

MINUTES
FORT BEND COUNTY MUNICIPAL UTILITY DISTRICT NO. 50

August 10, 2021

The Board of Directors (the "Board") of Fort Bend County Municipal Utility District No. 50 (the "District") met in regular session, open to the public, at the offices of Allen Boone Humphries Robinson LLP, 3200 Southwest Freeway, Suite 2600, Houston, Texas, outside the boundaries of the District, with access by telephone and video available to the public, pursuant to Texas Government Code Section 551.125 and Governor Greg Abbott's emergency disaster declaration dated March 13, 2020, on the 10th day of August, 2021, and the roll was called of the members of the Board:

Craig Lewis	President
Leon Bridges	Vice President
Peter Lajoie	Secretary
Reginald Stubblefield	Assistant Secretary
Ken Mathews	Assistant Vice President

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

Also present either in person or by telephone were: Esther Flores of Tax Tech, Inc. ("Tax Tech"); Jordan Williams of R.G. Miller Engineers, Inc. ("R.G. Miller"); Wendy Austin of District Data Services, Inc.; Calvin Browne of Municipal District Services, LLC ("MDS"); Phil Halbert of Champions Hydro-Lawn, Inc. ("Champions"); Julie Gerdes of Rathmann & Associates, L.P.; Mary DuBois of Acclaim Energy Advisors ("Acclaim"); Jorge Cavazos of Percheron LLC, representing Fort Bend County (the "County"); Mark Dessens of Schaumburg & Polk, Inc., representing the County; Derek Darnell of Pelican Builders, Inc. ("Pelican"); Matt Feil of BGE, Inc., representing Pelican; Blake Karban of Davis Development; Mark Randall and Andrew Ritchie of Alliance Residential Company ("Alliance"); Blake Beltrand of Langan Engineering, representing Alliance; and Christina Miller, Aaron Carpenter, and Cheryl Panozzo of Allen Boone Humphries Robinson LLP ("ABHR").

PUBLIC COMMENTS

Ms. Miller reported that the District received written correspondence from a resident of Fort Bend County Municipal Utility District No. 133 regarding a leaking backflow device in the District, which is maintained by Walmart, and indicated that the correspondence had been forwarded to MDS.

Mr. Cavazos introduced himself and Mr. Dessens to the Board. He reviewed the attached survey and images of a proposed 0.1371-acre permanent drainage easement (the "Easement") necessary for the County's future Peek Road project and requested, on

behalf of the County, that the District donate the Easement to the County. Discussion ensued regarding whether granting the Easement to the County would have an effect on planned development in the District. The Board requested that Ms. Williams review the proposed location to determine the impact, if any, on planned District facilities.

MINUTES

The Board reviewed the minutes of the regular meeting held on July 13, 2021. After review and discussion, Director Bridges moved to approve the minutes of the regular meeting held on July 13, 2021, as submitted. Director Lajoie seconded the motion, which passed by unanimous vote.

TAX ASSESSMENT AND COLLECTION MATTERS

Ms. Flores reviewed the tax assessor/collector's report, a copy of which is attached. She reported that 96.47% of the 2020 tax levy had been collected as of July 31, 2021. After review and discussion, Director Stubblefield moved to approve the tax assessor/collector's report and payment of the bills listed in the report. Director Mathews seconded the motion, which passed by unanimous vote.

TRANSPARENCY REQUIREMENTS PURSUANT TO SECTION 2051.202, GOVERNMENT CODE, AND RELATED CONTRACT AMENDMENT

Ms. Miller discussed recent legislation enacting Section 2051.202, Texas Government Code, which requires certain special purpose districts to post or cause to be posted additional information on a website maintained by or accessible to the District. She said the new requirements apply to districts that levy a property tax, are required to prepare an annual audit, and have a population of 500 or more as of the beginning of the most recent fiscal year. Ms. Miller reviewed a summary of the new requirements, a copy of which is attached.

The Board discussed the applicability of the new posting requirements to the District and the possibility of expanding the website used by the District for compliance with previously-enacted transparency requirements. Ms. Flores discussed the services currently provided by Tax Tech to implement existing transparency requirements, including ensuring that information posted on the website is accurate and current. She presented a proposed amendment to the District's contract with Tax Tech to incorporate the new posting requirements on the existing website.

