

**NORTHTOWN MUNICIPAL UTILITY DISTRICT
MINUTES OF BOARD OF DIRECTORS' MEETING**

December 9, 2009

THE STATE OF TEXAS §
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COUNTY OF TRAVIS §

A special meeting of the Board of Directors of Northtown Municipal Utility District was held on December 9, 2009, at the Wells Branch Indoor Recreation and Conference Center, 3000 Shoreline Drive, Austin, Texas. The meeting was open to the public and notice was given as required by the Texas Open Meetings Act. A copy of the Certificate of Posting of the notice is attached as **Exhibit "A"**.

The roll was called of the members of the Board:

Robin Campbell	-	President
Brenda Richter	-	Vice President
William E. Henderson	-	Treasurer
Scott M. Gray	-	Secretary
Alex Martinez	-	Assistant Secretary

and all of the Directors were present, thus constituting a quorum. Also present at the meeting were Jim Nias and Katherine Loayza of Jackson & Walker, L.L.P.; Tony Shaleesh and Jana Rice of Cunningham Allen and Sue Brooks Littlefield of Armbrust & Brown, L.L.P.

Director Campbell called the meeting to order at 5:05 p.m. and stated that the Board had convened the meeting in order to discuss the development of the Village @ Northtown. He recognized Mr. Nias, who explained that his client was proposing a further land plan amendment, which would include extending the single-family detached residential into an area previously proposed for attached residential product. He stated that an impediment to doing this was the location of a seven acre park tract, and pointed out that this tract, which had been required to be designated as parkland by the City of Austin in conjunction with the prior land plan revision, resulted in a park area which was isolated from the balance of the District's parkland. He stated that he would like to propose that this parkland be replaced with some other amenity compensation. He added that most of the land plan would remain the same, although they were proposing some additional retail along Wells Branch Parkway. Mr. Nias advised the Board that his client was also looking at possibly selling a school site to the Pflugerville Independent School District for either an elementary school or a middle school, depending on what was most needed in the area. The Board discussed the proposed relocation of the parkland, and Director Richter pointed out that she was also very concerned about the safety of pedestrians crossing Wells Branch Parkway from one part of the District's existing park area to the other. She noted that, as set forth in a prior Consent Agreement amendment, the developer was to provide a safe pedestrian access. She added that she had gotten the impression that the developer was not interested in doing so, as Mr. Lind had previously indicated to her that the residents should simply cross at the intersection, which was not included within either park tract. Ms. Rice suggested that a wet pond within the Village @ Northtown's property would be an attractive amenity, and the Board discussed the "pros" and "cons" of such a facility, as well as

the City of Austin's reluctance to allow districts to undertake maintenance of these types of facilities. Director Campbell raised an issue regarding the District's need for an office, and suggested that the Board might consider accepting a site which would be suitable for this in lieu of the seven acre park tract. After further discussion, Mr. Nias, Ms. Loayza, Ms. Rice and Mr. Shaleesh excused themselves from the meeting. The Board continued to discuss the proposed land plan change, and agreed that, if the seven acre park was eliminated, it would be important to provide an appropriate transition from Settler's Meadow to the proposed new single-family area, particularly if the product types were different. The Board requested that Ms. Littlefield send a copy of the Settler's Meadow restrictive covenants to Mr. Nias, so that the developer could plan for an appropriate transition. The Board also agreed that it would want some pocket parks to be included in the development plan, to provide the residents of the Village @ Northtown with appropriate and close-by park facilities.

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

Date: _____.

(SEAL)

Scott M. Gray, Secretary
Board of Directors