

MINUTES OF MEETING
OF THE
BOARD OF DIRECTORS

THE STATE OF TEXAS §

COUNTY OF WALLER §

EAST WALLER COUNTY MANAGEMENT DISTRICT §

The Board of Directors (the "Board" or the "Board of Directors") of EAST WALLER COUNTY MANAGEMENT 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 November 14, 2022, and the roll was called of the members of the Board to-wit:

Lisa Cooper	Chairman
Rochelle Barrow	Vice Chairman
Vacant	
Kevin Vader	Assistant Secretary
Stephen McGrath	Assistant Secretary

All members of the Board were present at the commencement of the meeting. 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") general counsel and bond counsel for the District; Shawn Pachlhofer of R.G. Miller Engineers, Inc., engineers for the District; Andre Ayala with Hilltop Securities, Inc., proposed Financial Advisor for the District and Sophia Filfil, representing the owner and developer of lands within the District. In addition, members of the public in attendance were Nick Herman, Cynthia Pabon and John Speer.

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. Consideration was given to the resignation and appointment of Director. Mr. McPhail confirmed that Director Herman resigned. Next, Mr. McPhail noted that Monette Stephens is being proposed as a director of the Board of Directors, noting that she is qualified to serve on the Board. The Board acknowledged and confirmed execution of the Oath of Office and Statement of Officer by Director Vader and Director Stephens.

Following a discussion, Director Cooper moved that the Board (i) accept the notices of resignation from Director Herman; and (ii) appoint the following individuals to serve on the Board: Monette Stephens. Director Barrow seconded said motion, which carried unanimously.

After a discussion and upon motion by Director Cooper, seconded by Director Barrow and unanimously carried, the Board approved the following slate of officers:

Lisa Cooper	Chairman
Rochelle Barrow	Vice-Chairman
Kevin Vader	Secretary
Monette Stephens	Assistant Secretary
Stephen McGrath	Assistant Secretary

3. The Minutes from the Board's July 14, 2022 Meeting were presented for review and approval. Following a motion by Director Cooper, seconded by Director Barrow and unanimously carried, said Minutes were approved as written.

4. Mr. McPhail noted that Huntington Securities, Inc. had resigned and introduced Mr. Ayala from Hilltop Securities, Inc. ("Hilltop"). Mr. Ayala introduced himself and presented his and Hilltops qualifications. The Board reviewed the Municipal Advisory Agreement from Hilltop to serve as the District's financial advisor. Following a review of such agreement and discussion thereof, upon motion by Director Cooper, seconded by Director Barrow and unanimously carried, the Board approved such agreement with Hilltop.

6. Ms. Filfil welcomed Director Stephens as a new Director of the Board and thanked all of the Directors for their service.

7. Mr. McPhail reviewed the results of the Confirmation Election, 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, the Maintenance Tax Election and the Sales and Use Tax Election held on November 8, 2022. In connection with said election results, the Board next reviewed the Order Canvassing the Returns and Declaring Results of the Confirmation Election, 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 the Sales and Use Tax Election. Following a discussion, Director Vader moved that the Board adopt said Order as presented. Director Cooper seconded said motion, which carried unanimously.

8. The Board next considered adoption of an Amended District Information Form to reflect the bond capacity authorized through the District's November, 2022 election. Upon motion by Director Cooper, seconded by Director Vader and unanimously carried, the Board approved the Amended District Information Form as presented and authorized the District's legal counsel to record same with Waller County and the Texas Commission on Environmental Quality.

9. Mr. Pachlhofer noted that he is working on the pre-development engineering tasks and is working on getting the drainage studies and traffic studies for the District. He also mentioned that he would like to start working on the task of getting the City of Houston to remove the District from the extraterritorial jurisdiction of the City of Houston.

Upon motion by Director Cooper, seconded by Director Barrow and unanimously carried, the Board authorized Mr. Pachlhofer to work on a Petition to the City of Houston to remove the District from the City of Houston's extraterritorial jurisdiction.

10. Mr. Douthitt was unable to attend the Board meeting so Mr. McPhail presented the Accounting Report dated November 14, 2022 and the related disbursements, which included payment to McDonald & Wessendorf of the District's insurance coverage for 2022/2023, the engineering fees to R.G. Miller Engineers, Inc. and the quarterly accounting fee for Bott & Douthitt.

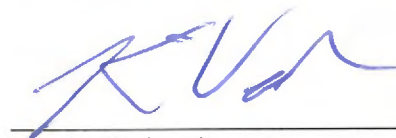
Upon motion by Director Barrow seconded by Director Vader and unanimously carried, the Board approved the Accounting Report and related disbursements.

11. The Board reviewed an Amended Order Designating Offices Outside the District. Mr. McPhail mentioned that we added a conference room at the Hilton to ensure that the District have more than one location in which to meet. After a brief discussion, and upon motion of Director Cooper, seconded by Director Barrow and unanimously carried, the Board approved said Amended 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.

12. Mr. McPhail noted that there is no need for a Board Meeting in the near future and noted that the Board would be contacted to coordinate scheduling when another Board Meeting is required.

13. There being no further business to conduct, Director Vader 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 8th day of August, 2023.



Kevin Vader, Secretary
Board of Directors
EAST WALLER COUNTY MANAGEMENT
DISTRICT

