MINUTES OF REGULAR MEETING
OF
WILLIAMSON COUNTY MUNICIPAL UTILITY DISTRICT NO. 13

STATE OF TEXAS §
§
COUNTY OF WILLIAMSON §

A meeting of the Board of Directors of Williamson County Municipal Utility District No. 13, open to the public, was held on February 13, 2014, at the ABC Bank, 610 W. 5th Street, 2nd Floor, Austin, Texas 78701, pursuant to notice duly given in accordance with law.

1. CALL TO ORDER

The meeting was called to order.

2. ROLL CALL OF DIRECTORS

A roll call of the Directors was taken. The Directors present were J. Dale Layne, Marty Vannatter, Bill Gordon, Bob Riester and Powell Thompson, thus constituting a quorum. All Directors were present.

Also present at the meeting were Keith Collins, Mike Willatt, Jeniffer Concienne and Allen Douthitt.

3. CITIZEN COMMENTS

No citizens were present.

4. MINUTES OF PRIOR MEETINGS

President Dale Layne entertained a motion for approval. Motion was made by Marty Vannatter and seconded by Bill Gordon to approve the minutes of the January 9, 2014 meeting as presented. The motion carried unanimously.

5. DEVELOPER'S REPORT ON STATUS OF CONSTRUCTION WITHIN THE DISTRICT, DEVELOPMENT ENTITLEMENTS, PROVISION OF WATER, WASTEWATER AND DRAINAGE SERVICES WITHIN THE DISTRICT, SALES OF LOTS TO BUILDERS, HOMEBUILDING WITHIN THE DISTRICT AND STATUS OF DEVELOPMENT LOANS AND ACTIONS OF THIRD PARTIES OPPOSING OR SUPPORTING DEVELOPMENT WITHIN THE DISTRICT

No developers were present.

6. ENGINEER'S REPORT ON STATUS OF CONSTRUCTION WITHIN THE DISTRICT, DEVELOPMENT ENTITLEMENTS, PROVISION OF WATER, WASTEWATER AND DRAINAGE SERVICES WITHIN THE DISTRICT, SALES OF LOTS TO BUILDERS AND HOMEBUILDING WITHIN THE DISTRICT AND PAST, PRESENT AND FUTURE BOND ISSUES

Engineer Keith Collins reported that Summerlyn Section 1 was under construction and Section 2 was under design. Section 2 will be out to bid later this year.

7. BOOKKEEPER'S REPORT ON THE FINANCIAL AFFAIRS OF THE DISTRICT, INCLUDING AUTHORIZATION OF PAYMENT OF BILLS

a. American Bank of Commerce Wire Transfer Agreement

Allen Douthitt presented an updated cash activity report and discussed the financials with the Board, as well as the CD renewal and transfer. There was also discussion of the Wire Transfer Agreement with ABC. Powell Thompson indicated that Allen could have "read only access" to the District's account so that the accounts can be monitored as required the agreement. After discussion, motion was made by Bill Gordon and seconded by Bob Riester to approve the financials including payment of the per diems and invoices, transfer of funds to the bookkeeper's account, the CD renewal and to allow Bott & Douthitt "read only access" to the District's accounts. The motion carried unanimously.

8. MANAGER'S REPORT ON OPERATIONS OF THE DISTRICT

Attorney Mike Willatt indicated that this item can be removed from the agenda.

9. APPROVAL OF CONSTRUCTION PLANS AND PAY ESTIMATES, CHANGE ORDERS AND ACCEPTANCES OF COMPLETION WITH RESPECT TO CONSTRUCTION CONTRACTS

Engineer Keith Collins recommended approval of Pay Estimate No. 1 in the amount of $578,697.79 for Summerlyn South Section 1 - Street Excavation & Drainage, Water, Wastewater, Lift Station & Erosion Control Improvements submitted by DNT Construction, L.L.C. The project is approximately 27% complete. Motion was made by Marty Vannatter and seconded by Bob Riester to approve the pay estimate as presented. The motion carried unanimously.

10. ADVERTISEMENT FOR BIDS AND APPROVAL, AWARD, RECOMMENDATION AND ADMINISTRATION OF CONSTRUCTION CONTRACTS

This is a standing item.

11. WITHDRAWAL OF BRAZOS RIVER AUTHORITY FROM WHOLESALE WASTEWATER SERVICE AGREEMENT

Attorney Mike Willatt discussed the possible withdrawal of the BRA from the wholesale wastewater service agreement. The original agreement was between the District, BRA and LCRA. That agreement has now been assigned to the City of Liberty Hill. The BRA is difficult to get papers through and is no longer needed in the agreement. The agreement has been signed by MUD Nos. 12 and 19 and will be forwarded to the City for execution and will then be sent to the BRA for their execution. Motion was made by President Dale Layne and seconded by Bill Gordon to approve the Withdrawal of Brazos River Authority from Wholesale Wastewater Service Agreement and authorize the President to execute and the Secretary to attest to same on behalf of the District. The motion carried unanimously.

12. ALL ACTIONS AND DOCUMENTS NECESSARY OR CONVENIENT FOR THE DISTRICT'S 5TH BOND ISSUE

Attorney Mike Willatt reported Ken Schroeder and Dan Wegmiller are working on the sizing of the bond issue and no action is required today.

13. JOINT ELECTION AGREEMENT AND CONTRACT FOR ELECTION SERVICES

14. ORDER CALLING DIRECTOR'S ELECTION AND ALL RELATED DOCUMENTS

15. RESOLUTION AUTHORIZING SECRETARY'S APPOINTMENT OF AGENT TO PERFORM DUTIES DURING ELECTION PERIOD

Attorney Mike Willatt discussed Item Nos. 13 through 15 together. Mr. Willatt explained that every even numbered year, the District is required to hold a directors election. The terms for Marty Vannatter and Powell Thompson are up this round. If the election is not contested, it can be cancelled. Williamson County can hold the election for the District, which is at a great cost and if the election is cancelled, there is no cost to the District. Marty Vannatter and Powell Thompson submitted their Applications for Place on Ballot. The deadline to cancel the election is February 28th. The Secretary of the Board can appoint an agent to perform the election duties for him. After discussion, motion was made by Powell Thompson and seconded by Bob Riester to approve the Joint Election Agreement and Contract for Election Services, adopt the Order Calling Director's Election and Resolution Authorizing Secretary's Appointment of Agent to Perform Duties During Election Period as presented. The motion carried unanimously.

16. ADJOURN

President Dale Layne adjourned the meeting.

J. Dale Layne, President

ATTEST:

William W. Gordon, Secretary

[SEAL]

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