

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" or "Board of Directors") of Crosswinds Municipal Utility District (the "District") met in special session, open to the public, on September 15, 2022 at 5501 West William Cannon Drive, Austin, Texas, an office of the District outside the boundaries of the District, 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 Director Weber. All members participating at the time a vote was taken voted on all matters that came before the Board. Also present were Andy Barrett with Andy Barrett & Associates, PLLC, general counsel for the District; Matt McPhail, attorney, and Kimberly Studdard, paralegal, with Winstead PC ("Winstead"), bond counsel for the District; Ronnie Moore with Carlson, Brigance & Doering, Inc. ("CB&D"), engineer for the District; Justin Taack with Bott and Douthitt, PLLC ("Bott & Douthitt"), the District's bookkeeping firm; Corey Howell with The GMS Group, L.L.C. ("GMS Group"), the District's financial advisor; and Ronja Keyes with Inframark, LLC ("Inframark"), the District's operations firm. Additionally, Terry Howe, representing Development Solutions CW, LLC ("Dev Sol"), the previous developer of lands within the District, was present as well.

1. The Board called for public communications and comments. Hearing none, the Board continued on to the next item of business.

2. The Board acknowledged receipt of a copy of the Minutes of the Board's August 11, 2022 regular meeting, and following a review and motion by Director Edwards, seconded by Director Gideon and unanimous approval, said Minutes were approved as written.

3. The Board recognized Corey Howell with GMS Group who reviewed the five (5) bids received for sale of the District's \$7,580,000 Unlimited Tax Utility Bonds, Series 2022 (the "Series 2022 Utility Bonds"), as reflected in the Parity Bid Results attached hereto as **EXHIBIT "A"**. Mr. Howell informed the Board that the lowest bid had been verified and was from SAMCO Capital Markets ("SAMCO"), with a net effective interest rate of 4.610136%. He noted that the bond issue did receive a rating of Baa3 from Moody's which will enable the District to access lower interest rates and lower insurance premiums over time. Following a full discussion

and upon motion by Director Edwards, seconded by Director Laine and unanimously carried, the Board awarded the sale to SAMCO. A copy of the winning bid is attached hereto as **EXHIBIT "B"**.

4. Matt McPhail with Winstead next reviewed the contents of an Order Authorizing the Issuance of the \$7,580,000 Crosswinds Municipal Utility District Unlimited Tax Utility Bonds, Series 2022; Prescribing the Terms and Provisions thereof; Making Provision for the Payment of the Interest thereon and the Principal thereof; Authorizing the Sale thereof; Entering into a Paying Agent/Registrar Agreement; Approving an Official Statement; and Containing other Provisions Relating to the Subject ("Bond Order"). Following a full review and discussion of such Bond Order, and upon motion by Director Gideon, seconded by Director Edwards and unanimously carried, the Board approved and authorized the execution of said Bond Order. It was noted the target closing date would be October 13, 2022.

In addition, and upon motion by Director Laine, seconded by Director Edwards and unanimously carried, the Board approved the form of a Paying Agent/Registrar Agreement in connection with such bond issue and authorized execution of said agreement.

Upon motion by Director Weber, seconded by Director Laine and unanimously carried, the Board approved a General and No-Litigation Certificate and all additional bond-related certificates, affidavits, and instruments required by the Texas Attorney General or other governmental agencies in connection with the sale of the Series 2020 Road Bonds.

5. Upon motion by Director Edwards, seconded by Director Gideon and unanimously carried, the Board approved and authorized the printing of the Final Official Statement in connection with the issuance of the Series 2022 Utility Bonds.

6. Upon motion by Director Edwards, seconded by Director Laine and unanimously carried, the Board approved and authorized filing and processing of the Transcript of Proceedings of the Series 2022 Utility Bonds with the Attorney General and subsequent registration of the Series 2022 Utility Bonds with the State Comptroller, and such actions as are otherwise necessary in connection with the closing of the sale of the Series 2022 Utility Bonds.

7. The Board reviewed the formal Notice of Public Hearing on Tax Rate that had been published as well as posted on the Hays County website as well as the District's website, as required by law, and called the hearing to order in accordance with such Notice and upon motion by Director Edwards, seconded by Director Laine and unanimously carried. There being no persons present who wished to address the Board in connection with such hearing, and upon motion by Director Laine, seconded by Director Gideon and unanimously carried, the hearing was adjourned.

8. Ms. Studdard then discussed the proposed Operating Budget for the upcoming fiscal year of October 1, 2022 to September 30, 2023, as prepared by Bott & Douthitt. Ms. Studdard noted there were no changes from the proposed budget which was presented at the prior month's meeting. Following a thorough review and discussion, upon motion by Director Dell'Abate, seconded by Director Gideon and unanimously carried, the Board adopted a Resolution Adopting Operations Budget.

