

MINUTES
FORT BEND COUNTY LEVEE IMPROVEMENT DISTRICT NO. 11

November 23, 2010

The Board of Directors (the "Board") of Fort Bend County Levee Improvement District No. 11 (the "District") met in regular session, open to the public, on the 23rd day of November, 2010, inside the boundaries of the District, at the Greatwood Lakes Building, 19855 Southwest Freeway, Sugar Land, Texas, and the roll was called of the members of the Board:

Ron McCann	President
Michael E. Stone	Vice President/ Assistant Secretary
Jared Jameson	Secretary/ Assistant Vice President

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

Also present at the meeting were Erin Garcia of Myrtle Cruz, Inc.; Greg Ordeneaux of Tax Tech, Inc.; Michael Rusk of LJA Engineering & Surveying, Inc. ("LJA"); Jeff Perry of SWWC Services, Inc. ("SWWC"); and Lynne B. Humphries and Kristen Hogan of Allen Boone Humphries Robinson LLP ("ABHR").

MINUTES

The Board considered approving the minutes of the October 26, 2010, regular meeting and the November 4, 2010, special meeting, which were provided in advance of the meeting. Following review and discussion, Director Jameson moved to approve the minutes as submitted. Director Stone seconded the motion, which was approved by unanimous vote.

COMMENTS AND QUESTIONS FROM THE PUBLIC

There were no public comments.

RESOLUTION NOMINATING CANDIDATE FOR VACANCY ON THE BOARD OF DIRECTORS OF THE FORT BEND CENTRAL APPRAISAL DISTRICT

The Board reviewed a letter from the Fort Bend Central Appraisal District regarding a vacancy on its Board of Directors and the opportunity for the District and other taxing entities to nominate a candidate to fill the vacancy. A copy of the letter is attached. After review and discussion, the Board concurred it did not wish to nominate a candidate.

FINANCIAL AND BOOKKEEPING MATTERS

Ms. Garcia distributed and reviewed the bookkeeper's report, including the investment report, monthly budget comparison, and list of checks presented for approval. A copy of the bookkeeper's report is attached. In response to a question from Ms. Garcia, the Board concurred to amend the District's budget at next month's meeting to reduce the amounts budgeted for the outfall sloughing project construction and engineering. Ms. Garcia said she sent an invoice to Fort Bend County Municipal Utility District No. 116 ("MUD 116") for its share of the project. She said she will separate the budgeted revenue from MUD 116 for the sloughing project from the budgeted revenue for pump station no. 1 general operations in the proposed amended budget to be presented at next month's meeting. Following review and discussion, Director Stone moved to approve the bookkeeper's report and payment of the bills. Director Jameson seconded the motion, which passed unanimously.

TAX ASSESSMENT AND COLLECTION MATTERS

Mr. Ordeneaux distributed and reviewed the tax assessor/collector's report, a copy of which is attached. Following review and discussion, Director Jameson moved to approve the tax assessor/collector's report. Director Stone seconded the motion, which passed by unanimous vote.

PHASE II MS4 STORMWATER MANAGEMENT PLAN IMPLEMENTATION

Ms. Humphries stated that the next meeting of the Greatwood Storm Water Management Plan Committee is scheduled for December 13, 2010, for the Committee to meet with a City of Sugar Land (the "City") storm water management program representative to discuss the City's storm water ordinance and requirements for draining swimming pool water.

OPERATION OF DISTRICT FACILITIES AND LANDSCAPING AT CUL-DE-SACS TO PREVENT ACCESS TO LEVEE

Mr. Perry distributed and reviewed the operator's report, a copy of which is attached. He reported on operations and maintenance performed during the previous month, as indicated in the operator's report. Mr. Perry noted that SWWC removed heavy silt from the outfall following completion of the outfall and channel repairs.

In response to a question from Director McCann, Mr. Perry said the Greatwood Community Association ("HOA") hog trapper is no longer trapping hogs in Greatwood. Director McCann reported on additional discussions he had with the President of the HOA regarding the matter.

Mr. Perry said he has nothing new to report regarding the plans for the HOA to install plants in the open cul-de-sac areas it owns with the \$15,000 in funds submitted

by the District to prevent motor vehicle access to the main levee. He said the HOA will not begin the project until the wild hog issue is resolved and will notify SWWC prior to beginning.

