**<u>Legacy Water Supply Corporation</u>**
**Board of Directors' Meeting**
**MINUTES**
**March 14, 2024**
**at 1:00 p.m. CST**
**1826 North Loop 1604 West, Suite 260,**
**San Antonio, TX 78248**

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1. Call to Order and Roll Call:
   a. David Earl called the meeting to order at 1:05 p.m.
   b. Directors Present: Kathleen "Kandy" Walker and David Earl; Melissa Johnson was appointed to the Board of Directors during the meeting
   c. Others Present: Megan Earl, Richard "Dick" McNary, and Thomas Wendorf

2. Proof of Quorum: A quorum was present.

3. David Earl opened the meeting up for public comment:
   a. Members of the Public to be Heard: None.

4. <u>Consent Items:</u>
   a. None.

5. <u>Action/Discussion Items</u>
   a. Consider and take action on Resolution relating to Election Procedures and Election Dates for Board of Directors;
      i. *After discussion, David Earl made a motion to nominate Melissa Johnson to serve as a replacement Director following the passing of Director James Patrick "Rick" Walker. Kathleen "Kandy" Walker seconded the motion. The motion was unanimously approved and carried*
      ii. *David Earl then made a motion to hold the formal annual meeting of the Water Supply Corporation membership and Board of Directors with at least the stated purpose of electing the slate of five (5) Directors on April 25, 2024, at 11 a.m., at the Webb Road location of the address of the Water Supply Corporation. Kathleen "Kandy" Walker seconded the motion. The motion was unanimously approved and carried.*

b. Consider and take possible action on Resolution requesting South Texas Agency for Resources (STAR) seek solicitations for bids, qualifications, proposals, and/or information, as may be applicable, on behalf of Corporation, in conjunction with Legacy Municipal Management District, related to the following:

   *i.* Reverse Osmosis Residual Hauling and Disposal;
   *ii.* Wastewater Hauling and Disposal;
   *iii.* Provisions and Hauling of Potable Water;
   *iv.* Water Distribution and Sewer Collection System Operator;
   *v.* Emergency Temporary Power Provision (Portable Power Trailer or Service);
   *vi.* Trash Disposal, Portacans, and Wash Station Support Services;
   *vii.* Groundwater Leases;
   *viii.* Large Diameter Pipeline Contractor;
   *ix.* Construction Contractor for Roads, Drainage, and Underground Utilities;
   *x.* Security Services; and
   *xi.* Signage Replacement.

   *i. After discussion, Melissa Johnson made a motion to approve the Resolution requesting South Texas Agency for Resources (S.T.A.R.) seek solicitations for bids, qualifications, proposals, and/or information on behalf of the Corporation, with a caveat that bids for items (i) – (xi) only be let on an "as needed" basis.. Kathleen "Kandy" Walker seconded the motion. The motion was unanimously passed and carried.*

c. Consider and take possible action on Resolution by the Board of Directors of the Legacy Water Supply Corporation requesting financial participation from the Texas Water Development Board; authorizing the filing of an application for financial participation; and making certain findings in connection therewith;

   *i. After discussion, David Earl made a motion to approve the Resolution requesting financial participation from the Texas Water Development Board; authorizing the filing of an application for financial participation; and making certain findings in connection therewith. Melissa Johnson seconded the motion. The motion was unanimously passed and carried.*
   *ii. David Earl made a motion to approve a series of three (3) Resolutions authorizing the application for filing for funding for the Texas Water Development Board and appointing certain representatives on behalf of the Water Supply Corporation to apply for and seek that funding. The three (3)*

