

MINUTES  
BRAZORIA COUNTY MUNICIPAL UTILITY DISTRICT NO. 28

January 31, 2018

The Board of Directors (the "Board") of Brazoria County Municipal Utility District No. 28 (the "District") met in regular session, open to the public, on the 31st day of January, 2018, at Allen Boone Humphries Robinson LLP, 3200 Southwest Freeway, Suite 2400, Houston, Texas, outside the boundaries of the District, and the roll was called of the members of the Board:

John Gordon	President
Linda Clem	Vice President
Roland Garza	Secretary
Colleen Hoppens	Assistant Secretary
Ryan Nokelby	Assistant Vice President

and all of the above were present.

Also present at the meeting were Tina Kelsey of Myrtle Cruz, Inc.; David Patterson of Assessments of the Southwest, Inc.; Chance Vinklerek of LJA Engineering, Inc. ("LJA"); Chad Thumann of R West Development; Kim Williamson and Roger Williamson, residents of the District; and Hannah Brook and Jennifer Ramirez of Allen Boone Humphries Robinson LLP.

MINUTES

The Board considered approving the minutes of the December 20, 2017, meeting. Following review and discussion, Director Hoppens moved to approve the minutes of the meeting, as presented. Director Garza seconded the motion, which passed by unanimous vote.

2018 DIRECTORS ELECTION

Ms. Brook discussed procedures related to the 2018 Directors Election.

RESOLUTION DESIGNATING AN AGENT OF THE SECRETARY OF THE BOARD OF DIRECTORS DURING THE 2018 BOARD OF DIRECTORS ELECTION PERIOD

Ms. Brook reviewed a Resolution Designating an Agent of the Secretary of the Board of Directors during the 2018 Directors Election Period. Following review and discussion, Director Hoppens moved to adopt a Resolution Designating an Agent of the Secretary of the Board During the 2018 Directors Election Period appointing Sharon Covan as the agent of the Secretary of the Board of Directors to perform the duties of the District's Directors Election, authorize the agent to post the related notice as

required, and direct that the Resolution be filed appropriately and retained in the District's official records. Director Garza seconded the motion, which passed by unanimous vote.

#### NOTICE OF DEADLINE TO FILE APPLICATIONS FOR PLACE ON THE BALLOT

Ms. Brook reported on requirements to file a Notice of Deadline to File Applications for Place on the Ballot for the 2018 Directors Election. Following discussion, Director Hoppens moved to authorize the Secretary's agent to post the notice as required. Director Garza seconded the motion, which passed by unanimous vote.

#### CONTRACT FOR ELECTION SERVICES WITH BRAZORIA COUNTY

The Board considered approving a contract for election services with Brazoria County. After discussion, Director Hoppens moved to approve a contract with Brazoria County for election services. Director Garza seconded the motion, which passed by unanimous vote.

#### ELECTRONIC VOTING SYSTEM AND AUTHORIZE NOTICE OF EXEMPTION

The Board took no action on this matter.

#### SET PAY FOR ELECTION OFFICIALS

The Board took no action on this matter.

#### ORDER CALLING DIRECTORS ELECTION

Ms. Brook discussed the Order Calling Directors Election. After review and discussion, Director Hoppens moved to adopt the Order Calling Directors Election. Director Garza seconded the motion, which passed by unanimous vote.

#### AUTHORIZE NOTICE OF ELECTION

The Board considered authorizing the Notice of Election. After review and discussion, Director Hoppens moved to authorize the Notice of Election. Director Garza seconded the motion, which passed by unanimous vote.

#### FINANCIAL AND BOOKKEEPING

Ms. Kelsey reviewed the bookkeeper's report, a copy of which is attached. After review and discussion, Director Hoppens moved to approve the bookkeeper's report

and the checks presented for payment. Director Garza seconded the motion, which passed by unanimous vote.

ASSOCIATION OF WATER BOARD DIRECTORS WINTER CONFERENCE;  
APPROVE REIMBURSEMENT OF ELIGIBLE EXPENSES; AUTHORIZE  
ATTENDANCE AT SUMMER CONFERENCE.

Discussion ensued regarding the Association of Water Board Directors ("AWBD") winter conference. Ms. Kelsey said all Director expenses have been reviewed and comply with the District's Travel Reimbursement Guidelines for reimbursement. After review and discussion, Director Gordon moved to approve reimbursement of eligible expenses and authorize Board members to attend the summer AWBD conference. Director Garza seconded the motion, which passed by unanimous vote.

ANNUAL DISCLOSURE STATEMENTS FOR INVESTMENT OFFICER AND  
BOOKKEEPER

Ms. Brook said the annual disclosure statement discloses relationships of the bookkeeper and investment officer with entities or individuals who are offering, have offered, or may offer to engage in an investment transaction with the District. After review and discussion, Director Hoppens moved to accept the disclosure statements from the District's bookkeeper, Tina Kelsey and from the investment officer, Mary Jarmon, and authorize filing the disclosure statements with the Texas Ethics Commission and in the District's official records. Director Garza seconded the motion, which passed unanimously.

ANNUAL REPORT REGARDING POST-ISSUANCE COMPLIANCE

Ms. Brook reported on the District's Post-Issuance Compliance Policy. She said that no changes are recommended.

TAX ASSESSMENT AND COLLECTIONS

Mr. Patterson reviewed the tax assessor/collector's report, a copy of which is attached. The Board reviewed the Delinquent Tax Roll. After review and discussion, Director Hoppens moved to approve the tax assessor/collector's report. Director Garza seconded the motion, which passed by unanimous vote.

