

MINUTES
HARRIS COUNTY MUNICIPAL UTILITY DISTRICT NO. 500
(Master)

December 7, 2022

The Board of Directors (the "Board") of Harris County Municipal Utility District No. 500 (the "District") met in regular session, open to the public, on the 7th day of December, 2022, at the Lakehouse, 10000 Towne Lake Parkway, Cypress, Texas, outside the boundaries of the District but inside the boundaries of the Service Area, and the roll was called of the members of the Board:

Jeffrey D. Ottmann	President
Joanne E. Quintero	Vice President
Jeff P. Collins	Secretary
James Spackman	Assistant Secretary
Alan Steinberg	Asst. Vice President/ Asst. Secretary

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

Also present at the meeting were Jennifer Vossler of McCall Gibson Swedlund Barfoot PLLC; Michael Crahan of Caldwell Companies; Lynn Kurtz of Myrtle Cruz, Inc.; Loren Morales of RBC Capital Markets; Amanda Benzman of Environmental Development Partners, LLC ("EDP"); J.T. Gaden and Robert Atkinson of EHRA Engineering ("EHRA"); and Katie Carner, Allison Leatherwood, and Jennifer Ramirez of Allen Boone Humphries Robinson LLP ("ABHR").

PUBLIC COMMENTS

There were no comments from the public.

APPROVE MINUTES

The Board reviewed the minutes of the November 2, 2022, regular meeting. After review and discussion, Director Quintero moved to approve the minutes of the November 2, 2022, regular meeting, as presented. Director Spackman seconded the motion, which passed unanimously.

CONTRACT REVENUE BONDS (WATER, SEWER, AND DRAINAGE FACILITIES),
SERIES 2023

Mr. Morales reviewed a Pricing Book for the sale of the District's \$14,440,000 Contract Revenue Bonds (Water, Sewer, and Drainage Facilities), Series 2023 ("Series 2023 Bonds"), a copy of which is attached.

REVIEW BIDS AND AWARD SALE OF THE DISTRICT'S SERIES 2023 BONDS

The Board considered review of the bids and award of the sale of the Series 2023 Bonds. Mr. Morales read the bids that had been received:

- (1) SAMCO Capital Markets ("SAMCO"), with a net effective interest rate of 4.134303%;
- (2) Robert W. Baird & Co., Inc., with a net effective interest rate of 4.204752%;
- (3) UMB Bank, N.A., with a net effective interest rate of 4.210265%;
- (4) Huntington Securities, Inc., with a net effective interest rate of 4.226024%;
- (5) Raymond James & Associates, Inc., with a net effective interest rate of 4.251815%; and
- (6) HilltopSecurities, with a net effective interest rate of 4.318935%.

The Board next considered award of the sale of the Series 2023 Bonds. Mr. Morales stated that the low bid submitted by SAMCO, with a net effective interest rate of 4.134303%, had been reviewed and all numbers checked and confirmed. He recommended that the District accept the bid of SAMCO, as submitted. After review and discussion, Director Quintero moved to award the sale of the Series 2023 Bonds to SAMCO, with a net effective interest rate of 4.134303%, as recommended. Director Steinberg seconded the motion, which passed unanimously.

RESOLUTION AUTHORIZING THE ISSUANCE OF THE DISTRICT'S SERIES 2023 BONDS

The Board considered adopting a Resolution Authorizing the Issuance of the District's Series 2023 Bonds ("Resolution"). Ms. Carner reviewed the proposed Resolution with the Board and explained that the document sets forth the terms and provisions of issuance and delivery of the Series 2023 Bonds, the payment of principal and interest over the life of the Series 2023 Bonds, and certain District covenants regarding the Series 2023 Bonds. After review and discussion, Director Quintero moved to adopt the Resolution and direct that it be filed appropriately and retained in the District's official records. Director Steinberg seconded the motion, which passed unanimously.

PAYING AGENT/REGISTRAR AGREEMENT

The Board next considered execution of the Paying Agent/Registrar Agreement with The Bank of New York Mellon Trust Company, N.A. Ms.

Carner stated that the Paying Agent/Registrar Agreement sets forth the provisions by which the paying agent/registrar will handle registration, transfer, and payment of the District's Series 2023 Bonds. After discussion, Director Quintero moved to approve the Paying Agent/Registrar Agreement with The Bank of New York Mellon Trust Company, N.A. and direct that the agreement be filed appropriately and retained in the District's official records. Director Steinberg seconded the motion, which passed unanimously.

