

MINUTES
FORT BEND COUNTY LEVEE IMPROVEMENT DISTRICT NO. 2
October 16, 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 16th day of October, 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:

Bryan K. Chapline	President
Sam Galyon	Vice President
Rashid Khokhar	Secretary
Glen R. Gill	Director
Andre D. McDonald	Director

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

Also present for all or part of the meeting were Charlie Green and Allen Mu, residents of the District; 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.; Ron Cass of AECOM; Russell Jones of The Holoway Jones Law Firm, PLLC; Bob Hodge and Philip Nickels of Tech3 Business Systems, LLC ("Tech3"); Mike Thelen, Jason Klump, and Tyler Werlein of LID Solutions, LLC; Craig Kalkomey of LJA Engineering, Inc. ("LJA"); and David Oliver and Justine M. Cherne of Allen Boone Humphries Robinson LLP.

PUBLIC COMMENTS

Mr. Green addressed the Board to welcome the two new Board members. He stated that he was pleased to see construction starting on the District's third storm water pump station and ancillary facilities project ("Third Pump Station") and requested that the Board be certain to take care of the residents living near the construction.

Mr. Mu addressed the Board and stated he lived next door to the Third Pump Station construction site. He discussed several incidents related to the construction of the Third Pump Station that he has reported to Mr. Martin, including a fence falling in his yard, scratching of his car, a temporary fence built in his yard, grass damage, dirt and rocks in his yard, and daily noise early in the morning that wakes his child. Mr. Martin reported on his coordination with Jerdon Enterprise, LP ("Jerdon") to address the reported incidents. Mr. Martin stated that insurance contact information for Jerdon has been provided to Mr. Mu to make a claim regarding his scratched car. Mr. Martin stated that a fifteen-foot buffer between Mr. Mu's property and the construction site

should be in place in approximately one week.

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.

Director Chapline requested that the check included in the bookkeeper's report for payment of an invoice for membership in the National Association of Flood & Stormwater Management Agencies ("NAFSMA") be removed from the Consent Agenda because it is not included in the District's budget. Director Gill discussed conference attendance approval included in the September 30, 2019, meeting minutes. Following review and discussion, Director Chapline moved to approve the items included on the Consent Agenda, including the minutes of the Board meetings held September 20, September 25, September 30, and October 4, 2019, and subject to voiding the check for payment of the invoice from NAFSMA. Director Galyon seconded the motion.

Discussion ensued regarding Directors' conference attendance and whether the District's budgeted membership in the Fort Bend Flood Management Association ("FBFMA") will provide NAFSMA conference attendance opportunities for the Directors. Mr. Oliver stated that he will confirm FBFMA's NAFSMA membership benefits and report back to the Board. Following discussion, the Board concurred to confirm Directors Gill's and McDonald's attendance at the Texas Water Conservation Association's ("TWCA") 2019 Fall Meeting, Director Gill's attendance at the December meetings of the Mississippi Valley Flood Control Association ("MVFCA") and Association of Levee Boards of Louisiana ("ALBL"), and Director McDonald's attendance at the TWCA Board meeting in December.

Following review and discussion, the motion 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 delinquent tax attorney report included in the attached Board Book and explained deferred tax accounts.

ADDITIONAL FINANCIAL AND BOOKKEEPING MATTERS

There were no additional financial or bookkeeping matters.

RECEIVE STORM WATER MANAGEMENT PROGRAM REPORT

There was no update regarding the District's Notice of Intent and the Storm Water Management Program previously 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 discussed preparation for the District's community meeting to provide updates regarding capital improvement projects scheduled at the St. Laurence Catholic Church at 6:00 p.m. on November 6, 2019.

Mr. Martin reviewed the final proof of the District's fall newsletter included in the attached Board Book.

Mr. Martin reported that the First Colony Community Services Association, Inc. (the "FCCA") has satisfied all of the conditions for return of the \$7,500.00 deposit made in connection with the public art easement for the installation of a statue honoring Herb Appel and a check to return the deposit amount was included in the previously approved bookkeeper's report.

Mr. Martin reported that LJA has updated the construction plans and specifications for the District's project to rehabilitate Ditch E and the City of Sugar Land (the "COSL") is drafting an updated Development Participation Agreement related to its storm sewer outfall improvement project. He stated that advertisement for bids for the project will remain on hold until the District receives future bond proceeds.

