

MINUTES
BRAZORIA COUNTY MUNICIPAL UTILITY DISTRICT NO. 28

March 20, 2019

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 20th day of March, 2019, at Allen Boone Humphries Robinson LLP, 3200 Southwest Freeway, Suite 2500, Houston, Texas outside the boundaries of the District, and the roll was called of the members of the Board:

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|-------------------|--------------------------|
| Richard Escamilla | President |
| Nigel Brooks | Vice President |
| Linda Clem | Secretary |
| Ernest Hubert | Assistant Secretary |
| John Gordon | Assistant Vice President |

and all of the above were present except Director Brooks, thus constituting a quorum.

Also present at the meeting were Tracey Scott of Myrtle Cruz, Inc.; David Patterson of Assessments of the Southwest, Inc.; Chance Vinklerek of LJA Engineering, Inc. ("LJA"); Justin Klump and Kaz Jones of Storm Water Solutions; and Hannah Brook and Sharon Covan of Allen Boone Humphries Robinson LLP.

MINUTES

The Board considered approving the minutes of the January 30, 2019, meeting. Ms. Covan noted a correction to the minutes. Following review and discussion, Director Gordon moved to approve the minutes of the meeting, as corrected. Director Escamilla seconded the motion, which passed by unanimous vote.

FINANCIAL AND BOOKKEEPING

Ms. Scott reviewed the bookkeeper's report, a copy of which is attached, and the budget for the fiscal year end July 31, 2019. After review and discussion, Director Gordon moved to approve the bookkeeper's report and the checks presented for payment. Director Escamilla 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 and the delinquent tax report from Perdue, Brandon, Fielder, Collins & Mott, PLLC ("Perdue Brandon"). Mr. Patterson said Perdue, Brandon requests authorization to move two personal property accounts in the amounts of \$1,545.48 and \$36.08 to the uncollectible roll. After review and discussion, Director Escamilla moved to approve

the tax assessor/collector's report and authorize moving the two personal property accounts, as stated, to the uncollectible roll. Director Hubert seconded the motion, which passed by unanimous vote.

ORDER ADOPTING AMENDED AND RESTATED PROCEDURES FOR CONTINUING DISCLOSURE COMPLIANCE

Ms. Brook stated that, when the District issues bonds, the District enters into a continuing disclosure undertaking for the benefit of the bondholders. She added that the provisions of that undertaking require that the District comply with certain continuing disclosure requirements for its bonds. Ms. Brook explained that the Board is ultimately responsible for continuing disclosure compliance for its bonds, with assistance by its consultants. She added that, in order to ensure that the District's procedures for continuing disclosure compliance are well documented, the Board has previously adopted such procedures in writing. Ms. Brook stated that, because the United States Securities and Exchange Commission has amended its Rule 15c2-12, ABHR recommends that the District's written procedures be amended by the Board. She reviewed an Order Adopting Amended and Restated Procedures for Continuing Disclosure Compliance with the Board. Following review and discussion, Director Escamilla moved to adopt the Order Adopting Amended and Restated Procedures for Continuing Disclosure Compliance and direct that the Order be filed appropriately and retained in the District's official records. Director Clem seconded the motion, which passed by unanimous vote.

STORM WATER PERMITTING MATTERS

Mr. Klump updated the Board on the District's Phase II (Small) MS4 Annual Report. He distributed and reviewed the Year 5 annual report for the Storm Water Management Plan ("SWMP"). Mr. Klump said the District is included in the City of Pearland's SWMP and SWS was engaged by the District to coordinate filing of the Annual Report in conjunction with the City of Pearland. Mr. Klump requested the District sign a Certification stating that to the best of the District's knowledge, the Annual Report is accurate and complete. After discussion, Director Gordon moved to authorize execution of the Certification, subject to final review of the Annual Report by SWS. Director Hubert seconded the motion, which passed by unanimous vote.

ENGINEERING MATTERS

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

CANTERBURY PARK, SECTION 6, WATER, SEWER AND DRAINAGE

Mr. Vinklarek reported on Canterbury Park, Section 6, water, sewer and drainage facilities. He had no pay estimates to present to the Board.

EXCAVATION OF DETENTION POND TO SERVE MIRROR LAKE

Mr. Vinklarek reported on excavation of the detention pond to serve Mirror Lake. He presented and recommended for approval Pay Estimate No. 2 in the amount of \$21,667.50, submitted by Dimas Bros. Construction.

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

Mr. Vinklarek reported on Mirror Lake, water, sanitary sewer, drainage and detention facilities. He had no pay estimates to present to the Board.

MIRROR LAKE STORM WATER PUMP STATION

Mr. Vinklarek reported on the storm water pump station to serve Mirror Lake. He presented and recommended for approval Pay Estimate No. 7 in the amount of \$37,110.00, submitted by C4 Partners, LLC.

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

Mr. Vinklarek reported on Tranquility Lakes, Section 4, water, sanitary sewer and drainage facilities. He presented and recommended for approval Change Order No. 1 to the contract with Triple B Services to decrease the contract in the amount of \$4,611.60 for City of Pearland requested changes. The Board determined that Change Order No. 1 is beneficial to the District.