After review and discussion, Director Jameson moved to approve the operator's report. Director Stone seconded the motion, which passed unanimously.

ENGINEERING MATTERS

Mr. Rusk distributed and reviewed the engineer's report, a copy of which is attached. He updated the Board on the repairs at outfall no. 1 and channel no. 1 and stated that the project is complete. Mr. Rusk presented and recommended approval of Pay Estimate No. 5 and Final to Excalibur Excavation, L.P. ("Excalibur") in the amount of \$24,470.94, the engineer's certificate of completion, and final acceptance of the project. He then discussed a letter received from one of Excalibur's subcontractors regarding a bonding claim notice for unpaid material and/or labor furnished for the project. Ms. Humphries recommended that the Board's approval of the final payment be subject to Excalibur making payment of all outstanding amounts owed to its subcontractors for material and/or labor furnished for the project and consent of the surety company to release final payment. Mr. Rusk said he would contact the surety company regarding the matter.

Mr. Rusk discussed the plans for repair of the shoreline retaining wall erosion around the large detention pond. He reported that the survey work is complete and that LJA is beginning the design phase of the project.

Mr. Rusk said he had no update regarding the certification of the perimeter levee by the Federal Emergency Management Agency ("FEMA"). He noted that Fort Bend County submitted the necessary documentation provided by LJA to FEMA to protest the area of the Shores neighborhood that is shown incorrectly on FEMA's preliminary maps.

Mr. Rusk reported that LJA conducted a preliminary inspection of the District's pump station and structures, levees, and ditches, based on the U.S. Army Corps of Engineers ("USACE") Rehabilitation and Inspection Program ("RIP"). He stated that LJA is preparing a report on the inspections to present to the Board.

Mr. Rusk reviewed a draft letter he prepared to the HOA requesting they repair the sidewalk under the bridge on Greatwood Parkway due to the impact on District drainage facilities, pursuant to discussions at last month's meeting. He said, however, that he visited the site the previous day and observed that the repairs are underway by the HOA.

Mr. Rusk then reported on the status of preparation of the District's bond application no. 6. He said the report is almost complete for review and that LJA is

gathering the necessary attachments for the application. In response to questions from the Board, Mr. Rusk said he plans to file the bond application by the end of the calendar year by hand-delivering the application to the Texas Commission on Environmental Quality.

After review and discussion, Director Jameson moved to approve the engineer's report and approve Pay Estimate No. 5 and Final, the engineer's certificate of completion, and final acceptance of the repairs at outfall no. 1 and channel no. 1, based on the engineer's recommendation and subject to concurrence of the surety company. Director Stone seconded the motion, which passed unanimously.

DISASTER PREPAREDNESS COMMITTEE MATTERS

Director Stone stated that the Disaster Preparedness Committee has not met.

Director McCann commented on the Greatwood Districts' website and said the Presidents of the Greatwood Districts had no objection to his request to post any Fort Bend Flood Management Association ("FBFMA") articles on the Greatwood Districts' website instead of preparing separate articles about the FBFMA.

COMMUNITY PROJECTS COMMITTEE MATTERS

Director McCann reported on additional discussions at the previous Greatwood Presidents' meeting regarding the plans to re-initiate the Community Projects Committee to work with interested HOA representatives and residents on possible park improvements, especially regional improvements such as a hike and bike trail system along the Brazos River and/or a pedestrian bridge across the Brazos River to the City's Memorial Park. The Board discussed its decision at last month's meeting for Director Jameson to represent the District on the Committee. Director Jameson discussed drawings prepared for Fort Bend Green by Bob DeForest for a possible regional trail system along the Brazos River throughout Greatwood, Riverpark, and New Territory. Director Jameson discussed trails along the tops of levees in Baton Rouge, Louisiana. He asked about the options and ability for Fort Bend County levee districts to construct trails on the tops of their levees. Director Stone discussed the allowable and restricted types of facilities and materials that may be installed on the tops of levees. Director McCann said the Greatwood Districts' Presidents asked the HOA to identify three interested HOA representatives to participate with the Community Projects Committee. Ms. Humphries reported that the President of Fort Bend County Municipal Utility District No. 108, Roberta Terrell, agreed to chair the Committee.

