

MINUTES
HARRIS COUNTY MUNICIPAL UTILITY DISTRICT NO. 439

November 18, 2021

The Board of Directors (the "Board") of Harris County Municipal Utility District No. 439 (the "District") met in regular session, open to the public, on the 18th day of November, 2021, at the offices of Allen Boone Humphries Robinson LLP, 3200 Southwest Freeway, Suite 2600, Houston, Texas, outside the boundaries of the District, with access by telephone available to the public, and the roll was called of the members of the Board:

Adam Kramer	President
Vacant	Vice President
Jennifer Fisher	Secretary
Nancy Zimmerman	Asst. Vice Pres./ Asst. Secretary
Bonny Beasley	Asst. Vice Pres./ Asst. Secretary

and all of the above were present, thus constituting a quorum.

Also attending in person or by telephone were Aaron Alford of Woodmere Development Company, Ltd. ("Woodmere"); Jennifer Vossler of McCall Gibson Swedlund Barfoot, PLLC; Matt Carpenter of IDS Engineering Group ("IDS"); Derek Davenport of McLennan & Associates, L.P.; Patty Rodriguez of Bob Leared Interests, Inc. ("BLI"); and Hannah Brook and Ashley Ramos of Allen Boone Humphries Robinson LLP ("ABHR").

PUBLIC COMMENTS

Ms. Brook offered any members of the public attending the meeting by telephone the opportunity to make public comment. There being no members of the public requesting to make public comment, Ms. Brook moved to the next agenda item.

MINUTES

The Board considered approving the minutes of the October 14, 2021, regular meeting. Following review and discussion, Director Zimmerman moved to approve the minutes of the October 14, 2021, regular meeting, as presented. Director Fisher seconded the motion, which passed unanimously.

DEVELOPER REIMBURSEMENT REPORT FOR SERIES 2021 BONDS AND AUTHORIZE DISBURSEMENT OF BOND PROCEEDS

Ms. Vossler reviewed a developer reimbursement report for the Series 2021 Bonds (the "Report") reflecting the amount reimbursable to Woodmere. After review

and discussion, Director Zimmerman moved to approve the Report and authorize disbursement of the bond proceeds. Director Fisher seconded the motion, which passed unanimously.

FINANCIAL AND BOOKKEEPING MATTERS

Mr. Davenport presented and reviewed the bookkeeper's report, including a list of checks presented for approval, and the District's budget comparison. After review and discussion, Director Zimmerman moved to approve the bookkeeper's report and payment of the bills. Director Beasley seconded the motion, which passed unanimously.

TAX ASSESSOR/COLLECTOR'S REPORT

Ms. Rodriguez presented and reviewed the tax assessor/collector's report for the month of October, including the checks presented for payment. She reported that the District's 2021 taxes are 0.00% collected through October 31, 2021. A copy of the tax assessor/collector's report is attached. After review and discussion, Director Zimmerman moved to approve the tax report and payment of the bills from the tax account. Director Fisher seconded the motion, which passed unanimously.

ADOPT RESOLUTION CASTING BALLOT FOR THE ELECTION OF A PERSON TO THE BOARD OF DIRECTORS OF THE HARRIS COUNTY APPRAISAL DISTRICT

The Board took no action on this agenda item.

ENGINEER'S REPORT

Mr. Carpenter reviewed an engineering report from IDS Engineering Group ("IDS"), a copy of which is attached.

Mr. Carpenter reported on the construction of the Wayside Village East Phase I detention facilities. He reviewed and recommended approval of Pay Estimate No. 6 in the amount of \$79,096.11, submitted by Paskey Incorporated, as recommended by Pape-Dawson Engineers, Inc. ("Pape-Dawson").

Mr. Carpenter reported on the construction of the Wayside Village Phase I detention facilities and the Wayside Village Phase I Harris County Flood Control District Improvements. He stated that Pape-Dawson requests Board authorization to submit Change Order No. 1 to the Texas Commission on Environmental Quality (the "TCEQ") for review and approval. Mr. Carpenter added that Pape-Dawson will provide the District with a detailed description of the changes as well as justification for the reimbursement.

Mr. Carpenter updated the Board regarding the construction of water, sewer, and drainage facilities to serve Wayside Village Parker Road Phase I and Wayside Village, Section 6. He reviewed and recommended approval of Pay Estimate No. 1 in the amount of \$314,584.74, submitted by Clearwater Utilities, Inc. ("Clearwater Utilities").

