

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 805 Las Cimas Parkway, Building 3, Suite 310, Austin, Texas, a designated office of the District outside the boundaries of the District on January 26, 2022, and the roll was called of the members of 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 at the commencement of the meeting, except Directors Scott and Jacobs. All directors present at the time a 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; Vicki Hahn, paralegal of Winstead PC ("Winstead"); Hank Smith, Mark Sabella and Logan Kimball with Atwell, LLC ("Atwell"), engineers for the District; Ken Heroy with Jones-Heroy & Associates, Inc. ("Jones-Heroy"); Andre Ayala with Hilltop Securities, Inc., the financial advisor 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; and Greg Balen, representing Landsea Homes, were in attendance as well.

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 December 8, 2021 regular meeting were presented for review and approval. Following a motion by Director Storm, seconded by Director Weber and unanimously carried, said Minutes were approved as written.

3. The Board recognized Andre Ayala who reviewed the MSRB G-42 Disclosure Letter, the Preliminary Official Statement ("POS") and the Notice of Sale ("NOS") for the proposed \$6,250,000 Unlimited Tax Road Bonds ("Series 2022 Road Bonds") to be issued by the District. The Board discussed the timing of the proposed bond sale, and upon motion by Director Brydson, seconded by Director Storm and unanimously carried, the Board (i) moved to formally acknowledge receipt of said Disclosure Letter; and (ii) formally authorized the publication of the Official Notice of

Sale and preparation of the Preliminary Official Statement in connection with the District's Series 2022 Road Bonds, as set forth therein.

Mr. Ayala also reviewed and discussed the financial plan related to the proposed issuance of the Series 2022 Road Bonds. Mr. Ayala noted that Hays Central Appraisal District certified that the Estimated Preliminary Taxable Valuation for the District is \$33,013,800 as of January 1, 2022. Mr. Ayala and his team based their financial analysis on this taxable valuation.

4. The Board recognized Ken Heroy who presented a proposal for engineering services in connection with special bond-related matters. As part of Jones-Heroy's services, Mr. Heroy will prepare and submit bond application reports in support of applications to the Texas Commission on Environmental Quality ("TCEQ") for the sale of any future utility bonds and for the preparation of supporting documentation in connection with the District's current proposed road bond issue and any future road bond issues. Following a motion by Director Weber, seconded by Director Storm and unanimously carried, the Board approved Jones-Heroy's proposal and authorized signature thereof.

5. Mr. Wilson gave a brief update with respect to ongoing development activities in the District. He specifically noted that there were some piping issues with respect to obtaining the correct size pipe in green so they had to buy white pipe and paint it green in order to comply with color-coding requirements.

6. The Board then reviewed Atwell's January 26, 2022 Engineer's Summary for construction and status of the separate construction projects currently underway along with recommendations for related pay applications. By motion of Director Storm, seconded by Director Brydson and unanimously carried, the following recommended Atwell payments under the stated construction contracts were unanimously approved:

Anthem Phase 1B contract with Joe Bland Construction:  
Pay Application No. 13 (\$118,549.88).

Anthem Phase 1C-2 contract with CC Carlton:  
Pay Application No. 2 (\$124,622.60).

Anthem Phase 1C-3 contract with CC Carlton:  
Pay Application No. 2 (\$409,611.5).

Anthem Phase 2 & 3 contract with CC Carlton:  
Pay Application No. 2 (\$951,812.46).

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

7. With regard to any additional water and sewer related agreements or, easements or conveyances to the City of Kyle or City of Mountain City or other related matters, Andy Barrett noted there was nothing needed at this time. Ms. Hahn presented McGrath & Co., PLLC's engagement letter dated January 26, 2022 to provide an Agreed Upon Procedures Report ("AUP Report") as relates to the Series 2022 Road Bonds. After a brief discussion, upon motion by

Brydson, seconded by Director Storm, the Board approved the engagement of McGrath & Co., PLLC, preparation of an AUP Report and authorized signature of the Engagement Letter Agreement.

8. Justin Taack with Bott & Douthitt presented and reviewed the January 26, 2022 Accounting Report to the Board. Mr. Taack noted the only action needed by the Board at this time was related to payment of directors, payment to Bott & Douthitt and he noted that new bank accounts are required in connection with the Series 2022 Road Bonds. Upon motion by Director Brydson, seconded by Director Weber and unanimously carried, the Board authorized opening the required bank accounts and approved the accounting report and payments listed thereon.

9. With regard to an operations report, Ms. Hahn stated that no one from Inframark was able to attend the meeting. She noted there were only two items on the General Manager's Report: (i) pond inspections were conducted on December 29, 2021; and (ii) a light inspection was conducted in December.

10. The Board reviewed and discussed the Order Calling Directors' Election to be held on May 7, 2022, the Joint Election Agreement with Hays County, the Contract for Election Services with the Hays County Elections Administrator and any other election service agreements as may be necessary. Upon motion by Director Brydson, seconded by Director Storm and unanimously carried, the Board approved the Order Calling Directors' Election, all other election agreements required and authorized posting thereof.

11. The Board reviewed and discussed the Notice of Election. Upon motion by Director Weber, seconded by Director Brydson and unanimously carried, the Board approved the Notice of Election and authorized posting thereof.

12. The Board then discussed and confirmed their next regular meeting date of Wednesday, February 23, 2022, and there being no further business to conduct, Director Brydson moved that the meeting be adjourned, which motion was seconded by Director Weber and unanimously approved, and the Board adjourned until further call.

APPROVED AND ADOPTED this 18<sup>th</sup> day of February, 2022.



Eric B. Storm, Assistant Secretary  
Board of Directors  
Anthem Municipal Utility District