



Filing Receipt

Received - 2022-06-02 02:25:38 PM
Control Number - 50788
ItemNumber - 195

**SOAH DOCKET NO. 473-20-4071.WS
PUC DOCKET NO. 50788**

RATEPAYERS APPEAL OF THE	§	BEFORE THE STATE OFFICE
BEFORE THE STATE OFFICE	§	
DECISION BY WINDERMERE OAKS	§	OF
WATER SUPPLY CORPORATION TO	§	
CHANGE WATER AND SEWER	§	ADMINISTRATIVE HEARINGS
RATES		

**RATEPAYERS’ RESPONSE TO FILING OF INTERNET “PETITION”
AND MOTION TO STRIKE**

TO THE HONORABLE CHRISTIAAN SIANO AND DANIEL WISEMAN,
ADMINISTRATIVE LAW JUDGES:

THE REPRESENTATIVES OF THE RATEPAYERS OF WINDERMERE OAKS
WATER SUPPLY CORPORATION (“Ratepayers”) file this their Response and Motion to Strike
as to the “iPetition” filed May 25, 2022 and would show as follows.

A. Introduction

Ratepayers’ original appeal petition was filed on April 27, 2020 and was supported by the
handwritten signatures of 53 Windermere member/customers: the representative who filed it and
52 other member/customers. Those signatures were verified and the appeal was accepted as
complete.

Over the two years that followed, Ratepayers, PUC Staff and Windermere participated in
lengthy discovery and motions practice as prescribed by Commission Rules. Board President and
director Joe Giminez and Board Secretary-Treasurer Mike Nelson were Windermere’s
representatives throughout the process. Each party presented prefiled testimony, which was
screened for admissibility and accuracy; some was admitted, some was excluded as not relevant
or not sufficiently reliable. Likewise, during the three-day hearing all parties’ evidence was

reviewed for purposes of admissibility and was tested through vigorous cross-examination for accuracy and reliability. In the decision-making process, even some evidence admitted into the record was disregarded based on real or imagined procedural frailties.

Long after the hearing, the extensive briefing and the Proposal for Decision, and on the last day for any filing in the case, an “iPetition” was filed by purported “Other” Ratepayers who never attempted to participate at an earlier stage of the case.

These “Other” Ratepayers claim that “[n]o one has asked us for our views on this case.” Mr. Gimenez and Mr. Nelson (both of whom signed the iPetition) most certainly cannot make that statement for themselves. Moreover, given their pivotal role as Windermere’s hearing representatives, one would certainly have expected Mr. Gimenez and Mr. Nelson to have seen to it that these “Other” Ratepayers, and any relevant and reliable information they might possess, was brought forward during the hearing.

It is true that Windermere failed to perform its required duty to give its customers written notice of the hearing in this appeal.¹ While this likely deprived many of Windermere’s member/customers of the opportunity to participate or to be informed, Ratepayers are hard-pressed to think that neither Mr. Gimenez nor Mr. Nelson informed their fellow “Other” Ratepayers. Clearly, someone did.

Ably assisted by Windermere’s highly paid counsel, both Mr. Gimenez and Mr. Nelson are well aware that the rate appeal hearing is the appropriate mechanism for generating a reliable record of accurate information from which the Commission can determine the truth and properly act on it. Their belated and spurious “iPetition” is inexcusable an effort to undermine the integrity of this process and it should be stricken from the record in this proceeding.

¹ The ALJs consider this inconsequential because they believe notice to Ratepayer Representatives is sufficient.

B. The “iPetition” is not authentic.

1. “iPetition” lacks authentication protocol.

The “Other” Ratepayers’ filing provides no information about the design of the “iPetition.” According to the iPetition website, the platform does not initiate any checks, controls or requirements to ensure authenticity of the “signatories.”² A limited array of tools are available to the “host” in that regard, but the toolkit is not robust and even the limited array of tools is not self-executing. The platform does not filter out duplicate email addresses, which means that multiple “signatures” can come from a single email. The platform does not limit the number of signatures allowed from a single IP address, which means that all of the “signatures” could come from a single address. The iPetition apparently could have been “password protected” so as to make it available only to Windermere member/customers, but that wasn’t done.

The “iPetition” purports that over a 17-day period 53 “Other” Windermere Ratepayers signed to express support for dismissal of this appeal. That is not true. The “iPetition” was not set up to generate an authentic and reliable record of anything, and it did not.

2. The largest group of “signatories” is comprised of people who are deceased or otherwise are not Windermere’s member/customers.

Attached hereto is a chart³ that categorizes each purported “signature” based on Windermere’s records produced in this proceeding or voting lists Windermere prepared and policies applied in connection with the recent director election.⁴

²See https://www.ipetitions.com/faq#hosters_10

³ See Exhibit A attached.

⁴ In particular, Gimenez Rebuttal Attachment JG-30, which includes several lists identifying Windermere’s customers and members. Signatories who became member/customers well after the rate increase were identified using voting lists from the recent director election attached as Exhibit B

As reflected on the chart, twenty-five (25) -- or almost half -- of the “signatories” are not Windermere member/customers at all. One “signatory” has been deceased for 2 years.⁵

In their effort to create a false impression of support for their position, the “Other” Ratepayers failed to take even these simple steps to identify and eliminate non-member/customer “signatories.” Instead, they filed a fraudulent document with the Commission that falsely states its “signatories” are member/customers of Windermere.

3. One group of “signatories” is comprised entirely of people who precipitated the controversies and who benefit directly from keeping the appealed rates in place indefinitely.

Four (4) of the “signatories”⁶ are people who participated in the misconduct that precipitated the TOMA lawsuit and the Double F lawsuit. Two of them (Gimenez and Nelson) are directors who also authorized the unlimited expenditure of Windermere’s funds and credit to provide themselves and their director co-defendants with legal services (i) to prevent them from being held accountable to the membership for actions taken as directors, and (ii) to pursue individual financial recoveries for themselves as plaintiffs in a lawsuit they filed against Windermere’s insurer. Mr. Gimenez and Mr. Nelson also approved and implemented the appealed rates to fund those personal benefits.

These “Other” Ratepayers continue to receive the benefit of unlimited legal services provided for them by Windermere and funded by revenue from the appealed rates. Under the appealed rate structure, more than 99% of the cost (which now exceeds \$1 million) for the directors’ unlimited legal services is being subsidized by the other 99% of Windermere’s member/customers who receive nothing. A dismissal of this appeal would leave that massive

⁵ See Sidney Ralph Wells obituary attached Exhibit C.

⁶ These are Dana Martin, Joe “Joey” Gimenez, Michael Nelson and Norman Morse.

subsidy intact for the benefit of the 1%. It is no surprise that these 4 “Other” Ratepayers, who are within the 1%, support dismissal of the appeal.

4. The remaining “Other” Ratepayers offer no information probative of issues in this case.

Only twenty-four (24) of the remaining “signatories” – or less than half of the total -- appear to be *bona fide* Windermere member/customers.⁷ So far as Ratepayers are aware, these member/customers do not appear to have been involved in the land shenanigans, the unlimited legal spending or the implementation of the appealed rates.

It is unclear whether these “Other” Ratepayers understand that a dismissal of this appeal will require them to pay the higher rates indefinitely (with no further opportunity for Commission review) and to pay a surcharge for at least \$400,000 in Windermere’s legal expenses. More likely, these “Other” Ratepayers are simply reacting to the Hobson’s choice with which Windermere’s board has presented them: tolerate the excessive and illegal rates or dare to challenge them and have your charges raised even more. In any event, these “Other” Ratepayers’ expressed preference to pay higher rates and an additional surcharge does not tend to make it more likely that the higher rates or the surcharge is “just and reasonable.”

a. Many of the remaining “Other” Ratepayers are new residents who have no knowledge about the events that precipitated the “divisiveness” of which the iPetition complains.

As reflected on the attached chart, many of the remaining 24 “signatories” did not join the Windermere community until long after the events that gave rise to the present controversies.⁸

⁷ See Exhibit A.

⁸ *Id*

- They were not there in 2015 – 2016, when the Board abruptly reversed years of assurances to the membership and sold valuable airport land to sitting director Martin behind closed doors for a fraction of its market value.⁹
- They were not there in 2018 when the Board’s valuation expert opined that the land transferred to sitting director Martin for \$200,000 had a fair market value at the time of \$700,000.¹⁰
- They were not there in 2016 and 2019, when not one but 2 of Windermere’s outside general counsel separately opined in writing¹¹ that the Martin transaction violated applicable law, was tainted by Martin’s breaches of her director duties and was fraudulent and unfair to Windermere.
- They were not there in early 2019 when the Board publicly voted to take steps to pursue recovery of the property from Martin.¹²
- They were not there later in 2019 when Bill Earnest, one of the directors involved in the original Martin impropriety, had himself reinstalled on the Board even though he owned no property in the service area.
- They were not there in the spring of 2019 when Earnest and his allies made sure that Windermere did not follow through with efforts to recover the property from Martin.

⁹ See link to tape recording of executive session 12.19.2015 on p. 2 of Gimenez Rebuttal Attachment JG-41, copy attached as Exhibit D. Discussion @ 1:56 – 2:03 among Mebane, Mulligan and Madden (and later including Martin) recognizing they are not doing what was promised the membership and should expect to get a “rash of shit” because of it.

¹⁰ Nelson Cross, Tr. at 131, ll. 11-24; excerpt attached as Exhibit E.

¹¹ Copies of these opinions are attached as Exhibit F and Exhibit G, respectively, and are in the evidentiary record as Ratepayers Supplemental Exhibit to Direct Testimony of Kathryn E. Allen, Item 95 and Gimenez Rebuttal Testimony, Attachment G-28.

¹² A copy of the minutes from the Board meeting are attached as Exhibit H.

- They were not there when Earnest and his allies on the Board “settled” with Martin by giving her even more valuable WSC airport property for nothing.¹³
- They were not there when the Board determined Windermere should take a “neutral stance” in the litigation,¹⁴ and authorized unlimited expenditures of Windermere funds and credit to provide legal services for all current and former directors (including themselves) sued for personal accountability to the membership.
- They were not there when the Board approved the appealed rates to fund an arrangement whereby the director defendants would be provided with all future legal services they might desire while Windermere paid or incurred corporate debt for whatever amounts the lawyers charged.¹⁵

b. Many of the remaining “Other” Ratepayers don’t know that the iPetition is rife with false threats and misinformation.

i. There have been no “unwarranted legal attacks.”

The iPetition complains of “unwarranted legal attacks” on Windermere and its Board. There have been none. To the contrary, as discussed above, beginning as early as 2016 the Board received unequivocal written opinions from Windermere’s own general counsel recommending that a variety of legal attacks on the Martin transaction and those who approved it were very “warranted” and that Windermere itself should be leading the charge.

¹³ See “Correction Deed” attached as Exhibit I.

¹⁴ Tr. Day 2, 297, 17-25, 298, 1-25 and 299, 1-11 (Gimenez Cross)(Dec. 2, 2022), excerpt attached as Exhibit J.

¹⁵ Nelson Cross, Tr. Day 1 at 187-8, 192, 197-9 &204-5; excerpt attached as Exhibit K.

The Burnet District Court confirmed that the “legal attack” in the TOMA lawsuit was not “unwarranted” when it entered judgment that Windermere violated the Texas Open Meetings Act in connection with the approval of the Martin transaction.¹⁶

The Double F lawsuit essentially tracks the legal challenges Windermere’s own general counsel have twice opined are “warranted.” The plaintiffs have defeated any number of requests for summary disposition and the case is set for jury trial on August 22, 2022.

Windermere has financed legal services for the benefit of certain current and former directors with revenues from the appealed rates in connection with three other lawsuits¹⁷ that were not “attacks” on the Board at all, but rather were initiated by the Board.

ii. No court has exonerated the directors.

The iPetition suggests that the “WOWSC and its Directors have prevailed on near every legal issue.” That is not true. As noted above, the TOMA court entered judgment in favor of TOMA and against the WOWSC that its board violated the Texas Open Meeting Act in connection with the approval of the Martin transaction. That judgment was, at least in part, the basis upon which Windermere’s insurer later declined to defend or to reimburse defense costs for director defendants named in the Double F case.¹⁸

No one has prevailed in the Double F lawsuit. An interlocutory determination was made to the effect that the individual defendants other than Martin would not be held personally liable

¹⁶ Copy attached as Exhibit L, also in Kathryn E. Allen Direct Testimony VI Exhibits, Pg. 16..

¹⁷ Two lawsuits against the Texas Attorney General and one lawsuit against Allied Insurance *See* Tr. Day 2, 314, 2-14 (Gimenez Cross)(Dec.2, 2021)

¹⁸ The Board claims Windermere “prevailed” when the court determined it did not have authority to order the return of Windermere’s wrongfully-acquired property. No one, however, can articulate how that could possibly have been a win for Windermere. That was not a win for anyone other than the unfaithful fiduciaries who participated in the fraud.

for their misconduct.¹⁹ No one has been exonerated. All defendants remain parties in the case and will go to trial.

The WOWSC and its directors initiated two lawsuits against the Texas Attorney General to challenge the AG's determination that the WOWSC was obligated to disclose certain information under the Texas Public Information Act. The directors feared that disclosure might disadvantage their strategic position in the Double F litigation, and they used Windermere's resources in an effort to prevent it. Both lawsuits were initiated by Windermere and were funded with revenues from the appealed rates. Despite the expenditure of substantial resources on these lawsuits, Windermere did not prevail in court. To the contrary, in response to political pressure, the Board published on Windermere's website all of the information it had spent tens of thousands of dollars in an effort to withhold. The resources expended to prevent disclosure were spent recklessly and were entirely wasted.

Windermere and certain current and former directors initiated a lawsuit against Allied, Windermere's insurance carrier. The directors have sued in their individual capacities to recover insurance proceeds for themselves personally. This litigation has been financed by Windermere using revenues from the appealed rates. Neither Windermere nor the directors have prevailed in the Allied lawsuit. A partial summary judgment on contract liability (but not on the directors' acts and omissions) has been appealed to the United States Court of Appeals for the Fifth Circuit.²⁰ The partial judgment may or may not be upheld. No one can predict how long the appeal process may take. Even if the partial judgment is eventually upheld, the case will go back to district court for more litigation concerning what amount (if anything) Allied is obligated to pay, and to whom.

¹⁹ Here again, Ratepayers are hard-pressed to understand how Windermere's customers "prevail" if their unfaithful fiduciaries are not held accountable for the financial and other consequences of their misconduct.

²⁰ See notice attached hereto as Exhibit M.

iii. Other lies and nonsense.

Ratepayer Representatives are not the ones promoting the idea of a sale to an investor-owned utility. Ironically, the very Board who implemented the appealed rates threatened to sell the corporation, or even to bankrupt Windermere or to sell its assets to ensure their legal fees were paid. In the member communication of January 28, 2020,²¹ the Board made it crystal clear that resources needed to supply service to customers were already being diverted to pay the directors' burgeoning legal costs. The Board gave no consideration to the options of curbing its legal spending or attempting to settle the disputes. The only "options" identified by the Board were "*bankruptcy, the sale of assets or the sale of the corporation.*" (emphasis added)

The Board also made clear, then and later, that Windermere's revenue and other assets would be applied first to payment of the directors' legal costs and second to providing services to customers. The Board's stated intention is that the appealed rates (or higher rates) will remain in effect until all of the litigation is over and all the directors' legal balances are paid in full. As a result, Windermere will continue to accrue an ever-increasing balance of unreported law firm debt it has no present ability to repay. Ratepayers were not the ones who suggested it, but bankruptcy or a sale of the company appears well within the realm of possibility if the Board continues to have its way.

