

MINUTES
HARRIS COUNTY MUNICIPAL UTILITY DISTRICT NO. 71

October 19, 2015

The Board of Directors (the "Board") of Harris County Municipal Utility District No. 71 (the "District") met in special session, open to the public, on the 19th day of October, 2015, at the District Administration Building, 21437 Clay Road, Katy, Texas, inside the boundaries of the District, and the roll was called of the members of the Board:

Katrina Thornhill	President
Pam Kerr	Vice President
Mary DuBois	Secretary
Jennifer Elms	Assistant Secretary
Phillip Smith, Jr.	Assistant Vice President

and all of the above were present, thus constituting a quorum.

Also present were Anthea Moran of First Southwest Company; Scott Barr of Regional Water Corporation ("RWC"); and Katie Carner and Jane Miller of Allen Boone Humphries Robinson LLP ("ABHR").

Director Thornhill called the meeting to order at 6:00 p.m.

SALE OF THE DISTRICT'S \$8,120,000 UNLIMITED TAX BONDS, SERIES 2015A

Ms. Moran reviewed bids received for the sale of the District's \$8,120,000 Unlimited Tax Bonds, Series 2015A, and stated that the low bidder was Raymond James & Associates, Inc., with a net effective interest rate of 3.056167%. Following review and discussion, Director Kerr moved that the Board award the sale of the District's \$8,120,000 Unlimited Tax Bonds, Series 2015A to Raymond James & Associates, Inc. Director DuBois seconded the motion, which was passed unanimously.

RESOLUTION AUTHORIZING THE ISSUANCE OF THE DISTRICT'S \$5,300,000 UNLIMITED TAX BONDS, SERIES 2015A

Ms. Carner reviewed the Resolution Authorizing the Issuance of the District's \$8,120,000 Unlimited Tax Bonds, Series 2015A. After review and discussion, Director DuBois moved that the Board adopt the Resolution Authorizing the Issuance of the District's \$8,120,000 Unlimited Tax Bonds, Series 2015A. Director Elms seconded the motion, which was approved by unanimous vote.

PAYING AGENT/REGISTRAR AGREEMENT

Ms. Carner reviewed the Agreement with Bank of New York Mellon Trust Co. to be the Paying Agent/Registrar for the Series 2015A Bonds. After review and discussion, Director DuBois then moved that the Board appoint Bank of New York Mellon Trust Co. to be the Paying Agent/Registrar for the Series 2015A Bonds. Director Kerr seconded the motion, which carried unanimously.

ESCROW AGREEMENT

Ms. Carner then reviewed an Escrow Agreement with Compass Bank. Director Smith then moved that the Board appoint Compass Bank to be the Escrow Agent. Director Elms seconded the motion, which carried unanimously.

OFFICIAL STATEMENT

The Board next considered approving the Official Statement for the District's \$8,120,000 Unlimited Tax Bonds, Series 2015A. Ms. Moran reported that the Preliminary Official Statement previously approved will be updated to reflect pricing information on the bonds. Following discussion, Director DuBois moved that the Board approve the Official Statement. Director Kerr seconded the motion, which was approved by unanimous vote.

CERTIFICATE REGARDING PROVISION OF FINANCIAL ADVICE

Ms. Carner presented for Board signature a certificate regarding provision of financial advice. Upon a motion by Director Smith and a second by Director DuBois, the Board voted unanimously to authorize signature upon a certificate regarding provision of financial advice.

DOCUMENTS RELATING TO THE BOND SALE AND NECESSARY ACTION TO DELIVER BONDS TO THE PURCHASER

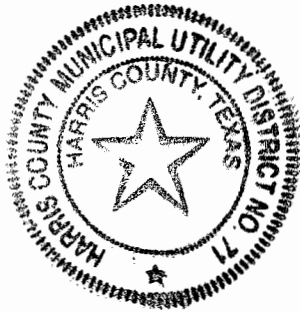
Ms. Carner reviewed various documents relating to the bond sale and asked the Board to authorize the attorney and the financial advisor to take all necessary steps to deliver the bonds to the purchaser. After review and discussion, Director Kerr moved that the Board authorize the Board of Directors to sign the bond documents and authorize the attorney and financial advisor to take all necessary steps to deliver the bonds to the purchaser. Director Elms seconded the motion, which was approved by unanimous vote.

AMENDMENT TO INFORMATION FORM

Ms. Carner reviewed the Amendment to the District's Information Form, reflecting the District's additional bonds sold. After review and discussion, Director Elms moved that the Amendment to the District's Information Form be approved and filed with the Texas Commission on Environmental Quality and in the Harris County Deed Records. Director Kerr seconded the motion, which passed unanimously.

There being no additional business to consider, Director Thornhill moved to adjourn the meeting at 6:09 p.m. Director Smith seconded the motion, which passed unanimously.

(SEAL)



Mary DuBois

Secretary, Board of Directors