

**WILLIAMSON-TRAVIS COUNTIES MUNICIPAL UTILITY DISTRICT NO. 1  
OF WILLIAMSON AND TRAVIS COUNTIES, TEXAS  
MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS**

**January 18, 2023**

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The Board of Directors (the “**Board**”) of the Williamson-Travis Counties Municipal Utility District No. 1 of Williamson and Travis Counties, Texas (the “**District**”) met in **regular** session, open to the public at 6:30 p.m. on **January 18, 2023**, at The Park at Lakeline Oaks located at 1000 Old Mill Road, Cedar Park, Texas 78613, an official meeting place within the boundaries of the District, pursuant to notice duly given in accordance with the law.

Director Dudo called the meeting to order and Zach Evans called the roll of the Board, to wit: **Megan Dudo, President; Hanoi Avila, Vice President; Beth Jones, Secretary; Linda Fabre and David Flores.** With all Directors present, a quorum was established.

Also, in attendance or joining during the meeting were Makenzi Scales, Stephanie Reese, and Priscilla Lenzen of Inframark, via online (“**Inframark**”), the District’s General Manager; Herb Edmonson of Gray Engineering, Inc. (“**Gray**”), the District’s Engineer; Diana and Jimmy Sagnes of Sage Management Services (“**Sage**”); the District’s Deed Restriction Enforcement Company; Zachariah T. Evans and Sarah Beverly of (“**McGinnis**”), the District’s Attorney. Several members of the public were also in attendance.

The Board next received communications from individuals who signed up to address the Board during Citizen Communications.

Director Dudo then moved to discuss agenda item 4, Rules of Order. Director Dudo mentioned that Mr. Evans would like to address the Board regarding the Rules of Order. Mr. Evans began by stating that he will no longer reside as the Board’s parliamentarian. He explained that his residing as a parliamentarian was at the request of the former Board President, however, he feels that doing so has presented the opportunity for individuals to file frivolous complaints against him with the State Bar under the pretense that he is making decisions for the Board. Mr. Evans went on to state that the accusations presented are untrue, he only advises the Board when necessary. As a result, Mr. Evans will no longer engage in commentary with the Director or audience members who are interrupting the proceedings. He noted, if a Board member needs to raise a point of order, they may do so and the person(s) speaking should render their comments to a close, and if not, Mr. Evans will make a determination according to the Rules of Order, that the Board has adopted. It will be up to the chair to sustain or overturn Mr. Evans’s decision, and if the Board agrees to overturn the decision of the chair, it is the Board’s prerogative to do so. Mr. Evans expressed his advice of, enforcing the Rules of Order, and if the rules are not followed and individuals will not respond when being informed that they are violating those rules, to a law enforcement Official. He advised the Board to have the deputy stay in the Board meeting room at all times during the meeting.

Director Dudo, then pointed out that the rules of order agenda item was placed on the agenda at the request of Director Fabre and gave her the floor for discussion. At that point, Director

Fabre addressed the Board and stated that after reviewing the Resolution, she found that she believes a few changes to areas within the Resolution would help the Board run more smoothly, more efficiently, and with fewer interruptions. Director Fabre reported that the recommended changes have been uploaded to the shared drive, agenda item #4. Director Fabre went on to detail her recommended changes to benefit a productive meeting; (1) the provision on page five (5) section 2.4 item (d) that enables the President to delegate his/her responsibilities to be stricken in its entirety; (2) to further position the Board to be run by five (5) elected members; on page eight (8) section 4.1 she struck the rule giving General Council to be the Board Parliamentarian and identified the role to the President or Vice-President, whoever is running the meeting. Director Fabre further explained that on page one (1) of the Resolution, to be directed on how to vote does not sit well with her. She expressed that there is a legitimate reason to abstain from a vote, it could be that she does not have enough information to make a reasonable and informed decision to vote, and there is nothing that states it should be a matter of law. She is recommending that everything in the Resolution she highlighted in yellow be struck from the text and the words that are in red are what she would like to introduce into the list of items. She would like to discuss with anyone any reason they feel her suggestions are not a good idea. She would like to point out that the order of the Board in section 2.6 regarding the minutes, clearly states in the rules that the minutes will include the final motions with votes, that has not been happening, her abstained votes have been reported as “No”. She understands that although she cannot fight that, where they want to be counted as a “No” vote, but she abstained votes need to be recorded as she gives them. Director Fabre stated that when she abstains from a vote it is for a legitimate reason.

