advisor began early in a relationship with a Texas city when we advised the city's leaders that, rather than offering their issue to only one underwriting firm, which was the only method then used, they instead should accept competitive bids from multiple underwriting firms. Our advice and assistance with the competitive bid process resulted in a far lower cost of financing for our client. Soon thereafter, the concept of a financial advisor adding value to issuers' financings expanded across the State of Texas and eventually nationwide.

Since then, HilltopSecurities has earned a national reputation as a trustworthy firm committed to unparalleled excellence. We take seriously the trust our clients place in our abilities, as we help meet the financial objectives of **one-third of all issues completed in the State of Texas**.

Our Firm at a Glance

40 Offices in 16 States
 800 Employees Firm-Wide (approximately)
 31 “Deal of the Year” Awards
 Reliable, Firsthand Market Information
 #1 Financial Advisor in the State of Texas for Par
 Amount and Number of Issues*
 #2 Financial Advisor in the Nation for Number of Issues*

*Source: Ipreo MuniAnalytics 8/1/2019 – 7/31/2024)

Commitment to Texas Issuers

Although a national firm, we emphasize client service at the regional level to provide customized solutions for our clients. We are deeply rooted in the State of Texas, with more than 14 public finance, capital markets and retail locations throughout the state, including our headquarters in Dallas.

HilltopSecurities is a market leader as financial advisor for a broad range of transactions. Our close proximity to Texas issuers and strong presence in the state facilitate long-term relationships with Texas clients, some extending longer than 40 years. ***Because we are Texas-based, we are able to commit a vast array of resources in an expeditious manner in that our many Texas office locations make our resources readily accessible to the Authority.***

The following map illustrates the firm’s office locations throughout the State of Texas.



Texas Offices / Employees by Department

Office Location	Public Finance	Fixed Income Capital Markets	Wealth Mgmt	Other	Total
Dallas HQ	90	25	41	203	358
Amarillo				9	9
Austin*	20	2	12		34
Clifton	2				2
El Paso	3				3
Fort Worth	7		4		11
Houston	11	8	5		24
Lufkin			1		1
Park Cities			22	7	29
Plano			11		11
San Antonio	6		1	1	8
Sherman			4		4
The Woodlands			2		2
Total	138	35	103	220	496

*Two office locations in the City of Austin

Some of the noteworthy characteristics about our achievements in the financial advisory sphere include:

- Acts as financial advisor or underwriter to more than 1,450 clients that include cities, counties, states and state agencies, school districts, special districts, utility districts, tax increment zones, and other governmental entities nationwide.
- Relationship bankers work closely with the trading desk to provide clients with accurate and real-time market information for relevant securities to structure financings.
- Nationally ranked as the #2 financial advisor based on total number of issues for the five-year period from August 1, 2019 through July 31, 2024.**

In addition to the cornerstone of public finance, HilltopSecurities offers a broad range of related services, all of which are accessible at all times during our engagements as financial advisor.



Financial Advisory Experience

From January 1, 2019 – August 31, 2024, HilltopSecurities has assisted numerous clients on approximately 151 issues that were financed through the TWDB, totaling approximately \$3.53 billion par amount. Our experience includes assisting both growing and mature issuers with a broad and diverse range of programs similar in size and scope to that of the Authority. The table in **Appendix A** includes a representative list of TWDB issues for which HilltopSecurities served as financial advisor since January 1, 2019.

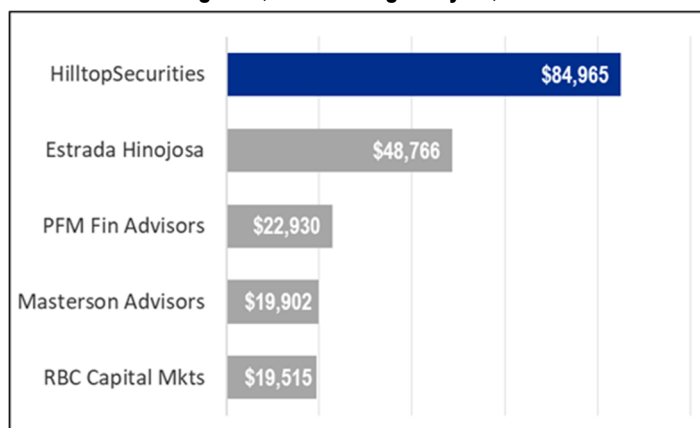
HilltopSecurities works with both large and small water system issuers, including a number of water authorities, special utility districts, and municipal utility districts from all corners of Texas. During the past five years, the average size of our clients' water-related transactions has been approximately \$64 million, and they range in size from less than \$1 million to as large as \$1 billion. **In fact, no other Texas or national firm has Texas water resource experience comparable to that of HilltopSecurities.**

Water and Wastewater Experience in Texas

HilltopSecurities has always ranked among the top financial advisory firms in Texas. **For the five-year period ending July 31, 2024, Ipreo MuniAnalytics ranks us as the number-one financial advisory firm in Texas for number and par amount of transactions completed overall.** HilltopSecurities holds 31% market share in the state of Texas for par amount of bond and note transactions, 1,489 with a par amount of \$84.96 billion.

HilltopSecurities Financial Advisory Experience

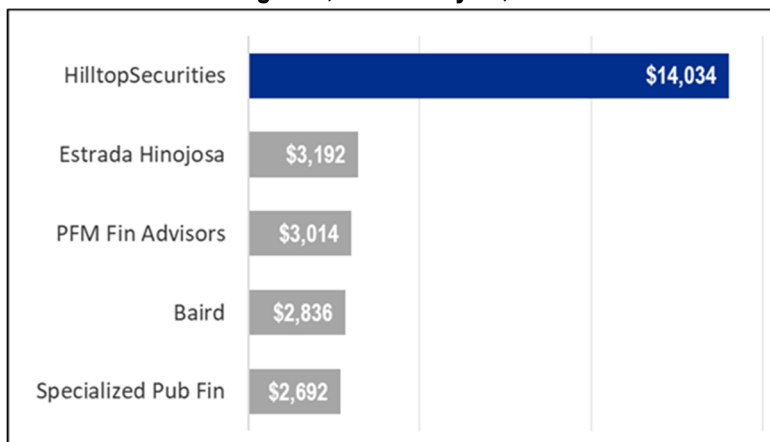
Texas Ranking by Par Amount
August 1, 2019 through July 31, 2024



For water and wastewater transactions over the same time period, HilltopSecurities ranks **number two nationally** for par amount of issues completed, with 341 transactions and \$20.71 billion par amount.

Our level of participation as financial advisor in Texas for water and wastewater transactions is over three times that of our nearest competitor, as the following chart shows. ***With a 45.7% market share based on par amount, HilltopSecurities serves as financial advisor on almost one-half of the dollar volume of all water and wastewater issues completed in Texas***—with a par amount of over \$14.03 billion and 219 issues.

Texas Financial Advisory Rankings
Water and Sewer Bond and Note Transactions
Texas Ranking by Par Amount
August 1, 2019 – July 31, 2024



Real-Time Market Information

HilltopSecurities believes that the discipline of maintaining an active broker/dealer operation benefits our clients in numerous ways. Primarily, we are active participants in the marketplace every day, not merely observers. Risking our capital gives us additional perspective into the underwriting process, and lends us valuable credibility with the underwriting community. Other broker/dealers know that we are willing and able to provide the same functions we ask of them. They know we are speaking on a daily basis to many of the same institutional investors. Therefore, our clients benefit from market advice that we obtain from firsthand, direct, real-time information as opposed to secondhand observations obtained from calling other firms or compiled from information vendors.

We strongly believe that this approach distinguishes our services from our competitors, but most importantly, it provides a higher quality of service to our clients and allows them to achieve the lowest possible cost of borrowing.

The underwriting desk at HilltopSecurities works in partnership with our banking professionals from the beginning initial structuring, updating with current scales and coupon ideas, call features, priority of order decisions all the way to the final allocations. We have multiple underwriting professionals with more than 25 years of experience each working for both national and regional firms. They understand all facets of the underwriting process, from how to capture the largest retail sales percentage to working with the most difficult institutional orders. The majority of our underwriters' time is invested in working with our financial advisory clients. The Authority can be confident that when the time arrives to price its issue, our professional underwriters will be watching over every detail of the transaction and getting the most value for the Authority's securities the market will allow.

In our role as financial advisor, HilltopSecurities underwriting and trading desk routinely provides recommendations regarding the following matters based on their active market involvement and extensive institutional investor relationships:

- Structure
- Call options and premiums
- Yields
- Coupons
- Placement of term bonds and pricing
- Serial bonds and pricing
- Capital appreciation bonds and pricing
- Cost effectiveness of insurance
- Credit aspects
- Underwriters' takedown and spread
- Syndicate rules
- Allocation of bonds

In short, these capabilities provide a significant advantage to the Authority and differentiate HilltopSecurities from "independent" advisory firms that do not have actual market involvement and capabilities. Although the Authority may not require recommendations on these technical issues on all its debt issuances, the expertise of our underwriting desk will be useful to the Authority when specific questions arise.

Section 3 – Description of Relevant Experience

Provide a description of relevant experience (limit one page per individual).

All Respondents shall include a list of a minimum of three (3) references, for similar services only, who could attest to the Respondent's knowledge, quality of work, timeliness, diligence, and flexibility. Include names, contact persons, and phone numbers of all references.

HilltopSecurities believes that strong recommendations from our clients are the most accurate indications of our firm's level of service and expertise. The following are selected client references for which we have provided financial advisory services that will be helpful in assessing our ability to serve the Authority.

Colorado River Municipal Water District



Mr. Cole Walker
General Manager
Colorado River Municipal Water District
P.O. Box 869
Big Spring TX 79721-0869
Phone: 432-267-6341

North Texas Municipal Water District



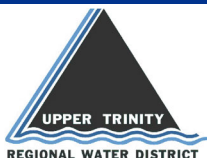
Ms. Jeanne Chipperfield
Deputy Director – Administrative Services
North Texas Municipal Water District
501 East Brown Street
Wylie TX 75098
Phone: 469-626-4317

Tarrant Regional Water District



Ms. Sandy Newby
Chief Financial Officer
Tarrant Regional Water District
800 East Northside Drive
Fort Worth, TX 76102-1097
Phone: 817-335-2491

Upper Trinity Regional Water District



Mr. Lester Harris
Chief Financial Officer
Upper Trinity Regional Water District
900 North Kealy
Lewisville TX 75057
Phone: 469-635-8167



Please see Section 2, Question 2, for a description of our relevant experience.

Section 4 – Conflicts

1. Provide an affirmative statement that the firm is independent of the Authority as defined by the U.S. General Accounting Office's Government Auditing Standards (1988).

Hilltop Securities Inc. hereby affirmatively states that the firm is independent of the Red River Authority as defined by the U.S. General Accounting Office's Government Auditing Standards (1988).

2. List any and all engagements within the last three (3) years that are or might otherwise be a conflicts of interest with the Authority.

HilltopSecurities does not believe that its selection to provide municipal advisory services to the Authority should create a conflict of interest.

Section 5 – HB 1295 Compliance

1. Provide a signed form in compliance with HB 1295. Texas House Bill 1295 (effective 1/1/2016) requires individual(s)/firm(s) to complete Form 1295 and disclose all interested parties to the proposed project/contract. The firm must log in to the state website at <https://www.ethics.state.tx.us/filinginfo/1295/>, complete the form online, print, sign, notarize and include with the proposal.

HilltopSecurities has included its completed Form 1295 in **Appendix C**.

Section 6 – Schedule of Rates

Provide a schedule of hourly billable rates for type of services, i.e. monthly retainer, rate to attend meetings, rate to attend court, rate for document drafting/review, etc.

HilltopSecurities proposes to maintain the following fee schedule for debt issuances. This is the fee schedule in our current contract with the Authority and is contingent on the successful closing and delivery of funds to the Authority,

HilltopSecurities Fee Schedule	
Base Fee – Any Issue	\$5,000
Plus \$9.00 per \$1,000 first	\$1,000,000
Plus \$5.00 per \$1,000 next	\$4,000,000
Plus \$3.50 per \$1,000 next	\$5,000,000
Plus \$3.00 per \$1,000 next	\$10,000,000
Plus \$2.50 per \$1,000 next	\$10,000,000
Plus \$2.00 per \$1,000 next	\$20,000,000
Plus \$1.50 per \$1,000 over	\$50,000,000

HilltopSecurities does not intend to charge an hourly fee for furnishing any of our services or for any other financial services, however, if a certain situation presents itself that would require an hourly fee, such schedule shall be approved by the Authority in advance of such determination. Please see **Appendix D** for a draft of our proposed contract.

Appendix A

List of Representative TWDB Transactions by the firm – January 1, 2019 through July 31, 2024

Appendix A





HilltopSecurities Financial Advisory Experience – TWDB Transactions

January 1, 2019 - current

Source: Internal Records

Issue Date	Issuer	Issue Description	Par Amount
1/1/2019	Hillsboro, City of (General Obligation Debt)	Comb Tax & Rev C/O Ser 2019	3,130,000
2/15/2019	Bonham, City of (General Obligation Debt)	Comb Tax & Surplus Rev C/O Ser 2019B	9,830,000
2/15/2019	Bonham, City of (General Obligation Debt)	Comb Tax & Surplus Rev C/O Ser 2019A	4,810,000
2/15/2019	Brady, City of (General Obligation Debt)	Comb Tax & Surplus WW & SS Rev C/O Ser 2019	10,830,000
3/1/2019	El Paso, City of (Waterworks & Sewer System)	W & S Rev Bds Ser 2019	1,415,000
5/1/2019	San Juan, City of (Waterworks & Sewer System)	WW & SS Rev Bds Ser 2019	6,645,000
5/1/2019	San Juan, City of (Waterworks & Sewer System)	WW & SS Rev Bds Ser 2019A	1,715,000
7/1/2019	Brady, City of (General Obligation Debt)	Comb Tax & Surplus WW & SS Rev C/O Ser 2019A	8,400,000
7/1/2019	Brady, City of (General Obligation Debt)	Comb Tax & Surplus WW & SS Rev C/O Ser 2019B	2,035,000
7/1/2019	Eastland Co Water Supply Dist (Water Supply System)	Water Supply Rev Bds Ser 2019	805,000
7/1/2019	Grand Prairie, City of (Waterworks & Sewer System)	W & WW Sys Rev Bds New Ser 2019	3,180,000
7/15/2019	Roscoe, City of (General Obligation Debt)	Comb Tax & Surplus Rev C/O Ser 2019	1,965,000
8/15/2019	Wolfe City, City of (General Obligation Debt)	Comb Tax & Surplus Rev C/O Ser 2019D	3,065,000
8/15/2019	Wolfe City, City of (General Obligation Debt)	Comb Tax & Surplus Rev C/O Ser 2019C	870,000
8/15/2019	Wolfe City, City of (General Obligation Debt)	Comb Tax & Surplus Rev C/O Ser 2019B	2,035,000
8/15/2019	Wolfe City, City of (General Obligation Debt)	Comb Tax & Surplus Rev C/O Ser 2019A	2,325,000
9/20/2019	Parker Co SUD	Util Sys Rev Bds Ser 2019	15,080,000
9/26/2019	Fort Griffin Special Utility District (Waterworks & Sewer System)	WW Sys Rev Bds Ser 2019	1,525,000
9/27/2019	Palo Pinto WSC	Loan Agreement, Ser 2019	615,000
10/22/2019	Ector Co Util Dist	Water Sys Rev Bds Ser 2019	45,275,000
11/1/2019	Cameron Co Irrigation District # 6 (Drainage Utility System)	Water Sys Rev Notes Ser 2019	865,000
11/6/2019	North Texas Municipal Water Dist (Water Supply Contract)	Water Sys Rev Bonds Ser 2019	101,345,000
11/7/2019	Cleburne, City of (Waterworks & Sewer System)	WW & SS Rev Bds Ser 2019	41,000,000
11/7/2019	Upper Trinity Regional Water Dist (Reg Treated Water Supply Sys)	Reg Treated Water Supply Sys Rev Bds Ser 2019	18,640,000
11/12/2019	Sabine River Auth (Gulf Coast Division)	W Supply Sys Rev Bds Taxable Ser 2019	22,865,000
11/14/2019	Guadalupe-Blanco River Auth (Carrizo Groundwater)	Contract Rev Bds Ser 2019	9,740,000
12/12/2019	Willow Park, City of (General Obligation Debt)	Comb Tax & WW & SS Surplus Pledge Rev C/O Ser 2019	13,770,000
2/27/2020	Athens, City of (WW & SS)	WW & SS Rev Bds Ser 2020	825,000
3/15/2020	Lower Valley Water Dist (Utility System)	Util Sys Rev Bds Ser 2020	5,220,000
3/26/2020	Fort Worth, City of (WW & SS)	WW & SS Rev Bds Ser 2020	62,725,000
4/15/2020	Port Arthur, City of (General Obligation Debt)	Comb Tax & Surplus Rev C/O Ser 2020B	56,310,000
5/1/2020	Edgewood, City of (General Obligation Debt)	Comb Tax & Surplus Rev C/O Bds Ser 2020	1,540,000
5/12/2020	Dallas, City of (WW & SS)	WW & SS Rev Bds Ser 2020A	22,000,000
5/12/2020	Dallas, City of (WW & SS)	WW & SS Rev Bds Ser 2020B	44,000,000
6/1/2020	North Texas Municipal Water Dist (Regional Wastewater System)	Reg Wastewater Sys Rev Bds Ser 2020	458,920,000
6/1/2020	Terrell, City of (General Obligation Debt)	Comb Tax & WW & SS (Surplus Pledge) Rev C/O Ser 2020A	6,000,000
7/15/2020	Surfside Beach, Village of (Waterworks & Sewer System)	WW & SS Rev Bds Ser 2020	1,800,000
7/15/2020	Westwood Shores MUD (General Obligation Debt)	U/L Tax Bds Ser 2020A	1,560,000
7/15/2020	Westwood Shores MUD (General Obligation Debt)	U/L Tax Bds Ser 2020B	1,400,000
8/15/2020	Rotan, City of (General Obligation Debt)	Comb Tax & Surplus Rev C/O Taxable Series 2020A	235,000
8/15/2020	Rotan, City of (General Obligation Debt)	Comb Tax & Surplus Rev C/O Taxable Ser 2020B	2,040,000



Issue Date	Issuer	Issue Description	Par Amount
8/15/2020	Palo Pinto Co WC&ID # 1 (General Obligation Debt)	U/L Tax Util Sys Bds Ser 2020	295,000
9/1/2020	Roby, City of (General Obligation Debt)	Comb Tax & Surplus Rev C/O Taxable Bds Ser 2020	250,000
9/29/2020	Aledo, City of (General Obligation Debt)	Tax & WW & SS Surplus Rev C/O Ser 2020	4,230,000
10/1/2020	Nassau Bay, City of (Waterworks & Sewer System)	W & SS Rev Bds Ser 2020	3,000,000
10/15/2020	Riverbend Water Resources District (Regional Water System Project)	Contract Rev Bds (Regional Water Sys Proj) Taxable Ser 2020A	10,800,000
10/15/2020	Riverbend Water Resources District (Regional Water System Project)	Contract Rev Bds (Regional Water Sys Proj) Ser 2020B	7,200,000
11/1/2020	Athens, City of (Waterworks & Sewer System)	WW & SS Rev Bds Ser 2020A	1,080,000
11/1/2020	Guadalupe-Blanco River Auth (Carrizo Groundwater Supply)	Contract Rev Bds Ser 2020 (Low-Interest Financing) (Carrizo Groundwater Supply Proj)	34,900,000
11/1/2020	Guadalupe-Blanco River Auth (Carrizo Groundwater Supply)	Board Participation Loan Ser 2020	7,595,000
11/1/2020	Justin, City of (General Obligation Debt)	Comb Tax & Surplus Rev C/O Ser 2020	2,400,000
11/1/2020	Keller, City of (General Obligation Debt)	Comb Tax & Surplus Rev C/O Ser 2020	4,060,000
11/1/2020	Upper Trinity Regional Water Dist	Reg Treated Water Supply Sys Rev Bds Ser 2020A	15,840,000
11/1/2020	Upper Trinity Regional Water Dist	Reg Treated Water Supply Sys Rev Bds Ser 2020B	15,000,000
11/15/2020	Gordon, City of (General Obligation Debt)	Comb Tax & Surplus Rev C/O Taxable Ser 2020	100,000
11/15/2020	Upper Trinity Regional Water Dist	Board Participation Ser 2020	120,000,000
1/15/2021	North Texas Municipal Water Dist	Reg Wastewater Sys Rev Bds Ser 2021	37,615,000
3/1/2021	South Newton Water Supply Corp (Waterworks & Sewer System)	WW & SS Taxable Rev Ref Bds Ser 2021	6,365,000
5/15/2021	Willow Park, City of (General Obligation Debt)	Comb Tax & WW & SS Surplus Rev C/O Ser 2021A	14,130,000
5/19/2021	Dallas, City of (WW & SS)	WW & SS Rev Bds Ser 2021A	22,000,000
5/19/2021	Dallas, City of (WW & SS)	WW & SS Rev Bds Ser 2021B	44,000,000
6/1/2021	Cameron Co DD # 5 (General Obligation Debt)	U/L Tax Bds Taxable Ser 2021	6,000,000
6/1/2021	Nueces River Auth (San Patricio County Drainage District)	Contract Rev Bds Ser 2021 (San Patricio Co Flood Control & Drainage Proj)	9,472,000
6/1/2021	Brady, City of (General Obligation Debt)	Comb Tax & Surplus WW & SS Rev C/O Ser 2021	1,905,000
6/1/2021	Seagraves, City of (General Obligation Debt)	Comb Tax & Surplus Rev C/O Ser 2021	2,738,000
6/1/2021	Weslaco, City of (General Obligation Debt)	Tax & Rev C/O Ser 2021A	3,331,000
7/1/2021	Boyd, City of (General Obligation Debt)	C/O Ser 2021A	5,100,000
7/1/2021	Val Verde Co (General Obligation Debt)	Comb Tax & Subord Lien Rev C/O Ser 2021	210,000
8/1/2021	Terrell, City of (General Obligation Debt)	Comb Tax & WW & SS (Surplus Pledge) Rev C/O Taxable Ser 2021C	1,535,000
8/1/2021	Terrell, City of (General Obligation Debt)	Comb Tax & WW & SS (Surplus Pledge) C/O Ser 2021B	10,045,000
8/1/2021	White Settlement, City of (General Obligation Debt)	Comb Tax & Rev C/O Ser 2021A	675,000
8/1/2021	Sugar Land, City of (General Obligation Debt)	GO Bds Ser 2021A	16,500,000
9/15/2021	Vernon, City of (General Obligation Debt)	Comb Tax & Surplus Rev C/O Ser 2021	12,000,000
10/1/2021	Justin, City of (General Obligation Debt)	Comb Tax & Surplus Rev C/O Bds Ser 2021	2,400,000
11/1/2021	Guadalupe-Blanco River Auth (Carrizo Groundwater Supply)	Contract Rev Bds Ser 2021 (Low-Interest Financing) (Carrizo Groundwater Supply Proj)	59,135,000
11/18/2021	Guadalupe-Blanco River Auth (Carrizo Groundwater Supply)	Board Participation Loan Ser 2021	13,115,000
11/1/2021	McAllen, City of (Waterworks & Sewer System)	WW & SS Rev Bds Ser 2021	18,000,000
11/15/2021	Arp, City of (General Obligation Debt)	Comb Tax & Surplus Rev C/O Ser 2021	1,602,000
11/15/2021	Cranfills Gap, City of (General Obligation Debt)	Comb Tax & Surplus Rev C/O Bds Ser 2022	430,000
12/2/2021	Upper Trinity Regional Water Dist	Board Participation Ser 2021	135,500,000
12.92/2021	Upper Trinity Regional Water Dist	Board Participation Ser 2021A	10,605,000
1/15/2022	Mexia, City of (General Obligation Debt)	Comb Tax & Surplus Rev C/O Ser 2022	833,000
2/1/2022	Riverbend Water Resources District (Regional Water System Project)	Contract Rev Bds (Regional Water Sys Proj) Taxable Ser 2022A	55,800,000



Issue Date	Issuer	Issue Description	Par Amount
2/1/2022	Riverbend Water Resources District (Regional Water System Project)	Contract Rev Bds (Regional Water Sys Proj) Taxable Ser 2022B	37,200,000
2/10/2022	Palestine, City of (General Obligation Debt)	Comb Tax & Surplus Rev C/O Taxable Ser 2022A	1,014,000
3/1/2022	Comanche, City of (General Obligation Debt)	Comb Tax & Surplus Rev C/O Ser 2022A	995,000
3/15/2022	Breckenridge, City of (General Obligation Debt)	Comb Tax & Surplus Rev C/O Ser 2022A	2,935,000
3/15/2022	Breckenridge, City of (General Obligation Debt)	Comb Tax & Surplus Rev C/O Ser 2022B	2,325,000
4/1/2022	El Paso, City of (Municipal Drainage Utility Sys)	Mun Dr Util Sys Rev Bds Ser 2022	9,490,000
4/1/2022	North Texas Municipal Water Dist (Buffalo Creek Wastewater Interceptor System)	Buffalo Creek Wastewater Interceptor Sys Contract Rev Bds Ser 2022	38,615,000
5/1/2022	Comanche, City of (General Obligation Debt)	Comb Tax & Surplus Rev C/O Ser 2022B	1,020,000
5/1/2022	Comanche, City of (General Obligation Debt)	Comb Tax & Surplus Rev C/O Ser 2022C	486,000
5/1/2022	Port O'Connor Improvement District (General Obligation Debt)	U/L Tax Bds Ser 2022	6,000,000
5/18/2022	Dallas, City of (WW & SS)	WW & SS Rev Bds Ser 2022A	22,000,000
5/18/2022	Dallas, City of (WW & SS)	WW & SS Rev Bds Ser 2022B	44,000,000
6/1/2022	Shenandoah, City of (General Obligation Debt)	Comb Tax & Rev C/O Ser 2022	6,500,000
6/15/2022	Mabank, City of (General Obligation Debt)	Comb Tax and Rev C/O Ser 2022	28,790,000
6/15/2022	Wellborn Special UD (Waterworks System)	W Sys Rev Bds Ser 2022	43,455,000
9/7/2022	Jacksonville, City of (General Obligation Debt)	Tax & Surplus W&S Rev C/O Ser 2022A	5,919,000
9/14/2022	Strawn, City of (General Obligation Debt)	Tax & WW & SS Surplus Rev C/O Ser 2022	773,000
9/20/2022	Sugar Land, City of (General Obligation Debt)	Comb Tax & Surplus Rev C/O Taxable Bds Ser 2022	27,500,000
11/18/2022	Guadalupe-Blanco River Auth (Carrizo Groundwater Supply Expansion Project)	Contract Rev Bds Ser 2022 (Low-Interest Financing) (Carrizo Groundwater Supply Expansion Proj)	39,670,000
11/18/2022	Riverside SUD (Water Supply)	W Sys Rev Bds Ser 2022	1,575,000
11/22/2022	Gladewater, City of (General Obligation Debt)	Comb Tax & Surplus Rev C/O Ser 2022A	1,020,000
11/22/2022	Parker County SUD	Revenue Bds Ser 2022 DW	13,000,000
12/1/2022	Upper Trinity Regional Water Dist	Board Participation Ser 2022	110,000,000
12/1/2022	Upper Trinity Regional Water Dist	Board Participation Ser 2022A	9,100,000
12/1/2022	Dallas, City of (WW & SS)	WW & SS Rev Bds Ser 2022C	114,800,000
12/1/2022	Tarrant Regional Water Dist (Dallas, City of Project)	W Transmission Fac Contract Rev Bds (City of Dallas Project) Ser 2022	255,000,000
12/5/2022	Moran, City of	Principal Forgiveness CW	491,400
12/8/2022	Terrell, City of (General Obligation Debt)	Comb Tax & WW & SS (Surplus Pledge) Rev C/O Ser 2022A	3,290,000
12/8/2022	Terrell, City of (General Obligation Debt)	Comb Tax & WW & SS (Surplus Pledge) Rev Taxable C/O Ser 2022B	4,150,000
12/22/2022	East Texas MUD of Smith County (Utility System)	Util Sys Rev Bds Ser 2022B	1,020,000
12/22/2022	East Texas MUD of Smith County (Utility System)	Util Sys Rev Bds Ser 2022A	476,000
1/19/2023	Miles, City of	Principal Forgiveness DW	269,608
3/14/2023	Mertzon, City of	C/O and Grant Funding	4,613,800
5/9/2023	Sugar Land, City of (General Obligation Debt)	GO Bds Taxable Ser 2023	2,640,000
5/9/2023	Sugar Land, City of (General Obligation Debt)	Comb Tax & Surplus Rev C/O Taxable Ser 2023A	1,460,000
5/17/2023	Pasadena, City of (General Obligation Debt)	Comb Tax & Surplus Rev C/O Taxable Ser 2023	10,450,000
8/9/2023	Westbound WSC	Promissory Note, Taxable Ser 2023 (DW)	1,610,000
8/10/2023	Westbound WSC	Principal Forgiveness (DW)	3,756,157
8/10/2023	Pilot Point, City of (General Obligation Debt)	Comb Tax & Subord Lien C/O Ser 2023	34,380,000
8/23/2023	Marshall, City of (General Obligation Debt)	Comb Tax & Surplus Rev C/O Taxable Ser 2023	2,050,000
8/24/2023	Riverbend Water Resources District (Regional Water System Project)	Contract Rev Bds (Regional Water Sys Proj) Taxable Ser 2023	14,400,000
11/14/2023	Irving, City of (General Obligation Debt)	Comb Tax & Surplus Rev C/O Taxable Ser 2023	38,700,000
11/14/2023	Keller, City of (General Obligation Debt)	Comb Tax & Surplus Rev C/O Ser 2023	4,060,000



