

MINUTES  
BRAZORIA COUNTY MUNICIPAL UTILITY DISTRICT NO. 40

May 28, 2019

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 28th day of May, 2019, 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:

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, thus constituting a quorum.

Also present at the meeting were Larry Collins, a member of the public; Cory Burton of Municipal Accounts & Consulting, L.P. ("MAC"); Jan Bartholomew of Robert W. Baird & Co. Incorporated ("RWB"); Katie Summers of TBG Partners ("TBG"); Donna Bryant of Assessments of the Southwest, Inc. ("ASW"); Rick Marriott of Si Environmental, LLC ("Si"); Brian Edwards of LJA Engineering, Inc. ("LJA"); Scott Wright of MHI Partnership, Ltd.; and Angela Lutz and Linda Sotirake of Allen Boone Humphries Robinson LLP.

MINUTES

The Board considered approval of the minutes from the May 8, 2019, meeting. After discussion, Director Eastland moved to approve the May 8, 2019, minutes. Director Guillory seconded the motion, which carried by unanimous vote.

PUBLIC COMMENTS

There was no discussion on this agenda item.

BOOKKEEPER'S REPORT

Mr. Burton 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 Guillory moved to approve the bookkeeper's report and the payment of bills. Director Kubala seconded the motion, which passed by unanimous vote.

## 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. She stated that the report reflects the District's 2018 taxes were 100% collected as of April 30, 2019. Following review and discussion, Director Kubala moved to approve the tax assessor/collector's report. Director Guillory seconded the motion, which carried by unanimous vote.

## AUTHORIZE DELINQUENT TAX ATTORNEY TO PROCEED WITH THE COLLECTION OF DELINQUENT TAXES

There was no action on this agenda item because the 2018 taxes are 100% collected.

## DISCUSS CHANNEL AND DETENTION POND MAINTENANCE

There was no report on this agenda item.

## OPERATOR'S REPORT

Mr. Marriott reported on maintenance and repairs within the District.

## 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 4 IMPROVEMENTS

Mr. Edwards reported on the clearing and grubbing to serve Pomona Phase 4 Improvements. He stated no pay estimates were submitted by K&K Earth Works, LLC ("K&K"), for Board approval.

## LAKE F PHASE 2 TO SERVE POMONA

Mr. Edwards reported on the construction of Lake F Phase 2 to serve Pomona. He reviewed and recommended approval of Pay Estimate No. 3 in the amount of \$129,870.00, payable to Bilberry Construction, LLC ("Bilberry") for the construction of Lake F Phase 2 to serve Pomona. Following review and discussion, and based on the engineer's recommendation, Director Eastland moved to approve Pay Estimate No. 3 in the amount of \$129,870.00 to Bilberry. Director Kubala seconded the motion, which carried by unanimous vote.

## WATER SUPPLY PLANT NO. 1, PHASE 2

Mr. Edwards reported on the construction of the Water Supply Plant No. 1, Phase 2 expansion project, stating construction is underway. He presented and reviewed a proposal in an amount not to exceed \$6,800.00 from JW Construction Services to provide coating inspection services for the new hydro tank, ground storage tank, and associated piping. Following review and discussion, and based upon the engineer's recommendation, Director Eastland moved to approve the proposal from JW Construction Services in an amount not to exceed \$6,800.00. Director Kubala seconded the motion, which carried by unanimous vote.

## CONSTRUCTION OF WATER, SEWER, AND DRAINAGE FACILITIES TO SERVE POMONA PARKWAY, PHASE 3 AND POMONA, SECTIONS 13 AND 15, AND CONSTRUCTION OF PAVING TO SERVE POMONA PARKWAY, PHASE 3, PUBLIC PORTION OF POMONA, SECTION 13 AND POMONA, SECTION 15

Mr. Edwards reported on the construction of water, sewer, and drainage facilities to serve Pomona Parkway, Phase 3, and Pomona, Sections 13 and 15 and construction of paving to serve Pomona Parkway, Phase 3, public portion of Pomona, Section 13, and Pomona, Section 15. He reviewed and recommended approval of Pay Estimate No. 2 in the amount of \$1,063,806.40 payable to Clearwater Utilities, Inc. ("Clearwater") for the construction of water, sewer, and drainage facilities to serve Pomona Parkway, Phase 3, and Pomona, Sections 13 and 15 and construction of paving to serve Pomona Parkway, Phase 3, public portion of Pomona, Section 13, and Pomona, Section 15. Following review and discussion, and based upon the engineer's recommendation, Director Eastland moved to approve Pay Estimate No. 2, in the amount of \$1,063,806.40 payable to Clearwater. Director Kubala seconded the motion, which passed by unanimous vote.

