

MINUTES
FORT BEND COUNTY LEVEE IMPROVEMENT DISTRICT NO. 6

April 22, 2019

The Board of Directors (the "Board") of Fort Bend County Levee Improvement District No. 6 (the "District") met in regular session, open to the public, on the 22nd day of April, 2019, at The George Foundation, 215 Morton Street, in the Main Conference Room, Richmond, Texas, a regular meeting place outside the boundaries of the District, and the roll was called of the members of the Board:

Gary Pochyla	President
Kent P. Savage	Vice President
Linda Jacks	Secretary

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

Also present at the meeting were Ron Reger, Burienne Steward, Margaret Steward, Scott Hanrahan, Mark Tantillo, Carolyn Johnston, Carolyn Skarzynski, Jim Skarzynski, Terry DeBusk, Jack Smith, Susan Gwinnell, David Vrshek, Joe Grace, and Chris Read, residents of the District; David Smith of Fort Bend County Municipal Utility District No. 140; Dawn Spencer of Del Webb Homeowners Association, Inc. (the "HOA"); Justin Klump of Stormwater Solutions, LLC; Jeff Perry and Ross Autrey of Levee Management Systems ("LMS"); Ron Dechert of Costello, Inc. ("Costello"); Christina Perry of Myrtle Cruz, Inc.; David Patterson of Assessments of the Southwest, Inc.; Brad Koehl of Yellowstone Landscape - Central, Inc. ("Yellowstone"); Greg Lentz of Masterson Advisors LLC ("Masterson"); Trey Reichert of The Johnson Development Corporation; Roger Adamson of The George Foundation ("TGF"); and Angela Lutz and Holly Huston of Allen Boone Humphries Robinson LLP ("ABHR").

TAX ASSESSMENT AND COLLECTIONS MATTERS

Mr. Patterson distributed and reviewed the February and March tax assessor/collector's reports, copies of which are attached. He stated the District's 2018 tax collection rate is 96.39% as of March 31, 2019. Mr. Patterson then reviewed a delinquent tax attorney report, a copy of which is attached to the tax assessor/collector's report. He reported the District received a request to waive penalty and interest due to non receipt of tax statement. Ms. Lutz stated the Texas Property Tax Code, Section 33.011 only allows the District to waive fees or penalties for late payment of property taxes due to a limited amount of circumstances, which do not apply in this case. After review and discussion, Director Savage moved to (1) approve the tax assessor/collector's report and payment of the tax bills; and (2) deny the request for to waive the fees and penalties associated with the late payment of property taxes in accordance with Texas Property Tax Code, Section 33.011. Director Jacks seconded the motion, which passed by unanimous vote.

Mr. Patterson stated that the District's preliminary appraised value for 2019 is \$513,481,459.

FINANCIAL AND BOOKKEEPING MATTERS

Ms. Perry presented to the Board for review and approval the bookkeeper's report and bills, a copy of which is attached. Following review and discussion, Director Savage moved to approve the bookkeeper's report and payment of bills. Director Jacks seconded the motion, which passed unanimously.

UNLIMITED TAX LEVEE IMPROVEMENT REFUNDING BONDS, SERIES 2019 ("REFUNDING BONDS")

Mr. Lentz discussed a refunding bond issue with the Board and reviewed a summary of the District's Refunding Bonds, a copy of which is attached.

Mr. Lentz then reviewed a draft of the Preliminary Official Statement for the Refunding Bonds.

Mr. Lentz recommended that the Board designate SAMCO Capital Markets ("SAMCO") as underwriter for the Refunding Bonds.

The Board considered appointing The Bank of New York Mellon Trust Company, N.A. ("BONY"), as the Paying Agent/Registrar for the Refunding Bonds.

Ms. Lutz presented and reviewed a Resolution Authorizing the Issuance of the District's Delegation Refunding Levee Improvement Bonds, Series 2019.

The Board then discussed parameters for the sale of the Refunding Bonds by delegation of authority to a director.

The Board then reviewed a Certificate Regarding Provision of Financial Advice.

The Board then considered approving a check to the Attorney General of Texas for review of the Refunding Bond transcript.

Following review and discussion, Director Pochyla moved to (1) approve the Preliminary Official Statement; (2) designate SAMCO Capital Markets as the underwriter for the Refunding Bonds; (3) appoint BONY as the Paying Agent/Registrar for the Refunding Bonds; (4) adopt the Resolution Authorizing the Issuance of the District's Unlimited Tax Refunding Bonds, Series 2019; (5) set the minimum present value savings at 7%; (6) set the maximum amount of refunding bonds to be at \$10,000,000.00; (7) authorize Director Pochyla and Director Savage to be the point of contact for final sale authorization; (8) approve the Certificate Regarding Provision of Financial Advice; (9) authorize the District's attorney and financial advisor to take all necessary action in connection with the issuance of the District's Refunding Bonds; and

(10) approve a check to the Attorney General for bond issue transcript review. Director Jacks seconded the motion, which passed unanimously.