Director Fabre then motioned that the Board President will serve as the Board’s Parliamentarian and adopt all the revisions made to the Resolution, Director Flores seconded the motion. During the discussion Director Flores expressed that there are a lot of changes that the Board needs to discuss to make certain the changes are what they are looking for, by having an open discussion without time limitations, or a table for people to come back with their ideas of changes. Director Avila stated that he did not feel comfortable with voting on all the changes, he expressed that the discussion needs to be one by one and also refer to the legal counsel. Director Jones stated she would like to table the item until the Board has more time for a full discussion. Director Dudo then expressed that she is not comfortable with removing Mr. Evans as a parliamentarian. Director Dudo stated with the current changes that have been suggested she sees no reason for Mr. Evans to remain in the role because he has more experience and she is perfectly happy with him keeping a copy of the Roberts Rules of Order, and his experience with the legislature is valuable to the Board. Director Dudo then explained that the reason the rules were changed was due to the option of abstaining from a vote was being abused, Directors were abstaining from votes every so often make sense, but abstaining from votes multiple times in a meeting or at least once every meeting becomes problematic; (1) it gives Directors an out (2) it was being used as an opportunity to have more time to speak than the rest of the Directors and having the final say, and (3) it also makes it hard for the Board to move actions forward. She stated in 2021 the Board met in open sessions for over 100 hours. At the beginning of the year the Board met for 8.5 hours per month and in the second half of the year, they were able to get the meetings down to about 5.5 hours per month. Director Dudo expressed that the meetings are not free, when contractors are present, they bill by the hour.

After a discussion, Director Fabre amended her motion to, the Board President serving as the Board's Parliamentarian, and Director Flores seconded. Director Dudo suggested the Board not debate the motion again and move forward with voting. The motion failed with Director Jones, Director Avila, and Director Dudo voting against the motion and Director Fabre and Flores voting in favor. Another discussion ensued with Director Avila explaining he is not in agreement with accepting all the changes at once, but he is wanting to discuss further the issue of the parliamentarian. Director Flores asked Mr. Evans about the Roberts Rules of Order and Mr. Evans responded.

Director Avila then asked Director Fabre to point out where she would like the amendment and explain her logic and why she wants the amendment. Director Fabre then explained that she feels the person that is running the meeting needs to be the one that is directing the activities, actions, the vote, and the entire meeting and believes that responsibility that of the President which includes the Parliamentarian role. Director Fabre would like to strike section 2.4(d) on page five (5) and add that the Board President will reside as the Board's Parliamentarian. Another discussion ensued with Director Avila expressing that he has an issue with the attorney playing the role of the president of the Board and at the same time being counsel. He would rather have the President of the Board acting as the parliamentarian with respect to the position. Mr. Evans asks permission to respond to Director Avila and explains the role of the Parliamentarian. Director Jones expressed that she would like for Mr. Evans to remain as parliamentarian due to Director Dudo being new to the role of President.

Director Flores motioned to create a committee to review and revise rules of order, and Director Avila seconded. After a discussion, Director Flores amended his motion to; create a committee of Director Dudo and Director Fabre to review and revise rules of order, working with the District's attorney, and Director Avila seconded. The motion passed with Director Avila, Flores, and Fabre voting in favor, and Directors Dudo and Jones voting against the motion.

Next, the Board considered approval of the monthly consent agenda. Mr. Evans explained to the Board that December 12, 2022, meeting minutes to consider. Director Fabre motioned to pull the payment of bills and invoices from the consent agenda for discussion, and Director Flores seconded. Mr. Evans explained that if Director Fabre wants to pull the payment of bills and invoices and there is an affirmative vote, you make a de facto vote to deliberate on bills and invoices, he submitted to the Board, that procedural motions are not debatable. He suggested the Board vote on pulling the payment of bills and invoices from the consent agenda to determine if they will debate payment on the bills and invoices. Director Fabre asked for clarification and Mr. Evans provided an explanation. After discussion, Director Fabre amended her motion to pull the payments of invoices for deliberation, and Director Flores seconded.

