

MINUTES OF MEETING OF THE
BOARD OF COMMISSIONERS

June 28, 2022

THE STATE OF TEXAS §
COUNTY OF HARRIS §
HARRIS COUNTY EMERGENCY SERVICES DISTRICT NO. 11 §

The Board of Commissioners (the "Board") of Harris County Emergency Services District No. 11 (the "District") met in special session, open to the public, at the District's Administration Building, 18334 Stuebner Airline Road, Spring, Texas 77379, a meeting place inside the boundaries of the District, on Tuesday, June 28, 2022, at 5:00 p.m.; whereupon, the roll was called of the members of the Board, to-wit:

Karen Plummer	President
Steve Williams	Vice President
Dorothy Dalton	Secretary
Robert Pinard	Treasurer/Asst. Secretary
Zach Dunlap	Asst. Treasurer

All members of the Board were present, thus constituting a quorum. Also attending the meeting were: the following District employees: Mr. Douglas Hooten, Chief Executive Officer ("CEO"); Mr. Rob Farmer, Chief Administrative Officer ("CAO"); Mr. Dave Snavelly, Chief Financial Officer ("CFO"); Ms. Shirley Ware, Executive Assistant; Ms. Katie Conn, Compliance Manager; Dr. Casey Patrick, Medical Director; Mr. Xavier De La Rosa, Chief Clinical Officer; and Mr. Jerry Thomas, Community Engagement Manager. District consultants in attendance were: Mr. John Howell of The GMS Group, L.L.C., the District's financial advisor; Ms. Regina D. Adams and Ms. Sholeh Abedinzadeh, attorneys, and Ms. Carla Christensen, paralegal, of Radcliffe Bobbitt Adams Polley PLLC ("RBAP"), general counsel for the District; and Mr. Zach Karrenbrock of 62 Digital, LLC ("62 Digital"), the District's communications coordinator. Also in attendance were members of the public. A copy of the sign-in sheet is attached hereto.

WHEREUPON, the meeting was called to order by the President and evidence was presented that public notice of the meeting had been given in compliance with the law. The posted notices of the meeting are attached hereto.

This meeting was video recorded by 62 Digital for use by the District. The meeting was also streamed live by 62 Digital on the District's website.

The Board held a 30-second moment of silence for prayer and reflection.

PUBLIC COMMENTS

There were no public comments at this time.

REVIEW AND APPROVE AMENDED CHARGE MASTER

Mr. Hooten then reviewed with the Board a proposed amended District Charge Master, a copy of which is attached to his report. Mr. Hooten stated that the Charge Master rates have been updated to reflect a 5% inflation increase. A discussion ensued. A motion was made by Commissioner Williams to approve the amended Charge Master for the District. After additional discussion, Commissioner Williams withdrew his motion.

Dr. Patrick and Mr. De La Rosa entered the meeting at this time.

APPROVE COMMERCIAL CREDIT APPLICATIONS AND RELATED CREDIT AGREEMENTS:

NAPA AUTO PARTS ("NAPA")

Mr. Hooten next requested the Board consider authorizing an application for a line of credit from Napa for Maintenance Department purchases, a copy of which is attached hereto. Ms. Adams noted that her office had reviewed the credit agreement (the "Napa Agreement") and prepared the required Addendum to the Napa Agreement. A discussion ensued.

Upon motion by Commissioner Dalton, seconded by Commissioner Dunlap, after full discussion and the question being put to the Board, the Board voted unanimously to authorize an application for a line of credit from Napa for Maintenance Department purchases and authorized the CEO to execute of the Napa Agreement and Addendum to same.

GULLO FORD OF CONROE ("GULLO FORD")

Mr. Hooten next requested that the Board consider authorizing an application for a line of credit from Gullo Ford for Maintenance Department purchases, a copy of which is attached hereto. Ms. Adams noted that her office had reviewed the credit agreement (the "Gullo Ford Agreement") for same and prepared the required Addendum to the Gullo Ford Agreement. A discussion ensued.

Upon motion by Commissioner Dalton, seconded by Commissioner Dunlap, after full discussion and the question being put to the Board, the Board voted unanimously to authorize an application for a line of credit from Gullo Ford for the Maintenance Department purchases, and authorized the CEO to execute the Gullo Ford Agreement and Addendum to same.