After review and discussion, Director Mathews moved to approve the amendment to the contract between the District and Tax Tech as presented and direct that the amendment be filed appropriately and retained in the District's official records. Director Bridges seconded the motion, which passed unanimously.

Following review and discussion, Director Malone moved to (1) approve the bookkeeper's report, including payment of the bills listed in the report; and (2) authorize MAC to (i) terminate the District's accounts with BBVA Bank; and (ii) establish a checking account with Pearland State Bank and approve execution of all necessary documents, including an Agreement for Wire Transfers of Funds, subject to approval by ABHR. Director Patchen seconded the motion, which passed unanimously.

PARK AND RECREATION MATTERS

Mr. Whittaker reviewed the landscape architect report for the month of August 2021, a copy of which is attached. He stated delivery and installation of the pedestrian bridge at Ivy District park was completed last week.

Mr. Whittaker gave an update on construction of the North Spectrum Boulevard West, Phase II project and recommended approval of Pay Estimate No. 3 and Final in the amount of \$1,979.00 to Impec Landscape Conservation, LLC ("Impec") and acceptance of the project.

Following review and discussion, Director Malone made a motion to (1) accept the landscape architect report; and (2) approve Pay Estimate No. 3 and Final to Impec in the amount of \$1,979.00 for construction of the North Spectrum Boulevard West, Phase II project and accept the project. Director Malone seconded the motion, which passed unanimously.

Ms. Marvin discussed replacing the Indian Hawthorn shrubs on South Spectrum Boulevard, which were affected by Winter Storm Uri. She stated due to the large quantity of shrubs needing to be replaced, the District will need to advertise for bids and noted that the EDC is preparing a request for proposals.

LANDSCAPE AND MAINTENANCE MATTERS

There was no discussion on this matter.

CONSTRUCTION AND ENGINEERING MATTERS

Ms. Franco reviewed the engineer's report, a copy of which is attached.

Ms. Franco gave an update on construction of the roadway and water, sewer, and drainage facilities to serve South Spectrum Boulevard from Promenade Drive west to Kirby Drive and the traffic signal at Kirby and South Spectrum and stated LJA is working with the City of Pearland (the "City") on the acceptance package for the project.

Ms. Franco gave an update on the joint construction of the South Spectrum West, Phase II project, the South Spectrum East, Phase II project, and East Conveyance Pond landscaping (the "Landscaping Project"). She recommended approval of Pay Estimate No. 17 in the amount of \$205,986.86 to Millis Development & Construction, LLC ("Millis"). Ms. Franco also recommended approval of Change Order No. 5 to the contract with Millis to increase the contract in the amount of \$39,550.55 for the additional survey work, equipment costs, and storage due to the bridge construction delay and irrigation and landscape repair in the South Spectrum East medians. Based upon the engineer's recommendation, the Board determined that Change Order No. 5 is beneficial to the District.

Ms. Franco gave an update on construction of Master Drainage Plan Lateral Nos. 2 and 3, Phase II including West Storm Sewer Stub. She discussed unforeseen field conditions and stated LJA is working with the City on approval of a required revision for the project for the storm sewer connection at Kirby Drive.

Ms. Franco gave an update on construction of the Master Drainage Plan Lateral Nos. 2 and 3, Phase I (Kirby Drive tree removal and relocation). She stated the project is complete and recommended approval of Pay Estimate No. 2 in the amount of \$1,080.00 to Landscape Art, Inc.

Ms. Franco gave an update on construction of the Promenade Shops Drive Turnaround. She stated the project is complete and recommended approval of Pay Estimate No. 1 in the amount of \$59,499.60 to Millis Equipment, LLC.

Ms. Franco gave an update on preparation of the Master Drainage Plan Phase II Study (the "Study") and stated LJA is addressing the City's comments. She noted LJA is working with ABHR on preparation of documents to notify property owners located adjacent to the Texas Department of Transportation ditch and public right-of-way (the "Ditches") that LJA plans to perform certain surveying services within the boundaries of the Ditches for the Study.

