

MINUTES OF THE MEETING
OF THE
BOARD OF DIRECTORS

THE STATE OF TEXAS §

COUNTY OF HAYS §

HAYS COUNTY WATER CONTROL AND IMPROVEMENT DISTRICT NO. 2 §

The Board of Directors (the “Board”) of Hays County Water Control and Improvement District No. 2 (sometimes referred to herein as the “District”) met in special session, open to the public, at 151 Trinity Hills Drive, Austin, Texas, its meeting place outside the boundaries of the District on February 6, 2020 and the roll was called of the members of the Board of Directors, (herein referred to as the “Board”) to-wit:

Royce Wachsmann	President
Samantha E. Bethke	Vice President
Sean McGillicuddy	Secretary
William Carroll Kelly IV	Treasurer/Asst. Secretary
Bill Harris	Asst. Secretary

All members of the Board as listed above were present at the commencement of the meeting. All directors present voted on all such items. Also present were Matt Kutac of the law offices of Matthew B. Kutac, PLLC, Judy McAngus, paralegal with Winstead PC, Chris Lane with SAMCO Capital Markets, Inc. (“SAMCO”), the District’s financial advisor, Lisa Adkins of Inframark, the District’s general management and operations contractor, Lauren Barzilla with CMA Engineering, Inc. (“CMA”), engineers for the District, and Jimmy Romell of Maxwell Locke & Ritter LLP (“MLR”), auditor for the District.

The meeting was called to order, and evidence was presented that public notice of such meeting had been given as required by law.

1. The Board first called for public communications and comments. There being none, the Board moved on to the next agenda item.

2. The Board recognized Jimmy Rommel of MLR who confirmed that the Directors had received draft copies of the Financial Statements and Supplemental Information for the year ended September 30, 2019 and Independent Auditors Report (“Financial Statements”). Mr. Romell reviewed such materials in detail with the Board, along with accompanying correspondence directed to the Board. Mr. Rommel noted that the audit was a clean audit. He reviewed certain new auditing standards imposed in the past year and reviewed the footnotes and relevant portions of the audit in detail with the Board. Following a full review of such materials and motion by Director Wachsmann, seconded by Director Harris and unanimously carried, the Board approved such

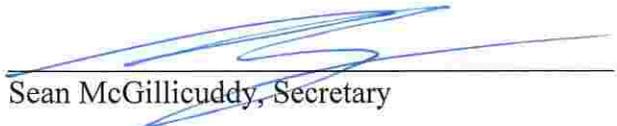
Financial Statements and Supplemental Information and Independent Auditors' Report and accompanying management report as presented, acknowledged receipt of the management representation letter utilized in the preparation of such reports, and authorized the filing of the final report with the TCEQ and with Alan Petrov of Johnson Petrov LLP, disclosure counsel for the District, for filing with the Municipal Securities Rulemaking Board, through its Electronic Municipal Market Access ("EMMA") system. In addition, Judy McAngus noted that in compliance with recent legislation, she would also be uploading and filing the final audit on the State Comptroller's website. Additionally with respect to the Board's existing policy relating to postings on the joint District and Hays County Water Control and Improvement District No. 1 ("HCWCID No. 1") website and recently enacted legislation, Ms. McAngus noted that Inframark would need to post the final audit on the website.

3. The Board reviewed matters relating to the upcoming May 2, 2020, directors election, it being noted that to date four (4) candidate applications had been filed for the three (3) open positions on the Board. Following a full discussion, upon motion by Director McGillicuddy, seconded by Director Bethke and unanimously carried, the Board adopted an Order Calling Directors Election, a copy of which is attached hereto as **EXHIBIT "A"**. It was discussed that Hays County was now a vote center county (meaning that the voters within the District would be able to cast their vote at any county early voting location and any county regular election day polling place designated for use by Hays County in the May 2, 2020 election). In addition and as relates to such election, upon motion by Director Wachsmann, seconded by Director McGillicuddy and unanimously carried, the Board jointly approved a proposed form of Contract for Election Services ("Contract") with the District and the Hays County Elections Administrator and a separate Joint Election Agreement between Hays County and the Local Political Subdivision (the District), copies as are attached collectively as **EXHIBIT "B"**. It was noted that pursuant to the Order, notice was to provided pursuant to the current law and would be posted on the District's website prior to the commencement of early voting in such election and would include a listing of the final polling locations and details as to dates and times of voting at such locations.

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

APPROVED AND ADOPTED this 20th day of February, 2020.




Sean McGillicuddy, Secretary