MINUTES
FORT BEND COUNTY LEVEE IMPROVEMENT DISTRICT NO. 11

March 2, 2015

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 2nd day of March, 2015, inside the boundaries of the District, at Mike Stone Associates, Inc., 19875 Southwest Freeway, Suite 270, 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, thus constituting a quorum.

Also present at the meeting were Clark Carruth of Levee Management Services, LLC ("LMS"); Christina Garcia of Myrtle Cruz, Inc.; Robby McGinnis of Tax Tech, Inc.; Michael Rusk of LJA Engineering, Inc.; Jim Lawless, architect for the District; Pat Naff of CDC Unlimited, LLC; Bob Grant, resident of the District; Debbie Shelton of First Southwest Company; Justin Klump of Storm Water Solutions, LP; and Lynne B. Humphries and Nikole Cales of Allen Boone Humphries Robinson LLP ("ABHR").

MINUTES

The Board considered approving the minutes of the February 2, 2015, 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

There were no comments from the public.

TAX ASSESSMENT AND COLLECTION MATTERS

Ms. McGinnis distributed and reviewed the March tax assessor/collector's report, a copy of which is attached. She reported the District's 2014 taxes are 95.2% collected. After review and discussion, Director Jameson moved to approve the tax assessor/collector's report and payment of bills. Director Ring 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 Jameson moved to approve the bookkeeper's report and authorize payment of the bills listed therein. Director Ring seconded the motion, which passed unanimously.

LEVEE AND DITCH MOWING

Mr. Naff updated the Board regarding levee and ditch mowing in the District. He then presented a proposal for the seeding, fertilization and herbiciding of the levees and ditches, a copy of which is attached. After review and discussion, Director Jameson moved to (1) approve fertilization of the ditches in the amount of $9,750; (2) approve custom Bermuda seeding of 60 acres of the levee as recommended by Mr. Naff in the amount of $14,400; and (3) an herbicide application of 60 acres of the levee as recommended by Mr. Naff in the amount of $3,600. Director Ring seconded the motion, which passed unanimously. The Board requested Mr. Naff break down the proposal to reflect levee items only that should be billed to Fort Bend County Municipal Utility District No. 121 for its pro-rata share per the cost-sharing agreement.

OPERATION OF DISTRICT FACILITIES

Mr. Carruth distributed and reviewed the monthly operator's report, a copy of which is attached. He reviewed and discussed work completed by LMS during the last month as reflected in his report.

Mr. Carruth discussed installing fencing in certain cul-de-sac areas to prevent unauthorized access to the District's levee. He then presented a proposal detailing the possible cul-de-sac access points and approximate linear footage of fencing necessary to prevent access, a copy of which is attached to the operator's report. After review and discussion, Director Jameson moved to approve installation of a painted tube-steel fence of an approximately 200-foot section on Lauren Way, including installation of a 40-foot gate. Director Ring seconded the motion, which passed unanimously. The Board concurred to table a decision regarding installation of fencing at the remaining possible access points pending completion of the emergency response building to determine additional available funds.

Following review and discussion, Director Jameson moved to approve the operator's report as submitted. Director Ring seconded the motion, which was approved by unanimous vote.

ENGINEERING MATTERS

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

Mr. Rusk updated the Board regarding construction of the emergency response building.

Mr. Rusk discussed a notice from the Texas Commission on Environmental Quality regarding the Water Rights Permit, a copy of which is attached.

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

EMERGENCY PREPAREDNESS COMMITTEE MATTERS

There were no updates regarding this matter.

COMMUNITY PROJECTS COMMITTEE

The Board reviewed and discussed a proposal from the Greatwood Homeowners' Association ("HOA") for installation of a walking trail with exercise stations, a pee-wee backstop and removable pee-wee soccer goals on the MUD-owned 3-acre tract, a copy of which is attached.

