

MINUTES  
NORTH FORT BEND WATER AUTHORITY

December 21, 2022

The Board of Directors (the "Board") of the North Fort Bend Water Authority (the "Authority") met in regular session, open to the public, on the 21<sup>st</sup> day of December, 2022, at the offices of BGE, Inc. ("BGE"), 10777 Westheimer, 1st Floor, Lubbock Conference Room, Houston, Texas, and the roll was called of the members of the Board:

Peter Houghton	President
Robert Patton	Vice President
Dana Hollingsworth	Secretary
Robert Darden	Assistant Vice President
Bruce Fay	Assistant Secretary
Donald Abrahamson II	Assistant Secretary
Michael Rusk	Assistant Secretary

and all of the above were present in person except Directors Hollingsworth and Fay, thus constituting a quorum.

Also present in person for all or part of the meeting were Matt Froehlich, Lindsay Kovar, Julia Frankovich, Whitney Milberger, and Quy Huynh of BGE; Taylor Watson and Stephanie Bahn of Municipal Accounts & Consulting, L.P.; Dale Clayton of Inframark, LLC ("Inframark"); Charles M. Shumate of Lockwood, Andrews & Newnam, Inc.; Richard L. Patrick, P.E.; Jason Knape of the City of Fulshear; and David Oliver, Aaron Carpenter, and Justine M. Cherne of Allen Boone Humphries Robinson LLP ("ABHR").

In order to provide additional public access, the Authority established Zoom teleconference and videoconference options for the Authority's consultants and members of the public to listen to the meeting and to address the Board. On the teleconference or videoconference for all or a portion of the meeting were Ian Pietz of BGE; Tiffany Moore of Inframark; Mark Van Dyck of Big Oaks Municipal Utility District; Duval McDaniel of Cinco Municipal Utility District No. 5; Steve Talecki of Cornerstones Municipal Utility District; Jose Luis Fuentes Mendoza and Betty Stewart of Fort Bend County Municipal Utility District No. 2; Linda Yorlano of Fort Bend County Municipal Utility District No. 30; Craig Lewis of Fort Bend County Municipal Utility District No. 50; Jeanette Spinks of Fort Bend County Municipal Utility District No. 119; Paula Bays of Fort Bend County Municipal Utility District No. 124; Carl Peters of Kingsbridge Municipal Utility District; David Johnson; and additional members of the public.

## COMMENTS FROM THE PUBLIC

Members of the public attending the meeting in-person or by teleconference or videoconference were provided with the opportunity to make public comments. Mr. Mendoza thanked the Board for its service.

## APPROVE MINUTES

The Board considered approving the minutes of its regular meeting held on November 17, 2022. After review and discussion, Director Abrahamson moved to approve the minutes as written. Director Darden seconded the motion, which passed unanimously, except for Director Patton who was not present.

## PUBLIC COMMUNICATION MATTERS, WATER CONSERVATION, AND REUSE MATTERS, WATER CONSERVATION PROGRAMS, AND ADOPT A RESOLUTION ESTABLISHING THE 2023 WATER PROVIDER CONSERVATION PROGRAM

Ms. Milberger reviewed a Memorandum Regarding Water Conservation and Reuse Matters (the "Memorandum"), a copy of which is attached.

Ms. Milberger reported that, in response to a request from Fort Bend County Municipal Utility District No. 124, Director Houghton plans to speak at the annual homeowner's association meeting in the district at 6:30 p.m. on January 24, 2023.

Ms. Milberger reported that the Authority's Communication, Conservation, and Reuse Committee ("CCR Committee") recommended that the Board authorize purchasing updated promotional materials for distribution at outreach events in an amount not to exceed \$22,000.00.

Ms. Milberger reported that the Authority's CCR Committee recommended that the Board authorize approval of Mighty Citizen's scope of work for NFBWA Care Package Plus for support services for the Authority's website for the term February 1, 2023 to January 31, 2024, in the amount of \$11,190.00.

Ms. Milberger reported that the Authority's CCR Committee recommended that the Board authorize approval of Mighty Citizen's scope of work for 2023 NFBWA Marketing Strategy & Implementation in an amount not to exceed \$225,000.00.

