

HARRIS COUNTY MUNICIPAL UTILITY DISTRICT NO. 489

Minutes of Meeting of Board of Directors

August 18, 2025

The Board of Directors (the "Board") of Harris County Municipal Utility District No. 489 (the "District") met in regular session, open to the public, on August 18, 2025, at 1300 Post Oak Boulevard, Suite 2500, Houston, Harris County, Texas, 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:

Anthony T. McBride, President
Christian Carroll, Vice President
Trace Salazar, Secretary
Arlene Harper-Veith, Assistant Secretary
Madison Barrington, Assistant Secretary

and all of said persons were present, with the exception of Directors McBride and Harper-Veith, thus constituting a quorum.

Also present were Wendy Maddox of B&A Municipal Services, Inc. ("B&A"); Trevor Smith of Municipal Accounts & Consulting, LP ("MA&C"); Mackenzie Johnson and Lindsey DeLong of Inframark, L.L.C. ("Inframark"); Will Gutowsky and Kristen Demary of BGE, Inc. ("BGE"); Barbara Nussa of Republic Services, Inc. ("Republic"); Brian Krueger of Forvis Mazars, LLP ("Forvis Mazars"); Paulina Baker of Howard Hughes Holdings, Inc., on behalf of Bridgeland Development, LP (the "Developer"); Bill Cook, President of the Board of Directors of Harris County Water Control and Improvement District No. 159 ("WCID 159"); and Mitchell G. Page and Peyton McKelvey of Schwartz, Page & Harding, L.L.P. ("SPH").

In the absence of the President, the Vice President called the meeting to order and declared it open for such business as might regularly come before it.

PUBLIC COMMENTS

The Board considered public comments, and recognized Mr. Cook. Mr. Cook noted that he had no comments for the Board at this time.

APPROVAL OF MINUTES

The Board considered the approval of the minutes of its meeting held on July 21, 2025. Following discussion, Director Carroll moved that the minutes of the meeting held on July 21, 2025, be approved, as presented. Director Salazar seconded said motion, which unanimously carried.

BOOKKEEPER'S REPORT

Mr. Smith presented to and reviewed with the Board the Bookkeeper's Report dated August 18, 2025, a copy of which is attached hereto as **Exhibit A**. Following discussion, it was moved by Director Carroll, seconded by Director Salazar and unanimously carried, that the Bookkeeper's Report be approved, as presented, and the disbursements listed therein be approved for payment, with the exception of the fees of office for today's meeting, payable to Directors McBride and Harper-Veith, which were voided.

Julie Peak of Masterson Advisors LLC ("Masterson") entered the meeting at this time.

TAX ASSESSOR-COLLECTOR'S REPORT

Ms. Maddox presented to and reviewed with the Board the Tax Assessor-Collector's Report and Delinquent Tax Roll for the month ending July 31, 2025, a copy of which is attached hereto as **Exhibit B**. Following discussion, it was moved by Director Carroll, seconded by Director Salazar and unanimously carried, that the Tax Assessor-Collector's Report be approved, as presented, and the disbursements listed therein be approved for payment.

DELINQUENT TAX COLLECTIONS REPORT

The Board deferred consideration of a Delinquent Tax Collections Report, as it was noted that no report was received nor is due at this time from Perdue, Brandon, Fielder, Collins & Mott, L.L.P., delinquent tax attorneys for the District.

OPERATOR'S REPORT

Ms. DeLong presented to and reviewed with the Board the Operations and Maintenance Report for the month of July 2025, a copy of which is attached hereto as **Exhibit C**.

Ms. DeLong next presented to and reviewed with the Board a proposal prepared by Accurate Meter & Backflow, LLC for the District's annual commercial meter testing in the amount of \$8,925.00, a copy of which is included in the Operations and Maintenance Report.

Following discussion, it was moved by Director Carroll, seconded by Director Salazar and unanimously carried, that the Operations and Maintenance Report and the action items listed therein be approved, including the proposal for the District's annual commercial meter testing in the amount of \$8,925.00.