Mr. Carpenter updated the Board regarding the construction of water, sewer, and drainage facilities to serve Wayside Village, Section 11. He reviewed and recommended approval of Pay Estimate No. 1 in the amount of \$287,509.50, submitted by Clearwater Utilities.

Following review and discussion, and based upon recommendation by the engineer, Director Zimmerman moved to (1) approve the engineer's report prepared by IDS; (2) approve Pay Estimate No. 6 in the amount of \$79,096.11 for the construction of the Wayside Village East Phase I detention facilities, as recommended by Pape-Dawson; (3) authorize Pape-Dawson to submit Change Order No. 1 to the TCEQ for review and approval for the construction of the Wayside Village Phase I detention facilities and the Wayside Village Phase I Harris County Flood Control District Improvements, as recommended by Pape-Dawson; (4) approve Pay Estimate No. 1 in the amount of \$314,584.74 for the construction of water, sewer, and drainage facilities to serve Wayside Village Parker Road Phase I and Wayside Village, Section 6, as recommended by Pape-Dawson; and (5) approve Pay Estimate No. 1 in the amount of \$287,509.50 for the construction of water, sewer, and drainage facilities to serve Wayside Village, Section 11, as recommended by Pape-Dawson. Director Fisher seconded the motion, which passed unanimously.

ACCEPT DEEDS AND EASEMENTS

No deeds or easements were submitted for Board approval.

DEVELOPMENT IN THE DISTRICT

There was no report on development in the District.

ATTORNEY'S REPORT

There was no additional attorney report.

APPOINTMENT OF NEW DIRECTOR

The Board discussed appointing Steven M. Burgess to the Board to fill the vacant position. Ms. Brook stated that Director Burgess had been provided with his Sworn Statement, Official Bond, and Oath of Office for execution.

The Board considered reorganizing the Board of Directors as follows:

Adam Kramer	President
Jennifer Fisher	Vice President
Nancy Zimmerman	Secretary
Bonny Beasley	Asst. Vice Pres./ Asst. Secretary
Steven M. Burgess	Asst. Vice Pres./ Asst. Secretary

The Board then considered authorizing execution of a District Registration Form. Ms. Brook stated that a revised District Registration Form must be executed and submitted to the Texas Commission on Environmental Quality ("TCEQ") identifying the new director term and updated director positions.

Ms. Brook reviewed a memorandum from ABHR regarding Open Meetings Act training requirements, a copy of which is attached. She stated the Texas Legislature requires each elected or appointed public official to complete a course of training regarding the responsibilities of the governmental body and its members under the Texas Open Meetings Act within ninety days of receiving the appointment.

Ms. Brook next reviewed a Conflict of Interest Disclosure Memorandum from ABHR regarding Chapter 176 of the Texas Local Government Code, which requires directors and consultants to disclose certain conflicts of interest. She reviewed the forms adopted by the Texas Ethics Commission for making disclosures under Chapter 176 and noted that the forms are required to be filed with the records administrator for the District within seven days of a disclosable conflict arising. Ms. Brook encouraged Board members to contact ABHR if assistance is needed in determining whether a conflict exists and/or in making a required disclosure. A copy of the Conflict of Interest Disclosure Memorandum is attached.

Ms. Brook stated that pursuant to Chapter 176 of the Texas Local Government Code, the District maintains a List of Local Government Officers. She reviewed the List of Local Government Officers and noted that Director Burgess has been added to the list.

After review and discussion, Director Zimmerman moved to (1) to appoint Steven M. Burgess to the Board of Directors; (2) approve the Oath of Office, Official Bond, and Sworn Statement for Director Burgess and authorize filing of the Oath of Office with the Secretary of State and direct that the Sworn Statement, Oath of Office, and Official Bond be filed and retained in the District's official records; (3) approve the officers' positions, as discussed; (4) authorize execution of the District Registration Form and direct that the Registration Form be filed appropriately and retained in the District's official records; and (5) approve and authorize execution of the List of Local Government Officers and direct that the List be filed appropriately and retained in the

District's official records. Director Beasley seconded the motion, which passed unanimously.

There being no further business to come before the Board, the Board concurred to adjourn the meeting.



Nancy Zimmerman
Secretary, Board of Directors

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