

MINUTES OF MEETING OF BOARD OF DIRECTORS

December 17, 2018

THE STATE OF TEXAS
COUNTY OF HARRIS
TRAIL OF THE LAKES MUNICIPAL UTILITY DISTRICT

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The Board of Directors (the "Board" or the "Directors") of Trail of the Lakes Municipal Utility District (the "District") met in regular session, open to the public, at the offices of Radcliffe Bobbitt Adams Polley PLLC, 2929 Allen Parkway, Suite 3450, Houston, Harris County, Texas 77019, a place outside the boundaries of the District, on Monday, December 17, 2018, at 12:00 p.m.; whereupon, the roll was called of the members of the Board, to-wit:

Jeff Campbell	President
Jo A. Smith	Vice President
Virginia Elkins	Secretary
Crystal Kirby	Assistant Secretary
Kim Pendleton	Director

All members of the Board were present, except Director Kirby, thus constituting a quorum. Also attending the meeting were: Mr. Troy King, Member of the Board of Directors of Atascocita Forest ("AF") Community Association, Inc. (the "AF CAI"), a subdivision in the District; Ms. Kesha Stubblefield, District resident; Ms. Treacy Ware of Off Cinco, web developer for the District; Ms. Tara Klein of Four and One, LLC, ("Four and One") landscape architect for the District; Mr. Tom Dillard of Champions Hydro-Lawn, Inc. ("Champions"), detention pond maintenance service provider for the District; Mr. Russell Wolff of Residential Recycling & Refuse of Texas, Inc. ("RRRT"), garbage and recycling collection service provider for the District; Mr. Juan Alexander of Si Environmental, LLC ("SE"), operator for the District; Ms. Keli Schroeder, P.E., of BGE, Inc. ("BGE" or the "Engineer"), engineer for the District; Ms. Amy Symmank of Myrtle Cruz, Inc. (the "Bookkeeper" or "MCI"), bookkeeper for the District; Ms. Kristen Scott of Bob Leared Interests, Inc. ("Tax Assessor/Collector"), tax assessor/collector for the District; and Ms. Regina D. Adams and Ms. Monica Garza, attorneys, and Ms. Rita R. Rodriguez, paralegal, of Radcliffe Bobbitt Adams Polley PLLC ("Radcliffe Bobbitt" or the "Attorney"), attorney for the District.

WHEREUPON, the President called the meeting to order and evidence was presented that public notice of the meeting had been given in compliance with the law. The posted notices of the meeting are attached hereto.

PUBLIC COMMENT

The Board first recognized Mr. King who stated that he has reviewed the District's minutes from past meetings and noticed that, despite there being several homeowners associations ("HOA") within the boundaries of the District, the Board has met with The Forest Community Association, Inc. (the "Forest CAI") and Clayton's Park Homeowners Association, Inc. ("CP HOA"), but has not met with the AF CAI despite it being the largest HOA in the District.

Director Elkins entered the meeting at this time.

Mr. King went on to explain that the AF CAI previously submitted a request to the District asking that the District assume responsibility for maintenance of the medians on Woodland Hills Drive and Will Clayton Parkway and that he was informed that the Board denied such request. Mr. King then stated that he believes the denial of such request to be unfair because District residents as a whole benefit from the AF CAI's beautification of the roadways. Mr. King added that he understands it to be true that municipal utility districts provide maintenance of street lights but that AFCAI currently funds all of the street lights in the District to the benefit of all subdivisions in the District. Ms. Adams then inquired if AF CAI maintains the street lights located within the boundaries of CP HOA or only the street lights within the boundaries of AF CAI. Mr. King responded that the street lights and medians the AF CAI currently maintains on Will Clayton Parkway and Woodland Hills Drive are within the boundaries of AF CAI.

Mr. Alexander entered the meeting at this time.

Director Pendleton then inquired if The Forest CAI is funding street lights. Mr. King responded that he was unsure but that The Forest CAI may be providing street lights. Ms. Adams explained that water districts are not prohibited from providing funding for street lights, but are not required to do so nor is it standard practice. Mr. King then stated that Woodland Hills Drive runs through multiple HOAs but that AF CAI is the only HOA funding street lights. Extensive discussion then ensued regarding the boundaries for HOAs. Ms. Adams then reminded the Board that if it began funding street lights for one subdivision, it would need to make such service available to all subdivisions in the District.