*funds that are being applied to are the (1) Drinking Water State Revolving Fund; (2) The Clean Water State Revolving Fund; and (3) The Texas Water Development Fund or the "D Fund." The individuals who are authorized to take action on behalf of the Board under this motion are David Earl as signatory on behalf of the Board on the applications; Victor Quorga as the financial advisor for the Board; Engineer of Record for the Board, Thomas Wendorf; and Rudy Segura as Bond Counsel for the Board. Kathleen "Kandy" Walker seconded the motion. The motion was unanimously approved and carried.*

iii. *Melissa Johnson made motion to authorize David Earl to sign the application affidavits on behalf of the Board in connection with the filing of the aforementioned application(s) under Agenda Item 5(c). Kathleen "Kandy" Walker seconded the motion. The motion was unanimously approved and carried.*

iv. *David Earl and Melissa Johnson made a motion to clarify that the Board has made the same authorizations on the same documents and applications for all three (3) separate applications for the three (3) separate funds for the Texas Water Development Board. Kathleen "Kandy" Walker seconded the motion. The motion was unanimously approved and carried.*

d. Consider and take possible action on applications for membership to Associate Member Class by Wendorf, Beward & Partners LLC;

i. *After discussion, David Earl and Melissa Johnson made a motion to accept and approve Wendorf, Beward & Partners LLC's, membership application to the Associate Member Class, provided compliance with all membership bylaws is maintained. Kathleen "Kandy" Walker seconded the motion. The motion was unanimously passed and carried.*

e. Consider and take possible action Authorizing and Approving Negotiation and Execution of Ground Lease Agreements between Corporation and Simeon Escondido, LLC, or SE Legacy Development, LLC, for Interim Potable Water Treatment Site(s);

i. *After discussion, Kathleen "Kandy" Walker made a motion to Authorize and Approve General Counsel for the Corporation to Negotiate and Execute Ground Lease Agreement(s) between the Corporation and Simeon Escondido, LLC, or SE Legacy Development, LLC, for Interim Potable Water Treatment Site(s) only after Board Member, Melissa Johnson, has sufficient opportunity to review the lease provisions. Melissa*

*Johnson seconded the motion. The motion was unanimously passed and carried.*

f. Consider and take possible action Authorizing and Approving Negotiation and Execution of Ground Sublease Agreements with third party for Interim Potable Water Treatment Site(s); and

   i. *After discussion, Melissa Johnson made a motion to Authorize and Approve General Counsel for the Corporation to Negotiate Ground Sublease Agreement(s) with third-party(ies) for Interim Potable Water Treatment Site(s) and bring the results of sane back to the Board for consideration. Kathleen "Kandy" Walker seconded the motion. The motion was unanimously passed and carried.*

g. Discussion and possible action regarding scheduling of future meeting dates.

   i. *After discussion, David Earl made a motion to set the next Board of Directors Meeting for the Legacy Water Supply Corporation to be held on April 25, 2024, at 11:00 a.m., at the address of the Corporation off Webb Road in Laredo, Texas. This meeting will serve as both a regular Board meeting and the annual meeting of the Board of Directors. Melissa Johnson seconded the motion. The motion was unanimously approved and carried.*

6. **Reports:**

a. Receive Engineer's Report.

   i. *Thomas Wendorf provided the Engineer's Report to the Board.*

7. **Executive Session**:

a. Pursuant to Sections 551.071, 551.072, and 551.074, Texas Government Code, as may be necessary, to consult with attorney; deliberate regarding real property; and personnel matters;

   i. *David Earl made a motion to adjourn the open meeting session at 1:58 p.m., in order for the Board to hold Executive Session Melissa Johnson seconded the motion. The motion unanimously approved and carried.*
   ii. *No decisions were made and no action was taken during Executive Session. Melissa Johnson made a motion to adjourn the executive session and resume the open meeting session at*

*2:35 p.m. Kathleen "Kandy" Walker seconded the motion. The motion was unanimously approved and carried.*

8. **Adjourn.**

   a. *Kathleen "Kandy" Walker made a motion to adjourn the meeting at 2:36 p.m. Melissa Johnson seconded the motion. The motion was unanimously passed and carried.*

APPROVED
(SEAL)

Secretary, Board of Directors