OFFICIAL STATEMENT

The Board next considered approving the Official Statement. Ms. Carner explained that the Preliminary Official Statement would be revised to reflect the terms of this sale, including the purchaser, interest rates and debt service requirements. After discussion, Director Quintero moved to approve the Official Statement and direct that it be filed appropriately and retained in the District's official records. Director Steinberg seconded the motion, which passed unanimously.

EXECUTION OF CERTIFICATE REGARDING PROVISION OF FINANCIAL ADVICE

Ms. Carner reviewed with the Board a Certificate Regarding Provision of Financial Advice (the "Certificate"). After review and discussion, Director Quintero moved to authorize execution of the Certificate and direct that it be filed appropriately and retained in the District's official records. Director Steinberg seconded the motion, which passed unanimously.

EXECUTION OF DOCUMENTS RELATED TO DISTRICT'S SERIES 2023 BONDS

Ms. Carner next explained that there will be various documents related to delivery of the Bonds requiring execution by the directors prior to closing. She requested that the Board authorize the President or Vice President and Secretary or Assistant Secretary to execute documents necessary in connection with the transaction and authorize the District's attorney and financial advisor to take all necessary action to deliver the Series 2023 Bonds to the purchaser. After discussion, Director Quintero moved to authorize execution of documents related to the sale and delivery of the Series 2023 Bonds and authorize the District's attorney and financial advisor to take all necessary action to deliver the Series 2023 Bonds. Director Steinberg seconded the motion, which passed unanimously.

APPROVE PAYMENT TO ATTORNEY GENERAL RELATING TO BOND ISSUE TRANSCRIPT REVIEW

The Board considered approving payment to the Attorney General relating to bond issue transcript review. After discussion, Director Quintero moved to approve payment to the Attorney General relating to the bond issue transcript review. Director Steinberg seconded the motion, which passed unanimously.

APPROVE SUPPLEMENTAL DEVELOPER REIMBURSEMENT REPORT FOR CONTRACT REVENUE BONDS (PARK FACILITIES), SERIES 2021 AND AUTHORIZE DISBURSEMENT OF FUNDS

Ms. Vossler reviewed a supplemental reimbursement report reflecting the amounts reimbursable by the District to CW SCOA West, L.P. for construction of the projects funded by the District's \$11,680,000 Contract Revenue Bonds (Park Facilities), Series 2021.

After discussion, Director Spackman moved to: (1) approve the developer reimbursement report and direct that the report be filed appropriately and retained in the District's official records; and (2) approve the disbursement of funds as provided in the developer reimbursement report. Director Collins seconded the motion, which passed unanimously.

FINANCIAL AND BOOKKEEPING MATTERS

Ms. Kurtz reviewed the bookkeeper's report, a copy of which is attached, and submitted the bills for the Board's review.

After review and discussion, Director Collins moved to approve the bookkeeper's report and the payments presented. Director Spackman seconded the motion, which passed unanimously.

OPERATION OF DISTRICT FACILITIES

Ms. Benzman presented the operator's report, a copy of which is attached. She reported on routine maintenance and repair items in the Service Area.

Ms. Benzman reviewed a proposed resident education plan regarding disposable wipes and rags. She stated that residents in the participating internal districts who complete the survey would get a \$10 credit on their next utility bill. She requested that the Board review the draft and provide any comments for discussion at the next meeting.

Ms. Benzman reported on odor control issues near wastewater treatment plant

no. 1. She stated that EDP is working with Vapex Environmental on a proposal for a possible odor control system.

Ms. Benzman updated the Board on the status of the repair of the guide rails on lift station no. 1 pump nos. 4 and 5. She reported that the Board previously approved the repair of the guide rails for the estimated cost of \$10,000.00, but after further investigation, the guide rails at pump no. 5 need a new foot piece. Ms. Benzman requested the Board approve the new repair estimate of \$16,000.00 in lieu of the previously approved estimate.

Ms. Benzman updated the Board on the status of the lift pump no. 1 at lift station no. 1, lift pump no. 3 at lift station no. 3, and lift pump no. 5 at lift station no. 1 repairs.

Ms. Benzman stated that EDP is working on proposals for security improvements to the District's facilities.

After review and discussion, Director Quintero moved to: (1) accept the operator's report; and (2) approve the repair of the guide rails on lift station no. 1 pump nos. 4 and 5 for the updated estimated cost of \$16,000.00, in lieu of the previously approved amount. Director Spackman seconded the motion, which passed unanimously.

Director Spackman left the meeting.

DISCUSS LAKE MANAGEMENT AND MAINTENANCE

WILDLIFE MANAGEMENT, INCLUDING REPORT FROM A ALL ANIMAL CONTROL ("AAAC")

The Board discussed the status of wildlife management in the District, including wildlife monitoring and trapping, and reviewed a report from AAAC for November, a copy of which is attached. Director Ottmann reported that the District's trapper has reported that certain wildlife have been observed traveling back and forth from the detention pond located in Harris County Municipal Utility District No. 172 ("HC 172"). The Board requested that ABHR reach out to HC 172 to request permission for AAAC to access HC 172 property for wildlife monitoring and trapping purposes.

