

MONTGOMERY COUNTY MUNICIPAL UTILITY DISTRICT NO. 152A

MINUTES OF MEETING

September 18, 2024

The Board of Directors (the "Board") of Montgomery County Municipal Utility District No. 152A met in regular session, open to the public on September 18, 2024, at 1300 Post Oak Boulevard, Suite 2500, Houston, Harris County, Texas 77056, in accordance with the duly posted notice of meeting, and the roll was called of the duly constituted officers and members of the Board, to-wit:

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| Justin Cox | President |
| Wesley Hightower | Vice President |
| Stanton Brown | Secretary |
| Mary V. Farrell | Assistant Secretary |
| Peter Selber | Assistant Secretary |

and all of said persons were present, except Directors Brown and Hightower, thus constituting a quorum. Director Hightower entered later in the meeting as noted below.

Also present were Robert Jones on behalf of TPHTL HBL, LLC ("TPHTL"); Ravi Patel of Municipal Accounts & Consulting, L.P. ("MAC"); Robin Goin of BLICO Inc. ("BLICO"); Martin Murdock of Quiddity Engineering, LLC ("Quiddity"); William R. Zollman of Pape-Dawson Engineers, LLC ("Pape-Dawson"); Dana Hollingsworth of Municipal District Services, L.L.C. ("MDS"); Greg Lentz and Sandra Lopez of Masterson Advisors LLC ("Masterson"); Robert Garcia of Champions Hydro-Lawn, Inc. ("Champions"); Katie Golzarri of Clark Condon ("Clark Condon"); Greg McGrath of McGrath & Co., PLLC ("McGrath") and Diana Miller, Julie Kime, and Jennifer Spears of Schwartz, Page & Harding, L.L.P. ("SPH").

PUBLIC COMMENTS

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

APPROVAL OF MINUTES

The Board reviewed the draft minutes of its meeting held on August 21, 2024. Following discussion of the minutes presented, Director Cox moved that such minutes be approved, as presented. Director Selber seconded said motion, which unanimously carried.

BOOKKEEPING REPORT

Mr. Patel then presented to and reviewed with the Board the bookkeeping report dated September 18, 2024, a copy of which is attached hereto as **Exhibit A**. Following review and discussion, Director Selber moved that the bookkeeping report be approved and that payment be

authorized on the checks presented, being check nos. 2368 through 2384, except check no. 2372, which was voided. Director Cox seconded the motion, which unanimously carried.

TAX ASSESSOR/COLLECTOR'S REPORT

Ms. Goin presented the Tax Assessor/Collector's Report dated August 31, 2024, a copy of which is attached hereto as **Exhibit B**. Following review and discussion, Director Selber moved that the Tax Assessor/Collector Report be approved and that payment be authorized on the checks listed therein. Director Farrell seconded the motion which unanimously carried. Ms. Goin noted that she is working with the Montgomery Central Appraisal District has identified an error with the District's tax roll and that a correction will be issued in connection with same.

PUBLIC HEARING AND LEVY OF THE DISTRICT'S 2024 TAX RATE

The Board conducted a public hearing regarding the imposition of proposed maintenance and debt service tax rates within the District for the 2024 tax year. Ms. Goin confirmed that notice of the hearing had been published in the *Houston Chronicle*, in accordance with all legal requirements and as directed at the previous meeting, reflecting the District's intent to adopt debt service tax rate of \$0.31 and a maintenance tax rate of \$0.79, respectively. A copy of the publisher's affidavit for the Notice of Tax Rate Hearing is included in **Exhibit C**. There being no members of the public present, the public hearing was closed. After discussion on the matter, Director Farrell moved that: (1) the Board adopt the tax rates as proposed at the District's August 21, 2024 meeting and as reflected in the notice, being a 2024 debt service tax rate of \$0.31 per \$100 of valuation and a 2024 maintenance tax rate of \$.79 per \$100 of valuation, resulting in a total 2024 tax rate of \$1.10 per \$100 of valuation; and (2) the Order Levying Taxes included with **Exhibit C** be adopted in connection therewith, and that the President be authorized to execute and the Secretary to attest same on behalf of the Board and the District. Director Cox seconded said motion, which unanimously carried.