Ms. Milberger reported that she and Mr. Froehlich plan to attend the Texas Water Development Board's 2023 Water for Texas conference scheduled for January 23-25, 2023, in Austin, Texas.

Ms. Milberger reported that the Authority's CCR Committee recommended that the Board authorize purchasing a 10' x 10' booth for the Association of Water Board Directors ("AWBD") Summer Conference at the American Bank Center in Corpus

Christi, Texas for Thursday, June 22, 2023 and Friday, June 23, 2023, in an amount not to exceed \$1,500.00.

Ms. Milberger reported that 154 irrigation system evaluations were completed through the Authority's W.I.S.E. Guys Irrigation System Evaluation Program during November 2022.

Ms. Milberger reviewed updates made to the Reuse Systems Summary Chart, a copy of which is attached to the Memorandum.

Ms. Milberger discussed implementation of the Authority's 2022 and 2023 Water Provider Conservation Programs. She reported that the Authority's CCR Committee recommended that the Board adopt a Resolution Establishing the 2023 Water Provider Conservation Program.

Ms. Milberger reported that the Authority's CCR Committee recommended that the Board authorize third quarter rebate payments to the participants in the 2021 Larry's Toolbox Water Conservation Program that earned the required points necessary to receive a reduced 2022 water rate in the total amount of \$464,138.34.

Following review and discussion, Director Abrahamson moved to approve the Water Conservation and Reuse report, including:

(1) purchasing updated promotional materials for distribution at outreach events in an amount not to exceed \$22,000.00;

(2) approving Mighty Citizen's scope of work for NFBWA Care Package Plus for support services for the Authority's website for the term February 1, 2023 to January 31, 2024, in the amount of \$11,190.00;

(3) approving Mighty Citizen's scope of work for 2023 NFBWA Marketing Strategy & Implementation in an amount not to exceed \$225,000.00;

(4) purchasing a 10' x 10' booth for the 2023 AWBD Summer Conference in an amount not to exceed \$1,500.00;

(5) adopting a Resolution Establishing the 2023 Water Provider Conservation Program; and

(6) authorizing third quarter rebate payments to the participants in the 2021 Larry's Toolbox Water Conservation Program that earned the required points necessary to receive a reduced 2022 water rate in the total amount of \$464,138.34.

Director Darden seconded the motion, which passed unanimously, except for Director Patton who was not present.

## TRAVEL REIMBURSEMENT GUIDELINES AND CONFERENCE ATTENDANCE

The Board reviewed the Authority's Travel Reimbursement Guidelines and a schedule of conferences for 2023. Following review and discussion, the Board concurred to authorize attendance of less than a quorum of Directors at the conferences and reimbursement of expenses in accordance with the Authority's Travel Reimbursement Guidelines.

## CONTRACTS

Mr. Carpenter reported that the Authority's CCR Committee recommended that the Board approve Vεpo LLC's ("Vεpo") requested proposed amendments to the Authority's Amended and Restated W.I.S.E. Guys Irrigation System Evaluation Agreement to include: (1) an increase to the total evaluation fee from \$85.00 to \$100.00; (2) a 60-day termination notice for Vεpo; and (3) a cap on the number of evaluations at 200 per month.

Mr. Carpenter discussed a proposed Irrigation System Evaluation Cost Sharing Agreement with Fort Bend County Municipal Utility District No. 190 ("FB 190"). He reported that ABHR is counsel for FB 190 and discussed with the Board the Authority's option to retain independent counsel or to have ABHR represent it in connection with the preparation of the proposed Irrigation System Evaluation Cost Sharing Agreement with FB 190.

Mr. Carpenter reported that the Authority's CCR Committee recommended that the Board approve an Irrigation System Evaluation Cost Sharing Agreement with FB 190.

Following review and discussion, Director Darden moved to authorize execution of (1) an Amended and Restated W.I.S.E. Guys Irrigation System Evaluation Agreement with Vεpo; (2) a legal conflict waiver for ABHR's preparation of an Irrigation System Evaluation Cost Sharing Agreement with FB 190; and (3) an Irrigation System Evaluation Cost Sharing Agreement with FB 190. Director Abrahamson seconded the motion, which passed unanimously, except for Director Patton who was not present.