The Board reviewed a proposal from Cobb, Fendley & Associates, Inc., in the amount of \$266,766.00 to provide professional engineering services for the preparation of a Preliminary Engineering Report for reconstruction of Fruge Road.

In response to an inquiry by Director Buchanan, Mr. Whittaker gave an update on the installation of electrical power necessary for the operation of fountains at the Ivy District park pond.

Ms. Brook reviewed a Boundary Line Agreement between the District, Pearland Municipal Management District No. 1, and Lonza America, Inc., and two Quitclaim Deeds (90 square feet and 2,706 square feet) related to the Detention Corridor trail.

and discussion, Director Stubblefield moved that, because the customers on the termination list were neither present at the meeting nor had presented any statement on the matter, utility service should be terminated in accordance with the procedures set forth in the District's Rate Order, and the delinquent customer list should be filed appropriately and retained in the District's official records, and to authorize MDS to continue to set up payment plans with District customers on an as-needed basis until further notice. Director Bridges seconded the motion, which passed by unanimous vote.

AMENDED RATE ORDER

The Board considered amending the District's Rate Order. Following review and discussion, Director Mathews moved to adopt the Amended Rate Order effective September 1, 2021, subject to final review and approval by ABHR and MDS, and direct that the Order be filed appropriately and retained in the District's official records. Director Stubblefield seconded the motion, which passed unanimously.

GARBAGE AND RECYCLING SERVICE MATTERS

Director Mathews stated it appears that the resident in the District discussed at the last regular meeting was no longer placing an excessive amount of trash for collection at the residence.

NFBWA MATTERS

Ms. Miller reported that the NFBWA is planning to install an Automated Meter Reading system to read all groundwater well meters within the NFBWA. She noted that NFBWA will pay all costs for the system and installation once a Right of Entry between the District and NFBWA is finalized. Ms. Miller presented and discussed a legal waiver of conflicts letter regarding ABHR representing both the District and NFBWA in connection with matters relating to preparation and review of a Right of Entry Agreement (the "Agreement") between the District and NFBWA. She discussed with the Board the advantages and disadvantages of the District engaging independent counsel to represent the District in connection with the Agreement, because of the potential conflict of interest in ABHR's representation of NFBWA. Following review and discussion of the District's options, Director Stubblefield moved to authorize execution of the legal waiver of conflicts letter, authorize ABHR to represent the District and NFBWA with respect to preparation and review of the Agreement, and direct that the letter be filed appropriately and retained in the District's files. Director Bridges seconded the motion, which passed unanimously.

Ms. Miller reported that R.G. Miller is preparing a package to submit to NFBWA requesting reimbursement to the District for construction costs associated with

extending a water line to the District's water plant no. 2 pursuant to the Water Supply Letter Agreement between the District and NFBWA.

Discussion ensued regarding holding a District event on water conservation in the fall.

ELECTRICITY CONTRACT MATTERS

Ms. DuBois reviewed a First Amendment to the Sales Confirmation between the District and EDF Energy Services, LLC, which will commence on December 1, 2026. She noted that the amendment is necessary to add an additional meter at the Water Plant No. 2 site. Ms. DuBois reported that Acclaim is also working with Cavallo Energy Texas LLC ("Cavallo") to add a meter at the Water Plant No. 2 site to the District's current contract for electricity with Cavallo. Following review and discussion, Director Lewis moved to (1) approve the First Amendment to Sales Confirmation and direct that it be filed appropriately and retained in the District's official records; and (2) authorize Acclaim to effectuate the addition of a meter to the contract with Cavallo for the Water Plant No. 2 site. Director Stubblefield seconded the motion, which passed by unanimous vote

DEVELOPMENT IN THE DISTRICT

There was no discussion on this item.

ENGINEERING MATTERS

Ms. Williams presented the engineer's report, a copy of which is attached, including the projects specifically addressed as follows:

PARK WESTHEIMER BOULEVARD EXTENSION AND DRAINAGE IMPROVEMENTS

Ms. Williams gave an update on construction of the Park Westheimer Boulevard extension and drainage improvements and stated construction is complete.

