

MINUTES
FORT BEND COUNTY LEVEE IMPROVEMENT DISTRICT NO. 11

May 24, 2011

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 24th day of May, 2011, inside the boundaries of the District, at Professional Project Management Services, 19875 Southwest Freeway, Suite 270, 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 except Director Jameson, thus constituting a quorum.

Also present at the meeting were Bob Grant, resident of the District; Christina Cole 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").

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

Mr. Perry reported on discussions at the previous Fort Bend Flood Management Association ("FBFMA") meeting. Mr. Perry said the FBFMA was previously sharing a lobbyist with Fort Bend County, but now must consider hiring its own lobbyist. He said that Fort Bend County Levee Improvement District No. 2 hired its own lobbyist and asked all attendees to discuss the possibility of cost sharing their lobbying expenses with the individual districts. Director McCann noted that the FBFMA's upcoming 2011 Flood Risk Reduction Symposium is scheduled for June 3, 2011.

MINUTES

The Board considered approving the minutes of the April 26, 2011, regular meeting and the May 9, 2011, special meeting, which were provided in advance of the meeting. Following review and discussion, Director Stone moved to approve the minutes as submitted. Director McCann seconded the motion, which was approved by unanimous vote.

COMMENTS AND QUESTIONS FROM THE PUBLIC

There were no public comments.

FINANCIAL AND BOOKKEEPING MATTERS

Ms. Cole distributed and reviewed the bookkeeper's report, including the monthly budget comparison and list of checks presented for approval. A copy of the bookkeeper's report is attached.

Director McCann reported on discussions with Erin Garcia regarding the energy report on page 8 of the bookkeeper's report, which reflects higher electricity costs at pump station no. 1 for lower usage during the prior year than pump station no. 2. Ms. Cole distributed copies of the most recent bills from Reliant Energy, copies of which are attached. After review and discussion, the Board directed Mr. Perry to work with Ms. Garcia to review the usage and billing history to ensure the District is being billed properly, determine whether the District is participating in the Reliant Energy GLO Program and, if not, to prepare the necessary documents to join, and present these items at next month's meeting for Board consideration. The Board also directed Mr. Perry to determine whether Reliant Energy is reading the District's meters to calculate actual usage or is estimating usage.

Ms. Cole then distributed and reviewed a revised investment report, noting the revised report should replace the report attached to the bookkeeper's report. A copy of the revised investment report is attached.

Following review and discussion, Director Stone moved to approve the bookkeeper's report and payment of the bills. Director McCann 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. He reported that the District's 2010 taxes were 97.87% collected as of April 30, 2011. Mr. Ordeneaux stated that the District's 2011 preliminary value from the Fort Bend Central Appraisal District is \$1,072,719,380, which increased from the 2010 certified value of \$1,050,292,415. He distributed and reviewed a summary of the 2011 preliminary value, a copy of which is attached. Following review and discussion, Director McCann 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

There was no discussion on this item.

RESOLUTION ADOPTING POLICY REGARDING THE USE OF OTHER POWER-DRIVEN MOBILITY DEVICES

Ms. Humphries stated that the U.S. Department of Justice adopted revised rules in 28 CFR part 35 pertaining to the use of other-power driven mobility devices ("OPDMDs") by individuals with disabilities in public areas open to pedestrian use. In consultation with the District's consultants, the Board of Directors considered the following factors to determine the Policy Regarding the Use of Other Power-Driven Mobility Devices in the District: (i) the type, size, weight, dimensions, and speed of the OPDMDs; (ii) the facility's volume of pedestrian traffic; (iii) the facility's design and operational characteristics; (iv) whether legitimate safety requirements can be established to permit the safe operation of OPDMDs in the facility; and (v) whether the use of OPDMDs creates a substantial risk of serious harm to the immediate environment or natural or cultural resources. Ms. Humphries said District consultants and contractors would be permitted to operate an OPDMD within the District at a maximum speed of 5 miles per hour so long as the OPDMD is not used for 24 hours following a rainfall event. Director McCann requested that District Directors also be permitted to operate an OPDMD with the same restrictions. After review and discussion, Director Stone moved to adopt a Resolution Adopting Policy Regarding the Use of Other Power-Driven Mobility Devices in Fort Bend County Levee Improvement District No. 11 with the noted revision and direct that the Resolution be filed appropriately and retained in the District's official records. Director McCann seconded the motion, which passed by unanimous vote.

CRITICAL LOAD LIST FOR DISTRICT'S FACILITIES

Ms. Humphries distributed and reviewed the District's current Critical Load List with the Board. She stated that both the District's operator and engineer have reviewed the Critical Load List and made changes. Ms. Humphries said the District's updated Critical Load List will be filed with the Fort Bend County Judge and Office of Emergency Management, the Public Utility Commission, and the Governor's Office of Emergency Management, pursuant to Section 13.1396, Texas Water Code. After review and discussion, Director Stone moved to accept the updated Critical Load List and direct that it be filed appropriately and retained in the District's official records. Director McCann seconded the motion, which passed by unanimous vote.

