

MINUTES
WILLOW FORK DRAINAGE DISTRICT

February 14, 2013

The Board of Directors (the "Board") of Willow Fork Drainage District (the "District") met in regular session, open to the public, on February 14, 2013, 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:

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|----------------|--------------------------|
| 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, thus constituting a quorum.

Also present at the meeting were Dan Smith, John Poulter, Mike Price, R.J. Linton, Anna Agnew, and Tim Schauer, District residents; Julie Williams of Rathmann & Associates; Clay Brandenburg of Severn Trent Services; Fran Matuska of F. Matuska, Inc.; Bill Odle and Matt Klein of TBG Partners ("TBG"); Lou Triche and Dennis Tiff of Champions Hydro-Lawn, Inc. ("Champions"); Robert Wempe of AECOM Technical Services, 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 January 10, 2013, meeting. After review and discussion, Director Kainer moved to approve the minutes. Director Renberg seconded the motion, which carried unanimously.

COMMENTS FROM DISTRICT RESIDENTS

No one from the public wished to address the Board.

RESIGNATION OF DIRECTORS LYONS AND KAINER AND APPOINTMENT OF NEW DIRECTORS

Directors Lyons and Kainer submitted their resignations to the Board of Directors. After discussion, Director Robinson moved to accept the resignations of Directors Lyons and Kainer and to appoint Dan Smith and John Poulter to the Board of Directors, to be effective at the end of the meeting. The motion was seconded by Director Renberg and carried unanimously.

SWORN STATEMENT, OATH OF OFFICE, AND OFFICIAL BOND

Mr. Robinson stated that Mr. Smith and Mr. Poulter have executed their Sworn Statements, Oaths of Office, and Official Bonds. He stated the Oath of Office and Official Bond for each director will be filed with the Secretary of State. Director Robinson then moved that the Board accept Mr. Smith's and Mr. Poulter's Sworn Statements, Oaths of Office, and Official Bonds, to be effective at the end of the meeting, and direct that a copy of each be filed with the Secretary of State and a copy of each be retained in the District's permanent records. Director Renberg seconded the motion, which carried unanimously.

REORGANIZE THE BOARD AND AUTHORIZE FILING OF DISTRICT REGISTRATION FORM

The Board next considered reorganizing. After discussion, and upon a motion made by Director Robinson and seconded by Director Kainer, the Board voted unanimously to approve the following slate of officers, to be effective at the end of the meeting, and to file the revised District Registration Form with the Texas Commission on Environmental Quality:

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|---------------|--------------------------|
| Richard Ward | President |
| April Renberg | Vice President |
| Joe Robinson | Secretary |
| Dan Smith | Assistant Vice President |
| John Poulter | Assistant Secretary |

TEXAS OPEN MEETINGS ACT TRAINING

Mr. Robinson next reviewed a memorandum detailing Texas Open Meetings Act Training requirements and stated Director Smith must receive the training within 90 days and provide a certificate of completion to ABHR for the District's permanent records.

CONFLICT OF INTEREST REQUIREMENTS

Mr. Robinson next reviewed a memorandum regarding conflicts of interest disclosure requirements. He encouraged the Directors to contact him should they ever have a question regarding a potential conflict.

DISTRICT COMMITTEES

Discussion ensued regarding various responsibilities of the Directors. Mr. Robinson stated one director spot is open on the Parks Committee, and one person

needs to be the security liaison. Mr. Smith stated he was interested in serving on the Parks Committee. Mr. Poulter stated he would serve on the Security Committee.

SECURITY SERVICES

Director Lyons reviewed the December security report.

MAINTENANCE OF STORM SEWER LINES

Mr. Brandenburg distributed the storm sewer maintenance report, a copy of which is attached. After review and discussion, Director Renberg moved to approve the report and invoice. Director Kainer seconded the motion, which passed by unanimous vote.

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.

Ms. Williams stated there is an opportunity to issue refunding bonds. She explained the District could achieve approximately \$120,000 in annual savings. After discussion, the Board concurred to place an item on the next agenda to take action on this matter.

ASSOCIATION OF WATER BOARD DIRECTORS WINTER CONFERENCE

The Board next discussed the Association of Water Board Directors ("AWBD") winter conference and reviewed the expenses. Ms. Matuska stated all expenses submitted are in compliance with the District's Travel Reimbursement Guidelines. After review and discussion, Director Kainer made a motion to approve the expenses submitted for attending the AWBD winter conference and authorize any interested director to attend the AWBD summer conference in San Antonio, Texas. The motion was seconded by Director Renberg and carried unanimously.