PERMANENT WWTP AND LIFT STATION, INCLUDING PROPOSALS FOR SECURITY SERVICES

Ms. Williams gave an update on construction of the permanent WWTP and lift station and stated construction is 95% complete.

WATER PLANT NO. 2

Ms. Williams gave an update on construction of Water Plant No. 2 and stated construction is 95% complete. She recommended that the Board approve Pay Estimate No. 25 in the amount of \$47,850.07 to Nunn Constructors, Ltd. ("Nunn").

WATER, SEWER AND DRAINAGE FACILITIES TO SERVE GRAND TRAILS, SECTION 1

Ms. Williams gave an update on construction of the water, sewer, and drainage facilities to serve Grand Trails, Section 1 and stated construction is complete.

PAVING TO SERVE GRAND TRAILS, SECTION 1

Ms. Williams gave an update on construction of the paving to serve Grand Trails, Section 1 and stated construction is complete.

SUB-REGIONAL DETENTION PHASE II

Ms. Williams gave an update on construction of the sub-regional detention phase II project and stated construction is complete.

DISTRICT EAST DETENTION FACILITIES PHASE II

Ms. Williams gave an update on design of District East Detention Facilities Phase II. She stated that plans have been approved by the City of Houston (the "City") and requested authorization to authorize advertisement for bids for the project after approval of the plans is received from the County.

TEXAS DEPARTMENT OF TRANSPORTATION ("TxDOT") DRAINAGE DITCH IMPROVEMENTS PROJECT

Ms. Williams gave an update on design of the TxDOT drainage ditch improvements project and stated that plans are under review by TxDOT.

After review and discussion, and based on the engineer's recommendation, Director Stubblefield moved to (1) approve the engineer's report; (2) approve Pay Estimate No. 25 in the amount of \$47,850.07 to Nunn for construction of Water Plant No. 2; and (3) authorize advertisement for bids for construction of the District East Detention Facilities Phase II project after design approval is received from the County. Director Bridges seconded the motion, which passed by unanimous vote.

DEEDS, EASEMENTS, APPRAISALS, CONSENTS TO ENCROACHMENT, ENCROACHMENT AGREEMENTS, ASSIGNMENT OF CAPACITY, REQUESTS FOR SERVICE, UTILITY CONVEYANCES, OUT-OF-DISTRICT SERVICE AGREEMENTS, UTILITY COMMITMENT LETTERS, AND CONVEYANCES OF DISTRICT PROPERTY

Ms. Williams reported that the District received a request from Alliance for 172 equivalent single-family sanitary sewer and water connections ("ESFC") for a proposed multi-family development at the northeast corner of Bellaire Boulevard and North Park Drive. She noted that, per the Financing Agreement between the District and Parkway Lakes Master, Ltd. (the "Financing Agreement"), this tract is not an authorized tract for an apartment site. Mr. Randall discussed the proposed multi-family development and stated that Alliance's plans do not include on-site detention for the tract. Following discussion, the Board requested that ABHR prepare the following for Board review at the next meeting: (1) a Utility Commitment Letter to Alliance for 172 ESFCs and drainage for the proposed multi-family development; (2) a Development Financing Agreement between the District and Alliance regarding advances to the District for the sub-regional detention phase III project, if applicable; and (3) an amendment to the Financing Agreement to permit the construction of apartments at the site.

Ms. Williams then reported that the District received a request from Trammell Crow Residential for 155 ESFCs for a proposed approximately 12-acre multi-family development at the northwest corner of Park Westheimer Road and Peek Road. She stated this tract is included within a 46.8-acre tract that, per the Financing Agreement, is an approved tract for an apartment site if market conditions dictate. Following discussion, the Board requested that ABHR prepare the following for Board review at the next meeting: (1) a Utility Commitment Letter to Trammel Crow Residential for 155 ESFCs for the proposed multi-family development; and (2) an amendment to the Financing Agreement to clarify that the construction of apartments is permitted at the site.

