CENTRAL HARRIS COUNTY REGIONAL WATER AUTHORITY

Minutes of Meeting of Board of Directors November 1, 2023

The Board of Directors of Central Harris County Regional Water Authority met in regular session, open to the public on November 1, 2023, in accordance with the duly posted notice of meeting. The roll was called of the duly constituted members of said Board of Directors, as follows:

Margaret L. Cox, President
Julian F. Boddy, Vice President
David Granadino, Secretary
Tom Gower, Assistant Secretary
Richard C. Meek, Assistant Secretary

all of whom were present, except Director Granadino, thus constituting a quorum.

Also attending the meeting were: Marcel Khouw and John Hale of IDS Engineering Group, Inc. ("IDS"), engineer for the Authority; Tina Tran of FORVIS, LLP ("FORVIS"), bookkeeper for the Authority; Jared Martin of Municipal Operations and Consulting, Inc. ("MOC"), operator for the Authority; John Howell of The GMS Group, L.L.C. ("GMS"), financial advisor for the Authority; Anna Katherine Parker of Quiddity Engineering, LLC, representing Harris County Municipal Utility District No. 200 ("No. 200"); Linda Watkins and Gilbert Miranda of Fallbrook Utility District ("Fallbrook"); Marcus Jones, Ashley Thompson and Bridget Smith of Harris County Municipal Utility District No. 399 ("No. 399"); Oliver Agard and Roosevelt Johnson of Harris County Municipal Utility District No. 150 ("No. 150"); Rosalind Caesar of Harris County Municipal Utility District No. No. 304 ("No. 304"); Robert Blackshear of Rankin Road West Municipal Utility District ("Rankin Road"); Deborah Gower, wife of Director Gower; and Abraham I. Rubinsky and Eric Lai of Schwartz, Page & Harding, L.L.P. ("SPH"), attorneys for the Authority.

The President called the meeting to order and declared it open for such business as might regularly come before it.

COMMENTS FROM THE PUBLIC

Mr. Rubinsky noted that the first item on the agenda was to open the meeting for public comments. The Board recognized Mr. Agard, who inquired as to the status of the implementation of the Authority's Drought Contingency Plan ("DCP"). Mr. Rubinsky advised that this matter would be discussed later in the meeting under the separate item included on the agenda for same, but noted that he would be recommending that the Board rescind Stage Two of the Authority's DCP.

The Board next recognized Ms. Caesar, who inquired as to the status of No. 304's request for reimbursement of costs and payment of related expenses in connection with No. 304's prior

conversion to surface water. Mr. Rubinsky advised that SPH has still not received the requested documentation from No. 304's attorney evidencing all of the expenses paid by No. 304. Ms. Caesar requested that the Authority pay No. 304 for the amounts substantiated by the Authority's and No. 304's records to date. After discussion on the matter, the Board concurred to make a one-time and final payment to No. 304 for only the amounts substantiated by the Authority's and No. 304's records.

Ms. Caesar next requested that the Authority hold its meetings within the boundaries of the Authority. Mr. Rubinsky noted that the Authority is in compliance with all applicable laws governing the designation of locations for conducting the Authority's meetings. In addition, Director Cox stated that this issue has been addressed on several prior occasions and that there has been very little interest expressed by the Member Districts in implementing such a change. Director Cox also queried Ms. Caesar regarding the reason why she believes that the Authority is not being transparent, to which Ms. Caesar declined to respond. After further discussion, it was determined that no action was required of the Board concerning this matter.

APPROVAL OF MINUTES

The Board next considered approval of the minutes of its meeting held October 4, 2023. After discussion regarding the minutes, Director Boddy moved that the minutes of the meeting held October 4, 2023, be approved as presented. Director Meek seconded said motion, which unanimously carried.

