

MINUTES
WILLOW FORK DRAINAGE DISTRICT

April 12, 2012

The Board of Directors (the "Board") of Willow Fork Drainage District (the "District") met in regular session, open to the public, on April 12, 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 Lyons, thus constituting a quorum.

Also present at the meeting were Anna Agnew, District resident; Julie Williams of Rathmann & Associates; Rich Rankin of Severn Trent Services; Fran Matuska of F. Matuska, Inc.; Matt Klein of TBG Partners; Dennis Tiff of Champions Hydro-Lawn, Inc. ("Champions"); Melinda Garza and Melissa Meyer of AECOM, Inc. ("AECOM"); and Stephen M. Robinson and Patti Porter Hopper of Allen Boone Humphries Robinson LLP.

APPROVE MINUTES

The Board reviewed the minutes of the March 8, 2012, meeting. After review and discussion, Director Kainer moved to approve the minutes. Director Robinson seconded the motion, which carried unanimously.

ADOPT RESOLUTION AUTHORIZING ISSUANCE OF 2012 BOND ANTICIPATION NOTE (THE "BAN")

Ms. Williams stated the low bidder is Amegy with an interest rate of 1.38% and recommended award of the sale to same. Director Renberg then moved, based on Ms. William's recommendation, to award the BAN to Amegy Bank. Director Kainer seconded the motion, which carried unanimously.

The Board next considered adopting a Resolution Authorizing the Issuance and Execution of Bond Anticipation Note, Series 2012 ("Resolution"), which provides terms for the District's issuance and sale of a BAN in the amount of \$4,435,000 to Amegy Bank with an interest rate of 1.38%. After discussion, Director Renberg moved to adopt the Resolution. The motion was seconded by Director Kainer and carried by unanimous vote.



AUTHORIZE EXECUTION OF PURCHASERS' INVESTMENT AND BID LETTER, VARIOUS CERTIFICATES AND OTHER DOCUMENTS RELATING TO THE BAN

The Board then considered authorizing execution of the Purchaser's Investment and Bid Letter from Amegy Bank, for purchase of the District's BAN and related certificates and documents. Upon a motion made by Director Renberg and seconded by Director McGrath, the Board voted unanimously to authorize execution of the Purchaser's Investment and Bid Letter and other certificates and documents related to the issuance of the BAN.

APPROVE DISBURSEMENT OF BAN PROCEEDS

After review and discussion, and upon a motion made by Director Renberg and seconded by Director Kainer, the Board voted unanimously to disbursement of proceeds upon closing.

COMMENTS FROM DISTRICT RESIDENTS

No one from the public addressed the Board.

SECURITY SERVICES

Director Ward reviewed the security report.

MAINTENANCE OF STORM SEWER LINES

Mr. Rankin distributed the storm sewer maintenance report, a copy of which is attached. He stated the decal installation is ongoing.

BOOKKEEPER'S REPORT

Ms. Matuska reviewed the bookkeeper's report, a copy of which is attached, including the checks presented for payment. The Board expressed its intent to reimburse the operating account from future bond proceeds for the ProWorx invoice. Director Robinson requested authorization to attend the FASMA conference August 13 through August 18, 2012. After discussion, Director Renberg moved to authorize attendance at the conference. The motion was seconded by Director Robinson and carried unanimously. After review and discussion, Director Robinson moved to approve the bookkeeper's report, the investment report, and payment of the bills. Director Kainer 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 Robinson moved to approve the tax report. Director Kainer 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 reviewed pictures of standing water on T-103-01-01. He stated it was determined there is a leak from a sprinkler system. He stated ST is determining the appropriate party to contact to resolve the issue.

Mr. Tiff reviewed pictures of damage done to a backslope swale on VA14. He stated the estimated cost to make the repair is \$3,000.00.

Mr. Tiff reviewed pictures of a sinkhole/pipe failure on VA9 at Fry Road. He stated the estimated cost to make the repair is \$9,900.00.

Mr. Tiff reviewed a picture of a pipe failure on VA10 at Heritage Grand. He stated the estimated cost to make the repair is \$14,632.00.

