

MINUTES
WILLOW FORK DRAINAGE DISTRICT

November 8, 2012

The Board of Directors (the "Board") of Willow Fork Drainage District (the "District") met in regular session, open to the public, on November 8, 2012, at the Willow Fork Country Club, 21055 Westheimer Parkway, Katy, Texas, inside the boundaries of the District, and the roll was called of the members of the Board:

Richard Ward	President
Scott Lyons	Vice President
Joe Robinson	Secretary
Darrell Kainer	Assistant Vice President
April Renberg	Assistant Secretary

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

Also present at the meeting were Zan Pritchard and Michael Pritchard; approximately 20 persons from the Saddlebrook neighborhood; District residents; Julie Williams of Rathmann & Associates; Rich Rankin of Severn Trent Services; Fran Matuska of F. Matuska, Inc.; Bill Odle of TBG Partners ("TBG"); Lou Triche and Dennis Tiff of Champions Hydro-Lawn, Inc. ("Champions"); Robert Wempe of AECOM Technical Services, Inc. ("AECOM"); and Annette Stephens and Patti Porter Hopper of Allen Boone Humphries Robinson LLP.

APPROVE MINUTES

The Board reviewed the minutes of the October 11, 2012, meeting. After review and discussion, Director Kainer moved to approve the minutes. Director Lyons seconded the motion, which carried unanimously.

UPDATE ON POSSIBLE TRAIL

Mr. Nady updated the Board on the status of the grant application. He stated TxDOT recommends splitting the project into two phases. He stated the first phase would go to Saddle Spurs Land, and Phase 2 would go from Saddle Spurs Lane to the Katy Mills Mall. He discussed alternative routes. The residents present expressed their great concern regarding the project, specifically their concern over increased crime. The members of the public then left the meeting with Mr. Nady. The Board then concurred not to pursue this project unless the route changes so as not to go in front of or behind the homes on Saddle Spurs Lane.



COMMENTS FROM DISTRICT RESIDENTS

There were no comments from District residents.

SECURITY SERVICES

Director Lyons reviewed the security report.

MAINTENANCE OF STORM SEWER LINES

Mr. Rankin distributed the storm sewer maintenance report, a copy of which is attached.

BOOKKEEPER'S REPORT

Ms. Matuska reviewed the bookkeeper's report, a copy of which is attached, including the checks presented for payment. After review and discussion, Director Kainer moved to approve the bookkeeper's report, the investment report, and payment of the bills. Director Renberg seconded the motion, which passed by unanimous vote.

TAX ASSESSOR/COLLECTOR'S REPORT

Ms. Matuska distributed the tax report, a copy of which is attached. Director Kainer moved to approve the tax report. Director Renberg seconded the motion, which carried unanimously.

OPERATOR'S REPORT, INCLUDING AUTHORIZING DITCH MAINTENANCE

Mr. Tiff reviewed the operator's report with the Board, a copy of which is attached, and reviewed pictures of ditches.

Mr. Tiff requested authorization to remove vegetation growing over fences on VA3 at Cinco Ranch Boulevard for an estimated cost of \$500.

Mr. Tiff requested authorization to install a barrier around two backslope interceptors on VA12 at Gaston for a cost of \$3,000.

Mr. Tiff requested authorization to remove graffiti inside a box culvert on VA12 at Gaston for a cost of \$300.

Mr. Tiff requested authorization to replace a backslope interceptor pipe on the Diversion Channel at Mason Road for an estimated cost of \$10,900.

After review and discussion, Director Kainer moved to approve the operator's report, the December mowing, and the repairs with the fences for the interceptor swale



fences, pending additional research. Director Lyons seconded the motion, which carried unanimously.

Director Ward requested Mr. Tiff to find out if the price of fuel has decreased below the price it was before the Board approved a price increase.

ENGINEER'S REPORT

Mr. Wempe submitted to the Board the written engineer's report, a copy of which is attached.

Mr. Wempe reviewed and recommended approval of a drainage capacity reservation for La Centerra, Phase II.

Mr. Wempe stated she received a drainage study for a 116-acre Meritage Home Development located at Gaston Road and Roesner Road.

Mr. Wempe reviewed a proposal from AECOM for delineation of wetlands for the 32-acre tract leased from Katy Independent School District and other tracts. After review and discussion, Director Renberg moved to approve the proposal. Director Robinson seconded the motion, which passed by unanimous vote.

Mr. Wempe next updated the Board regarding MS-4 Year 5 implementation items and stated the Year 5 report was submitted to the Texas Commission on Environmental Quality ("TCEQ").

Mr. Wempe updated the Board on the Grand Lakes development and stated he had no items for the Board's approval.

Mr. Wempe updated the Board on Meadowbrook Farms and stated he had no items for the Board's approval.

Mr. Wempe stated the field work has been completed for the delineation of the 2.5-acre tract, and no evidence of wetlands was found. He stated the final report will be submitted to the USACE within the next several weeks.

Mr. Wempe stated field work for the delineation of the 32-acre Katy Independent School District tract has started.

After review and discussion, Director Renberg moved to approve the engineer's report and the MS-4 Year 5 action items. Director Lyons seconded the motion, which passed by unanimous vote.



FORT BEND FLOOD MANAGEMENT ASSOCIATION MEETINGS MATTERS

The Board did not receive a report on Fort Bend Flood Management Association matters.

PARK MATTERS, BOND APPLICATION, AND WEBSITE

Mr. Odle distributed an update of the Phase 1 Park projects, a copy of which is attached.

Mr. Odle reviewed the bid tabulation for the irrigation system for the Freedom Park Baseball Complex and recommended award of the contract to Gulf Coast in the initial contract amount of \$49,500. After review and discussion, Director Kainer moved to award the contract to Gulf Coast. Director Renberg seconded the motion, which passed by unanimous vote.