Issue Date	Issuer	Issue Description	Par Amount
11/17/2023	Guadalupe-Blanco River Auth (Carrizo Groundwater Supply Expansion Project)	Contract Rev Bds Ser 2023 (Low-Interest Financing) (Carrizo Groundwater Supply Expansion Proj)	72,665,000
11/20/2023	Palo Pinto Co Municipal Water Dist No. 1 (Waterworks System)	Rev Bds Ser 2023A	6,960,000
11/20/2023	Palo Pinto Co Municipal Water Dist No. 1 (Waterworks System)	Rev Bds Taxable Ser 2023B	5,040,000
11/21/2023	Upper Trinity Regional Water Dist	Board Participation Ser 2023	48,000,000
11/21/2023	Upper Trinity Regional Water Dist	Board Participation Ser 2023A	4,705,000
11/21/2023	Upper Trinity Regional Water Dist	Board Participation Ser 2023B	18,080,000
11/21/2023	Upper Trinity Regional Water Dist	Board Participation Ser 2023C	5,810,000
11/28/2023	El Paso, City of (Waterworks & Sewer System)	W & S Rev Bds Ser 2023A	8,680,000
11/29/2023	North Texas Municipal Water Dist (Water Supply Contract)	W Sys Rev Bds Ser 2023	532,390,000
12/5/2023	Dallas, City of (WW & SS)	WW & SS Rev Bds Ser 2023C	34,000,000
1/9/2024	Mertzon	Principal Forgiveness (DW)	2,204,000
1/9/2024	Mertzon	Comb Tax & Surp COs, Taxable S24A (DW)	2,085,000
2/21/2024	Barton WSC	Promissory Note, Taxable S24 (DW)	1,140,000
2/21/2024	Presidio Co (General Obligation Debt)	Comb Tax & Subord Lien Rev C/O Ser 2024	975,000
2/21/2024	Presidio Co (General Obligation Debt)	Comb Tax & Subord Lien Rev C/O Taxable Ser 2024	405,000
3/4/2024	Gordon	Comb Tax & Surp COs, Taxable S24A (DW)	830,000
3/6/2024	Arimak WSC	Principal Forgiveness (DW)	975,023
3/21/2024	Millersview-Doole WSC	Principal Forgiveness (DW)	2,450,980
5/1/2024	Aledo	Comb Tax & Surp CO, S24 (CW)	1,205,000
8/8/2024	Dallas, City of (Drainage Utility System)	Dr Util Sys Rev Bds Ser 2024A	14,175,000
8/8/2024	Dallas, City of (Drainage Utility System)	Dr Util Sys Rev Bds Ser 2024B	90,090,000
8/13/2024	Mount Vernon, City of (General Obligation Debt)	Comb Tax & Surplus Rev C/O Ser 2024	1,795,000
8/14/2024	Harlingen Water System (Waterworks & Sewer System)	WW & SS Rev Ref Bds Ser 2024A (CWSRF)	10,000,000
10/8/2024	Brady	Comb Tax & Surp CO, S24 (EDAP)	680,000
10/8/2024	Brady	Principal Forgiveness (EDAP)	1,585,500
	151 issues		\$3,534,065,468

Appendix B

Texas Water & Sewer System Experience

Appendix B





HilltopSecurities Financial Advisory Experience – Texas Water & Sewer System Transactions

August 1, 2019 – July 31, 2024

Source: Ipreo MuniAnalytics

Sale Date	Issuer	Par Amount	Issue Description
08/05/2019	North Texas Municipal Water District	89,095,000	Water System Revenue Refunding Bonds, Series 2019
08/13/2019	Collin County Water Control and Improvement District No. 3	11,000,000	Unlimited Tax Utility Bonds, Series 2019
08/21/2019	City of El Paso	30,570,000	Water And Sewer Revenue Refunding Bonds, Series 2019B
08/21/2019	City of El Paso	33,400,000	Water And Sewer Revenue Refunding Bonds, Series 2019A
09/24/2019	Texas Water Development Board	858,810,000	State Water Implementation Revenue Fund For Texas Revenue Bonds, Series 2019A and 2019B (Master Trust)
09/26/2019	North Texas Municipal Water District	9,400,000	Buffalo Creek Wastewater Interceptor System Contract Revenue Refunding and Improvement Bonds, Series 2019
10/01/2019	Trinity River Authority of Texas	147,495,000	Revenue Improvement and Refunding Bonds, Series 2019 (Regional Wastewater System)
10/02/2019	Trinity River Authority of Texas	29,895,000	Ten Mile Creek System Revenue Improvement and Refunding Bonds, Series 2019
10/09/2019	North Texas Municipal Water District	137,470,000	Water System Revenue Bonds, Series 2019A
10/15/2019	Upper Trinity Regional Water District	19,710,000	Regional Treated Water Supply System Revenue Refunding Bonds, Series 2019A
10/23/2019	Collin County Municipal Utility District No. 1	10,795,000	Unlimited Tax Utility System Bonds, Series 2019
10/23/2019	Paseo Del Este Municipal Utility District No. 2	1,340,000	Refunding Bonds, Series 2019
10/30/2019	Denton County Fresh Water Supply District No. 7	8,140,000	Utility System Refunding Bonds, Series 2019
11/05/2019	City of Garland	50,865,000	Water and Sewer System Revenue Refunding Bonds, New Series 2019A
11/07/2019	City of Abilene	23,930,000	Combination Tax and Limited Surplus Revenue Certificates of Obligation, Series 2019
11/13/2019	City of Longview	4,180,000	Waterworks and Sewer System Revenue Refunding Bonds, Series 2019
11/18/2019	City of Lake Jackson	5,755,000	Waterworks and Sewer System Revenue and Refunding Bonds, Series 2019
11/19/2019	Crosby Municipal Utility District	3,250,000	Unlimited Tax Bonds, Series 2019
11/21/2019	Paseo Del Este Municipal Utility District No. 9	5,500,000	Unlimited Tax Bonds, Series 2019
12/05/2019	City of Harlingen	4,825,000	Waterworks and Sewer System Revenue Refunding Bonds, Series 2019
01/09/2020	Riverside Special Utility District	2,835,000	Water System Revenue Refunding Bonds, Series 2020
01/27/2020	City of Ferris	2,835,000	Tax and Waterworks and Sewer System (Limited Pledge) Revenue Certificates of Obligation, Series 2020
02/04/2020	Tarrant Regional Water District (A Water Control and Improvement District)	129,570,000	Water System Revenue Refunding Bonds, Taxable Series 2020
04/14/2020	Trinity River Authority of Texas	34,425,000	Mountain Creek Regional Wastewater System Revenue Improvement and Refunding Bonds, Series 2020
04/20/2020	Seis Lagos Utility District	3,475,000	Utility System Revenue Bonds, Series 2020
04/20/2020	City of Fate	5,270,000	Waterworks and Sewer System Revenue Refunding Bonds, Series 2020
04/22/2020	City of Grand Prairie	4,290,000	Water and Wastewater System Revenue Refunding Bonds, New Series 2020
04/23/2020	North Texas Municipal Water District	5,200,000	Panther Creek Regional Wastewater System Revenue Bonds, Series 2020
04/23/2020	North Texas Municipal Water District	4,215,000	Mustang Creek Wastewater Interceptor System Contract Revenue Bonds, Series 2020
05/01/2020	City of Sugar Land	6,835,000	Waterworks and Sewer System Revenue Bonds, Series 2020
05/04/2020	City of Mesquite	19,430,000	Waterworks and Sewer System Revenue Refunding Bonds, Series 2020



Sale Date	Issuer	Par Amount	Issue Description
05/13/2020	Dallas County Park Cities Municipal Utility District	17,760,000	Water System Revenue Refunding Bonds, Series 2020
05/18/2020	Texas Water Development Board	352,590,000	State Revolving Fund Revenue Bonds, New Series 2020
05/28/2020	North Texas Municipal Water District	57,800,000	Upper East Fork Wastewater Interceptor System Contract Revenue Bonds, Series 2020
06/03/2020	Trinity River Authority of Texas	5,610,000	Improvement Revenue Bonds, Series 2020 (Tarrant County Water Project)
06/10/2020	City of Fort Worth	167,800,000	Water and Sewer System Revenue Refunding and Improvement Bonds, Series 2020A
06/10/2020	City of Dallas	363,665,000	Waterworks and Sewer System Revenue Refunding Bonds, Series 2020D
06/10/2020	City of Dallas	281,825,000	Waterworks and Sewer System Revenue Refunding Bonds, Series 2020C
06/18/2020	North Texas Municipal Water District	458,920,000	Regional Wastewater System Revenue Bonds, Series 2020
06/25/2020	North Texas Municipal Water District	35,130,000	Regional Wastewater System Revenue Bonds, Series 2020A
07/21/2020	City of Rowlett	6,590,000	Waterworks and Sewer System Revenue Bonds, Series 2020
07/21/2020	North Texas Municipal Water District	94,755,000	Water System Revenue Refunding Bonds, Series 2020
08/03/2020	City of Denison	10,240,000	Combination Tax and Limited Surplus Revenue Certificates of Obligation, Series 2020B
08/11/2020	Memorial Hills Utility District	6,000,000	Unlimited Tax Bonds, Series 2020
08/12/2020	City of El Paso	62,990,000	Water and Sewer Revenue Refunding Bonds, Series 2020A
08/18/2020	City of Mount Pleasant	3,985,000	Combination Tax and Revenue Certificates of Obligation, Series 2020
08/18/2020	City of El Paso	33,880,000	Water and Sewer Revenue Refunding Bonds, Series 2020
08/19/2020	Upper Trinity Regional Water District	3,920,000	Regional Wastewater Treatment System Revenue Refunding Bonds (Lakeview Regional Water Reclamation System), Series 2020
08/19/2020	Upper Trinity Regional Water District	12,185,000	Regional Treated Water Supply System Revenue Refunding Bonds, Series 2020
09/01/2020	City of Irving	34,640,000	Waterworks and Sewer System New Lien Revenue Refunding and Improvement Bonds, Series 2020
09/02/2020	City of Frisco	13,635,000	Combination Tax and Surplus Revenue Certificates of Obligation, Series 2020
09/09/2020	Paseo Del Este Municipal Utility District No. 9	4,600,000	Unlimited Tax Bonds, Series 2020
09/16/2020	East Cedar Creek Fresh Water Supply District	4,565,000	Utility System Revenue Refunding Bonds, Series 2020
09/22/2020	Texas Water Development Board	628,515,000	Revenue Bonds, Series 2020 (Master Trust) (State Water Implementation Revenue Fund For Texas)
09/29/2020	Trinity River Authority of Texas	104,645,000	Regional Wastewater System Revenue Refunding Bonds, Series 2020
10/01/2020	City of Lewisville	11,745,000	Waterworks and Sewer System Revenue Bonds, Series 2020
10/07/2020	Trinity River Authority of Texas	26,755,000	Revenue Improvement and Refunding Bonds, Series 2020 (Denton Creek Regional Wastewater Treatment System)
10/08/2020	Canadian River Municipal Water Authority	44,095,000	Subordinate Lien Contract Revenue Refunding Bonds, Series 2020
10/22/2020	Tarrant Regional Water District (A Water Control and Improvement District)	38,105,000	Water System Revenue Refunding Bonds, Series 2020C
10/22/2020	Tarrant Regional Water District (A Water Control and Improvement District)	386,680,000	Water System Revenue Refunding Bonds, Taxable Series 2020B
10/22/2020	North Texas Municipal Water District	3,190,000	Sabine Creek Regional Wastewater System Revenue Bonds, Series 2020
11/02/2020	Upper Trinity Regional Water District	15,840,000	Regional Treated Water Supply System Revenue Bonds, Series 2020A
11/02/2020	Upper Trinity Regional Water District	15,000,000	Regional Treated Water Supply System Revenue Bonds, Series 2020B



Sale Date	Issuer	Par Amount	Issue Description
11/12/2020	Paseo Del Este Municipal Utility District No. 5	1,100,000	Unlimited Tax Bonds, Series 2020
11/12/2020	Jefferson County Water Control and Improvement District No. 10	1,784,634	Refunding Bonds, Series 2020
11/16/2020	Guadalupe-Blanco River Authority	34,900,000	Contract Revenue Bonds, Series 2020 (Low-Interest Financing) (Carrizo Groundwater Supply Project)
12/01/2020	Verandah Municipal Utility District of Hunt County	4,600,000	Unlimited Tax Utility Bonds, Series 2020
12/17/2020	North Texas Municipal Water District	28,075,000	Buffalo Creek Wastewater Interceptor System Contract Revenue Bonds, Series 2020
01/12/2021	City of Celina	57,485,000	Tax and Waterworks and Sewer System (Limited Pledge) Revenue Certificates of Obligation, Series 2021
01/12/2021	City of Willow Park	6,270,000	Combination Tax and Waterworks and Sewer System Surplus Revenue Certificates of Obligation, Series 2021
01/20/2021	Possum Kingdom Water Supply Corporation	5,050,000	Water System Revenue Refunding Bonds, Series 2021
02/01/2021	City of New Fairview	2,930,000	Combination Tax and Revenue Certificates of Obligation, Series 2021
02/02/2021	City of Garland	34,725,000	Water and Sewer System Revenue Refunding Bonds, New Series 2021
02/02/2021	Tarrant Regional Water District (A Water Control and Improvement District)	240,025,000	Water Transmission Facility Contract Revenue Bonds, Series 2021A (City of Dallas Project)
02/02/2021	Tarrant Regional Water District (A Water Control and Improvement District)	298,395,000	Water Transmission Facilities Contract Revenue Refunding Bonds, Series 2021B (Taxable) (City of Dallas Project)
02/08/2021	City of Mansfield	7,425,000	Waterworks and Sewer System Revenue Refunding Bonds, Series 2021
02/25/2021	North Texas Municipal Water District	8,830,000	Muddy Creek Regional Wastewater System Contract Revenue Bonds, Series 2021
02/25/2021	North Texas Municipal Water District	24,270,000	Regional Wastewater System Revenue Bonds, Series 2021A
02/25/2021	Palo Pinto County Water Control and Improvement District No. 1	4,650,000	Utility System Refunding and Improvement Bonds, Series 2021
03/09/2021	City of Euless	5,360,000	Tax and Waterworks and Sewer System (Limited Pledge) Revenue Certificates of Obligation, Series 2021
03/10/2021	City of El Paso	76,310,000	Water and Sewer Revenue Refunding Bonds, Series 2021A
03/11/2021	City of El Paso	35,490,000	Water and Sewer Revenue Refunding Bonds, Series 2021
03/11/2021	City of El Paso	13,330,000	Municipal Drainage Utility System Revenue Refunding Bonds, Series 2021A
05/05/2021	City of Lewisville	15,970,000	Waterworks and Sewer System Revenue Refunding and Improvement Bonds, Series 2021
05/12/2021	City of Plano	10,605,000	Waterworks and Sewer System Revenue Bonds, Series 2021
05/13/2021	City of Fritch	2,440,000	Waterworks and Sewer System Revenue Refunding Bonds, Series 2021
05/27/2021	Colorado River Municipal Water District	9,860,000	Water System Revenue Refunding Bonds, Series 2021
06/07/2021	City of Mesquite	26,520,000	Waterworks and Sewer System Revenue Bonds, Series 2021
06/09/2021	City of Fort Worth	154,720,000	Water and Sewer System Revenue Refunding and Improvement Bonds, Series 2021
06/10/2021	City of Edinburg	12,570,000	Utility System Revenue Improvement and Refunding Bonds, Series 2021
06/10/2021	Upper Trinity Regional Water District	40,015,000	Regional Treated Water Supply System Revenue Refunding Bonds, Series 2021
06/15/2021	City of Sugar Land	23,385,000	Waterworks and Sewer System Revenue and Refunding Bonds, Series 2021
06/17/2021	City of Irving	18,920,000	Waterworks and Sewer System New Lien Revenue Bonds, Series 2021
06/24/2021	North Texas Municipal Water District	76,055,000	Water System Revenue Refunding and Improvement Bonds, Series 2021
07/06/2021	City of Rowlett	6,880,000	Waterworks and Sewer System Revenue Bonds, Series 2021



Sale Date	Issuer	Par Amount	Issue Description
07/13/2021	City of Celina	30,610,000	Tax and Waterworks and Sewer System (Limited Pledge) Revenue Certificates of Obligation, Series 2021A
07/19/2021	City of Burkburnett	2,795,000	Waterworks and Sewer System Revenue Refunding and Improvement Bonds, New Series 2021
08/04/2021	City of Terrell	29,905,000	General Obligation Refunding Bonds, Series 2021 Combination Tax and Waterworks and Sewer System (Limited Pledge) Revenue Certificates of Obligation, Series 2021A
08/24/2021	City of Dallas	126,130,000	Waterworks and Sewer System Revenue Refunding Bonds, Series 2021C
08/26/2021	North Texas Municipal Water District	81,460,000	Upper East Fork Wastewater Interceptor System Contract Revenue Bonds, Series 2021
09/09/2021	Paseo Del Este Municipal Utility District No. 6	6,950,000	Unlimited Tax Bonds, Series 2021
09/14/2021	Collin County Water Control and Improvement District No. 3	12,440,000	Unlimited Tax Utility Bonds, Series 2021
09/15/2021	State of Texas	215,515,000	General Obligation Water Financial Assistance Bonds, Series 2021A, Refunding Series 2021B and 2021C (Economically Distressed Areas Program)
09/22/2021	Kaufman County Fresh Water Supply District No. 1-C	2,550,000	Unlimited Tax Utility System Bonds, Series 2021
09/30/2021	Texas Water Development Board	444,735,000	State Water Implementation Revenue Fund for Texas Revenue Bonds, Series 2021 (Master Trust)
10/05/2021	Tyler County Special Utility District	915,000	Water System Revenue Refunding Bonds, Series 2021
10/07/2021	Trinity River Authority of Texas	70,180,000	Regional Wastewater System Revenue Refunding Bonds, Series 2021
10/13/2021	Trinity River Authority of Texas	29,200,000	Revenue Improvement and Refunding Bonds, Series 2021 (Red Oak Creek System)
10/13/2021	Texas Water Development Board	386,155,000	State Revolving Fund Revenue Bonds, New Series 2021
10/14/2021	Paseo Del Este Municipal Utility District No. 7	3,660,000	Unlimited Tax Bonds, Series 2021
10/14/2021	Canadian River Municipal Water Authority	18,305,000	Subordinate Lien Contract Revenue Refunding Bonds, Series 2021 (Conjunctive Use Groundwater Supply Project)
10/18/2021	North Texas Municipal Water District	200,560,000	Water System Revenue Refunding Bonds, Series 2021A
10/28/2021	Canyon Falls Water Control and Improvement District #2 of Denton County	8,455,000	Unlimited Tax Bonds, Series 2021
11/17/2021	Collin County Municipal Utility District No. 1	28,155,000	Unlimited Tax Road and Refunding Bonds, Series 2021
12/10/2021	Denton County Fresh Water Supply District No. 6	4,930,000	Utility System Refunding Bonds, Series 2021
01/20/2022	Crosby Municipal Utility District	3,050,000	Unlimited Tax Bonds, Series 2022
01/27/2022	Paseo Del Este Municipal Utility District No. 1	7,945,000	Unlimited Tax Bonds, Series 2022
02/01/2022	City of Huntsville	19,575,000	Water And Wastewater System Revenue Bonds, Series 2022
02/15/2022	City of Hillsboro	6,195,000	Combination Tax and Revenue Certificates of Obligation, Series 2022
02/23/2022	Anthem Municipal Utility District	3,825,000	Unlimited Tax Road Bonds, Series 2022
03/21/2022	City of Denison	22,165,000	Combination Tax and Limited Surplus Revenue, Certificates of Obligation, Series 2022A
04/07/2022	City of El Paso	305,900,000	Water and Sewer Revenue Improvement and Refunding Bonds, Series 2022
04/20/2022	Texas Water Development Board	261,810,000	General Obligation Bonds, Water Financial Assistance Bonds, Series 2022A, Refunding Series 2022B, C and D
04/21/2022	Trinity River Authority of Texas	38,130,000	Denton Creek Regional Wastewater Treatment System Revenue Improvement and Refunding Bonds, Series 2022
04/21/2022	City of Irving	23,900,000	Waterworks and Sewer System New Lien Revenue Improvement Bonds, Series 2022
04/26/2022	Trinity River Authority of Texas	3,660,000	Revenue Bonds, Series 2022 (Walker-Calloway System)
04/27/2022	City of Lewisville	12,435,000	Waterworks and Sewer System Revenue Bonds, Series 2022



Sale Date	Issuer	Par Amount	Issue Description
05/03/2022	City of Garland	44,350,000	Water and Sewer System Revenue Refunding Bonds, New Series 2022
05/10/2022	City of Mineola	3,975,000	Combination Tax and Revenue Certificates of Obligation, Series 2022
05/12/2022	City of Abilene	23,270,000	Combination Tax and Limited Surplus Revenue Certificates of Obligation, Series 2022
05/19/2022	City of Mesquite	33,785,000	Waterworks and Sewer System Revenue Bonds, Series 2022
05/26/2022	North Texas Municipal Water District	7,620,000	Regional Solid Waste Disposal System Revenue Bonds, Series 2022
06/07/2022	Trinity River Authority of Texas	64,330,000	Mountain Creek Regional Water System Revenue Bonds, Series 2022
06/09/2022	Texas Water Development Board	234,550,000	State Revolving Fund Revenue Bonds, New Series 2022
06/14/2022	City of Rowlett	7,600,000	Waterworks and Sewer System Revenue Bonds, Series 2022
06/22/2022	Town of Flower Mound	8,550,000	Certificates of Obligation, Series 2022
06/22/2022	City of Shenandoah	6,500,000	Combination Tax Revenue Certificates of Obligation, Series 2022
07/11/2022	Town of Ponder	3,700,000	Combination Tax and Revenue Certificates of Obligation, Series 2022
07/12/2022	Trinity River Authority of Texas	130,805,000	Regional Wastewater System Revenue Bonds, Series 2022
07/12/2022	City of Celina	62,550,000	Tax and Waterworks and Sewer System (Limited Pledge) Revenue Certificates of Obligation, Series 2022
07/14/2022	Paseo Del Este Municipal Utility District No. 6	5,380,000	Unlimited Tax Bonds, Series 2022
07/19/2022	Tarrant Regional Water District (A Water Control and Improvement District)	46,510,000	Water Revenue Bonds, Series 2022
07/20/2022	Upper Trinity Regional Water District	43,970,000	Regional Treated Water Supply System Revenue Refunding Bonds, Series 2022
07/20/2022	Upper Trinity Regional Water District	10,690,000	Northeast Regional Water Reclamation System Revenue Bonds, Series 2022
08/02/2022	City of Sugar Land	21,820,000	Waterworks and Sewer System Revenue Bonds, Series 2022
08/11/2022	City of Van	2,950,000	Combination Tax and Revenue Certificates of Obligation, Series 2022
08/22/2022	City of Princeton	19,420,000	Combination Tax and Surplus Revenue Certificates of Obligation, Series 2022
08/25/2022	North Texas Municipal Water District	81,615,000	Sabine Creek Regional Wastewater System Contract Revenue Bonds, Series 2022
09/13/2022	Paseo Del Este Municipal Utility District No. 4	4,790,000	Unlimited Tax Bonds, Series 2022
09/28/2022	Texas Water Development Board	961,850,000	State Water Implementation Revenue Fund For Texas Revenue Bonds, Series 2022 (Master Trust)
10/04/2022	Sabine Neches Navigation District	192,580,000	Limited Tax Bonds, Series 2022 (Sabine-Neches Waterway Project)
10/06/2022	City of Hutto	51,905,000	Tax and Waterworks and Sewer System (Limited Pledge) Revenue Certificates of Obligation, Series 2022
10/06/2022	Trinity River Authority of Texas	35,660,000	Improvement Revenue Bonds, Series 2022 (Tarrant County Water Project)
10/13/2022	Paseo Del Este Municipal Utility District No. 2	2,750,000	Unlimited Tax Bonds, Series 2022
10/18/2022	Benbrook Water Authority	9,420,000	Waterworks and Sewer System Revenue Bonds, Series 2022
10/19/2022	East Cedar Creek Fresh Water Supply District	9,870,000	Utility System Revenue Bonds, New Series 2022
11/08/2022	Crosby Municipal Utility District	4,065,000	Defined Area 1 Unlimited Tax Bonds, Series 2022
11/15/2022	City of Sugar Land	15,555,000	Waterworks and Sewer System Revenue Bonds, Series 2022A
11/16/2022	City of Grand Prairie	10,765,000	Water and Wastewater System Revenue Bonds, New Series 2022
11/16/2022	Paseo Del Este Municipal Utility District No. 1	2,055,000	Unlimited Tax Bonds, Series 2022A



Sale Date	Issuer	Par Amount	Issue Description
11/30/2022	Collin County Municipal Utility District No. 1	9,170,000	Unlimited Tax Utility System Bonds, Series 2022
11/30/2022	Paseo Del Este Municipal Utility District No. 7	2,750,000	Unlimited Tax Bonds, Series 2022
12/01/2022	Canyon Falls Municipal Utility District No. 1 of Denton County	6,250,000	Unlimited Tax Bonds, Series 2022
12/05/2022	City of Lake Jackson	5,805,000	Waterworks and Sewer System Revenue Bonds, Series 2022
12/05/2022	City of Levelland	19,650,000	Tax and Waterworks and Sewer System (Limited Pledge) Revenue Certificates of Obligation, Series 2022
01/10/2023	City of Justin	4,460,000	Combination Tax and Surplus Revenue Certificates Obligation, Series 2023
01/10/2023	Collin County Water Control and Improvement District No. 3	14,170,000	Unlimited Tax Utility Bonds, Series 2023
01/11/2023	City of Terrell	11,020,000	Combination Tax and Waterworks and Sewer System (Limited Pledge) Revenue Certificates of Obligation, Series 2023A and 2023B
01/12/2023	Paseo Del Este Municipal Utility District No. 5	1,250,000	Unlimited Tax Bonds, Series 2023
01/25/2023	Paseo Del Este Municipal Utility District No. 1	2,015,000	Unlimited Tax Bonds, Series 2023
01/26/2023	City of Aubrey	8,170,000	Combination Tax and Revenue Certificates of Obligation, Series 2023
02/14/2023	City of Dallas	166,330,000	Waterworks and Sewer System Revenue Refunding Bonds, Series 2023A
03/22/2023	Verandah Municipal Utility District of Hunt County	6,860,000	Unlimited Tax Utility Bonds, Series 2023
04/04/2023	City of Rowlett	6,650,000	Waterworks and Sewer System Revenue Bonds, Series 2023
04/11/2023	City of Kerrville	12,090,000	Waterworks and Sewer System Revenue Improvement Bonds, Series 2023
04/17/2023	City of Burkburnett	4,165,000	General Obligation Refunding Bonds, Series 2023 and Tax and Waterworks and Sewer System (Limited Pledge) Revenue Certificates of Obligation, Series 2023
04/24/2023	City of Richardson	92,890,000	General Obligation Bonds, Series 2023, Combination Tax and Revenue Certificates of Obligation, Series 2023 and 2023A
04/26/2023	Canadian River Municipal Water Authority	12,330,000	Subordinate Lien Contract Revenue Refunding Bonds, Series 2023
05/02/2023	City of Garland	38,680,000	Water and Sewer System Revenue Refunding Bonds, New Series 2023
05/09/2023	Texas Water Development Board	192,325,000	State Revolving Fund Revenue Bonds, New Series 2023
05/16/2023	City of El Paso	171,925,000	Water and Sewer Revenue Improvement and Refunding Bonds, Series 2023
05/31/2023	City of Lewisville	14,145,000	Waterworks and Sewer System Revenue Refunding and Improvement Bonds, Series 2023
06/09/2023	City of Irving	32,090,000	Waterworks and Sewer System New Lien Revenue Refunding and Improvement Bonds, Series 2023
06/21/2023	State of Texas	24,875,000	General Obligation Water Financial Assistance Bonds, Series 2023D (Economically Distressed Areas Program)
06/21/2023	State of Texas	125,330,000	General Obligation bonds, Water Financial Assistance Bonds, Series 2023A and C (Economically Distressed Areas Program) and Water Financial Assistance Refunding Bonds, Series 2023B
06/21/2023	Trinity River Authority of Texas	13,390,000	Contract Revenue Refunding Bonds, Series 2023 (Livingston Regional Water Supply System Project)
07/12/2023	City of Frisco	18,535,000	Combination Tax and Surplus Revenue Certificates of Obligation, Series 2023A
08/02/2023	City of Mesquite	31,045,000	Waterworks and Sewer System Revenue Bonds, Series 2023
08/08/2023	Trinity River Authority of Texas	18,155,000	Mountain Creek Regional Wastewater System Revenue Improvement Bonds, Series 2023
08/09/2023	Trinity River Authority of Texas	73,665,000	Improvement Revenue and Refunding Bonds, Series 2023



Sale Date	Issuer	Par Amount	Issue Description
08/22/2023	City of Terrell	27,250,000	Combination Tax and Waterworks and Sewer System (Limited Pledge) Revenue Certificates of Obligation, Series 2023C
09/11/2023	City of Texarkana	19,915,000	Waterworks and Sanitary Sewer System Revenue Bonds, Series 2023
09/14/2023	Paseo Del Este Municipal Utility District No. 6	3,100,000	Unlimited Tax Bonds, Series 2023
09/27/2023	Texas Water Development Board	1,012,570,000	State Water Implementation Revenue Fund for Texas Revenue Bonds, Series 2023A and 2023B (Master Trust)
11/08/2023	Upper Trinity Regional Water District	30,450,000	Regional Treated Water Supply System Revenue Refunding Bonds, Series 2023
11/08/2023	Crosswinds At South Lake Special Improvement District	3,420,000	Limited Ad Valorem Tax and Subordinate Lien Sales and Use Tax Bonds, Series 2023
11/09/2023	Paseo Del Este Municipal Utility District No. 10 of El Paso County	1,800,000	Unlimited Tax Bonds, Series 2023
11/16/2023	Canyon Falls Water Control and Improvement District #2 of Denton County	4,000,000	Unlimited Tax Bonds, Series 2023
12/11/2023	City of Mansfield	44,955,000	Waterworks and Sewer System Revenue Bonds, Series 2024
01/08/2024	City of Nassau Bay	3,485,000	Combination Tax and Revenue Certificates of Obligation, Series 2024
01/09/2024	City of Willow Park	3,960,000	Combination Tax and Revenue Certificates of Obligation, Series 2024
01/23/2024	City of League City	47,095,000	Combination Tax and Revenue Certificates of Obligation, Series 2024
02/22/2024	North Texas Municipal Water District	8,470,000	Buffalo Creek Wastewater Interceptor System Contract Revenue Bonds, Series 2024
02/26/2024	City of Corsicana	9,095,000	Combination Tax and Revenue Certificates of Obligation, Series 2024
04/02/2024	Trinity River Authority of Texas	130,845,000	Regional Wastewater System Revenue Improvement and Refunding Bonds, Series 2024
04/03/2024	Trinity River Authority of Texas	4,095,000	Contract Revenue Bonds, Series 2024 (Huntsville Regional Water Supply System Project)
04/10/2024	Round Rock Municipal Utility District No. 1	6,825,000	Unlimited Tax Utility Bonds, Series 2024
04/17/2024	Trinity River Authority of Texas	33,215,000	Improvement Revenue Bonds, Series 2024 (Tarrant County Water Project)
04/25/2024	North Texas Municipal Water District	84,300,000	Muddy Creek Regional Wastewater System Contract Revenue Bonds, Series 2024
05/07/2024	City of Garland	46,370,000	Water and Sewer System Revenue Refunding Bonds, Series 2024
05/09/2024	Baytown Area Water Authority	21,525,000	Water Supply Contract Revenue Bonds, Series 2024 (City of Baytown Project)
05/14/2024	Tarrant Regional Water District (A Water Control and Improvement District)	288,885,000	Water Revenue Refunding and Improvement Bonds, Series 2024
05/20/2024	Upper Trinity Regional Water District	27,340,000	Northeast Regional Water Reclamation System Revenue Bonds, Series 2024
06/24/2024	City of Athens	4,405,000	Waterworks and Sewer System Revenue Bonds, Series 2024
07/02/2024	City of Sugar Land	19,100,000	Waterworks and Sewer System Revenue Bonds, Series 2024
07/16/2024	City of Irving	26,590,000	Waterworks and Sewer System New Lien Revenue Bonds, Series 2024
07/16/2024	Trinity River Authority of Texas	98,550,000	Revenue Improvement Bonds, Series 2024 (Denton Creek Regional Wastewater Treatment System)
07/18/2024	Jefferson County Water Control and Improvement District No. 10	3,700,000	Unlimited Tax Bonds, Series 2024
07/30/2024	Upper Trinity Regional Water District	66,000,000	Regional Treated Water Supply System Revenue Refunding Bonds, Series 2024
219 issues		\$14,099,299,634	

Appendix C

Signed HB 1295 Disclosure Form

Appendix C



CERTIFICATE OF INTERESTED PARTIES

FORM 1295

1 of 1

Complete Nos. 1 - 4 and 6 if there are interested parties.
Complete Nos. 1, 2, 3, 5, and 6 if there are no interested parties.

