

MINUTES  
WILLOW FORK DRAINAGE DISTRICT

June 6, 2012

The Board of Directors (the "Board") of Willow Fork Drainage District (the "District"), met in regular session, open to the public, on June 6, 2012, 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
Scott Lyons	Vice President
Joe Robinson	Secretary
Darrell Kainer	Assistant Vice President
April Renberg	Assistant Secretary

and all of the above were present, except Directors Lyons and Kainer, thus constituting a quorum.

Also present at the meeting were R. J. Linton, District resident; R. Craig Rathmann of Rathmann & Associates; and Stephen M. Robinson and Patti Porter Hopper of Allen Boone Humphries Robinson LLP ("ABHR").

APPROVE PRELIMINARY OFFICIAL STATEMENT

Mr. Rathmann presented and reviewed the Preliminary Official Statement for the District's Refunding Bonds, Series 2012. After review and discussion, Director Robinson moved to approve the Preliminary Official Statement. Director Renberg seconded the motion, which was approved by unanimous vote.

DESIGNATE UNDERWRITER

Mr. Rathmann requested the Board to designate RBC Capital Markets and First Southwest Company as the underwriter for the term of the refunding transaction only. After discussion, Director Robinson moved to designate RBC Capital Markets and First Southwest Company as the underwriter for the transaction. Director Renberg seconded the motion, which carried unanimously.

APPOINT ESCROW AGENT

After review and discussion, Director Robinson moved that the Board appoint Bank of New York as the Escrow Agent. Director Renberg seconded the motion, which carried unanimously.



APPOINT PAYING AGENT/REGISTRAR

After review, Director Robinson moved that the Board appoint Bank of New York as the Paying Agent/Registrar. Director Renberg seconded the motion, which passed unanimously.

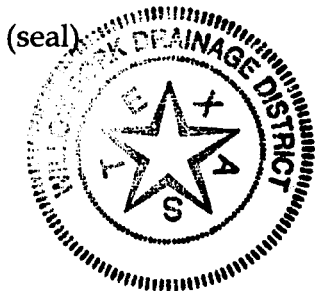
AUTHORIZE THE ATTORNEY AND THE UNDERWRITER TO TAKE ALL NECESSARY ACTION

The Board next considered authorizing the District's attorney and underwriter to take all necessary steps to issue the bonds. After discussion, Director Robinson moved to authorize the attorney and underwriter to take all necessary steps to issue the bonds. Director Renberg seconded the motion, which was approved by unanimous vote.

ADOPT RESOLUTION AUTHORIZING THE ISSUANCE OF THE DISTRICT'S REFUNDING BONDS, SERIES 2012

The Board next considered adopting a Resolution Authorizing the Issuance of the District's Refunding Bonds, Series 2012. After review, Director Robinson moved to adopt the Resolution Authorizing the Issuance of the District's Refunding Bonds, Series 2012, and proceed with the sale in an amount not to exceed \$10,000,000 and appoint the Board of Directors to execute the documents, contingent upon achieving a net present value savings of not less than 4%. Director Renberg seconded the motion, which was approved by unanimous vote.

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



Secretary, Board of Directors

