Legacy Water Supply Corporation
Board Meeting
MINUTES
April 2, 2025 at
10:00 a.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. Johnathan Earl called the meeting to order at 10:18 a.m. CST.

   b. Directors Present: Kathleen "Kandy" Walker and Melissa Johnson; Raul Leal joined virtually at 10:33 a.m. CST.

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

2. Determine Quorum: A quorum was present.

3. Public Comments: There were no public comments.

Melissa Johnson made a motion to amend Agenda Item(s) 5(a)(ii), (iii), and (iv), due to a scrivener's error in listing the meeting dates. The motion amended Agenda Item 5(a)(ii) to reflect a corrected date of November 14, 2023; amended Agenda Item 5(a)(iii) to reflect a corrected date of December 14, 2023; and amended Agenda Item 5(a)(iv) to reflect a corrected date of December 18, 2024. Kathleen "Kandy" Walker seconded the motion. The motion was unanimously approved and carried.

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 items 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 4, 2023;
      ii. November 11, 2023;
      iii. December 13, 2023;
      iv. March 14, 2024;
      v. June 12, 2024;
      vi. December 28, 2024;

vii. January 22, 2025;
viii. February 12, 2025; and
ix. February 27, 2025.

1. *Kathleen "Kandy" Walker made a motion to approve all Meeting Minutes of the Legacy Water Supply Corporation, as amended by earlier action of the Board, reflected in Agenda Item(s) 5(a)(i)-(ix). Melissa Johnson seconded the motion. The motion was unanimously approved and carried.*

6. Action/Discussion Items:

   a. Consider and take possible action on Exhibits A – JJ for use in connection with the Wholesale Water Treatment Agreement between Legacy Water Supply Corporation and TSG Water Resources - Texas, LLC;

      i. *Attorney for Legacy Water Supply Corporation, Jennifer E. O'Steen, held discussions and answered questions for the Board regarding Agenda Item 6(a), Exhibits A – JJ for use in connection with the Wholesale Water Treatment Agreement between Legacy Water Supply Corporation and TSG Water Resources – Texas, LLC.*

      ii. *After discussion, Melissa Johnson made a motion to approve Exhibit A in connection with Agenda Item 6(a). Kathleen "Kandy" Walker seconded the motion. The motion was unanimously approved and carried.*

      iii. *After discussion, Melissa Johnson made a motion to approve Exhibit B in connection with Agenda Item 6(a). Kathleen "Kandy" Walker seconded the motion. The motion was unanimously approved and carried.*

      iv. *After discussion, Kathleen "Kandy" Walker made a motion to approve Exhibit C as to form only, subject to final review, in connection with Agenda Item 6(a). Melissa Johnson seconded the motion. The motion was unanimously approved and carried.*

      v. *After discussion, Melissa Johnson made a motion to approve Exhibit D in connection with Agenda Item 6(a). Kathleen "Kandy" Walker seconded the motion. The motion was unanimously approved and carried.*

      vi. *After discussion, Kathleen "Kandy" Walker made a motion to approve Exhibit E in connection with Agenda Item 6(a). Melissa Johnson seconded the motion. The motion was unanimously approved and carried.*

      vii. *After discussion, Melissa Johnson made a motion to approve Exhibit F in connection with Agenda Item 6(a). Kathleen "Kandy" Walker seconded the motion. The motion was unanimously approved and carried.*

      viii. *After discussion, Kathleen "Kandy" Walker made a motion to approve*

Exhibit G in connection with Agenda Item 6(a). Melissa Johnson seconded the motion. The motion was unanimously approved and carried.

ix. *After discussion, Melissa Johnson made a motion to approve Exhibit H in connection with Agenda Item 6(a). Kathleen "Kandy" Walker seconded the motion. The motion was unanimously approved and carried.*

Director, Raul Leal, joined the meeting at 10:33 a.m. CST.