Mr. Kalkomey reported on the status of LJA's preparation of a Preliminary Engineering Report for expanding the storage capacity of Ditch A.

Mr. Martin reported on the status of Contract Nos. 1 through 6 for the Third Pump Station. He reminded the Board that the apparent low bidder for Third Pump Station, Contract No. 3 for pump station construction, was Flintco, LLC, with a base bid amount of \$32,056,155.08. He stated that AECOM is continuing to verify the bids and qualifications and is not ready to recommend award of the contract.

Mr. Martin reported that AECOM is preparing an itemization of the cost estimate for Third Pump Station, Contract No. 4 for administration and operations building construction for Board review. He stated that the contract includes expenses other than the administration building, such as brick walls, entrance gates, and additional site

paving. He stated that AECOM will also evaluate the building design and suggest potential changes in an effort to decrease expenses. He stated a workshop will be held on these matters at a later date.

Mr. Martin reported on the status of Third Pump Station, Contract No. 6 for demolition of the houses located on the three residential tracts of land acquired for the project and installation of an electrical duct bank. He reported that Jerdon has demolished the three houses. He stated that Jerdon needs to complete several major tasks to achieve substantial completion, including installation of driveways and sidewalks, installation of an electrical duct bank, and installation of the construction fence. He stated that the contract date for substantial completion is October 18, 2019, after which Jerdon is subject to a \$500.00 per day economic disincentive. Mr. Martin reviewed construction site boundaries on an aerial photograph and discussion ensued regarding public right-of-way and platting matters.

Mr. Martin discussed utility relocations needed for the Third Pump Station. He reported that representatives of the FCCA and the Fort Bend Independent School District (the "FBISD") are reviewing easements required by CenterPoint for relocating an overhead electrical line from the project site. Mr. Martin stated that a meeting is scheduled with representatives of the FBISD to discuss proposed approval of the easement subject to working together towards a permanent solution to their concerns. He discussed the estimated costs for the option of installing a monopole at the site. Mr. Martin discussed efforts to obtain the required easements by November 18, 2019, and coordination with CenterPoint on expediting the relocation.

Mr. Jones reported on discussions with FCCA Board members and negotiations with the attorney for the FCCA regarding the easement required by CenterPoint for relocating an overhead electrical line from the project site. Mr. Jones recommended executing an Easement Management Agreement with the FCCA. Mr. Oliver discussed his review of the proposed Easement Management Agreement. Discussion ensued regarding LJA's efforts to identify all of the property the District may want to acquire in the future to improve facility operations and maintenance. Following discussion, Director Gill moved to authorize execution of the Easement Management Agreement with the FCCA as recommended. Director Khokhar seconded the motion, which was approved by unanimous vote.

Mr. Martin stated that a meeting is scheduled between Freese and Nichols, Inc. ("FNI"), MSAi, and LJA to discuss and review proposed internal drainage and storage improvement projects to develop a proposed scope of services for inclusion in a preliminary engineering report. A copy of FNI's progress report is included in the attached Board Book.

Mr. Martin reported that there are no updates regarding the Steep Bank Creek outfall. He stated that Fort Bend County Levee Improvement District Nos. 15 and 19 will be performing drainage modeling over the next few months.

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 and Mr. Stone discussed a memorandum from Burrer Engineering providing construction cost estimates for installation of a permanent load bank and local utility service disconnect switch for the generators at William "Bill" Little Pump Station in the total amount of \$303,850.00. A copy of the memorandum is included in the attached Board Book. Mr. Martin stated that Eric Burrer is preparing a design proposal for the scope of work included in the memorandum. He stated that the project is not included in the District's budget. Mr. Stone stated that an analysis will be performed to determine whether the project would provide cost savings to the District due to decreased maintenance and increased reliability for the generators. The Board discussed installing the proposed local utility service disconnect switch as a separate project to improve operational safety.

Mr. Martin reported that Microsoft Surface tablets were purchased for Directors Galyon and Khokhar for \$1,449.00 each. He stated that each device will require about two hours for Tech3 to setup for a combined total cost of \$3,400.00 and will be added to the District's AT&T mobile service plan for \$10.00 per month per tablet.

