

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

March 3, 2017

The Board of Directors (the "Board") of Brazoria-Fort Bend County Municipal Utility District No. 1 (the "District") met in regular session, open to the public, on the 3rd day of March, 2017, 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
Heather Zayas	Secretary
Karri Axtell	Assistant Vice President
Terry Ruiz	Assistant Secretary

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

Also present at the meeting were Aly Long and Paul Wisdom of Shadow Creek Ranch Maintenance Association ("SCRMA"); Justin Klump of Storm Water Solutions, LP; Thomas Sikora of KB Home; Officer Natisha Lucas of the City of Pearland ("City") Police Department; David Patterson of Assessments of the Southwest, Inc. ("ASW"); Erin Garcia of Myrtle Cruz, Inc. ("MCI"); Taylor Baumgartner of LJA Engineering, Inc. ("LJA"); and Lynne Humphries and Tracie Brownlee of Allen Boone Humphries Robinson LLP ("ABHR").

MINUTES

The Board considered approving the minutes of the February 3, 2017, regular meeting, which were provided in advance of the meeting. After review and discussion, Director Rozell moved to approve the minutes of the February 3, 2017, regular meeting, as submitted. Director Zayas seconded the motion, which passed unanimously.

COMMENTS FROM THE PUBLIC

No members of the public came forth to comment.

REPORT ON DEVELOPMENT

Messrs. Sikora and Baumgartner generally reported on development in the District.

TAX ASSESSMENT AND COLLECTION MATTERS

Mr. Patterson distributed and reviewed the tax assessor/collector's report, including the unpaid accounts tax roll, a copy of which is attached. He stated 95.88% of the District's 2016 taxes were collected as of February 28, 2017. Following review and discussion, Director Pope moved to approve the tax assessor/collector's report and payment of the bills. Director Axtell seconded the motion, which carried by unanimous vote.

ENGINEERING MATTERS

Mr. Baumgartner distributed and reviewed the engineer's report, a copy of which is attached.

Mr. Baumgartner reviewed and recommended approval of one pay estimate as reflected in his report.

Mr. Baumgartner reported the City provided an update regarding the wastewater treatment plant expansion and construction of the SCR Sports Park.

Following review and discussion, Director Zayas moved to approve the engineer's report and, based on the recommendation of the engineer, approve Pay Estimate No. 3 and Final to Rodriguez Construction Group, LLC in the amount of \$96,843.63 for the construction of the water, sewer, and drainage facilities to serve Shadow Grove Sections 4 and 5. The motion was seconded by Director Axtell and passed unanimously.

RECREATIONAL FACILITIES IN AND NEAR THE DISTRICT

The Board reviewed a report from Earthcare Management for the mowing and maintenance of the temporary ball fields, a copy of which is attached. The Board considered requesting the City to assume maintenance of the temporary ball fields. Following review and discussion, Director Pope moved to authorize ABHR to send a letter on the Board's behalf requesting the City include the temporary ball fields in the Shadow Creek Ranch Sports Complex maintenance schedule. The motion was seconded by Director Rozell and passed by unanimous vote.

ENGINEERING MATTERS, continued

Mr. Klump discussed the City's inclusion of the District in the City's Storm Water Management Plan ("SWMP"). He requested the Board authorize execution and submittal of the Year 3 Annual Report to the Texas Commission on Environmental Quality ("TCEQ"). After review and discussion, Director Rozell moved to approve the Year 3 Annual Report and authorize execution and submittal of the Year 3 Annual

Report to the TCEQ. Director Axtell seconded the motion, which passed unanimously.

Officer Lucas entered the meeting.

SECURITY SERVICES REPORT

Officer Lucas reviewed the attached written security report for Shadow Creek Ranch ("SCR"), provided in advance of the meeting. The Board reviewed an additional report of recent crime trends and statistics, provided in advance of the meeting. Officer Lucas then responded to questions from the Board.

FINANCIAL AND BOOKKEEPING MATTERS

Ms. Garcia distributed and reviewed the bookkeeper's report, including the investment report, budget comparison, and list of checks presented for approval, a copy of which is attached. After review and discussion, Director Pope moved to approve the bookkeeper's report and payment of the bills. Director Axtell seconded the motion, which passed unanimously.

ARTICLES FOR NEWSLETTERS AND WEBSITE

The Board reviewed a draft of the notice for submission to the Shadow Creek Community Newsletter and The Connection and considered updates for the District's website. The Board reviewed an analytics report on activity on the website for the prior month, a copy of which is attached. Following review and discussion, the Board concurred to authorize publication of the newsletter notice as submitted.

REPORTS FROM DIRECTORS, DISTRICT CONSULTANTS, AND SCRMA

Ms. Long introduced herself to the Board and stated she is SCRMA's General Manager. Ms. Long and Mr. Wisdom generally reported on SCRMA activities and answered questions from the Board. Mr. Wisdom reported SCRMA will terminate its landscape maintenance service agreement with Earthcare Management.

Director Zayas reported she will attend Fort Bend County Day at the State Capitol next week to represent the District regarding matters pertaining to the Blue Ridge Landfill (the "Landfill"). Discussion ensued. After discussion, Director Rozell moved to authorize two director fees of office and two nights of lodging for any Directors attending Fort Bend County Day at the State Capitol. Director Axtell seconded the motion, which passed unanimously.

ATTORNEY'S REPORT

Ms. Humphries reviewed the status of the Landfill.

Ms. Humphries reviewed the District's Annual Report containing updated financial and operating data to be filed in accordance with the continuing disclosure provisions contained in the bond resolutions. She stated the District is required to file certain financial and operating data with the Municipal Securities Rulemaking Board through the Electronic Municipal Market Access System in compliance with SEC Rule 15c12-12 and with the Municipal Advisory Council of Texas, the State Information Depository, by March 31, 2017. Following review and discussion, Director Rozell moved to approve the Annual Report to be filed in compliance with the continuing disclosure provisions contained in the bond resolutions and direct that the Annual Report be filed appropriately and retained in the District's official records. Director Zayas seconded the motion, which passed unanimously.

The Board reviewed the District's procedures for continuing disclosure compliance and determined no changes are required at this time.

DATE, TIME, AND LOCATION FOR NEXT DISTRICT MEETING

The Board concurred the next regular Board meeting is April 7, 2017, at 12:00 p.m.

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

(SEAL)


Asst. Secretary, Board of Directors



ACTION LIST

1. ABHR will submit the approved notice to the community newsletters.
2. ABHR will submit updates to the District's website as directed.
3. ABHR will send a letter to the City requesting the City assume maintenance of the temporary ball fields.

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