**HARRIS COUNTY WATER CONTROL AND IMPROVEMENT DISTRICT NO. 157**

**Minutes of Meeting of Board of Directors**

December 12, 2024

The Board of Directors (the "Board") of Harris County Water Control and Improvement District No. 157 (the "District") met in regular session, open to the public, on December 12, 2024, at 1300 Post Oak Boulevard, Suite 2500, Houston, Texas 77056, in accordance with the duly posted notice of meeting, and the roll was called of the duly constituted members of said Board, as follows:

Cameron C. Dickey, President
Benjamin Judd, Vice President
Chad Sillman, Secretary
Keith D. Perry, Assistant Secretary
Shane Ware, Assistant Secretary

and all of said persons were present, with the exception of Director Dickey, thus constituting a quorum.

Also present were Will Gutowsky of BGE, Inc. ("BGE"); Todd Burrer of Inframark, LLC ("Inframark"); Lisa Rickert of Artesian Financial Services ("AFS"); Paulina Baker of Howard Hughes Holdings, Inc. on behalf of Bridgeland Development, LP ("Developer"); Isabel Mata of Wheeler & Associates, Inc. ("Wheeler"); Jeremy Hitchcock of Spencer Outdoor, LLC ("Spencer"); Robert G. Thomas, Bobby Reynolds and Kay Burkhalter, representatives of The Bridgeland Community Supports Veterans, Inc. ("The Veterans Group"); and Mitchell G. Page and Peyton Ellis of Schwartz, Page & Harding, L.L.P. ("SPH").

In the absence of the President, the Vice President called the meeting to order and declared it open for such business as might regularly come before the Board.

**PUBLIC COMMENTS**

The Board considered public comments. No comments were offered by the members of the public present, and the Board continued to the next item of the business.

**APPROVAL OF MINUTES**

The Board reviewed the draft minutes of its meeting held on November 14, 2024. Following discussion, Director Perry moved that the minutes of the November 14, 2024, meeting be approved, as presented. Director Ware seconded said motion, which unanimously carried.

## BOOKKEEPER'S REPORT

Ms. Rickert presented to and reviewed with the Board the Bookkeeper's Report dated December 12, 2024, a copy of which is attached hereto as **Exhibit A**, including the disbursements and wire transfers presented for approval. During such review, Ms. Rickert requested the Board's authorization to (i) close the District's general operating fund, recreational fund and construction fund accounts currently open with Central Bank, and (ii) open a new construction fund account with NewFirst National Bank. She noted that new general operating fund and recreational fund accounts had already been opened with NewFirst National Bank with the Board's approval. Following discussion, it was moved by Director Perry, seconded by Director Judd and unananimously carried, that (i) the Bookkeeper's Report be approved, as presented, and the disbursements listed therein be approved for payment, and (ii) Artesian be authorized to close the District's accounts currently open with Central Bank, and open a new construction fund account with NewFirst National Bank, as discussed.

## TAX ASSESSOR COLLECTOR MONTHLY REPORT; DELINQUENT COLLECTIONS LISTING

Ms. Mata then presented to and reviewed with the Board the Tax Assessor Collector Monthly Report dated as of November 30, 2024, including the disbursements presented for approval, and a Delinquent Collections Listing as of November 30, 2024, copies of which are attached hereto as **Exhibit B**. Following discussion, Director Sillman moved that the Tax Assessor Collector Monthly Report be approved, and the disbursements identified therein be authorized for payment. Director Ware seconded said motion, which carried unanimously.

## DELINQUENT TAX COLLECTIONS

Mr. Page presented to and reviewed with the Board the Delinquent Tax Collections Report received from Perdue, Brandon, Fielder, Collins & Mott, L.L.P., delinquent tax attorneys for the District, a copy of which is attached hereto as **Exhibit C**. Mr. Page noted that no action was required by the Board in connection with the Delinquent Tax Collections Report.

