

MINUTES  
HARRIS COUNTY MUNICIPAL UTILITY DISTRICT NO. 321

August 15, 2023

The Board of Directors (the "Board") of Harris County Municipal Utility District No. 321 (the "District") met in regular session, open to the public, on the 15<sup>th</sup> day of August, 2023, at the offices of Allen Boone Humphries Robinson LLP, 3200 Southwest Freeway, Suite 2400, Houston, Texas, outside the boundaries of the District, and the roll was called of the members of the Board:

Kimberly Butler	President
Jeff Stein	Vice President
John Vassar	Assistant Vice President
Brad Beauchamp	Secretary
Matthew May	Assistant Secretary

and all of the above were present, except Directors May and Vassar, thus constituting a quorum.

Also present at the meeting were: Terrell Palmer of Post Oak Municipal Advisors ("POMA"); Mike Terechenok of Pinto Realty Development, Inc. ("PRDI"); Chip Patronella of Champions Hydro-Lawn ("Champions"); Drew Tiffany of BGE, Inc. ("BGE"); Marissa Iguess of Myrtle Cruz, Inc. ("MCI"); Brenda Landin and JQ Reno of H2O Innovation; Kristen Scott of Bob Leared Interests ("BLE"); and Robert A. Seale, Sandra Staine, and Alyssa Ollwerther of Allen Boone Humphries Robinson LLP ("ABHR").

PUBLIC COMMENTS

There were no public comments.

APPROVE MINUTES

The Board considered approving the minutes of the July 18, 2023, regular meeting. After review and discussion, Director Beauchamp moved to approve the minutes as presented. Director Stein seconded the motion, which passed by unanimous vote.

\$2,950,000 UNLIMITED TAX BONDS, SERIES 2023, MATTERS

The Board considered matters pertaining to the District's issuance of its \$2,950,000 Unlimited Tax Bonds, Series 2023 (the "Series 2023 Bonds") including the following items:

## REVIEW BIDS AND AWARD SALE OF THE BONDS

Mr. Palmer reviewed with the Board the bids received for the Series 2023 Bonds, noting that seven bids were submitted:

- (a) Robert W. Baird & Co., Inc., (“Baird”) with a net effective interest rate of 4.448609%;
- (b) Raymond James & Associates, Inc. with a net effective interest rate of 4.473206%;
- (c) RBC Capital Markets (“RBC”), with a net effective interest rate of 4.574547%;
- (d) SAMCO Capital Markets, with a net effective interest rate of 4.587678%;
- (e) Stifel, Nicolaus & Co., Inc. with a net effective interest rate of 4.650596%;
- (f) Crews & Associates, Inc. with a net effective interest rate of 4.671003%; and
- (g) HilltopSecurities, with a net effective interest rate of 4.675399%.

Mr. Palmer stated that the bids had been verified and that the low bid was submitted by Baird with a net effective interest rate of 4.448609%. He recommended that the Board accept the bid by Baird as submitted. Based on Mr. Palmer’s recommendation, Director Beauchamp then moved to award the sale of the Series 2023 Bonds to Baird, with a net effective interest rate of 4.448609%. Director Stein seconded the motion, which was approved by unanimous vote.

## ADOPT RESOLUTION AUTHORIZING THE ISSUANCE OF THE BONDS

The Board next considered adopting the Resolution Authorizing the Issuance of the Bonds (the “Resolution”). Mr. Seale reviewed the Resolution with the Board and explained that the documents set forth, among other items, the terms and provisions of issuance and delivery of the Bonds, the payments of principal and interest over the life of the Bonds, and certain District covenants regarding the tax-exempt status of the Bonds. After review, Director Beauchamp moved to adopt the Resolution. Director Stein seconded the motion, which was approved by unanimous vote.

APPROVE PAYING AGENT/REGISTRAR AGREEMENT

Mr. Seale reviewed the Paying Agent/Registrar Agreement with the Board. After review, Director Beauchamp moved to approve the Paying Agent/Registrar Agreements with The Bank of New York Mellon Trust Company, N.A. Director Stein seconded the motion, which passed unanimously.

APPROVE OFFICIAL STATEMENT

The Board next considered approving the Official Statement for the Bonds. Mr. Seale explained that the Preliminary Official Statement will be updated to reflect the terms of the sale, including the purchasers, interest rates, and debt service requirements. Director Beauchamp then moved to approve the Official Statement. Director Stein seconded the motion, which passed by unanimous vote.

EXECUTION OF CERTIFICATE REGARDING PROVISION OF FINANCIAL ADVICE

Mr. Seale presented and reviewed the Certificate Regarding Provision of Financial Advice (the "Certificate") with the Board. After review and discussion, Director Beauchamp moved to authorize execution of the Certificate and direct that they be filed appropriately and retained in the District's official records. Director Stein seconded the motion, which passed by unanimous vote.

