

MINUTES
FORT BEND COUNTY LEVEE IMPROVEMENT DISTRICT NO. 11

March 3, 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 3rd day of March, 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 Rimes, 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.; Robby McGinnis of Tax Tech, Inc.; and Lynne B. Humphries, Alex Garcia, and Nikole Cales of Allen Boone Humphries Robinson LLP ("ABHR").

CONVENE IN EXECUTIVE SESSION PURSUANT TO SECTION 551.071, TEXAS GOVERNMENT CODE, TO CONDUCT A PRIVATE CONSULTATION WITH ATTORNEY TO DISCUSS PENDING OR CONTEMPLATED LITIGATION UNDER CHAPTER 15 OF THE TEXAS BUSINESS & COMMERCE CODE

The Board convened in executive session at 5:32 p.m. to discuss pending or contemplated litigation under Chapter 15 of the Texas Business and Commerce Code.

RE-CONVENE IN OPEN SESSION AND AUTHORIZE APPROPRIATE ACTION

The Board reconvened in open session at 6:00 p.m. and concurred no action was necessary.

MINUTES

The Board considered approving the minutes of the February 4, 2014, 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 comments from the public.

GEN MAX, GRID RELIABILITY PROGRAM PRESENTATION FROM ACCLAIM ENERGY ADVISORS

There were no updates regarding this agenda item.

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 approve payment of four per diems for Director Ring related to the winter AWBD conference, with no reimbursement for expenses as those were handled by the AWBD because Director Ring is President of the organization. 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. Following review and discussion, Director Jameson moved to approve the bookkeeper's report and authorize payment of the bills listed therein. Director Ring seconded the motion, which passed unanimously.

TAX ASSESSMENT AND COLLECTION MATTERS

Ms. McGinnis distributed and reviewed the tax assessor/collector's report, a copy of which is attached. She reported the District's 2013 taxes are 95.76% 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.

ADOPT RESOLUTION CONCERNING EXEMPTIONS FROM TAXATION

Ms. Humphries reviewed the Resolution Concerning Exemptions from Taxation with the Board. After review and discussion, Director Jameson moved to adopt the Resolution Concerning Exemptions from Taxation, granting a \$30,000 exemption for residents aged 65 years and older and/or disabled for 2014. Director Ring seconded the motion, which carried unanimously.

APPROVE ANNUAL REPORT AND AUTHORIZE FILING OF SAME IN ACCORDANCE WITH THE DISTRICT'S CONTINUING DISCLOSURE OF INFORMATION AGREEMENT AND AS REQUIRED BY SEC RULE 15C2-12

Ms. Humphries distributed and reviewed with the Board the District's Annual Report, to be filed in accordance with the Continuing Disclosure provisions contained

in the District's bond resolutions. She stated that the District is required to file certain updated financial and operating data with the Municipal Securities Rulemaking Board through the Electronic Municipal Market Access System ("EMMA"). After review and discussion, Director Jameson moved to (1) approve the Annual Report; (2) authorize filing of the Annual Report through EMMA and in accordance with the Continuing Disclosure requirements of SEC Rule 15c2-12; and (3) direct that the report be filed appropriately and retained in the District's official records. 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.

Mr. Carruth updated the Board regarding the levee between Crabb River Road and the building near the levee. He stated LMS contacted AT&T regarding responsibility of damage resulting from using the top of the levee to access the AT&T building. Ms. Humphries stated the property accessed is owned by Canyon Gate at the Brazos Homeowner's Association, and apparently is leased or licensed to AT&T. The Board requested LMS coordinate with ABHR to determine if any easements allow access on the District levee easement.

Mr. Carruth reported LMS toured District facilities with advisors of Acclaim Energy. He stated Acclaim Energy has not contacted LMS since the tour regarding the GenMax Grid Reliability program.

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.

UPDATE FROM DISTRICT'S ARCHITECT

There were no updates regarding this item.

ENGINEERING MATTERS

No written engineering report was presented.

Mr. Rusk stated documents from CenterPoint Energy were submitted to the City and LJA is awaiting final approval from City of the emergency operations building.

It was reported that Mr. Boswell of Berg Oliver will send various options and depictions for the eyelash beds in the main lake for the Board's review.

There were no updates regarding water re-use opportunities between the City and the District.

ATTORNEY'S REPORT

There were no updates regarding this item.

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

Ms. Humphries stated the Master District executed a contract amendment with Storm Water Solutions, LP ("SWS"), for SWS to write and implement all of the Greatwood District's new Phase II MS4 permit plan requirements.

EMERGENCY PREPAREDNESS COMMITTEE MATTERS

The Board discussed EMS services offered by the City of Sugar Land at the Greatwood fire station, and Ms. Humphries reported all of the Greatwood MUDs opted to remain with the County for EMS services provided at that station.

COMMUNITY PROJECTS COMMITTEE

Ms. Humphries reported the Master District sponsored the cost of the bubble runner for the Greatwood Homeowners' Association ("HOA") Spring Fling event on April 12, 2014. She stated ABHR, at the request of the Presidents, is coordinating with the North Fort Bend Water Authority to present information and hands on learning experiences regarding water conservation through its Mobile Teaching Lab unit.

FORT BEND FLOOD MANAGEMENT ASSOCIATION MATTERS/ACTIONS

The Board discussed recent flood-fighting conferences.

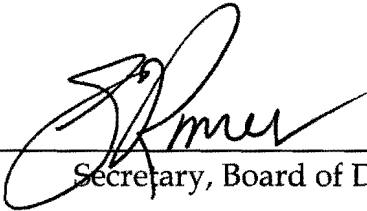
REPORTS ON GREATWOOD PRESIDENT'S MEETING AND ACTIVITIES AND FOLLOW UP ON LEVEE AND DRAINAGE FACILITIES AND OTHER DISTRICT AND GREATWOOD REGIONAL MATTERS

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

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