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 had no pay estimates to present to the Board.

HOUSE COUNT REPORT

Mr. Vinklarek reported on the number of homes in the District. He said there are currently 2,401 lots in the District with 2,185 homes started or built.

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 \$21,667.50 for excavation of the detention pond to serve Mirror Lake; (2) approve Pay Estimate No. 7 in the amount of \$37,110.00 for the Mirror Lake Storm Water Pump Station; (3) approve Change Order No. 1 in the amount of \$4,611.60 as a decrease to the contract with Triple B Services for Tranquility Lakes, Section 4, water, sanitary sewer and drainage facilities, based upon the Board's finding that

the Change Order is beneficial to the District and the engineer's recommendation; and (4) accept the engineer's report. Director Gordon seconded the motion, which passed by unanimous vote.

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

There was no action on this matter.

MAINTENANCE OF DETENTION PONDS

Mr. Jones reviewed the report on the pond rehabilitation project, a copy of which is attached, and presented photographs of the progress of work on the Spring Meadows pond and the Stonebridge pond, a copy of which is attached.

SIGNAGE FOR DETENTION PONDS AND STORM WATER FACILITIES

Mr. Jones discussed a proposal for no trespassing signs for installation at the detention ponds, a copy of which is attached. He said the cost for metal 24" x 36" signs, including installation is \$250.00 each. The Board requested the signs say "No Motorized Vehicles" instead of "No Trespassing." After discussion, the Board authorized Storm Water Solutions to prepare a recommendation on the number of signs to be erected at the detention ponds for discussion at the next Board meeting.

WEBSITE

Discussion ensued regarding the District's website. After discussion, the Board authorized posting the Order Concerning Exemptions from Taxation on the District's website.

HOMEOWNER ASSOCIATION MATTERS

There was no discussion on homeowner association matters.

MAINTENANCE AGREEMENTS

There was no report on this matter.

COST SHARING AGREEMENTS

There was no discussion on this matter.

ANNEXATION MATTERS

There was no discussion on this matter.

DEVELOPER FINANCING AGREEMENTS; AMENDMENTS AND ASSIGNMENTS

There was no discussion on this matter.

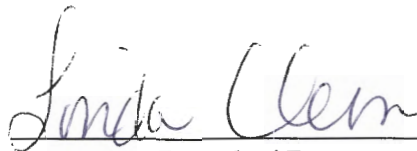
DEVELOPMENT IN THE DISTRICT

There was no report on development in the District.

MEETING SCHEDULE AND IN-DISTRICT MEETINGS

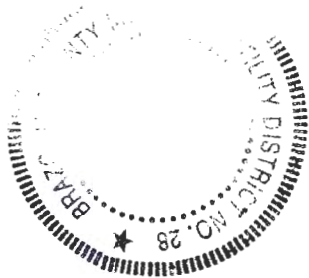
The Board discussed the next Board meeting on April 17, 2019, and agreed to meet at ABHR.

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



Secretary, Board of Directors

(SEAL)



ATTACHMENTS TO MINUTES

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NOTICE OF MEETING

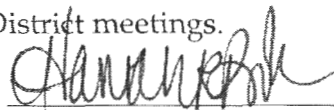
BRAZORIA COUNTY MUNICIPAL UTILITY DISTRICT NO. 28

The Board of Directors of Brazoria County Municipal Utility District No. 28 will hold a regular meeting on **Wednesday, March 20, 2019**, at 5:00 p.m., at the offices of Allen Boone Humphries Robinson LLP, 3200 Southwest Freeway, Suite 2400, Sabine Room, Houston, Texas, to discuss and, if appropriate, act upon the following items:

1. Approve minutes.
2. Financial and bookkeeping matters, payment of the bills, and review of investments; budget for fiscal year end July 31, 2019.
3. Tax assessment and collections matters, including delinquent tax collections, installment agreements, and payment of tax bills.
4. Adopt Order Adopting Amended and Restated Procedures for Continuing Disclosure Compliance.
5. Storm Water Permitting matters; including MS4 storm water management plan and approve City of Pearland Year 5 Annual Report.
6. Engineering matters, including approve plans and specifications and authorize advertisement for bids; review bids and award construction contract; approve pay estimates and change orders for construction contracts; accept projects:
 - a. Canterbury Park, Section 6 water, sewer and drainage;
 - b. excavation of detention pond to serve Mirror Lake;
 - c. Mirror Lake, water, sewer and drainage;
 - d. storm water pump station to serve Mirror Lake;
 - e. Tranquility Lakes, Section 4;
 - f. Cypress Village, Section 3; and
 - g. house count report.
7. Deeds, easements and conveyances; Environmental Site Assessments.
8. Maintenance and rehabilitation of detention ponds.
9. District signage for detention ponds and storm water facilities.
10. Website.
11. Homeowner Association matters, including maintenance agreements and cost sharing agreements.
12. Developer financing agreements and amendments and assignments thereto.

13. Report regarding development in the District.

14. Meeting schedule and In-District meetings.



Attorney for the District

