

MINUTES
BRAZORIA COUNTY MUNICIPAL UTILITY DISTRICT NO. 28

May 16, 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 16th day of May, 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 except Director Garza, thus constituting a quorum.

Also present at the meeting were Tracy Scott of Myrtle Cruz, Inc.; David Patterson of Assessments of the Southwest, Inc.; Taylor Baumgartner of LJA Engineering, Inc. ("LJA"); Julie Williams of Rathmann & Associates; Alan Mueller of Gromax Development; Nigel Brooks, Ernest Hubert, Richard Escamilla, Roger Williamson, and Christina Brooks, residents of the District; and Hannah Brook and Sharon Covan of Allen Boone Humphries Robinson LLP.

MINUTES

The Board considered approving the minutes of the April 18, 2018, regular meeting. Following review and discussion, Director Gordon moved to approve the minutes of the meeting, as presented. Director Clem seconded the motion, which passed by unanimous vote.

FINANCIAL AND BOOKKEEPING

Ms. Garcia 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 Clem seconded the motion, which passed by unanimous vote.

TAX ASSESSMENT AND COLLECTIONS

Mr. Patterson reviewed the tax assessor/collector's report, a copy of which is attached. Mr. Patterson presented a letter stating that there are no abandoned properties in the District for the period of March 1, 2014, through February 28, 2015, a copy of which is attached.

After review and discussion, Director Hoppens moved to approve the tax assessor/collector's report. Director Nokelby seconded the motion, which passed by unanimous vote.

2018 DIRECTORS ELECTION

The Board discussed the 2018 Directors Election.

CERTIFICATES OF ELECTION

The Board considered approving a Certificate of Election, reflecting the election of Nigel Brooks, Ernest Hubert and Richard Escamilla to the Board of Directors of the District each for a four-year term. After review and discussion, Director Hoppens moved to approve the Certificate of Election and the distribution of same to Directors Brooks, Hubert and Escamilla, and direct that the Certificate of Election be filed appropriately and retained in the District's official records. Director Nokelby seconded the motion, which passed by unanimous vote.

DIRECTORS' SWORN STATEMENTS, OFFICIAL BONDS, AND OATHS OF OFFICE

Ms. Brook reviewed the Sworn Statements and Oaths of Office for Directors Brooks, Hubert and Escamilla. After review and discussion, Director Hoppens moved to approve the Sworn Statements, Official Bonds, and Oaths of Office and direct that the documents be filed in the official records of the District, and that the Oaths of Office be filed with the Secretary of State, as required by law. Director Nokelby seconded the motion, which passed by unanimous vote.

REORGANIZE BOARD AND ELECT OFFICERS

The Board considered reorganizing the Board of Directors. Director Gordon nominated Director Clem as Secretary. Director Brooks moved to elect Director Escamilla as President. Director Hubert seconded the motion, which passed by a vote of three in favor and two against. Director Escamilla moved to elect Director Brooks as Vice President, Director Clem as Secretary, Director Hubert as Assistant Secretary, and Director Gordon as Assistant Vice President. Discussion ensued. Director Clem seconded the motion, which passed by unanimous vote.

REGISTRATION FORM

The Board considered authorizing execution of the District Registration Form, updated to reflect the terms of office. Following review and discussion, Director Gordon moved to authorize execution of the District Registration Form and direct that the Registration Form be filed appropriately and retained in the District's official records. Director Escamilla seconded the motion, which passed unanimously.

OPEN MEETINGS ACT TRAINING REQUIREMENTS

Ms. Brook said the Texas Legislature requires each elected or appointed public official to complete a course of training regarding the responsibilities of the governmental body and its members under the Texas Open Meetings Act within ninety days of receiving the appointment.

CONFLICT OF INTEREST DISCLOSURE; LIST OF LOCAL GOVERNMENT OFFICERS

Ms. Brook reviewed Chapter 176 of the Texas Local Government Code, which requires directors and consultants to disclose certain conflicts of interest.