No insurance company is paying the directors' litigation costs. Allied has not paid anything to Windermere or the director plaintiffs, and any director who says otherwise should be ashamed. Allied's appeal to the Fifth Circuit suggests that Allied does not intend to start paying the directors' legal fees; to the contrary, Allied continues to seek a determination that it is not liable for any amounts and that Windermere must pay Allied's attorneys fees. Once the Fifth Circuit proceeding

²¹ Ratepayers Exhibit 33; copy attached as Exhibit N.

is concluded, there likely will be further litigation in the trial court concerning what amount (if anything) any party should receive or should pay.

To make matters worse, it appears that Windermere does not currently have any type of insurance coverage for the acts and omissions of its officers and directors.²² Ratepayers have not been able to determine how long Windermere has been operating without this important coverage.

C. Conclusion

Applicable law directs the Commission to render a decision supported by substantial evidence in the evidentiary record. Commission Rule §22.221(e) states that “[p]ublic comment is not part of the evidentiary record in a contested case.” There are detailed and elaborate procedures in place to protect the integrity of a contested case proceeding. Pot shots from the shadows through an internet petition of dubious origin fall far short of this mark.

If the “Other” Ratepayers (including the two Windermere hearing representatives among them) believed that they had important evidence worthy of this tribunal’s consideration, they had every opportunity to intervene in this appeal and to fully participate or, at the very least, to appear as Windermere’s witnesses and be subject to cross-examination. They would have been required to present and prove their status as member/customers, rather than to hide behind internet trickery. They would have been required to come forward with truthful, complete and relevant information, rather than to spout falsehoods and nonsense. It is easy to see why the “Other” Ratepayers are not prepared to subject themselves or their “information” to such scrutiny.

That is precisely why their filing should be stricken from the record. To do otherwise sends the clear and unequivocal message that the elaborate procedures in place to protect the integrity of

²² See Exhibit Q attached.

a contested case proceeding are meaningless. Further, it taints this record with falsehoods and gossip.

WHEREFORE, Ratepayer Representatives respectfully request that the “iPetition” filing be stricken from the record and given no consideration in this proceeding, and that they receive such other and further relief, at law or in equity, to which they may show themselves justly entitled.

Respectfully Submitted,

THE LAW OFFICE OF KATHRYN E. ALLEN,
PLLC
114 W. 7th St., Suite 1100
Austin, Texas 78701
(512) 495-1400 telephone
(512) 499-0094 fax

/s/ Kathryn E. Allen
Kathryn E. Allen
State Bar ID No. 01043100
kallen@keallenlaw.com

Attorneys for Ratepayers

Certificate of Service

I hereby certify that, unless otherwise ordered by the Presiding Officer, notice of this filing was provided to all parties of record via electronic mail on June 2, 2022.

/s/ Kathryn E. Allen
Kathryn E. Allen
State Bar ID No. 01043100
kallen@keallenlaw.com

Attorneys for Ratepayers

"Signature"	Member/customer?	Notes
Jeff Anderson	yes	Acct. #10
Friends of Windermere Oaks	no	This is a website created by Joe Gimenez and Dana Martin
Elice Davis	yes	Acct. #532 Has been misled about insurance paying the directors' legal fees; Allied case is on appeal to 5 th Cir.
Taylor Blomstrom	no	Evan is member/customer for Acct # 671 Evan
Evan Blomstrom	yes	Acct. # 671
Justin Love		Not a member/customer at time Board approved rate increase
Cheryl Ogle		Not a member/customer at time Board approved rate increase
Chris Elder	no	No record of membership/acct.
Hunter Family Real Estate	No	No record of membership/acct.
Dana Martin	yes	Acct. #52. Precipitated the controversies by taking WSC land for fraction of mkt value as sitting director in 2016 and refusing to return it or pay fair value; named defendant in Double F lawsuit and plaintiff seeking personal recovery in lawsuit against Allied with unlimited legal services provided by Windermere and funded by the appealed rates
Joey Gimenez	yes	Acct. 543. Director and Board President named as defendant in Double F lawsuit, plaintiff seeking personal recovery in lawsuit against Allied, approved unlimited legal spending for his own personal benefit, approved the appealed rates that fund those personal benefits and represents the Board in this proceeding
Loyd	no	No record of membership/acct.
Jeannie Shirley	no	No record of membership/acct.
Teal	no	No record of membership/acct.
Lane McKinney	no	No record of membership/acct.
Matt Fletcher	yes	Acct. #655
Amie Koshy	no	No record of membership/acct.
Mark Flowe	no	No record of membership/acct.
Joseph Cohen	yes	Acct. #691
Olga Zaporjets		Not a member/customer at time Board approved rate increase
Lorraine Papa	no	Terry Wiggins is member/customer on Acct. #92
Skyler Koshy	no	No record of membership/acct.
John Listi	no	No record of membership/acct.
Carrie Grissom	no	Roger is member/customer on Acct. #586
Holly Skeen	no	William is member/customer on Acct. #558
Michael Nelson	yes	Acct. 237. Director and Board Sec.-Treas. named as defendant in Double F lawsuit, plaintiff seeking personal recovery in lawsuit against Allied, approved unlimited legal spending for his own personal benefit, approved the appealed rates that fund those personal benefits and represents the Board in this proceeding
Bill Zapalac	no	Michelle is member/customer on Acct. #232
William C. Whatley		Not a member/customer at time Board approved rate increase. Deed dated Oct. 7, 2021
Mike Wells	no	Deceased
Robert Wells	yes	Acct. #113
Elsa Atarod	no	Essi is member/customer on Acct. #224 & 646

EXHIBIT A

Nancy Bayer	no	Acct. #692
Jim Willis	no	No record of membership/acct.
Curt Bayer	no	Nancy is member/customer on Acct. #692
Ray Booth	yes	Acct. #155 & 239
Christine Mulligan	no	Patrick is member/customer on Acct. # 181 – Patrick is 2016 Director and Board President who approved land sale to co-director Martin, is a defendant in Double F lawsuit, is a plaintiff seeking personal recovery in lawsuit against Allied, and continues to receive personal benefit of unlimited legal services funded by the appealed rates
Karen T. Yeaman	yes	Acct. #307
Sandy Bell	no	Keith is member/customer on Acct. #99
Ed Hanel	yes	Acct. #125
Fernando Donatti	yes	Acct. #627
Greg or Sissi Galloway		Not a member/customer at time Board approved rate increase. Deeds dated Nov. & Dec. 2021
Leslie Partridge	yes	Acct. #572
Jerry Young Ingham	yes	Acct. #5
Allen Krizak	no	Does not own property in the service area
John Lecky	yes	Acct. #77 & 489
Norman Morse	yes	Acct. 192. Director who approved 2016 land sale to co-director Martin; was initially named in Double F lawsuit and continues to receive personal benefit of unlimited legal services provided by Windermere and funded by the appealed rates as a plaintiff seeking personal recovery in lawsuit against Allied
Ned Ross	yes	Acct. #183
Kevin Jackson	yes	Acct. #209
Harvey Lee Rector	yes	Not a member/customer at time Board approved rate increase.
Daniel Black	yes	Not a member/customer at time Board approved rate increase.
Mallonee Mellenger	no	L.C. is member/customer on Acct. #578
Richard Crow	yes	Acct. #123
Tom Gerino	no	Does not own property in the service area. Wife Patricia Gerino approved the unlimited legal spending and the appealed rates that fund it when she was a director
Not member/customers	25	
Member/customers involved in controversies	4	More than half (55%) of “signatures” either (i) are not member/customers at all or (ii) are peoplew benefitting directly from the appealed rates
Member/customers not involved in controversies	24	Less than half (45%) of “signatures” are member/customers not involved in the controversies and not benefitting directly from the appealed rates

EXHIBIT A

Chain of Custody of March 19, 2022 Election Materials

As ballots were returned by mail to the 424 Coventry mailbox at the Pavilion, I removed them and kept them in a lock box at my house. I have the only key to the mailbox.

And, as ballots were deposited in the ballot box at the Pavilion, I removed them and kept them in the lock box at my house. I have the only key to the ballot box, and I have the only key to the lock box. I also checked the drop box, and removed four ballot envelopes. They were sealed, and I never opened them. Lori has a key to the drop box, but she only removed payments, and not ballots.

The lock box, and all election materials, were then delivered to Paul Hischar on Friday afternoon, March 18. The box was in his possession until after the ballots were totaled during the meeting on Saturday, March 19. After the meeting adjourned, Paul handed me the box, and the notebook containing all the election materials.

The box and notebook have been in my possession since Saturday, March 19, 2022.



George Burriss

Gen. Mgr. WOWSC

WOWSC Ballot Register

Acct#	Name	Add Name	Service Address	Ballot Submitted	Attended Meeting
741	BARRETT, DEREK		[REDACTED]	<input type="checkbox"/>	<input type="checkbox"/>
692	BAYER, NANCY-CURT		[REDACTED] 305 BEDFORD	<input checked="" type="checkbox"/>	<input type="checkbox"/>
778	BEAL, DAVID	ARVIND VELU SINHA	[REDACTED] 10 KENDALL LOT 108 B	<input type="checkbox"/>	<input type="checkbox"/>
536	BEASTON, SAMANTHA		[REDACTED] 1010 SPINNY 2-013	<input type="checkbox"/>	<input type="checkbox"/>
404	BECKER, AL & LISETTE		[REDACTED] EIGHTER COWEY	<input type="checkbox"/>	<input type="checkbox"/>
99	BELL, KEITH & SANDY		[REDACTED] 1000 COVENTRY	<input checked="" type="checkbox"/>	<input type="checkbox"/>
685	BELL, PHILLIP-SHERRY		[REDACTED] 1000 COVENTRY	<input checked="" type="checkbox"/>	<input type="checkbox"/>
564	BERTINO, DAVID-MARY		[REDACTED] 13 WICK LOT 113B	<input type="checkbox"/>	<input type="checkbox"/>
563	BILLINGSLEY, LITTLETON		[REDACTED] 1000 WIND CIRCLE	<input type="checkbox"/>	<input checked="" type="checkbox"/>
200	BLACKERBY, TED		[REDACTED] 1000 WIND CIRCLE	<input type="checkbox"/>	<input type="checkbox"/>
44	BLACKERBY, TED & NANCY		[REDACTED] 1000 WIND CIRCLE	<input checked="" type="checkbox"/>	<input type="checkbox"/>
111	BLAKE, MARIAN		[REDACTED] 1000 WIND CIRCLE	<input checked="" type="checkbox"/>	<input type="checkbox"/>
724	BLEVINS, REN		[REDACTED] 1000 WIND CIRCLE	<input type="checkbox"/>	<input checked="" type="checkbox"/>
671	BLOMSTROM, EVAN-TAYLOR		[REDACTED] 1000 WIND CIRCLE	<input type="checkbox"/>	<input type="checkbox"/>

EXHIBIT B - WOWSC 2022 VOTING ROSTER

8

WOWSC Ballot Register

	Acct#	Name	Addt Name	Service Address	Ballot Submitted	Attended Meeting	Comments
	741	BARRETT, DEREK		[REDACTED]	<input type="checkbox"/>	<input type="checkbox"/>	
	692	BAYER, NANCY-CURT		[REDACTED]	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
	778	BEAL, DAVID	ARVIND VELU SINHA	[REDACTED]	<input type="checkbox"/>	<input type="checkbox"/>	
	536	BEASTON, SAMANTHA		[REDACTED]	<input type="checkbox"/>	<input type="checkbox"/>	
	404	BECKER, AL & LISETTE		[REDACTED]	<input type="checkbox"/>	<input type="checkbox"/>	
	99	BELL, KEITH & SANDY		[REDACTED]	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
	685	BELL, PHILLIP-SHERRY		[REDACTED]	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
	564	BERTINO, DAVID-MARY		[REDACTED]	<input type="checkbox"/>	<input type="checkbox"/>	
563	563	BILLINGSLEY, LITTLETON		[REDACTED]	<input type="checkbox"/>	<input checked="" type="checkbox"/>	
	200	BLACKERBY, TED		[REDACTED]	<input type="checkbox"/>	<input type="checkbox"/>	
	44	BLACKERBY, TED & NANCY		[REDACTED]	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
	111	BLAKE, MARIAN		[REDACTED]	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
724	724	BLEVINS, REN		[REDACTED]	<input type="checkbox"/>	<input checked="" type="checkbox"/>	
	671	BLOMSTROM, EVAN-TAYLOR		[REDACTED]	<input checked="" type="checkbox"/>	<input type="checkbox"/>	

14

9

Carpenter Mark-Donna

325 Kendall

IV

Provisional

WOWSC Ballot Register

	Acct#	Name	Addt Name	Service Address	Ballot Submitted	Attended Meeting
<i>652</i>	652	CARPENTER CUSTOM HOMES	DONNA CARPENTER	[REDACTED]	<input type="checkbox"/>	<input checked="" type="checkbox"/>
	32	CASS, TERREL		[REDACTED]	<input checked="" type="checkbox"/>	<input type="checkbox"/>
	742	CAVAZOS, ADALBERTO-ELEANOR		[REDACTED]	<input type="checkbox"/>	<input type="checkbox"/>
	744	CHAI, ING-CHENG	USA PITAKNARONGPORN	[REDACTED]	<input checked="" type="checkbox"/>	<input type="checkbox"/>
	779	CHALKLEY, MARK-ANITA		[REDACTED]	<input type="checkbox"/>	<input type="checkbox"/>
	213	CHAPMAN, DAVID		[REDACTED]	<input type="checkbox"/>	<input type="checkbox"/>
	464	CHAPPELL-COX, HEATHER		[REDACTED]	<input type="checkbox"/>	<input type="checkbox"/>
	517	CHRIS ELDER HOMES	HUNTER REAL ESTATE	[REDACTED]	<input checked="" type="checkbox"/>	<input type="checkbox"/>
	617	CHRIS ELDER HOMES	EM-JV	[REDACTED]	<input checked="" type="checkbox"/>	<input type="checkbox"/>
<i>547</i>	547	CHRISTENSON, ALLEN		[REDACTED]	<input type="checkbox"/>	<input checked="" type="checkbox"/>
	194	CLORE, MARGERLY		[REDACTED]	<input checked="" type="checkbox"/>	<input type="checkbox"/>
	691	COHEN, JOSEPH-BARBARA		[REDACTED]	<input checked="" type="checkbox"/>	<input type="checkbox"/>
	131	COKER, J. D.		[REDACTED]	<input type="checkbox"/>	<input type="checkbox"/>
	129	COONS, JANICE		[REDACTED]	<input checked="" type="checkbox"/>	<input type="checkbox"/>



