

ORGANIZATIONAL MINUTES OF MEETING
OF THE
BOARD OF DIRECTORS

THE STATE OF TEXAS §
COUNTY OF HARRIS §
EAST LAKE HOUSTON MANAGEMENT DISTRICT §

The initial members of Board of Directors (the “Board”) of EAST LAKE HOUSTON MANAGEMENT DISTRICT (sometimes referred to herein as the “District”) met in Special Session for its organizational Board meeting, on the 8th day of February, 2021 at 2:30 p.m. via zoom video and telephonic conference, open to the public, in order to mitigate the spread of COVID-19 and pursuant to the guidance provided by the Office of the Attorney General of the State of Texas. The roll was called of the members of the Board, to-wit:

John Speer
Zach Dehghanpoo
Sophia Filfil
John Hauser
Debi Armstrong

All members of the Board participated in the meeting via Zoom video/audio except Director Hauser, who failed to qualify for such office, and Debi Armstrong. The record should reflect that Debi Armstrong had passed away prior to the Board Meeting. All directors present at the time the vote was taken voted on all items that came before the Board. Additionally participating in the Zoom videoconference were Joe Fogarty, the owner/developer for 133 Lone Wolf, Ltd., Dave Hawes and Robert Tautenhahn of Hawes Hill & Associates, LLP, Ross Martin, attorney and Judy McAngus and Vicki Hahn, paralegals with Winstead PC, Bob Boozer and Dana Neuneker of Landev Engineers, Inc. (“Landev”), a Binkly Barfield Company, and John Martin, Jr. and Joey Dierker of Hilltop Securities.

1. The meeting was called to order. The record should reflect that the Board meeting was recorded and that public notice of such meeting had been given as required by law.

2. The record shall reflect that the Board of Directors was conducting its first meeting since the passage of House Bill No. 3173, 85th Session of the Texas Legislature, Regular Session (“HB 3173”), which created the District and stated the boundaries of the District, a copy of which legislation is collectively attached hereto as Exhibit "A". In addition, Dave Hawes noted that the City of Houston would be appointing new Directors to the Board in March. Mr. Hawes explained the purpose of the District and other provisions of law, in addition to the legislation, that governs the District.

3. The record shall confirm that each of the three (3) remaining initial Directors had executed Statement of Officer forms in advance of the meeting. In addition, it was confirmed that Directors Speers and Filfil had executed Oaths of Office prior to the meeting. Mr. Dehghanpoor was administered his Oath of Office during the Board meeting. The record shall reflect that such items would be retained in the records of the District and Oaths additionally filed with the Texas Secretary of State's office.

4. Mr. Hawes informed the Board that a proposal, attached hereto as Exhibit "B", for the directors' and officers' liability insurance and a blanket bond for the directors from McDonald & Wessendorff Insurance had been issued. Following a review of the proposals pertaining to the required Director's bond and the directors and officers liability policy, a motion was made by Director Speer, seconded by Director Filfil and unanimously carried that the bond and insurance proposal for such coverage be approved and accepted.

5. The next business to be addressed was the election of officers for the Board of Directors as provided by law. Following a motion by Director Speer, seconded by Director Filfil and unanimously carried, the following slate of Directors were appointed to the following positions:

John Speer	Chairman
Zach Dehghanpoor	Vice Chairman
Sophia Filfil	Secretary

6. With regard to an overview of the District, Mr. Hawes noted that Ross Martin of Winstead PC would be working with the Texas Legislature, which is now in session, to create a Public Improvement District ("PID") to work in conjunction with the District and that, if it was not successful, the landowners would, most likely, petition the City of Houston to create such PID. Director Speer asked if parks were part of the powers granted to the District but Mr. Hawes confirmed that they were not.

7. The Board next reviewed and considered an engagement letter for legal services with the firm of Winstead PC to serve as general counsel and bond counsel to the District.

In addition, the Board was presented with a Resolution Approving Contingent Fee Contract ("Resolution"), a copy of which is attached hereto as Exhibit "C", in relation to the proposed bond counsel legal services as would be provided under a contingent fee arrangement by Winstead. Upon motion by Director Speer, seconded by Director Filfil and unanimously carried, said resolution was approved.

Following the approval of such resolution and review of such engagement letter, upon motion by Director Speer, seconded by Director Dehghanpoor and unanimously carried, the Board formally approved the legal services engagement letter with Winstead to serve as general counsel and bond counsel for the District.

8. The Board next reviewed the Agreement between Owner and Engineer for Professional Services, attached hereto as Exhibit "D". Upon motion by Director Speer, seconded

by Director Filfil and unanimously carried, the Board approved the engagement of Landev Engineers, Inc. to be the District's Engineers.