EROSION, DREDGING, AND WATER QUALITY

Mr. Gaden reported on the next recent Erosion Control Committee meeting will be the following Wednesday and EHRA anticipates having the revised erosion repair plan ready for the Committee's review.

AMENDMENT TO LAKE RULES

The Board requested that this item be removed from the agenda, pending receipt of additional information from the Towne Lake Community Association.

RECEIVE ESTIMATES FROM PARTICIPANT DISTRICTS REGARDING MONTHLY WATER AND SEWER DEMANDS, NUMBER OF NEW CONNECTIONS, AND AMOUNT OF RESERVED CONNECTIONS FOR THE UPCOMING FISCAL YEAR

Mr. Gaden stated that EHRA is still finalizing the annual projection of water and sewer connections for each Participant district, for the fiscal year ending March 31, 2024.

Director Steinberg left the meeting.

ENGINEERING MATTERS

Mr. Gaden presented the engineer's report, a copy of which is attached, and reviewed it with the Board.

Mr. Gaden reviewed the preliminary cost summary for road bond issue no. 5, a copy of which is attached. The Board considered authorizing a notice to the Participant districts regarding the proposed road bond issue. After discussion, Director Collins moved to authorize a notice to the Participant districts regarding the proposed road bond issue. Director Quintero seconded the motion, which passed by a vote of 3-0 with Directors Spackman and Steinberg absent from the meeting.

Ms. Carner reported that ABHR has prepared the new form of Consent to Encroachment specifically to be used for cut-in boat slips which incorporates the recommended procedures developed in coordination with EHRA. She stated ABHR will send it to the Board President for final approval, as authorized at the last meeting.

GRADE SEPARATION AT UNION PACIFIC RAILROAD AND INTERSECTION IMPROVEMENTS AT HIGHWAY 290 ("UPRR/HIGHWAY 290 PROJECT")

Mr. Gaden updated the Board on the status of design of the UPRR/Highway 290 Project.

The Board reviewed a proposed Advance Funding Agreement Amendment No. 1 and a Surface Transportation Block Grant ("STBG") Advance Funding Agreement, each with the Texas Department of Transportation ("TxDOT"). The Board also reviewed a proposed Resolution Approving Advanced Funding Agreement for the STBG agreement. After review and discussion, Director Collins moved to: (1) approve the Advance Funding Agreement Amendment No. 1, subject to final review; (2) approve Surface Transportation Block Grant Advance Funding Agreement, subject to final review; (3) adopt the Resolution Approving Advanced Funding Agreement; and

(4) direct that the documents be filed appropriately and retained in the District's official records. Director Quintero seconded the motion, which passed by a vote of 3-0 with Directors Spackman and Steinberg absent from the meeting.

REPORT ON STORMWATER FACILITIES MAINTENANCE AND REPAIRS, AND APPROVE SUBMERGED STORM SEWER AGREEMENTS AND MAINTENANCE AGREEMENTS

Mr. Gaden stated that the Storm Water Solutions, LLC report will be provided to the Board.

APPROVE PLANS AND SPECIFICATIONS AND AUTHORIZE ADVERTISEMENT FOR BIDS FOR THE MOUND ROAD EAST UTILITY EXTENSION PROJECT

Mr. Gaden updated the Board on the design of the Mound Road East Utility Extension project.

WASTEWATER TREATMENT PLANT NO. 1 EXPANSION, PHASE 4

Mr. Gaden updated the Board on the status of design of the wastewater treatment plant no. 1 expansion, phase 4 project.

BARKER CYPRESS LEFT TURN LANE

Mr. Gaden requested the Board approve the plans and specifications and authorize advertisement for bids for the Barker Cypress left turn lane project.

After review and discussion, Director Collins moved to approve the plans and specifications and authorize advertisement for bids for the Barker Cypress left turn lane project. Director Quintero seconded the motion, which passed by a vote of 3-0 with Directors Spackman and Steinberg absent from the meeting.

APPROVE PAY ESTIMATES AND CHANGE ORDERS FOR CONSTRUCTION OF WASTEWATER TREATMENT PLANT NO. 2

Mr. Gaden updated the Board on the status of construction of wastewater treatment plant no. 2. He had no action items from C4 Partners.

APPROVE PAY ESTIMATES AND CHANGE ORDERS FOR EMERGENCY WATER INTERCONNECT

Mr. Gaden updated the Board on the status of construction of the emergency water interconnect with Harris County Municipal Utility District No. 196. He had no action items from P&Z Logistics, Inc.

