

MINUTES
NORTH FORT BEND WATER AUTHORITY

October 21, 2010

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 21st day of October, 2010, at the offices of Brown & Gay Engineers, Inc., 10777 Westheimer, Lubbock Conference Room, 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 Directors Houghton and Gay, thus constituting a quorum.

Also present for all or part of the meeting were: Melinda Silva, P.E. of Brown & Gay Engineers, Inc. ("B&G"); Terrell Palmer of First Southwest Company; and David Oliver, Alia Vinson, and Justine M. Cherne of Allen Boone Humphries Robinson LLP ("ABHR").

ISSUANCE OF SERIES 2010 BONDS

Mr. Palmer reviewed a summary of pricing, yields, interest rate analyses, and sources and uses of funds, and discussed the negotiated bond issuance process and the proforma pledge revenues test related to the issuance of the Authority's Water System Revenue Bonds, Series 2010A and Series 2010B (the "Series 2010 Bonds"). Mr. Palmer additionally discussed the savings achieved through the issuance of Build America Bonds. Following review and discussion, Mr. Palmer and Mr. Oliver recommended that the Board approve the issuance of the bonds and the related documents. Director Fay moved to adopt the Resolution Authorizing the Issuance, Sale, and Delivery of the North Fort Bend Water Authority Water System Revenue Bonds, Series 2010A and Water System Revenue Bonds, Series 2010B (Direct Subsidy Build America Bonds); Approving the Form and Substance and Authorizing the Execution of a Master Indenture and Second Supplemental Indenture of Trust Relating to Such Bonds; Approving a Bond Purchase Agreement; Approving the Purchase of Bond Insurance and Related Matters; Authorizing and Ratifying Other Actions of the Authority; Making Certain Findings and Containing Other Provisions Relating to the Subject. Director Darden seconded the motion, which was approved by unanimous vote.

PAYING AGENT

Mr. Oliver stated that there is no need to enter into a Paying Agent/Registrar Agreement because the Trustee handles those functions as a part of its agreement with the Authority under the Master Indenture of Trust.

APPROVE OFFICIAL STATEMENT

Following review and discussion, Director Hebert moved to approve the Official Statement. Director Patton seconded the motion, which was approved by unanimous vote.

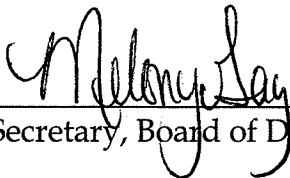
AUTHORIZE PAYMENT AND SIGNATURES

Mr. Oliver next reviewed costs, documents, and actions related to the issuance and closing of the Series 2010 Bonds. Following review and discussion, Director Darden moved to: 1) authorize payment of issuance and closing costs; 2) authorize the Board of Directors to sign all documents relating to the bond sale; and 3) authorize the Authority's attorney and financial advisor to take all necessary action to deliver the Series 2010 Bonds to the purchaser. 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

LIST OF ATTACHMENTS TO MINUTES

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