

SPRING WEST MUNICIPAL UTILITY DISTRICT

Minutes of Meeting of Board of Directors September 28, 2022

The Board of Directors ("Board") of Spring West Municipal Utility District ("District") met in regular session at La Quinta by Wyndham Houston Spring South located at 21119 North Freeway, Spring, Harris County, Texas, on September 28, 2022, in accordance with the duly posted notice of meeting. The meeting was also held via videoconference and teleconference pursuant to Texas Government Code Sections 551.125 and 551.127, as amended. The roll was called of the duly constituted officers and members of said Board, as follows:

Beverly F. O'Neal, President
Kim Stephens, Vice President
W. Eugene Norris, Sr., Secretary
Scott Shelnett, Assistant Secretary
Jerome A. Patridge, Assistant Secretary

and all persons attended the meeting, with Directors Stephens and Patridge participating via videoconference, thus constituting a quorum.

Also in attendance were: Glenn Woodson of Storm Maintenance & Monitoring ("SM&M"); Justin Ring and Danielle Gonzalez of Odyssey Engineering Group, Inc. ("Odyssey"); Eric Badertscher of Off Cinco, LLC ("Off Cinco"); and Abraham Rubinsky, Katie Blasio and Melanie Walsh of Schwartz, Page & Harding, L.L.P. ("SPH"). Mr. Rubinsky and Mses. Blasio and Walsh participated in the meeting via teleconference and/or videoconference.

PUBLIC COMMENTS

The Board began by opening the meeting for public comments. There being no comments from the public, the Board continued to the next item of business.

STORM WATER QUALITY INSPECTION REPORTS

Mr. Rubinsky noted that the Storm Water Quality Inspection Reports ("Inspection Reports") prepared by Storm Water Solutions ("SWS") for the month of August 2022, copies of which are attached hereto as **EXHIBIT A**, were circulated to the Board for its review prior to today's meeting. Upon noting certain areas of concern, the Board requested that S&M perform inspections and provide a proposal for any necessary repairs. After discussion, it was noted that no action was required by the Board in connection with the Inspection Reports at this time.

DRAINAGE AND DETENTION FACILITIES MAINTENANCE REPORT

The Board next considered the Drainage and Detention Facilities Maintenance Reports from SM&M (the "D&D Reports") dated September 14, 2022, copies of which are attached hereto as **EXHIBIT B**. In that regard, Mr. Woodson reviewed the D&D Reports with the Board. Mr. Woodson then responded to various questions from the Board. Director Shelnett requested that SM&M remove certain small trees located within drainage channels and/or detention ponds which were noted in the D&D Reports and also mow Reserve H if it has not already been done since the date of the D&D Reports. With regard to the Spring Pines Detention Pond ("SPSC Pond"), Mr. Ring advised that DD Holzwarth 10.26, LLC ("DDH 10.26") has not yet completed

all of the required punch list items. He stated that Odyssey will follow up on the matter. The Board noted that no action was necessary in connection with the D&D Reports at this time.

AMENDED AND RESTATED CONSTRUCTION AND MAINTENANCE AGREEMENT WITH HANNOVER FOREST HOMEOWNERS ASSOCIATION

The Board deferred consideration of the proposed Amended and Restated Construction and Maintenance Agreement (the "Amended and Restated Agreement") between the District and Hannover Forest Homeowners Association (the "Hannover Forest HOA") in connection with maintenance by the District of the Hannover Forest, Section Two Detention Pond. In connection therewith, Mr. Rubinsky reported that he has made certain revisions to the Amended and Restated Agreement and requested that Director Stephens provide contact information for Community Solutions Unlimited, LLC, Hannover Forest HOA's new management company, so SPH may transmit the proposed Amended and Restated Agreement for review and approval.

ENGINEER'S REPORT

Mr. Ring presented and reviewed in detail with the Board a written Engineer's Report dated September 28, 2022, a copy of which is attached hereto as **EXHIBIT C**, relative to the status of various engineering and construction projects within the District, and discussed the matters contained therein.

With regard to the proposed abandonment of various Water Line Easements and/or Water Meter Easements and the dedication of certain new Water Line Easements and/or Water Meter Easements in connection with the relocation of the Public Fire Water Line to serve Spring Pines Shopping Center (the "Relocation Project"), Mr. Rubinsky advised that the ownership and lienholder reports required for preparation of the conveyance documents have not yet been received by SPH. After discussion, the Board concurred that all costs incurred by the District in connection with the Relocation Project are to be billed back to SPSC Development Partners, Ltd.

The Board next considered the proposed construction of an emergency water interconnect between the District and Harris County Water Control and Improvement District No. 110 ("No. 110"). In connection therewith, Mr. Rubinsky reminded the Board that SPH provided comments to the proposed Emergency Water Supply Contract between the District and No. 110 (the "EWS Contract") to the attorneys for No. 110 on September 14, 2022 and advised the Board that SPH has not yet received a response from No. 110 to said comments. Upon inquiry from Mr. Rubinsky, Mr. Ring reported that Odyssey reviewed the proposed exhibit to the EWS Contract provided by No. 110 and has no comments to same.

With regard to the status of communications with NRG Energy Services, LLC ("NRG") regarding purchase of the existing emergency generator at the District's Wastewater Treatment Plant, Mr. Rubinsky reported that SPH has drafted correspondence to NRG which is currently under review and will be mailed within the week.