Mr. Odle updated the Board regarding the school improvement projects located at Creech Elementary, Exley Elementary, Fielder Elementary, Kilpatrick Elementary, Williams Elementary, Beck Junior High, Beckendorff Junior High, McMeans Junior High, Cinco Junior High, and Cinco Ranch High School. Mr. Odle reviewed and recommended approval of Change Order No. 1 for relocation of the monkey bars at McMeans Junior High. Director Kainer then moved, based on Mr. Odle's recommendation, to approve the change order. Director Renberg seconded the motion, which carried unanimously.

Mr. Odle updated the Board regarding design of the trails along VA3 at Cinco High School and VA3 at Falcon Ranch.

Mr. Odle updated the Board regarding the Community Green Project and stated he had no items for approval.

Ms. Stephens next reviewed an Amendment to the Interlocal Agreement with Fort Bend County regarding the facilities to be constructed at Freedom Park. After review and discussion, and upon a motion by Director Kainer and a second by Director Renberg, the Board voted unanimously to authorize execution of the amendment.

Ms. Stephens reviewed an amendment to the lease with La Centerra for Central Green. After review and discussion, and upon a motion by Director Kainer and a second by Director Renberg, the Board voted unanimously to authorize execution of the amendment.

Mr. Wempe updated the Board regarding the well improvements at Freedom Park. He stated a survey prepared shows the well is approximately 13 inches lower than it should be, and AECOM is working with contractors to determine the cost to raise the well.



WATER QUALITY PROJECT (RECREATIONAL FACILITIES)

There was no discussion on this matter.

REVIEW BIDS AND AWARD SALE OF THE DISTRICT'S \$5,980,000 UNLIMITED TAX PARK BONDS, SERIES 2012

Ms. Williams reviewed with the Board the two bids received for the sale of the District's \$5,980,000 Unlimited Tax Park Bonds, Series 2012, and stated that the low bidder was FTN Financial Capital Markets, with a net effective interest rate of 2.679012 percent. She stated that she confirmed the validity of the bids. Director Kainer then moved to award the sale of the District's \$5,980,000 Unlimited Tax Park Bonds, Series 2012, to FTN Financial Capital Markets. Director Renberg seconded the motion, which was approved by unanimous vote.

ADOPT RESOLUTION AUTHORIZING THE ISSUANCE OF THE DISTRICT'S \$5,980,000 UNLIMITED TAX PARK BONDS, SERIES 2012

The Board next considered adopting a Resolution Authorizing the Issuance of the District's \$5,980,000 Unlimited Tax Park Bonds, Series 2012. Ms. Stephens reviewed the Resolution with the Board. After review, Director Lyons moved to adopt the Resolution Authorizing the Issuance of the District's \$5,980,000 Unlimited Tax Park Bonds, Series 2012. Director Kainer seconded the motion, which was approved by unanimous vote.

AUTHORIZE EXECUTION OF PAYING AGENT/REGISTRAR AGREEMENT

Ms. Stephens reviewed the Paying Agent/Registrar Agreement with the Board. After review, Director Renberg moved to authorize execution of the Paying Agent/Registrar Agreement with Bank of New York. Director Kainer seconded the motion, which passed unanimously.

APPROVE OFFICIAL STATEMENT

The Board next considered approving the Official Statement for the District's \$5,980,000 Unlimited Tax Park Bonds, Series 2012. Ms. Stephens stated that the Preliminary Official Statement will be updated to include sale information regarding the Series 2012 park bonds. Director Kainer then moved to approve the Official Statement. Director Lyons seconded the motion, which was approved by unanimous vote.



AUTHORIZE BOARD OF DIRECTORS TO SIGN THE DOCUMENTS RELATING TO THE BOND SALE, AND AUTHORIZE THE ATTORNEY AND FINANCIAL ADVISOR TO DELIVER BONDS TO PURCHASER

The Board next considered authorizing the Board of Directors to sign all the documents relating to the bond sale and to authorize the attorney and the financial advisor to take all necessary steps to deliver the bonds to the purchaser. After discussion, Director Kainer moved to authorize the Board of Directors to sign the bond documents and authorize the attorney and financial advisor to take all necessary steps to deliver the bonds to the purchaser. Director Lyons seconded the motion, which was approved by unanimous vote.

AMENDMENT TO INFORMATION

Ms. Stephens reviewed an Amended Information Form which was updated to include the sale of the \$5,980,000 Unlimited Tax Park Bonds. He stated the Amended Information Form will be filed with Fort Bend and Harris Counties and the TCEQ. After review and discussion, Director Kainer moved to authorize execution of the Amended Information Form, direct that a copy be filed and retained in the District's permanent records, and direct that a copy be filed and retained in the District's permanent records, and direct that a copy be filed with the Fort Bend County and the TCEQ. Director Lyons seconded the motion, which carried unanimously.

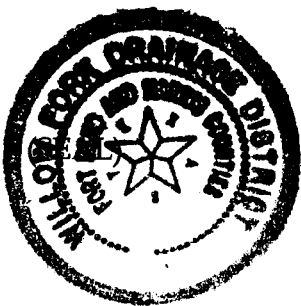
2002 ARBITRAGE REBATE REPORT

The Board next reviewed the 2002 Arbitrage Rebate Report and noted no payments were due the Internal Revenue Service.

ACTION ITEMS

The Board then reviewed and discussed the action items list. The Board discussed a tour of facilities. After discussion, the Board concurred to conduct the tour on December 1, 2012 at 9:00 a.m.

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



Secretary, Board of Directors