7

14

9




Carpenter Mark-Donna

325 Kendall

IV

Provisional

WOWSC Ballot Register

	Acct#	Name	Addt Name	Service Address	Ballot Submitted	Attended Meeting	Comments
	652	CARPENTER CUSTOM HOMES	DONNA CARPENTER	[REDACTED]	<input type="checkbox"/>	<input checked="" type="checkbox"/>	
	32	CASS, TERREL		[REDACTED]	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
	742	CAVAZOS, ADALBERTO-ELEANOR		[REDACTED]	<input type="checkbox"/>	<input type="checkbox"/>	
	744	CHAI, ING-CHENG	USA PITAKNARONGPORN	[REDACTED]	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
	779	CHALKLEY, MARK-ANITA		[REDACTED]	<input type="checkbox"/>	<input type="checkbox"/>	
	213	CHAPMAN, DAVID		[REDACTED]	<input type="checkbox"/>	<input type="checkbox"/>	
	464	CHAPPELL-COX, HEATHER		[REDACTED]	<input type="checkbox"/>	<input type="checkbox"/>	
	517	CHRIS ELDER HOMES	HUNTER REAL ESTATE	[REDACTED]	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
	617	CHRIS ELDER HOMES	EM-JV	[REDACTED]	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
	547	CHRISTENSON, ALLEN		[REDACTED]	<input type="checkbox"/>	<input checked="" type="checkbox"/>	
	194	CLORE, MARGERLY		[REDACTED]	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
	691	COHEN, JOSEPH-BARBARA		[REDACTED]	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
	131	COKER, J. D.		[REDACTED]	<input type="checkbox"/>	<input type="checkbox"/>	
	129	COONS, JANICE		[REDACTED]	<input checked="" type="checkbox"/>	<input type="checkbox"/>	

7

Acct#	Name	Addt Name	Service Address	Submitted	Meeting
499	CRAFT, DEANN		[REDACTED]	<input type="checkbox"/>	<input type="checkbox"/>
123	CROW, RICHARD-JANET		[REDACTED]	<input checked="" type="checkbox"/>	<input type="checkbox"/>
249	CUDDIE, BOB & ELIZABETH		[REDACTED]	<input checked="" type="checkbox"/>	<input type="checkbox"/>
628	DAVIS, AMY & LANCE		[REDACTED]	<input type="checkbox"/>	<input type="checkbox"/>
591	DAVIS, BRAD & GLYNIS		[REDACTED]	<input checked="" type="checkbox"/>	<input type="checkbox"/>
160	DAVIS, ELICE		[REDACTED]	<input checked="" type="checkbox"/>	<input type="checkbox"/>
386	DAVIS, HAMLET (BUDDY)		[REDACTED]	<input checked="" type="checkbox"/>	<input type="checkbox"/>
471	DEE, BOBBY AND ELSIE		[REDACTED]	<input type="checkbox"/>	<input checked="" type="checkbox"/>
154	DELEON, ARMANDO/MARIA		[REDACTED]	<input type="checkbox"/>	<input type="checkbox"/>
90	DEYO, RANDY & SANDI		[REDACTED]	<input checked="" type="checkbox"/>	<input type="checkbox"/>
226	DIAL, J.R. (DICK)		[REDACTED]	<input checked="" type="checkbox"/>	<input type="checkbox"/>
227	DISMUKE, DARRYL & ANITA		[REDACTED]	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
149	DLSS ENTERPRISES INC	LARRY WADE	[REDACTED]	<input type="checkbox"/>	<input type="checkbox"/>

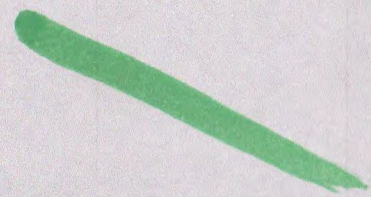
EXHBIT B - WOWSC 2022 VOTING ROSTER

WOWSC Ballot Register

Name	Addt Name	Service Address	Ballot Submitted	Attended Meeting
FFRENCH, LAWRENCE R		[REDACTED]	<input checked="" type="checkbox"/>	<input type="checkbox"/>
FIGUEIREDO, DAVID		[REDACTED]	<input type="checkbox"/>	<input checked="" type="checkbox"/>
FLETCHER, MATTHEW-JENNI		[REDACTED]	<input type="checkbox"/>	<input type="checkbox"/>
FLOWE, MARK		[REDACTED]	<input checked="" type="checkbox"/>	<input type="checkbox"/>
FLUNKER, PATRICIA		[REDACTED]	<input type="checkbox"/>	<input checked="" type="checkbox"/>
FLUNKER, PATRICIA		[REDACTED]	<input type="checkbox"/>	<input type="checkbox"/>
FORD, JOHN		[REDACTED]	<input type="checkbox"/>	<input type="checkbox"/>
FOY, CAROL		[REDACTED]	<input type="checkbox"/>	<input checked="" type="checkbox"/>
FRITZLER, MICHAEL & LINDA		[REDACTED]	<input type="checkbox"/>	<input type="checkbox"/>
FULLER, JOSIE		[REDACTED]	<input type="checkbox"/>	<input checked="" type="checkbox"/>
FULLER, RON		[REDACTED]	<input type="checkbox"/>	<input type="checkbox"/>
GALLOWAY, ALEXANDRA	DANIEL C HOKE	[REDACTED]	<input type="checkbox"/>	<input type="checkbox"/>
GALLOWAY, GREG-SISSI		[REDACTED]	<input type="checkbox"/>	<input type="checkbox"/>
GALLYAMOVA, ALBINA		[REDACTED]	<input type="checkbox"/>	<input type="checkbox"/>

EXHIBIT B - WOWSC 2022 VOTING ROSTER

10



WOWSC Ballot Register

	Acct#	Name	Addt Name	Service Address	Ballot Submitted	Attended Meeting	Comments
	715	GARCEAU, BRIAN-DENA		[REDACTED]	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
	637	GEACCONE, JOSEPH-JEANNIE		[REDACTED]	<input type="checkbox"/>	<input type="checkbox"/>	
	524	GERINO, THOMAS-PATRICIA	KIEL ARNONE	[REDACTED]	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
	233	GIBSON, CHARLES & KARRI		[REDACTED]	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
	543	GIMENEZ, JOE		[REDACTED]	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
	469	GORDON, CHUCK-PAULA	MARIA GORDON	[REDACTED]	<input type="checkbox"/>	<input type="checkbox"/>	
	94	GOYETTE, KIM		[REDACTED]	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
	586	GRISSOM, ROGER-CARRIE		[REDACTED]	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
	43	GURUSWAMY, MOHAN	ZAPOROJETS, OLGA	[REDACTED]	<input type="checkbox"/>	<input checked="" type="checkbox"/>	
H	167	HAAS, PAT		[REDACTED]	<input type="checkbox"/>	<input type="checkbox"/>	
	15	HAGAR, JEFFREY		[REDACTED]	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
	603	HANCOCK, DEBORAH		[REDACTED]	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
	125	HANEL, EDWARD	IDA ORENGO	[REDACTED]	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
	231	HANNAFIN, ANNE	[REDACTED]	[REDACTED]	<input type="checkbox"/>	<input type="checkbox"/>	

9

WOWSC Ballot Register

Acct#	Name	Addt Name	Service Address	Ballot Submitted	Attended Meeting	Comments
506	HARLAN, AARON		[REDACTED]	<input type="checkbox"/>	<input type="checkbox"/>	
535	HARMEIER, MACEY		[REDACTED]	<input type="checkbox"/>	<input type="checkbox"/>	
85	HARRISON, HENRY-CINDY		[REDACTED]	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
482	HARVEY, DIANNE		[REDACTED]	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
303	HASTINGS, GEORGE & NANCY	[REDACTED]	[REDACTED]	<input type="checkbox"/>	<input type="checkbox"/>	
107	HEINE, JON & SUE		[REDACTED]	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
190	HELLER, ANDREW		[REDACTED]	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
676	HENDRICKS 2011 REVOCABLE	CHRIS HENDRICKS	[REDACTED]	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
772	HENNESSEY, PATRICK	EMILY VAN HOUDT	[REDACTED]	<input type="checkbox"/>	<input type="checkbox"/>	
736	HICKS III, ROB		[REDACTED]	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
20	HICKS, ALLEN R.		[REDACTED]	<input type="checkbox"/>	<input checked="" type="checkbox"/>	
647	HIGHFILL, KIMBERLY		[REDACTED]	<input type="checkbox"/>	<input type="checkbox"/>	
608	HISCHAR, PAUL-CHRISTINE		[REDACTED]	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
534	HOEKSTRA, DIRK		[REDACTED]	<input type="checkbox"/>	<input checked="" type="checkbox"/>	

7

10

WOWSC Ballot Register

	Acct#	Name	Addt Name	Service Address	Ballot Submitted	Attended Meeting	Comments
	171	HOLLINGSWORTH, DEWEY		[REDACTED]	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
	743	HOUSE, JUSTIN-GAELE		[REDACTED]	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
	497	HUBBARD, BRADLEY B.		[REDACTED]	<input type="checkbox"/>	<input type="checkbox"/>	
	210	HUSTON, CHAD		[REDACTED]	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
I	5	INGHAM, JERRY	[REDACTED]	[REDACTED]	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
	21	IVEY, JAMES G		[REDACTED]	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
	121	IVEY, CYNTHIA		[REDACTED]	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
J	209	JACKSON, KEVIN		[REDACTED]	<input type="checkbox"/>	<input type="checkbox"/>	
	599	JAMES, PATRICK		[REDACTED]	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
	110	JOHNSON, IRWIN		[REDACTED]	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
	777	JONES, CHRISTOPHER	JENNY E TAUNTON	[REDACTED]	<input type="checkbox"/>	<input type="checkbox"/>	
	426	JRBT PROPERTIES LLC	ELLIS, JEFF & ROSE	[REDACTED]	<input type="checkbox"/>	<input checked="" type="checkbox"/>	
	357	KEMPE, JEFF AND VICKI		[REDACTED]	<input type="checkbox"/>	<input type="checkbox"/>	
	841	KERLEY-JENSEN FAMILYTRUST		[REDACTED]	<input type="checkbox"/>	<input checked="" type="checkbox"/>	

4

WOWSC Ballot Register

	Acct#	Name	Addt Name	Service Address	Ballot Submitted	Attended Meeting	Comments
	758	KINCORP INC	SCOTT A STARK	[REDACTED]	<input type="checkbox"/>	<input type="checkbox"/>	
	127	KMOORE INVESTMENTS	C/O PERSONAL ADMIN, INC	[REDACTED]	<input type="checkbox"/>	<input type="checkbox"/>	
	29	KOEHLER, RON-AUDREY		[REDACTED]	<input type="checkbox"/>	<input type="checkbox"/>	
	218	KRIENS, CHRIS-ROSE		[REDACTED]	<input type="checkbox"/>	<input type="checkbox"/>	
755	755	KURI, ELVIRA		[REDACTED]	<input type="checkbox"/>	<input checked="" type="checkbox"/>	[REDACTED]
L	606	LAMPLIGHTER 82 LLC	RON AMINI	[REDACTED]	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
	674	LAPOINT, STEPHEN-HIDEKO	[REDACTED]	[REDACTED]	<input type="checkbox"/>	<input type="checkbox"/>	
	23	LASSERE, CYNTHIA LEIGH	[REDACTED]	[REDACTED]	<input type="checkbox"/>	<input type="checkbox"/>	
? 489 77	77	LECKY, JOHN	Should not qualify	[REDACTED]	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	Protestor
	757	LEORA, FELIPE		[REDACTED]	<input type="checkbox"/>	<input type="checkbox"/>	
	582	LERNER, STEVEN & NANCY		[REDACTED]	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
	151	LEWIS, MARVIN		[REDACTED]	<input type="checkbox"/>	<input type="checkbox"/>	
	84	LITTLE, DAVID		[REDACTED]	<input type="checkbox"/>	<input type="checkbox"/>	
	183	LOOP 4 PROP OF BUDA LLC	NED ROSS	[REDACTED]	<input type="checkbox"/>	<input type="checkbox"/>	

6

WOWSC Ballot Register

	Acct#	Name	Addt Name	Service Address	Ballot Submitted	Attended Meeting	Comments
	746	LOOP, KIMBERLY		[REDACTED]	<input type="checkbox"/>	<input type="checkbox"/>	
	124	LORMAND, HUBERT		[REDACTED]	<input type="checkbox"/>	<input type="checkbox"/>	
	96	LOVE, JUSTIN M & YESELY		[REDACTED]	<input type="checkbox"/>	<input type="checkbox"/>	
	549	LOWERY, JOHN & EMILIA		[REDACTED]	<input type="checkbox"/>	<input checked="" type="checkbox"/>	
M	690	MADIGAN HOMES INC	MADIGAN, JIM-DAWN	[REDACTED]	<input type="checkbox"/>	<input type="checkbox"/>	
Deceased	93	MAIR, HANS	[REDACTED]	[REDACTED]	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
	566	MARTIN, CHARLES & JILL		[REDACTED]	<input type="checkbox"/>	<input type="checkbox"/>	
	52	MARTIN, DANA WHATLEY		[REDACTED]	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	
	204	MARTIN, GARY N		[REDACTED]	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
	540	MARTIN, SCOTT		[REDACTED]	<input type="checkbox"/>	<input type="checkbox"/>	
	573	MARWIEH, GEORGE		[REDACTED]	<input type="checkbox"/>	<input type="checkbox"/>	
	718	MASTERSON, AARON		[REDACTED]	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
	698	MATTISON, JACE J		[REDACTED]	<input type="checkbox"/>	<input type="checkbox"/>	
	360	MAULDIN, JAMES D & MARY H		[REDACTED]	<input type="checkbox"/>	<input checked="" type="checkbox"/>	

no structure

4

pc unit install on all people

8

WOWSC Ballot Register						
Acct#	Name	Addt Name	Service Address	Ballot Submitted	Attended Meeting	Comments
749	MAXWELL, KRISTEN		[REDACTED]	<input type="checkbox"/>	<input type="checkbox"/>	
37	MC ALISTER, RHETTA		[REDACTED]	<input type="checkbox"/>	<input type="checkbox"/>	
106	MC DONALD, MARK A.		[REDACTED]	<input type="checkbox"/>	<input checked="" type="checkbox"/>	
587	MC FARLAND, KATHY		[REDACTED]	<input type="checkbox"/>	<input type="checkbox"/>	
251	MC KINNEY, LANE-LORI		[REDACTED]	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
633	MEADE, CARL-CELYNA		[REDACTED]	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
42	MEBANE, ROBERT & NICKI		[REDACTED]	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
108	MEECE, M. E.		[REDACTED]	<input type="checkbox"/>	<input type="checkbox"/>	
578	MELLENGER, L.C.		[REDACTED]	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
771	MEMON, IMRAN H		[REDACTED]	<input type="checkbox"/>	<input type="checkbox"/>	
592	MENENDEZ, LAUREN		[REDACTED]	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
266	MILBURN, RAYE		[REDACTED]	<input type="checkbox"/>	<input type="checkbox"/>	
291	MILLER, EARL-PAMELA		[REDACTED]	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	
589	MILLER, SCOTT-JUDY		[REDACTED]	<input checked="" type="checkbox"/>	<input type="checkbox"/>	

