

ROCK PRAIRIE MANAGEMENT DISTRICT NO. 2

MINUTES OF ORGANIZATIONAL MEETING OF BOARD OF DIRECTORS

July 30, 2015

The Board of Directors (the "Board") of Rock Prairie Management District No. 2 (the "District") met in special session, open to the public on July 30, 2015, at 4200 Rock Prairie Road, College Station, Brazos County, Texas 77845 in accordance with the duly posted notice of meeting, and the roll was called of the duly constituted members of said Board of Directors, as follows:

Uri Geva
Hays Glover
Kamal Ariss
Jeffrey W. Brown
Randall G. Rother

and all of said persons were present, thus constituting a quorum.

Also present were James Murr of College Station Town Center, L.P. ("CSTC"); and Howard Cohen and Christina Cole of Schwartz, Page & Harding, L.L.P. ("SPH"). Uri Geva was selected as temporary chairman of the meeting and declared same open for such business as might properly come before the Board.

APPROVAL OF BONDS, STATEMENTS OF APPOINTED OFFICER, AFFIDAVITS OF CURRENT DIRECTOR AND OATHS OF OFFICE

Mr. Cohen advised the Board that at the July 9, 2015, City Council meeting of the City of College Station, Texas (the "City"), the City appointed Uri Geva, Hays Glover, Kamal Ariss, Jeffrey W. Brown and Randall G. Rother as directors of the District.

In connection with the foregoing, the Board considered the acceptance of Statements of Appointed Officer, Bonds and Oaths of Office of Uri Geva, Hays Glover, Kamal Ariss, Jeffrey W. Brown and Randall G. Rother. Each Director in attendance at the meeting executed his Statement of Appointed Officer, took his Oath of Office and presented his Official Bond to the Board, and the Board found said Bonds to be in proper form and amount and executed by a qualified surety company. After discussion, it was moved by Director Geva, seconded by Director Glover and unanimously carried that the Board approve said Bonds, accept said Oaths and Statements of Appointed Officer and declare Uri Geva, Hays Glover, Kamal Ariss, Jeffrey W. Brown and Randall G. Rother to be duly appointed and qualified Directors of the District.

ELECTION NOT TO DISCLOSE CERTAIN INFORMATION

Mr. Cohen advised the Board that each Director may elect to instruct the District to withhold public access to information in the custody of the District relating to his home address,

home telephone number, social security number, emergency contact information, and information indicative of whether he has family members pursuant to Section 552.024 of the Texas Government Code. He noted that such election must be made not later than the fourteenth day after the Director's appointment or election. After discussion, each Director elected not to disclose such information pursuant to §552.024 of the Texas Government Code.

ORGANIZATION OF BOARD OF DIRECTORS AND ELECTION OF OFFICERS

The temporary chairman stated that the next business to come before the meeting was the organization of the Board of Directors by selecting a President, Vice President, Assistant Vice President, Secretary and Assistant Secretary, as provided by law.

The temporary chairman called for nominations for President. Director Geva was nominated for that office, and there being no further nominations for President, the nominations were closed. The temporary chairman called for a vote, and upon motion made by Director Rother, seconded by Director Geva and unanimously carried, Director Geva was elected President of the Board of Directors of the District.

The President called for nominations for Vice President, whereupon Director Glover was nominated for that office. There being no further nominations for Vice President, the nominations were closed. The President called for a vote, and upon motion duly made by Director Rother, seconded by Director Geva and unanimously carried, Director Glover was elected Vice President of the Board of Directors of the District.

The President called for nominations for Assistant Vice President, whereupon Director Ariss was nominated for that office. There being no further nominations for Assistant Vice President, the nominations were closed. The President called for a vote, and upon motion duly made by Director Rother, seconded by Director Geva and unanimously carried, Director Ariss was elected Assistant Vice President.

The President called for nominations for Secretary, who also serves as Treasurer and Records Management Officer for the District, whereupon Director Brown was nominated for that office. There being no further nominations for Secretary, the nominations were closed. The President called for a vote, and upon motion duly made by Director Rother, seconded by Director Geva and unanimously carried, Director Brown was elected Secretary and authorized to sign the minutes of this meeting.

The President called for nominations for Assistant Secretary, whereupon Director Rother was nominated for that office. There being no further nominations for Assistant Secretary, the nominations were closed. The President called for a vote, and upon motion duly made by Director Rother, seconded by Director Geva and unanimously carried, Director Rother was elected Assistant Secretary.

GOVERNMENTAL TRAINING REQUIREMENTS

Mr. Cohen discussed with the Board the training requirements for public officials in Texas. He advised that public officials, including directors of a municipal management district, must complete separate training courses regarding the Texas Open Meetings Act ("OMA") and the Texas Public Information Act ("PIA"). Mr. Cohen presented each of the Directors in attendance with a Memorandum prepared by SPH which summarizes the training requirements. He advised that the deadline for public officials to complete their training is the 90th day after they either take their oath of office or otherwise assume their responsibilities as a public official. Mr. Cohen noted that the Texas Attorney General has prepared a DVD which satisfies the training requirements for both the OMA and PIA, and a copy of the DVD was provided to each of the Directors in attendance. Mr. Cohen further noted that it is the responsibility of each Director to ensure that they complete their training by the deadline.

CONFLICTS DISCLOSURE STATEMENT REPORTING REQUIREMENTS

Mr. Cohen next discussed with the Board the conflicts disclosure statement reporting requirements for officers of certain local governmental entities, including municipal management district directors, pursuant to Chapter 176 of the Local Government Code. Mr. Cohen presented each Director with a Memorandum prepared by SPH which summarizes the conflicts disclosure requirements.

