

MINUTES OF MEETING
OF THE
BOARD OF DIRECTORS

THE STATE OF TEXAS §

COUNTY OF HAYS §

CROSSWINDS MUNICIPAL UTILITY DISTRICT §

The Board of Directors (the "Board") of Crosswinds Municipal Utility District ("Crosswinds MUD", also sometimes referred to herein as the "District") met in regular session, open to the public, at 5501 West William Cannon Drive, Austin, Texas, an office of the District outside the boundaries of the District, on March 12, 2020 and the roll was called of the members of the Board to-wit:

Amy Laine	President
Lee Weber	Vice President
Elizabeth P. Edwards	Secretary
Anthony Dell'Abate	Assistant Secretary
Michael Gideon	Assistant Secretary

All members of the Board were present at the commencement of the meeting except Amy Laine and Elizabeth P. Edwards. The records shall reflect that Director Laine entered the meeting during the discussion and prior to the vote in item 5 herein below. All directors present at the time the votes were taken voted on such matters. Also present were Andy Barrett with Andy Barrett & Associates PLLC, attorney for the District, Judy McAngus, paralegal with Winstead PC ("Winstead"), Ronnie Moore with Carlson, Brigance & Doering, Inc. ("CB&D"), engineer for the District, Kristi Hester with Inframark, the District's operations and bookkeeping firm. In addition, Terry Howe, representing Development Solutions CW, LLC ("Dev Sol"), the current developer of lands within the District, were present for the meeting.

1. The Board called for public comments. Hearing no comments, the Board continued on to the next item of business.

2. The Board acknowledged receipt of the Minutes of Meeting of the Board of Directors conducted on February 13, 2020 and following a full review and upon motion by Director Gideon, seconded by Director Dell'Abate and unanimously carried, the Board approved such Minutes as written.

3. The Board next acknowledged receipt of the Minutes of Meeting of the Board of Directors conducted on February 20, 2020 and following a full review and upon motion by Director Gideon, seconded by Director Dell'Abate and unanimously carried, the Board approved such Minutes as written.

4. The Board confirmed receipt of the special Engineering Services Agreement with CB&D with regard engineering services related to the District's \$3,300,000 Unlimited Tax Road Bonds (the "Series 2020 Road Bonds"). The agreement had been previously reviewed and approved at a prior meeting, along with other Series 2020 Road Bond related matters; however, it was noted that the item had been separately listed on the current agenda for a final approval and ratification. By motion of Director Weber, seconded by Director Dell'Abate and unanimously carried, the Board approved and ratified said agreement, a copy of which is attached hereto as **EXHIBIT "A"**.

5. Judy McAngus updated the Board on the status of the Attorney General's opinion and proposed closing of the sale of the Series 2020 Road Bonds, it being noted that the preliminary approval of the Attorney General was in hand and all related closing items are being finalized for the closing that is set to occur on Thursday, March 19th. It was discussed that the closing is expected to close on time pursuant to a final Closing Memorandum for the Series 2020 Road Bonds which is being finalized by Corey Howell with The GMS Group, LLC, the District's financial advisor. The record shall reflect that Director Lane entered the meeting at this point.

6. Crystal Horn with McGrath & Co., PLLC, the District's auditor, has joined the meeting via telephone and reviewed the independent accountant's report on the application of Agreed Upon Procedures ("AUP") report on amounts reimbursable from the proceeds of the District's Series 2020 Road Bonds to Dev Sol, which reimbursement has been assigned to Preston Hollow Capital, LLC ("Preston Hollow"). It was discussed that the majority of the proceeds of the Series Road Bonds would be used to repay the Series 2019 Road Bond Anticipation Note, that an additional \$895,161 would be reimbursed for additional road related expenses incurred on behalf of the District. It was discussed that the interest rate factored into the reimbursement matched the interest rate the bonds sold at. Following a review and discussion and upon motion by Director Weber, seconded by Director Dell'Abate and unanimously carried, the Board approved the AUP, a copy of which is attached hereto as **EXHIBIT "B"**.

7. With regard to on-going development related matters, Terry Howe updated the Board with regard to the status of construction within the District noting a slight increase over last month's closings and additional closings slated for March.

8. The Board recognized Ronnie Moore with CB&D who noted that he had received the final Pay Application (No. 15) under the CHASCO Constructors, Ltd. ("CHASCO") contract for the Phase 2 facilities as executed by Dev Sol. He noted that Pay Application included retainage under such contract and that CBD was recommending the Board's approval of such final pay application and acceptance of such contract. Upon motion by Director Gideon, seconded by Director Dell-Abate and unanimously approved, said pay application was approved, along with final acceptance of such contract and facilities. The CBD letter recommending approval and acceptance, along with a copy of the final pay application, is attached hereto as **EXHIBIT "C"**.

9. With regard to the existing water and sewer related agreements regarding facility construction, projects, easements, conveyances to the City of Kyle ("City"), Mr. Barrett noted that he was still working with the City of Kyle on a proposed amendment for the Board's consideration and approval as relates to the existing Retail Water and Wastewater Service

Agreement between the District and the City that firms up the design change to a tear drop type of water storage tank that will provide the required water storage capacity but at a cost savings to the District.

10. Kristi Hester next presented Inframark's monthly financial and bookkeeping report, a copy of which is attached hereto as **EXHIBIT "D"**. Ms. Hester reviewed the report with the Board. Also, she noted that the tax collection report through the month of February 2020 reflected collections of 94.78% for the District's 2019 taxes. In addition, the Board reviewed a recap of builder facility fee collections and wires relating to the transfer of tax collections received by the District to the District's separate TexPool operating and debt service. Ms. Hester reviewed the listing of usual monthly payments and payments from the Districts' Capital Projects Road Bond Account which will cover issuance costs of the Series 2020 Road Bonds and related costs of the AUP preparation as well as the wire to Preston Hollow for the reimbursements approved in the above-referenced AUP. It was noted that Inframark would hold the checks and wires pending closing of the Series 2020 Road Bonds and the District's receipt of funds from the sale, at which time, such checks/wires would be released. It was discussed that once all final expenses were paid from the proceeds of the District's Series 2020 Road Bonds there most likely will be a small amount of remaining funds which will be available for reimbursement once the proper AUP update is completed and approved by the Board. Following a full review and upon motion by Director Dell'Abate seconded by Director Weber and unanimously carried, the Board approved the complete report, including all checks and wires as set out therein and the Investment Report with the exception of Operating Check No. 1178 payable to Elizabeth Edwards, due to her absence from the March 12, 2020 meeting.

11. Kristi Hester confirmed that, at this time, Inframark had no recommended actions with respect to the operational matters.

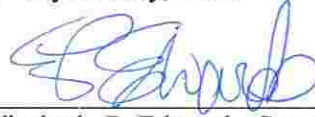
12. The Board next reviewed a letter from the Board Secretary confirming that the candidates in the upcoming May 2, 2020 director's election (Amy Laine, Elizabeth P. Edwards and Michael Gideon) were unopposed. The Board next reviewed an Order Declaring Unopposed Candidates Elected and Canceling Election, a copy of which is attached hereto as **EXHIBIT "E"**, and upon motion by Director Weber, seconded by Director Dell-Abate and unanimously carried, the Board approved such Order and canceled the election as authorized by the Section 5.003, Texas Election Code.

13. The Board confirmed a proposed regular meeting on April 9, 2020.

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

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



Elizabeth P. Edwards, Secretary
Board of Directors
Crosswinds Municipal Utility District