OPERATION OF DISTRICT FACILITIES, BILLINGS, REPAIRS AND MAINTENANCE,
INCLUDING SHARED PERIMETER LEVEE REPORT

Mr. Perry reviewed the operator's report, a copy of which is attached. He updated the Board regarding operations and maintenance performed in the District during the last month.

Mr. Perry updated the Board regarding the Rabbs Bayou sloughing. He stated the sloughing is a result of the HOA overwatering the area and many planter beds that were installed by Pulte and/or homeowners of Fort Bend County Municipal Utility District No. 187 ("MUD 187"). Mr. Perry discussed repairs and stated the necessary repairs include, removing the planter beds, regrading and flattening the area and planting additional trees to prevent additional erosion. Mr. Dechert noted that the District has previously approached the HOA regarding overwatering and erosion issues on the subject property and the HOA reported that they were engaging geotechnical engineers to evaluate the damaged property to recommend repairs.

Mr. Reger introduced himself to the Board and commented on the Rabbs Bayou sloughing. He requested clarification on what the District's responsibilities are in regards to detention facilities within MUD 187. Mr. Perry reported that the District's responsibility is to maintain the integrity of the drainage and detention facilities and erosion caused by amenities are the responsibility of the HOA and MUD 187. He reported that LMS and Costello recently completed a boat tour of the District's facilities and compiled a list of repairs to present to the Board at an upcoming meeting. Mr. Reger then requested clarification on mowing within the District. Ms. Lutz stated the District has entered into a Cost Sharing Agreement for mowing with MUD 187 where the District will reimburse MUD 187 for mowing District facilities 14 times a year.

Ms. Gwinnell introduced herself to the Board and stated that it appears MUD 187's detention facilities, specifically Rabbs Bayou, see more water and fill up at a higher level more frequently. She reported that she believes this is due to the increased development within surrounding communities. Ms. Gwinnell requested clarification on the District's plans to repair erosion along the shorelines of Rabbs Bayou and Serenity Pond. Mr. Dechert reported that in addition to the list of repairs compiled by LMS and Costello, the Board recently approved a proposal from Costello to update the District's master drainage plan. Discussion ensued regarding the HOA's communication with geotechnical engineers and possible solutions to repair erosion along the shorelines of the lakes and bayous.

Mr. Hanrahan introduced himself to the Board and requested clarification on the District's plans for repairing the Rabbs Bayou sloughing. Mr. Perry stated that the repairs will include removing the planter beds, regrading and flattening the area, and planting additional trees if necessary.

Ms. Johnston introduced herself to the Board and requested clarification on if the District plans for landscaping along Rabbs Bayou. Mr. Perry noted that the current grade of the slope does not allow for grass to develop properly, however several years ago the District requested the HOA to adjust their mowing procedures to allow for natural growth along the shoreline in an effort to stem the erosion. He reported that upon completion of the repairs, LMS plans to landscape the subject property.

Discussion ensued regarding the Rabbs Bayou sloughing repairs. Mr. Perry reported he will provide the HOA a map and a schedule of the repairs to distribute to MUD 187 residents for their review.

Director Pochyla requested further clarification on the installation of aquatic plants along the shorelines to prevent erosion, specifically the costs associated with the aquatic plants. Ms. Lutz reported that once the Rabbs Bayou sloughing repair is complete the District will work with the HOA to discuss cost sharing options to install additional plants along the shorelines.

Upon a motion made by Director Savage and seconded by Director Jacks, the Board voted unanimously to approve the operator's report.

PUBLIC COMMENTS

Ms. Gwinnell inquired about the rules and regulations that limit access to the District's lakes. Ms. Lutz stated the District can implement rules about the access to the lakes, but enforcement is often difficult. She noted that enforcement must be the same for resident and non-residents.

MINUTES

The Board considered approving the minutes from the February 25, 2019, Board of Directors' meeting, which was provided in advance of the meeting. After review and discussion, Director Jacks moved to approve the February 25, 2019, minutes. Director Pochyla seconded the motion, which passed unanimously.

ADOPT RESOLUTION CONCERNING EXEMPTIONS FROM TAXATION

Director Savage left the meeting.

The Board considered tax exemptions for District residents. Mr. Lentz discussed the District's previous exemptions, current development, developer and landowner reimbursements, and the District's taxable value. He recommended the Board increase the exemption for residents 65 years and older or disabled to \$50,000 for residential homestead. Mr. Vrshek noted that he supported the increased exemption. Mr. Lentz noted the exemption will not impact any developers' ability to be reimbursed. Upon a motion made by Director Pochyla and seconded by Director Jacks, the Board voted unanimously to adopt the Resolution Concerning Exemptions from Taxation granting a

\$50,000 homestead exemption for residents 65 years and older or disabled and reject all other exemptions.