INTERSTATE BILLING SERVICES, INC. ("CHASTANG FORD")

Mr. Hooten next requested that the Board consider authorizing an application for a line of credit from Chastang Ford for Fleet Department purchases, a copy of which is attached hereto. Ms. Adams noted that her office had reviewed the credit agreement (the "Chastang Ford Agreement") and terms and conditions for same and prepared the required Addendum to the Chastang Ford Agreement. A discussion ensued.

Upon motion by Commissioner Dalton, seconded by Commissioner Dunlap, after full discussion and the question being put to the Board, the Board voted unanimously to authorize an

application for a line of credit from Chastang Ford for Fleet Department purchases and authorized, the CEO to execute the Chastang Ford Agreement, terms and conditions and Addendum.

MINER, LTD. ("MINER") (OVERHEAD DOOR)

Mr. Hooten next requested that the Board consider authorizing an application for a line of credit from Miner for Overhead Door services, a copy of which is attached hereto. Ms. Adams noted that her office had reviewed the credit agreement (the "Miner Agreement") and terms and conditions for same and prepared the required Addendum to the Miner Agreement. A discussion ensued.

Upon motion by Commissioner Dalton, seconded by Commissioner Dunlap, after full discussion and the question being put to the Board, the Board voted unanimously to authorize an application for a line of credit from Miner for Overhead Door services, and authorized the CEO to execute the Miner Agreement, terms and conditions and Addendum.

REVIEW FORMER COMMISSIONER KEVIN BROST'S EXPENSE REIMBURSEMENT REQUESTS AND TAKE ANY NECESSARY ACTIONS ON SAME

The Board next reviewed the reimbursement expense requests from former Commissioner Brost, copies of which are attached hereto. An extensive discussion ensued regarding specific reimbursement requests.

A motion was made by Commissioner Williams to authorize payment to former Commissioner Brost in connection with his reimbursement expense requests for 2020 and 2021. After additional discussion, Commissioner Williams withdrew his motion.

Commissioner Pinard entered the meeting at this time.

REVIEW AND APPROVE AMENDED CHARGE MASTER (CONTINUED)

A discussion ensued. Upon motion by Commissioner Williams, seconded by Commissioner Pinard, after full discussion and the question being put to the Board, the Board voted three (3) votes in favor, one (1) vote opposed, with Commissioner Dunlap voting in opposition, and one (1) abstention, with Commissioner Dalton abstaining, to approve the amended Charge Master for the District.

AMEND BUDGET FOR FISCAL YEAR ENDING ("FYE") DECEMBER 31, 2022 (THE "2022 BUDGET")

Commissioner Plummer then stated that the Board would convene in Executive Session to deliberate the item listed above as matters of attorney-client privilege pursuant to Section 551.071, Texas Government Code.

All members of the Board present, along with the CEO, the CFO, Ms. Adams, Ms. Abedinzadeh and Ms. Christensen, convened into Executive Session at 5:19 p.m.

Mr. Howell entered Executive Session at 6:12 p.m.

The CEO, CFO and Mr. Howell exited Executive Session at 6:23 p.m.

The CEO and CFO re-entered Executive Session at 6:55 p.m.

RECONVENE IN OPEN SESSION

Commissioner Plummer reconvened the meeting in open session at approximately 7:25 p.m., at which time no action was taken by the Board.

AMEND 2022 BUDGET (CONTINUED)

There was no action on this matter.

REVIEW A FUTURE REAL ESTATE IMPROVEMENT LOAN AND EMERGENCY SERVICES EQUIPMENT LOAN ("THE LOAN") ISSUANCE MATTERS, INCLUDING: A) APPROVE AND AUTHORIZE EXECUTION OF PLACEMENT AGREEMENT WITH HUNTINGTON SECURITIES, INC.; B) APPROVE ADDENDUM TO AGREEMENT WITH THE GMS GROUP, INC. AND ACKNOWLEDGE RECEIPT OF G-23 LETTER FROM SAME; AND C) REVIEW DRAFT TERM SHEET AND AUTHORIZE REQUESTING BIDS FOR THE LOAN

Mr. Howell then presented to and reviewed with the Board a draft of the proposed term sheet and credit package for the Loan, copies of which are attached hereto. Mr. Howell noted that he was exploring financing options for the Loan and anticipated providing proposals and a recommendation to the Board at a special Board meeting the third (3rd) week of July. Mr. Howell added he anticipated a July 29th closing date for the Loan. An extensive discussion ensued. It was the consensus of the Board to hold a special Board meeting on Tuesday, July 19, 2022 at 5:00 p.m.