*- 2 accounts
Rental
dues.*

7

8

WOWSC Ballot Register							
	Acct#	Name	Addt Name	Service Address	Ballot Submitted	Attended Meeting	Comments
	643	MOORE, GLENN & SUSAN		[REDACTED]	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
	667	MOORE, RUSSEL	MOORE CPG LLC	[REDACTED]	<input type="checkbox"/>	<input type="checkbox"/>	
	675	MOREY, JEANNE	JAN JACKSON	[REDACTED]	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
	533	MORROW, CORY-SHERRY		[REDACTED]	<input type="checkbox"/>	<input type="checkbox"/>	
	192	MORSE, NORMAN		[REDACTED]	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
	181	MULLIGAN, PATRICK		[REDACTED]	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	
N	237	NELSON, MICHAEL		[REDACTED]	<input checked="" type="checkbox"/>	<input type="checkbox"/>	[REDACTED]
	734	NELSON, TOM-DARBY		[REDACTED]	<input type="checkbox"/>	<input checked="" type="checkbox"/>	
	689	NEUMANN, JULIE		[REDACTED]	<input type="checkbox"/>	<input checked="" type="checkbox"/>	
	602	NEX I ASSOCIATES LLC	DOSS, MICHAEL	[REDACTED]	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
	748	NIELSON, RYAN-ELIZABETH		[REDACTED]	<input type="checkbox"/>	<input type="checkbox"/>	
	311	NOURI'S HIDEAWAY LLC	CLAUDETTE NOURI	[REDACTED]	<input type="checkbox"/>	<input type="checkbox"/>	
O	500	OGLE, CHERYL		[REDACTED]	<input type="checkbox"/>	<input type="checkbox"/>	
	716	OLEARY, KEVIN-HATICE		[REDACTED]	<input type="checkbox"/>	<input type="checkbox"/>	

6

WOWSC Ballot Register

	Acct#	Name	Add Name	Service Address	Ballot Submitted	Attended Meeting	Comments
	278	OTWELL, JOHN-CHRISTINA		[REDACTED]	<input type="checkbox"/>	<input type="checkbox"/>	[REDACTED]
P	504	PAREJA, GEORGE-MICHELLE		[REDACTED]	<input checked="" type="checkbox"/>	<input type="checkbox"/>	[REDACTED]
	572	PARTRIDGE, LESLIE R.		[REDACTED]	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
	132	PENDER, JAMES	<i>James</i>	[REDACTED]	<input type="checkbox"/>	<input type="checkbox"/>	
	593	PENNER, KEN		[REDACTED]	<input type="checkbox"/>	<input type="checkbox"/>	
	103	PENNER, SCOTT-AMY		[REDACTED]	<input type="checkbox"/>	<input type="checkbox"/>	
	579	PETRO SOURCE CONS LLC	DAVID KEHOE	[REDACTED]	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
	609	PHILLIPS, ROBIN-LINDA		[REDACTED]	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
	178	PIGG, PAM		[REDACTED]	<input type="checkbox"/>	<input type="checkbox"/>	
	629	PRINCE, SHEILA		[REDACTED]	<input type="checkbox"/>	<input type="checkbox"/>	
	588	PUERTA, JACEN		[REDACTED]	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	
Q	281	QUIROGA, ARMANDO-ELIA		[REDACTED]	<input type="checkbox"/>	<input type="checkbox"/>	
R	282	REAGAN, LOYD-TAMMY		[REDACTED]	<input type="checkbox"/>	<input type="checkbox"/>	
	638	RECKART, MARK		[REDACTED]	<input checked="" type="checkbox"/>	<input type="checkbox"/>	

6

WOWSC Ballot Register

	Acct#	Name	Addt Name	Service Address	Ballot Submitted	Attended Meeting	Comments
	735	RECTOR, H. LEE-SANDRA		[REDACTED]	<input type="checkbox"/>	<input type="checkbox"/>	
	114	REYNOLDS, ROBERT-CAROL		[REDACTED]	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
	19	RIGGAN, TONY C.		[REDACTED]	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
	323	ROARK, ROB-CHERIE		[REDACTED]	<input type="checkbox"/>	<input type="checkbox"/>	
	299	ROSAS, JIMETTE		[REDACTED]	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
	73	ROTHERMEL JR., WM. G.		[REDACTED]	<input type="checkbox"/>	<input type="checkbox"/>	
	492	RYAN, HILLARY A.		[REDACTED]	<input type="checkbox"/>	<input type="checkbox"/>	
S	747	SAMS, CLARENCE F	[REDACTED]	[REDACTED]	<input type="checkbox"/>	<input type="checkbox"/>	
	696	SANDERSON, DEBORAH		[REDACTED]	<input type="checkbox"/>	<input type="checkbox"/>	
	738	SAUNDERS, CHRISTINA		[REDACTED]	<input type="checkbox"/>	<input type="checkbox"/>	
185	SCHAEFER, RICH			[REDACTED]	<input type="checkbox"/>	<input checked="" type="checkbox"/>	[REDACTED]
	341	SCHWARTZ, MIKE AND CHRISTY		[REDACTED]	<input type="checkbox"/>	<input type="checkbox"/>	
	610	SHADDOX, JAMES	WATERS, MARDA	[REDACTED]	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
	82	SISSINGHURST LTD.	CARL FRIEDSAM	[REDACTED]	<input checked="" type="checkbox"/>	<input type="checkbox"/>	

10

WOWSC Ballot Register

	Acct#	Name	Addt Name	Service Address	Ballot Submitted	Attended Meeting	Comments
	654	TRAN, VU NGHIA	QUE ANH THI PHAN	[REDACTED]	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
	750	TREPAGMIER, MICHELE		[REDACTED]	<input type="checkbox"/>	<input checked="" type="checkbox"/>	
<input checked="" type="checkbox"/>	358	TRIPLE F OPERATIONS LLC	DANIEL FLUNKER	[REDACTED]	<input type="checkbox"/>	<input checked="" type="checkbox"/>	[REDACTED]
V	86	VIDRINE JR, MARCUS E		[REDACTED]	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
W	76	WAGNER, ROBIN		[REDACTED]	<input type="checkbox"/>	<input type="checkbox"/>	
<input checked="" type="checkbox"/>	480	WALKER, JEFFREY		[REDACTED]	<input type="checkbox"/>	<input checked="" type="checkbox"/>	
	583	WASHBURN, VALERIE		[REDACTED]	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
	687	WATTS-PENA, KAYLEE		[REDACTED]	<input type="checkbox"/>	<input type="checkbox"/>	
Deceased	39	WELLS, MR [REDACTED]		[REDACTED]	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Dead
	113	WELLS, ROBT-DONNA		[REDACTED]	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
	665	WESTERMAN, MARSHA [REDACTED]		[REDACTED]	<input type="checkbox"/>	<input type="checkbox"/>	
	710	WESTMORELAND, COLE	KYLE HEINE	[REDACTED]	<input type="checkbox"/>	<input type="checkbox"/>	
	752	WHATLEY, BILL	CANDY BURGE	[REDACTED]	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
	51	WHEELER, GREG		[REDACTED]	<input checked="" type="checkbox"/>	<input type="checkbox"/>	

(4)



WOWSC Ballot Register							
Acct#	Name	Addt Name	Service Address	Ballot Submitted	Attended Meeting	Comments	
133	WHITEFIELD FARMS INC.	% THE HUDSPETHS	[REDACTED]	<input checked="" type="checkbox"/>	<input type="checkbox"/>		
433	WIENK, CALLEY		[REDACTED]	<input type="checkbox"/>	<input type="checkbox"/>		
92	WIGGINS, TERRY-LORRAINE		[REDACTED]	<input checked="" type="checkbox"/>	<input type="checkbox"/>		
40	WILBERS AVIATION LLC	ROBERT WILBERS	[REDACTED]	<input type="checkbox"/>	<input type="checkbox"/>		
198	WILBURN, KATHLEEN		[REDACTED]	<input type="checkbox"/>	<input type="checkbox"/>		
565	WILLIAMS, MICHAEL		[REDACTED]	<input type="checkbox"/>	<input type="checkbox"/>		
622	WILLIAMS-CERECEDO, ANDREA		[REDACTED]	<input checked="" type="checkbox"/>	<input type="checkbox"/>		
759	WILSON, DUSTIN		[REDACTED]	<input type="checkbox"/>	<input type="checkbox"/>		
59	WINDERMERE HANGAR	CAROL FOY [REDACTED]	[REDACTED]	<input type="checkbox"/>	<input type="checkbox"/>		
135	WINDERMERE OAKS POA	C/O REAL MANAGE	[REDACTED]	<input type="checkbox"/>	<input type="checkbox"/>		
503	WOOD, GARY-MARY		[REDACTED]	<input type="checkbox"/>	<input type="checkbox"/>		
18	WORLEY, DAVID S.		[REDACTED]	<input type="checkbox"/>	<input type="checkbox"/>		
7	WRIGHT, ELEANOR		[REDACTED]	<input type="checkbox"/>	<input type="checkbox"/>		
138	WRIGHT, ZACH-ASHLEY		[REDACTED]	<input checked="" type="checkbox"/>	<input type="checkbox"/>		

4



WOWSC Ballot Register							
	Acct#	Name	Addt Name	Service Address	Ballot Submitted	Attended Meeting	Comments
	195	WYATT, JOE B - FAYE		[REDACTED]	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
	100	WYNNE, DIANA J.		[REDACTED]	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
Y	122	YANCEY, JACQUELINE		[REDACTED]	<input type="checkbox"/>	<input type="checkbox"/>	
	307	YEAMAN, KAREN		[REDACTED]	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
	216	YOUNG, PATTI		[REDACTED]	<input type="checkbox"/>	<input checked="" type="checkbox"/>	
	662	YU, JUNG		[REDACTED]	<input type="checkbox"/>	<input type="checkbox"/>	
Z	232	ZAPALAC, MICHELLE-WILLIE		[REDACTED]	<input type="checkbox"/>	<input type="checkbox"/>	
	776	ZYABLITSKAYA, LARISSA	ZYABLITSKAYA, MARIYA	[REDACTED]	<input type="checkbox"/>	<input type="checkbox"/>	

3

114 + 1

WOWSC Ineligible List 03182022

	Tenant		Landlord	Acct #	Service Address
1	BODEN, JUSTIN & KATHLEEN		FLOWE, MARK		
2	BRUNSTROM, LARA		DAVIS, ELICE		
3	BUCHANAN, TAMMY		TX Jefferson Prop LLC-Mark Campbell		
4	BURRISS, GEORGE-LOU		MORSE, NORMAN		
5	CARTER, DEBORAH		MEBANE, ROBERT AND NICKI		
6	DILL, KARI		LECKY, JOHN		
7	HARDWICK, CINDY & PAUL		LITTLE, DAVID		
8	RENO, DENVER-MARK		PENDER, JAMES		
9	ROY, ROBERT (MAC)		DAVIS, ELICE		
10	SANSONE, ROCCO		FULLER, RON		
11	WEIDEL, JOEL		SCHWARTZ, MIKE AND CHRISTY		
	OWNER	Acct #	NOTE		Service Address
1	BLEVINS, REN	725			
2	BRYANT, JESSICA	624			
3	FULLER, RON	22			
4	LECKY, JOHN	77			
5	MEBANE, ROBERT-NICKI	4			
	Previous Owner	Acct #	Sold to:	Acct #	Service Address
1	McCormick Bldg	50	SSCK Holdings LP		
2	Gelinas, Charles	6	Chalkley, Mark and Anita		
3	Elpers, Kevin	351	AV8ME LLC		

allow to vote
 not allowed to vote
 allowed to vote
 w/

3

allowed to vote
 EXHIBIT B - WOWSC 2022 VOTING ROSTER



Sidney Ralph Wells

📅 August 31, 1939 - October 28, 2019 (80 years old)
📍 Spring, Texas

 Add a photo >

 View condolence >

 Solidarity program >

 Authorize the original obituary >

Sidney Ralph Wells Obituary

Here is Sidney Ralph Wells's obituary. Please accept Echovita's sincere condolences.

We are sad to announce that on October 28, 2019 we had to say goodbye to Sidney Ralph Wells (Spring, Texas), born in Madisonville, Texas. Leave a sympathy message to the family in the guestbook on this memorial page of Sidney Ralph Wells to show support.

He was predeceased by : his mother Viola Lively Lowenstein. He is survived by : his wife Linda Bergin Wells; his sons, Scott and Mike; his daughter-in-law Stephanie Roberts Wells; and his granddaughters, Katie and Julia.

In lieu of flowers, please make donations to the American Heart Association in his name.

Suggested donation | American Heart Association

Burnet CAD

Property Search Results > 45638 WELLS RALPH ETUX LINDA L for Year 2022

[Details](#) | [Map](#) | [Pay Taxes](#)

Click on a title bar to expand or collapse the information.

Property			
Account			
Property ID:	45638	Legal Description:	S8650 WINDERMERE OAKS LOT 311 & .077 AC (522/513)
Geographic ID:	08650-0000-00311-000	Zoning:	
Type:	Real	Agent Code:	112636
Property Use Code:			
Property Use Description:			
Location			
Address:	405 COVENTRY RD SPICEWOOD, TX 78669	Mapsc0:	
Neighborhood:	TRAVIS WATERFRONT	Map ID:	512
Neighborhood CD:	TRAWF		
Owner			
Name:	WELLS RALPH ETUX LINDA L	Owner ID:	31135
Mailing Address:	6310 BAYONNE DR SPRING, TX 77389-3605	% Ownership:	100.0000000000%
Exemptions:			
Values			
Taxing Jurisdiction			
Improvement / Building			
Land			
Roll Value History			
Deed History - (Last 3 Deed Transactions)			
Tax Due			



February 12, 2021

Dear Windermere Oaks Water Customers,

The Board has posted on the company's YouTube site several audio recordings of meetings the 2015-16 Board had in Executive Sessions. These closed-to-the-public discussions are allowed by state laws about certain topics, like real estate sales.

The company provided the recordings to plaintiffs Richard Dial, Rene Ffrench and Bruce Sorgen at their lawyer's petition and by order of the presiding judge in the Dial, Ffrench, Sorgen case against the water company and eight past and current directors. That is the only lawfully prescribed process for a company to release recordings of closed Executive Sessions. As such, the tapes are now part of public record and available to you.

Spoiler alert: the tapes are not the stuff of Hollywood intrigue, nor mafia-style racketeering. If you choose to listen to them, it is quickly apparent that they are deliberative conversations of six neighborhood volunteers who were attempting best efforts at selling water company land to reduce debt incurred to build a new wastewater treatment plant for the community. The tapes reflect their efforts at due diligence, asking experts on land values for advice on pricing available at the time. They offer insight into various marketing activities – activities which were widely known enough to have been discussed at the May 2, 2015 annual meeting of the Spicewood Pilots Association, seven months before the Board's December 19, 2015 sale of the land. There's much more, most of which can be summed as showing a spirit of "Let's make things work" for our neighborhood.

The voices you will hear are the former volunteer directors who are now being sued for \$1 million in damages and penalties to be paid from their personal finances. They are Bob Mebane, Pat Mulligan, Mike Madden, Bill Earnest, Dorothy Taylor and Dana Martin. Most of the directors are retirees. The lawsuit also seeks damages and penalties from current volunteer Board directors Joe Gimenez and Mike Nelson. Gimenez and Nelson were not on the Board in 2015 or 2016, but are included as defendants, with Taylor, for voting, at the October 26, 2019 open meeting to amend, with significant community input, a superseding 2016 land sale contract.

