

MINUTES
BRAZORIA-FORT BEND COUNTY MUNICIPAL UTILITY DISTRICT NO. 1

April 16, 2014

The Board of Directors (the "Board") of Brazoria-Fort Bend County Municipal Utility District No. 1 (the "District") met in special session, open to the public, on the 16th day of April, 2014, at the offices of Allen Boone Humphries Robinson LLP, 3200 Southwest Freeway, Houston, Texas, outside the boundaries of the District, and the roll was called of the members of the Board:

Michael D. Rozell	President
Geoffrey Pope	Vice President
Terry Ruiz	Secretary
Karri Axtell	Assistant Vice President
Jalene Palmer	Assistant Secretary

and all of the above were present except Directors Ruiz and Palmer, thus constituting a quorum.

Also present at the meeting were Craig Rathmann of Rathmann & Associates, L.P. ("Rathmann") and Lynne Humphries, Brooks Hamilton, and Tracie Brownlee of Allen Boone Humphries Robinson LLP ("ABHR").

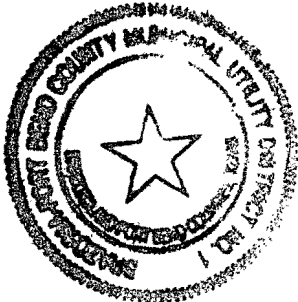
SERIES 2014 UNLIMITED TAX BONDS, INCLUDING AUTHORIZE DISTRICT ENGINEER TO REQUEST TCEQ INSPECTION OF FACILITIES, APPOINT PAYING AGENT/REGISTRAR, APPROVE PRELIMINARY OFFICIAL STATEMENT AND OFFICIAL NOTICE OF SALE, AUTHORIZE ADVERTISEMENT FOR SALE OF THE SERIES 2014 BONDS AND SCHEDULE BOND SALE, AND AUTHORIZE AUDITOR TO PREPARE DEVELOPER REIMBURSEMENT REPORT

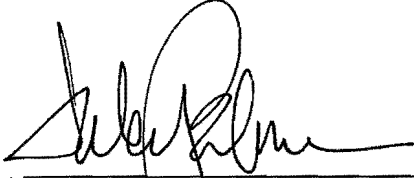
Ms. Humphries stated that the District has received the Order from the TCEQ approving the issuance of the Series 2014 Unlimited Tax Bonds ("Series 2014 Bonds"). The Board discussed appointing The Bank of New York Mellon Trust Company, N.A., as the Paying Agent/Registrar for the Series 2014 Bonds. Mr. Rathmann reviewed the Preliminary Official Statement and Official Notice of Sale for the Series 2014 Bonds with the Board. Ms. Humphries discussed preparation of the developer reimbursement report for the Series 2014 Bonds. After review and discussion, Director Rozell moved to (1) authorize the District's engineer to request TCEQ inspection of facilities; (2) appoint The Bank of New York Mellon Trust Company, N.A., as the Paying Agent/Registrar for the Series 2014 Bonds; (3) approve the Preliminary Official Statement and Official Notice of Sale subject to Board and consultant review; (4) authorize advertisement for sale of the Series 2014 Bonds; (5) schedule the bond sale for April 29, 2014; (6) authorize ABHR to

submit the TCEQ Order Approving Issuance of the Series 2014 Bonds to the City of Pearland; and (7) authorize McGrath & Co., PLLC to conduct the developer reimbursement report for the Series 2014 Bonds. Director Axtell seconded the motion, which passed unanimously.

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

(SEAL)




Assistant Secretary, Board of Directors