

MINUTES
FORT BEND COUNTY LEVEE IMPROVEMENT DISTRICT NO. 6

November 27, 2017

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 27th day of November, 2017, 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 Jacks, thus constituting a quorum.

Also present at the meeting were Ron Dechert of Costello, Inc. ("Costello"); Pat McDonald of The Henderson-Wessendorff Foundation; Tracey Scott of Myrtle Cruz, Inc.; David Patterson of Assessments of the Southwest, Inc. ("ASW"); Amy Norsworthy of Del Webb Sweetgrass Homeowners Association; Julie Peak of FirstSouthwest, a Division of Hilltop Securities; Shannon Waugh of Off Cinco; Marsha Jan of McCall Gibson Swedlund Barfoot PLLC; Angela Lutz and Nikole Cales of Allen Boone Humphries Robinson LLP ("ABHR"); Tom Butcher, Joe Grace and Dave Vrshek, residents of the District.

PUBLIC COMMENTS

Mr. Vrshek stated he would like to present his comments at the appropriate time.

WEBSITE UPDATE

Ms. Waugh reviewed the District's current website, inquired if they had any changes or would like to add additional information. She then asked the Board if they would like to add previous minutes and agendas or begin with the current minutes and agenda and move forward from that point. Discussion ensued and the Board requested the District's engineer send a photo of the District during Hurricane Harvey to Ms. Waugh for use on the website and concurred to only include the current and future minutes and agendas on the website.

MINUTES

The Board concurred to defer approval of the October 23, 2017, minutes.

APPROVE AUDIT FOR FISCAL YEAR END JULY 31, 2017

Ms. Jan presented and reviewed the District's audit for the fiscal year ending July 31, 2017. After review and discussion, Director Pochyla moved to approve the audit for the fiscal year end July 31, 2017, subject to finalization. Director Savage seconded the motion, which passed unanimously.

REFUNDING BOND SALE, INCLUDING DISCLOSURES PURSUANT TO MUNICIPAL SECURITIES RULEMAKING BOARD REQUIREMENTS; ENGAGE STANDARD & POOR'S GLOBAL RATINGS TO PERFORM CREDIT RATING ANALYSIS FRO SERIES 2018 UNLIMITED TAX REFUNDING BONDS; APPROVE PRELIMINARY OFFICIAL STATEMENT FOR THE DISTRICT'S DELETION REFUNDING LEVEE IMPROVEMENT BONDS, SERIES 2018; DESIGNATE UNDERWRITER; APPOINT PAYING AGENT/REGISTRAR AND ESCROW AGENT; ADOPT RESOLUTION AUTHORIZING THE ISSUANCE OF THE DISTRICT'S DELETION REFUNDING LEVEE IMPROVEMENT BONDS, SERIES 2018 AND AUTHORIZE THE BOARD TO SIGN ALL DOCUMENTS RELATING TO THE SALE OF THE BONDS; AUTHORIZE DISTRICT'S ATTORNEY AND FINANCIAL ADVISOR TO TAKE ALL NECESSARY ACTION IN CONNECTION WITH ISSUANCE OF DISTRICT'S DELEGATION REFUNDING LEVEE IMPROVEMENT BONDS, SERIES 2018; EXECUTION OF CERTIFICATE REGARDING PROVISION OF FINANCIAL ADVICE; AND APPROVE CHECK TO ATTORNEY GENERAL RELATING TO BOND ISSUE TRANSCRIPT REVIEW

Ms. Peak discussed possible advanced refunding for the District's outstanding bonds, but noted the Federal Income Tax overall plan could have negative implications and recommended the Board defer action regarding this item until further notice.

Discussion ensued regarding the potential savings if the Board were to refund certain bonds. Ms. Peak stated she will keep the Board informed of opportunities as they become available.

APPROVE DEVELOPER REIMBURSEMENT REPORT AND AUTHORIZE DISBURSEMENT OF BOND PROCEEDS FOR 2017 BONDS

Ms. Jan presented and reviewed the Developer Reimbursement Report for the Series 2017 Bonds ("DRR"). A copy of which is filed in the District's records. After review and discussion, Director Pochyla moved to approve the DRR and authorize disbursement of bond proceeds for Series 2017 bonds. Director Savage seconded the motion, which passed unanimously.

TAX ASSESSMENT AND COLLECTIONS MATTERS, INCLUDING INSTALLMENT AGREEMENTS AND PAYMENT OF TAX BILLS

Mr. Patterson distributed and reviewed the November tax assessor/collector's report, a copy of which is attached. He stated the District's 2017 tax collection rate is 0%

as of October 31, 2017. Following review and discussion, Director Savage moved to approve the tax assessor/collector's report and payment of the bills from the tax account. Director Pochyla seconded the motion, which passed unanimously.

CONSENT TO ASSIGNMENT AND APPROVE AMENDMENT OF THE TAX ASSESSOR/COLLECTOR CONTRACT

Mr. Patterson presented an Assignment of the Tax Assessor/Collector Contract, which assigns the District's current contract with Thomas W. Lee for assessment and collection of District taxes to ASW. Mr. Patterson then reviewed an Amendment of the District's Tax Assessor/Collector Contract, which includes a fee increase. He then reviewed an Overview of Changes, which details the individual rate changes and the total annual fee increase. Following review and discussion, Director Pochyla moved to approve the Assignment of Tax Assessor/Collector Contract and the Amendment of the District's Tax Assessor/Collector Contract. Director Savage seconded the motion, which passed unanimously.