ADOPTION OF DISTRICT'S OFFICIAL SEAL

There was next presented to the Board a proposed seal for the District and an impression thereof, same being circular in shape with the name of the District around a five-pointed star. It was moved by Director Brown, seconded by Director Rother and unanimously carried that said seal be adopted, that said impression thereof be attached to and made a part of these minutes, and that the Secretary be authorized to affix said seal to all instruments of the District requiring a seal. An impression of the District's seal is attached hereto as **Exhibit A**.

ESTABLISHMENT OF OFFICE AND REGULAR MEETING PLACE OUTSIDE THE BOUNDARIES OF THE DISTRICT

The Board considered the establishment of an office and regular meeting place of the Board of Directors outside the boundaries of the District. The Directors agreed that 1300 Post Oak Boulevard, Suite 1400, Houston, Harris County, Texas 77056 would be an appropriate location to establish as an office for the District and 809 University Drive East, Suite 101A, College Station, Brazos County, Texas 77840 would be a convenient location to establish a regular meeting place to conduct business not required to be transacted within the District. After consideration of the matter, it was moved by Director Brown, seconded by Director Ariss and unanimously carried, that 1300 Post Oak Boulevard, Suite 1400, Houston, Harris County, Texas 77056 be established as an office outside the boundaries of the District. It was also moved by Director Rother, seconded by Director Arris and unanimously carried, that (i) 809 University Drive East, Suite 101A, College Station, Brazos County, Texas 77840 be established as a regular meeting place outside the Boundaries of the District, and (ii) the Order attached hereto as

Exhibit B in connection therewith be adopted by the Board. The Secretary was directed to execute and attorney to publish notice of designation of such office and meeting place outside the boundaries of the District and to file true copies of the Board's order establishing said office and meeting place with the Texas Commission on Environmental Quality ("TCEQ").

DESIGNATION OF LOCATION FOR POSTING NOTICES OF MEETINGS

The Board next considered the designation of a location in the District for posting notices of its meetings. In that regard, Mr. Cohen advised that if the District does not have a meeting place within the District or regularly meets outside the District, the District shall post notices of meetings within the District at a designated location and that such location must be designated by Resolution of the Board. After discussion of the matter, Director Geva moved that (i) the Resolution Designating Location in District for Posting Notices of Meetings at 4200 Rock Prairie Road, College Station, Brazos County, Texas 77845, attached hereto as **Exhibit C**, be approved, and (ii) the President be authorized to execute the Resolution and the Secretary to attest same on behalf of the Board and the District. Said motion was seconded by Director Glover and carried by unanimous vote.

RATIFY ACTIONS AND PAYMENTS

It was called to the attention of the Board that various out-of-pocket expenses had been incurred and actions had been taken for and on behalf of the District in connection with its creation and organization. The Board deferred consideration of such out-of-pocket expenses and actions taken for and on behalf of the District until its next meeting.

ENGAGEMENT OF ATTORNEY

There was presented and fully considered a proposed Agreement for Legal Services ("SPH Agreement") dated July 30, 2015, between the District and SPH, attorneys-at-law, for the performance of legal services for the District, including those necessary to obtain the approvals of the District's bonds by the TCEQ and by the Attorney General of Texas and their registration by the Comptroller. Mr. Cohen reviewed the provisions of the SPH Agreement with the Board. After consideration of said agreement, it was moved by Director Geva, seconded by Director Ariss and unanimously carried, that the SPH Agreement be entered into by the District and that the President and other present directors be authorized to execute said SPH Agreement in duplicate originals on behalf of the Board and the District.

Mr. Cohen further advised that, in addition to the legal services as bond counsel, and if requested by the Board, SPH would assist in calling meetings of the Board of Directors and in the preparation of minutes of the meetings and orders and resolutions for adoption by the Board, and would maintain certain files and records for the District. Mr. Cohen stated that SPH would represent the District, when authorized by the Board, in contract negotiation and preparation, application for permits, and other legal services which the District may require from time to time (including any such services heretofore performed by SPH with the authorization of the Board). Mr. Cohen advised that these additional fees would be determined by the amount of time consumed in providing the service, the level of experience and ability of the attorney performing

the service, and the difficulty and complexity of the task involved. He stated that the District would be invoiced for such work on an hourly basis at rates consistent with the experience of the lawyer rendering the services and the rates charged similar districts for similar services. Mr. Cohen further stated that any services performed by non-lawyer legal assistants would be billed at an hourly rate consistent with the rates charged similar districts for similar services. In addition, Mr. Cohen stated that the District would be responsible for the reimbursement of actual out-of-pocket expenses, such as printing and reproduction of documents, secretarial overtime, travel, telephone, telegraph, telex, and similar expenses, and all items paid for by SPH on behalf of the District. He stated that all of such expenses would be reasonable and subject to the approval of the Board. After discussion concerning the above mentioned legal services and related fees and charges, as outlined above, Director Geva moved that SPH be retained by the District to perform said services on behalf of the Board and District and that the fees and charges as outlined above be approved and accepted by the Board and District. Director Ariss seconded said motion which carried unanimously.

ENGAGEMENT OF ENGINEER AND BOOKKEEPER

The Board deferred consideration of the engagement of an engineer and bookkeeper for the District.

DESIGNATION OF DEPOSITORY BANK

The Board deferred consideration of the selection of a depository bank for the District.

AUTHORIZE PURCHASE AND INSTALLATION OF DISTRICT NAME SIGNS

Mr. Cohen next advised the Board that the District is required by law to install District name signs at two principal entrances to the District. It was moved by Director Rother, seconded by Director Geva, and unanimously carried that the Board authorize the purchase and installation of such signs at two principal entrances to the District.