## FINANCIAL AND BOOKKEEPING MATTERS, AND CONDUCT HEARING REGARDING ANY DELINQUENT FEES AND RULE VIOLATIONS

Mr. Watson presented the bookkeeper's report, including receipts, a list of checks presented for payment, fund and wire transfers, a supplemental cash flow report, account balances, current period and year-to-date actual versus budget comparisons, and a schedule of debt service payments. A copy of the bookkeeper's report is attached.

Mr. Watson reviewed a proposed budget for the fiscal year ending December 31,

2023 and responded to Board members' questions regarding the proposed budget and fund balances.

Following review and discussion, Director Abrahamson moved to (1) approve the bookkeeper's report; and (2) adopt the budget for the fiscal year ending December 31, 2023, as presented. Director Patton seconded the motion, which passed unanimously.

#### OPERATION OF AUTHORITY FACILITIES

Mr. Clayton presented the operator's report and reported on the operations of the Authority's facilities, including inspections, maintenance, repairs, joint facility expenses, and water accountability, and responded to questions. A copy of the operator's report is attached.

Mr. Clayton reported that quotes are being solicited for repairs to the 10-year-old Bellaire Pump Station Booster Pump Nos. 3 and 4 damaged by tripping of breakers from electrical circuit overloads. He stated that BGE and Inframark are coordinating with the pump manufacturer to determine the cause of the overloads.

Mr. Clayton reminded the Board that delivery of a replacement for an inoperable 36-inch butterfly valve on Main Segment 8 was estimated to take 10 weeks. He reported that the line has been temporarily opened as of December 19, 2022.

Mr. Clayton reported on Inframark's preparation of the Authority's facilities in anticipation of freezing weather temperatures.

Following review and discussion, Director Abrahamson moved to approve the operator's report. Director Patton seconded the motion, which passed unanimously.

#### REGULATORY MATTERS: SUBSIDENCE DISTRICT REGULATIONS AND PERMITTING, AND AUTHORITY'S GROUNDWATER REDUCTION PLAN ("GRP")

Mr. Froehlich presented the engineer's report, a copy of which is attached.

Mr. Froehlich reported on matters related to the Authority's GRP, including the monthly amounts of surface water delivered and reclaimed water utilized by the Authority. He reported that BGE prepared and submitted the Authority's Over-Conversion Credit Application for the 2021-2022 permit term to the Fort Bend Subsidence District for 2,371.46 million gallons of over-conversion credits.

Mr. Froehlich reported that BGE issued conditional approval letters to Fort Bend County Municipal Utility District No. 255 for three new wells.

## ENGINEERING MATTERS: DESIGN, CONSTRUCTION, PROJECTS, AND STUDIES

Mr. Froehlich reported on the status of property acquisition matters and stated that preparation of metes and bounds descriptions is focused on the Authority's Main Segment 13C. A chart summarizing the status of property acquisition matters is attached to the engineer's report.

Mr. Froehlich reported on the status of construction of the reclaimed water distribution system for the Authority's joint reclaimed water system project with Grand Lakes Municipal Utility District Nos. 1, 2, and 4 (collectively, "Grand Lakes"). Mr. Froehlich reviewed and recommended approval of Change Order No. 1 to the contract with McKinney Construction, Inc. ("McKinney") to decrease the contract in the amount of \$52,571.70. The Board determined that Change Order No. 1 is beneficial to the Authority. He additionally reviewed and recommended that the Board approve Pay Estimate No. 17 and Final, submitted by McKinney for the project in the amount of \$163,781.47, and acceptance of the project, contingent upon approval by the Texas Water Development Board (the "TWDB").

Mr. Froehlich reported on the status of construction of the reclaimed water distribution system for the Authority's joint reclaimed water system project with Fort Bend County Municipal Utility District Nos. 146 and 194. He stated that a final inspection is being scheduled.

Mr. Froehlich reported that the Authority's automated meter reader installation project is 54% complete. A chart summarizing the status of the project is attached to the engineer's report. Mr. Froehlich reviewed and recommended approval of Pay Estimate No. 8 submitted by Accurate Meter & Backflow, LLC ("AMB") for the project in the amount of \$205,830.00. He discussed coordination with ABHR on obtaining the necessary Right of Entry Agreements and distribution of notices of entry for the project.

