

MINUTES  
FORT BEND COUNTY LEVEE IMPROVEMENT DISTRICT NO. 11

February 22, 2011

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 22nd day of February, 2011, inside the boundaries of the District, at the Greatwood Lakes Building, 19855 Southwest Freeway, Sugar Land, Texas, and the roll was called of the members of the Board:

Ron McCann	President
Michael E. Stone	Vice President/ Assistant Secretary
Jared Jameson	Secretary/ Assistant Vice President

and all of the above were present, thus constituting a quorum.

Also present at the meeting were Ben Rosenberg of Storm Water Solutions ("SWS"); Erin Garcia of Myrtle Cruz, Inc.; Greg Ordeneaux of Tax Tech, Inc.; Mike Rusk of LJA Engineering & Surveying, Inc. ("LJA"); Jeff Perry of SWWC Services, Inc. ("SWWC"); and Lynne B. Humphries and Justine M. Cherne of Allen Boone Humphries Robinson LLP ("ABHR").

MINUTES

The Board considered approving the minutes of the January 25, 2011, regular meeting, which were provided in advance of the meeting. Following review and discussion, Director Jameson moved to approve the minutes as submitted. Director Stone seconded the motion, which was approved by unanimous vote.

COMMENTS AND QUESTIONS FROM THE PUBLIC

There were no public comments.

FINANCIAL AND BOOKKEEPING MATTERS

Ms. Garcia distributed and reviewed the bookkeeper's report, including the investment report, monthly budget comparison, and list of checks presented for approval. A copy of the bookkeeper's report is attached. Director McCann noted that the expenses related to erosion repair should be tracked as bond application no. 6 expenses to be reimbursed. Following review and discussion, Director Jameson moved to approve the bookkeeper's report and payment of the bills. Director Stone seconded the motion, which passed unanimously.

## TAX ASSESSMENT AND COLLECTION MATTERS AND AWBD

Mr. Ordeneaux distributed and reviewed the tax assessor/collector's report, a copy of which is attached. Following review and discussion, Director Jameson moved to approve the tax assessor/collector's report. Director Stone seconded the motion, which passed by unanimous vote.

Mr. Ordeneaux reported on matters related to the Association of Water Board Directors ("AWBD") winter conference. He stated that the AWBD will reimburse \$150.00 to directors who registered and did not attend due to the freezing weather event. He reported that the AWBD newsletter is expected to be distributed within the next two weeks and a web site contest is being planned by the AWBD.

## PHASE II MS4 STORMWATER MANAGEMENT PLAN IMPLEMENTATION

Mr. Rosenberg distributed and reviewed a report on the status of implementation of the District's Storm Water Management Plan ("SWMP"), including the year four goals and action items. A copy of the Storm Water Management Plan report is attached. Mr. Rosenberg reported on the prior meeting of the Greatwood SWMP Committee to review new sections of the storm water manual for development and approval. He presented copies of such sections for the Board's and District engineer's review and said Storm Water Solutions will attend future meetings of the Greatwood Districts to request approval. In response to Director McCann's question, Mr. Rosenberg stated that SWS monitors national issues and proposed legislation related to storm water management matters and will keep the Board apprised of any actions that need consideration.

## OPERATION OF DISTRICT FACILITIES

Mr. Perry distributed and reviewed the operator's report, a copy of which is attached. He reported on operations and maintenance performed during the previous month, as indicated in the operator's report. He then reported that the fire department responded last month to a grass fire on an approximately 300-yard by 20-foot area on the District's levee. He stated that the fire was started by children who were caught by the fire department. He said that the grass has been re-seeded and the poles bent by the fire trucks have been repaired at no expense to the District. Following discussion about the incident, the Board concurred that a fine should be assessed on those responsible for starting the fire for damage to the District's facilities. After review and discussion, Director Jameson moved to approve the operator's report. Director Stone seconded the motion, which passed unanimously.

ENGINEERING MATTERS AND PROPOSAL FROM T-MOBILE FOR INSTALLATION OF ANTENNA

Mr. Rusk distributed and reviewed the engineer's report, a copy of which is attached. He updated the Board on the plans for repair of the shoreline retaining wall erosion around the large detention pond. Mr. Rusk and Mr. Stone explained the design and installation of gabion modules to repair the erosion. Mr. Rusk stated that he will contact the Golf Club to coordinate the portions of the project that will affect the golf course.

Mr. Rusk presented and recommended approval of a proposal in the amount of \$16,095.00 from Tolunay-Wong Engineers, Inc. for geotechnical evaluation for the project to repair the shoreline retaining wall erosion around the large detention pond.