OFFICE USE ONLY CERTIFICATION OF FILING

1 Name of business entity filing form, and the city, state and country of the business entity's place of business.

Hilltop Securities Inc.
Dallas, TX United States

Certificate Number:
2024-1203288

Date Filed:
08/20/2024

Date Acknowledged:

2 Name of governmental entity or state agency that is a party to the contract for which the form is being filed.

Red River Authority of Texas

3 Provide the identification number used by the governmental entity or state agency to track or identify the contract, and provide a description of the services, goods, or other property to be provided under the contract.

RFQ FA082024
Financial Advisory Services

4	Name of Interested Party	City, State, Country (place of business)	Nature of interest (check applicable)	
			Controlling	Intermediary
	Hilltop Securities Holdings LLC	Dallas, TX United States	X	
	Muschalek, John R.	Dallas, TX United States	X	
	Leventhal, Laura	Dallas, TX United States	X	
	Edge, J. Michael	Dallas, TX United States	X	
	Medanich, David K.	Dallas, TX United States	X	
	Alexander, Laura B.	Dallas, TX United States	X	
	Sobel, Jonathan S.	Dallas, TX United States	X	
	Winges, M. Bradley	Dallas, TX United States	X	

5 Check only if there is NO Interested Party.

☐

6 UNSWORN DECLARATION

My name is Crystal Yepez-Viurquez, and my date of birth is 03/09/1985.

My address is 717 N. Harwood St. Suite 3400, Dallas, TX, 75201, USA.
(street) (city) (state) (zip code) (country)

I declare under penalty of perjury that the foregoing is true and correct.

Executed in Dallas County, State of Texas, on the 20 day of August, 20 24.
(month) (year)

Crystal Yepez-Viurquez
Signature of authorized agent of contracting business entity
(Declarant)

Appendix D

Draft Financial Advisory Agreement

Appendix D



MUNICIPAL ADVISORY AGREEMENT

This Municipal Advisory Agreement (the “Agreement”) is made and entered into by and between [] (the “Issuer”) and Hilltop Securities Inc. (“HilltopSecurities”), and is dated, and shall be effective as of, the date executed by the Issuer as set forth on the signature page hereof (the “Effective Date”).

WITNESSETH:

WHEREAS, the Issuer will have under consideration from time to time the authorization and issuance of municipal securities, including but not limited to the issuance and sale of evidences of indebtedness or debt obligations that may currently or in the future be authorized and issued or otherwise created or assumed by the Issuer, in amounts and forms which cannot presently be determined; and

WHEREAS, in connection with the authorization, sale, issuance and delivery of such municipal securities, as well as in connection with any matters relating to municipal financial products of the Issuer, the Issuer desires to retain a municipal advisor; and

WHEREAS, the Issuer desires to obtain the professional services of HilltopSecurities as a municipal advisor to advise the Issuer regarding the issuance of municipal securities and any municipal financial products, all as more fully described herein, during the period in which this Agreement shall be effective; and

WHEREAS, HilltopSecurities is willing to provide its professional services and its facilities as a municipal advisor in connection with the Issuer’s issuances of municipal securities and any municipal financial products, all as more fully described herein, during the period in which this Agreement shall be effective.

NOW, THEREFORE, the Issuer and HilltopSecurities, in consideration of the mutual covenants and agreements herein contained and other good and valuable consideration, do hereby agree as follows:

SECTION I SCOPE OF SERVICES

A. Scope of Services and Discharge of Responsibilities.

1. *Scope of Services.*

(a) HilltopSecurities is engaged by the Issuer as its municipal advisor to provide the services set forth in Appendix A hereto (the “Municipal Advisory Services”). The Municipal Advisory Services, together with any services to be provided by HilltopSecurities as the Issuer’s independent registered municipal advisor (“IRMA”) pursuant to subparagraph B.1 of this Section I, are hereinafter collectively referred to as the “Scope of Services” hereunder. The Scope of Services to be provided by HilltopSecurities may be changed only as provided in paragraph D of this Section I.

(b) If the Issuer engages HilltopSecurities or any of its affiliates, in a capacity other than as municipal advisor, to provide additional services that are not municipal advisory activities (“Non-Municipal Advisor Services”), such engagement for Non-Municipal Advisor Services shall be evidenced by a separate agreement between the Issuer and such party. The parties hereto acknowledge that such Non-Municipal Advisor Services shall not be governed by this Agreement and are intended to consist of activities not requiring registration as a municipal advisor under the Securities Exchange Act.

(c) The Issuer shall provide written notice to HilltopSecurities of any other municipal advisor engaged by the Issuer, whether in regard to all or any portion of the Municipal Advisory Services or for any other aspects of the issuance of municipal securities or municipal financial products outside the scope of the Municipal Advisory Services, as described in clause (c) of subparagraph B.1 of this Section I.

2. ***Inquiries and Information in Connection with HilltopSecurities' Duties.*** If and to the extent provided in the Scope of Services, HilltopSecurities is called upon to make recommendations to the Issuer or to review recommendations made by others to the Issuer, and in connection therewith to determine whether such recommendations are suitable for the Issuer, in order to fulfill its duties with respect to such recommendations and any associated suitability determinations, HilltopSecurities is required under applicable regulations to make reasonable inquiries of the Issuer as to the relevant facts. Such facts include, at a minimum, information regarding the Issuer's financial situation and needs, objectives, tax status, risk tolerance, liquidity needs, experience with municipal securities transactions or municipal financial products generally or of the type and complexity being recommended, financial capacity to withstand changes in market conditions during the term of the municipal financial product or the period that municipal securities to be issued in the municipal securities transaction are reasonably expected to be outstanding, and any other material information known by HilltopSecurities about the Issuer and the municipal securities transaction or municipal financial product. In addition, HilltopSecurities is required under applicable regulations to use reasonable diligence to know the essential facts about the Issuer and the authority of each person acting on behalf of the Issuer so as to effectively service HilltopSecurities' municipal advisory relationship with the Issuer, to act in accordance with any special directions from the Issuer, to understand the authority of each person acting on behalf of the Issuer, and to comply with applicable laws, regulations and rules.

Accordingly, the Issuer hereby agrees to provide accurate and complete information reasonably designed to permit HilltopSecurities to fulfill its responsibilities in connection with any such recommendations and suitability determinations and to provide to HilltopSecurities reasonable access to relevant documents and personnel in connection with its required investigation to determine that any recommendations are not based on materially inaccurate or incomplete information. The Issuer acknowledges that HilltopSecurities may not be able to make requested recommendations or suitability determinations if it is not provided access to such information and that the Issuer shall be estopped from claiming a violation of HilltopSecurities' fiduciary duty to the Issuer in connection with a recommendation or suitability determination made by HilltopSecurities based on materially inaccurate or incomplete information provided by the Issuer.

3. ***Actions Independent of or Contrary to Advice.*** The parties hereto acknowledge that the Issuer shall not be required to act in accordance with any advice or recommendation provided by HilltopSecurities to the Issuer. Upon providing such advice or recommendation to the Issuer, together with the basis for such advice or recommendation, HilltopSecurities shall have discharged its duties with regard to such advice or recommendation and shall not be liable for any financial or other damages resulting from the Issuer's election not to act in accordance with such advice or recommendation. Furthermore, the Issuer shall be estopped from claiming a violation of HilltopSecurities' fiduciary duty to the Issuer as a result of its election not to act in accordance with any advice or recommendation by HilltopSecurities, including but not limited to any claim that HilltopSecurities should have taken steps, in addition to providing its advice or recommendation together with the basis therefor, to cause the Issuer to follow its advice or recommendation.

4. ***Preparation of Official Statement in Connection with Issuance of Municipal Securities.*** If and to the extent provided in the Scope of Services, HilltopSecurities is called upon to assist the Issuer in the preparation of its official statement in connection with the issuance of municipal securities, the Issuer

hereby agrees to provide accurate and complete information to HilltopSecurities reasonably designed to permit HilltopSecurities to fulfill its responsibility to have a reasonable basis for any information HilltopSecurities provides about the Issuer, its financial condition, its operational status and its municipal securities in connection with the preparation of the official statement. While HilltopSecurities may participate in the due diligence process in connection with the preparation of the official statement, if such participation is within the Scope of Services, HilltopSecurities shall not be obligated to undertake any inquiry or investigation in connection with such due diligence beyond any inquiries or investigations otherwise required by this Agreement. Furthermore, HilltopSecurities shall not be responsible for certifying the accuracy or completeness of the official statement, other than with respect to information about HilltopSecurities provided for inclusion in the official statement, if applicable. The Issuer agrees that HilltopSecurities may rely on any information provided to it by the Issuer for purposes of this paragraph.

5. ***Representations and Certifications.*** If and to the extent provided in the Scope of Services, HilltopSecurities is called upon to make representations and certifications with regard to certain aspects of matters pertaining to the Issuer, its municipal securities or municipal financial products arising as part of the Municipal Advisory Services to be provided pursuant to this Agreement, the Issuer hereby agrees to provide accurate and complete information to HilltopSecurities as may be reasonably necessary or otherwise helpful to HilltopSecurities in fulfilling its responsibility to have a reasonable basis for any representations, other than representations by HilltopSecurities regarding itself, made in a certificate signed by HilltopSecurities that may be relied upon by the Issuer, any other party involved in any matter arising as part of the Municipal Advisory Services, or investors in the Issuer's municipal securities. The Issuer agrees that HilltopSecurities may rely on any information provided to it by the Issuer for purposes of this paragraph.

B. Services as Independent Registered Municipal Advisor.

1. ***Designation as IRMA and Scope of Designation.***

(a) Subject to clause (b) of this subparagraph B.1, if the Issuer elects to designate HilltopSecurities, and HilltopSecurities agrees to represent the Issuer, as the Issuer's IRMA for purposes of Securities Exchange Commission ("SEC") Rule 15Ba1-1(d)(3)(vi) (the "IRMA exemption") with respect to the Municipal Advisory Services, HilltopSecurities will treat such role as IRMA as within the scope of Municipal Advisory Services. Any reference to HilltopSecurities, its personnel and its role as IRMA in the written representation of the Issuer contemplated under SEC Rule 15Ba1-1(d)(3)(vi)(B) shall be subject to prior approval by HilltopSecurities.

If there are any other aspects of the issuance of municipal securities or municipal financial products outside the scope of the Municipal Advisory Services with respect to which the Issuer seeks to have HilltopSecurities serve as its IRMA, such aspects, which are separate and distinct from Municipal Advisory Services for purposes of this Agreement, shall be included in Appendix A hereto and may be changed only as provided in paragraph D of this Section I. HilltopSecurities' duties as IRMA shall be strictly limited to the provision of advice to the Issuer with regard to third-party recommendations on any aspects of the issuance of municipal securities or municipal financial products outside the scope of the Municipal Advisory Services, subject to subparagraph B.3 of this Section I, and the provision of advice by HilltopSecurities to the Issuer with respect to such matters shall not result in a change in scope of the Municipal Advisory Services. By way of example, if HilltopSecurities serves as municipal advisor for an issuance of municipal securities within the scope of Municipal Advisory Services, but is asked to review a recommendation made by a third party with respect to a different issuance of municipal securities not within the scope of Municipal Advisory Services, any advice with respect to such review would not, by itself,

cause such other issuance to come within the scope of Municipal Advisory Services, and HilltopSecurities would not be obligated to undertake any of the services set forth in Appendix A with regard to such issuance unless the scope of Municipal Advisory Services hereunder is amended to include such issuance.

(b) If the Issuer elects not to designate HilltopSecurities to serve as an IRMA for purposes of the IRMA exemption with respect to the Municipal Advisory Services, or if the Issuer elects to designate HilltopSecurities to serve as IRMA for less than the full range of Municipal Advisory Services, such election shall be set forth in Appendix A.

(c) The Issuer shall provide written notice to HilltopSecurities of any other municipal advisor engaged by the Issuer, whether such other municipal advisor has been designated as an IRMA, and such notice shall include the scope of services of such municipal advisor. If the Issuer has engaged, or has caused HilltopSecurities to engage through subcontract, any other party to serve as municipal advisor to the Issuer with regard to all or any portion of the Municipal Advisory Services (“Joint Municipal Advisory Services”), whether engaged jointly with or separately from HilltopSecurities (a “Co-Municipal Advisor”), the Issuer agrees that such Co-Municipal Advisor shall not be entitled to treat HilltopSecurities as an IRMA with respect to the Joint Municipal Advisory Services. Notwithstanding the preceding sentence, the Issuer may seek to have HilltopSecurities provide advice on any recommendation made by a Co-Municipal Advisor with regard to matters within the scope of Joint Municipal Advisory Services on the same terms as set forth in subparagraph B.3 of this Section I, provided that any such advice provided by HilltopSecurities shall not serve to eliminate or reduce such Co-Municipal Advisor’s fiduciary or other duties as municipal advisor to the Issuer.

2. ***HilltopSecurities Not Responsible for Independence from Third Parties.*** Notwithstanding HilltopSecurities’ status as an IRMA, HilltopSecurities shall not be responsible for ensuring that it is independent, within the meaning of the IRMA exemption as interpreted by the SEC, from another party wishing to rely on the exemption from the definition of municipal advisor afforded under the IRMA exemption or for otherwise ensuring that any such party not be treated as a municipal advisor for purposes of Section 15B of the Securities Exchange Act or any SEC or Municipal Securities Rulemaking Board (“MSRB”) rule thereunder. The Issuer expressly acknowledges that it is the responsibility of such other party to make its own determination of independence and that such other party shall not be entitled to cause HilltopSecurities to make any personnel changes to allow such party to qualify for the IRMA exemption.

3. ***Recommendations Provided by Third Parties Relying on IRMA Exemption.*** The Issuer agrees that, to the extent the Issuer seeks to have HilltopSecurities provide advice with regard to any recommendation made by a third party relying on the IRMA exemption, the Issuer shall provide to HilltopSecurities written direction to provide advice with regard to such third party recommendation as well as any information it has received from such third party. In connection therewith, HilltopSecurities shall be authorized to communicate with such third party as necessary or appropriate in order for HilltopSecurities to have the information it needs to provide informed advice to the Issuer with regard to such recommendation. HilltopSecurities shall provide to the Issuer recommendations it receives directly from any third party but shall not be required to provide advice to the Issuer with regard to any such recommendation unless the Issuer has provided to HilltopSecurities the written direction as described above in this subparagraph B.3.

Except as may be otherwise expressly provided in writing by HilltopSecurities, no recommendation by a third-party (including but not limited to a Co-Municipal Advisor) shall be deemed to be a recommendation by HilltopSecurities, and the failure by HilltopSecurities to specifically address any aspect

of a third-party recommendation shall not be viewed as HilltopSecurities having implicitly accepted or approved such aspect of the recommendation or otherwise having adopted the recommendation or any aspect thereof as its own recommendation. Furthermore, the Issuer agrees that, to the extent the Issuer does not seek to have HilltopSecurities provide advice with regard to any recommendation made by a third party relying on the IRMA exemption, HilltopSecurities shall not be required to provide any advice with regard to such recommendation notwithstanding any information it may have received from such third party. HilltopSecurities may rely on the absence of the Issuer's written direction to provide advice with regard to a third party recommendation as indicative that the Issuer does not seek to have HilltopSecurities provide such advice.

C. Limitations on Scope of Engagement.

1. ***Express Limitations.*** The Scope of Services with respect to HilltopSecurities' engagement as municipal advisor shall be solely as provided in paragraphs A and B of this Section I and Appendix A of this Agreement, subject to the express limitations set forth in this paragraph C. The failure of the parties hereto to set out any particular service or responsibility, or any particular type or aspect of the issuance of municipal securities or municipal financial products, within the express limitations in this paragraph C shall not, by its omission, cause such service, responsibility or product to be within the scope of this engagement if not contemplated by the mutual agreement of the parties hereto or if not reasonably viewed as encompassed by the description of the Municipal Advisory Services set forth in this Agreement.

2. ***Limitation as to Matters Within Then-Current Scope of Engagement.*** It is expressly understood that HilltopSecurities serves as municipal advisor to the Issuer only with respect to the matters, and with respect to specific aspects of matters, within the then-current Scope of Services. The Issuer acknowledges that HilltopSecurities is not a municipal advisor to the Issuer with respect to matters expressly excluded from such Scope of Services as set forth in this paragraph C or matters otherwise not within the Scope of Services as set forth in paragraphs A and B of this Section I and Appendix A hereto. Without limiting the generality of the preceding sentence, the parties hereto agree that HilltopSecurities' service as municipal advisor for one issuance of municipal securities would not result in HilltopSecurities being a municipal advisor to the Issuer for any other issuances of municipal securities if such other issuances are not within the Scope of Services. It is expressly understood that HilltopSecurities shall be municipal advisor with respect to a particular issuance of municipal securities or a particular municipal financial product beginning on the earlier of (a) the date on which HilltopSecurities is assigned to serve or is otherwise put on notice by the Issuer that it will serve as municipal advisor for such particular matter or (b) the date on which HilltopSecurities first provides advice to the Issuer with respect to such particular matter, and it is further understood that HilltopSecurities shall not be deemed to be a municipal advisor to the Issuer with respect to any such particular matter prior to such date merely due to the fact that the matter falls within the general description of the Scope of Services.

3. ***Transactions and Services Outside Scope of Engagement.*** To the extent that the Issuer engages in any transaction with HilltopSecurities, or any affiliate of HilltopSecurities, as principal relating to municipal securities (including but not limited to as underwriter for the issuance of municipal securities) or municipal financial products that are not within the Scope of Services and with respect to which HilltopSecurities does not in fact provide advice other than as permitted within the exceptions and exclusions of SEC Rule 15Ba1-1, the Issuer agrees that it would not view HilltopSecurities as serving as its municipal advisor with respect to such transaction or any related issuance of municipal securities or municipal financial product. In addition, as noted in clause (b) of subparagraph A.1 of this Section I, the Issuer understands that Non-Municipal Advisor Services are outside the scope of this engagement.

4. ***Issuer Consent to Limitation in Scope.*** The Issuer expressly consents to the limitations in scope of the engagement as described in this paragraph C.

D. Change in Scope of Services. The scope of services to be provided by HilltopSecurities, whether within or outside of the scope of the Municipal Advisory Services, may be changed only by written amendment to Appendix A, and the parties hereto agree to amend such appendix promptly to reflect any material changes or additions to the scope of such services, as applicable. Furthermore, the parties hereto agree to amend paragraph C of this Section I to reflect any material changes or additions to the limitations on the overall Scope of Services.

The parties hereto agree that if, on an infrequent or inadvertent basis, HilltopSecurities takes any actions for or on behalf of the Issuer that constitute municipal advisory activities within the meaning of MSRB Rule G-42(f)(iv) but which are not within the Scope of Services under this Agreement, such actions shall not, by themselves, serve to change the Scope of Services under this Agreement without a written amendment as provided in this paragraph. Furthermore, to the extent that any such activities not within the Scope of Services under this Agreement consists of inadvertent advice provided with respect to the issuance of municipal securities or municipal financial products that are not within the Scope of Services under this Agreement, HilltopSecurities may take such action, if any, as it deems appropriate pursuant to Supplementary Material .07 of MSRB Rule G-42 with respect to such inadvertent advice, to maintain the Scope of Services under this Agreement consistent with the intent of the parties hereto.

Amendments to Appendix A may be effected by replacement of the prior version of the appendix with a new version or by the addition of an addendum to such appendix, provided that any such amended appendix shall be dated as of its effective date and shall cause Appendix A, taken together with the provisions of this Section I, to clearly set forth the then-current scope of HilltopSecurities' engagement hereunder and any limitations to such scope.

E. Non-Municipal Advisory Activities Related to Scope of Services. The Scope of Services under this Agreement is intended to encompass activities subject to the provisions of Securities Exchange Act Section 15B and the rules of the SEC and MSRB thereunder relating to municipal advisory activities. However, the Issuer and HilltopSecurities acknowledge that in some cases the range of activities necessary or appropriate to provide the intended services hereunder in a fair, effective and efficient manner for the benefit of the Issuer may involve a combination of actions that consist of municipal advisory activities and actions that may not qualify as municipal advisory activities. Unless otherwise prohibited by Securities Exchange Act Section 15B or any rule of the SEC or MSRB thereunder, the fact that HilltopSecurities serves as municipal advisor to the Issuer in connection with a particular matter shall not prohibit HilltopSecurities from undertaking such necessary or appropriate non-municipal advisory activities in connection therewith, and the fact that HilltopSecurities undertakes such non-municipal advisory activities within the Scope of Services under this Agreement would not, by itself, cause such activities to become municipal advisory activities for purposes Securities Exchange Act Section 15B or any rule of the SEC or MSRB thereunder.

SECTION II TERM AND TERMINATION

A. Term of this Engagement. The term of this Agreement begins on the Effective Date and ends, unless terminated pursuant to paragraph B of this Section II, on the last day of the month in which the fifth anniversary date of the Effective Date shall occur (the "Original Termination Date"). Unless HilltopSecurities or the Issuer shall notify the other party in writing at least thirty (30) days in advance of

the Original Termination Date that this Agreement will not be renewed, this Agreement will be automatically renewed on the Original Termination Date for an additional one (1) year period and thereafter will be automatically renewed on each anniversary date of the Original Termination Date for successive one (1) year periods unless HilltopSecurities or the Issuer shall notify the other party in writing at least thirty (30) days in advance of such successive anniversary date.

B. Termination of this Engagement. This Agreement may be terminated with or without cause by the Issuer or HilltopSecurities upon the giving of at least thirty (30) days' prior written notice to the other party of its intention to terminate, specifying in such notice the effective date of such termination. In the event of such termination, it is understood and agreed that only the amounts due HilltopSecurities for services provided and expenses incurred to the date of termination will be due and payable. No penalty will be assessed for termination of this Agreement.

SECTION III COMPENSATION, EXPENSES, LIABILITY AND OTHER FINANCIAL MATTERS

A. Compensation. The fees due to HilltopSecurities for the Municipal Advisory Services and any other services set forth in Appendix A hereto shall be as provided in Appendix B hereto. The Issuer has agreed to the compensation arrangements set forth in Appendix B and believes that they are reasonable and not excessive. If at any time the Issuer becomes concerned that, notwithstanding its initial belief that the compensation arrangements set forth in this Agreement are reasonable, the actual amount of compensation to be paid in accordance with such arrangements for any particular matter during the course of this engagement may potentially become excessive, the Issuer shall immediately notify HilltopSecurities in writing of its concern in that regard.

B. Expenses. HilltopSecurities shall be entitled to reimbursement of expenses incurred in connection with any services provided hereunder as set forth in Appendix B.

C. Third-Party Payments. The Issuer agrees that any request it makes to HilltopSecurities to make payments to any third party on its behalf (other than with any underwriter), whether pursuant to a fee-splitting arrangement or otherwise, shall be in writing and shall set forth the name of the recipient, the amount of payment, and a brief statement of the purpose of such payment. The Issuer agrees that the counter signature by HilltopSecurities of any such written request shall be satisfactory disclosure of such third-party payment or fee-splitting arrangement for purposes of MSRB Rule G-42(e)(i)(D) and shall, in the case of any such arrangements made after the Effective Date, serve as satisfactory written disclosure of any conflict of interest arising from such third-party payment or fee-splitting arrangement for purposes of MSRB Rule G-42(b)(i)(D) and (c)(ii).

D. No Custody of Issuer Funds. This engagement does not contemplate that HilltopSecurities receive deposit of or maintain custody of the Issuer's funds unless otherwise provided in Appendix A hereto.

E. Limitation on Liability. In the absence of willful misconduct, bad faith, gross negligence or reckless disregard of obligations or duties hereunder on the part of HilltopSecurities or any of its associated persons, HilltopSecurities and its associated persons shall have no liability to the Issuer for any act or omission in the course of, or connected with, rendering services hereunder or for any error of judgment, mistake of law, or any loss arising out of any issuance of municipal securities, any municipal financial product or any other investment.

SECTION IV REQUIRED DISCLOSURES

- A. Disclosure of Conflicts of Interest and Information Regarding Legal or Disciplinary Events.** The Issuer hereby acknowledges receipt of, and has read and understands the content of, the Municipal Advisor Disclosure Statement, attached hereto as **Appendix C**, current as of the date of this Agreement, setting forth disclosures by HilltopSecurities of material conflicts of interest (the “Conflict Disclosures”), if any, and of any legal or disciplinary events required to be disclosed pursuant to MSRB Rule G-42(b) and (c)(ii). The Conflict Disclosures also describe how HilltopSecurities addresses or intends to manage or mitigate any disclosed conflicts of interest, as well as the specific type of information regarding, and the date of the last material change, if any, to the legal and disciplinary events required to be disclosed on Forms MA and MA-I filed by HilltopSecurities with the SEC.
- B. Waiver of Disclosed Conflicts of Interest.** By executing this Agreement, the Issuer hereby waives any conflicts of interest disclosed by HilltopSecurities in the Conflict Disclosures as of the date of this Agreement.
- C. Consent to Electronic Delivery of Disclosures.** By executing this Agreement, the Issuer consents, for the full term of this Agreement, to the electronic delivery of the Conflict Disclosures at no cost to the Issuer, in lieu of delivery of hard copy. The Conflict Disclosures may be delivered by email to the Issuer at [____], or at such other email address as the Issuer may hereafter provide in writing to HilltopSecurities.

SECTION V MISCELLANEOUS

- A. Choice of Law.** This Agreement shall be construed and given effect in accordance with the laws of the State of Texas.
- B. Binding Effect; Assignment.** This Agreement shall be binding upon and inure to the benefit of the Issuer and HilltopSecurities, their respective successors and assigns; provided however, neither party hereto may assign or transfer any of its rights or obligations hereunder without the prior written consent of the other party.
- C. Entire Agreement.** This instrument, including all appendices hereto, contains the entire agreement between the parties relating to the rights herein granted and obligations herein assumed. Any oral or written representations or modifications concerning this Agreement shall be of no force or effect except for a subsequent modification in writing signed by all parties hereto, subject to the provisions of paragraph D of Section I hereof.

Signature page follows

HILLTOP SECURITIES INC.

[ISSUER]

By: _____
[Public Finance Banker]

Title: _____

By: _____

Name _____

Title: _____

Date: _____

DRAFT

APPENDIX A MUNICIPAL ADVISORY SERVICES

This Appendix A sets out the scope of the Municipal Advisory Services to be performed by HilltopSecurities pursuant to the Agreement, subject to the limitations in scope set out in paragraph C of Section I of the Agreement, and with the understanding that:

(a) Individual actions taken within this scope shall be consistent with any request or direction provided by an authorized representative of the Issuer or as HilltopSecurities determines to be necessary or appropriate in furtherance of any matter for which it serves as municipal advisor. However, not all listed activities will be appropriate, necessary or applicable to any particular matter subject to this Agreement.

(b) For purposes of this Agreement, an issuance of municipal securities (an “issuance”) shall encompass any and all stages in the life of an issuance, from the pre-issuance planning stage to the repayment stage.

I. New Issuances of Municipal Securities. At the direction of or upon the request of the Issuer, HilltopSecurities shall provide advice to the Issuer on any new issuances, including reofferings of outstanding issuances that are treated for purposes of the federal securities laws and/or federal tax laws as new issuances, throughout the term of this Agreement. The activities to be performed by HilltopSecurities may include, depending on the specific circumstances of an issuance and any request or direction of the Issuer, one or more of the following:

Planning for New Issuance

1. ***Survey and Analysis.*** Surveying the financial resources of the Issuer in connection with its capacity to authorize, issue and service the contemplated issuance. This survey would be expected to include an analysis of any existing debt structure as compared with the existing and projected sources of revenues which may be pledged to secure payment of debt service and, where appropriate, would include a study of the trend of the assessed valuation, taxing power and present and future taxing requirements of the Issuer. In the event revenues of existing or projected facilities operated by the Issuer are to be pledged to repayment of the contemplated issuance, the survey would be expected to take into account any outstanding indebtedness payable from such revenues, additional revenues to be available from any proposed rate increases, and additional revenues resulting from improvements to be financed by the contemplated issuance, as projected by consulting engineers engaged by the Issuer.

2. ***Future Financings.*** In connection with the contemplated issuance, considering and analyzing future financing needs as projected by the Issuer's staff and consulting engineers or other experts, if any, engaged by the Issuer.

3. ***Recommendations.*** Making recommendations to the Issuer on the contemplated issuance, including such elements as the date of issue, interest payment dates, schedule of principal maturities, options for prepayment, security provisions, and such other provisions as may be appropriate.

