

MINUTES OF THE  
TEXAS WATER DEVELOPMENT BOARD  
FINANCE COMMITTEE MEETING  
June 20, 2013

Chairman Monte Cluck called to order the meeting of the Finance Committee of the Texas Water Development Board at 8:30 a.m. in Room 170 of the Stephen F. Austin Building, Austin, Texas. Finance Committee Member F.A. "Rick" Rylander, was not in attendance at today's meeting. All other members of the Finance Committee were in attendance and a quorum was present.

All other Board members also attended the meeting.

Members of the Texas Water Development Board staff attending included: Chris Adams, Renita Bankhead, Stacy Barna, Jim Bateman, Joyce Bourenane, Kelly Burton, Melanie Callahan, David Carter, Scot Foltz, Larry French, Monica Galuski, Lisa Glenn, Rene Gonzales, Mark Hall, Dan Hardin, Ruben Hernandez, Amanda Jenami, Sandy Kaiser, Merry Klonower, Randy Lara, LeeRoy Lopez, Ryan Long, Robert Mace, Jeremy Mazur, David Meesey, Piper Montemayor, Ben Munguia, Ken Petersen, Debbie Ramirez, Joe Reynolds, Steve Rodriguez, Mike Segner, John Sutton, Comer Tuck, Cameron Turner, Jeff Walker, David Yager, and Jessica Zuba.

The following individuals were present:

Andy Bynam, Mesirow Financial  
Anne Burger Entekin, First Southwest  
Peggy Christman, Bracewell Giuliani  
Kim Edwards, Piper Jaffray  
Perry Fowler  
Dale Lehman, Piper Jaffray  
Tom Lin, Merrill Lynch  
Jeff Leuschel, McCall Parkhurst Horton  
Lorraine Palacios, Ramirez  
Ben Rosenberg, U.S. Capital Advisors  
Dalton Smith, Merrill Lynch  
Barron Wallace, Bracewell Giuliani

1. CONSIDER APPROVAL OF THE MINUTES OF THE MAY 16, 2013 MEETING.

Mr. Vaughan moved to approve the minutes as submitted; the motion was seconded by Mr. Cluck; it passed unanimously.

Chairman Cluck introduced Piper Montemayor, Debt & Portfolio Management, and stated that she will present Items 2-4.

2. CONSIDER RECOMMENDING ADOPTION OF A RESOLUTION AUTHORIZING THE TERMINATION AND CLOSURE OF THE LIEN RELATING TO THE STATE REVOLVING FUND SENIOR LIEN REVENUE BONDS; AUTHORIZING THE EXECUTIVE ADMINISTRATOR AND THE DEVELOPMENT FUND MANAGER TO TAKE ALL NECESSARY ACTIONS TO ACCOMPLISH THE PURPOSES OF THIS RESOLUTION; AND AUTHORIZING RELATED MATTERS. (BOARD CONSENT ITEM NO. 6)

3. CONSIDER RECOMMENDING ADOPTION OF AN AMENDED AND RESTATED MASTER RESOLUTION AUTHORIZING A FINANCING PROGRAM (2013) TO PROVIDE FUNDS TO THE STATE WATER POLLUTION CONTROL REVOLVING FUND; APPROVING AND AUTHORIZING TEXAS WATER DEVELOPMENT BOARD STATE REVOLVING FUND REVENUE BONDS TO BE ISSUED IN VARIOUS SERIES AND TO BE SOLD AND DELIVERED IN VARIOUS FORMS AND IN INSTALLMENTS; PROVIDING FOR BOND ENHANCEMENT AGREEMENTS; MAKING CERTAIN COVENANTS AND AGREEMENTS IN CONNECTION THEREWITH; AND RESOLVING OTHER MATTERS. (BOARD CONSENT ITEM NO. 7)
4. CONSIDER RECOMMENDING ADOPTION OF THE SEVENTH SUPPLEMENTAL RESOLUTION: (A) AUTHORIZING THE ISSUANCE, SALE AND DELIVERY OF TEXAS WATER DEVELOPMENT BOARD STATE REVOLVING FUND REVENUE REFUNDING BONDS, SERIES 2013A, IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$80 MILLION; (B) APPROVING AND DEEMING FINAL A PRELIMINARY OFFICIAL STATEMENT TO BE USED IN THE MARKETING OF SUCH BONDS; AND (C) APPROVING AND AUTHORIZING THE EXECUTIVE ADMINISTRATOR AND THE DEVELOPMENT FUND MANAGER TO ACT ON BEHALF OF THE TEXAS WATER DEVELOPMENT BOARD IN THE SALE AND DELIVERY OF SUCH BONDS. (BOARD CONSENT ITEM NO. 8)

