

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 The Cannon, 1334 Britton Road, Houston, Texas 77043 on December 5, 2025 at 1:00 p.m., and the roll was called of the members of the Board to-wit:

Lisa Cooper	Chairman
Samuel McArthur	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 Stephens. Also present was Sophia Filfil, representing the owner and developer of lands within the District, Alexander J. Van Duzer with Civil & Environmental Consultants, Inc., an engineering consultant for the Developer, and Connor Smith with Doré Rothberg Law, an attorney representing the Developer, Zachary Little with Municap, Inc.. In addition, attending by telephone conference were Matt McPhail, attorney and Vicki Hahn, paralegal with Winstead PC, general counsel and bond counsel for the District ("Winstead"). Members of the public included Martin Filfil.

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. Meeting Minutes: The Board reviewed the Minutes from the December 5, 2025 Board Meeting. Following a motion by Director McArthur, seconded by Director Cooper and unanimously carried, said Minutes were approved as written.
3. Resolution Adopting Policy for Public Director Elections: Mr. McPhail noted that this item was previously discussed with the Board but he would like to clarify the policy for the District's records. The District legislation states that Waller County appoints Directors recommended by the Board, but it does not specify a process for how the Board will make such recommendations to Waller County. To date the Board has followed a process of scheduling public director elections following provisions of the Election Code applicable to special districts. Mr. McPhail recommended formalizing this policy with a resolution to continue to schedule Director Elections, which will serve as the basis for the recommendation of candidates to Waller County. Mr. McPhail also noted that future Boards may revise this policy as needed and reviewed the current Resolution outlining the policy.

Upon motion by Director McArthur, seconded by Director Cooper and unanimously carried, the Board approved the Resolution Adopting Policy for Public Director Elections and Appointment of Such Duly Elected Directors by the Governing Body of the County.

4. Termination of District Engineer: The Board discussed termination of the agreement with R.G. Miller, the District's engineer. Mr. McPhail noted that, if the Board terminates the existing District Engineering Agreement, R.G. Miller today, an official termination letter is required. Ms. Filfil asked Director Vader to address the issues with the current engineer. Director Vader reported several concerns regarding the current engineer, including failure to timely bid the lift station, project delays, and insufficient onsite presence contrary to the expected 40 hours per week. The engineers were typically present only when the developer was onsite. Additionally, delays in plat recording since May have impacted builders, resulting in Taylor Morrison leaving the project and being replaced by Lennar. Billing discrepancies were also noted. Mr. McPhail reviewed such termination letter.

Upon motion by Director Vader, seconded by Director Cooper and unanimously carried, the Board approved the termination of R.G. Miller as the District engineer and authorized the President to sign the Termination Letter.

5. Engagement of Civil & Environmental Consultants, Inc. ("CEC"): Mr. McPhail mentioned that CEC would replace R.G. Miller as the District's Engineer if the Board approves their engagement. He also noted that CEC's engineering agreement needs to be revised to comply with Texas law and other district requirements. He is requesting a motion to finalize the agreement and bring it back to the Board for approval. He believes that both sides have agreed to all of the core factual matters but the agreement needs to be revised and finalized at a future meeting. Once it is finalized, he will bring it back to the Board for approval.

Upon motion by Director McArthur, seconded by Director Cooper and unanimously carried, the Board authorized finalization of the engineering agreement.

6. Developer Report: Ms. Filfil informed the Board that they are still targeting a block delivery in December. She also believes water and wastewater will be completed in December.

7. Engineering Report: Mr. Van Duzer reviewed the Engineering Report. Mr. McPhail asked if Mr. Van Duzer will be stepping away from his auditing capacity if he becomes the District Engineer. Mr. Van Duzer replied that he does not believe there is a conflict if he continues with the auditing role. Mr. Van Duzer mentioned that the Lift Station for Phase 1 needs to be bid. There are a couple of pond issues in the works. Plats have been submitted to Waller County and are on the Commissioner's Agenda for approval. He spoke to Waller County and they have assured him that they have everything they need to approve the plats. With respect to Acorn Ranch, he is working on an invoicing summary. He has most everything he needs from R.G. Miller. With respect to water capacity, the CCN holder does not have capacity to service the District so meetings were held to discuss a collaboration to construct a water plant within their CCN. They seemed amenable to that. Mr. Van Duzer handed out a summary and will forward such summary via e-mail. Additionally, \$19.6 million in assessment bonds have been approved, with \$13.3 million remaining after Draw No. 3; the amount for Draw No. 4 is pending. A quarterly report has been submitted to MuniCap. The Developer's private funding from Trez was also addressed.

Upon motion by Director Vader, seconded by Director Cooper and unanimously carried, the Board approved the Engineering Report.

8. MuniCap Report: Mr. Little reviewed MuniCap's report noting that it will be posted to their website in December which is within the required deadline.

Upon motion by Director McArthur, seconded by Director Cooper and unanimously carried, the Board approved MuniCap's Report.

9. Bookkeeping Report: There is no Bookkeeping Report for this meeting. However, Ms. Hahn mentioned that she forwarded the bookkeeper's contact information to the Waller County Tax Assessor so that any property taxes collected by the Tax Assessor can be forwarded to the District's accounts.

10. Calendaring: The next Board meeting will be held on January 6th at 11:30 a.m..

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

APPROVED AND ADOPTED this 6th day of January 2026.

East Waller County Management District



Kevin Vader, Secretary
Board of Directors

(DISTRICT SEAL)

