

MINUTES
FORT BEND COUNTY LEVEE IMPROVEMENT DISTRICT NO. 11

March 5, 2013

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 5th day of March, 2013, 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, thus constituting a quorum.

Also present at the meeting were Clark Carruth of Levee Management Services, LLC ("LMS"); Erin Garcia of Myrtle Cruz, Inc.; Greg Ordeneaux of Tax Tech, Inc.; Michael Rusk of LJA Engineering & Surveying, Inc. ("LJA"); Dan McDonald of SIG/McDonald & Wessendorff; Pat Naff of CDC Unlimited, LLC ("CDC"); Julie Williams of Rathmann & Associates, L.P. ("R&A"); and Lynne B. Humphries and Margaret Harwell of Allen Boone Humphries Robinson LLP ("ABHR").

MINUTES

The Board considered approving the minutes of the February 5, 2013, regular meeting, which was provided in advance of the meeting. Following review and discussion, Director Ring moved to approve the minutes as submitted. Director Rimes 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. Following review and discussion, Director Ring moved to approve the bookkeeper's report and payment of the bills. Director Rimes 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. After review and discussion, Director Ring moved to approve the tax assessor/collector's report and payment of the tax bills. Director Rimes seconded the motion, which passed unanimously.

ADOPT RESOLUTION CONCERNING EXEMPTIONS FROM TAXATION

Ms. Humphries reviewed a Resolution Concerning Exemptions from Taxation with the Board. She reviewed the optional exemptions, including a general residential homestead exemption, an exemption of travel trailers, and a homestead exemption for disabled persons or persons over 65 years of age. Ms. Humphries noted that the District granted a homestead exemption of \$30,000 for disabled persons or persons over 65 years for the previous tax year. Ms. Humphries reviewed and discussed an analysis prepared by Julie Williams reflecting a \$20,000 and \$40,000 exemption. Discussion ensued regarding exemptions granted by the Greatwood Municipal Utility Districts (the "Greatwood MUDs"). After review and discussion, Director Ring moved to adopt the Resolution Concerning Exemptions from Taxation, reflecting that the Board of Directors rejects a general residential homestead exemption, rejects any exemption of travel trailers from ad valorem taxation, and grants a \$30,000 homestead exemption for disabled persons or persons over 65 years of age, and direct that the Resolution be filed appropriately and retained in the District's official records. Director Rimes seconded the motion, which passed by unanimous vote.

ANNUAL REPORT

Ms. Humphries reviewed the District's Annual Report containing updated financial and operating data that will be filed prior to the March 31, 2013, deadline, in accordance with the continuing disclosure provisions contained in the bond resolutions. She discussed the requirement for the District to file this financial and operating data with the Municipal Securities Rulemaking Board through the Electronic Municipal Market Access System in compliance with SEC Rule 15c12-12 and with the Municipal Advisory Council of Texas, the State Information Depository. Following review and discussion, Director Ring moved to approve the Annual Report and direct that the Annual Report be filed appropriately and retained in the District's official records. Director Rimes seconded the motion, which passed unanimously.

RENEWAL OF DISTRICT'S INSURANCE POLICIES

The Board reviewed a proposal for renewal of the District's insurance policies with SIG/McDonald & Wessendorff, effective April 5, 2013. After review and discussion with Mr. McDonald, Director Ring moved to approve the proposal for

renewal of the District's insurance policies, effective April 5, 2013. Director Rimes 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 by LMS during the last month as reflected in his report. He stated new items have been placed on the Greatwood LMS website.

Mr. Carruth reported on the removal of a downed tree on the levee during inspection rounds.

Mr. Carruth reported that LMS will be scheduling generator load testing during the month of March. Mr. Carruth reported that a layer of rip rap for Outfall No. 2 will be added beginning March 6, 2013, and should be complete by March 8, 2013.

