

HARRIS COUNTY MUNICIPAL UTILITY DISTRICT NO. 345

Minutes of Meeting of Board of Directors

August 18, 2025

The Board of Directors (the "Board") of Harris County Municipal Utility District No. 345 (the "District") met in regular session at the Board's designated meeting place at 1300 Post Oak Boulevard, Suite 2500, Houston, Harris County, Texas, on August 18, 2025, in accordance with the duly posted notice of meeting, and the roll was called of the duly constituted members of said Board of Directors, as follows:

Everett M. Dalton, President
Keith Wright, Vice President
Aaron Pichon, Secretary
David Vinzant, Assistant Secretary
Michael Fitzgerald, Assistant Secretary

and all of said persons were present, except Director Wright, thus constituting a quorum.

Also present were Yaneth Cooper of Municipal Accounts & Consulting, L.P. ("MA&C"); Isabel Mata of Wheeler & Associates, Inc. ("Wheeler"); Chad Buckley of Inframark, LLC ("Inframark"); and Kate Henderson and Charlotte Griffiths of Schwartz, Page and Harding, L.L.P. ("SPH"). Bob Wempe of Pape-Dawson Engineers, LLC ("Pape-Dawson") entered the meeting at a later time as noted herein.

The President then called the meeting to order, and declared it open for such business as might regularly come before it.

PUBLIC COMMENTS

The Board began by opening the meeting for public comments. There being no members of the public present, the Board continued to the next item of business.

APPROVAL OF MINUTES

The Board considered approval of the minutes of its regular meeting held on July 21, 2025. After review and discussion of the July 21, 2025, minutes presented, Director Fitzgerald moved that such minutes be approved, as written. Director Vinzant seconded said motion, which unanimously carried.

BOOKKEEPER'S REPORT

Ms. Cooper presented to and reviewed with the Board a Bookkeeper's Report dated August 18, 2025, a copy of which is attached hereto as **Exhibit A**, including the disbursements presented for payment from the District's various accounts, a Fund Balance Report, Pledged Securities Report, Actual vs. Budget Comparisons for the District's various accounts, and a Cash Flow

Forecast. Ms. Henderson noted that the District had received an invoice from the City of Houston in connection with well permits for three (3) wells, and advised that Quiddity confirmed that (i) the District only has two (2) wells, and (ii) Mr. Wempe would coordinate the City of Houston regarding the adjustment to said invoice to reflect charges for only two (2) wells. Following discussion, Director Fitzgerald moved that the Board approve the Bookkeeper's Report and authorize payment of the disbursements listed therein, including check no. 5361 from the Joint Water Plant account payable to the City of Houston, subject to the City of Houston providing a revised invoice for the correct number of wells. Director Dalton seconded the motion, which unanimously carried.

TAX ASSESSOR-COLLECTOR'S REPORT

Ms. Mata presented to and reviewed with the Board the Tax Assessor-Collector's Report dated as July 31, 2025, a copy of which is attached hereto as **Exhibit B**. Following review and discussion of the report submitted, it was moved by Director Vinzant, seconded by Director Fitzgerald and unanimously carried, that the Tax Assessor-Collector Report dated as of July 31, 2025, be approved, and that the disbursements identified therein be authorized for payment from the District's Tax Account. Upon request from Director Dalton, Ms. Mata advised that the excess money in the District's tax account would be transferred to the general operating account.

2025 TAX RATE RECOMMENDATION

The Board deferred the Financial Advisor's recommendation concerning the District's proposed 2025 tax rate until its next meeting, as the 2025 tax rolls have not yet been certified by the Harris Central Appraisal District.

DELINQUENT TAX REPORT

Ms. Henderson reported that a Delinquent Tax Report was not received this month from the District's delinquent tax attorneys, Perdue, Brandon, Collins, Fielder & Mott, L.L.P.

Mr. Wempe entered the meeting at this time.

ENGINEER'S REPORT

The Board next considered the Engineer's Report. Mr. Wempe presented to and reviewed with the Board an Engineering Report dated August 18, 2025, a copy of which is attached hereto as **Exhibit C**. Following discussion of various matters contained therein, Director Pichon moved that the Board approve all actions contained in the Engineer's Report, including (i) authorization for Pape-Dawson to advertise for bids for Wastewater Treatment Plant ("WWTP") Improvements, and (ii) approval of an Additional Service Request for the WWTP Improvements, Phase 1 project, in the amount of \$34,600.00 in connection with a skid mounted non-potable water system. Director Fitzgerald seconded the motion, which unanimously carried. Director Fitzgerald and Mr. Wempe then discussed updates to the District's capital improvement plan ("CIP") in connection with ongoing projects and timing of payments in connection with said projects.

