

MINUTES
FORT BEND COUNTY LEVEE IMPROVEMENT DISTRICT NO. 11

May 7, 2018

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 May, 2018, inside the boundaries of the District, the Greatwood Community Association Building, Sugar Land, Texas, and the roll was called of the members of the Board:

Justin Ring	President
Roberta Terrell	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 Kelly Jurecek of Tax Tech, Inc.; Christina Perry of Myrtle Cruz, Inc.; Jeff Perry of Levee Management Services, LLC ("LMS"); Michael Rusk of LJA Engineering, Inc. ("LJA"); Debbie Shelton of Masterson Advisors LLC; and Lynne Humphries and Nikole Cales of Allen Boone Humphries Robinson LLP ("ABHR").

MINUTES

The Board considered approving the minutes of the April 2, 2018, regular meeting, which were provided in advance of the meeting. Following review and discussion, Director Rimes moved to approve the April 2, 2018, minutes. Director Terrell seconded the motion, which was approved by unanimous vote.

COMMENTS AND QUESTIONS FROM THE PUBLIC

No members of the public wished to address the Board.

SUGAR LAND AMBASSADOR PROGRAM - BRAZOS RIVER EROSION STUDY

Ms. Humphries stated the City of Sugar Land will hold an informational meeting regarding the Brazos River Erosion study and noted representatives from LJA, LMS, and ABHR are attending.

TAX ASSESSMENT AND COLLECTION MATTERS

Ms. Jurecek distributed and reviewed the tax assessor/collector's report, a copy of which is attached. She reported the District's 2017 taxes are 97.60% collected as of April 30, 2018. Following review and discussion, Director Ring moved to approve the tax

assessor/collector's report and payment of the tax bills. Director Terrell seconded the motion, which passed unanimously.

TRAVEL REIMBURSEMENT GUIDELINES AND DIRECTOR EXPENSES FOR ASSOCIATION OF WATER BOARD DIRECTORS ("AWBD") SUMMER CONFERENCE

The Board reviewed the District's Travel Reimbursement Guidelines. After review and discussion, Director Rimes moved to authorize up to four (4) per diems, three (3) nights hotel and reasonable and necessary meals for any directors interested in attending the summer AWBD Conference in San Antonio, Texas. Director Terrell seconded the motion, which passed unanimously.

FINANCIAL AND BOOKKEEPING MATTERS

Ms. Perry distributed and reviewed the bookkeeper's report, including the monthly budget comparison and a list of checks presented for approval. A copy of the bookkeeper's report is attached.

Ms. Perry reviewed amendments to the budget for the fiscal year end September 30, 2018, including adding the cost of a Tiger Dam in the amount of \$37,500, water purchase at pump station no. 1, and an increase for website fees from \$150 to \$10,000 due to the District having its own website.

Following review and discussion, Director Rimes moved to (1) approve the bookkeeper's report and authorize payment of the bills listed therein; and (2) adopt the amended budget for the fiscal year end September 30, 2018 as discussed. Director Terrell seconded the motion, which passed unanimously.

LEVEE AND DITCH MOWING

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

OPERATION OF DISTRICT FACILITIES

Mr. Perry distributed and reviewed the operator's report, including maintenance and repair items completed by LMS during the previous month. A copy of the report is attached.

Mr. Perry stated he will install additional rip-rap at the gabion baskets.

The Board reviewed the updated District's Critical Load Spreadsheet, noting it was reviewed and approved by the District's operator and engineer. Following review and discussion, Director Rimes moved to approve the District's Critical Load Spreadsheet and authorize it to be filed appropriately and retained in the District's official records. Director Ring seconded the motion, which passed unanimously.

The Board deferred action regarding the operator rate sheet amendment.

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

ENGINEERING MATTERS

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

Mr. Rusk reviewed an updated Capital Improvement Plan. A copy of the updated Capital Improvement Plan is attached to the engineer's report.

Mr. Rusk updated the Board regarding the installation of backup sluice gates at pump station no. 1 and pump station no. 2.

Mr. Rusk updated the Board regarding the detention pond capacity and levee improvement project.

Mr. Rusk stated the bond application in the amount of \$10,210,000 is being finalized and will be filed shortly.

Discussion ensued regarding obtaining additional right-of-way/easements property for the levee improvement project to expand the levee toe.

Discussion ensued regarding unauthorized access on the District's levee and the Board authorized ABHR to send a letter to the City of Sugar Land regarding the enforcement of violations.

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

MS4 STORM WATER MANAGEMENT PLAN IMPLEMENTATION

There was no discussion regarding this item.

WEBSITE MATTERS

The Board reviewed a website inquiry from Mr. George Faragher and discussed a proposed response. After discussion, the Board authorized ABHR to send the response to the resident. Upon a motion made by Director Rimes and seconded by Director Terrell, the Board voted unanimously to send the response to the resident.

ATTORNEY'S REPORT

The Board reviewed the Arbitrage Rebate Report for the Series 2008 Bonds. Upon a motion made by Director Rimes and seconded by Director Terrell, the Board voted unanimously to accept the Arbitrage Report.

PERIMETER LEVEE JOINT BOARD MEETINGS

There was no discussion regarding this item.

REPORTS ON GREATWOOD PRESIDENTS' MEETING AND ACTIVITIES AND FOLLOW UP ON LEVEE AND DRAINAGE FACILITIES AND OTHER DISTRICT AND CITY OF SUGAR LAND MATTERS

The Board discussed the open house held on April 7, 2018, and noted it was well attended.

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

The Board discussed the Fort Bend Flood Management Association ("FBFMA"). After review and discussion, Director Rimes moved to rejoin the FBFMA; authorize the District's bookkeeper to issue a check in the amount of \$6,000 for association dues; and appoint Director Ring as the District's FBFMA representative. Director Terrell seconded the motion, which passed unanimously.

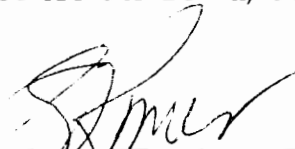
FINANCIAL ADVISORY SERVICES AND AUTHORIZE TERMINATION OF CONTRACT WITH FIRST SOUTHWEST/HILLTOP SECURITIES, AND, AS APPROPRIATE, APPROVE NEW CONTRACT WITH MASTERSON ADVISORS LLC

Ms. Shelton stated she is no longer employed by First Southwest/Hilltop and has joined Masterson Advisors LLC. She discussed the staff, qualifications, and contract terms of Masterson Advisors LLC. Upon a motion made by Director Ring and seconded by Director Terrell, the Board voted unanimously to terminate the District's contract with Hilltop Securities, Inc., and approve the contract with Masterson Advisors LLC.

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

(SEAL)





Secretary, Board of Directors

LIST OF ATTACHMENTS TO MINUTES

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