

MINUTES
FIRST COLONY LEVEE IMPROVEMENT DISTRICT
OF FORT BEND COUNTY, TEXAS

January 23, 2017

The Board of Directors (the "Board") of First Colony Levee Improvement District of Fort Bend County, Texas (the "District"), convened in regular session, open to the public, on the 23rd day of January, 2017, outside the boundaries of the District, at the offices of Allen Boone Humphries Robinson LLP, 3200 Southwest Freeway, Suite 2600, Houston, Texas, 77027, and the roll was called of the members of the Board:

Scott Jacobson	President
Richard E. Sherrill	Vice President/ Assistant Secretary
Debra Coffman	Secretary

and all of the above were present, thus constituting a quorum.

Also present at the meeting were Bob Leared of Bob Leared Interests, Inc.; Michelle Harris of Municipal Accounts & Consulting, L.P.; Mike Thelen of Storm Water Solutions, LP ("SWS"); Greg Frank of Costello, Inc. ("Costello"); and Angela Lutz and Hope Jeffers of Allen Boone Humphries Robinson LLP ("ABHR").

MINUTES

The Board considered approving the minutes of the special Board meeting of October 21, 2016; the regular Board meeting of October 24, 2016; the special Board meeting of November 14, 2016; and the special Board meeting of November 22, 2016. Following review and discussion, Director Jacobson made a motion to approve the minutes as presented. Director Sherrill seconded the motion, which carried unanimously.

PUBLIC COMMENTS

Director Jacobson opened the meeting for public comments, and seeing no members of the public present, he closed the public comments portion of the meeting.

UPDATE DISTRICT INFORMATION KIT

Ms. Jeffers presented the updated District Information Kit, which she stated was distributed in advance of the meeting for review and comment. Director Jacobson requested the "Bond History" section of the Information Kit be revised to reflect all of the District's bonds have been retired. Following review and discussion, Director Jacobson made a motion to approve the updated District Information Kit, subject to the

revision requested, and direct that it be retained in the District's official records. Director Coffman seconded the motion, which carried unanimously.

BOOKKEEPER'S REPORT

Ms. Harris distributed and reviewed the bookkeeper's report, including the list of checks presented for approval and the summary of investments. Copies of the bookkeeper's report and the summary of investments are attached. Following review and discussion, Director Jacobson moved to approve the bookkeeper's report, the summary of investments, and payment of the bills, including the additional checks. Director Sherrill seconded the motion, which passed unanimously.

ANNUAL DISCLOSURE STATEMENTS

Ms. Lutz stated the bookkeeper, Investment Officer, and Assistant Investment Officer of the District (Michelle Harris, Mark Burton, and Ghia Lewis) submitted their annual disclosure statements to the District, which she stated must be filed annually with the Texas Ethics Commission. After discussion, Director Jacobson made a motion to accept the disclosure statements, authorize filing with the Texas Ethics Commission, and direct that a copy be retained in the District's official records. Director Coffman seconded the motion, which carried unanimously.

REVIEW LIST OF LOCAL GOVERNMENT OFFICERS

Ms. Lutz stated that pursuant to Chapter 176 of the Texas Local Government Code, the District must maintain a List of Local Government Officers, and she reviewed the current list. Following review and discussion, Director Jacobson made a motion to adopt the list and direct it be retained in the District's official records. Director Coffman seconded the motion, which carried unanimously.

TAX ASSESSOR/COLLECTOR'S REPORT

Mr. Leared distributed and reviewed the tax assessor/collector's reports for the months of October, November, and December 2016, copies of which are attached. Following review and discussion, Director Jacobson made a motion to approve the tax assessor/collector's report. Director Sherrill seconded the motion, which carried unanimously.

MS4 STORM WATER MANAGEMENT PLAN

Ms. Lutz stated there was nothing to report regarding the District's MS4 Storm Water Management Plan (the "SWMP").

OPERATOR'S REPORT

Mr. Thelen presented and reviewed the operator's report regarding general mowing, maintenance, weather watch, and turf management performed since the last meeting, a copy of which is attached.

Mr. Thelen updated the Board regarding the homeowners' drainage pipes that drain onto the east levee causing erosion. He reported that, at the cost to each individual homeowner, Manuel Zamora Construction will install a new drain structure and coordinate with SWS, for a cost of approximately \$1,200 to \$1,300 per pipe. He provided a photograph of the new drain structure recently installed at 6502 Harbor Mist, which is included in the operator's report. Ms. Jeffers reminded Mr. Thelen that two of the addresses reported as having drainage pipes are incorrect. Mr. Thelen reported he would contact all of the other homeowners who need this repair.