ANNUAL CONTINUING DISCLOSURE REPORT

Mr. Robinson stated that pursuant to the District's Continuing Disclosure Agreement in connection with the District's Bonds, the District is required to annually update and file with Electronic Municipal Market Access information concerning the District's taxes, operations, and the audit. He then requested authorization for the District's consultants to prepare the report which will be submitted to the Board for approval at the March, 2013, Board meeting. After discussion, Director Joseph moved to

authorize preparation of the annual disclosure report. Director Kainer seconded the motion, which passed unanimously.

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 requested authorization to make a slope repair on VA10 at Heritage Grand for an estimated cost of \$3,495.00.

Mr. Tiff requested authorization to repair two sinkholes and outfall pipes on the Diversion Channel at Mason Road for an estimated cost of \$23,000.00.

Mr. Tiff requested the Board to consider engaging a professional trapper to catch hogs at a cost of \$3,125.00.00 plus \$125.00 for each hog caught.

Mr. Tiff reviewed a picture of a French drain on VA12 at 3127 Southford Manor Lane. The Board requested ABHR to write a letter to the homeowner.

Director Kainer stated there is an exposed pipe near the Cinco Golf Course on T-103-00 and requested Mr. Tiff to investigate.

After review and discussion, Director Kainer moved to approve the operator's report the repairs, to allow for hog catching, contingent upon negotiation of the price and execution of a contract for total cost not to exceed \$5,000, and the March mowing. Director Renberg seconded the motion, which carried unanimously.

ENGINEER'S REPORT

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

Mr. Wempe updated the Board regarding the delineation of wetlands for the 32-acre tract leased from Katy Independent School District and other tracts.

Mr. Wempe next updated the Board regarding MS-4 Year 6 implementation items and distributed the Year 6 task list.

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 has been submitted to the USACE, and AECOM is awaiting a response.

Mr. Wempe stated field work for the delineation of the 32-acre Katy Independent School District tract has been completed, and the report will be submitted to the USACE within the next several weeks.

Mr. Wempe updated the Board regarding the well work at Freedom Park being performed by WW Payton and presented the contracts for execution.

After review and discussion, Director Lyons moved to approve the engineer's report, the MS-4 Year 6 action items and the Year 6 task list. Director Renberg seconded the motion, which passed by unanimous vote.

FORT BEND FLOOD MANAGEMENT ASSOCIATION MEETINGS MATTERS

Director Robinson reported on Fort Bend Flood Management Association matters. He stated two levee districts have resigned from the Association. He stated he will attend a flood evacuation/prevention seminar on February 26, 2013.

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 updated the Board regarding the field improvement for the Freedom Park Baseball Complex and reviewed and recommended approval of Pay Estimate No. 3 in the amount of \$137,160.00, payable to Gulf Coast Landscape Services, Inc. Director Renberg then moved, based on Mr. Klein's recommendation, to approve the Pay Estimate. Director Robinson seconded the motion, which passed by unanimous vote.

Mr. Klein updated the Board regarding the Freedom Park irrigation contract and recommended approval of Pay Estimate No. 2 in the amount of \$19,350.00, payable to Gulf Coast Landscape Services, Inc. Director Renberg then moved, based on Mr. Klein's recommendation, to approve the pay estimate. Director Robinson seconded the motion, which passed unanimously.

Mr. Klein 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 Pay Estimate No. 7 and Final in the amount of \$14,823.93, payable to Stewart Builders, Inc. Director Renberg then moved, based on Mr. Klein's recommendation, to approve the change order. Director Robinson seconded the motion, which carried unanimously.

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

Mr. Klein updated the Board regarding the Community Green Project and reviewed and recommended approval of Pay Estimate No. 3 in the amount of \$252,513.00, payable to Tribble & Stevens, Change Order No. 2 for utility extension, and a pay application for soil testing, payable to HJV Associates. Director Renberg moved to approve the pay estimates and change order. Director Robinson seconded the motion, which carried unanimously.

Mr. Klein reviewed renderings of the Diversion Channel Park.

Director Renberg then moved to approve the report and action items. Director Robinson seconded the motion, which carried unanimously.

WATER QUALITY PROTECT (RECREATIONAL FACILITIES)

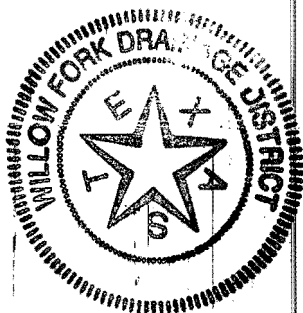
Mr. Robinson stated AECOM has provided the plans to the U.S. Army Corps of Engineers.

ACTION ITEMS

Mr. Robinson stated Cinco Municipal Utility District No. 12 is holding a meeting on February 28, 2013 at 5:00 p.m. at the Willow Fork Country Club to discuss the Grand Parkway and other regional community improvements.

The Board then reviewed and discussed the action items list.

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



Asst. Secretary, Board of Directors