NOTICES OF PUBLIC MEETINGS

Mr. Cohen next informed the Board that all meetings of the Board must be open to the public and that notice of such meetings, including a description of the matters to be considered by the Board, must be posted at the Brazos County Courthouse and at a place within the District 72 hours in advance of the meeting time, unless an emergency does not permit such notice to be given and, as required by the City, at City Hall and on the City's website. Mr. Cohen stated that, with the Board's authorization, SPH would attend to the posting of such notice. After discussion on the matter, Director Geva moved that the Board authorize its attorneys to prepare and arrange for posting of notices of the Board's meetings in compliance with applicable law and to authorize any attorney of such firm to sign notices of meetings of the Board, which notices shall have the same effect as notices given by any officer of the Board. Director Ariss seconded said motion, which carried unanimously.

ACCEPTANCE OF INSURANCE PROPOSALS

The Board next considered the District's insurance coverages. In that regard, Mr. Cohen distributed to the Board insurance proposals submitted by SIG/McDonald & Wessendorff Insurance ("SIG/McDonald") for general liability, directors and officers liability and a directors' position schedule bond. After discussion of the matter, Director Geva moved that the proposals of SIG/McDonald be accepted by the Board. Director Ariss seconded said motion, which carried unanimously.

ADOPTION OF RESOLUTION PROVIDING FOR INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Board considered the adoption of a Resolution Providing for Indemnification of Directors and Officers. Mr. Cohen presented to and reviewed with the Board the Resolution which provides that, in consideration and in partial compensation for the public benefits which are to be derived from the services rendered or to be rendered by the directors and officers, the District shall, to the greatest extent permitted by the laws of the State of Texas, but subject to certain limitations, provide financial reimbursement for, and indemnification against, all costs, losses and expenses which may be incurred by such directors and officers in connection with their service to the District. After discussion, on motion made by Director Geva and seconded by Director Rother, the Board voted unanimously to adopt the Resolution Providing for Indemnification of Directors and Officers attached hereto as **Exhibit D**.

DIRECTOR FEES OF OFFICE

The Board next considered payment of necessary expenses incurred in carrying out the duties and responsibilities as Directors of the District. Mr. Cohen advised the Board that pursuant to the provisions of Chapter 375, Local Government Code, the District will reimburse qualified out-of-pocket expenses. After discussion on the matter, Director Geva moved that the Resolution Authorizing Reimbursement of Necessary Expenses attached hereto as **Exhibit E** be adopted. Director Rother seconded said motion, which carried by unanimous vote.

DEVELOPER'S REPORT

The Board next considered the developer's report. Mr. Murr advised the Board that he had no additional updates to report at this time.

EXCLUSION

The Board next considered the exclusion of land from the boundaries of the District. Mr. Cohen presented to the Board a metes & bounds description of approximately 1,013.18 acres of land to be excluded from the boundaries of the District. Mr. Cohen advised the Board that, as required by the City, CSTC had provided notice to landowners within the boundaries of the District, informing said landowners of the creation of the District and CSTC's intent to activate the District, and allowing said landowners to exclude its respective property from the boundaries of the District. Mr. Cohen further advised the Board that, based on information provided by

CSTC, the 1,013.18 acres of land proposed for exclusion represents the land owned by landowners who did not elect to have their respective property within the boundaries of the District. In connection therewith, Mr. Cohen presented to the Board an Order Calling Exclusion Hearing, attached hereto as **Exhibit F**. After discussion, Director Glover moved that (i) an exclusion hearing be called for Tuesday, August 18, 2015, at 3:00 p.m., (ii) the Order Calling Exclusion Hearing be approved and adopted, and (iii) SPH be authorized to publish a Notice of Hearing with *The Eagle* newspaper. Director Ariss seconded said motion, which unanimously carried.

PAY BILLS

Mr. Cohen advised the Board that additional out-of-pocket expenses have been forward to Mr. Murr for payment, which will be included in the detailed payment ledger to be presented to the Board next month.

FUTURE AGENDA ITEMS

The Board considered items for placement on future agendas. In connection therewith, Mr. Cohen advised the Board that the Board will need to consider a Bond Authorization Report relative to the proposed Bond and Maintenance Tax Election at the August 18, 2015, Board meeting.

ADJOURNMENT

There being no further business to come before the Board, on motion made by Director Brown, seconded by Director Ariss, and unanimously carried, the meeting was adjourned.



385653.1



Secretary

LIST OF ATTACHMENTS

- Exhibit A Impression of District's Official Seal
- Exhibit B Order Establishing Office and Regular Meeting Place Outside the Boundaries of
the District
- Exhibit C Resolution Designating Location in District for Posting Notices of Meetings
- Exhibit D Resolution Providing for Indemnification of Directors and Officers
- Exhibit E Resolution Authorizing Reimbursement of Necessary Expenses
- Exhibit F Order Calling Exclusion Hearing

EXHIBIT A



EXHIBIT B

ROCK PRAIRIE MANAGEMENT DISTRICT NO. 2

ORDER ESTABLISHING OFFICE AND MEETING PLACE
OF BOARD OF DIRECTORS OUTSIDE THE DISTRICT

The Board of Directors of the captioned District met at a meeting of said Board held on July 30, 2015, in accordance with the duly posted notice of meeting, and the roll was called of the duly constituted officers and members of said Board as follows:

Uri Geva, President
Hays Glover, Vice-President
Kamall Ariss, Assistant Vice-President
Jeffrey W. Brown, Secretary
Randall G. Rother, Assistant Secretary

and all of said persons were present, thus constituting a quorum when the following business was transacted.

