

FORT BEND COUNTY MUNICIPAL UTILITY DISTRICT NO. 37
MINUTES OF MEETING OF CANVASSING AUTHORITY AND BOARD OF DIRECTORS

MAY 23, 2012

The Canvassing Authority and Board of Directors (the "Board" or the "Directors") of Fort Bend County Municipal Utility District No. 37 (the "District") met in special session at 7:00 p.m. at 1301 Misty Bend, Katy, Texas 77494, on Wednesday, May 23, 2012, pursuant to notice of said meeting posted in accordance with Chapter 551 of the Texas Government Code. The roll was called of the members of the Canvassing Authority/Board, to-wit:

Larry W. Davis	President/Investment Officer
Kenneth L. Comeaux	Vice President
Stephen Berckenhoff	Secretary
David A. Carp	Treasurer
Rudy Ammer	Assistant Secretary

All members of the Canvassing Authority/Board were present. Also attending all or portions of the meeting was Regina D. Adams of Johnson Radcliffe Petrov & Bobbitt PLLC.

Director Davis, after finding that the notice of the meeting was posted as required by law and determining that a quorum of the Canvassing Authority/Board was present, called the meeting to order and declared it open for such business as may regularly come before it.

1. Director Davis serving as the presiding officer of the Canvassing Authority, then announced that the biennial Directors Election had been held in the District on Saturday, May 12, 2012 (the "Election") for the purpose of electing two (2) Directors to the Board. Ms. Adams then reviewed the Election returns and reported that the three (3) candidates received the following votes:

David A. Carp	57 votes
Larry W. Davis	46 votes
Jeff Gilliland	20 votes

2. Ms. Adams noted that one (1) provisional vote was cast in the Election. Ms. Adams reported that the Ballot Board for the Election met on Wednesday, May 16, 2012 after Fort Bend County (the "County") had released the provisional ballots on May 14, 2012 and that the provisional ballots were then picked up from the County on May 14, 2012. Ms. Adams further reported that the one (1) provisional ballot was rejected. Ms. Adams next stated that, based on the Election returns, and upon adoption of the Order Canvassing the Election, David A. Carp and Larry W. Davis have been elected to the Board to serve four (4) year terms of office to expire in May 2016. Upon motion by Director Berckenhoff, seconded by Director Comeaux, after full discussion and the question being put to the Canvassing Authority, the Canvassing Authority voted unanimously to adopt an Order Canvassing Returns and Declaring Results of Directors Election, a copy of which is attached hereto as Exhibit "A", thereby declaring David A. Carp and Larry W. Davis as duly elected members of the Board.

3. Director Davis then closed the canvassing meeting and convened the Board meeting. Ms. Adams then presented the Director Qualification Affidavits, copies of which are attached as Exhibit "B", to Directors Carp and Davis, who executed same, thereby verifying their qualifications to serve as Directors of the District.

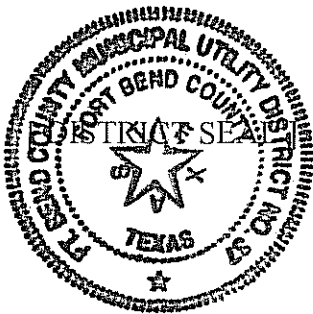
4. Ms. Adams next presented Directors Carp and Davis with their sworn Statement of Elected/Appointed Officer, a copy of which is attached as Exhibit "C", as required by the Texas Constitution, which statement was then duly executed by Director Carp and Davis. Ms. Adams then proceeded to administer the Oaths of Office to Directors Carp and Davis, copies of which are attached as Exhibit "D".

5. The Board next considered electing officers for the Board. Upon motion by Director Berckenhoff, seconded by Director Ammer, after full discussion and with all Directors present voting aye, the Board voted that the officer positions shall remain as follows:

Larry W. Davis	President/Investment Officer
Kenneth L. Comeaux	Vice President
Stephen Berckenhoff	Secretary
David A. Carp	Treasurer
Rudy Ammer	Assistant Secretary

THERE BEING NO FURTHER BUSINESS TO COME BEFORE THE BOARD, the meeting was adjourned.

SIGNED, PASSED and APPROVED this the 20th day of June, 2012.




Secretary, Board of Directors

EXHIBITS:

- A - Order Canvassing Returns and Declaring Results of Directors Election
- B - Director Qualification Affidavits of Directors Carp and Davis
- D - Statements of Elected/Appointed Officer of Director Carp and Davis
- E - Oaths of Office of Directors Carp and Davis