

MINUTES  
BRAZORIA COUNTY MUNICIPAL UTILITY DISTRICT NO. 44

October 17, 2024

The Board of Directors (the "Board") of Brazoria County Municipal Utility District No. 44 (the "District") met in regular session, open to the public, on the 17th day of October, 2024, at Allen Boone Humphries Robinson LLP, 3200 Southwest Freeway, Suite 2600, Houston, Texas, outside the boundaries of the District, and the roll was called of the members of the Board:

Joel Michael	President
Melanie Folkert	Vice President
Julie Roberts	Secretary
Joseph Manning	Assistant Vice President
Ryan Derong	Assistant Secretary

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

Also attending the meeting were James McConathy of Gannett Fleming; Tiffany Carden of L & S District Services, LLC; Brenda McLaughlin of Bob Leared Interests; Austin Muse of Municipal District Services, LLC; Stephen M. Eustis of Robert W. Baird & Co. Inc. ("Baird"); Sam Cocke of Double Oak Erosion; Carlos Castrejon and Leanne Riman of W Land Development; and Suewan Johnson and Shammara Polk of Allen Boone Humphries Robinson LLP ("ABHR").

PUBLIC COMMENTS

Ms. Johnson offered any members of the public in attendance the opportunity to make public comments. There being no members of the public requesting to make public comment, the Board moved to the next agenda item.

APPROVE MINUTES

The Board considered approving the minutes of the September 19, 2024, regular meeting. Following review and discussion, Director Michael moved to approve the minutes as submitted. Director Folkert seconded the motion, which passed unanimously.

FINANCIAL AND BOOKKEEPING MATTERS

Ms. Carden presented and reviewed the bookkeeper's report, including the investment report, budget comparison, and list of checks presented for payment. A copy of the bookkeeper's report is attached.

Ms. Carden discussed the water and wastewater purchase line items on the budget. She stated bills are higher than anticipated and the budget may need to be amended. Ms. Johnson noted that the amounts match the minimum amounts set forth in the wholesale purchase agreement. Discussion ensued

Following review and discussion, Director Michael moved to approve the bookkeeper's report and authorize payment of the District's bills. Director Folkert seconded the motion, which passed unanimously.

#### TAX ASSESSMENT AND COLLECTION MATTERS

Ms. McLaughlin presented and reviewed a report on tax assessment and collection matters, a copy of which is attached.

Following review and discussion, Director Michael moved to approve the tax report, and the checks presented. Director Folkert seconded the motion, which passed unanimously.

#### UNLIMITED TAX ROAD BONDS, SERIES 2024

Mr. Eustis presented and reviewed the bids received for the sale of the District's \$1,630,000 Unlimited Tax Road Bonds, Series 2024 (the "Road Bonds"). A summary of the bids received for the Road Bonds is attached. He stated that the low bid submitted by SAMCO Capital Markets ("SAMCO") with a net effective interest rate of 4.480373% was reviewed and all numbers checked, and everything was found to be correct and consistent with the conditions in the Notice of Sale. Mr. Eustis recommended that the District accept the bid of SAMCO for the Road Bonds as submitted.

The Board next considered adopting the Resolution Authorizing the Issuance of the District's Road Bonds (the "Resolution"). Ms. Johnson presented and reviewed the proposed Resolution with the Board which included explanation that the documents set forth the terms and provisions of issuance and delivery of the Road Bonds, the payment of principal and interest over the life of the Road Bonds, and certain District covenants regarding continuing disclosure and the tax-exempt status of the Road Bonds.

The Board next considered execution of the Paying Agent/Registrar Agreement with BOKF, NA. Ms. Johnson reviewed the agreement and the provisions by which the paying agent/registrar will handle registration, transfer, and payment of the District's Road Bonds.

The Board next considered approving the Official Statement for the Road Bonds. Ms. Johnson explained that the Preliminary Official Statement would be revised to reflect the terms of this sale, including the purchaser, interest rates, and debt service requirements.