DEVELOPER'S REPORT

Mr. Jones updated the Board with respect to the status of development in the District.

ACKNOWLEDGEMENT OF NOTICE AND INDEMNITY FROM TPHTL HBL, LLC

Ms. Miller then presented to the Board an Acknowledgment of Notice and Indemnity (the "Acknowledgment") from TPHHL HBL, LLC regarding the Collateral Assignment of Municipal Utility District Receivables between THPTL and U.S. Bank. Ms. Miller noted that the Acknowledgment relates to the Second Amended and Restated Utility Development Agreement between the District and TPHTL for the development of land within the District following the division of Montgomery County Municipal Utility District No. 152. Director Ferrell moved that the District approve the Acknowledgment and authorize the Board President to execute same. Director Selber seconded said motion, which unanimously carried.

FINANCIAL ADVISOR'S REPORT AND STATUS OF DISTRICT'S 2024 UNLIMITED TAX ROAD BONDS

Mr. Lentz introduced Ms. Lopez to the Board and noted that she has assisted with the District's ongoing bond issuances.

Mr. Lentz then discussed the process for sale of the District's \$5,075,000 Unlimited Tax Bonds, Series 2024 (the "Road Bonds"), and noted that the Bonds will be sold at a special meeting to be held September 30, 2024.

APPROVE PRELIMINARY OFFICIAL STATEMENT AND OFFICIAL NOTICE OF SALE

Mr. Lentz presented to and reviewed with the Board a proposed form of Official Notice of Sale and Preliminary Official Statement in connection with the Road Bonds, attached hereto as **Exhibit D**. Following discussion, Director Farrell moved that, subject to SPH's final review, such offering materials be approved, completed and distributed in anticipation of a sale of the Road Bonds on September 30, 2024, at 12:00 p.m., and that such preliminary official statement be deemed to be final for all purposes with the exception of any additional materials or information relating to subsequent material events, offering prices, interest rates, selling compensation, identity of the underwriters, aggregate principal amounts and other similar information, terms and provisions to be specified in the competitive bidding process. Director Selber seconded the motion, which unanimously carried.

APPROVAL OF PRELIMINARY AUDIT RELATIVE TO THE PAYMENT OF PROCEEDS OF THE DISTRICT'S \$5,075,000 UNLIMITED TAX ROAD BONDS, SERIES 2024 (THE "ROAD BONDS")

The Board considered the approval of a preliminary audit report prepared by McGrath in connection with the issuance of the Road Bonds and the disbursement of the proceeds thereof. Mr. McGrath reviewed with the Board the draft audit report, a copy of which is attached hereto as **Exhibit E**. Ms. Miller then presented a revised Summary of Costs prepared by Quiddity that aligns with such preliminary audit, a copy of which is included with **Exhibit E**. After review and discussion of the draft audit report and revised Summary of Costs, it was moved by Director Farrell, seconded by Director Selber and unanimously carried, that (i) the draft audit report prepared by McGrath be approved, (ii) the revised Summary of Costs be approved, and (iii) the offering documents for the Road Bonds reflect the project costs included therein.

AUTHORIZE DISTRICT'S FINANCIAL ADVISOR TO ADVERTISE FOR THE SALE OF THE ROAD BONDS

The Board considered authorizing Masterson to advertise for the sale of the Road Bonds. Following discussion, Director Farrell moved that the Board authorize Masterson to advertise for the sale of the Road Bonds, with bids to be received by Masterson on behalf of the Board on September 30, 2024, at 10:00 a.m. Director Selber seconded said motion, which unanimously carried.

DESIGNATION OF PAYING AGENT/REGISTRAR IN CONNECTION WITH THE ROAD BONDS

The Board considered the designation of a Paying Agent/Registrar in connection with the Road Bonds. Ms. Miller noted that The Bank of New York Mellon Trust Company, N.A., has submitted a proposal relative to paying agent/registrar services for said bond issue. After discussion on the matter, Director Farrell moved that the Board accept the proposal received from The Bank of New York Mellon Trust Company, N.A. for paying agent/registrar services and that The Bank of New York Mellon Trust Company, N.A. be designated as Paying Agent/Registrar in connection with the Road Bonds. Director Selber seconded the motion, which unanimously carried.