x. *After discussion, Melissa Johnson made a motion to approve Exhibit I in connection with Agenda Item 6(a). Kathleen "Kandy" Walker seconded the motion. The motion was unanimously approved and carried.*

xi. *After discussion, Melissa Johnson made a motion to approve Exhibit J in connection with Agenda Item 6(a). Kathleen "Kandy" Walker seconded the motion. The motion was unanimously approved and carried.*

xii. *After discussion, Johnathan Earl recommended the Board table approval of Exhibit K in connection with Agenda Item 6(a) until the end of the meeting.*

xiii. *After discussion, Melissa Johnson made a motion to approve Exhibit L in connection with Agenda Item 6(a). Kathleen "Kandy" Walker seconded the motion. The motion was unanimously approved and carried.*

xiv. *After discussion, Melissa Johnson made a motion to approve Exhibit M in connection with Agenda Item 6(a). Raul Leal seconded the motion. The motion was unanimously approved and carried.*

xv. *After discussion, Melissa Johnson made a motion to table approval of Exhibit N in connection with Agenda Item 6(a) until the end of the meeting.*

xvi. *After discussion, Melissa Johnson made a motion to approve Exhibit O in connection with Agenda Item 6(a). Kathleen "Kandy" Walker seconded the motion. The motion was unanimously approved and carried.*

xvii. *After discussion, Kathleen "Kandy" Walker made a motion to approve Exhibit P as to form only, subject to final review, in connection with Agenda Item 6(a). Melissa Johnson seconded the motion. The motion was unanimously approved and carried.*

xviii. *After discussion, Melissa Johnson made a motion to approve Exhibit Q in connection with Agenda Item 6(a). Kathleen "Kandy" Walker seconded the motion. The motion was unanimously approved and carried.*

xix. *After discussion, Raul Leal made a motion to approve Exhibit R in connection with Agenda Item 6(a). Melissa Johnson seconded the motion. The motion was unanimously approved and carried.*

xx. *After discussion, Jennifer E. O'Steen recommended the Board table approval of Exhibit S in connection with Agenda Item 6(a) until the end of the meeting.*

xxi. *After discussion, Melissa Johnson made a motion to approve Exhibit T in connection with Agenda Item 6(a). Kathleen "Kandy" Walker seconded the motion. The motion was unanimously approved and carried.*

xxii. *After discussion, Melissa Johnson made a motion to approve Exhibit U in connection with Agenda Item 6(a). Kathleen "Kandy" Walker seconded the motion. The motion was unanimously approved and carried.*

xxiii. *After discussion, Melissa Johnson made a motion to approve Exhibit V in connection with Agenda Item 6(a). Kathleen "Kandy" Walker seconded the motion. The motion was unanimously approved and carried.*

xxiv. *After discussion, Kathleen "Kandy" Walker made a motion to approve Exhibit W in connection with Agenda Item 6(a). Raul Leal seconded the motion. The motion was unanimously approved and carried.*

xxv. *After discussion, Melissa Johnson made a motion to approve Exhibit X, as amended, in connection with Agenda Item 6(a). Kathleen "Kandy" Walker seconded the motion. The motion was unanimously approved and carried.*

xxvi. *After discussion, Melissa Johnson made a motion to approve Exhibit Y in connection with Agenda Item 6(a). Kathleen "Kandy" Walker seconded the motion. The motion was unanimously approved and carried.*

xxvii. *After discussion, Kathleen "Kandy" Walker made a motion to approve Exhibit Z in connection with Agenda Item 6(a). Raul Leal seconded the motion. The motion was unanimously approved and carried.*

xxviii. *After discussion, Melissa Johnson made a motion to approve Exhibit AA in connection with Agenda Item 6(a). Kathleen "Kandy" Walker seconded the motion. The motion was unanimously approved and carried.*

xxix. *After discussion, Melissa Johnson made a motion to approve Exhibit BB in connection with Agenda Item 6(a). Kathleen "Kandy" Walker seconded the motion. The motion was unanimously approved and carried.*