Ms. Johnson presented and reviewed the Certificate Regarding Provision of Financial Advice certifying that ABHR has not provided financial advice to the Board concerning the issuance of the Road Bonds and that the Board has relied on the municipal advisor, Baird, for financial advice.

Ms. Johnson next explained that there will be various documents related to delivery of the Road Bonds requiring execution by the directors prior to closing. She requested that the Board authorize the Board of Directors to execute documents necessary in connection with the transaction and authorize the District's attorney and financial advisor to take all necessary action to deliver the Road Bonds to the purchaser.

Ms. Johnson stated that payment is required by the Texas Attorney General for review of the transcript for the Road Bonds.

Ms. Johnson reviewed an Amendment to the District's Information Form, which she stated reflects the updated total amount of bonds sold by the District and will be filed with the Texas Commission on Environmental Quality ("TCEQ") and recorded in the official property records of the Brazoria County Clerk.

Following review and discussion, Director Michael moved to (1) award the sale of the Road Bonds to SAMCO with a net effective interest rate of 4.480373%; (2) adopt the Resolution; (3) approve the Paying Agent/Registrar Agreement; (4) approve the Official Statement; (5) approve the Certificate Regarding Provision of Financial Advice; (6) authorize execution of documents related to the sale and delivery of the Road Bonds and authorize the District's attorney and financial advisor to take all necessary action to deliver the Road Bonds; (7) authorize ABHR to submit a wire on the District's behalf to the Texas Attorney General's office for the Road Bond transcript review; and (8) approve the Amendment to the Information Form and direct that it be filed with the TCEQ and the official property records of the Brazoria County Clerk. Director Folkert seconded the motion, which passed unanimously.

#### UNLIMITED TAX BONDS, SERIES 2024

Mr. Eustis presented and reviewed the bids received for the sale of the District's \$3,690,000 Unlimited Tax Bonds, Series 2024 (the "Utility Bonds"). A summary of the bids received for the Utility Bonds is attached. He stated that the low bid submitted by SAMCO Capital Markets ("SAMCO") with a net effective interest rate of 4.383183% was reviewed and all numbers checked, and everything was found to be correct and consistent with the conditions in the Notice of Sale. Mr. Eustis recommended that the District accept the bid of SAMCO for the Utility Bonds as submitted.

The Board next considered adopting the Resolution Authorizing the Issuance of the District's Utility Bonds (the "Resolution"). Ms. Johnson presented and reviewed the proposed Resolution with the Board which included explanation that the documents set

forth the terms and provisions of issuance and delivery of the Utility Bonds, the payment of principal and interest over the life of the Utility Bonds, and certain District covenants regarding continuing disclosure and the tax-exempt status of the Utility Bonds.

The Board next considered execution of the Paying Agent/Registrar Agreement with BOKF, NA. Ms. Johnson reviewed the agreement and the provisions by which the paying agent/registrar will handle registration, transfer, and payment of the District's Utility Bonds.

The Board next considered approving the Official Statement for the Utility Bonds. Ms. Johnson explained that the Preliminary Official Statement would be revised to reflect the terms of this sale, including the purchaser, interest rates, and debt service requirements.

Ms. Johnson presented and reviewed the Certificate Regarding Provision of Financial Advice certifying that ABHR has not provided financial advice to the Board concerning the issuance of the Utility Bonds and that the Board has relied on the municipal advisor, Baird for financial advice.

Ms. Johnson next explained that there will be various documents related to delivery of the Utility Bonds requiring execution by the directors prior to closing. She requested that the Board authorize the Board of Directors to execute documents necessary in connection with the transaction and authorize the District's attorney and financial advisor to take all necessary action to deliver the Utility Bonds to the purchaser.

Ms. Johnson stated that payment is required by the Texas Attorney General for the review of the transcript for Utility Bonds.

Ms. Johnson reviewed an Amendment to the District's Information Form, which she stated reflects the updated total amount of bonds sold by the District and will be filed with the TCEQ and recorded in the official property records of the Brazoria County Clerk.