Mr. Rusk said he had no update regarding the certification of the perimeter levee by the Federal Emergency Management Agency ("FEMA").

Mr. Rusk noted that LJA previously completed the preliminary inspection of the District's pump station and structures, levees, and ditches, based on the U.S. Army Corps of Engineers Rehabilitation and Inspection Program ("RIP") standards, and that the inspection report was previously presented to the Board. He said he is working with SWWC to schedule the redundant levee inspection.

Discussion ensued regarding re-defining the District's levee facilities as containing only functioning levees and updating the District's Operations Manual to reflect non-functioning former levee structures as landscape berms or drainage berms.

Mr. Rusk then updated the Board on the District's bond application no. 6, noting that the application was submitted to the Texas Commission on Environmental Quality ("TCEQ") on December 22, 2010, and declared administratively complete. He reminded the Board that he and Director Stone previously met with Randy Nelson of the TCEQ to discuss the application. He said he plans to meet with the TCEQ reviewer when the application is under review.

Mr. Rusk updated the Board on the status of the proposal from T-Mobile to lease a 30' x 40' area of District property at pump station no. 1 for the construction of a 100' flagpole monopole and a small group of equipment cabinets at the base of the tower. He discussed correspondence he previously sent to the T-Mobile representative, John Bebout, regarding the Board's requests and concerns and reviewed a response and photographs of similar monopole facilities that were recently received from Mr. Bebout. Mr. Rusk said Mr. Bebout requests information about the anticipated cost and timing for construction of an access road to the property. He said Mr. Bebout indicated T-Mobile should be able to accommodate the request for T-Mobile to install a wire at the bottom of the monopole for the Disaster Preparedness Committee's radio transmitter to

broadcast in emergency situations, but would need additional information. He stated that the District would need to provide the equipment required for the transmitter at the time of construction of the monopole and may not be able to install such equipment after the monopole is constructed. Mr. Rusk said Mr. Bebout indicated that T-Mobile's good faith offer is \$18,000 annually, with a 3% annual increase. He said Mr. Bebout also requests the opportunity for T-Mobile to work with the District to address any community concerns in advance. The Board concurred an annual fee of \$25,000 was more appropriate. Discussion ensued regarding the next steps to proceed with preparation of a lease agreement between the District and T-Mobile. The Board requested that the engineer ensure that appropriate hurricane standards are incorporated into the design of the monopole. Director McCann stated that he will discuss the proposed construction of the monopole and review the photographs with the HOA Board.

After review and discussion, Director Stone moved to approve the engineer's report, including the proposal from Tolunay-Wong Engineers, Inc. as presented. Director Jameson seconded the motion, which passed unanimously.

#### DISASTER PREPAREDNESS COMMITTEE MATTERS

Director Stone reported on the recent Disaster Preparedness Committee meeting and said the Committee is scheduling another emergency drill to be held this spring. Ms. Humphries reported that the Greatwood Districts' website has information for the community to register to attend the Fort Bend County emergency preparedness certification class to be held next month.

#### COMMUNITY PROJECTS COMMITTEE MATTERS AND POSSIBLE PARK IMPROVEMENTS

Director Jameson reported on the initial meeting of the Community Projects Committee meeting held on February 2, 2011, to discuss the plans prepared by Bob DeForest for Fort Bend Green showing a possible regional hike and bike trail system along the Brazos River adjacent to Greatwood and Riverpark and a possible pedestrian bridge across the Brazos River to the City of Sugar Land's Memorial Park. He stated that he has been appointed to serve as President of the committee. Ms. Humphries noted that the committee additionally discussed the need for a sports park facility with practice fields. Director Jameson said the Committee also is still interested in a building on the 3-acre site owned by the Master District. Director Jameson said he attended the recent Fort Bend County Levee Improvement District No. 10 ("LID 10") meeting to discuss possible regional park improvements and discovered that LID 10 is already working with the City on park improvements and plans to hold a park bond election this May. Director Jameson said, with voter approval, LID 10 plans to issue park bonds to repair brick walls in Riverpark. He said LID 10 indicated that it also would include the regional hike and bike trail system costs in its park plan and park bond election for

possible future funding. Ms. Humphries noted that LID 10 is limited on the amount of park bonds it can actually sell by its assessed value.