Mr. Froehlich reported on the status of construction of the Authority's Main Segment 11A. He reported that a pre-construction meeting will be scheduled with RPS Infrastructure, Inc. after receipt of approval of the design plans that have been resubmitted to the City of Houston ("COH"). Mr. Froehlich recommended approval of an Agreement for Professional Materials Engineering Laboratory Services with Geotest Engineering, Inc. for construction materials testing for the project in an amount not to exceed \$110,089.50.

Mr. Froehlich reported that the Texas Department of Transportation's ("TxDOT") project to widen FM 723 at Bellaire Boulevard is delayed to May 2023. He stated that TxDOT had additional revisions to the Standard Utility Agreement ("SUA") for reimbursement of the Authority's engineering and construction costs for the extension project after the Authority executed the document and that it will be presented to Director Houghton for execution following finalization. He stated that the

project is advertising for bids and recommendation for award of a construction contract is anticipated at the Board's January 2023 meeting.

Mr. Froehlich reported on the status of the design of water lines for the Authority's proposed 2025 surface water supply system (the "2025 System") by the following design consultants: (1) IDS Engineering Group for Main Segment 13B; (2) Quiddity Engineering, LLC for Phases 1 and 2 of Main Segment 13Ci and the surface water line connection for FB 229; (3) Binkley & Barfield, Inc. for Main Segments 13Cii and 13D; (4) BGE for Main Segment 18A; and (5) Carollo Engineers, Inc. for Main Segment 19. Mr. Froehlich stated that Main Segment 13B is ready to advertise for bids. He stated that Notice to Proceed for the design of Main Segments 13Cii and 13D is pending access to property located at the southwest corner of FM 1093 and FM 359.

Mr. Froehlich reported on the status of the 2025 System surface water line connection for Fort Bend County Fresh Water Supply District No. 2's ("FWSD 2") water plant no. 2. He stated that issuance of the Notice to Proceed to the Authority's contractor, Reddico Construction Company, Inc., is on hold pending FWSD 2's advertisement for bids for construction of FWSD 2's water plant no. 1, which includes the Authority's surface water line connection to the water plant. Mr. Froehlich reported that FWSD 2 received approval from the U.S. Department of Agriculture to advertise for bids for construction of FWSD 2's water plant no. 1 and anticipates receiving bids in early to mid-January 2023.

Mr. Froehlich reported on the status of construction of an offset of the Authority's existing water line around a proposed storm sewer required by Fort Bend County's planned improvements to Old Richmond Road. He stated that a preconstruction meeting was held with JSS Construction, LLC on December 19, 2022, and Notice to Proceed is anticipated to be issued effective January 9, 2023. Mr. Froehlich recommended approval of an Agreement for Professional Materials Engineering Laboratory Services with Ninyo & Moore for construction materials testing for the project in an amount not to exceed \$4,600.00.

Mr. Froehlich reported that BGE completed its review of a response from the attorney for Fort Bend County Municipal Utility District Nos. 34 and 35 regarding the proposed initial Summary of Terms related to the design, construction, and maintenance of an effluent reuse system for a proposed joint reclaimed water system project.

Mr. Froehlich reported that completion of work on the 2025 System Environmental Determination Form and Cultural Resources Study is pending access to property at the southwest corner of FM 1093 and FM 359.

Mr. Froehlich reported that BGE is scheduling a kickoff meeting with Ninyo & Moore and Terra Cognita, LLC for the geologic fault study for the 2025 System.

Mr. Froehlich reported that three proposals were solicited for replacing the Authority's 50 flush-to-grade cathodic protection system test stations along Main Segments 1A and 1B with post-mounted test stations. He recommended approval of a proposal from Farwest Corrosion Control Company as a subcontractor to Inframark in the amount of \$69,500.00.

Mr. Froehlich reported that BGE is coordinating with ABHR on drafting a letter agreement to provide for the developer's payment of the construction costs and the Authority's consultant fees associated with the proposed offset to the Authority's Main Segment 4B for a proposed drainage swale crossing for a commercial development.

Mr. Froehlich reported that BGE is coordinating with ABHR on drafting and sending notification letters to the property owners with easement encroachments throughout the Authority's existing transmission system to remind them of the conditions of the easements.