No action was taken by the Board in connection with the Engineer's Report at this time.

NOTICE OF APPLICATION OF UNDINE TEXAS, LLC ("UNDINE") TO AMEND ITS CERTIFICATE(S) OF CONVENIENCE AND NECESSITY

The Board next considered the status of Undine's application to amend its water Certificate of Convenience and Necessity ("CCN"). With regard thereto, Mr. Rubinsky provided

an update regarding Undine's application and the possible course of action that may be required and how the proposed annexations of the 0.5069 acre tract located at 1731 Spring Cypress Road (the "Starbucks Tract") and 0.61 acre tract (Lots 26, 27 and 28) located at 20615 Sleepy Hollow Lane (the "Sleepy Hollow Tract") might be affected. He noted that it appears that none of the parties associated with those two tracts have received a notice from Undine regarding its application to the Public Utility Commission of Texas (the "PUC"). Mr. Rubinsky then reported that Undine has indicated that it may decline to revise the map included with its application and instead wait for the recommendation of the PUC. He noted he plans to call Undine to discuss the matter further and determine its final position on the Starbucks Tract and Sleepy Hollow Tract. He then advised the Board of the recent ruling from the PUC which states that Undine's application is administratively incomplete and speculated that said ruling may affect Undine's position regarding the map.

PROPOSED ANNEXATION OF THE STARBUCKS TRACT

The Board deferred further consideration of the proposed annexation and development of the Starbucks Tract, noting that the matter had been already been discussed in connection with the Undine CCN matter.

PROPOSED ANNEXATION AND DEVELOPMENT OF THE SLEEPY HOLLOW TRACT

The Board deferred further consideration of the proposed annexation and development Sleepy Hollow Tract, noting that the matter had been already been discussed in connection with the Undine CCN matter.

PROPOSED ANNEXATION AND DEVELOPMENT OF 19.72 ACRE TRACT LOCATED AT 2324 LOUETTA ROAD (THE "LOUETTA ROAD TRACT")

The Board deferred consideration of the proposed annexation and development by Mill Creek Residential of the Louetta Road Tract.

PROPOSED ANNEXATION AND DEVELOPMENT OF APPROXIMATE 27.6 ACRE TRACT LOCATED AT THE SOUTHWEST CORNER OF SPRING STUEBNER AND HOLZWARH ROADS (THE "SPRING STUEBNER TRACT")

The Board deferred consideration of the proposed annexation and development by Dhanani Private Equity Group of the Spring Stuebner Tract.

PROPOSED ANNEXATION AND DEVELOPMENT OF APPROXIMATE 2.0 ACRE ANNEXATION LOCATED AT 2525 FM 2920 (THE "ALLIANCE TRACT")

Mr. Rubinsky noted that he will request an annexation deposit in connection with the annexation of the Alliance Tract. The Board concurred with same.

ISSUANCE OF UTILITY COMMITMENTS

The Board next considered requests for Utility Commitments. In connection therewith, Mr. Ring reported that Odyssey is in receipt of a formal request for a Utility Commitment from Foster Road Collaborative, LLC ("FRC") for 2 equivalent single family connections of water and wastewater capacity to serve the development of an eye care center at 21309 Foster Road, within the boundaries of the District. After discussion, Director Shelnett moved that the Board: (i)

approve a Utility Commitment to FRC, as discussed above, subject to receipt of the executed Utility Commitment and related Texas Ethics Commission Form 1295 from FRC, and (ii) authorize the Board President to execute same on behalf of the Board and District. Director Patridge seconded said motion, which unanimously carried. Mr. Rubinsky requested that Odyssey provide SPH with the legal description and survey for the tract.

DEVELOPERS' REPORTS

The Board deferred consideration of the Developers' Reports, noting that no developer representatives were in attendance at today's meeting.

NORTH HARRIS COUNTY REGIONAL WATER AUTHORITY ("AUTHORITY")

The Board next considered matters related to the Authority. In that regard, Mr. Rubinsky discussed recent activities of the Authority, including the status of construction of the Northeast Water Purification Plant Expansion project.

HARRIS COUNTY CONSTABLE'S OFFICE ("HCCO") MONTHLY ACTIVITY REPORT

Mr. Rubinsky noted that a security report received from the HCCO for the month of August 2022, a copy of which is attached hereto as **EXHIBIT D**, on the current status of criminal activities in the District and surrounding areas was distributed to the Board prior to today's meeting. After discussion, no action was taken by the Board relative to said matter.

ATTORNEY'S REPORT

The Board next considered the Attorney's Report. In connection therewith, Mr. Rubinsky advised that he had nothing further to report of a legal nature that was not included under another agenda item.

CLOSED SESSION

The Board determined that it would not be necessary to meet in Closed Session at this time.

OTHER MATTERS

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

ADJOURNMENT

There being no further business to come before the Board, Director Shelnutt moved that the meeting be adjourned. Director Norris seconded said motion, which unanimously carried.

/s/ Scott Shelnutt
Secretary, Board of Directors

EXHIBITS

September 28, 2022

- Exhibit A: Storm Water Quality Inspection Reports
- Exhibit B: Detention and Drainage Facilities Maintenance Reports
- Exhibit C: Engineer's Report
- Exhibit D: HCCO Security Report