

MINUTES OF MEETING
OF THE
BOARD OF DIRECORS

THE STATE OF TEXAS §

COUNTY OF TRAVIS §

BRICKSTON MUNICIPAL UTILITY DISTRICT §

The Board of Directors (the "Board" or the "Board of Directors") of Brickston Municipal Utility District (also sometimes referred to herein as the "District") met in special session, open to the public, at 7401 B Hwy 71 West, Suite 160, Austin, Texas 78735, at a designated office of the District on February 13, 2020, and the roll was called of the members of the Board to-wit:

Charles E. Loy	President
Brad Beago	Vice President
Kitten R. Franks	Secretary
John H. Gurasich	Treasurer/Asst. Secretary
Jacqueline Laws	Asst. Secretary

All members of the Board were present at the commencement of the meeting except Director Gurasich and Director Beago. The record shall reflect that Director Beago entered the meeting during the discussion in item 4 and prior to the vote thereon. 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"); Judy McAngus, paralegal and Kimberly Studdard, legal assistant of Winstead PC ("Winstead"); Keith Young of Doucet & Associates, Inc. ("Doucet"); Chris Allen of RBC Capital Markets, LLC ("RBC"); Justin Taack of Bott & Douthitt, PLLC ("Bott & Douthitt"); and Scott Miller of Ranch Road Development, representing the owner and developer of the lands within the District, Texas Bridle Trails, LLC.

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 receipt of the Minutes of Meeting of the Board of Directors conducted on November 15, 2019 and following a full review and upon motion by Director Franks, seconded by Director Loy and unanimously carried, the Board approved such Minutes as written.

3. Scott Miller representing the owner/developer of the lands within the District summarized plans for the development of the District noting that the Agreement to Provide Retail Water Services within a Municipal Utility District between the District, Aqua Water Supply Corporation and Texas Bridle Trails, LLC ("Aqua Agreement") had been fully negotiated which took

about 9 months in its entirety (it being noted that such item would be presented to the Board for their final review and approval in item 5 herein below). Mr. Miller also noted they were continuing to work with the District's consultants and the City of Elgin ("City") with regard to negotiations of a Strategic Partnership Agreement ("SPA") for limited purpose annexation with the City of Elgin ("City") and were expecting to have said agreement finalized within the next few weeks.

4. Keith Young then provided an update with regard to engineering matters including, but not limited to, the status of a Wastewater Permit Application ("WW Application") with the Texas Commission on Environmental Quality ("TCEQ") as well as other proposed engineering projects and plans. Mr. Young noted the TCEQ has declared the WW Application administratively complete and that they will work with the TCEQ in connection with handling the required notices. Mr. Young noted that they had received preliminary approval of the phase 1 subdivision plans and would continue to work on final approval once the District boundaries were amended and the SPA was finalized. Brad Beago and Chris Allen entered the meeting at this time.

Andy Barrett then reconfirmed receipt of the letter from the TCEQ declaring the WW Application administratively complete and noted there were no further updates with regard to additional water and sewer related agreements, easements or assignments with the City of other service providers needed at this time other than the retail water services as noted above.

5. Andy Barrett then presented the Board with the final version of the aforementioned Aqua Agreement, a copy of which is attached hereto as **EXHIBIT "A"**, at which time he noted Aqua Water Supply Corporation, a member-owned, member-controlled, non-profit water supply corporation ("Aqua") would be providing retail water service to the District which would also include billing and maintenance. In addition, Mr. Barrett noted Aqua would be providing billing for sewer although sewer service will actually be provided by the City of Kyle. He noted that the District will maintain ownership of the capacity since the District will be issuing bonds based on that capacity. Upon motion by Director Franks, seconded by Director Loy and unanimously carried, said Aqua Agreement was approved and execution was authorized.

6. Judy McAngus then discussed with the Board the need for a directors' election every two years of even-numbered years, as required by the law and legislation creating the District, and confirmed the two directors up for re-election in May of 2020 as Brad Beago and John H. Gurasich. It was discussed that should the election move forward, it would be conducted by Travis County ("County") under a proposed Contract for Election Services ("Election Contract"). Ms. McAngus noted the final version of the Elections Contract is not yet available from the County. Ms. McAngus also noted these are very standard contracts and she would not expect to see anything out of the ordinary, but that the final version would be reviewed and approved by attorneys for the District prior to requesting execution of such Elections Contract. In addition, the Board reviewed an Order Calling Directors Election ("Order Calling"), a copy of which is attached hereto as **EXHIBIT "B"**. Upon motion by Director Franks, seconded by Director Loy and unanimously carried, said Order Calling was adopted and the Board's officers were authorized to execute the final Elections Contract should the election move forward.

7. Mr. Barrett then discussed the proposed addition of lands and timing thereof, noting the addition of land into the District would be for approximately 188.5 acres and covered the area

that would be the first phase of the development within the District. For the addition to take place, Mr. Barrett noted that the City would need to consent to such addition and a Petition for Addition of Lands from the landowner, Texas Bridle Trails, LLC would need to be executed and provided to the Board. It was noted that that the City would be meeting on March 3, 2020 and that it was anticipated that they would be considering and adopting an Ordinance consenting to the proposed addition of land on such date.

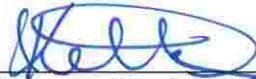
8. As relates to the aforementioned Strategic Partnership Agreement with the City, it was noted that the Board would need to schedule for two separate hearings to be held by the District, one of which would need to be conducted within the boundaries of the District. Following a discussion, upon motion by Director Beago, seconded by Director Franks and unanimously approved, the Board set the first hearing date for March 5, 2020, within the boundaries of the District and tentatively set the second hearing date (to be confirmed at the March 5th hearing) for March 12, 2020. It was noted that the City would conduct separate hearings and handle the required notices of such hearings on its own but that the City would not approve the final SPA, until the Board had conducted its hearings and approved and executed the final SPA.

9. Ms. McAngus then confirmed the District's Eminent Domain powers and filing of notification of same on the State Comptroller's website. Mr. Young noted he'd did not anticipate needing to exercise Eminent Domain at this time.

10. Justin Taack then confirmed the opening of all District bank accounts needed at this time. Mr. Taack then presented the Board with a Cash Activity Report, attached hereto as **EXHIBIT "C"**, noting checks for governmental training courses received after the February meeting would either be mailed out from the Manager's Account and included with the listing of other disbursement of funds in the next Cash Activity Report or included as payment from the operating account at the next meeting depending upon the timing of receipt. Upon motion by Director Beago, seconded by Director Franks and unanimously carried, said Cash Activity Report and the disbursement of checks were approved. Mr. Taack mentioned he would be sending Scott Miller an additional funding request in preparation for upcoming meetings.

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

APPROVED AND ADOPTED this 5th day of March, 2020.



Kitten R. Franks, Secretary
Board of Directors
Brickston Municipal Utility District

