HIGHLAND LAKES
Association of REALTORS®

BOARD OF DIRECTORS
Meeting Minutes
August 19, 2026 / 12:00 p.m.

CALL TO ORDER: 12:05 p.m.

ROLL CALL: *(Check if in attendance)*

Courtney Wing (President)	P	**Staff:**
Mischelle Griffin (Secretary/Treasurer)	P	Luanne Coleman
Byron Hobbs (Ex Officio)	P	
Kim Lookabaugh (TR Director)	P	
Brenda Burdick	P	
Matthew Butter	A	**Guest:**
Carol Hardy	P	Trey Berry
Forest Henson	P	Will Gilliam
Lisa Love	P	Jane Marie Hurst
Ruth Reed	P	
Gay Wheeler	P	

UNFINISHED BUSINESS:

Collaboration with ABoR - For Approval

The Board of Directors voted (8 to 1) to approve the following resolutions (Director, Kim Lookabaugh, voted to oppose all).

RESOLVED, that as provided in the Articles of Incorporation of the Company, the Board of Directors finds it is in the best interests of the members of the Association to join the Austin Board of REALTORS® ("ABoR") pursuant to the terms of the Combination Agreement which has been negotiated for the benefit of the members to better and more efficiently achieve the purposes for which this Association was formed; and further

RESOLVED, that the Association be combined with Austin Board of REALTORS®, a Texas nonprofit corporation ("ABoR"), and that the CEO of the Association be, and hereby is authorized, for and on behalf of the Association, to negotiate and enter into a Combination Agreement and related transaction documents with ABoR consistent with the terms outlined in the presented term sheet with changes necessary or advisable in her judgment to complete the transaction, which transaction will benefit the Association's members and achieve the purposes for which the Association was formed; and further

RESOLVED, the Directors of the Association hereby approve and recommend, in connection with the combination with ABoR, the winding up of the Association and the distribution of its assets in accordance with the Plan of Distribution attached hereto as Exhibit A and direct that the winding up and the Plan of Distribution be submitted to a vote of the primary and secondary REALTOR® members of the Association at a special meeting of the members; and further

RESOLVED, that a special meeting (the “Special Meeting”) of the primary and secondary REALTOR® members of the Association for the purpose of voting on the winding up and the Plan of Distribution is hereby called to be held on September 8, 2026 at 10:00 AM the office of the Association at 4601 E. Innovation Loop, Marble Falls, TX 78654; and further

RESOLVED, that August 28, 2026 (the “Record Date”) be and hereby is set as the Record Date for notice of the Special Meeting and the CEO and other officers of the Association are hereby authorized and directed to provide notice of the Special Meeting to the primary and secondary REALTOR® members of the Association and prepare and maintain a list of the primary and secondary REALTOR members of the Association as of the Record Date who are entitled to vote and not entitled to vote and make the list available for inspection at the office of the association as required by Texas law; and further

RESOLVED, that upon approval of the winding up of the Association and approval and adoption of the Plan of Distribution by the primary and secondary REALTOR® members of the Association in good standing on the Record Date, the CEO and other officers of the Association, and each of them, hereby are authorized to complete the winding up and distribution according to the Plan of Distribution and to file thereafter a Certificate of Termination with the office of the Secretary of State of the State of Texas meeting the requirements of applicable Texas law, to pay the filing fee therefor and to execute such documents and take such other action and to pay such other expenses as they determine are necessary or proper to effect such winding up, distribution and termination; and further

RESOLVED, that the President and CEO are authorized to send a proxy solicitation to the members for the purpose of authorizing the President of the Board of Directors to vote on behalf of the members who grant her their proxy on the resolution to approve the voluntary winding up of the Association and the Plan of Distribution.

NEW BUSINESS:

None

ADJOURN

The meeting adjourned at 12:45 a.m.

MINUTES PREPARED BY:

Luanne Coleman