

MINUTES
NORTH FORT BEND WATER AUTHORITY

May 8, 2012

The Board of Directors (the "Board") of the North Fort Bend Water Authority (the "Authority") met in special session, open to the public, on the 8th day of May, 2012, at the offices of Brown & Gay Engineers, Inc., 10777 Westheimer, 3rd Floor, Houston, Texas, outside the boundaries of the Authority, and the roll was called of the members of the Board:

Peter Houghton	President
Robert Patton	Vice President
Melony Gay	Secretary
David Spell	Assistant Secretary
Robert Darden	Assistant Vice President
Bruce Fay	Director
Pat Hebert	Director

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

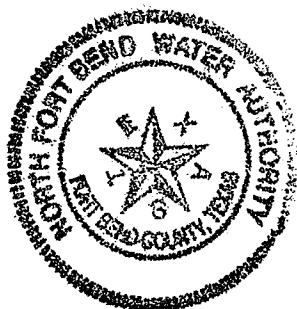
Present for all or part of the meeting were Colette Garcia of McGrath & Co., PLLC; Dave C. Scholler, P.E., Melinda Silva, P.E., and Charles Shumate, P.E. of Brown & Gay Engineers, Inc.; Suzanne McCalla of Coats Rose PC; Pam E. Lightbody of AVANTA Services; John DeCell, Jay Hartley, and Doug Goodwin of Vepo, LLC; and Alia Vinson and Christina Miller of Allen Boone Humphries Robinson LLP.

AUDIT FOR FISCAL YEAR ENDED DECEMBER 31, 2011

Ms. Garcia reviewed with the Board the draft audit for the fiscal year ended December 31, 2011, the management representation letter, and the SAS-114 statement. Following review and discussion, Director Fay moved to approve the audit for the fiscal year ended December 31, 2011, subject to final review, and direct that the audit be filed and retained in the Authority's official records. Director Spell seconded the motion, which was approved by unanimous vote.

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

(SEAL)




Secretary, Board of Directors