Ms. Williams also reported that the District received a request from Davis Development for 172 ESFCs for a proposed multi-family development located at the northeast corner of Peek Road and FM 1093. Mr. Karban discussed the proposed multi-family development. Ms. Miller reviewed a Utility Commitment Letter to TX-Davis Development, Inc., for 172 ESFCs for the proposed multi-family development. After review and discussion, Director Lewis moved to approve the Utility Commitment Letter to TX-Davis Development, Inc. for the proposed multi-family development. Director Mathews seconded the motion, which passed by unanimous vote.

Ms. Williams reviewed certain site and utility plans for the proposed rental home community development in the District by Pelican to be located at the intersection of North Park Drive and Park Westheimer Boulevard. She reported that the utility plans propose constructing certain storm sewer facilities under paving for private roads. Ms. Williams noted that private roads do not require County approval and therefore the District may allow the storm sewer facilities that would serve the proposed rental home community development to be installed under pavement. Ms. Miller then discussed an escrow letter with D-W South Tract, LLC regarding funding the storm sewer facilities to serve the proposed rental home community development of Pelican. Following review and discussion, Director Mathews moved to (1) authorize Pelican to construct the storm sewer facilities to serve the proposed rental home community development under the private road pavement, subject to receipt of a covenant by Pelican that it will obtain a two-year warranty bond in connection with the construction contract for the private road facilities; and (2) approve the escrow letter agreement with D-W South Tract, LLC and direct that it be filed appropriately and retained in the District's official records. Director Lewis seconded the motion, which passed by unanimous vote.

Ms. Williams stated that Harmony Public Schools ("Harmony"), requested a Consent to Encroachment from the District for pavement, fencing, landscaping and storm sewer items/manhole that encroach on District easements. She reviewed the Consent to Encroachment with the Board. Ms. Williams stated that R. G. Miller does not object to granting the Consent to Encroachment. Ms. Williams then reported that the updated District drainage study based on Atlas 14 rainfall study significantly increased the storm sewer sizing requirements for the Harmony development. Following discussion, the Board concurred to prioritize on-site detention over sheet flow detention facilities for the Harmony development. Following review and discussion, Director Stubblefield moved to approve the Consent to Encroachment between the District and Harmony. Director Lajoie seconded the motion, which passed by unanimous vote.

REPORT ON MAINTENANCE OF DISTRICT DETENTION PONDS AND FACILITY SITES

Mr. Halbert reviewed a report from Champions on maintenance of the District's detention ponds and facility sites, a copy of which is attached. Discussion ensued regarding maintenance of Westpark Lakes, Section 1, Reserve 1 (the "Reserve"). Following discussion, the Board directed Mr. Halbert to present a proposal from Champions to mow and maintain the Reserve next month.

Mr. Halbert discussed a proposal from Champions to regrade a portion of the Parkway Lakes, Section 2, Reserve B back slope drainage swale. Following discussion,

the Board deferred the proposal from Champions until after Director Lewis and Mr. Halbert tour the facility.

Following review and discussion, Director Lewis moved to accept the report from Champions. Director Bridges seconded the motion, which passed by unanimous vote.

Ms. Miller stated that the Service Agreement between the District and Champions automatically renews in October 2021, unless action is taken by the Board. The Board concurred no action on the Service Agreement is necessary.

PARK AND RECREATIONAL FACILITY PLANNING MATTERS

The Board deferred discussing a Resolution Establishing Rules and Regulations Governing the Use of District Detention and Recreation Facilities.

DISTRICT WEBSITE MATTERS

There was no discussion on this matter.

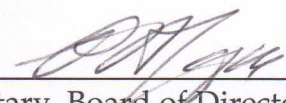
CONVENE IN EXECUTIVE SESSION PURSUANT TO SECTION 551.071, TEXAS GOVERNMENT CODE, TO CONDUCT A PRIVATE CONSULTATION WITH ATTORNEY TO DISCUSS PENDING OR CONTEMPLATED LITIGATION, OR A SETTLEMENT OFFER, AND SECTION 551.076, TEXAS GOVERNMENT CODE, TO DELIBERATE THE DEPLOYMENT, OR SPECIFIC OCCASIONS FOR IMPLEMENTATION, OF SECURITY PERSONNEL OR DEVICES

The Board did not convene in Executive Session.

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

(SEAL)





Secretary, Board of Directors

LIST OF ATTACHMENTS TO MINUTES

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