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09/29/2022 PERSONAL
$9.00 MPR - NOTICE MTG

AGENDA
HARRIS COUNTY MUNICIPAL UTILITY DISTRICT NO. 364

Notice is hereby given that the Board of Directors (the "Board") of **HARRIS COUNTY MUNICIPAL UTILITY DISTRICT NO. 364** (the "District") will meet in regular session, open to the public, on **Tuesday, October 4, 2022, at 4:00 P.M.,** outside the boundaries of the District, at the **Coles Crossing Community Center, 13050 Barker Cypress Road, Cypress, Texas 77429*.** The subject of the meeting is to consider and act on the following:

1. Public comments *(public comment shall be limited to 3 minutes per member of the public)*;
2. Minutes of the regular meeting of September 6, 2022;
3. Tax Assessor/Collector's Report;
4. Public Hearing on 2022 tax rate;
5. Adopt Order Setting Rate and Levying Tax for 2022;
6. Amended District Information Form;
7. Bookkeeper's Report, including:
   a. review of investments and payment of bills; and
   b. proposed "Positive Pay" program with Central Bank;
8. Operator's Report, including:
   a. authorize termination of service to and/or write-off of delinquent accounts;
   b. status of transition of billing software;
   c. irrigation usage report;
   d. miscellaneous operation, repair and maintenance items;
   e. cleaning and repainting District fire hydrants;
   f. Drought Contingency Plan; and
   g. AWBD Water Smart Program Application;
9. Engineer's Report, including:
   a. Joint Facilities maintenance and operation matters including status of Water Well No. 2 Rehabilitation;
   b. consider request(s) for service; and
   c. Capital Improvements Plan;
10. Recycling Program, including survey/poll of District residents;
11. Website/communications report, including correspondence to District email address;
12. District recreational/landscape facilities, including status of design for Phases I and II of walking trail improvement project;
13. Communication between District and Harris County Municipal Utility District No. 365 ("HC 365"), including:
   a. shared facilities; and
   b. HC 365 Reclaimed Water System Project, including Alternative Water Use Incentive Agreement with the North Harris County Regional Water Authority and HC 365; and
14. Attorney's Report, including Attorney Fee Agreement Rate Amendment for General and Bond Counsel Services pursuant to Exhibit A attached hereto.

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If, during the course of the meeting covered by this Notice, the Board should determine that a closed or executive session of the Board should be held or is required in relation to any agenda item included in this Notice, then such closed or executive meeting or session, as authorized by the Texas Open Meetings Act ("OMA"), will be held by the Board at the date, hour, and place given in this Notice concerning any and all subject for any and all purposes permitted by Sections 551.071 through 551.089, Texas Government Code and the Texas OMA, including, but not limited to Section 551.071, for the purpose of a private consultation with the Board's attorney on any and all subjects or matters authorized by law.

EXECUTED this 29th day of September, 2022.

HARRIS COUNTY MUNICIPAL UTILITY DISTRICT NO. 364

By: Monica Garza
Jon D. Polley/Monica A. Garza
Radcliffe Bobbitt Adams Polley PLLC
Attorneys for the District

(DISTRICT SEAL)

*Pursuant to Section 551.127, Texas Government Code, a quorum of the Board will be physically present at 13050 Barker Cypress Road, Cypress, Texas 77429, which is open to the public. Other members of the Board may participate fully by videoconference and will be counted as present for all purposes. Members of the public and consultants wishing to attend the meeting but unable to attend in person may participate via video or telephone conference using the information below. Videoconference: https://global.gotomeeting.com/join/345545013. Telephone Conference: 408-650-3123, Access Code 345-545-013.

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Exhibit A

HARRIS COUNTY MUNICIPAL UTILITY DISTRICT NO. 364

NOTICE OF THE CONTINGENT FEE ENGAGEMENT OF BOND COUNSEL

Pursuant to Texas Government Code Section 2254.1036, notice is hereby given that the Board of Directors of Harris County Municipal Utility District No. 364 (the "District"), at the regular public meeting described in the Agenda to which this Exhibit is attached, will consider the engagement of Radcliffe Bobbitt Adams Polley PLLC (the "Firm") to serve as Bond Counsel for the District based on a contingent fee. In support thereof, the Firm offers the following:

A. The Firm is proposing to provide its services as Bond Counsel to the District. Such legal services are necessary in order for the District to finance the facilities and provide the services for which the District was created. Bond Counsel services to be provided by the Firm include but are not limited to: (i) evaluating the state constitution, laws, court cases, agency regulations, and agency guidance documents that authorize and otherwise pertain to the issuance, sale and delivery of the bonds, (ii) evaluating federal laws, court cases, agency regulations, and agency guidance documents that pertain to the issuance, sale and delivery of the bonds, including provisions of the Internal Revenue Code and related court decisions, regulations and guidance documents of the U.S. Department of the Treasury and court cases that concern the tax treatment of the bonds, and regulations of the Securities and Exchange Commission that concern the offering of the bonds for sale, (iii) obtaining all requisite approvals from state regulatory agencies for the issuance of the bonds, including, in certain instances, the approval of the Texas Commission on Environmental Quality, (iv) assisting the District in applying for other forms of financial assistance in connection with issuance of bonds, including applications for financial assistance to be filed with the Texas Water Development Board, as requested by the District (v) preparing a transcript of proceedings related to the issuance, sale and delivery of the bonds, (vi) obtaining the approving opinion of such transcript and the bonds from the Attorney General of the State of Texas and coordinating the registration of the initial bonds by the Comptroller of the State of Texas, and (vii) issuing the Firm's legal opinion regarding the validity of the bonds and, in certain issuances, the tax treatment of the bonds for federal income tax purposes.

B. For over 30 years, the Firm has served as Bond Counsel for entities similar to the District and is widely recognized for its expertise throughout the State of Texas. The Firm's experience and reputation provide credibility and weight to the legal opinions that will be issued in connection with the issuance, sale and delivery of the District's bonds, which opinions may be considered by prospective purchasers of the bonds.

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C. The Firm has previously represented the District from 2003 to present as General Counsel and as Bond Counsel. The Firm has no other relationship with the District other than its position as Bond Counsel and General Counsel.

D. Bond Counsel services are highly specialized services involving complex legal issues. Such services cannot be adequately performed by District personnel as the District does not employ any legal personnel capable of serving as Bond Counsel. Further, purchasers of bonds have traditionally insisted that a qualified independent attorney or firm of attorneys – rather than an employee of the bond issuer – serve as Bond Counsel.

E. The legal services of Bond Counsel cannot be adequately performed under a contract providing for the payment of hourly fees as: (i) such legal services involve risk that is directly related to the size of the bond issuance; (ii) an hourly fee structure would require the payment of Bond Counsel fees even if the bonds are not issued, which would be a financial risk for the District; (iii) an hourly fee structure would result in an unpredictable total fee amount that would be difficult to forecast and pay with the proceeds of the bond issuance; and (iv) a contingent fee structure is the standard in the marketplace for experienced providers of such legal services.

F. Engaging the Firm based upon a contingency fee is in the best interest of the residents of the District because: (i) the arrangement allows the District to have certainty of its costs prior to the issuance of bonds; (ii) the District does not have to pay for Bond Counsel services unless and until bonds are issued; and (iii) the Firm's role as General Counsel will increase the quality, efficiency, and effectiveness of its service as Bond Counsel.

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FILED
2022 SEP 29 PM 12:14
COUNTY CLERK
HARRIS COUNTY, TEXAS