

MINUTES

FORT BEND COUNTY LEVEE IMPROVEMENT DISTRICT NO. 2

February 6, 2019

The Board of Directors (the "Board") of Fort Bend County Levee Improvement District No. 2 (the "District"), met in regular session, open to the public, on the 6th day of February, 2019, at the William "Bill" Little Pump Station (aka Pump Station A), 4435 Greystone Way, Sugar Land, Texas, inside the boundaries of the District, and the roll was called of the members of the Board:

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| Andre D. McDonald | President |
| Bryan K. Chapline | Vice President/ Assistant Secretary |
| Glen R. Gill | Secretary |

and all of said persons were present, thus constituting a quorum.

Also present for all or part of the meeting were Mike Stone and Phil Martin of Mike Stone Associates, Inc. ("MSAi"); Russell Jones of The Holoway Jones Law Firm, P.L.L.C.; Anthea Moran of Masterson Advisors LLC; Mark Pauls and Hector Olmos of Freese and Nichols, Inc. ("FNI"); Eric Burrer of Burrer Engineering, Inc. ("Burrer"); Jason Klump of Storm Water Solutions, LLC; Mike Thelen of LID Solutions, LLC; Craig Kalkomey of LJA Engineering, Inc.; and David Oliver and Justine M. Cherne of Allen Boone Humphries Robinson LLP.

2019 BOND ELECTION, APPROVE CONTRACT FOR ELECTION SERVICES, ADOPT ORDER CALLING BOND ELECTION, AND AUTHORIZE NOTICE OF ELECTION

The Board discussed procedures related to the District's proposed May 4, 2019, Bond Election and reviewed a draft engineering report and cost summary. Following review and discussion, Director Gill moved to (1) authorize execution of a Joint Election Agreement and Contract for Election Services with Fort Bend County and payment of a deposit fee in the amount of \$5,873.00 to Fort Bend County; (2) approve the engineering report and cost summary and adopt the Order Calling Bond Election for the issuance of unlimited tax levee improvement bonds of the District in the maximum aggregate original principal amount of \$88,000,000; and (3) authorize posting of the Notice of Election. Director Chapline seconded the motion, which was approved by unanimous vote. Copies of the draft engineering report, agreement, order, and notice are included in the attached Board Book.

PUBLIC COMMUNICATIONS

The Board discussed public communication matters. Mr. Martin reviewed a

draft newsletter providing an annual report of the District's activities, a copy of which is included in the attached Board Book. Discussion ensued regarding printing options for the newsletter.

CONVENE EXECUTIVE SESSION

The Board convened in executive session at 8:40 a.m. to: (i) discuss the purchase, exchange, lease, or value of real property pursuant to Section 551.072, Texas Government Code, and (ii) conduct consultation with attorneys pursuant to Section 551.071, Texas Government Code. The Board determined that the attendance in this executive session of Mr. Stone, Mr. Martin, and Mr. Kalkomey was necessary in order for the Board to obtain the necessary legal advice from its attorneys, and the Board requested their presence in the executive session.

RECONVENE IN OPEN SESSION

At 9:11 a.m., the Board reconvened in open session. Director Gill moved to authorize execution of two checks for the purchase of two of the three tracts of land for the District's proposed third storm water pump station and ancillary facilities, as discussed. Director Chapline seconded the motion, which was approved by unanimous vote.

CAPITAL IMPROVEMENT PLAN MATTERS

Mr. Stone and Mr. Martin reported on Capital Improvement Plan matters.

Mr. Martin reported that Hatch Associates Consultants, Inc. is finalizing bid documents for the Michael "Mike" Thelen Pump Station (aka Pump Station F) pump replacement project. A copy of the draft plans and specifications for the project are included in the attached Board Book. Mr. Martin discussed FNI's modeling of the current and proposed pump configurations for the pump replacement project. He reminded the Board that the largest compatible pumps will be used for the project and options for a phase 2 project to increase the capacity of the pump station will continue to be evaluated. He stated that award of the contract is anticipated at the March regular meeting of the Board. Mr. Stone discussed the schedule for the project and stated that project completion is anticipated to require more than six months.

In response to Director McDonald's inquiry, Mr. Thelen and Mr. Martin discussed pump operations during Hurricane Harvey. Mr. Martin reported on recent testing performed for pump no. 2 after its repair.

Mr. Martin reported that a copy of FNI's memorandum regarding Steep Bank Outfall Closure Analysis is included in the attached Board Book. Mr. Pauls gave a presentation regarding FNI's analysis of alternatives and recommendations related to closing the Steep Bank Creek outfall structure and re-routing the flows to the Ditch A

watershed. Director McDonald requested that MSAi determine whether the electrical equipment for Steep Bank Outfall needs to be relocated to a higher elevation and whether a shelter for the facility needs to be constructed.

Discussion ensued regarding Fort Bend County Levee Improvement District No. 19's ("FB LID 19") pump station expansion project. Following discussion, the Board authorized MSAi to contact the engineer and attorney for FB LID 19 to determine the scope of FB LID 19's pump station expansion project and whether there is a cost-sharing opportunity in the project for the District.

Mr. Olmos reported on the status of FNI's hydrologic and hydraulics analyses of the District's drainage system. A copy of FNI's status report is included in the attached Board Book. Mr. Olmos stated that the analyses are anticipated to be completed at the end of February.

REQUEST FOR QUALIFICATIONS FOR ELECTRICAL AND MECHANICAL ENGINEERING SERVICES

Mr. Stone recommended entering into negotiations with Burrer regarding a proposed scope of services and fees for professional electrical and mechanical engineering services. A copy of Burrer's General Statement of Qualifications is included in the attached Board Book. Discussion ensued regarding performing an annual inspection and survey of the District's key electrical components. Following review and discussion, Director Chapline moved to authorize MSAi to negotiate with Burrer on the scope of services and fees for a professional electrical and mechanical engineering services agreement for Board review. Director Gill seconded the motion, which was approved by unanimous vote.

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


Asst. Secretary, Board of Directors

(SEAL)



LIST OF ATTACHMENTS TO MINUTES

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