

HARRIS COUNTY WATER CONTROL AND IMPROVEMENT DISTRICT NO. 157

Minutes of Special Meeting of Board of Directors
November 29, 2018

The Board of Directors (the "Board") of Harris County Water Control and Improvement District No. 157 (the "District") met in special session, open to the public, on November 29, 2018, at 1300 Post Oak Boulevard, Suite 1400, Houston, Texas 77056, such address being an office and meeting place of the District, in accordance with the duly posted notice of meeting, and the roll was called of the duly constituted members of said Board, as follows:

Keith Nystrom, President
Cameron Dickey, Vice President
David Redburn, Secretary
James Motejzik, Assistant Secretary
Shane Bueno, Director

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

Also present were John Howell of The GMS Group LLC ("GMS"); and Mitchell G. Page and Shelby Yllana 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.

**RECEIVE AND ACT UPON BIDS FOR THE PURCHASE OF THE DISTRICT'S
\$8,550,000 UNLIMITED TAX BONDS, SERIES 2018 AND \$1,190,000 UNLIMITED TAX
PARK BONDS, SERIES 2018A**

Mr. Howell addressed the Board regarding the sale of the District's \$8,550,000 Unlimited Tax Bonds, Series 2018 (the "Drainage Bonds"), and the District's \$1,190,000 Unlimited Tax Park Bonds, Series 2018A (the "Park Bonds").

In connection with the Drainage Bonds, Ms. Howell announced that six (6) bids had been received and that the low bid was submitted by Raymond James & Associates, Inc. ("Raymond James") at a net effective interest rate of 3.927338%. A copy of the Bid Results is attached hereto as **Exhibit A**. Mr. Howell advised that the bid had been verified, the required good faith check received, and that he recommends acceptance of the bid of Raymond James. Director Bueno moved that the Board accept the bid of Raymond James for the purchase of all of the Drainage Bonds at a net effective interest rate of 3.927338%, and the accompanying TEC Form 1295 be accepted and acknowledged. Director Redburn seconded said motion, which unanimously carried.

In connection with the Park Bonds, Ms. Howell announced that four (4) bids had been received and that the low bid was submitted by Raymond James at a net effective interest rate of

4.074783%. A copy of the Bid Results is attached hereto as **Exhibit B**. Mr. Howell advised that the bid had been verified, the required good faith check received, and that he recommends acceptance of the bid of Raymond James & Associates, Inc. Director Bueno moved that the Board accept the bid of Raymond James & Associates, Inc. for the purchase of all of the Park Bonds at a net effective interest rate of 4.074783%, and the accompanying TEC Form 1295 be accepted and acknowledged. Director Redburn seconded said motion, which unanimously carried.

ADOPTION OF ORDERS AUTHORIZING THE SALE, ISSUANCE AND DELIVERY OF THE DRAINAGE BONDS AND THE PARK BONDS

The Board then considered additional matters related to the sale, issuance and delivery of the Drainage Bonds and the Park Bonds.

Mr. Page presented Orders authorizing the sale, issuance and delivery of the Drainage Bonds and the Park Bonds (collectively, the "Bond Orders"), and reviewed various provisions of the Bond Orders with the Board. After further discussion, it was duly moved by Director Dickey, seconded by Director Bueno and unanimously carried that the Bond Orders, substantially in the form attached as **Exhibit C**, be passed and adopted, subject to completion of same by SPH, and that the President be authorized to execute the Bond Orders and the Secretary to attest same on behalf of the Board and the District.

APPROVAL AND DISTRIBUTION OF FINAL OFFICIAL STATEMENT RELATIVE TO THE DRAINAGE BONDS AND THE PARK BONDS

Mr. Page discussed the completion of the Final Official Statement to be prepared by GMS in connection with the Drainage Bonds and the Park Bonds. Director Dickey moved that GMS be authorized to complete the Final Official Statement, dated as of the date of the meeting, and that said Final Official Statement be adopted by the Board and the District. Director Redburn seconded said motion, which carried unanimously.

APPROVAL AND EXECUTION OF PAYING AGENT/REGISTRAR AGREEMENTS IN CONNECTION WITH THE ISSUANCE OF THE DRAINAGE BONDS AND THE PARK BONDS

The Board next considered and reviewed Paying Agent/Registrar Agreements (collectively, the "Paying Agent Agreements") between the District and The Bank of New York Mellon Trust Company, N.A., Dallas, Texas, relative to the Drainage Bonds and the Park Bonds, copies of which are attached as **Exhibit D**. Mr. Page reviewed the various provisions of the Paying Agent Agreements with the Board. After discussion, Director Bueno moved that the Paying Agent Agreements be approved, the President be authorized to execute same on behalf of the Board and the District, and the accompanying TEC Form 1295s be accepted and acknowledged. Director Dickey seconded said motion, which carried unanimously.

ACT UPON ANY OTHER MATTERS CONCERNING THE DRAINAGE BONDS AND THE PARK BONDS

As the next order of business, the Board considered acting upon any other matters relative to the Drainage Bonds and the Park Bonds. Mr. Page presented to and reviewed with the Board the General Certificates, Signature Identification and No-Litigation Certificates with Letters of Instruction to the Attorney General of Texas, and the initial bonds relative to the sale of the Drainage Bonds and the Park Bonds. Director Dickey moved that the above documentation be approved and that the Board authorize SPH to handle all matters relative to the sale of the Drainage Bonds and the Park Bonds and in obtaining approval of the Attorney General of Texas for issuance of the Drainage Bonds and the Park Bonds. Director Redburn seconded said motion, which unanimously carried.

CONTINUING DISCLOSURE

The Board considered ratification of the filing of the annual continuing disclosure report required relative to the District's outstanding bonds. Mr. Page presented the Board with the Annual Report pursuant to SEC Rule 15c2-12 received from McCall, Parkhurst & Horton, L.L.P., the District's continuing disclosure counsel, a copy of which is attached hereto as **Exhibit E**. After due consideration, Director Bueno moved that the filing of the annual continuing disclosure report be approved and ratified in all respects. Director Dickey seconded the motion, which carried unanimously.

PAYMENT OF BILLS

The Board next considered the payment of bills. After discussion, Director Dickey moved that the checks presented today be approved for payment. Director Redburn seconded the motion, which carried unanimously.

MISCELLANEOUS

Director Nystrom requested that a website status item be added to the next meeting agenda for discussion. He additionally requested that an "Additional Business" item be added to agendas going forward.

ADJOURNMENT

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




Secretary

LIST OF ATTACHMENTS TO MINUTES

Exhibit A – Bid Tabulation – Drainage Bonds

Exhibit B – Bid Tabulation – Park Bonds

Exhibit C – Bond Order – Drainage Bonds

Exhibit D – Paying Agent/Registrar Agreement – Drainage Bonds

Exhibit E – Annual Update of Financial Information and Operating Data (Continuing Disclosure Report)