

EXHIBIT C

FINDINGS OF THE BOARD OF DIRECTORS OF THE COUNTY LINE SPECIAL UTILITY DISTRICT RELATING TO THE RESOLUTION APPROVING AN ENGAGEMENT AGREEMENT FOR BOND COUNSEL LEGAL SERVICES WITH NORTON ROSE FULBRIGHT US LLP; AND OTHER MATTERS IN CONNECTION THEREWITH, TO BE CONSIDERED FOR ADOPTION BY THE BOARD OF DIRECTORS ON December 18, 2023

- a. The Governing Body of the District intends to engage Norton Rose Fulbright US LLP to provide the District with bond counsel legal services pertaining to the District's issuance of public securities on the public or private market, including advising the District on any "official statement" to potential investors pursuant to federal securities laws and issuing a legal opinion as to the foregoing;
- b. Norton Rose Fulbright US LLP has consistently demonstrated its competence, qualifications, and experience as an industry leader in public finance matters through the provision of bond counsel legal services, the representation of local governments on federal income tax matters, the publication of disclosure policies and the representation of state agencies and political subdivisions within the State of Texas on public finance matters.
- c. Accessing the public or private markets through the issuance of public securities and providing an "official statement" of the District to potential investors is governed by State and federal securities and federal tax laws and requires the advice of legal advisors that specialize in public finance matters that are well versed in public finance legal matters;
- d. Engaging an attorney in private practice who specializes in public finance matters and is well versed in State and federal securities and federal tax laws pursuant to an hourly fee arrangement would likely result in higher fees to be paid by the District, and such fees incurred would be payable by the District by amounts on deposit in the District's General Fund, whether or not the public securities are issued;
- e. Fees for legal services in public finance matters, including bond counsel and disclosure counsel legal services, have traditionally been paid pursuant to a contingent fee contract, where such fees become payable only upon the successful issuance of the public securities and are payable solely out of the proceeds of the public securities;
- f. Entering into a contract for bond counsel and disclosure counsel legal services with Norton Rose Fulbright US LLP (a firm that specializes in public finance matters and is well versed in State and federal securities and federal tax laws) payment of which is contingent on the District's successful issuance of public securities and payable out of public securities proceeds provides the District a superior level of bond counsel and disclosure counsel legal services and fee(s) payable under

the contract are reasonable in the public finance market and would likely be less than if such services were conducted pursuant to an hourly rate contract with an attorney specializing in public finance matters;

- g. For each of the reasons state above, the execution of contingent fee engagement contracts with Norton Rose Fulbright US LLP is in the best interest of the residents of the District.