

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

January 12, 2023

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 8:30 a.m. on Thursday, January 12, 2023, in room 411 of the William P. Clements, Jr. Building, 300 W. 15th Street, Austin, Texas.

Present were: Mr. Billy M. Atkinson, Jr., President and Chair of the Board; Mr. Larry Holt, Vice President and Board Member; Mr. Jay Riskind, Secretary and Board Member; and Lee Deviney, Treasurer.

Also in attendance were the following persons, representing the indicated entities: Kevin Van Oort, Texas Public Finance Authority (“TPFA”); Paul Braden, Norton Rose Fulbright US LLP; Hasan Mack, McCall, Parkhurst & Horton L.L.P.; Paul Jack, Estrada Hinojosa & Co., Inc.; Monty Humble; and Justin Groll, Bond Review Board.

Kevin Twining, Locke Lord LLP and Devyn Wills, TPFA participated via video conference.

Mr. Atkinson noted the presence of a quorum and called the meeting to order at 8:33 a.m.

Item 1. Minutes

Mr. Atkinson presented the minutes of the March 17, 2022, April 6, 2022, April 7, 2022, April 19, 2022, and November 4, 2022 Board meetings.

Action: Motion by Mr. Riskind to approve the minutes of the March 17, 2022; April 6, 2022; April 7, 2022; April 19, 2022; and November 4, 2022 Board meetings, as presented. Second by Mr. Holt.

The motion was adopted by unanimous vote.

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

Mr. Deviney briefed the Board regarding the January 9, 2023 meeting of the Bond Review Board.

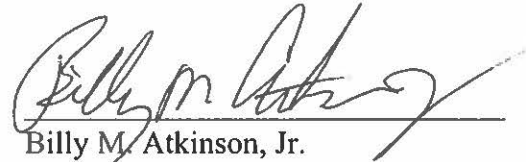
Mr. Jack presented the elements of alternate financing structures for the HB 1520 financing. Discussion ensued related to the specific elements of an optional make-whole call as well as the costs and benefits associated with such a redemption provision.

Mr. Atkinson called for an executive session pursuant to Texas Government Code Sec. 551.071(2), for consultation with legal counsel, and recessed the open meeting at 9:18 a.m. The Board went into executive session at 9:18 a.m.

Mr. Atkinson reconvened the open meeting at 10:14 a.m. and announced that the Board took no action during the executive session.

Mr. Atkinson adjourned the meeting at 10:15 a.m.

The foregoing minutes were approved and adopted by the Board of Directors on this 20th day of January 2023.

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