Ms. DeLong next addressed the Board concerning a recent incident involving Harris County Municipal Utility District No. 418's ("No. 418") Water Plant No. 2 ("WP2"). In connection therewith, Ms. DeLong presented to and reviewed with the Board an Incident Report prepared by Inframark, a copy of which is attached hereto as **Exhibit D**, and advised that certain components of the equipment located in WP2's chemical feed room critically malfunctioned, causing water quality concerns in Harris County Municipal Utility District No. 490 ("No. 490"). Ms. DeLong

further advised that Inframark notified the No. 490 Board of the incident, and distributed notifications to the residents of No. 490. The Board expressed various concerns regarding Inframark's handling of the incident, particularly Inframark's failure to promptly notify the Board regarding same. Following discussion, the Board instructed Inframark to include the District in all future communications involving significant events of a similar nature that occur in Bridgeland. It was then moved by Director Carroll, seconded by Director Salazar and unanimously carried, that (i) SPH be authorized to prepare a letter from the Board to No. 418 requesting that No. 418 evaluate the performance of Inframark as it relates to water quality in Bridgeland, and (ii) authorize Directors Carroll and Barrington to review and authorize the sending of such letter upon SPH's completion of same, on behalf of the Board and the District.

OPERATOR'S CHANGE IN ELECTRONIC PAYMENT PROGRAM VENDORS

Ms. DeLong advised the Board that Inframark will be changing the vendors for its electronic payment program (currently T-Tech, Inc. for electronic check payments and Global Payments Direct, Inc. et. al. (collectively, "GPD") for credit card payments) to JP Morgan Chase Bank, N.A. through its subsidiary Paymentech, LLC (collectively, "Paymentech"). She noted that, as part of this process, the following will occur: (i) the District's current agreements with T-Tech Inc. and GPD will be terminated; (ii) a new Merchant Services Processing Agreement will be entered into with Paymentech; and (iii) 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. Mr. Page stated that SPH has reviewed the form of the Merchant Services Processing Agreement, which includes amended terms for the District, and the form of Addendum, and has no objection to such forms. Following discussion, it was moved by Director Barrington that the following actions be taken: (i) Inframark be authorized to terminate the existing agreements with T-Tech Inc. and GPD, on behalf of the Board and the 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 Texas Ethics Commission ("TEC") Form 1295 related to the Addendum; and (v) the Vice President and Secretary be authorized to execute the required program documentation, on behalf of the Board and the District. Director Salazar seconded the motion, and with Directors Barrington and Salazar voting in favor, Director Carroll voting against and none abstaining, the motion carried.

Director Carroll requested the minutes note his observation that the Board approved Inframark's change in electronic payment program vendors, even though one of the reasons it previously declined to consider alternative operations services providers was to avoid having to change electronic payment program vendors.

GARBAGE AND RECYCLING COLLECTION SERVICES

Ms. Nussa advised the Board that she had nothing new to report in connection with the District's garbage and recycling collections at this time.

Ms. Nussa exited the meeting at this time.

ENGINEER'S REPORT

Ms. Demary presented to and reviewed with the Board the Engineer's Report dated August 18, 2025, a copy of which is attached hereto as **Exhibit E**. Mr. Page then presented the following for the Board's acceptance: (i) Conveyance and Bill of Sale of Facilities – Town Center South Traffic Signals; and (ii) Conveyance and Bill of Sale of Facilities – Bridgeland Westgreen Road Medians (Summer Camp Drive to South Property Line). Mr. Page additionally presented for the Board's approval a Recreational Facilities Easement to serve Bridgeland Parkland Village, Emerald Lake (Reserves "A" & "B"). Following discussion, it was moved by Director Carroll, seconded by Director Salazar and unanimously carried, that the Engineer's Report and the action items listed therein be approved and accepted, as appropriate, including the Conveyances and Easement discussed hereinabove.

\$6,220,000 UNLIMITED TAX BONDS, SERIES 2025 ("SERIES 2025 WS&D BONDS"), \$2,600,000 UNLIMITED TAX PARK BONDS, SERIES 2025A ("SERIES 2025A PARK BONDS") AND \$5,595,000 UNLIMITED TAX ROAD BONDS, SERIES 2025 ("SERIES 2025 ROAD BONDS"), AND COLLECTIVELY, THE "SERIES 2025 BONDS")

The Board considered the status of the issuance of the District's Series 2025 WS&D Bonds and Series 2025A Park Bonds. In connection therewith, Mr. Page advised the Board that Bond Application Report No. 8 ("BAR No. 8") was filed with the Texas Commission on Environmental Quality ("TCEQ") for review on May 22, 2025, and declared administratively complete as of May 28, 2025. He noted that the TCEQ's review of BAR No. 8 is nearly complete, and that he expects to receive the draft TCEQ Order and Technical Memorandum within the coming weeks.

