

MINUTES
WILLOW FORK DRAINAGE DISTRICT

January 8, 2015

The Board of Directors (the "Board") of Willow Fork Drainage District (the "District") met in regular session, open to the public, on January 8, 2015, 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
April Renberg	Vice President
Joe Robinson	Secretary
Dan Smith	Assistant Vice President
John Poulter	Assistant Secretary

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

Also present at the meeting were Robert Stowe, Mike Price, and Robert Sterrett, residents of the District; Rich Rankin of Severn Trent Services, Inc.; Matt Klein of TBG Partners; Craig Rathmann of Rathmann & Associates, L.P.; Yvonne Arceneaux; Fran Matuska of F. Matuska, Inc.; Lou Triche, Shay Walker, and Joe Mattingly of Champions Hydro-Lawn, Inc. ("Champions"); Robert Wempe of AECOM Technical Services, Inc. ("AECOM"); and Annette F. Stephens and Patti Porter Hopper of Allen Boone Humphries Robinson LLP ("ABHR").

APPROVE MINUTES

The Board reviewed the minutes of the December 11, 2014, meeting. After review and discussion, Director Renberg moved to approve the minutes. Director Smith seconded the motion, which carried unanimously.

COMMENTS FROM DISTRICT RESIDENTS

There were no comments from residents.

The Board discussed the sidewalk from the bridge at the high school to Falcon Ranch. Ms. Stephens stated that the County views this as a change in scope and believes additional Commissioner's Court approval will be needed.

APPROVE PRELIMINARY OFFICIAL STATEMENT AND OFFICIAL NOTICE OF SALE, AND AUTHORIZE ADVERTISEMENT FOR SALE OF THE DISTRICT'S SERIES 2015 BONDS

Mr. Rathmann reviewed the Preliminary Official Statement and Official Notice of Sale. After review and discussion, Director Robinson moved that the Board approve the Preliminary Official Statement and Official Notice of Sale contingent upon all comments being incorporated, authorize advertisement of the sale of the District's Series 2015 Bonds, and schedule the bond sale for February 12, 2015. Director Poulter seconded the motion, which passed unanimously.

Ms. Stephens then reviewed the process for selling bonds, including an update of the District's rating, taking bids, and award to the low bidder. She stated after the sale, all the documents will be transmitted to the Texas Attorney General for review and approval.

APPOINT PAYING AGENT/REGISTRAR

Ms. Stephens recommended that the Board appoint Bank of New York as the Paying Agent/Registrar for the District's Series 2015 Bonds. She stated that The Bank of New York Mellon, N.A. is the Paying Agent/Registrar on the District's other outstanding bonds. Director Robinson then moved that the Board appoint The Bank of New York Mellon, N.A., as the Paying Agent/Registrar for the District's Series 2015 Bonds. Director Smith seconded the motion, which carried unanimously.

APPOINT ESCROW AGENT

Ms. Stephens requested the Board to appoint Compass Bank, if necessary. Director Robinson then moved to appoint Compass Bank. Director Smith seconded the motion, which carried unanimously.

SECURITY SERVICES

Director Poulter reviewed the security reports. Director Poulter then moved to approve the report and payment. Director Smith seconded the motion, which carried unanimously.

MAINTENANCE OF STORM SEWER LINES

Mr. Robinson reviewed 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 Robinson 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.

ANNUAL REIVEW OF INVESTMENT POLICY

Ms. Stephens stated the District must annually review its Investment Policy in accordance with the Public Funds Investment Act. The Board next conducted the annual review. After review and discussion, Director Robinson moved to adopt the Resolution Regarding Annual Review of Investment Policy not amending the District's Investment Policy. Director Renberg seconded the motion, which passed by unanimous vote.

ADOPT LIST OF QUALIFIED BROKER/DEALERS

Ms. Stephens reviewed an updated list of banks and broker/dealers and a Resolution Adopting List of Qualified Broker/Dealers with Whom the District May Engage in Investment Transactions. After review and discussion, Director Robinson moved to adopt the Resolution Adopting List of Qualified Broker/Dealers with Whom the District May Engage in Investment Transactions. Director Smith seconded the motion, which passed by unanimous vote.

ANNUAL DISCLOSURE STATEMENT

Ms. Hopper then presented the Board with the annual disclosure statement for the Investment Officer/bookkeeper. She stated that the disclosure must be filed with the Texas Ethics Commission. After review and discussion, Director Renberg moved to approve the disclosure and to authorize filing of same with the Texas Ethics Commission. Director Smith 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 Smith seconded the motion, which carried unanimously.

OPERATOR'S REPORT, INCLUDING AUTHORIZING DITCH MAINTENANCE

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

After review and discussion, Director Ward moved to approve the operator's report, the February mowing, and action items. Director Smith seconded the motion, which carried unanimously.

ENGINEER'S REPORT

Mr. Wempe reviewed the engineer's report, a copy of which is attached.

Mr. Wempe presented the contracts for the water quality project with BRH-Garver. After review and discussion, Director Smith moved to approve the report. Director Renberg seconded the motion, which carried unanimously.

Mr. Wempe reviewed the MS-4 action item list. He stated the permit has been issued.

FORT BEND FLOOD MANAGEMENT ASSOCIATION MATTERS

Director Robinson updated the Board regarding Association matters. He also reviewed a 90-day activities summary for Dan Deleutch, status report from Husch Blackwell, and a newspaper article regarding lobbyists. He also reviewed a memorandum to the Association Board requesting them to keep the dues at \$3,000. He stated with a heavy heart that he recommends that the District withdraw from the Association. After discussion, Director Robinson moved to withdraw from the Association and authorize ABHR to send a letter to the Association terminating the District's membership. Director Renberg seconded the motion, which carried unanimously.

Director Renberg acknowledged Baylor's loss to Michigan State and agreed to wear a Michigan State T-shirt and visor to the next meeting presented to her by Mr. Klein.

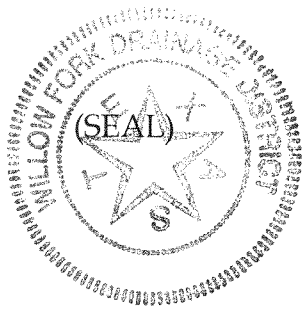
PARK MATTERS

The Board discussed park matters.

ACTION ITEMS

The Board reviewed the action items.

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



A handwritten signature in cursive script, appearing to read "D. Amis", written over a horizontal line.

Secretary, Board of Directors

ACTION LIST

1. The Board will next meet on February 12, 2015, at 11:30 a.m.
2. ABHR will notify the Fort Bend Flood Management Association of the District's withdrawal from the group.

LIST OF ATTACHMENTS TO MINUTES

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