

MINUTES
FORT BEND COUNTY LEVEE IMPROVEMENT DISTRICT NO. 11

October 16, 2012

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 16th day of October, 2012, inside the boundaries of the District, at Mike Stone Associates, Inc., 19875 Southwest Freeway, Suite 270, Sugar Land, Texas, and the roll was called of the members of the Board:

Vacant	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 Ruben Lopez of Greatwood Golf Club; Jerry Bussell, attorney for Greatwood Golf Club; Ben Rosenberg of Storm Water Solutions, LP ("SWS"); R. Craig Rathmann and Julie Williams of Rathmann & Associates, L.P. ("R&A"); Stuart Rimes, director appointee; Bob Grant, a resident of the District; Jeff Perry and Clark Carruth of Levee Management Services, LLC ("LMS"); Pat Naff of CDC Unlimited, LLC ("CDC"); Shawn Zieger of Austin Filter Systems, Inc.; Christina Garcia of Myrtle Cruz, Inc.; Greg Ordeneaux of Tax Tech, Inc.; Michael Rusk of LJA Engineering, Inc. ("LJA"); and Lynne B. Humphries, Alex E. Garcia, and Kristen Hogan of Allen Boone Humphries Robinson LLP ("ABHR").

MINUTES

The Board considered approving the minutes of the September 18, 2012, regular meeting, which were provided in advance of the meeting. Following review and discussion, Director Jameson moved to approve the minutes as submitted. Director Ring seconded the motion, which was approved by unanimous vote.

COMMENTS AND QUESTIONS FROM THE PUBLIC

There were no members of the public who wished to address the Board.

FINANCIAL AND BOOKKEEPING MATTERS

Ms. Garcia 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. Ms. Garcia presented an additional check to Austin Filter Systems, Inc. for Pay Estimate No. 9 in the amount of \$101,186.36 for the Middle Bayou detention pond erosion protection and improvements project, which was

submitted by the District's engineer prior to today's meeting. She said the check will be reflected in next month's bookkeeper's report. Ms. Garcia next discussed the District's cost sharing agreement for levee and pump station costs with Fort Bend County Municipal Utility District No. 116 ("MUD 116") and said she needs LMS to break out the portion of its base monthly fees attributable to levee and pump station no. 1 maintenance so she can submit an invoice to MUD 116 for its 22% share. Mr. Perry said LMS will coordinate with Ms. Garcia to provide these breakdowns. Following review and discussion, Director Jameson moved to approve the bookkeeper's report and payment of the bills. Director Ring seconded the motion, which passed unanimously.

TAX ASSESSMENT AND COLLECTION MATTERS AND

Mr. Ordeneaux distributed and reviewed the tax assessor/collector's report, a copy of which is attached. After review and discussion, Director Jameson moved to approve the tax assessor/collector's report and payment of the tax bills. Director Ring seconded the motion, which passed unanimously.

OPERATION OF DISTRICT FACILITIES

Mr. Carruth distributed and reviewed the monthly operator's report, a copy of which is attached. He reviewed and discussed work completed as part of LMS's initial inspection and work completed as part of the monthly man hours included in LMS's base monthly fee. Mr. Carruth reported on re-filling of the District's detention pond, which began on September 25th. After review and discussion, Director Jameson moved to approve the operator's report. Director Ring 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 construction of the Middle Bayou detention pond erosion protection and improvements project. Mr. Rusk discussed the status of pumping water held in Middle Bayou by coffer dams to restore the detention pond to its original condition before the project began, which is being coordinated with LMS. He reviewed and recommended approval of Pay Estimate No. 9 in the amount of \$101,186.36 for the project, as discussed under the bookkeeper's report.

Mr. Rusk next reported on coordination with the District's architect on design of the District's proposed emergency operations building. He reviewed a contract from CenterPoint Energy ("CenterPoint") to relocate power poles to accommodate the proposed building for a cost of \$14,028.10. Mr. Rusk discussed coordination needed with CenterPoint regarding the proposed new location for the poles. In response to questions from the Board, Mr. Rusk discussed additional steps required prior to commencing construction of the building, including application to the Texas

Commission on Environmental Quality ("TCEQ") for release of escrowed funds designated for the project once the plans are complete and approved by the necessary governmental agencies. Mr. Rusk responded to additional questions and estimated the project could be complete by next summer. The Board considered authorizing execution of a check to CenterPoint for the power pole relocations to avoid any unnecessary delay in completion of the work. Upon a motion made by Director Jameson and seconded by Director Ring, the Board voted unanimously to authorize execution of the contract with CenterPoint and a check to CenterPoint in the amount of \$14,028.10, subject to final review of the contract by ABHR.

Mr. Rusk reported on a recent inspection of the gabions and rip-rap material at outfall no. 2 performed by LMS. He recommended installing additional rip-rap material in December.