STATUS OF THE AUTHORITY'S PROPOSED SALE OF \$5,000,000 CENTRAL HARRIS COUNTY REGIONAL WATER AUTHORITY REVENUE BONDS, SERIES 2023 (THE "SERIES 2023 BONDS")

Mr. Rubinsky and Mr. Howell next discussed various actions to be taken in connection with the issuance of the Authority's Series 2023 Bonds, including the documentation to be presented for the Board's approval at tonight's meeting in connection therewith. Mr. Howell advised the Board that, subject to its approval of the subject documentation, the Texas Water Development Board ("TWDB") will purchase the Authority's Series 2023 Bonds at a net effective interest rate of 4.067875%. Mr. Howell noted that, although the net effective interest rate is higher than the rate on the Authority's prior bond issues, it is still approximately 1% below current market interest rates. Mr. Howell then presented to and reviewed with the Board a Project Budget Report and Debt Service Schedule in connection with the Series 2023 Bonds, copies of which are attached hereto as **Exhibit A.**

BOND RESOLUTION

Mr. Rubinsky next presented to and reviewed in detail with the Board the Resolution Authorizing the Issuance of the Series 2023 Bonds attached hereto as **Exhibit B**. After discussion, Director Meek moved to approve the Resolution Authorizing the Issuance of the Series 2023 Bonds and authorized the President to execute the Bond Resolution and the Secretary and/or Assistant Secretary to attest same on behalf of the Board and the Authority. Director Boddy seconded said motion, which unanimously carried.

PRIVATE PLACEMENT MEMORANDUM

Mr. Rubinsky presented to and reviewed with the Board a Private Placement Memorandum relating to the Series 2023 Bonds. After discussion, Director Meek moved to approve the Private Placement Memorandum. Director Boddy seconded said motion, which unanimously carried.

PAYING AGENT/REGISTRAR AGREEMENT

The Board next considered approval and execution of a Paying Agent/Registrar Agreement by and between the Authority and Zions Bancorporation, National Association ("Zions"), in connection with the Series 2023 Bonds. After discussion, Director Meek moved to approve the Paying Agent/Registrar Agreement by and between the Authority and Zions and authorize the President to execute the Agreement on behalf of the Board and the Authority. Director Boddy seconded said motion, which unanimously carried.

ESCROW AGREEMENT

The Board next considered approval and execution of an Escrow Agreement by and between the Authority and Zions. After discussion, Director Meek moved to approve the Escrow Agreement by and between the Authority and Zions and authorize the President to execute the Escrow Agreement on behalf of the Board and the Authority. Director Boddy seconded said motion, which unanimously carried.

ATTORNEY GENERAL FEES

The Board next considered authorizing the District's Bookkeeper to wire funds for payment of the Attorney General's fees in connection with the review of the transcript of proceedings relative to the issuance of the Series 2023 Bonds. Mr. Rubinsky advised that the fee for said review is \$5,000.00. After discussion on the matter, Director Meek moved that the District's Bookkeeper be authorized to wire funds in the amount of \$5,000.00 to the State. Comptroller of Public Accounts for payment of said fee. Director Boddy seconded said motion, which unanimously carried.

REVIEW, APPROVE AND AUTHORIZE THE FILING OF THE INTERNAL REVENUE SERVICE FORM 8038-G RELATIVE TO THE SERIES 2023 BONDS

The Board next considered review, approval and execution of Form 8038-G relative to the Series 2023 Bonds. Mr. Rubinsky explained the purpose of Form 8038-G and the filing requirements applicable to same. After discussion and review, Director Meek moved that the Form 8038-G be approved and that the President be authorized to execute same on behalf of the Board and the Authority. Director Boddy seconded said motion, which unanimously carried.

OTHER MATTERS IN CONNECTION WITH THE ISSUANCE OF THE SERIES 2023 BONDS

As the next order of business, the Board considered acting upon any other matters relative to the Series 2023 Bonds. Mr. Rubinsky presented to and reviewed with the Board the General Certificate, Signature and No-Litigation Certificate with Letter of Instruction to the Attorney General, and the Initial Bonds relative to the sale of such Series 2023 Bonds. After further discussion concerning said matters, upon motion made by Director Meek, seconded by Director Boddy and unanimously carried, the Board approved such documents and authorized SPH to handle all matters relative to the sale and closing of the Series 2023 Bonds.

There was next discussion regarding the approval of certain documents to be utilized at the closing relative to the issuance of the Authority's Series 2023 Bonds. Mr. Rubinsky reviewed the subject documents with the Board. After discussion on the matter, Director Meek moved that: (i) the closing documents be approved and that the President be authorized to execute and the Secretary and/or Assistant Secretary to attest same on behalf of the Board and the Authority; (ii) SPH be authorized to approve closing on the sale of the Series 2023 Bonds, which is scheduled for December 1, 2023, at 10:00 a.m.; and (iii) upon closing, the proceeds of the Series 2023 Bonds be disbursed in accordance with GMS's Closing Memorandum. Director Boddy seconded said motion, which unanimously carried.