Ms. Brook stated that pursuant to Chapter 176 of the Texas Local Government Code, the District will maintain a List of Local Government Officers. The Board reviewed the List of Local Government Officers. After review and discussion, Director Clem moved to approve the List of Local Government Officers and direct that the List be filed appropriately and retained in the District's official records. Director Escamilla seconded the motion, which passed by unanimous vote.

CONSIDER CASH REDEMPTION OF BONDS AND AUTHORIZE NOTICE TO PAYING AGENT

Ms. Williams discussed the proposed cash redemption of the Series 2010 Bonds (the "Bonds") and distributed a summary of bond maturities, redemptions and debt service, a copy of which is attached. She discussed the procedures for redemption of the Bonds. After review and discussion, Director Escamilla moved to authorize proceeding with redemption of the Bonds and notice to the paying agent. Director Clem seconded the motion, which passed by unanimous vote.

DEVELOPER REIMBURSEMENT REPORT ON USE OF SURPLUS FUNDS

There was no report on this matter.

TRAVEL REIMBURSEMENT GUIDELINES AND DIRECTOR EXPENSES FOR THE ASSOCIATION OF WATER BOARD DIRECTORS SUMMER CONFERENCE

The Board discussed the fees of office and travel allowance for the summer Association of Water Board Directors ("AWBD") conference. The Travel Reimbursement Guidelines, a copy of which is attached, was distributed to Board members. After review and discussion, Director Gordon moved to authorize four fees of office, three hotel nights and meals not offered by the conference for the AWBD summer conference. Director Hubert seconded the motion, which passed by unanimous vote.

STORM WATER PERMITTING MATTERS

There was no discussion on this matter.

ENGINEERING MATTERS

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

CANTERBURY PARK, SECTION 6, WATER, SEWER AND DRAINAGE

Mr. Baumgartner reported on Canterbury Park, Section 6, water, sewer and drainage facilities. He presented and recommended for approval Pay Estimate No. 2 in the amount of 47,752.11, submitted by R Construction Company. Mr. Baumgartner presented and recommended for approval Change Order No. 2 to increase the contract in the amount of \$3,750.00 due to coordination with the City of Pearland (the "City") during waterline construction. The Board determined that Change Order No. 2 is beneficial to the District. Mr. Baumgartner presented and recommended for approval Change Order No. 3 to increase the contract in the amount of \$3,648.00 due to field conditions requiring additional lateral pipe. The Board determined that Change Order No. 3 is beneficial to the District.

MIRROR LAKE, CLEARING AND GRUBBING

Mr. Baumgartner reported on Mirror Lake, clearing and grubbing. He presented and recommended for approval Pay Estimate No. 2 and Final in the amount of \$18,727.20, submitted by Dimas Brothers Construction. Mr. Baumgartner presented and recommended approval of Change Order No. 1 to the contract with Dumas Brothers for Mirror Lake clearing and grubbing to increase the contract in the amount of \$15,000.00 due to unanticipated conditions encountered during construction. The Board determined that Change Order No. 1 is beneficial to the District. Mr. Baumgartner recommended the Board accept the project.

EXCAVATION OF DETENTION POND TO SERVE MIRROR LAKE

Mr. Baumgartner reported on excavation of the detention pond to serve Mirror Lake. He presented and recommended for approval Pay Estimate No. 1 in the amount of \$30,735.00, submitted by Dimas Bros. Construction.

MIRROR LAKE, WATER, SANITARY SEWER, DRAINAGE

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

STORM WATER PUMP STATION TO SERVE MIRROR LAKE

Mr. Baumgartner reported on the storm water pump station to serve Mirror Lake. He said construction has begun.

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

Mr. Baumgartner reported on Tranquility Lakes, Section 4, water, sanitary sewer and drainage facilities. He said construction has begun.