## VETERANS MEMORIAL

The Board next considered the status of the proposed construction of Veteran's Memorial. In connection therewith, Director Perry advised the Board that the previously discussed presentation of proposed alternative design plans/updated conceptual design layouts by the Board and the Developer is expected to take place at the February Board meeting. Ms. Burkhalter then informed the Board of recent community events held in support of The Veterans Group. Following discussion, it was noted that no action was taken by the Board in connection with this matter at this time.

## ENGINEER'S REPORT

Mr. Gutowsky presented to and reviewed with the Board the Engineer's Report dated December 12, 2024, a copy of which is attached hereto as **Exhibit D**, including the pay estimate listed therein. During such review, Mr. Page requested the Board's acceptance of four (4) Drainage Easements and one (1) Storm Sewer Easement to serve Lakeland Village Center.

Mr. Gutowsky next provided the Board with an update regarding the maintenance concerns previously discussed in connection with the drainage channel formerly referred to as "K-150". In connection therewith, Mr. Gutowsky advised the Board that BGE inspected K-150 and has provided its recommendations for the repair of same to Inframark for review. Following discussion, it was moved by Director Sillman, seconded by Director Ware and unanimously carried, that: (i) the Engineer's Report and the action items listed therein be approved, as recommended by BGE; and (ii) the Drainage Easements and Storm Sewer Easement serving Lakeland Village Center be accepted; and (iii) Director Judd be authorized to take action in advance of the next meeting, on behalf of the Board and the District, to approve a proposal for the repair of K-150 at a cost not to exceed $10,000.00.

The Board next discussed the status of updates to certain District signage located around the District's lakes. In connection therewith, Mr. Hitchcock advised the Board he inspected the damaged signage and confirmed that the damage was caused by reoccurring weed maintenance around the bottom of the signs. The Board considered options for the repair and/or replacement of the damaged signage. Following discussion, the Board requested that BGE obtain cost estimates for the installation of a concrete "sleeve" around the bottom of each damaged sign for further consideration at next month's meeting. Director Sillman advised that he would review each sign in advance of the next Board meeting to determine whether any should be removed. It was noted that no action was required by the Board in connection with this matter at this time.

## SUMMARY OF COSTS

Mr. Page advised the Board that the SPH has not yet received the requested Estimate of Value as of November 15, 2024, from the Harris Central Appraisal District ("HCAD"), and recommended that the Board defer consideration of a Summary of Costs for a potential 2025 bond issuance until such Estimate of Value is received. Following discussion, the Board concurred to defer consideration of a Summary of Costs until the requested Estimate of Value is received from HCAD.

## OPERATIONS AND MAINTENANCE

Mr. Burrer presented the Operator's Report for the month of November 2024, a copy of which is attached hereto as **Exhibit E**, and reviewed the charges, related repairs, and make up well pumpage listed therein.

Mr. Burrer next presented to and reviewed with the Board a proposal for the repair or replacement of the jockey pump at Irrigation Pump Station No. 2, a copy of which is included in the Operator's Report, and advised that Inframark is recommending the replacement of said jockey pump at a cost of approximately $9,895.00. Following discussion, it was moved by Director Sillman, seconded by Director Perry and unanimously carried, that Inframark be authorized to proceed with the replacement of the jockey pump at Irrigation Pump Station No. 2 at a cost not exceeding 10% greater than the original $9,895.00 quoted, subject to BGE's confirmation that the replacement pump's specifications are consistent with the other jockey pumps currently in service at other District facilities.

Mr. Burrer next presented to and reviewed with the Board four (4) competitive quotes obtained by Inframark for facility landscape maintenance services to be provided at all of the District's irrigation pump stations, copies of which are attached hereto as **Exhibit F**. Following review and discussion, it was moved by Director Sillman, seconded by Director Perry and unanimously carried, that the Board accept the proposal submitted by GSI Landscape Services ("GSI") for facility landscape maintenance services at all of the District's irrigation pump stations, with such services to include ant control/treatment, and authorize SPH to prepare an agreement between the District and GSI accordingly.

