

**Minutes of Meeting
Board of Directors
Denton County Fresh Water Supply District No. 6
May 23, 2012**

The Board of Directors ("Board") of Denton County Fresh Water Supply District No. 6 (the "District"), met in special session, open to the public, on May 23, 2012, at 6:00 p.m. at 2650 FM 407E, Suite 125, Bartonville, Texas, 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:

Ross Ferguson	President
Max Miller	Vice President
Donna Robichaux	Secretary
Adrian Weaver	Assistant Secretary
Jim VanVickle	Treasurer

All members of the Board were present, except Director Weaver, thus constituting a quorum. Also attending the meeting were the following: Mr. Peter Wagner of Republic Property Group, Ltd.; Mr. Kevin Mercer, District General Manager; Mr. Richard Harned, District Controller; Bob and Rose Baird, and Kurt Sewell, residents of the District, and Mr. Clay E. Crawford and Ms. Kelli Dabbs of Crawford & Jordan LLP.

1. The President called the meeting to Order at 6:15 p.m.
2. The President led the meeting in saying the Pledge of Allegiance.
3. Consideration was next given to public comments. The President opened the meeting to public comments. In that regard, Mr. Mercer congratulated the newly elected directors: Mr. Bob Baird, Mr. Kurt Sewell, and Director VanVickle. Mr. Mercer then thanked Director Ferguson for his years of service on the Board and presented him with a token of appreciation. Mr. Crawford then thanked Director Ferguson for all of the time he put in as President of the Board of Directors and congratulated him on a job well done. After noting that there were no other members of the public in attendance at the meeting and desiring to speak, it was determined that no formal action would be needed at this time.
4. As the next order of business, the Board considered canvassing the returns of the Directors' Election held on May 12, 2012. Said election returns and other election instruments were examined and canvassed by the Board and found to be correct, legal and regular in all respects. It was duly moved by Director Robichaux, seconded by Director Miller, and unanimously carried that there be passed and adopted the Order Declaring Results of General Election of Directors held May 12, 2012, a copy of which is attached hereto as Exhibit "A", which declares that Jim VanVickle, Bob Baird, and Kurt Sewell were the three (3) candidates that received the greatest number of votes cast, and thereby elected as

Directors of the District at said election, to each serve for four years, or until their successors are duly elected or appointed and qualified.

5. The Board next considered the acceptance of qualification statements, bonds and oaths of the elected Directors VanVickle, Baird and Sewell. In that regard, Directors VanVickle, Baird and Sewell, respectively, presented their Statements of Elected Officer and Oaths of Office. After discussion on the matter, it was moved by Director Miller, seconded by Director Robichaux and unanimously carried that the Board accept said Statements and Oaths and declare Directors VanVickle, Baird and Sewell to be duly elected and qualified Directors of the District. Directors VanVickle, Baird and Sewell participated in the remainder of the meeting.
6. Consideration was next given to reorganization of the Board of Directors and election of officers in connection therewith. The Vice President then called for nominations for President. Upon motion by Director Miller, and seconded by Director Robichaux, Director VanVickle was nominated for President. The motion carried unanimously.

The President then called for nominations for Vice President. Upon motion by Director Miller, and seconded by Director VanVickle, Director Robichaux was nominated for Vice President. The motion carried unanimously.

The President then called for nominations for Secretary. Upon motion by Director Miller, and seconded by Director Robichaux, Director Baird was nominated for Secretary. The motion carried unanimously.

The President then called for nominations for Assistant Secretary. Upon motion by Director Robichaux, and seconded by Director VanVickle, Director Miller was nominated for Assistant Secretary. The motion carried unanimously.

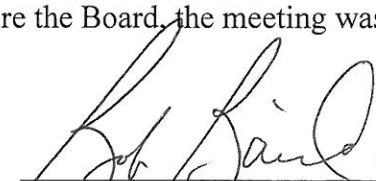
The President then called for nominations for Treasurer. Upon motion by Director VanVickle, and seconded by Director Miller, Director Sewell was nominated for Treasurer. The motion carried unanimously.

7. Consideration was next given to authorizing preparation and filing with the Texas Commission on Environmental Quality ("TCEQ") of an updated District Registration Form, as required, to reflect the new Directors and officers of the Board. Director Robichaux moved that the Board authorize the District's attorney to prepare the new District Registration Form and file the same with the TCEQ, as required. Director Miller seconded said motion, which carried unanimously by the Board.
8. The Board next deferred consideration of Executive Session pursuant to Chapter 551, Subchapter D, Texas Government Code, after noting that no Executive Session was required.

Director Baird then queried the Board as to what committees were in place and advised that it was his desire to disable and reorganize all committees currently in place. It was noted

that establish committees and review of committee assignments would be items for consideration on the agenda for the next meeting.

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



Bob Baird, Secretary