Following review and discussion, Director Michael moved to (1) award the sale of the Utility Bonds to SAMCO with a net effective interest rate of 4.383183%; (2) adopt the Resolution; (3) approve the Paying Agent/Registrar Agreement; (4) approve the Official Statement; (5) approve the Certificate Regarding Provision of Financial Advice; (6) authorize execution of documents related to the sale and delivery of the Utility Bonds and authorize the District's attorney and financial advisor to take all necessary action to deliver the Utility Bonds; (7) authorize ABHR to submit a wire on the District's behalf to the Texas Attorney General's office for the Utility Bond transcript review; and (8) approve the Amendment to the Information Form and direct that it be filed with the TCEQ and the official property records of the Brazoria County Clerk. Director Folkert seconded the motion, which passed unanimously.

## ENGINEER'S REPORT

Mr. McConathy presented and reviewed an engineering report, a copy of which is attached.

Mr. McConathy updated the Board on the construction of paving facilities to serve Pradera Oaks, Section 12. He reviewed and recommended approval of Pay Application No. 3 in the amount of \$846,132.30, payable to Durwood Greene Construction Company ("Durwood").

Ms. Johnson presented a Special Warranty Deed from WB Pradera Oaks Land I LLC to the District for the conveyance of a lift station site to the District (the "Deed").

Following review and discussion and based on the engineer's recommendation, Director Michael moved to (1) approve the engineering report; (2) approve Pay Application No. 3 in the amount of \$846,132.30, payable to Durwood; and (3) accept the Deed and direct that the Deed be filed appropriately and retained in the District's official records. Director Folkert seconded the motion, which passed unanimously.

## OPERATING MATTERS

Mr. Muse presented and reviewed a report on operating matters in the District, a copy of which is attached.

Mr. Muse requested authorization to send one account totaling \$250.55 to collections.

Mr. Muse presented a list of delinquent accounts to the Board for termination of utility service. He stated that the accounts in question have been given written notification of the opportunity to appear, either in person or in writing, at the Board meeting to contest, explain, or correct the charges, services, or disconnection. Mr. Muse noted that the individuals responsible for the accounts listed have neither attended the Board meeting nor contacted their office or the District to contest or explain the charges.

Discussion ensued regarding the transition of utility accounts to residents from Conservice starting December 1, 2024.

Following review and discussion, Director Michael moved to (1) approve the operator's report; (2) authorize the District's operator to send the one account to collections; and (3) authorize the District's operator to proceed with termination of utility service to said accounts pursuant to the provisions of the District's Rate Order. Director Folkert seconded the motion, which passed unanimously.



## PARKS AND RECREATIONAL FACILITIES MATTERS

Mr. Castrejon provided an update regarding construction of the recreational center.

## MAINTENANCE OF DISTRICT FACILITIES

Mr. Cocke presented and reviewed a report on maintenance of District's drainage and detention facilities, a copy of which is attached.

## DEVELOPMENT REPORT

Ms. Riman updated the Board on development matters and home leases in the District. She stated that 346 homes are complete, 202 homes are leased, and 22 homes are under construction. Mr. Castrejon stated that Section 12 of Pradera Oaks is expected to be substantially complete in early November.

## ATTORNEY'S REPORT

Ms. Johnson reviewed an Annual Report containing updated financial and operating data to be filed in accordance with the continuing disclosure provisions contained in the bond resolutions. She stated that the District is required to file certain financial and operating data with the Municipal Securities Rulemaking Board through the Electronic Municipal Market Access ("EMMA") system in compliance with SEC Rule 15c12-12.

The Board reviewed the District's procedures for continuing disclosure compliance. Ms. Johnson stated that no changes are required at this time.

Following review and discussion, Director Manning moved to approve the Annual Report, authorize the attorney to submit the District's updated financial and operating data to EMMA in compliance with the continuing disclosure provisions contained in the bond resolutions and direct that the Report be filed appropriately and retained in the District's official records. Director Derong seconded the motion, which passed unanimously.

## REPORTS FROM DIRECTORS AND DISTRICT CONSULTANTS

The Board concurred to meet next on November 21, 2024.

There being no additional business to consider, the meeting was adjourned.



*Ryann Jey*  
Ast. Secretary, Board of Directors

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