FORT BEND FLOOD MANAGEMENT ASSOCIATION MATTERS/ACTIONS, FEDERAL FLOOD INSURANCE LEGISLATION, AND ATTENDANCE AT LEVEE CONFERENCES AND AT ASSOCIATION OF WATER BOARD DIRECTORS SUMMER CONFERENCE

Director McCann reported on discussions at the previous Fort Bend Flood Management Association meeting that was held on February 14, 2011. He said Fort Bend County (the "County") Judge Bob Hebert discussed the County's strategy and plans moving forward regarding levee maintenance in the County. He said Judge Hebert indicated that the two perimeter levee systems need to create separate Joint Powers Boards to conduct permanent maintenance of the perimeter levee systems to FEMA standards, work with FEMA regarding the standards of maintenance for internal levee systems, and to share the costs to operate the Joint Powers Board. Director McCann said Judge Hebert suggested that each Joint Powers Board would be comprised of one director from each participating levee district and a Chairman appointed by Commissioners Court to run the meetings and only vote in case of a tie. He said Judge Hebert also suggested that the Joint Powers Board operations be cost shared on the basis of assessed valuation of the individual levee districts. Discussion ensued regarding the disproportionate share of the cost that Greatwood would be required to fund under this method. After discussion, the Board concurred it does not agree with this cost sharing method and that the costs should be shared in a similar manner to the cost sharing arrangement for the original construction of the perimeter levee connector segments. Ms. Humphries added that the County asked ABHR to prepare a proposed Joint Powers Board agreement on behalf of all the Districts. She said Angie Lutz has drafted one for the Sugar Stone perimeter levee.

Director McCann reported on the Texas Water Conservation Association's ("TWCA") Seventh Annual Texas Water Day held February 8 - 10, 2011, in Washington, D.C. and reform options being considered for the structure of the National Flood Insurance Program. He additionally reported on the topics discussed during the U. S. Army Corps of Engineers' Levee Safety Program webinars. He requested that the District's consultants continue to monitor such matters and to notify the Board of any actions that may need to be considered.

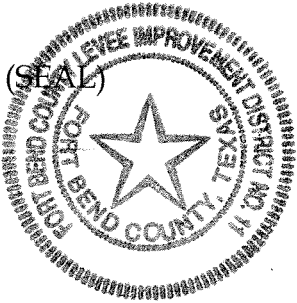
Director McCann reviewed a schedule of upcoming conferences, including the AWBD summer conference in Fort Worth. Upon a motion made by Director Stone and seconded by Director Jameson, the Board voted unanimously to authorize any interested Directors to attend the AWBD summer conference and the Spring Conference of the Texas Floodplain Management Association scheduled to be held April 11 - 14, 2011, at the Sugar Land Town Square Marriott, and to authorize Director McCann to

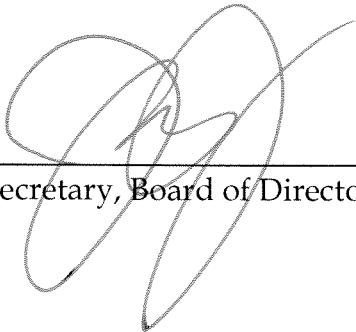
attend the Annual Meeting of the Texas Water Conservation Association scheduled to be held March 2 - 4, 2011, in Austin, Texas.

REPORTS ON GREATWOOD PRESIDENT'S MEETING AND ACTIVITIES AND FOLLOW UP ON LEVEE AND DRAINAGE FACILITIES AND OTHER DISTRICT AND GREATWOOD REGIONAL MATTERS, INCLUDING ARTICLES AND INFORMATION FOR GREATWOOD DISTRICTS' WEBSITE

Director McCann reported on discussions at the previous Greatwood Presidents' meeting. Ms. Humphries noted that a summary of discussions at the Presidents' meeting was previously forwarded to all of the Directors. The Board discussed adding additional information to the District's page that would emphasize the seriousness of violating state law by trespassing on drainage facilities.

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



  
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Secretary, Board of Directors

ACTION LIST

1. The bookkeeper will track the expenses related to erosion repair as bond application no. 6 expenses to be reimbursed.
2. The operator will work with the fire department to assess a fine on those responsible for starting the fire for damage to District facilities.
3. The engineer will contact the Golf Club to coordinate portions of the shoreline retaining wall erosion project that will affect the golf course.
4. The engineer will work with the operator to schedule the redundant levee inspection.
5. The engineer will meet with the TCEQ reviewer when the District's bond application is under review.
6. The engineer will ensure appropriate hurricane standards are incorporated into the design of T-Mobile's monopole.
7. Director McCann will discuss T-Mobile's proposed construction of the monopole with the HOA Board.

LIST OF ATTACHMENTS TO MINUTES

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