

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

December 19, 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 19th day of December, 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 Lynn Crawford, a resident of the District; Robin Goin of Bob Leared Interests, Inc.; Carol Rochetti of Municipal Accounts & Consulting, L.P.; Mike Thelen of LID Solutions, LLC ("LID Solutions"); 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 November 20, 2017, regular meeting. Director Coffman requested more detail be added to the discussion in the minutes about the statute regarding elected Boards for levee districts. Following discussion, the Board concurred to add the following statement to the minutes, "The Board discussed the steps and expenses the District would incur if the District received a petition to move to an elected Board." Following review and discussion, Director Coffman made a motion to approve the minutes of November 20, 2017, as revised. Director Jacobson seconded the motion, which carried unanimously.

PUBLIC COMMENTS

Director Jacobson opened the meeting for public comments. There being no members of the public wishing to address the Board, Director Jacobson closed the public comments portion of the meeting.

DISTRICT'S WEBSITE UPDATES, NOTICE, AND EMAIL ALERTS

The Board noted the District's website is active.

HURRICANE HARVEY RELATED MATTERS AND APPLICATIONS FOR FINANCIAL ASSISTANCE

Ms. Lutz reviewed an Attorney General's Opinion the District received in response to a public request for a copy of the District's Emergency Action Plan (the "EAP") pursuant to the Texas Public Information Act (the "TPIA"), which states the EAP is excluded from the TPIA. A copy of the Attorney General's Opinion is attached.

DISCUSS UPCOMING MEETING DATES AND AGENDA ITEMS

Following discussion, the Board concurred to meet next on February 12, 2018.

FINANCIAL AND BOOKKEEPING MATTERS

Ms. Rochetti distributed and reviewed the bookkeeper's report, including the list of checks presented for approval and the quarterly investment report. Copies of the bookkeeper's report and the quarterly investment report are attached. The Board discussed expenses associated with Hurricane Harvey (the "Hurricane") as detailed in the bookkeeper's report. Mr. Thelen updated the Board regarding ongoing communication with the Federal Emergency Management Agency for financial assistance for Hurricane expenses. Director Sherrill noted the Board President of Fort Bend County Levee Improvement District No. 2 ("LID 2") expressed dissatisfaction with the amount the District contributed towards LID 2's purchase of an aerial video during the Hurricane. Following discussion, the Board took no action regarding the matter. Following review and discussion, Director Jacobson made a motion to approve the bookkeeper's report and the quarterly investment report and to pay the District's bills. Director Sherrill seconded the motion, which carried unanimously.

ADOPT AMENDED BUDGET FOR FISCAL YEAR END JULY 31, 2018

Ms. Rochetti reviewed an amended budget for the fiscal year ending July 31, 2018, which she stated includes \$65,000 for Hurricane related expenses. Following review and discussion, Director Jacobson made a motion to adopt the amended budget as presented. Director Coffman seconded the motion, which carried unanimously.

TAX ASSESSOR/COLLECTOR'S REPORT

Ms. Goin distributed and reviewed the tax assessor/collector's report for the month of November, 2017, a copy of which is attached. She also distributed and reviewed a delinquent tax report from Perdue, Brandon, Fielder, Collins & Mott, LLP ("Perdue"), a copy of which is attached. Following review and discussion, Director Jacobson made a motion to approve the tax assessor/collector's report and the delinquent tax report from Perdue. Director Sherrill seconded the motion, which carried unanimously.

MS4 STORM WATER MANAGEMENT PLAN

There was no discussion regarding the District's MS4 Storm Water Management Plan.

OPERATOR'S REPORT

Mr. Thelen presented and reviewed the operator's report regarding general mowing, maintenance, weather watch, and turf management, a copy of which is attached. He reviewed photographs of an area along the east levee where trees and brush need to be removed, and the Board authorized him to proceed with the clearing in an amount not to exceed \$4,000.

Mr. Thelen reviewed the monthly shared perimeter levee report, which is included in the operator's report.

Director Coffman discussed her recent tour of the District's levee, and Mr. Frank noted he will work with the District's operator to prepare an estimate for installation of station markers to identify locations along the levee system.

After review and discussion, Director Coffman moved to approve the report on operations and turf management. Director Jacobson seconded the motion, which passed unanimously.

EASEMENTS AND DEEDS

Ms. Lutz stated CenterPoint Energy has not responded to ABHR's request for revisions to the aerial easement requested by the proposed Holiday Inn so services can be provided to their tract.

Mr. Frank stated he is attempting to communicate with Exxon regarding their access easement across a tract which could potentially be used to create additional drainage capacity in the District.

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 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 stated the Fort Bend County Drainage District ("FBCDD") will begin scheduling meetings with all affected entities to discuss participation and cost sharing options.

Mr. Frank discussed planning for outfall ditch slope paving and interior pond expansions, and explained he would like to utilize the area where Exxon has the access easement, as previously discussed in these Minutes, to add additional drainage capacity for the District. Discussion ensued regarding the potential project.

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 stated the City of Missouri City (the "City") has not responded regarding the proposed Interlocal Agreement with the City for the repair of the swale damage caused by the City's trail culvert design. The Board concurred to remove this item from the agenda.

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

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

The Board discussed Texas Water Day, which will be held in Washington D.C. on February 6-8, 2018. Director Coffman inquired about attending events arranged by Husch Blackwell LLP ("Husch"), and Ms. Lutz stated she will contact Husch regarding Directors' attendance at events and/or meetings and regarding coordinating any additional meetings the Board requests.

Director Sherrill discussed the annual meeting of the Association of Levee Boards of Louisiana that was held on December 6-7, 2017, in New Orleans, Louisiana.

EMERGENCY ACTION PLANNING

Mr. Frank stated he is updating the District's Emergency Action Plan ("EAP") to reflect changes needed based on actual performance during the Hurricane. He noted LID 2 has requested he include in the EAP a plan for closing five outfall structures that outfall into Oyster Creek during a heavy rain event. He stated he will research the request and report back to the Board on the matter.

SUBMITTAL OF REPORT ON EMINENT DOMAIN REPORT TO THE TEXAS COMPTROLLER

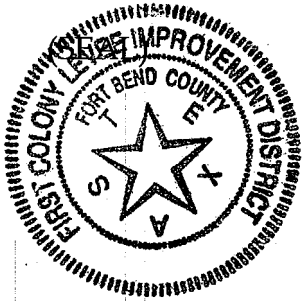
Ms. Lutz reported ABHR has filed the District's Eminent Domain Authority Annual Report with the Comptroller of the State of Texas pursuant to Senate Bill 1812.

Ms. Jeffers stated ABHR is working with LID Solutions to finalize the new operator's contract and said ABHR recommends the District include a provision in the contract that allows LID Solutions to make non-emergency repairs in an amount not to exceed \$5,000 and emergency repairs in an amount not to exceed \$10,000, without prior Board authorization. Following discussion, the Board concurred with the recommendation, and Ms. Jeffers stated ABHR will continue finalizing the contract with LID Solutions.

The Board discussed the next meeting date and concurred to meet next on February 12, 2018 at 9:00 a.m..

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

D. M. Goffman
Secretary, Board of Directors



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