4. **Market Information.** Advising the Issuer of HilltopSecurities' view of current bond market conditions, other related forthcoming bond issues and general information (including applicable economic data) which might normally be expected to influence interest rates or bidding conditions relevant to setting an appropriate date and time for the sale of the issuance.

5. **Elections.** In the event it is necessary to hold an election to authorize the contemplated issuance, assisting in coordinating the assembly of such data as may be required for the preparation of necessary petitions, orders, resolutions, ordinances, notices and certificates in connection with the election, including assistance in the transmission of such data to the Issuer's bond counsel.

Debt Management and Financial Implementation for New Issuance

6. **Method of Sale.** Evaluating the particular financing being contemplated, giving consideration to the complexity, market acceptance, rating, size and structure in order to make a recommendation as to an appropriate method of sale, and:

- a. If the issuance is to be sold by a competitive sale:
 - (1) Supervising the sale of the municipal securities;
 - (2) Disseminating information to prospective bidders, organizing such informational meetings as may be necessary, and facilitating prospective bidders' efforts in making timely submission of proper bids;
 - (3) Assisting the staff of the Issuer in coordinating the receipt of bids, the safekeeping of good faith checks and the tabulation and comparison of submitted bids;
 - (4) Advising the Issuer regarding the best bid and provide advice regarding acceptance or rejection of the bids; and
 - (5) Obtaining CUSIP numbers on behalf of the Issuer.
- b. If the issuance is to be sold by negotiated sale:
 - (1) Recommending for the Issuer's final approval and acceptance one or more investment banking firms, as sole underwriter or as managers of an underwriting syndicate, for the purpose of negotiating the purchase of the municipal securities;
 - (2) Cooperating with and assisting any selected sole or managing underwriter and its counsel, as well as any disclosure counsel retained by the Issuer, in connection with the preparation of any preliminary or final official statement or offering memorandum. HilltopSecurities will cooperate with and assist the underwriters in the preparation of a bond purchase contract, an underwriters' agreement and other related documents;
 - (3) Assisting the staff of the Issuer in the safekeeping of any good faith checks and providing a cost comparison to the then-current market of expenses, interest rates and prices which are proposed by the underwriters;
 - (4) Advising the Issuer on the fairness of the price offered by the underwriters;

(5) Advising the Issuer in connection with any terms and conditions it may wish to establish with respect to order priorities and other similar matters relating to the underwriting of the new issuance;

(6) If the new issuance will have a retail order period, advising the Issuer on retail eligibility criteria and other features of the retail order period and reviewing information provided by the underwriters to the Issuer in connection with retail orders received; and

(7) At the request of the Issuer, reviewing required disclosures by underwriters to the Issuer relating to their role as underwriter, conflicts of interests, material terms and risks of the issuance, and any other matters, and providing any appropriate advice to the Issuer in connection with such disclosures.

7. ***Offering Documents for Competitive Offerings.*** Coordinating the preparation of the notice of sale and bidding instructions, preliminary official statement (including cooperating with and assisting any disclosure counsel retained by the Issuer), official bid form and such other documents as may be required and submitting all such documents to the Issuer for examination, approval and certification. After such examination, approval and certification, HilltopSecurities shall provide the Issuer with a supply of all such documents sufficient to its needs and distribute sets of the same to prospective bidders for the municipal securities. HilltopSecurities also shall provide copies of the final official statement to the winning bidder purchasing the municipal securities in the MSRB-designated electronic format and in accordance with the notice of sale and bidding instructions promptly after the Issuer approves the final official statement for distribution.

8. ***Credit Ratings.*** Making recommendations to the Issuer on the advisability of obtaining one or more credit ratings for the issuance and, when directed by the Issuer, coordinating the preparation of such information as may be appropriate for submission to any rating agency. In those cases where the advisability of personal presentation of information to a rating agency may be indicated, HilltopSecurities will arrange for such personal presentations, utilizing such composition of representatives from the Issuer as may be approved or directed by the Issuer.

9. ***Trustee, Paying Agent, Registrar, Professionals and Other Transaction Participants.*** Upon request, providing advice to the Issuer in the selection of a trustee and/or paying agent/registrar, legal, accounting or other professionals, and other transaction participants relating to any issuance, and assisting in the negotiation of agreements pertinent to these services and the fees incident thereto.

10. ***Financial Publications.*** When appropriate, advising financial publications of the forthcoming sale of the municipal securities and providing them with all pertinent information.

11. ***Consultants.*** After consulting with and receiving directions from the Issuer, arranging for such reports and opinions of recognized independent consultants as may be appropriate for the successful marketing of the issuance.

12. ***Auditors.*** In the event formal verification by an independent auditor of any calculations incident to the issuance is required, making arrangements for such services.

13. **Issuer Meetings.** Attending meetings of the governing body of the Issuer, its staff, representatives or committees as requested when HilltopSecurities may be of assistance or service and matters within the scope of this engagement are to be discussed.
14. **Printing.** To the extent authorized by the Issuer, coordinating all work incident to printing or final production, physical or electronic, of the offering documents.
15. **Bond Counsel.** Maintaining liaison with bond counsel in the preparation of all legal documents pertaining to the authorization, sale and issuance of the municipal securities.
16. **Delivery of the Municipal Securities.** As soon as a bid for the purchase of a competitive issuance is accepted by the Issuer or the bond purchase contract for a negotiated issuance is signed by the Issuer, coordinating the efforts of all concerned to the end that the municipal securities may be delivered and paid for as expeditiously as possible and assisting the Issuer in the preparation or verification of final closing figures incident to the delivery of the municipal securities.
17. **Debt Service Schedule; Authorizing Resolution.** After the closing of the sale and delivery of the issuance, delivering to the Issuer a schedule of annual debt service requirements for the issuance and, in coordination with bond counsel, assuring that the paying agent/registrar and/or trustee has been provided with a copy of the authorizing ordinance, order or resolution.
18. **Continuing Disclosure.** Providing advice to the Issuer with regard to its continuing disclosure undertakings for its new issuances and its selection of a dissemination agent under its continuing disclosure undertakings; provided that, upon the mutual agreement of the Issuer and HilltopSecurities, HilltopSecurities may serve as dissemination agent under one or more of the Issuer's continuing disclosure undertakings upon such terms as the parties shall agree, with such service as dissemination agent being expressly excluded from the scope of this Agreement.

II. Baseline Advice on Outstanding Issuances of Municipal Securities. HilltopSecurities shall provide baseline on-going advice to the Issuer on any outstanding issuances throughout the term of this Agreement, which may include, depending on the specific circumstances of such issuance and any request or direction of the Issuer:

1. **Exercising Calls.** Providing advice and assistance to the Issuer with regard to exercising any calls of outstanding municipal securities unrelated to a refunding of such securities.
2. **Refundings and Tender Offers.** Providing advice to the Issuer with regard to opportunities for refundings of outstanding issuances or to make tender offers for outstanding issuances, whether by means of a new issuance, bank loans, or other funds of the Issuer, but not including serving as advisor in connection with the specific transaction through which such refunding or tender offer is effected. Transaction-based advice in connection with a specific new issuance of bonds to effectuate any such refunding or tender offer would be provided within the scope of Municipal Advisory Services for new issuances described in Section I above. Transaction-based advice in connection with a specific bank loan or other transaction to effectuate any such refunding or tender offer, other than by means of a new issuance of bonds would be provided pursuant to a separate agreement as described in Section IV below.

3. ***Continuing Disclosure.*** Providing advice to the Issuer with regard to continuing disclosure undertakings for outstanding issuances; processes, policies and procedures to comply with continuing disclosure undertakings; and coordination of continuing disclosure obligations arising from different continuing disclosure undertakings for its various issuances. However, the preparation of continuing disclosure documents, other than in the capacity of dissemination agent under a continuing disclosure undertaking, would be provided within the scope of other services described in Section V. below.

III. Particularized Services on Outstanding Issuances of Municipal Securities. HilltopSecurities may provide to the Issuer certain additional advisory or related services in connection with particular outstanding issuances or matters affecting multiple outstanding issuances throughout the term of this Agreement, which may include, depending on the specific circumstances of such issuance and any request or direction of the Issuer:

1. ***Other Post-Sale Services.*** Reviewing the transaction features and documentation of outstanding issuances with legal counsel for the Issuer, bond counsel, auditors and other experts and consultants retained by the Issuer and assisting in developing appropriate responses to legal processes, audit procedures, inquiries, internal reviews and similar matters, or other services related to one or more outstanding issuances as may be agreed to by the Issuer and HilltopSecurities.

2. ***Brokerage of Municipal Escrow Investments.*** At the request of the Issuer, brokering the purchase of municipal escrow investments in connection with a refunding of an outstanding issuance, together with any recommendations by HilltopSecurities (but not by Hilltop Securities Asset Management, LLC as an investment adviser) with respect to such brokerage.

IV. Services as Independent Registered Municipal Advisor (“IRMA”). At the written request of the Issuer, HilltopSecurities shall, as the Issuer’s IRMA, review and provide advice to the Issuer in connection with any recommendations, proposals, ideas or matters suggested or otherwise communicated by a third party to the Issuer with respect to the same aspects of the issuance of municipal securities or municipal financial products that are within the scope of Municipal Advisory Services. There are no aspects of the issuance of municipal securities or municipal financial products that are outside the scope of Municipal Advisory Services set forth in this Appendix.

V. Other Services Relating to Municipal Securities. HilltopSecurities agrees to make available to the Issuer other services relating to municipal securities, when so requested by the Issuer and subject to the agreement by Issuer and HilltopSecurities regarding the specific requirements with respect to such services, which requirements shall be made part of the scope of Municipal Advisory Services and included in this Appendix as an amendment or addendum, which services may include, without limitation:

1. ***Capital Improvement Programs.*** Providing advice and assistance in the development of any capital improvement programs of the Issuer.

2. ***Long-Range Planning.*** Providing advice and assistance in the development of other long-range financing plans of the Issuer.

3. ***Refundings and Tender Offers.*** Providing advice and assistance in executing a refunding or tender offer of an outstanding issuance other than by means of refunding bonds, such as by means of a bank loan or other funds of the Issuer.

4. ***Continuing Disclosure Documents.*** Preparing and providing advice with regard to the content of continuing disclosure documents in compliance with the Issuer's continuing disclosure undertakings for its outstanding issuances, other than in the capacity of dissemination agent under a continuing disclosure undertaking.

* * * * *

As provided in paragraph D of Section I of the Agreement, amendments to this Appendix A may be effected by replacement of this Appendix A with a new version hereof or by the addition of an addendum to this Appendix A, and this Appendix A, as it may have been amended, shall be dated and effective as of the most recent of the date set forth in any such amendment or the date set forth in any addendum to this Appendix A.

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APPENDIX B FORM AND BASIS OF COMPENSATION

This Appendix B sets out the form and basis of compensation to HilltopSecurities for the Municipal Advisory Services provided under this Agreement as set forth in Appendix A; provided that the compensation arrangements set forth in this Appendix B shall also apply to any additional services hereafter added to the scope of the Municipal Advisory Services, unless otherwise provided in the amendment to the Agreement relating to such change in scope of Municipal Advisory Services as provided in paragraph D of Section I of the Agreement.

I. New Issuances of Municipal Securities. The fees due HilltopSecurities in connection with the Municipal Advisory Services set forth in Section I of Appendix A hereto for each new issuance of municipal securities will not exceed those contained in our fee schedule as listed below:

TO BE NEGOTIATED

The above charges shall be multiplied by 1.25 for an issuance of municipal securities for which HilltopSecurities participates in the completion of an application to a federal or state government agency or for the issuance of revenue bonds, refunding bonds or variable rate bonds, reflecting the additional services required.

The payment of charges as set forth in this Section I for new issuances shall be contingent upon the delivery of the new issuance and shall be due at the time that the municipal securities are delivered.

II. Baseline Advice on Outstanding Issuances of Municipal Securities. There shall be no additional fees due HilltopSecurities in connection with the Municipal Advisory Services set forth in Section II of Appendix A hereto, with the understanding that such services are integral to HilltopSecurities' engagement as municipal advisor to the Issuer and HilltopSecurities shall be compensated for such services through and as part of the fees paid for the other services provided by HilltopSecurities hereunder.

III. Particularized Services on Outstanding Issuances of Municipal Securities. In connection with Other Post-Sale Services described in Section III of Appendix A hereto, HilltopSecurities shall not charge a fee.

In connection with the brokerage of municipal escrow investments described in Section III of Appendix A hereto, HilltopSecurities shall charge a commission that is normal and customary for investments of that type under then-current market conditions and shall disclose such commission to the Issuer so that the Issuer may consider the information in making its investment decision.

IV. Third-Party Recommendations, Proposals, Ideas or Other Matters as IRMA. In connection with its review of and advice on third-party recommendations to Issuers as an IRMA as described in Section IV of Appendix A hereto, HilltopSecurities shall not charge a fee.

V. Other Services Relating to Municipal Securities. In connection with any services described in Section V of Appendix A hereto requested by the Issuer and agreed to by HilltopSecurities, the fees due with respect to any such services shall be as agreed to by the parties hereto, which terms shall be made part of the compensation provided under this Agreement and shall be included in this Appendix as an amendment or addendum hereto.

VI. Expenses. The Issuer shall be responsible for the following expenses in connection with the Municipal Advisory Services (including any additional services hereafter added to the scope of the Municipal Advisory Services), if and when applicable, whether they are charged to the Issuer directly as expenses or charged to the Issuer by HilltopSecurities as reimbursable expenses: bond counsel fees and expenses, bond printing costs, bond ratings fees and expenses, computer structuring costs, credit enhancement fees and expenses, accountant fees for verifications and related activities in connection with refundings, official statement preparation and printing, paying agent/registrar/trustee fees and expenses, travel expenses, underwriter and underwriter's counsel fees and expenses, and other miscellaneous expenses incurred by HilltopSecurities in the furtherance of any matter for which it serves as municipal advisor, including copy, delivery, phone and other charges normally incurred in connection with engagements of this type.

The Issuer agrees that any expense that it requests that HilltopSecurities pay to any third party on the Issuer's behalf shall be made in writing and shall be in accordance with paragraph C of Section III of the Agreement.

The payment of reimbursable expenses that HilltopSecurities has assumed on behalf of the Issuer shall NOT be contingent upon the delivery of a new issuance of municipal securities or the completion of any other transactions for which such expenses have been assumed and shall be due at the time that services are rendered and payable upon receipt of an invoice therefor submitted by HilltopSecurities, unless otherwise provided for in any amendment or addendum hereto in connection with the compensation arrangements for any services provided under the Agreement for which such amendment or addendum is required.

APPENDIX C MUNICIPAL ADVISOR DISCLOSURE STATEMENT

This disclosure statement (“Conflict Disclosures”) is provided by **Hilltop Securities Inc.** (“the Firm”) to you (the “Client”) in connection with our current municipal advisory agreement, (“the Agreement”). These Conflict Disclosures provide information regarding conflicts of interest and legal or disciplinary events of the Firm that are required to be disclosed to the Client pursuant to MSRB Rule G-42(b) and (c)(ii).

PART A – Disclosures of Conflicts of Interest

MSRB Rule G-42 requires that municipal advisors provide to their clients disclosures relating to any actual or potential material conflicts of interest, including certain categories of potential conflicts of interest identified in Rule G-42, if applicable.

Material Conflicts of Interest – The Firm makes the disclosures set forth below with respect to material conflicts of interest in connection with the Scope of Services under the Agreement with the Firm, together with explanations of how the Firm addresses or intends to manage or mitigate each conflict.

General Mitigations – As general mitigations of the Firm’s conflicts, with respect to all of the conflicts disclosed below, the Firm mitigates such conflicts through its adherence to its fiduciary duty to Client, which includes a duty of loyalty to Client in performing all municipal advisory activities for Client. This duty of loyalty obligates the Firm to deal honestly and with the utmost good faith with Client and to act in Client’s best interests without regard to the Firm’s financial or other interests. In addition, because the Firm is a broker-dealer with significant capital due to the nature of its overall business, the success and profitability of the Firm is not dependent on maximizing short-term revenue generated from individualized recommendations to its clients but instead is dependent on long-term profitability built on a foundation of integrity, quality of service and strict adherence to its fiduciary duty. Furthermore, the Firm’s municipal advisory supervisory structure, leveraging our long-standing and comprehensive broker-dealer supervisory processes and practices, provides strong safeguards against individual representatives of the Firm potentially departing from their regulatory duties due to personal interests. The disclosures below describe, as applicable, any additional mitigations that may be relevant with respect to any specific conflict disclosed below.

I. Affiliate Conflict. The Firm, directly and through affiliated companies, provides or may provide services/advice/products to or on behalf of clients that are related to the Firm’s advisory activities within the Scope of Services outlined in the Agreement. Hilltop Securities Asset Management (HSAM), a SEC-registered affiliate of the Firm, provides post issuance services including arbitrage rebate and treasury management. The Firm’s arbitrage team verifies rebate and yield restrictions on the investments of bond proceeds on behalf of clients in order to meet IRS restrictions. The treasury management division performs portfolio management/advisor services on behalf of public sector clients. The Firm, through affiliate Hilltop Securities Asset Management (HSAM), provides a multi-employer trust tailor-made for public entities which allows them to prefund Other Post-Employment Benefit liabilities. The Firm has a structured products desk that provides advice to help clients mitigate risk through investment management, debt management and commodity price risk management products. These products consist of but are not limited to swaps (interest rate, currency, commodity), options, repos, escrow structuring and other securities. Continuing Disclosure services provided by the Firm work with issuers to assist them in meeting disclosure requirements set forth in SEC rule 15c2-12. Services include but are not limited to ongoing maintenance of issuer compliance, automatic tracking of issuer’s annual filings and public notification of material events.

The Firm administers government investment pools. These programs offer governmental entities investment options for their cash management programs based on the entities specific needs. The Firm and the aforementioned affiliate's business with a client could create an incentive for the Firm to recommend to a client a course of action designed to increase the level of a client's business activities with the affiliates or to recommend against a course of action that would reduce or eliminate a client's business activities with the affiliates. This potential conflict is mitigated by the fact that the Firm and affiliates are subject to their own comprehensive regulatory regimes.

II. PlainsCapital Bank Affiliate Conflict. The Firm, directly and through affiliated companies, provides or may provide services/advice/products to or on behalf of clients that are related to the Firm's advisory activities within the Scope of Services outlined in the Agreement. Affiliate, PlainsCapital Bank, provides banking services to municipalities including loans and custody. The Firm and the aforementioned affiliate's business with a client could create an incentive for the Firm to recommend to a client a course of action designed to increase the level of a client's business activities with the affiliates or to recommend against a course of action that would reduce or eliminate a client's business activities with the affiliates. This potential conflict is mitigated by the fact that the Firm and affiliates are subject to their own comprehensive regulatory regimes.

III. Other Municipal Advisor or Underwriting Relationships. The Firm serves a wide variety of other clients that may from time to time have interests that could have a direct or indirect impact on the interests of Client. For example, the Firm serves as municipal advisor to other municipal advisory clients and, in such cases, owes a regulatory duty to such other clients just as it does to Client. These other clients may, from time to time and depending on the specific circumstances, have competing interests, such as accessing the new issue market with the most advantageous timing and with limited competition at the time of the offering. In acting in the interests of its various clients, the Firm could potentially face a conflict of interest arising from these competing client interests. In other cases, as a broker-dealer that engages in underwritings of new issuances of municipal securities by other municipal entities, the interests of the Firm to achieve a successful and profitable underwriting for its municipal entity underwriting clients could potentially constitute a conflict of interest if, as in the example above, the municipal entities that the Firm serves as underwriter or municipal advisor have competing interests in seeking to access the new issue market with the most advantageous timing and with limited competition at the time of the offering. None of these other engagements or relationships would impair the Firm's ability to fulfill its regulatory duties to Client.

IV. Secondary Market Transactions in Client's Securities. The Firm, in connection with its sales and trading activities, may take a principal position in securities, including securities of Client, and therefore the Firm could have interests in conflict with those of Client with respect to the value of Client's securities while held in inventory and the levels of mark-up or mark-down that may be available in connection with purchases and sales thereof. In particular, the Firm or its affiliates may submit orders for and acquire Client's securities issued in an Issue under the Agreement from members of the underwriting syndicate, either for its own account or for the accounts of its customers. This activity may result in a conflict of interest with Client in that it could create the incentive for the Firm to make recommendations to Client that could result in more advantageous pricing of Client's bond in the marketplace. Any such conflict is mitigated by means of such activities being engaged in on customary terms through units of the Firm that operate independently from the Firm's municipal advisory business, thereby reducing the likelihood that such investment activities would have an impact on the services provided by the Firm to Client under this Agreement.

V. Broker-Dealer and Investment Advisory Business. The Firm is dually registered as a broker-dealer and an investment advisor that engages in a broad range of securities-related activities to service its clients, in addition to serving as a municipal advisor or underwriter. Such securities-related activities, which may include but are not limited to the buying and selling of new issue and outstanding securities and investment advice in connection with such securities, including securities of Client, may be undertaken on behalf of, or as counterparty to, Client, personnel of Client, and current or potential investors in the securities of Client. These other clients may, from time to time and depending on the specific circumstances, have interests in conflict with those of Client, such as when their buying or selling of Client's securities may have an adverse effect on the market for Client's securities, and the interests of such other clients could create the incentive for the Firm to make recommendations to Client that could result in more advantageous pricing for the other clients. Furthermore, any potential conflict arising from the firm effecting or otherwise assisting such other clients in connection with such transactions is mitigated by means of such activities being engaged in on customary terms through units of the Firm that operate independently from the Firm's municipal advisory business, thereby reducing the likelihood that the interests of such other clients would have an impact on the services provided by the Firm to Client.

VI. Compensation-Based Conflicts. Fees that are based on the size of the issue are contingent upon the delivery of the Issue. While this form of compensation is customary in the municipal securities market, this may present a conflict because it could create an incentive for the Firm to recommend unnecessary financings or financings that are disadvantageous to Client, or to advise Client to increase the size of the issue. This conflict of interest is mitigated by the general mitigations described above.

Fees based on a fixed amount are usually based upon an analysis by Client and the Firm of, among other things, the expected duration and complexity of the transaction and the Scope of Services to be performed by the Firm. This form of compensation presents a potential conflict of interest because, if the transaction requires more work than originally contemplated, the Firm may suffer a loss. Thus, the Firm may recommend less time-consuming alternatives, or fail to do a thorough analysis of alternatives. This conflict of interest is mitigated by the general mitigations described above.

Hourly fees are calculated with, the aggregate amount equaling the number of hours worked by Firm personnel times an agreed-upon hourly billing rate. This form of compensation presents a potential conflict of interest if Client and the Firm do not agree on a reasonable maximum amount at the outset of the engagement, because the Firm does not have a financial incentive to recommend alternatives that would result in fewer hours worked. This conflict of interest is mitigated by the general mitigations described above.

PART B – Disclosures of Information Regarding Legal Events and Disciplinary History

MSRB Rule G-42 requires that municipal advisors provide to their clients certain disclosures of legal or disciplinary events material to its client's evaluation of the municipal advisor or the integrity of the municipal advisor's management or advisory personnel.

Accordingly, the Firm sets out below required disclosures and related information in connection with such disclosures.

I. Material Legal or Disciplinary Event. The Firm discloses the following legal or disciplinary events that may be material to Client's evaluation of the Firm or the integrity of the Firm's management or advisory personnel:

- For related disciplinary actions please refer to the Firm's [BrokerCheck](#) webpage.
- The Firm self-reported violations of SEC Rule 15c2-12: Continuing Disclosure. The Firm settled with the SEC on February 2, 2016. The firm agreed to retain independent consultant and adopt the consultant's finding. Firm paid a fine of \$360,000.
- The Firm settled with the SEC in matters related to violations of MSRB Rules G-23(c), G-17 and SEC rule 15B(c) (1). The Firm disgorged fees of \$120,000 received as financial advisor on the deal, paid prejudgment interest of \$22,400.00 and a penalty of \$50,000.00.
- The Firm entered into a Settlement Agreement with Rhode Island Commerce Corporation. Under the Settlement Agreement, the firm agreed to pay \$16.0 million to settle any and all claims in connection with The Rhode Island Economic Development Corporation Job Creation Guaranty Program Taxable Revenue Bond (38 Studios, LLC Project) Series 2010, including the litigation thereto. The case, filed in 2012, arose out of a failed loan by Rhode Island Economic Development Corporation. The firm's predecessor company, First Southwest Company, LLC, was one of 14 defendants. HilltopSecurities' engagement was limited to advising on the structure, terms, and rating of the underlying bonds. Hilltop settled with no admission of liability or wrongdoing.
- On April 30, 2019, the Firm entered into a Settlement Agreement with Berkeley County School District of Berkeley County, South Carolina. The case, filed in March of 2019, arose in connection with certain bond transactions occurring from 2012 to 2014, for which former employees of Southwest Securities, Inc., a predecessor company, provided financial advisory services. The Firm agreed to disgorge all financial advisory fees related to such bond transactions, which amounted to \$822,966.47, to settle any and all claims, including litigation thereto. Under the Settlement Agreement, the Firm was dismissed from the lawsuit with prejudice, no additional penalty, and with no admission of liability or wrongdoing.
- From July 2011 to October 2015, Hilltop failed to submit required MSRB Rule G-32 information to EMMA in connection with 122 primary offerings of municipal securities for which the Firm served as placement agent. During the period January 2012 to September 2015, the Firm failed to provide MSRB Rule G-17 letters to issuers in connection with 119 of the 122 offerings referenced above. From October 2014 to September 2015, the Firm failed to report on Form MSRB G-37 that it had engaged in municipal securities business as placement agent for 45 of these 122 offerings. This failure was a result of a misunderstanding by one branch office of Southwest Securities. Hilltop discovered these failures during the merger of FirstSouthwest and Southwest Securities and voluntarily reported them to FINRA. The Firm paid a fine of \$100,000 for these self-reported violations.

- In connection with a settlement on July 9, 2021, the U.S. Securities and Exchange Commission found that, between January 2016 and April 2018, the Firm bought municipal bonds for its own account from another broker-dealer and that, on occasion during that time period, the other broker-dealer mischaracterized the Firm's orders when placing them with the lead underwriter. The SEC found that, among other things, the Firm lacked policies and procedures with respect to how stock orders were submitted for new issues bonds to third parties, including the broker-dealer that mischaracterized the Firm's orders. The SEC found violations of MSRB Rules G-27, G-17, and SEC rule 15B(c)(1) and a failure to reasonably supervise within the meaning of Section 15(b)(4)(E) of the Securities Exchange Act of 1934. The Firm was censured and ordered to pay disgorgement of \$206,606, prejudgment interest of \$48,587 and a penalty of \$85,000.
- On August 14, 2024, the Securities and Exchange Commission ("SEC") entered into a settlement order with Hilltop Securities Inc. ("Hilltop") to settle an administrative action finding that Hilltop failed to (1) maintain and preserve off-channel communications related to Hilltop's broker-dealer business, as well as related to recommendations made or proposed to be made and advice given or proposed to be given with respect to Hilltop's investment advisory business; and (2) reasonably supervise its personnel with a view to preventing or detecting certain of its personnel's aiding and abetting violations of certain provisions of the federal securities laws. Hilltop admitted to the facts in the settlement order, acknowledged its conduct violated the federal securities laws, and agreed to: (a) a cease-and-desist order, (b) a censure, (c) payment of a civil monetary penalty in the amount of \$1,600,000, and (d) certain undertakings related to the retention of electronic communications.

II. How to Access Form MA and Form MA-I Filings. The Firm's most recent Form MA and each most recent Form MA-I filed with the SEC are available on the SEC's EDGAR system at [Forms MA and MA-I](#). The SEC permits certain items of information required on Form MA or MA-I to be provided by reference to such required information already filed by the Firms in its capacity as a broker-dealer on Form BD or Form U4 or as an investment adviser on Form ADV, as applicable. Information provided by the Firm on Form BD or Form U4 is publicly accessible through reports generated by BrokerCheck at <http://brokercheck.finra.org/>, and the Firm's most recent Form ADV is publicly accessible at the Investment Adviser Public Disclosure website at <http://www.adviserinfo.sec.gov/>. For purposes of accessing such BrokerCheck reports or Form ADV, click previous hyperlinks.

PART C – MSRB Rule G-10 Disclosure

MSRB Rule G-10 covers Investor and Municipal Advisory Client education and protection. This rule requires that municipal advisors make certain disclosures to all municipal advisory clients. This communication is a disclosure only and does not require any action on your part. The disclosures are noted below.

1. Hilltop Securities Inc. is registered with the U.S. Securities and Exchange Commission and the Municipal Securities Rulemaking Board as a Municipal Advisor.
2. You can access the website for the Municipal Securities Rulemaking Board at www.msrb.org
3. The Municipal Securities Rulemaking Board has posted a municipal advisory client brochure. A copy of the brochure is attached to the memo. This link will take you to the electronic version [MA Client Brochure](#)

PART D – Future Supplemental Disclosures

As required by MSRB Rule G-42, this Municipal Advisor Disclosure Statement may be supplemented or amended, from time to time as needed, to reflect changed circumstances resulting in new conflicts of interest or changes in the conflicts of interest described above, or to provide updated information with regard to any legal or disciplinary events of the Firm. The Firm will provide Client with any such supplement or amendment as it becomes available throughout the term of the Agreement.

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Proposal to Provide Financial Advisory Services



Red River Authority of Texas

Request for Qualifications
Financial Advisor Services
August 30, 2024

Steven A. Adams, CFA
Managing Director

Paul Jasin
Managing Director

Specialized Public Finance Inc.
4925 Greenville Ave.,
Suite 1350
Dallas, Texas 75206
214.373.3911
steven@spfmuni.com
www.spubfin.com



SPECIALIZED PUBLIC FINANCE INC.
FINANCIAL ADVISORY SERVICES

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Appendix : 1295 Form



August 30, 2024

Fabian Heaney
General Manager
Red River Authority of Texas
3000 Hammon Road
Wichita Falls, Texas 76310

Re: Request for Qualifications for Financial Advisor Services

We are pleased to respond to the Red River Authority's (the "Authority" or "RRA") Request for Qualifications for Financial Advisory Services on behalf of Specialized Public Finance Inc. ("SPFI" or the "Firm"). As detailed herein, we believe SPFI is uniquely qualified to serve as the Authority's financial advisor.

