

# THE WOODLANDS ROAD UTILITY DISTRICT NO. 1

## Minutes of Special Meeting of Board of Directors

February 22, 2024

The Board of Directors (the "Board") of The Woodlands Road Utility District No. 1 (the "District") met in Special Session, open to the public, on the 22<sup>nd</sup> day of February, 2024, at 10:00 a.m., at the regular meeting place of the Board at 2455 Lake Robbins Drive, The Woodlands, Montgomery County, Texas, outside the boundaries of the District, and the roll was called of the duly constituted officers and members of the Board, to-wit:

Nelda Blair	Chairman
Alexander Sutton	Vice Chairman
Gil Staley	Secretary
Daniel T. Hannon	Assistant Secretary
Randolph V. Schulze	Assistant Secretary
Mark Keough	Director
Kyle Watson	Director

with all of said persons being present, thus constituting a quorum.

Also present were Miguel Medina of Municipal Accounts & Consulting, L.P. ("MA&C"); Michael Keck of LJA Engineering, Inc. ("LJA"); Kelly Dietrich of The Howard Hughes Corporation ("Howard Hughes"); Jonathan McMillian and Patricia Uribe of LANDology, LLC ("LANDology"); Todd Stephens of The Woodlands Township; Jenny Taylor, representative of Market Street; John Knox of Knox Cox & Company, L.L.P. ("Knox Cox"); Jade Olivier, representative of Montgomery County, Precinct 3 ("Precinct 3"); Arthur Bredehoft, member of the public; and Bryan Yeates of Schwartz, Page & Harding, L.L.P. ("SPH").

The meeting was called to order and it was announced that a quorum was present, declaring the meeting open for such business as might regularly come before the Board.

### **PUBLIC COMMENT**

The Board began by opening the meeting for public comments, and recognized Mr. Bredehoft. Mr. Bredehoft noted that he had no comments for the Board at this time.

### **MINUTES OF MEETING**

The Board reviewed the minutes of its meeting held on January 15, 2024. Following review and discussion of the draft minutes presented, it was moved by Director Hannon, seconded by Director Sutton and unanimously carried, that the minutes of the January 15, 2024, meeting be approved, as presented.

## **BOOKKEEPER'S REPORT**

Mr. Medina noted that he had a scheduling conflict, and inquired as to whether the Board would be amenable to receiving the Bookkeeper's Report at this time. Without objection, the Board considered the Bookkeeper's Report.

Mr. Medina presented to and reviewed with the Board a Bookkeeper's Report dated February 22, 2024, as prepared by MA&C, including a list of bills and charges to be paid by the District. Mr. Medina additionally presented and reviewed with the Board a Quarterly Investment Inventory Report for Period Ended December 31, 2023, a copy of which is included in the Bookkeeper's Report. Following review and discussion of the reports presented, it was moved by Director Keough, seconded by Director Watson and unanimously carried, that (i) the Bookkeeper's Report be approved and the checks identified therein be approved for payment, with the addition of check no. 3210, payable to LJA, in the amount of \$150.00, and (ii) the Quarterly Investment Inventory Report for Period Ended December 31, 2023, be approved and the District's Investment Officer be authorized to execute same. A copy of the Bookkeeper's Report thus approved is attached hereto as **Exhibit A**.

Mr. Medina exited the meeting at this time.

## **ENGINEER'S REPORT**

The Board considered the Engineer's Report. Mr. McMillian and Ms. Uribe made presentations to the Board regarding the status of the construction of improvements to serve the intersection of Grogan's Mill Road at Woodlands Parkway (the "Intersection Project"), including updated site information and design progress in connection therewith. Copies of such presentations are attached hereto as **Exhibit B**. It was noted that no action was required by the Board in connection with the Intersection Project.

## **DEVELOPER'S REPORT**

The Board considered the Developer's Report. In connection therewith, Ms. Dietrich advised the Board that she had nothing new to report to the Board at this time.

## **ANNEXATION OF LANDS TO AND/OR EXCLUSION OF LANDS FROM THE BOUNDARIES OF THE DISTRICT**

Mr. Yeates provided the Board with an update relative to the status of the proposed exclusion of 4.5210 acres from the boundaries of the District, and the simultaneous annexation of approximately 19.263 acres into the boundaries of the District. In that regard, Mr. Yeates advised the Board that the District's consultants are in the process of preparing the Water District Consent Application to the City of Houston for consent to annex the aforementioned acreage into the boundaries of the District.

