

BRAZORIA COUNTY MUNICIPAL UTILITY DISTRICT NO. 6
Minutes of Meeting of Board of Directors
March 23, 2017

The Board of Directors (the "Board") of Brazoria County Municipal Utility District No. 6 (the "District") met in special session, open to the public, at 1300 Post Oak Boulevard, Suite 1400, Houston, Texas 77056, on March 23, 2017, in accordance with the duly posted notice of meeting, and the roll was called of the duly constituted officers and members of said Board, as follows:

L'Sheryl D. Hudson, President
Richard A. Skotak, Vice President
R. Michael Haney, Secretary
Erich R. Bell, Assistant Secretary
Rick King, Assistant Secretary

and all of said persons were present, with the exception of Director Haney and Director King, thus constituting a quorum.

Also present were Lisa Bonham and Cheryl Rogers of Jones & Carter, Inc. ("J&C"); Natalie Galgano of Municipal Accounts & Consulting, L.P. ("MA&C"); Esther Kumaga of Assessments of the Southwest ("ASW"); Loren Morales and Matthew Dustin of RBC Capital Markets, LLC. ("RBC"); Reese Smith of Land Three, LLC ("Land Three"), who entered after the meeting had been called to order, as noted herein; Kyle Melgrin of Si Environmental ("Si"); and Will Stafford and Jenny Johnson of Schwartz, Page & Harding, L.L.P. ("SPH").

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

MINUTES

The Board considered the minutes of its meeting held on February 14, 2017. After discussion regarding the minutes previously forwarded for review, it was moved by Director Bell, seconded by Director Hudson, and unanimously carried, that said minutes be approved, as written.

PUBLIC COMMENTS

The Board deferred discussion of public comments as there were no comments from members of the public present at this time.

REVIEW OF PROPOSED PLAN OF FINANCING RELATED TO THE DISTRICT'S UNLIMITED TAX REFUNDING BONDS, SERIES 2017, AND ESTABLISH PARAMETERS FOR SALE OF SAME

Mr. Dustin addressed the Board regarding the issuance of the District's Unlimited Tax Refunding Bonds, Series 2017 ("Series 2017 Refunding Bonds") to refund portions of the District's Unlimited Tax Bonds, Series 2005, 2010-A and 2011, in advance of their scheduled maturities, and, in that regard, presented and reviewed with the Board in detail a Preliminary Plan of Financing for the proposed refunding bond issue, a copy of which is attached hereto as **Exhibit A**. Mr. Dustin advised the Board that the proposed refunding bonds will be issued by private placement rather than being sold through a negotiated, public sale to an underwriter. After a detailed discussion on the refunding proposal outlined by Mr. Dustin, it was moved by Director Bell that: (i) SPH and RBC proceed with the preparation of the documents for the issuance of the Series 2017 Refunding Bonds, as outlined in the attached Preliminary Plan of Financing, subject to the District achieving a minimum of 3.00% net present value savings at the time of the sale of the bonds, (ii) the par amount of the bonds shall not exceed \$3,000,000, and (iii) the District delegate authority to Director Hudson as President, or in her absence, Director Skotak as the Vice President, until September 30, 2017, to take such actions as may be necessary and appropriate in connection with the sale of the Series 2017 Refunding Bonds. Director Skotak seconded said motion, which unanimously carried.

Mr. Smith entered the meeting at this time.

APPROVAL OF ORDER AUTHORIZING ISSUANCE OF BONDS RELATIVE TO SERIES 2017 REFUNDING BONDS AND DELEGATION OF AUTHORITY PURSUANT TO TEXAS GOVERNMENT CODE SECTION 1207.007

Mr. Stafford presented and reviewed in detail with the Board an Order authorizing the issuance, sale and delivery of the District's Series 2017 Refunding Bonds (the "Bond Order"). Mr. Stafford advised the Board that the District, pursuant to Texas Government Code Section 1207.007, may delegate authority to any officer of the Board to take certain acts to effect the sale of the Series 2017 Refunding Bonds, subject to the minimum parameters for the transaction established by the Board being met. After discussion, Director Bell moved that (i) the Bond Order attached hereto as **Exhibit B** be passed and adopted by the Board and the District, and (ii) Director Hudson, or in her absence, Director Skotak as Vice President, be delegated the authority to act on behalf of the District, in accordance with Texas Government Code Section 1207.007, to effectuate the sale of the Series 2017 Refunding Bonds if the parameters set forth in the Bond Order are met, with such delegated authority to expire on September 30, 2017, if the Series 2017 Refunding Bonds are not sold by said date, unless otherwise extended by the Board of Directors. Director Skotak seconded said motion, which carried unanimously.