Financial Advisory Focus. SPFI was formed by six highly experienced public finance professionals on November 6, 2008, in recognition of the increased need for an **independent** financial advisory firm that was free from commercial or investment banking conflicts and **focused exclusively on providing municipal advisory services**. This independence means that our advisors avoid the potential conflict of interest inherent in the broker/dealer advisory model where professionals are providing financial advisory services while simultaneously seeking negotiated underwriting business from other advisors.

SPFI currently **represents over 575 municipal clients as financial advisor**. From our formation in November 2008 through July 31, 2024, the Firm has successfully completed **2,495 transactions totaling over \$40.4 billion** in par amount. SPFI is consistently ranked as one of the **top three financial advisors in Texas** and **top twenty financial advisors in the nation** based on par amount according to Bloomberg LP.

Leading Advisor to Texas Authorities. SPFI's team of advisory, quantitative and disclosure professionals have extensive experience providing comprehensive financial advisory services to Texas authorities. The Firm currently **represents 12 different authorities in Texas** as financial advisor including Brazos Region Public Utility Authority, Greater Texoma Utility Authority, Guadalupe Blanco River Authority, Lone Star Regional Water Authority, Lower Colorado River Authority, and West Travis County Public Utility Authority. We have guided these advisory clients through **165 transactions totaling in excess of \$6.4 billion** in par amount since 2008.

Unparalleled Local Presence. SPFI has offices in Dallas, Austin, San Antonio, Amarillo and Corpus Christi. With four financial advisory offices in the state, the Firm has a strong footprint throughout Texas. SPFI's advisory team is proud to serve many of the area's governmental entities including the City of Amarillo, Deaf Smith County, Parmer County and Castro County.

Comprehensive Scope of Services. The scope of services that the Authority requires for its financing programs, as discussed in the proposal, is very familiar to the SPFI advisory team. This includes planning and coordinating all phases of the bond issuance process, analyzing optimal financing structures, evaluating underwriting proposals, recommending a method of sale, assisting with tax rate management strategies, working with the Texas Water Development Board and assessing financial market conditions. In performing these services, SPFI is focused on **advisory relationships, not transactions**, and is therefore careful to consider each financing as it relates to the client's long-term financial and credit rating goals.

Highly Experienced Team of Professionals. Steven Adams, Managing Director and Paul Jasin, Managing Director would serve as the Lead Advisors and the Primary Contacts for RRA's financial advisory team. They are both authorized to make representations for SPFI. Mr. Adams has over 30 years of municipal advisory experience and has served a wide array of clients such as Texas Municipal Power Agency, Johnson County Special Utility District, Lone Star Regional Water Authority, Brazos Regional Public Utility Authority, and Lower Colorado River Authority. Mr. Jasin has over 20 years of industry experience including eight years with Standard & Poor's. Patrick Smith, Managing Director will be responsible for all quantitative analyses and new issue pricing. Richard Knight, Analyst, will be available to provide quantitative support to RRA as well.

We believe we are well positioned to be a successful partner with the Authority as it moves forward with its future capital plans. Leveraging our extensive financial advisory experience, municipal market knowledge and advanced analytical/modeling capabilities, SPFI can provide a superior level of service to assist the Authority in accomplishing its financial goals. SPFI's continued success has been a product of our focus on the quality of client relationships – not on the quantity of clients or transactions. As a result, our experienced team commits to being readily available and responsive and is excited about developing a relationship with the Red River Authority.

Thank you in advance for your time and consideration of our response. We greatly appreciate the opportunity to present our qualifications to serve as the Authority's financial advisor. Please do not hesitate to contact Steven Adams at the contact information shown below should you have any questions or require additional information.

Sincerely,



Steven Adams
Managing Director
Lead Advisor
214.373.3911
steven@spfmuni.com

Section B

RFQ Proposal





1. General Information

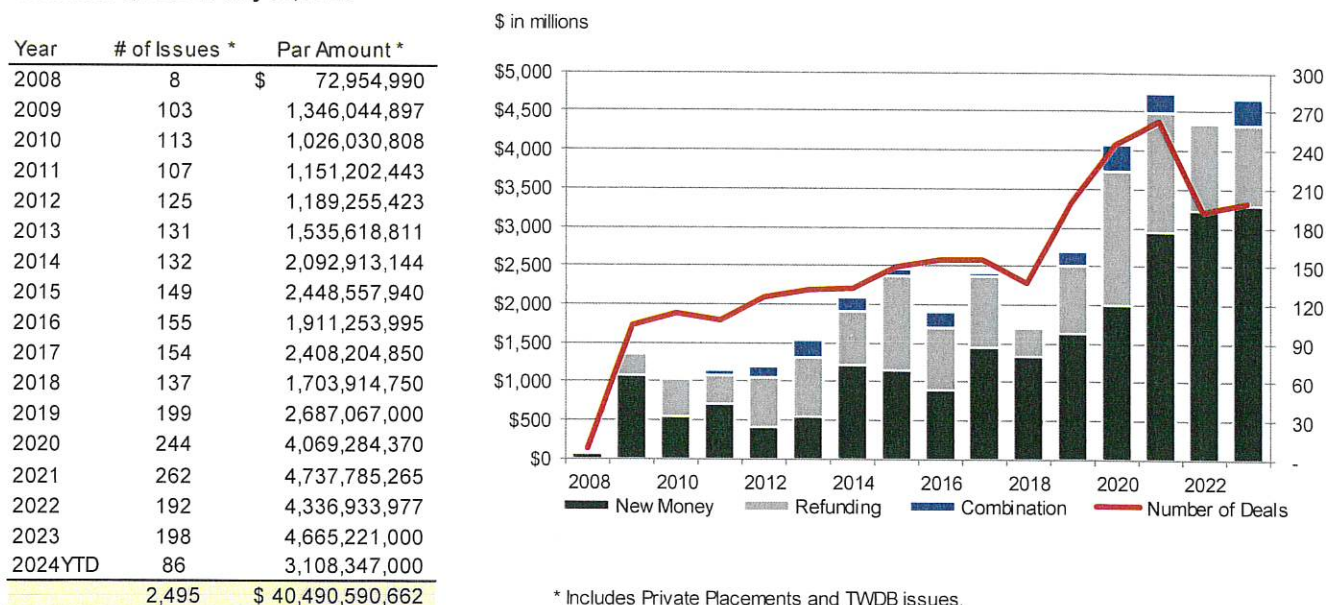
Firm History

Specialized Public Finance Inc. ("SPFI" or "the Firm") was formed in Austin, Texas on November 6, 2008 in response to the unprecedented events in the global credit markets. SPFI's six founding partners, who average over twenty-five years of public finance experience, recognized an increased need in the municipal market for an **independent firm dedicated exclusively to providing financial advisory services** to select governmental entities. As an independent firm, we are **not** controlled by a large financial entity focused on the number of transactions, gathering "resume" accounts, or meeting quarterly earnings targets. This ensures the **objectivity** of our financial advisory practice and allows SPFI's professionals to focus on fostering the highest quality relationships with our clients. Our independence also allows our professionals to avoid the potential conflict of interest present in the broker/dealer advisory model where bankers are providing advisory services while simultaneously pursuing negotiated underwriting business from other financial advisors.

SPFI is a Texas Subchapter S corporation privately-held by seven Managing Directors. These seven professionals direct the operational and strategic management of the firm. SPFI was funded through equity contributions from these partners. SPFI also maintains operational and strategic reserves to ensure the sound financial structure of the firm. **Neither the partners nor the firm has incurred any debt to fund the operations of SPFI.**

SPFI currently serves as financial advisor to over **575 municipal clients**, of which more than 500 are in Texas. Since 2008, SPFI has served as financial advisor **2,495 transactions totaling over \$40.4 billion** in par amount.

SPFI Transaction History By Year and Use of Proceeds
November 6, 2008 to July 31, 2024





Office Locations

Specialized Public Finance Inc. has offices in Dallas (Dallas County), Austin (Travis County), San Antonio (Bexar County), Corpus Christi (Nueces County) and Amarillo (Potter County). SPFI's financial advisory engagement with the Authority will be managed from our Dallas office.



Our firm is composed of eight financial advisory professionals, five dedicated quantitative specialists, one continuing disclosure professional and four executive assistants committed to the principle of **conservative, client-appropriate advice**. The firm does not engage in product-driven solutions or derivative transactions. As trusted financial advisors, we have a legally binding **fiduciary duty** to focus on the objectives of our clients. This includes guiding clients through all phases of the debt issuance process by applying our financial and technical expertise, firsthand market knowledge and personalized service.

AUSTIN

248 Addie Roy Road
Suite B103
Austin, TX 78746
512.275.7300

John Barganski
Director
Financial Advisory
john@spfmuni.com
512.275.7310

Jeff Garland
Managing Director
Quantitative Analysis
jeff@spfmuni.com
512.275.7303

Cole Gilmore
Associate
Quantitative Analysis
cole@spfmuni.com
512.275.7312

Garry Kimball
Managing Director
Financial Advisory
garry@spfmuni.com
512.275.7301

Kristin Merz
Associate Director
Continuing Disclosure
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512.275.7308

Jennifer Ritter
Managing Director
Financial Advisory
jennifer@spfmuni.com
512.275.7304

Dan Wegmiller
Managing Director
Financial Advisory
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512.820.6086

DALLAS

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214.393.3911

Steven Adams, CFA
Managing Director
Financial Advisory
steven@spfmuni.com
214.393.3911

Paul Jasin
Managing Director
Financial Advisory
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214.393.3911

Richard Knight
Analyst
Quantitative Analysis
richard@spfmuni.com
214.393.3911

Christopher D. Read
Analyst
Dallas
214.393.3911
chris@spfmuni.com

Patrick Smith
Managing Director
Dallas
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patrick@spfmuni.com

AMARILLO

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Suite 1502
Amarillo, TX 79101
214.393.3911

Vince Vialle
Managing Director
Financial Advisory
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214.393.3911

SAN ANTONIO

10010 San Pedro Ave
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San Antonio, TX 78216
210.239.0204

Victor Quiroga, Jr.
Managing Director
Financial Advisory
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210.239.0204

Corpus Christi

711 N. Carancahua St.
Suite 518
Corpus Christi, TX 78401
361.278.1310

proposed financial
advisory team members



Professional Licenses

SPFI is registered with the U.S. Securities and Exchange Commission ("SEC") and the Municipal Securities Rulemaking Board ("MSRB") as required by the Dodd-Frank Wall Street Reform and Consumer Protection Act. Additionally, all SPFI's financial advisory professionals have passed the MSRB's Municipal Advisor Representative Qualification Examination (Series 50).

Name	Title	Experience	Professional Certifications
Steven Adams*	Managing Director	34 Years	CFA, Municipal Advisor, Series 50, Municipal Advisor Principal, Series 54
John Barganski	Director	23 Years	Municipal Advisor, Series 50
Jeff Garland	Managing Director	28 Years	Municipal Advisor, Series 50
Cole Gilmore	Associate	5 Years	Municipal Advisor, Series 50
Paul Jasin*	Managing Director	23 Years	Municipal Advisor, Series 50, Municipal Advisor Principal, Series 54
Garry Kimball	Managing Director	31 Years	Municipal Advisor, Series 50, Municipal Advisor Principal, Series 54
Richard Knight*	Analyst	5 Years	Municipal Advisor, Series 50
Kristin Merz	Associate Director	14 Years	Municipal Advisor, Series 50
Victor Quiroga, Jr.	Managing Director	22 Years	Municipal Advisor, Series 50
Jennifer Ritter	Managing Director	22 Years	Municipal Advisor, Series 50, Municipal Advisor Principal, Series 54
Patrick Smith*	Managing Director	18 Years	Municipal Advisor, Series 50
Vince Viaille	Managing Director	39 Years	Municipal Advisor, Series 50
Dan Wegmiller	Managing Director	31 Years	Municipal Advisor, Series 50

* Member of the Authority's proposed financial advisory team.

2. Biography

Red River Authority Financial Advisory Team

The SPFI financial advisory team brings a wealth of public finance experience to the Authority. **Steven Adams and Paul Jasin**, both Managing Directors and Partners, would serve the Authority as lead advisors and would supervise and direct all financial advisory activities related to the Authority's financing programs. **Patrick Smith**, Managing Director, would be responsible for all quantitative analyses related to bond issue structuring, cash flow/tax rate modeling, defeasance optimization, refunding analysis and new issue pricing. **Richard Knight**, Analyst, would assist Mr. Smith in quantitative analyses and other transaction support.

Because SPFI focuses exclusively on financial advisory relationships, our professionals are very sensitive to the timelines of our clients. Unlike broker/dealer financial advisors, SPFI's advisors are **not** required to devote additional time and effort to soliciting prospective negotiated underwriting business. With an office in Dallas and Amarillo, we are readily available to participate in meetings and workshops, bond committee meetings, financing group meetings and bond rating presentations/site visits.



RED RIVER AUTHORITY FINANCIAL ADVISORY TEAM					
Name	Title	Role	Office	Industry Experience	Firm Experience
Advisors					
Steven Adams	Managing Director & Partner	Co-Lead Advisor	Dallas	34 years	15 years
Paul Jasin	Managing Director & Partner	Co-Lead Advisor	Dallas	22 years	14 years
Quantitative Analysis and New Issue Pricing					
Patrick Smith	Managing Director	Lead Quantitative Advisor	Dallas	16 years	10 years
Richard Knight	Analyst	Support Quantitative	Dallas	5 years	3 years

Advisory Team Resumes

Brief resumes of the professionals assigned to the Authority's proposed financial advisory team are shown below and on the following pages. In all these transactions the respective advisor served as the team lead and assisted their municipal issuer clients through all phases of the financing process from the initial planning and structuring stages through the successful closing of the bond issue.

Lead Advisors and Primary Contacts



Steven Adams
Managing Director
Dallas
214.373.3911
steven@spfmuni.com

Professional Experience: Mr. Adams has worked as a financial advisor since 1989. He has assisted numerous clients finance infrastructure projects for electric utilities, water and wastewater utilities, transportation, and education. He has put together some of the most complex revenue-based structures with innovative revenue sources. He has structured numerous complex financings including, tax increment bonds, hotel occupancy tax bonds, sales tax revenue bonds, venue district bonds, solid waste system bonds, drainage fee bonds and general obligation bonds. Mr. Adams has been the lead financial advisor for virtually every potential type of financing that an Issuer could use.

Prior to joining and helping create Specialized Public Finance Inc., Mr. Adams was a Senior Vice President with First Southwest Company for 19 years. Before joining First Southwest Company, Mr. Adams worked for the Texas Water Development Board and the City of Austin, Texas.

Education: Mr. Adams has a Bachelor of Arts degree in Economics from the University of Texas at Austin and a Master of Business Administration degree from Texas A&M University. Mr. Adams is a Chartered Financial Analyst, and he is a Series 50 Municipal Advisor Representative and Series 54 Municipal Advisor Principal with the Securities and Exchange Commission.



Managing Director
Dallas
214.373.3911
paul@spfmuni.com

Professional Experience: Mr. Jasin has over 20 years of industry-related experience in public finance and secondary market transactions. He has served as a financial advisor since 2009 and has worked on over \$2.5 billion in debt issued and over 175 bond transactions. He has assisted school, city, county, special district, utility authority and state agency clients on a vast array of public infrastructure projects involving both tax-exempt and taxable bond issuance.

Prior to joining Specialized Public Finance Inc., he was employed by Standard & Poor's Corporation from 2001-2009, most recently as a Director. Mr. Jasin has assessed the credit quality of Southwestern United States credits of State Agencies, local governments, public power issuers, special districts, and charter schools. He has extensive knowledge of Texas issuers and their credit profiles and has authored numerous articles on industry related topics.

Prior to joining Standard and Poor's, Mr. Jasin was employed by Fidelity Investments for two years in the Investments group that focused on fixed income transactions in the secondary market.

Education: Mr. Jasin has a Bachelor of Business Administration degree in Finance from Texas Tech University and a Master of Business Administration degree from University of Dallas. He is a Series 50 Municipal Advisor Representative and Series 54 Municipal Advisor Principal with the Securities and Exchange Commission.

Quantitative Analysis and New Issue Pricing



Patrick Smith
Managing Director
Dallas
214.373.3911
patrick@spfmuni.com

Professional Experience: Mr. Smith has served as a financial advisor to local governments, utilities, universities, hospitals, school districts, special districts, and other nonprofit entities since 2007. He has represented clients in Texas, as well as throughout the Mid-Atlantic and Southeast regions of the United States. Mr. Smith has structured a broad range of tax-exempt and taxable financings including general obligation, certificates of obligation, revenue, project finance, and tax increment financings. He has served as an advisor on transactions totaling \$8.0 billion in par amount of bonds.

Prior to joining Specialized Public Finance Inc., Mr. Smith was a Vice President with Davenport & Company where he was a founding member of the Charlotte, North Carolina office. Before joining Davenport & Company, Mr. Smith worked for First Southwest Company.

Education: Mr. Smith earned a Bachelor of Business Administration in Finance from Xavier University in Cincinnati, Ohio. He is a Series 50 Municipal Advisor Representative.



Richard Knight
Analyst

Dallas

214.373.3911

richard@spfmuni.com

Professional Experience: Mr. Knight joined Specialized Public Finance Inc. in August 2021. In this role, he assists in developing financial models to analyze, structure and price transactions for clients, as well as prepare refunding and debt capacity analyses.

Prior to joining Specialized Public Finance Inc., Mr. Knight was an analyst for the Municipal Advisory Council of Texas from 2019 to 2021. In this role, he updated and maintained Texas Municipal Reports, working to create a comprehensive financial snapshot of public entities in the state of Texas.

Education: Mr. Knight graduated from the University of Texas at Austin with a Bachelor of Business Administration in Finance. He is a Series 50 Municipal Advisor Representative.

3. Description of Relevant Experience

Competitive Advantages

We believe SPFI is uniquely positioned to be a stable partner as the Authority moves forward with its future capital plans. SPFI brings several significant benefits to our long-term financial advisory relationships.

☑ **The Value of an Independent Financial Advisor**

- We are free from the conflicts of interest inherent in financial advisors who are also broker/dealers pursuing bond underwriting engagements.

☑ **One of the Top Independent Financial Advisors in Texas Since 2019**

- SPFI has averaged over 215 transactions per year over the past five years.
- SPFI is the #3 firm among all Texas financial advisors (both independent and broker/dealer) for completed transactions since 2019 (source: Bloomberg LP).

☑ **Superior Quantitative and Market Resources**

- Our dedicated quantitative group has the ability to quickly and accurately model debt structures using the most up-to-date data gained from our extensive primary market involvement.

Our comprehensive financial advisory process includes advising on all phases of new money issuance, multi-year capital improvement modeling, debt refunding/restructuring, interest & sinking fund tax rate management and project finance transactions for utility authorities, counties, cities, school districts, transportation authorities, and special districts. As shown on the following pages, our services incorporate the entire scope of work detailed in the Authority's Request for Proposal.























Coordinating and Implementing the Bond Sale	SPFI Scope of Services
A. Making recommendation on marketing of bonds, including methods for enhancing the rating, advice on bond covenants, pledge of revenue, flow of funds, legal and coverage requirements, municipal bond market trends, timing and scheduling of issues.	√
B. Providing advice and assistance on the requirements of various financing structures, the principal amount of bonds to be sold, maturity schedules, call and put features, premiums, basis of awarding bids and types of sales, such as negotiated or competitive, and including new and refunding bonds.	√
C. Preparation and distribution of preliminary and final official statements, and related advertising for each sale, to prospective and successful bidders and briefing notebooks for rating agency discussions.	√
D. Printing of bonds and coordination with bond counsel and paying agent/registrar.	√
E. Interpreting the Authority's offerings to prospective bidders in the municipal bond market and elicit participation from various investment banking firms.	√
F. Coordinating and/or attending bid openings of bond sales, assist in evaluating bids and recommend acceptance or rejection of bids, preferably using internet and electronic means for these processes.	√
G. Bond closings with the successful bidder, printer, paying agent/registrar, bond counsel and Authority staff, including instructions for the closing and post-closing responsibilities.	√
H. Maintaining copies of all transcripts.	√
I. Assist the Authority in all aspects of a negotiated bond sale including, but not limited to, the preparation and mailing of the request for qualifications to provide financial underwriting services, in-depth evaluation of qualifications submitted, selection of an underwriting team and other matters related to the successful consummation of a negotiated transaction(s).	√
General Financing Planning and Support	SPFI Scope of Services
A. Provide analytical support and guidance as needed to support the Authority's financial planning and budgeting process.	√
B. Review and analyze debt structures, revenue cash flows, and trends of assessed valuation. If the revenues of a system or facility are to be pledged to repayment of the securities in question, the analysis will take into account any outstanding obligations which are payable from the net revenues thereof, and/or additional net revenues as projected by staff or consultant analysis and evaluation or pro forma cash flows. Based on such financial findings, the Financial Advisor(s) shall devise and recommend for the Authority's approval, a plan of financing under terms and conditions most advantageous to the Authority's, consistent with a minimum interest rate.	√
C. Prepare information for rating agency presentation, schedule and assist in the presentations and act as a liaison with the agencies providing information when needed.	√
D. Advising the Authority of market developments and conditions, including the impact of pending legislation at the state and federal levels and financing techniques that may be applicable to the Authority's bond financing program.	√
E. Working with Authority staff, bond counsel, independent auditors, and special consultants in developing financing programs and marketing of bonds.	√
F. Preparing the market for the Authority's bond offerings, including systematic contacts with bond rating agencies and prospective bidders, explaining the Authority's offerings to firms and individuals in the municipal bond markets and all necessary communications and contact with journals, periodicals and dealers.	√
G. Arranging and coordinating meetings between Authority officials and rating agencies.	√
H. Continual monitoring of the feasibility of refunding/restructuring opportunities to determine and recommend the desirability of refinancing existing debt including the provision of assistance in all aspects and phases of the refunding transaction.	√
I. Evaluating and providing recommendations on unsolicited proposals from investment banking firms and financial consultants.	√
J. Prepare information for and present to the Authority when required and/or requested.	√
Special Services	SPFI Scope of Services
A. Coordinating and preparing the submission of SEC disclosure documents required by federal and state laws and regulations.	√



B. Providing technical financial analysis related to financing options for various economic development projects as they pertain to the Authority's credit ratings. This should include, but not be limited to, annual disclosure requirements and material event notices.	√
C. Advise, inform and assist the Authority with performing due diligence investigations with respect to firms that the Authority may contemplate utilizing in a financial transaction. Such due diligence shall include matters pertaining to the knowledge of, or investigation into a firm's alleged or convicted financial misconduct, securities violations, financial health, Justice Department investigation(s), or other financial diligence.	√
D. Assist in identifying and reviewing new sources of funding for capital needs of the Authority such as may be available from open market leasing, state and/or federal grants or incentive programs.	√
E. Coordinating and preparing the annual continuing disclosure compliance filings.	√
F. Any other non-traditional activities the Authority and/or Financial Advisor may deem appropriate.	√

Notable SPFI Financial Advisory Relationships

 \$781,162,000 50 Transactions Since 2009 Amarillo	 \$296,345,000 17 Transactions Since 2010 Bell County	 \$184,200,000 9 Transactions Since 2009 Brazos River Authority	 \$514,175,000 33 Transactions Since 2009 Cedar Park	 \$532,355,000 9 Transactions Since 2023 Corpus Christi
 \$175,725,000 17 Transactions Since 2010 Buda	 \$171,295,000 18 Transactions Since 2008 Taylor	 \$1,255,901,000 66 Transactions Since 2009 Georgetown	 \$419,915,000 27 Transactions Since 2010 Guadalupe-Blanco River Auth	 \$938,044,998 28 Transactions Since 2008 Hays County
 \$550,800,000 30 Transactions Since 2009 Killeen	 \$5,236,275,000 23 Transactions Since 2015 Lower Colorado River Auth	 \$334,410,000 17 Transactions Since 2017 Alliance Regional Water Auth	 \$819,630,000 40 Transactions Since 2009 Round Rock	 \$807,658,000 47 Transactions Since 2009 San Marcos
 \$1,030,290,000 48 Transactions Since 2009 Temple	 \$779,535,000 7 Transactions Since 2009 Texas Muni Power Agency	 \$269,884,964 33 Transactions Since 2008 Travis County WC&ID No. 17	 \$454,855,000 6 Transactions Since 2012 West Travis Co PUA	 \$2,365,905,000 32 Transactions Since 2009 Williamson County



Authority Experience

Averaging over twenty-five years in public finance, SPFI's financial advisory professionals have extensive experience representing Texas authorities in all phases of the bond planning, election and issuance processes. SPFI currently **represents over 10 Texas utility authorities** as financial advisor. Since 2008, SPFI has served as financial advisor on **177 transactions** for Texas utility authorities **totaling in excess of \$8.2 billion** in par amount.

SPFI represents a wide range of authorities across Texas. This broad distribution gives the Firm's advisory and quantitative professionals firsthand experience with authority finance issues such as managing interest & sinking fund tax rates and producing long-range capital planning models while minimizing the impact on rates.

Our staff is committed to the principle of **conservative, client-appropriate advice**. The Firm does **not** engage in product-driven solutions or derivative transactions. As trusted financial advisors, we have a legally binding **fiduciary duty** to focus on the objectives of our clients. This includes guiding clients through all phases of the debt issuance process by applying our financial and technical expertise, firsthand market knowledge and personalized service that, in many instances, serves as almost an extension of our clients' staff.

SPFI's advisors are expertly skilled in all aspects of municipal finance. Our financial advisory, quantitative and continuing disclosure professionals work tirelessly with each county client to create a customized financing plan tailored to each entities' financial and credit rating goals.

SPFI's notable financial advisory relationships with Texas authorities have included the following:

 ALLIANCE WATER \$334,410,000 17 Transactions Since 2017 Alliance Regional Water Auth	 \$184,200,000 9 Transactions Since 2009 Brazos River Authority	 GBRA \$419,915,000 27 Transactions Since 2010 Guadalupe-Blanco River Auth	 \$917,610,000 79 Transactions Since 2009 Greater Texoma U.A.	 LCRA ENERGY • WATER • COMMUNITY SERVICES \$5,236,275,000 23 Transactions Since 2015 Lower Colorado River Auth
--	--	---	--	--

Quantitative Capabilities

Having consistently ranked as one of the most active financial advisory firms in the state over the past ten years, SPFI's quantitative professionals have the benefit of deal experience unmatched by almost every other firm in Texas public finance. This experience, combined with the Firm's use of industry standard bond sizing software and advanced Excel modeling techniques, gives our quantitative team the ability to quickly and accurately model potential transactions for our financial advisory clients.

Each of the Firm's quantitative professionals have extensive experience creating detailed plans of finance for multiyear capital planning models, structuring new money and refunding/restructuring transactions, and executing defeasances as a tax rate management strategy. SPFI accomplishes this using Ferrand Consulting Group's **Munex** bond sizing software, one of the most comprehensive municipal bond modeling systems available. SPFI also develops detailed Excel models, including linear programming optimization, in analyzing alternative financing options available to our advisory clients.



Guadalupe-Blanco River Authority
Randy Staats | Executive Manager of Finance/CFO
933 East Court Street
Seguin, Texas 78155
830.379.5822 ext. 482
rstaats@gbra.org
SPFI advisory contact(s): Steven Adams



Lower Colorado River Authority
David Smith | Treasurer
3700 Lake Austin Blvd.
Austin, Texas 78703
512.578.3247
David.smith2@lcra.org
SPFI advisory contact(s): Steven Adams

4. Conflicts

SPFI is independent of the Authority as defined by the U.S. General Accounting Office's Government Auditing Standards (1988). SPFI does not currently and has not had in the last three years any engagements that would be a conflict of interest with the Authority.

5. HB 1295 Compliance

See the Appendix for 1295 Compliance form.





6. Schedule of Rates

Our typical contract is on a per bond basis, contingent on a successful bond sale. We do not charge for assistance with modeling, budgeting, capital planning, bond elections, etc. Our proposed bond fees are shown below.

Base fee based on proceeds of a bond issue:

\$15,000	for issues up to \$5,000,000
\$20,000	for issues from \$5,000,001 up to \$25,000,000
\$25,000	for issues over \$25,000,000.

Plus:

\$2.00 per \$1,000 of proceeds for the first \$15,000,000 of the issue

\$1.00 per \$1,000 of proceeds for the next \$20,000,000 of the issue; and

\$0.50 per \$1,000 of proceeds over \$35,000,000 of the issue.

The above charges shall be multiplied by 1.25 times for the completion of an application to a federal or state government agency or for the issuance of revenue bonds or refunding bonds, reflecting the additional services required.

The payment of charges for financial advisory services shall be contingent upon the delivery of bonds and shall be due at the time that bonds are delivered.

The charges for ancillary services, including computer structuring and official statement printing, shall be levied only for those services which are reasonably necessary in completing the transaction and which are reasonable in amount, unless such charges were incurred at the specified direction of the Authority.

The Issuer shall be responsible for the following expenses, if and when applicable:

Bond counsel	Official statement printing
Bond ratings	Paying agent/registrar/trustee
Computer structuring	Travel related expenses
Continuing Disclosure	Underwriter and underwriter's counsel
Credit enhancement	Delivery, copy and conference call charges
Verification agent	Other miscellaneous charges
Official statement preparation	

The payment of reimbursable expenses that SPFI has assumed on behalf of the Authority shall not be contingent upon the delivery of bonds and shall be due at the time services are rendered and payable upon receipt of an invoice therefor submitted by SPFI.

SPFI charges \$1,000-\$1,500 for annual Secondary Disclosure Requirements.





Appendix

1295 Form

CERTIFICATE OF INTERESTED PARTIES

FORM 1295

1 of 1

Complete Nos. 1 - 4 and 6 if there are interested parties.
Complete Nos. 1, 2, 3, 5, and 6 if there are no interested parties.

OFFICE USE ONLY CERTIFICATION OF FILING

1 Name of business entity filing form, and the city, state and country of the business entity's place of business.

Specialized Public Finance Inc.
Dallas, TX United States

Certificate Number:
2024-1201319

Date Filed:
08/15/2024

Date Acknowledged:

2 Name of governmental entity or state agency that is a party to the contract for which the form is being filed.

Red River Authority of Texas

3 Provide the identification number used by the governmental entity or state agency to track or identify the contract, and provide a description of the services, goods, or other property to be provided under the contract.