Mr. Rubinsky additionally presented and reviewed correspondence from SPH, as Bond Counsel for the issuance of the Series 2023 Bonds, to the Board regarding certain provisions of the federal tax law and regulations of the Internal Revenue Service pertaining to the expenditure and investment of proceeds of the Series 2023 Bonds. A copy of said correspondence is attached hereto as **Exhibit C**. Mr. Rubinsky advised the Board that certain periodic reviews and reports would be required to monitor compliance with the requirements set forth therein and that arbitrage rebate or yield reduction payments could be required to be made based on said review and reports. Mr. Rubinsky also advised the Board that the Authority's Bookkeeper will monitor investment rates and debt service and reserve fund balances. Mr. Rubinsky advised the Board, however, that compliance with the requirements is the responsibility ultimately of the Board. In connection with same, Mr. Rubinsky reminded the Board that the Authority previously engaged Municipal Risk Management Group, L.L.C. to evaluate such compliance and to assist the Authority and its Bookkeeper with any calculations and reporting requirements.

BOOKKEEPER'S REPORT

Ms. Tran next presented the Bookkeeper's Report, a copy of which is attached hereto as **Exhibit D**, including Cash Flows for the Authority's various funds for the period commencing October 4, 2023 through November 1, 2023, the disbursements presented for payment from the Authority's accounts, a Summary of Investments, a Debt Service Schedule, a Budget Comparison for the month of September 2023 and the first nine months of the Authority's fiscal year ending December 31, 2023, and a Summary of Pumpage Fees and Surface Water Fees paid by Member Districts through September 30, 2023. Ms. Tran noted that additional check nos. 5971, 5972 and 5973 were being issued, along with three (3) wire transfers, for payment of costs of issuance for the Series 2023 Bonds, in addition to the wire transfer to the Attorney General reflected in the

Bookkeeper's Report. After discussion, it was moved by Director Boddy, seconded by Director Gower and unanimously carried, that the Bookkeeper's Report be approved and the disbursements listed therein be approved for payment from the Authority's various accounts, with the additional checks and wire transfers reflected above to be approved subject to the closing on the Series 2023 Bonds.

PROPOSED OPERATING BUDGET FOR FISCAL YEAR ENDING DECEMBER 31, 2024

Ms. Tran next presented for the Board's review a preliminary draft Operating Budget for the fiscal year ending December 31, 2024, a copy of which is attached to the Bookkeeper's Report. Mr. Rubinsky addressed the Board concerning certain items reflected in the draft Operating Budget. He then requested that the Board and consultants review the budget and provide Ms. Tran with their comments prior to next month's meeting, at which time the Board will need to adopt same.

ENGAGEMENT OF AUDITOR

The Board considered the engagement of an auditing firm to conduct an audit of the District's records and accounts for the fiscal year ending December 31, 2023. In that regard, Mr. Rubinsky reminded the Board that it had previously approved an evergreen audit engagement letter with McCall Gibson Swedlund Barfoot PLLC ("MGSB") dated December 7, 2022. Mr. Rubinsky then presented for the Board's review correspondence from MGSB dated November 1, 2023, a copy of which is attached hereto as **Exhibit E**, regarding the audit scope and objectives, the audit procedures and the anticipated auditing fees. After discussion on the matter, the Board authorized MGSB to proceed with the preparation of the District's audit for the fiscal year ending December 31, 2023, in accordance with the terms outlined in MGSB's correspondence of November 1, 2023.

FINANCIAL ADVISOR'S REPORT

The Board next considered the Financial Advisor's Report. With respect to the status of the Authority's review and final approval of the City of Houston's ("COH") FY 2019 through FY 2022 True Up Reports related to the operation and maintenance expenses of the Northeast Water Purification Plant ("NEWPP"), Mr. Howell advised the Board that the North Harris County Regional Water Authority ("NHCRWA") is working with the COH on a reduction of certain costs, and that he recommends the Authority hold off on giving its final approval of said True Up Reports until all outstanding issues have been addressed.