Mr. Carruth reported that on February 15, 2013, the dam was rebuilt on the channel to hold water for lake pumping operations. He reported pump operations began on February 18, 2013, adding approximately 3 inches of water to date. Mr. Carruth stated they will continue to pump until further notice. Ms. Humphries reminded Mr. Carruth all pumping must be done in accordance with the Texas Commission on Environmental Quality Order Restrictions, which were provided previously to LMS.

Mr. Carruth reported LMS sent a letter on March 5, 2013, to a resident running a water softener line under their back fence to the channel. He reported LMS also performed several pad cleanouts along the main channel.

Following review and discussion, Director Rimes moved to approve the operator's report as submitted. Director Ring seconded the motion, which was approved by unanimous vote.

LEVEE AND DITCH MOWING

Mr. Naff reported on ditch and levee maintenance.

ENGINEERING MATTERS

Mr. Rusk distributed and reviewed the engineer's report, a copy of which is attached. He reviewed an Easement to CenterPoint Energy Houston Electric, LLC ("CenterPoint"), for electric distribution and communication facilities related to the proposed Emergency Management Building for the District. He stated as part of the construction plan review process with the City of Sugar Land, replatting of the area for

the proposed building has been submitted to the City and approval is pending. Mr. Rusk responded to additional questions regarding the project.

Mr. Rusk updated the Board on the County required emergency action plan. He reported on coordinating with the City of Sugar Land and Fort Bend County on the plan. Mr. Rusk stated LJA is preparing exhibits and a communication flowchart as part of the project.

Mr. Rusk reported that plantings at the Middle Bayou detention lake wetland shelves by Berg Oliver will begin when the water level is higher and the climate is favorable for planting.

Ms. Humphries stated she and Mr. Gutowsky met with the City and noted the City is exploring options for water reclamation, and may include Greatwood.

Director Ring stated he met with the golf club regarding the Greatwood MUDs purchasing the Club's wells and using that water to re-fill the lake and sell the Club irrigation water. He stated MUD 106 will need to approve this purchase and re-filling procedure.

After review and discussion, Director Ring moved to approve the engineer's report and accept the Easement to CenterPoint related to the proposed Emergency Management Building for the District. Director Rimes seconded the motion, which passed unanimously.

COORDINATION OF MAINTENANCE OF DETENTION LAKE BETWEEN LID, HOA AND MUDS

Director Ring reported that Mr. Hauck apologized for mis-stating the amount the HOA pays for maintenance of the lakes during the Board's February meeting. Director Ring said Mr. Hauck said the HOA only spends approximately \$600 for the main lake maintenance. After review and discussion, the Board concurred to table consideration of a contribution to the HOA until next month's meeting.

PHASE II MS4 STORM WATER MANAGEMENT PLAN IMPLEMENTATION

There were no updates on this item.

EMERGENCY PREPAREDNESS COMMITTEE MATTERS

Director Ring stated the Emergency Preparedness Committee will meet on March 20, 2013. Ms. Humphries reviewed a notice seeking first responders. After review and discussion, the Board approved the notice and directed that it be posted on the Greatwood District's website.

FORT BEND FLOOD MANAGEMENT ASSOCIATION MATTERS/ACTIONS

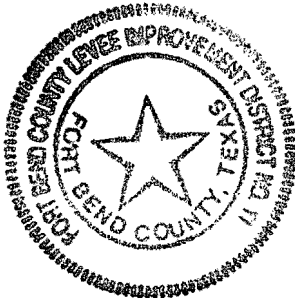
Director Jameson updated the Board on the Fort Bend Flood Management Association.

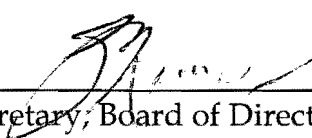
REPORTS ON GREATWOOD PRESIDENT'S MEETING AND ACTIVITIES AND FOLLOW UP ON LEVEE AND DRAINAGE FACILITIES AND OTHER DISTRICT AND GREATWOOD REGIONAL MATTERS

There were no updates on this item.

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

(SEAL)




Secretary, Board of Directors

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