After review and discussion, Director Kainer moved to approve the operator's report, repair of the sinkhole/pipe failure on VA9, repair of the backslope swale on VA14, repair of the pipe failure on VA10, and the May mowing. Director Robinson seconded the motion, which carried unanimously.

ENGINEER'S REPORT

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

Mr. Robinson updated the Board regarding discussions with the U.S. Army Corps of Engineers ("USACE"). He stated Pillsbury believes the District can proceed under the national permit. Ms. Garza stated she is coordinating with Gindi Vincent's office.

Ms. Garza stated she met with the USACE regarding drainage issues in this area but has not yet received a response to AECOM's suggested solutions.

Ms. Garza updated the Board on the Grand Lakes development and stated she had no items for the Board's approval.

Ms. Garza updated the Board on Meadowbrook Farms and stated she had no items for the Board's approval.



Ms. Garza next updated the Board regarding MS-4 Year 5 implementation items and the budget.

Ms. Garza updated the Board regarding the environmental study for the proposed storm water quality feature.

Mr. Robinson stated the Cinco Ranch Property Owner Association (the "HOA") received approval to build a sidewalk along Mason from F.M. 1093 to the Diversion Channel. He stated the total cost is \$85,000.00. He stated Cinco Municipal Utility District No. 12 and Cinco Municipal Utility District No. 8 have agreed to pay \$15,000.00 each, and the HOA has requested the District to participate as well. After discussion, Director Kainer moved to match Cinco Municipal Utility District No. 8 up to 25% of the total project costs, and authorize payment of \$15,000.000 now. Director Robinson seconded the motion, which carried unanimously.

Ms. Garza updated the Board on the status of the new drainage model.

After review and discussion, Director Renberg moved to approve the engineer's report, the MS-4 items listed in the engineer's report, including approval of the updated MS-4 Year 5 task list. Director Robinson seconded the motion, which passed by unanimous vote.

FORT BEND FLOOD MANAGEMENT ASSOCIATION MEETINGS MATTERS

Director Robinson updated the Board regarding Fort Bend Flood Management Association matters. He also updated the Board regarding the Association of Water Board Directors breakfast.

PARK MATTERS, BOND APPLICATION, AND WEBSITE

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

Mr. Klein reviewed the bid tabulation for 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 Cinch Ranch High School, and recommended award of the project to Stewart Builders, the lowest responsible bidder in the initial contract amount of \$1,153,863.00. The Board concurred, in its judgment, that Stewart Builders was a responsible bidder who would most economically and efficiently complete the project on behalf of the District. Mr. Klein stated meetings will be held with all the schools to finalize the projects to be included and discuss alternate items. Director Kainer then moved, based on Mr. Klein's recommendation, to award the contract to Stewart Builders. Director Robinson seconded the motion, which passed by unanimous vote.



Mr. Klein next updated the Board regarding the Central Green project. He stated final negotiations are underway.

Mr. Klein next reviewed the one bid received for the Freedom Park Baseball Complex and recommended the Board reject all bids and re-advertise the project with the intent of receiving additional bids. Director Renberg then moved, based on Mr. Klein's recommendation, to reject all bids and re-advertise the project. Director Kainer seconded the motion, which passed by unanimous vote.

CERTIFICATE DECLARING UNOPPOSED STATUS OF CANDIDATES FOR ELECTION TO THE BOARD OF DIRECTORS ("CERTIFICATE")

The Board considered accepting the Certificate stating that the two candidates for the May 12, 2012, directors election are unopposed. Upon a motion made by Director Kainer and a second by Director Ward, the Board voted unanimously to accept the Certificate.

ORDER DECLARING UNOPPOSED CANDIDATES ELECTED TO OFFICE

The Board considered adopting an Order Declaring Unopposed Candidates Elected to Office, which provides that Directors Renberg and Robinson, the two unopposed candidates in the May 12, 2012, directors election are elected to office effective May 12, 2012. Upon a motion made by Director Kainer and seconded by Director Ward, the Board voted unanimously to adopt the Order Declaring Unopposed Candidates Elected to Office.

ACTION ITEMS

The Board then reviewed and discussed the action items list.

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





Secretary, Board of Directors

