

MINUTES
FORT BEND COUNTY LEVEE IMPROVEMENT DISTRICT NO. 11

February 4, 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 4th day of February, 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 except Director Ring, 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"); Pat Naff with CDC Unlimited LLC ("CDC"); Justin Klump of Storm Water Solutions, LP ("SWS"); Andy Boswell of Berg Oliver; and Lynne B. Humphries and Nikole Cales of Allen Boone Humphries Robinson LLP ("ABHR").

MINUTES

The Board considered approving the minutes of the January 7, 2014, regular meeting, which were provided in advance of the meeting. Following review and discussion, Director Rimes moved to approve the minutes as submitted. Director Jameson 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. Carruth reported LMS has not been contacted by Acclaim Energy Advisors regarding the site visit to determine the application and benefits of the program for the District.

DISCUSS ASSOCIATION OF WATER BOARD DIRECTORS ("AWBD") WINTER CONFERENCE, APPROVE REIMBURSEMENT OF ELIGIBLE EXPENSES, AND AUTHORIZE ATTENDANCE AT THE SUMMER CONFERENCE

The Board discussed the winter AWBD conference. After review and discussion, Director Jameson moved to (1) defer reimbursement of eligible expenses from the winter AWBD conference pending receipt of the necessary information; and (2) authorize interested directors to attend the summer AWBD conference in Fort Worth, June 12, 2014 through June 15, 2014. Director Rimes 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. Following review and discussion, Director Rimes moved to approve the bookkeeper's report and authorize payment of the bills listed therein. Director Jameson 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 80.13% collected. After review and discussion, Director Rimes moved to approve the tax assessor/collector's report and payment of the tax bills. Director Jameson 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.

Mr. Carruth discussed regrading the levee top and levee gravel top between Crabb River Road and the building near the levee. He stated individuals have been using the levee top as an access road to the building. The Board requested Mr. Rusk, ABHR and LMS coordinate regarding ownership of the building. The Board requested LMS contact the owner, once determined, and notify them of their responsibility for the damage to the levee top.

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

Mr. Naff reported spring fertilization will be performed in March, weather permitting.

UPDATE FROM DISTRICT'S ARCHITECT

Mr. Rusk updated the Board regarding the progress of the District's emergency operations building. He stated he and the District's architect are still coordinating with the City of Sugar Land ("City") for final approval.

ENGINEERING MATTERS

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

Mr. Rusk stated the City is requiring certain documents from CenterPoint Energy ("CenterPoint") prior to approving the plans for the emergency operations building. He requested the Board authorize execution of the necessary documents from CenterPoint upon receipt and approval of ABHR.

Mr. Boswell presented proposals to repair or replace the damaged plants in the wetland beds of the main lake. The Board requested Mr. Boswell prepare a proposal that reflects larger and more varieties of trees. The Board requested Mr. Boswell and Mr. Rusk coordinate to present a depiction of the options offered for the Board's review at the next meeting.

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; (2) authorize execution of the necessary documents from CenterPoint upon receipt and approval of ABHR; and (3) defer a decision regarding repair or plant replacement in the wetland beds of the main lake pending receipt of additional information. Director Jameson seconded the motion, which passed unanimously.

ATTORNEY'S REPORT

Mr. McDonald presented and reviewed a proposal for the District's insurance policies. After review and discussion, Director Rimes moved to approve the proposal for the District's insurance policies and direct that it be filed appropriately and retained in the District's official records. Director Jameson seconded the motion, which passed unanimously.

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

Mr. Klump presented information to the Board regarding new requirements for the Phase II MS4 Permit plan implementation, a copy of which is attached. He stated he will be presenting a contract amendment to the Master District to prepare and implement the Greatwood Districts' storm water management plan in accordance with the new Phase II MS4 permit.

EMERGENCY PREPAREDNESS COMMITTEE MATTERS

There were no updates regarding this item.

COMMUNITY PROJECTS COMMITTEE

Ms. Humphries reported the Greatwood Homeowners' Association ("HOA") is interested in exploring the possibility of coordinating with the Greatwood Districts to build a new community center.

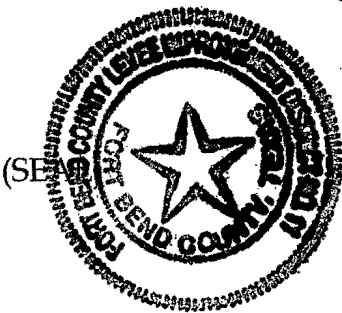
FORT BEND FLOOD MANAGEMENT ASSOCIATION MATTERS/ACTIONS

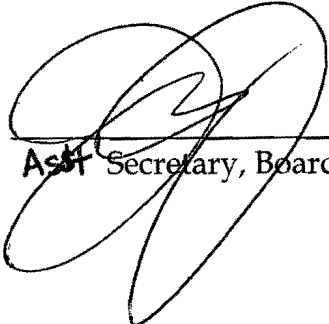
There were no updates regarding this matter.

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.




Asst Secretary, Board of Directors

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