

MINUTES
NORTH FORT BEND WATER AUTHORITY

May 14, 2019

The Board of Directors (the "Board") of the North Fort Bend Water Authority (the "Authority") met in special session, open to the public, on the 14th day of May, 2019, at the offices of BGE, Inc. ("BGE"), 10777 Westheimer, 3rd Floor, Lubbock Conference Room, Houston, Texas, outside the boundaries of the Authority, and the roll was called of the members of the Board:

Peter Houghton	President
Robert Patton	Vice President
Melony Gay	Secretary
David Spell	Assistant Secretary
Robert Darden	Assistant Vice President
Bruce Fay	Assistant Secretary
Pat Hebert	Assistant Secretary

and all of the above were present, except Directors Spell and Darden, thus constituting a quorum.

Also present for all or part of the meeting were Colette Garcia of McGrath & Co., PLLC; Lindsay Kovar, Matthew L. Froehlich, Fred Bauhof, Julia Frankovich, Whitney Milberger, and Beatrice Handolescu of BGE; Pam E. Lightbody of AVANTA Services; Terrell Palmer, Francine Stefan, and Chris Parker of Post Oak Municipal Advisors, LLC; Dale Clayton of Inframark, LLC; and David Oliver, Christina Miller, and Justine M. Cherne of Allen Boone Humphries Robinson LLP.

AUDIT FOR FISCAL YEAR END DECEMBER 31, 2018

Ms. Garcia reviewed the Authority's draft audit for fiscal year end December 31, 2018. Following review and discussion, Director Gay moved to approve the audit for fiscal year end December 31, 2018, and direct that the audit be filed appropriately and retained in the Authority's official records, subject to final review and comment. Director Hebert seconded the motion, which was approved by unanimous vote, except for Director Houghton, who was not present for the discussion or the vote.

CONSIDERATION OF THE USE OF EMINENT DOMAIN TO CONDEMN PROPERTY AND REQUEST BOARD APPROVAL OF A RESOLUTION AUTHORIZING ACQUISITION OF REAL PROPERTY (PORTION OF SECOND PUMP STATION SITE) TO CONFIRM THE EXISTENCE OF A PUBLIC NECESSITY FOR THE AUTHORITY TO ACQUIRE CERTAIN PROPERTIES AND PROPERTY INTERESTS FOR THE 2025 SURFACE WATER CONVERSION AND AUTHORIZING THE INITIATION OF

CONDEMNATION PROCEEDINGS TO ACQUIRE SUCH PROPERTIES AND PROPERTY INTERESTS

Ms. Miller reviewed a Resolution Authorizing Acquisition of Real Property (Portion of Second Pump Station Site) (the "Resolution"). Following review and discussion, Director Gay moved that the Board of Directors of the Authority, in a record vote, adopt a Resolution authorizing the use of the power of eminent domain to acquire a portion of second pump station site, containing approximately 4.328 acres of real property located in Harris County, Texas (defined as the "Site" under the Resolution and more particularly described in Exhibit A attached thereto), for the construction, installation, operation, and maintenance of pump station facilities, ground storage facilities and water facilities, including related appurtenances, necessary and convenient for the transportation and delivery of water, and delegating to the Authority's President the authority to supervise such acquisitions and, as necessary, to initiate condemnation proceedings to acquire the Site, and that this first record vote applies to the Site to be condemned. Director Hebert seconded the motion, which was approved by unanimous vote, except for Directors Houghton, Darden, and Spell, who were not present for the discussion or the vote.

NORTHEAST WATER PURIFICATION PLANT ("NEWPP") EXPANSION PROJECT

Mr. Oliver reviewed a First Amendment to the Second Supplement to Water Supply Contract with the City of Houston, Texas ("First Amendment"). Discussion ensued regarding the First Amendment and the NEWPP Expansion Project. Following review and discussion, Director Hebert moved to authorize execution of the First Amendment, subject to finalization of the terms as discussed. Director Fay seconded the motion, which was approved by unanimous vote, except for Director Gay, who was not present for the discussion or the vote.

CONVENE EXECUTIVE SESSION

The Board did not convene in executive session.

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

(SEAL)



Darden
Asst. Secretary, Board of Directors