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L. BRANDON STEINMANN, COUNTY CLERK  
MONTGOMERY COUNTY, TEXAS

EAST MONTGOMERY COUNTY IMPROVEMENT DISTRICT  
AGENDA

TO: THE BOARD OF DIRECTORS OF EAST MONTGOMERY COUNTY IMPROVEMENT DISTRICT, AND TO ALL OTHER INTERESTED PERSONS:

Notice is hereby given that the Board of Directors of East Montgomery County Improvement District will hold a regular meeting at **The Atrium Center, Room 105, 21575 U.S. Highway 59 North, New Caney, Texas**, said address being a meeting place within the boundaries of the District.

The meeting will be held on Tuesday, September 17, 2024, at 5:30 p.m. The Board shall act upon the following matters:

1. Consider comments from members of the audience (*Please note that the Board imposes a three-minute speaking limit for each member of the public wishing to address the Board; comments will be closed after this item*);
2. Consider approval of the minutes of the Board of Directors meeting held on August 8, 2024;
3. Consider status of construction of improvements and the leasing of space in The Atrium Center, and the taking of any actions required in connection therewith;
4. Consider review and approval of sales tax reconciliation payment to Montgomery County Emergency Services District No. 6 based on audited calculation, and the taking of any actions required in connection therewith;
5. Consider financial, bookkeeping, cash flow and investment reports, and the taking of any actions required in connection therewith, and authorizing the payment of invoices presented or shown in such reports;
6. Consider approval of Façade Improvement Grant Program, including adoption of guidelines for application and award of grants, and the taking of any actions required in connection therewith;
7. Consider report on District engineering and construction projects in the Industrial Park, including:
  - a) status of sale of dirt out of future detention pond;
  - and the taking of any actions required in connection therewith;
8. Consider report on Economic Development Administration Business Center Building ("EDA") in the Industrial Park, including:
  - a) status of contract with Bey Commercial Construction for build-out of Suite B in EDA building;
  - b) other items related to the EDA construction that may arise from time to time;
  - and the taking of any actions required in connection therewith;
9. Consider status of Petition to East Montgomery County MUD No. 3 to annex a 34.2964-acre tract, 18.92-acre tract, 1.3383-acre tract and a 1-acre tract, including a Petition for Consent to Annexation to the City of Conroe, and the taking of any actions required in connection therewith;
10. Consider status of development of the East Montgomery County recreational park, including:
  - a) status of the agreement for services with Burditt Consultants, LLC for design of the park;
  - b) status of Purchase Agreement for middle tract of the park property;
  - and the taking of any actions required in connection therewith;


11. Announcements;
12. Recess and reconvene in Executive Session to discuss real property matters pursuant to §551.072, Texas Government Code, pending or contemplated litigation pursuant to §551.071, Texas Government Code, matters in which the duty of the attorney to the District under the Texas Disciplinary Rules of Professional Conduct of the State Bar of Texas clearly conflict with Chapter 551, Texas Government Code, pursuant to §551.071, Texas Government Code, personnel matters pursuant to §551.074, Texas Government Code and Economic Development negotiations pursuant to §551.087, Texas Government Code; and reconvene in Open Session;
13. Consider status of economic development agreements, including:
  - a) approval of Incentive Agreement for proposed project located near intersection of 242 and Hwy. 59;
  - b) approval of Incentive Agreement with TKC CCCLXVI, LLC;
  - c) status of Incentive Agreement with LB Consolidated, LLC (Popeye's);
  - d) status of Incentive Agreement with BCS Capital Group;and the taking of any actions required in connection therewith;
14. Consider report on activities within the Industrial Park, including:
  - a) status of contracts for the purchase of land for expansion of the Industrial Park;
  - b) approval of Land Lease Agreement relative to the lease of land in the Industrial Park to FAMTi or assignee;
  - c) status of Purchase and Sale Agreement and related incentives relative to the sale of land in the Industrial Park to B6 Industries, Inc. or assignees;
  - d) approval of Purchase and Sale Agreement and related incentives relative to the sale of land in the Industrial Park to New Caney Beverage or assignees, including authorizing the Chair and President/CEO to take all actions and execute all documents necessary to close on the transaction;
  - e) approval of Purchase and Sale Agreement and related incentives relative to the sale of land in the Industrial Park to Catalyst Trading Co. or assignees, including authorizing the Chair and President/CEO to take all actions and execute all documents necessary to close on the transaction;
  - f) approval of Purchase and Sale Agreement and related incentives relative to the sale of land in the Industrial Park to Jenista Holdings LLC or assignees, including authorizing the Chair and President/CEO to take all actions and execute all documents necessary to close on the transaction;
  - g) approval of Purchase and Sale Agreement and related incentives relative to the sale of land in the Industrial Park to Jared Smith, including authorizing the Chair and President/CEO to take all actions and execute all documents necessary to close on the transaction;
  - h) approval of Purchase and Sale Agreement and related incentives relative to the sale of land in the Industrial Park to V Steel Group Inc. or assignees, including authorizing the Chair and President/CEO to take all actions and execute all documents necessary to close on the transaction;
  - i) approval of Purchase and Sale Agreement and related incentives relative to the sale of land in the Industrial Park to Montgomery County, including authorizing the Chair and President/CEO to take all actions and execute all documents necessary to close on the transaction;
  - j) approval of Purchase Agreement relative to the purchase of land in the Industrial Park from New Caney Customs, including authorizing negotiations for financing of the transaction, and authorizing Chair and President/CEO to execute all documents in connection with financing the purchase and closing on the purchase of the property;

