

MINUTES
BRAZORIA COUNTY MUNICIPAL UTILITY DISTRICT NO. 40

May 22, 2018

The Board of Directors (the "Board") of Brazoria County Municipal Utility District No. 40 (the "District") met in regular session, open to the public, on the 22nd day of May, 2018, at the offices of Allen Boone Humphries Robinson LLP, 3200 Southwest Freeway, Suite 2400, Houston, Texas, 77027, outside the boundaries of the District, and the roll was called of the members of the Board:

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| Alicia Skinner | President |
| Brandon Guillory | Vice President |
| Charles M. Eastland | Secretary |
| Alice Collins | Assistant Secretary |
| David Kubala | Assistant Vice President |

and all of the above were present, except Directors) Eastland and Guillory, thus constituting a quorum.

Also present at the meeting were Larry Collins, a member of the public; Donna Bryant of Assessments of the Southwest, Inc. ("ASW"); Russell Bynum of Hillwood Communities; Brian Edwards of LJA Engineering, Inc.; Diane Bailey of McLennan & Associates, L.P.; and Tim Austin, Angela Lutz, and Ashley Ramos of Allen Boone Humphries Robinson LLP.

MINUTES

The Board considered approval of the minutes from the April 24, 2018, meeting. After discussion, Director Skinner moved to approve the April 24, 2018, minutes. Director Kubala seconded the motion, which carried by unanimous vote.

BOOKKEEPER'S REPORT

Ms. Bailey then presented the bookkeeper's report and submitted the bills for the Board's review. A copy of the bookkeeper's report is attached. After discussion, Director Kubala moved to approve the bookkeeper's report and the payment of bills. Director Skinner seconded the motion, which passed unanimously.

TAX ASSESSOR/COLLECTOR REPORT

Ms. Bryant distributed and reviewed the tax assessor/collector's report for the month of May, a copy of which is attached.

ENGINEER'S REPORT

Mr. Edwards presented and reviewed an engineer's report with the Board, a copy of which is attached.

CLEARING AND GRUBBING TO SERVE POMONA PHASE 3 IMPROVEMENTS

Mr. Edwards reported on the clearing and grubbing to serve the Pomona Phase 3 Improvements, stating the project is complete.

POMONA PHASE 3 DRAINAGE PLAN

Mr. Edwards reported on the Pomona Phase 3 drainage plan, stating the project is complete.

LAKE G TO SERVE POMONA

Mr. Edwards reported on the construction of Lake G to serve Pomona. He reviewed and recommended approval of Change Order No. 1 to the contract with Harris Construction Company, Ltd. ("Harris Construction") for the construction of Lake G to serve Pomona to increase the contract in the amount of \$27,160.00. The Board determined that Change Order No. 1 is beneficial to the District. Mr. Edwards next recommended approval of Pay Estimate No. 1 in the amount of \$424,885.50 to Harris Construction. After review and discussion, Director Kubala moved to (1) approve Change Order No. 1 in the amount of \$27,160.00 as an increase to the contract with Harris Construction, based upon the Board's finding that the Change Order is beneficial to the District and the engineer's recommendation; and (2) approve Pay Estimate No. 1 in the amount of \$424,885.50 to Harris Construction. Director Skinner seconded the motion, which passed by unanimous vote.

LAKE F PHASE 1 TO SERVE POMONA

Mr. Edwards reported on construction plans for Lake F Phase 1 to serve Pomona.

CONSTRUCTION OF WATER, SEWER, AND DRAINAGE FACILITIES AND PAVING TO SERVE POMONA, SECTIONS 9 AND 10, AND LIFT STATION NO. 2 TO SERVE POMONA

Mr. Edwards reported on the construction of water, sewer, and drainage facilities and paving to serve Pomona, Sections 9 and 10, and the construction of Lift Station No. 2 to serve Pomona. He stated that bids were received for construction of the construction of water, sewer, and drainage facilities and paving to serve Pomona, Sections 9 and 10, and the construction of Lift Station No. 2 to serve Pomona. Mr. Edwards recommended that the Board award the contract to the second low bidder, Clearwater Utilities, Inc. ("Clearwater Utilities") in the amount of \$4,725,124.17. The

Board concurred that, in its judgment, Clearwater Utilities 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. Following review and discussion, Director Kubala moved to award the contract for construction of the construction of water, sewer, and drainage facilities and paving to serve Pomona, Sections 9 and 10, and the construction of Lift Station No. 2 to serve Pomona to Clearwater Utilities in the amount of \$4,725,124.17, based upon the engineer's recommendation and subject to approval of the payment and performance bonds and review of the certificate(s) of insurance and endorsements, if any, provided by the contractor. Director Skinner seconded the motion, which passed by unanimous vote.

