

MINUTES
FORT BEND COUNTY LEVEE IMPROVEMENT DISTRICT NO. 11

September 23, 2013

The Board of Directors (the "Board") of Fort Bend County Levee Improvement District No. 11 ("LID 11") met in special session, open to the public, on the 23rd day of September, 2013, at the offices of Allen Boone Humphries Robinson LLP ("ABHR"), 3200 Southwest Freeway, Suite 2600, Houston, Texas, outside the boundaries of the District, 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 for all or part of the meeting were the following: Lynne Humphries of ABHR, representing LID 11; Don Burns and Rodney Vannerson of Fort Bend County Levee Improvement District No. 10 ("LID 10"); Sara Castille of Brown & Gay Engineers, Inc., representing LID 10; Angie Lutz of ABHR, representing Fort Bend County Levee Improvement District No. 6 ("LID 6"); David Gornet of Fort Bend County Levee Improvement District No. 17; Angie Howes and Jung Jang of R. G. Miller Engineers, Inc., representing Fort Bend County Municipal Utility District No. 116 ("MUD 116"); Paul Schaub and Edmund Dumas of Fort Bend County Municipal Utility District No. 121 ("MUD 121"); Wallace Trochesset of LJA Engineering, Inc., representing MUD 121; James Thompson, Kevin Matocha, and Clark Carruth of Levee Management Services, LLC ("LMS"); Mark Vogler of the Fort Bend County Drainage District; and Kristen Hogan of ABHR.

Rodney Vannerson of LID 10 called the perimeter levee meeting to order.

TIGER DAM FLOOD CONTROL SYSTEM

Mr. Vannerson explained that LID 10 requested today's meeting to discuss the Tiger Dam Flood Control product, which includes a trailer containing 3,000 feet of tubing (60 tubes) for a cost of \$150,000 (the "Product"), and possible cost-sharing of such Product among the "GreatRiver" perimeter levee participants (LID 6, LID 10, LID 11, MUD 116, and MUD 121 are collectively referred to herein as the "Participants").

Mr. Vannerson said LID 10 recently received a presentation regarding the Product from its operator, LMS. He said LID 10's engineer was authorized to evaluate the need for the Product and the quantity of the Product necessary to protect the District during flood events and comply with the U.S. Army Corps of Engineers'



Rehabilitation and Inspection Program ("RIP") standards. Mr. Vannerson also reported on a meeting he attended with Fort Bend County (the "County") Judge Hebert to discuss the Product and the ability for County levee districts such as the Participants to rely on the County for back-up assistance during flood events. He recommended that the Participants consider whether the Product is necessary for the "GreatRiver" perimeter levee system and, if so, how much of the Product is necessary and whether each Participant should purchase individual quantities to serve their district. Mr. Vannerson discussed the importance of the entire perimeter levee being protected, operated, and maintained properly to provide flood protection for the land served by all of the Participants.

Mr. Trochesset said he determined the Product was not necessary for MUD 121, but MUD 121 may consider participating if all of the Participants agree to jointly purchase the Product. Ms. Lutz said LID 6 costs are funded by developer advances and, therefore, LID 6 likely will not participate unless it can contract with the County to provide the Product since County facilities are protected by LID 6.

Discussion ensued regarding the County's ability to provide back-up assistance to the Participants during flood events, including supplemental Product if needed. Mr. Vogler said the County supports the purchase of the Product by the County and the Participants, but the availability of the Product during flood events cannot be guaranteed by the maker and, therefore, availability of back-up for the Participants is uncertain. He said the County's 2014 budget begins next month and should include an initial purchase of the Product. Mr. Vogler said he believes the County will budget funds each year to purchase additional Product annually over time. He said the County also plans to begin annual RIP inspections of levees within the County, including the "GreatRiver" perimeter levee. After discussion, the Participant representatives agreed there needs to be a contract or memorandum of understanding between the Participants and the County regarding back-up assistance in flood events.

Director Jameson discussed last year's meeting of the Participants to discuss joint operations and maintenance of the perimeter levee. He said purchase of the Product should be included as a component to a joint agreement for operations and maintenance. Discussion ensued regarding the need to develop uniform operations and maintenance standards for the "GreatRiver" perimeter levee system, as previously requested by the County Judge. Ms. Humphries reviewed the "Term Sheet" for a joint operations and maintenance agreement that was prepared based on discussions at last year's meeting. She said LIDs 10 and 11 were the only Participants that approved the "Term Sheet" and reported such approval to the other Participants.

Mr. Matocha discussed the RIP standards, which include a component for flood-fighting equipment. He discussed various flood-fighting products researched by LMS in addition to the Tiger Dam Product. Mr. Thompson said the Product tubing has a 5-year warranty from the manufacturer, and Mr. Matocha said the Product has a life



expectancy of approximately 20-25 years with the appropriate trailer specifications. Mr. Vogler added the County and Participants should consider purchasing the same flood-fighting systems for compatibility.

The attendees considered designating a representative from each Participant to continue working on the "Term Sheet" for a joint operation and maintenance agreement, including the possible purchase of the Product. They agreed that the designated representatives from each Participant should meet following the next MUD 121 meeting, which is scheduled for October 8, 2013. The following representatives were designated:

- LID 6 - Angie Lutz (or other representative chosen by LID 6)
- LID 10 - Don Burns
- LID 11 - Jared Jameson
- MUD 116 - Angie Howes
- MUD 121 - a representative chosen by MUD 121

The attendees agreed that each Participant will include an item on their agendas to discuss the Product and the "Term Sheet." They also asked LMS to review the "Term Sheet" to compare the inspections currently being performed to the inspection requirements included in the "Term Sheet."

In response to questions, Ms. Humphries discussed an error in the County's flood plain maps that was recently discovered in connection with development in MUD 116. She said the County is working with the affected entities to correct the mapping errors. Ms. Howes said R. G. Miller Engineers, Inc. is conducting an additional flood plain study for MUD 116. The attendees discussed the importance of keeping one another informed of any issues and studies performed by a Participant that could impact other Participants.

REPORTS ON NATIONAL CONFERENCES; FEDERAL LEGISLATIVE, ADMINISTRATIVE GUIDANCE, AND POLICY DEVELOPMENT ACTIVITIES RELATED TO FLOOD INSURANCE, LEVEE SAFETY, FLOODPLAIN MANAGEMENT AND STORMWATER MANAGEMENT; AND FORT BEND FLOOD MANAGEMENT ASSOCIATION ACTIVITIES

There was no discussion on this item.

There being no further business, the meeting of the "GreatRiver" perimeter levee group was adjourned.

(SEAL)



Asst. Secretary, Board of Directors