Once you listen, the Board encourages you to contrast the ordinary Board discussions that actually took place with the various extreme allegations that the plaintiffs and others in their small group have made in the last four years, embroiling the company in one legal entanglement after the other, causing the company to raise monthly water rates to pay for the legal counsel needed to manage these entanglements. While the Board is doing everything it can to recoup some of these fees from an insurance company, all legal fees the company incurs to defend itself and its volunteer directors are paid directly by all members, including the Board members. Large portions of our legal counsel's work does

EXHIBIT D

not qualify for coverage, but not because of the wrongdoing which the plaintiffs' allies allege in the neighborhood.

The Board also recently voted to release legal invoices reflecting the costs it has incurred to operate a legal defense and run the company in the last three years. The entire, unredacted invoices were demanded of the water corporation by various parties. The company offered the invoices, with redactions of information it deemed as privileged client-attorney communication. The Board wanted to protect its strategies in the cases filed against the company and its directors since 2017. Our offer of redacted invoices was rejected, causing further legal entanglements. Since the second case has moved in different directions, the legal strategies may not be as relevant or worth the cost of protection. In the interest of incurring no further costs to protect them, the Board has decided not just to release them to the requesting parties, but to release them to the entire public. As such, the invoices have been posted on the company website in their entirety. Links provided below.

It is our hope that release of these tapes and invoices provide you with even more transparency as to the operations of the company.

Sincerely,

Board of Directors



Joe Gimenez Patricia Gerino

Mike Nelson

Dorothy Taylor

Rich Schaefer

Links to the WOWSC recording of Board meetings.

3.7.2015 <https://youtu.be/t5BrxGMM0Tw>

10.1.2015 <https://youtu.be/-8Xah0M1l20>

10.31.2015 <https://youtu.be/n-SPR-KgNc>

12.7.2015 <https://youtu.be/39yPWI-PDi0>

12.19.2015 <https://youtu.be/r5xVmzpyp2A>

2.22.2016 <https://youtu.be/yAWI9D8vQYU>

Invoices Suit 1 <https://bit.ly/3iD9M9F>

Invoices Suit 2 <https://bit.ly/3aMMbPX>

SOAH DOCKET NO. 473-20-4071.WS

PUC DOCKET NO. 50788

RATEPAYERS APPEAL OF THE) BEFORE THE STATE OFFICE
DECISION BY WINDERMERE)
OAKS WATER SUPPLY) OF
CORPORATION TO CHANGE)
WATER AND SEWER RATES) ADMINISTRATIVE HEARINGS

HEARING ON THE MERITS

December 1, 2021

(Via Zoom Videoconference)

BE IT REMEMBERED THAT at 9:05 a.m., on
Wednesday, the 1st day of December 2021, the
above-entitled matter came on for hearing at the State
Office of Administrative Hearings, William P. Clements,
Jr. Building, 300 West 15th Street, Austin, Texas,
before CHRISTIAAN SIANO and DANIEL WISEMAN,
Administrative Law Judges, and the following proceedings
were reported by Mary Carol Griffin and Janis Simon,
Certified Shorthand Reporters.

Volume 1

Pages 1 - 242

1 A Yes.

2 Q That was --

3 JUDGE SIANO: Mr. Nelson, you're going to
4 need to speak up a little bit.

5 THE WITNESS: Okay.

6 JUDGE SIANO: Was that a -- did you answer
7 "yes"?

8 THE WITNESS: Yes, I did.

9 JUDGE SIANO: Okay.

10 Go ahead, Ms. Allen.

11 Q (BY MS. ALLEN) The forensic appraisal
12 reflected that the properties that had been sold to
13 Martin for \$200,000 was worth \$700,000 at the time. Is
14 that right?

15 A The Bolton appraisal, yes.

16 Q Yes. That was the appraisal the board had
17 ordered. Right?

18 A Yes.

19 Q Okay. And that report came out in December of
20 2018. Right?

21 A Yes.

22 Q And the board published it to the membership.
23 Correct?

24 A I believe so, yes.

25 Q The board decided to have its lawyer do a legal

MEMORANDUM

Confidential Attorney/Client Document for Board Use Only

TO: Robert Mebane, President
Windermere Oaks Water Supply Corporation

FROM: Mark H. Zeppa

DATE: December 29, 2016

SUBJ: Petition for Removal of Director Dana Martin and Related Issues

You have provided me with a copy of a petition from ten percent or more of the members of Windermere Oaks Water Supply Corporation (WOWSC) and have asked me various questions related to that petition and collateral issues associated with the matters raised in the petition. The following outlines my findings presuming that the factual allegations presented in the petition and the accompanying WOWSC minutes are correct.

I. Removal of Data Martin

The petitioners have requested a hearing before the WOWSC Board for the purpose of removing Director/Vice President Dana Martin from office. They allege that Ms. Martin purchased real estate from WOWSC in a manner that constituted a conflict of interest and a violation of her fiduciary duties to the water company. Ms. Martin is a long-time realtor in the utility's service area as well as a developer in and around the airport. This is widely known to the entire community given the location of her business office next to the entryway into the heart of the subdivision. However, it is alleged that Ms. Martin negotiated and purchased surplus real estate from the utility without formally disclosing her personal interest in the matter before the Board in writing. The petition alleges that she participated in discussions with the Board on the sale of the real estate and only recused herself for the purpose of the final vote on the sale of the property.

Under these assumed facts, it appears that Ms. Martin had a conflict of interest which was not properly disclosed in writing or otherwise noted in the minutes of the Corporation. While it might be appropriate for her as a third party to negotiate for the sale of the property directly with the Board, such a negotiation could only occur during the open general session of a Board meeting. There is no record in any of the minutes sent to me that this was done. Because of the conflict, Ms. Martin would be required to recuse herself with any discussions or votes on the sale of the property as a Board member. There is no record in the minutes provided that this was done.

Assuming the facts alleged are correct, it appears that the concerned members of the water utility may have grounds for removing Ms. Martin as a director or officer for cause. In any event, assuming the members signing the petition do constitute ten percent of the

membership, it appears that the petitioners are entitled under the Corporation's governance documents to have their hearing and vote on removing Ms. Martin from office. This hearing can be conducted in a normal monthly Board meeting or a special called Board meeting at the discretion of the Board. Ms. Martin must be given at least ten days' notice of the charges and an opportunity to prepare her defense.

II. Sales Documents

You have advised me that WOWSC did in fact sell approximately four acres of surplus property to Ms. Martin. Attached to the petition are various recorded deeds and other real estate documents associated with this transaction. As WOWSC's president, you signed those documents. Without addressing the issue of whether the consideration exchanged for the property was reasonable, it appears that there are fundamental defects in this attempted sale.

WOWSC is a private member-owned corporation. While it has some benefits and responsibilities generally associated with public entities such as cities or water districts, it is not a political subdivision. However, since WOWSC has elected to apply for an exemption from state ad valorem taxes, it is subject to the Texas Open Meetings Act. The key provision of that act is that all matters to be discussed and voted on by the governing body of the entity in question must be listed in a posted public notice in advance of the meeting at which such action will occur and that this meeting be open to anyone. Further, all such deliberations and votes must be recorded in a permanent set of certified minutes. None of the minutes sent to me have any entries regarding the sale of property to Dana Martin or any votes taken on such sale. Unless there are other certified minutes that I have not been afforded an opportunity to review, the actions of the WOWSC Board discussing and approving a sale are voidable. In my opinion, if the WOWSC Board wants to preserve the deal it made with Ms. Martin, the Board should re-do the transaction. It should be posted in an agenda for a future meeting for discussion and action in general session. The actions taken must be recorded in the minutes and after those minutes are approved by the Board, they must be signed or certified by an appropriate officer, i.e., the President or the Secretary/Treasurer.

III. Right of First Refusal

The petition alleges the WOWSC Board gave Dana Martin a right of first refusal to purchase an additional seven acres near the airport. There is a document executed by the water company and Ms. Martin which has been filed in Burnet County evidencing this alleged right of first refusal. There is nothing in the minutes provided to me which shows that this right of first refusal or the possible sale of the underlying seven acres was on a posted agenda or properly discussed and voted on by the Board in a general meeting open to the public. Again, relying upon the validity of the allegations made and the minutes presented for my review, it does not appear to me that this is a valid transaction and the recorded memorandum is at least voidable.

IV. Use of Executive Session

The Texas Open Meetings Act is based upon the premise that all matters before the governing body of any entity subject to the Act must be open and transparent to the extent possible. The Act lists a very small number of topics under which a subject entity can close its Board meetings to the public for the purpose of discussion only on those limited topics. The three topics that most often affect a water supply corporation are sale of real estate when the disclosure of the terms under discussion would prejudice the participants, consultations with counsel over threatened or pending litigation, and personnel matters.

If a water supply corporation board wants to go into executive session, it can only do that if its posted agenda notes that it is intending to go into executive session on one or more of the permitted topics. The Board must announce in the general session of the meeting subject to that noticed agenda that it will recess and go into Executive Session to discuss the identified issues. When the Board starts its Executive Session, it must start the creation of a sealed set of minutes of what is being discussed. The sealed minutes will be retained separately from the minutes of the general session and will only be unsealed by the Attorney General or court of competent jurisdiction.

The Executive Session is for discussion only – no votes may be taken. The members who are participating may not be polled on how they would vote. Once all of the discussions have concluded to the satisfaction of the participating Board members, the Executive Session is closed. This is reflected in the sealed minutes. At this time, the Board goes back into general session, before the public, the president will note on the record that an Executive Session was conducted, the times it commenced and ended, and that no action was taken. The Board may then, in open session, bring up one or more of the matters discussed in Executive Session and take formal action on those matters. The votes will be noted in the minutes of the general meeting.

The minutes sent to me have several instances where the Board went into Executive Session to discuss real estate or legal issues. These designations standing alone, in my opinion, are insufficient to put the public on notice of what might be discussed in Executive Session. Regardless of whether this is true, the minutes do not reflect that the Board took no action in Executive Session or that any formal action was taken thereafter in general session. Absent something more to rely on, I would be forced to conclude that at some time, the matter of the sale of real estate to Dana Martin was discussed and voted on during an Executive Session. This raises several concerns. First, as noted, votes cannot be taken in Executive Session. Second, there is no indication that the sale of property to Dana Martin was discussed by or voted on by the WOWSC Board. There is no record that the president was authorized to execute documents regarding this real estate sale or the alleged right of first refusal. Third, there is no record that Dana Martin properly recused herself from any discussion or vote on the sale of this real estate. If it was discussed in Executive Session, as an affected party to the transaction, Ms. Martin should have recused herself and left the room where the discussions were going on in Executive Session. She would have been permitted to return when the Board went back into general session, but she could not participate in any final approval vote.

V. Sufficiency of Minutes

As you will see from my discussions above, I have found several problems with the form of minutes that WOWSC has been taking. First, there must be separate minutes for general sessions and executive sessions. From the documents provided to me, it appears that only a set of general session minutes have been taken and maintained. Second, the required steps of going into, coming out of, and acting on matters discussed in Executive Session are not properly recorded in the minutes. The matters to be discussed in Executive Session are not adequately identified nor are the proper citations to the exceptions in the Open Meetings Act listed. For example, the October 31, 2015 minutes merely state "adjourn to executive session at 10:48 a.m. to discuss real estate, personnel, or legal matters." While these are the three most common broad topics for the use of an Executive Session, this recitation does not tell the public what was discussed; if the purpose of the Executive Session on October 31, 2015 was to discuss the sale of property to Ms. Martin, it should have listed that. It does not prejudice the parties to state that the topic for the real estate discussions is the sale of potential surplus property to Dana Martin or her companies. Another potential listing would be the discussion of potential sale of surplus real estate consisting of approximately four acres located in Tract H2 of Tract H on Piper Lane.

Third, there is no clear statement that no action was taken in Executive Session and that the only action being taken subsequently occurred in Open Session.

Fourth, the minutes I was provided are not certified. They are not originals or copies of official documents of the Corporation. While they may have been prepared by WOWSC and subsequently voted on and approved by the Board, there is nothing in the documents themselves to show that they are true and correct copies of WOWSC records. Most water supply corporations and districts I work with address this fact by having a copy of the approved minutes signed by the president and/or the secretary treasurer. This act of signing the minutes approved by the Board meets the "certified copy" requirement for minutes under the Open Meetings Act. I would suggest that if you want to make your official minutes available to the members on the website, have the approved minutes signed by an appropriate officer, then scan and post them to the website.

You have indicated during one of our telephone conversations that there may be recordings or other evidence of a general or executive session on the Dana Martin real estate transaction in the possession of a current or former Board member. That information was not available at the time of our call, but you are pursuing the matter. If the board has information that convinces it that the minutes it has adopted are incorrect in any material way, it is incumbent upon the Board to correct the minutes. The matter should be posted on a future agenda as a discussion and action item. The information supporting the alleged error will be presented and discussed by the Board. The Board will then move to amend the prior minutes in an appropriate fashion, and that the amended minutes be substituted into the permanent records of the Corporation in the place of the original, incorrect minutes. This practice should be followed any time you believe your minutes are incorrect.

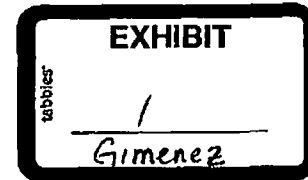
If you have any questions about this opinion, please feel free to contact me on my cell phone – 512 289-4599. Due to ill health, I am working out of my office and cannot be reached there.

Mark Zeppa



816 Congress Avenue, Suite 1900
Austin, Texas 78701
Telephone: (512) 322-5800
Facsimile: (512) 472-0532
www.lglawfirm.com

Mr. de la Fuente's Direct Line: (512) 322-5849
Email: jdela Fuente@lglawfirm.com



January 25, 2019

*Via Email: mollym@abdmllaw.com
and Via USPS Regular Mail*

Molly Mitchell
ALMANZA, BLACKBURN, DICKIE & MITCHELL, LLP
2301 S. Capital of Texas Highway, Bldg. H
Austin, Texas 78746

Re: Friendship Homes & Hangars, LLC purchase of real property interests
from Windermere Oaks Water Supply Corporation

Dear Molly,

I am writing to you on behalf of my client, the Windermere Oaks Water Supply Corporation ("WOWSC") in connection with real property transactions by Friendship Homes & Hangars, LLC ("Friendship Homes") relating to approximately 10.85 acres of property located on Piper Lane in Spicewood, Texas ("the property"). This letter is sent to you as counsel for Dana Martin and Friendship Homes as a matter of professional courtesy; if you contend that it should be addressed directly to Ms. Martin and/or Friendship Homes, please let me know and we will re-send it as instructed.

As you know, by a contract for sale dated January 19, 2015, closing in early 2016, and continuing until final addendum on February 16, 2017, Friendship Homes purportedly acquired two separate real property interests from WOWSC: 1) title in fee simple to approximately 3.86 acres along the west side of Piper Lane, in Spicewood, Texas, and 2) a "right of first refusal" to purchase an additional approximately 7.01 acres immediately to the west of the purchased property (collectively, "the transactions"). The total price paid by Friendship Homes to WOWSC for both interests was \$203,000.