Ms. Henderson then reminded the Board of a public comment received at the last Board meeting regarding groundwater reduction plans ("GRPs") and of the informational handout from the August 21, 2023 Board meeting available on the District's website regarding same. In connection therewith, Mr. Wempe presented to and reviewed with the Board an updated informational handout, a copy of which is included with **Exhibit C**, which includes current GRP fees. A discussion ensued regarding posting the updated informational handout to the District's website and including a more general posting regarding GRP fees for the City of Houston and neighboring regional water authorities and estimated water bills for a general customer should the District have chosen a different GRP. Mr. Buckley then queried whether the Board would be interested in Inframark performing a rate study comparing water and sewer rates and regional water authority rates for similarly situated municipal utility districts for which Inframark is the operator. Following additional discussion on the matter, on motion by Director Fitzgerald, seconded by Director Dalton and unanimously carried, the Board authorized SPH to prepare a general posting and for Inframark to perform a rate study, as discussed, for the Board's review at next month's meeting. The Board concurred that it would post the updated informational handout to the District's website following presentation of such additional information.

OPERATIONS ADVISORY COMMITTEE REPORT RELATIVE TO JOINT WASTEWATER TREATMENT PLANT (WWTP)

Director Fitzgerald advised that he had no update regarding the Operations Advisory Committee at this time.

OPERATIONS REPORT

Mr. Buckley presented to and reviewed with the Board the Operations and Maintenance Report ("Operations Report") for the month of July 2025, a copy of which is attached hereto as **Exhibit D**. He then presented to and reviewed with the Board the results of the valve survey report and advised that 101 valves need repair, as further identified in the report, at an estimated cost of \$19,350.00. He then advised that Southern Flowmeter, Inc. ("SoFlow") performed the annual commercial meter testing and has identified seven (7) meters that are in need of repair. He then presented to the Board a quote from SoFlow to repair such commercial meters at an estimated cost of \$3,025.00. After discussion, it was moved by Director Pichon, seconded by Director Fitzgerald, and unanimously carried that the Operator's Report and all action items listed therein be approved, as recommended, including repairs to the District's commercial water meters and valves as recommended by Inframark.

OPERATOR'S CHANGE IN ELECTRONIC PAYMENT PROGRAM VENDORS

Mr. Buckley next advised the Board that Inframark will be changing the vendors for its electronic payment program to JP Morgan Chase Bank, N.A. through its subsidiary Paymentech, LLC (collectively, "Paymentech"). He noted that as part of this process the District's current vendor agreements will be terminated, a new Merchant Services Processing Agreement will be entered into with Paymentech and an Addendum to Professional Services Agreement (the "Addendum") will be entered into between Inframark and the District, whereby Inframark will

assume certain District obligations under the program and responsibility for the program's compliance with applicable rules and regulations. Ms. Henderson stated that SPH has reviewed the form of the Merchant Services Processing Agreement, which includes amended terms for the District, and the Addendum and have no objection to the form of same. Following discussion, it was moved by Director Dalton, seconded by Director Fitzgerald and unanimously carried that the following actions be taken: (i) Inframark be authorized to terminate the existing vendor service agreement on behalf of District; (ii) the Merchant Services Processing Agreement and related Attestation and Amendment of Agreement and ECP Addendum Terms with Paymentech be approved; (iii) the Addendum with Inframark be approved; (iv) SPH be authorized to acknowledge the TEC Form 1295 related to the Addendum; and (v) the President or Vice-President, and the Secretary or Assistant Secretary, be authorized to execute the required program documentation on behalf of the District.

AMENDED AND RESTATED THIRD AMENDMENT TO INTERIM AND PERMANENT WATER SUPPLY CONTRACT (THE "CONTRACT") BETWEEN THE DISTRICT AND HARRIS COUNTY MUNICIPAL UTILITY DISTRICT NO. 346 ("NO. 346")

The Board next considered approval of the Contract with No. 346. In connection therewith, Ms. Henderson presented to and reviewed with the Board a draft Contract, a copy of which is attached hereto as **Exhibit E**, and advised the Board of comments to the draft Contract that the District received from No. 346. Following discussion, Director Vinzant moved that the Board approve the Contract, subject to (i) the revisions requested by No. 346 regarding the method of payment of construction costs for the second water well and (ii) No. 346 confirming no percentage change in the capacity ownership or proportionate share of the existing Joint Water Plant, and authorize the President or Vice President to execute same on behalf of the District subject to review by SPH.