PRELIMINARY OFFICIAL STATEMENT AND OFFICIAL NOTICES OF SALE FOR THE SERIES 2025 BONDS

Ms. Peak next presented to and reviewed with the Board drafts of the proposed Official Notices of Sale and the Preliminary Official Statement in connection with the Series 2025 Bonds, copies of which are attached hereto as **Exhibit F**. Ms. Peak advised the Board that the sale of the Series 2025 Bonds is scheduled to take place at the next regular Board meeting on September 15, 2025. Following review and discussion, Director Carroll moved that such offering documents be approved, completed and distributed, upon timely receipt of the TCEQ Order and Technical Memorandum approving the issuance of the Series 2025 WS&D Bonds and the Series 2025A Park Bonds, in anticipation of the sale of the Series 2025 Bonds, and that such Preliminary Official Statement and Official Notices of Sale be deemed to be final for all purposes, with the exception of any additional materials or information relating to subsequent material events, offering prices, interest rates, selling compensation, identity of the underwriters, aggregate principal amounts and other similar information, terms and provisions to be specified in the competitive bidding process. The motion was seconded by Director Salazar and carried by unanimous vote.

ADVERTISE FOR THE SALE OF THE SERIES 2025 BONDS

The Board considered authorizing Masterson to advertise for the sale of the Series 2025 Bonds. Following discussion, Director Carroll moved that the Board authorize Masterson to advertise for the sale of Series 2025 Bonds in accordance with the Official Notices of Sale. Director Salazar seconded said motion, which unanimously carried.

DESIGNATION OF PAYING AGENT/REGISTRAR

The Board next considered the designation of a Paying Agent/Registrar in connection with the Series 2025 Bonds. Following discussion, Director Carroll moved that The Bank of New York Mellon Trust Company, N.A. be named Paying Agent/Registrar for the Series 2025 Bonds. Director Salazar seconded said motion, which carried unanimously.

ATTORNEY GENERAL'S FEES

After further discussion concerning the sale and issuance of the Series 2025 Bonds, Director Carroll moved that MA&C be authorized to issue a wire transfer of funds to the Attorney General of Texas for payment of its review fees in connection with the Transcript of Proceedings to be submitted by SPH in connection with the sale of the Series 2025 Bonds. Director Salazar seconded the motion, which carried unanimously.

ENGAGEMENT OF AUDITOR FOR PREPARATION OF AGREED-UPON PROCEDURES FOR THE SERIES 2025 WS&D BONDS AND SERIES 2025A PARK BONDS

The Board next considered the engagement of an auditing firm for preparation of agreed-upon procedures in connection with the payment of funds to the Developer out of the proceeds of the Series 2025 WS&D Bonds and Series 2025A Park Bonds. In connection therewith, Mr. Krueger presented to and reviewed with the Board an engagement letter prepared by Forvis Mazars for preparation of such procedures, a copy of which is attached hereto as **Exhibit G**. He noted that Forvis Mazars' fee for preparing the agreed-upon procedures will be computed at its standard hourly rates. Following discussion, Director Carroll moved that (i) the firm of Forvis Mazars be engaged to prepare the agreed-upon procedures in connection with the reimbursement of funds to the Developer out of the proceeds of the Series 2025 WS&D Bonds and Series 2025A Park Bonds, (ii) the Vice President be authorized to execute same on behalf of the Board and District, (iii) the District accept the TEC Form 1295 submitted by Forvis Mazars in connection therewith, and (iv) SPH be authorized to acknowledge the District's receipt of same with the TEC, as required. Director Salazar seconded said motion, which carried unanimously.