PROPOSAL FROM T-MOBILE FOR INSTALLATION OF ANTENNA

Mr. Rusk reviewed a letter from T-Mobile proposing for T-Mobile to lease a 30' x 40' area of District property at pump station no. 1 for the construction of a 100' flagpole monopole and a small group of equipment cabinets at the base of the tower. A copy of

the proposal letter from T-Mobile is attached. Mr. Rusk noted that the proposal is for a 5-year lease with five 5-year renewal terms, with two 12-month option periods to secure all permits and licenses. He added that T-Mobile proposes to pay the District \$1,000 for each 12-month option and an annual rental fee of \$10,000, which will increase by 15% each 5-year term. Mr. Rusk said the proposal letter also indicates T-Mobile would need a 15-foot-wide non-exclusive access easement, which is not an issue since the District will be constructing an access road to the site. The Board discussed the timing for construction of the District's access road and concurred T-Mobile should pay its share of construction of the road from the District's site to T-Mobile's proposed site. Ms. Humphries noted ABHR previously reviewed and provided comments on the proposed agreement that T-Mobile submitted to the Master District. After review and discussion, Director Stone made a motion to authorize LJA and ABHR to work with T-Mobile on an agreement for the proposed lease. Director Jameson seconded the motion, which passed unanimously.

FORT BEND FLOOD MANAGEMENT ASSOCIATION MATTERS/ACTIONS, FEDERAL FLOOD INSURANCE LEGISLATION, AND ATTENDANCE AT LEVEE CONFERENCES, INCLUDING NATIONAL FLOOD WORKSHOP

Director McCann reported on a FBFMA meeting to review the FBFMA's budget and prepare a recommendation for approval by the participants.

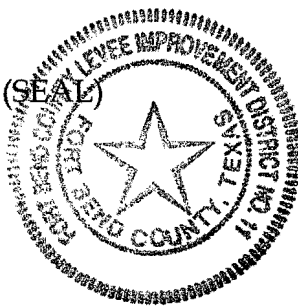
REPORTS ON GREATWOOD PRESIDENT'S MEETING AND ACTIVITIES AND FOLLOW UP ON LEVEE AND DRAINAGE FACILITIES AND OTHER DISTRICT AND GREATWOOD REGIONAL MATTERS, INCLUDING ARTICLES AND INFORMATION FOR GREATWOOD DISTRICTS' WEBSITE

Director McCann presented a layout showing the proposed entry to Fort Bend County Municipal Utility District No. 192 ("MUD 192"). In response to questions from the Board, Ms. Humphries said she did not know whether the agreement between the HOA and Terramark Communities ("Terramark") had been finalized for HOA services and use of Greatwood HOA amenities by future residents of MUD 192. Director McCann said the HOA wants Taylor Morrison ("Morrison") to execute the agreement with the HOA since Morrison is in the process of purchasing the property within MUD 192 from Terramark. He said, however, the acquisition continues to be delayed. In response to additional questions from the Board, Ms. Humphries reported that the Master District decreased its monthly connection charge to \$35.00 since it now expects to receive up-front funds from Terramark or Morrison for water and sewer capacity to serve MUD 192. Director McCann noted that the Greatwood Municipal Utility Districts no longer propose to add a \$30.00 "water system improvements fee" to their water bills to pay additional Master District connections charges and he added that Fort Bend County Municipal Utility District No. 106 increased its base water rates by \$5.00.

Discussion then ensued regarding encroachment issues along Fort Bend County Levee Improvement District No. 2's portion of the perimeter levee and the USACE RIP standards for levees.

The Board discussed the date of the District's December meeting in connection with the Christmas holiday and concurred it was not necessary to reschedule the meeting.

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




Secretary, Board of Directors

ACTION LIST

1. The bookkeeper will present an amended budget at next month's meeting for the Board's consideration.
2. The engineer will contact the surety company to obtain approval for release of the final payment to Excalibur.

LIST OF ATTACHMENTS TO MINUTES

	Page <u>No.</u>
letter from the Fort Bend Central Appraisal District.....	1
bookkeeper's report.....	2
tax assessor/collector's report	2
operator's report.....	2
engineer's report	3
proposal letter from T-Mobile.....	5