It was moved by Director Rother, seconded by Director Ariss and unanimously carried that there be established the regular meeting place for the Board of Directors of Rock Prairie Management District No. 2 at 809 University Drive East, Suite 101A, College Station, Texas 77840, which is located outside the boundaries of said District.

It was also moved by Director Rother, seconded by Director Ariss and unanimously carried that the office of Rock Prairie Management District No. 2 be located at 1300 Post Oak Boulevard, Suite 1400, Houston, Texas 77056, which is located outside the boundaries of said District.

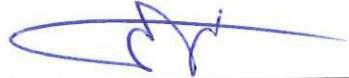
The mailing address of the District shall be c/o Schwartz, Page & Harding, L.L.P., 1300 Post Oak Boulevard, Suite 1400, Houston, Texas 77056.

The aforesaid office and meeting place of the Board of Directors are each hereby declared to be a public place, and all residents and taxpayers of the District, and all other members of the public, are hereby invited to attend all meetings of the Board.

Notice of the establishment of said office and meeting place outside the District shall be given as provided by law.

The President is authorized to execute and the Secretary to attest this Order on behalf of the Board and District.

Passed, ordered and adopted, this 30th day of July, 2015.



President
Board of Directors

ATTEST:



Secretary
Board of Directors



ROCK PRAIRIE MANAGEMENT DISTRICT NO. 2

NOTICE OF DESIGNATION OF OFFICE AND MEETING
PLACE OF BOARD OF DIRECTORS OUTSIDE THE DISTRICT

TO THE RESIDENTS AND TAXPAYERS OF ROCK PRAIRIE MANAGEMENT DISTRICT NO. 2 AND TO ALL OTHER INTERESTED PERSONS:

Notice is hereby given that the Board of Directors of Rock Prairie Management District No. 2 (hereinafter called "District"), at a meeting of said Board held on July 30, 2015, established a regular meeting place of said Board outside the boundaries of the District at 809 University Drive East, Suite 101A, College Station, Texas 77840 and an office of the District outside the boundaries of the District at 1300 Post Oak Boulevard, Suite 1400, Houston, Texas 77056.

All residents and taxpayers of the District and all other interested persons are invited to attend all meetings of the Board of Directors, including those at said location.

The mailing address for correspondence directed to the District is 1300 Post Oak Boulevard, Suite 1400, Houston, Texas 77056.





Secretary
Board of Directors

EXHIBIT C

ROCK PRAIRIE MANAGEMENT DISTRICT NO. 2
RESOLUTION DESIGNATING LOCATION IN DISTRICT FOR
POSTING NOTICES OF MEETINGS

WHEREAS, in accordance with the provisions of V.T.C.A., Water Code § 49.063 and Chapter 551, Texas Government Code, the Board of Directors of Rock Prairie Management District No. 2 (the "District") has been required to post notices of meetings of the Board of Directors within the District, at the administrative office of the District, and at the Brazos County courthouse; and

WHEREAS, pursuant to the terms of V.T.C.A., Water Code § 49.063, as amended, notices of meetings of the Board of Directors shall be given as set forth in the open meeting law, Chapter 551, Texas Government Code, except that if the District does not have a meeting place within the District, the District shall post notices of its meetings at a public place within the District specified by the Board of Directors in a written resolution, and said public place is to be a bulletin board or other place within the District which is reasonably available to the public; and

WHEREAS, the District does not have a meeting place within the District; and

WHEREAS, the Board of Directors of the District now desires to adopt this Resolution designating a location in the District for posting notices of its meetings;

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of Rock Prairie Management District No. 2 that notices of meetings of the Board of Directors of the District shall be posted at 4200 Rock Prairie Road, College Station, Texas 77845 within the District, which location is reasonably available to the public; and

BE IT FURTHER RESOLVED that such notices shall be posted at said location for meetings held after the date of this Resolution until such time as this Resolution is amended or revoked by action of the Board of Directors or by operation of law.

PASSED AND ADOPTED ON THIS 30th day of July, 2015.

ROCK PRAIRIE MANAGEMENT
DISTRICT NO. 2

By: 
Secretary
Board of Directors

By: 
President
Board of Directors



EXHIBIT D

RESOLUTION PROVIDING
FOR INDEMNIFICATION OF DIRECTORS AND OFFICERS

WHEREAS, the Board of Directors of Rock Prairie Management District No. 2 (the "District") has found and determined and hereby declares that, except in those instances specifically described hereinafter, it is in the best interests of the District and the public:

- i. to encourage, facilitate and promote public participation in the activities of and membership on the Board of Directors;
- ii. to promote full and complete discussion, exchanges of information and ideas and investigations of facts and data, without reservations due to potential claims or litigation which may result therefrom; and, therefore,
- iii. to protect the past, present and future officers and members of the Board of Directors and the principal administrative officers of the District from potential losses or expenses attributable to legal or administrative proceedings which may be filed or threatened against one or more members of the Board of Directors of the District, or the officers of the Board of Directors of the District, or the principal administrative officers of the District, who are, have been, or will be serving in good faith within the course and scope of their official duties;

THEREFORE BE IT RESOLVED BY THE BOARD OF DIRECTORS OF ROCK PRAIRIE MANAGEMENT DISTRICT NO. 2 THAT:

1. For purposes of this Resolution, the term "director" or "officer" shall mean, include and apply to all past, present and future acts and/or conduct of all past, present and future members of the Board of Directors of the District or officers of the Board of Directors of the District.

