

**MINUTES OF SPECIAL MEETING OF BOARD OF DIRECTORS OF
SPRINGWOODS MUNICIPAL UTILITY DISTRICT**

July 22, 2009

THE STATE OF TEXAS §
 §
COUNTY OF WILLIAMSON §

The Board of Directors of Springwoods Municipal Utility District met in a special meeting at a regular meeting place of the District open to the public on July 22, 2009 at 9117 Anderson Mill Road, Austin, Texas, pursuant to notice duly given in accordance with law. A copy of the Certificate of Posting of said Notice is attached hereto as **Exhibit "A"**.

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

James Buchanan	-	President
Jim Sagnes	-	Vice President
Kelly K. Campbell	-	Treasurer
Michael Weems	-	Secretary
Rodney Hargrave	-	Assistant Secretary and Treasurer

and all of the Directors were present, except for Director Campbell, thus constituting a quorum. Also present at the meeting were Steve Held and Margret Wingrove of Crossroads Utility Services LLC; Andrew Hunt of SWWC Services, Inc.; and Gregg Krumme of Armbrust & Brown, L.L.P.

Director Buchanan called the meeting to order at 6:05 p.m. and that the Board would first discuss and consider taking necessary action regarding District management services including a review of responses to request for proposal and awarding contract. Director Buchanan opened the discussion with a discussion regarding the status of the District, impending annexation and budget goals. Director Hargrave suggested that the Board entertain presentations by all three Proposers. Margret Wingrove and Steve Held of Crossroads addressed the Board and made a presentation of their proposal to the Board including the history of the company, that Margret Wingrove would serve as the general manager of the District, and personnel for park services. The Board thanked Ms. Wingrove and Mr. Held for their presentation. Jim Sagnes addressed the Board regarding the presentation of his proposal for general manager services including that he would personally handle the services, would handle cleaning the bathrooms in the park, saving the District money, noting that restrictive covenant services are optional and can be accepted with his proposal or not, that he is experienced in assisting in park operations and that he is planning on making proposals to other Districts to provide park services as well. Finally Mr. Sagnes noted that he would be hired under his proposal directly as an employee of the District. Director Buchanan noted that ST Environmental Services was not present at the meeting to make a presentation and next introduced Andrew Hunt to make a presentation on behalf of SWWC Services, Inc. Mr. Hunt presented his proposal, including noting that he has some experience with the District, that Robin would stay involved in providing services to the District, personnel for park services and noting that he currently is only handling three municipal utility districts

where he would divide his time. Mr. Hunt also emphasized that SWWC Services, Inc. is committed to the Austin municipal utility district business.

After discussion, Director Weems moved that the Board approve the Crossroads proposal. There was no second to the motion, which died. Director Hargrave moved that the Board approve the proposal from Jim Sagnes. There was no second to that motion, which died. After further discussion, the Board tabled this item and directed that Mr. Krumme post an additional special meeting on Sunday, July 26th at 8:00 pm to further discuss and award this contract.

Director Buchanan stated the Board would next discuss and consider taking necessary action regarding District Restrictive Covenant Enforcement services, including review of responses to request for proposal and awarding contract. After discussion, Director Weems moved that the Board approve the proposal from D&J Company. Director Hargrave seconded the motion. The Board voted 2 to 1 on the motion, with Director Buchanan voting against the motion. The motion failed to achieve three votes.

Director Buchanan stated the Board would next discuss such other matters as may come before the Board. Mr. Krumme stated that he and Director Buchanan had a meeting with the MS4 Coalition and that there needed to be a walk through of 25% of the district channels and suggested that the Board approve the walk through, and approve the participation of Director Buchanan and Director Sagnes in the walk through. Director Weems moved to approve that motion. Director Hargrave seconded the motion, which passed unanimously.

There being no further action to come before the Board, upon motion by Director Hargrave and second by Director Weems, the meeting was adjourned at 6:34 pm.



Michael Weems, Secretary
Board of Directors