

WILLOW FORK DRAINAGE DISTRICT

July 18, 2018

The Board of Directors (the "Board") of Willow Fork Drainage District (the "District") met in special session, open to the public, on July 18, 2018, at the regular meeting place, inside the boundaries of the District, and the roll was called of the members of the Board:

Richard Ward	President
Dan Smith	Vice President
John Poulter	Secretary
Wendy Duncan	Assistant Vice President
Joe Robinson	Assistant Secretary

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

Also present at the meeting were Ross Gordon, Sandy Cantner, and Karen Kottke of AECOM; Rodney Heisch and Larry Mueller of BGE; James Moehlman, James Brown, Noe Escobar, and Craig Kalkomey of LJA Engineering; Bob Wempe of Pape-Dawson; David Corbin, Greg Frank, and Ron Deckert of Costello, Inc.; Mark Yentzen and Katie May of Inframark; Fran Matuska of F. Matuska, Inc.; and Stephen M. Robinson and Patti Hopper of Allen Boone Humphries Robinson LLP.

UPDATE ON SILT HAUL OFF FROM DIVERSION CHANNEL

Mr. Gordon updated the Board regarding the Texan Dirt contract to haul off the silt removed from the Diversion Channel and recommended approval of the pay estimates submitted to date. After discussion, Director Poulter moved to approve the pay estimates. Director Duncan seconded the motion, which carried unanimously.

MATTERS REGARDING DISTRICT ENGINEERING SERVICES

The Board considered engineering services for the District. The Board asked each group represented to draw straws to determine the order in which presentations will be made. After straws were drawn, the groups made their presentations.

Mr. Frank introduced himself to the Board and discussed the experience and qualifications of Costello, Inc. He stated Dave Corbin will be the project manager if Costello is chosen. Mr. Corbin discussed his experience and the relationship between the District and Grand Lakes. Mr. Deckert introduced himself to the Board and discussed his experience. In response to a question from Director Poulter, Mr. Corbin and Mr. Deckert stated they have the time available to effectively serve the District. In

response to a question from Director Ward, Mr. Frank stated the Houston office will be assigned to the District.

Mr. Moehlman introduced himself to the Board and discussed the experience and qualifications of LJA Engineering Services. He also reviewed the large land development project clients of LJA Engineering. Mr. Moehlman discussed the experience and roles of the personnel that would be assigned to the District if chosen. Mr. Kalkomey discussed the services offered by LJA Engineering. He also discussed actions taken by LJA during and after large rain events, including Hurricane Harvey. Mr. Escobar discussed the benefits of hiring LJA and what distinguishes LJA from other engineering firms. In response to a question from Director Smith, Mr. Moehlman stated LJA is able to staff the project.

Mr. Gordon then discussed the experience and qualifications of AECOM. In response to a question from Director Poulter, Ms. Cantner stated she has been working to help the District to recover from Hurricane Harvey and would continue to help the District move forward.

Mr. Heisch introduced himself to the Board and discussed the experience and qualifications of BGE, Inc. He stated he and Mr. Mueller are both stakeholders in BGE. In response to a question from Director Poulter, Mr. Mueller stated a junior engineer would work with him to provide coverage to the District. In response to a question from Director Duncan, Mr. Mueller discussed actions taken during and after Hurricane Harvey to his clients. He also discussed experience with FEMA and the Texas Commission on Environmental Quality. In response to a question from Director Smith, Mr. Mueller stated BGE would work with the current engineer to ensure a smooth transition.

Mr. Wempe discussed the experience and qualifications of Pape-Dawson. Mr. Wempe stated he would continue to work in the Houston office, and his staff is in Houston. In response to a question from Director Smith, Mr. Wempe stated he would continue to work with the District in the same role as he has in the past if Pape-Dawson is chosen.

The Board discussed the presentations and the qualifications of each company. After discussion, Director Poulter moved to engage LJA Engineering as the District's engineer for all services, except the MS-4 program, which will stay with AECOM through the permit year. Director Duncan seconded the motion, which carried unanimously.

The Board requested AECOM and LJA work together over the next 30 days to transition the District from one firm to the other and requested AECOM to provide LJA with all District records.

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


Secretary, Board of Directors

(SEAL)