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

Mr. Baumgartner reported on Cypress Village, Section 3, water, sanitary sewer and drainage facilities. He presented and recommended for approval Pay Estimate No. 2 in the amount of \$24,817.50 and Pay Estimate No. 3 in the amount of \$498,897.27, submitted by Triple B Construction Company.

MAINTENANCE OF DETENTION PONDS

There was no report on this matter.

SURPLUS FUNDS APPLICATION

Mr. Baumgartner said the surplus funds application was submitted to the Texas Commission on Environmental Quality on March 1, 2018. Discussion ensued.

HOUSE COUNT REPORT

Mr. Baumgartner reported on the number of homes in the District. He said there are currently 2,146 lots in the District with 2,083 homes started or built.

Director Brooks asked about the annexations that included Mirror Lake and Cypress Village. Discussion ensued. Ms. Brook said it was determined by Brazoria County Municipal Utility District No. 19 that annexation of the Cypress Village tract was not feasible, and R. West Development and Cypress Village III approached the District requesting annexation. Director Brooks said he is opposed to annexations and that taxpayers in the District should have an opportunity to vote on annexations.

After review and discussion, and based on the engineer's recommendation, Director Clem moved to: (1) approve Pay Estimate No. 2 in the amount of 47,752.11 for Canterbury Park, Section 6, water, sanitary sewer and drainage; (2)

approve Change Order No. 2 in the amount of \$3,750.00 as an increase to the contract with R Construction Company for Canterbury Park, Section 6, water, sewer and drainage, based upon the Board's finding that the change Order is beneficial to the District and the engineer's recommendation; (3) approve Change Order No. 3 in the amount of \$3,648.00 as an increase to the contract with R Construction Company for Canterbury Park, Section 6, water, sewer and drainage, based upon the Board's finding that the change Order is beneficial to the District and the engineer's recommendation; (4) approve Pay Estimate No. 2 and Final in the amount of \$18,727.20 for Mirror Lake, clearing and grubbing; (5) approve Change Order No. 1 in the amount of \$15,000 as an increase to the contract with Dimas Brothers Construction for Mirror Lake, clearing and grubbing, based upon the Board's finding that the Change Order is beneficial to the District and the engineer's recommendation; (6) accept the Mirror Lake, clearing and grubbing project; (7) approve Pay Estimate No. 1 in the amount of \$30,735.00 for excavation of the detention pond to serve Mirror Lake; (8) approve Pay Estimate No. 2 in the amount of \$24,817.50 for Cypress Village, Section 3, water, sanitary sewer and drainage; (9) approve Pay estimate No. 3 in the amount of \$498,897.27 for Cypress Village, Section 3, water, sanitary sewer and drainage; and (10) accept the engineer's report. Director Escamilla 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 report on homeowner association matters.

MAINTENANCE AGREEMENTS

There was no discussion on this matter.

COST SHARING AGREEMENTS

There was no discussion on this matter.

ANNEXATION MATTERS

Ms. Brook said the District entered into an annexation agreement with Gehan Homes for two tracts. She said that LJA is preparing a report to determine whether the annexation is feasible.

DEVELOPER FINANCING AGREEMENTS; AMENDMENTS AND ASSIGNMENTS

There was no discussion on this matter.

DEVELOPMENT IN THE DISTRICT

Mr. Mueller reported on development in the District.

Director Brooks discussed meeting in the District at Heritage Bank. Ms. Brook said an item can be placed on the June agenda to adopt a meeting place within the District. Director Gordon asked for a study to determine the added cost to meet in the District. No action was taken on this matter.

Discussion ensued regarding a District website. Ms. Brook said an item can be placed on the June agenda to discuss a website and to hear a presentation from Off Cinco, a website developer.

Ms. Brook said that the next meeting is June 27, 2018.

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

(SEAL)



Linda Clem
Secretary, Board of Directors

ATTACHMENTS TO MINUTES

	Minutes
	<u>Page</u>
bookkeeper's report.....	1
tax assessor/collector's report	1
Travel Reimbursement Guidelines.....	3
engineering report	4