INSURANCE

The Board reviewed a proposal from McDonald & Wessendorff Insurance, a copy of which is attached, for the District's general liability, pollution liability, umbrella liability, directors and officers, public employee blanket crime, director's bond and

business travel accident insurance. After review and discussion, Director Hoppens moved to approve the insurance proposal. Director Garza seconded the motion, which passed by unanimous vote.

#### STORM WATER PERMITTING MATTERS

There was no report on this matter.

#### ENGINEERING MATTERS

Mr. Vinklarek presented the engineering report, a copy of which is attached.

#### CANTERBURY PARK, PHASE 5, WATER, SEWER AND DRAINAGE

Mr. Vinklarek reported on Canterbury Park, Phase 5, water, sewer and drainage.

#### CANTERBURY PARK, SECTION 6, WATER, SEWER AND DRAINAGE

Mr. Vinklarek reported on Canterbury Park, Section 6, water, sewer and drainage facilities. He said four bids were received on December 22, 2017. Mr. Vinklarek said LJA recommends award of the contract to R Construction Civil, LLC dba R Construction Company, in the amount of \$557,285.75. The Board concurred that, in its judgement, R Construction Company was a responsible bidder who would be most advantageous to the District and would result in the best and most economical completion of the project.

#### MIRROR LAKE, CLEARING AND GRUBBING

Mr. Vinklarek reported on Mirror Lake, clearing and grubbing. He said the Notice to Proceed was issued on January 22, 2018.

#### EXCAVATION OF DETENTION POND TO SERVE MIRROR LAKE

Mr. Vinklarek reported on excavation of the detention pond to serve Mirror Lake.

#### MIRROR LAKE, WATER, SANITARY SEWER, DRAINAGE AND DETENTION

Mr. Vinklarek reported on Mirror Lake, water, sanitary sewer and drainage facilities.

TRANQUILITY LAKES, SECTION 4, WATER, SANITARY SEWER AND DRAINAGE FACILITIES

Mr. Vinklarek reported on Tranquility Lakes, Section 4, water, sanitary sewer and drainage facilities.

CYPRESS VILLAGE, SECTION 3, WATER, SANITARY SEWER AND DRAINAGE FACILITIES

Mr. Vinklarek reported on Cypress Village, Section 3, water, sanitary sewer and drainage facilities. He said the Notice to Proceed was issued on December 20, 2017.

ENCLAVE AT HIGHLAND GLEN POND REPAIRS

Mr. Vinklarek reported on repairs to the Enclave at Highland Glen pond. He stated the repairs are complete.

SURPLUS FUNDS

The Board reviewed a revised Summary of Costs for a use of surplus funds application to the Texas Commission on Environmental Quality, a copy of which is attached to the engineer's report.

HOUSE COUNT REPORT

Mr. Vinklarek reported on the number of homes in the District. He said there are currently 2,090 lots in the District with 2,082 homes started or built.

ADDITIONAL ENGINEERING MATTERS

Mr. Vinklarek also requested the Board approve plans and specifications and authorize advertisement for bids for the storm water pump station to serve Mirror Lake.

After review and discussion, and based on the engineer's recommendation, Director Hoppens moved to (1) award the contract for construction of water, sewer and drainage facilities to serve Canterbury Lakes, Section 6 to R Construction Company in the amount of \$557,285.75, subject to approval of bonds and verification of insurance; (2) approve plans and specifications and authorize advertisement for bids for the storm water pump station to serve Mirror Lake; and (3) accept the engineer's report. Director Garza seconded the motion, which passed by unanimous vote.

DEEDS, EASEMENTS AND CONVEYANCES; ENVIRONMENTAL SITE ASSESSMENT; WAIVERS OF SPECIAL APPRAISAL

There was no discussion on this matter.

HOMEOWNER ASSOCIATION MATTERS

There was no discussion on this matter.

MAINTENANCE AGREEMENTS

There was no discussion on this matter.

MAINTENANCE OF DETENTION PONDS

There was no discussion on this matter.

COST SHARING AGREEMENTS

There was no discussion on this matter.

ANNEXATION MATTERS

There was no report on this matter.

DEVELOPER FINANCING AGREEMENTS; AMENDMENTS AND ASSIGNMENTS

The Board considered consenting to an assignment of right to reimbursement from Cypress Village III, LLC to BancorpSouth Bank for the Cypress Village, Section 3 project. After discussion, Director Hoppens moved to accept the assignment of right to reimbursement. Director Garza seconded the motion, which passed by unanimous vote.

DEVELOPMENT IN THE DISTRICT

Mr. Thumann discussed development in the District.

APPROVE ANNUAL REPORT AND AUTHORIZE FILING OF SAME IN ACCORDANCE WITH THE DISTRICT'S CONTINUING DISCLOSURE OF INFORMATION AGREEMENT

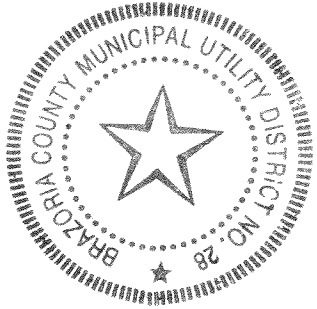
Ms. Brook reviewed the Annual Report. After review and discussion, Director Hoppens moved to approve the Annual Report and authorize filing the Annual Report with the appropriate information depositories in accordance with the District's Continuing Disclosure of Information Agreement and as required by SEC Rule 15c2-12. Director Garza seconded the motion, which passed by unanimous vote.

ANNUAL REVIEW OF PROCEDURES FOR CONTINUING DISCLOSURE COMPLIANCE

Ms. Brook reviewed procedures for continuing disclosure compliance. She said that no changes are recommended.

There being no further business to come before the Board, the Board concurred to adjourn the meeting.

(SEAL)



*Robert Payne*  
Secretary, Board of Directors

ATTACHMENTS TO MINUTES

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