Mr. Howell next addressed the Board concerning the correspondence received from the COH dated July 24, 2023, regarding the COH's adoption of its final FY 2024 water rate for the NEWPP of \$1.8197 per 1,000 gallons. Mr. Howell advised the Board that, because he has been using \$1.99 per 1,000 gallons in his financial analyses, the COH's new water rate will not have an adverse effect on the Authority's rates or financial condition.

The Board next discussed the Authority's updated Long Term Financial Plan and the need for an adjustment of the Authority's rates. In that regard, Mr. Howell presented to and reviewed with the Board a number of schedules regarding the Authority's rates, together with a comparison of the Authority's rates with the rates imposed by the other regional water authorities in the Houston metropolitan area, copies of which are attached hereto as Exhibit F. Mr. Howell advised the Board of several key factors that have and will continue to impact the Authority's financial condition and, therefore, its future rates and fees, including: (i) total water usage within the Authority not increasing to the amounts previously projected by the Member Districts; (ii) increased costs incurred pursuant to the Authority's Water Supply Contract with the COH; (iii) increased costs associated with the design and construction of the Authority's 2025 internal distribution system and the acquisition of easements related thereto; and (iv) the issuance of the Authority's Series 2023 Bonds necessary to fund the aforementioned costs. Mr. Howell then recommended that the Authority's GRP Fee, Importation Fee and Surface Water Fee each be increased by \$0.25 per thousand gallons to be effective January 1, 2024. Mr. Howell noted that even after the new rates go into effect, the Authority's fees will remain substantially lower than those imposed by the other regional water authorities in the Houston metropolitan area.

After lengthy discussion, Director Boddy moved that (i) the Board indicate its intent to increase the Authority's Surface Water Fee from \$3.60 to \$3.85 per 1,000 gallons and the GRP Fee and Water Importation Fee from \$3.26 to \$3.51 per 1,000 gallons, effective January 1, 2024, and that (ii) SPH be authorized to direct correspondence to all Member Districts advising of the proposed rate increase. Director Meek seconded said motion, which unanimously carried.

ADOPTION OF AMENDED RATE ORDER

The Board next considered the amendment of the Authority's Rate Order to reflect the proposed increases of the GRP Fee, Importation Fee, and Surface Water Fee recommended by Mr. Howell. After discussion, it was moved by Director Boddy, seconded by Director Meek and unanimously carried, that (i) the Rate Order attached hereto as **Exhibit G** be passed and adopted by the Board, (ii) the President be authorized to execute and the Assistant Secretary to attest said Rate Order on behalf of the Board and the Authority, (iii) all Rate Orders heretofore adopted by the Board be revoked as of such date, and (iv) SPH be authorized to distribute a copy of the new Rate Order to all Member Districts.

Mr. Howell exited the meeting at this time.

ENGINEER'S REPORT

Mr. Khouw next presented to and reviewed with the Board a written Engineer's Report dated November 1, 2023, a copy of which is attached hereto as **Exhibit H**, and updated the Board on the status of various matters of interest to the Authority.

Mr. Khouw reported to the Board the ground water usage, surface water usage, and total water usage, as well as the status of compliance with the Harris-Galveston Subsidence District ("HGSD") permit requirements, as detailed in the Engineer's Report.

Mr. Khouw advised the Board that IDS is continuing to coordinate with Rankin Road's engineer regarding the construction of a new water well, as discussed last month.

Mr. Khouw next addressed the Board regarding the COH's request for a possible tie-in to the Authority's 2025 Internal Distribution System to serve four (4) municipal utility districts located both north and south of Beltway 8 and in the vicinity of Veteran's Memorial Drive, which are participants in the COH's GRP. In that regard, Mr. Khouw advised the Board that IDS will provide the results of its feasibility analysis to the COH, as authorized by the Board last month.

Mr. Khouw next addressed the Board concerning the status of the NEWPP Expansion Project, including the status of Early Work Package ("EWP") No. 1 (Site Grading), which is now complete, EWP No. 2 (Filter Module 1), EWP No. 4 (Raw Water Pipelines), and EWP No. 6 (Intake Pump Station and North Plant), as well as the Balance of the NEWPP, as further detailed in the Engineer's Report. Mr. Khouw reported that, overall, the project is now approximately 87% complete. Mr. Khouw advised the Board that the Houston Waterworks Team ("HWT") has submitted an updated schedule to the COH, which indicates that they do not anticipate achieving Phase I Substantial Completion until November 27, 2023 (281 days behind schedule), and Phase II Substantial completion until August 4, 2025 (13 days behind schedule).

