Legacy Water Supply Corporation
Special Meeting
MINUTES
May 28, 2026 at
9:00 a.m. CST
1826 North Loop 1604 West, Ste. 125
San Antonio, Texas 78248

1. **Call to Order and Roll Call**:
    a. Johnathan Earl called the meeting to order at 9:05 a.m. CST.
    b. Directors Present: Kathleen "Kandy" Walker, Melissa Johnson; Kyle Koonce; Raul Leal and Chris Arthur attended virtually.
    c. Others Present: Johnathan L. Earl and David L. Earl with Earl & Associates, P.C., General Counsel for the Corporation; Jordan Wise, Developer's Representative; James P. Walker Jr.; Tom Sage and Justin Hicks with Hunton Andrews Kurth LLP, Bond Counsel for the Corporation.
2. **Determine Quorum**: A quorum was present.
3. **Public Comments**: There were no public comments.
4. **Public Hearing(s)**: None.
5. **Consent:** The following item(s) may be acted upon in a single motion. No separate discussion or action on any of these item(s) will be held unless pulled at the request of a member of the Board:
    a. Minutes of the Board of Directors for the Corporation Meeting held on May 20, 2026;
        i. *Kathleen "Kandy" Walker made a motion to approve the May 20, 2026, Legacy Water Supply Corporation Meeting Minutes. Kyle Koonce seconded the motion. The motion was unanimously approved and carried.*
6. **Action/Discussion Items:**
    a. Consider and take possible action approving execution of a Proposal from NewGen Strategies & Solutions, LLC, to conduct a formal rate study for wholesale water service to potential new customers, the City of Laredo, Texas ("City") and/or Webb County, Texas ("County");
        i. *General Counsel provided an update on the proposal from NewGen to*

complete the rate study and provided that the proposal was not yet ready for consideration. No action was taken by the Board.

b. Receive status updates on construction schedule and permitting activities related to the Corporation's Interim Water Treatment and Permanent Water Supply Project from Developer's Representative;

   i. *Board Secretary, Melissa Johnson, provided updates on Agenda Item 5(a) and discussed timelines and development progress of the Corporation's Interim Water Treatment and Permanent Water Supply Project. No action was taken by the Board.*

c. Receive status updates on pursuit of state and federal grants and other funding for Regional Wholesale Water Project from General Counsel, Gene Lindgren, and Bond Counsel;

   i. *General Counsel, Gene Lindgren, and Bond Counsel provided updates on Agenda Item 5(b) and discussed current funding pursuits. No action was taken by the Board.*

d. Receive status update on the activities of Area Groundwater Utility Agency (AGUA) in related to the coordinated effort and response by the City, County, District, and the Corporation to the actions of Wintergarden GCD, GMA 13, Region M Planning Group, and the Texas Water Development Board;

   i. *General Counsel for the Corporation provided background on Agenda Item 5(d) and discussed current legal action being taken through the Area Groundwater Utility Agency ("AGUA"). No action was taken by the Board.*

e. Receive status update on contract negotiations with the City of Laredo, Texas, and Webb County, Texas, and the Corporation pertaining to the Multi-Party Agreement and the Wholesale Water Purchase Agreement(s);

   i. *General Counsel for the Corporation provided background on Agenda Item 5(e) and discussed current negotiation efforts with the City of Laredo, Texas and Webb County, Texas. No action was taken by the Board.*

f. Consider and take possible action on Wholesale Water Purchase Agreement between Corporation and the City of Laredo, Texas;

   i. *General Counsel for the Corporation discussed current negotiation efforts on Wholesale Water Purchase Agreements and recommended tabling Agenda Item(s) 5(f) – 5(k). Melissa Johnson made a motion to table Agenda Item(s) 5(f) – 5(k). Kyle Koonce seconded the motion. The* *motion was unanimously approved and carried.*

g. Consider and take possible action on Wholesale Water Purchase Agreement between Corporation and Webb County, Texas;

    i. *Melissa Johnson made a motion to table Agenda Item(s) 5(f) – 5(k). Kyle Koonce seconded the motion. The motion was unanimously approved and carried.*

h. Consider and take possible action on Wholesale Water Purchase Agreement between Corporation and the Legacy Municipal Management District;

    i. *Melissa Johnson made a motion to table Agenda Item(s) 5(f) – 5(k). Kyle Koonce seconded the motion. The motion was unanimously approved and carried.*

i. Consider and take possible action approving and authorizing execution of a Multi-Party Agreement between the Corporation and the Legacy Municipal Management District, Webb County, Texas, and the City of Laredo, Texas, Relating to the Corporation's Wholesale Water Supply Project;

    i. *Melissa Johnson made a motion to table Agenda Item(s) 5(f) – 5(k). Kyle Koonce seconded the motion. The motion was unanimously approved and carried.*

j. Consider and take possible action on Regional economic Development Infrastructure Cooperation Agreement (REIDICA) between Corporation, City of Laredo, Texas, Webb County, Texas, and the Legacy Municipal Management District;

