

AGENDA
MASSEY ROAD MUNICIPAL UTILITY DISTRICT NO. 1 OF DENTON COUNTY

Notice is hereby given pursuant to V.T.C.A. Government Code, Chapter 551, that the Board of Directors of Massey Road Municipal Utility District No. 1 of Denton County will meet in organizational session, open to the public, at **1:00 p.m.**, on **Thursday, January 22, 2026**, at **10380 Massey Road, Pilot Point, Texas 76258**, at which meeting the following items will be considered and acted on:

1. Hear from the public;
2. Hear Developer's Report;
3. Execution of Statements of Officers and Oaths of Office;
4. Elect officers and set terms;
5. Consider approving District Registration Form and authorize filing with the Texas Commission on Environmental Quality;
6. Discuss Open Meetings Act, Public Information Act, and Cyber Security training requirements and authorize appropriate action;
7. Consider approving bookkeeping agreement with Dye & Tovery, LLC;
8. Hear Bookkeeper's Report and authorize payment of bills;
9. Consider approving engineering services agreement with Elevation Land Solutions;
10. Hear Engineer's Report and authorize any necessary action;
11. Consider approving financial advisory services agreement with Robert W. Baird & Co., Inc.;
12. Hear Financial Advisor's Report and authorize any necessary action;
13. Consider approving legal fee agreement with Coats Rose, P.C.;
14. Consider adopting a Resolution Approving Legal Fee Agreement, Including Contingent Fee for Legal Services Related to the Issuance of Public Securities;
15. Consider approving Order Adopting Engineering Report for Bond Election;
16. Consider approving Order Calling Confirmation and Directors Election, Bond Election, and Maintenance Tax Election;
17. Hear Attorney's Report and consider taking any action required, including:
 - (a) approval of a Notice to Purchasers and Sellers;
 - (b) approval of a directors and officers liability insurance policy;
 - (c) approval of a Resolution Adopting Fiscal Year End;
 - (d) approval of a Resolution Regarding Fees of Office;
 - (e) adopt a District seal;
 - (f) approval of a Resolution Designating Location in District to Post Notices of Meetings;
 - (g) approval of an Order Designating Administrative Office and Meeting Places Inside and Outside the District and authorize publication of notice;
 - (h) approval of an agreement regarding reimbursement for facilities constructed and expenses paid on behalf of the District;
 - (i) approval of an Order Designating Investment Officer and Establishing Rules, Policies and Code of Ethics for the Investment of District Funds and Review of Investments;
 - (j) approval of a Waiver of Special Appraisal; and
 - (k) consider taking such other actions necessary to organize the District.

Pursuant to V.T.C.A. Government Code, Chapter 551, as amended, the Board of Directors may convene in closed session to receive advice from legal counsel and discuss matters relating to pending or contemplated litigation, personnel matters, gifts and donations, real estate transactions, security devices and/or economic development negotiations. Pursuant to Section 49.062, Texas Water Code, a written request of at least five registered voters may be submitted to the Board of Directors requesting the Board of Directors to designate a meeting place within the District. If no suitable meeting place exists inside the District, the Board may designate a meeting place outside the District that is located not further than 10 miles from the boundary of the District. If the Board of Directors fails to designate a meeting place within the district or not further than 10 miles from the boundary of the District, after the receipt of such petition, five registered voters may petition the Texas Commission on Environmental Quality to designate a meeting location. Persons with disabilities who plan to attend this meeting and would like to request auxiliary aids or services are requested to contact the District's attorney at (972) 788-1600 at least three business days prior to the meeting so that appropriate arrangements can be made.

EXECUTED this 15th day of January, 2026.

MASSEY ROAD MUNICIPAL UTILITY
DISTRICT NO. 1 OF DENTON COUNTY

By: Mindy L. Koehne
Mindy L. Koehne
Coats Rose, P.C.,
Attorneys for the District

NOTICE OF CONTINGENT FEE CONTRACT
MASSEY ROAD MUNICIPAL UTILITY DISTRICT NO. 1 OF DENTON COUNTY

Notice is hereby given pursuant to V.T.C.A. Government Code, Chapter 2254.1036, that the Board of Massey Road Municipal Utility District No. 1 of Denton County (the "District") is entering into a contingent fee contract with Coats Rose P.C. ("Coats Rose") for their services as bond counsel, at their organizational session, open to the public, at 1:00 p.m., on Thursday, January 22, 2026, at 10380 Massey Road, Pilot Point, Texas 76258, a location within the boundaries of the District.

The retention of Coats Rose is necessary in order for the District to issue bonds. They will assist the District's financial advisor in the preparation of official statements incident to each bond issue and make sure the District complies with requirements of State and Federal laws related to the issuance of the Bonds. Coats Rose will assist the District's engineer in the preparation of each bond application, and undertake to secure its approval by the TCEQ, if applicable. Coats Rose will prepare and secure approval of a transcript of legal proceedings which complies with all requirements of the Attorney General of Texas. All matters incident to the receipt and tabulation of bids for the purchase of the District's bonds, the preparation of a bond order or bond resolution, the printing and registration of the bonds, and the delivery of the bonds will be the responsibility of Coats Rose. At the time of the issuance of the bonds, Coats Rose will issue its opinion, on behalf of the District, that the bonds are binding legal obligations of the District enforceable in accordance with their terms and conditions, and that the interest borne by the bonds is exempt from Federal income taxation.

Coats Rose has over forty (40) years of experience in Public Finance and has acted as bond counsel, disclosure counsel or underwriter's counsel in the issuance of over \$15 billion in special district bonds. Coats Rose's fee for the services outlined above will be equal to 3% of the first \$3,000,000 principal amount of each series of bonds issued; 2½% of the next \$2,000,000 principal amount of bonds issued; and 2% of each additional \$1,000,000. Coats Rose will charge 1.1% of the principal amount of any refunding bonds or bond anticipation notes ("BANs"); but no less than \$25,000 for any single issue of refunding bonds or BAN. Coats Rose's fees align with the current market rate of similarly positioned public finance practitioners acting as bond counsel to special districts in the State of Texas.

Coats Rose was retained by the owners of land in the District to create the District for the purpose of funding the infrastructure necessary to make the District habitable. At its organizational meeting, the District will consider retaining Coats Rose as its general counsel and bond counsel for any future bond issuances. Issuing bonds is a time consuming, costly endeavor, and the work required to issue the Bonds begins at the time of the creation of the District and continues for multiple years before the Bonds are issued. The District has no funds to pay the attorneys' hourly fees and the issuance of such bonds may never occur. The District does not have the internal resources to pay in-house staff to act as bond counsel. Moreover, retaining and training District staff to perform the functions necessary to issue special district bonds is prohibitively expensive. Coats Rose works on a contingent fee basis for these same reasons. The retention of Coats Rose as bond counsel with hourly fees would be cost-prohibitive, and Coats Rose would be unable to provide bond counsel services at an hourly rate. It is for these reasons that the retention of Coats Rose, on a contingent fee basis, to act as bond counsel, is in the best interests of the District and its residents.

EXECUTED this 15th day of January, 2026.

MASSEY ROAD MUNICIPAL UTILITY
DISTRICT NO. 1 OF DENTON COUNTY

By: Mindy L. Koehne
Mindy L. Koehne
Coats Rose, P.C., Attorneys for the District