

MINUTES
FORT BEND COUNTY LEVEE IMPROVEMENT DISTRICT NO. 11

August 6, 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 6th day of August, 2018, inside the boundaries of the District, at 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
Michael D. Rozell	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 and Ross Autrey of Levee Management Services, LLC ("LMS"); Michael Rusk of LJA Engineering, Inc. ("LJA"); Pat Naff of CDC Unlimited, LLC; Debbie Shelton of Masterson Advisors LLC; Larry Munion, resident of the District; Pat Hughes of the City of Sugar Land ("City"); and Whitney Higgins and Jane Miller of Allen Boone Humphries Robinson LLP ("ABHR").

APPROVE SWORN STATEMENTS AND OATHS OF OFFICE

Ms. Humphries reported Fort Bend County Commissioners Court appointed Justin Ring, Roberta Terrell, and Michael D. Rozell on July 24, 2018, to serve as Directors of the District for four-year terms ending June 10, 2022. The Board reviewed the Sworn Statements and Oaths of Office for Justin Ring, Roberta Terrell, and Michael D. Rozell. Following review and discussion, Director Terrell moved to approve the Sworn Statements and Oaths of Office for Justin Ring, Roberta Terrell, and Michael D. Rozell, and direct that the documents be filed appropriately and retained in the District's official records. Director Ring seconded the motion, which carried unanimously.

OFFICIAL BOND

The Board then reviewed the Official Bond for Michael D. Rozell. Following review and discussion, Director Terrell moved to approve the Official Bond for Michael D. Rozell, and direct that the document be filed appropriately and retained in the District's official records. Director Ring seconded the motion, which carried unanimously.

REORGANIZE THE BOARD OF DIRECTORS

The Board considered reorganizing the Board of Directors and determined to maintain the same positions, which are as follows:

Justin Ring	President
Roberta Terrell	Vice President/ Assistant Secretary
Michael D. Rozell	Secretary/ Assistant Vice President

Upon a motion made by Director Terrell and seconded by Director Rozell, the Board of Directors voted unanimously to organize the Board as listed above.

DISTRICT REGISTRATION FORM

The Board considered approving the District Registration Form, updated to reflect the new terms of Directors Ring, Terrell, and Rozell. After review and discussion, Director Terrell moved to authorize the execution of the District Registration Form and direct that the Registration Form be filed appropriately and retained in the District's official records. Director Ring seconded the motion, which passed unanimously.

APPROVE LETTER THANKING STUART RIMES

The Board next discussed approving a letter to former Director Stuart Rimes thanking him for his service to the District. Upon a motion by Director Terrell and a second by Director Ring, the Board voted unanimously to authorize execution the letter.

OPEN MEETINGS ACT AND PUBLIC INFORMATION ACT TRAINING REQUIREMENTS

Ms. Higgins discussed training requirements for new Director Rozell related to the Texas Open Meetings Act and the Texas Public Information Act.

CONFLICT OF INTEREST DISLCOSURE REQUIRED UNDER CHAPTER 176 OF THE TEXAS LOCAL GOVERNMENT CODE, INCLUDING REVIEW OF DISCLOSURE FORMS ADOPTED BY THE TEXAS ETHICS COMMISSION AND LIST OF LOCAL GOVERNMENT OFFICERS

Ms. Higgins reviewed a memorandum regarding the requirement for directors and consultants to disclose certain conflicts of interest. She presented to Director Rozell copies of the forms adopted by the Texas Ethics Commission for making disclosures under Chapter 176, and noted that the forms are required to be filed with the records administrator for the District within seven days of a disclosable conflict arising. Ms. Higgins encouraged Director Rozell and the other Board members to contact ABHR if assistance is needed in determining whether a conflict requires disclosure or in making a required disclosure.

The Board reviewed the list of Local Government Officers ("List"). After review and discussion, Director Ring moved to approve the List and direct that it be filed appropriately and retained in the District's official records. Director Rozell seconded the motion, which passed unanimously.

MINUTES

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

COMMENTS AND QUESTIONS FROM THE PUBLIC

Mr. Munion inquired regarding the status of finalization of the inundation/evacuation study. Director Ring said that the Board will meet in in special session with LJA to review and approve the report and then release it to the public once it is final.

