

MINUTES
FORT BEND COUNTY LEVEE IMPROVEMENT DISTRICT NO. 11

January 7, 2014

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 7th day of January, 2014, 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 and Jeff Perry of Levee Management Services, LLC ("LMS"); Christina 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; Jim Lawless, architect for the District; Gregory Cox of Sandersen Knox & Co. LLP; John Elder and Rebecca Correa of Acclaim Energy Advisors; Adisa Harrington and Nikole Cales of Allen Boone Humphries Robinson LLP ("ABHR").

MINUTES

The Board considered approving the minutes of the December 3, 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 Rimes seconded the motion, which was approved by unanimous vote.

COMMENTS AND QUESTIONS FROM THE PUBLIC

There were no comments from the public.

GEN MAX, GRID RELIABILITY PROGRAM PRESENTATION FROM ACCLAIM ENERGY ADVISORS

Mr. Elder introduced himself and stated he represents Acclaim Energy Advisors. He reviewed an informational brochure regarding the DL 0365 GenMax program from Acclaim Energy, a copy of which is attached. Mr. Elder stated the program requires the District's generators to run no more than 31 hours per year and eight hours continuously at any given time. In response to questions from the Board, Mr. Elder stated equipment purchase, maintenance and repair is the responsibility of the District.

The Board directed Mr. Elder to coordinate with the District's operator regarding a site visit and the application and benefits of the program for the District. The Board requested the operator report on their findings at the next meeting.

APPROVE AUDIT FOR FISCAL YEAR END SEPTEMBER 30, 2013

Mr. Cox presented the District's audit for the fiscal year ending September 30, 2013. After review and discussion, Director Jameson moved to approve the District's audit for the fiscal year ending September 30, 2013, pending final review and approval of the District's consultants and direct that it be filed appropriately and retained in the District's official records. Director Ring seconded the motion, which passed unanimously.

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. Harrington reviewed the Amended Exhibit A to the District's Depository Pledge Agreements reflecting Ms. Christina Garcia as the District's new bookkeeper. She then reviewed an updated District Registration Form reflecting Ms. Christina Garcia as the District's new bookkeeper. Ms. Harrington stated that in accordance with the District's Investment Policy, Christina Garcia as the District's bookkeeper and Mary Jarmon as the District's Investment Officer, are required to execute disclosure statements that disclose any relationships with banks and brokers who seek to sell investments to the District. She added that the disclosure statements will be filed with the Texas Ethics Commission. Ms. Garcia presented the executed disclosure statements for the Board's consideration.

The Board reviewed the District's Investment Policy and concurred no changes were necessary at this time. Ms. Harrington then presented a Resolution Regarding Annual Review of Investment Policy for the Board's consideration.

Ms. Harrington reviewed a list of authorized Broker/ Dealers provided by the District's bookkeeper. She then reviewed a Resolution Establishing the Authorized Depository Institutions and Adopting List of Qualified Broker/ Dealers with Whom the District May Engage in Investment Transactions.

Following review and discussion, Director Jameson moved to (1) approve the bookkeeper's report and authorize payment of the bills listed therein; (2) approve Amended Exhibit A to the District's Depository Pledge Agreements reflecting Ms. Christina Garcia as the District's new bookkeeper and direct that it be filed appropriately and retained in the District's official records; (3) approve the updated District Registration Form reflecting Ms. Christina Garcia as the District's new

bookkeeper and direct that it be filed appropriately and retained in the District's official records; (4) accept the disclosure statements from the District's bookkeeper and investment officer and direct that it be filed appropriately and retained in the District's official records; (5) adopt the Resolution Regarding Annual Review of Investment Policy and direct that it be filed appropriately and retained in the District's official records; and (6) adopt Resolution Establishing the Authorized Depository Institutions and Adopting List of Qualified Broker/ Dealers with Whom the District May Engagement in Investment Transactions and direct that it be filed appropriately and retained in the District's official records. 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. He reported the District's 2013 taxes are 22.83% collected. 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 by LMS during the last month as reflected in his report. Following review and discussion, Director Jameson moved to approve the operator's report as submitted. Director Rimes seconded the motion, which was approved by unanimous vote.

LEVEE AND DITCH MOWING

There were no updates regarding this item.

UPDATE FROM DISTRICT'S ARCHITECT

Mr. Lawless updated the Board regarding the progress of the District's emergency operations building. He stated the plans were submitted to the City of Sugar Land ("City") for final approval. Mr. Lawless stated he and the District's engineer are coordinating with the City regarding necessary permits. Mr. Rusk reported he believes that the City will approve the plans contingent upon recordation of the plat. He stated the golf club owns property within the platted area and all taxes, including those currently due, must be paid in full prior to recordation.

ENGINEERING MATTERS

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

Mr. Rusk requested the Board authorize execution of a Resolution Authorizing Application to the Texas Commission on Environmental Quality for the Release of Funds from Escrow. He stated the Board previously approved the Resolution for the completion of the emergency operations building, but the Resolution was outdated due to delays in plat and permit approvals. Mr. Rusk stated all information and amounts remain the same as previously approved.

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

After review and discussion, Director Rimes moved to (1) approve the engineer's report; and (2) authorize execution of an updated Resolution Authorizing Application to the Texas Commission on Environmental Quality for the Release of Funds from Escrow. Director Jameson seconded the motion, which passed unanimously.

ATTORNEY'S REPORT

Ms. Harrington reviewed the District's Post-Issuance Compliance Policy. She then requested authorization for the District's consultants to coordinate to prepare the Annual Report in accordance with the District's Continuing Disclosure of Information Agreement as required by SEC Rule 15c2-12. Ms. Harrington reviewed the District's updated District Information Kit. After review and discussion, Director Jameson moved to (1) authorize the District's consultants to coordinate to prepare the Annual Report in accordance with the District's Continuing Disclosure of Information Agreement as required by SEC Rule 15c2-12; and (2) approve the updated District Information Kit and direct that it be filed appropriately and retained in the District's official records. Director Rimes seconded the motion, which passed unanimously.

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

There were no updates regarding this item.

EMERGENCY PREPAREDNESS COMMITTEE MATTERS

There were no updates regarding this item.

COMMUNITY PROJECTS COMMITTEE

The Board discussed the first Greatwood Districts' Holiday Open House on December 11, 2013 at the Greatwood Golf Club.

FORT BEND FLOOD MANAGEMENT ASSOCIATION MATTERS/ ACTIONS

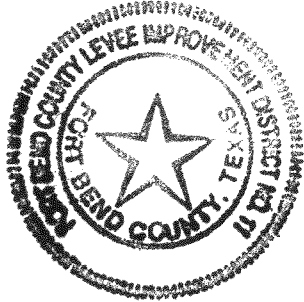
There were no updates regarding this matter.


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

There was no discussion regarding this item.

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

(SEAL)




Secretary, Board of Directors

