

**MINUTES OF ORGANIZATIONAL MEETING OF THE
PRAIRIELANDS RECYCLING PUBLIC FACILITY CORPORATION ("Corporation")
A PUBLIC NON-PROFIT CORPORATION**

On the 3rd day of April at 7:15 PM, the Board of Directors of the Prairielands Recycling Public Facility Corporation (the "Board") convened for its initial meeting. The following directors were present at the meeting:

Jacob Wheat
Tom Moore

Also present was Chris Cuny. Jacob Wheat acted as temporary Chairman of the meeting and Tom Moore acted as temporary Secretary.

ACTIONS BY INCORPORATOR

Whereas, E. Dwayne Richter, as the sole incorporator of the Corporation caused the Articles of Incorporation of the Corporation ("Articles") to be filed with the Secretary of the State of Texas on the 26th day March 2014, and as a result the Corporation was incorporated on that date; and

Whereas, in the Articles of Incorporation, the following directors are appointed to serve as the initial Board of the Corporation:

Jacob Wheat
Tom Moore
Shawn Goulding

MOTIONS AND ACTIONS

Upon motion made by Jacob Wheat, and seconded by Tom Moore, the Board approved and adopted the following resolution upon a vote of 2 in favor, and 0 opposed.

1. ADOPTION OF ARTICLES

RESOLVED, that the Articles as filed with the Secretary of State of the State of Texas and bearing the file stamp and certification of the Secretary of State of the State of Texas be, hereby are, ratified and approved as the Articles of this Corporation and that they be inserted in the Minute Book of this corporation.

Upon motion made by Tom Moore, and seconded by Jacob Wheat, the Board approved and adopted the following resolution upon a vote of 2 in favor, and 0 opposed.

2. ADOPTION OF BY-LAWS

RESOLVED FURTHER, that the By-Laws of this corporation, a copy of which are attached hereto, be, and they hereby are, ratified and approved as the By-Laws of this corporation and that such By-Laws and be inserted in the Minute Book of this corporation;

Upon motion made by Jacob Wheat, and seconded by Tom Moore, the Board approved and adopted the following resolution upon a vote of 2 in favor, and 0 opposed.

3. ELECTION OF OFFICERS

RESOLVED FURTHER, that the following officers be, and each of them hereby is, elected as officers of this corporation to serve until their respective successors are duly elected and qualified:

<u>Title</u>	<u>Name</u>
President	Jacob Wheat
Vice President/Secretary	Tom Moore
Treasurer	Shawn Goulding

Jacob Wheat, resigned his title as temporary Chairman, and Tom Moore resigned his title as temporary Secretary.

Upon motion made by Tom Moore, and seconded by Jacob Wheat, the Board approved and adopted the following resolution upon a vote of 2 in favor, and 0 opposed.

4. DATE, TIME AND LOCATION FOR REGULAR MEETINGS OF THE BOARD

RESOLVED FURTHER, that the Board shall meet at a minimum twice yearly at such time and place as shall be determined by the Board.

Upon motion made by Jacob Wheat, and seconded by Tom Moore, the Board approved and adopted the following resolution upon a vote of 2 in favor, and 0 opposed.

5. MINUTE BOOK

RESOLVED FURTHER, that this corporation shall maintain as part of its corporate records a Minute Book which shall include, but which shall not be limited to, a record of its Articles and amendments thereto, its By-Laws and amendments thereto, minutes of all meetings of its directors, with the time and place of holding, whether regular or special, and if special how authorized, the notice thereof given and the proceedings thereto.

Upon motion made by Tom Moore, and seconded by Jacob Wheat, the Board approved and adopted the following resolution upon a vote of 2 in favor, and 0 opposed.

6. BANK ACCOUNT

RESOLVED FURTHER, that the President and Treasurer of this corporation, acting jointly on behalf of this corporation, are authorized to open, maintain and close accounts at any bank, trust company or similar financial institution as may be necessary or appropriate for the conduct of this corporation's business, that all resolutions required by such banks, trust companies or other financial institutions with respect to such accounts are hereby adopted, and that the Treasurer or Secretary of this corporation is authorized to certify to any bank, trust company or similar financial institution the adoption of the resolution in the form used by that bank, trust company or similar financial institution;

RESOLVED FURTHER, that the President and Treasurer of this corporation be, and each of them hereby is, authorized to deposit, or cause to be deposited, funds of this corporation in any authorized account of this corporation, and, in accordance with these resolutions, to withdraw from, or charge to, or cause to be withdrawn from or charged to (such amount not to exceed \$1000.00) said account at any time and from time to time funds of this corporation against checks, notes, drafts, bills of exchange, acceptances, undertakings, or other instruments or orders for the payment of money;

RESOLVED FURTHER, that the sole signature of either the President or Treasurer is sufficient to authorize the withdrawal of funds of this corporation (such amount not to exceed \$5000.00) from any authorized account of this corporation at any time and from time to time against checks, notes, drafts, bills of exchange, acceptances, undertakings, or other instruments or orders for the payment of money, when made, drawn, accepted or endorsed on behalf of this corporation;

RESOLVED FURTHER, that the foregoing bank resolutions are standing resolutions and will remain in full force and effect until duly modified or rescinded, and that the Secretary or any Assistant Secretary of this corporation be, and each of them hereby is, authorized and directed to deliver a certified copy of these resolutions to each bank, trust company or similar financial institution at which an account from which funds can be withdrawn is or will be maintained.