Mr. Vaughan moved to approve staff's recommendation for approval of Item 2; the motion was seconded by Mr. Cluck; it passed unanimously.

Mr. Vaughan moved to approve staff's recommendation for approval of Item 3; the motion was seconded by Mr. Cluck; it passed unanimously.

Mr. Vaughan moved to approve staff's recommendation for approval of Item 4; the motion was seconded by Mr. Cluck; it passed unanimously.

Chairman Cluck introduced Monica Galuski, Debt & Portfolio Management, and stated that she will present Items 5 and 6.

5. CONSIDER RECOMMENDING ADOPTION OF A RESOLUTION: (A) AUTHORIZING THE ISSUANCE, SALE AND DELIVERY OF STATE OF TEXAS, WATER FINANCIAL ASSISTANCE BONDS, SERIES 2013B (DEVELOPMENT FUND PROGRAM) IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$62,000,000; (B) APPROVING AND DEEMING FINAL A PRELIMINARY OFFICIAL STATEMENT TO BE USED IN THE MARKETING OF THE BONDS; AND (C) APPROVING AND AUTHORIZING THE EXECUTIVE ADMINISTRATOR AND DEVELOPMENT FUND MANAGER TO ACT ON BEHALF OF THE TEXAS WATER DEVELOPMENT BOARD IN THE SALE AND DELIVERY OF SUCH BONDS. (BOARD CONSENT ITEM NO. 9)
6. CONSIDER RECOMMENDING ADOPTION OF A RESOLUTION: (A) AUTHORIZING THE ISSUANCE, SALE AND DELIVERY OF STATE OF TEXAS, WATER FINANCIAL ASSISTANCE REFUNDING BONDS, SERIES 2013C IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$58,820,000; (B) APPROVING AND DEEMING FINAL A PRELIMINARY OFFICIAL STATEMENT TO BE USED IN THE MARKETING OF THE BONDS; AND (C) APPROVING AND AUTHORIZING THE EXECUTIVE ADMINISTRATOR AND DEVELOPMENT FUND MANAGER TO ACT ON BEHALF OF THE TEXAS WATER

DEVELOPMENT BOARD IN THE SALE AND DELIVERY OF SUCH BONDS. (BOARD  
CONSENT ITEM NO. 10)

Piper Montemayor, Debt & Portfolio Management, also addressed the Committee.

Mr. Vaughan moved to approve staff's recommendation for approval of Item 5; the motion was seconded by Mr. Cluck; it passed unanimously.

Mr. Vaughan moved to approve staff's recommendation for approval of Item 6; the motion was seconded by Mr. Cluck; it passed unanimously.

7. THE COMMITTEE MAY DISCUSS ITEMS FROM THE BOARD MEETING OF JUNE 20, 2013.

No other items were discussed.

The meeting adjourned at 8:56 a.m.

APPROVED and ordered of record this the 18<sup>th</sup> day of July, 2013.

TEXAS WATER DEVELOPMENT BOARD  
FINANCE COMMITTEE

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Monte Cluck, Chairman

ATTEST:

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Melanie Callahan  
Executive Administrator