

**MINUTES OF THE BOARD OF DIRECTORS' MEETING
GREATER TEXOMA UTILITY AUTHORITY**

MONDAY, JANUARY 21, 2013

**AT THE ADMINISTRATIVE OFFICES
5100 AIRPORT DRIVE
DENISON TX 75020**

Members Present: Don Skelton, Bill Johnson, Dick Dowd, Everett Grantham, David Sprowl, Clyde Yeatts

Members Absent: Paul Kirley, Mark Kuneman, George Rowland

Staff: Jerry Chapman, Debi Atkins, Carolyn Bennett and Carmen Catterson

Visitors: Bert Garcia, Wynne and Smith, LLC
Jonathan Cannon, Herald Democrat
Kristen Savant, Fulbright & Jaworski
Tom Schalk, Schalk & Smith
Judy Smith, Schalk & Smith

I. Call to Order

President Skelton called the meeting to order at 12:32 PM

II. Administer Oaths of Office

Ms. Catterson issued the Oaths of Office to Board Members Dowd, Grantham and Yeatts. Mr. Chapman introduced Board Member Dowd, the newly appointed representative for the City of Anna.

III. Consider and act upon Officers for the 2012 calendar year

In December 2012, Board Member Yeatts was nominated as Chair for the nominating committee. He spoke with the current officers and spoke with the current officers, who all expressed a willingness to serve as officers for another term. He also spoke with the other members of the committee and they unanimously agreed to nominate the current slate of officers.

Board Member Sprowl motioned to nominate Mr. Skelton for President; Mr. Johnson for Vice President and Mr. Rowland for Secretary/Treasurer. The motion was seconded by Board Member Grantham and passed unanimously.

IV. Consent Agenda

The items marked with an asterisk (*) are considered routine by the Board of Directors and will be enacted in one motion with the consent agenda. President Skelton asked the Board if there were any items they wished to have removed from the consent agenda for discussion. There were no items requested by the Board of Directors to be removed from the consent agenda for discussion. Vice President Johnson motioned to approve the consent agenda. The motion was seconded by board Member Sprowl and passed unanimously.

V. * Consider and act upon approval of Minutes of December 17, 2012 Meeting

VI. * Consider and act upon approval of accrued liabilities for December 2012

VII. Citizens to be Heard

Mr. Chapman introduced the visitors.

VIII. Consider and act upon audit for fiscal year ending September 30, 2012

Mr. Schalk presented the audit for the fiscal year ending September 30, 2012 to the Board. The audit has increased to approximately 289 pages. The Independent Auditor's Report once again provides a Clean Opinion. Mr. Schalk explained the format of the audit and reviewed the contents with the Board. The auditor's found no problems or areas that need to be modified. The Board expressed compliments to the staff for success in financial reporting. Mr. Chapman explained that in March the Comprehensive Annual Financial Report would be developed using the approved audit, which would then be provided to the Government Finance Officers Association for review.

Vice President Johnson motioned to approve the audit for the fiscal year ending September 30, 2012. The motion was seconded by Board Member Yeatts and passed unanimously.

Mr. Schalk also commented that the IRS is not accepting any tax returns until January 30, 2013 and some tax returns with depreciation schedules until February 28, 2013.

IX. Consider all matters incident and related to the issuance and sale of "Greater Texoma Utility Authority Contract Revenue Refunding Bonds, Series 2013 (City of Gainesville Project)", including the adoption of a resolution authorizing the issuance of such bonds, establishing parameters for the sale and issuance of such bonds and delegating certain matters to authorized officials of the Authority.

A proposed refunding with the City of Gainesville has been discussed previously. This will save the City approximately \$149,605, which is not as high as it was in November 2012, but is still a significant savings. This request will allow the Authority to request bids for the sale of the bonds. Mrs. Savant explained that the document is a parameter resolution, with allows for the sale of bonds under certain parameters. The first parameter includes the bonds that are candidates for refunding. She reviewed the parameters, which includes a minimum savings of 3%. The resolution is effective for 180 days. If the parameters cannot be met within 180 days, the resolution would need to be reapproved. If the parameters can be met, either Mr. Chapman or President Skelton would need to approve the sale, followed by approval by the City of Gainesville. Mr. Chapman explained that if the resolution is approved, the staff will request the Gainesville City Council to concur the resolution at their February 5th City Council meeting. The estimate savings for this refunding is 8.7%.