Mr. Edwards stated the construction plans for Pomona Section 9 include a water line, force main, and road crossing of the Gulf Coast Water Authority canal. He stated canal crossing agreements are required for the utility crossings under the canal and for the utility crossings over the canal. He presented and reviewed two agreements with the Gulf Coast Water Authority for utility crossings under the canal and utility crossings over the canal. Following review and discussion, Director Kubala moved to approve the agreements with the Gulf Coast Water Authority for the utility crossings. Director Skinner seconded the motion, which carried by unanimous vote.

CONSTRUCTION OF WATER, SEWER, AND DRAINAGE FACILITIES TO SERVE POMONA, SECTION 11

Mr. Edwards reported on plans for the construction of water, sewer, and drainage facilities to serve Pomona, Section 11.

PAVING TO SERVE POMONA, SECTION 11

Mr. Edwards reported on paving plans to serve Pomona, Section 11.

DEEDS AND EASEMENTS

The Board reviewed (1) temporary water line easements for a 0.072 acre tract, a 0.003 acre tract, a 0.005 acre tract, a 0.008 acre tract, and a 0.009 acre tract; (2) temporary storm sewer easements for a 0.003 acre tract, 0.005 acre tract, 0.014 acre tract, 0.027 acre tract, and 0.030 acre tract; and (3) temporary sanitary sewer easements for a 0.040 acre tract, 0.091 acre tract, 0.158 acre tract, and 0.164 acre tract, from the District to Pomona Phase 3, LLC. Following review and discussion, Director Collins moved to approve the temporary water line easements, the temporary storm sewer easements, and the temporary sanitary sewer easements. Director Skinner seconded the motion, which carried by unanimous vote.

REPORT ON DEVELOPMENT

Mr. Bynum reported on development in the District.

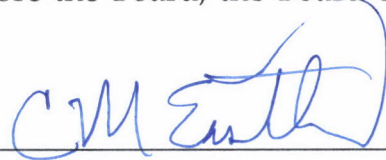
ATTORNEY'S REPORT

There was no report on this agenda item.

MEETING SCHEDULE

The Board concurred to conduct the next regular meeting on June 26, 2018, at 10:30 a.m. at ABHR.

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



Secretary, Board of Directors

(SEAL)



LIST OF ATTACHMENTS TO MINUTES

| | Minutes |
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| Bookkeeper's report..... | 1 |
| Tax assessor/collector's report..... | 1 |
| Engineer's Report..... | 2 |

CERTIFICATE OF INTERESTED PARTIES

FORM 1295

1 of 1

Complete Nos. 1 - 4 and 6 if there are interested parties.
Complete Nos. 1, 2, 3, 5, and 6 if there are no interested parties.

OFFICE USE ONLY CERTIFICATION OF FILING

1 Name of business entity filing form, and the city, state and country of the business entity's place of business.

R Construction
Houston, TX United States

Certificate Number:
2018-348316

Date Filed:
05/03/2018

2 Name of governmental entity or state agency that is a party to the contract for which the form is being filed.

Brazoria County Municipal Utility District No. 40

Date Acknowledged:

3 Provide the identification number used by the governmental entity or state agency to track or identify the contract, and provide a description of the services, goods, or other property to be provided under the contract.

2149-4109, 2149-4110, 2149-5203

Construction of the Water, Sanitary Sewer and Drainage Facilities and Paving to Serve Pomona Section 9 and 10 and Lift Station No. 2

| 4 | Name of Interested Party | City, State, Country (place of business) | Nature of interest (check applicable) | |
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| | | | Controlling | Intermediary |
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5 Check only if there is NO Interested Party.



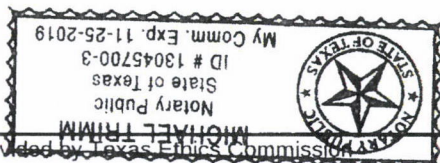
6 UNSWORN DECLARATION

My name is Michael Trimmy, and my date of birth is 4/30/79.

My address is 800 Wilcrest Suite 360, Houston, TX, 77042, Harris
(street) (city) (state) (zip code) (country)

I declare under penalty of perjury that the foregoing is true and correct.

Executed in Harris County, State of Texas, on the 3 day of May, 20 18.
(month) (year)



Michael Trimmy
Signature of authorized agent of contracting business entity
(Declarant)