## CONSTRUCTION OF WATER, SEWER, AND DRAINAGE FACILITIES AND PAVING TO SERVE POMONA, SECTIONS 12 AND 14

Mr. Edwards updated the Board on the status of construction of water, sewer, and drainage facilities and paving to serve Pomona, Sections 12 and 14. He reviewed and recommended approval of Pay Estimate No. 1 in the amount of \$733,679.32 payable to Clearwater for the construction of water, sewer, and drainage facilities and paving to serve Pomona, Sections 12 and 14. Following review and discussion, and based upon the engineer's recommendation, Director Eastland moved to approve Pay Estimate No. 1, in the amount of \$733,679.32 payable to Clearwater. Director Kubala seconded the motion, which passed by unanimous vote.

CONSTRUCTION OF WATER, SEWER, AND DRAINAGE FACILITIES AND  
PAVING TO SERVE POMONA, SECTION 16

Mr. Edwards reported on the plans for the construction of water, sewer, and drainage facilities and paving to serve Pomona, Section 16. He stated that bids were received for construction of water, sewer, and drainage facilities and paving to serve Pomona, Section 16. Mr. Edwards recommended that the Board award the contract to Dimas Bros. Construction ("Dimas") in the amount of \$3,029,612.45. The Board concurred that, in its judgment, Dimas 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. Ms. Lutz next presented a Cost Sharing Agreement for water, sanitary sewer, and drainage facilities to serve Pomona, Section 16 ("CSA") between the District, Brazoria Municipal Utility District No. 39 ("MUD 39"), and Pomona Phase 4, LLC for approval. Following review and discussion, Director Eastland moved to (1) award the contract for construction of water, sewer, and drainage facilities and paving to serve Pomona, Section 16 to Dimas in the amount of \$3,029,612.45, 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; and (2) approve the CSA, and direct that the agreement be filed appropriately and retained in the District's official records. Director Kubala seconded the motion, which passed by unanimous vote.

CONSTRUCTION OF WATER, SEWER, AND DRAINAGE FACILITIES AND  
PAVING TO SERVE POMONA PARKWAY, PHASE 4

Mr. Edwards reported on the plans for the construction of water, sewer, and drainage facilities and paving to serve Pomona Parkway, Phase 4.

LANDSCAPE ARCHITECT'S REPORT

Ms. Summers presented and reviewed a report on landscape matters, a copy of which is attached.

PHASE 4 LANDSCAPE TO SERVE POMONA SECTION 12

Ms. Summers reported on the plans for landscaping improvements to serve Phase 4, Pomona Section 12. She stated TBG requests Board authorization to approve plans and specifications for landscaping improvements to serve Phase 4, Pomona Section 12 and to authorize TBG to advertise the project for bids. Following review and discussion, and based on the landscape architect's recommendation, Director Guillory moved to (1) approve plans and specifications for landscaping improvements to serve Phase 4, Pomona Section

12; and (2) authorize TBG to advertise the project for bids. Director Kubala seconded the motion, which carried by unanimous vote.

#### PHASE 4 LANDSCAPE TO SERVE POMONA SECTIONS 13, 14, AND 15

Ms. Summers reported on the plans for landscaping improvements to serve Phase 4, Pomona Sections 13, 14, and 15. She stated TBG requests Board authorization to approve plans and specifications for landscaping improvements to serve Phase 4, Pomona Sections 13, 14, and 15 and to authorize TBG to advertise the project for bids. Following review and discussion, and based on the landscape architect's recommendation, Director Guillory moved to (1) approve plans and specifications for landscaping improvements to serve Phase 4, Pomona, Sections 13, 14, and 15; and (2) authorize TBG to advertise the project for bids. Director Kubala seconded the motion, which carried by unanimous vote.

#### PHASE 4 LANDSCAPE TO SERVE POMONA PARKWAY AND POMONA SECTION 16

Ms. Summers reported on the plans for landscaping improvements to serve Phase 4, Pomona Parkway and Pomona Section 16. She stated TBG requests Board authorization prepare construction plans and specifications for landscaping improvements to serve Phase 4, Pomona Parkway and Pomona Section 16. Following review and discussion, Director Guillory moved to authorize TBG to prepare construction plans and specifications for landscaping improvements to serve Phase 4, Pomona Parkway and Pomona Section 16. Director Kubala seconded the motion, which carried by unanimous vote.

#### DEEDS AND EASEMENTS

There was no discussion on this agenda item.

#### REPORT ON DEVELOPMENT

Mr. Wright updated the Board regarding development within the District.

#### ANNEXATION MATTERS

There was no action taken on this agenda item.

#### ATTORNEY'S REPORT

There was no action taken on this agenda item.

## MEETING SCHEDULE

The Board concurred to conduct the next regular meeting on June 25, 2019, at 10:00 a.m. at ABHR.

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

CWEarth  
Secretary, Board of Directors

(SEAL)



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