BUDGET FOR FISCAL YEAR END JULY 31, 2020

Ms. Perry presented and reviewed the proposed budget for the fiscal year ending July 31, 2020, a copy of which is attached to the Bookkeeper's report. There was no action taken on this agenda item.

MOWING OF DISTRICT FACILITIES

Mr. Koehl presented and reviewed a mowing and maintenance report. A copy of the report is attached.

UPDATE REGARDING STORM WATER PERMITTING MATTERS, INCLUDING PUBLIC COMMENTS

Mr. Klump updated the Board on the status of the District's current storm water management program ("SWMP") and the 2019 renewal of the Texas Pollutant Discharge Elimination System General Permit No. TXR040000 (the "MS4 Permit"). He indicated that pursuant to the 2019 renewed MS4 Permit requirements, the District must submit a new Notice of Intent ("NOI") and updated SWMP to the Texas Commission on Environmental Quality no later than July 23, 2019, to maintain MS4 Permit coverage. Mr. Klump presented a Master Services Agreement ("Agreement") for stormwater management services and a Proposal for Services ("Proposal") for the preparation, submittal, and implementation of the NOI and SWMP required by the MS4 Permit. Following review and discussion, Director Jacks moved to approve the Agreement and Proposal, authorize SWS to proceed with preparation of the NOI and SWMP for review by the Board, and direct that the Agreement and Proposal be filed appropriately and retained in the District's official records. Director Pochyla seconded the motion, which was approved by unanimous vote.

REPORT REGARDING DEVELOPMENT IN THE DISTRICT

Mr. Reichert updated the Board regarding development in the Veranda community. He then presented and reviewed a development report, a copy of which is attached.

Mr. Adamson updated the Board regarding development in Fort Bend County Municipal Utility District No. 207 and construction of Prairie Barn Trail between US 59 Feeder to Circle Oak Parkway.

Mr. Vrshek updated the Board regarding development in MUD 187.

ENGINEERING MATTERS

Mr. Dechert updated the Board regarding engineering matters and presented and reviewed an engineer's report, a copy of which is attached.

Mr. Dechert updated the Board regarding the status of construction projects for MUD 187 and Williams Ranch Municipal Utility District No. 1 and noted there were no projects or pay estimates for the Board's approval.

Mr. Dechert updated the Board regarding construction projects for Veranda noting the Veranda drainage ditch is complete.

Mr. Dechert reported that Costello received six bids on March 27, 2019, for construction of Veranda Detention Pond Phase II, Pond A. He recommended that the Board award the contract to Fort Bend Excavation, Inc. ("FBE"), in the amount of \$316,565.70. The Board concurred that, in its judgement, FBE was a responsible bidder who would be most advantageous to the District and would result in the best and most economical completion of the Project.

Mr. Dechert updated the Board regarding the construction of Veranda Detention Pond Phase II. He reviewed and recommended Board approval of Pay Estimate Nos. 5 and 6 in the respective amounts of \$35,494.20 and \$57,902.60, payable to Sonora Construction ("Sonora").

Mr. Dechert updated the Board regarding construction projects for The George Foundation and noted there were no projects or pay estimates for the Board's approval.

Mr. Dechert updated the Board regarding construction projects for the Rabbs Bayou sloughing repair and noted there were no projects or pay estimates for the Board's approval.

Mr. Dechert updated the Board regarding construction projects for the shoreline repair of Serenity Pond.

Mr. Dechert updated the Board regarding the surveying and engineering for the West Levee Extension pursuant to Fort Bend County's ("FBC") request. Ms. Lutz updated the Board regarding ABHR's request to meet with FBC regarding the project, stating that the meeting is pending a response from FBC.

Mr. Dechert updated the Board on the status of the Master Drainage Plan analysis.

Following review and discussion, and based upon the engineer's recommendation, Director Pochyla moved to (1) approve the engineer's report; (2) award the contract for construction of Veranda Detention Pond Phase II, Pond A to FBE in the amount of \$316,565.70, based upon the engineers recommendation and subject to approval of the payment and performance bonds and review of the certificate(s) of

insurance and endorsements, if any, provided by the contractor; and (3) approve Pay Estimate Nos. 5 and 6 in the respective amounts of \$35,494.20 and \$57,902.60 payable to Sonora for the construction of Veranda Detention Pond Phase II. Director Jacks seconded the motion, which passed unanimously.

RENEWAL OF DISTRICT'S INSURANCE POLICIES

Ms. Lutz reviewed a proposal for the renewal of the District's insurance policies from McDonald & Wessendorff Insurance. After review and discussion, Director Pochyla moved to approve the renewal insurance proposal. Director Jacks seconded the motion, which passed unanimously.