Mr. Froehlich reported on a request from Fort Bend County Municipal Utility District No. 58 ("FB 58") regarding the future restoration of hike and bike trails inadvertently constructed on the Authority's easement in Main Segment 17B. Mr. Froehlich requested authorization to coordinate with ABHR to negotiate with FB 58 on an agreement related to the request for the Board's review.

#### REGIONAL PLANNING MATTERS: JOINT PROJECTS AND WATER SUPPLY

Mr. Froehlich reported that BGE reviewed Corona's blending study recommendations for improvements to the meter stations and the Bellaire Pump Station with the Authority's Capital Planning and Design Committee. He stated that BGE will prepare cost estimates for the recommendations for the committee's review.

Mr. Froehlich reported on the status of design, permitting, construction, and property acquisition, as appropriate, for the Authority's joint Surface Water Supply Project with the West Harris County Regional Water Authority (the "WHCRWA"), including Segment A, combined Segments B1 and B2, Segments B3, C1, and C2, the Kinder Morgan subsegments, the Segment 3 subsegments, the Repump Station, the Central Pump Station, and the meter stations. A copy of a chart listing the status of construction is included in the engineer's report. Mr. Froehlich reported that there was a recommendation for award of the construction contract for Segment A to Harper Brothers Construction.

Mr. Carpenter reported that the attorneys for the WHCRWA are memorializing the agreed upon terms related to the proposed Amended and Restated Joint Facilities Agreement with the WHCRWA.

Ms. Kovar updated the Board on COH's Northeast Water Purification Plant ("NEWPP") Expansion Project per its Design-Build Agreement with the Houston



Waterworks Team (“HWT”) and reviewed drone video footage of the project site. She reminded the Board that a Notice of Upcoming Cash Call No. 12 for projected expenses for the 2023 calendar year for the NEWPP Expansion Project was previously received in the total amount of \$191,997,160.00. She stated that the Authority’s share of the cash call is due for payment to COH on February 1, 2023, in the amount of \$41,682,346.00.

Ms. Kovar reported that representatives of COH and the participating Authorities met with the HWT Joint Ventures Board on December 14, 2022, to discuss construction progress and obstacles.

Ms. Kovar reported on the status of construction and testing, as applicable, for the Influent Pump Station, North Plant, Central Plant, and the Balance of Plant. Ms. Kovar stated that Phase 1 of the project will provide 80 million gallons per day (“MGD”) of capacity and is currently anticipated to be completed more than one month behind schedule in the summer of 2023. She reported that Phase 2 of the project will provide 320 MGD of capacity and is currently anticipated to be completed in the summer of 2025.

Mr. Froehlich reported that the TWDB’s approval of the Engineering Feasibility Report regarding the 2025 System required for funding is deferred pending completion of the required Environmental Determination Form and the Cultural Resources Study for the 2025 System.

Following review and discussion, Director Abrahamson moved to approve the engineer’s report as presented, including:

- (1) Change Order No. 1 in the amount of \$52,571.70 as a decrease to the contract with McKinney for the Authority’s joint reclaimed water system project with Grand Lakes, based upon the Board’s finding that the change order is beneficial to the Authority and the engineer’s recommendation;
- (2) Pay Estimate No. 17 and Final, submitted by McKinney for the Authority’s joint reclaimed water system project with Grand Lakes in the amount of \$163,781.47, and acceptance of the project, contingent upon approval by the TWDB;
- (3) Pay Estimate No. 8, submitted by AMB for the Authority’s automated meter reader installation project in the amount of \$205,830.00;
- (4) the Agreement for Professional Materials Engineering Laboratory Services with Geotest Engineering, Inc. for construction materials testing for the Authority’s Main Segment 11A project in an amount not to exceed \$110,089.50;
- (5) the Agreement for Professional Materials Engineering Laboratory Services with Ninyo & Moore for construction materials testing for a project to offset

- the Authority's existing water line required by Fort Bend County's planned improvements to Old Richmond Road in an amount not to exceed \$4,600.00;
- (6) the proposal from Farwest Corrosion Control Company as a subcontractor to Inframark for replacing the Authority's 50 flush-to-grade cathodic protection system test stations along Main Segments 1A and 1B with post-mounted test stations in the amount of \$69,500.00; and
  - (7) coordination between BGE and ABHR on negotiations with FB 58 on an agreement regarding the future restoration of hike and bike trails inadvertently constructed on the Authority's easement in Main Segment 17B.