**DEVELOPER'S REPORT**

Ms. Baker presented to and reviewed with the Board the home inventory report through November 2024, as prepared by the Developer, a copy of which is attached hereto as **Exhibit G**. Ms. Baker then provided an update regarding the commercial activity in the Bridgeland community. It was noted that no action was required by the Board in connection with the Developer's Report.

Mr. Page next presented to and reviewed with the Board a Resolution Approving Supplement for Utility Development (the "Resolution"), a copy of which is attached hereto as **Exhibit H**. In connection therewith, Mr. Page advised the Board that the Developer has requested to supplement the District's existing Amended and Restated Utility Development Agreements ("UDAs") for drainage facilities and for recreational facilities, to provide for the release of the Developer's rights to receive payment for eligible reimbursable costs, and assign such rights to the National Finance Authority. He further advised that SPH has prepared a proposed form of Supplement for Utility Development (the "Supplement"), a copy of which form is attached to the Resolution as Exhibit "A", and that the Resolution authorizes the President of the Board to conclude, execute and deliver the Supplement once in final form. Following discussion, it was moved by Director Sillman, seconded by Director Ware and unanimously carried, that the Resolution be approved, as discussed.

Mr. Reynolds and Ms. Mata exited the meeting at this time.

**DETENTION FACILITY AND GROUNDS MAINTANENCE**

The Board next discussed general maintenance matters for the District. In connection therewith, Director Sillman provided the Board with an update regarding the status of the tree maintenance throughout the District.

The Board next addressed Mr. Hitchcock with various questions concerning the roles and responsibilities of Spencer with respect to the District's landscaping and tree maintenance. Mr. Hitchcock provided a detailed explanation of Spencer's scope of work, including the general schedule for services performed by Spencer at the District's facilities. The Board discussed the matter at length and requested to receive confirmation from Spencer moving forward that the services being invoiced to the District are actually being performed. The Board additionally requested that BGE and Inframark work with Spencer to ensure that the District's irrigation schedule coincides with the overall design schedule. Mr. Hitchcock thanked the Board for its time and exited the meeting.

**WEBSITE UPDATES**

The Board considered updates to the District's website. In connection therewith, Mr. Page provided the Board with a list of other website providers for possible consideration in the future. Following discussion, the Board concurred to authorize Director Ware to request proposals from such website providers for the Board's consideration at the next meeting.

**TRACE AIR FLYOVER AS OF JANUARY 1, 2025**

Mr. Page next discussed with the Board participation in the annual aerial fly over of the Bridgeland development to gather data and photographs for, among other purposes, assisting in the evaluation of Harris Central Appraisal District's assessment of land values as of January 1, 2025. Following discussion, it was moved by Director Perry, seconded by Director Judd and unanimously carried, that the District's participation in the cost for such flyover be authorized at a cost not to exceed $1,500.00, and the President or Vice President of the Board be authorized to execute a letter agreement in connection therewith.

**ATTORNEY'S REPORT**

The Board considered the attorney's report. Mr. Page advised that he had nothing further of a legal nature to discuss with the Board at this time.

**FUTURE AGENDA ITEMS**

The Board considered items for placement on future agendas. No specific agenda items, other than routine and ongoing matters and those discussed above, were requested.

**ADJOURNMENT**

There being no further business to come before the Board, on motion made by Director Judd, seconded by Director Ware and unanimously carried, the meeting was adjourned.

Secretary

**HARRIS COUNTY WATER CONTROL AND IMPROVEMENT DISTRICT NO. 157**

LIST OF ATTACHMENTS TO MINUTES

December 12, 2024

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| **Exhibit A** – | Bookkeeper's Report |
| **Exhibit B** – | Tax Assessor-Collector Monthly Report; Delinquent Collections Listing |
| **Exhibit C** – | Delinquent Tax Collections Report |
| **Exhibit D** – | Engineer's Report |
| **Exhibit E** – | Operator's Report |
| **Exhibit F** – | Proposals for Facility Landscape Maintenance Services |
| **Exhibit G** – | Inventory Report through October 2024 |
| **Exhibit H** – | Resolution Approving Supplement for Utility Development |