Mr. Khouw next reported to the Board concerning the status of construction of Phase I of the Northeast Transmission Line ("NETL"). Mr. Khouw advised the Board that twelve (12) out of the thirteen (13) projects that make up Phase I of the NETL are complete and that the final project should be complete by mid-December 2023. Mr. Khouw reported that a leaking valve was discovered during testing, causing a slight delay in completion of the final project.

Mr. Khouw next reported to the Board concerning the status of Phase II of the NETL, including Projects 25C, 25D and 25E, the segments of the North Harris County Regional Water Authority's ("NHCRWA") 84-inch transmission line in which the Authority is participating, which are all under construction and nearing completion. Mr. Khouw advised the Board that the new contractor for Project 25C, which is the section the Authority's take point is located within, has mobilized and that it is anticipated that Project 25C will be completed by February 8, 2024.

Mr. Khouw and Mr. Hale next reported to the Board regarding the status of the Authority's 2025 Internal Distribution System, as further detailed in the Engineer's Report, and IDS's communications with various agencies regarding final approval of the Authority's plans for construction of same. Mr. Khouw advised the Board IDS is still waiting on a proposed Consent to Encroachment Agreement from Kinder Morgan Tejas Pipeline LLC ("KM") and an invoice for the pre-payment of inspection fees, as discussed at the last meeting.

Mr. Khouw next reported to the Board regarding the Luce Bayou Interbasin Transfer Project, as further detailed in the Engineer's Report. Mr. Khouw advised the Board that the Coastal Water Authority is moving forward to complete the build-out of the Capers Ridge Pump Station to its full capacity, including the addition of four (4) pumps and associated equipment.

OPERATOR'S REPORT

Mr. Martin presented to and reviewed with the Board a written Operator's Report for October 2023, a copy of which is attached hereto as **Exhibit I**. Mr. Martin reported to the Board regarding total ground water and surface water usage as well as total water usage within the Authority for the most current billing cycle, as well as surface water accountability for the permit year to date, as reflected in the Operator's Report. Mr. Martin noted that, because the battery in Harris County Municipal Utility District No. 217's ("No. 217") meter died, MOC was unable to read the meter and No. 217 was, therefore, billed based on historical usage at 98% accountability for the month of October 2023.

DISCUSSION REGARDING THE AUTHORITY'S DROUGHT CONTINGENCY PLAN

Mr. Rubinsky next recommended that, in light of cooler temperatures and reduced overall water usage, the Authority rescind Stage Two of its DCP and re-implement Stage One of its DCP. After discussion on the matter it was moved by Director Gower, seconded by Director Meek and unanimously carried, that the Authority rescind Stage Two of its DCP and re-implement Stage One of its DCP, as recommended by Mr. Rubinsky.

IMPLEMENTATION OF REMOTE METER READING AND MONITORING SYSTEM

Mr. Rubinsky next advised the Board that he had no new activity upon which to report regarding the status of the implementation of the remote meter reading and monitoring system for the Authority and the related Right-of-Entry Agreements with each of the Member Districts.

DISCUSSION REGARDING PROPOSED EMERGENCY WATER SUPPLY AGREEMENT BETWEEN THE AUTHORITY AND NO. 200 AND PROPOSED AMENDMENT OF AUTHORITY'S RATE ORDER IN CONNECTION THEREWITH

The Board next deferred discussion relative to a proposed Emergency Water Supply Agreement between the Authority and No. 200 in connection with the Authority's purchase of ground water from No. 200 in the event of a loss of surface water.

REQUEST OF HARRIS COUNTY MUNICIPAL UTILITY DISTRICT NO. 304 ("NO. 304") FOR REIMBURSEMENT OF SURFACE WATER CONVERSION COSTS AND RELATED EXPENSES

With respect to No. 304's request for reimbursement of costs and payment of related expenses in connection with No. 304's prior conversion to surface water, as discussed earlier in the meeting during public comments, the Board concurred to authorize payment to No. 304 next month for a one-time and final payment for only the amounts substantiated by the Authority's and No. 304's records.