Director Campbell then addressed Mr. King's concern that the Board has met with the other HOAs in the District and explained that the District has held special meetings for the Board to attend annual meetings for The Forest CAI and HOA to answer any questions that the new Boards of Directors for such HOAs may have had regarding District-related matters upon the invitation of such HOAs, and not on its own volition. Director Campbell added that the Board has already met and is very familiar with the AF CAI Board of Directors and has consistently worked with it on various matters. Director Campbell went on to explain that water districts and HOAs are very different types of entities and that water districts, as governmental entities, must comply with stricter laws in comparison to HOAs.

Director Campbell then explained the rationale for the Board's decision to not fund the maintenance of the AF CAI medians and stated that doing so is cost-prohibitive for the District, and would cause the District to have to raise water/sewer rates and/or tax rates.

Mr. King then inquired if the Board could hold the special meetings regarding the District's parks and recreational matters at a time more suitable for public attendance. Director Campbell then stated that the Board has always and continues to encourage community participation in all District Board meetings and that the special meetings are held at 3:30 p.m. in the District because it is the best available time for all participants.

Mr. King then inquired if the Board is available to have offline-conversations with District residents. Director Campbell then stated that questions to the Directors may be emailed. Ms. Adams added that individual Board members may respond to inquiries, however, no Board decisions may be made outside of a scheduled Board meeting pursuant to the requirement of the Texas Open Meetings Act.

Ms. Symmank and Ms. Adams then responded to questions from Ms. Stubblefield regarding items listed in the Bookkeeper's Report.

BIDS FOR CONSTRUCTION OF LAGO FOREST PARK AND AF AND CP DETENTION POND TRAILS

Ms. Klein then reviewed with the Board the bid tabulation for the construction of the Lago Forest Park and the AF and CP Detention Pond trails, a copy of which is attached hereto. Ms. Klein explained that the lowest bid was received from D.L. Meachum in the amount of \$515,803.65. Ms. Klein noted that, because the bids came in lower than expected, Four and One included an alternative bid with additional projects, and that such additions in the amount of \$14,360 bring the bid from D.L. Meachum to \$530,163.65. Ms. Klein then recommended Board acceptance of the bid from D.L. Meachum.

Ms. Klein reported that design of the Community/dog park is near completion and that Four and One expects to receive the results of the soil sampling test soon.

Ms. Schroeder then presented the plat of the wastewater treatment plant (the "STP") buffer zone site for the District's community/dog park for signature. Ms. Schroeder stated that such plat will be submitted to Harris County (the "County") for approval.

Ms. Klein reported that the District's application for a 2019 Texas Parks & Wildlife Department ("TPWD") Recreational Trails Grant will be the same application previously submitted, which included the trail system along the detention areas. Ms. Klein noted that the deadline for submitting an application for the TPWD Recreational Trails Grant is February 1, 2019.

The Board then discussed the schedule for future special meetings regarding District park/recreational matters and Director Campbell explained that he is not able to attend Tuesday meetings, but that he will be available on Mondays. The Board then agreed to schedule such meetings for the third Monday of each month, and schedule the January 2019 special meeting for Monday, January 21, 2019 at 3:30 p.m. at 4139 Forest Rain Lane, Humble, Texas 77346.

Upon motion by Director Pendleton, seconded by Director Smith, after full discussion and the question being put to the Board, the Board voted unanimously to accept the bid in the amount of \$530,163.65 for the construction of Lago Forest Park and the AF and CP Detention Pond trails from D.L. Meachum.

APPROVAL OF MINUTES

The Board then considered approval of the November 26, 2018 regular meeting minutes, which were previously distributed to the Board. Upon motion by Director Elkins, seconded by Director Pendleton, after full discussion and the question being put to the Board, the Board voted unanimously to approve the November 26, 2018 regular meeting minutes, as presented.

Ms. Klein exited the meeting at this time.

SECURITY REPORT

Director Campbell then reviewed with the Board the County Constable's Office, Precinct No. 4 (the "Constable") Security Report and the driver feedback statistics reports for October 2018 and November 2018, copies of which are attached hereto.

