

**NORTHWEST HARRIS COUNTY MUNICIPAL UTILITY DISTRICT NO. 19**

Minutes of Meeting of Board of Directors

June 10, 2019

The Board of Directors (the “Board”) of Northwest Harris County Municipal Utility District No. 19 (the “District”) met at 25922 Drybrook, on June 10, 2019, in accordance with the duly posted notice of said meeting, with a quorum of directors present as follows:

Kevin Coyne, President  
Michelle Marek, Vice President  
Roger S. Fleming, Secretary  
Felicia Davis, Director

and being absent:

Rusty Ritz, Assistant Secretary

Also present were Courtney Young of Young & Brooks, Dana Davis of Myrtle Cruz, Inc., Cindi Oliver of Equi-Tax, Inc., Rich Rankin of Hays Utility, Johnny Williams of Champions Hydro-Lawn, Inc., Jack Miller of R.G. Miller Engineers, LLC., Julie Williams of Rathmann & Associates, L.P. and Tara Klein of 4 and One.

The president called the meeting to order and declared it open for such business as may come before the Board.

The Board approved minutes of the Board meeting held on May 13, 2019.

Dana Davis reported as to bookkeeping matters in the District. The board unanimously approved budget for Fiscal Year Ending June 30, 2020.

Cindi Oliver reported as to the status of tax collections in the District. The District is 98.7% collected for 2018.

Rich Rankin reported as to operational matters in the District. There are 1,456 connections in the District.

Jack Miller reported as to engineering matters in the District. The board unanimously approved Pay Estimate No. 9 from C4 Partners, LLC for \$32,233.73. The board unanimously approved the new landscaping proposal for Water Plant No. 2 in the amount of \$19,990.00. The board unanimously approved Pay Estimate No. 1 for Teamwork Construction Services in the amount of \$127,110.78.

Johnny Williams discussed activities of Champions Hydro Lawn. The board unanimously approved the maintenance proposal for the 3.59 acre Elmfield Detention Pond.

The board recognized Julie Williams of Rathmann & Associates, L.P., who presented a report reflecting the potential savings to be achieved through the proposed 2019 refunding bond issue. After discussion, upon motion duly made, seconded and carried by four votes, the board approved the proposed plan of financing, preliminary official statement, and sale of the Series 2019 Refunding Bonds, provided the District realizes a net present value saving of at least 6.000% of the principal amount of the refunded bonds. Upon motion duly made, seconded and carried, the board approved Hilltop Securities as the lead underwriter and RBC Capital Markets, LLC., to act as co-underwriter for the proposed refunding.

The board was presented with the Bond Order attached hereto for the issuance of the District's Unlimited Tax Refunding Bond Series 2019, which Bond Order designates the District's President and Secretary for a period of six (6) months as the Authorized Officer to approve the final terms for the issuance and sale of the Series 2019 Refunding Bonds. The Bond Order, with its exhibits attached thereto, was fully considered by the board, and upon motion duly made, seconded and carried the President was authorized to execute and the Secretary to attest same on behalf of the District.

The Paying Agent/Registrar Agreement between the District and The Bank of New York Mellon Trust Company, N.A., was presented for approval and execution. Upon motion duly made, seconded and carried, the agreement was approved, and the board authorized the President and Secretary to execute same on behalf of the District and the Board of Directors. The board also approved an engagement letter with McCall Parkhurst & Horton, L.L.P., for their services as special tax counsel in connection with the proposed refunding bond issue.

Upon motion duly made, seconded and carried, the board further authorized its officers to execute the numerous documents and letters presented to the board in connection with the issuance of the Series 2019 Refunding Bonds and transcripts, and to execute any further documentation required by the Attorney General in connection with the approval of the Series 2019 Refunding Bonds. The board further authorized Rathmann & Associates, L.P., and Young & Brooks in their respective capacities, to finalize matters concerning the issuance, delivery and funding of the bonds upon approval of the Attorney General.

Tara Klein discussed activities related to Pine Cove Park. The board authorized Pay Estimate No. 4 for \$243,073.57 to DL Meachem. The board approved a Contract with CenterPoint Energy for service at Pine Cove Park. The board approved Change Order No. 1 with DL Meachem for \$74,947.68. The board approved a Contract with AT&T for service at Pine Grove Park, subject to attorney review and the total cost being less than \$25,000.00.

The board noted that no members of the public attended this in-District meeting.

There was presented to the Board a list of bills for the approval of payment, a copy of which is attached hereto. After discussion, upon motion duly made, seconded and unanimously carried, the Board approved said bills and ordered checks to be issued on the appropriate accounts of the District in payment thereof.

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

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Secretary, Board of Directors