

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

**February 13, 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 9:30 a.m. on Monday, February 13, 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 Mr. Lee Deviney, Treasurer. Mr. Holt and Mr. Riskind participated via video conference.

Also in attendance were the following persons, representing the indicated entities: Kevin Van Oort and John Hernandez, Texas Public Finance Authority (“TPFA”); Paul Braden and Arthur Kimball-Stanley, Norton Rose Fulbright US LLP; Hasan Mack, McCall, Parkhurst & Horton L.L.P.; Monty Humble; Paul Jack, Estrada Hinojosa & Co., Inc.; and Gary Machak, Stifel.

Mr. Lance Etcheverry, TPFA Board; Mr. Ben Streusand, TPFA Board; Kevin Twining, Locke Lord LLP; Jerry Kyle and Dean Criddle, Orrick Herrington & Sutcliff LLP; Adan Ramirez and Kelly Tappendorf, TPFA; Kym Arnone, John Kearney, and Kate Jovanoska, Jefferies; and Danielle Moran, Bloomberg, participated via video conference.

Mr. Atkinson noted the presence of a quorum and called the meeting to order at 10:13 a.m.

**Item 1. Securitization Transaction**

Mr. Braden provided an overview of the changes to the transaction documents necessary to incorporate a call option into the bonds and, in particular, identified the changes arising from discussions with the Office of the Attorney General and the Bond Review Board staff. Mr. Braden also discussed the terms of the proposed second amended and restated issuer bond resolution.

**Item 2. Discussion and possible action on a Second Amended and Restated Resolution Authorizing the Issuance of Customer Rate Relief Bonds**

Mr. Atkinson presented a proposed second amended and restated issuer bond resolution, incorporating changes to include a make-whole redemption provision, which would supersede the first amended and restated issuer bond resolution adopted by the Board on November 4, 2022.

**Action:** Motion by Mr. Holt to approve the second amended and restated bond resolution, in the form presented, authorizing the issuance of customer rate relief bonds pursuant to H.B. 1520, 87<sup>th</sup> Legislature and in conformance with the Financing Order issued by the Railroad Commission of Texas on February 8, 2022; and establishing financing parameters for such bonds. Second by Mr. Riskind.

The motion was adopted by unanimous vote.

### **Item 3. Minutes**

Mr. Atkinson presented the minutes of the February 9, 2023 Board meeting.

**Action:** Motion by Mr. Holt to approve the minutes of the February 9, 2023 Board meeting, as presented. Second by Mr. Riskind.

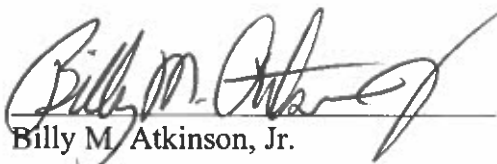
The motion was adopted by unanimous vote.

### **Item 4. Insurance Coverage**

Mr. Twining reviewed coverage options for the potential purchase of a directors and officers insurance policy. No action was taken on this matter.

Mr. Atkinson adjourned the meeting at 10:32 a.m.

The foregoing minutes were approved and adopted by the Board of Directors on this 17<sup>th</sup> day of February 2023.



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