APPROVAL OF FORM OF BOND PURCHASE LETTER

Mr. Stafford presented and reviewed with the Board a form of Bond Purchase Letter ("BPL") to be executed by the District and the purchaser in connection with the purchase of the Series 2017 Refunding Bonds, a copy of which form of BPL is attached hereto as

Exhibit C. After discussion on the matter, Director Bell moved that the form of Bond Purchase Letter be approved. Director Skotak seconded said motion, which unanimously carried.

ENGAGEMENT OF SPECIAL TAX COUNSEL RELATIVE TO SERIES 2017 REFUNDING BONDS

A discussion ensued regarding the engagement of Special Tax Counsel relative to the Series 2017 Refunding Bonds. Mr. Stafford recommended that the Board consider engaging the firm of McCall, Parkhurst & Horton, L.L.P. ("MPH") to perform such services for the District. After discussion on the matter, Director Bell moved that MPH be engaged as Special Tax Counsel in connection with the District's issuance of the Series 2017 Refunding Bonds, subject to the receipt of the required Texas Ethics Commission ("TEC") Form 1295 from MPH, and that the President be authorized to execute an engagement letter regarding same on behalf of the Board and the District. Director Skotak seconded said motion, which unanimously carried.

DESIGNATION OF PAYING AGENT/REGISTRAR FOR SERIES 2017 REFUNDING BONDS

The Board considered the designation of a Paying Agent/Registrar in connection with the Series 2017 Refunding Bonds. Mr. Stafford reported that the purchaser of the Series 2017 Refunding Bonds will be given the option to serve as the Paying Agent/Registrar regarding the Series 2017 Refunding Bonds. Mr. Stafford further reported that The Bank of New York Mellon Trust Company, N.A. ("BONY") will serve as Paying Agent/Registrar if the purchaser does not elect to serve in that capacity. After discussion on the matter, it was moved by Director Bell, seconded by Director Hudson and unanimously carried, that the purchaser of the District's Series 2017 Refunding Bonds be designated as the Paying Agent/Registrar for said bonds, if they so elect to serve in that capacity, and if they do not so elect, that BONY be designated as the Paying Agent/Registrar for the Series 2017 Refunding Bonds.

APPROVAL AND EXECUTION OF AN ESCROW AGREEMENT RELATIVE TO SERIES 2017 REFUNDING BONDS

The Board considered the approval and execution of an Escrow Agreement in connection with the Series 2017 Refunding Bonds; a copy of the Escrow Agreement is attached hereto as **Exhibit D.** After discussion on the matter, Director Bell moved that BONY be designated as Escrow Agent in connection with the Series 2017 Refunding Bonds, and that the proposed Escrow Agreement between the District and be approved by the Board and that the President be authorized to execute same on behalf of the Board and the District. Director Hudson seconded said motion, which carried unanimously.

DESIGNATION OF VERIFICATION AGENT RELATIVE TO THE SERIES 2017 REFUNDING BONDS

The Board considered the designation of a Verification Agent relative to the Series 2017 Refunding Bonds. Mr. Stafford advised that Grant Thornton L.L.P. ("Grant Thornton") had submitted a proposal to act as Verification Agent for said refunding bond issue. After discussion

on the matter, Director Bell moved that the Board engage the services of Grant Thornton to act as Verification Agent for the Series 2017 Refunding Bonds, subject to the receipt of the required TEC Form 1295 from Grant Thornton. Director Hudson seconded said motion, which unanimously carried.

APPROVAL OF TERM SHEET IN CONNECTION WITH THE ISSUANCE OF THE SERIES 2017 REFUNDING BONDS

Mr. Dustin reported that, because the Series 2017 Refunding Bonds will be issued as a private placement rather than being sold through a negotiated sale to an underwriter, the bond issue does not require a Preliminary Official Statement, and that a Term Sheet is provided to proposed purchasers of the bonds in lieu thereof. He then presented a Term Sheet in connection with the issuance of the Series 2017 Refunding Bonds, a copy of which is attached hereto as **Exhibit E**. After discussion on the matter, Director Bell moved that the Term Sheet be approved and that the Board authorize the distribution of same. Director Hudson seconded said motion, which unanimously carried.

