

MINUTES
FORT BEND COUNTY LEVEE IMPROVEMENT DISTRICT NO. 11

September 3, 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 3rd day of September, 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 Jeff Perry 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"); Bob Grant, resident of the District; Justin Klump of Storm Water Solutions, LP ("SWS"); Julie Williams of Rathmann & Associates, L.P. ("Rathmann"); and Alex Garcia and Nikole Cales of Allen Boone Humphries Robinson LLP ("ABHR").

MINUTES

The Board considered approving the minutes of the August 6, 2013, 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 a proposed budget for the fiscal year ending September 30, 2014 for Board's consideration, reflecting the changes requested at the August 6, 2013, meeting, a copy of which is attached to the bookkeeper's report.

After review and discussion, Director Jameson moved to (1) approve the bookkeeper's report; and (2) adopt the District's budget for the fiscal year ending September 30, 2014. Director Ring 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 the District's 2012 taxes are 99.62% collected. After review and discussion, Director Jameson moved to approve the tax assessor/collector's report and payment of the tax bills. Director Rimes seconded the motion, which passed unanimously.

DISCUSS TAX RATE, SET PUBLIC HEARING DATE, AND AUTHORIZE NOTICE OF PUBLIC HEARING REGARDING ADOPTION OF TAX RATE

Ms. Williams reviewed the District's tax rate analysis, a copy of which is attached. She recommended the District levy a tax rate at \$0.25 per \$100 of assessed valuation, comprised of \$0.19 towards debt service and \$0.06 for maintenance and operations.

After review and discussion, Director Jameson moved to authorize the tax assessor to publish notice in the Fort Bend Herald of the public hearing on October 1, 2013, regarding the District's proposed adoption of a tax rate as discussed above. Director Ring seconded the motion, which passed unanimously.

ENGAGE AUDITOR TO CONDUCT AUDIT FOR FISCAL YEAR END SEPTEMBER 30, 2013

The Board concurred to defer engaging the auditor to conduct the audit for the fiscal year ending September 30, 2013.

OPERATION OF DISTRICT FACILITIES

Mr. Perry 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.

Mr. Perry reported the overgrowth in the outfall no. 2 to the river was cut down and maintained appropriately. He stated the intakes of both pump stations were cleaned. Mr. Perry reported weeds and unwanted growth were treated.

Mr. Perry reported a coolant leak was repaired on generator no. 2.

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

LEVEE AND DITCH MOWING

There were no updates regarding this item.

REVIEW SERIES 2005 ARBITRAGE REBATE REPORT

Mr. Garcia reviewed the District's Series 2005 Arbitrage Rebate Report, a copy of which is filed in the District's records.



ENGINEERING MATTERS

Mr. Rusk distributed and reviewed the engineer's report, a copy of which is attached.

Mr. Rusk updated the Board regarding the emergency operations building. He stated the plat is being prepared for recordation. Mr. Rusk requested the Board approve a Resolution Authorizing Application to the Texas Commission on Environmental Quality ("TCEQ") Requesting Release of Funds from Escrow for the construction of the emergency operations building to be submitted to the TCEQ upon final plat approval and recordation.

Mr. Rusk reported no updates regarding water re-use opportunities between the City and the District.

Mr. Perry updated the Board regarding preparation of plans for fencing to prevent unauthorized access to the levee. He stated he will present proposals at the next meeting. The Board discussed use of the District's surplus funds for the fencing project. After discussion, the Board concurred to defer a decision regarding the project and authorization of the surplus funds application pending the Board's decision.

Mr. Rusk updated the Board regarding proposed plans to build an apartment complex ("plans") within the boundaries of Fort Bend County Municipal Utility District No. 116. He stated a letter was received from FB MUD No. 116's attorney notifying the District that all encroachments in the District's levee easement will be removed. Mr. Rusk stated he will follow up to ensure the encroachments are removed.

After review and discussion, Director Jameson moved to (1) approve the engineer's report; and (2) approve a Resolution Authorizing Application to the TCEQ Requesting Release of Funds from Escrow for the construction of the emergency operations building. Director Ring seconded the motion, which passed unanimously.

DISCUSS DEBRIS MANAGEMENT PLAN AND ADOPT RESOLUTION FOR FORT BEND COUNTY DEBRIS MANAGEMENT PLAN, IF APPLICABLE

The Board deferred action regarding this agenda item.

PHASE II MS4 STORM WATER MANAGEMENT PLAN IMPLEMENTATION INCLUDING AUTHORIZE EXECUTION OF EXTENSION PERIOD ANNUAL REPORT

Mr. Klump updated the Board regarding Phase II MS4 Storm Water Management Plan implementation. He then reviewed the extension period annual report for the Board's consideration. Mr. Klump stated the TCEQ has requested the District continue with its year 5 goals during the extension period until new requirements are established. Upon review and discussion, Director Jameson moved to approve the extension period annual report and direct that the report be filed appropriately and retained in the District's official records. Director Rimes seconded the motion, which passed unanimously.

EMERGENCY PREPAREDNESS COMMITTEE MATTERS

There were no updates to this agenda item.



COMMUNITY PROJECTS COMMITTEE

Ms. Cales reviewed a landscape design proposal from KGA/DeForest Design, L.L.C., a copy of which is filed in the Master District's records. She stated the proposal is for preparation of plans for possible park options within Greatwood. Ms. Cales reported the proposal will be presented to the Master District and the Greatwood Presidents for review and approval. She stated a Community Projects Committee meeting will be held in September to discuss the proposal and park planning matters.

FORT BEND FLOOD MANAGEMENT ASSOCIATION MATTERS/ACTIONS

There were no updates on this item.

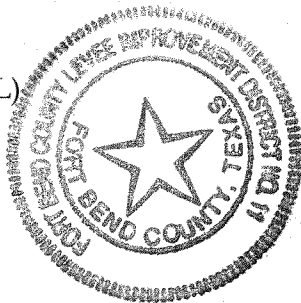
REPORTS ON GREATWOOD PRESIDENT'S MEETING AND ACTIVITIES AND FOLLOW UP ON LEVEE AND DRAINAGE FACILITIES AND OTHER DISTRICT AND GREATWOOD REGIONAL MATTERS

Director Jameson updated the Board regarding the Community Projects Committee meeting. He reported a Perimeter levee meeting currently being scheduled.

Director Ring reported revisions are currently being made to flood plain map posted on Fort Bend County's website. He stated the revised map will reflect District boundaries, and will update to reflect that land outside the District in Fort Bend County Municipal Utility District No. 109, is not within the flood plain. Director Ring stated final, approved maps are expected within the next few months.

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

(SEAL)



A handwritten signature in black ink, appearing to read "Jameson", written over a horizontal line.

Secretary, Board of Directors



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