

MINUTES OF REGULAR MEETING OF
PASEO DEL ESTE MUNICIPAL UTILITY DISTRICT NO. 2
Thursday, April 8, 2021

STATE OF TEXAS §
 §
COUNTY OF EL PASO §

The Board of Directors of Paseo del Este Municipal Utility District No. 2 (the “District”) held a regular meeting, open to the public, by video/telephone conference call only, at 1:00 p.m. MT on Thursday, April 8, 2021, and the roll was called of the directors of the Board, to-wit:

Doug Borrett	President
Anne Jorjorian-Raynal	Vice President
Clint Newsom	Secretary
Hector Esparza	Assistant Secretary
Alejandro Limon	Assistant Secretary

and all said persons were continuously present except Directors Limon and Esparza, thus constituting a quorum. Director Esparza entered the meeting during discussion of Item No. 2.

Also present were Ronald J. Freeman and Cyndi Ferris of the Law Offices of Ronald J. Freeman; Daniel Martinez of Inframark; Taylor Kolmodin and Tyler Wilson of Municipal Accounts & Consulting, L.P.; Bob West of West Davis & Company, LLP; Mike McLean of Gordon Davis Johnson & Shane P.C. and President of Paseo del Este MUD No. 5; and Nadia Ganser of TRE & Associates, LLC. Kristi Hester of Inframark entered the meeting during discussion of Item No. 2.

1. The Board first considered approval of the minutes of the Board’s March 11, 2021, meeting. Director Jorjorian-Raynal made a motion to approve the minutes. Director Newsom seconded the motion, which the Board passed unanimously.

2. As its next item of business, the Board considered the General Manager’s and Operator’s Reports. Mr. Martinez invited Board members to Inframark’s Builder Appreciation Lunch on April 27, 2021, within the Paseo del Este District. He then presented a report on the status of development in the District and other districts. No action was taken by the Board.

3. The Board then considered approving payment of bills and invoices and the financial report. Mr. Wilson presented the financial report for the District along with bills and invoices. After discussion, Director Jorjorian-Raynal made a motion to approve (i) the payment of bills and invoices as listed in the report (Check Nos. 2288-2296), except Check No. 2288 payable to Director Limon since he was absent, and (ii) Supplemental Check No. 2297 in the amount of \$1,444.99 payable to Municipal Accounts & Consulting. Director Newsom seconded the motion, which the Board passed unanimously. A copy of the Bookkeeper’s Report is attached to these minutes.

4. The Board next considered the engagement of an auditor for preparation of the annual audit. The Board reviewed West, Davis & Company LLP's understanding of the services to be provided to the District for the year ended September 30, 2021. Director Jorjorian-Raynal made a motion to approve West, Davis & Company' LLP's engagement letter and Director Esparza seconded the motion, which was unanimously approved by the Board.

5. The Board then considered general counsel services. Mr. Freeman asked the Board to consider hiring Gordon Davis Johnson & Shane, PC, an El Paso firm, to replace him as general counsel so that the District could have representation from a well-qualified, local firm to work with the District and the other PDEMUDs 2-9 on general legal matters other than bond counsel work which would remain with McCall, Parkhurst & Horton, LLP. Mr. Freeman would also remain as General Counsel to PDEMUD 1, the Master District. He stated that PDEMUD 1 is extremely busy and he would like to be able to focus more attention on representing the Master District on its general legal matters. Mr. Freeman recommended the El Paso firm of Gordon Davis Johnson & Shane, PC to be General Counsel for the District and the other PDEMUDs 2-9. He then introduced Mike McLean of that firm. Mr. McLean summarized his and his law firm's experience and areas of practice and his involvement with the Paseo del Este development as President of PDEMUD 5 for many years. Mr. McLean indicated he would be retiring as President of PDEMUD 5 if his firm is retained by PDEMUDs 2-9. At the request of Mr. Freeman, no action was taken by the Board. Mr. McLean left the meeting after discussion of this item.

6. No Developer's Report was presented.

7. As its next item of business, the Board considered the Engineer's Report. Ms. Ganser presented the following item for consideration:

- Garden Park at Mission Ridge Unit Two**
Water, Wastewater and Drainage Improvements
TRE Job No.: 1502-11765-35
- Pay Estimate No. 1 - \$343,767.96

Upon a motion by Director Jorjorian-Raynal and a second by Director Newsom, the foregoing item was unanimously approved by the Board.

8. As its final act of business, the Board received a report from Paseo del Este MUD No. 1 regarding Master District activities. Mr. Freeman and Ms. Kolmodin summarized the following activities:

- a. The Master District is considering adjusting its retail rates to account for an unprecedented 23.9% wholesale rate increase received from the PSB that went into effect April 1;
- b. The Master District is not in a position to absorb the increased costs from the PSB and will need to raise its rates for retail services, the only source of revenue it has for the remainder of the year;

- c. A team of PDEMUD 1 consultants met with the General Manager of the PSB regarding the methodology used to determine the rate increase; and
- d. Meanwhile, normal protocol for retail disconnections in the PDEMUDs resumed April 1, 2021.

Mr. Freeman invited Board members to a special meeting of the Paseo del Este Mud No. 1 Board on **Tuesday, April 13, 2021, at 11:30 a.m. CT.** where the Board will again discuss the District's retail rate changes and the PSB wholesale rate increase driving the District's possible retail rate increase.

- 9. No public comments were received.

There being no further business, the meeting was adjourned.

Approved May 13, 2021.

(SEAL)

Assist. [^] Helen M. Lepage
Secretary, Board of Directors