9. The Board reviewed the Municipal Advisory Agreement between Hilltop Securities and the District attached hereto as Exhibit "E". Upon motion by Director Speer, seconded by Director Filfil, and unanimously carried, the Board approved Hilltop Securities Inc. to act as the financial advisor for the District.

10. The Board reviewed a proposed Order Designating Offices Outside the District, which Order designates various offices outside the boundaries of the District, declaring them to be public places, a copy of which is attached hereto as Exhibit "F". After a full discussion, and upon motion of Director Speer seconded by Director Filfil and unanimously carried, the Board approved said Order Designating Offices Outside the District. The Officers were directed to execute said Order, and the attorneys were authorized to publish notice of the designation for such offices.

11. The Board next reviewed a Resolution Designating Posting Location of Meeting Notices as relates to the required posting of meeting notices and election notices within the District, a copy of which is attached hereto as Exhibit "G" and upon motion by Director Speer, seconded by Director Filfil and unanimously carried, the Board adopted said Resolution.

12. The Board reviewed a Resolution Adopting Website Posting Policy for East Lake Houston Management District and upon motion by Director Speer, seconded by Director Filfil and unanimously carried, the Board adopted said Resolution.

13. A sample of the proposed seal of the District, circular in shape around a five-point star was presented to the Board. It was duly moved by Director Speer, seconded by Director Filfil and unanimously carried that said proposed seal be finalized with the District's name and adopted as the legal seal of the District, an impression of which is attached hereto as Exhibit "H" and that the Board authorized said seal to be affixed to all instruments of the District requiring a seal.

14. The Board reviewed a District Information Form detailing general information about the District that was required to be approved and filed of record with both the Harris County Clerk and the Texas Commission on Environmental Quality ("TCEQ"). Following a review thereof, upon motion by Director Speer, seconded by Director Filfil and unanimously carried, the Board approved such Form and authorized Winstead to file such Form with the Harris County Clerk and the TCEQ.

15. The Board reviewed a proposed Order Adopting a Records Management Policy and Appointing a Records Management Officer, a copy of which is attached hereto as Exhibit "I". After a full discussion, and upon motion of Director Speer seconded by Director Filfil and unanimously carried, the Board approved said Order Adopting a Records Management Policy and Appointing a Records Management Officer.

16. The Board reviewed two separate Petitions Requesting Elections, one submitted by 140 Boggs Road, Ltd. and the other submitted by 133 Lone Wolf, Ltd., both attached

collectively as Exhibit “J” requesting that the Board call Utility Bond, Utility Refunding Bond, Road Bond, Road Refunding Bond, Maintenance Tax and Sales and Use Tax Elections for the District. After review of the Petitions, upon motion by Director Speer, seconded by Director Filfil and unanimously carried, the Board acknowledged receipt of said Petitions Requesting Elections.

It was confirmed that the next uniform election day within the State of Texas was May 1, 2021. A discussion ensued regarding contracting with the Harris County, through its newly appointed Elections Administrator, to handle the proposed May 1, 2021 elections for the District. Judy McAngus noted that due to this election cycle being the first elections that would be conducted by the newly designated initial Elections Administrator of Harris County (as opposed to the Harris County Clerk’s office), the county was running behind on finalizing their Agreement between Harris County and the District, Relating to Joint Elections to be held May 1, 2021 (“Election Agreement”). She stated that she had confirmed an estimated cost of around \$2,000 and, in any event, not to exceed \$4,000, for their fees in conducting the election. Upon motion by Director Speer, seconded by Director Filfil and unanimously carried, the Board authorized the execution by the Board’s President and Secretary of the final Election Agreement, subject to Winstead’s review and approval. It was noted that Harris County was in the process of reviewing the District’s boundaries and other related election details for the District’s elections and should they not be able to conduct the election and provide the final Election Agreement, that the District could alternately conduct its own election if necessary.

Following a full discussion and upon motion by Director Speer, seconded by Director Filfil and unanimously carried, the Board confirmed receipt of engineering cost summaries prepared by Landev in connection with both the utility bonds and road bonds and reviewed and adopted an Order Calling Utility Bond Election, Utility Refunding Bond Election, Road Bond Election, Road Refunding Bond Election, Maintenance Tax Election and Sales and Use Tax Election, a copy of which is attached hereto as Exhibit “K”.

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There being no further business to conduct, Director Speer moved that the meeting be adjourned, which motion was seconded by Director Filfil and unanimously approved. Thereupon, the Board adjourned until further call.

APPROVED AND ADOPTED this 6th day of April, 2021.

EAST LAKE HOUSTON MANAGEMENT
DISTRICT



Jeff Goebel, Secretary