Upon motion made by Jacob Wheat, and seconded by Tom Moore, the Board approved and adopted the following resolution upon a vote of 2 in favor, and 0 opposed.

7. ACCOUNTING YEAR

RESOLVED FURTHER, that this Corporation hereby adopt an accounting year ending on September 30, each year.

Upon motion made by Tom Moore, and seconded by Jacob Wheat, the Board approved and adopted the following resolution upon a vote of 2 in favor, and 0 opposed.

8. PRINCIPAL OFFICE LOCATION

RESOLVED FURTHER, that the principal office for the transaction of the business of this corporation shall be located at: 104 W. College, Alvarado, Texas 76009, unless and until changed by resolution of this Board.

Upon motion made by Jacob Wheat, and seconded by Tom Moore, the Board approved and adopted the following resolution upon a vote of 2 in favor, and 0 opposed.

9. EMPLOYER IDENTIFICATION NUMBER

RESOLVED FURTHER, that the proper officers of this corporation be, and each of them hereby is, authorized and directed to make such filings and applications as are necessary to secure for this corporation a federal employer identification number.

Upon motion made by Tom Moore, and seconded by Jacob Wheat, the Board approved and adopted the following resolution upon a vote of 2 in favor, and 0 opposed.

10. SELECTION AND ENGAGEMENT OF ENGINEER AS CORPORATION REPRESENTATIVE

RESOLVED FURTHER that the Corporation is considering the development, design, construction, equipping, financing, operation and maintenance of the municipal solid waste disposal/recycling center utilizing the design/build process (the "Project") , and pursuant to Section 2269.305 of the Texas Government Code is required to engage an architect or engineer to as the Representative of the Corporation during the Project; and

RESOLVED FURTHER that the Corporation has identified Chris Cuny PE as a highly qualified provider of the specific services that the Corporation requires for the Project on the basis of the demonstrated competence, experience and qualifications, and the Corporation has negotiated a contract with Chris Cuny PE for the delivery of the required services for a fair and reasonable price, and upon contingency basis, to be paid solely from the proceeds of the financing of the Project; and

RESOLVED FURTHER that pursuant to requirements of Section 2269.305 of Texas Government Code, the Corporation engages Chris Cuny, PE to act as the Corporation's representative for the duration of the Project, and that the engagement letter presented by Chris Cuny PE, for the delivery of professional engineering and consulting services upon a contingency basis is approved, and the President of the Corporation is authorized to execute the engagement letter of Chris Cuny PE, a copy of which is attached hereto, as the act and deed of the corporation.

Upon motion made by Tom Moore, and seconded by Jacob Wheat, the Board approved and adopted the following resolution upon a vote of 2 in favor, and 0 opposed.

11. SELECTION AND ENGAGEMENT OF COUNSEL

RESOLVED FURTHER that the Corporation engage Ramon Vela as counsel to the Corporation to represent the interests of the Corporation with regard to the Project, and that the engagement letter presented by Ramon Vela is approved, which provides for the delivery of all such legal services upon a contingency basis is approved, and all such services are to be paid solely from the proceeds of the financing of the Project, and the President of the Corporation is authorized to execute the engagement letter of Ramon Vela, a copy of which is attached hereto, as the act and deed of the corporation.

Upon motion made by Tom Moore, and seconded by Jacob Wheat, the Board approved and adopted the following resolution upon a vote of 2 in favor, and 0 opposed.

12. IMPLEMENTATION

RESOLVED FURTHER, that the proper officers of this corporation be, and each of them hereby is, authorized and directed to execute all documents and to take all such action as they may deem necessary or advisable in order to effectuate the purposes of the foregoing resolutions.

Motion made by Tom Moore, and seconded by Jacob Wheat , the item was approved following a vote of 2 in favor, and 0 opposed.

13. DISCUSSION REGARDING PROJECT.

The Board discussed the Project with Chris Cuny and Ramon Veal, including but not limited to; (i) consideration of the best procurement process for the Project, and requested that Mr. Cuny provide the corporation, at a later meeting, with his analysis of the best procurement process to utilize for the Project; (ii) a discussion of the environmental issues and permitting surrounding the Project; (iii) a review of the potential schedule for completion of the project; (iv) a discussion of the financing plan (non-recourse revenue bonds) being considered for the Project; and (v) the potential liability of the corporation and the County for funding of the Project.

Mr. Cuny was instructed to attend the next meeting of the Board and present his findings and recommendation to the Board regarding the procurement process for the Project that would provide the Corporation with the best value as required by Section 2269.056(a) of the Texas Government Code, so that the Corporation may select the procurement process that will provide the Corporation with the best value, and to present any further recommendations he may have regarding the Project. Mr. Vela was instructed to attend the next meeting of the Board and present his findings regarding the contracting, leasing and funding methods for the Project.

Upon motion made by Tom Moore, and seconded by Jacob Wheat, the Board approved and adopted the following resolution upon a vote of 2 in favor, and 0 opposed.

14. NEXT MEETING OF BOARD.

RESOLVED that the Board will meet on the 9 day of April, 2014 at 6:30 PM. Mr. Cuny and Mr. Vela were instructed to attend that meeting and provide their reports and findings at that time.

15. ADJOURNMENT.

RESOLVED that there being no further business before the Board, the meeting was adjourned at 7:47 PM.

A handwritten signature in cursive script that reads "Jon Moore". The signature is written in black ink and is positioned above a horizontal line.

Secretary of the Meeting