SECURITY MATTERS

The Board next considered security matters throughout the District. In connection therewith, Ms. Henderson presented to and reviewed with the Board the July 2025 Green Trails Monthly Reports and Harris County Constable Precinct 5 Beat Activity Reports, copies of which are attached hereto as **Exhibit F**. Following discussion, it was noted that no action was required of the Board in connection with the security reports.

MASS COMMUNICATION MESSAGING SYSTEM AND DISTRICT WEBSITE

The Board next considered the status of communications within the District and the District's website. In connection therewith, Ms. Henderson presented the Board with website statistics prepared by Classic Messaging, a copy of which is attached hereto as **Exhibit G**. Following discussion, it was noted that no action was required of the Board in connection with same.

CONSIDERATION OF PROPOSALS FOR VIDEOCONFERENCING OF BOARD MEETINGS; DISCUSS REGULAR MEETING PLACE OF THE BOARD

The Board next considered proposals for videoconferencing of Board meetings and a regular meeting place of the Board within the District and the associated costs in connection with both options. In connection therewith, Ms. Henderson reminded the Board of last month's discussion regarding moving Board meetings near the District and the recommendation for the District to consider Baker Road Municipal Utility District's ("Baker Road") recreation center. She then informed the Board that, as authorized at last month's meeting, she contacted Baker Road's attorney to discuss utilizing its recreation center for Board meetings and advised the Board that Baker Road's attorney and Board President advised that the recreation center is owned by Windsor Park Lakes Homeowner's Association ("Windsor Park Lakes"), the recreation center is within a gated community, each individual attending the District's Board meeting, including the Board members, consultants and members of the public, would have to be registered guests of a resident of Windsor Park Lakes prior to entry, and that neither believes it would be a good option for the District's Board meetings. Ms. Henderson then advised the Board that utilizing such location would most likely violate the open meetings act. She then reminded the Board of the proposals from Off Cinco LLC ("Off Cinco") and Touchstone District Services ("Touchstone") for videoconferencing of Board meetings presented at the July Board meeting. Copies of the proposals are included in **Exhibit H**.

A lengthy discussion ensued regarding the cost of videoconferencing Board meetings and moving Board meetings closer to the District. Following discussion, the Board concurred to keep the regular meeting place of the Board at SPH's offices due to its central location in the Houston area. Following additional discussion regarding the proposals, Director Fitzgerald moved that (i) the Board accept the proposal from Touchstone, (ii) the Board authorize SPH to review the proposed Consulting Agreement from Touchstone for its consideration at next month's meeting, and (iii) Directors Dalton and Pichon be authorized to coordinate with SPH and Touchstone on the videoconferencing of Board meetings and the terms of the proposed Consulting Agreement. Director Pichon seconded the motion, which unanimously carried.

PUBLIC COMMENTS POLICY

Ms. Henderson advised the Board that it is recommended that the District consider adopting public comment policies and procedures prior to videoconferencing Board meetings. She then discussed proposed terms for these policies and procedures. Following discussion, the Board concurred and directed SPH to prepare draft public comment policies and procedures with the terms discussed for its consideration at next month's meeting.

STATUS OF HIKE AND BIKE UNDERPASS ON FRY ROAD BY WILLOW FORK DRAINAGE DISTRICT ("WILLOW FORK")

Ms. Henderson advised that she had nothing new to report to the Board at this time in connection with the status of the installation by Willow Fork of a hike and bike underpass to be located on Fry Road.

ATTORNEY'S REPORT

The Board next considered the attorney's report. In connection therewith, Ms. Henderson advised the Board that she had nothing further to discuss with the Board of a legal nature which was not covered under a specific agenda item.

CLOSED SESSION

The Board determined it was not necessary to enter into Closed Session.

FUTURE AGENDA ITEMS

The Board considered items for placement on future agendas. No items were requested to be added to future agendas other than those items hereinabove discussed.

ADJOURNMENT

There being no further business to come before the Board, upon motion made by Director Fitzgerald, seconded by Director Pichon and unanimously carried, the meeting was adjourned.

Secretary

SEAL



List of Attachments to
Harris County Municipal Utility District No. 345
Minutes of Meeting of August 18, 2025

- Exhibit A Bookkeeper's Report
- Exhibit B Tax Assessor-Collector Report
- Exhibit C Engineer's Report
- Exhibit D Operations Report
- Exhibit E Amended and Restated Third Amendment To Interim and Permanent Water Supply Contract
- Exhibit F Security Matters
- Exhibit G Website Statistics
- Exhibit H Proposals from Off Cinco and Touchstone