

MINUTES
HARRIS COUNTY MUNICIPAL UTILITY DISTRICT NO. 439

April 13, 2023

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 13th day of April, 2023, 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:

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|-------------------|-----------------------------------|
| Adam Kramer | President |
| Jonathan Reichel | Vice President |
| Nancy Zimmerman | Secretary |
| Bonny Beasley | Asst. Vice Pres./ Asst. Secretary |
| Steven M. Burgess | Asst. Vice Pres./ Asst. Secretary |

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

Also attending in person were Karen Sears of Storm Water Solutions, LLC ("SWS"); Eve Blakemore of IDS Engineering Group ("IDS"); Derek Davenport of McLennan & Associates, L.P.; Odett Newman of Bob Leared Interests, Inc.; Andrew Vaughan and Ashley Ramos of Allen Boone Humphries Robinson LLP; and Bryan Sheppard of Pape-Dawson Engineers, Inc. ("Pape-Dawson"), attending via teleconference.

PUBLIC COMMENTS

Director Kramer 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, Director Kramer moved to the next agenda item.

MINUTES

The Board considered approving the minutes of the March 9, 2023, regular meeting. Following review and discussion, Director Burgess moved to approve the minutes of the March 9, 2023, regular meeting, as presented. Director Beasley seconded the motion, which passed unanimously.

AUDIT

The Board reviewed a letter from McCall Gibson Swedlund Barfoot, PLLC ("McCall Gibson") to prepare the audit for fiscal year end April 30, 2023, a copy of which is attached. Mr. Vaughan noted the cost to prepare the audit would be between \$11,500 and \$13,500. Following review and discussion, Director Reichek moved to authorize McCall Gibson to prepare the audit for fiscal year end April 30, 2023. Director Zimmerman 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 Beasley moved to (1) approve the bookkeeper's report and payment of the bills; and (2) hold check no. 1120 in the amount of \$504,733.50 made payable to Carter Construction, LLC for Pay Estimate No. 1, subject to receipt of funds from all five developers related to the construction of the Wayside Village 12-inch watermain extension project. Director Burgess seconded the motion, which passed unanimously. A copy of the bookkeeper's report is attached.

AND ADOPT BUDGET FOR FISCAL YEAR END APRIL 30, 2024

Mr. Davenport presented and reviewed a proposed budget for the fiscal year ending April 30, 2024, a copy of which is attached to the bookkeeping report. Following review and discussion, Director Beasley moved to adopt the proposed budget for the fiscal year ending April 30, 2024, as presented. Director Burgess seconded the motion, which passed unanimously.

ANNUAL REVIEW OF INVESTMENT POLICY

The Board conducted its annual review of the District's Investment Policy. Mr. Vaughan stated there are no recommended changes to the Investment Policy. Following review and discussion, Director Reichek moved to adopt the Resolution Regarding Annual Review of Investment Policy, reflecting that no changes were made to the Investment Policy. Director Beasley seconded the motion, which passed unanimously.

RESOLUTION ESTABLISHING THE AUTHORIZED DEPOSITORY INSTITUTIONS AND ADOPTING LIST OF QUALIFIED BROKER/DEALERS WITH WHOM THE DISTRICT MAY ENGAGE IN INVESTMENT TRANSACTIONS

The Board considered adopting a Resolution Establishing Authorized Depository Institutions and Adopting List of Qualified Broker/Dealers with Whom the District

May Engage in Investment Transactions (the "Resolution"). Mr. Vaughan noted that the District's bookkeeper provided the exhibit to the Resolution, which contains a list of authorized depository institutions and qualified broker/dealers with whom the District may do business. Following review and discussion, Director Burgess moved to adopt the Resolution. Director Reichek seconded the motion, which passed unanimously.

TAX ASSESSOR/COLLECTOR'S REPORT

Ms. Newman presented and reviewed the tax assessor/collector's report for the month of March, including the checks presented for payment. She reported that the District's 2022 taxes were 97.689% collected as of March 31, 2023. A copy of the tax assessor/collector's report is attached. After review and discussion, Director Reichek moved to approve the tax report and payment of the bills from the tax account. Director Burgess seconded the motion, which passed unanimously.

DETENTION POND MAINTENANCE

Ms. Sears reported on the maintenance of District detention facilities and presented and reviewed an inspection report, a copy of which is attached.

The Board reviewed an updated Master Service Agreement with SWS, which includes the annual maintenance budgets for the 15.80-acre Wayside Village East Detention Pond, the 33.0-acre Wayside Village West Detention Pond, and a budget for the temporary maintenance of 3.60 acres of the Wayside Village East Detention Pond. Following review and discussion, Director Reichek moved to approve the Master Service Agreement with SWS, as discussed. Director Burgess seconded the motion, which passed unanimously.

ENGINEER'S REPORT

Ms. Blakemore reviewed an engineering report from IDS, a copy of which is attached.

Ms. Blakemore updated the Board regarding the Wayside Village East Phase 1 Detention facilities and recommended acceptance of the Storm Water Quality Management Plan ("SWQMP") permit transfer to the District, as recommended by Pape-Dawson.

Ms. Blakemore updated the Board regarding the construction of the Wayside Village West Phase I detention facilities and the Wayside Village Phase I Harris County Flood Control District Improvements and recommended acceptance of the SWQMP permit transfer to the District, as recommended by Pape-Dawson. She stated that no pay estimates were submitted by Paskey Incorporated for approval by the Board.

Ms. Blakemore updated the Board regarding the construction of the water, sewer, and drainage facilities to serve Wayside Village, Section 9 and Wayside Village Parker Road Phase 2. She reviewed and recommended approval of Pay Estimate No. 2 in the amount of \$1,159,492.76, submitted by Clearwater Utilities, Inc., as recommended by Pape-Dawson.

Ms. Blakemore updated the Board regarding the construction of the Wayside Village 12-inch watermain extension project. She reviewed and recommended approval of Pay Estimate No. 1 in the amount of \$504,733.50, submitted by Carter Construction, LLC, as recommended by Pape-Dawson.

Following review and discussion, and based upon recommendation by the engineer, Director Burgess moved to (1) approve the engineer's report prepared by IDS; (2) accept the SWQMP permit transfer to the District for the Wayside Village East Phase 1 Detention facilities, as recommended by Pape-Dawson; (3) accept the SWQMP permit transfer to the District for the Wayside Village West Phase 1 Detention facilities, as recommended by Pape-Dawson; (4) approve Pay Estimate No. 2 in the amount of \$1,159,492.76 for the construction of the water, sewer, and drainage facilities to serve Wayside Village, Section 9 and Wayside Village Parker Road Phase 2, as recommended by Pape-Dawson; and (5) approve Pay Estimate No. 1 in the amount of \$504,733.50 for the construction of the Wayside Village 12-inch watermain extension project, as recommended by Pape-Dawson. Director Reichel 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 within the District.

ATTORNEY'S REPORT

There was no additional attorney report.

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



Marcy Zimmerman
Secretary, Board of Directors

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