CONSIDER AUTHORIZING BOOKKEEPER TO ISSUE WIRE FOR ATTORNEY GENERAL'S FEES

The Board considered authorizing the District's bookkeeper to issue a wire in the amount of \$5,075.00 to the Attorney General of Texas for fees in connection with the Attorney General's review of the transcript of proceedings relative to the Road Bonds. After discussion on the matter, Director Farrell moved that the District's bookkeepers be authorized to issue a wire in the amount of \$5,075.00 to the Attorney General of Texas in connection with the review of the transcript of proceedings relative to the Road Bonds. Director Selber seconded said motion, which unanimously carried.

Director Hightower entered the meeting at this time.

ENGINEERS' REPORTS

Mr. Murdock presented an Engineer's Report prepared by Quiddity dated September 18, 2024 ("Quiddity Report"), a copy of which is attached hereto as **Exhibit F**. Following review and discussion, Director Selber moved to (i) authorize Quiddity to advertise for bids for water, sanitary sewer, drainage and paving facilities to serve Woodson's Reserve Section 30, (ii) authorize payment of the pay estimates listed in the Quiddity Report, and (iii) approve the change orders identified in the Quiddity Report. Director Farrell seconded the motion, which unanimously carried.

Mr. Zollman next presented an Engineer's Report prepared by Pape-Dawson dated September 18, 2024 ("Pape-Dawson Report"), a copy of which is attached hereto as **Exhibit G**. Following review and discussion, Director Selber moved to (i) authorize payment of the pay estimate listed in the Pape-Dawson Report, and (ii) approve Change Order No. 1 for the Woodson's Grand Drive Water, Sewer, Drainage, and Paving contract as identified in the Pape-Dawson Report. Director Farrell seconded the motion, which unanimously carried.

APPROVAL OF AUDIT RELATIVE TO THE PAYMENT OF PROCEEDS OF THE DISTRICT'S \$14,000,000 UNLIMITED TAX BONDS, SERIES 2024 (THE "WSD BONDS")

The Board considered the approval of an audit report prepared by McGrath in connection with the issuance of the WSD Bonds and the disbursement of the proceeds thereof. Ms. Miller noted that a portion of the proceeds will be paid to Montgomery County Municipal Utility District No. 152C as connection charges and that a portion will be used to reimburse TPHTL. Mr. McGrath reviewed with the Board the draft audit report, a copy of which is attached hereto as **Exhibit H**. After review and discussion of the draft audit report, it was moved by Director Farrell, seconded by Director Selber and unanimously carried, that (i) the draft audit report prepared by McGrath be approved, (ii) the Board authorize the disbursement of the proceeds of the WSD Bonds to TPHTL in accordance with same, subject to the District's receipt of a Developer Receipt for said funds, and (iii) the Board authorize disbursement of proceeds to Montgomery County Municipal Utility District No. 152C ("No. 152C") in accordance with the terms of that certain Second Supplemental Agreement to the Master Contract with No. 152C.

REVIEW, APPROVAL AND AUTHORIZATION OF THE FILING OF INTERNAL REVENUE SERVICE FORM 8038-G RELATIVE TO THE BONDS

The Board next considered the execution and filing of Internal Revenue Service Form 8038-G (the "Form") relative to the WSD Bonds. After discussion, Director Farrell moved that (i) the Form be approved and that the President be authorized to execute same on behalf of the Board and the District, and (ii) SPH be authorized and directed to file the Form with the Internal Revenue Service by the appropriate deadline. Director Selber seconded said motion, which carried unanimously.

REVIEW AND DISCUSSION OF CORRESPONDENCE FROM BOND COUNSEL REGARDING EXPENDITURE AND INVESTMENT OF BOND PROCEEDS AND INTERNAL REVENUE SERVICE RESTRICTIONS ON SAME

Ms. Miller next presented to and reviewed with the Board correspondence from SPH, as Bond Counsel, regarding certain provisions of federal tax laws and regulations of the Internal Revenue Service pertaining to the expenditure and investment of proceeds of the WSD Bonds, attached hereto as **Exhibit I**. She advised the Board that certain periodic reviews and reports are required to monitor compliance with the requirements set forth therein and that arbitrage rebate or yield reduction payments could be required based on said reviews and reports. Ms. Miller explained that the District's bookkeeper would monitor investment rates and that the District's financial advisor would review the debt service fund balance and coverage in connection with the annual tax rate recommendation. Ms. Miller advised the Board, however, that compliance with the requirements is ultimately the responsibility of the Board.