- k) approval, upon closing of the purchase by the District of the New Caney Customs property, of Lease Agreement with Fastenal or its assignees for New Caney Customs property;
  - l) status of Letter of Intent with A.J. Medical;
  - m) status of modification to Gates Lubricants Agreement and related documents;
  - n) status of amendment to Lease Agreement with Hydra Specma (YMER Building);
- and authorize the taking of all actions required in connection therewith;
15. Approval of Purchase Agreement relative to the purchase of land along I-69 South frontage road near SH 242, including authorizing negotiations for financing of the transaction, and authorizing Chair and President/CEO to execute all documents in connection with financing the purchase and closing on the purchase of the property;
  16. Consider status of Contract for purchase of land for conference center, parking garage, hotel and extension of infrastructure, including:
    - a) status of due diligence relating to property inspection;
    - b) preparation of appraisal;
    - c) preparation of Declarations;
    - d) preparation of Development Agreement;
    - e) approval of extension of time to close the purchase and authorize payment of consideration in connection therewith;and authorize the taking of any actions required in connection therewith;
  17. Consider status of contract with Spaw-Glass Construction Corporation for construction of the conference center, and authorize the taking of any actions required in connection therewith;
  18. Consider status of the District's proposed Series 2024 Sales Tax Revenue Bonds, including:
    - a) schedule for sale of bonds;
    - b) approval of updated Preliminary Official Statement;
    - c) discussion of cash flow including sources and uses of funds, pledge revenues and additional bonds test; and
    - d) status of discussions with Rating Agencies and Bond Insurance Companies;and the taking of any actions required in connection therewith;
  19. Consider approval of Second Amendment to Second Amended and Restated Economic Development Agreement by and among Sig-Valley Ranch, Ltd., Valley Ranch Town Center Holdings, Ltd., EMCID Economic Development Zone No. 1 & the District, and authorize execution of same at closing on Land Purchase Agreement relative to the purchase of conference center land, and the taking of any actions required in connection therewith;
  20. Consider engagement of McCall Parkhurst & Horton to provide special tax counsel legal services and Tax preparation services for the District and the approval and execution of a contract in connection therewith, including approval of certain findings required by Section 2254.1036(b) of the Texas Government Code related to the approval of a contingent fee contract for legal services listed with such findings being listed on Exhibit "A" attached hereto, and properly noticed in satisfaction of Section 2254.1036(a) of the Texas Government Code; and

21. Consider matters for possible placement on future agendas.

(SEAL)



By: Katherine Persson   
Katherine Persson, Secretary  
East Montgomery County Improvement District

**EAST MONTGOMERY COUNTY IMPROVEMENT DISTRICT  
NOTICE OF CONTINGENT FEE ENGAGEMENT OF SPECIAL TAX COUNSEL**

Pursuant to Texas Government Code Section 2254.1036, notice is hereby given that the Board of Directors of East Montgomery County Improvement District (the "District"), at the public meeting described in the Notice of Public Meeting to which this Exhibit is attached, shall consider the engagement of McCall, Parkhurst & Horton L.L.P. (the "Firm") to provide Tax Preparation Services for a contingent fee. In support thereof, the Firm offers the following:

- (A) The Firm is proposing to perform special tax counsel and tax preparation services ("Tax Preparation Services") for the purpose of assisting the District in the areas of federal tax law relating to the exemption of interest from federal income taxation on governmental public securities in the form of bonds.
- (B) The Firm is a well-qualified law firm with more than 100 years of experience and has represented numerous entities similar to the District in matters related to the issuance of municipal bonds.
- (C) The Firm has no relationship with the District or its Board members other than its position as provider of Tax Preparation Services.
- (D) Tax Preparation Services are highly specialized services involving complex regulatory guidance. While the District's Bond Counsel effectuates the issuance of District bonds, the Firm possesses expertise with the intricacies of federal tax law which are outside the scope of Bond Counsel's engagement, necessitating the engagement of Firm.
- (E) The Firm's compensation is contingent upon the issuance and from proceeds of the sale of the bonds. Tax Preparation Services, and many other types of legal and financial counsel associated with an offering of municipal securities, are often provided on a contingent basis.
- (F) This contingent fee contract is in the best interest of the District's residents because the arrangement allows the District to have certainty of its costs prior to the issuance of such bonds, which allows it to size its bonds with greater certainty. This arrangement also allows the District to preserve its right to discontinue the issuance of such bonds for any reason without expending any costs incurred by the Firm's for its Tax Preparation Services.

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