

MINUTES
FORT BEND COUNTY LEVEE IMPROVEMENT DISTRICT NO. 11

November 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 November, 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:

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

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

Also present at the meeting were Bob Grant, a resident of the District; Jeff Perry of Levee Management Services, LLC ("LMS"); Michael Rusk of LJA Engineering, Inc.; and Kristen Hogan of Allen Boone Humphries Robinson LLP ("ABHR").

FINANCIAL AND BOOKKEEPING MATTERS AND ENGINEERING MATTERS

Ms. Hogan presented three checks submitted by the District's bookkeeper for (1) payment to AT&T for monthly phone service at the pump stations, (2) payment to Constellation New Energy for monthly electricity service at the pump stations, and (3) payment to Austin Filter Systems, Inc. for Pay Estimate No. 10 for the Middle Bayou detention pond erosion protection and improvements project.

Mr. Rusk reported on the status of the project and reviewed and recommended approval of Pay Estimate No. 10 in the amount of \$16,843.73. He said a final pay estimate will be submitted once an inspection is held, which he said will be scheduled soon. Messrs. Rusk and Perry reported on 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. Discussion ensued regarding the lack of recent rainfall, which has slowed the pumping process. Mr. Rusk reported on discussions with the Fort Bend Subsidence District regarding the possibility of the District pumping water from Greatwood Community Association ("HOA") wells to accelerate restoration of the detention pond to its original condition and the possibility of the FBSD waiving or reducing the disincentive fees for water pumped by the District from a HOA well. He said the matter will need to be discussed with the HOA to determine an agreement for the District to pay electricity and water costs for water it pumps from the HOA well. Director Ring said he would discuss the matter with the HOA President at the

upcoming Greatwood Presidents' meeting. Discussion then ensued regarding the source of Golf Club irrigation water.

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. Ms. Hogan said ABHR provided comments on the proposed contract to Berg Oliver and is waiting for a revised contract. Mr. Rusk added the planting work will not begin until the contract is finalized and the water level is higher.

Mr. Rusk next reported on coordination with the District's architect on design of the District's proposed emergency operations building. He said he provided an exhibit to CenterPoint Energy showing the proposed new location for the power poles to be relocated to accommodate the proposed building.

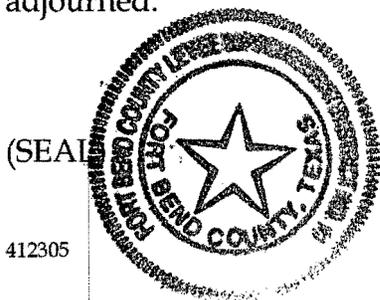
After review and discussion, Director Jameson moved to approve the three checks submitted by the bookkeeper and to approve the engineer's report and Pay Estimate No. 10 in the amount of \$16,843.73 for the Middle Bayou detention pond erosion protection and improvements project, based on the engineer's recommendation. Director Ring seconded the motion, which passed unanimously.

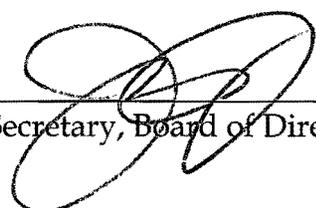
Ms. Hogan left the meeting.

TOUR OF DISTRICT FACILITIES AND OPERATION OF DISTRICT FACILITIES

The Board, along with Mr. Perry, Mr. Rusk, and Mr. Grant, conducted a tour of the District's levee, pump stations, and some of the ditches. During the tour, the Board directed LMS to obtain cost estimates for the following: (1) mowing of vegetation twice per year at outfall channel no. 2; and (2) tubular steel fencing in certain cul-de-sac areas owned by the HOA to prevent unauthorized vehicle access to the District's levee for Board consideration in lieu of installing bollards and cables. The Board directed LMS to ask ABHR to prepare a form letter that may be sent to District residents regarding debris or other encroachments behind resident fences. The Board then directed Mr. Rusk to contact Berg Oliver regarding vegetation growth in the Fort Bend County Municipal Utility District No. 117 ditch and eligible maintenance of the vegetation pursuant to existing wetlands permitting requirements.

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




Secretary, Board of Directors

ACTION LIST

1. The operator will obtain the requested cost estimates for the Board's consideration.
2. The operator will ask the attorney to prepare the discussed form letter regarding levee encroachments behind resident fences.
3. The engineer will contact Berg Oliver regarding vegetation growth in the Fort Bend County Municipal Utility District No. 117 ditch.