

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 10, 2024, 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 Brydson. 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, attorney for the District, Kimberly Studdard, paralegal, of Winstead PC, 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, and William and Cody Abshire of SiEnvironmental, LLC ("SiEnvironmental"), formerly Capital Area Utility Management, LLC ("CAUM"), operations firm for the District. In addition, Tim Applewhite with McGrath and Co., PLLC ("McGrath"), the District's auditor, was in attendance via teleconference.

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 12, 2023 special 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. Tim Applewhite with McGrath then presented the Board with a Financial Report for the September 30, 2023 fiscal year end, containing financial statements, a management letter and additional audit-related information ("Financial Report"). Mr. Applewhite noted that a clean opinion was issued and that the management discussion and analysis section of the audit gives a detailed comparison for each fund. It was also noted that page 16 and page 17 show financial statements and that roughly \$29.5 million in reimbursements is still outstanding to the developer in completed projects to date. After a thorough discussion, and upon motion by Director Storm, seconded by Director Jacobs and unanimously carried, the Board approved said Financial Report and authorized

the required filings and postings of same with the Texas Commission on Environmental Quality ("TCEQ") and the State Comptroller by Winstead.

4. Ms. Studdard discussed with the Board the Municipal Securities Rulemaking Board Rule G-10 Disclosure Letter received by the District's financial advisor, The GMS Group, L.L.C., and after a brief discussion, and upon motion by Director Schreck, seconded by Director Jacobs, the Board confirmed receipt of the District's annual Municipal Securities Rulemaking Board Rule G-10 Disclosure Letter.

5. With regard to a developer's report, Clark Wilson noted they are pretty much through with Phase 1A through Phase 4A and that builders have another take down this month. It was noted that sales are coming in rapidly at around the mid \$300,000 to the \$600,000/\$700,000 price points. Lastly, Mr. Clark noted that that Landsea may not be saved from the impact fee increase which would be great for them.

6. Mr. Barrett noted there is no update with regard to the Easement and Fence Maintenance Agreement by and between the District and the City of Kyle.

7. The Board then reviewed Atwell's January 10, 2024 Engineer's Summary for construction and status of the separate construction projects currently underway along with recommendations for related pay applications. Hank Smith noted that Freedom Phase 1B is ready to begin construction, which is the first condominium section. Mr. Smith noted that even though the condos are private, he would still like to receive the Board's blessing to award the contract to the low bidder, CC Carlton. By motion of Director Storm, seconded by Director Weber and unanimously carried, the following recommended Atwell payments under the stated construction contracts were unanimously approved as well as award of the contract for Freedom Phase 1B to CC Carlton:

Freedom Phase 1A and 2:

Pay Application No. 7 (\$1,760,760.54)

Pay Application No. 8 (\$1,388,405.67)

Freedom Phase 1B:

Pay Application No. 1 (\$284,098.95)

Pay Application No. 2 (\$0.00)

Pay Application No. 3 (\$87,750.00)

Regarding Freedom Phase 3, Mr. Smith noted bids were opened in December 2023 and Notice of Award had been issued, and as is such, he requested the Board award the contract for Freedom Phase 3 to the low bidder, CC Carlton as well. By motion of Director Jacobs, seconded by Director Schrek and unanimously carried, said contract with CC Carlton was unanimously approved.

Additionally, Mr. Smith noted bidding and a subsequent Notice of Award for the Elevated Storage Tank project had been issued, and as is such, he deemed it timely to approve the contract to the low bidder, Landmark Structure I, LP. It was noted that not all of the costs would be paid by the District but would be split between several parties. After a brief discussion, and upon motion by Director Weber, seconded by Director Jacobs and unanimously carried, said contract was awarded to Landmark Structure I, LP.

Lastly, Mr. Smith asked the Board to approve an invoice in the amount of \$20,586.04 to replace and reinstall piping to reduce the size, as requested by the City of Kyle. By motion of Director Storm, seconded by Director Jacobs and unanimously carried, the recommended invoice was approved.

8. With regard to the Series 2024 Unlimited Tax Road Bonds, Mr. Barrett noted he has nothing to discuss at such time as the District's financial advisor would likely recommend waiting to issue any 2024 Road Bonds until after the certified values are released in July.

9. With regard to the attorney's report, Mr. Barrett noted that there was nothing at this time.

10. The Board moved to the January 10, 2024 Accounting Report, and it was noted that action was needed by the Board was with regard to director and vendor payments and two fund transfers, one in the amount of \$50,000.00 from the District's TexPool Tax Account to the District's TexPool Operating Account and one transfer in the amount of \$50,000.00 from the District's TexPool Operating Account to the District's Cadence Bookkeeper's Account. It was noted that Hays County did not send tax bills until December so tax collections seem lower than usual to date. Upon motion by Director Schreck, seconded by Director Jacobs, the Board unanimously approved the Accounting Report and disbursement of funds in accordance therewith.

11. Mr. Abshire then discussed with the Board an Operations Report for December 2023, and Mr. Abshire noted he visited the four existing ponds on December 13th and the final inspection of erosion control repair is satisfactory. There were no issues found or reported regarding the sidewalks and street lighting, and customer complaints were coordinated with the HOA.

Mr. Abshire briefly discussed the need to assign the existing Professional Services Agreement between the District and CAUM to SiEnvironmental in light of CAUM's recent buyout, and after a brief discussion, and upon motion by Director Weber and seconded by Director Jacobs, said contract assignment was approved.

12. The Board then confirmed their next regular meeting date as February 14, 2024, and there being no further business to conduct, Director Storm 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 14th day of February, 2024.



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