2. Based upon the foregoing, and in consideration and in partial compensation for the public benefits which have been, are being and will be derived from the services rendered or to be rendered by such directors and officers, the District shall, to the greatest extent permitted by the laws of the State of Texas, but subject to the limitations set forth below, provide financial reimbursement for, and indemnification against, all costs, losses and expenses which may be incurred by such directors and officers as follows:

- i. Promptly after receiving written notice from a director or officer of pending or threatened legal or administrative proceedings, the applicability of this Resolution and a request for the provision of legal defenses, reimbursement and/or indemnification hereunder, the District shall select, employ and compensate legal counsel to defend such directors and officers against whom a lawsuit or similar civil or administrative

proceeding has been brought or threatened and which arises or is alleged to have arisen directly or indirectly out of an act or conduct committed in the course and scope of the discharge of the duties of such directors or officers, whether or not such claims or proceedings are brought or threatened against such director or officer personally or in his or her capacity as such director or officer; provided however, that in instances of proceedings brought or threatened against a director or officer personally, such notice and request must be furnished to the District promptly, and in no event more than thirty (30) days, after notice of same is obtained by the director or officer.

- ii. To the greatest extent now or hereafter permitted under the laws of the State of Texas, directors and officers shall also be reimbursed for and indemnified and held harmless by the District from and against any final monetary award, judgment or decision rendered against such director or officer, either personally or in his or her capacity as a director or officer, in or resulting from any proceeding of which the District had timely notice and opportunity to provide a legal defense, as hereinabove set forth, or any settlement award, agreement, judgment or decision concluded with the consent and approval of the District, so long as the act or conduct giving rise to such judgment was committed in the good faith discharge of the duties of such director or officer of the District.

3. Notwithstanding the foregoing provisions, this Resolution shall not apply with respect to any proceeding involving a claim or cause of action asserted by the District against any such director or officer, or by any such officer or director against the District, or in any other instance where, by unanimous vote of the unaffected members of the then current Board of Directors, it is found and determined, in good faith, that:

- i. The acts or conduct of such director or officer complained of was wholly outside of or beyond the scope of the authority or legal power of such director or officer; or
- ii. The provision of such defense, reimbursement and/or indemnification cannot be said to be in the best interests of the District, directly or indirectly, and the public interest is clearly not at stake;

provided, however, that in the event that the number of unaffected members of the Board of Directors shall, at the time of any such determination, be less than three (3), then such determination shall be referred to and made by independent legal counsel selected by a majority vote of all of the members of the Board of Directors and employed and compensated by and in the name of the District.

4. Notwithstanding any other part or provision herein to the contrary, the terms and provisions hereof shall not apply in any instance or circumstance where:

- i. one or more policies of liability insurance, having a combined single limit of not less than \$500,000 per occurrence, provides coverage against the acts or conduct forming the basis of such complaint; and
- ii. the carrier or carriers of such policies have timely assumed the defense of such proceedings and affirmed such insurance coverage;

or in any instance or circumstance where:

- iii. the terms, provisions, effectiveness or existence of this Resolution would have the legal effect of canceling, subordinating, limiting or preventing coverage otherwise provided by one or more policies of liability insurance.

In the circumstances described in this paragraph, directors and officers shall not be provided legal defenses, reimbursement or indemnification hereunder, including awards, judgments, costs or expenses in excess of policy limits, and shall look solely to such policy or policies of insurance for same; provided, however, that nothing herein shall limit or restrict the right of each director and officer to personal legal representation of his or her own choosing at his or her own expense.

5. This Resolution shall be for the sole and exclusive benefit of the District and the directors and officers thereof and shall not be deemed or construed to have the effect of creating in or conferring upon any person, insurer or other entity, other than the District and/or a director or officer any right, claim, cause of action, duty, privilege or other benefit or obligation.

6. This Resolution shall be and remain in full force and effect from and after its effective date and shall be deemed to be made and adopted in consideration of and in partial compensation for the services rendered by directors and officers of the District. Accordingly, any repeal, revocation, rescission, amendment, alteration or revision of this Resolution, in whole or in part, which adversely affects the rights, privileges or immunities afforded hereby to a director or officer shall operate prospectively only and shall not have the effect of impairing or limiting any such rights, privileges or immunities previously accrued or to accrue hereunder.

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PASSED AND ADOPTED this the 30th day of July, 2015.

ATTEST:

By: *Brown*
Secretary,
Board of Directors

By: *[Signature]*
President,
Board of Directors



384771.1

EXHIBIT E

ROCK PRAIRIE MANAGEMENT DISTRICT NO. 2

RESOLUTION AUTHORIZING REIMBURSEMENT FOR NECESSARY EXPENSES

WHEREAS, in accordance with the provisions of Section 375.070, Texas Local Government Code, as amended (the "Act"), Directors of Rock Prairie Management District No. 2 (the "District") are entitled to receive reimbursement for necessary expenses incurred in carrying out the duties and responsibilities of a Director; and

WHEREAS, the Board of Directors of the District now desires to adopt this Resolution authorizing payment of the expenses as authorized under the Act;

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of Rock Prairie Management District No. 2 that Directors of the District shall receive reimbursement for necessary expenses incurred in carrying out the duties and responsibilities of a Director of the District; and

BE IT FURTHER RESOLVED that such expenses shall be paid for services performed on and after the date of this Resolution until such time as this Resolution is amended or revoked by action of the Board of Directors or by operation of law.

PASSED AND ADOPTED ON THIS 30th day of July, 2015.