Mr. Thelen provided a copy of the monthly shared perimeter levee report, which is included in the operator's report. The Board requested ABHR follow up with Mike Stone Associates regarding the lack of completed perimeter reports from other participating levee districts.

Ms. Lutz reviewed a proposed letter agreement with Fort Bend Levee Improvement District No. 2 ("LID 2") for storage of the District's generator at LID 2's pump station.

After review and discussion, Director Coffman made a motion to approve the report on operations and turf management, to approve the letter agreement with LID 2 for storage of the District's generator, and to direct ABHR to coordinate with LID 2's attorney to finalize the agreement. Director Jacobson seconded the motion, which passed unanimously.

EASEMENTS AND DEEDS

There were no easements or deeds for the Board's approval.

ENGINEER'S REPORT

Mr. Frank distributed and reviewed a report regarding engineering matters, a copy of which is attached. He discussed ongoing District business as detailed in the report.

Mr. Frank had no update to report regarding First Colony Municipal Utility District No. 9's ("MUD 9") maintenance of the Ditch "B" outfall.

Mr. Frank updated the Board regarding the closure of Fort Bend County Municipal Utility District No. 46's ("MUD 46") levee facilities along State Highway 6

due to elevation concerns. He reported the final draft of the report will be presented to MUD 46 at their January 24, 2016, meeting, and the Fort Bend County Drainage District will begin scheduling meetings with other affected entities in the next few weeks to discuss participation and cost sharing options.

Mr. Frank stated he will provide ABHR with the exhibit needed for the Interlocal Agreement with the City of Missouri City (the "City") for the repair of the swale damage caused by the City's trail culvert design.

Ms. Lutz inquired about a study being conducted by Freese & Nichols, Inc. on behalf of Fort Bend County, and Mr. Frank confirmed the study does not affect the District.

Director Coffman requested Mr. Frank provide the Board of Directors with a map of all the perimeter levees in both electronic and paper format. Mr. Frank reported he would provide this to all Board members and the consultants.

Following review and discussion, Director Jacobson made a motion to approve the engineer's report with no action items. Director Sherrill seconded the motion, which carried unanimously.

FORT BEND FLOOD MANAGEMENT ASSOCIATION ("FBFMA") MEETINGS AND UPDATES AND NATIONAL FLOOD INSURANCE PROGRAM ("NFIP") LEGISLATION

Ms. Harris stated she has not received the invoice for the District's annual membership dues for FBFMA. Following discussion, Director Jacobson made a motion to approve check no. 3765 in the amount of \$8,000 for the membership dues and to authorize Ms. Harris to release the payment upon receipt of the invoice from FBFMA. Director Coffman seconded the motion, which carried unanimously.

Director Coffman discussed the upcoming Texas Water Day conference in Washington D.C. hosted by the Texas Water Conservation Association. Directors Sherrill and Coffman each stated his and her intention to attend the Association of State Floodplain Managers and the National Association of Flood & Stormwater Management Agencies conferences this year.

The Board noted the next FBFMA meeting is on April 11, 2017.

PARTICIPATION IN SYSTEMS RISK ANALYSIS STUDY

The Board discussed an invitation from the Fort Bend County Judge for one director of the District to meet at his office on January 25, 2017, at 10:00 a.m. to discuss

the systems risk analysis study proposed to be conducted by HR Wallingford at the request of LID 2. Following discussion, the Board concurred that Director Jacobson will attend the meeting. Discussion ensued regarding participation and cost sharing among the proposed participant districts. Ms. Lutz stated she will gather the values of all proposed participant districts and provide them to the Board. The Board concurred to table any decision regarding participation in the systems risk analysis study until after the January 25, 2017, meeting and noted they may schedule a special meeting to discuss and take action on the matter.

EMERGENCY ACTION PLANNING


Director Sherrill generally updated the Board on activities of the emergency action planning committee.

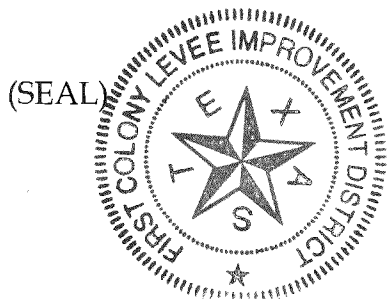
FILING OF EDUCATION/TRAINING COMPLIANCE STATUS

Ms. Lutz reported ABHR submitted the Board's education and training hours for 2016 to the Fort Bend County Drainage District ("FBCDD") and received the FBCDD's approval of the same. She then distributed a list of 2017 training opportunities and an informational handout regarding the National Incident Management System Training, both as provided by the FBCDD, copies of which are attached.

The Board concurred to meet next on March 20, 2017, and May 15, 2017, unless a special meeting is scheduled sooner to discuss the systems risk analysis study.

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


Secretary, Board of Directors



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