

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 November 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 and Director Schreck. Also present were Andy Barrett of Barrett & Associates, PLLC ("Barrett & Associates"), attorney for the District, Matt McPhail, attorney, and 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 Corey Howell with The GMS Group, L.L.C. ("GMS Group"), the District's financial advisor.

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 October 11, 2023 regular 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. The Board recognized Corey Howell with GMS Group who reviewed the six (6) bids received for the District's \$6,405,000 Unlimited Tax Utility Bonds, Series 2023 (the "Series 2023 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 Baird ("Baird"), with a net effective interest rate of 5.134309%. It was noted that there was compression in all of the bids which indicates good market pricing for the Series 2023 Utility Bonds. It was noted that bond insurance was included which broadened the pool of underwriters and created more competition. It was noted that market rates has improved slightly over the prior week, and that a conservative 5.25-5.7% interest rate was used for the numbers run so we know we are in good shape with the current tax rate. Following a full discussion and upon motion by Director Storm, seconded by Director

Brydson and unanimously carried, the Board awarded the sale to Baird. 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 \$6,405,000 Anthem Municipal Utility District Unlimited Tax Utility Bonds, Series 2023; 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 Brydson, seconded by Director Weber and unanimously carried, the Board approved and authorized the execution of said Bond Order.

In addition, and upon motion by Director Brydson, seconded by Director Weber 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 Brydson, seconded by Director Weber 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 2023 Utility Bonds.

5. Upon motion by Director Storm, seconded by Director Brydson and unanimously carried, the Board approved and authorized the printing of the Final Official Statement in connection with the issuance of the Series 2023 Utility Bonds.

6. Upon motion by Director Storm, seconded by Director Brydson and unanimously carried, the Board approved and authorized filing and processing of the Transcript of Proceedings of the Series 2023 Utility Bonds with the Attorney General and subsequent registration of the Series 2023 Utility Bonds with the State Comptroller, and such actions as are otherwise necessary in connection with the closing of the sale of the Series 2023 Utility Bonds. It was noted closing would likely take place December 13th or December 14th.

7. Mr. Wilson updated the Board as to development matters, and it was noted that there had been approximately 114 homes sold in 2023 to date and that it seems like another 10 or so homes might close before the end of the year. It was noted that Landsea is doing over one million dollars per month in development, and that the school site is nearing completion.

8. There is no update with regard to the Easement and Fence Maintenance Agreement by and between the District and the City of Kyle.

9. The Board then reviewed Atwell's November 8, 2023 Engineer's Summary for construction and status of the separate construction projects currently underway along with recommendations for related pay applications and change orders, as applicable. Mr. Smith noted that the City of Kyle would like to move forward with the hydropneumatics tank and that Mr. Wilson would front the cost of the tank with plans to be paid back at a later date. It was noted that there would be a meeting between Landsea and HDR to hopefully finalize plans for the turn lane onto Anthem Parkway.

10. 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, or any matters related to the issuance of bonds or related matters, Mr. Barrett noted he did not believe there was anything to discuss at such time.

11. It was noted that a Resolution Acknowledging Annual Review of Investment Policy and Investment Strategies would be done in August 2024.

12. The Board moved to the November 8, 2023 Accounting Report, and it was noted that action was needed by the Board related to director and vendor payments as well as a fund transfer in the amount of \$21,925.71 from the District's TexPool Operating Account to the Cadence Bookkeeper's Account. Upon motion by Director Storm, seconded by Director Brydson, the Board unanimously approved the Accounting Report and disbursement of funds, transfers and payments in accordance therewith.

13. Mr. Abshire then discussed with the Board an Operations Report for November 2023 operations within the District. Mr. Abshire only has one action item for the Board to consider. Mr. Abshire noted he was seeking board approval for detention pond erosion repairs. CAUM recommended conducting repairs on three ponds plus natural area to reduce mobilization costs and establish preventive vegetative erosion control. The repairs were estimated to cost just under \$19,600.00. Upon motion by Director Storm, seconded by Director Brydson, the Board unanimously approved the Operations Report and the repairs noted therein.

14. The Board then confirmed their next meeting date as December 13, 2023, with the possibility of moving it to the 12th, and there being no further business to conduct, Director Brydson moved that the meeting be adjourned, which motion was seconded by Director Storm and unanimously approved, and the Board adjourned until further call.

APPROVED AND ADOPTED this 12th day of December, 2023.





Andrew Schreck, Secretary
Board of Directors
Anthem Municipal Utility District