

## HARRIS-FORT BEND COUNTIES MUNICIPAL UTILITY DISTRICT NO. 3

### Minutes of Special Board of Directors Meeting

June 12, 2017

The Board of Directors of Harris-Fort Bend Counties Municipal Utility District No. 3 met in special session at the Board's regular meeting place on June 12, 2017, in accordance with the duly posted Notice of Public Meeting, and the roll was called of the duly constituted officers and members of said Board of Directors, as follows:

Ron Welch, President  
Cyndal Porter, Vice President  
Derrell Witt, Secretary  
Frank Anzalotti, Assistant Secretary  
James Barbarino, Director

and all of said persons were present, thus constituting a quorum.

Also present were Debbie Shelton of First Southwest Company ("FirstSouthwest"); Ron Dagley of The Betz Companies, on behalf of I-10/Katy, Ltd. ("I-10/Katy"); Tom Laseter of Van De Wiele & Vogler Incorporated ("Van De Wiele"); and Abraham I. Rubinsky and Linda Knox of Schwartz, Page & Harding, L.L.P. ("SPH").

The President called the meeting to order and declared same open for business as might properly come before it.

### APPROVAL OF MINUTES

The Board deferred approval of the minutes of the Board of Directors meetings held on March 27, 2017 and April 24, 2017, until its next meeting.

### PROPOSED SERIES 2017 BONDS

In connection with the District's application to the Texas Commission on Environmental Quality ("TCEQ") for approval of the District's proposed \$5,680,000 Unlimited Tax Bonds, Series 2017 ("Series 2017 Bonds"), Mr. Rubinsky reported that he received the TCEQ's Technical Memorandum and draft Order authorizing the issuance of the Series 2017 Bonds on May 22, 2017, copies of which are attached hereto as Exhibit A. Mr. Rubinsky advised that he concurred with the recommendations set forth in said Memorandum and the draft Order on behalf of the District and returned same to the TCEQ, and expects to receive the final TCEQ Order shortly.

Mr. Rubinsky then reviewed with the Board the proposed timeline for the sale and closing of the Series 2017 Bonds, as discussed with the Board at the last meeting. He noted that (i) the sale of the Series 2017 Bonds will be scheduled for June 26, 2017 at 11:00 a.m., (ii) a pre-

close meeting can be held July 24, 2017, and (iii) the closing of said transaction will be scheduled for July 26, 2017.

### **OFFICIAL NOTICE OF SALE AND PRELIMINARY OFFICIAL STATEMENT**

The Board next recognized Ms. Shelton, who presented the Board with copies of the proposed form of Official Notice of Sale and Preliminary Official Statement in connection with the Series 2017 Bonds, and advised that a copy of same was previously provided to the Board and consultants for review. Ms. Shelton first reviewed with the Board the provisions of the Regulatory Ordinance Regarding Municipal Advisory Agreement. She then reviewed the proposed offering documents with the Board. Following discussion, Director Welch moved that the offering documents be approved, completed and distributed in anticipation of the sale of the Series 2017 Bonds, and that such Preliminary Official Statement be deemed to be final for all purposes with the exception of any additional materials or information relating to subsequent material events, offering prices, interest rates, selling compensation, identity of the underwriters, aggregate principal amounts and other similar information, terms and provisions to be specified in the competitive bidding process. Director Anzalotti seconded said motion, which carried unanimously.

### **AUTHORIZE ADVERTISEMENT FOR SALE**

The Board next considered authorizing First Southwest to advertise for the sale of the Series 2017 Bonds. After discussion on the matter, Director Anzalotti moved that the Board authorize FirstSouthwest to advertise for the sale of the Series 2017 Bonds with bids to be received by the Board no later than 10:00 a.m. on June 26, 2017, in accordance with the Official Notice of Sale. Director Porter seconded said motion, which unanimously carried.

### **PAYING AGENT/REGISTRAR**

The Board next considered the designation of a Paying Agent/Registrar in connection with the Series 2017 Bonds. Ms. Shelton recommended that Regions Bank, Houston, Texas, be considered as Paying Agent/Registrar, as it has been the Paying Agent/Registrar on all the District's prior bond issues. After discussion on the matter, Director Welch moved that Regions Bank, Houston, Texas, be designated as Paying Agent/Registrar in connection with the Series 2017 Bonds. Director Anzalotti seconded said motion, which unanimously carried.

### **AUTHORIZE BOOKKEEPER TO ISSUE CHECK FOR ATTORNEY GENERAL'S FEE**

The Board next considered authorizing the District's Bookkeeper to issue a check in the amount of \$5,680.00 payable to the Attorney General of Texas for fees in connection with the Attorney General's review of the transcript of proceedings relative to the Series 2017 Bonds. After discussion on the matter, Director Witt moved that the District's Bookkeeper be authorized to issue a check in the amount of \$5,680.00 payable to the Attorney General of Texas in connection with the review of the transcript of proceedings relative to the Series 2017 Bonds. Director Anzalotti seconded said motion, which unanimously carried.

connection with the review of the transcript of proceedings relative to the Series 2017 Bonds. Director Anzalotti seconded said motion, which unanimously carried.

Ms. Shelton and Mr. Dagley exited the meeting at this time.

**STATUS OF MASTER PARKS PLAN PREPARED BY TALLEY LANDSCAPE ARCHITECTS, INC. ("TALLEY")**

In connection with the status of the District's Master Parks Plan, the Board deferred approval of the Resolution Adopting Plan for Recreational Facilities until its next meeting.

**ATTORNEY'S REPORT**

The Board next considered the Attorney's Report. Mr. Rubinsky advised the Board that the District's new Waste Discharge Permit for the Wastewater Treatment Plant had been received from the TCEQ, and that SPH will send it to Van De Wiele and Environmental Development Partners, LLC, the District's Operator, for review and final approval on behalf of the District.

**EXECUTIVE SESSION**

The Board concurred that a Closed Session would not be required in connection with the matters discussed at today's meeting.

**ADJOURNMENT**

There being no further business to come before the Board, upon motion made by Director Porter, seconded by Director Anzalotti and unanimously carried, the meeting was adjourned.

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*Donnell C. Smith*

Secretary

## **LIST OF EXHIBITS**

Exhibit A      TCEQ Technical Memorandum and Draft Order Authorizing the  
Issuance of the Series 2017 Bonds