AUTHORIZE PURCHASE OF OPEN MARKET SECURITIES IN CONNECTION WITH THE ISSUANCE OF THE SERIES 2017 REFUNDING BONDS

The Board considered authorizing the subscription for and purchase of U. S. Government Securities State and Local Series ("SLGS") and/or Open Market Securities in connection with the Series 2017 Refunding Bonds. After discussion on the matter, Director Bell moved that the Board authorize the subscription for and purchase of SLGS and/or Open Market Securities, in connection with the Series 2017 Refunding Bonds. Director Hudson seconded said motion, which unanimously carried.

ISSUANCE OF CHECK FOR ATTORNEY GENERAL FEES

The Board considered authorizing the District's bookkeeper to issue a check payable to the Office of the Attorney General for review and approval of the transcript of proceedings and issuance of an approving legal opinion relative to the Series 2017 Refunding Bonds. After discussion on the matter, Director Bell moved that the District's bookkeeper be authorized to issue a check payable to the Office of the Attorney General relative to the sale of the Series 2017 Refunding Bonds, as appropriate. Director Hudson seconded said motion, which carried unanimously.

AUTHORIZE EXECUTION OF VARIOUS ADDITIONAL DOCUMENTATION FOR INCLUSION IN THE ATTORNEY GENERAL TRANSCRIPT IN CONNECTION WITH THE ISSUANCE OF THE SERIES 2017 REFUNDING BONDS

The Board considered authorizing the execution of various additional documentation for inclusion in the transcript of proceedings to be submitted to the Attorney General of the State of Texas relative to the issuance of the Series 2017 Refunding Bonds. After discussion, Director Bell moved that, the President (or Vice President) and Secretary (or Assistant Secretary) be authorized to execute any additional documentation required for inclusion in the transcript of

proceedings to be submitted to the Attorney General of the State of Texas relative to the issuance of the Series 2017 Refunding Bonds. Director Hudson seconded said motion, which carried unanimously.

EXECUTE PRICING CERTIFICATE AND BOND PURCHASE LETTER RELATIVE TO SERIES 2017 REFUNDING BONDS

The Board considered authorizing Director Hudson, or in her absence, Director Skotak as Vice President, to execute the Pricing Certificate and Bond Purchase Letter relative to the Series 2017 Refunding Bonds. After discussion, Director Hudson moved that, pursuant to Texas Government Code Section 1207.007, Director Hudson, or in her absence, Director Skotak, be authorized to execute the Pricing Certificate and Bond Purchase Letter relative to the Series 2017 Refunding Bonds. Director Bell seconded said motion, which carried unanimously.

AUTHORIZE DISBURSEMENT OF BOND PROCEEDS RELATIVE TO SERIES 2017 REFUNDING BONDS

The Board considered disbursement of bond proceeds from the Series 2017 Refunding Bonds. After discussion on the matter, Director Hudson moved that said disbursements be authorized in all respects, subject to closing of the refunding transaction, and that the President be authorized to execute the disbursement letter on behalf of the Board. Director Bell seconded said motion, which unanimously carried.

AUTHORIZE EXECUTION OF CLOSING DOCUMENTATION RELATIVE TO SERIES 2017 REFUNDING BONDS

There was a discussion regarding the approval of various documents to be utilized at the closing relative to the Series 2017 Refunding Bonds. After discussion, Director Hudson moved that the closing documents be approved and that the President (or Vice President) be authorized to execute and the Secretary (or Assistant Secretary) to attest same on behalf of the Board and the District. Director Bell seconded said motion, which carried unanimously.

AUTHORIZE EXECUTION AND FILING OF INTERNAL REVENUE SERVICE REPORTING FORM RELATIVE TO SERIES 2017 REFUNDING BONDS

The Board considered the approval and execution of Internal Revenue Service Form 8038-G (the "Form") relative to the Series 2017 Refunding Bonds. After discussion on the matter, Director Hudson moved that same be approved by the Board, that the President be authorized to execute the Form on behalf of the Board and the District, and that the Form be filed as required with the Internal Revenue Service. Director Bell seconded said motion, which carried unanimously.

AUTHORIZE MATERIAL EVENT NOTICE FILING BY DISCLOSURE COUNSEL

Mr. Stafford advised the Board that under the applicable provisions of Rule 15c2-12 promulgated by the United States Securities Exchange Commission and the Order authorizing the issuance of the District's Series 2005 Bonds, Series 2010-A Bonds and Series 2011 Bonds, the calls for redemption of the bonds issued thereunder being refunded through the issuance of the Series 2017 Refunding Bonds constitutes a material event, of which the District must provide notice. He advised the Board that the District's Disclosure Counsel, Coats Rose, P.C. would file such notices with the Municipal Securities Rulemaking Board as required. After discussion on the matter, Director Hudson moved that the District's Disclosure Counsel be authorized to file the material events notices pursuant to the Order(s) authorizing the issuance of the Refunded Bonds. Director Bell seconded said motion, which carried unanimously.