The circumstances surrounding the transactions are problematic for several reasons.

Self-interested transaction: First and foremost, the managing member of Friendship Homes is Dana Martin. At all times relevant to the transactions, Ms. Martin also was a member of the board of the seller, WOWSC. While she purportedly recused herself from the ultimate vote on a portion of the transaction on December 19, 2015, at all times she remained a member of the board, and by virtue of that office had a fiduciary duty and a duty of loyalty to WOWSC, which requires that there be no conflict between duty and self-interest.

Actions taken in violation of the Texas Open Meetings Act: As a WOWSC Board member, Ms. Martin is charged with knowledge of the requirements of the Texas Open Meetings Act, and knowing that the meeting notice for the December 19, 2015 meeting was legally insufficient, did not speak up or note for the remainder of the Board that the meeting notice did not meet the requisite legal standard. Instead, she allowed her self-interest to be paramount, so that the meeting could go forward and she could enter into a contract for sale of the property. Further, Ms. Martin was surely aware that the purported "right of first refusal" was not mentioned in the meeting notice, and thus could not be considered or acted upon by the WOWSC Board at that meeting without violating the Texas Open Meetings Act. Again, Ms. Martin allowed her self-interest to be paramount, so that the meeting could go forward and she could obtain that right of first refusal, paying no additional consideration for that real property interest. These matters have been litigated, and are the subject of a final judgment in Cause No. 47531, *TOMA Integrity, Inc. v. Windermere Oaks Water Supply Corporation*, in the 33rd District Court of Burnet County, Texas.

Actions regarding improper appraisal: Prior to the transactions, on information and belief, Ms. Martin worked with Jim Hinton to present what was purported to be an objective appraisal of the property to the WOWSC Board ("the Hinton appraisal") on or about September 1, 2015. This was done so that the WOWSC Board could consider the market value of the property and determine whether to sell the property, and under what price and other terms such transaction should be conducted.

The Hinton appraisal represented that it was intended to comply with all applicable rules and standards, and that its conclusion as to value was to be based on the "Highest and Best Use." The Hinton appraisal concluded that the present use of the property was "vacant land," and further concluded that remained the "highest and best use" for the property. The three comparable properties that were analyzed to determine the open market valuation were likewise "vacant land" properties.

Importantly, the property was (and still is) located amidst multiple hangar facilities at a private airport, Spicewood Airport, and had significant frontage on a taxiway for Spicewood Airport. In such circumstances, and considering the factors of legal permissibility, physical possibility, financial feasibility, and maximum

January 25, 2019

Page 3

productivity, the actual highest and best use of the property is for division into multiple airport hangar lots, not simply to be used as "vacant land." Notably, the Hinton appraisal did not take into account any comparable sales of hangar lots in the area. Its improper characterization of the highest and best use of the property, and selection of comparable properties consistent with that improper characterization, resulted in a significant under-valuation of the property. Upon information and belief, these defects violate applicable USPAP standards and render the Hinton appraisal fraudulent, and it was presented to fraudulently induce the WOWSC Board into taking action contrary to the best interests of WOWSC.

The WOWSC Board received the Hinton appraisal for the purpose of evaluating and conducting a potential sale of the property. On information and belief, Ms. Martin was aware of this purpose and intended use when the Hinton appraisal was provided to WOWSC. Also on information and belief, Ms. Martin conferred with Mr. Hinton regarding the appraisal before it was submitted to the WOWSC Board, knew that the actual market value of the property was well above the value presented in the Hinton appraisal, and failed to disclose that information to the WOWSC Board. Upon further information and belief, she was aware that the most likely buyer of the property was an enterprise that she had yet to form, Friendship Homes.

The resulting improper and unfair transactions: In reliance on the appraisal, the WOWSC Board elected to sell approximately 3.86 acres of the property for a price of \$203,000 to Ms. Martin's enterprise, Friendship Homes, realizing a value of just over \$52,000 per acre. In reality, based on the proper highest and best use of airport hangar lots, the value of the 3.86 acres of the property sold was \$700,000, yielding a true value of approximately \$181,000 per acre. In addition, in further reliance on the under-valuation of the property contained in the appraisal, the WOWSC Board also transferred a "right of first refusal" to Ms. Martin's enterprise for the remaining 7.01 acres of the property for no additional consideration, with that transaction being completed on February 16, 2017.

Thus, as a result, the WOWSC Board at the very least sold property with a proper market value of \$700,000 for a price of \$203,000, a difference of \$497,000. As a result of the actions related to the Hinton appraisal, material facts as to the transaction were not disclosed to, and upon information and belief, purposefully concealed from, the WOWSC Board. The resulting transaction, being for a price significantly lower than the proper market value at the time, was not fair to WOWSC. The circumstances above would constitute a breach of Ms. Martin's fiduciary duty to WOWSC as a member of the WOWSC Board. Further, to the extent that the actions of Ms. Martin and Friendship Homes relating to the Hinton appraisal were committed in concert with and with the knowledge of Mr. Hinton, they may give rise to an action for civil conspiracy.

EXHIBIT IP - 1

January 25, 2019
Page 4

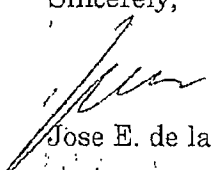
Finally, pursuant to the Unimproved Property Contract and as consideration for the transactions, Friendship Homes agreed to grant a 50-foot easement to run from Piper Lane to the west property line of the 3.86 acres that Friendship Homes acquired in fee simple. An inspection of the Burnet County property records finds no such valid and enforceable easement that has been created or granted to WOWSC, indicating that Friendship Homes has failed to perform this contract obligation. The absence of such easement significantly reduces the value of the remaining property. This works to Friendship Homes' significant advantage; absent an easement, the current market value of the remaining property is quite low, and if WOWSC attempts to sell it for its current reduced market value, Friendship Homes can execute its right of first refusal and acquire that portion of the property for a fraction of its potential value. Friendship Homes can then extend an easement through the property it currently owns, which will dramatically increase the value of the remaining property. Thus, by virtue of actions solely within Ms. Martin's and Friendship Homes' control, they will realize a significant appreciation in value on the property which value properly belongs to WOWSC.

This letter is the WOWSC's Board's notice and demand that you 1) preserve all documents, correspondence, records, and communications (including emails, text messages, and phone records) that you have had with Mr. Hinton or with any past or current member of the WOWSC Board regarding the property, the Hinton appraisal, or the transactions, and 2) to meet and confer promptly with WOWSC through its legal counsel to discuss WOWSC's claims against Ms. Martin and Friendship Homes, and a proper resolution thereof.

Please reply in writing indicating that you understand WOWSC's demands and will preserve all information described above, and will agree to meet and confer with WOWSC through its legal counsel within the next thirty days. In the event that you fail to do so, WOWSC will have no choice but to pursue all available avenues of relief, including pursuing litigation against Ms. Martin and Friendship Homes.

We look forward to your prompt response to this correspondence.

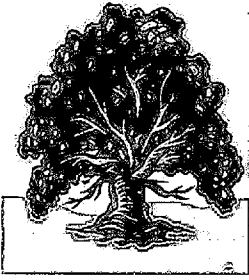
Sincerely,



Jose E. de la Fuente

JEF:cad

EXHIBIT IP - 1



Windermere Oaks Water Supply Corporation

424 Coventry Rd
Spicewood, Texas 78669

2018 - 2019 Board of Directors:

David Bertino, President
Norman Morse, Vice President
Mike Nelson, Secretary/Treasurer
Dorothy Taylor, Director
Bill Billingsley, Director

Windermere Oaks Water Supply Corporation (WOWSC) meeting held: Saturday, January 12, 2019 at the Spicewood Community Center, 7901 CR 404, Spicewood, Texas 78669

2018 - 2019 Board Members Present: David Bertino, Norman Morse, Bill Billingsley, Mike Nelson

Minutes

The meeting was called to order at 1:08PM by David Bertino. A quorum was established with four Board Members present.

- 1) Review and consider and take action to approve minutes of prior meetings.
 - a. Motion made and carried to table review of November 14th and December 4th minutes
- 2) Comments from citizens and members who have signed sign-up sheet to speak (3-minute limit per person).
 - a. Paul Hischar
 - b. Beth Burdett
 - c. Marvin Lewis
 - d. Scott Martin
 - e. Jeannie Shirley
 - f. Jerry Falkner
 - g. Mark A. McDonald
 - h. Rob Van Eman
 - i. Patti Flunker
 - j. Bruce Sorgen
 - k. Malcom Bailey
 - l. Janet Crow
 - m. Pat Mulligan
 - n. Mark O. McDonald
 - o. Danny Flunker
 - p. Sandy Nielson
- 3) Discussion of written questions submitted to WOWSC Board.
 - a. Copies of all submitted questions and comments were provided to all attendees.
 - b. All present WOWSC Board members verbally answered submitted questions and conveyed the submitted written comments.
 - c. Thank You to all who submitted questions and comments!
- 4) The Governing Board of Directors will meet in Executive Session to discuss legal counsel engagement, pending or contemplated litigation, settlement offers, and/or the appointment, employment, evaluation, reassignment, duties, discipline or dismissal of specific personnel, as permitted by chapter 551 of the Texas Government Code, the Texas Open Meetings Act, including but not limited to Sections 551.071, 551.072, 551.074. This will include discussing among the Directors and with legal counsel: the Texas Open Meetings Act,

TOMA Integrity, Inc. v. Windermere Oaks Water Supply Corporation (Cause No. 47351 in the 33rd Judicial District, Burnet County, Texas), Double F Hanger Operations, LLC, et al v. Friendship Homes & Hangars, LLC, et al (Cause No. 48292 in the 33rd Judicial District, Burnet County, Texas), and legal matters directly related to those lawsuits, property appraisal conducted by Bolton Real Estate Consultants, Ltd. relating to property owned by the WSC adjacent to the Spicewood Airport, and potentially hiring a bookkeeper or bookkeeping service. No action, decision, or vote with regard to any matters discussed in closed session shall be made in the absence of further notice issued in accordance with Chapter 551 of the Texas Government Code.

- a. Entered Executive session at 3:12PM
- b. Executive session ended at 4:01PM

5) Resumed Open Meeting at 4:06PM

6) Review, discuss and take any appropriate action including voting regarding: property appraisal, disclosure, or other related actions; legal counsel engagement, pending or contemplated litigation including but not limited to TOMA Integrity, Inc. v. Windermere Oaks Water Supply Corporation (Cause No. 47351 in the 33rd Judicial District, Burnet County, Texas), Double F Hanger Operations, LLC, et al v. Friendship Homes & Hangars, LLC, et al (Cause No. 48292 in the 33rd Judicial District, Burnet County, Texas) and legal matters directly related to those lawsuits, settlement offers; and the appointment, employment, evaluation, reassignment, duties, discipline or dismissal of specific personnel.

- a. WOWSC Board takes its fiduciary responsibility seriously. The disparity between the land sale value and Bolton appraisal value is too large to ignore.
- b. We, the Board, have sufficient data and information to move forward even though we don't have answers to all questions.
- c. Folks who are not part of TOMA or Friendship Homes & Hangars voiced their opinion to get the sold land back.
- d. Motion was made and carried to authorize attorney to send demand letter to address easement, right of first refusal, and difference in value of sale asserting all available claims to Friendship Homes and Hinton Appraisal with 30 day deadline for resolution, after which we may authorize commencement of litigation.

7) Discuss any new matter or business that is presented to the Board, include on agenda for next meeting if necessary.

- a. Motion was made and carried to consider and take action at future Board meetings regarding Friendship Homes Piper Lane land sale including voiding, modifying, or ratifying the transaction.

8) Motion made and carried to adjourn. Meeting adjourned at 4:09PM.



Submitted by: Mike Nelson

APPROVED BY WOWSC Board on February 9, 2019



Janet Parker

Janet Parker, County Clerk
Burnet County, TX

Pages: 5 COR Fee: \$ 42.00

CORRECTION WARRANTY DEED WITH VENDOR'S LIEN

Notice of confidentiality rights: If you are a natural person, you may remove or strike any or all of the following information from any instrument that transfers an interest in real property before it is filed for record in the public records: your Social Security number or your driver's license number.

Date: Effective March 14, 2016

Grantor: Windermere Oaks Water Supply Corporation, a Texas corporation

Grantor's Mailing Address: 424 Coventry Rd, Spicewood, Burnet County, Texas 78669

Grantee: Friendship Homes & Hangars, LLC a Texas limited liability company

Grantee's Mailing Address: 205 Coventry Rd, Spicewood, Burnet County, Texas 78669

Consideration: \$20,000.00 cash earnest money and a \$200,000 promissory note payable to the order of Anne McClure Whidden Trust, and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged.

Property (including any improvements thereon):

Tract 1: Being Tract H2, of Tract H on Piper Lane, a subdivision in Burnet County, Texas according to the Plat recorded in Clerk's Document No. 201601994, Official Public Records of Burnet County, Texas

Tract 2: Being a .51 acre tract identified on Exhibit "A" hereto.

Reservations from and Exceptions to Conveyance and Warranty: This conveyance, however, is made and accepted subject to:

1. The Property shall not be used for any type of helicopter use.
2. Grantor retains a Fifty Foot access easement over and across the West Property Line of Tract H2 as shown by plat recorded in Clerk's Document No. 201601994, Official Public Records of Burnet County, Texas and scope and uses of which are further detailed in that certain Non-exclusive Access Easement of even date.
3. Any and all restrictions, encumbrances, easements, covenants and conditions, if any, relating to the hereinabove described property as the same are filed for record in the County Clerk's Office of Burnet County, Texas.

TO HAVE AND TO HOLD the above described premises, together with all and singular the rights and appurtenances thereto in anywise belonging, unto the said Grantee, Grantee's heirs, executors, administrators, successors and/or assigns to WARRANTY AND FOREVER DEFEND all and singular the said premises unto the said Grantee, Grantee's heirs, executors,

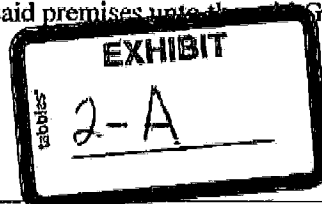


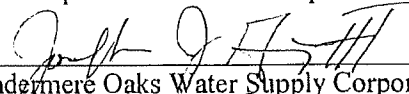
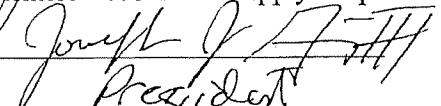
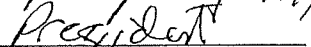
EXHIBIT I

administrators, successors and/or assigns, against every person whomsoever claiming or to claim the same or any part thereof.

It is expressly agreed that the Vendor's Lien, as well as superior title in and to the above described premises, is retained against the above described property, premises and improvements until the above described note and all interest thereon are fully paid according to the face, tenor, effect and reading thereof, when this Deed shall become absolute. That ANNE MCCLURE WHIDDEN TRUST ("Lender") at the instance and request of the Grantee herein, having advanced and paid in cash to the Grantor herein that portion of the purchase price of the herein described property as is evidenced by the hereinabove described Note, the Vendor's Lien, together with the superior title to said property is retained herein for the benefit of said Lender and the same are hereby TRANSFERRED and ASSIGNED to said Lender, its successors and assigns.