OPERATION OF DISTRICT FACILITIES

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

ENGINEERING MATTERS AND PROPOSAL FROM T-MOBILE FOR INSTALLATION OF ANTENNA

Mr. Rusk distributed and reviewed the engineer's report, a copy of which is attached. He updated the Board on the plans for repair of shoreline retaining wall erosion around the large detention lake, noting the plans were submitted to the appropriate agencies for review. Mr. Rusk requested authorization to advertise for bids for the project. Mr. Rusk said he has a meeting scheduled with the Greatwood Golf Club on May 25, 2011 to discuss the plans and construction timing for disruption of the golf course. He discussed the temporary construction easements that the District needs to acquire for the project, including consent from Fort Bend County Municipal Utility District No. 116 ("MUD 116") for work in MUD 116's ditch.

Mr. Rusk said he had no update regarding the certification of the perimeter levee by the Federal Emergency Management Agency.

Mr. Rusk noted that LJA previously completed the preliminary inspection of the District's pump station and structures, levees, and ditches, based on the USACE Rehabilitation and Inspection Program ("RIP") standards, and that the inspection report was previously presented to the Board. He said this item can be removed from the District's agenda.

Mr. Rusk reported that the District's bond application no. 6 remains under review by the Texas Commission on Environmental Quality ("TCEQ"). He reported on a meeting with TCEQ representatives on May 12, 2011, to conduct an on-site inspection and discuss additional documentation needed for approval of the application, including approved plans, copies of the easements for the project, and a copy of the deed from the Greatwood Golf Club for the property acquired by the District adjacent to pump station no. 1.

Mr. Rusk updated the Board on the status of the proposal from T-Mobile to lease a 30' x 40' area of District property at pump station no. 1 for the construction of a 100' monopole cell tower and a small group of equipment cabinets at the base of the tower. He reviewed his previous e-mail correspondence to the T-Mobile representative, John Bebout, as indicated in the engineer's report, and said additional attempts to contact Mr. Bebout since last month's meeting were unsuccessful. Mr. Rusk said he would continue efforts to make contact with Mr. Bebout and coordinate with ABHR on the preparation of a lease agreement between the District and T-Mobile.

After review and discussion, Director Stone moved to approve the engineer's report and to approve the plans and specifications and authorize advertisement for bids for repair of shoreline retaining wall erosion around the large detention lake, based on the engineer's recommendation. Director McCann seconded the motion, which passed unanimously.

DISASTER PREPAREDNESS COMMITTEE MATTERS

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

COMMUNITY PROJECTS COMMITTEE MATTERS AND POSSIBLE PARK IMPROVEMENTS AND PROPOSAL FOR ONLINE SURVEY

Ms. Humphries reported on discussions at the Community Projects Committee meeting held on May 5, 2011, noting that a summary of the meeting was previously distributed to all of the Greatwood Directors along with a copy of the proposed online community survey to determine the types of parks and recreational facilities wanted by the community, if any. She reviewed a recommendation from Shannon Staley, webmaster for the Greatwood Districts' website, to use online software provided by Survey Monkey to conduct the online survey. Ms. Humphries noted that the software costs \$24.99 per month while the survey is open and that such cost would be included in Ms. Staley's invoice to the Master District. She said the Master District will consider the matter at its next meeting.

FORT BEND FLOOD MANAGEMENT ASSOCIATION MATTERS/ACTIONS, FEDERAL FLOOD INSURANCE LEGISLATION, AND ATTENDANCE AT LEVEE CONFERENCES (CONTINUED)

Discussion ensued regarding the functions and purpose of the FBFMA to educate its members in an efficient and cost-effective manner. The Board expressed displeasure with the current focus of the FBFMA and the possibility of discontinuing future participation if the focus does not change.

The Board next discussed the meeting of the "Great River" perimeter levee participants scheduled for May 25, 2011, including possible amendments to the Perimeter Levee Operation and Maintenance Agreement among the participants.

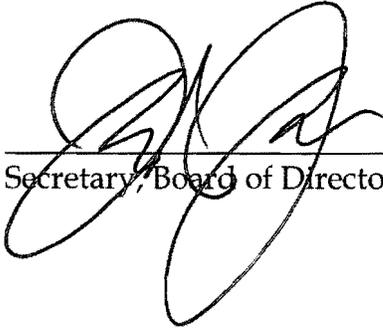
REPORTS ON GREATWOOD PRESIDENT'S MEETING AND ACTIVITIES AND FOLLOW UP ON LEVEE AND DRAINAGE FACILITIES AND OTHER DISTRICT AND GREATWOOD REGIONAL MATTERS, INCLUDING GREATWOOD DISTRICTS' ARTICLES AND INFORMATION FOR WEBSITE

Director McCann reported on an inspection of the Sand Supply operation to verify compliance with the Settlement Agreement. He noted that prior concerns have been addressed. Mr. Perry presented an exhibit of Sand Supply's operations. He

discussed surplus rip-rap material available from Sand Supply if the District will incur the cost to move the material. After discussion, the Board directed SWWC to pick up and stockpile the rip-rap material for future use by the District.

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




Secretary, Board of Directors

ACTION LIST

1. The attorney will prepare a proposed amendment to the Agreement for consideration by the joint perimeter levee participants.
2. The engineer will continue efforts to make contact with T-Mobile and coordinate with the attorney on the preparation of a lease agreement.
3. The bookkeeper will review electrical usage and billing history to ensure the District is being billed properly.
4. The operator will determine whether Reliant Energy is reading the District's meters or is estimating usage.
5. The engineer will advertise for bids for repair of shoreline retaining wall erosion around the large detention lake.
6. The operator will pick up and stockpile the rip-rap material available from Sand Supply.

LIST OF ATTACHMENTS TO MINUTES

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