APPROVAL AND EXECUTION OF AMENDMENT TO FIRST AMENDED AND RESTATED DISTRICT INFORMATION FORM

Ms. Miller next presented to and discussed with the Board an Amendment to the District's First Amended and Restated District Information Form ("DIF") relative to the sale of the WSD Bonds. After discussion regarding the amendment to the DIF, Director Farrell moved that the amendment to the DIF be approved, and that all Board members present be authorized to execute

same on behalf of the Board and the District. Director Selber seconded said motion, which carried unanimously.

CONSIDER AND ACT UPON ANY OTHER MATTERS IN CONNECTION WITH THE ISSUANCE OF THE WSD BONDS

As the next order of business, the Board considered the approval of various documents to be executed on behalf of the District in connection with the closing of the sale of the WSD Bonds. In that regard, Ms. Miller presented to and reviewed various closing documents with the Board, including the No-Litigation Certificate and the Federal Tax Certificate. Furthermore, she advised that the bond closing is scheduled for Tuesday, September 24, 2024, at 10:00 a.m. After discussion of the closing documents, it was moved by Director Farrell, seconded by Director Selber and unanimously carried, that the above-referenced documents be approved by the Board, that the President and Secretary be authorized to execute same on behalf of the Board and the District, and that SPH be authorized to deliver same, as appropriate, upon the closing of the WSD Bonds.

LANDSCAPE ARCHITECT REPORT

Ms. Golzarri presented the landscape architect report prepared by Clark Condon, dated as of September 18, 2024 ("Clark Condon Report"), a copy of which is attached hereto as **Exhibit J**. Following review of the Clark Condon Report, Director Cox moved to approve the pay estimates, change orders, and proposals identified therein. Director Farrell seconded the motion, which unanimously carried.

OPERATOR'S REPORT

Ms. Hollingsworth presented an Operations Report prepared by MDS, a copy of which is attached hereto as **Exhibit K**. Following discussion, Director Selber moved to approve the Operations Report, as presented, and authorize MDS to terminate water service to delinquent accounts in accordance with the District's Rate Order. Director Hightower seconded the motion, which unanimously carried.

CHAMPIONS HYDRO-LAWN REPORT

Mr. Garcia presented to and reviewed with the Board a Detention and Drainage Facilities Report dated September 2024 and a Detention and Drainage Facilities Repair Report dated August 2024, copies of which are attached hereto as **Exhibit L**. He noted that there were no action items requested in connection with either report.

ATTORNEY'S REPORT


Ms. Miller advised that she had nothing of a legal nature to report that was not covered under another agenda item.

FUTURE AGENDA

Ms. Miller advised the Board that Woodson's Reserve Master Community, Inc. has requested to enter into a maintenance agreement with the District for maintenance of amenity and recreational areas within the District, and that she will place an item on the next regular agenda for same. The Board concurred to schedule a special meeting for the sale of the District's Road Bonds, on Monday, September 30, 2024 at 12:00 p.m.

ADJOURNMENT

There being no further business to come before the Board, on motion made by Director Selber, seconded by Director Hightower, and unanimously carried, the meeting was adjourned.



Secretary, Board of Directors



List of Attachments to
Montgomery County Municipal Utility District No. 152A
Minutes of Meeting of September 18, 2024

- Exhibit A Bookkeeping Report dated September 18, 2024
- Exhibit B Tax Assessor/Collector Report dated August 31, 2024
- Exhibit C Order Levying Taxes
- Exhibit D Official Notice of Sale and Preliminary Official Statment
- Exhibit E Developer Reimbursement Audit
- Exhibit F Quiddity Engineering Report
- Exhibit G Pape-Dawson Engineers Report
- Exhibit H Developer Reimbursement Audit
- Exhibit I Correspondence from Bond Counsel
- Exhibit J Clark Condon Report
- Exhibit K Operations Report
- Exhibit L Champions Hydro-Lawn Reports