

MINUTES

FORT BEND COUNTY LEVEE IMPROVEMENT DISTRICT NO. 2

August 14, 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 14th day of August, 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:

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

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

Also present for all or part of the meeting were Daryl Flatt and Charlie Green, residents of the District; Joe R. Zimmerman, Mayor of the City of Sugar Land (the "COSL") and resident of the District; Monique N. Johnson of the COSL; Mike Stone, Phil Martin, and Jim Kidda of Mike Stone Associates, Inc. ("MSAi"); Jorge Diaz of McLennan & Associates, LP; Michelle Guerrero of Bob Leared Interests, Inc.; David Beyer of Storm Water Solutions, LLC; Bob Hodge of Tech3 Business Systems, LLC ("Tech3"); Mike Thelen, Jason Klump, and Tyler Werlein of LID Solutions, LLC ("LID Solutions"); Craig Kalkomey of LJA Engineering, Inc. ("LJA"); and David Oliver and Justine M. Cherne of Allen Boone Humphries Robinson LLP.

PUBLIC COMMENTS

Director Chapline opened the meeting to receive public comments.

Mr. Green addressed the Board to: (1) express his concerns regarding the schedule for the construction of the new pump station; and (2) request that the District stop paying for the cost of landscaping for the three recently acquired residential tracts.

Mr. Flatt addressed the Board and stated that it was a disadvantage for him to only be allowed an opportunity to provide comments prior to the Board's consideration of agenda items. He stated he was interested in the Board's discussion and actions regarding: (1) Agenda Item No. 9.B.vii., Hydrologic and hydraulic analyses of drainage system; and (2) Agenda Item No. 9.B.viii., Drainage analysis and Steep Bank Creek outfall closure.

There being no additional public comments, Director Chapline closed the meeting to public comments. A copy of the completed Public Comments Sign-in Sheet

is attached.

CONSENT AGENDA:

Minutes of Prior Board Meetings;
Financial and Bookkeeping matters, including Payment of District's Bills; and
Tax Assessment and Collections Matters, including Payment of Tax Bills.

Following review and discussion, Director Gill moved to approve the items included on the Consent Agenda, including the minutes of the Board meeting held July 17, 2019. Director Chapline seconded the motion, which passed by unanimous vote. Copies of the minutes and the bookkeeper's and tax assessor/collector's reports are included in the attached Board Book.

ADDITIONAL TAX ASSESSMENT AND COLLECTION MATTERS

Ms. Guerrero discussed the District's certified 2019 assessed value.

ADDITIONAL FINANCIAL AND BOOKKEEPING MATTERS

Mr. Diaz presented two additional checks from the General Fund for payment of Director conference expenses and membership in the Association of State Dam Safety Officials in the total amount of \$556.91; and (2) two additional checks from the Capital Improvement Fund for payment of Final Pay Estimate No. 13, submitted by Texas Wall & Landscape, and an invoice for materials testing for the District's project to rehabilitate Ditches B, B-1, C, C-1, and E in the total amount of \$339,188.11. A list of the additional checks is attached. Following review and discussion, Director Gill moved to authorize execution of the additional checks as presented. Director Chapline seconded the motion, which was approved by unanimous vote.

Mr. Martin reported that a check in the amount of \$707.16 was received from the Fort Bend County District Clerk's Registry Fund for a two-year distribution of excess tax sale proceeds.

RENEWAL OF DISTRICT'S INSURANCE POLICIES

The Board concurred to table this item.

COSL DITCH H TRAIL AND FIRST COLONY TRAIL PROJECTS

Mr. Martin reviewed revised letters of support and willingness to convey easements for the COSL's Ditch H Trail and First Colony Trail Projects. Copies of the revised letters are included in the attached Board Book. Mr. Martin reminded the Board that the letters of general support are needed for the COSL's submission of a grant application to the Texas Department of Transportation for the trail projects by August

15, 2019. Following review and discussion, Director Gill moved to authorize execution of the letters of support as presented. Director Chapline seconded the motion, which was approved by unanimous vote.

STATEMENTS OF QUALIFICATIONS FOR LEGAL AND LOBBYING SERVICES

Mr. Stone distributed to the Board a revised draft Request for Statements of Qualifications (“RFQ”) for legal services and a draft RFQ for lobbying services for review and comment. The Board discussed a proposed public process for reviewing responses to the RFQs.

RECEIVE STORM WATER MANAGEMENT PROGRAM REPORT

Mr. Beyer reported that the District’s Notice of Intent and the Storm Water Management Program was submitted to the Texas Commission on Environmental Quality on July 19, 2019, in accordance with the requirements set forth in the TPDES General Permit No. TXR040000.

