

MINUTES OF MEETING
OF THE
BOARD OF DIRECTORS

THE STATE OF TEXAS §

COUNTY OF HAYS §

ANTHEM MUNICIPAL UTILITY DISTRICT §

The Board of Directors (the "Board" or the "Board of Directors") of Anthem Municipal Utility District (also sometimes referred to herein as the "District") met in regular session, at 3815 S. Capital of Texas Highway, Suite 300, Austin, Texas, a designated office of the District outside the boundaries of the District on March 11, 2020, and the roll was called of the members of the Board to-wit:

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|------------------|---------------------------|
| Brandon Brydson | President |
| Matt Jacobs | Vice President |
| Nichole H. Scott | Secretary |
| Tammy Weber | Treasurer/Asst. Secretary |

All members of the Board were present at the commencement of the meeting except Nichole H. Scott. All directors present at the time the vote was taken voted on all items that came before the Board. Also present were Andy Barrett of Barrett & Associates, PLLC ("Barrett & Associates"), attorney for the District; Judy McAngus, para legal of Winstead PC ("Winstead"); Hank Smith with Atwell, LLC, engineers for the District; and Lisa Adkins with Inframark, LLC, bookkeeper for the District. In addition, Clark Wilson, representing Kyle 150, LP, the current owner and developer of the land within the District was in attendance. Also in attendance at the meeting, was Eric B. Storm, a proposed replacement Director to the position vacated by former Director Travis Waldrop.

The meeting was called to order, and evidence was presented that public notice of such meeting had been given as required by law.

1. The Board called for public communications and comments however, none being heard, the Board moved on to the next item of business.

2. The Board acknowledged Eric Storm's presence at the meeting and his willingness to serve as a member of the Board of Directors of the District. Following a full discussion and motion by Director Brydson, seconded by Director Jacobs and unanimously carried, the Board adopted an Order Accepting Resignation and Appointing Director, a copy of which is attached hereto as **EXHIBIT "A"**.

Director Storm confirmed his execution of the required Statement of Officer form and was administered an Official Oath of Office for his appointed position on the Board. He participated in discussions and voting in all remaining items as follows, but for his abstention from the approval of the Minutes in item 3 hereunder.

3. The Minutes from the Board's February 12, 2020 meeting were presented for review and approval. Following a motion by Director Brydson, seconded by Director Jacobs and unanimously carried, said Minutes were approved as written. The record shall reflect that newly appointed Director

Storm abstained from voting on such matter.

4. With regard to a report from the developer, Clark Wilson pulled up on the screen a photograph of the on-going utility and road construction within the District noting that the construction projects the Board awarded at its October meeting were all underway and progressing as planned.

5. The Board next reviewed pending pay applications as had been provided by Atwell for the Board's review and approval with regard to both the C. C. Carlton Industries, Ltd. ("CC Carlton") Anthem Offsite Wastewater Improvements Project and the CC Carlton Anthem Phase 1A Subdivision Improvements project. Hank Smith, in capacity as engineer for the District, confirmed Atwell was recommending approval of such items by the Board and that the pay applications had been previously approved and executed by the developer. Copies of separate Atwell recommendation letters both dated February 26, 2020 are attached to each of the following pay applications.

With respect to the Anthem Offsite Wastewater Line Project, Pay Application No. 3 in the amount of \$37,176.30, a copy of which is attached hereto as **EXHIBIT "B"**, was presented for approval. Following a motion by Director Brydson, seconded by Director Jacobs and unanimously carried, the Board approved said pay application.

Next, with respect to the Anthem Phase 1A Subdivision Improvement Project, Pay Application No. 2 in the amount of \$76,510.80, a copy of which is attached hereto as **EXHIBIT "C"**, was presented for approval. Following a motion by Director Brydson, seconded by Director Jacobs and unanimously carried, the Board approved said pay application.

In addition, Mr. Smith reiterated that the Board had authorized advertisement for construction bids for Anthem, Phase 1-B Subdivision Improvement Project (at the last meeting) and noted that most likely Atwell will be prepared to recommend a bid award for such project at the Board's next meeting.

6. With respect to action needed on water and sewer related agreements with the City of Kyle ("City"), it was noted that the City may want to revisit the existing agreement that is currently in place with the District with respect to the elevated storage and possibly other matters. Following a discussion and upon motion by Director Brydson, seconded by Director Jacobs and unanimously carried, the Board authorized the District's attorneys and engineers to negotiate such additional matters with the City and for Andy Barrett to bring back any proposed amendments to the existing Retail Water and Wastewater Services Agreement with the City as may be necessary.

7. The Board next reviewed a letter from the Board Secretary confirming that the candidates in the upcoming May 2, 2020 director's election (Nichole H. Scott, Tammy Weber and Eric B. Storm) were unopposed. The Board next reviewed an Order Declaring Unopposed Candidates Elected and Canceling Election, a copy of which is attached hereto as **EXHIBIT "D"**, and upon motion by Director Brydson, seconded by Director Weber and unanimously carried, the Board approved such Order and canceled the election as authorized by the Section 5.003, Texas Election Code.

8. It was noted that following the May 2, 2020 election date, the newly elected directors will execute Statement of Officer Forms and be administered new Oaths of Office. The Board next considered the reelection of officers to be effective May 2, 2020 and upon motion by Director Jacobs, seconded by Director Brydson and unanimously carried, the following slate of new officers were

elected:

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| Brandon Brydson | President |
| Matt Jacobs | Vice President |
| Nichole H. Scott | Secretary |
| Tammy Weber | Treasurer/Asst. Secretary |
| Eric B. Storm | Assistant Secretary |

9. Judy McAngus noted that she was still waiting on the proposed contract to come in from Hays County as to the collection of District taxes and would anticipate having that in hand for the Board's consideration and approval at its next meeting. Also, she noted that she had already put the Hays Central Appraisal District ("HCAD") on notice that the District planned to enter into such agreement for tax collections and would need the HCAD to prepare the District's initial tax roll for 2020 and would also be providing the HCAD with all necessary information once the formal tax collection agreement had been approved by the Board.

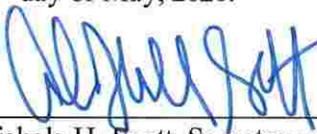
10. In addition, Lisa Adkins presented a Financial and Bookkeeper's Report to the Board. Following a motion by Director Brydson, seconded by Director Jacobs and unanimously carried, the Board approved the report and payments listed there on with the exception of Operating Check to Director Scott, due to her absence from said meeting. It was noted that once the required payroll information had been completed by Director Storm, that his payment for the March 11th meeting would be included in a later report with regard to his attendance at the meeting. A copy of such report is attached hereto as **EXHIBIT "E"**.

11. The Board then confirmed their next proposed regular meeting date as Wednesday, April 8, 2020 at 11:30 a.m. at their regular meeting place.

There being no further business to conduct, Director Brydson moved that the meeting be adjourned, which motion was seconded by Director Jacobs, and unanimously approved, and the Board adjourned until further call.

APPROVED AND ADOPTED this 12th day of May, 2020.





Nichole H. Scott, Secretary
Board of Directors
Anthem Municipal Utility District