

**Minutes of Meeting
Board of Directors
Denton County Fresh Water Supply District No. 10
September 9, 2013**

The Board of Directors (“Board”) of Denton County Fresh Water Supply District No. 10 (“District”), met in regular session, open to the public, on Monday, September 9, 2013, at 6:00 p.m., at the Savannah Clubhouse, 701 Savannah Boulevard, Savannah, Texas, inside the District, for which notice was given as required by Chapter 551, Government Code, as amended, and Chapter 49, Texas Water Code, as amended.

The roll was called of the duly appointed members of the Board, to wit:

Rob Adams	President
Robert Tague	Vice President
Jon TenBroeck	Secretary
Kurt W. Moore	Asst. Secretary
Kris Russell	Director

All members of the Board were present, with the exception of Director Tague. Also attending the meeting were the following: Mr. Barry Jameson of Huffines Communities; Mr. Jim Koehler, P.E. of Graham Associates, Inc. (“GAI”); Mr. Will Walton of Corona Artesia, LLC; Ms. Virginia Blake of McCall Gibson Swedlund Barfoot PLLC; Ms. Amy Foster representing Denton Independent School District; and Mr. Clay E. Crawford of Crawford & Jordan LLP.

1. The President called the meeting to order, after determining that a quorum was present at 6:05 p.m.
2. Consideration was next given to approval and execution of First Amendment to Road Repair and Maintenance Agreement (Artesia Phase 1A, 1B, and 1C) with Corona Artesia, LLC. Mr. Crawford presented and reviewed with the Board such First Amendment and noted that Corona Artesia, LLC has agreed to the District’s terms. After discussion on the matter, Director Russell moved that the Board approve the First Amendment to Road Repair and Maintenance Agreement (Artesia Phase 1A, 1B, and 1C) with Corona Artesia, LLC, and authorize execution of same. Director TenBroeck seconded said motion, which carried unanimously.
3. Consideration was first given to acting upon any other matters concerning the District’s \$4,380,000 Unlimited Tax Road Bonds, Series 2013, including the approval and execution of various documents in connection with the closing of the bond sale and review of Report on Applying Agreed-Upon Procedures to Construction, Engineering and Related Costs Reimbursable to developer(s) from Series 2013 Bond Proceeds. Mr. Crawford presented and reviewed the Closing Memorandum prepared by FirstSouthwest Company regarding the closing of the sale of the Bonds. Ms. Blake reviewed the Report on Applying Agreed-Upon Procedures to

Construction, Engineering and Related Costs Reimbursable to developer(s) from Series 2013 Bond Proceeds. Mr. Crawford presented and reviewed with the Board the Federal Tax Certificate prepared by McCall, Parkhurst & Horton, L.L.P. After discussion on the matter, Director Moore moved that the Board approve the Federal Tax Certificate and authorize execution of same. Director TenBroeck seconded said motion, which carried unanimously.

4. Consideration was next given to approval of inclusion of notice of Denton Independent School District bond election to be held November 5, 2013, in monthly District utility billing. The President recognized Ms. Foster, who advised that she is a member of the Bond Election Committee for Denton Independent School District. She distributed information regarding the proposed bond election, setting forth the purposes of use of proceeds and noting the need for an additional school. After discussion on the matter, Director Moore moved that the Board approve the inclusion of the notice of Denton Independent School District bond election to be held November 5, 2013, in the District's monthly utility billing. Director TenBroeck seconded said motion, which carried unanimously.
5. The Board next deferred consideration of Executive Session pursuant to Section 551.071(1)(A) and (B), 551.072, and 551.076, Texas Government Code, as amended, to consult with District Counsel, consider real estate matters, and deliberate regarding security.
6. After noting that no further business was to come before the Board, upon motion duly made by Director Moore, seconded by Director Russell and unanimously carried, the meeting was adjourned at 6:38 p.m.

Jon TenBroeck
Secretary