DISCUSS NATIONAL ASSOCIATION OF FLOOD AND STORMWATER MANAGEMENT AGENCIES SUMMER CONFERENCE, ASSOCIATION OF WATER BOARD DIRECTORS ("AWBD") SUMMER CONFERENCE, APPROVE REIMBURSEMENT OF ELIGIBLE EXPENSES, AND AUTHORIZE ATTENDANCE AT 2019 CONFERENCES, FEDERAL FLOOD INSURANCE AND STATE LEGISLATION, PERIMETER LEVEE MAINTENANCE, AND ATTENDANCE AT LEVEE OR FLOODPLAIN CONFERENCES

The Board discussed attendance at the meetings of the Fort Bend Floodplain Management Association ("FBFMA") and concurred to designate Director Terrell as the District's board liaison for FBFMA meetings. Director Rozell said he could attend the meeting for August 10, 2018.

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 currently 99.32% collected. Ms. Jurecek also reported certified taxable values for the District. Following review and discussion, Director Rozell moved to approve the tax assessor/collector's report and payment of the tax bills. Director Terrell seconded the motion, which passed unanimously.

FINANCIAL AND BOOKKEEPING MATTERS AND BUDGET FOR FISCAL YEAR
ENDING SEPTEMBER 30, 2019

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 presented and reviewed a draft budget for the fiscal year ending September 30, 2019, a copy of which is attached to the bookkeeper's report. Discussion ensued regarding various changes and updates. Ms. Perry stated she will incorporate the additional information as well as any other information received from the Board or consultants and update the budget for the Board's consideration next month.

Following review and discussion, Director Rozell moved to approve the bookkeeper's report and authorize payment of the bills listed therein, and defer adoption of the budget for the fiscal year end September 30, 2019. Director Terrell seconded the motion, which passed unanimously.

2018 TAX RATE

Ms. Shelton presented and reviewed a debt service tax rate analysis for 2018. Discussion ensued regarding current fund balances, pending proposed capital improvements and the budget for the fiscal year ending September 30, 2019. Following review and discussion, the Board concurred to table discussion regarding the 2018 tax rate until the September, 2018 meeting.

BOND SALE ITEMS

Ms. Shelton reviewed the Preliminary Official Statement and Official Notice of Sale for the \$10,210,000,000 Unlimited Tax Bonds, Series 2018. The Board reviewed the issuance costs of the bond issue and requested Ms. Shelton look into shortening the maturity of the bonds. The Board discussed the paying agent/registrars and the advertisement and bond sale schedule. Ms. Shelton then made certain disclosures pursuant to the Municipal Securities Rulemaking Board Rule G-42. The Board discussed engaging Standard & Poor's Global Ratings to perform a credit rating analysis for the Series 2018 bonds. Following review and discussion, Director Rozell moved to: (1) approve the Preliminary Official Statement and Official Notice of Sale; (2) appoint Bank of New York Mellon Trust Company as paying agent/registrars; (3) authorize advertisement for bids for the Series 2018 Bonds and schedule the bond sale for September 12, 2018; (4) acknowledge the receipt of certain disclosures pursuant to the Municipal Securities Rulemaking Board Rule G-42; and (5) engage Standard & Poor's Global Ratings to perform credit rating analysis. Director Terrell seconded the motion, which carried unanimously.

LEVEE AND DITCH MOWING

Mr. Naff updated the Board regarding levee and ditch 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 updated the Board regarding the pump station notification project and LMS' goal to automate the pump stations and receive real time information regarding various operations and systems within the pump station. He stated he has a power point presentation regarding Remote Monitoring Systems ("RMS"). The Board discussed scheduling a special meeting in late September to receive a presentation from RMS and to review the inundation/evacuation report.

Following review and discussion, Director Terrell moved to approve the operator's report. Director Rozell 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 updated the Board regarding the installation of backup sluice gates at pump station no. 1 and pump station no. 2 and recommended the Board approve payment of Pay Estimate No. 1 in the amount of \$67,500 and Pay Estimate No. 2 in the amount \$27,900, both payable to NBG Constructors, Inc., for work at pump station no. 1.

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

Mr. Rusk updated the Board regarding the design for the pump station at Forest Green.

Mr. Rusk updated the Board regarding the City of Sugar Land Brazos River erosion study.

After review and discussion, Director Terrell moved to (1) approve the engineer's report; and (2) Pay Estimate No. 1 in the amount of \$67,500 and Pay Estimate No. 2 in the amount \$27,900, both payable to NBG Constructors, Inc., for work at pump station no. 1. Director Rozell seconded the motion, which passed unanimously.

MS4 STORM WATER MANAGEMENT PLAN IMPLEMENTATION

There was no discussion regarding this item.

WEBSITE MATTERS

The Board requested ABHR coordinate update of the Board information on the District website.

ATTORNEY'S REPORT


There was no discussion regarding this item.

REPORTS FROM DIRECTORS AND CONSULTANTS

There was no discussion regarding this item.

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





Secretary, Board of Directors

LIST OF ATTACHMENTS TO MINUTES

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