

MINUTES OF MEETING OF THE
BOARD OF DIRECTORS
December 19, 2018

THE STATE OF TEXAS §
COUNTY OF FORT BEND §
FORT BEND COUNTY MUNICIPAL UTILITY DISTRICT NO. 47 §

The Board of Directors (the "Board") of Fort Bend County Municipal Utility District No. 47 (the "District") met in regular session, open to the public, at 2929 Allen Parkway, Suite 3450, Houston, Texas, 77019, its regular meeting place outside the boundaries of the District, at 12:15 p.m., on Wednesday, December 19, 2018; whereupon, the roll was called of the members of the Board, to-wit:

Jerome Cogan	President
Lynette Salmon	Vice President
Lauren Svatek	Secretary
Robert "Jeff" Ford	Assistant Secretary
Glenn Murray	Director

All members of the Board were present, except Director Murray, thus constituting a quorum. Also attending the meeting were: Ms. Tina Kelsey of Myrtle Cruz, Inc., bookkeeper for the District; Messrs. Stephen Swindell, P.E., and Victor Saenz, E.I.T., of Jones Carter, Inc. ("JCI"), engineers for the District; Mr. Johnny Bellamy of Municipal District Services, LLC ("MDS"), operator for the District; Ms. Debbie Arellano of Bob Leared Interests, tax assessor/collector for the District; Messrs. Bill Blitch and George Blitch of Blitch Associates, Inc., financial advisors for the District; Mr. Shane Stuckey of Stuckey's Contract Services; Mr. David Glunt, Project Manager for Gateway Land Development/52, LP, developer of Olympia Estates Sections 9, 10, and 11, within the District; Mr. Eric Ungar of Skymark Development Co., Inc., developer of Lake Shore Harbour ("LSH"), Sections 6 and 7 within the District; Mr. David Lucyk, representative for Equitable Home Mortgage, Inc. and Equity Trust Company; Mr. Casey Collins of Halff Associates, Inc. ("Halff"); and Mr. Jonathan D. Polley and Ms. Monica Garza, attorneys, and Ms. Alison Miller, paralegal, of Radcliffe Bobbitt Adams Polley PLLC ("RBAP"), general counsel for the District.

WHEREUPON, the meeting was called to order and evidence was presented that public notice of the meeting had been given in compliance with the law. The posted notices of the meeting are attached hereto.

APPROVAL OF THE MINUTES

Mr. Polley presented the minutes of the regular meeting of November 14, 2018 to the Board for approval. Director Salmon noted that a correction is needed in the first paragraph of page 5. Director Salmon stated the paragraph incorrectly states that Director Ford was reelected, and should be revised to state that Director Murray was reelected. Upon motion by Director Cogan, seconded by Director Salmon, after full discussion and the question being put to the

Board, the Board voted unanimously to approve the minutes of the regular meeting of November 14, 2018, as corrected.

TAX ASSESSOR/COLLECTOR'S REPORT

Ms. Arellano presented the Tax Assessor/Collector's Report for the month of November, a copy of which is attached hereto. Ms. Arellano reported the District has collected 8.642% of its 2018 taxes and 99.737% of its 2017 taxes to date. Upon motion by Director Cogan, seconded by Director Ford, after full discussion and the question being put to the Board, the Board voted unanimously to approve the Tax Assessor/Collector's Report, including payment of the checks reflected therein.

DEVELOPER'S REPORT

Mr. Glunt reported that 65 homes are under construction in Olympia Estates, Section 9. Mr. Glunt next reported the first two slabs should be in place in Olympia Estates, Section 10 by the end of the year. Mr. Glunt also presented the bid tabulation for water, sewer and drainage facilities for Olympia Estates, Section 11, a copy of which is attached hereto. Mr. Glunt recommended awarding the bid to the second lowest bidder, S. Thomas Construction, LLC, in the amount of \$1,179,003.70. Mr. Glunt reported that a pre-construction meeting will be held on January 9th. Upon motion by Director Cogan, seconded by Director Salmon, after full discussion and the question being put to the Board, the Board voted unanimously to concur with the award of the contract for water, sewer and drainage facilities for Olympia Estates, Section 11 to S. Thomas Construction, LLC, in the amount of \$1,179,003.70.

Mr. Polley next reported that the 8.6782-acre Equity Trust Company annexation is still pending with Missouri City for consent to proceed with annexation. Mr. Polley explained that Missouri City wants to serve the tract as a Missouri City retail customer, which will require a new agreement. Mr. Polley stated that RBAP is preparing a draft of the agreement to send to Missouri City for review.

BOOKKEEPER'S REPORT

Ms. Kelsey presented the Bookkeeper's Report, a copy of which is attached hereto. Ms. Kelsey reviewed the District's current fund balances, expenditures, and investments, as well as the District's year-to-date revenues and expenditures. Upon motion by Director Cogan, seconded by Director Ford, after full discussion and the question being put to the Board, the Board voted unanimously to approve the Bookkeeper's Report, the investment report and authorize payment of checks reflected therein.

FINANCIAL ADVISOR'S REPORT

Mr. Blitch reviewed with the Board information from the Municipal Securities Rulemaking Board ("MSRB") in connection with MSRB Rule G-10. Mr. Blitch stated the MSRB Rule G-10 requires the District's Financial Advisor to annually provide, in writing, the following items: (1) a statement that the Financial Advisor registered with the U.S. Securities

and Exchange Commission and the MSRB; (2) the website address for the MSRB; and (3) a statement as to the availability to the customer of an investor brochure that is posted on the website of the MSRB that describes the protections that may be provided by the MSRB rules and how to file a complaint with an appropriate regulatory authority. Mr. Blitch then presented a letter to the Board containing the required disclosures.

