

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

May 6, 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 (a copy of which is attached hereto as Exhibit “A”) for 10:00 a.m., Friday, May 6, 2022, at the State Capitol Extension, Hearing Room E2.028, Austin, Texas.

Present were: Mr. Billy Atkinson, Jr., President and Chair, Mr. Larry Holt, Director; and Mr. Jay A. Riskind, Director. Mr. Riskind participated via video conference.

In attendance from the staff of the Texas Public Finance Authority (the “TPFA”) were: Lee Deviney, Executive Director; John Hernandez, Deputy Director; Kevin Van Oort, General Counsel; and John Barton, Senior Financial Analyst.

Also in attendance were the following persons, representing the indicated entities: Paul Jack, Estrada Hinojosa & Co., Inc.; Devin Philips, Estrada Hinojosa & Co., Inc.; Tania Askins, Estrada Hinojosa & Co., Inc.; Kyle Cottrell, Jefferies LLC; Dirk Spoons, Citigroup Global Markets, Inc.; Blaine Brunson, Morgan Stanley & Co., LLC; Tim Kelley, Piper Sandler; Bech Bruun, UBS; Hasan Mack, McCall Parkhurst & Horton LLP; Robin Redford, Ramirez and Co.; Jerry Kyle, Orrick, Herrington & Sutcliffe LLP; Debi Jones, Raymond James & Associates, Inc.; Mario Carrasco, Cabrera Capital Markets, LLC; Patrick Rodriguez, Loop Capital Markets, LLC; Kevin Escobar and Trace Hayles, Frost Bank; Kevin Twining, Locke Lord LLP; Brendan Walsh, Bloomberg News; and Monty Humble.

Mr. Atkinson called the meeting to order at 10:05 a.m. and noted the presence of a quorum.

Item 1. Corporate Governance

No discussion or board action was taken on this item.

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

No discussion or board action was taken on this item.

Item 3. Selection of service providers

The Chairman provided an overview of service provider selection still needed for the transaction, including an underwriting syndicate, bond trustee and central servicer. The central servicer selection will be determined after discussions with the senior underwriters and the Railroad Commission. At a prior meeting, the Board selected Mr. Kevin Twining, Locke Lord LLP, to serve as corporate counsel.

Mr. Atkinson called for an executive session pursuant to Government Code §551.071, for consultation with legal counsel and recessed the open meeting at 10:08 a.m. The Board went into executive session at 10:08 a.m. and reconvened in open meeting at 11:10 a.m.

Mr. Atkinson indicated that no decisions were made by the Board in executive session.

Mr. Deviney recommended that U.S. Bank Trust Company, National Association serve as the bond trustee for the HB 1520 bonds.

Action: Motion by Mr. Holt to approve U.S. Bank Trust Company, National Association as Trustee. Second by Mr. Riskind.

The motion was adopted unanimously

Mr. Deviney recommend the following firms for the underwriting syndicate: Senior Manager: Jefferies; Co-Senior Managers: Morgan Stanley and Hilltop Securities, Inc.; Co-Managers: Barclays Capital Inc., Blaylock Van, LLC, Citigroup Global Markets, Inc., Raymond James & Associates, Inc., Piper Sandler & Co., UBS, Siebert Williams Shank & Co. LLC, Loop Capital Markets LLC, and Stifel Nicolaus, & Company, Inc.

Action: Motion by Mr. Holt to approve an underwriting syndicate as recommended. Each of the designations is contingent upon the selected firm agreeing to accept the indemnification requirements acceptable to the Board. Further, in the event that one or more of the firms fails to accept the uniform indemnity requirements, the Board hereby authorizes and directs the Executive Director of the TPFAs to remove such firm from the underwriting syndicate. The Executive Director of the TPFAs may replace such firm with another firm. Second by Mr. Riskind.


The motion was adopted unanimously.

Item 4. Corporation fiscal management

No discussion or board action was taken on this item.

Mr. Atkinson adjourned the meeting at 11:23 a.m.

The foregoing minutes were approved and adopted by the Board of Directors on this 26th day of May 2022.


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

ATTACHMENT: Posting Notice