Ms. Adams then informed the Board that, with regard to the driver feedback sign permits, AF CAI has executed the Letter Agreement between the District and AF CAI regarding the AF CAI's agreement to execute the Letter of Responsibility with the County. Ms. Adams added that the Letter of Responsibility has been submitted to the County.

RENEWAL OF INTERLOCAL AGREEMENT FOR LAW ENFORCEMENT SERVICES WITH THE COUNTY (THE "2019 CONSTABLE AGREEMENT")

Ms. Adams then reviewed with the Board the 2019 Constable Agreement and noted that such agreement includes six (6) deputies and one (1) sergeant. Upon motion by Director Smith, seconded by Director Elkins, after full discussion and the question being put to the Board, the Board voted unanimously to approve and authorize the execution of the 2019 Constable Agreement.

GARBAGE AND RECYCLING REPORT

Mr. Wolff then reviewed the Garbage and Recycling Report and Daily Route Sheets, copies of which are attached hereto. Mr. Wolff reported that there were seven (7) customer calls during the prior month. Mr. Wolff noted that RRRT received a call requesting garbage be collected in the medians and that, although RRRT does not usually perform such service, upon arrival to investigate and collect the garbage, it was already removed.

Mr. Wolff then reported that the 100 recycling bins previously ordered have been delivered and the District currently has 103 recycling bins in inventory.

Mr. Wolff then reported that the electronic waste and document shredding services (the "E-Recycling Event") and Christmas tree recycling program is scheduled for Saturday, January 5, 2019.

Director Elkins then inquired if heavy garbage left on the curb due to a District resident move-outs is collected. Director Elkins went on to explain that uncollected heavy garbage sat on the curb of Beckett Ridge Drive and then more garbage was placed at the curb the following week. Mr. Wolff explained that RRRT does not usually collect heavy garbage resulting from move-outs, unless RRRT is directed to do so by the Board.

Ms. Adams then presented to the Board the Humble Independent School District ("ISD") Short-Term Facility Use Agreement. Ms. Adams explained that Humble ISD requires the District enter into such an agreement to hold the E-Recycling Event in the parking lot of Humble Middle School. Ms. Rodriguez noted that Humble ISD is waiving its standard \$500 event fee.

Director Elkins then inquired if signs will be placed in the District to remind District residents of the E-Recycling Event. Mr. Wolff then stated that signs are usually put out one (1) hour before collection begins because they are usually stolen if put out earlier. After further discussion regarding such matter, the Board requested that signs be put out on Friday, January 4, 2019 to remind District residents of the E-Recycling Event.

Upon motion by Director Smith, seconded by Director Pendleton, after full discussion and the question being put to the Board, the Board voted unanimously to approve and authorize execution of the Humble ISD Short-Term Facility Use Agreement, a copy of which is attached hereto.

TAX ASSESSOR/COLLECTOR'S REPORT

Ms. Scott then presented the Tax Assessor/Collector's Report, including the Homestead Payment Plan Report, for the month of November, a copy of which is attached hereto. Ms. Scott noted that the District has collected 5.4 percent (5.4%) of its 2018 taxes as of November 30, 2018, compared to 4.414 percent (4.414%) for this same time last year. Upon motion by Director Smith, seconded by Director Pendleton, after full discussion and the question being put to the Board, the Board voted unanimously to approve the Tax Assessor/Collector's Report.

DELINQUENT TAX ATTORNEY'S REPORT

Ms. Scott then reviewed with the Board the Delinquent Tax Attorney's Report, a copy of which is attached hereto. Ms. Scott reported that five (5) delinquent 2017 tax accounts have been paid in full.

Upon motion by Director Smith, seconded by Director Pendleton, after full discussion and the question being put to the Board, the Board voted unanimously to approve the Delinquent Tax Attorney Report.

BOOKKEEPER'S REPORT

Ms. Symmank next reviewed the District's Bookkeeper's Report and the Quarterly Investment Report, copies of which are attached hereto, including the revenues and expenses of the District, the budget comparison and the checks being presented for payment.

Ms. Symmank then reviewed the Bookkeeper's Report for the Joint Wastewater Treatment Plant ("STP"), a copy of which is attached hereto.

Ms. Adams then inquired if Ms. Symmank had an update from Frontier Utilities ("Frontier") on the correction to the inconsistent invoices for various electric meter locations. Ms. Symmank reported that she has not yet received an update on such matter from Frontier.