xxx. *After discussion, Raul Leal requested the Board table approval of Exhibit CC in connection with Agenda Item 6(a) until later in the meeting.*

xxxi. *After discussion, Melissa Johnson made a motion to approve Exhibit DD in connection with Agenda Item 6(a). Kathleen "Kandy" Walker seconded the motion. The motion was unanimously approved and carried.*

xxxii. *After discussion, Kathleen "Kandy" Walker made a motion to approve Exhibit EE in connection with Agenda Item 6(a). Melissa Johnson* *seconded the motion. The motion was unanimously approved and carried.*

xxxiii. *After discussion, Kathleen "Kandy" Walker made a motion to approve Exhibit FF in connection with Agenda Item 6(a). Raul Leal seconded the motion. The motion was unanimously approved and carried.*

xxxiv. *After discussion, Kathleen "Kandy" Walker made a motion to approve Exhibit GG, as amended, in connection with Agenda Item 6(a). Melissa Johnson seconded the motion. The motion was unanimously approved and carried.*

xxxv. *After discussion, Melissa Johnson made a motion to approve Exhibit HH in connection with Agenda Item 6(a). Kathleen "Kandy" Walker seconded the motion. The motion was unanimously approved and carried.*

xxxvi. *After discussion, Melissa Johnson made a motion to approve Exhibit(s) II and JJ in connection with Agenda Item 6(a). Kathleen "Kandy" Walker seconded the motion. The motion was unanimously approved and carried.*

Melissa Johnson made a motion that the Board recess at 11:30 a.m., and reconvene the Meeting on April 2, 2025, at 3:30 p.m. CST. Raul Leal seconded the motion. The motion was unanimously approved and carried.

Kathleen "Kandy" Walker made that the Board to reconvene the Open Meeting Session at 3:53 p.m., on April 2, 2025. CST. Melissa Johnson seconded the motion. The motion was unanimously approved and carried.

xxxvii. *After further discussion, Raul Leal requested that the Board table approval of Exhibit K in connection with Agenda Item 6(a) until after the Board has met in Executive Session.*

xxxviii. *After further discussion, Johnathan Earl suggested that the Board table approval of Exhibit N in connection with Agenda Item 6(a) until after the Board has met in Executive Session.*

xxxix. *After discussion, Melissa Johnson made a motion to approve Exhibit CC in connection with Agenda Item 6(a). Kathleen "Kandy" Walker seconded the motion. The motion was unanimously approved and carried.*

xl. *After further discussion, Kathleen "Kandy" Walker made a motion to table approval of Exhibit S in connection with Agenda Item 6(a) until a later meeting date. Raul Leal seconded the motion. The motion was unanimously approved and carried.*

xli. *Melissa Johnson made a motion to table approval of Exhibit(s) K and N in connection with Agenda Item 6(a) until a later meeting date. 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 Lease Agreement between Legacy Water Supply Corporation and Simeon Escondido, LLC;

i. *Kathleen "Kandy" Walker made a motion to authorize the Resolution Approving and Authorizing Execution of Ground Lease Agreement between Legacy Water Supply Corporation and Simeon Escondido, LLC, subject to General Counsel's answering any questions presented by the Vice President of the Board; following which, the President of the Board shall have authority to Execute the Ground Lease. 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 Ground Sublease Agreement between Legacy Water Supply Corporation and TSG Water Resources - Texas, LLC;

i. *Kathleen "Kandy" Walker made a motion to table approval of Agenda Item(s) 6(c) and (d) until a later meeting date. Melissa Johnson seconded the motion. The motion was unanimously approved and carried.*

d. 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;

e. 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. *Melissa Johnson made a motion to table approval of Agenda Item 6(e) until a later meeting date. Kathleen "Kandy" Walker seconded the motion. The motion was unanimously approved and carried.*

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

i. *Melissa Johnson made a motion to propose a future Board meeting on April 9, 2025, at 2:00 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:

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; and

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

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 4:39 p.m. CST.*

(SEAL)

Secretary, Board of Directors