

ORGANIZATIONAL MINUTES OF MEETING  
OF THE  
BOARD OF DIRECTORS

THE STATE OF TEXAS §

COUNTY OF WALLER §

EAST WALLER COUNTY MUNICIPAL DISTRICT §

The Board of Directors (the "Board" or the "Board of Directors") of EAST WALLER COUNTY MUNICIPAL DISTRICT (also sometimes referred to herein as the "District") met in special session, accessible to the public, at R.G. Miller Engineers, Inc., 16340 Park Ten Place, Suite 350, Houston, Texas 77084, outside the boundaries of the District on July 14, 2022, and the roll was called of the members of the Board to-wit:

Lisa Cooper  
Rochelle Barrow  
Dolores M. Herman  
Kevin Vader  
Stephen McGrath

All members of the Board were present at the commencement of the meeting except Directors Vader and McGrath. All directors present at the time a vote was taken voted on all items that came before the Board. Also present were Matt McPhail, attorney and Vicki Hahn, paralegal, of Winstead PC ("Winstead"); Shawn Pachlhofer and Bob Boozer of R.G. Miller Engineers, Inc.; Sophia Filfil, representing the owner and developer of lands within the District. In addition, members of the public in attendance were Grant Speer and Nick Herman.

1. Mr. McPhail called for public communications and comments from any person and reviewed the following rules for public comment; (i) comments are limited to 3 minutes per person; and (ii) the Board cannot dialog or take any actions during public comment and responses are limited to statements of fact, recitation of current policy, clarifying questions and requesting that items be added to a future Agenda. Hearing none, the Public Comment session was closed and the Board proceeded to the next item of business.

2. The record shall reflect that the Board of Directors was conducting its first meeting since the passage of House Bill No. 4158 84<sup>th</sup> Session of the Texas Legislature, Regular Session, which created the District and stated the boundaries of the District, and which legislation authorized the primary owner of land within the District to petition to the Waller County Commissioner's Court ("WCCC") to appoint directors to the Board. On June 29, 2022, the above-referenced directors were appointed to the Board by an order of the WCCC.

3. It was noted that the directors in attendance executed Statements of Officer forms and were administered Oaths of Office.

4. Mr. McPhail presented the Board with the proposal for the necessary bonds for the directors and public employees (consultants of the District) as well as directors' and officers' liability insurance received from McDonald & Wessendorff Insurance, whom acts as agent to hundreds of special districts in the State of Texas. Following a review of the proposals pertaining to the required bonds and the directors' and officers' liability policy, a motion was made by Director Cooper, seconded by Director Barrow, and unanimously carried, that the insurance proposals for such coverage and bonds be approved and accepted.

5. The next business to be addressed was the election of a Chairman, Vice-Chairman, Secretary, and Assistant Secretaries for the Board of Directors as provided by law. Following a full discussion and motion by Director Herman, seconded by Director Cooper and unanimously carried, the following slate of officers was elected:

|                   |                     |
|-------------------|---------------------|
| Lisa Cooper       | Chairman            |
| Rochelle Barrow   | Vice-Chairman       |
| Dolores M. Herman | Secretary           |
| Kevin Vader       | Assistant Secretary |
| Stephen McGrath   | Assistant Secretary |

6. Ms. Filfil welcomed the Board of Directors and thanked them for their service.

7. Mr. McPhail presented to and reviewed with the Board, copies of a proposed engagement letter with Winstead PC. Mr. McPhail reviewed the scope of services and fees related to same, and presented to and reviewed with the Board a Resolution Approving Contingent Fee Contract. Upon motion by Director Cooper seconded by Director Barrow and unanimously carried, the Board approved the Resolution Approving Contingent Fee Contract and retained Winstead PC as legal counsel for the District.

8. Mr. McPhail reviewed an Agreement for Professional Engineering Services from R.G. Miller Engineers, Inc. to serve as the District's engineer, and following a review of such agreement and discussion thereof, and upon motion by Director Cooper, seconded by Director Barrow and unanimously carried, the Board approved such agreement.

9. The Board reviewed the Financial Advisory Agreement from Huntington Securities, Inc. ("Huntington") to serve as the District's financial advisor. Mr. McPhail explained the firm's qualifications and reviewed such proposal with the Board. Following a review of such agreement and discussion thereof, upon motion by Director Cooper, seconded by Director Herman and unanimously carried, the Board approved such agreement with Huntington.

10. The Board reviewed an engagement letter and separate Bookkeeping Services Agreement with Bott & Douthitt, PLLC ("Bott & Douthitt") to serve as bookkeeper for the District. Qualifications for such firm were outlined and discussed with the Board. Following such review and

discussion, upon motion by Director Cooper, seconded by Director Herman and unanimously carried, the Board approved such engagement letter and agreement for bookkeeping services with Bott & Douthitt and authorized Bott & Douthitt to open any necessary District banking accounts.

11. The Board reviewed the Resolution Designating Depositories and Establishing Investment Accounts for Deposit of District Funds. After a brief discussion, upon motion by Director Cooper, seconded by Director Barrow and unanimously carried, the Board approved the Resolution Designating Depositories and Establishing Investment Accounts for Deposit of District Funds and authorized Bott & Douthitt to assist with the opening of a District operating account and requested that Bott & Douthitt have the necessary resolutions and signature cards available at the next meeting to formally open such account.