Mr. Howell next presented to and reviewed with the Board the proposed Addendum to GMS' Agreement for Financial Advisory Services Dated August 3, 2018 (the "GMS Addendum"). Mr. Howell stated that the GMS Addendum was being modified since the Board is now contemplating issuance of additional debt.

Mr. Howell then explained that the Municipal Securities Rulemaking Board ("MSRB") requires the District's financial advisor to disclose its role in connection with the District's proposed financing.

ADOPT RESOLUTION EVIDENCING INTENT TO REIMBURSE EXPENDITURES WITH PROCEEDS FROM A LOAN (THE "REIMBURSEMENT RESOLUTION")

Ms. Adams stated that the District had incurred, and continues to incur, additional costs not previously financed related to the design and construction of Phases I and II of the District's redevelopment of the District Administration Property (the "Construction Project") and for certain capital Emergency Services equipment. Ms. Adams added that both categories of expenses were previously paid for from the District's general operating fund. Ms. Adams stated, as noted at previous Board meetings, that the District may reimburse the general operating fund for the Construction Project and capital Emergency Services equipment expenditures from a future loan. A discussion ensued.

Ms. Adams presented to and reviewed with the Board the Reimbursement Resolution. Upon motion by Commissioner Williams, seconded by Commissioner Pinard, after full discussion and the question being put to the Board, the Board voted four (4) votes in favor and one (1) vote opposed, with Commissioner Dunlap voting in opposition, to adopt the Reimbursement Resolution, a copy of which is attached hereto.

REVIEW THE LOAN ISSUANCE MATTERS, INCLUDING: A) APPROVE AND AUTHORIZE EXECUTION OF PLACEMENT AGREEMENT WITH HUNTINGTON SECURITIES, INC.; B) APPROVE ADDENDUM TO AGREEMENT WITH THE GMS GROUP, INC. AND ACKNOWLEDGE RECEIPT OF G-23 LETTER FROM SAME; AND C) REVIEW DRAFT TERM SHEET AND AUTHORIZE REQUESTING BIDS FOR THE LOAN (CONTINUED)

Upon motion by Commissioner Pinard, seconded by Commissioner Williams, after full discussion and the question being put to the Board, the Board voted unanimously to authorize Mr. Howell to proceed with requesting bids for the Loan.

Upon motion by Commissioner Pinard, seconded by Commissioner Williams, after full discussion and the question being put to the Board, the Board voted unanimously to approve and authorize execution of the GMS Addendum, a copy of which is attached hereto, subject to receipt of the necessary verifications addendum and a completed Form 1295.

Upon motion by Commissioner Williams, seconded by Commissioner Pinard, after full discussion and the question being put to the Board, the Board voted unanimously to acknowledge the MSRB Rule G-23 disclosure letter, a copy of which is attached hereto.

Upon motion by Commissioner Pinard, seconded by Commissioner Williams, after full discussion and the question being put to the Board, the Board voted unanimously to approve and authorize execution of the Placement Agent Agreement with Huntington Securities, a copy of which is attached hereto, the cost of which would be paid for out of GMS' fee.

REVIEW FORMER COMMISSIONER KEVIN BROST'S EXPENSE REIMBURSEMENT REQUESTS AND TAKE ANY NECESSARY ACTIONS ON SAME

The Board next reviewed the reimbursement expense requests from former Commissioner Brost, copies of which are attached hereto. An extensive discussion ensued regarding the reimbursement requests submitted by former Commissioner Brost for miscellaneous expenses totaling \$727.46 in 2020 and \$8,744.60 in 2021.

Commissioner Dalton stated that she would like for the Board to table action on Invoice No. 263479 in the amount of \$5,289.16, subject to further review and confirmation that such invoice has not been previously paid.

Upon motion by Commissioner Pinard, seconded by Commissioner Williams, after full discussion and the question being put to the Board, the Board voted four (4) votes in favor and one (1) vote opposed, with Commissioner Dunlap voting in opposition, to approve payment to former Commissioner Brost in the amounts of \$727.46 for expenses incurred in 2020 and \$3,455.44 for expenses incurred in 2021.

There being no further business to come before the Board, the meeting was adjourned at 7:43 p.m.

PASSED, APPROVED AND ADOPTED this 26th day of July, 2022.


Secretary, Board of Commissioners