9. In addition, the Board reviewed a proposed Debt Service Budget for the upcoming fiscal year of October 1, 2022 to September 30, 2023. It was noted that Corey Howell with

GMS Group had included such budget in his recommendation of the proposed tax rate for 2022, which was presented and discussed at the Board's prior meeting. Following a motion by Director Gideon, seconded by Director Edwards and unanimously carried, the Board approved a Resolution Adopting Debt Service Budget.

10. Following the approval of the District's operating budget and debt service budget for the District's upcoming fiscal year, the Board reviewed a proposed Order Setting Tax Rates for 2022, and it was noted that such 2022 rate would cover operations and maintenance and debt service during the District's fiscal year of October 1, 2022 through September 30, 2023, and that taxes would begin being levied upon adoption of said Order and due by January 31, 2023. Following a full discussion and motion by Director Edwards, seconded by Director Laine and unanimously carried, the Board approved said Order Setting Tax Rates for 2022.

11. Terry Howe updated the Board with regard to home construction in the District, noting there are currently 492 homes on the ground with 440 of those homes being occupied, and that there are 4 models, 46 homes under construction and 2 vacant homes. Mr. Howe noted the developer has begun working on the elevated storage tank and that they've moved the located of the elevated storage tank to the "dog park area" within the District.

12. With respect to the proposed addition of lands by KB Homes, Mr. Barrett noted that there was nothing for consideration by the Board at such time.

13. The Board then recognized Ronnie Moore with CB&D who referred the Board to CB&D's Engineering Report for the current meeting. The report updated the Board with regard to a contract for Crosswinds Phase 3A with DNT Construction, LLC ("DNT"), which includes 281 lots and will extend Crosswinds Parkway to Go Forth Road, thereby providing two points of ingress and egress as well as a contract for Crosswinds Phase 4A and Crosswinds Phase 6A with DNT, Crosswinds Phase 5A/B, and the status of contracts for the elevated and ground storage tanks. Under said contracts, Mr. Moore noted CB&D was in receipt and had reviewed several pay applications and change orders and that no discrepancies were found. Additionally, it was noted that bid opening for Crosswinds Phase 3B was scheduled for June 30th, but due to the current costs of materials and labor, bid opening was cancelled. Upon motion by Director Edwards, seconded by Director Gideon, the following recommended pay applications and change orders were unanimously approved:

Crosswinds Phase 3A contract with DNT:
Change Order No. 2 (\$78,256.25);
Change Order No. 3 (\$8,792.00); and
Pay Application No. 17 (\$7,912.80).

Crosswinds Phase 6A contract with DNT:
Pay Application No. 6 (\$48,230.69); and
Pay Application No. 7 (\$513,665.20).

14. The Board was then presented with a Resolution Adopting Prevailing Wage Rate Scale for Construction Projects, and it was noted that typically this is done at the organizational meeting of a district, or pretty quickly thereafter, but that it was brought to Ms. Studdard's attention that said Resolution had yet to be put in place. After a brief discussion, and upon motion by Director Edwards, seconded by Director Laine, the Board unanimously approved the Resolution Adopting Prevailing Wage Rate Scale for Construction Projects and authorized any

filing, as may be necessary, with regard thereto.

15. With regard to any additional proposals, agreements or other related items as may be necessary for the Nationwide Permits and cultural resource work being performed as relates to potential pond issues within the District, or any additional water and sewer related agreements, status of negotiations with regard to existing service rates and amendments to such agreements, status of conveyances to the City of Kyle or other related matters, Mr. Barrett noted there was nothing needed at this time but that he had received some information related to a development agreement between the City of Kyle and KB Homes and that he would be reviewing that prior to the October meeting.

16. Mr. Taack then reviewed an Accounting Report dated September 15, 2022, which included a review of the Cash Activity Report, including receipts and expenditures, a summary of action items as relate to director and vendor payments and fund transfers, as reflected therein. It was noted that Director Weber's check would be voided in light of his absence at the meeting that day. Upon motion by Director Laine, seconded by Director Gideon and unanimously carried, the Board approved the Accounting Report which included the approval of director and vendor payments and fund transfers as set out therein.

17. With regard to an Operations Report for the District, Ms. Keyes noted that pond inspections and a light survey were conducted in August 2022 and that the ponds are in good shape and the lights are in working order. It was noted that Sunscape submitted a proposal in the amount of \$2,025.86 to replace a damaged power module, which includes the cost for replacement and programming of the module. After a brief discussion, and upon motion by Director Laine, seconded by Director Edwards, the Board unanimously approved replacement of the damaged power module in the amount of \$2,025.86.

18. It was then confirmed that an Executive Session was not needed at this time, and the Board tentatively scheduled their next special meeting date of Wednesday, October 12, 2022, around noon at the offices of CB&D.

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

APPROVED AND ADOPTED this 12th day of October, 2022.



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