OTHER BOND MATTERS RELATIVE TO SERIES 2017 REFUNDING BONDS

After further discussion on the Series 2017 Refunding Bonds, Director Bell moved that the District's officers and consultants be authorized to undertake any other actions necessary to complete the sale of the Series 2017 Refunding Bonds. Director Skotak second said motion, which carried unanimously.

TAX ASSESSOR-COLLECTOR'S REPORT

Ms. Kumaga distributed to and reviewed with the Board the Tax Assessor-Collector's Report for the month ended February 28, 2017, and an Unpaid Accounts Tax Roll as of March 21, 2017, copies of which are attached hereto as **Exhibit F**. After discussion, on motion made by Director Skotak, and seconded by Director Bell, the Board voted unanimously to approve the report and authorize the payments listed therein.

Ms. Kumaga reported that ASW had received correspondence from a District resident requesting a waiver of penalty and interest on payment of their delinquent tax account. A copy of said correspondence is attached to the Tax Assessor-Collector's Report. Mr. Stafford advised that the Board has the authority to waive penalty or interest charges on delinquent tax accounts only due to an error on the part of the District's Tax Assessor-Collector or the Brazoria County Appraisal District ("BCAD"). After further discussion, Director Skotak moved that the request for waiver of penalty and interest be granted. Director Bell seconded the motion, which carried unanimously.

DELINQUENT TAX COLLECTIONS REPORT

Mr. Stafford presented and reviewed with the Board the delinquent tax collections report from Perdue, Brandon, Fielder, Collins & Mott L.L.P., the District's delinquent tax collection attorneys, regarding legal action taken on delinquent tax accounts, a copy of which report is attached hereto as **Exhibit G**. After discussion, Director Bell moved to authorize the filing of suit against the accounts noted on the report prior to July 1st. Director Hudson seconded said motion, which unanimously carried.

OPERATIONS REPORT

Mr. Melgrin presented to and reviewed with the Board an Operations Report for the month of February, 2017, a copy of which is attached hereto as **Exhibit H**.

The Board deferred consideration of appeals of District charges after being advised by Mr. Melgrin that none were received this month.

Mr. Stafford inquired as to the testing of the Emergency Notification System ("ENS") by Si. Mr. Melgrin reported that Si has used the ENS historically for public health notifications. After discussion, Director Skotak moved to authorize Si to conduct a testing of the District's ENS. Director Bell seconded said motion, which unanimously carried.

ENGINEERING REPORT

Ms. Bonham presented to and reviewed with the Board the Engineering Report dated March 23, 2017, a copy of which is attached hereto as **Exhibit I**.

In connection with the District's Storm Water Management Plan/MS4 Permit, Ms. Bonham reminded the Board that J&C has prepared the Annual Report for Permit Year 3 for the District's Storm Water Management Plan/MS4 Permit and that said report will be presented to TCEQ by the March 31, 2017 deadline.

The Board considered accepting Drainage Easements, Conveyances of Utility Facilities, and Consents to Encroachment, Indemnity Agreements and Covenants to Pay Costs pertaining to the tracts comprising a portion of the Silverlake Village Shopping Center in Pearland, Texas, owned by (i) Silverlake Sorrento East, LLC, (ii) Silverlake Sorrento West, LLC, (iii) Silverlake CCU Petula, LLC, and (iv) Valwood North Business Park and Silverlake Patrician, LLC regarding the Silverlake Shopping Center. After discussion, Director Hudson moved that the District accept said Drainage Easements, Conveyances of Utility Facilities, and Consents to Encroachment, Indemnity Agreements and Covenants to Pay Costs from (i) Silverlake Sorrento East, LLC, (ii) Silverlake Sorrento West, LLC, (iii) Silverlake CCU Petula, LLC, and (iv) Valwood North Business Park and Silverlake Patrician, LLC regarding the Silverlake Shopping Center, and that the President be authorized to execute same on behalf of the Board and the District. Director Bell seconded said motion, which unanimously carried.

