

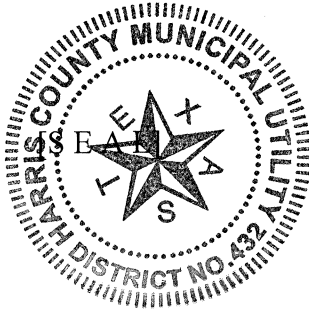
HARRIS COUNTY MUNICIPAL UTILITY DISTRICT NO. 432
AMENDED NOTICE OF PUBLIC MEETING

Notice is hereby given to all interested members of the public that the Board of Directors of the captioned district will hold a public meeting at 10000 Memorial Drive, Suite 260, Houston, Harris County, Texas. The meeting will be held at **12:30 p.m. on Tuesday, February 15, 2022.**

The items of business to be considered and transacted at said meeting are as follows:

1. Approve minutes of prior meeting.
2. Consider consultants' reports as needed:
 - a. Bookkeeper.
 - b. Financial advisor.
 - c. Tax assessor-collector.
 - d. Operator.
 - e. Engineer.
 - f. Landscape Architect Report.
3. Consider tax exemptions for 2022.
4. Approve penalty resolution on collection of delinquent taxes for 2022.
5. Consider amendment to operator contract.
6. Consider and possibly adopt plan of financing and establish parameters for sale of Series 2022 Refunding Bonds.
7. Designate underwriter for proposed Series 2022 Refunding bonds and acknowledge receipt of underwriter's G-17 Disclosure.
8. Approve special tax counsel engagement letter for Series 2022 Refunding Bonds.
9. Approve and authorize execution of documents in connection with Series 2022 Refunding Bonds including the following:
 - a. Bond Purchase Agreement or Private Placement Letter;
 - b. Official Statement;
 - c. Bond Order;
 - d. Paying Agent/Registrar Agreement;
 - e. Notice of Redemption and Refunding;
 - f. Transcript documents;

10. Authorize District officers and consultants to take all necessary actions in connection with issuance and delivery of Series 2022 Refunding Bonds.
11. Approve Preliminary Official Statement for Series 2022 Bonds.
12. Adopt Order Authorizing Publication of Notice of Sale for Series 2022 Bonds.
13. Convene Executive Session pursuant to Open Meetings Act, Texas Government Code Sec. 551.071 to consider legal matters.
14. Reconvene public session and take action on any matters discussed during the executive session.
15. Pay bills.
16. Pending business.
17. Adjournment.



YOUNG & BROOKS
Attorneys for District

A handwritten signature in black ink, appearing to read "J. R. Young", written over the printed name of the law firm.

**HARRIS COUNTY MUNICIPAL UTILITY DISTRICT NO. 432
NOTICE OF CONTINGENT FEE ENGAGEMENT OF SPECIAL TAX COUNSEL**

Pursuant to Texas Government Code Section 2254.1036, notice is hereby given that the Board of Directors of Harris County Municipal Utility District No. 432 (the "District"), at the public meeting described in the Notice of Public Meeting to which this Exhibit is attached, shall consider the engagement of McCall, Parkhurst & Horton L.L.P. (the "Firm") to serve as Special Tax Counsel for a contingent fee. In support thereof, the Firm offers the following:

- (A) The Firm is proposing to perform legal services for the purpose of providing legal representation to the District in the areas of federal tax law relating to the exemption of interest from federal income taxation on governmental public securities in the form of refunding bonds. The purpose of issuing such refunding bonds is to create a cost savings related to previously issued bonds of the District.
- (B) The Firm is a well-qualified law firm with more than 100 years of experience and has represented numerous entities similar to the District in matters related to the refunding of municipal bonds.
- (C) The Firm has no relationship with the District or its Board members other than its position as Special Tax Counsel. The District has engaged the Firm as Special Tax Counsel for each of its prior issuances of refunding bonds based on the Firm's reputation as a specialist in the area.
- (D) Special Tax Counsel services are highly specialized legal services involving complex regulatory guidance. While the District's Bond Counsel effectuates the issuance of District bonds, the Firm possesses expertise with the intricacies of federal tax law which are outside the scope of Bond Counsel's engagement, and industry standards necessitate the engagement of Special Tax Counsel.
- (E) The Firm's compensation is contingent upon the issuance and from proceeds of the sale of the refunding bonds. It is the industry standard for the fees of Special Tax Counsel, and many other types of legal and financial counsel associated with an offering of municipal securities, to be provided on a contingent basis.
- (F) This contingent fee contract is in the best interest of the District's residents because the arrangement allows the District to have certainty of its costs prior to the issuance of such bonds, which allows it to size its bonds with greater certainty. This arrangement also allows the District to preserve its right to discontinue the issuance of such refunding bonds for any reason without expending any costs related to the Firm's services as Special Tax Counsel.