

RIVERS MARKET PLACE MUNICIPAL MANAGEMENT DISTRICT

TO: THE BOARD OF DIRECTORS OF RIVERS MARKET PLACE MUNICIPAL MANAGEMENT DISTRICT AND TO ALL OTHER INTERESTED PERSONS:

Notice is hereby given pursuant to Texas Government Code, Section 551, that the Temporary Board of Directors of Rivers Market Place Municipal Management District will hold an Organizational Meeting on Friday, February 6, 2026 at 12:00 p.m. at 30°21'06.0"N 97°23'58.3"W (Dropped Pin Location: <https://maps.app.goo.gl/3SYyhNGGYu48bjNV8>) which is within the boundary of the District for the following purposes:

1. Public communication and comments;
2. Review and acknowledge Legislation for the creation of Rivers Market Place Municipal Management District No.1 of Travis County (Senate Bill 3047, 89th Session of the Texas Legislature, Regular Session) creating the District;
3. Confirm receipt of the Order Appointing Temporary Directors from the Texas Commission on Environmental Quality;
4. Qualify Directors and administer Statement of Officer forms and Oaths of Office;
5. Review and approve to the extent necessary City Development Agreements, Economic Development Corporation Agreement and execute related agreement(s);
6. Review insurance proposal and approve Directors and Officers Liability Insurance, Bonds and other insurance deemed appropriate at this time;
7. Elect Officers;
8. Hear Overview of the District and report on the status of the proposed development;
9. Consider and approve a Resolution Approving Contingent Fee Contract (see attached "Notice of Contingent Fee Contract by and between Winstead PC and the District") and authorize execution of such engagement letter/contract for legal services;
10. Consider and approve the engagement of BGE, Inc. as engineers for the District and execute related agreement(s) as well as consider and ratify any prior engineering agreements entered into on the District's behalf;
11. Consider and approve the engagement of Hilltop Securities Inc. as financial advisor for the District and execute related agreement(s);
12. Consider and designate depository bank and authorize the opening of an operating account and execution of required account documents, including signature cards and related bank resolutions;
13. If applicable, consider and ratify prior actions taken and the payment of various out-of-pocket expenses made on behalf of the District;
14. Consider and approve a Resolution Adopting Prevailing Wage Rate Scale for Construction Workers;
15. Consider and approve an Order Adopting Electronic Bidding Rules and authorize execution;
16. Adopt an Order Designating Office Locations outside of District and authorize publication of a Notice regarding same;
17. Consider and adopt Resolution Designating Location in District to Post Notices of Meetings;
18. Adopt District Seal;
19. Approve and authorize the filing of the District Information Form;
20. Review and approve Order Adopting a Travel Expense Policy, Limit on Fees of Office and Procedures for Selection and Review of Consultants, Policies Concerning the Use of Management Information, Including the Formation of an Audit Committee, Establishment of an Investment Policy, Selection of a Fiscal Year-End and Certain Other Matters;
21. Review and approve the Order Adopting a Records Management Policy and Designating Records Manager;

FILED

JAN 30 2026

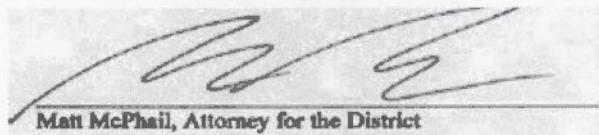
Krista Bartsch
Bastrop County Clerk
2:19 PM

22. Consider and adopt Resolution Creating a Website for the District;
23. Discuss and confirm the next proposed meeting date and location; and
24. Adjournment.

The Board of Directors will go into Executive Session, if necessary and appropriate, pursuant to the applicable section of Subchapter D, Chapter 551, Texas Government Code Annotated, the Texas Open Meetings Act, on any matter that may come before the Board. No action decision or vote on any subject or matter may be taken unless specifically listed on the agenda for this meeting.

EXECUTED this the 30th day of January, 2026.

RIVERS MARKET PLACE MUNICIPAL
MANAGEMENT DISTRICT



Matt McPhail, Attorney for the District

NOTICE OF
CONTINGENT FEE CONTRACT BY AND BETWEEN
WINSTEAD PC AND
RIVERS MARKET PLACE MUNICIPAL MANAGEMENT DISTRICT

Pursuant to Chapter 2254.1036, Texas Government Code, notice is hereby given that Rivers Market Place Municipal Management District (the “District”) will consider a contingent fee contract for bond counsel legal services with Winstead PC (“Winstead”). The contingent fee contract by and between the District and Winstead will be presented to the District at a public meeting to be held on February 6, 2026, at 12:00 p.m. at 30°21'06.0"N 97°23'58.3"W, (Dropped Pin Location: <https://maps.app.goo.gl/3SYyhNGGYu48bjNV8>), which is within the boundary of the District.

The engagement of Winstead is required to render professional services in connection with the authorization, sale, and delivery of bonds, certificates of participation, notes, or other evidences of indebtedness (“Bonds”) on behalf of the District. Winstead will coordinate with the District and its consultants in the preparation of bond applications, official statements, and transcripts of legal proceedings to comply with the requirements of the Attorney General of the State of Texas, and will coordinate with the District and its consultants in all matters relative to the receipt and tabulation of bids for purchase of bonds. Additionally, Winstead will supervise the execution and delivery of the bonds to the original purchasers. Winstead will additionally provide an Opinion to confirm the validity of the bonds, and the tax-exempt status of the interest earned thereon under Federal Income Tax regulations, if applicable.

Members of the Winstead Public Finance Practice Group have been advising clients and serving as bond counsel on tax-exempt and taxable bonds, and rendering market opinions for governmental issuers, including special districts, for over 40 years. Winstead Public Finance attorneys are active members of the National Association of Bond Lawyers.

Winstead’s fee for bond counsel services will be as follows: for new-money financings, 2.5% of the principal amount thereof; for refundings, 1.25% of the principal amount thereof; and for Anticipation Notes, 1%.

Winstead was engaged by the property owners of the District to create the District, and to provide for the financing of water, sanitary sewer, drainage, roadway, transportation, and similar infrastructure for master-planned developments to serve future residents and users. The District will consider the engagement of Winstead to serve as bond counsel at its organizational or meeting.

Winstead's specialized practice in public finance transactions provides the District with professional expertise therein, including oversight and compliance with Local, State, and Federal regulatory agencies. Winstead is aware of the resources required to issue Bonds. Further, the District has no source of revenue sufficient to compensate an attorney in private practice under a contract for the payment of hourly fees without contingency in the context of a Bond issuance, nor does the District's support staff possess the qualifications or resources to properly represent the District in a Bond issuance. A contingent fee contract for bond counsel services with Winstead would allow the District to proceed with the issuance of Bonds in the most efficient, cost-effective, and feasible manner, resulting in benefits to future residents of Rivers Market Place Municipal Management District.