

MINUTES OF REGULAR MEETING
EAST MONTGOMERY COUNTY IMPROVEMENT DISTRICT
March 23, 2020

THE STATE OF TEXAS §
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COUNTY OF MONTGOMERY §

The Board of Directors of East Montgomery County Improvement District (the "District") met in Session, open to the public, on the 23rd day of March, 2020, at 6:00 p.m., at the East Montgomery County Improvement District Complex, 21575 U.S. Highway 59 North, EMCID Conference Room 200A, New Caney, Texas, within the boundaries of the District, and the following officers and members of the Board of Directors were present:

Brenda Webb	Chairperson
Stephen Carlisle	Secretary
Katherine Persson	Asst. Secretary
Fred Wetz	Treasurer/Investment Officer
Martin Zepeda	Asst. Treasurer
Leonard Rogers	Director
Richard Tramm	Director

with all of said persons being present, except Directors Persson, Tramm and Zepeda, thus constituting a quorum.

Also present were Mr. Frank McCrady, Mr. Joe O'Connell, Ms. Kelley Matlage, Mr. John Howell, Mr. David Marks (via telephone) and several others from the community, as shown on the attached sign in sheet.

Chair Webb called the meeting to order, announced that a quorum was present.

As the first order of business, the Board considered the issuance of bonds to refund portions of the District's Outstanding Bonds. Mr. Howell discussed the current market issues and the increased amount of bonds being refunding and the reasoning behind refunding all the District's outstanding debt. Mr. Howell noted that he would not price the bonds in the current market but will pick the day to price based upon market conditions and stability. He reviewed the attached Plan of Financing and recommended that the Board refund all the District's outstanding bonds to produce savings and eliminate certain unfavorable covenants in the Outstanding Bonds Bond Resolution. Mr. Howell then reviewed the Bond Resolution provisions relating to Pledged Revenue and limitations on the issuance of additional debt. He next recommended that the Board set a minimum parameter of savings to the District of at least \$1,800,000 and a maximum bond issue size of \$8,600,000. He further recommended that the District designate Raymond James & Associates, Inc. ("Raymond James") as the underwriter for the proposed bond issue. After

East Montgomery County Improvement District meeting of March 23, 2020

discussion on the matter, Director Wetz made a motion to authorize the Board to proceed with the sale of the proposed bonds to Raymond James in an amount not to exceed \$8,600,000 if the minimum total savings to be realized from the sale of the bonds is at least \$1,800,000 and with the sale authorization to remain in place for 120 days. Director Carlisle seconded the motion, which carried unanimously.

The Board next considered the approval of a Preliminary Official Statement ("POS") in connection with the issuance of the District's proposed Sales Tax Revenue Refunding Bonds, Series 2020 (Taxable) (the "Series 2020 Refunding Bonds"). Mr. Howell reviewed the draft POS with the Board and recommended that the Board approve same, contingent upon review and approval of same by the District's consultants. After discussion, Director Wetz moved to approve the POS, contingent upon its review and approval by the District's consultants, and to authorize GMS to finalize and distribute the POS in connection with the Bonds. Director Carlisle seconded the motion, which carried unanimously.

The Board next considered approval and execution of a Paying Agent/Registrar Agreement with Zions Bancorporation, National Association (Amegy) in connection with the Series 2020 Refunding Bonds. After discussion, Director Wetz moved to approve the Paying Agent/Registrar Agreement with Zions Bancorporation, National Association (Amegy) and authorized the Chairman to execute same on behalf of the Board and District. Director Carlisle seconded the motion, which carried unanimously.

The Board next considered approval and execution of an Escrow Agreement with Zions Bancorporation, National Association (Amegy) in connection with the Series 2020 Refunding Bonds. After discussion, Director Wetz moved to approve the Escrow Agreement with Zions Bancorporation, National Association (Amegy) and authorized the Chairman to execute same on behalf of the Board and District. Director Carlisle seconded the motion, which carried unanimously.