GOVERNMENT AFFAIRS UPDATE

Mr. Rubinsky next presented to and reviewed with the Board a Government Affairs

Update received from C.J. Tredway, a copy of which is attached hereto as **Exhibit J**. Mr. Rubinsky discussed certain issues that were considered during the Special Legislative Session which convened on October 9, 2023. The Board concurred that no action was required in connection with such matter at this time.

STATUS OF ACQUISITION OF EASEMENTS AND OTHER PROPERTY INTERESTS IN CONNECTION WITH THE AUTHORITY'S 2025 INTERNAL DISTRIBUTION SYSTEM

Mr. Rubinsky and Mr. Hale next updated the Board concerning the status of the acquisition of easements and other property interests in connection with the Authority's 2025 Internal Distribution System. Mr. Hale noted that the Authority has now acquired all but one parcel required for the Authority's 2025 Internal Distribution System. Mr. Rubinsky advised that further discussion regarding said matter would be addressed in Closed Session.

ANNUAL EMINENT DOMAIN FILING

Mr. Rubinsky next advised the Board that, pursuant to §2206.154, Texas Government Code, all political subdivisions with the power of eminent domain, including the District, are required to file an annual eminent domain report by February 1 of each year with the Texas Comptroller of Public Accounts (the "Comptroller"). He requested the Board's authorization for SPH to prepare and file such annual report. After discussion, it was moved by Director Boddy, seconded by Director Meek and unanimously carried, that the Board authorize SPH to file the annual eminent domain report with the Comptroller on behalf of the District prior to February 1, 2024.

ATTORNEY'S REPORT

The Board next considered the attorney's report. Mr. Rubinsky advised the Board that the COH and all of the regional water authorities are continuing to discuss the start up of Phase I of the NEWPP Expansion.

Mr. Rubinsky next addressed the Board concerning the status of the Authority's participation as Amicus Party in <u>San Jacinto River Authority v. City of Conroe, Texas, and City of Magnolia, Texas</u>. He reported that the Texas Supreme Court has agreed to consider the case in early 2024.

Mr. Rubinsky additionally advised the Board of a TWDB board meeting to be held in the Houston area on December 7, 2023, and a reception for the TWDB board members to be hosted by SPH and others on December 6, 2023.

<u>DISCUSSION REGARDING STATUS OF AUTHORITY WEBSITE AND OTHER COMMUNICATIONS WITH MEMBER DISTRICTS</u>

There was no new activity reported in connection with the Authority's website or other communications with Member Districts.

CLOSED SESSION

At 7:50 p.m., the Board President announced that the Board would meet in Closed Session to consult with the District's attorney pursuant to matters authorized by Texas Government Code, Section 551.072 (acquisition of real property interests). At this time, all those present, with the exception of the Board, Mr. Khouw, Mr. Hale, Mr. Lai, and Mr. Rubinsky, exited the meeting.

At 8:23 p.m., the Board President announced that the Board would reconvene in Open Session. No action was taken by the Board following the Closed Session.

ITEMS TO BE PLACED ON NEXT AGENDA PERTINENT TO THE AUTHORITY

The Board considered items for placement on future agendas. Except as may be reflected above, there were no additional agenda items requested other than routine, ongoing matters.

Mr. Rubinsky noted that the next regular meeting of the Board is scheduled for Wednesday, December 6, 2023, at 6:00 p.m., at the offices of IDS.

ADJOURN MEETING

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

Richard C. Meek, Assistant Secretary

Board of Directors

LIST OF ATTACHMENTS TO MINUTES

Exhibit A Project Budget Report and Debt Service Schedule - Series 2023 Bonds

Exhibit B Bond Resolution – Series 2023 Bonds

Exhibit C Arbitrage Compliance Letter – Series 2023 Bonds

Exhibit D Bookkeeper's Report

Exhibit E Correspondence from McCall Gibson Swedlund Barfoot PLLC

Exhibit F Schedules prepared by GMS regarding the Authority's Long Term Financial Plan

and proposed Rate Increase

Exhibit G Rate Order

Exhibit H Engineer's Report

Exhibit I Operator's Report

Exhibit J Government Affairs Update