FINANCIAL AND BOOKKEEPING MATTERS, INCLUDING PAYMENT OF BILLS AND REVIEW OF INVESTMENTS

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

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

The Board reviewed the operator's report, a copy of which is attached. Mr. Perry stated a proposal to repair the Rabbs Bayou erosion and sloughing is being prepared. Ms. Lutz reported the District has addressed the alligator in the District detention facilities, noted ABHR and LMS contacted Game Warden, but the alligator left on its own will. Mr. Vrshek inquired how alligators are handled if they are caught. Ms. Lutz reported the alligator(s) are released elsewhere into a safer environment.

MOWING OF DISTRICT FACILITIES

There was no discussion regarding this agenda item.

UPDATE REGARDING STORM WATER PERMITTING MATTERS, INCLUDING PUBLIC COMMENTS

There was no discussion regarding this agenda item.

REPORT REGARDING DEVELOPMENT IN THE DISTRICT

Mr. Vrshek stated in the Del Webb development, Pulte closed on 15 homes in September and nine in October. He updated the Board regarding the immediate plans for the Fort Bend County Golf Course and stated approximately 2,000 homes are expected to be built in Veranda. Mr. Vrshek also discussed the projected HEB grocery store opening date.

ENGINEERING MATTERS

Mr. Dechert presented and reviewed the engineer's report and updated the Board regarding engineering in the District. A copy of the report is attached.

Mr. Dechert updated the Board regarding the design and construction of a temporary 12-inch siphon under US Highway 69. He then presented and reviewed three proposals and recommended the Board award the construction contract of the temporary 12-inch siphon under US Highway 69 to Crostex Construction, Inc., in the amount of \$56,300. He stated Johnson Development would be paying for the construction contract and pursuant to the Developer Financing Agreement with HW 589 LLC entered into with the District. Upon a motion made by Director Pochyla and seconded by Director Savage, the Board voted unanimously to award the contract for the construction of a temporary 12-inch siphon under US Highway 59 to Crostex Construction, Inc., in the amount of \$56,300. The Board concurred that, in its judgment, Crostex Construction, Inc. 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 reported Fort Bend County Judge Hebert requested the District identify potential freeboard deficiencies of the District's earthen levee if the Brazos River reaches a Richmond gauge elevation of 59'. Additionally, Mr. Dechert requested authorization to prepare a cost estimate to extend the levee west to tie into higher elevation. After review and discussion, Director Pochyla moved to authorize the District's engineer to identify any freeboard deficiencies, and prepare a cost estimate to extend the District's levee. Director Savage seconded the motion, which passed unanimously.

Mr. Butcher stated in Del Webb, the lake east of Sweetgrass lake spills into a detention pond that eventually outfalls into Rabbs Bayou. Mr. Butcher stated he is concerned about the possible backflow from Rabbs Bayou into the District. Mr. Dechert stated if the proposed levee raising is completed as discussed, the improvement will keep the Brazos River and Rabbs Bayou backflow out of the District. He noted the District does have a detention pond to retain some backflow water from Rabbs Bayou.

Ms. Peak discussed preparation of a bond application for 2018. Upon a motion made by Director Pochyla and seconded by Director Savage, the Board voted unanimously to authorize preparation of the bond application.

DISCUSS POSSIBLE PURCHASE OR CONSTRUCTION OF ADDITIONAL FLOOD FIGHTING EQUIPMENT, INCLUDING TIGER DAMS

The Board discussed possible flood-fighting materials, including cost-sharing with the other Perimeter Levee districts for use of a Tiger Dam. Discussion ensued. Following review and discussion, Director Pochyla moved to approve the cost-sharing purchase of a Tiger Dam in an amount not to exceed with Fort Bend County Municipal Utility District No. 121("MUD 121"), Fort Bend County Levee Improvement District No. 10 ("LID 10") and Fort Bend County Levee Improvement District No. 11 ("LID 11"). Director Savage seconded the motion, which passed by unanimous vote.

DEEDS AND EASEMENTS

There was no discussion regarding this item.

REVIEW AND UPDATE EMINENT DOMAIN REPORT TO THE TEXAS COMPTROLLER

Ms. Lutz stated ABHR filed the District's Eminent Domain Report as required.

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

The Board discussed Brazos River erosion in various areas. Director Pochyla reported Fort Bend County is addressing a section along the District's bank of the Brazos River.

WEBSITE UPDATE

There was no discussion regarding this item.

ADOPT RESOLUTION ADOPTING OUT-OF-DISTRICT MEETING PLACES

Ms. Lutz presented and reviewed with the Board a Resolution Establishing Additional Out-of-District Meeting Places to establish the RiverPark Subdivision Recreation Center, 5875 Summit Creek Drive, Sugar Land, Texas 77479; Fort Bend Country Club, 2627 FM 762 Rd, Richmond, Texas 77469; and Fort Bend County Levee Improvement District No. 11 Emergency Operations Building, 8935 1/2 Park River Rd. Sugar Land, Texas 77479, as additional out-of-District meeting places for District meetings. Ms. Lutz noted that, upon adoption, a notice will be required to be published in a local newspaper. Following review and discussion, Director Pochyla moved to adopt the Resolution Establishing Additional Out-of-District Meeting Places and direct that the Resolution be filed appropriately and retained in the District's official records. Director Savage seconded the motion, which carried unanimously.

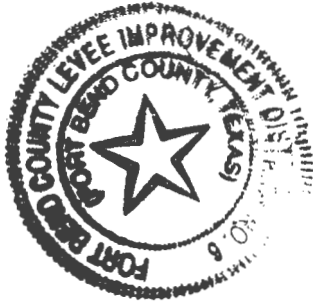
ITEMS FOR NEXT AGENDA

There was no discussion regarding this item.

The Board concurred to meet on January 22, 2018 at 12:00 p.m. at The George Foundation.

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

(SEAL)




Secretary, Board of Directors

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