

EAST WALLER COUNTY MANAGEMENT DISTRICT

TO: THE BOARD OF DIRECTORS OF EAST WALLER COUNTY MANAGEMENT DISTRICT AND TO ALL OTHER INTERESTED PERSONS:

Notice is hereby given pursuant to Texas Government Code, Section 551, that the Board of Directors of East Waller County Management District will hold an Organizational Meeting on July 14, 2022 at 2:30 p.m. at R.G. Miller Engineers, Inc., 16340 Park Ten Place, Suite 350, Houston, TX 77084, for the following purposes:

1. Public communication and comments – no formal Board action will be taken;
2. Review and acknowledge Legislation (H.B. 4158), 84th Session of the Texas Legislature, (Regular Session) creating the District and appointing Directors;
3. Qualify Directors and administer Statement of Officer forms and Oaths of Office;
4. Review insurance proposal and approve Directors and Officers Liability Insurance, Bonds and other insurance deemed appropriate at this time;
5. Elect Officers;
6. Hear Overview of the District and report on the status of the proposed development;
7. Consider and approve a Resolution Approving Contingent Fee Contract (see attached “Notice of Contingent Fee Contract by and between Winstead PC and the District”) and authorize execution of such engagement letter/contract for legal services;
8. Consider and approve the engagement of R.G. Miller Engineers, as engineers for the District and execute related agreement(s) as well as consider and ratify any prior engineering agreements entered into on the District’s behalf;
9. Consider and approve the engagement of Huntington Securities, Inc. as financial advisor for the District and execute related agreement(s);
10. Consider and approve engagement of Bott & Douthitt, PLLC as bookkeeper for the District and execute related agreements and approve necessary authorizations;
11. Consider and designate depository bank and authorize the opening of an operating account and execution of required account documents, including signature cards and related bank resolutions;
12. If applicable, consider and ratify prior actions taken and the payment of various out-of-pocket expenses made on behalf of the District;
13. Adopt an Order Designating the Office Location outside of District and authorize publication of a Notice regarding same;
14. Consider and adopt Resolution Designating Posting of Meeting Notices for Meeting Notices posted within the District;
15. Adopt District Seal;
16. Approve and authorize the filing of the District Information Form;
17. Review and approve Order Adopting a Travel Expense Policy, Limit on Fees of Office and Procedures for Selection and Review of Consultants, Policies Concerning the Use of Management Information, Including the Formation of an Audit Committee, Establishment of an Investment Policy, Selection of a Fiscal Year-End and Certain Other Matters
18. Review and approve the Order Adopting a Records Management Policy and Designating Records Manager;
19. Consider and act upon items in Supplemental Agenda;
20. Consider and adopt Resolution Creating a website for the District;

21. Discuss and confirm the next proposed meeting date;
22. Adjournment.

The Board of Directors will go into Executive Session, if necessary and appropriate, pursuant to the applicable section of Subchapter D, Chapter 551, Texas Government Code Annotated, the Texas Open Meetings Act, on any matter that may come before the Board. No action decision or vote on any subject or matter may be taken unless specifically listed on the agenda for this meeting.

EXECUTED this 8th day of July, 2022.

EAST WALLER COUNTY MANAGEMENT DISTRICT



Ross S. Martin, Proposed Attorney for the District
East Waller County Management District

Required Notice for District's First Meeting of the Calendar Year. The Board of Directors of East Waller County Management District propose to conduct its regular and special Board Meetings at a designated meeting location outside the boundaries of the District. Qualified resident electors of the District may request that the Board designate a meeting location within the District and hold meetings within the boundaries of the District. For more information, please refer to Chapter 49 of the Texas Water Code, Section 49.062(c) or contact the attorneys for the District, at (512) 370-2939.

NOTICE OF
CONTINGENT FEE CONTRACT BY AND BETWEEN
WINSTEAD PC AND EAST WALLER COUNTY MANAGEMENT DISTRICT

Pursuant to Chapter 2254.1036, Texas Government Code, notice is hereby given that EAST WALLER COUNTY MANAGEMENT DISTRICT (the "District") will consider a contingent fee contract for bond counsel legal services with Winstead PC ("Winstead"). The contingent fee contract by and between the District and Winstead will be presented to the District at a public meeting to be held at 2:30 p.m. on July 14, 2022 at R.G. Miller Engineers, Inc., 16340 Park Ten Place, Suite 350, Houston, TX 77084.