Mr. Martin reported that copies of the First Colony - Missouri City (aka SugarStone) levee system participants' inspection reports for July through September, 2019 are included in the attached Board Book for review. Discussion ensued regarding ratings provided by the operators for the various perimeter levee system participants and proposed revisions needed for the reporting form based on observed conditions during the recently conducted inspection of the perimeter levee facilities. Additional discussion ensued regarding maintenance requirements per the perimeter levee system's inclusion in the United States Army Corps of Engineers' ("USACE") Rehabilitation Inspection Program ("RIP"). Mr. Kalkomey stated he will discuss developing more clearly defined standards in USACE's RIP reporting form during his coordination with USACE regarding the District's eligibility for RIP financial assistance for repair of the erosion occurring along Ditch H near I-69.

Mr. Kalkomey reported that USACE continues to review LJA's initial comments to USACE's draft reports for an initial levee screening level risk assessment and routine Continued Eligibility Inspections performed on the District's west and Oyster Creek levees and the perimeter levee on July 18, 2019. He stated he is meeting with the other engineers for the perimeter levee participants to discuss the draft reports and comments. Discussion ensued regarding the Lower Brazos Floodplain Study performed by Halff Associates, LLC.

Mr. Kalkomey reported on the COSL's preparation of its updated 2020 Hazard Mitigation Plan. He stated LJA is attending a Steering Committee meeting scheduled for October 17, 2019, to ensure the proposed goals are compatible with the goals of the District.

OPERATION OF DISTRICT FACILITIES

Mr. Klump reported on maintenance and operation matters, including load bank testing for the natural gas generator, hydro-seeding for Ditches A and C, inspection of the District's high water vehicle, and the schedule for tree maintenance. A copy of the Operations Report is included in the attached Board Book. Following review and discussion, Board members requested revised captions for the photographs included in the operator's report.

ENGINEERING MATTERS

Mr. Kalkomey reported on engineering matters. A copy of the engineer's report is included in the attached Board Book.

Additional discussion ensued regarding LJA's comments to USACE's draft reports for routine Continued Eligibility Inspections performed on the District's west and Oyster Creek levees on July 18, 2019.

DEEDS, EASEMENTS, RIGHT OF ENTRY, AND ENCROACHMENTS

There was no additional discussion regarding right-of-way matters.

CONFERENCES AND LEGISLATIVE MATTERS

Mr. Martin reviewed the following list of upcoming conferences:

October 16, 2019: TWCA Fall Meeting in San Antonio, TX
November 8, 2019: Fort Bend County L.I.D. Seminar in Sugar Land, TX
December 3 - 5, 2019: ALBL Annual Meeting in New Orleans, LA
December 5 - 7, 2019: MVFCA Annual Meeting in New Orleans, LA

Mr. Martin reviewed the costs, types, and expiration dates for the following list of professional association memberships:

Organization Membership	Cost	Expiration
Association of State Dam Safety Officers	\$ 55.00 per Member	8/31/2019
ALBL	\$ 500.00 organization	12/31/2019
Assoc. of State Floodplain Managers	\$ 320.00 per Member	12/31/2019
MVFCA	\$ 500.00 organization	3/31/2020
NAFSMA	\$1,000.00 organization	12/31/2019
National Waterways Conference	\$1,475.00 organization	12/31/2019
Texas Floodplain Managers Association	(cost and expiration not determined)	
TWCA	\$ 350.00 organization	12/31/2019

Total Annual Cost \$4,200.00

Directors McDonald and Gill discussed the benefits of participating in national

organizations to impact legislative and regulatory development matters related to federal levee, floodplain management, and flood insurance matters with potential significant impacts on Fort Bend County levees. No action was taken by the Board.

MEETING SCHEDULE

Following discussion, the Board concurred to schedule (1) a workshop meeting at 8:30 a.m. on November 6, 2019, to consider awarding a contract for Third Pump Station Contract No. 3, and hold a public hearing regarding the District's 2019 tax rate; and (2) a regular meeting at 8:30 a.m. on November 20, 2019.

Mr. Martin reminded the Board that the District's community meeting is scheduled at the St. Laurence Catholic Church at 6:00 p.m. on November 6, 2019.

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

(SEAL)



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