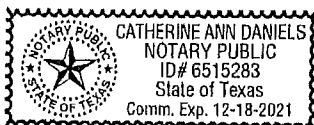
NOTE CONCERNING CORRECTION: This deed is being filed as a correction deed to correct and clarify certain information and to substitute for the Warranty Deed with Vendor's Lien originally recorded at Clerk's Document No. 201602256, Official Public Records of Burnet County, Texas. The following information is being corrected: the consideration paid, the addition of Tract 2 (which was inadvertently left out of the original conveyance) and a clarification of the Reservations from and Exceptions to Conveyance and Warranty. Other than the stated corrections no substantive changes were made in the Warranty Deed with Vendor's Lien as originally recorded, this correction deed shall supersede the original document and this correction deed relates back to the effective date of the Warranty Deed with Vendor's Lien originally executed on March 11, 2016 and recorded on March 14, 2016.

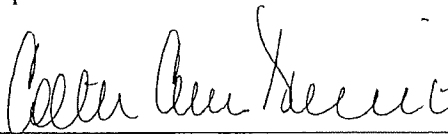
When the context requires, singular nouns and pronouns include the plural.


Windermere Oaks Water Supply Corporation
By: 
Its:  President

STATE OF TEXAS §
 §
COUNTY OF TRAVIS §

The foregoing instrument was acknowledged before me this 31ST day of OCTOBER, 2019 by JOSEPH J. GILMORE, as president of the Windermere Oaks Water Supply Corporation, a Texas corporation.




Notary Public – State of Texas

Approved and acknowledged by Grantee and vendor's lien assignee:



Friendship Homes & Hangars, LLC

By: Dana J. Martin

Its: Manager



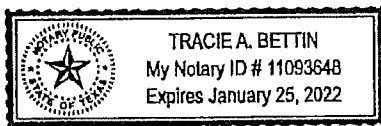
Anne McClure Whidden Trust

By: ANNE MCCLURE WHIDDEN

Its: TRUSTEE

STATE OF TEXAS §
COUNTY OF BURNET §
TRAVIS §

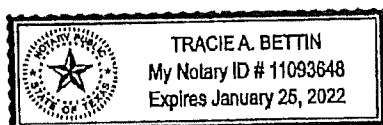
The foregoing instrument was acknowledged before me this 29th day of October, 2019
by Dana J. Martin, its Manager of Friendship Homes & Hangars, LLC.



Tracie A. Bettin
Notary Public – State of Texas

STATE OF TEXAS §
COUNTY OF BURNET §
TRAVIS §

The foregoing instrument was acknowledged before me this 29th day of October, 2019
by Anne McClure Whidden, as Trustee of the Anne McClure Whidden Trust.



Tracie A. Bettin
Notary Public – State of Texas

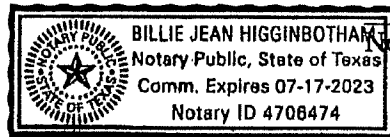
Agreed to and approved by current owner of a portion of the Property:

[Signature]
Johann Mair

[Signature]
Michael Mair

STATE OF TEXAS §
COUNTY OF Galveston §
COUNTY OF TRAVIS §

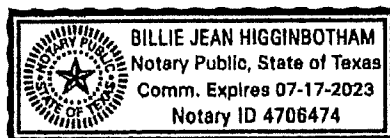
The foregoing instrument was acknowledged before me this 29 day of Oct, 2019
by Johann Mair.



[Signature]
Notary Public - State of Texas

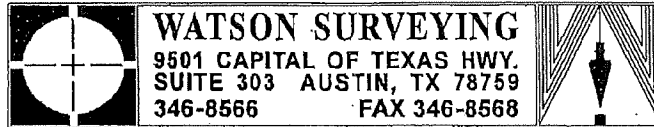
STATE OF TEXAS §
COUNTY OF Galveston §
COUNTY OF TRAVIS §

The foregoing instrument was acknowledged before me this 29 day of Oct, 2019
by Michael Mair.



[Signature]
Notary Public - State of Texas

After recording, please return to:
Molly Mitchell
Almanza, Blackburn, Dickie & Mitchell, LLP
2301 S. Capital of Texas Highway, Building H
Austin, Texas 78746



FIELD NOTES FOR 0.5151 ACRE OF LAND, OUT OF THE MARIA SALINAS SURVEY NO. 17, ABSTRACT NO. 776, IN BURNET COUNTY, TEXAS, BEING ALL OF THAT TRACT CALLED "PIPER LANE" ON THE SUBDIVISION PLAT "TRACT H ON PIPER LANE", RECORDED IN DOCUMENT NO. 201601994, BURNET COUNTY PLAT RECORDS, SAID 0.5151 ACRE BEING DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

BEGINNING at A $\frac{1}{2}$ " steel pin with cap set at the northeast corner of Tract H1 of said plat, also the southeast corner of Lot 43, Windermere Airpark II, a subdivision recorded in Volume 2, Page 160A, Burnet County Plat Records, for the northwest corner hereof;

THENCE S89°55'E 41.17 feet through the ROW of Piper Lane, to a mag nail set at the mutual north corner of Lot 1, Tract G On Piper Lane, as recorded in Volume 752, Page 199, Burnet County Deed Records, and said "PIPER LANE" tract, for the northeast corner hereof;

THENCE S00°05'W 544.91 feet with the east line of said "PIPER LANE" tract, also the west line of said Lot 1, and the west line of a 2.296 acre tract recorded in Volume 220, Page 581, Burnet County Deed Records, to a mag nail set in asphalt, at the southeast corner of said "PIPER LANE" tract, for the southeast corner hereof;

THENCE S89°56'58"W 229.64 feet with the south line of said "PIPER LANE" tract, also the north line of a 0.447 acre tract recorded in Document No. 201205283, Burnet County Official Public Records, to a $\frac{1}{2}$ " steel pin with cap set for the southwest corner hereof;

THENCE N00°05'00"E 355.01 feet with the mutual line of Tract H2 and said "PIPER LANE" tract, to a $\frac{1}{2}$ " steel pin with cap set for point on line hereof;

THENCE N00°05'00"E 190.00 feet continuing on line with the mutual line of Tract H1 and said "PIPER LANE" tract, to the POINT OF BEGINNING, containing 0.5151 acre of land, more or less.

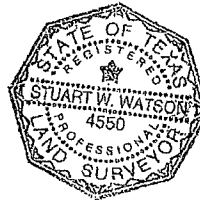
Bearing basis is from said plat (201601994)

See said plat survey map for more information.

Field notes prepared 15 February 2018 by:

Stuart Watson

Stuart Watson, RPLS 4550



SOAH DOCKET NO. 473-20-4071.WS

PUC DOCKET NO. 50788

RATEPAYERS APPEAL OF THE) BEFORE THE STATE OFFICE
DECISION BY WINDERMERE)
OAKS WATER SUPPLY) OF
CORPORATION TO CHANGE)
WATER AND SEWER RATES) ADMINISTRATIVE HEARINGS

HEARING ON THE MERITS

Thursday, December 2, 2021

(Via Zoom Videoconference)

BE IT REMEMBERED THAT at 9:00 a.m., on
Thursday, the 2nd day of December 2021, the
above-entitled matter came on for hearing at the State
Office of Administrative Hearings, William P. Clements,
Jr. Building, 300 West 15th Street, Austin, Texas,
before CHRISTIAAN SIANO and DANIEL WISEMAN,
Administrative Law Judges, and the following proceedings
were reported by Kim Pence and Mary Carol Griffin,
Certified Shorthand Reporters.

Volume 2

Pages 243 - 468

1 Company will not get its land back. Right?

2 A So that is -- that matter is basically pending
3 the -- with the outcome of the underlying trial in the
4 48292 case because the judgment hasn't been rendered on
5 certain questions. And the Corporation has taken a
6 neutral stance on the outcome of this -- you know, of
7 that matter.

8 Q Okay. So now you're telling me that every
9 dollar that -- of Company money that has been spent is
10 for a neutral stance?

11 A Yes, ma'am, it is a neutral stance --

12 Q Uh-huh.

13 A -- in terms of -- yes, ma'am.

14 Q \$500,000 for 2020 is a neutral stance? Is that
15 what you're telling me?

16 A That money has allowed the Corporation to
17 proceed without further litigation entanglements that it
18 believes --

19 MS. ALLEN: Your Honor, this witness is
20 just about to speculate about legal matters. I don't
21 mind him doing it, but I'm going to cross-examine him on
22 it.

23 JUDGE SIANO: Mr. Gimenez, just answer the
24 question asked, if you would.

25 A Okay. In --

1 MS. ALLEN: Could the court reporter read
2 the question back, please?

3 (Requested portion read)

4 Q (BY MS. ALLEN) Do you understand my question,
5 Mr. Gimenez?

6 A Yes, ma'am.

7 Q You said the Company has taken a neutral
8 stance, and I want to know if you're telling us that it
9 is \$500,000 of the Ratepayers' money has been spent on
10 the Company to take a neutral stance in the litigation?

11 A Yes, ma'am.

12 Q Can you articulate any basis on which that is
13 reasonable and prudent on the part of the board?

14 A Yes, ma'am. The other alternatives to the
15 Corporation would have cost much more in our opinion.

16 Q The other alternative to the Corporation.
17 Okay.

18 So let's work at it this way: You do know
19 that the pleadings that have been filed in the Double F
20 case on behalf of the Company asked the Court to prevent
21 a reversal of the land sale. You know that. Right?

22 A I'm sorry. The other pleadings asked to
23 prevent the land sale?

24 Q All of the pleadings that have been filed by
25 the Company's lawyers have asked the Court not to set

SOAH DOCKET NO. 473-20-4071.WS

PUC DOCKET NO. 50788

RATEPAYERS APPEAL OF THE) BEFORE THE STATE OFFICE
DECISION BY WINDERMERE)
OAKS WATER SUPPLY) OF
CORPORATION TO CHANGE)
WATER AND SEWER RATES) ADMINISTRATIVE HEARINGS

HEARING ON THE MERITS

December 1, 2021

(Via Zoom Videoconference)

BE IT REMEMBERED THAT at 9:05 a.m., on
Wednesday, the 1st day of December 2021, the
above-entitled matter came on for hearing at the State
Office of Administrative Hearings, William P. Clements,
Jr. Building, 300 West 15th Street, Austin, Texas,
before CHRISTIAAN SIANO and DANIEL WISEMAN,
Administrative Law Judges, and the following proceedings
were reported by Mary Carol Griffin and Janis Simon,
Certified Shorthand Reporters.

Volume 1

Pages 1 - 242

1 Q Okay. How much of the attorney's fees for
2 work --

3 A This is what you argued to be stricken or
4 from -- so, what I was going to say earlier was to amend
5 my testimony --

6 (Simultaneous discussion)

7 Q (BY MS. ALLEN) Mr. Nelson, I need to get a
8 question out.

9 A Okay.

10 MS. ALLEN: Your Honor, I need to get a
11 question out just so the record is clear.

12 JUDGE SIANO: Go ahead.

13 Q (BY MS. ALLEN) Here is my question: Tell me
14 the number, the amount, of the legal fees that the
15 Company -- that the board committed the Company to pay
16 for work done in 2019 that was not paid for in 2019.

17 A 121,659 approximately.

18 Q Okay. So, if my math is right -- and it isn't
19 always -- that's legal fees in the amount of 279 --
20 280,000?

21 A You mean, the 171 plus the 121 --

22 Q Yes, sir.

23 A -- would be 192?

24 Q Okay. So, that means that the legal fees that
25 the board approved for the Company to pay in connection

1 with these disputes in the year of 2019 was almost
2 \$300,000?

3 A That was the total.

4 Q Okay. The Company used in its rate design a
5 number that was like half of that. Right?

6 A \$171,337 legal accounting and total contract.

7 Q And the 171,000 wasn't even all legal fees.
8 Right?

9 A Correct. Mostly, but not all.

10 Q It included the contract services that was paid
11 to Mr. -- is it Gimenez or Gimenez? How does he say
12 that?

13 A Gimenez.

14 Q Gimenez?

15 A Gimenez.

16 Q Gimenez. Thank you. It was the \$400 a month
17 contract fee that was paid to Mr. Gimenez to be the
18 public information officer. It included that. Right?

19 A There might have been a little bit of that.

20 Q The Company's general ledger would reflect how
21 much it was. Right?

22 A Yes.

23 Q Has the Company produced its general ledger in
24 this proceeding?

25 A I believe the year-end 2019 financials were

1 expenses in the middle of the year?

2 A Oh, yes. And that's why we did the rate study,
3 and that's why we talked with our legal firms.

4 Q So --

5 (Simultaneous discussion)

6 Q (BY MS. ALLEN) So, why was it? Go ahead.

7 A And so that's exactly why we talked with our
8 legal firms and discussed our understanding of the case
9 and it having continued significant expenses projected
10 throughout 2020 and for us to meet those we would need
11 an increased revenue cash flow, and that's why we did
12 the rate study, to understand how much we could increase
13 our base rates so that way we could work with our legal
14 terms on a monthly payment plan towards our legal
15 balance.

16 Q Isn't it true that the board had no earthly
17 idea on a monthly basis how much it was committing the
18 Company to pay for legal fees until it got invoices?

19 A Correct.

20 Q And so it was not until after those obligations
21 had been incurred and approved by the board of directors
22 that you were able to analyze the financial
23 ramifications of them. Isn't that right?

24 A Correct.

25 Q I'm sorry, Mr. Nelson, but I just didn't hear

1 study?

2 A Yes, we were instructed that we could only use
3 what was actually paid for in 2019.

4 Q Who told you that?

5 A That's what was used in the model.

6 Q Who told you that you could only use expenses
7 that the Company had actually paid?

8 A What I recall was that was the guidance we
9 received from TRWA.

10 Q Did that make a lick of sense to you?

11 A I do not know enough about all of the rules and
12 regulations, and so we do ask questions and rely on
13 guidance. And so what we were told is it had to be
14 actual payments, and so we needed actual financial
15 reports. And so that's what we used, and it met our
16 revenue requirements.

17 Q Your actual revenue requirements for 2019 were
18 much higher than what's in the model. Right?

19 A Because of the costs incurred, the legal costs
20 at the end of the year.

21 Q And you understand that when I use the term
22 revenue requirement, I'm using it the way you do, but
23 I'm not agreeing with you that the Company had that
24 revenue requirement. Can we have that understanding?

25 A I'm not sure what you mean, but --

1 Q Okay. And so, when the board raised the rates,
2 it said: And we're going to have another 250 in legal
3 fees in 2020. Right?

4 A That was our projection, yes, and --

5 (Simultaneous discussion)

6 Q (BY MS. ALLEN) So, how the heck were you going
7 to pay the 120- or \$150,000 in legal fees for 2019 that
8 you hadn't paid?

9 A We were going to -- we worked with our legal
10 law firms on an agreement to where we could increase
11 rates to pay them \$10,000 a month once the rates kicked
12 in, and so that's what we've been doing, is paying Lloyd
13 Gosselink and Enoch Kever \$10,000 per month since the
14 rates increased.