Director Darden seconded the motion, which passed unanimously.

#### PARTICIPATION AS AMICUS PARTY

Mr. Carpenter updated the Board on the Authority's participation as an amicus party in the *San Jacinto River Authority v. City of Conroe and City of Magnolia* matter. He reported that the matter will be heard in the Texas Supreme Court and the Board will be kept updated as it progresses. Mr. Carpenter reported that there were no updates related to the *Hidalgo County Water Improvement District No. 3 v. Hidalgo County Water Irrigation District No. 1* matter.

#### FINANCING PLAN MATTERS

Mr. Carpenter reported that the Authority's \$23,110,000 Water System Junior Lien Revenue Bonds, Series 2022 issued through the TWDB's State Water Implementation Revenue Fund for Texas closed on November 21, 2022.

There was no update regarding amendments to the Authority's Loan Forgiveness Agreements with the TWDB for funding through the TWDB's Clean Water State Revolving Fund.

There was no update on reporting requirements pursuant to the Authority's Note Purchase Agreement with JPMorgan Chase Bank, N.A.

#### REVIEW ARBITRAGE REBATE REPORT FOR THE SERIES 2017 BONDS

Mr. Carpenter reviewed the Arbitrage Rebate Report for the Authority's Series 2017 Bonds and stated that no arbitrage rebate is due to the United States Treasury Department.

#### EMINENT DOMAIN REPORT

Mr. Carpenter reported on the Authority's filing requirements related to eminent domain authority and stated that the Authority's Eminent Domain Authority Annual Report was filed with the Comptroller of the State of Texas as required.

## REALTY INTEREST ACQUISITION

Mr. Carpenter reviewed three Right of Entry Agreements for the Authority's automated meter reader installation project. A copy of a chart listing the Right of Entry Agreements is attached.

Mr. Carpenter reviewed one proposed Water Line Easement to be granted by Willow Fork Trees, Ltd., and a side letter agreement with same for Parcel 17A.03, as listed on the attached chart.

Following review and discussion, Director Abrahamson moved to authorize execution of (1) the three Right of Entry Agreements for the Authority's automated meter reader installation project; and (2) the Water Line Easement and side letter, as presented. Director Darden seconded the motion, which passed unanimously.

## MEETING PLANNING AND SCHEDULING MATTERS

The Board concurred to meet on Wednesday, January 25, 2023.

## CONVENE EXECUTIVE SESSION

The Board convened in executive session at 7:19 p.m., pursuant to Section 551.071, Texas Government Code, to seek the advice of its attorney regarding pending or contemplated litigation or to seek and receive legal advice by the District's attorney and pursuant to Section 551.072, Texas Government Code, to discuss the purchase, exchange, lease, or value of real property. The Board determined that the attendance in this executive session of Mr. Froehlich was necessary in order for the Board to obtain the necessary legal advice from its attorney, and the Board requested his presence in the executive session.

## RECONVENE IN OPEN SESSION

At 7:29 p.m., the Board reconvened in open session. Director Darden moved to approve the range of values for four parcels for Main Segment 13C and one parcel for the 2025 System surface water line connection for FWSD 2 water plant no. 1 as discussed. Director Abrahamson seconded the motion, which passed unanimously.


## CONVENE EXECUTIVE SESSION

The Board convened in executive session at 7:30 p.m., pursuant to Section 551.071, Texas Government Code, to seek the advice of its attorney regarding pending or contemplated litigation or to seek and receive legal advice by the District's attorney. The Board determined that the attendance in this executive session of Ms. Kovar was necessary in order for the Board to obtain the necessary legal advice from its attorney, and the Board requested her presence in the executive session.

RECONVENE IN OPEN SESSION

At 8:10 p.m., the Board reconvened in open session. Director Abrahamson moved to modify the Authority's engagement letter with Munsch Hardt Kopf & Harr, P.C. to include anticipated litigation with HWT related to COH's NEWPP Expansion Project, subject to execution of a conflict waiver with WHCRWA. Director Darden seconded the motion, which passed unanimously.

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

  
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Secretary, Board of Directors

(SEAL)



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