ROCK PRAIRIE MANAGEMENT DISTRICT
NO. 2

ATTEST:

By: 
Secretary
Board of Directors

By: 
President
Board of Directors



EXHIBIT F

ROCK PRAIRIE MANAGEMENT DISTRICT NO. 2

Order Calling Exclusion Hearing

The Board of Directors of Rock Prairie Management District No. 2 held a meeting on July 30, 2015, in accordance with the duly posted notice of meeting, and the roll was called of the duly constituted officers and members of said Board, as follows:

Uri Geva, President
Hays Glover, Vice-President
Kamal Ariss, Assistant Vice-President
Jeffrey W. Brown, Secretary
Randall Rother, Assistant Secretary

and all of said persons were present, thus constituting a quorum, when the following business was transacted:

Director Glover introduced the Order set out below and moved its adoption, which motion was seconded by Director Ariss and unanimously carried, with Directors Geva, Glover, Ariss, Brown and Rother voting "aye", and no one voting "no". The Order thus adopted is as follows:

WHEREAS, the Board of Directors (the "Board") of Rock Prairie Management District No. 2 (the "District"), has heretofore met and duly organized and has determined to consider the exclusion of certain lands from the District; and

WHEREAS, the Board has not heretofore ordered an election for the authorization of bonds payable in whole or in part from taxes; and

WHEREAS, the Board deems it proper and advisable to call and hold a hearing at the earliest lawful time on the question of the exclusion from the District of the lands or other properties described by metes and bounds in Exhibit "A" attached hereto and made a part hereof for all purposes; Now, Therefore,

BE IT ORDERED BY THE BOARD OF DIRECTORS OF ROCK PRAIRIE
MANAGEMENT DISTRICT NO. 2 THAT:

Section 1: A hearing shall be held before the Board on the 18th day of August, 2015, at 3:00 p.m., at the District's designated meeting place at 809 University Drive East, Suite 101A, College Station, Texas 77840, on the question of the exclusion of lands from the District, including the lands described in Exhibit "A" hereto, and to receive and consider petitions for the exclusion of any other lands or properties from the District. All interested property owners shall have the right to present petitions for the exclusion of lands or other properties from the District and to offer evidence in support thereof, or to contest any exclusion, including the proposed exclusion, and to offer evidence in support of such contest. All petitions for the exclusion of land must accurately describe by metes and bounds or lot and block number the land to be excluded, and all petitions for the exclusion of other property shall describe such property for identification. All such petitions shall be filed with the Secretary of the Board of Directors of the District at least seven (7) days before the hearing described above and shall state clearly the particular grounds on which the exclusion is sought. Only the stated grounds shall be considered.

Section 2: The Secretary of the Board is hereby authorized and directed to cause notice of such hearing to be published in accordance with law and to do any and all things necessary and proper in connection therewith.

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In Witness Whereof, the President and Secretary of the District have executed and attested, respectively, this Order on July 30, 2015.

ROCK PRAIRIE MANAGEMENT
DISTRICT NO. 2

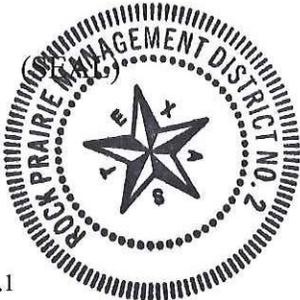
ATTEST:



Secretary
Board of Directors

By: 

President
Board of Directors



383946.1

EXHIBIT "A"

Joe Orr, Inc.

A BASELINE CORPORATION CO.
Post Office Box 11979
College Station, TX 77842-1979
(979) 693-2777
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Municipal Management District Two
Non-Participating Tracts – 1031.18 acres
College Station, Texas
July 2015

All that certain tract or parcel of land lying and being situated in the Thomas Caruthers league (abstract no. 9) and Robert Stevenson league (abstract no. 54) in College Station, Brazos County, Texas, generally being the undeveloped area between State Highway no. 6 and Rock Prairie Road East, from Medical Avenue to William D. Fitch Parkway, including the adjoining right-of-way of Rock Prairie Road East, save and except several subdivisions and privately-owned tracts, and the boundary being more particularly described as follows:

Beginning at the southeast corner of Lot 1, Rock Prairie Baptist Church subdivision (vol. 7312, pg. 207), from where City of College Station GPS control monument no. 9 bears S 88° 50' 15" E – 2550.7 feet.

Thence N 20° 22' 54" W – 600.82 feet along the common boundary of the said Lot 1 and the Goen 13.95 acre tract (vol. 10424, pg. 40) to its intersection with the proposed south right-of-way line of Rock Prairie Road East (115 ft. width);

Thence along the said south right-of-way lines of Rock Prairie Road East (57.5 feet south of the surveyed centerline) as follows:

N 82° 02' 02" W – 609.40 feet and N 84° 23' 02" W – 543.10 feet,
to a right-of-way offset corner;

Thence S 0° 42' 23" E – 1.51 feet to another right-of-way offset corner in the south right-of-way line of Rock Prairie Road East (118 ft. width);

Thence along the said south right-of-way lines of Rock Prairie Road East (59.0 feet south of the surveyed centerline) as follows:

N 84° 23' 02" W – 70.75 feet, N 85° 02' 05" W – 1226.41 feet and N 86° 27' 34" W – 1756.74 feet to the east line of Block 7 of the Scott & White Healthcare Subdivision (vol. 10179, pg. 50),

Thence N 2° 42' 34" W – 118.71 feet along an extension of the said east boundary line of Block 7, to a point in the north right-of-way line of Rock Prairie Road East;

Thence along the north right-of-way lines of Rock Prairie Road East (59.0 feet north of the surveyed centerline) as follows:

S 86° 27' 34" E – 1771.13 feet, S 85° 02' 05" E – 1228.54 feet and S 84° 23' 02" E – 10.29 feet to a right-of-way offset point in the common line of the Dale and Reba Conrad 26.25 acre tract (vol. 460, pg. 505) and the Flying Ace Ranch, Ltd. 26.245 acre tract (vol. 3767, pg. 237);

Thence S 24° 22' 52" W – 1.58 feet along said common tract line to another offset point in the north right-of-way line of Rock Prairie Road East;

Thence along the north right-of-way lines of Rock Prairie Road East (57.5 feet north of the surveyed centerline) as follows:

S 84° 23' 02" E – 606.93 feet, S 82° 02' 02" E – 1453.40 feet, S 77° 01' 02" E – 1052.59 feet, S 76° 28' 02" E – 2876.58 feet, S 69° 53' 32" E – 2812.30 feet to the beginning of a tangent curve to the right with a radius of 1057.50 feet, along said curve through a central angle of 11° 43' 34" to a point in the old northeast prescriptive right-of-way fenceline, and S 69° 17' 50" E – 269.35 feet along said fenceline to the southeast line of the Hartzell Elkins 35.37 acre tract (vol. 1920, pg. 323) and northwest line of William D. Fitch Parkway;

Thence across Rock Prairie Road East as follows:

S 42° 32' 30" W – 32.00 feet to the south corner of said Elkins tract, called to be in the centerline of the road, S 19° 52' 04" W – 36.01 feet to the east corner of the CSISD Transportation Center Subdivision (vol. 11471, pg. 279) at the old right-of-way fence corner post, and S 41° 51' 48" W – 170.08 feet along the southeast line of said CSISD subdivision and northwest line of Fitch Parkway to its intersection with the south right-of-way chamfer of Rock Prairie Road East, being a corner of Lot 1, Block 1 of said CSISD subdivision;

Thence along the south right-of-way lines of Rock Prairie Road East, also being the north lines of said Lot 1, as follows:

N 5° 38' 11" W – 67.56 feet, N 53° 08' 10" W – 112.88 feet to the beginning of a tangent curve to the left with a radius of 942.50 feet, along said curve through a central angle of 16° 45' 22" to the point of tangency, and N 69° 53' 32" W – 551.37 feet to the most northerly corner of said Lot 1, in the southeast line of the Brazos Valley Solid Waste Management Agency, Inc. 76.00 acre Tract II (vol. 9857, pg. 186);

Thence S 41° 51' 48" W – 1842.68 feet, along the common tract line of said Lot 1 and said Tract II, to a corner in a northeast line of the B.V.S.W.M.A. 179.99 acre Tract I;

Thence S 48° 05' 47" E – 941.57 feet, along the common line of said Tract I and the CSISD subdivision to a corner in the northwest right-of-way of William D. Fitch Parkway;

Thence S 41° 51' 48" W – 1425.30 feet, along said northwest right-of-way line, to the south corner of the said B.V.S.W.M.A. Tract I;

Thence S 41° 51' 48" W – 1066.80 feet, continuing along said northwest right-of-way line of William D. Fitch Parkway, to the east common corner of the City of College Station 140.29 acre Tract One (vol. 3900, pg. 188) and Spring Meadows Phase I (vol. 5106, pg. 284);

Thence along the southern boundaries of multiple City of College Station tracts (vol. 3900, pgs. 188 & 223, vol. 5056, pg. 43) as follows:

N 73° 00' 00" W – 496.40 feet, S 51° 00' 00" W – 175.05 feet, N 76° 00' 00" W – 200.00 feet, S 41° 51' 44" W – 51.88 feet, N 70° 46' 00" W – 157.10 feet, S 41° 51' 44" W – 262.67 feet, N 82° 55' 43" W – 700.87 feet, S 41° 52' 26" W – 650.00, N 48° 08' 02" W – 412.47 feet, S 66° 47' 54" W – 827.57 feet, N 47° 45' 25" W – 129.90 feet, S 28° 59' 29" W – 2.01 feet, S 41° 48' 43" W – 336.13 feet, S 48° 45' 08" E – 440.00 feet and S 53° 00' 00" W – 1304.90 feet to the northeast right-of-way line of State Highway no. 6;

Thence along the northeast right-of-way lines of said highway as follows:

N 49° 25' 00" W – 438.00 feet, N 55° 07' 38" W – 201.00 feet, N 49° 25' 00" W – 751.78 feet to the west corner of the City of College Station 36.9 acre tract (vol. 4329, pg. 134), and N 49° 25' 00" W – 1025.93 feet to the south corner of Barron Park Subdivision (vol. 939, pg. 209);

Thence along the southeast, northeast and northwest lines of Lots 1 and 2 of said Barron Park Subdivision as follows:

N 41° 09' 46" E – 1353.16 feet, N 49° 12' 46" W – 88.68 feet to the south corner of the City of College Station 100.64 acre tract (vol. 6927, pg. 226), N 54° 07' 24" W – 291.11 feet, N 64° 27' 21" W – 117.03 feet, N 54° 53' 54" W – 24.95 feet, N 53° 19' 32" W – 113.87 feet, N 49° 26' 59" W – 190.11 feet and S 41° 09' 38" W – 1286.04 feet to the common corner of said Lot 2 and Lot 3 in the northeast right-of-way line of State Highway no. 6;

Thence along the said northeast right-of-way lines of said highway as follows:

N 47° 46' 18" W – 537.86 feet to the southwest common corner of Lot 3 of said Barron Park Subdivision and that City of College Station 46.60 acre tract (vol. 3310, pg. 321), N 47° 46' 48" W – 65.34 feet, N 55° 07' 37" W – 201.00 feet, N 49° 25' 00" W – 600.00 feet and N 44° 08' 33" W – 147.79 feet to the southwest common corner of said 46.60 acre tract and the Barker Subdivision (vol. 5101, pg. 182);