PRELIMINARY AGREED-UPON PROCEDURES FOR THE SERIES 2025 ROAD BONDS

The Board next considered the approval of the preliminary agreed-upon procedures prepared by Forvis Mazars in connection with the Series 2025 Road Bonds. In connection

therewith, Mr. Krueger presented to and reviewed such procedures in detail with the Board, a copy of which is attached hereto as **Exhibit H**. He noted that the preliminary agreed-upon procedures include estimated interest calculations that will be finalized after the sale of the Series 2025 Road Bonds and the establishment of the applicable interest rate thereby. Following discussion, Director Carroll moved that the preliminary agreed-upon procedures for the Series 2025 Road Bonds be approved, as presented. Director Salazar seconded said motion, which unanimously carried.

UTILITY COMMITMENT LETTERS

Mr. Page advised that there were no new requests for commitments received.

WEBSITE UPDATES

The Board deferred consideration of a Communications Report, as it was noted that no report was received nor is due at this time from Touchstone District Services, LLC ("Touchstone"), website services provider for the District. Mr. Page noted that the next Communications Report will be presented in October 2025.

BRIDGELAND WATER AGENCY ("AGENCY")

Director Carroll provided the Board with a brief update on Agency matters. In connection therewith, Director Carroll reported that, at the last Board of Trustees meeting, the Agency (i) proceeded with the adoption of a raccoon as the Agency's mascot, (ii) approved a contract with Flock Group, Inc. for the assumption of the Flock license plate reader contracts previously in place with the District, No. 418, No. 490 and Harris County Municipal Utility District No. 419, and (iii) approved the renewal Agreement for Law Enforcement Services with Harris County (the "County"), which provides that, effective October 1, 2025, the County will provide twenty-four (24) officers to devote seventy percent (70%) of their working time to provide law enforcement services within the Bridgeland community. Following discussion, it was noted that no action was required by the Board in connection with these matters.

DEVELOPER'S REPORT

Ms. Baker presented to and reviewed with the Board the home inventory report through July 2025, as prepared by the Developer, a copy of which is attached hereto as **Exhibit I**. It was noted that no action was required by the Board in connection with such report.

MATTERS RELATIVE TO BRIDGELAND COUNCIL, INC. ("COUNCIL") AND/OR PARKLAND VILLAGE HOMEOWNERS' ASSOCIATION ("HOA")

The Board noted that it had nothing new to discuss with respect to Council and/or HOA matters for the District at this time.

ATTORNEY'S REPORT

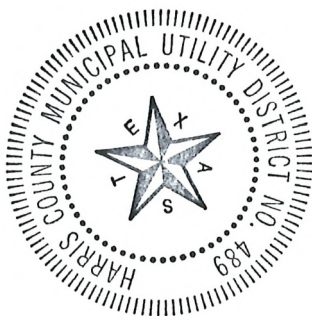
The Board next considered the Attorney's Report. In connection therewith, Mr. Page presented to and reviewed with the Board correspondence received from the Harris Central Appraisal District ("HCAD") requesting nominations to fill a vacancy on the HCAD Board of Directors caused by the resignation of a director, a copy of which is attached hereto as **Exhibit J**. Following discussion, it was noted that no action was taken by the Board in connection with the presented correspondence at this time.

MATTERS FOR FUTURE AGENDAS

The Board considered items for placement on future agendas. No specific agenda items, other than routine and ongoing matters and those discussed above, were requested.

ADJOURNMENT

There being no further business to come before the Board, on motion made by Director Carroll, seconded by Director Salazar and unanimously carried, the meeting was adjourned.





Secretary

HARRIS COUNTY MUNICIPAL UTILITY DISTRICT NO. 489

LIST OF ATTACHMENTS TO MINUTES

August 18, 2025

Exhibit A –	Bookkeeper's Report
Exhibit B –	Tax Assessor-Collector's Report
Exhibit C –	Operations and Maintenance Report
Exhibit D –	Incident Report
Exhibit E –	Engineer's Report
Exhibit F –	Official Notices of Sale and Preliminary Official Statement
Exhibit G –	Engagement Letter by Forvis Mazars, LLP
Exhibit H –	Preliminary Agreed-Upon Procedures for Series 2025 Road Bonds
Exhibit I –	Home Inventory Report through July 2025
Exhibit J –	Correspondence regarding Nominations to Fill a Vacancy on the Harris Central Appraisal District Board of Directors Caused by Resignation of a Director