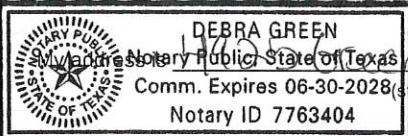
Financial Advisory Services
Financial Advisory Services

4	Name of Interested Party	City, State, Country (place of business)	Nature of interest (check applicable)	
			Controlling	Intermediary
	Adams, Steven	Dallas, TX United States	X	
	Jasin, Paul	Dallas, TX United States	X	
	Kimball, Garry	Austin, TX United States	X	
	Wegmiller, Dan	Austin, TX United States	X	
	Ritter, Jennifer	Austin, TX United States	X	
	Garland, Jeff	Austin, TX United States	X	

5 Check only if there is NO Interested Party. ☐

6 UNSWORN DECLARATION

My name is Donna Watson, and my date of birth is 1/17/71.



1705 Greenville Ave, 1350 Dallas TX 75206 USA
(city) (state) (zip code) (country)

I declare under penalty of perjury that the foregoing is true and correct.

Executed in Dallas County, State of Texas, on the 15 day of 8, 2024.
(month) (year)

State of Texas, County of Dallas. This instrument was
acknowledged before me on August 15, 2024 by Debra Green.

Debra Green

Donna Watson

Signature of authorized agent of contracting business entity
(Declarant)

Notary Public's Signature



**RED RIVER AUTHORITY OF TEXAS
BOARD OF DIRECTORS MEETING
SEPTEMBER 18, 2024**



ITEM 5

**Election and Appointment of Officers for Fiscal Year 2024-2025,
and Take Any Other Action Deemed Necessary.**

- a. Election of Vice President, Secretary/Treasurer, and Assistant Secretary
Current Vice President – Conrad Masterson
Current Secretary/Treasurer – Michael R. Sandefur
Current Assistant Secretary – Mary Lou Bradley
- b. Appointment of the General Manager and General Counsel by the Board of Directors
Current General Manager – Fabian Heaney
Current General Counsel – Sara Thornton, Lloyd Gosselink Rochelle & Townsend, PC
- c. Appointment of the Executive Committee by the President. Current Executive Committee Members:
Mary Lou Bradley
Jerry Bob Daniel
Conrad J. Masterson
Michael R. Sandefur
- d. Reappointment of the Asset Management/Customer Service, Governmental/Regulatory, and Finance Committees by the President.
Asset Management Committee/Customer Service Committee
Mary Lou Bradley
Jerry Bob Daniel
Conrad J. Masterson
Bryan Schaffner – Staff Contact

Regulation/Governmental Committee
Jerry Bob Daniel
Joe Larry Ward
Tonya D. Detten
Fabian Heaney – Staff Contact

Finance Committee
Jerry Dan Davis
Stephen A. Thornhill
Michael R. Sandefur
Lana Hefton – Staff Contact



**RED RIVER AUTHORITY OF TEXAS
BOARD OF DIRECTORS MEETING
SEPTEMBER 18, 2024**



ITEM 6

**Receive a Presentation from Controller, Lana Hefton, on the Consolidated Annual
Operating Budget for Fiscal Year 2024-2025,
and Take Any Other Action Deemed Necessary.**

Ms. Hefton will provide an overview of the Consolidated Annual Operating Budget for Fiscal Year 2024-2025.



**RED RIVER AUTHORITY OF TEXAS
BOARD OF DIRECTORS MEETING
SEPTEMBER 18, 2024**



ITEM 7

**Receive a Recommendation from the Finance Committee and Consider Approval of
Resolution No. 2024-009, Adopting the Consolidated Annual Operating Budget
for Fiscal Year 2024-2025, Including the Fee Schedules, Calendar,
and Take Any Other Action Deemed Necessary.**



RED RIVER AUTHORITY OF TEXAS



RESOLUTION

No. 2024-009

STATE OF TEXAS

§

COUNTY OF WICHITA

§

A RESOLUTION OF THE BOARD OF DIRECTORS ADOPTING THE CONSOLIDATED ANNUAL OPERATING BUDGET FOR FISCAL YEAR 2024-2025.

The RED RIVER AUTHORITY OF TEXAS specifically finds that:

WHEREAS, the Red River Authority of Texas Board of Directors adopts an annual operating budget to be used by the Authority to fund the implementation of the policies and initiatives for the fiscal year; and

WHEREAS, the Red River Authority of Texas includes all rates and fees charged by the Red River Authority of Texas in the Consolidated Annual Operating Budget for Fiscal Year 2024-2025; and

WHEREAS, management have worked with each of the Red River Authority of Texas Divisions to establish the projected revenue and expenditures for each Division for inclusion in the Consolidated Annual Operating Budget for Fiscal Year 2024-2025; and

WHEREAS, the Controller has reviewed the budget worksheets submitted by the Divisions and has prepared a Consolidated Annual Operating Budget for Fiscal Year 2024-2025 for review and adoption by the Board of Directors; and

NOW, THEREFORE, it is hereby resolved that the Red River Authority of Texas' Consolidated Annual Operating Budget for Fiscal Year 2024-2025 be adopted effective October 1, 2023, by the Red River Authority Board of Directors.

PASSED AND APPROVED this the 18th day of September, 2024 at a regularly scheduled meeting of the Board of Directors by a vote of ____ **FOR** and ____ **AGAINST**.

Mary Lou Bradley
Assistant Secretary

Jerry Bob Daniel
President



CONSOLIDATED ANNUAL OPERATING BUDGET



Red River at State Highway 37

Fiscal Year

2024 - 2025

RED RIVER AUTHORITY OF TEXAS

CONSOLIDATED ANNUAL OPERATING BUDGET FISCAL YEAR 2024–2025

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GOVERNING BODY

The Authority's governing body is composed of a nine-member Board of Directors, all of whom are appointed by the Governor and confirmed by the Senate. Each Director must be a legal voter, a property taxpayer, and a resident in the Authority's jurisdictional area. Each Director serves a six-year staggered term. The Directors are organized by a President, as appointed by the Governor, and they elect from their membership a Vice-President, Secretary-Treasurer, and Assistant Secretary in September of each year. The President also appoints from their membership, as confirmed by the Board, three Directors to serve with the President on the Executive Committee. The Executive Committee functions as a policy, administrative, and fiscal oversight committee for all agency related activities. Members are designated by the President to the following committees to provide oversight for Management: Asset Management/Customer Service, Finance, and Regulation/Governmental. The Board of Directors administers all affairs of the Authority through a Board-adopted Administrative Policy and Procedure Manual, and a Board-appointed chief executive officer in the position of General Manager.

RED RIVER AUTHORITY OF TEXAS BOARD OF DIRECTORS



Jerry Bob Daniel
President
Truscott



Conrad J. Masterson, Jr.
Vice-President
Cee Vee



Michael R. Sandefur
Secretary/Treasurer
Texarkana



Mary Lou Bradley
Assistant Secretary
Memphis



Stephen A. Thornhill
Director
Denison



Joe L. Ward
Director
Telephone



Jerry Dan Davis
Director
Wellington



Tonya D. Detten
Director
Panhandle

MANAGEMENT TEAM

Fabian A. Heaney, General Manager
Bryan D. Schaffner, Assistant General Manager
Danna P. Bales, Executive Assistant
Lana R. Hefton, Controller



Red River Authority of Texas

JERRY BOB DANIEL, President, Truscott
CONRAD J. MASTERSON, JR., Vice President, Cee Vee
MICHAEL R. SANDEFUR, Secretary-Treasurer, Texarkana
MARY LOU BRADLEY, Assistant Secretary, Memphis
JERRY DAN DAVIS, Wellington
TONYA D. DETTEN, Panhandle
STEPHEN A. THORNHILL, Denison
JOE L. WARD, Telephone

FABIAN A. HEANEY, General Manager
BRYAN D. SCHAFFNER, Assistant General Manager
DANNA P. BALES, Executive Assistant
LANA R. HEFTON, Controller

September 18, 2024

The Honorable President
and Members of the Board of Directors
Red River Authority of Texas

SUBJECT: FISCAL YEAR 2024-2025 PROPOSED CONSOLIDATED OPERATING BUDGET

Dear President Daniel and Members of the Board:

As required by Texas Water Code Chapter 49, Section 49.057, here is the Proposed Consolidated Annual Operating Budget for the Red River Authority of Texas, Fiscal Year 2024-2025. Each year, staff prepares the proposed budget for submittal to the Board of Directors for adoption. The Authority's budget process provides the Board an opportunity to consider and adopt the budget, which serves as the financial guide for the ensuing fiscal year. This Consolidated Annual Operating Budget covers the fiscal period beginning October 1, 2024 and ending September 30, 2025.

BUDGET PROCESS

The process for developing the proposed budget began in March of 2024. At that time, Key Leadership Staff met to discuss the budget process. Each Division was encouraged to prepare funding requests needed for operations, keeping in mind the strategic goals of the Authority. In August of 2024, the Controller provided a firm accounting through April 30, 2024, and extrapolated those numbers to provide a projected year-end balance. We utilized these projections, historical trends, and included requests from the Divisions, to arrive at the Proposed Consolidated Annual Operating Budget for Fiscal Year 2024-2025.

In addition to this Consolidated Annual Operating Budget, staff prepared a Capital Improvement Plan (CIP) that focuses on capital budgeting needs. Capital Improvements are defined as investments made to acquire or enhance a fixed asset with a value of \$5,000 or more. Examples are tangible equipment items, building replacement or addition projects, or large utility projects.

We first consulted the 2024 Asset Management Plan Update and began to prioritize projects for inclusion. The Division supervisors were then asked to include requests for capital improvements



Red River Authority of Texas
Consolidated Annual Operating Budget – 2024-2025

and equipment they needed to be budgeted. These items were then divided into Long Term and Short Term CIP. The benchmark established for a request to be included in the Long Term CIP is that the total cost of the request is \$25,000 or more. Projects listed in the Long Term CIP may take multiple years to complete, which may require future financial decisions of the Board before they can be fully funded.

ACCOMPLISHMENTS

In FY 2023-2024, the Authority had many accomplishments. The Authority received a Bureau of Reclamation Grant, which allowed us to complete the conversion of the utility system to AMI meters. We secured new Federal funding (\$1.476 Million) for our Lockett and Carey Northfield Systems. We also secured Texas Water Development Board funding (\$2.464 Million) for our Lockett System. We are converting our accounting system to a new i3 Vertical platform. We have also successfully defended our rate increase in the PUC appeal process.

The Authority has requested additional money through Congressman Ronny Jackson's office for Federal appropriations in the amount of \$2.268 Million for FY 2025. The funds are earmarked for capital improvements in the Congressman's district for our Farmers Valley, Foard County, and Truscott-Gilliland water systems. We will track the request as it passes through the Federal budget process.

While the Authority has kept a near-full complement of staff during FY2023-2024, finding skilled employees continues to be very difficult. Applicants for open positions are few and are seldom qualified. We continue to try to bring Authority salaries to a market-competitive level, and this year's Budget request will help this significantly.

Utility Division

The Authority completed the Hinds-Wildcat System capital improvements to bring treated water from the City of Vernon to eliminate the nitrate issue. We expect the EPA Nitrate Enforcement order will be lifted for the Hinds Wildcat System; we are already in compliance with the nitrate maximum contaminant level 10 mg/L since receiving Vernon's water.

In the Preston Shores Water System, the Authority has achieved compliance with our total trihalomethane issue. We have optimized the operation of the plant and have reduced our operational evaluation level to below 0.080 mg/L. This will close the TCEQ enforcement for this issue. The SCADA project is under construction and we are in the bid process for a new tank and rehab work. Both of these projects were approved in last year's budget.

The RRA Board of Directors authorized the hiring of a construction crew in late 2022. This crew has been instrumental in the completion of the line relocation along Highway 82 in our Ringgold System, assisting in the installation of new AMI meters throughout the utility system, and are now working on the line replacement project in the Lockett Water System.



The Authority previously installed 1,350 Automated Metering Infrastructure (AMI) meters in several of our western systems with the assistance of prior Bureau of Reclamation (BOR) grants. We have now completed the remainder to the Utility (2,650 meters) with our third BOR grant of \$450,000. The AMI system is already showing benefits in reduced labor and driving hours, reduced data entry hours, and most importantly, reductions in water loss.

The Authority also received a donation of 15 miles of 6-inch HDPE pipe and 5 miles of 4-inch HDPE pipe from Dow Chemical and Performance Pipe to replace lines in the Lockett Water System. The Utility Division acquired a coil pipe trailer for installation. Personnel has been trained on the pipe installation. Preliminary work on the line installation has begun and the installation should be completed in the upcoming fiscal year.

All State-required Emergency Preparedness Plans (29 systems) were completed and submitted to the Texas Commission on Environmental Quality (TCEQ) in February of 2022. The TCEQ accepted the remainder of the plans this year. Generator quick-connects are being installed at each facility as we make capital improvements. We will need to acquire a facility-installed generator for the Preston Shores Water System for compliance.

The Various Pump Station Improvements capital project was also completed this year. This project covered areas in the Estelline-Turkey, Tell Cee Vee, and Box Water Systems. New tanks were installed at Estelline and Airport Station. Also, the Box and Cee Vee pump stations and tanks were rehabilitated.

Environmental Services Division

The Environmental Services Division (ESD) Laboratory is fully staffed and is working toward decreasing the reporting time for analyses. The goal is to have a report to the customer within 10 days after receipt of the sample. The laboratory has completed installation of the new Laboratory Information Management System (LIMS) software.

For the 15th consecutive biennium, the Authority has contracted with the Texas Commission on Environmental Quality to administer the Clean Rivers Program (CRP) in the Red and Canadian River Basins. The FY24 Basin Summary Report for the Red and Canadian River Basins was approved by TCEQ. This will be due again in five years.

General Division

The Authority was again appointed by the Regional Water Planning Group – Area B to serve as the administrative agency and contract with the Texas Water Development for the sixth cycle of regional water planning (RWP) for Region B.

We continue to be sponsors for the Red River Chloride Control Project and the Red River Navigation Project. Our commitment for this fiscal year only requires funding for meetings and travel by Authority staff.



Communications Division

The Communications Division continues to provide increasing revenues each fiscal year. We recently upgraded the required FAA lighting on our towers to give them better visibility to air traffic. This was a modest increase in maintenance cost.

BUDGET HIGHLIGHTS

The Fiscal Year 2024-2025 Consolidated Annual Operating Budget reflects several changes from the prior year. The main variance comes from capital improvements. The Authority continues addressing the projects on the 2017 Bond Issuance. Procedure-wise, the budget continues to address the Board's desire to streamline the Authority's fund accounting and to correctly account for interfund transfers. For FY 2024-2025, the Authority is still relying on reserves. While the recent rate increase handled expenses, there is no overage to fund capital improvements and we must rely on reserves to fund these needs.

The Authority's total proposed operating budget expenditures for Fiscal Year 2024-2025 is \$10,586,905, which is an increase of \$1,334,371, or 14.4%, from the Fiscal Year 2023-2024 Adopted Consolidated Annual Operating Budget of \$9,252,534. The following three funds make up 99.9% of the Authority's total budget, with the Utility Division Fund representing 74.1%, the Environmental Services Division Fund representing 11%, and the General Division Fund representing 14.8%.

The Authority follows the salary groups classified in accordance with the Position Classification Plan (PCP) as provided by the State Auditor's Office (SAO). The SAO periodically analyzes the PCP and makes recommendations to the legislature for adoption. During the 88th Legislative Session, legislature made an increase of 5% to all classifications for the State's fiscal year 2025, with an additional stipulation that no employee would receive less than a \$3,000 increase. This change is for all state employees with some exceptions to positions not previously classified. The Authority's Policy follows the State recommended increases to the PCP upon availability of budgeted funds. This will require an increase in salaries of \$134,920 to implement the 5% proposed by the State, along with the 5% proposed for merit increases (\$95,506).

Many of the Long Term Capital projects are carry-overs from prior years. The inability to attract contractors to bid projects and the delays in material and equipment has affected the Authority's ability to get these projects started and completed in a timely manner. Inflation will make it even costlier. These factors continue to drive up the budget. However, with Federal and State grants coming in this year, we hope to make great progress in the Lockett and Carey Northfield Water Systems. We are also requesting additional funding this year for an internal SCADA initiative and selected line replacements to reduce water loss.



The Environmental Service Division (ESD) was hardest-hit by the COVID Pandemic due to the decline in oil and gas activity. For Fiscal Year 2024-2025, the ESD budget will be no net gain due to the economic forecast. The lab is looking at ways to expand analysis, customer base, and for ways to improve the customer service experience. One possibility is the addition of a fee-based courier service to bring samples to the lab. We do expect to gain additional customers this year, as it appears the Wichita County Environmental Microbiology lab will close. We are requesting a new lab analyzer for anions to meet the requirements for sampling in our systems, as well as our customer systems.

CONCLUSION

This Proposed Consolidated Operating Budget for Fiscal Year 2024-2025 provides a viable economic plan for the upcoming year. Funds are provided for projects and programs that maintain critical services and this budget addresses the 2020-2025 Strategic Plan goals. The Authority pledges to remain vigilant in maintaining water quality and gaining efficiencies in operations, as economic uncertainty continues.

The proposed budget funds all critical programs and the 2024-2025 CIP, but at a deficit. The budget is balanced with the use of reserves. This is a stop gap measure until additional funding can be obtained through Federal and State grant processes. The Authority will again need to review our current Utility Rates, and whether they are sufficient to meet ongoing operational needs and challenges.

Lastly, I would like to thank our staff, whose efforts went into the production of this budget.

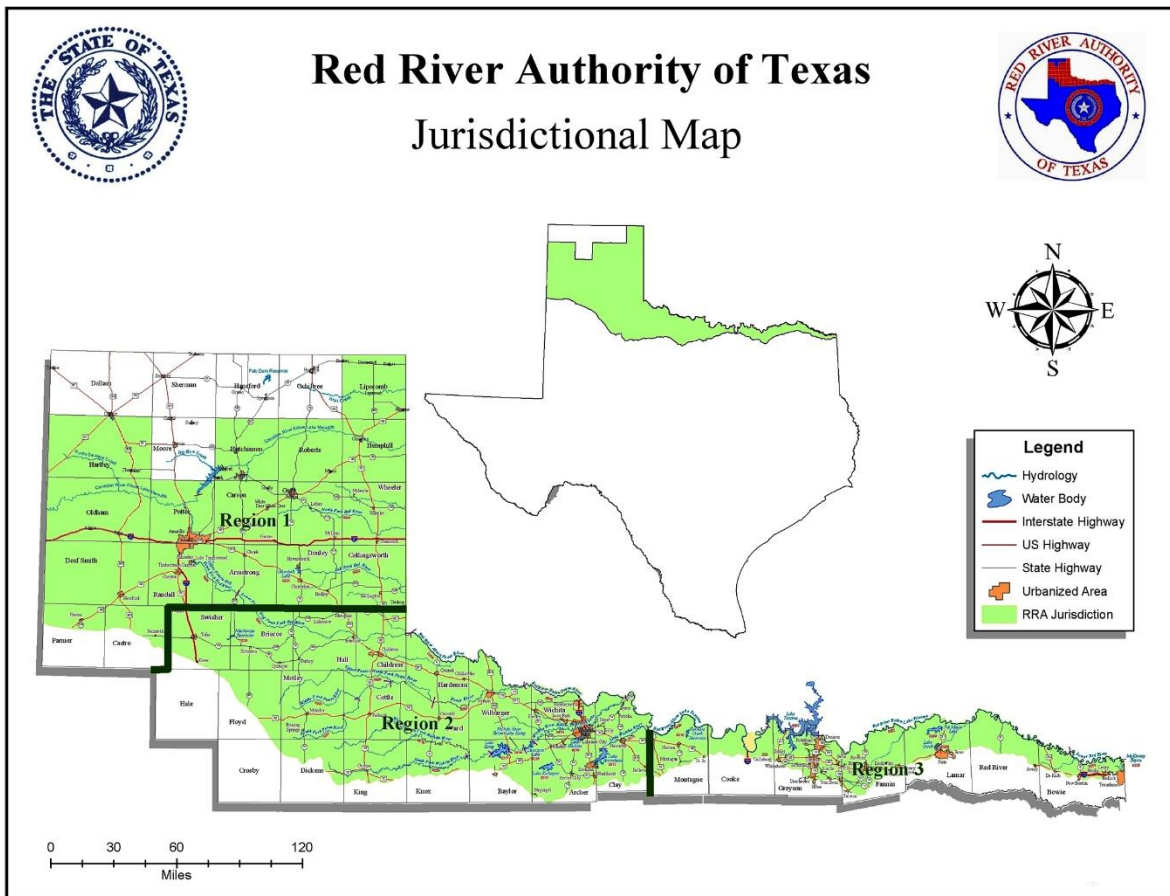
Respectfully submitted for your approval,

Fabian Heaney, General Manager



BACKGROUND

The Red River Authority of Texas (Authority) was created in 1959 by acts of the 56th Legislature as a conservation a reclamation district, a political subdivision of the state, a body politic and corporate under Article 8280-228 VATCS and Article XVI, Section 59 of the Texas Constitution. The Authority was charged by the legislature with the optimum development of the water resources within the Red River Basin in Texas for beneficial use by the public.



As the second longest river in the State of Texas, the Red River Basin includes all or parts of 43 counties across North Texas. The Red River is an interstate water body that originates in Curry County, New Mexico as Tierra Blanca Creek and flows across the Texas Panhandle carving the spectacular Palo Duro Canyon of the High Plains. It then leaves the Caprock Escarpment near the eastern boundary of Childress County, where the south bank of the river becomes the boundary between Texas and Oklahoma. It continues its southeasterly direction across Texas into southwestern Arkansas, then turns south into Louisiana, where it discharges into the Mississippi River near Simmesport, Louisiana.

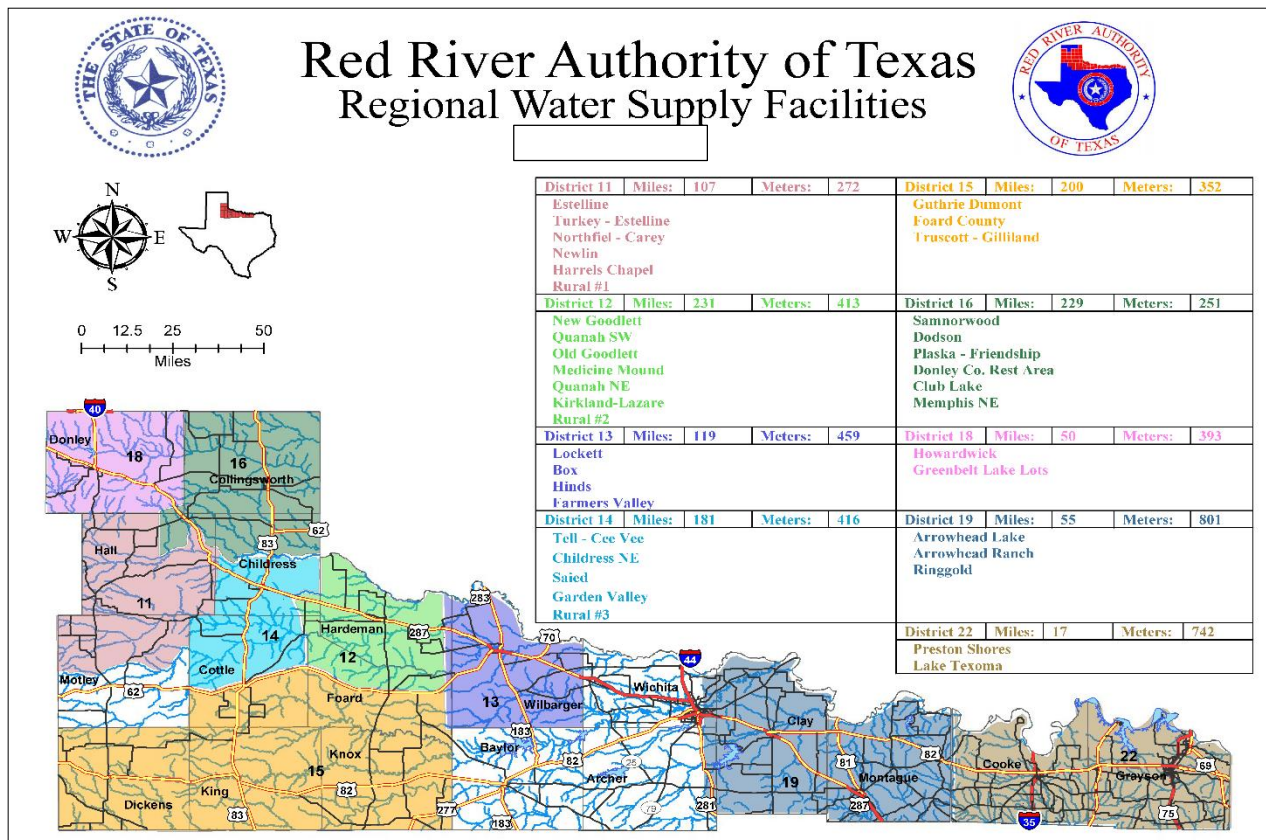


BASIS OF PRESENTATION

This Consolidated Annual Operating Budget provides a summarized description of combined revenues versus expenditures by Division for a comparison of the previous fiscal year operations to the ensuing fiscal year. It is based on actual and projected cash transactions and presented with the intent of providing an overall financial operating forecast of the Authority. The Authority's accounting system consists solely of six proprietary funds, which are further divided into two major enterprise funds, two minor enterprise funds, and two internal service funds.

MAJOR ENTERPRISE FUNDS identify the total direct and indirect costs to provide a service, including the sources and amount of revenue that support that service for which a fee is charged. Direct costs generally consist of personnel services, expenses and capital expenditures, which are budgeted and accounted for in each enterprise fund. Indirect costs are expenditures budgeted and accounted for in the internal services funds on behalf of the enterprise funds. Examples of indirect costs are central costs such as accounting, collections, and legal fees. The two major enterprise funds are the **Utility Division Fund** and the **Environmental Services Division Fund**.

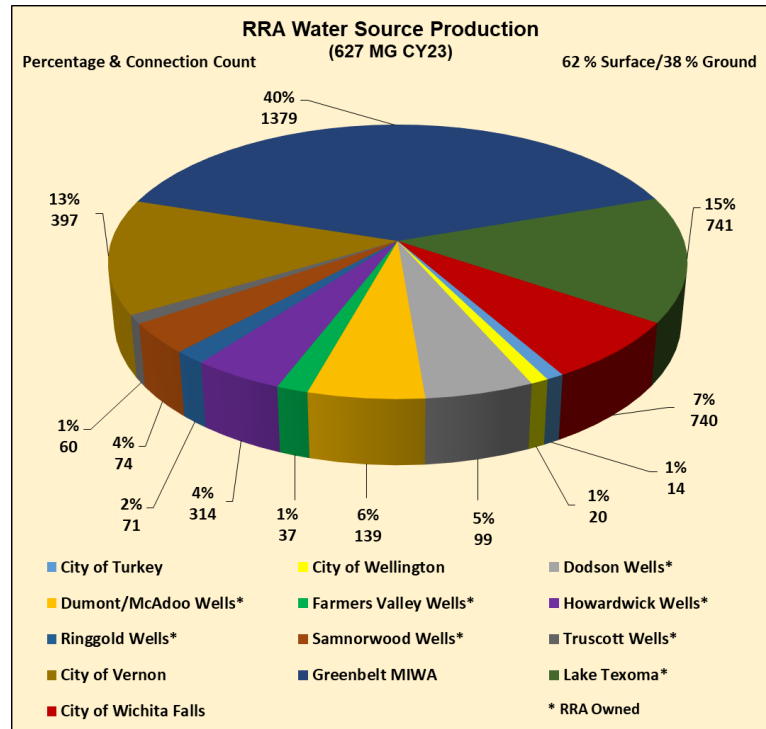
Utility Division Fund: The Utility Division consists of 31 individual rural water supply systems, which serve approximately 10,000 people over a 15-county geographical area.



BASIS OF PRESENTATION, CONTINUED

In addition to the water systems, the Utility Division operates two individual wastewater treatment plants and three wastewater collection systems serving approximately 400 people located within the service area.

The Utility Division utilizes water for distribution to its water systems from two basic sources: surface water (lakes) and groundwater (wells). Raw water, treated water, or a combination of both is utilized by the Authority to serve its customers. The water is either produced by the Authority, or purchased from other sources. Surface water is currently taken and treated from one reservoir, Lake Texoma in Grayson County. Groundwater is produced from various formations through Authority-owned or leased water



supply well fields, where it is treated and distributed to customers. Formations include the Ogallala Aquifer in Dickens, Donley, and Collingsworth Counties, the Brazos River Alluvium Aquifer in Dickens County, the Seymour Aquifer in Knox, Hardeman and Wilbarger Counties, and the Cross Timbers Aquifer in Montague County. The graph displays the water source production for all of the Authority's water systems.

Revenues for the Utility Division are generated from an all-systems-wide user rate. The rate is set by the Board of Directors on a cash basis, utilizing the system's financial position to determine the revenue needed to recover the actual operating costs, debt services, and targeted return on investment (ROI).

Water Revenue Bonds were issued in June 2017 for capital improvements in the Utility Division, and according to the bond ordinance, adequate user fees and charges are to be levied to pay all operating costs and retire the bonded indebtedness. The fees and charges for services provided through the Utility Division are recorded as revenue.



BASIS OF PRESENTATION, CONTINUED

Environmental Services Division Fund: The Environmental Services Division's (ESD) principal purpose is to investigate, control, and abate any possible sources of pollution found to be contaminating the receiving waters of the Red River or its tributaries.

Additionally, the ESD conducts periodic investigations to establish the best resource management practices and controls to maintain and improve the quality of the water resources for the beneficial use of the public, and respond to complaints from the public concerning possible contamination of the environment.

The ESD also operates an Environmental Services Laboratory under the National Environmental Laboratory Accreditation Program, as administered by the Texas Commission on Environmental Quality, to provide scientifically defensible analytical data to its clients. In addition to providing chemical and bacteriological analysis of water, wastewater, and soil in support of the Authority's environmental services and utility activities, the Environmental Services Laboratory provides analytical services to other federal and state agencies, cities, industries, and individuals throughout the Red River Basin in Texas and Oklahoma.

Operating funds for the Environmental Services Laboratory are provided through charges for services and analytical fees, as adopted annually by the Board of Directors.

MINOR ENTERPRISE FUNDS: Minor Enterprise Funds only generate revenue when the fund is utilized. The two minor enterprise funds are the **Direct Financing Arrangements Fund** and the **Red River Industrial Development Authority Fund**.