Thence N 38° 51' 07" E – 279.95 feet along the southeast line of said Barker Subdivision to its east corner;

Thence N 47° 42' 16" W – 1053.70 feet along the northeast line of said Barker Subdivision and continuing along the northeast line of Cooper's Subdivision (vol. 4708, pg. 230) to its north corner, also being the east corner of the Harley Subdivision (vol. 3961, pg. 236) and the south corner of the HD-CS Properties, LLC 2.77 acre Tract One (vol. 12046, pg. 74);

Thence along the south, east and north lines of said HD-CS Properties tract as follows:

N 42° 17' 04" E – 175.00 feet, N 47° 42' 56" W – 638.83 feet and S 72° 19' 02" W – 202.14 feet to the northeast line of said Harley Subdivision and a southwest line of the M.D. Wheeler, Ltd. 71.52 acre Tract Two (vol. 3007, pg. 341);

Thence along the southwest lines of said Wheeler Tract Two and continuing along the southeast lines of the Wheeler 10.01 acre Tract One as follows:

N 47° 42' 33" W – 177.08 feet, N 46° 46' 09" W – 304.24 feet, S 21° 27' 46" W – 145.09 feet and S 41° 43' 32" W – 194.25 feet, returning to the northeast right-of-way line of State Highway no. 6;

Thence along the said highway northeast right-of-way lines as follows:

N 42° 27' 25" W – 105.18 feet, N 36° 45' 17" W – 383.87 feet, N 27° 43' 31" W – 192.30 feet and N 34° 27' 26" W – 55.00 feet to the southeast line of Block 4 of the the Scott & White Healthcare Subdivision (vol. 10179, pg. 50);

Thence N 41° 15' 39" E – 1224.44 feet along the common boundary of the said Scott & White subdivision and said Wheeler tracts, to an east corner of said Scott & White subdivision, lying within the right-of-way of Lakeway Drive, in the southwest line of the Perry 25.79 acre tract (vol. 10459, pg. 34);

Thence S 47° 40' 38" E – 251.08 feet along the southwest line of the said Perry 25.79 acre tract to its most southerly corner;

Thence S 64° 40' 08" W – 5.63 feet to the most westerly corner of the College Station Land Investment, LP 231.97 acre tract (vol. 10600, pg. 156);

Thence along the common boundary of the said 231.97 acre tract and the said Wheeler 71.52 acre Tract Two as follows:

S 46° 26' 14" E – 535.34 feet, S 47° 03' 10" E – 128.80 feet, S 48° 14' 35" E – 163.14 feet, S 47° 52' 01" E – 828.48 feet, S 47° 58' 11" E – 372.04 feet and S 57° 11' 22" E – 112.33 feet to the northwest corner of the City of College Station 46.60 acre tract (vol. 3310, pg. 321);

Thence S 68° 16' 02" E – 185.06 feet along the common line of said 231.97 acre tract and said 46.60 acres, to the most westerly corner of the City of College Station 100.64 acre tract (vol. 6927, pg. 226);

Thence N 77° 56' 03" E – 2981.71 feet along the common line of said 231.97 acre tract and the said 100.64 acres, to their east common corner, also being a common corner of the City of College Station 66.32 acre tract (vol. 4443, pg. 20) and the Savage 19.69 acre tract (vol. 7912, pg. 265);

Thence along the common boundary of the said 231.97 acre tract with the said Savage tract, Clark 19.61 acre tract (vol. 561, pg. 28) and said Goen tract as follows:

N 48° 32' 07" W – 437.74 feet, N 48° 21' 21" W – 250.43 feet, N 48° 05' 26" W – 341.98 feet, N 41° 53' 54" E – 1390.60 feet and N 20° 22' 54" W – 112.43 feet to the Point of Beginning and containing 1033.98 acres of land more or less.

SAVE and EXCEPT the Chakde Holdings tract:

Beginning at the southeast corner of the Chakde Holdings, L.L.C. 2.996 acre tract (vol. 10990, pg. 21), located S 81° 00' 37" E – 428.78 feet from the point-of-beginning of the above described 1033.98 acre tract, and from where City of College Station GPS control monument no. 9 bears N 89° 35' 21" E – 2126.7 feet.

Thence N 77° 25' 29" W – 169.24 feet to the southwest corner of the said 2.996 acre tract;

Thence N 0° 43' 14" W – 528.90 feet to the south right-of-way line of Rock Prairie Road East (115 ft. width);

Thence S 82° 02' 02" E – 293.41 feet along said south right-of-way line, parallel and 57.5 feet south of the surveyed centerline, to its intersection with the common line of the said 2.996 acre tract and the White 2.00 acre tract (vol. 1249, pg. 612);

Thence S 12° 44' 40" W – 538.30 feet along said common line of the Chakde and White to the Point of Beginning and containing 2.81 acres of land more or less.

Leaving a net acreage for this described tract of 1031.18 acres more or less.

Bearings are Texas State Plane, NAD-83(CORS) datum, based on City of College Station GPS control points and GPS observations. Volume and page numbers cited refer to the Brazos County public records.

No monuments were set for this survey and found monuments are not cited.

This document was prepared under 22 TAC §663.21 does not reflect the results of an on the ground survey and is not to be used to convey or establish interests in real property except those rights and interests implied or established by the creation or reconfiguration of the boundary of the political subdivision for which it was prepared.

See exhibit map prepared with this description, dated July 2015.

