

MINUTES
FORT BEND COUNTY LEVEE IMPROVEMENT DISTRICT NO. 11

March 4, 2019

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 4th day of March, 2019, 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:

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| 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 Bob Grant, resident of the District; Kelly Jurecek of Tax Tech, Inc.; Christina Perry of Myrtle Cruz, Inc. ("MC"); Jeff Perry and Ross Autrey of Levee Management Services, LLC ("LMS"); Michael Rusk of LJA Engineering, Inc.; Pat Naff of CDC Unlimited, LLC ("CDC"); and Lynne Humphries and Nikole Cales of Allen Boone Humphries Robinson LLP.

MINUTES

The Board considered approving the minutes of the February 4, 2019, regular meeting, which were provided in advance of the meeting. Following review and discussion, Director Rozell moved to approve the February 4, 2019, minutes, as submitted. Director Terrell seconded the motion, which was approved by unanimous vote.

COMMENTS AND QUESTIONS FROM THE PUBLIC

There were no members of the public who wished to address the Board.

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 2018 taxes are currently 95.21% collected. 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

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 updated the Board regarding billing Fort Bend County Municipal Utility District No. 116 ("MUD 116") for its share of drainage facilities maintenance. She stated MUD 116 was not billed in accordance per the agreement, so she will now send a corrected invoice reflecting the full amount due.

Ms. Perry stated she continues to monitor the expiration dates for the District's Certificates of Deposit and will place funds with institutions that offer the most favorable interest rates.

The Board requested Ms. Perry remove tracking the costs associated with the Texas Department of Transportation condemnation since the matter is now closed.

Following review and discussion, Director Rozell moved to approve the bookkeeper's report and authorize payment of the bills listed therein. Director Terrell seconded the motion, which passed unanimously.

ORDER ADOPTING AMENDED AND RESTATED PROCEDURES FOR CONTINUING DISCLOSURE COMPLIANCE

Ms. Humphries stated that, when the District issues bonds, the District enters into a continuing disclosure undertaking for the benefit of the bondholders. She added that the provisions of that undertaking require that the District comply with certain continuing disclosure requirements for its bonds. She explained that the Board is ultimately responsible for continuing disclosure compliance for its bonds, with assistance by its consultants. Ms. Humphries added that, in order to ensure that the District's procedures for continuing disclosure compliance are well documented, the Board has previously adopted such procedures in writing. She stated that, because the United States Securities and Exchange Commission has amended its Rule 15c2-12, ABHR recommends that the District's written procedures be amended by the Board. Ms. Humphries reviewed an Order Adopting Amended and Restated Procedures for Continuing Disclosure Compliance with the Board. Following review and discussion, Director Rozell moved to adopt the Order Adopting Amended and Restated Procedures for Continuing Disclosure Compliance and direct that the Order be filed appropriately and retained in the District's official records. Director Terrell seconded the motion, which passed by unanimous vote.

LEVEE AND DITCH MOWING

Mr. Naff updated the Board regarding levee and ditch mowing and noted the weather has caused delays in the regular mowing schedule. The Board discussed the resident request to clear protected wetlands. Mr. Perry stated LMS can remove the

willow trees. The Board requested Mr. Rusk follow up with Berg Oliver regarding the District's wetlands permit and allowable maintenance in the area.

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 LMS will be notifying residents regarding repairing their fences that are encroaching on the District's property and impeding mowing and maintenance.

Mr. Perry stated the repairs on pump no. 3 at pump station no. 2 is complete.

Mr. Perry discussed performing cable repairs for the pumps at pump station no. 2 in an amount not to exceed \$22,000. He requested authorization to perform the same repairs at pump station no. 1 the next time a pump needs to be pulled for repair. After review and discussion, Director Rozell moved to approve the cable repairs for the pumps at pump station no. 2 in an amount not to exceed \$22,000; and authorize the District's operator to perform the cable repairs at pump station no. 1 the next time a pump needs to be pulled for repair.

Mr. Perry reported on a minor erosion at the main channel ditch bottom and stated that it will be repaired as weather allows.

Mr. Perry updated the Board regarding the installation of security cameras and lighting at the pump station and stated he will present a proposal next month.

Mr. Perry updated the Board regarding FEMA reimbursement.

