

**MINUTES OF THE MEETING
OF THE
BOARD OF DIRECTORS**

March 6, 2025

THE STATE OF TEXAS	§
	§
COUNTIES OF FORT BEND AND WALLER	§
	§
WILLOW POINT MUNICIPAL UTILITY	§
DISTRICT OF FORT BEND AND	§
WALLER COUNTIES	§

The Board of Directors (the “Board”) of Willow Point Municipal Utility District of Fort Bend and Waller Counties (the “District”), met in regular session, open to the public, on Thursday, March 6, 2025, at 11:30 a.m., at 1330 Post Oak Boulevard, Suite 2650, Houston, Texas, a designated meeting place outside the boundaries of the District, and via ZOOM audio/video conference. The roll was called of the members of the Board, to-wit:

Simon VanDyk	-	President
Paul Breaux	-	Vice President
David L. Salley	-	Secretary
Dave Hall	-	Assistant Secretary
Jim Moses	-	Assistant Secretary

All members of the Board were present, thus constituting a quorum.

Also participating in the meeting were Jim Grover of Ventana Development Katy, Ltd. (“Ventana”); Mary Ann Mihills of Municipal Accounts & Consulting, L.P. (“MAC”), bookkeeper for the District; Lyndsay Evans and Marshall Green of Quiddity Engineering, LLC (“Quiddity”), engineer for the District; Spencer Day of Masterson Advisors, LLC (“Masterson”), financial advisors for the District; Lita Lemus of Utility Tax Service, LLC, tax assessor and collector for the District; Ryan Mapes of SiEnvironmental (“SiEnviro”), operator for the District; Justin Waggoner and Jenna Craig of Touchstone District Services (“Touchstone”); Joseph Hopper of Storm Water Solutions (“SWS”); Josh Wailes of Mike Stone Associates; Andrew Faubion of Terry’s Landscape, LLC; Jeff Bain of Bain Family Living Trust

(“Bain”); Mitch Fralick and Susan Fralick; and Ryan E. LaRue, Elizabeth Harris, and Alyssa Stanford (Legal Assistant) of Sanford Kuhl Hagan Kugle Parker Kahn LLP (“SK Law”), attorneys for the District.

The meeting was called to order at 11:35 a.m. Copies of the notices of the meeting are attached hereto.

HEAR FROM PUBLIC

The Board noted that there were no members of the public who wished to address the Board.

PRESENTATION FROM TERRAFLOW ENERGY

The Board deferred this item until later in the meeting.

APPROVE MINUTES OF MEETINGS HELD FEBRUARY 6, AND FEBRUARY 25, 2025
TAX ASSESSOR/COLLECTOR’S REPORT
BOOKKEEPER’S REPORT
WATERLOGIC REPORT
REPORT FROM TOUCHSTONE DISTRICT SERVICES

Upon motion by Director Moses, seconded by Director Breaux, and after full discussion, the Board voted to:

- a. defer approval of the minutes of the meetings held February 6, and February 25, 2025;
- b. approve the Tax Assessor/Collector’s Report for the month of February, noting that approximately 97.14% of the 2024 taxes have been collected;
- c. approve the Bookkeeper’s Report, including payment of bills; and
- d. approve the report submitted by Touchstone;

Director VanDyk abstained from voting on payment of Check No. 3944 made payable to Touchstone.

Copies of the Bookkeeper’s Report, the Tax Assessor/Collector’s Report, and the report submitted by Touchstone are attached hereto.

HEAR REPORT FROM HOA

The Board noted that no report was submitted.

HEAR DEVELOPER'S REPORT

Mr. LaRue reviewed with the Board a Consent to Assignment of Agreements between the District and Ventana. Upon motion by Director Breaux, seconded by Director Moses, and after full discussion, the Board voted unanimously to approve the Consent to Assignment of Agreements.

HEAR ENGINEER'S REPORT

The Board recognized Ms. Evans, who reviewed with the Board the Engineer's Report, a copy of which is attached hereto. She updated the Board on the status of ongoing construction projects within the District as detailed in such Report.

Ms. Evans submitted to the Board Pay Estimate No. 5 from Pioneer Construction Services, LLC in the amount of \$152,730.00 for construction of Wastewater Treatment Expansion to 0.3 MGD.

Ms. Evans then discussed with the Board Bond Application No. 8 and requested that the Board authorize Quiddity to begin preparation of the same, including a scope memo to be submitted to the Board at its next regular meeting.

Upon motion by Director Salley, seconded by Director Hall, and after full discussion, the Board voted unanimously to (1) approve Pay Estimate No. 5 from Pioneer Construction Services, LLC in the amount of \$152,730.00 for construction of Wastewater Treatment Expansion to 0.3 MGD; (2) authorize Quiddity to prepare Bond Application No. 8; and (3) approve the Engineer's Report as submitted.

HEAR OPERATOR'S REPORT

The Board recognized Mr. Mapes, who reviewed with the Board the Operator's Report, a copy of which is attached hereto, as well as the list of "High Water Users". He also reviewed with the Board the delinquent list, a copy of which is attached hereto.