The engagement of Winstead is required to render professional services in connection with the authorization, sale, and delivery of bonds, certificates of participation, notes, or other evidences of indebtedness ("Bonds") on behalf of the District. Winstead will coordinate with the District and its consultants in the preparation of bond applications, official statements, and transcripts of legal proceedings to comply with the requirements of the Attorney General of the State of Texas, and will coordinate with the District and its consultants in all matters relative to the receipt and tabulation of bids for purchase of bonds. Additionally, Winstead will supervise the execution and delivery of the bonds to the original purchasers. Winstead will additionally provide an Opinion to confirm the validity of the bonds, and the tax exempt status of the interest earned thereon under Federal Income Tax regulations, if applicable.

Members of the Winstead Public Finance Practice Group have been advising clients and serving as bond counsel on tax-exempt and taxable bonds, and rendering market opinions for governmental issuers, including special districts, for over 40 years. Winstead Public Finance attorneys are active members of the National Association of Bond Lawyers.

Winstead's fee for bond counsel services will be as follows: for new-money financings, 2.5% of the principal amount thereof; for refundings, 1.25% of the principal amount thereof; and for Anticipation Notes, 1%.

Winstead was engaged by the property owners of the District to create the District, and to provide for the financing of water, sanitary sewer, drainage, roadway, transportation, and similar infrastructure for master-planned developments to serve future residents and users. The District will consider the engagement of Winstead to serve as bond counsel at its organizational or meeting.

Winstead's specialized practice in public finance transactions provides the District with professional expertise therein, including oversight and compliance with Local, State, and Federal regulatory agencies. Winstead is aware of the resources required to issue Bonds. Further, the District has no source of revenue sufficient to compensate an attorney in private practice under a contract for the payment of hourly fees without contingency in the context of a Bond issuance, nor does the District's support staff possess the qualifications or resources to properly represent the District in a Bond issuance. A contingent fee contract for bond counsel services with Winstead would allow the District to proceed with the issuance of Bonds in the most efficient, cost-effective, and feasible manner, resulting in benefits to future EAST WALLER COUNTY MANAGEMENT DISTRICT residents and taxpayers.

SUPPLEMENTAL AGENDA

EAST WALLER COUNTY MANAGEMENT DISTRICT

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1. Consider and adopt Order Approving Engineering Reports and Calling Utility Bond Election, Utility Refunding Bond Election, Road Bond Election, Road Refunding Bond Election, and Maintenance Tax Election and authorize formal notice of such election be given as provided by law.

2. If timely, authorize the execution of a standard Agreement and Contract for Election Services with Waller County, to conduct the November 8, 2022 Elections and authorize such details to be finalized in said Election Order and, if necessary, authorize alternate form of election within the District, authorize issuance of notice to registered voters should electronic voting not be proposed to be provided and authorize updates to final form of such Election Order as deemed appropriate by legal counsel.

EXECUTED this 8th day of July 2022.

EAST WALLER COUNTY MANAGEMENT DISTRICT



Ross S. Martin, Attorney

ORDEN DEL DÍA SUPLEMENTARIO

DISTRITO DE EAST WALLER COUNTY MANAGEMENT DISTRICT

A: LA JUNTA DIRECTIVA DEL DISTRITO DE ADMINISTRACIÓN DEL CONDADO DE EAST WALLER Y A TODAS LAS DEMÁS PERSONAS INTERESADAS:

Mediante el presente aviso, y de conformidad con la Sección 551 del Código de Gobierno de Texas, se informa que la Junta Directiva del Distrito de Administración del Condado de East Waller llevará a cabo una Reunión Organizativa el 14 de julio de 2022 a las 2:30 p.m. en R.G. Miller Engineers, Inc., 16340 Park Ten Place, Suite 350, Houston, TX 77084, con el fin de:

1. Considerar y adoptar la Orden de Aprobación de los Informes de Ingeniería y de Convocación a la Elección de Bonos de Servicios Públicos, Elección de Bonos de Refinanciación de Servicios Públicos, Elección de Bonos para Carreteras, Elección de Bonos de Refinanciación para Carreteras y Elección de Impuesto de Mantenimiento y autorizar que se dé notificación formal de dicha elección según lo dispuesto por la ley.
2. Si es oportuno, autorizar la formalización de un Acuerdo y Contrato para Servicios Electorales estándar con el Condado de Waller, para llevar a cabo las Elecciones del 8 de noviembre de 2022 y autorizar que dichos detalles se finalicen en dicha Orden de Elección y, si es necesario, autorizar una forma alternativa de elección dentro del Distrito, autorizar la emisión de un aviso a los votantes registrados en caso de que no se proponga proporcionar la votación electrónica y autorizar las actualizaciones de la forma final de dicha Orden de Elección según lo considere apropiado el asesor jurídico.

FIRMADO este día 8 de Julio de 2022.

EAST WALLER COUNTY
MANAGEMENT DISTRICT

/s/