ENGINEER'S REPORT

Mr. Swindell presented the Engineer's Report, a copy of which is attached hereto. Mr. Swindell reported the Olympia Ditch repair is on hold pending the design and construction of the required bridge crossing.

Mr. Swindell next reported that he is working with Halff on the design of the sidewalk repairs and maintenance berm regrading along the detention channel behind Cumberland Drive and Truesdale Drive.

Mr. Swindell then reported he is continuing to work on the District's Capital Improvement Plan ("CIP"). Mr. Swindell stated he is still waiting on information from Missouri City's CIP to include in the District's CIP.

Mr. Swindell next reviewed with the Board a cost summary for the Bond Application Report (the "BAR"), a copy of which is attached hereto. Mr. Swindell stated that he is waiting on reimbursement information from Skymark for Venetian Village to complete the BAR. Mr. Polley recommended issuing the full amount of remaining bond authorization in this bond issue since the costs of issuance for any remaining bond amount would not be cost effective. Discussion regarding the bond issue amount ensued.

Mr. Swindell then presented an updated Schedule of Hourly Rates for JCI, a copy of which is attached hereto. Mr. Swindell noted that the District's contract with JCI allows for yearly rate increases, and that no approval is needed.

Upon motion by Director Salmon, seconded by Director Ford, after full discussion and the question being put to the Board, the Board voted unanimously to approve the Engineer's Report.

OPERATOR'S REPORT

Mr. Bellamy presented the Operator's Report, a copy of which is attached hereto. Mr. Bellamy noted the District currently serves 703 active connections and 117 District residents have registered to receive priority messaging updates. Mr. Bellamy also reported on the various repairs and maintenance/action items completed within the District during the month. Mr. Bellamy further reported that 29 accounts were terminated due to non-payment. Mr. Bellamy asked if the Board would like to postpone water terminations due to non-payment until January. Director Svatek stated that she would like to defer the water terminations for December.

Mr. Bellamy then reviewed the sanitary sewer manhole survey results with the Board, a copy of which is attached hereto. Mr. Bellamy stated that the repair items have been categorized according to priority level and that the safety items and obstructions are the first priority. Mr. Bellamy then stated he should have a recommendation regarding the repair items from JCI in January. Mr. Swindell recommended the Board authorize the repair of any manholes that need to be raised or opened, as well as debris removal.

Upon motion by Director Cogan, seconded by Director Salmon, after full discussion and the question being put to the Board, the Board voted unanimously to approve the Operator's Report and authorize MDS to remove debris and repair any manholes that need to be raised or opened.

DRAINAGE FACILITY MAINTENANCE REPORT

Mr. Stuckey reported that the herbicide treatment has been postponed until spring and summer due to excessive rain. Mr. Stuckey also reported that the fall overseeding and fertilization has been completed. Mr. Stuckey then asked if the Board would like to authorize a treatment for fire ants along the ditch. Director Svatek stated that there is an issue with fire ants from the fence line to the top of the ditch. Mr. Stuckey stated he will bring a proposal next month. Upon motion by Director Svatek, seconded by Director Cogan, after full discussion and the question being put to the Board, the Board voted unanimously to approve the Drainage Facility Maintenance Report.

ATTORNEY'S REPORT

Mr. Polley reported that RBAP will file the required annual eminent domain report on behalf of the District, pursuant to Texas Government Code, Section 2206.151-157. Mr. Polley explained that the report includes information related to the District's authority to exercise its power of eminent domain and must be filed no later than February 1st of each year. Upon motion by Director Svatek, seconded by Director Ford, after full discussion and the question being put to the Board, the Board voted unanimously to authorize RBAP to file the required annual eminent domain report.

UPDATE ON RECREATIONAL FACILITIES

Mr. Collins reported that he has prepared a proposal and contract for the District's Trail Project. Mr. Polley asked if the proposal includes any design costs. Mr. Collins stated that there will be some design cost related to transferring the construction drawings into Halff's format, but there will be no trail design costs. Director Cogan asked if there will be any major unforeseen expenses. Mr. Collins stated that he did not think there would be any major unforeseen expenses. Mr. Polley stated that he has not yet had a chance to review the proposal and contract, but suggested the Board approve the contract subject to review by RBAP if they would like to move forward with Halff. Upon motion by Director Svatek, seconded by Director Cogan, after full discussion and the question being put to the Board, the Board voted unanimously to approve the contract with Halff for the District's Trail Project, subject to RBAP review.

Mr. Polley then asked if anyone has had a chance to look at the solar lights that were installed in Fort Bend County Municipal Utility District No. 48 ("MUD 48"). Director Ford stated he saw the lights at night a few weeks ago, and that the solar lights were not very bright.

MISCELLANEOUS MATTERS

Mr. Polley then reminded the Board that the next regular meeting would be held on Wednesday, January 16, 2019, at 12:15 p.m. at 2929 Allen Parkway, Suite 3450, Houston, Texas, 77019. There being no further business to come before the Board, the meeting was adjourned.

PASSED, APPROVED AND ADOPTED this 16th day of January, 2019.




Secretary, Board of Directors