

MINUTES
BRAZORIA-FORT BEND COUNTY MUNICIPAL UTILITY DISTRICT NO. 1

July 25, 2012

The Board of Directors (the "Board") of Brazoria-Fort Bend County Municipal Utility District No. 1 (the "District") met in special session, open to the public, on the 25th day of July, 2012, at the offices of Allen Boone Humphries Robinson LLP, 3200 Southwest Freeway, Houston, Texas, outside the boundaries of the District, and the roll was called of the members of the Board:

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| Michael D. Rozell | President |
| Geoffrey Pope | Vice President |
| Terry Ruiz | Secretary |
| Karri Axtell | Assistant Vice President |
| Jalene Palmer | Assistant Secretary |

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

Also present at the meeting were Kionna Jackson, a resident of Brazoria County Municipal Utility District No. 26 ("MUD 26"); James Ross of LJA Engineering & Surveying, Inc. ("LJA"); Gary Cook and Drew Pelter of Shadow Creek Ranch Development Company, L.P. ("Master Developer"); Michael Parks, Herbert Fain, Melissa Slade, Caralynn Prade, and Fred E. Weary, Jr. of the Board of MUD 26; and Lynne B. Humphries and Michelle Bryan of Allen Boone Humphries Robinson LLP ("ABHR").

DISCUSS DRAINAGE AND EROSION ISSUES AT THE SHADOW CREEK RANCH
DETENTION LAKES, AND AUTHORIZE APPROPRIATE ACTION

Mr. Ross distributed a map of the Shadow Creek Ranch area, a copy of which is attached, and discussed erosion in the detention lakes. He stated that all the detention ponds are eroding, and the erosion at the older detention ponds is more severe. Mr. Ross stated that, while maintenance of detention lakes is always necessary, the extent of the erosion is more intense and occurred sooner than anticipated. He distributed and reviewed an assessment of the lake shore hard edge erosion and a cost estimate for the associated repairs, copies of which are attached.

Mr. Ross distributed and reviewed a brochure from Shore Links detailing a product that controls erosion, a copy of which is attached. He explained that the Shore Links product is a stable rooting medium that becomes a permanent part of a new sediment surface that is hardened against further erosion. Mr. Ross noted that he observed a demonstration at Lake Amber in MUD 26 and suggested that the detention



lakes be drained and the holes be filled with the Shore Links product. Mr. Cook stated that, if nothing is done to correct and prevent future erosion, the hard edges of the detention lakes will completely deteriorate. He informed the Board that he has spoken with three City of Pearland (the "City") councilmen about drainage and maintenance issues in Shadow Creek Ranch.

Ms. Humphries reviewed the Maintenance and Use Agreement for TIRZ Improvements between the Shadow Creek Ranch Maintenance Association ("SCRMA/HOA"), the Master Developer of Shadow Creek Ranch, and the City. Discussion ensued regarding the possibility of District and MUD 26 funding the necessary erosion repairs of the detention ponds in order to restore the detention lakes to their original state and prevent erosion from occurring in the future.

Mr. Ross requested authorization to prepare a technical report for both the District and MUD 26 on the drainage and erosion issues at the detention lakes. Following review and discussion, Director Axtell moved to authorize LJA to prepare a technical report on the drainage and erosion issues at the detention lakes in the District. Director Ruiz seconded the motion, which carried unanimously.

The Board of MUD 26 agreed and made and passed a similar motion.

DISCUSS SECURITY PATROL, SECURITY AND STREET LIGHTING, AND CAMERA SURVEILLANCE

Discussion ensued regarding the installation of surveillance equipment in the Shadow Creek Ranch area. Mr. Parks reviewed an email from Officer Lucas of the City Police Department recommending the installation of surveillance equipment at the ingress and egress of the major entry points of the Shadow Creek Ranch area in order to obtain the license plate numbers of vehicles entering and exiting the area. He also stated that Officer Lucas recommends that the surveillance equipment be a high quality/high resolution color system, and that the City Police Department have immediate access to and knowledge of the control center in case of security emergencies. Following discussion, the Board directed ABHR to obtain a proposal from BL Technology, Inc. for surveillance equipment at the ingress and egress of the major entry points in the Shadow Creek Ranch area.

Ms. Humphries noted that the District has the authority to hire patrol officers, but SCRMA/HOA has the authority to install surveillance equipment. Mr. Cook stated SCRMA/HOA will meet next at the end of August and that he will put an item on the agenda to discuss the installation of surveillance equipment. He stated he will send an invitation to the Boards of the District and MUD 26 once the date and time of the meeting is known.



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


Secretary, Board of Directors

(SEAL)



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