Upon motion by Director Moses, seconded by Director Breaux, and after full discussion, the Board voted unanimously to authorize termination of service to the customers listed on the delinquent list, as the customers were neither participating in the meeting nor presented any written statement on the matter. By the same motion, the Board voted unanimously to approve the Operator's Report as submitted.

HEAR REPORT FROM TERRY'S LANDSCAPE

The Board recognized Mr. Faubion, who submitted a report on landscape maintenance and improvements throughout the District, a copy of which is attached hereto.

Mr. Faubion submitted to and reviewed with the Board a proposal for (1) planting spring seasonal color in the amount of \$4,473.76, (2) installation of "Kiddie Cushion" mulch at the Trails of Katy play structure in the amount of \$6,770.96, and (3) restriping the parking lot striping at the Trails of Katy HOA and Anserra HOA clubhouses in the amount of \$1,153.10. Copies of such proposals are attached hereto.

Upon motion by Director VanDyk, seconded by Director Breaux, and after full discussion, the Board voted unanimously to approve the proposal for planting spring seasonal color in the amount of \$4,473.76. The Board deferred approval of the proposal for installation of mulch and the proposal for parking lot restriping.

HEAR REPORT FROM MIKE STONE ASSOCIATES

The Board recognized Mr. Wailes, who submitted to and reviewed with the Board a Park Maintenance Report, a copy of which is attached hereto.

The Board discussed signage within the District and requested that Mr. Wailes provide examples of signage for consideration at the next meeting.

Mr. Wailes submitted to the Board a proposal for replacement of a light pole hand hole cover and three (3) pole base covers in the amount of \$184.00.

Upon motion by Director VanDyk, seconded by Director Hall, and after full discussion, the Board voted unanimously to approve the proposal for replacement of a light pole hand hole cover and three (3) pole base covers in the amount of \$184.00.

HEAR REPORT FROM STORM WATER SOLUTIONS

The Board recognized Mr. Hopper, who reviewed with the Board a report and pictures regarding drainage and detention facilities, a copy of which is attached hereto.

Mr. Hopper submitted to and reviewed with the Board a proposal for Trails of Katy Phase 3 Erosion Repairs in the amount of \$41,605.00, a copy of which is attached hereto.

Upon motion by Director VanDyk, seconded by Director Salley, and after full discussion, the Board voted unanimously to approve the proposal for Trails of Katy Phase 3 Erosion Repairs in the amount of \$41,605.00.

Mr. LaRue advised SWS to document the condition of the immediately adjacent properties prior to beginning the erosion repairs.

HEAR REPORT FROM FINANCIAL ADVISOR

The Board noted that no action was required.

HEAR ATTORNEY'S REPORT

Adopt Resolution Concerning Tax Exemptions for 2025

The Board noted that no action was required.

Adopt Resolution Declaring Intent to Reimburse Expenditure with Proceeds of Unlimited Tax Bonds

The Board noted that no action was required.

Discuss annexation of property

The Board recognized Mr. Fralick, who stated that he owns a property adjacent to the property owned by NewQuest Properties ("NewQuest") and that he would potentially consider entering into an Annexation Letter Agreement with the District. Mr. Bain stated that he has discussed annexation with approximately 20 neighboring property-owners and that they would also consider entering into an Annexation Letter Agreement with the District, noting that the combined area is approximately 200-acres.

Mr. Grover stated that the land could be used for development of properties that the Board may not want developed within the District. Mr. LaRue advised the Board that the Annexation Letter Agreements can include land use stipulations. The Board requested a list of common land-use stipulations for review.

Mr. Bain informed the Board that he would like to hold the Annexation Letter Agreement until he has confirmation from more property owners that they will enter into such Agreement and confirmation of funding for the costs associated with the annexation process.

Mr. Grover suggested that the Board consider adding a time limit to the Annexation Letter Agreements. The Board requested a time limit be included in the Annexation Letter Agreements.

Adopt amended Rate Order

The Board deferred action on this item pending discussion with Ms. Evans and Mr. Mapes.

At this time, Director Hall, Mr. Grover, Ms. Mihills, Mr. Green, Mr. Day, Ms. Lemus, Mr. Mapes, Mr. Hopper, Mr. Wailes, Mr. Faubion, Mr. Bain Mr. Fralick, and Ms. Fralick left the meeting.

PRESENTATION FROM TERRAFLOW ENERGY

Director VanDyk stated that he and Director Moses met with representatives from TerraFlow Energy (“TerraFlow”) regarding use of land within the District by TerraFlow to construct and operate an energy storage facility. He further stated that the battery would be used to store energy during low demand and sell the energy at a higher price during high-demand periods, and that if the District invests money and provides land for the TerraFlow facility to be built, the District would receive approximately 20% of the profits. He noted that the battery could store power for use as a generator for the District’s facilities in the event of a power outage.

At this time, Director Moses left the meeting.

The Board discussed the location and construction of the TerraFlow facility, and deferred action on approval of a Letter of Intent with TerraFlow.

THERE being no further business to come before the Board, the meeting was adjourned.

[SIGNATURE PAGE FOLLOWS]

PASSED, APPROVED AND ADOPTED this 3rd day of April, 2025.



Assistant Secretary, Board of Directors

(SEAL)