Mr. Evans explained the process of the consent agenda and Director Dudo also provided an explanation of the purpose of the consent agenda and the process. Director Fabre then provided an explanation as to why she would like to pull the bills and invoices from the consent agenda. After a lengthy discussion, the Board voted on pulling the bills and invoices from the consent agenda; Director Jones and Dudo voted against the motion, and Directors Fabre, Avila, and Flores voted in favor, and the motion passed.

Mr. Evans then explained that the payment of the bills and invoices will remain on the consent agenda and reminded the Board that the District is subject to the prompt payment act, essentially giving them thirty (30) more days to pay contractors, from the date the service was complete or the date they received the invoice, whichever comes first.

Director Fabre then stated that all of the checks that were not supported by an invoice, except for the refund payments to the residents and the constable's paychecks, the only thing she has not reviewed that needs a thorough review prior to payment of check #5773 to Inframark, for maintenance and repairs, and she needs the bookkeeper to confirm payment regarding check #5778 for \$106.96 but the invoice reflects \$115.70. Ms. Lenzen provided an explanation of the difference between the \$8.74 invoice amount versus the check amount of \$106.96. After a discussion, Director Avila motioned to move forward with paying the District's bills and invoices, and Director Jones seconded. The motion passed with Director Flores, Dudo, Avila, and Jones voting in favor, and Director Fabre abstaining.

Ms. Lenzen then reviewed the Finance Reports with the Board. She reviewed the income for the District and summarized the activity in each of the District's accounts. Ms. Lenzen then reviewed the Cash Balance Report and noted that the total amount of the checks prepared for payment of bills and invoices to the District for December was \$377,586.39. Director Fabre motioned for all bills and invoices to be delivered to the bookkeepers no less than ten (10) days prior to a meeting, and Director Flores seconded. Ms. Scales provided an explanation of when bills and invoices are received, the process of migrating as many accounts to ACH payments, and the payroll process. After a brief discussion, Director Fabre amended her motion to, all bills and invoices have to be delivered to the bookkeeper (Inframark) no later than the 5th of each month to be paid during that month's board meeting, and Director Flores seconded. The Board voted unanimously to have all bills and invoices have to be delivered to the bookkeeper (Inframark) no later than the 5th of each month to be paid during that month's board meeting.

Next, the Board moved to the annual review of the Board's investment policy. Mr. Evans advised the board that McGinnis Lochridge will bring the resolution and policy to the next Board meeting for the Board's consideration.

The Board then moved to the District's audit for the 2022 fiscal year. Mr. Evans stated that at this time he does not have any details on the status of the audit and reminded the Board that the audit must be filed with TCEQ within 150 days of the expiration of the Board meeting. Director Dudo asked Inframark to coordinate with the District's auditor to ensure the audit report is presented during February's board meeting.

Ms. Scales next presented the General Manager's Report. Ms. Scales requested approval for \$70,000.00 as a retainer to cover Inframark's base contract costs going forward. After discussion, Director Franke motioned, and Director Dudo seconded to approve the \$70,000.00 retainer for Inframark base contract costs. The motion passed with Directors Dudo, Jones, and Franke voting in favor, and Directors Fabre and Medrano voting against the motion.

Continuing her report, Ms. Scales stated that the Parks Committee was requesting approval to secure a movie license to host a movie in the park. Director Jones motioned to approve the request at a total cost not to exceed \$600.00. Director Medrano seconded the motion, which motion passed with Directors Jones, Dudo, Medrano, and Franke voting in favor, and Director Fabre voting against.

Ms. Scales next reported that the Parks Committee was asking the Board's approval to purchase five dog waste stations to replace stations at parks within the District. After consideration, upon a motion duly made by Director Medrano and seconded by Director Jones, the Board voted unanimously to approve the purchase of five stations for the District's Parks, at a total cost not to exceed \$1,700.00.

The Board next discussed holiday lighting within the District. Ms. Scales reported that the Parks Committee was recommending approval of a proposal from Premier Austin Holiday Lighting in the amount of \$7,485.00 to install holiday lighting within the District. She noted that this item was included within the District's budgeted amounts for the current fiscal year. Upon a motion duly made by Director Jones and seconded by Director Dudo, the Board voted unanimously to approve the proposal as presented.