The Board considered the approval of a proposed Fourth Amendment to Restated Permanent Water Supply Contract ("Contract") by and between the District, Brazoria County Municipal Utility District No. 2 ("No. 2"), Brazoria County Municipal Utility District No. 3 ("No. 3"), and the City of Pearland ("City"), a copy of which is attached hereto as **Exhibit J**. After discussion, Director Bell moved to approve the Contract and authorize the President to execute same on behalf of the Board and the District. Director Hudson seconded said motion, which unanimously carried.

Mr. Stafford advised that Section 13.1396 of the Texas Water Code, as amended, requires the District to update its information identifying the location and description of facilities that have qualified for critical load status and its information regarding emergency contacts (a) annually to each electric utility that provides transmission and distribution service to the District and each retail electric provider that sells power to the District and (b) immediately upon any change in the information to the above entities, as well as to the office of emergency management of Brazoria County, the Public Utility Commission of Texas, and the division of emergency management of the governor. Ms. Bonham advised that J&C would provide the annual update and, if required, any changes to the information to the appropriate entities. After discussion on the matter, Director Bell moved that J&C be authorized to make such annual filings on behalf of the District. Director Hudson seconded the motion, which unanimously carried.

Mr. Morales and Mr. Dustin exited the meeting at this time.

A discussion then ensued regarding the potential development of the Pappas tract and potential widening of County Road 94. Mr. Stafford queried Ms. Bonham as to the location of the District's sanitary sewer lines inside the right-of-way adjacent to County Road 94. Ms. Bonham stated that she would investigate the matter and report back to the Board.

CLARENCE E. SASSER PARK ("PARK") REPORT

Director Skotak advised that there was nothing of note to report regarding the park.

DISTRICT WEBSITE

The Board deferred consideration of the website after noting that no reports regarding the District's website have been submitted.

DEVELOPERS' REPORTS

The Board deferred consideration of the developers' reports after noting that no representative of a developer was present at the meeting.

BOOKKEEPER'S REPORT

Ms. Galgano presented to and reviewed with the Board the Bookkeeper's Report, dated March 23, 2017, attached hereto as **Exhibit K**, including the bills, which were presented for payment, as prepared by MA&C. After discussion, Director Hudson moved that the Bookkeeper's Report be approved and payment be authorized of the disbursements listed therein. Director Skotak seconded the motion, which unanimously carried.

UNCLAIMED PROPERTY

The Board considered authorizing certain District consultants to research the District's accounts for unclaimed property and authorizing the District's bookkeeper to prepare an Unclaimed Property Report as of March 1, 2017. Mr. Stafford advised the Board that the District's tax assessor-collector and the bookkeeper will review their records and the tax assessor-collector will provide the bookkeeper with a current listing of any unclaimed property in the District's accounts for preparation of the Unclaimed Property Report. He further advised the Board that the District's bookkeeper will file the report with the Comptroller of Public Accounts and escheat any unclaimed funds to the State of Texas. After discussion on the matter, Director Bell moved that the District's tax assessor-collector and bookkeeper be authorized to provide current listings of any and all unclaimed property and that, should any unclaimed property exist, the bookkeeper be authorized to timely file an Unclaimed Property Report with the Comptroller of Public Accounts. Director Skotak seconded said motion, which unanimously carried.

ATTORNEY'S REPORT

The Board considered the attorney's report. In that regard, Mr. Stafford presented to and reviewed with the Board correspondence from the United States Census Bureau regarding a voluntary survey, a copy of which correspondence is attached hereto as **Exhibit L**. Following discussion, the Board concurred not to participate in the survey.

MATTERS FOR NEXT AGENDA

The Board considered items for placement on future agendas. No specific agenda items, other than routine and ongoing matters and matters noted earlier in the meeting were requested.

ADJOURNMENT

There being no further business to come before the Board, on motion made by Director Hudson, seconded by Director Skotak, and unanimously carried, the meeting was adjourned.



R. Michael Haney, Secretary

LIST OF ATTACHMENTS TO MINUTES

- Exhibit A - Preliminary Plan of Financing
- Exhibit B - Order Authorizing the Issuance, Sale and Delivery of the District's Series 2017 Refunding Bonds
- Exhibit C - Bond Purchase Letter
- Exhibit D - Escrow Agreement
- Exhibit E - Term Sheet
- Exhibit F - Tax Assessor/Collector's Report
- Exhibit G - Delinquent Tax Report
- Exhibit H - Operations Report
- Exhibit I - Engineering Report
- Exhibit J - Fourth Amended and Restated Joint Water Facilities Contract
- Exhibit K - Bookkeeper's Report
- Exhibit L - Correspondence from the United States Census Bureau

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