

Vinton, Louisiana
February 3, 2020

The President and Board of Directors of the Vinton Public Power Authority, met in special session at the regular meeting place of said President and Board of Directors, in the Town Hall, Vinton, Louisiana, at 5:00 p.m., on the 3rd day of February, 2020, after full compliance with all requirements as to notice and otherwise in respect to convening of said meeting with the following members present:

Kenneth O. Stinson, President
Diane Conner, Director
Stephanie Hardy, Director
Marcus Renfrow, Director

ABSENT: William "BB" Loyd, Director
Paul Patin, Director

ALSO PRESENT: None

President Stinson called the meeting to order and reported that the purpose of the meeting was as follows:

- 1. Executive Session to discuss pending legal issues related to C.A. No. 4:20-cv-255; Jasper/VPPA Settlement Trust and Kim Despeaux, Trustee v. Sam Rayburn Municipal Power Agency and Vinton Public Power Authority; In the United State District Court for the Southern District of Texas; Houston Division.**

It was moved by Director Renfrow that the special meeting be recessed for an executive session to discuss pending legal issues. The motion was seconded by Director Hardy and carried.

It was moved by Director Conner that the special meeting be re-convened. The motion was seconded by Director Renfrow and carried.

It was moved by Director Hardy that the following Resolution be adopted. The motion was seconded by Director Renfrow and the vote cast thereon was as follows:

YEAS: Directors Conner, Hardy & Renfrow

NAYS: None

ABSENT: Directors Loyd and Patin

RESOLUTION

A RESOLUTION AUTHORIZING EXECUTION AND SIGNING OF A WAIVER OF SERVICE OF SUMMONS BY JOSEPH A. DELAFIELD AND AUTHORIZING EMPLOYMENT OF SMYSER KAPLAN & VESELKA, L.L.P., TO REPRESENT VINTON PUBLIC POWER AUTHORITY'S INTERESTS IN THE JASPER/VPPA SETTLEMENT TRUST, ET AL VS. SAM RAYBURN MUNICIPAL POWER AGENCY, ET AL PROCEEDINGS AND AUTHORIZING EXECUTION AND SIGNING OF ENGAGEMENT LETTER BY PRESIDENT, KENNETH O. STINSON.

WHEREAS, the Board of Directors of Vinton Public Power Authority (the "Authority") previously employed Joseph A. Delafield, A Professional Corporation, to represent its interests relative to its various issues related to the Cambridge Project and Sam Rayburn Municipal Power Agency, et al.;

WHEREAS, the Authority has been notified of a lawsuit filed in the United States District Court for the Southern District of Texas entitled, "*C.A. No. 4:20-cv-255; Jasper/VPPA Settlement Trust and Kim Despeaux, Trustee v. Sam Rayburn Municipal Power Agency and Vinton Public Power Authority; In the United States District Court for the Southern District of Texas; Houston Division (the "Litigation")*" and, in order to avoid unnecessary expense of serving a summons, the Authority would authorize Joseph A. Delafield, to sign the Waiver of the Service of Summons;

WHEREAS, employment of special trial counsel licensed in the State of Texas to represent the Authority is necessary for representation of this proceeding;

WHEREAS, the Authority wishes to employ the firm of Smyser Kaplan & Veselka, L.L.P., to represent the Authority in the Litigation;

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors, governing authority of the Authority, as follows:

SECTION 1. The statements of fact expressly contained within the preamble to this Resolution have been specifically reviewed by the Board and are found to be factually true and correct, and are made resolutions of the Authority.

SECTION 2. The Authority hereby authorizes Joseph A. Delafield to sign the Waiver of Service on its behalf, a copy of the Waiver is annexed hereto as Exhibit 1.

SECTION 3. The District hereby employs the firm of Smyser Kaplan & Veselka, L.L.P., for legal representation by counsel in the State of Texas, in accordance with the engagement letter annexed hereto as Exhibit 2.

SECTION 4. The Authority hereby employs Smyser Kaplan & Veselka, L.L.P., to represent it in the proceedings entitled, “*C.A. No. 4:20-cv-255; Jasper/VPPA Settlement Trust and Kim Despeaux, Trustee v. Sam Rayburn Municipal Power Agency and Vinton Public Power Authority; In the United States District Court for the Southern District of Texas; Houston Division*” and compensation shall be in accordance with the provisions of the engagement letter.

SECTION 5. The Authority hereby authorizes President, Kenneth O. Stinson, to sign the engagement letter of Smyser Kaplan & Veselka, L.L.P.

SECTION 6. This resolution shall take effect immediately upon its adoption.

PASSED, ADOPTED AND APPROVED on this 3rd day of February, 2020.

MARY VICE, Secretary

KENNETH O. STINSON, President

There being no further business to come before the Governing Authority, it was moved by Director Renfrow that the meeting be adjourned. The motion was seconded by Director Hardy and carried.

Kenneth O. Stinson, President

Mary O. Vice, Secretary