Next, Ms. Scales stated that Inframark was encouraging the Board to participate in the Texas Utility Help program. She explained that the program provides assistance to both homeowners and renters in the event they need help paying their utility bills. She continued that Texas Utility Help covers both energy and water bill assistance and that, if approved, information about the program would be included on the District's utility billing as well as on the District's website. After discussion, Director Medrano motioned and Director Franke seconded to participate in the Texas Utility Help program. The motion passed unanimously.

Ms. Scales then reported on Inframark's average price index ("**API**") increase. She stated that this year's increase was 4.047 percent, resulting in a monthly increase to the District of \$2,110.58 and an annual increase of \$25,326.96. After discussion, upon a motion duly made by Director Franke and seconded by Director Dudo, the Board voted to approve the API increase of 4.047 percent to Inframark. The motion passed with Directors Dudo, Jones, Franke, and Medrano voting in favor of the motion, and Director Fabre voting against the motion.

Ms. Scales then reported that the District's water accountability for the month of September was at 89 percent of water billed versus water received. She then detailed reasons for the accountability numbers and possible solutions.

The Board next discussed the District's Drought Contingency Plan. Ms. Scales stated that the Board had a plan in place, which plan would be posted on the District's website.

Ms. Scales then reported on recent security issues at the District's Community Center. She stated that Inframark was soliciting proposals to install safety windows in the Community Center, which proposal should be available for review by the Board at the District's November meeting.

Director Jones then stated her belief that more security was needed at London Lane Park. She reported on several issues occurring with the park. The Board agreed that this was a matter for the Security Committee to consider for possible recommendations to the Board.

Next, Ms. Scales updated the Board on the status of the District's compliance with the TPDES Phase II MS4 General Permit. She stated that Inframark would prepare and file the annual report. She also noted that the District's annual stormwater training and presentation would be held during the District's December Board meeting.

Mr. Edmonson next presented the Engineer's Report. He stated that Gray was requesting approval to advertise for bids for the improvements to the Hatch Lift Station. After discussion, upon a motion duly made by Director Medrano and seconded by Director Fabre, the Board voted unanimously to authorize Gray to move forward with advertising for bids for the Hatch Lift Station improvements.

Continuing his report, Mr. Edmonson presented a proposal from Westar Construction, Inc. ("**Westar**") in the amount of \$6,250.00 to remove and replace the concrete driveway at the Hatch Lift Station. After consideration, upon a motion duly made by Director Medrano and seconded by Director Franke, the Board voted unanimously to approve the proposal from Westar, as presented.

Mr. Edmonson next reported that bids were solicited from four vendors to construct a six-foot concrete sidewalk along the El Salido side of Anderson Mill West park. He continued that Gray reviewed the bids and was recommending that the Board approve the low bidder Westar, at a total cost of \$34,996.50. Director Dudo detailed the project with the Board and explained that the project was included in the District's current Park Plan and the costs within the District's budgeted amounts for the project for the current fiscal year. Upon a motion duly made by Director Dudo and seconded by Director Jones, the Board voted to approve the bid from Westar, as presented. The motion passed with Directors Jones, Franke, Dudo, and Medrano voting in favor, and Director Fabre voting against the motion.

The Board next considered purchasing and installing a playscape for Sun Chase Park. Director Dudo described plans for the playscape. She continued that, after research, the Parks Committee found a vendor, Tiny Town Studios, to construct and install the playscape. She stated that the Parks Committee reviewed the possible options and was recommending moving forward with Tiny Town Studios. Director Dudo noted that the budget for this project was \$50,000.00. Director Dudo then motioned to approve the construction of a playscape by Tiny Town Studios in an amount not to exceed \$50,000.00. Director Jones seconded the motion, which motion passed unanimously.

Director Fabre requested that public information request processing, billing, and related public complaints be included on the Board's next regular agenda.

There being nothing further to come before the Board, the Board confirmed the District's next meeting date of November 16, 2022, at 6:30 p.m., and the meeting was adjourned.

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Secretary, Board of Directors  
Williamson-Travis Counties  
Municipal Utility District No. 1

(SEAL)