AUTHORIZE BOARD OF DIRECTORS TO SIGN ALL DOCUMENTS RELATING TO THE BOND SALES, AND AUTHORIZE ATTORNEY AND FINANCIAL ADVISOR TO TAKE ALL NECESSARY ACTION TO DELIVER BONDS TO PURCHASER

The Board next considered authorizing the Board of Directors to sign all documents relating to the sale of the Bonds and authorizing the attorney and the financial advisor to take all necessary steps to deliver the Bonds to the purchaser. After discussion, Director Beauchamp moved to authorize the Board of Directors to sign all documents relating to the sale of the Bonds and authorize ABHR and POMA to take all necessary steps to deliver the Bonds to the purchaser. Director Stein seconded the motion, which was approved by unanimous vote.

APPROVE PAYMENTS TO ATTORNEY GENERAL RELATING TO BOND ISSUE TRANSCRIPT REVIEW

Mr. Seale stated that it will be necessary for the District to submit payment to the Attorney General of Texas relating to the bond issue transcript review.

Following review and discussion, Director Beauchamp moved to approve payment in the amount of \$2,950.00 for the Series 2023 Bonds to the Attorney General of Texas relating to the bond issue transcript review. Director Stein seconded the motion, which passed by unanimous vote.

#### AMENDMENT TO INFORMATION FORM

Mr. Seale stated that the District's Information Form must be amended to reflect the updated total amount of bonds sold by the District. He then reviewed the Amendment to Information Form with the Board. After review and discussion, Director Beauchamp moved to authorize execution of the Amendment to Information Form and direct that the Amendment be filed appropriately and retained in the District's official records. Director Stein seconded the motion, which passed by unanimous vote.

#### UPDATE FROM ENGINEER ON INSPECTION OF FACILITIES

Mr. Tiffany updated the Board on pre-purchase inspection of facilities in connection with bond application no. 11.

#### FINANCIAL AND BOOKKEEPING MATTERS

Ms. Iguess reviewed the bookkeeper's report, including the investment report and list of checks presented for payment, a copy of which is attached. She reviewed one additional check: check no. 1386, for Pay Estimate No. 9 in the amount of \$36,515.70, payable to PLD Construction, LLC ("PLD"), noting that this amount has been advanced by PRDI. Following review and discussion, Director Beauchamp moved to approve the bookkeeper's report and payment of the bills, including the additional checks. Director Stein seconded the motion, which passed by unanimous vote.

#### BUDGET FOR FISCAL YEAR END SEPTEMBER 30, 2024

Ms. Iguess reviewed the proposed budget for fiscal year end September 30, 2024. Mr. Seale noted that there would be revisions to the proposed budget for the Board's review at the September meeting to consider for adoption.

#### REVIEW JOINT FACILITIES BUDGET FOR FISCAL YEAR END SEPTEMBER 30, 2024

Mr. Seale reported that the joint facilities budget will be available for review at the September regular meeting.

## TAX ASSESSMENT AND COLLECTION MATTERS

Ms. Scott reviewed the tax assessor/collector's report, a copy of which is attached. She stated that the District's 2022 taxes were 98.8% collected as of July 31, 2023. After review and discussion, Director Beauchamp moved to approve the tax assessor/collector's report and the checks presented for payment. Director Stein seconded the motion, which passed by unanimous vote.

## OPERATOR'S REPORT

Ms. Landin reviewed the operator's report, a copy of which is attached, and discussed operational matters in the District. She stated water accountability for the previous month was 94.34%.

After review and discussion, Director Beauchamp approved the operator's report. Director Stein seconded the motion, which passed by unanimous vote.

## HEARING ON TERMINATION OF SERVICE

There were no accounts to consider for termination of utility service.

## THE CITY OF HOUSTON INDUSTRIAL USER PERMITTING MATTERS

There was no discussion on this agenda item.

## MAINTENANCE OF DETENTION PONDS AND DISTRICT FACILITY SITES, INCLUDING PROPOSALS FOR ADDITIONAL WORK

Mr. Patronella reviewed the report on the maintenance of detention ponds and District facility sites, a copy of which is attached.

## DEVELOPMENT MATTERS

Mr. Terechenok reported on development matters in the District.

## ENGINEER'S REPORT

Mr. Tiffany reviewed the engineer's report, a copy of which is attached.

Mr. Tiffany updated the Board on the construction of Greens Crossing Detention Basin Expansion. He reviewed and recommended approval of Pay Estimate No. 9, in the amount of \$36,515.70, payable to PLD.

Mr. Tiffany updated the Board on the design status of water well no. 3, water well no. 3 driveway, and water well no. 3 water line extension projects.

Mr. Tiffany updated the Board on the status of lead and copper rule revision inventory related work.

After review and discussion, Director Beauchamp moved to (1) approve the engineer's report; and (2) approve Pay Estimate No. 9, in the amount of \$36,515.70, payable to PLD, for the construction of Greens Crossing Detention Basin Expansion. Director Stein seconded the motion, which carried unanimously.

CAPITAL BUDGETS, LETTER FINANCING AGREEMENTS, SITE DEVELOPMENT AGREEMENTS, AND INFRASTRUCTURE WORK LETTER AGREEMENTS

The Board did not take any action on this agenda item.

MEETING SCHEDULE AND ITEMS FOR INCLUSION ON THE NEXT AGENDA

The Board concurred to hold its next regular meeting on September 19, 2023, at 11:00 a.m., at the offices of ABHR.

There being no further business to come before the Board, the meeting was adjourned.



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Secretary, Board of Directors

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