

MINUTES  
FORT BEND COUNTY LEVEE IMPROVEMENT DISTRICT NO. 6

December 17, 2018

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 17th day of December, 2018, 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 David Vrshek and Chris Read, residents of the District; Amada Rodriguez of Williams Ranch Municipal Utility District No. 1 ("WRMUD 1"); Jeff Perry of Levee Management Systems; Ron Dechert of Costello, Inc. ("Costello"); Tracey Scott of Myrtle Cruz, Inc.; David Patterson of Assessments of the Southwest, Inc.; Julie Peak of Masterson Advisors LLC; Howard Cohen of Schwartz, Page & Harding, LLP; Justin Jenkins of McCall Gibson Swedlund Barfoot PLLC; Trey Reichert of The Johnson Development Corporation; Roger Adamson of The George Foundation ("TGF"); F. Ben Jones of The Henderson-Wessendorff Foundation ("HWF"); and Angela Lutz and Holly Huston of Allen Boone Humphries Robinson LLP ("ABHR").

PUBLIC COMMENTS

There was no discussion on this agenda item.

MINUTES

The Board considered approving the minutes from the November 26, 2018, Board of Directors' meeting, which were provided in advance of the meeting. After review and discussion, Director Jacks moved to approve the November 26, 2018, minutes. Director Pochyla seconded the motion, which passed unanimously.

APPROVE DEVELOPER REIMBURSEMENT REPORT

Mr. Jenkins presented and reviewed the Developer Reimbursement Report ("DRR") for the Unlimited Tax Bonds Series 2018 ("Series 2018 Bonds"). After review and discussion, Director Jacks moved to approve the DRR, subject to finalization, and

direct that the DRR be filed appropriately and retained in the District's official records. Director Pochyla seconded the motion, which passed unanimously.

#### TAX ASSESSMENT AND COLLECTIONS MATTERS

Mr. Patterson distributed and reviewed the November tax assessor/collector's report, a copy of which is attached. He stated the District's 2018 tax collection rate is 10.99% as of November 30, 2018. Mr. Patterson then reviewed a delinquent tax attorney report, a copy of which is attached to the tax assessor/collector's report. After review and discussion, Director Jacks moved to approve the tax assessor/collector's report and payment of the tax bills. Director Pochyla seconded the motion, which passed by unanimous vote.

#### FINANCIAL AND BOOKKEEPING MATTERS

Ms. Scott 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 Jacks moved to approve the bookkeeper's report and payment of bills, and authorize disbursement of bond proceeds for the Series 2018 Bonds. Director Pochyla seconded the motion, which passed unanimously.

#### ACCEPT ANNUAL DISCLOSURE STATEMENTS FOR INVESTMENT OFFICER AND BOOKKEEPER

Ms. Lutz stated that in accordance with the District's Investment Policy the District's bookkeeper and the District's Investment Officer are required to execute disclosure statements that disclose certain relationships with banks and brokers who seek to sell investments to the District. She added that the Disclosure Statements will be filed with the Texas Ethics Commission. After review and discussion, Director Pochyla moved to accept the Disclosure Statements pursuant to the District's Investment Policy and the Public Funds Investment Act and direct that the statements be filed appropriately and retained in the District's official records. Director Jacks seconded the motion, which carried unanimously.

#### REVIEW LIST OF LOCAL GOVERNMENT OFFICERS PURSUANT TO CHAPTER 176 OF THE TEXAS LOCAL GOVERNMENT CODE

The Board reviewed a list of the District's Local Government Officers ("List"). After review and discussion, Director Jacks moved to approve the List and direct that it be filed appropriately and retained in the District's official records. Director Pochyla seconded the motion, which passed by unanimous vote.

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 District's 2017 FEMA reimbursement request.

MOWING OF DISTRICT FACILITIES

There was no update regarding mowing of District facilities.

UPDATE REGARDING STORM WATER PERMITTING MATTERS, INCLUDING  
PUBLIC COMMENTS

There was no discussion regarding this agenda item.

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 Fort Bend County Municipal Utility District No. 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 Del Webb and WRMUD1 and noted there were no projects or pay estimates for the Board's approval.

Mr. Dechert updated the Board regarding construction projects for Veranda Phase II and Veranda drainage ditch and noted that the drainage report for the Veranda Phase IIB has been submitted to Fort Bend County Drainage District.

Mr. Dechert updated the Board regarding the construction of Veranda Detention Pond Phase II. He review and recommended Board approval of Pay Estimate No. 3 in the amount of \$121,688.48, 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. He stated Costello will continue to follow up with Del Webb Homeowner's Association regarding the meeting with geotechnical engineers.

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 stated that ABHR sent a letter to FBC requesting to meet early next year.

Following review and discussion, Director Jacks moved to (1) approve the engineers report; and (2) approve Pay Estimate No. 3 in the amount of \$121,668.48 payable to Sonora for the construction of Veranda Detention Pond Phase II. Director Pochyla seconded the motion which passed unanimously.

#### DISTRICT WEBSITE REVIEW

There was no update on the District website.

#### DEEDS AND EASEMENTS

There was no discussion regarding this agenda item.

#### APPROVE FIRST AMENDMENTS TO DEVELOPER FINANCING AGREEMENTS

Ms. Lutz and Mr. Cohen reviewed the Developer Financing Agreements with TGF, HW 589 Holdings, LLC. ("HW589"), HWF, and KB Home Lone Star, Inc. ("KB"). Mr. Cohen stated the agreements were structured to allow CW Richmond, L.P. ("CW"), to be reimbursed upon a priority basis to prevent non-developing landowners from using, and thus diminishing, the taxable value needed to support reimbursement to the developing landowners for additional facilities. He reported that upon the disbursement of bond proceeds from the Series 2018 Bonds, CW will be completely reimbursed. Therefore TGF, HW589, HWF, and KB are requesting to amend their Developer Financing Agreements to clarify the use of taxable value of the entire District once a developer has been fully reimbursed. Mr. Cohen presented and reviewed First Amendment to the Developer Financing Agreements (collectively, the "Agreements")

with TGF, HW 589, HWF and KB. Following discussion, Director Pochyla to approve the Agreements, and direct that they be filed appropriately and retained in the District's official records. Director Jacks seconded the motion, which passed unanimously.

APPROVE AND AUTHORIZE FILING OF EDUCATION/TRAINING COMPLIANCE STATUS FOR BOARD OF DIRECTORS WITH THE FORT BEND COUNTY DRAINAGE DISTRICT

The Board reviewed the directors' continuing education hours. Upon a motion made by Director Jacks and seconded by Director Pochyla, the Board voted unanimously to authorize submittal of the directors' continuing education hours to Fort Bend County as required.

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

There was no discussion on this matter.

ANNUAL REPORT REGARDING POST-ISSUANCE COMPLIANCE

Ms. Lutz reported on the District's compliance activities pursuant to the District's policy during the prior calendar year related to bond financings. She stated that no corrective action is required at this time.

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 February 25, 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.

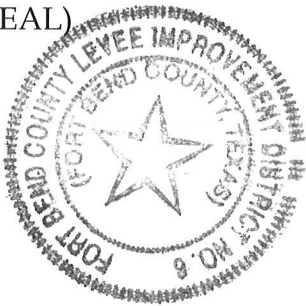
RECONVENE IN OPEN SESSION AND AUTHORIZE APPROPRIATE ACTION REGARDING THE PURCHASE, EXCHANGE, LEASE, OR VALUE OF REAL PROPERTY

The Board did not convene in executive session.

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

  
Secretary, Board of Directors

(SEAL)



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