12. The Board then considered and ratified the following agreements and the payment of various out-of-pocket expenses made on behalf of the District.

a) The Professional Civil Engineering and Surveying Service Agreement with Landev Engineers dated January 31, 2020 for \$111,130. Upon motion by Director Cooper, seconded by Director Barrow and unanimously carried, the Board ratified and approved such agreement.

b) The Four & One Landscape Architecture Consulting Service Agreement dated May 11, 2022 for \$16,800 for landscape architectural consulting services. Upon motion by Director Cooper, seconded by Director Herman and unanimously carried, the Board ratified and approved such agreement.

c) The Traffic Engineering Service Agreement with R.G. Miller Engineers, Inc. dated April 18, 2022 for \$30,140. Upon motion by Director Cooper, seconded by Director Barrow and unanimously carried, the Board ratified and approved such agreement.

13. The Board reviewed the Order Designating Offices Outside the District, which Order designates various offices of the District, declaring them to be public places. After a full discussion, and upon motion of Director Cooper, seconded by Director Barrow 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 outside the District.

14. The Board reviewed a Resolution Designating Posting Location of Meeting Notices and upon motion by Director Cooper, seconded by Director Barrow and unanimously carried, the Board adopted said Resolution.

15. The Board was presented with an impression of the proposed seal of the District, circular in shape with the name of the District around a five-point star. Upon motion by Director Cooper, seconded by Director Barrow and unanimously carried, the Board adopted such seal for the District.

16. The Board next reviewed a District Information Form detailing general information about the District that is required to be approved and filed for the record with both the Waller County

Clerk and the TCEQ. Following a review thereof, upon motion by Director Cooper, seconded by Director Herman and unanimously carried, the Board approved such District Information Form and authorized Winstead to file such items with the Waller County Clerk and with the TCEQ.

17. The Board reviewed the Order Adopting Code of Ethics, Travel Expense Policy and Establishment of Maximum Annual Limit of 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, Investment Policy, Selection of a Fiscal Year-End and Certain Other Matters. In connection with review of such policies, Mr. McPhail explained various provisions of the Open Meetings Law to the Board as relates to the Board members discussion of District business. In addition, it was confirmed that the Board would select September 30<sup>th</sup> as its fiscal year end. Following a full review, upon motion by Director Cooper, seconded by Director Herman and unanimously carried, the Board approved such Order.

18. The Board reviewed the Order Establishing Records Management Program and Appointing Records Management Officer. Following a full review, upon motion by Director Cooper, seconded by Director Herman and unanimously carried, the Board approved said Order.

19. The Board considered and reviewed the proposed Order Calling Confirmation Election and Approving Engineering Reports, and Calling Utility Bond Election, Utility Refunding Bond Election, Road Bond Election, Road Refunding Bond Election, Park and Recreational Facilities Bond Election, Park and Recreational Facilities Refunding Bond Election, Maintenance Tax Election and Sales and Use Tax Election, a copy of which is attached hereto as **EXHIBIT "A"**, and following a full discussion and motion by Director Cooper, seconded by Director Barrow and unanimously carried, the Board approved said Order and authorized Notice of such election be given, as provided by law. Mr. McPhail then discussed the need to enter into an Election Agreement between Waller County and the District and a separate Joint Election Agreement for the November 8, 2022 Elections (the "Election Agreements"). Upon motion by Director Cooper, seconded by Director Barrow and unanimously carried, the Board authorized entering into the Election Agreements with the Waller County Elections Administrator.

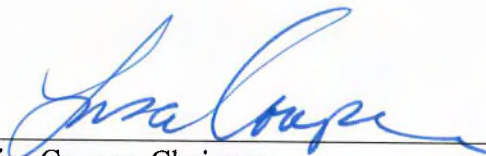
20. Mr. McPhail discussed with the Board the need to create a District website to house various election documents as well as meeting notices and minutes, tax-related documents and budget information, at such time that information is relevant and available, and after a brief discussion and upon motion by Director Cooper, seconded by Director Barrow, the Board unanimously approved creation of a District website by Winstead.

21. It was noted that the Directors would be required to complete certain on-line government training courses pursuant to Chapter 551 of the Texas Government Code and that more details would follow. The Board tentatively discussed meeting to canvass the November 8, 2022 elections, and it was noted that such date would be verified to ensure that it fell within the proper canvassing period and that an invite to such meeting would be sent to confirm such date.

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

23. Upon motion by Director Cooper, seconded by Director Barrow and unanimously carried, the Board re-opened the meeting to ratify and approve the Water Discharge Permit for the District. After a brief discussion regarding the Water Discharge Permit, upon motion by Director Cooper, seconded by Director Barrow and unanimously carried, the Board ratified and approved such Water Discharge Permit. There being no further business to conduct, Director Cooper moved that the meeting be adjourned, which motion was seconded by Director Barrow, and unanimously approved, and the Board adjourned until further call.

APPROVED AND ADOPTED this 14<sup>th</sup> day of November, 2022.



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Lisa Cooper, Chairman  
Board of Directors  
EAST WALLER COUNTY MUNICIPAL DISTRICT

(DISTRICT SEAL)