The Board next considered the designation of a Verification Agent in connection with the issuance of the Series 2020 Refunding Bonds. Mr. Marks advised the Board that the Attorney General requires that the District engage an independent auditor to conduct an audit to verify the savings to be realized by the District as a result of the refunding bond issue. After discussion, Director Wetz moved to engage the services of Robert Thomas, CPA to act as verification agent for the Series 2020 Refunding Bonds. Director Carlisle seconded the motion, which carried unanimously.

East Montgomery County Improvement District meeting of March 23, 2020

The Board next considered adoption of a Resolution authorizing the issuance, sale and delivery of the Series 2020 Refunding Bonds. Mr. Marks reviewed the terms and provisions of the Bond Resolution with the Board. After discussion, Director Wetz moved to adopt the Resolution and authorize the Chairman to execute and Secretary to attest same on behalf of the Board and District. Director Carlisle seconded the motion, which carried unanimously.

The Board next considered authorizing the Board Officers or District Officers to act on behalf of the Board to receive and act upon proposals for the purchase of the Series 2020 Refunding Bonds, including approval of a Plan of Financing and execution and approval of an Officer's Pricing Certificate, Bond Purchase Agreement, Notice of Bond Redemption, General Certificate, Signature Identification and No-Litigation Certificate and any other documents required in connection with the sale of the Bonds. After discussion, Director Wetz moved to authorize the Chairman and Secretary to act on behalf of the Board to receive and act upon proposals for the purchase of the Bonds, approve a Plan of Financing and execute, approve and, if necessary, attest on behalf of the Board and District, an Officers Pricing Certificate, Bond Purchase Agreement, Notice of Bond Redemption, General Certificate and Signature Identification and No-Litigation Certificate and any other documents required in connection with the sale of the Series 2020 Refunding Bonds, all contingent upon the terms of the sale being within the parameters adopted by the Board earlier in the meeting, and to authorize the District's Attorneys to prepare a transcript of the proceedings and take whatever other actions they deem necessary in connection with the sale of the Bonds. Director Carlisle seconded the motion, which carried unanimously.

The Board next considered authorizing the completion and distribution of a Final Official Statement to be prepared by GMS. After review, Director Wetz moved to authorize the completion and distribution of a Final Official Statement. Director Carlisle seconded the motion, which carried unanimously.

The Board next considered such other matters, authorizing the taking of any necessary actions, relating to the issuance of the Series 2020 Refunding Bond. After discussion, Director Wetz moved to authorize the taking of any necessary actions relating to the issuance of the Series 2020 Refunding Bonds. Director Carlisle seconded the motion, which carried unanimously.

The Board next considered the adoption of a Resolution authorizing the East Montgomery County Improvement District Economic Development Zone Nos. 1, 2, 3 and 4 be covered under the District's General Liability coverage with TML. After discussion, Director Carlisle moved to adopt the Resolution, as set out above. Director Rogers seconded the motion, which unanimously carried.

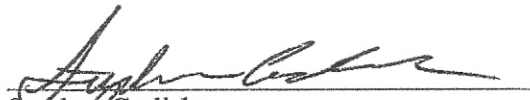
East Montgomery County Improvement District meeting of March 23, 2020

The Board next considered a request from the EMC Fair Association ("EMC FA") for financial assistance to fund financial problems experienced by the EMC FA over the past several years. Mr. McCrady stated that the EMC FA is requesting \$60,000 to help get out of debt, produce a good show and grant scholarships. He noted that EMC FA indicated that they need the funding immediately to plan for the Fall events and that they will obtain event revenue insurance coverage for the event and if the event cannot be held, the money will go toward scholarships. After discussion, Director Wetz moved to approve a grant in the amount of \$60,000 with the stipulation that the EMC FA secure event revenue insurance for at least the BBQ Cookoff event and the show. Director Carlisle seconded the motion, which unanimously carried.

There being no further business to come before the Board of Directors, the meeting was adjourned.

(SEAL)




Stephen Carlisle
Secretary, Board of Directors