Mr. Rusk then discussed plans for Berg Oliver Associates, Inc. ("Berg Oliver") to complete plantings around the detention pond in accordance with the plans and specifications for the Middle Bayou detention pond erosion protection and improvements project. He discussed his prior recommendation for the District to contract separately with Berg Oliver for this work. In response to questions from the Board, Ms. Humphries said Berg Oliver has a form of contract that has been approved by ABHR for its clients. Following discussion, Director Jameson moved to authorize execution of a contract with Berg Oliver for the detention pond plantings on a form of contract approved by ABHR. Director Ring seconded the motion, which passed unanimously.

After review and discussion, Director Jameson moved to approve the engineer's report and approve Pay Estimate No. 9 in the amount of \$101,186.36 for the Middle Bayou detention pond erosion protection and improvements project, based on the engineer's recommendation. Director Ring seconded the motion, which passed unanimously.

Ms. Garcia left the meeting.

PHASE II MS4 STORM WATER MANAGEMENT PLAN IMPLEMENTATION

Mr. Rosenberg distributed and reviewed a report on implementation of Greatwood's Storm Water Management Plan ("SWMP"). A copy of the SWMP report is attached. Mr. Rosenberg presented and reviewed the Year Five Annual Report, which must be submitted to the TCEQ by November 11, 2012. He reported that Greatwood's SWMP Committee reviewed the Annual Report and recommends approval by all of the Greatwood Districts, as reflected in the notes from the Committee's recent meeting that were previously distributed to all Directors with a copy of the proposed Annual Report. Mr. Rosenberg next discussed implementation of Greatwood's SWMP during the extension period prior to the TCEQ's issuance of the new 5-year MS4 General Permit.

Mr. Rosenberg next discussed the new draft 5-year MS4 General Permit. He discussed new proposed regulations and estimated timelines reflected in the new draft permit and said the TCEQ is in the process of receiving public comments on the draft permit. Mr. Rosenberg discussed comments to the new draft permit that were submitted by ABHR, a copy of which was forwarded to all of the Greatwood Directors with the notes from the Greatwood SWMP Committee's previous meeting.

Mr. Rosenberg then discussed a proposed amendment to SWS's contract with the Master District for storm water consulting services during the extension period prior to the effective date of the new 5-year permit. He said the amendment will be presented at the upcoming Master District meeting.

After review and discussion, Director Jameson moved to approve the Year Five Annual Report for submittal to the TCEQ. Director Ring seconded the motion, which passed unanimously.

DISASTER PREPAREDNESS COMMITTEE MATTERS

Director Ring said the Disaster Preparedness Committee has not met.

Director Ring inquired about the status of plans to install bollards and cables in certain cul-de-sac areas owned by the Greatwood Community Association ("HOA") to prevent unauthorized vehicle access to the District's levee. He noted discussions at prior Greatwood Presidents' meetings regarding the HOA's decision not to proceed with installation of landscaping in these areas and instead to return the \$15,000 check to the District so the District could proceed with planning and budgeting to install bollards and cables at the cul-de-sac areas. Messrs. Carruth and Perry said they would look into the cost for the installation of bollards and cables.

Mr. Rimes entered the meeting and Mr. Rosenberg left the meeting.

APPROVAL OF SWORN STATEMENT, OATH OF OFFICE, AND OFFICIAL BOND OF NEW DIRECTOR

Ms. Humphries reported that the Fort Bend County Commissioners Court met on October 2, 2012, and appointed Stuart Rimes to replace Ron McCann on the Board for the unexpired term ending June 27, 2014. Mr. Rimes presented his executed Sworn Statement, Oath of Office, and Official Bond in connection with his appointment to the Board. After review and discussion, Director Jameson made a motion to approve the Sworn Statement, Oath of Office, and Official Bond executed by Director Rimes and direct that they be filed appropriately and retained in the District's official records. Director Ring seconded the motion, which passed unanimously.

REORGANIZATION OF BOARD AND DISTRICT REGISTRATION FORM

The Board considered reorganization. Ms. Humphries said the District is required to file an updated Registration Form with the TCEQ reflecting the new District Director and any changes in director offices. After review and discussion and upon a motion made by Director Jameson and seconded by Director Rimes, the Board voted unanimously to authorize execution and filing of a new District Registration Form reflecting the following Directors and offices and the new director term:

Justin Ring	President
Jared Jameson	Vice President/ Assistant Secretary
Stuart Rimes	Secretary/ Assistant Vice President

OPEN MEETINGS ACT AND PUBLIC INFORMATION ACT TRAINING REQUIREMENTS

Ms. Humphries presented a memorandum to Director Rimes regarding the Open Meetings Act and Public Information Act training requirements. She stated that each elected or appointed public official is required to complete a course of training regarding responsibilities of the governmental body and its members under the Texas Open Meetings Act, Chapter 551, within 90 days of taking the oath of office. Ms. Humphries then discussed the methods by which Director Rimes can receive the required training and requested that he forward his certificate of completion to ABHR for the District's records. After review and discussion, the Board concurred to authorize Director Rimes to complete the required training.