Ms. Symmank then informed the Board that due to the change in the December Board meeting date, the deposit refund report was not ready in time for the presentation, but that she will make it available at the January 21, 2019 special meeting.

Director Elkins then inquired if the Operator's billing was correct for work related to the installation of the KETOS test meters. Ms. Adams then stated that such billing appears to be accurate.

Upon motion by Director Pendleton, seconded by Director Smith, after full discussion and the question being put to the Board, the Board voted unanimously to approve the Bookkeeper's Reports, including the Quarterly Investment Report and authorize payment of the checks being presented for payment.

OPERATIONS REPORT

Mr. Alexander presented the Operations Report, including the Production Report and Management Report, for the month of November, copies of which are attached hereto. Mr. Alexander reported that, due to the December 2018 Board meeting being held earlier in the month, the District water accountability ratio and total connection count was not yet available. Mr. Alexander also reported that there were no excursions at the District's STP.

Mr. Alexander then reviewed the Delinquent Letter Accounts Listing, a copy of which is attached to the Operations Report. Mr. Alexander reported that during the prior month, SE sent 277 termination letters for delinquent accounts, no accounts were tagged or had water service terminated due to the Thanksgiving holiday, and four (4) accounts that were previously terminated for non-payment of water/sewer services had water service restored. Mr. Alexander also reported that there were 366 delinquent letters mailed on December 7, 2018 for non-payment of water service and 283 accounts are set to have door tags hung on January 10, 2019, for a service disconnection date of January 15, 2019.

Mr. Alexander then reported that the District received 455 customer-related telephone calls during the prior month.

Mr. Alexander reported that repair and maintenance items completed during the prior month included: 1) performing preventative maintenance on all generators at a cost of \$4,014; 2) replacing the chlorine leak sensor at Water Plant ("WP") Nos. 2 and 4 at a cost of \$1,989; and 3) performing preventative maintenance on all systems at WP Nos. 2 and 4.

Mr. Alexander also reported that pending maintenance includes valve repairs at a cost of \$46,190. Mr. Alexander then reviewed with the Board that the previous cost estimate for same was \$66,000, and noted that such work was authorized at the November 2017 Board meeting.

Mr. Alexander then reported that repair and maintenance items at the STP completed during the prior month included: 1) reinstalling the booster pump at a cost of \$2,893; 2) performing generator preventative maintenance at a cost of \$1,088; and 3) performing preventative maintenance.

Director Campbell inquired if the current electronic billing set-up for \$1.00 Greens Bayou Coalition (the "Coalition") donations on resident water bills has been corrected to opt-in, rather than regarding payment opt-out. Mr. Alexander noted that such issue has not yet been resolved and requested that further information regarding this matter be deferred until the January 28, 2019 Board meeting. Director Campbell then requested that the \$1.00 Coalition donation program be temporarily suspended until the billing issue has been resolved. Ms. Adams then noted that the District's Rate Order will need to be amended at the January 21, 2019 special Board meeting to reflect any changes in billing.

Ms. Adams then reported that the Texas Commission on Environmental Quality (the "TCEQ") has acknowledged receipt of the proper documentation to address the Notice of Violation for WP No. 2, dated September 26, 2018.

Upon motion by Director Smith, seconded by Director Pendleton, after full discussion and the question being put to the Board, the Board voted unanimously to: 1) approve the Operations Report; 2) authorize termination of service to the delinquent accounts on January 15, 2019; and 3) authorize valve repairs at a cost of \$46,190.

ADDENDUM TO KETOS EVALUATION AGREEMENT

Ms. Adams then presented to the Board the Addendum to the KETOS Evaluation Agreement. Ms. Adams explained that, because the pilot program for the KETOS electronic smart meters has been suspended due to the various issues, the KETOS Evaluation Agreement has been amended to reflect the correct dates for the pilot program. Ms. Adams noted that the pilot program is expected to occur January 15, 2019 through April 15, 2019. Ms. Adams then informed the Board that Ms. Meena Sankaren of KETOS would like to attend the District's January special meeting, but she will have to inform Ms. Sankaren that it has been scheduled for Monday, January 21, 2019 so she may not be able to attend. Upon motion by Director Pendleton, seconded by Director Elkins, after full discussion and the question

being put to the Board, the Board voted unanimously to approve and authorize execution of the Addendum to the KETOS Evaluation Agreement.

