Legacy Water Supply Corporation
Special Meeting
MINUTES
April 30, 2026 at
10:00 a.m. CST
1826 North Loop 1604 West, Ste. 260
San Antonio , TX 78248

1. **Call to Order and Roll Call**:
   a. Johnathan Earl called the meeting to order at 10:10 a.m. CST.
   b. Directors Present: Kathleen "Kandy" Walker, Melissa Johnson; Kyle Koonce; Chris Arthur and Raul Leal attended virtually.
   c. Others Present: Johnathan L. Earl, David L. Earl, Megan Earl and Robert Byrne James IV with Earl & Associates, P.C., General Counsel for the Corporation; Jordan Wise with Project Control; James P. Walker Jr.; 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 April 2, 2026;
      i. *Kathleen "Kandy" Walker made a motion to approve the April 2, 2026, Legacy Water Supply Corporation Meeting Minutes. Kyle Koonce seconded the motion. The motion was unanimously approved and carried.*
6. **Action/Discussion Items:**
   a. Receive status updates on construction schedule and permitting activities related to the Corporation's Interim Water Treatment and Permanent Water Supply Project from Project Control;
      i. *Jordan Wise with Project Control provided updates on Agenda Item 5(a). No further action was required by the Board.*

b. 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 and Bond Counsel provided updates on Agenda Item 5(b). No further action was required by the Board.*

c. Receive status update on operations under *Wholesale Water Treatment Agreement* for Interim Water Treatment Plant Site with TSG Water Resources Texas, LLC;

   i. *No representative from TSG Water Resources – Texas, LLC, was present at the meeting. No action was taken by the Board on this item.*

d. Receive status update on Corporation's efforts through Groundwater Management District ("GMA") 13 and report on Groundwater Availability Model ("GAM") simulation(s) and Desired Future Condition(s) ("DFC") by General Counsel for the Corporation and consider and take possible action in connection therewith;

   i. *General Counsel for the Corporation provided background and information on the GMA 13 meeting held on April 22, 2026. Melissa Johnson then made a motion to authorize General Counsel to take all administrative action required to promote the Corporation's interests in the GMA 13 State Water Planning Process; to make public comment on and request modification of the proposed GMA 13 DFC enacted by the GMA 13 Board on April 22, 2026; and to move forward with taking necessary action to protect the interests of the Corporation in cooperation with the City of Laredo, Texas, Webb County, Texas, and the Legacy Municipal Management District, through potential legal action provided that the Corporation is not a named party to such potential action; subject to final approval by the Board before such action is taken on behalf of the Corporation. Kathleen "Kandy" Walker seconded the motion. The motion was unanimously approved and carried.*

e. Receive updates and/or presentation of formal rate study for wholesale water being conducted by NewGen Strategies & Solutions;

   i. *Melissa Johnson made a motion to table Agenda Item 5(e) and 5(f) until a future meeting date. Kathleen "Kandy" Walker seconded the motion. The motion was unanimously approved and carried.*

f. Consider and take possible action on Resolution Adopting Formal Rate Study Report conducted by NewGen Strategies & Solutions and Adopting Wholesale Rates as provided therein; and such other related actions incidental thereto;

   i. *Melissa Johnson made a motion to table Agenda Item 5(e) and 5(f) until a future meeting date. Kathleen "Kandy" Walker seconded the motion. The* *motion was unanimously approved and carried.*

g. Consider and take possible action on approving and authorizing execution of a Ground Lease for the Regional Wastewater Treatment Plant Site with Catalina Real Estate Investments, LLC subject to review and approval as to form by General Counsel for the Corporation;

   i. *General Counsel provided background on Agenda Item 5(g). Kyle Koonce made a motion to approve and authorize execution of the Ground Lease for the Regional Wastewater Treatment Plant Site with Catalina Real Estate Investments, LLC, subject to review and approval as to form by General Counsel for the Corporation. Melissa Johnson seconded the motion. The motion was unanimously approved and carried.*

h. Consider and take possible action on Resolution Expressing the Intent of Legacy Water Supply Corporation to Pursue Financing of the Regional Wholesale Water Project, to Authorize its Project Team, and to enter into Certain Future Agreements in Connection Therewith;

   i. *Bond Counsel provided background on Agenda Item 5(h). Kathleen "Kandy" Walker made a motion to approve the Resolution Expressing the Intent of Legacy Water Supply Corporation to Pursue Financing of the Regional Wholesale Water Project, to Authorize its Project Team, and to enter into Certain Future Agreements in Connection Therewith, subject to any financial obligations of the Corporation being brought back for independent consideration and action by the Board at a future date before becoming effective. Kyle Koonce seconded the motion. The motion was unanimously approved and carried.*

i. Receive status update on contract negotiations with the City of Laredo, Texas, Webb County, Texas, and the Corporation pertaining to the Multi-Party Agreement and the Wholesale Water Purchase Agreement, and take possible action in connection therewith;

   i. *General Counsel provided background on Agenda Item 5(i). No action was taken by the Board on this item.*

j. 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 5(j) until a future meeting date. Kathleen "Kandy" Walker seconded the motion. The motion was unanimously approved and carried.*

k. Consider and take possible action regarding tentative meeting dates for the

Corporation;

i. Melissa Johnson proposed a future Special Board meeting on May 13, 2026, at 1:00 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.

l. New Business/Future Agenda Items; and

i. 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.
   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 11:17 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 11:24 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. Chris Arthur seconded the motion. The motion was unanimously approved and carried, and the meeting was adjourned at 11:25 a.m. CST.*

(SEAL)

Legacy Water Supply Corporation
Webb County, Texas

Secretary, Board of Directors