

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 9th day of September, 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. All directors present at the time the vote was taken voted on all items that came before the Board. Also present by telephone were Judy McAngus, paralegal, and Kimberly Studdard, legal assistant, of Winstead PC ("Winstead"); Hank Smith with Atwell, LLC ("Atwell"), engineers for the District; and Justin Taack with Bott & Douthitt, PLLC ("Bott & Douthitt"), bookkeepers 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. Judy McAngus noted that Andy Barrett with Andy Barrett & Associates, Inc., the District's general counsel, was unable to attend the meeting due to a court hearing he was required to attend and could not be postponed.

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 August 12, 2020 regular meeting were presented for review and approval. Following a motion by Director Weber, seconded by Director Scott and unanimously carried, said Minutes were approved as written.

3. With regard to a report from the developer, Clark Wilson noted that onsite development was coming along nicely and that substantial completion is slated for early November. Mr. Wilson also noted that it appeared the developer may be delivering lots to builders with commencement of builder-related construction activities by the end of this year or early next year. It was also noted that there are some issues surrounding the offsite water plans, but that the developer is working through that.

4. Next the Board reviewed Atwell's September 9, 2020 Engineer's Summary for construction and status of the four (4) separate construction projects currently underway by C. C. Carlton Industries, Ltd. ("CC Carlton") and the one (1) contract currently in progress by Joe Bland Construction L.P. ("Joe Bland") along with recommendations for related pay applications and change orders, which report is attached hereto as **EXHIBIT "A"**. By motion of Director Brydson, seconded by Director Storm and unanimously carried, the following recommended Atwell payments under the stated construction contracts were unanimously approved:

Anthem Phase 1-A contract with CC Carlton:
Pay Application No. 8 (\$640,870.50).

Anthem Phase 1-B contract with Joe Bland:
Pay Application No. 2 (\$36,632.70).

Anthem RM 150 – Offsite Water contract with CC Carlton:
Pay Application No. 6 (\$273,808.35).

Anthem Hoover Drive Station – Onsite Water contract with CC Carlton:
Pay Application No. 5 (\$66,150.00).

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

Mr. Atwell then confirmed that the schematic land plan designs had been completed for the Anthem Amenity Center (that will be constructed by the developer at his cost), the Condo Site in Phase 1-C and the Phase 2 single family layout. In addition, he noted that there was no action needed with regard to additional water and sewer related agreements or, easements or conveyances to the City of Kyle or City of Mountain City or other related matters at this time.

Mr. Atwell confirmed that the 2nd invoices had gone out in connection with the FM 150 Water Facilities Service, Financing and Construction Agreement ("Multi-Party Agreement") and that there is no additional Board action needed regard to such matter at this time.

5. With regard to the FM 150 Water Facilities Service, Financing, and Construction Agreement (sometimes referred to as the "Multi-Party Agreement") previously approved by the Board and payments made under said Multi-Party Agreement, Mr. Atwell confirmed that a second round of invoices had gone out, and of those invoices, one payment had been routed to the developer and that a second payment would be mailed once issues surrounding easements related to pump station were resolved. It was also noted that no action was needed with regard to those easements at this time.

6. In addition, Justin Taack with Bott & Douthitt presented and reviewed a September 9, 2020 Accounting Report to the Board. It was noted that expenditures approved at the last meeting totaled a little over \$1,100 and that the only action needed by the Board at this meeting was related to payment of directors' fees for the September 9, 2020 meeting as well as payment of accounting fees for August 2020. Judy McAngus then confirmed these payments would be payable from the District's bookkeeper's account in lieu of their operating account. Following a motion by Director Jacobs, seconded by Director Scott and unanimously carried, the Board approved the report and payments listed thereon. A copy of such report is attached hereto as **EXHIBIT "C"**.

7. The Board then confirmed their next proposed regular meeting date as Wednesday, October 14, 2020 at 11:30 a.m., and Ms. McAngus noted the meeting would likely be in the telephonic format assuming the Governor would renew his current Proclamation.

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 14th day of October, 2020.



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