

THE WOODLANDS ROAD UTILITY DISTRICT NO. 1

Minutes of Special Meeting of Board of Directors
March 27, 2023

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 27th day of March, 2023, 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
Richard A. DeBone	Vice Chairman
Gil Staley	Secretary
Alexander Sutton	Assistant Secretary
Daniel T. Hannon	Assistant Secretary
Mark Keough	Director
Kyle Watson	Director

with all of said persons being present, with the exception of Director Hannon, thus constituting a quorum.

Also present were Miguel Medina of Municipal Accounts & Consulting, L.P. ("MA&C"); Dan Kolkhorst and Rhonda Trow of The Howard Hughes Corporation ("Howard Hughes"); Todd Stephens of The Woodlands Township; Jenny Taylor, representative of Market Street; Randy Schulze, 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. Mr. Randy Schulze introduced himself to the Board and advised that he is running for the position of director in the District's upcoming Directors Election scheduled for May 6, 2023. Mr. Schulze provided the Board with a statement of his qualifications for service on the Board of Directors, a copy of which is attached hereto as **Exhibit A**.

MINUTES OF MEETING

The Board reviewed the minutes of the meeting held on January 16, 2023. Following review and discussion, Director Sutton moved that such minutes be approved,

as presented. The motion was seconded by Director DeBone and carried by unanimous vote.

ENGINEER'S REPORT

The Board considered the Engineer's Report. In connection therewith, Mr. Kolkhorst presented to and reviewed with the Board a revised list of Potential Projects for Road Utility District Funding (the "Potential Projects List"), a copy of which is attached hereto as **Exhibit B**. Mr. Kolkhorst advised that the Potential Projects List was revised to incorporate the comments previously offered by the Board at its December 5, 2022, meeting. Following review and discussion, it was moved by Director Keough, seconded by Director DeBone and unanimously carried, that (i) LJA be authorized to prepare proposals and updated cost estimates for design of the three (3) projects identified under 'Tier A' of the Potential Projects List, and (ii) that consideration of the projects listed under 'Tier B' and 'Other Projects Considered' of the Potential Projects List be tabled.

DEVELOPER'S REPORT

The Board considered the Developer's Report. In connection therewith, Mr. Kolkhorst advised the Board that he had nothing further 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 a general update relative to the status of the proposed exclusion of 4.5210 acres from the boundaries of the District, and the simultaneous annexation of certain acreage into the boundaries of the District. In that regard, Mr. Yeates advised the Board that the District's engineer and developer are continuing to work to identify acreage for annexation into the boundaries of the District.

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 February, 2023. During such review, it was noted that after adjustments, 98.46% of the District's 2022 taxes have been collected as of February 28, 2023. A copy of such report is attached hereto as **Exhibit C**.

BOOKKEEPER'S REPORT

Mr. Medina presented to and reviewed with the Board a Bookkeeper's Report dated March 27, 2023, as prepared by MA&C, including a list of bills and charges to be paid by the District. Following review and discussion of the report presented, it was moved by Director DeBone, seconded by Director Keough and unanimously carried, that

the Bookkeeper's Report be approved and the checks identified therein be approved for payment, with the exception of check no. 3099, which was voided. A copy of the Bookkeeper's Report thus approved is attached hereto as **Exhibit D**.

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 E**. 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.

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 F**, be adopted by the Board. The motion was seconded by Director Watson and carried by unanimous vote.

ELECTION SERVICES AGREEMENT AND JOINT ELECTION AGREEMENT WITH MONTGOMERY COUNTY

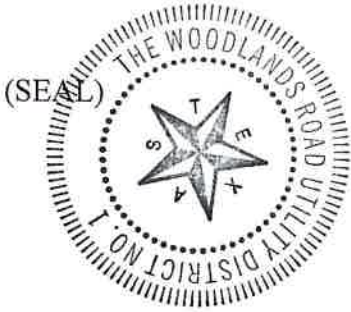
The Board next considered approval of an Election Services Agreement and a Joint Election Agreement in connection with the conduct by Montgomery County of the Directors Election to be held for the District on May 6, 2023. Following discussion, Director Sutton moved to approve the Election Services Agreement and Joint Election Agreement between the District and Montgomery County, and authorize the Chairman of the Board to execute same on behalf of the Board and the District. Director Keough seconded said motion, which carried unanimously.

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 DeBone moved that the meeting be adjourned. The motion was seconded by Director Staley and carried by unanimous vote, and the meeting was adjourned.




Secretary, Board of Directors

List of Attachments to
The Woodlands Road Utility District No. 1
Minutes of Special Board of Directors Meeting of March 27, 2023

- Exhibit A – Statement of Qualifications by Randy Schulze
- Exhibit B – Revised List of Potential Projects for Road Utility District Funding
- Exhibit C – Tax Assessor/Collector's Report for February 2023
- Exhibit D – Bookkeeper's Report
- Exhibit E – Annual Report on Financial Information and Operating Data Pursuant to S.E.C. Rule 15C2-12
- Exhibit F – Resolution Adopting Prevailing Wage Rate Scale for Construction Projects

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