## **ANNUAL SURVEY OF WAGE RATE SCALES**

The Board considered the review of an annual survey of prevailing wage rates for construction projects and the adoption of a Resolution Adopting Prevailing Wage Rate Scale for Construction Projects ("Wage Rate Resolution") in connection therewith. In that regard, Mr. Yeates reported that SPH is recommending that the District adopt the applicable United States Department of Labor ("DOL") wage rate scales for Harris and Montgomery Counties, as permitted under Section 2258.022 of the Government Code. Following discussion, Director Sutton moved that the applicable DOL wage rate scales for Harris and Montgomery Counties be adopted as the District's prevailing wage rate scale for construction projects, and that the Wage Rate Resolution, attached hereto as **Exhibit C**, be adopted by the Board. The motion was seconded by Director Hannon and carried by unanimous vote.

## **TAX ASSESSOR/COLLECTOR REPORT**

The Board reviewed a written report prepared by Ms. Tammy McRae, the District's Tax Assessor/Collector, concerning the accounting for and disbursement of tax collections for the month of January, 2024. During such review, it was noted that after adjustments, 89.32% of the District's 2023 taxes have been collected as of January 31, 2024. A copy of such report is attached hereto as **Exhibit D**.

## **APPROVAL OF AUDIT FOR FISCAL YEAR ENDED SEPTEMBER 30, 2023**

Mr. Knox presented for the Board's review and approval, a draft audit report prepared by Knox Cox for the fiscal year ended September 30, 2023, and requested the Board's execution of a representation letter in connection with the same. Copies of the draft audit report and representation letter are attached hereto as **Exhibit E**. Following review and discussion, Director Keough moved that the audit report for the District's fiscal year ended September 30, 2023, be approved, as presented, and the Chairman be authorized to execute the representation letter on behalf of the Board and the District. The motion was seconded by Director Staley and carried by unanimous vote.

## **CONTINUING DISCLOSURE REPORT**

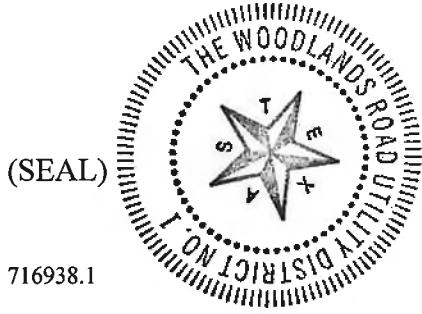
Mr. Yeates presented to and reviewed with the Board the District's Annual Report on Financial Information and Operating Data Pursuant to S.E.C. Rule 15C2-12 (the "Continuing Disclosure Report") relative to the District's outstanding bonds, a copy of which is attached hereto as **Exhibit F**. In connection therewith, Mr. Yeates advised the Board that the Continuing Disclosure Report was filed by the District's continuing disclosure counsel, McCall, Parkhurst & Horton, L. L. P. ("MPH"), by the applicable deadline. No further action was required of the Board in connection with this matter.

## **CLOSED SESSION**

The Chairman announced that a closed session would not be necessary.

**ADJOURNMENT**

There being no further matters to come before the Board, Director Staley moved that the meeting be adjourned. The motion was seconded by Director Keough and carried by unanimous vote, and the meeting was adjourned.



  
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Secretary, Board of Directors

**THE WOODLANDS ROAD UTILITY DISTRICT NO. 1**

**LIST OF ATTACHMENTS TO MINUTES**

February 22, 2024

- Exhibit A** – Bookkeeper's Report
- Exhibit B** – Presentations on Intersection Project by LANDology, LLC
- Exhibit C** – Resolution Adopting Prevailing Wage Rate Scale for Construction Projects
- Exhibit D** – Tax Assessor/Collector's Report for January 2024
- Exhibit E** – Draft Audit Report and Representation Letter for the District's Fiscal Year Ended September 30, 2023
- Exhibit F** – Annual Report on Financial Information and Operating Data Pursuant to S.E.C. Rule 15C2-12

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