DISTRICT WEBSITE REVIEW

There was no update on the District website.

DEEDS AND EASEMENTS

Ms. Lutz presented and reviewed a 11.85-Acre Detention Pond Easement ("Easement") from HW 589 Holdings LLC to the District. She then presented and reviewed a 0.2177-Acre Levee and Drainage Easement ("Levee Easement") from Curtis and Ruby Foss to the District for the West Levee Extension project. She noted the executed Levee Easement will be held in escrow until FBC has approved the preliminary plans and cost sharing agreement for the West Levee Extension. After review and discussion, Director Jacks moved to (1) accept the Easement and direct that the Easement be filed appropriately and retained in the District's official records; and (2) accept the Levee Easement and direct that the Levee Easement be filed appropriately and retained in the District's official records. Director Pochyla seconded the motion, which passed unanimously.

PERIMETER LEVEE MATTERS AND NATIONAL ASSOCIATION OF FLOOD AND STORMWATER MANAGEMENT AGENCIES

Ms. Lutz discussed the National Association of Flood and Stormwater Management Agencies conference occurring August 19, 2019, through August 22, 2019, in Rancho Palos Verdes, CA.

Ms. Lutz reported that the Fort Bend County Office of Emergency Management and the Fort Bend County Drainage District will be conducting a Functional Table Top Exercise beginning at 8:30 a.m. on April 26, 2019.

ORDER ADOPTING AMENDED AND RESTATED PROCEDURES FOR CONTINUING DISCLOSURE COMPLIANCE

Ms. Lutz stated that, when the District issues bonds, the District enters into a continuing disclosure undertaking for the benefit of the bondholders. She added that the provisions of that undertaking require that the District comply with certain

continuing disclosure requirements for its bonds. Ms. Lutz explained that the Board is ultimately responsible for continuing disclosure compliance for its bonds, with assistance by its consultants. She added that, in order to ensure that the District's procedures for continuing disclosure compliance are well documented, the Board has previously adopted such procedures in writing. Ms. Lutz stated that, because the United States Securities and Exchange Commission has amended its Rule 15c2-12, ABHR recommends that the District's written procedures be amended by the Board. She then reviewed an Order Adopting Amended and Restated Procedures for Continuing Disclosure Compliance with the Board. Following review and discussion, Director Pochyla moved to adopt the Order Adopting Amended and Restated Procedures for Continuing Disclosure Compliance and direct that the Order be filed appropriately and retained in the District's official records. Director Jacks seconded the motion, which passed by unanimous vote.

ADOPT RESOLUTION REQUESTING APPOINTMENT OF DIRECTORS BY THE FBC COMMISSIONERS COURT

Ms. Lutz stated all directors' terms will expire on June 5, 2019. She then presented a Resolution Requesting Appointment of Directors by the FBC Commissioners Court ("Resolution") to re-appoint Directors Pochyla, Savage, and Jacks to four-year terms expiring June 5, 2023. After review and discussion, Director Jacks moved to adopt the Resolution and direct that it be filed appropriately and retained in the District's records. Director Pochyla seconded the motion, which passed unanimously.

ITEMS FOR NEXT AGENDA

There was no discussion regarding this agenda item.

NEXT MEETING DATE, INCLUDING DISCUSS SCHEDULE FOR IN-DISTRICT MEETINGS

The Board concurred to meet on June 24, 2019, at 12:00 p.m. at The George Foundation.

CONVENE IN EXECUTIVE SESSION PURSUANT TO SECTION 551.071, TEXAS GOVERNMENT CODE, TO CONDUCT A PRIVATE CONSULTATION WITH ATTORNEY TO DISCUSS PENDING OR CONTEMPLATED LITIGATION, OR A SETTLEMENT OFFER

The Board determined that it was not necessary to meet in executive session.

RECONVENE IN OPEN SESSION AND AUTHORIZE APPROPRIATE ACTION REGARDING CONTEMPLATED LITIGATION OR SETTLEMENT OFFER

The Board did not convene in executive session.

CONVENE IN EXECUTIVE SESSION PURSUANT TO SECTION 551.072, TEXAS
GOVERNMENT CODE, TO DELIBERATE THE PURCHASE, EXCHANGE, LEASE, OR
VALUE OF REAL PROPERTY

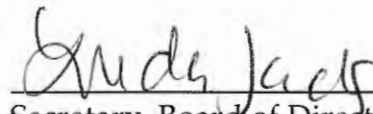
The Board determined it was not necessary to convene in executive session.

RECONVENE IN OPEN SESSION AND AUTHORIZE APPROPRIATE ACTION
REGARDING THE PURCHASE, EXCHANGE, LEASE, OR VALUE OF REAL
PROPERTY

The Board did not convene in executive session.

There being no further business to discuss, the meeting was adjourned.




Secretary, Board of Directors

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