

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

January 20, 2015

The Board of Directors of Windfern Forest Utility District of Harris County, Texas, met in regular 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 January 20, 2015, and the roll was called of the duly constituted officers and members of the Board, to wit:

Eddie Mendel	President
Vacant	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 Mark Roth of Roth and Eyring, PLLC; Karla Efigenio of McLennan & Associates; Gene Connor and Eric Martin of TOPS; Shawn Sharkey of Jacobs Engineering Group, Inc.; Constable Marquez of Harris County Constable's Office, Precinct 4; Teri League of WCA and Clark Lord and Debbie Russell of Bracewell & Giuliani LLP.

APPEARANCES BEFORE THE BOARD

Ms. League addressed the Board regarding the transfer of the District's contract for waste collection services to WCA. The Board stated that because there was no item on the agenda for this matter, no action could be taken until the February Board meeting

SECURITY REPORT

Constable Marquez reported on security matters within the District for the month of December 2014.

Security Services Contract

Ms. Russell presented the renewal of the agreement between the District and the Harris County Constables' Office for security services. She stated that there was a 5% increase in the contract rate for 2015. After discussion, Director Schoelman moved that the Board approve the renewal of the contract for security services as presented. Director Going seconded the motion and it carried by unanimous vote.

APPROVE AUDIT FOR FISCAL YEAR ENDING SEPTEMBER 30, 2014

Mr. Roth presented the District's draft annual audit for the fiscal year ending September 30, 2014, to the Board for review and approval. A copy of the District's audit is attached to these minutes.

Following discussion on the audit, upon a motion made by Director Farrell and seconded by Director North, the Board voted unanimously to approve the audit for fiscal year ending September 30, 2014.

AUTHORIZE CONSULTANTS TO PREPARE ANNUAL REPORT IN ACCORDANCE WITH DISTRICT'S CONTINUING DISCLOSURE OF INFORMATION AGREEMENT AND AS REQUIRED BY SEC RULE 15(C)2-12 FOR THE DISTRICTS OUTSTANDING BONDS

Mr. Lord stated that the District is required to file an annual report in accordance with the District's Continuing Disclosure of Information Agreement and as required by SEC Rule 15c2-12 for the District's outstanding bonds. Following discussion, a motion was made by Director Schoelman and seconded by Director Going authorizing the consultants to prepare an annual report in accordance with the District's Continuing Disclosure of Information Agreement and as required by SEC Rule 15c2-12 for the District's outstanding bonds. The motion passed unanimously.

AUTHORIZE FILING OF AUDIT WITH STATE INFORMATION DEPOSITORY IN ACCORDANCE WITH THE DISTRICT'S CONTINUING DISCLOSURE OF INFORMATION AGREEMENT AND AS REQUIRED BY SEC RULE 15(C)2-12

Mr. Lord next informed the Board that the District is required to file its annual audit with the state information depository in accordance with the District's Continuing Disclosure of Information Agreement and as required by SEC Rule 15c2-12 for the District's outstanding bonds. Following discussion, a motion was made by Director Schoelman authorizing filing of the annual audit with the state information depository in accordance with the District's Continuing Disclosure of Information Agreement and as required by SEC Rule 15c2-12 for the Series 2000 Bonds. The motion was seconded by Director Going and carried by unanimous vote.

APPROVE MINUTES

The Board reviewed the minutes of December 16, 2014. Following discussion, upon a motion made by Director Going and seconded by Director North, the Board voted unanimously to approve the minutes of December 16, 2014 as submitted.

BOOKKEEPER'S REPORT, APPROVE PAYMENT OF BILLS AND REVIEW INVESTMENT OF DISTRICT FUNDS

Ms. Efigenio presented the bookkeeper's report, a copy of which is attached to these minutes, for the period December 16, 2014 to January 20, 2015. She next reviewed the checks

presented for payment, the District's investments and a comparison of actual versus budgeted revenues and expenses for the period ending December 31, 2015.

Following discussion on the bookkeeper's report, upon a motion made by Director North and seconded by Director Going, the Board voted unanimously to approve the bookkeeper's report, payment of the bills and investment of the District's funds.

TAX ASSESSOR/COLLECTOR'S REPORT AND APPROVE PAYMENT OF BILLS

Mr. Fortner next presented the tax assessor/collector's report for the months of November and December, copies of which are attached. He reviewed the reports, stating that as of December 2014, the District's 2014 taxes are 47.58% collected and the 2013 taxes are 99.51% collected. Mr. Fortner also presented checks nos. 2473-2476 for payment.

Following discussion on the tax assessor/collector's report, upon a motion made by Director Schoelman and seconded by Director North, the Board voted unanimously to approve the tax assessor/collector's report and payment of the tax bills.