Direct Financing Arrangements Fund: In performing Direct Financing Arrangements, the Authority acts as an agent or intermediary for obtaining tax-exempt financing of water, wastewater, or pollution control facilities for third parties. The Authority does not operate or maintain these facilities, and only receives fees at the time of issuance of bonded indebtedness. Management fees are received on an annual basis for assistance in handling the arrangements, which constitute a receivable to the Authority. When these fees are received, they are recorded as revenue. The bonds are regarded as debts and responsibilities of third parties on whose behalf they were issued. Since the debt is the sole obligation of the entity to which bonds were issued, the transaction is excluded from the Authority's financial statements, except for the contract receivable due the Authority.



BASIS OF PRESENTATION, CONTINUED

Red River Industrial Development Authority (RRIDA) Fund: The RRIDA was authorized by the Board of Directors in July 1979 under the terms of the Texas Development Corporation Act of 1979. The Red River Industrial Development Authority is a separate entity of the Red River Authority of Texas and is authorized to act on behalf of the Authority for the specific purpose of promoting economic development of commercial, industrial, and manufacturing enterprises for public welfare within the geographical confines of the Red River Basin in Texas.

INTERNAL SERVICE FUNDS: Internal Service Funds provide goods and services to the Enterprise Funds and each other. The two Internal Service Funds are the **General Services Division** and **Communications Division**.

General Services Division: The General Services Division is designated to function as the chief executive branch of the Authority and is directed to carry out the policies sanctioned by the Board of Directors to achieve the purpose for which the Authority was created. It provides administration, planning, engineering, data processing, billing, accounting, human resources, and information management internally to other Divisions and externally to outside entities.

Communications Division: The principal purpose of the Communications Division is to provide all Authority personnel with the necessary means of obtaining voice contact with the main office and each other during the course of conducting various business activities, and for safety purposes.

Additionally, the Communications Division provides a means to alert the key management personnel within the Utility Division of any malfunctions of facilities within their service area.

Revenue for the Communications Division derives primarily from contract leasing of communication facilities from various outside entities.



METHOD OF BUDGET PREPARATION

The operating budget is prepared using a comparison analysis of each fund's fiscal operating experience with respect to audited financial data. Seven months of actual data is extrapolated into the future to produce the projected final third of the fiscal year. In addition, the actual preceding twelve-month data is reviewed to identify any trends not recognized by the extrapolation. The resulting twelve month estimated actual is then adjusted to reduce or add line-item revenues or expenditures expected to occur during the new budget model, thereby providing the budgeted forecast for the ensuing fiscal year. Care is taken to address seasonal entries, anomalies and one-time only entries in extrapolating the remaining five months of the year. The budget is expected to fall within a ten percent variance of the actual fiscal operations.

The operating budget does not reflect possible income from bond issuance fees or grants awarded, as these are never a certainty. The fees and grants are recorded in the current year once they have been received, and the increase in annual maintenance fees in the Direct Financing Arrangements Fund are budgeted for the next fiscal year.



CAPITAL EXPENDITURES FOR FISCAL YEAR 2024-2025

Long Term Capital Expenditures

Several systems within the Utility Division are proposed to receive capital funding for component repair and replacement of identified infrastructure during the ensuing year. Long Term capital funding is financed through a \$15,000,000 bond issued in June 2017, grants, and Authority reserves. The affected systems include:

System	Long Term Capital Expenditures	Estimated Cost
VS	• SCADA Additions in various systems	100,000
113	• LA Tucker and Nimmo Pump Station Improvements (TWDB)	596,000
300	• Lockett New Pump Station, Elevated Tower, and Improvements	1,678,000
300	• Lockett Install 20 miles of 4" & 6" water line HDPE	400,000
300	• Lockett Install 6.5 miles of 8" water line HDPE/SDR (TWDB)	1,600,000
520	• Truscott Gilliland New Pump Station and Tank Improvements	750,000
600	• Lutie Pump Station Improvements	150,000
722	• Preston Shores, Generator, and Station Improvements	248,000
722	• Preston Shores New Tank, Tank Rehab, and Demolition	700,000
901	• Arrowhead Replace Package Sewer Plant (TWDB)	610,000
902	• Ringgold Well Field - Drill New Well (TWDB)	340,000
902	• Ringgold Pump Station, Pressure Tank, and GST Rehab.	300,000
Sub Total		\$ 7,472,000
Less Federal Grant		\$ -1,476,000
Grand Total		\$ 5,996,000



CAPITAL EXPENDITURES FOR FISCAL YEAR 2024-2025, CONTINUED

Short Term Capital Expenditures by Division

Short Term capital funding is proposed to be funded with current year revenues. Short Term capital projects or items are depreciated over their useful life.

Utility Division

VS	• Additional Meter Readers for Harmony System	42,000
VS	• Harrells Chappel Line Work, Pumps & Piping, and Station Work	45,000
300	• Land Purchase Lockett	20,000
410	• Airport Booster Piping and Station Work	25,000
901	• Arrowhead Awning, Lab Building Work, and Wet well cover	20,000
901	• Arrowhead Vault for Henrietta Bridge Line	10,000
	• Tractor with Brush Hog and Box Blade	26,000
	• Childress Yard Office Space	20,000
	• 3 Replacement $\frac{3}{4}$ Ton Vehicles and peripherals (\$64K each)	192,000
	• 1 Replacement 1 Ton Vehicle and peripherals	80,000
	• AMI Master meters for system(s) replacement	96,000
Sub Total		\$ 576,000

Environmental Services Division

	• Oil & Grease Pump, pH Probe & Meter, and Autosampler Apparatus	8,000
	• Thermo-Fisher Ion Chromatograph for Anion Analyses	45,000
Sub Total		\$ 53,000



CAPITAL EXPENDITURES FOR FISCAL YEAR 2024-2025, CONTINUED

Short Term Capital Expenditures by Division, continued

General Division

- | | |
|--|--------|
| • IT Web Server, Backup Server, New Web Software | 20,000 |
| • Annual Software Agreements | 12,000 |
| • Ovarro TConnect Software | 6,000 |
| • Computers, Printer, and Monitors | 18,000 |

Sub Total \$ 56,000

Grand Total \$ 685,000



CONCLUSION

This Consolidated Annual Operating Budget provides a summarized projected Fiscal Year 2024-2025 revenues versus expenditures by Division. It also provides a comparison to the actual previous fiscal year revenues versus expenditures. It is based on actual and projected cash transactions and presented with the intent of providing an overall financial operating forecast of the Authority.

Using the FY 2023-2024 budgeted numbers, the proposed Fiscal Year 2024-2025 Consolidated Annual Operating Budget reflects an overall increase in projected revenues of \$1.06 million or 10.9 percent. Additionally, there is an overall projected increase in combined expenditures in the amount of \$1,334,371 or 14.4 percent, due to increased costs from depreciation, property insurance, personnel services, and supply cost.

Please refer to the attached supporting schedules for detailed representation of projected revenues and expenditures on a per-fund basis for conformity to reporting, in accordance with Generally Accepted Accounting Principles for governmental units.

Staff has continued to address the Board's directives for transparency and accountability. We have tried to provide additional information, and have utilized percentages to highlight trends and patterns in the data. All of these efforts are made to make the information more readily available and understandable for our customers. I appreciate the support and guidance that the Finance Committee has provided both to me and staff as we developed this year's budget. I look forward to working with them in future years.

Lana R. Hefton
Controller

Date



SUPPORTING SCHEDULES

RED RIVER AUTHORITY OF TEXAS

CONSOLIDATED ANNUAL OPERATING BUDGET FISCAL YEAR 2024-2025

Schedule of Combined Divisions

	FY 2023-2024 Budgeted	FY 2023-2024 Current YTD	FY 2023-2024 Projected EOY	FY 2024-2025 Budgeted
Revenues:				
General Services Division	\$ 330,098	\$ 180,243	\$ 308,988	\$ 402,060
Environmental Services Division	1,239,177	698,249	1,196,998	1,158,486
Communications Division	123,847	35,656	61,125	153,231
Utility Division	7,983,202	4,649,379	7,970,363	9,024,263
Total Revenues	9,676,324	5,563,527	9,537,474	10,738,041
Expenses:				
General Services Division	1,343,767	757,894	1,299,247	1,567,848
Environmental Services Division	1,057,167	628,200	1,076,914	1,154,838
Communications Division	8,472	12,604	21,606	15,589
Utility Division	6,843,128	3,826,185	6,559,174	7,848,631
Total Expenses	9,252,534	5,224,883	8,956,942	10,586,905
Excess or (deficit)	\$ 423,790	\$ 338,644	\$ 580,532	\$ 151,136

RED RIVER AUTHORITY OF TEXAS

CONSOLIDATED ANNUAL OPERATING BUDGET FISCAL YEAR 2024-2025

Schedule of Combined Divisions

	FY 2023-2024 Budgeted	FY 2023-2024 Current YTD	FY 2023-2024 Projected EOY	FY 2024-2025 Budgeted
Operating revenues:				
Water and sewer sales	\$ 7,255,981	\$ 4,218,093	\$ 7,231,017	\$ 8,402,357
Charges for materials and services	1,224,365	433,641	743,385	935,743
Administrative fee income	51,408	26,199	44,912	-
Grant Revenue	-	-	-	-
Other income	674,946	487,063	834,964	999,940
Total operating revenues:	9,206,700	5,164,996	8,854,279	10,338,041
Operating expenses:				
Water purchases	1,497,700	775,923	1,330,153	1,523,454
Personnel services	3,221,124	1,802,152	3,089,403	4,017,285
Administrative costs	285,886	152,249	260,998	273,806
Utilities, supplies and maintenance	1,780,370	1,108,085	1,899,574	2,038,994
Insurance	135,645	141,510	242,589	148,139
Automobile and travel	502,484	249,832	428,283	503,204
Professional and directors fees	253,399	123,373	211,497	290,114
Research expense	-	-	-	-
Bad debt	28,074	35,256	60,440	54,965
Total operating expenses:	7,704,682	4,388,380	7,522,937	8,849,960
Operating income (loss) before deprec.	1,502,018	776,616	1,331,342	1,488,081
Depreciation	(1,059,841)	(551,920)	(946,149)	(1,263,900)
Operating income (loss)	442,177	224,696	385,193	224,181
Non-operating revenues (expenses):				
Interest income	469,624	396,731	680,109.63	400,000
Gain on sale of assets	-	1,800	3,086	-
Interest expense	(488,011)	(284,583)	(487,857)	(473,045)
Allocated Administrative Fees	-	-	-	-
	(18,387)	113,948	195,339	(73,045)
Income (loss) before operating transfers	423,790	338,644	580,532	151,136
Operating transfers in (out)	-	-	-	-
Net income (loss)	\$ 423,790	\$ 338,644	\$ 580,532	\$ 151,136

RED RIVER AUTHORITY OF TEXAS

CONSOLIDATED ANNUAL OPERATING BUDGET FISCAL YEAR 2024-2025

Schedule of Combined Divisions

GENERAL SERVICES DIVISION 011

	FY 2023-2024 Budgeted	FY 2023-2024 Current YTD	FY 2023-2024 Projected EOY	FY 2024-2025 Budgeted	Percent Change
Operating revenues:					
Water and sewer sales	-	-	-	-	0.00%
Charges for materials and services	-	-	-	-	0.00%
Administrative fee income	-	-	-	-	0.00%
Grant Revenue	-	-	-	-	0.00%
Other income (RWPG)	130,000	235	403	208,098	60.08%
Total operating revenues:	130,000	235	403	208,098	
Operating expenses:					
Water purchases	-	-	-	-	0.00%
Personnel services	846,950	521,550	894,086	974,321	15.04%
Administrative costs	55,327	26,385	45,231	48,929	-11.56%
Utilities, supplies and maintenance	163,236	75,909	130,130	173,006	5.99%
Insurance	9,602	19,247	32,995	27,539	186.81%
Automobile and travel	15,927	7,395	12,677	16,344	2.62%
Professional and directors fees	209,225	84,043	144,074	289,708	38.47%
Research expense	-	-	-	-	0.00%
Bad debt	-	-	-	-	0.00%
Total operating expenses:	1,300,267	734,529	1,259,193	1,529,848	
Operating income (loss) before deprec.	(1,170,267)	(734,294)	(1,258,790)	(1,321,750)	
Depreciation	(43,500)	(23,365)	(40,054)	(38,000)	-12.64%
Operating income (loss)	(1,213,767)	(757,659)	(1,298,844)	(1,359,750)	
Non-operating revenues (expenses):					
Interest income	200,098	180,008	308,585	193,962	-3.07%
Gain on sale of assets	-	-	-	-	0.00%
Interest expense	-	-	-	-	0.00%
Allocated Administrative Fees	-	-	-	-	0.00%
	200,098	180,008	308,585	193,962	
Income (loss) before operating transfers	(1,013,669)	(577,651)	(990,259)	(1,165,787)	
Operating transfers in (out)	-	-	-	-	
Net income (loss)	(1,013,669)	(577,651)	(990,259)	(1,165,787)	15.01%
IT Web Server, Backup Server, New Web Software				20,000	
Annual Software Agreements				12,000	
Ovarro TConnect Software				6,000	
Computers, Printer, and Monitors				18,000	
Subtotal:				56,000	
Net Income less budget line items:				(1,221,787)	

RED RIVER AUTHORITY OF TEXAS

CONSOLIDATED ANNUAL OPERATING BUDGET FISCAL YEAR 2024-2025

Schedule of Combined Divisions

ENVIRONMENTAL SERVICES DIVISION 079

	FY 2023-2024 Budgeted	FY 2023-2024 Current YTD	FY 2023-2024 Projected EOY	FY 2024-2025 Budgeted	Percent Change
Operating revenues:					
Water and sewer sales	-	-	-	-	0.00%
Charges for materials and services	846,587	425,461	729,361	805,000	-4.91%
Administrative fee income	642	277	475	-	-100.00%
Grant Revenue	-	-	-	-	0.00%
Other income (CRP)	391,948	272,280	466,766	350,448	-10.59%
Total operating revenues:	1,239,177	698,018	1,196,603	1,155,448	
Operating expenses:					
Water purchases	-	-	-	-	0.00%
Personnel services	469,083	246,269	422,176	506,758	8.03%
Administrative costs	23,672	12,450	21,342	22,689	-4.15%
Utilities, supplies and maintenance	472,431	301,934	517,601	559,992	18.53%
Insurance	7,657	9,633	16,514	20,147	100.00%
Automobile and travel	18,713	8,226	14,101	20,845	11.39%
Professional and directors fees	43,066	39,330	67,423	407	100.00%
Research expense	-	-	-	-	0.00%
Bad debt	-	-	-	-	0.00%
Total operating expenses:	1,034,622	617,841	1,059,157	1,130,838	
Operating income (loss) before deprec.	204,555	80,177	137,446	24,610	
Depreciation	(22,545)	(10,359)	(17,758)	(24,000)	6.45%
Operating income (loss)	182,010	69,818	119,688	610	
Non-operating revenues (expenses):					
Interest income	-	230	395	3,038	0.00%
Gain on sale of assets	-	-	-	-	0.00%
Interest expense	-	-	-	-	0.00%
Allocated Administrative Fees	-	-	-	-	0.00%
	-	230	395	3,038	
Income (loss) before other revenues	182,010	70,049	120,083	3,649	
Grant revenue for asset purchases	-	-	-	-	
Net income (loss)	182,010	70,049	120,083	3,649	-98.00%
Oil & Grease Pump, pH Probe & Meter, and Autosampler Apparatus				8,000	
Thermo-Fisher Ion Chromatograph for Anion Analyses				45,000	
Subtotal:				53,000	
Net Income less budget line items:				(49,351)	

RED RIVER AUTHORITY OF TEXAS

CONSOLIDATED ANNUAL OPERATING BUDGET FISCAL YEAR 2024-2025

Schedule of Combined Divisions

COMMUNICATIONS DIVISION 081

	FY 2023-2024 Budgeted	FY 2023-2024 Current YTD	FY 2023-2024 Projected EOY	FY 2024-2025 Budgeted	Percent Change
Operating revenues:					
Water and sewer sales	-	-	-	-	0.00%
Charges for materials and services	94,668	3,960	6,789	119,243	25.96%
Administrative fee income	-	-	-	-	0.00%
Grant Revenue	-	-	-	-	0.00%
Other income	-	-	-	-	0.00%
Total operating revenues:	94,668	3,960	6,789	119,243	
Operating expenses:					
Water purchases	-	-	-	-	0.00%
Personnel services	-	-	-	-	0.00%
Administrative costs	-	154	264	-	0.00%
Utilities, supplies and maintenance	6,108	10,738	18,407	13,452	120.24%
Insurance	518	790	1,354	237	100.00%
Automobile and travel	-	-	-	-	0.00%
Professional and directors fees	-	-	-	-	0.00%
Research expense	-	-	-	-	0.00%
Bad debt	-	-	-	-	0.00%
Total operating expenses:	6,626	11,681	20,025	13,689	
Operating income (loss) before deprec.	88,042	(7,721)	(13,236)	105,554	
Depreciation	(1,846)	(923)	(1,582)	(1,900)	2.93%
Operating income (loss)	86,196	(8,644)	(14,818)	103,654	
Non-operating revenues (expenses):					
Interest income	29,179	31,696	54,337	33,987	16.48%
Gain on sale of assets	-	-	-	-	0.00%
Interest expense	-	-	-	-	0.00%
Allocated Administrative Fees	-	-	-	-	0.00%
	29,179	31,696	54,337	33,987	
Income (loss) before operating transfers	115,375	23,053	39,519	137,642	
Operating transfers in (out)	-	-	-	-	
Net income (loss)	115,375	23,053	39,519	137,642	19.30%

RED RIVER AUTHORITY OF TEXAS

CONSOLIDATED ANNUAL OPERATING BUDGET FISCAL YEAR 2024-2025

Schedule of Combined Divisions

UTILITY DIVISION 11-22

	FY 2023-2024 Budgeted	FY 2023-2024 Current YTD	FY 2023-2024 Projected EOY	FY 2024-2025 Budgeted	Percent Change
Operating revenues:					
Water and sewer sales	7,255,981	4,218,093	7,231,017	8,402,357	15.80%
Charges for materials and services	283,110	4,221	7,235	11,500	-95.94%
Administrative fee income (Late Fees)	50,766	25,921	44,437	-	-100.00%
Grant Revenue	-	-	-	-	0.00%
Other income	152,998	214,548	367,796	441,394	188.50%
Total operating revenues:	7,742,855	4,462,783	7,650,485	8,855,252	
Operating expenses:					
Water purchases	1,497,700	775,923	1,330,153	1,523,454	1.72%
Personnel services	1,905,091	1,034,332	1,773,141	2,536,206	33.13%
Administrative costs	206,887	113,261	194,161	202,187	-2.27%
Utilities, supplies and maintenance	1,138,595	719,504	1,233,436	1,292,543	13.52%
Insurance	117,868	111,841	191,727	100,216	100.00%
Automobile and travel	467,844	234,211	401,505	466,014	-0.39%
Professional and directors fees	1,108	-	-	-	100.00%
Research expense	-	-	-	-	0.00%
Bad debt	28,074	35,256	60,440	54,965	95.79%
Total operating expenses:	5,363,167	3,024,328	5,184,562	6,175,586	
Operating income (loss) before deprec.	2,379,688	1,438,455	2,465,922	2,679,666	
Depreciation	(991,950)	(517,274)	(886,755)	(1,200,000)	20.97%
Operating income (loss)	1,387,738	921,181	1,579,167	1,479,666	
Non-operating revenues (expenses):					
Interest income	240,347	184,796	316,793	169,012	-29.68%
Gain on sale of assets	-	1,800	3,086	-	0.00%
Interest expense	(488,011)	(284,583)	(487,857)	(473,045)	-3.07%
Allocated Administrative Fees	-	-	-	-	0.00%
	(247,664)	(97,987)	(167,978)	(304,033)	
Income (loss) before operating transfers	1,140,074	823,194	1,411,189	1,175,633	
Transfers	-	-	-	-	
Loss on Abandonment	-	-	-	-	
Net income (loss)	1,140,074	823,194	1,411,189	1,175,633	3.12%
Additional Meter Readers for Harmony System				42,000	
Harrells Chappel Line Work, Pumps & Piping, and Station Work				45,000	
Land Purchase Lockett				20,000	
Airport Booster Piping and Station Work				25,000	
Arrowhead Awning, Lab Building Work, and Wet well cover				20,000	
Arrowhead Vault for Henrietta Bridge Line				10,000	
Tractor with Brush Hog and Box Blade				26,000	
Childress Yard Office Space				20,000	
3 Replacement ¾ Ton Vehicles and peripherals (\$64K each)				192,000	
1 Replacement 1 Ton Vehicle and peripherals				80,000	
Subtotal:				480,000	
Net Income less budget line items:				695,633	



RED RIVER AUTHORITY OF TEXAS

Utility Division

Rate Schedule

Effective October 1, 2024



TREATED WATER AND SEWER RATES

Residential Water*

RESIDENTIAL RATES							
Minimum Monthly Charge is \$103.00 and includes 2,000 gallons							
Meter Size: 5/8" Base							
GALLONAGE CHARGE:							
TIER	VOLUME				CHARGE		
Tier 1	2,001	to	10,000	gals.	\$	7.00	/1000 gals.
Tier 2	10,001	to	20,000	gals.	\$	9.00	/1000 gals.
Tier 3	20,001	to	30,000	gals.	\$	11.00	/1000 gals.
Tier 4	30,001	to	50,000	gals.	\$	13.00	/1000 gals.
Tier 5	50,001	to	Infinity	gals.	\$	15.00	/1000 gals.

Commercial Water*

COMMERCIAL RATES							
Minimum Monthly Charge is \$114.50 and includes Zero gallons							
Meter Size: 3/4" Base Equivalency See Equivalency Table for Other Size Charges							
GALLONAGE CHARGE:							
TIER	VOLUME				CHARGE		
Tier 1	ZERO	to	2,000	gals.	\$	8.00	/1000 gals.
Tier 2	2,001	to	10,000	gals.	\$	9.00	/1000 gals.
Tier 3	10,001	to	20,000	gals.	\$	11.00	/1000 gals.
Tier 4	20,001	to	30,000	gals.	\$	13.00	/1000 gals.
Tier 5	30,001	to	50,000	gals.	\$	15.00	/1000 gals.
Tier 6	50,001	to	Infinity	gals.	\$	17.00	/1000 gals.



Sewer*

Monthly Rate: \$59.75 (only for those with sewer services)

*A late fee in the amount of 10% of the monthly account statement will be assessed against an account for the statement not being paid in full by 5:00 PM on the 16th day after issuance, subject to rule.

The rates are based on all treated water and sewer systems combined within the Utility Division in order to maintain adequate bond coverage ratios. The rates are designed to provide the revenues needed to recover the cost of operating and pay the debt service, and are from the 2022 Utility Division Rate Study.

OTHER RATES

Raw, Wholesale, and Transient water rates, and commercial and industrial sewer rates are designed to provide the revenues needed to recover the costs of acquiring water rights, and ongoing participation in the operation and maintenance of reservoirs, well fields, sewer plants, or other related infrastructure.

These rates are negotiated individually on a contractual basis as permitted by the General Manager.

COMMERCIAL METER EQUIVALENCY TABLE

The Red River Authority of Texas (the Authority) assesses a base availability charge on all accounts. The availability charge is calculated using the AWWA factor based table (Table 1), with the equivalency of the Authority's commercial ¾" meter. The ¾ Factor will multiplied by the base monthly account charge of \$114.50 to arrive at the equivalent monthly charge for that size meter.

Table 1

Meter Size	AWWA (capacity)	Factor Based on ¾	Base Charge
¾ inch (or 5/8)	30	1.00	\$114.50
1 inch	50	1.67	\$191.25
1-1/2 inch	100	3.33	\$381.30
2 inch	160	5.33	\$610.30
3 inch	300	10.00	\$1,445.00
4 inch	500	16.67	\$1,909.00
6 inch	1,000	33.33	\$3,817.00





RED RIVER AUTHORITY OF TEXAS

Utility Division

Schedule of Fees and Charges

Effective October 1, 2024



Base Charges (Contract)

Backhoe	(per hour, 2 hours min)	\$150.00
Tractor	(per hour, 2 hours min)	60.00
Technician Time*	(per hour, 2 hours min)	45.00
Travel Time*	(per hour, 2 hours min)	45.00
Welder, Mower, or ATV	(per hour, 2 hours min)	50.00
1/2 Ton Truck	(per mile)	1.10
3/4 Ton Truck	(per mile)	1.62
1 Ton Truck	(per mile)	2.11
T370 Truck & Trailer	(per mile)	3.24

* All after-business-hours' time will be assessed at a rate of cost plus 50%.

* All contracted work will be assessed with a 15% contingency

Residential Tap Fees

Water Short Tap	Less than 10 feet from main	\$1,893.00
Sewer Short Tap (gravity)	Less than 10 feet from main	568.00
Sewer Short Tap (pressure)	Less than 10 feet from main	2,500.00

Commercial Tap Fees

Short Tap	Less than 10 feet from main	\$1,919.00
Sewer Short Tap	Less than 10 feet from main	568.00
Sewer Short Tap (pressure)	Less than 10 feet from main	2,500.00

Miscellaneous Fees and Charges

Residential Connect (any new contract)	\$335.00
Commercial Connect (any new contract)	450.00
Residential Reconnect	100.00
Commercial Reconnect	200.00
Return Check Charge	25.00
Water or Sewer Service Charge/Call per hour (includes meter data log)	45.00
Meter Accuracy Test (send out other than on-site test)	100.00
Customer Service Valve	60.00
Customer Service Inspection Fee	75.00
Automated Meter Replacement (customer damage)	275.00
Meter Box Replacement	150.00
Transient Meter Fee (fire hydrant meter)	500.00

* All subcontracted work will be assessed a rate of cost plus 20%.





RED RIVER AUTHORITY OF TEXAS

Environmental Services Laboratory

Price List

Effective October 1, 2024



General Chemical Analyses

Alkalinity, Total	\$37.00
Ammonia, Nitrogen	\$37.00
BOD ₅	\$51.00
CBOD ₅	\$51.00
COD	\$47.00
Chloride	\$39.00
Chlorophyll- <i>a</i> / Pheophytin*	\$51.00
Conductivity	\$28.00
Nitrate	\$39.00
Nitrate+Nitrite	\$89.00
Nitrite	\$39.00
Oil & Grease	\$110.00
pH	\$18.00
Phosphorus, Total	\$48.00
Phosphorus Low-Level, Total	\$89.00
Sulfate	\$39.00
Temperature*	\$18.00
Total Dissolved Solids (TDS)	\$37.00
Total Kjeldahl Nitrogen (TKN)	\$89.00
Total Suspended Solids, (TSS / MLSS)	\$37.00
Volatile Suspended Solids, (VSS / MLVSS)	\$37.00
Turbidity	\$26.00

* Not available for NELAP accreditation through the Texas Commission on Environmental Quality (TCEQ)

Microbiological Analyses

Coliform, Total (P/A - Colilert)	\$21.00
<i>E. coli</i> (IDEXX-MPN)	\$37.00
<i>Enterococcus</i> (IDEXX MPN)	\$37.00

Auto-Sampling Services

Equipment Rental (per day)	\$55.00
Labor (per hour)	\$55.00
Mileage	\$0.67

Miscellaneous Fees

Sample Filtration	\$16.00
Calculation Fee	\$75.00
Field Monitoring or Courier	Quote
Fax	\$1.50
Copy Fee (black & white)	\$0.12/page
Shipping Handling Fee	\$5/customer shipment

Additional analyses not listed above are available for testing by quote.
All subcontracted tests will be charged at a rate of analytical test charge plus 20%.
Customer pays all subcontracted shipping, environmental fees, and cost differential from quote.
When available, after-hours services will be assessed at a rate of \$55.00/hour
for the technician in addition to the cost of analysis.

3000 Hammon Road, Wichita Falls, Texas 76310

Phone Number: (940) 723-1717 Fax Number: (940) 723-6529 Emergency Number: (940) 636-8024



Red River Authority of Texas

Board Packet - Page 214
Consolidated Annual Operating Budget – 2024-2025



RED RIVER AUTHORITY OF TEXAS



HOLIDAY SCHEDULE AND REGULARLY SCHEDULED BOARD MEETINGS FOR FISCAL YEAR 2024-2025

The Red River Authority of Texas will be Closed for these Observed Holidays:

Columbus Day	–	Monday, October 14, 2024
Thanksgiving	–	Thursday, November 28, 2024
Day After Thanksgiving	–	Friday, November 29, 2024
Christmas Eve (Observed)	–	Tuesday, December 24, 2024
Christmas Day	–	Wednesday, December 25, 2024
New Year's Day	–	Wednesday, January 1, 2025
Martin Luther King, Jr. Day	–	Monday, January 20, 2025
Presidents Day		Monday, February 17, 2025
Good Friday	–	Friday, April 18, 2025
Memorial Day	–	Monday, May 26, 2025
Juneteenth		Thursday, June 19, 2025
Independence Day	–	Friday, July 4, 2025
Labor Day	–	Monday, September 1, 2025

Regularly Scheduled Board of Directors Meeting Dates

January 14, 2025	– Executive Committee Meeting
January 15, 2025	– Board of Directors Meeting
April 16, 2025	– Board of Directors Meeting
July 16, 2025	– Board of Directors Meeting
September 17, 2025	– Board of Directors Meeting





**RED RIVER AUTHORITY OF TEXAS
BOARD OF DIRECTORS MEETING
SEPTEMBER 18, 2024**



ITEM 8

**Consider the Bids Received for the Preston Shores Water System Ground Storage Tanks
Project, and Take Any Other Action Deemed Necessary.**

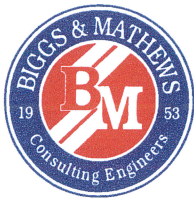
Only one bid for the project was received. Our engineer, Biggs and Mathews, Inc. provided an opinion letter on the sole bid, and it is their recommendation that the bid be rejected due to the amount being substantially out of budgeted funds. Additionally, our engineer recommends that the project plans and scope of work be modified prior to re-bidding any improvement for the Preston Shores Water System.

Sample Motion:

I move the Board reject the current bid received for the Preston Shores Water System Ground Storage Tanks Project, and authorize the re-bid of the project, with modified project plans and scope of work to include two new ground storage tanks, and no tank rehabilitation.

Second _____

Vote for _____ against _____.



BIGGS & MATHEWS INC.

