

MINUTES OF MEETING OF BOARD OF DIRECTORS  
December 29, 2021

THE STATE OF TEXAS  
COUNTY OF HARRIS  
HARRIS COUNTY WATER CONTROL & IMPROVEMENT DISTRICT NO. 89

The Board of Directors (the “Board”) of Harris County Water Control & Improvement District No. 89 (the “District”) convened in special session on December 29, 2021, at 11:30 a.m. at 3455 Fellows Rd, Houston, TX 77047 and via teleconference. A roll call was taken of the persons present:

Sharyn Smalls, President  
Paige Smith, Vice President  
Arthur Washington, Secretary  
AK Babers, Assistant Secretary  
Byron Keith Watson, Sr., Investment Officer

All members of the Board were present, except Director Babers, thus constituting a quorum. Also attending all or parts of the meeting were Mr. Reginald of Norton Rose Fulbright US LLP (“NRF”), attorney for the District; Ms. Kandy Pfeffer of Elite Bookkeeping LLC; and Ms. Diane Bailey and Mr. Jorge Diaz of McLennan and Associates.

In accordance with notice posted pursuant to law, copies of certificates of posting of which are attached hereto as Exhibit “A,” the following business was transacted:

**Call to Order.** Mr. Wilson called the meeting to order.

1. **Opening Prayer.** Director Washington opened the meeting with a prayer.
2. **Authorize teleconference meeting; Board finding of existence of emergency or public necessity making the convening at one location of a quorum of the government body difficult or impossible and permitting a meeting by teleconference pursuant to Section 551.125 of the Texas Open Meetings Act.** Upon motion by Director Washington, seconded by Director Smith, after full discussion and the question being put to the Board, the Board voted unanimously to find the existence of an emergency or public necessity, i.e., Delta variant of COVID-19, making the convening at one location of a quorum of the government body difficult or impossible and permitting a meeting by teleconference pursuant to Section 551.125 of the Texas Open Meetings Act.
3. **Public Comments.** There were no public comments.
4. **Review and discuss new bookkeeper proposals for the District and engage new bookkeeper.** Mr. Wilson introduced Ms. Pfeffer with Elite Bookkeeping LLC. Ms. Pfeffer presented and reviewed with the Board of Directors the proposal to become the District’s new bookkeeper, a copy of which is attached hereto as Exhibit “B.” Ms. Pfeffer spoke on the history of the company and services she is able to provide. Ms. Pfeffer expressed she has the capability to start working immediately and can present a report by the next Board meeting.

Mr. Wilson introduced Ms. Bailey and Mr. Diaz with McLennan & Associates. Mr. Diaz presented and reviewed with the Board of Directors the proposal to become the District's new bookkeeper, a copy of which is attached hereto as Exhibit "C." Mr. Diaz and Ms. Bailey spoke on the history of the company, what services the company is able to provide, and the projected transition time.

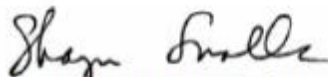
Mr. Wilson stated he has experience working with both bookkeeping companies and noted that the Board would be in good hands with either bookkeeper. Extensive discussion ensued between the Board members regarding preferences toward each bookkeeper's proposal.

Upon Motion by Director Watson, seconded by Director Smith, the Board voted 2-1 (Director Washington opposed and President Smalls abstained) to engage Elite Bookkeeping LLC as the bookkeeper for the District, subject to agreement with changes to certain contract provisions. Should Elite Bookkeeping fail to negotiate its rates, the District will subsequently engage McLennan & Associates as the District's bookkeeper.

THERE BEING NO FURTHER BUSINESS TO COME BEFORE THE BOARD,  
THE MEETING WAS ADJOURNED.

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The foregoing minutes were passed and approved by the Board of Directors on January 19, 2022.



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President, Board of Directors

ATTEST:



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Secretary, Board of Directors

