

MINUTES
FORT BEND COUNTY LEVEE IMPROVEMENT DISTRICT NO. 11

November 7, 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 7th day of November, 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 Ring, thus constituting a quorum.

Also present at the meeting were Jeff Perry of Levee Management Services, LLC ("LMS"); Christina Garcia of Myrtle Cruz, Inc.; Kelly Jurecek of Tax Tech, Inc.; Michael Rusk of LJA Engineering, Inc. ("LJA"); Pat Naff of CDC Unlimited, LLC ("CDC"); and Lynne B. Humphries and Veronica Seguin of Allen Boone Humphries Robinson LLP ("ABHR").

MINUTES

The Board considered approving the minutes of the October 3, 2016, 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 members of the public who wished to address the Board.

TAX ASSESSMENT AND COLLECTION MATTERS

Ms. Jurecek distributed and reviewed the September tax assessor/collector's report, a copy of which is attached. She reported the District's 2016 taxes are 0.02% collected. Following 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.

Ms. Jurecek updated the Board on its contracts with Global Payments Direct, Inc./Global Check Services, Inc. ("Global") and Copperfield Services, Inc. for processing credit/debit card transactions. She recommended the Board terminate its contract with Global and enter into a new contract with First Billing. After review and

discussion, Director Jameson moved to terminate the contract with Global and enter into a contract with First Billing. Director Rimes seconded the motion, which passed unanimously.

APPROVE PROPOSAL FOR ARBITRAGE REBATE AND YEILD RESTRICTION CALCULATION SERVICES FOR DISTRICT BOND ISSUES

Ms. Humphries stated the District conducts an arbitrage rebate and yield restriction calculation every five years for each bond issue still outstanding. She then presented and reviewed a proposal from OmniCap to conduct the arbitrage rebate and yield calculation for the District's outstanding bond issues on the appropriate anniversaries ("Proposal"). After review and discussion, Director Jameson moved to approve the Proposal and direct that it be filed appropriately and retained in the District's official records. 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.

Ms. Garcia presented and reviewed and amended contract for bookkeeping services.

Following review and discussion, Director Jameson moved to (1) approve the bookkeeper's report and authorize payment of the bills listed therein; and (2) approve the amended contract for bookkeeping services. Director Rimes seconded the motion, which passed unanimously.

LEVEE AND DITCH MOWING AND DRAINAGE CHANNEL CLEANOUT

Mr. Naff updated the Board regarding mowing in the District.

OPERATION OF DISTRICT FACILITIES

Mr. Perry presented and reviewed the operations report and reviewed and discussed work completed by LMS during the last month. A copy of the report is attached.

Mr. Perry stated the bollards and cables were removed on Lauren Way as discussed last month.

Mr. Perry updated the Board regarding the Golf Club's irrigation. He stated LMS continues to monitor the meter which is showing water is still being pumped, but

he is not sure where the water is being pumped from since the known pump is capped. Mr. Perry stated he is still trying to contact the original engineer to determine where additional access points and pipes might be located that the Golf Club appears to be using to pump water out of the District's lake without authorization. The Board requested Mr. Rusk contact the Texas Commission on Environmental Quality regarding the matter.

Mr. Perry updated the Board regarding the applications for reimbursement from the Federal Emergency Management Agency for the damage incurred during the recent high water events.

Mr. Perry and Mr. Rusk updated the Board regarding the recent Fort Bend County Drainage District's emergency table top exercise.

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

ENGINEERING MATTERS

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

Mr. Rusk updated the Board regarding the fencing project and noted certain insurance requirements were waived due to the scope and nature of the project. He stated installation should begin shortly.

After review and discussion, Director Jameson moved to approve the engineer's report. Director Rimes seconded the motion, which passed unanimously.

UPDATE REGARDING BOND APPLICATION

Mr. Rusk updated the Board regarding the application for the \$3,640,000 bond issue.

PHASE II MS4 STORM WATER MANAGEMENT PLAN IMPLEMENTATION

There was no discussion regarding this item.

COMMUNITY PROJECTS COMMITTEE ("CPC")

Directors Rimes updated the Board regarding CPC matters and noted the Greatwood Community Association ("GCA") is redesigning the community center building to include additional square footage and a usable second floor with minimal impact to the green space.

Ms. Humphries stated the GCA requested the Master District consider contributing an additional \$350,000 towards eligible expenses as defined in Exhibit A of the Agreement to Fund Certain Eligible Services between Fort Bend County Municipal Utility District No. 106 and the GCA.

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

Ms. Humphries updated the Board regarding the Presidents' meeting.

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

There was no discussion regarding this item.

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 concurred it was not necessary to convene in executive session.

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

The Board did not convene in executive session regarding this matter.

CONVENE IN EXECUTIVE SESSION PURSUANT TO SECTION 551.072, TEXAS GOVERNMENT CODE, TO DELIBERATE THE PURCHASE, EXCHANGE, AND LEASE VALUE OF REAL PROPERTY

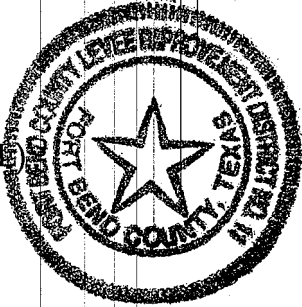
The Board did not convene in executive session regarding this matter.

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

The Board did not convene in executive session regarding this matter.

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

(SEAL)



A handwritten signature in cursive script, appearing to read "James", is written over a horizontal line.

Secretary, Board of Directors

LIST OF ATTACHMENTS TO MINUTES

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