

MINUTES OF SPECIAL MEETING OF
SONTERRA MUNICIPAL UTILITY DISTRICT
Tuesday, April 19, 2011

STATE OF TEXAS §
 §
COUNTY OF WILLIAMSON §

The Board of Directors of Sonterra Municipal Utility District (the "District") held a special meeting, open to the public, at 10:30 a.m., at 113 Limestone Terrace, Jarrell, Texas, inside the boundaries of the District, on the 19th day of April, 2011, and the roll was called of the duly constituted officers and members of the Board, to-wit:

Bill Gravell	President
Lenn Schwarz	Vice President
William Frymire	Secretary
Trisha Allen	Treasurer
Erma Wedge	Assistant Secretary

and all of said persons were present except Director Wedge, thus constituting a quorum. Also in attendance were Theron and Ellie Vaughan; Andy Bilger; Autumn Phillips of Municipal Accounts & Consulting, L.P.; Jason Jones of Jones-Heroy Engineers; Robert Anderson of Crossroads Utility Services; Annie Napoli; and Lauren Hughes of Freeman & Corbett.

1. The Board first considered the minutes of the Board's April 7, 2011 meeting. Director Frymire made a motion that the Board approve the minutes subject to revising the minutes to reflect the correct officer positions of directors Wedge and Allen. Director Schwarz seconded the motion, which the Board passed unanimously.

2. The Board then considered the Utility Operator's Report. Mr. Anderson gave a brief update on the status of development within the District.

3. The next item was consideration of the bills and invoices. Ms. Phillips presented an investment policy to the Board. After discussion, Director Frymire made a motion to approve the investment policy. Director Schwarz seconded the motion, which the Board passed unanimously. A copy of the investment policy is attached as an exhibit to these minutes. Next, Ms. Phillips presented a list of bills and invoices to the Board and explained the Bookkeeper's Report. Ms. Phillips recommended the District void Check No. 6183 for Director Wedge's director fee since she was unable to attend the meeting and approve an additional check (Check No. 6213) to the City of Jarrell in the amount of \$39,368.00. Director Frymire made a motion to approve the bills and invoices as recommended by Ms. Phillips plus Check No. 6213 and except Check No. 6183. Director Allen seconded the motion, which the Board passed unanimously. A copy of the list of bills and invoices is attached to these minutes.

4. The Board then considered the Developer's Report. Mr. Vaughan gave a brief update on the status of development within the District. No action was taken by the Board.

5. The Board then considered the Construction Manager's Report. Mr. Bilger gave a brief update on the status of the District's agreement with Sonterra's HOA.

6. The Board next considered the Engineer's Report. Mr. Jones recommended the Board approve the following pay estimates, change orders, and recommendations for acceptance for operation and maintenance:

- A. Pay Estimate No. 2
JSCSC Emergency Interconnect
JHA Job No. 0061-057
\$1,975.35
- B. Recommendation for Acceptance for Operation and Maintenance
Sonterra West, Section 8-B
JHA Job No. 0061-065
- C. Final Pay Estimate No. 5
Sonterra West, Section 3, Phase 1
JHA Job No. 0061-063
\$13,408.02
- D. Change Order No. 1
Sonterra West, Section 3, Phase 1
JHA Job No. 0061-063
\$23,897.80
- E. Change Order No. 2
Sonterra West, Section 3, Phase 1
JHA Job No. 0061-063
\$1,945.91
- F. Change Order No. 3
Sonterra West, Section 3, Phase 1
JHA Job No. 0061-063
For a deduction of \$387.00
- G. Change Order No. 4
Sonterra West, Section 3, Phase 1
JHA Job No. 0061-063
\$4,210.00
- H. Recommendation for Acceptance for Operation and Maintenance
Sonterra West, Section 3, Phase 1
JHA Job No. 0061-063

Upon a motion by Director Schwarz and a second by Director Frymire, the Board unanimously approved the above referenced pay estimates, change orders and recommendations

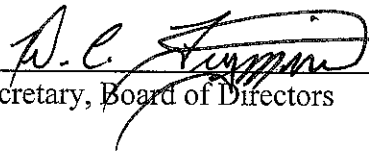
for acceptance for operation and maintenance. A copy of the Engineer's Report is attached as an exhibit to these minutes.

7. Next, the Board considered the General Counsel's Report. In Mr. Freeman's absence, Mr. Gravell updated the Board on the status of the District's travel center sound ordinance and additional matters concerning the travel center.

8. The Board then considered the resolution concerning proposed amendment to CCL MUD 1 legislation. Mr. Gravell explained the resolution to the Board. After discussion, Director Gravell made a motion to approve the proposed amendment to CCL MUD 1 legislation. Director Allen seconded the motion, which the Board passed unanimously. A copy of the resolution is attached as an exhibit to these minutes.

9. The Board next considered the agreement with Sonterra HOA regarding parks and recreational facilities. Mr. Bilger explained that the Board had previously approved the agreement but had not seen a final draft. After discussion, by unanimous acclamation, the Board authorized Director Gravell and Director Schwarz to review the agreement and execute the agreement on behalf of the Board.

There being no further business to come before the Board, the meeting was adjourned at approximately 11:40 a.m.


Secretary, Board of Directors

(SEAL)