MINUTES
FORT BEND COUNTY LEVEE IMPROVEMENT DISTRICT NO. 11

June 1, 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 1st day of June, 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 Jimmy Thompson and Jeff Perry of Levee Management Services, LLC ("LMS"); Christina Garcia of Myrtle Cruz, Inc.; Robby McGinnis of Tax Tech, Inc.; Michael Rusk of LJA Engineering, Inc.; Pat Naff of CDC Unlimited, LLC; Bob Grant, resident of the District; Pat Hughes with the City of Sugar Land; Lynda Pehoski, member of the public; and Lynne B. Humphries and Nikole Cales of Allen Boone Humphries Robinson LLP ("ABHR").

MINUTES

The Board considered approving the minutes of the May 4, 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 June tax assessor/collector's report, a copy of which is attached. She reported the District's 2014 taxes are 98.32% 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.

Ms. Humphries stated the District's delinquent tax attorney can begin collection of real property taxes that are delinquent as of July 1, 2015. After discussion, Director Ring moved to authorize the delinquent tax attorney to proceed with the collection of delinquent 2014 taxes. Director Jameson seconded the motion, which passed unanimously.

The Board discussed nominating a candidate for the Board of Director election for the Fort Bend Central Appraisal District, but concurred no action was necessary at this time.

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. Perry stated there has been no mowing in the District due to weather conditions. He stated the CDC will mow once the ground is less saturated.

OPERATION OF DISTRICT FACILITIES

Mr. Perry 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. Perry discussed the high water event and noted all of the District's facilities functioned properly and water from the Brazos River remained below the levee. He stated there was an additional six (6) to ten (10) of freeboard on the levee and water barely reached the toe of the levee.

Mr. Thompson stated LMS will perform an overall review of the response to the event and prepare a report regarding the response and additional steps that may be considered during the next event.

Mr. Hughes discussed the City of Sugar Land's "action stages" during a high water event.

The Board discussed preparing a pamphlet with general information about the levee and how it protects residents. The Board concurred to discuss the matter with the Fort Bend Flood Management Association ("FBFMA") regarding possibly collaborating with other levee districts in Fort Bend County. Director Jameson reported he will

contact the FBFMA regarding the matter. Following review and discussion, Director Jameson moved to approve the operator's report as submitted. Director Rimes 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 and recommended payment of Pay Application No. 5 in the amount of $29,221.20 and Change Order No. 1 in the amount of $11,498.00 to Bass Construction Company. He reported the City of Sugar Land has issued a Certificate of Occupancy for the building.

Ms. Humphries requested authorization to amend and file the District's Critical Load Spreadsheet to reflect the facilities for the emergency response building once construction is complete.

After review and discussion, Director Jameson moved to (1) approve the engineer's report; (2) approve Pay Application No. 5 in the amount of $29,221.20 and Change Order No. 1 in the amount of $11,498.00 to Bass Construction Company for the construction of the emergency response building; and (3) authorize the District's consultants to amend and file the District's Critical Load Spreadsheet to reflect the facilities for the emergency response building once construction is complete. Director Rimes seconded the motion, which passed unanimously.

EMERGENCY PREPAREDNESS COMMITTEE MATTERS

Ms. Cales updated the Board regarding the Emergency Preparedness Committee meeting.

COMMUNITY PROJECTS COMMITTEE

Director Jameson updated the Board regarding the Community Projects Committee ("CPC") meeting. He stated the CPC recommended the District approve an Interlocal Agreement between the District, the Master District, on behalf of the Greatwood municipal utility districts, and the Greatwood Homeowners' Association to hire Icenhower Consulting, Inc. to facilitate the CPC. Director Jameson reported the CPC will tentatively meet on June 16, 2015.

PHASE II MS4 STORM WATER MANAGEMENT PLAN IMPLEMENTATION

There were no updates regarding this item.

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

Director Ring updated the Board regarding the Presidents' meeting.

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

The Board discussed matters related to the Perimeter Levee.

The Board then discussed matters related to the FBFMA and Director Jameson recommended rejoining the FBFMA. After discussion, Director Jameson moved to rejoin the FBFMA. Director Ring seconded the motion, which passed unanimously.

The Board discussed the proposed guidelines for continuing education of levee improvement district directors as recommended by the Fort Bend County Commissioners' Court, a copy of which is attached. The Board concurred to request a carry-over of excess continued learning education credits for up to one year.

ATTORNEY'S REPORT

The Board reviewed the Arbitrage Rebate Report for the Series 2010 Bonds ("Report") and concurred to accept the Report and direct that it be filed appropriately and retained in the District's official records.

DISCUSS LEGAL MATTERS RELATED TO LEVEE ACCESS DAMAGE

The Board discussed enforcement of the laws governing unauthorized access and damage to the District's levee and directed ABHR contact the new constable regarding the matter.

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

(SEAL)

Secretary, Board of Directors

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