

**MINUTES OF THE  
MEETING OF THE BOARD OF DIRECTORS OF THE  
TEXAS NATURAL GAS SECURITIZATION FINANCE CORPORATION**

**July 1, 2022**

The Board of Directors (the “Board”) of the Texas Natural Gas Securitization Finance Corporation (the “Corporation”) convened in open meeting, notice duly posted pursuant to law, at 10:30 a.m. on Friday, July 1, 2022, at the William P. Clements, Jr. Building, 300 W. 15<sup>th</sup> Street, Room 411, Austin, Texas.

Present were Mr. Billy M. Atkinson, President and Chair of the Board of Directors; Lee Deviney, Treasurer; John Hernandez, Devyn Wills, Matt Berry, and Kelly Tappendorf, Texas Public Finance Authority (“TPFA”); Monty Humble; and Paul Jack, Estrada Hinojosa.

Participating via video conference were Mr. Larry Holt, Board Member; Kevin Van Oort, TPFA; Kevin Twining, Locke Lord; and Tania Askins, Estrada Hinojosa.

Mr. Jay Riskind, Secretary and Board Member, was not present.

Mr. Atkinson called the meeting to order at 10:34 a.m. and noted the presence of a quorum.

**Item 1. Corporate Governance**

Mr. Atkinson presented the minutes of the June 23, 2022 Board meeting.

**Action:** Motion by Mr. Holt to approve the minutes of June 23, 2022 Board meeting. Second by Mr. Atkinson.

The motion passed unanimously.

**Item 2. Preliminary matters related to the securitization bond transaction authorized by HB 1520**

1. Service provider engagements - update from staff, financial advisor, and corporate counsel

- a. Moody’s

Mr. Kevin Twining provided an update on the Moody’s rating process and status of the contract.

**Action:** Motion by Mr. Holt to approve the proposed engagement agreement with Moody’s Investors Services. Second by Mr. Atkinson.

The motion passed unanimously.

b. Fitch and Kroll

Staff and counsel discussed the contracts with Fitch and Kroll.

No Board action was taken on this item.

c. Central Servicer contract

Paul Jack gave an update on the status of negotiations of the central servicer contract.

No Board action was taken on this item.

d. Underwriter Engagement

Paul Jack briefed the Board on options for allocating liability between members of the underwriting syndicate. The Board directed Mr. Jack to engage with the lead underwriters to establish the allocation.

2. Administrative Services Agreement

Mr. Deviney presented the proposed form of an Administrative Services Agreement between the Corporation and the Texas Public Finance Authority and indicated that he would present it to the Authority board at their next meeting.

No Board action was taken on this item.

3. Bond Review Board

Mr. Lee Deviney gave an update on the expected Bond Review Board approval process.

No Board action was taken on this item.

4. Legal opinions

Mr. Kevin Van Oort updated the Board on the status of the legal opinions likely to be required to market and sell the HB 1520 bonds.

The Board went into executive session pursuant to Section 551.071(2) of the Texas Government Code to confer with legal counsel and recessed the open meeting at 11:17 a.m.

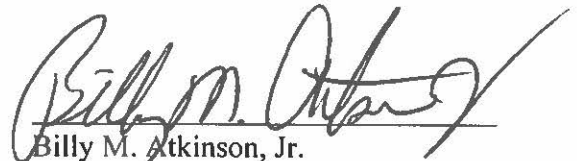
The Board reconvened the open meeting at 11:54 a.m. Mr. Atkinson announced that the Board took no action during the closed session.

No Board action was taken on this item.

The Board discussed meeting next on July 7, 2022.

Mr. Atkinson adjourned the meeting at 12:03 p.m.

The foregoing minutes were approved and adopted by the Board of Directors on this 18<sup>th</sup> day of August 2022.

A handwritten signature in black ink, appearing to read "Billy M. Atkinson, Jr.", written over a horizontal line.

Billy M. Atkinson, Jr.  
Chair, Board of Directors  
Texas Natural Gas Securitization  
Finance Corporation