

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 February 8, 2023, and the roll was called of the members of the Board to-wit:

Brandon Brydson	President
Matt Jacobs	Vice President
Andrew Schreck	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 Director 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, Kimberly Studdard, paralegal, of Winstead PC ("Winstead"), bond counsel for the District, Hank Smith with Atwell, LLC ("Atwell"), engineers for the District, Justin Taack with Bott & Douthitt, PLLC ("Bott & Douthitt"), bookkeepers for the District, William Abshire and Cody Abshire of Capital Area Utility Management, LLC ("CAUM"), operations firm for the District, and Crystal Horn with McGrath and Co., PLLC ("McGrath"), the District's auditor. In addition, Clark Wilson and Bradley Wilson representing Kyle 150, LP, a current owner and developer of the land within the District, 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 January 11, 2023 regular meeting were presented for review and approval. Following a motion by Director Weber, seconded by Director Schreck and unanimously carried, said Minutes were approved as written.

3. Ms. Studdard noted her firm was in receipt of the approving Opinion from the Attorney General as to issuance of the \$6,825,000 Unlimited Tax Utility Bonds, Series 2023 ("Series 2023 Utility Bonds") by the District, and that closing remains slated for February 9, 2023.

4. The Board recognized Crystal Horn with McGrath who reviewed the final Agreed Upon Procedures Report ("AUP Report"), a copy of which is attached hereto as **EXHIBIT "A"**, in connection with reimbursements to be paid from the Series 2023 Utility Bonds. Ms. Horn noted that

a large portion of the Series 2023 Utility Bonds will be used to reimburse the developer for costs associated with the offsite wastewater line as well as a portion of the RM 150 offsite water and Hoover Drive Station onsite water costs. It was noted there was a surplus in additional costs in the amount of \$202,694.00 which would need to be reimbursed at a later date. There was discussion as to a possible application to the Texas Commission on Environmental Quality ("TCEQ") to recover those funds, and upon motion by Director Brydson, seconded by Director Storm, the AUP Report and disbursement of funds in accordance therewith was unanimously approved.

5. With regard to a developer's report, Clark Wilson noted they are completely paved out and that they are expecting final acceptance of Phase 4A by the City of Kyle at the end of the month. Mr. Wilson noted the site for the elementary school has been cleared and that they are planning to do a joint detention pond with the District with hopes of opening the school for the 2025 school year. It was noted that the amenity center will be completed in mid to late March and that Ashton Woods recently purchased multiple lots within the District.

6. The Board then reviewed Atwell's February 8, 2023 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 Brydson, seconded by Director Storm and unanimously carried, the following recommended Atwell payment under the stated construction contract was unanimously approved:

Anthem Phase 4 contract with CC Carlton:
Pay Application No. 11 (\$200,493.87).

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

Additionally, Mr. Smith noted that all plats have been recorded and that addresses have been obtained. It was noted that he and the developers continue to work with Pedernales Electric Cooperative on delays in getting power throughout the District.

7. With regard to the attorney's report, Mr. Barrett noted that, as previously discussed, there was a discrepancy in the amounts owed to the developer of roughly \$202,694.00 which he would like to explore application to the TCEQ for approval to use surplus funds from a prior bond issuance to cover those costs, such application to likely be prepared by Jones-Heroy. After a brief discussion, and upon motion by Director Brydson, seconded by Director Weber, the Board unanimously approved a surplus funds application to the TCEQ and any additional documents, as may be necessary, with regard thereto.

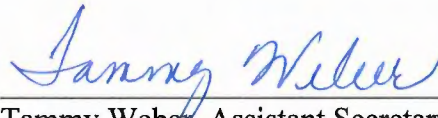
8. The Board moved to the February 8, 2023 Accounting Report, and it was noted that action was needed by the Board related to director and vendor payments as well as fund transfers in the amounts of \$86,060.19 from the TexPool Tax Account to the TexPool Operating Account, \$130,000 from the TexPool Tax Account to the TexPool Debt Service Account, and \$132.02 from the TexPool SR2022 Capitalized Interest – Roads Account to the TexPool Debt Service Account (plus any accrued interest). Additionally, it was noted that approval would need to be made for payment of the SR2022 Interest Payment due on March 1, 2023 in the amount of \$60,408.13. Lastly, Mr. Taack noted that roughly \$221,000 was collected in taxes in the month of December, that an

invoice was received from McGrath related to preparation of the AUP Report, and that Director Jacob's check would be voided in light of his absence at the meeting that day. Upon motion by Director Brydson, seconded by Director Storm, the Board unanimously approved the Accounting Report and disbursement of funds, transfers and payments in accordance therewith.

9. Mr. Abshire then discussed with the Board an Operations Report dated February 6, 2023, and Mr. Abshire noted there were no action items for the Board at such time. It was noted that he visited the four existing ponds on January 10th and that they are continuing to monitor erosion/sediment buildup in Pond 1A East. Mr. Abshire noted there was a correction to their Report in that they did not mow the detention pond areas in January because there had been little growth.

10. The Board then confirmed their next regular meeting date as March 8, 2023, 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 8th day of March, 2023.



Tammy Weber, Assistant Secretary
Board of Directors
Anthem Municipal Utility District