    i. *Melissa Johnson made a motion to table Agenda Item(s) 5(f) – 5(k). Kyle Koonce seconded the motion. The motion was unanimously approved and carried.*

k. Consider and take possible action approving and authorizing execution of a *Wholesale Water Supply and Services Agreement* between the Corporation and the Legacy Municipal Management District;

    i. *Melissa Johnson made a motion to table Agenda Item(s) 5(f) – 5(k). Kyle Koonce seconded the motion. The motion was unanimously approved and carried.*

l. Consider and take possible action ratifying the votes made by General Counsel as the Corporation's representative on the Area Groundwater Utility Agency (AGUA), related to approving the following contracts in furtherance of AGUA's joint effort concerning Wintergarden GCD, GMA-13, Region M Planning Group, and the Texas Water Development Board: (i) hiring Earl & Associates, P.C., for the rendition of general legal services to AGUA; (ii) hiring Hance Scarborough, LLP, for the rendition of specialized legal services to AGUA; and (iii) hiring PMDG Marketing Communications, Inc., for the rendition of public relations services;

i. *General Counsel for the Corporation provided background on Agenda Item 5(l) and discussed actions and votes taken through AGUA on behalf of the Corporation. Melissa Johnson made a motion to ratify the votes made by General Counsel as the Corporation's representative on the Area Groundwater Utility Agency (AGUA), related to approving the following contracts in furtherance of AGUA's joint effort concerning Wintergarden GCD, GMA-13, Region M Planning Group, and the Texas Water Development Board: (i) hiring Earl & Associates, P.C., for the rendition of general legal services to AGUA; (ii) hiring Hance Scarborough, LLP, for the rendition of specialized legal services to AGUA; and (iii) hiring PMDG Marketing Communications, Inc., for the rendition of public relations services. Chris Arthur seconded the motion. The motion was unanimously approved and carried.*

m. Consider and take possible action regarding tentative meeting dates for the Corporation;

i. *Melissa Johnson made a motion to propose a future Special Board meeting on June 5, 2026, at 11:00 a.m. CST, at 1826 North Loop 1604 West, Suite 125, San Antonio, Texas 78248. Kathleen "Kandy" Walker seconded the motion. The motion was unanimously approved and carried.*

n. New Business/Future Agenda Items; and

i. *The Board discussed items to be considered at a future Board meeting. No action was taken by the Board on this item.*

7. **Executive Session:** No action shall be taken in Executive Session. A closed Executive Session may be held if the discussion of any of the above agenda items concerns any one of the following:
   a. Seeking the advice of General Counsel concerning pending or contemplated litigation, settlement offers, or any matter in which the duty of General Counsel to the Board of Directors of the Corporation under the Texas Disciplinary Rules of Professional Conduct of the State Bar of Texas clearly conflicts with the Texas Open Meetings Act (TEX. GOV'T CODE § 551.071);
   i. *Discussion regarding contractual obligations under Master Services Agreement with Spheros Environmental Parent Group, Inc., and the Corporation*
   ii. *Discussion regarding additional water resources in connection with Regional Water Project*

iii. Potential Acquisition of Water Rights, Water Supply, and Regional Water Project and Funding Efforts

b. Deliberating the purchase, exchange, lease, or value of real property if deliberation in an open meeting would have a detrimental effect on the position of the Corporation in negotiations with a third person (TEX. GOV'T CODE § 551.072);
c. Deliberating a negotiated contract for a prospective gift or donation to the Corporation if the deliberation in an open meeting would have a detrimental effect on the position of the Corporation in negotiations with a third person (TEX. GOV'T CODE § 551.073);
d. Deliberating the appointment, employment, evaluation, reassignment, duties, discipline, or dismissal of a public officer or employee; or to hear a complaint or charge against an employee or officer unless the officer or employee who is the subject of the deliberation or hearing requests a public hearing (TEX. GOV'T CODE § 551.074); or
e. Deliberating economic development negotiations or the offer of a financial or other incentive to a business prospect (TEX. GOV'T CODE § 551.087);
f. Reconvene in Open Session to consider and take possible action on any item discussed in Executive Session.

   i. The Board convened into Executive Session at 9:51 a.m. CST.
   ii. The Board met in Executive Session with General Counsel on matters permitted by Chapter 551 of the Texas Government Code; no decisions were made and no action was taken by the Board during Executive Session.

8. **Reconvene in Open Session**

   i. The Board re-convened into regular session at 10:34 a.m. CST. No decisions were made and no action was taken by the Board during Executive Session.

9. **Adjourn.**

   i. Kathleen "Kandy" Walker made a motion to adjourn the meeting. Melissa Johnson seconded the motion. The motion was unanimously approved and carried, and the meeting was adjourned at 10:35 a.m. CST.

[Signature and Corporate Seal Located on Following Page]

Approved on this the 9th day of July, 2026.

(SEAL)

Secretary, Board of Directors