RESOLUTION AUTHORIZING SUBMITTAL OF THE WATER SMART ("WATER SMART") APPLICATION IN THE ASSOCIATION OF WATER BOARD DIRECTORS – TEXAS ("AWBD") WATER SMART PARTNERS PROGRAM (THE "RESOLUTION")

The Board then discussed the District's participation in the AWBD Water Smart program. Upon motion by Director Smith, seconded by Director Pendleton, after full discussion and the question being put to the Board, the Board voted unanimously to authorize preparation of the AWBD Water Smart application and adopt the Resolution.

THE COALITION

Director Elkins noted that there was no update on this matter.

DETENTION FACILITIES REPORT

Mr. Dillard then reviewed with the Board the Detention Pond Maintenance Report. Mr. Dillard first reported that overseeding and fertilization at the detention ponds have been completed.

Mr. Dillard then presented a proposal in the amount of \$811 for the installation of one (1) new District sign and pole at the entrance of the CP Detention Pond and removal and replacement of one (1) District sign located at the end of the concrete entrance to the CP Detention Pond ("CP Detention Pond Sign Replacement"), a copy of which is attached hereto.

Mr. Dillard then reported that the fish kill at the CP Detention Pond was cleaned up following the November 26, 2018 Board meeting.

Mr. Dillard added that he has not received an update from Harris County Commissioner's Precinct No. 4 ("Precinct No. 4") regarding the District's request for a maintenance agreement regarding the cleaning and mowing of the Rankin Road right-of-way. Ms. Schroeder noted that she will discuss this matter under the Engineer's Report.

Upon motion by Director Pendleton, seconded by Director Smith, after full discussion and the question being put to the Board, the Board voted unanimously to accept the proposal in the amount of \$811 for the CP Detention Pond Sign Replacement.

DEVELOPER'S REPORT

There was no report on this matter.

ENGINEER'S REPORT

Ms. Schroeder then reviewed the Engineer's Report with the Board, a copy of which is attached hereto. Ms. Schroeder first reported that, in connection with the waterline rehabilitation project, phase 2 (the "Waterline Project"), Vaca Underground Utilities ("Vaca"), contractor for the Waterline Project, has completed making repairs to the irrigation system and the final inspection was held with a few punch list items. Ms. Schroeder added that BGE is coordinating with Vaca for repair completion.

Ms. Schroeder then reviewed with the Board bids for the waterline connection along Will Clayton Parkway at Vine Forest ("Vine Forest Waterline Tie-In"), a copy of which is attached to the Engineer's Report. Ms. Schroeder reported that the lowest bid in the amount of \$18,365 was received from Texas Hot Taps, LLC ("Texas Hot Taps"). Ms. Schroeder then recommended Board acceptance of such bid.

Ms. Schroeder then reported that BGE is finalizing plans for the proposed STP improvements and BGE plans to advertise for bids for such project in January 2019.

Ms. Schroeder then reported that BGE is preparing plans for the proposed CP generator installation.

Ms. Schroeder then presented the contract for the aeration basin clean-out, inspection and repair (the "Aeration Basin Cleaning") in the amount of \$106,575 from Source Point Solutions, LLC ("Source Point") for the Board's approval and execution.

Ms. Schroeder also reported that BGE is still awaiting a response to the District's request for a maintenance agreement for the cleaning and mowing of the Rankin Road right-of-way to Precinct No. 4.

Upon motion by Director Smith, seconded by Director Elkins, after full discussion and the question being put to the Board, the Board voted unanimously to: 1) approve the Engineer's Report; 2) accept the bid in the amount of \$18,365 from Texas Hot Taps in connection with the Vine Forest Waterline Tie-In; and 3) approve and authorize execution of the contract with Source Point in connection with the Aeration Basin Cleaning.

DISTRICT COMMUNICATIONS

Ms. Ware then reviewed with the Board the District's new website. Director Campbell noted that he will provide Off Cinco with updated pictures of the District for the District's website in Spring 2019. The Board requested the following changes: 1) posting dates be removed; 2) electronic mail correspondence ("e-mail") regarding District-related inquires be directed to Ms. Rodriguez and Ms. Shannon Waugh of Off Cinco; 3) adding a visitor counter; and 4) including Rich Site Summary (RSS) feed.