GENERAL MANAGER MATTERS

Mr. Stone and Mr. Martin reported on General Manager matters, including public communication activities and the status of current and future District capital improvement projects. A copy of the General Manager’s report is included in the attached Board Book. Mr. Martin reviewed the District’s website analytics and discussed preparation of the District’s fall newsletter. Mr. Stone discussed scheduling a community meeting at the St. Laurence Catholic Church on November 4, 5, or 6, 2019.

Mr. Martin reported that First Colony Community Services Association, Inc. (“FCCA”) plans to execute the Public Art Easement previously executed by the Board on August 22, 2019, and hold an unveiling event for the statue on September 19, 2019.

Mr. Martin reported that the District’s project to rehabilitate Ditches C and C-1, is complete. He recommended approval of Pay Estimate No. 13 and Final submitted by Texas Wall & Landscape in the amount of \$336,954.11 and acceptance of the project. A copy of the pay estimate is included in the attached Board Book. After review and discussion, Director Gill moved to approve Pay Estimate No. 13 and Final submitted by Texas Wall & Landscape in the amount of \$336,954.11; and (2) acceptance of the project, as recommended. Director Chapline seconded the motion, which passed by unanimous vote.

Mr. Kalkomey reported on the status of LJA’s preparation of a Preliminary Engineering Report for expanding the storage capacity of Ditch A. Discussion ensued regarding the District’s budget, cash flow schedule, and capital project cost estimates.

Mr. Martin reported on the status of AECOM’s design of the District’s proposed

third storm water pump station and ancillary facilities project ("Third Pump Station"). Mr. Martin reviewed the schedule for advertisement for bids for Third Pump Station Contract No. 3, for construction of the pump station. He stated that award of the contract is anticipated for October 2 or 16, 2019.

Mr. Martin reported that the plans and specifications are final for Third Pump Station Contract No. 4, for construction of the administration and operations building. He stated that advertisement for bids for the contract is scheduled for fall 2020.

Mr. Martin reported on the schedules for construction and distribution of public notices for Third Pump Station Contract No. 6, with Jerdon Enterprise, LP for demolition of the houses located on the three residential tracts of land recently acquired for the project and installation of an electrical duct bank. He stated that construction is anticipated to begin before the end of August, 2019.

Mr. Martin discussed utility relocations needed for the Third Pump Station. Mr. Martin recommended approval of a replat of the Third Pump Station site that has been approved by the COSL. He recommended approval of payments in the amount of (1) \$9,173.28 to CenterPoint Energy Houston for relocation of a gas line; and (2) \$17,126.43 to Comcast for relocation of cabling from behind the three residential tracts of land recently acquired for the project to a 16-foot Utility Easement dedicated in the replat. Following review and discussion, Director Gill moved to approve and authorize execution of the replat of the Third Pump Station site and payments to CenterPoint Energy Houston and Comcast in the amounts of \$9,173.28 and \$17,126.43, respectively. Director Chapline seconded the motion, which was approved by unanimous vote. Copies of the COSL's replat approval letter, CenterPoint Energy Houston's gas line relocation cost estimate, and Comcast's Forced Relocation/Relocation Project Interim Estimated Invoice Agreement are included in the attached Board Book.

Mr. Martin discussed anticipated costs for easements needed for additional utility relocations and installations for the Third Pump Station, including easements from FCCA and the Fort Bend Independent School District. Director Gill reported that FCCA has requested that the District give a presentation regarding the District's projects to the Board of Directors of FCCA.

Mr. Martin and Mr. Kalkomey reported on the status of the District's contract with LEM Construction Co., Inc. for the construction of the Michael "Mike" Thelen Pump Station (aka Pump Station F) Pump Replacement Project. He stated that installation will begin after the pumps are manufactured and delivered in December, 2019.

Mr. Kalkomey reported on the status of LJA's preparation of a Preliminary Engineering Report for the design of the District's increased capacity project for the Michael "Mike" Thelen Pump Station.

Mr. Kalkomey reported on the status of the District's flood monitoring system project. He stated that the manufacturer's design plans for the camera pole have been approved and the pole bases will be installed soon by McDonald Municipal and Industrial - A Division of C.F. McDonald Electric.

Mr. Martin stated that Freese and Nichols, Inc.'s ("FNI") progress report related to on-call drainage analysis support services is included in the attached Board Book. He stated that a meeting between FNI, MSAi, and LJA will be scheduled to discuss and review proposed internal drainage and storage improvement projects to develop recommendations for additional analyses.

