

**RIVER ACRES WATER SUPPLY CORPORATION**

**MINUTES OF  
SPECIAL MEETING**

**AUGUST 31, 2021**

**THE STATE OF TEXAS   §  
  §  
COUNTY OF NUECES   §**

On the 31st day of August 2021, the Board of Directors of the River Acres Water Supply Corporation convened at 5:30 P.M. in a Special Meeting at the Corporation's Office, 15602 Northwest Blvd., Suite H, Robstown, Texas, there being present and in attendance the following, to wit:

President	David Wishard
Vice-President	John Fernan
Secretary	Janine Pruski
Director	Jeff Holley
Director	Debbie Reiter
Director	Michael Olszewski
Director	Ron Hellberg

Staff:	Legal Counsel	Charlie Zahn (Via teleconference)
	Office Manager	Kaylee Reed

Board Members  
Absent:       None.

**CALL TO ORDER**

1.       A quorum being present, the meeting was called to order by the presiding officer, Mr. Wishard, pursuant to posted notice.

**PUBLIC COMMENT**

2.       Public Comment was made by Pam Smith and Chris Cuellar. Bones Cerny, Jenifer and Doyle Brooks, Mary Barbee, Melanie Grant, Bev and Mike Douglas and Kathy Vinson were in attendance in person at the meeting.

**EMERGENCY MEETING TO ADDRESS EASEMENTS FOR WATERLINE REPLACEMENT PROJECT**

4.b.     Mr. Wishard asked Mr. Zahn, the attorney for RAWs Mr. Zahn to advise the Board of Directors and the members on the laws concerning the calling of an emergency meeting. Mr. Zahn advised the Board of Directors that the owner of a tract of land where the water line replacement project was to go through had placed conditions on the use of his land that was unexpected and unforeseen. The conditions would cause substantial delay in completing the replacement project and undue additional costs not provided for in the bid documents for the project. The consequences to RAWs are potentially bad such it will take immediate action by the Board to resolve.

Mr. Zahn advised the Board of Directors and the members of the Corporation that the meeting was called pursuant to Section 551.045 of the Texas Government Code which provides that "a governmental entity can hold an emergency meeting when (a) immediate action is required of the government body in response to either (1) an imminent threat to public health and safety; or (2) a reasonably unforeseen situation. The Texas Supreme Court has stated that an emergency is a condition arising suddenly and unexpectedly, not cause by any neglect or omission of the person in question which calls for immediate action. The conditioning of the easement by the landowner was unexpected and unforeseen. The consequences to RAWS were potentially bad and it took immediate action by the Board to resolve. Under those circumstances Section 551.045 of the Texas Government provides that RAWS could address the issue in an emergency called meeting of the Board of Directors.

**WORKSHOP ON REVISIONS TO THE BYLAWS OF THE CORPORATION**

3. The Board of Directors went into a workshop session to discuss revisions to the Bylaws for the Corporation. After discussion of each article and provision in the proposed Bylaws the Board of Directors reconvened in regular session.

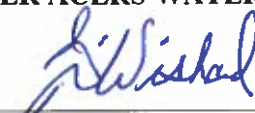
**DISCUSS AND TAKE ACTION TO APPROVE REVISIONS TO THE PROPOSED BYLAWS FOR THE CORPORATION**

4.a. The Board of Directors agreed to place the approval of the revisions to the proposed Bylaws for the Corporation on the Agenda for the September 14, 2021, Regular Meeting of the Board of Directors. At that time the Board of Directors will call a Special Meeting of the Members of the Corporation to approve the proposed Bylaws. The Board will set the date for the Special Meeting of the Member of the Corporation, and approve the Notice, Agenda, Proxy and final form of the Bylaws being submitted to the Members of the Corporation for approval at that meeting.


**ADJOURN**

5. As there was no further business to come before the Board of Directors, a motion was made by Janine Pruski and seconded by Jeff Holley the board unanimously approved to adjourn.

**RIVER ACERS WATER SUPPLY CORPORATION**

By  \_\_\_\_\_  
David Wishard, its President

**ATTEST:**

  
\_\_\_\_\_  
Janine Pruski, its Secretary