FEDERAL FLOOD INSURANCE LEGISLATION, PERIMETER LEVEE MAINTENANCE, AND ATTENDANCE AT LEVEE CONFERENCES INCLUDING APPROVE COST-SHARING AGREEMENT FOR GREAT RIVER PERIMETER LEVEE FLOOD-FIGHTING EQUIPMENT

Director Jameson discussed matters related to the Fort Bend Flood Management Association ("FBFMA"). He stated after receiving additional information, he would like the Board to reconsider its membership with the FBFMA due to specific lobbying efforts directly related to and impacting levees. Discussion ensued and the Board requested a representative of the FBFMA attend the District's next Board of Director's meeting to further explain the FBFMA's focus and to answer questions.

PHASE II MS4 STORM WATER MANAGEMENT PLAN IMPLEMENTATION

Mr. Klump presented and reviewed a Year I Phase II MS4 Annual Report Form for the Greatwood Districts, a copy of which is attached. He presented and reviewed a worksheet regarding minimum control measure goals for Year I and Year II of the Districts' MS4 Permit, a copy of the worksheet is attached. Mr. Klump then presented an insert regarding proper pet waste disposal to be placed in the District's water bills, a copy of which is attached. He noted the presentation and review of information

regarding the District's MS4 Permit qualifies as a training session for District directors. Mr. Klump requested approval of the Year I Phase II MS4 Annual Report Form for submittal to the Texas Commission on Environmental Quality and the insert. After review and discussion, Director Rimes moved to approve the Year I Phase II MS4 Annual Report Form, authorize Storm Water Solutions, LP to submit the Report to the Texas Commission on Environmental Quality and direct that the Report be filed appropriately and retained in the District's records; and approve the insert, as amended and authorize SWS to place the insert in the District's water bills and post the insert on the District's website. Director Jameson seconded the motion, which passed unanimously.

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

There was no discussion regarding this item.

ATTORNEY'S REPORT

ANNUAL REVIEW OF PROCEDURES FOR CONTINUING DISCLOSURE COMPLIANCE

The Board reviewed the District's procedures for continuing disclosure compliance. The Board determined there were no changes required at this time.

APPROVE ANNUAL REPORT AND AUTHORIZE FILING OF THE SAME IN ACCORDNACE WITH DISTRICT'S CONTINUING DISCLOSURE OF INFORMATION AGREEMENT AND AS REQUIRED BY SEC RULE 15c2-12

Ms. Shelton reviewed the District's Annual Report containing updated financial and operating data that must be filed by March 31, 2014, in accordance with the continuing disclosure provisions contained in the bond resolutions. She stated that the District is required to file certain financial and operating data with the Municipal Securities Rulemaking Board through the Electronic Municipal Market Access System in compliance with SEC Rule 15c12-12 and with the Municipal Advisory Council of Texas, the State Information Depository. She presented filing letters for the Annual Report for the Board's consideration. After review and discussion, Director Jameson moved to file the Annual Report and direct that it be filed appropriately and retained in the District's official records. Director Ring seconded the motion, which passed unanimously.

ADOPT RESOLUTION CONCERNING EXEMPTIONS FROM TAXATION

Ms. Cales discussed the Resolution Concerning Exemptions from Taxation ("Resolution") with the Board. After review and discussion, Director Jameson moved to adopt the Resolution, granting a $40,000 exemption for residents aged 65 years and older and/or disabled for 2015 and direct that the Resolution be filed appropriately and retained in the District's official records. Director Ring seconded the motion, which carried unanimously.

RENEWAL OF DISTRICT'S INSURANCE POLICIES

The Board reviewed a proposal from SIG/McDonald & Wessendorff Insurance for the renewal of the District's insurance policies. After review and discussion, Director Jameson moved to approve the proposal from SIG/McDonald & Wessendorff Insurance for the renewal of the District's insurance policies and direct that it be filed appropriately and retained in the District's official records. Director Ring seconded the motion, which passed unanimously.

ENGAGE COMPANY TO PERFORM ARBITRAGE REBATE AND YIELD RESTRICTION CALCULATION FOR THE SERIES 2010 BONDS

Ms. Cales presented a proposal from OmniCap to perform the Arbitrage Rebate Study for the District's Series 2010 Bonds ("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 Ring seconded the motion, which passed unanimously.

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

(SEAL)

Secretary, Board of Directors

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