Legacy Water Supply Corporation
Special Meeting
MINUTES
April 24, 2025 at
11:00 a.m. CST
1826 North Loop 1604 West, Suite 260,
San Antonio, TX 78248

1. Call to Order and Roll Call:

    a. Johnathan Earl called the meeting to order at 11:07 a.m. CST.

    b. Directors Present: Kathleen "Kandy" Walker and Melissa Johnson; Raul Leal attended the meeting virtually.

    c. Others Present: Richard "Dick" McNary, Project Control; Johnathan L. Earl & Jennifer E. O'Steen, General Counsel for Legacy Water Supply Corporation; and Richard Whiting with TSG Water Resources – Texas, LLC

2. Determine Quorum: A quorum was present.

3. Public Comments: There were no public comments.

4. Public Hearing(s): None.

5. Consent: The following items 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. Consider approval of the Minutes of the following Legacy Water Supply Corporation Meeting:

        i. April 17, 2025;

            1. *Melissa Johnson made a motion to approve the April 17, 2025, Meeting Minutes of the Legacy Water Supply Corporation. Kathleen "Kandy" Walker seconded the motion. The motion was unanimously approved and carried.*

6. Action/Discussion Items:

    a. Consider and take possible action on Exhibit(s) in connection with the Wholesale Water Treatment Agreement between Legacy Water Supply Corporation and TSG Water Resources Texas, LLC;

i. *After discussion, Melissa Johnson made a motion to approve the 'Escrow Agreement' Exhibit to the Wholesale Water Treatment Agreement, subject to review and approval by Counsel for the Corporation, in connection with Agenda Item 6(a). Kathleen "Kandy" Walker seconded the motion. The motion was unanimously approved and carried.*

b. Consider and take possible action on Resolution Approving and Authorizing Execution of Ground Sublease Agreement between Legacy Water Supply Corporation and TSG Water Resources Texas, LLC;

   i. *After discussion, Melissa Johnson made a motion to approve Agenda Item 6(b). Raul Leal seconded the motion. The motion was unanimously approved and carried.*

c. Consider and take possible action on Resolution Approving and Authorizing Execution of Operation and Maintenance Agreement between Legacy Water Supply Corporation and TSG Water Resources Texas, LLC;

   i. *After discussion, Kathleen "Kandy" Walker made a motion to approve Agenda Item 6(c). Raul Leal seconded the motion. The motion was unanimously approved and carried.*

d. Consider and take possible action on items related to Wholesale Water Treatment Agreement between Legacy Water Supply Corporation and TSG Water Resources Texas, LLC, and such other matters incidental thereto;

   i. *After brief discussion, no action was taken on Agenda Item 6(d).*

e. Consider and take possible action on Resolution Approving and Authorizing Execution of Wholesale Water Rate Study Proposal submitted by NewGen Strategies & Solutions;

   i. *After discussion, Kathleen "Kandy" Walker made a motion to approve Agenda Item 6(e). Raul Leal seconded the motion. The motion was unanimously approved and carried.*

f. Consider and take possible action regarding future meeting dates.

   i. *After discussion, Melissa Johnson made a motion propose a future Special Board meeting on May 14, 2025, at 12:30 p.m. CST, at 1826 North Loop 1604 West, Suite 260, San Antonio, Texas 78248. Kathleen "Kandy" Walker seconded the motion. The motion was unanimously approved and carried.*

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 Legacy Water Supply 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);
   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 Legacy Water Supply 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 Legacy Water Supply 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);

   i. The Board did not hold Executive Session - no decisions were made and no action was taken.

8. Adjourn.

   a. *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 11:39 a.m. CST.*

(SEAL)

Melissa Johnson

Secretary, Board of Directors