DELINQUENT TAX ATTORNEY'S REPORT

The Board reviewed the District's delinquent tax attorney's report, a copy of which is attached, regarding the status of collection of the District's delinquent taxes. The Board took no action in connection with the delinquent tax attorney's report.

OPERATOR'S REPORT

Mr. Martin presented the operator's report for December 2014, a copy of which is attached to these minutes.

Mr. Martin then reviewed a joint water production and accountability report with the Board and reported that water accountability for the prior month was 92%.

Mr. Martin reported on repairs and maintenance at District facilities.

Mr. Martin reported that the Pizza Hut/Wing Street restaurant has cleaned the grease trap in the restaurant.

The Board next discussed repairs to the tap lines that cross underneath streets in the District. Mr. Connor explained that a clamp can be applied to the line at the point where the leak is found, but noted that the clamp will weaken the line. After discussion, the Board concurred that the operator should use the clamping method where possible.

Director Mendel then questioned the charges from AVR for processing the District's monthly bills. Mr. Connor stated that AVR's cost is a pass-through to the District. The Board requested that AVR provide a breakdown of all of the costs for each individual item such as stamps, envelopes, and paper.

Mr. Connor then reported that the chlorine residual in the water was low because of the water received from the City of Houston. He stated that the City water had been turned off until they could blend the District's water with the water being received from the City.

Following discussion on the operator's report, upon a motion made by Director Going and seconded by Director North, the Board voted unanimously to approve the operator's report.

CONDUCT HEARING ON TERMINATION OF WATER SERVICE TO DELINQUENT WATER AND SEWER ACCOUNTS AND AUTHORIZE APPROPRIATE ACTION

The Board next considered termination of utility service to customers with delinquent accounts. Mr. Martin reported that the residents appearing on the termination list were given proper notice and the opportunity to be heard in order to explain, contest or correct the utility service bill and show reason why utility service should not be terminated for reason of nonpayment, all as required by the District's Rate Order and stated there were no appeals from residents.

Following discussion, a motion was made by Director Going to terminate utility service to customers with delinquent accounts. Director North seconded the motion, which carried by unanimous vote.

ENGINEER'S REPORT

The Board next reviewed the engineer's report, a copy of which is attached, including the following matters:

Elevated Storage Tank Waiver Application

Mr. Sharkey reported that the District has not received a response to the request for an extension of time to September 30, 2016, for completion of the generator project in connection with the response to the Elevated Storage Tank Waiver Application.

Coating Repair of Water Plant No. 1's Ground Storage Tank and Hydropneumatic Tank

Mr. Sharkey reported that the Notice to Proceed for the contract for the coating of the hydropneumatic and ground storage tanks will be issued on Monday, January 26, 2015.

Client survey

Mr. Sharkey stated his supervisor would like to attend the next meeting to conduct a client survey of the Board's satisfaction with its engineering services. The Board concurred that no survey be conducted at this time.

Acclaim Energy

Mr. Sharkey reported that Acclaim Energy sent him numerous documents to review in connection with the use of an emergency generator for peak energy usage. Mr. Sharkey stated that he does not plan to respond to Acclaim until the District has completed the installation of the emergency generator.

Color Selection for Water Tanks

The Board next discussed the selection of colors for the District's water tanks and concurred to use the same color as on the other District facilities.

ATTORNEY'S REPORT

Resolution Designating an Agent of the Board for the 2015 Directors Election

Mr. Lord presented the Resolution Designating an Agent of the Board for the 2015 Directors Election which designates Bracewell & Giuliani LLP as the District's agent. Upon a motion made by Director Going and seconded by Director North, the Board voted unanimously to adopt the Resolution as presented.

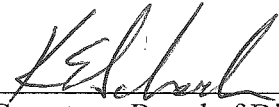
BUILDING OFFICE MANAGER'S REPORT

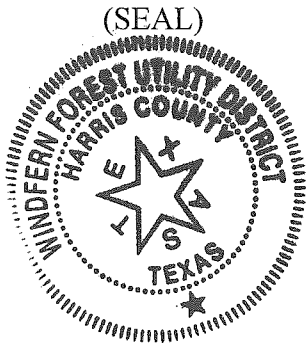
There was no report from the building office manager for the month.

REPORT ON MATTERS DISCUSSED AT THE MEETING OF THE WHITE OAK BAYOU JOINT POWERS BOARD

Director Mendel reported on matters discussed at the December meeting. He stated metals are exceeding the permitted levels and that all participants in the plant are contributing to the problem. Director Mendel stated that the Joint Powers Board is working to determine how to reduce the metals.

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


Secretary, Board of Directors



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