

**MINUTES OF SPECIAL MEETING
OF
WINDFERN FOREST UTILITY DISTRICT**

June 12, 2012

The Board of Directors of Windfern Forest Utility District of Harris County, Texas, met in special session, open to the public, at a regular meeting place inside the boundaries of the District, at the Windfern Forest Utility District Administration Building ("DAB"), 14410 Mauna Loa Drive, Houston, Texas, on June 12, 2012, and the roll was called of the duly constituted officers and members of the Board, to wit:

Eddie Mendel	President
Don Farrell	Vice President
Kurt Schoelman	Secretary/Treasurer
Shari North	Assistant Secretary
Pat Going	Director

and all of said persons were present, thus constituting a quorum.

Also present were Ray Merola, Jason Vanloo, John Oyen and Brady Whitaker, board members of Harris County MUD No. 261 ("HC261"); Larry Wagner, James Phillips, Ulen Thacker and Paulann Alleman, board members of Harris County MUD No. 6 ("HC6"); Steve Woodring and Lonnie Lee of Regional Water Corporation; Gene Connor, Nathan White and Missy Steadman of TOPS; Mike Ammel, Eric Thierry and Erin Frederick of EDP; and Clark Lord and Debbie Russell of Bracewell & Giuliani LLP.

PROPOSALS FOR OPERATING SERVICES

Director Mendel addressed the Board and guests regarding the procedure for hearing from the representatives of the operating services.

Regional Water Corporation

Mr. Woodring discussed the services offered by Regional Water Corporation. He introduced Mr. Lee to the Board and stated that he would serve as the District representative and attend all Board meetings. Mr. Woodring stated that the company has been in operation for 15 years and that they currently service 12,000 connections.

TOPS

Mr. Connor reviewed the qualifications of TOPS and its key employees. Ms. Steadman then reviewed the proposal for the District. She stated that TOPS would agree to a base rate of \$2.00 per connection so that all of the districts represented at the meeting would have the same pricing. She noted that TOPS' offices are only a few miles from the District which would be an additional savings to the District.

EDP

Mr. Ammel next addressed the Board regarding the history of EDP. He noted that EDP's policy was to always have someone in the area to address any problems or service calls. Mr. Ammel also stated that for at least the first two years, there would be an owner and a District representative attending the board meetings.

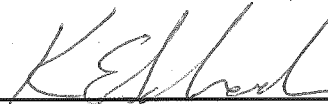
The Board, HC261 and HC6 separated, discussed and rated the three operating companies. The District and HC261 selected TOPS as their first choice for operating services. HC6 chose EDP as its preliminary choice.

After discussion, Director North moved that the Board select TOPS as the first choice for the District and authorize the negotiation of a contract for operating services, contingent on upon a final decision by HC6. Director Going seconded the motion and it carried unanimously.

Mr. Brady moved that the board of HC261 select TOPS as its first choice for operating services and to authorize the negotiation of a contract for operating services, contingent upon a final decision by HC6. Mr. Oyen seconded the motion and it carried unanimously.

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




Secretary, Board of Directors