Following review and discussion, Director Rozell 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 stated Fort Bend County will hold an emergency operations training exercise on April 26, 2019. He stated the County has requested the District's consultants participate from a location in the District to simulate an actual emergency where engineers and operators are staged within their respective districts.

Mr. Rusk distributed and reviewed an updated Capital Improvement Plan, a copy of which is attached.

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

Mr. Rusk updated the Board regarding the installation of backup sluice gates at pump station no. 1 and pump station no. 2 and stated no new pay estimates have been submitted by NBG Constructors, Inc. He noted some gates have arrived but are being held in quarantine and the remainder are in the process of shipping.

Mr. Rusk updated the Board regarding the design of the pump station at Forest Green and noted LJA is addressing agency comments.

Mr. Rusk reported he is coordinating with the Fort Bend County Office of Emergency Management and the City of Sugar Land on the zone map for potential evacuation during storms to ensure they have modeled information to consider in any evacuation orders.

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

ACQUISITION OF PROPERTY FOR LEVEE RAISING PROJECT AND ENGAGE HUNTON ANDREWS KURTH LLP TO PROVIDE CONDEMNATION SERVICES

The Board considered engaging Hunton Andrews Kurth LLP to proceed with the condemnation of property needed for the levee improvement project adjacent to the Booth tract. After review and discussion, Director Rozell moved to engage Hunton Andrews Kurth LLP to proceed with the condemnation of the property. Director Terrell seconded the motion, which passed unanimously.

MS4 STORM WATER MANAGEMENT PLAN

There was no discussion regarding this item.

WEBSITE MATTERS

The Board discussed responding to a District resident requesting slideshows and presentations about the District's upcoming projects. The Board directed ABHR send a response inviting her to the District's meeting.

The Board requested ABHR post Congressman Olson's update regarding the Hurricane Harvey damage reimbursement program.

ATTORNEY'S REPORT

ANNUAL REPORT AND AUTHORIZATION TO FILE SAME WITH APPROPRIATE INFORMATION DEPOSITORIES IN ACCORDANCE WITH THE DISTRICT'S CONTINUING DISCLOSURE OF INFORMATION AGREEMENT AND AS REQUIRED BY SEC RULE 15C2-12

Ms. Humphries reviewed the District's Annual Report containing updated financial and operating data that must be filed in accordance with the continuing disclosure provisions contained in the bond resolutions. She stated 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 Rozell moved to file the Annual Report and direct that it be filed appropriately and retained in the District's official records. Director Terrell seconded the motion, which passed unanimously.

RENEWAL OF DISTRICT'S INSURANCE POLICIES

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

DISCUSS NATIONAL ASSOCIATION OF FLOOD AND STORMWATER MANAGEMENT AGENCIES CONFERENCE, ASSOCIATION OF WATER BOARD DIRECTORS ("AWBD") MATTERS, FEDERAL FLOOD INSURANCE AND STATE LEGISLATION, PERIMETER LEVEE MAINTENANCE, AND FORT BEND FLOODPLAIN MANAGEMENT ASSOCIATION

Director Rozell discussed the District's AWBD membership and noted he does not believe the District receives a substantial benefit from the organization. Director Ring discussed the work AWBD does on behalf of all special districts, particularly involving legislation and stated he believes the work and dissemination of information regarding special districts is beneficial to the District. The Board concurred to maintain its AWBD membership.

Director Rozell discussed various conferences and organizations that may be of interest to the Board including the Association of Floodplain Managers and Texas Water Day. After review and discussion, Director Rozell moved to authorize any interested director to attend the upcoming conference for the Association of Floodplain Managers and Texas Water Day. Director Terrell seconded the motion, which passed unanimously.

The Board discussed the upcoming National Association of Flood and Stormwater Management Agencies Summer Conference ("NAFSMA") to be held August 19, 2019 through August 22, 2019 in Rancho Palos Verdes, California.

REPORTS FROM DIRECTORS AND CONSULTANTS

There was no discussion regarding this matter.

CONVENE IN EXECUTIVE SESSION

The Board did not convene in executive session.

RECONVENE IN OPEN SESSION

The Board did not convene in executive session.

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

(SEAL)



Mike A. Kell
Secretary, Board of Directors

LIST OF ATTACHMENTS TO MINUTES

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