APPROVE PAY ESTIMATES AND CHANGE ORDERS FOR TOWNE LAKE SECTION 60 TEMPORARY ACCESS ROAD

Mr. Gaden updated the Board on the Towne Lake Section 60 temporary construction access road. He stated that he had no pay estimates from SWS for the Board's approval.

APPROVE PAY ESTIMATES AND CHANGE ORDERS FOR WATER WELL NO. 1 AND WATER PLANT NO. 1 HYDROPNEUMATIC TANK ADDITION

Mr. Gaden updated the Board on the status of construction of water well no. 1 and the additional hydropneumatic tank. He reviewed and recommended approval of Pay Estimate No. 7 in the amount of \$40,836.60, submitted by HCG.

After review and discussion, Director Collins moved to approve Pay Estimate No. 7 in the amount of \$40,836.60 to HCG. Director Quintero seconded the motion, which passed by a vote of 3-0 with Directors Spackman and Steinberg absent from the meeting.

APPROVE CAPACITY RESERVATIONS AND UTILITY COMMITMENT LETTERS

Mr. Gaden reported that Harris County Municipal Utility District No. 503 ("HC 503") has requested 375 equivalent single-family connections for water and sewer capacity for Towne Lake, Sections 64, 65, and 66.

Mr. Gaden reported that the District has sufficient water capacity, but the District will need to pump and haul from the sanitary sewer system until wastewater treatment plant no. 2 comes online. He estimated that the maximum cost for the required pumping and hauling would be approximately \$95,000.00. The Board discussed the construction schedule for the wastewater treatment plant no. 2.

Following review and discussion, and based upon the engineer's recommendation, Director Collins moved to approve the capacity request from HC 503. Director Quintero seconded the motion, which passed by a vote of 3-0 with Directors Spackman and Steinberg absent from the meeting.

DISCUSS POTENTIAL RECLAIMED WATER FACILITIES AT HORSEPEN CREEK WASTEWATER TREATMENT PLANT

Mr. Gaden stated that EHRA is still working on options for potential reclaimed water facilities at the Horsepen Creek wastewater treatment plant.

CONVEYANCE OF EASEMENTS/DEEDS; ABANDONMENT OF EASEMENT;
CONSENTS TO ENCROACHMENT

There was no discussion on this agenda item.

UPDATE ON PREPARATION OF WATER, SEWER, AND DRAINAGE BOND
APPLICATION NO. 13 AND PREPARATION OF ROAD BOND ISSUE NO. 5

Ms. Carner updated the Board on the status of the preparation of water, sewer, and drainage bond application no. 13 and the preparation of road bond issue no. 5.

WEST HARRIS COUNTY REGIONAL WATER AUTHORITY MATTERS

There was no discussion on this agenda item

LANDSCAPE ARCHITECT'S REPORT

The Board reviewed the landscape architect's report prepared by KGA DeForest Design, LLC, a copy of which is attached.

REPORT REGARDING DEVELOPMENT IN THE DISTRICT

There was no discussion on this agenda item.

REPORTS FROM DISTRICT CONSULTANTS REGARDING DISTRICT
CORRESPONDENCE AND PROVISION OF RECORDS

There was no discussion on this agenda item.

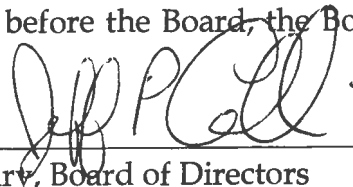
REVIEW AND REVISE ACTION LIST

The Board reviewed the action list and noted items to be included and removed from the list.

CONVENE IN EXECUTIVE SESSION TO CONSULT WITH ATTORNEY, PURSUANT
TO SECTION 551.071, TEXAS GOVERNMENT CODE

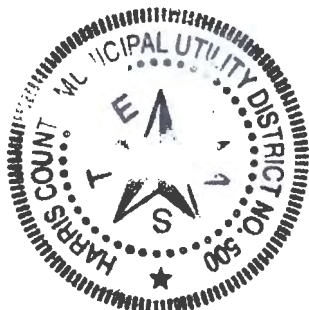
The Board did not convene in Executive Session.

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


Secretary, Board of Directors

(SEAL)

1071135



LIST OF ATTACHMENTS TO MINUTES

	Minutes
	<u>Page</u>
Pricing Book.....	1
Bookkeeper's report.....	4
Operator's report.....	4
Report from A All Animal Control	5
Engineer's report.....	6
Preliminary cost summary for road bond issue no. 5.....	6
Landscape architect's report.....	9