Consulting Engineers

August 22, 2024

Fabian Heaney, General Manager
Red River Authority of Texas
P.O. Box 240
Wichita Falls, Texas 76307-0240

RE: 130,000 Gallon Ground Storage Tank & Renovation of 90,000 Gallon Tank
Preston Shores Water System

Dear Mr. Heaney:

As you are aware, competitive bids were solicited on Wednesday, August 21, 2024, for the above referenced project. This project was advertised in the Sherman newspaper in addition to bid documents being sent to eight (8) potential contractors that have performed this this of work in the past. Despite those efforts, only one bid was submitted for this proposed project. (See Attached Bid Tabulation Sheet)

The bid was submitted in the Base Bid amount of \$1,462,108 by Superior Services and Supply, Inc. from Mustang, Oklahoma.

Unfortunately, after having evaluated the bid, it is our opinion that the bid is substantially out of budgeted funds for this work, and we recommend that the bid be rejected, and the project plans and scope of work be modified prior to re-bidding any improvements for Preston Shores system.

Please contact me if you have any questions regarding the enclosed information.

Regards,

BIGGS & MATHEWS, INC. (F-834)

Kerry D. Maroney, P.E.

Preston Shores System - 130,000 Gallon Ground Storage Tank
Red River Authority of Texas
August 21, 2024

Superior Services & Supply, Inc.
P.O. Box 431
Mustang, Oklahoma 73064

ITEM	QTY	UNITS	DESCRIPTION	\$ PER UNIT	TOTAL	\$ PER UNIT	TOTAL
1	LS		LS Mobilization & Insurance	\$60,000.00	\$60,000.00	\$0.00	#VALUE!
2	6	EA	Inspection/Investigation Excavations	\$7,687.50	\$46,125.00	\$0.00	\$0.00
3	LS		LS Construct 130,000 Gallons Tank & Foundation	\$582,893.00	\$582,893.00	\$0.00	\$0.00
4	10	LF	Furnish & Install 12" Inlet Line & Connect to Tank	\$2,323.00	\$23,230.00	\$0.00	\$0.00
5	60	LF	Furnish & Install 12" Outlet Line & Connect Tank	\$759.00	\$45,540.00	\$0.00	\$0.00
6	2	EA	12" Gate Valve & Box	\$16,164.00	\$32,328.00	\$0.00	\$0.00
7	LS		LS Excavation & Relocation of Decant Basin	\$25,975.00	\$25,975.00	\$0.00	\$0.00
8	700	SF	Construct 3' Wide Sidewalk	\$22.00	\$15,400.00	\$0.00	\$0.00
9	LS		LS Renov. & Foundation 90,000 Gallon Tank	\$570,000.00	\$570,000.00	\$0.00	\$0.00
10	LS		LS Demolition & Haul-Off 130,000 Gallon Tank	\$43,292.00	\$43,292.00	\$0.00	\$0.00
11	LS		LS Relocate & Intergrate SCADA	\$17,325.00	\$17,325.00	\$0.00	\$0.00
TOTAL AMOUNT OF BASE BID					\$1,462,108.00		
ADD ALTERNATIVE BID ITEM:							
1-A	LS		Demolition & Haul-Off Abandoned Filter Bldg.	\$100,000.00	\$100,000.00	\$0.00	\$0.00



**RED RIVER AUTHORITY OF TEXAS
BOARD OF DIRECTORS MEETING
SEPTEMBER 18, 2024**



ITEM 9

**Receive an Update on Utility Division Enforcements,
and Take Any Action Deemed Necessary.**

RED RIVER AUTHORITY OF TEXAS

Compliance Investigations Update

September 18, 2024

Farmers Valley

Original investigation date: January 23, 2023

Open Items:

1. Failure to provide 30" roof hatch on the ground storage tank at the Farmers Valley pump station.
2. Failure to have blending exception
 - a. Exception has been submitted. There is a 100-day review period and it ends on November 8, 2024.

Estelline Turkey

Original investigation date: March 28, 2024

Open items:

1. Failure to provide maximum hourly purchase authorized by the contract plus the actual service pump capacity of the system of at least 2.0 gpm per connection or provide at least 1,000 gpm and be able to meet peak hourly demand, whichever is less.
 - a. Currently working with the City of Turkey on updating the contract.

Enforcement

Tell Cee Vee

Original investigation date: June 8, 2022

Enforcement date: September 26, 2023

Open Items:

1. Failure to maintain an exception to the rule for booster pumps taking suction from other than a storage tank.
 - a. Exception to the rule has been submitted and we are gathering additional information to provide to TCEQ for approval.
2. Failure to provide a minimum pressure of 35 psi throughout the distribution system.
 - a. House at 15651 FM 2041 recorded a 28 psi.
 - b. Line directly to the house from pre-tank distribution has been installed.

Samnorwood

Original investigation date: January 17, 2023

Enforcement date: September 6, 2023

Open items: All documentation has been submitted to TCEQ. Awaiting an acceptance response from TCEQ on documentation.

Agreed Order

Foard County

Original investigation date: December 19, 2022

Enforcement date: February 15, 2023

Violation that could not be cleared:

1. Failed to comply with the MCL of 0.08 mg/L for TTHM, based on the locational running annual average. Specifically, the locational running annual average concentrations of TTHM for Stage 2 Disinfection Byproducts at Site 1 were 0.086mg/L for the third quarter of 2021, 0.086 mg/L for the fourth quarter of 2021, and 0.098 mg/L for the first quarter of 2022.

Penalty fee paid: \$2500

Lockett

Original investigation date: March 15 and 25, 2022

Enforcement date: May 19, 2022

Violation that could not be cleared:

1. Failed to provide total storage capacity of 200 gallons per connection.
2. Failed to provide two or more pumps that have a total storage capacity of 2.0 gpm per connection.
3. Failed to provide a pressure tank capacity of 20 gallons per connection.

Total Payable Penalty: \$11,998

Penalty is deferred through a Supplemental Environmental Project (SEP)

Truscott Gilliland

Original investigation date: December 19, 2022

Enforcement date: February 14, 2023

Violations that could not be cleared:

1. Failed to provide an elevated storage capacity of 100 gallons per connection or a pressure tank capacity of 20 gallons per connection, Alexander Pump Station and Lowrance Ground Storage Tank.
2. Failed to have the water treatment plant and all pumping units located in a well-drained area that is not subject to flooding.
3. Failure to provide 30" roof hatch at Alexander Pump Station and Lowrance Ground Storage tank.

Total Payable Penalty: \$20,840

Penalty is deferred through a Supplemental Environmental Project (SEP)



RED RIVER AUTHORITY OF TEXAS
BOARD OF DIRECTORS MEETING
SEPTEMBER 18, 2024



ITEM 10

**Conduct an Executive Session of the Board of Directors, Pursuant to Government
Code Section 551.072, Deliberation Regarding Real Property.**



**RED RIVER AUTHORITY OF TEXAS
BOARD OF DIRECTORS MEETING
SEPTEMBER 18, 2024**



ITEM 11

**Take Any Action Deemed Necessary from the Executive Session,
Pursuant to Government Code Section 551.072.**



**RED RIVER AUTHORITY OF TEXAS
BOARD OF DIRECTORS MEETING
SEPTEMBER 18, 2024**



ITEM 12

Consider Member Designations and Approval of the Proxy Form for the Nortex Regional Planning Commission, and Take Any Other Action Deemed Necessary.

**NORTEX REGIONAL PLANNING COMMISSION
PROXY/ALTERNATE DESIGNATION
2024**

These designations are the actions of our governing body.

_____ Fabian Heaney _____, is the designated representative from
_____ Red River Authority of Texas _____ (Membership/Entity).

Date: _____

In his/her absence, proxy is assigned as follows:

1. _____ Bryan Schaffner _____
2. _____
3. _____

Governing Body Signatures:

_____	_____
_____	_____
_____	_____
_____	_____

Please remit to:
Jan Bowerman
Nortex Regional Planning Commission
P O Box 5144
Wichita Falls, Texas 76307



**RED RIVER AUTHORITY OF TEXAS
BOARD OF DIRECTORS MEETING
SEPTEMBER 18, 2024**



ITEM 13

Consider Resolution No. 2024-010:

Application Filing and Authorized Representative Resolution,

**Accepting Texas Water Development Board Rural Assistance Program Funding for the
Authority's Lockett Water System, and Take Any Other Action Deemed Necessary.**

Application Filing and Authorized Representative Resolution

A RESOLUTION by the _____ of the _____ requesting financial assistance from the Texas Water Development Board; authorizing the filing of an application for assistance; and making certain findings in connection therewith.

BE IT RESOLVED BY THE _____ OF THE _____:

SECTION 1: That an application is hereby approved and authorized to be filed with the Texas Water Development Board seeking financial assistance in an amount not to exceed \$_____ to provide for the costs of _____.

SECTION 2: That _____ be and is hereby designated the authorized representative of the _____ for purposes of furnishing such information and executing such documents as may be required in connection with the preparation and filing of such application for financial assistance and the rules of the Texas Water Development Board.

SECTION 3: That the following firms and individuals are hereby authorized and directed to aid and assist in the preparation and submission of such application and appear on behalf of and represent the _____ before any hearing held by the Texas Water Development Board on such application, to wit:

Financial Advisor: _____

Engineer: _____

Bond Counsel: _____

PASSED AND APPROVED, this the 18th day of September, 20 24.

ATTEST: _____

By: _____

(Seal)



**RED RIVER AUTHORITY OF TEXAS
BOARD OF DIRECTORS MEETING
SEPTEMBER 18, 2024**



ITEM 14

**Consider Resolution No 2024-011, Authorizing the Execution of a
Water Purchase Agreement between Red River Authority of Texas and
Janalou Gatewood Longfellow and Suzanne Gatewood Logan for the
Farmer's Valley Water System, and Take Any Other Action Deemed Necessary.**

The Authority owns and operates the Farmer's Valley Water System, which serves approximately 51 rural water meters located northwest of Vernon in Wilbarger and Hardeman Counties. In 1967 the Authority entered into an agreement with the landowner, George C. Gatewood and his wife Alyene, which allowed the Authority to drill for and produce water to supply the water system. The original agreement was for a period of 40 years, at the going rate of \$0.05 per 1,000 gallons of water. Payments for the water produced by the Authority were made to the Gatewood Partnership, after the death of George Gatewood in 1995.

In September 2012, the Authority was contacted by Ms. Janalou Gatewood Longfellow stating that all future payments and correspondence should be sent to her and Ms. Suzanne Gatewood Logan, as they are the heirs to the property, due to the Gatewood Partnership being dissolved. In 2013, a new 10-year water purchase agreement was executed by all parties, with the major changes in the agreement being a water cost of \$0.45 per 1,000 gallons.

Another 10-year contract has now been renegotiated with a water cost of \$0.55 per 1,000 gallons, and is recommended for approval.

Sample Motion:

I move the Board approve Resolution No 2024-011, Authorizing the Execution of a Water Purchase Agreement between Red River Authority of Texas and Janalou Gatewood Longfellow and Suzanne Gatewood Logan for the Farmer's Valley Water System.

Second _____

Vote for _____ against _____.



RED RIVER AUTHORITY OF TEXAS



RESOLUTION

No. 2024-011

STATE OF TEXAS

§

COUNTY OF WICHITA

§

A RESOLUTION OF RED RIVER AUTHORITY OF TEXAS Authorizing the Execution of a Water Purchase Agreement between Red River Authority of Texas (Lessee) and Janalou Gatewood Longfellow and Suzanne Gatewood Logan for the Farmer's Valley Water System, and Take Any Other Action Deemed Necessary,

WHEREAS, pursuant to that certain Agreement dated September 25, 1967, by and between George C. Gatewood and Alyene Gatewood, and Lessee (the "Original Agreement"), Lessee was granted the right to, among other things, drill for, develop and produce water from the property described below;

WHEREAS, pursuant to the Original Agreement, Lessee has drilled and now maintains water wells and related facilities on the property described below;

WHEREAS, Lessors are the heirs of and successors in interest to George C. Gatewood and Alyene Gatewood and are the owners of the property described below;

WHEREAS, the Original Lease expired, and the parties renewed and extended Lessee's rights by a Second Lease dated March 1, 2013;

WHEREAS, the Second Lease has expired, and the parties desire to renew and extend Lessee's rights related to the property described below by executing this Agreement;

NOW, THEREFORE, it is hereby resolved that the Authority's General Manager is authorized to execute the Water Purchase Agreement between Red River Authority of Texas and Janalou Gatewood Longfellow and Suzanne Gatewood Logan for the Farmer's Valley Water System.

PASSED AND APPROVED this the 18th day of September, 2024 at a regular meeting of the Board of Directors by a vote of ___ **FOR** and ___ **AGAINST**.

Jerry Bob Daniel, President

Mary Lou Bradley, Assistant Secretary

THE STATE OF TEXAS §
COUNTY OF HARDEMAN §

THIS AGREEMENT is made and entered into this the 9th day of September 2024, by and between JANALOU GATEWOOD LONGFELLOW and SUZANNE GATEWOOD LOGAN, hereinafter called LESSORS, and RED RIVER AUTHORITY OF TEXAS, hereinafter called LESSEE.

RECITALS:

WHEREAS, pursuant to that certain Agreement dated September 25, 1967, by and between George C. Gatewood and Alyene Gatewood, and Lessee (the “Original Agreement”), Lessee was granted the right to, among other things, drill for, develop and produce water from the property described below;

WHEREAS, pursuant to the Original Agreement, Lessee has drilled and now maintains water wells and related facilities on the property described below;

WHEREAS, Lessors are the heirs of and successors in interest to George C. Gatewood and Alyene Gatewood and are the owners of the property described below;

WHEREAS, the Original Lease expired, and the parties renewed and extended Lessee’s rights by a Second Lease dated March 1, 2013;

WHEREAS, the Second Lease has expired, and the parties desire to renew and extend Lessee’s rights related to the property described below by executing this Agreement;

WITNESSETH:

1. In consideration of royalties herein provided for and the agreements of Lessee herein contained, Lessors hereby grant to Lessee as hereinafter set out the right to continue to explore for, drill for and produce potable water, or water capable of being made potable, located in, on, under, and that may be recovered or produced from the following described land in Hardeman County, Texas, to-wit:

South ½ of the Northeast ¼ and the Northwest ¼ of the Northeast ¼,
Section 56, Block 16, H&TC Ry Co Survey, and being the same land
described in warranty deed executed by Lela L. Hansard et al to W. M.
Ownby dated August 17, 1934, Volume 128, Page 635 - - 120-acre tract.

2. Lessors give and grant to the Lessee the right of ingress and egress for the purpose of investigating, exploring, drilling, developing and producing water from the land herein described, including, (a) the right to use all existing and future roads on the premises; (b) the right to construct, maintain, and use roads at any location on said tract of land at Lessee's expense; (c) the right to construct, maintain and operate water wells, pumping, lifting and control equipment, buildings, underground and surface water lines, storage tanks, communications and electrical transmission lines, and all other equipment of whatever nature required to produce, save, transport and store water desired by the Lessee.

3. This is not an exclusive contract, and the Lessors, their heirs and assigns shall have the right to grant to and give permission to other persons, associations and corporations to drill for and take water from the tract of land. Lessors however agree that such right and authority shall not be granted for the drilling of any new water well within five hundred feet (500') of any producing water well owned by Lessee or any well that is in the process of being drilled by Lessee. Lessor may operate any of their existing wells, or bring back into operation any of their existing capped wells, so long as the well is outside of one hundred fifty-foot (150') of any producing water well owned by Lessee, or any well that is in the process of being drilled by Lessee.

4. The Lessors provide, through this contract, an exclusive sanitary easement for each of the Lessee's wells, to protect the water supply of the Lessee's wells described herein. The construction, existence, and operation of the following within a one hundred fifty-foot (150') radius of any Lessee's well are prohibited: septic tank or sewage treatment perforated drain-fields; areas irrigated by low dosage, low angle spray on-site sewage facilities; absorption beds; evapotranspiration beds; abandoned, inoperative or improperly constructed water wells of any depth; underground petroleum and chemical storage tanks or liquid transmission pipelines; sewage treatment plants; sewage wet wells; sewage pumping stations; drainage ditches which contains industrial waste discharges or wastes from sewage treatment systems; animal feed lots; solid waste disposal sites, landfill and dump sites; lands on which sewage plant or septic tank sludge is applied; lands irrigated by sewage plant effluent; military facilities; industrial facilities; wood treatment facilities; liquid petroleum and petrochemical production, storage, and transmission facilities; any injection wells; pesticide storage and mixing facilities; and all other construction or

operation that could pollute the groundwater sources of the well that is the subject of this easement. For the purpose of this easement, improperly constructed water wells are those wells which do not meet the surface and subsurface construction standards for a public water supply well. The construction, existence and operation of tile or concrete sanitary sewers, sewer appurtenances, septic tanks, storm sewers, cemeteries, and the existence of livestock in pastures is specifically prohibited within a fifty-foot (50') radius of the Lessee's water wells described herein. Should Lessors provision livestock on the land, Lessors will provide fencing at a minimum of a fifty-foot (50') radius around each of Lessee's water wells and water treatment facilities.

5. This contract shall be for a term of ten (10) years commencing on the date of the last of the signatures to this Agreement, but Lessee may terminate same by notice to Lessors and release filed for record in Hardeman County, Texas. At the end of the first 10-year term, Lessee may renew this contract for an additional 10-year period with the royalty for such additional period as negotiated by both parties.

6. (a) Royalty of compensation to be paid by Lessee is Fifty-five Cents (\$0.55) per one thousand (1,000) gallons of the gross amount of water produced from the land covered by this Agreement, and provided that in no event shall the royalty paid by Lessee be less than One Hundred Dollars (\$100.00) monthly.

(b) The royalty shall be paid monthly not later than the 15th day of each succeeding month for the royalties which accrued each preceding month, by check, payable to the Lessors, their successors, heirs and assigns. The check to be accompanied by an accurate statement showing the gross amount of water produced and used during the prior month, together with monthly copies of Lessee's master meter readings and other memoranda reflecting the amount of water produced. Lessee being obligated to install and maintain such meters as may be required to measure in gallons the amount of water obtained from the lands described herein. The meters and all records of Lessee relevant to any determination hereunder shall be subject to inspection by Lessors at the site and at the Lessee's office during business hours.

(c) The Lessee shall furnish, operate and maintain at its own expense the necessary equipment and devices of standard type for measuring properly the quantity of water delivered under this agreement, and the reading, calibration, and adjustment thereof shall be done by the employees or agents of the Lessee. Upon the written request of the

Lessors, the Lessee shall calibrate its meters in the presence of a representative of the Lessors, and the parties shall jointly observe any adjustments which are made to the meters in case any adjustments shall be necessary. Lessors may, at their option and their expense, install and operate a check meter to check each meter installed by Lessee. Such check meters shall be of standard make and shall be subject to all reasonable times to inspection and examination by any employee of the Lessee. If on any test the percentage of inaccuracy of any metering equipment is found to be in excess of two percent (2%), registration thereof shall be corrected for a period extending back to the time when such inaccuracy began, if such time is ascertainable, and if such time is not ascertainable, then for a period extending back one-half of time elapsed since the last calibration, but in no event further back than a period of six (6) months. If for any reason any meters are out of service or out of repair so that the amount of water delivered cannot be ascertained or computed from the reading thereof, the water delivered through the period such meters are out of service or out of repair shall be estimated and agreed upon by the parties hereto upon the basis of the best data available. For such purpose, the best data available shall be deemed to be the registration of any check meter or meters if the same have been installed and are accurately registering. Otherwise, the amount of water delivered during such period may be estimated (1) by correcting the error if the percentage of the error is ascertainable by calibration tests or mathematical calculation, or (2) estimating the quantity of delivery by deliveries during the preceding periods under similar conditions when the meter or meters were registering accurately.

7. Lessee shall have the right at any time during or within a reasonable time after the expiration of this Agreement to remove all property, equipment, fixtures and casing placed by Lessee on the premises involved herein.

8. Lessors shall have access at all reasonable times to Lessee's records, for inspection by Lessors or their authorized agents and representatives.

9. If Lessee fails to perform any of the obligations imposed upon it hereunder, Lessors may in such event and upon such Lessee's failure to comply with such obligation and remedy its defaults, if any, within thirty (30) days after notice in writing to it by Lessors of Lessee's default, terminate this agreement without prejudice to any other legal remedy to which they may be entitled hereunder; provided, however, that if Lessee's failure to perform any of the obligations imposed upon it hereunder is occasioned directly or

indirectly by any past or future act, orders, regulations or requirements of the Government of the United States or of any State or other Governmental body or any agency, officer, representative or authority of any of them, Lessors shall not be entitled to terminate this agreement for Lessee's inability to perform unless such inability continues for a period of one-hundred eighty (180) days from its inception.

10. (a) All notices required hereunder shall be deemed to have been given if the same are reduced to writing and mailed by certified mail by either party hereto to the other and to the respective addresses of parties shown below:

Janalou Gatewood Longfellow
423 Atlanta Park Drive
Georgetown, Texas 78628

Suzanne Gatewood Logan
3804 Kyler Glen Road
Round Rock, Texas 78681

General Manager
Red River Authority of Texas
P.O. Box 240
Wichita Falls, Texas 76307

(b) Changes of address, if any, of either party shall be forwarded to the other by certified mail if and when such change in address occurs.

11. This contract shall be binding upon and inure to the benefit of the parties hereto and their respective heirs, successors, legal representatives and assigns.

12. This agreement is subject to any prior outstanding rights, including that to take water existing by reason of any prior grant or reservation, including any right to take water existing under the terms of any oil, gas, and/or mineral lease now in force affecting the above lands.

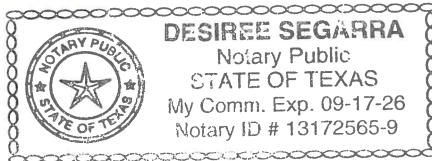
13. Lessors represent and warranty that they are the fee simple owners of the property described above.

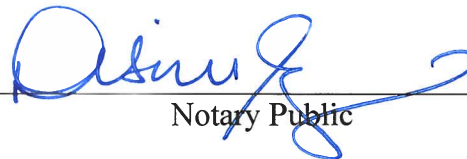
WITNESS the execution hereof the day and year first above set out.

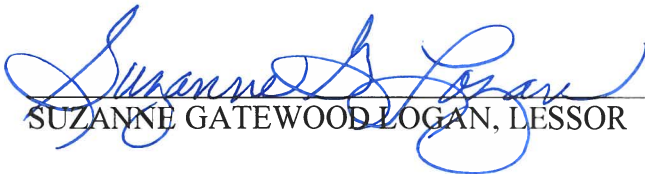

JANALOU GATEWOOD LONGFELLOW, LESSOR

BEFORE ME, the undersigned authority, on this day personally appeared Janalou Gatewood Longfellow, known to me to be the persons whose name is subscribed to the foregoing instrument, and acknowledged to me that she executed the same for the purposes and consideration therein expressed.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this the 9 day
of September, 2024.

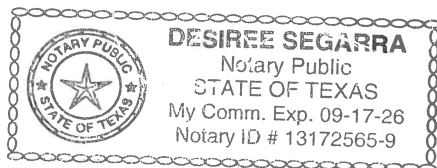


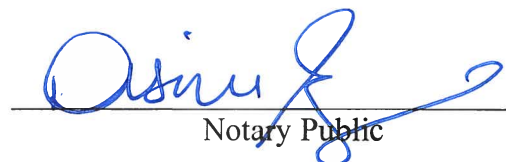

Notary Public


SUZANNE GATEWOOD LOGAN, LESSOR

BEFORE ME, the undersigned authority, on this day personally appeared Susanne Gatewood Logan, known to me to be the persons whose name is subscribed to the foregoing instrument, and acknowledged to me that she executed the same for the purposes and consideration therein expressed.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this the 9 day
of September, 2024.




Notary Public

RED RIVER AUTHORITY OF TEXAS, LESSEE

By: _____
FABIAN A. HEANEY,
GENERAL MANAGER

BEFORE ME, the undersigned authority, on this day personally appeared Fabian A. Heaney, General Manager of Red River Authority of Texas, known to me to be the persons whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purposes and consideration therein expressed.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this the _____ day
of _____, 2024.

Notary Public



RED RIVER AUTHORITY OF TEXAS
BOARD OF DIRECTORS MEETING
SEPTEMBER 18, 2024



ITEM 15

Discussion of the 2025 Strategic Plan.



**RED RIVER AUTHORITY OF TEXAS
BOARD OF DIRECTORS MEETING
SEPTEMBER 18, 2024**



ITEM 16

Other Business as the Board May Deem Appropriate.

- a. Board Committee Reports
- b. General Manager's Report
- c. Assistant General Manager's Report
- d. Executive Assistant's Report
- e. Controller's Report



RED RIVER AUTHORITY OF TEXAS

ASSISTANT GENERAL MANAGER BOARD REPORT

SEPTEMBER 18, 2024

Samnorwood Water System

We are in the procurement and planning phase of adding a continuous manganese sequestration system.

We will work to bring Lutie PS back online this calendar year to increase the total water storage in the system to meet peak demand.

Preston Shores Water System

The plant operation is being optimized. A VFD system and SCADA system have been installed. This will be put into service with the lake pumps.

This water system is currently operating on a shoreline diesel-driven water pump. Both lake pumps were removed for maintenance and troubleshooting. The pumps have been reassembled and are ready to be set into the lake. The active power wires have been removed from the lake and are located behind the Wichita Falls office for repair. One power wire and control cable will be installed in the buried conduit on 9/19-20. One pump should be returned to service before the end of October.

Until this point RRA has not had more than one operational pump at any given time for the past several years. The annual cost to remove both pumps from service, rebuild, and reinstall costs approximately \$60k-\$80K, assuming no major problems exist. This year, the total cost for restoring proper operation will exceed \$100k.

The first portion of the plan is to reduce the annual cost of a shoreline diesel pump rental from \$20k to \$30k per year to zero. This will be done by eliminating the need for the diesel pump by employing the primary and backup pump operation and PM schedule previously discussed.

The second portion of the plan is to reduce the pump removal and installation cost by eliminating our dependency on expensive barge services. These barge services cost approximately \$25k for pump, combined for installation and removal. The intent is to construct an RRA owned barge which is anticipated to have a one to two-year ROI. This barge will reduce the cost of the combined pump removal and installation to approximately \$3k per year.

The third portion of the plan is to make the main power wires and control cables maintainable by installing them into conduit. This plan will permit the wires to be

removed and reinstalled in 1-2 days, which currently takes months to complete. The power wires and control cables have historically been exposed to boat traffic and other abuse, reducing the life expectancy of the wires. In 2015, two new main power wires were installed which would cost \$55k each to replace in 2024. In 2023, one of the 2015 installed main power cables failed, and was replaced. The wire installed in 2023 is suspected to have sustained damage, possibly allowing ingress of water into the pump's sealed electrical junction housing. It is believed the 2023 installed wire will easily be diagnosed and repaired. At the current rate, a failed power cable is expected every 3-years. Preventing damaged power wires and control wires is critical to reduce downtime, future repair costs, and increased pump life.

By employing these placed to reduce the cost of the annual repair needs is expected to be reduced by \$75k to \$95k.

Lockett – 20 mile poly pipe installation project

We have begun calling in line locates and using the hydrovac to spot other utilities. 8 miles of utility spotting has been completed. Once we reach 10 miles, we will begin laying pipe.

Truscott Gilliland System Repairs

This system suffered during August due to several points of failure. The pump station pumps are new, the system's primary PRV is isolated and being repaired, a major tank leak has been repaired, and a major line leak has been repaired. Each one of these individual problems was capable of causing major outages when water usage was too high. Since the repairs were made, there have been no system outages.

AMI Water Meters

The AMI Harmony software allows RRA to send out notices to customers to warn them of potential leaks in their water system. We are working toward sending out the first leak warnings to customers. This is currently pending getting all the customer e-mails into the new system, which is part of the new billing software's implementation.

We are working to upgrade all system master meters and well meters to AMI. This will further reduce the time it takes for District Managers to perform their monthly duties. These AMI meters also have a 4-20 mA output which can be accessed by SCADA systems in the future to aid RRA in the detection of system leaks and data logging. Expect to begin seeing some of the effects of these enhancements by mid-2025.

We are working with Master Meter to install 5x prototype cellular meter transmitters. These meters can permit customers to access leak reports and usage in 15-minute increments. Additionally, these can be installed to operate with our master meters which will allow RRA to observe water usage on a more frequent basis.

Customer Awareness

We will be sending out a customer awareness letter. The letter will include information about the AMI meter system, what to expect from the AMI system, an example of a system generated message warning of customer home leaks, and the customer's responsibility for all water that goes through the meter. It will also include information about home leak detection products they

can consider for constant monitoring. This is pending, currently awaiting the cell signal meter test and e-mail uploads into the new billing system.

SCADA

A near-immediate observation I had when beginning employment with RRA was the need for instrumentation and data logging. District Managers can drive a substantial number of hours and miles investigating basic system problems. This causes a constant delay in diagnosis of system problems, which only hurts the reliability for the customer. In many systems, the customers are our RRA's only resource to know of system outages. Relying on customers to report outages causes increased overtime, increased time for system recovery after repair, and increases overtime. We have added some temporary cell-enabled sensors to some critical tanks in the system to help detect problems.

I plan for the SCADA system to permit monitoring of pressure, voltage, tank levels for water and chemicals, and data logging.

Glen Hite is in the process of implementing a system called T-Connect which allows him to alter each existing SCADA system's programming from the Wichita Falls office. Existing SCADA systems include ARE, Ringgold, McAdoo, Dumont, Preston, and Hines.

I plan to have one homemade SCADA system in operation during CY2024. In CY2025 my personal goal is to have five to ten additional homemade systems in operation.

These system upgrades are beginning to take effect. We have connected the McAdoo SCADA system to the T-Connect software and have been able to reprogram a booster pump's operation to prevent failure. Additionally, multiple new alarms have been created to warn operators of various modes of failure. These changes will allow RRA staff to reduce system downtime.

Asset Management

This work will be completed by the end of CY2024. I take pictures at various pump stations to limit future travel needs, but have not begun officially. I will begin heavily once the Preston Shores pumps are reinstalled and that system is functioning correctly.

Regulatory

All systems under enforcement that are capable of being repaired by RRA staff are complete, with the exception of Farmers Valley. Farmers Valley will be completed by early October.

Utility Division

2024 Leaks Repaired

January 64, February 19, March 35, April 13, May 8, June 23.

2023 Annual Total: 347



**RED RIVER AUTHORITY OF TEXAS
BOARD OF DIRECTORS MEETING
SEPTEMBER 18, 2024**



ITEM 17

Comments from the Directors and/or Suggestions for Future Agenda Items.



RED RIVER AUTHORITY OF TEXAS
BOARD OF DIRECTORS MEETING
SEPTEMBER 18, 2024



ITEM 18

Adjourn Meeting.
