

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, 16340 Park Ten Place, Suite 350, Houston, TX 77084 on May 23, 2024 at 11:30 a.m., and the roll was called of the members of the Board to-wit:

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

All members of the Board were present at the commencement of the meeting except Director Barrow. All directors present at the time a vote was taken voted on all items that came before the Board. Also present were Chrishone Peterson of RG Miller Engineering, engineers for the District; and Sophia Filfil, representing the owner and developer of lands within the District. In addition, Matt McPhail, attorney and Vicki Hahn, paralegal, of Winstead PC ("Winstead") general counsel and bond counsel for the District attended via conference call.

1. Public Comment: Mr. McPhail called for public comment. Hearing none, the Public Comment session was closed and the Board proceeded to the next item of business.

2. Re-Elected Directors: Mr. McPhail discussed the director election with the Board, noting that the Statement of Officer and Oath of Office are administered at the beginning of each new term of office. Ms. Hahn then confirmed that the Oath of Office and Statement of Officer have been completed by Director Stephens and Director McGrath.

3. Officer Positions: The Board discussed current officer positions and elected to keep their current slate of offices.

4. Meeting Minutes: The Board reviewed the Minutes from the February 28, 2024 Board Meeting. Following a motion by Director Vader, seconded by Director Cooper and unanimously carried, said Minutes were approved as written.

5. Amended and Restated Reimbursement Agreements: Mr. McPhail explained that the current Reimbursements Agreements are being amended due to new requirements from the Attorney General requiring the inclusion of language prohibiting contracts with companies that discriminate against firearm entities, boycott energy companies or Israel. Upon motion by Director Cooper, seconded by Director Vader and unanimously carried, the Board approved the Amended and Restated Reimbursement Agreements and the Resolutions approving such agreements for Sofi Lakes LLC and GardenBure Development LLC.

6. Petition for Addition of Land Into District - Acorn Ranch: Mr. McPhail reviewed the Petition for Addition of Land Into the District from the landowner of Acorn Ranch. After a brief discussion, upon motion by Director Vader, seconded by Director Cooper and unanimously carried, the Board accepted and approved adding Acorn Ranch to the District.

7. Order Adding Land and Redefining Boundary: Mr. McPhail reviewed the Order Adding Land and Redefining Boundary with the Board. After a brief discussion, upon motion by Director Cooper, seconded by Director Vader and unanimously carried, the Board approved the Order Adding Land Redefining Boundary for Acorn Ranch.

8. Amended District Information Form: Mr. McPhail noted that the District Information Form has been amended to show the inclusion of the Acorn Ranch tract of land into the District. Upon motion by Director Vader, seconded by Director Cooper and unanimously carried, the Board approved the Amended District Information Form.

9. Engagement of MuniCap, Inc.: Mr. McPhail reviewed an Agreement for District Administrative Services from MuniCap, Inc. and explained that MuniCap will be assisting the District with administrative services in connection with a project that the Financial Advisor recommended. Upon motion by Director Cooper, seconded by Director Vader and unanimously carried, the Board approved the Agreement for District Administrative Services as presented.

10. G-10 Disclosure: The Board next reviewed an MSRB Form G-10 disclosure confirmation letter prepared by Hilltop Securities, Inc., the Board's financial advisor, and it was noted that such letter was an annual requirement for financial advisors to send out for Districts whom have issued debt. Upon motion by Director Vader, seconded by Director Cooper, the Board acknowledged receipt of the MSRB Rulemaking Board Form G-10 disclosure confirmation letter.

11. Reimbursement Activities: The Board returned to Item No. 5 and Mr. Peterson gave an update and report on the constructions activities that will potentially be included in the reimbursement agreement. Ms. Filfil also gave a status report on the closing of the property noting that she is hoping to close in two weeks.

12. Order Designating Office Locations: The Board reviewed the Amended Order Designating Offices Outside the District. Ms. Hahn mentioned that the Amended Order is necessary because Winstead's Austin office has moved. Mr. Peterson also noted that RG Miller's address is changing as well. Upon motion by Director Cooper, seconded by Director Vader and unanimously

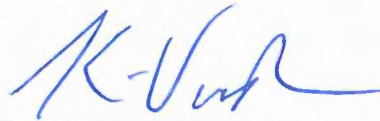
carried, the Board adopted the Amended Order Designating Offices Outside the District and authorized the necessary publication.

13. Annual Renewal of Insurance: The Board reviewed the proposal by McDonald & Wessendorf for District insurance. After a brief discussion, upon motion by Director Vader, seconded by Director Cooper and unanimously carried, the Board approved the annual renewal of insurance as presented.

14. Calendaring: The next Board meeting will be scheduled when there is a need.

15. Adjournment: There being no further business to conduct, upon motion by Director Cooper, seconded by Director Vader and unanimously carried, the Board adjourned until further call.

APPROVED AND ADOPTED this 6th day of September, 2024.



Kevin Vader, Secretary
Board of Directors
East Waller County Management District

(DISTRICT SEAL)