15 Q Are you telling us that the rates that the
16 board adopted in 2020 were not ever designed to recoup
17 the actual expenses that included the legal fees for
18 2019?

19 A They were increased to pay down the balance --
20 legal balances until the legal balances are gone, and
21 then we were to revisit the rates and reduce them.

22 Q Your --

23 A So, the concept was --

24 (Simultaneous discussion)

25 Q (BY MS. ALLEN) Okay. So --

1 A So, the concept was to look at 2019, right, use
2 it in a rate study to understand how high we could
3 increase rates and then see if we could meet the \$10,000
4 a month per law firm. And so that's where we were able
5 to do that, so at a lower amount than the TRWA
6 analysis --

7 (Simultaneous discussion)

8 Q (BY MS. ALLEN) Okay. So -- okay. I got it.
9 So, you designed these rates to enable you to meet a
10 budget of 10,000 a month per law firm going forward?

11 A Yep.

12 Q Okay. Without regard to what the actual legal
13 expenses might be?

14 A Well, we were already in balance, so we were --
15 and we didn't have the cash on hand to pay off those
16 balances.

17 Q You were not in balance at the end of 2019.

18 A I said --

19 (Simultaneous discussion)

20 Q (BY MS. ALLEN) You just said that.

21 A -- we had legal balances.

22 Q Okay. That's what you mean by in balance? You
23 owed money.

24 A I didn't say in balance. I said we had legal
25 balances.

1 are totals for Windermere Oaks Water Supply Corporation.
2 So, you see the total down there, the 576,192. It's the
3 total.

4 Q Okay. And I'm going to scroll down to the rate
5 calculation part, and what I see here is that the
6 minimum bill based -- for the base rate is calculated at
7 \$116.68. Is that right?

8 A No. That is -- what you're looking at, \$116.68
9 per month, is a fixed cost portion of the base rate.

10 Q Okay. The Company did not alter its rates for
11 gallonage charges. Correct?

12 A Correct.

13 Q So, it was not trying in early 2020, excuse me,
14 to analyze revenue requirements and things such as that
15 for variable expenses. Correct?

16 A Correct. The --

17 Q Okay.

18 A -- idea was we were a small Water Supply
19 Corporation, you know, 271 members at the time or so,
20 and we wanted for all the members to participate in the
21 higher base rates, disparate the higher base rate --

22 (Simultaneous discussion)

23 Q (BY MS. ALLEN) Okay. All right. Now, the
24 board didn't settle on the rates that were recommended
25 or yielded by this rate model. Right?

1 A Correct.

2 Q Explain for us the additional analysis that the
3 board did in order to make adjustments to arrive at the
4 rates that it adopted.

5 A So, my understanding was we wanted to increase
6 our monthly cash flow or revenue by, say, almost
7 16-\$17,000 per month so we could make legal payments of
8 \$20,000, 10,000 to both law firms. And so when we
9 looked at that, that meant increasing base rates by
10 around \$65 or so. And so we split the \$65
11 60 percent/40 percent, 60 percent for water and
12 40 percent for wastewater. And so we added -- so we
13 multiplied that and added that to the previous base
14 rates, came up with the new base rate, combined about
15 \$156, and that was below the 174.59 here in this model.
16 And so we felt like we could work with our legal teams
17 and with a \$10,000 a month payment, and so we did not
18 increase rates above that once we felt like we could
19 achieve the \$10,000 monthly payments to both law firms.

20 Q Okay. But that business about the \$10,000 a
21 month monthly payments is not anywhere in the rate
22 design, right, that we see here?

23 A Oh, correct.

24 Q Okay.

25 A Yeah, that TRWA model there --

NO. 47531

TOMA INTEGRITY, INC,	§	IN THE DISTRICT COURT
	§	
Petitioners,	§	
	§	
v.	§	33 RD JUDICIAL DISTRICT
	§	
WINDERMERE OAKS WATER	§	
SUPPLY CORPORATION,	§	
	§	
Respondent.	§	BURNET COUNTY, TEXAS

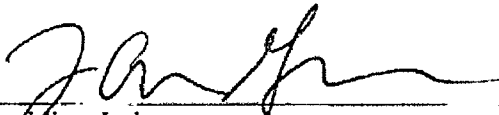
ORDER GRANTING PETITIONERS' MOTION FOR SUMMARY JUDGMENT
& DENYING RESPONDENT'S MOTION TO DISMISS

On the 15th day of June, 2018, the Court heard Petitioners' Motion for Summary Judgment and Respondent's Motion to Dismiss. Having considered the motions, the summary judgment evidence and the arguments of counsel, the Court finds and concludes that Petitioners' Motion for Summary Judgment be, and it hereby is, GRANTED, in that the Court only finds that a violation of the Open Meetings Act occurred.

Respondent's Motion To Dismiss is hereby DENIED.

All other prayers for relief are hereby DENIED.

SIGNED this 23rd day of July, 2018.



Presiding Judge

EXHIBIT M

United States Court of Appeals

FIFTH CIRCUIT
OFFICE OF THE CLERK

LYLE W. CAYCE
CLERK

TEL. 504-310-7700
600 S. MAESTRI PLACE,
Suite 115
NEW ORLEANS, LA 70130

April 06, 2022

Ms. Stephanie Nashban
Cozen O'Connor, P.C.
123 N. Wacker Drive
Suite 1800
Chicago, IL 60606

Mr. Bryan Patrick Vezey
Cozen O'Connor, P.C.
1221 McKinney Street
LyondellBasell Tower
Suite 2900
Houston, TX 77010-2009

Mr. Joseph Anthony Ziemianski
Cozen O'Connor, P.C.
1221 McKinney Street
LyondellBasell Tower
Suite 2900
Houston, TX 77010-2009

No. 22-50218 Windermere Oaks v. Allied World
USDC No. 1:21-CV-258

Dear Ms. Nashban, Mr. Vezey, and Mr. Ziemianski,

We have docketed the appeal as shown above, and ask you to use the case number for future inquiries. You can obtain a copy of our briefing checklist on the Fifth Circuit's website "<http://www.ca5.uscourts.gov/docs/default-source/forms-and-documents---clerks-office/rules/brchecklist>".

Briefing Notice: The record is complete for purposes of the appeal, see **FED. R. APP. P.** 12. Appellant's brief and record excerpts are due within 40 days of the date shown above, see **FED. R. APP. P.** & **5TH CIR. R.** 28, 30, and 31. See also **5TH CIR. R.** 30.1.2 and **5TH CIR. R.** 31.1 to determine if you have to file electronic copies of the brief and record excerpts. [If required, electronic copies **MUST** be in Portable Document Format (PDF).]

Record Excerpts: **5TH CIR. R.** 30.1.7(c) provides that the electronic PDF version of the record excerpts should contain pages representing the "tabs" identified in the index of the document. However, we remind attorneys that the actual paper copies of record excerpts filed with the court must contain actual physical tabs

that extend beyond the edge of the document, to facilitate easy identification and review of tabbed documents.

Brief Covers: THE CASE CAPTION(S) ON BRIEF COVERS MUST BE EXACTLY THE SAME AS THE CASE CAPTION(S) ON THE ENCLOSED TITLE CAPTION SHEET(S). YOU WILL HAVE TO CORRECT ANY MODIFICATIONS YOU MAKE TO THE CAPTION(S) BEFORE WE SUBMIT YOUR BRIEF TO THE COURT.

Policy on Extensions: The court grants extensions sparingly and under the criteria of **5TH CIR. R. 31.4**. If you request an extension, you must contact opposing counsel and tell us if the extension is opposed or not. **5TH CIR. R. 31.4** and the Internal Operating Procedures following rules 27 and 31 state that except in the most extraordinary circumstances, the maximum extension for filing briefs is 30 days in criminal cases and 40 days in civil cases.

Reply Brief: We do not send cases to the court until all briefs are filed, except in criminal appeals. Reply briefs must be filed within the 21 day period of **FED. R. APP. P. 31(a)(1)**. See **5TH CIR. R. 31.1** to determine if you have to file electronic copies of the brief, and the format.

Dismissal of Appeals: The clerk may dismiss appeals without notice if you do not file a brief on time, or otherwise fail to comply with the rules.

Appearance Form: If you have not electronically filed a "Form for Appearance of Counsel," you must do so within 14 days of this date. You must name each party you represent, See **FED. R. APP. P.** and **5TH CIR. R. 12**. The form is available from the Fifth Circuit's website, www.ca5.uscourts.gov.

Brief Template: The clerk's office offers brief templates and the ability to check the brief for potential deficiencies prior to docketing to assist in the preparation of the brief. To access these options, log in to CM/ECF and from the Utilities menu, select 'Brief Template' (Counsel Only) or 'PDF Check Document'.

ATTENTION ATTORNEYS: Direct access to the electronic record on appeal (EROA) for pending appeals will be enabled by the U S District Court on a per case basis. Counsel can expect to receive notice once access to the EROA is available. Counsel must be approved for electronic filing and must be listed in the case as attorney of record before access will be authorized. Instructions for accessing and downloading the EROA can be found on our website at <http://www.ca5.uscourts.gov/docs/default-source/forms/instructions-for-electronic-record-download-feature-of-cm>. Additionally, a link to the instructions will be included in the notice you receive from the district court.

Sealed documents, except for the presentence investigation report in criminal appeals, will not be included in the EROA. Access to sealed documents will continue to be provided by the district court only upon the filing and granting of a motion to view same in this court.

VIDEO/AUDIO EXHIBITS: If this record contains exhibits (e.g. Dash cam or Body cam videos) that must be submitted to the court's attention, you must provide them to the District Court in MP4 format for submission to our court.

Reminder as to Sealing Documents on Appeal: Our court has a strong presumption of public access to our court's records, and the court scrutinizes any request by a party to seal pleadings, record excerpts, or other documents on our court docket. Counsel moving to seal matters must explain in particularity the necessity for sealing in our court. Counsel do not satisfy this burden by simply stating that the originating court sealed the matter, as the circumstances that justified sealing in the originating court may have changed or may not apply in an appellate proceeding. It is the obligation of counsel to justify a request to file under seal, just as it is their obligation to notify the court whenever sealing is no longer necessary. An unopposed motion to seal does not obviate a counsel's obligation to justify the motion to seal.

Sincerely,

LYLE W. CAYCE, Clerk

A handwritten signature in black ink, appearing to read "Monica R. Washington", written over a horizontal line.

By:

Monica R. Washington, Deputy Clerk
504-310-7705

Enclosure(s)

cc w/encl:

Mr. Douglas Paul Skelley

Case No. 22-50218

Windermere Oaks Water Supply Corporation; Dana Martin; William Earnest; Thomas Michael Madden; Robert Mebane; Patrick Mulligan; Joe Gimenez; David Bertino; Mike Nelson; Dorothy Taylor; Norman Morse,

Plaintiffs - Appellees

v.

Allied World Specialty Insurance Company,

Defendant - Appellant



January 28, 2020

Dear WOWSC Member:

We want to make this short and simple and to the point.

Because a few of your neighbors escalated their legal actions in late 2019 against your non-profit water supply corporation and members of the 2015, 2018 and 2019 Boards of Directors, we are experiencing significant negative cash flow problems in early 2020. Our legal bills are absorbing available funds for the operation, maintenance, and necessary upgrades to your water system that WOWSC committed to in 2019 and 2020.

Even after multiple court rulings in *favor* of WOWSC in these suits, and combined with the division the member plaintiffs have created in this neighborhood, their continuing legal assaults are forcing our Board to raise **your water rates – significantly – to cover ongoing legal expenses and maintain and operate our plant facilities.** Upon consultation with TWRA representatives, **our base rate water bill will be increased, possibly as much as \$50 per month, and we may need to revisit that later in the year if the increased revenues are still insufficient to pay our bills.**

In 2018 and 2019 we spent approximately \$210,000 in legal fees. Recent legal bills from late 2019 to be paid in 2020 already are nearing \$100,000. With no end in sight of the Plaintiffs' continued legal attack, the Board projects a \$180,000 loss (if rates are not raised) given the increase to our legal fee budget projections to \$250,000 this year. To put this in perspective, the legal defense of our corporation may amount to \$1,000 for each of our 250+ customers this year – or more.

Our Board hopes you will join us in asking **this small group to stop the lawsuits** and stop wasting money that **we all** ultimately end up paying in higher rates. We want our community to keep our non-profit water supply corporation, but the lawsuits are forcing us to consider all options – including bankruptcy, the sale of assets, or sale of the corporation – to ensure our continued water service. It should not be this way.

Let us get back to the business of running the water supply corporation effectively and efficiently. We will discuss these items at the annual member meeting Saturday February 1 at the Spicewood Community Center, at the conclusion of the WO POA meeting.

Joe Gimenez, President
The WOWSC Legal Subcommittee

Mike Nelson, Secretary/Treasurer

EXHIBIT N



EXHIBIT O

joe gimenez <1129jjg@gmail.com>

Registered: Windermere Oaks Water Supply Corporation - Renewals Effective 3/17/2022

1 message

Sandy Batchelor <sbatchelor@aainsagency.com>

Mon, Mar 7, 2022 at 3:54 PM

Reply-To: Sandy Batchelor

<sbatchelor@fppchc4fryb6qeku6ciabyljiaefzuvjorhg7f.reply.rpost.biz>

To: 1129jjg@gmail.com

Cc: watermgmt@yahoo.com

RMail Electronic Signature Request

This message was sent for you to electronically sign. Please follow the instructions at the bottom of this email.

Good afternoon....

Unfortunately after submitting applications for coverage renewals effective March 17th for Windermere Oaks Water Supply we have been unable to secure any quotes for expiring coverages.

I have three declinations after submissions – two from standard carriers and another from a surplus lines market.

I did forward you applications for the Officers and Directors Management coverage on January 24, 2022 but to date have not received either of these applications back with required financials from Windermere Oaks. .

If you have the applications completed for the Management Liability coverage complete with financials and still interested in our trying to secure a quote for coverage please get them back to me in the next day or two. The markets available take at least five to ten business days to get us anything back on applications submitted to them – whether it be a declination or possible quote for coverage. If you are still interested we need to have the completed applications along with financials and list of current officers/directors returned in the next day or two.

I do sincerely wish we could have secured a quote for you but all of the declinations were based on the loss history of the water supply.

We want to THANK YOU for your many years of LOYALTY and business in the past for which are grateful. We will await a response from you with regards to the coverage for the board.

If you need "valued/updated" loss runs let me know and I will secure for you.



Sandy Batchelor

Water Account Manager
AIA Insurance Agency – A Division of WinStar Insurance Group
421 East Hickory Street, Suite 100

Denton, TX. 76201

Work: (940) 898-1604

Work: (800) 666-9551

Cell: (214) 629-3146

Fax: (940) 898-1252

www.aiainsagency.com

PLEASE NOTE: Our payment address is 13625 Ronald W Reagan Blvd, Bldg 3, Suite 100, Cedar Park, TX 78613.

This transmission contains information that may be confidential or privileged, and is intended only for the recipient identified above. If you received this transmission in error, please notify the sender immediately, delete all copies, and be aware that any disclosure, copying, distribution or use of the contents of this transmission is strictly prohibited. Also, for your protection, coverage cannot be bound or changed via voice mail, email, fax, or online via website/social media, and is not effective until confirmed directly with a licensed agent.