Mr. Martin reported that there are no updates regarding the Steep Bank Creek outfall. He stated Fort Bend County Levee Improvement District Nos. 15 and 19 have not completed their drainage modeling.

Mr. Martin reported on District operation and maintenance activities. A copy of the work order report is included in the attached Board Book.

Mr. Martin reported that the final updated District Operations and Maintenance Manual is included on the District's internet file sharing website.

Mr. Martin stated that Fort Bend County Commissioner Ken DeMerchant has confirmed that he will host a presentation by Dr. Jonathan Simm of HR Wallingford on Phase 2 of the System Flood Risk Analysis for all of the perimeter levee participants at 10:00 a.m. on August 23, 2019. A copy of the invitation is included in the attached Board Book.

Mr. Martin reported that the final District Emergency Preparedness Plan is included on the District's internet file sharing website. Following discussion, Director Gill moved to approve the Emergency Preparedness Plan. Director Chapline seconded the motion, which was approved by unanimous vote.

Mr. Kalkomey reported that the COSL authorized its consultant, Tetra Tech, to prepare the COSL's Hazard Mitigation Plan. He discussed the proposed inclusion of levee improvement districts in the COSL's Hazard Mitigation Plan. He stated the plan is anticipated to require 18 months to prepare and he requested to be included on the Steering Committee created to coordinate on the preparation process.

Mr. Kalkomey reported on his coordination with LID Solutions on determining the cost for repair of the erosion occurring along Ditch H near I-69. Mr. Martin reviewed photographs of the area with the Board and stated the erosion was caused by high water events that occurred during the previous year. Mr. Kalkomey reported on his coordination with the United States Army Corps of Engineers ("USACE") to determine the District's eligibility for financial assistance for the repair due to the District's inclusion in the Rehabilitation Inspection Program. Discussion ensued

regarding ensuring the appropriate procedures are followed to prevent disqualification for financial assistance from USACE for the proposed repair.

OPERATION OF DISTRICT FACILITIES

Mr. Klump reported on maintenance and operation matters, including repair of a generator breaker and weed treatment for the District's ditches. A copy of the Operations Report is included in the attached Board Book.

AMENDMENT TO OPERATION AND MAINTENANCE SERVICE CONTRACT

Mr. Oliver reviewed with the Board a Second Amendment to Amended and Restated Operation and Maintenance Service Contract with LID Solutions. A copy of the amended agreement is included in the attached Board Book. Mr. Oliver stated the amendment includes a pass-through of LID Solutions' insurance cost to the District with no markup, after Board approval of a timely solicited insurance proposal, as previously discussed. Following review and discussion, Director Gill moved to authorize execution of the Second Amendment to Amended and Restated Operation and Maintenance Service Contract with LID Solutions. Director Chapline seconded the motion, which was approved by unanimous vote.

ENGINEERING MATTERS

There was no additional report on engineering matters. A copy of the engineer's report is included in the attached Board Book.

DEEDS, EASEMENTS, RIGHT OF ENTRY, AND ENCROACHMENTS

Mr. Martin discussed MSAi's evaluation of proposed easements needed by Phonoscope for installation of fiber optic cable across the COSL's pedestrian bridge.

CONFERENCES AND LEGISLATIVE MATTERS

The Board reviewed a calendar of upcoming conferences and discussed legislative and regulatory development matters related to federal levee, floodplain management, and flood insurance matters with potential significant impacts on Fort Bend County levees. Mr. Stone, Mr. Martin, and Mr. Oliver reported on the Texas Water Development Board's new state and regional flood planning process and the new flood financing program established during the 2019 legislative session. Mr. Martin reported on preparation for MSAi's presentation at the Texas Floodplain Management Association's Fall Technical Summit on August 30, 2019.

MEETING SCHEDULE

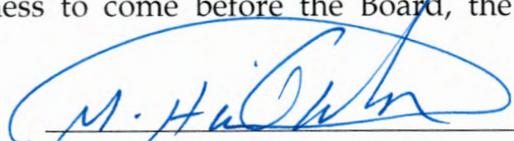
The Board concurred to schedule a workshop meeting at 8:30 a.m. on September

4, 2019, and to tentatively reschedule its September 18, 2019, regular meeting to 8:30 a.m. on September 25, 2019, or alternately, September 11, 2019, at the William "Bill" Little Pump Station.

CONVENE EXECUTIVE SESSION

The Board did not convene in executive session.

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



Secretary, Board of Directors
Vice President,

(SEAL)



LIST OF ATTACHMENTS TO MINUTES

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