

MINUTES
FORT BEND COUNTY LEVEE IMPROVEMENT DISTRICT NO. 11

June 13, 2016

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 13th day of June, 2016, inside the boundaries of the District, at Independent Bank, 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 James Thompson and Jeff Perry of Levee Management Services, LLC ("LMS"); Christina Garcia of Myrtle Cruz, Inc.; Anna Duarte of Tax Tech, Inc.; Bob Bardin of LJA Engineering, Inc.; Pat Naff of CDC Unlimited LLC ("CDC"); Bob Grant, resident of the District; Debbie Shelton of FirstSouthwest, a Division of Hilltop Securities ("FSW"); Elly Austin Vecchio of McFarland PLLC; and Whitney V. Ables and Nikole Cales of Allen Boone Humphries Robinson LLP ("ABHR").

MINUTES

The Board considered approving the minutes of the May 2, 2016, 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

Mr. Grant stated the District's facilities functioned well during the high water event and he noticed no flooding in the Greatwood area.

TAX ASSESSMENT AND COLLECTION MATTERS

Ms. Jurecek distributed and reviewed the May tax assessor/collector's report, a copy of which is attached. She reported the District's 2015 taxes are 98.48% collected. Following 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.

AUTHORIZE DELINQUENT TAX ATTORNEY TO PROCEED WITH THE COLLECTION OF DELINQUENT TAXES

Ms. Ables stated the District's delinquent tax attorney can begin collection of property taxes that are delinquent as of July 1, 2016. After discussion, Director Ring moved to authorize the delinquent tax attorney to proceed with the collection of delinquent 2015 taxes. Director Jameson 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 Ring moved to approve the bookkeeper's report and authorize payment of the bills listed therein. Director Jameson seconded the motion, which passed unanimously.

LEVEE AND DITCH MOWING AND DRAINAGE CHANNEL CLEANOUT

Mr. Naff updated the Board regarding levee and ditch mowing. No written report was presented.

Mr. Ring stated he received a report that a back slope swale is holding water. The Board discussed the possibility of treating the area for mosquitoes. Director Jameson stated he believes Director Rimes contacted the Greatwood Community Association ("GCA") regarding treating mosquitoes in the area since the GCA already sprays the neighborhood with mosquito repellent. The Board requested LMS also look into a direct application of mosquito repellent for the area and present additional information at the next meeting.

OPERATION OF DISTRICT FACILITIES

Mr. Perry updated the Board regarding operations in the District and reviewed and discussed work completed by LMS during the last month. No written report was presented.

Mr. Perry stated the Brazos River officially crested at 54.74 feet per the Richmond gauge and noted the crest was a record. He stated all District facilities functioned properly during the high water event. Mr. Perry stated the water is expected to slowly recede and will not reach normal levels for quite some time. He stated once the water has receded, LMS will need to repair a discharge leak and noted LMS also will survey all of the District's facilities for any repairs. Mr. Perry stated he is also coordinating with the District's engineer to determine if any updates are necessary to the District's Emergency Action Plan.

Mr. Perry stated rip rap will be installed at outfall no. 2 when weather and water levels permit.

Mr. Perry stated he will update the Board regarding the golf club's water pump readings next month.

Mr. Perry stated he will present a proposal for repairs of pump no. 3 at pump station no. 2 at the next meeting.

Following review and discussion, Director Ring moved to approve the operator's report. Director Jameson seconded the motion, which passed unanimously.

ENGINEERING MATTERS

The Board reviewed the engineer's report, a copy of which is attached.

Mr. Bardin stated the wetlands bed plantings have been installed. The Board authorized the release of the check to Berg Oliver.

Mr. Bardin stated bids were solicited for the installation of fencing to prevent unauthorized access to the District's levee. He presented and reviewed a bid tabulation reflecting bids from Backwater Fence, LLC, Yellowstone Landscape, and Republic Masonry & Fencing LLC. A copy of the bid tabulation is attached to the engineer's report. The Board reviewed the bids, noted a discrepancy in costs and inquired if all of the bidders included powder coating. Mr. Bardin stated LJA had not confirmed if all bids included powder coating. After review and discussion, Director Jameson moved reject all the bids as presented and requested the engineer to rebid the project with the following specifications: include alternate numbers one and two for sections 5 and 7 as a part of the bid, include white powder coating and request a Form 1295 from all bidders. Director Ring seconded the motion, which passed unanimously.

Ms. Shelton discussed a possible bond issue and presented and reviewed a projected cash flow, a copy of which is attached.

After review and discussion, Director Jameson moved to (1) approve the engineer's report; and (2) authorize the District's consultants to begin preparation of a bond application in the amount not to exceed \$7,000,000. Director Ring seconded the motion, which passed unanimously.

PHASE II MS4 STORM WATER MANAGEMENT PLAN IMPLEMENTATION

There was no discussion regarding this item.

COMMUNITY PROJECTS COMMITTEE ("CPC")

Directors Jameson updated the Board regarding CPC matters.

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

The Board discussed the Presidents' meeting.

FEDERAL FLOOD INSURANCE LEGISLATION, PERIMETER LEVEE MAINTENANCE, AND ATTENDANCE AT LEVEE CONFERENCES

There was no discussion regarding this item.

ATTORNEY'S REPORT

There were no additional items to report.

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, OR A SETTLEMENT OFFER

The Board convened in executive session at 6:06 p.m.

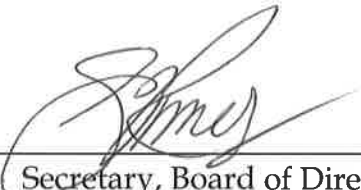
RECONVENE IN EXECUTIVE SESSION AND AUTHORIZE APPROPRIATE ACTION REGARDING PENDING OR CONTEMPLATED LITIGATION, OR SETTLEMENT OFFER

The Board reconvened in regular session at 6:19 p.m. After review and discussion, Director Jameson moved to authorize Ms. Austin to notify the Texas Department of Transportation ("TxDOT") that the Board would be willing to accept payment for attorneys' and consultants' fees incurred as a result of the condemnation process, if TxDOT agrees to relocate its roadside ditch so that it will not impact the District's levee and property. Director Ring seconded the motion, which passed unanimously. The Board concurred to authorize ABHR to proceed with the acquisition of property from Canyon Gate Homeowners Association once the condemnation matter has been settled with TxDOT.

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

(SEAL)




Secretary, Board of Directors

LIST OF ATTACHMENTS TO MINUTES

	Page <u>No.</u>
Tax assessor/collector's report	1
Bookkeeper's report.....	2
Engineer's Report.....	3
Projected cash flow	3