Ms. Ware noted that Ms. Rodriguez will receive a monthly analytics report regarding the web counter to provide to the Board.

Ms. Ware also reported that the Directors' District-related e-mail addresses will be established and the login information will be provided to Ms. Rodriguez to distribute to the Directors.

SEMI-ANNUAL REVIEW OF DISTRICT'S RESOLUTION ESTABLISHING DIRECTOR FEES OF OFFICE AND DISTRICT REIMBURSEMENT POLICY (THE "REIMBURSEMENT POLICY")

Ms. Adams then reviewed the Reimbursement Policy with the Board, and noted that the review of same serves as a semi-annual reminder of acceptable reimbursable expenses in light of the upcoming AWBD Mid-Winter Conference in Austin, Texas. The Board then noted that no changes to the Reimbursement Policy were necessary.

ATTORNEY'S REPORT

Ms. Adams reported that her office explained again to Harris County Flood Control District ("HCFCD") the District's plans for the walking trails along the drainage channels. Ms. Adams went on to report that the District has just received a draft Hike and Bike Trail Agreement from HCFCD for review.

Ms. Adams then presented, for the Board's review, a draft of the District's 2019 annual calendar, a copy of which is attached hereto. Ms. Adams noted that the May 2019 and December 2019 Board meetings will need to be rescheduled due to the Memorial Day and Christmas holidays, respectively.

Upon motion by Director Smith, seconded by Director Pendleton, after full discussion and the question being put to the Board, the Board voted unanimously to approve the Attorney's Report and 2019 annual calendar.

AUTHORIZE EMINENT DOMAIN REPORTING PURSUANT TO TEXAS GOVERNMENT CODE, SECTIONS 2206.151-157, AS AMENDED

Ms. Adams then reported that Radcliffe Bobbitt will file the required annual eminent domain report on behalf of the District pursuant to Texas Government Code, Sections 2206.151-157, as amended. Ms. Adams explained that the report includes information related to the District's authority to exercise its power of eminent domain and must be filed before February 1st of each year. Upon motion by Director Smith, seconded by Director Pendleton, after full discussion and the question being put to the Board, the Board voted unanimously to authorize Radcliffe Bobbitt to file the required annual eminent domain report pursuant to Texas Government Code, Sections 2206.151-157.

AUTHORIZE FILING OF FINANCIAL AND TAX-RELATED INFORMATION WITH TEXAS COMPTROLLER (THE "COMPTROLLER") PURSUANT TO TEXAS LOCAL GOVERNMENT CODE, SECTIONS 203.062 AND 403.0241, FOR THE SPECIAL PURPOSE DISTRICT PUBLIC INFORMATION DATABASE ("SPDPID")

Ms. Adams then reminded the Board that the District is required to file annually certain financial and tax-related information with the Comptroller's SPDPID. Ms. Adams noted that such information must be filed by April 1, 2019. Upon motion by Director Smith, seconded by Director Pendleton, after full discussion and the question being put to the Board, the Board voted unanimously to authorize Radcliffe Bobbitt to file the required financial and tax-related information with the Comptroller by April 1, 2019.

ELECTION AGENDA

Ms. Adams reminded the Board that 2019 is a general election year for the District and that Directors Campbell and Pendleton are the incumbents in the May 4, 2019 Director's Election (the "Election"). Ms. Adams reported that she has not yet received an update on whether the County will conduct joint elections in May 2019. Ms. Adams then requested that the Board tentatively consider potential polling locations within the District and persons who would serve as election officials, in the event the County does not conduct joint elections. Ms. Adams reminded the Board that Election officials must be registered voters in the District.

REVIEW OF CONSULTANT CONTRACTS

The Board had no comments on the consultant contracts at this time.

MISCELLANEOUS MATTERS

Ms. Adams then reminded the Board that the next special meeting is scheduled for Monday, January 21, 2019 at 3:30 p.m. at 4139 Forest Rain Lane, Humble, Texas 77346 and the next regular meeting is scheduled for Monday, January 28, at 12:00 p.m., at the offices of Radcliffe Bobbitt.

There being no further business to come before the Board, the meeting was adjourned.

PASSED, APPROVED and ADOPTED this 25th day of February, 2019.



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

Secretary, Board of Directors