

MINUTES OF MEETING
OF THE
BOARD OF DIRECTORS

THE STATE OF TEXAS §

COUNTY OF ROCKWALL §

ROCKWALL COUNTY MUNICIPAL UTILITY DISTRICT NO. 8 §

The Board of Directors (the “Board”) of Rockwall County Municipal Utility District No. 8 (“RCMUD NO. 8,” also sometimes referred to herein as the “District”) met in special session, open to the public, at 2728 N. Harwood Street, Suite 500, Dallas, Texas, an official meeting place outside the boundaries of the District, on Friday, March 6, 2020, at 12:00 noon and the roll was called of the members of the Board to-wit:

James Donald Parker	President
Russell Berry	Vice President
Ginger Bramlett	Secretary
Linda Nelson	Treasurer/Assistant Secretary
Vacant	Assistant Secretary

All members of the Board were present at the commencement of the meeting. Also attending the meeting were Mr. Brian Lopera of McCall Gibson Swedlund Barfoot PLLC; Ms. Samantha Jones of Robert W. Baird & Co., the District’s financial advisor; Mr. Thomas Freed, P.E. of Scarborough Lane Development; Mr. Daniel Rawls, P.E. of LJA Engineering Group, the District’s engineer; Ms. Kerry Toverly, and Ms. Kathleen Martinez, each of Dye & Toverly LLC, the District’s bookkeeper; Mr. Rene Espinoza, an interested member of the public; Mr. Ross Martin, attorney, and Ms. Genny Lutzell, paralegal, each of Winstead PC.

The meeting was called to order at 12:00 p.m.

1. Public Communications and Comments. The Board President opened the meeting for public communication and comment. After noting that there were no members of the public present, Director Nelson moved to close the public communication and comment session of the meeting. Director Bramlett seconded said motion, which carried unanimously.

2. Minutes of January 24, 2020, Board of Directors Meeting. Following a discussion, Director Parker moved that the Board approve the Minutes of the January 24, 2020, meeting, as presented. Director Nelson seconded said motion, which carried unanimously.

3. Letter Confirming Candidates for May 2, 2020, Director’s Election; Adopt Order Declaring Unopposed Candidates Elected and Canceling Directors Election, Authorize Postings. Mr. Martin noted that Ginger Bramlett has filed an application for a place on the ballot for the May 2, 2020, Director’s Election, and no other applications have been received. Mr. Martin stated

that it would be appropriate at this time to cancel the Director's Election, and to declare Ginger Bramlett elected for a new four-year term. Next, Mr. Martin discussed the provisions of an Order Declaring Unopposed Candidate Elected and Canceling Director's Election with the Board, a copy of which is attached hereto as Exhibit "A". Following a discussion, Director Parker moved that the Board adopt said Order. Director Nelson seconded said motion, which carried unanimously.

4. Consider Sale of District's Bond Anticipation Note, Series 2020 ("Series 2020 BAN"). Ms. Jones reviewed with the Board copies of the bid results, noting receipt of eight bids. Next, Ms. Jones reviewed with the Board copies of a Private Placement Letter from Central Bank in the principal amount of \$2,975,000. Next, Mr. Martin presented to and reviewed with the Board copies of (i) an Order Authorizing Issuance of the BAN; (ii) General and No Litigation Certificate and Federal Tax Certificate; and (iii) an IRS Form 8038-G. Following a discussion, Director Berry moved that the Board (i) award the Series 2020 BAN to Central Bank; (ii) approve the Order Authorizing Issuance of the BAN; and (iii) authorize execution of documents relating to the sale and closing of the Series 2020 BAN. Director Bramlett seconded said motion, which carried unanimously.

5. Review and approve Agreed-Upon Procedures Report ("AUP Report") in connection with reimbursements from proceeds of Bond Anticipation Note, Series 2020. Mr. Lopera presented to and reviewed with the Board copies of a draft report entitled, "Report on Applying Agreed-Upon Procedures to Construction, Engineering and Related Costs Reimbursable to Southstar Woodcreek Developer, LLC, First Texas Homes, Inc. and The Fate 160 Investment Land LLC and Assignees under the Agreements From Proceeds of the Series 2020 BAN", a copy of which is attached hereto as Exhibit "B". Following a discussion, Director Nelson moved that the Board approve the AUP Report, as presented. Director Parker seconded said motion, which carried unanimously.

6. Consider Appointment of New Director to Fill Vacancy. The Board deferred action on the matter.

7. Consider Reorganization of the Board of Directors. The Board deferred action on the matter.

8. Engineer's Report. Mr. Rawls presented to and reviewed with the Board copies of an Engineer's Report dated March 6, 2020, a copy of which is attached hereto as Exhibit "C". Mr. Rawls next reviewed with the Board copies of Pay Application No. 1 in the amount of \$115,444.80; Pay Application No. 2 in the amount of \$149,982.75 for utility improvements in Woodcreek Phase 5B. Following a discussion, Director Parker moved that the Board approve Pay Application Nos. 1, and 2 as recommended by the District Engineer. Director Nelson seconded said motion, which carried unanimously.

Next, Mr. Rawls reviewed with the Board copies of Pay Application No. 5 in the amount of \$20,310.91 from Wildstone Construction, LLC for lift station improvements in Woodcreek Phase 8B. Following a discussion, Director Berry moved that the Board approve Pay Application No. 5 as recommended by the District Engineer. Director Nelson seconded said motion, which carried unanimously.

9. Special Warranty Deeds for Conveyance of Lift Station Site; ponds located in Phases 5A, and 8B. Mr. Martin discussed the matter with the Board. Following a discussion, Director Parker moved that the Board approve conveyance of the lift station site, and drainage ponds located Woodcreek Phases 5A, and 8B. Director Nelson seconded said motion, which carried unanimously.

10. Developer's Report. Mr. Freed briefed the Board on the status of the City of Fate's inspection and approval of the lift station. No formal action was taken by the Board.

11. Bookkeeping Report. Next, Ms. Martinez presented to and reviewed with the Board copies of a Bookkeeping Report prepared by Dye & Toverly LLC dated March 6, 2020, a copy of which is attached hereto as Exhibit "D". Following a discussion, Director Nelson moved that the Board (i) approve the bookkeeping report; and (ii) authorize the payment of bills listed therein. Director Berry seconded said motion, which carried unanimously.

Adjourn. There being no further business to conduct, Director Berry moved that the meeting be adjourned at 12:20 p.m., and until further call. Director Bramlett seconded said motion, which carried unanimously.

APPROVED AND ADOPTED this 1st day of May, 2020.



/s/ Ginger Bramlett
Secretary