

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”) of Anthem Municipal Utility District (sometimes referred to herein as the “District”) met in regular session, open to the public, on the 8th day of July, 2020, by telephone conference to mitigate the spread of COVID-19 pursuant to the guidance provided by the Office of the Attorney General of the State of Texas, and the roll was called of the members of the Board of Directors, (herein referred to as the “Board”) to-wit:

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

All members of the Board were present by telephone at the commencement of the meeting except Directors Brydson and Scott. The records shall reflect that Director Brydson joined the meeting at the beginning on the developer’s report in item 3 herein below. All directors present at the time the vote was taken voted on all items that came before the Board. Also present by telephone were Andy Barrett of Barrett & Associates, PLLC (“Barrett & Associates”), attorney for the District; Judy McAngus, paralegal of Winstead PC (“Winstead”); Hank Smith with Atwell, LLC (“Atwell”), engineers for the District; and Justin Taack with Bott & Douthitt, PLLC (“Bott & Douthitt”). In addition, Clark Wilson, representing Kyle 150, LP, the current owner and developer of the land within the District was in attendance.

Judy McAngus explained a few guidelines for the telephone conference meeting regarding a request that each Board member confirm their name prior to making any motion or voting on such matters to insure that the public record of the meeting would be heard and accurately recorded. Notification to the public was given that the meeting was being recorded. The meeting was then called to order, evidence was presented that public notice of such meeting had been given as required by law and notice provided that the meeting would be recorded.

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 Minutes from the Board’s June 10, 2020 special meeting were presented for review and approval. Following a motion by Director Weber, seconded by Director Storm and unanimously carried, said Minutes were approved as written.

3. With regard to a report from the developer, Clark Wilson who noted that construction of the District projects were going well and that he would expect the projects to be completed in December completion by the end of the year for lot delivery to builders. The record shall reflect that Director Brydson entered the meeting during this report.

4. The Board next reviewed Atwell's July 8, 2020 Engineer's Summary of construction and status of the four (4) separate construction projects currently underway by C. C. Carlton Industries, Ltd. ("CC Carlton") along with recommendations for related pay applications and change orders, which report is attached hereto as **EXHIBIT "A"**. He noted that at the next meeting he would have a few additional change orders for the Board's review and approval. By motion of Director Jacobs, seconded by Director Storm and unanimously carried, the following recommended Atwell payments and change orders under the stated construction contracts were unanimously approved:

Anthem Phase 1-A contract with CC Carlton:
Pay Application No. 6 (\$721,215.18).

Anthem RM 150 – Offsite Water contract with CC Carlton:
Pay Application No. 4 (\$475,521.30).

Anthem Offsite Wastewater contract with CC Carlton:
Pay Application No. 7 (\$390,712.32); and
Change Order No. 3 (\$160,351.00).

Anthem Hoover Drive Station – Onsite Water contract with CC Carlton:
Pay Application No. 3 (\$106,704 .00).

With regard to Anthem Phase 1-B, he noted that the construction contract had been awarded to Joe Bland Construction at the last meeting but that there were no pay applications to approve at this time. He noted that the schematic land plan designs had been completed for the Anthem Amenity Center, the Condo Site in Phase 1-C and also for Phase 2.

In addition, he noted that the FM Water Facilities, Financing, and Construction Agreement between the District, Kyl3 150, LP, the City of Kyle and certain other additional parties had been ("Multi-Party Agreement") approved by the City of Kyle at its City Council meeting on July 7, 2020.

The record shall reflect that copies of all approved pay applications and the change order are attached collectively as **EXHIBIT "B"**.

5. Upon motion by Director Brydson, seconded by Director Weber and unanimously carried, the Board approved an Order Adopting Section 49.2731 Electronic Bidding Rules should the District engineers propose to recommend handling any future construction bids in such allowable manner, a copy of which is attached hereto as **EXHIBIT "C"**.

6. Upon motion by Director Storm, seconded by Director Jacobs and unanimously carried, the Board approved the final form of the above-referenced Multi-Party Agreement as

detailed in item 4 hereinabove, it being noted that the fully executed version would be attached hereto as **EXHIBIT “D”**.

7. The Board reviewed a proposal from McDonald Wessendorf with regard to the renewal of its existing insurance and bonds and following a motion by Director Brydson, seconded by Director Weber and unanimously carried, the Board approved such proposal, a summary of which is attached hereto as **EXHIBIT “E”**.

8. In addition, Just Taack with Bott & Douthitt presented and reviewed a July 8, 2020 Accounting 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 thereon. A copy of such report is attached hereto as **EXHIBIT "F"**.

9. The Board reviewed a proposed form of Order Adopting an Investment Policy and Appointing an Investment Officer, a copy of which is attached hereto as **EXHIBIT “G”**, which appointed both Mary Bott and Allen Douthitt with Bott & Douthitt, as the District’s investment officer. Director Weber motioned the approval of such Order, seconded by Director Storm and following such discussion, the motion was unanimously carried.

10. The Board acknowledged receipt of the preliminary tax roll information from the Hays Central Appraisal District (“HCAD”). Judy McAngus noted that she would forward such information on to Andre Ayala with Hilltop Securities, the District’s financial, who would, upon receipt of the 2020 certified roll from HCAD, prepare an initial tax rate recommendation for the Board’s consideration at the next meeting.

11. Judy McAngus explained that previously, special districts were not required to maintain websites of their own. However, Senate Bill 2, passed in 2019, stated that “[e]ach taxing unit shall maintain an Internet website or have access to a generally accessible Internet website that may be used for the purposes of this section,” thereby creating a requirement that special districts, which have the ability to levy taxes, must have a website for the minimum purpose of posting tax-related information. House Bill 305, also passed in 2019, created additional requirements for website postings in the interest of government transparency. In addition, she noted that she had confirmed with Andy Barrett and through her firm had created a proposed District web link on Winstead’s website that meets the requirements for compliance with these laws. Following a discussion, and upon motion by Director Brydson, seconded by Director Weber and unanimously carried, the Board authorized the official creation of the District website. Ms. McAngus noted that with that approval, the site should go live within the next week.

12. The Board then confirmed their next proposed regular meeting date as Wednesday, August 12, 2020 at 11:30 a.m.

There being no further business to conduct, Director Storm 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 August, 2020.



Eric Storm, Assislant Secretary
Board of Directors
Anthem Municipal Utility District

