

MINUTES
FORT BEND COUNTY LEVEE IMPROVEMENT DISTRICT NO. 11

June 18, 2012

The Board of Directors (the "Board") of Fort Bend County Levee Improvement District No. 11 (the "District") met in special session, open to the public, on the 18th day of June, 2012, 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:

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| Ron McCann | President |
| Justin Ring | 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 Kevin Matocha, James Thompson, Clark Caruth, and Jeff Perry of Levee Management Services, LLC ("LMS"); Clay Brandenburg and Mark Yentzen of Severn Trent Services, Inc. ("ST"); Bob Grant, a resident of the District; and Lynne B. Humphries of Allen Boone Humphries Robinson LLP ("ABHR").

PRESENTATIONS FROM OPERATING COMPANIES AND EXECUTION OF CONTRACT FOR OPERATION OF THE DISTRICT

Messrs. Brandenburg and Yentzen entered the meeting and reviewed an abbreviated version of ST's proposal for operating services, in addition to the proposal previously submitted to the Board. They discussed proposed staffing for the District and ST's approach to operations. After discussion, Messrs. Brandenburg and Yentzen left the meeting.

Messrs. Matocha, Thompson, Caruth, and Perry entered the meeting. Mr. Matocha presented information about LMS, a company started by him and Mr. Thompson to provide operational services for levee districts. He reviewed LMS's proposal previously presented to the Board and showed the Board web-based software created by LMS to perform routine inspections and evaluate the levee system in connection with the U.S. Army Corps of Engineers Rehabilitation and Inspection Program, including the ability to generate reports and provide levee data access. Mr. Thompson discussed plans for operating during emergency events. After discussion, Messrs. Matocha, Thompson, Caruth, and Perry left the meeting.

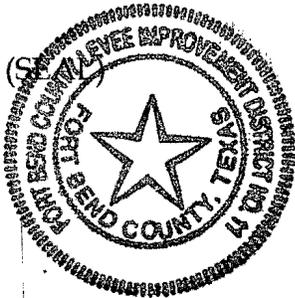
Ms. Humphries reported that Environmental Development Partners, LLC and Si Environmental, LLC declined to submit a proposal. She added that ABHR invited the

"GreatRiver" perimeter levee participants to send a representative to today's special meeting if interested, as requested by the Board at the last meeting.

After review of the proposals and discussions regarding the presentations, Director Ring moved to authorize negotiation of a contract with LMS and hire LMS as the District's operator beginning July 16, 2012, subject to acceptable contract terms. Director Jameson seconded the motion, which passed unanimously.

Ms. Humphries reviewed the request from Mr. Dean at the District's last meeting for an item to be added to the District's agenda for Environmental Allies to make a presentation to the Board about their services. After discussion, the Board agreed it was not necessary to receive a presentation from Environmental Allies until after LMS begins operations and can make a recommendation to the Board. Director Ring said his company has worked with Environmental Allies in the past.

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



Secretary, Board of Directors

A handwritten signature in black ink, consisting of several loops and flourishes, positioned above a horizontal line.