CONFLICT OF INTEREST DISCLOSURE REQUIRED UNDER CHAPTER 176 OF THE TEXAS LOCAL GOVERNMENT CODE

Ms. Humphries reviewed a memorandum regarding the requirement for directors and consultants to disclose certain conflicts of interest. She presented to Director Rimes copies of the forms adopted by the Texas Ethics Commission for making disclosures under Chapter 176, and noted that the forms are required to be filed with the records administrator for the District within seven days of a disclosable conflict arising. Ms. Humphries encouraged Director Rimes and any other Board members to contact ABHR if assistance is needed in determining whether a conflict requires disclosure or in making a required disclosure.

ESTABLISH LIAISONS AND COMMUNITY REPRESENTATIVES

The Board reviewed a list of District director duties and meetings, a copy of which was provided by ABHR in advance of today's meeting. The Board next reviewed a list of 2012 regional levee meetings and conferences. The Board then distributed the duties and meetings previously attended by District Directors.

FORT BEND FLOOD MANAGEMENT ASSOCIATION MATTERS/ACTIONS

The Board discussed Fort Bend Flood Management Association ("FBFMA") matters and considered appointing a representative to the FBFMA Board of Directors to replace former Director Ron McCann. After discussion, Director Ring moved to appoint Director Jameson to the FBFMA Board to replace Ron McCann. Director Rimes seconded the motion, which passed unanimously.

REPORTS ON GREATWOOD PRESIDENT'S MEETING AND ACTIVITIES AND FOLLOW UP ON LEVEE AND DRAINAGE FACILITIES AND OTHER DISTRICT AND GREATWOOD REGIONAL MATTERS

There were no additional reports.

Mr. Rathmann and Ms. Williams entered the meeting.

MEETING SCHEDULE AND FACILITIES TOUR

The Board discussed the possibility of changing the District's regular meeting date to the first Tuesday of each month instead of the third Tuesday. After discussion, the Board concurred to make this change beginning with the December meeting, which will be held December 4, 2012, at 5:00 p.m.

The Board next considered scheduling a tour of the District's facilities in lieu of the November regular meeting. After discussion, the Board concurred to schedule a meeting for November 16, 2012, at 10:00 a.m. to meet at the regular meeting place to receive consultant reports prior to taking a tour of District facilities with the operator. The Board concurred the meeting will be rescheduled for November 30, 2012, if rain prevents the tour from occurring on November 16th.

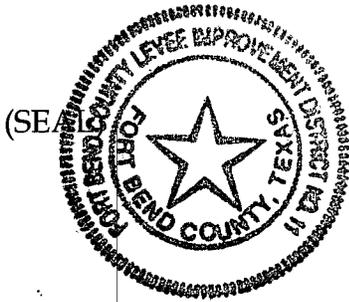
Mr. Garcia entered the meeting and Messrs. Lopez, Bussell, Grant, Perry, Carruth, Naff, Zieger, Ordeneaux, and Rusk left the meeting.

REFUNDING BOND MATTERS

Ms. Humphries and Mr. Garcia presented and reviewed the attached memorandum from ABHR regarding bond refunding transactions. Mr. Rathmann discussed the District's refunding bond issues and the various fees associated with refunding bond transactions. He responded to various questions from the Board. Mr. Rathmann then distributed and reviewed a letter to the Board regarding market trends for special district bond underwriting and financial advisory services, a copy of which is attached. Discussion ensued regarding these matters.

Director Jameson recommended the Board consider scheduling a special meeting at a future date to review the District's consultant contracts and the fees charged for their services.

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




Secretary, Board of Directors

ACTION LIST

1. LMS will coordinate with the bookkeeper to provide breakdowns of its base monthly fees attributable to levee and pump station no. 1 maintenance.
2. ABHR will review the CenterPoint contract.
3. The engineer will obtain a contract from Berg Oliver as discussed.
4. LMS will look into the cost to install bollards and cables at certain cul-de-sac areas to prevent unauthorized vehicle access.
5. Director Rimes will complete the required Open Meetings Act training and will forward his certificate of completion to ABHR for the District's records.
6. Director Rimes will review the conflicts of interest forms and file the necessary forms with ABHR for any disclosable conflicts.

Pending Action List for new operator:

1. LMS will present a proposal for repair of ditch washouts and re-grading of backslope swales.

LIST OF ATTACHMENTS TO MINUTES

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