

**Minutes of Meeting
Board of Directors
Kaufman County Fresh Water Supply District No. 1-D**

February 6, 2020

The Board of Directors ("Board") of Kaufman County Fresh Water Supply District No. 1-D (the "District"), met in regular session, open to the public, on Thursday, February 6, 2020, at 12:00 p.m. at 2728 N. Harwood Street, Suite 500, Dallas, Texas 75201, an official meeting place outside the boundaries of the District. The roll was called of the duly appointed members of the Board, to wit:

Alice D. Bittner	President
Jenny Berry Woods	Vice President
Heather Aubrey Baker	Secretary
Kellye Teal	Treasurer/Asst. Secretary
Connie Christensen	Assistant Secretary

All members of the Board were present at the commencement of the meeting. Also attending the meeting were: Mr. John Kissling, member of the Board of Directors of Kaufman County Fresh Water Supply District No. 1-B ("KC1B"); Mr. Jason Kaup, member of the Board of Directors of Kaufman County Fresh Water Supply District No. 1-C ("KC1C"); Mr. Bryant Caswell, P.E., and Ms. Karena Hauter, P.E. of BGE, Inc. ("BGE"); Mr. Cameron Robinson of Inframark, LLC ("Inframark"); Ms. Kerry Tovery of Dye & Tovery, LLC ("D&T"); Mr. RL Lemke of Pillar Income Asset Management; and Ms. Sarah Landiak, attorney, and Ms. Genny Lutzel, paralegal, with Winstead PC.

1. Call to Order. The meeting was called to order at 12:02 p.m. Ms. Landiak noted that a quorum was present, and evidence was presented that public notice of the meeting had been given as required by law.
2. Public Comments and Communications. Director Bittner opened the meeting to public comment. Hearing none, Director Baker moved that the Board close the public comment session. Director Bittner seconded said motion, which carried unanimously.
3. Minutes of Board Meeting held on January 9, 2020. Following a discussion, Director Baker moved that the Board approve the Minutes of the January 9, 2020 Board of Directors meeting, as transcribed. Director Bittner seconded said motion, which carried unanimously.
4. Engineer's Report. Ms. Hauter presented to and reviewed with the Board copies of an Engineer's Report, prepared by BGE a copy of which is attached hereto as Exhibit "A". Ms. Hauter next discussed the status of construction and improvements within the District.

Ms. Hauter next presented to and reviewed with the Board copies of Pay Estimate No. 7 for \$13,320.45 from KIK Underground, LLC, for utility improvements in Windmill Farms Phase 4B. Following a discussion, Director Bittner moved that the Board approve Pay

Estimate No. 7, as presented. Director Christensen seconded said motion, which carried unanimously.

Ms. Hauter next presented to and reviewed with the Board copies of Pay Estimate No. 8 (and final) from Interstate Pipeline Utility Construction, LLC in the amount of \$182,857.90 for utility improvements in Windmill Farms Phase 4C and related rider to the maintenance bond. Following a discussion, Director Berry moved that the Board approve Pay Estimate No. 8 and maintenance bond rider as presented. Director Christensen seconded said motion, which carried unanimously.

Ms. Hauter next presented to and reviewed with the Board copies of Pay Estimate No. 1 for \$22,500.00 from Glenn Thurman, Inc., for paving improvements in Windmill Farms Phase 4D-1. Following a discussion, Director Berry moved that the Board approve Pay Estimate No. 1, as presented. Director Christensen seconded said motion, which carried unanimously.

Next, Ms. Hauter presented to and reviewed with the Board copies of Pay Estimate No. 1 for \$12,600.00 from Glenn Thurman, Inc., for paving improvements in Windmill Farms Phase 6A. Following a discussion, Director Berry moved that the Board approve Pay Estimate No. 1, as presented. Director Christensen seconded said motion, which carried unanimously.

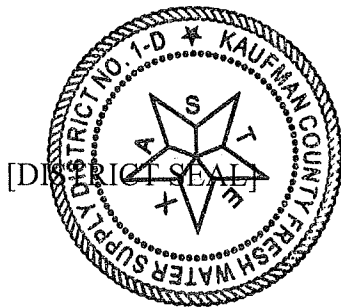
Ms. Hauter reminded the Board that the District authorized BGE to prepare a utility commitment letter to W&R Properties, Inc. for a proposed convenience store located within the District boundaries. Ms. Hauter noted that said utility commitment letter has been prepared for Board execution, and a copy is included in the Engineer's Report.

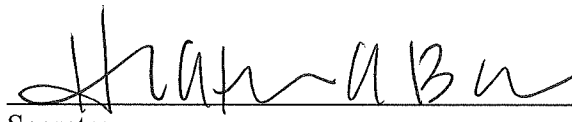
Finally, Ms. Hauter reviewed with the Board a request from Forney ISD for approval of a driveway connection from the east side of Smith Intermediate School to Beefmaster Court. In connection with said request, BGE met with representatives from the school district to perform a traffic analysis to determine the need for an additional driveway. Following survey and evaluation of the school traffic patterns, BGE recommended parking restrictions on the west side of Irongate Boulevard through re-striping to prevent students crossing mid-block during drop-off and pick-up times. BGE next recommended that the school district consider placement of a certified crossing guard or police officer to control traffic at the north driveway entrance to the school. A memorandum from BGE is included in the Engineer's Report.

Following a discussion, Director Berry moved that the Board authorize BGE to request cost estimates for installation of appropriate signage and striping to designate parking restrictions and crosswalks on the west side of Irongate Boulevard. Director Teal seconded said motion, which carried unanimously.

5. Operator's Report. Mr. Robinson presented to and reviewed with the Board copies of an Operations and Maintenance Report prepared by Inframark, a copy of which is attached hereto as Exhibit "B". Following a discussion, Director Bittner moved that the Board accept the Operator's Report. Director Berry seconded said motion, which carried unanimously.

6. Developer's Report. Mr. Lemke discussed construction delays due to inclement weather. Next, Mr. Lemke discussed proposed amenities to include a disc golf course. Finally, Mr. Lemke summarized the status of water and wastewater improvements. Following a discussion, Director Berry moved to accept the Developer's Report. Director Bittner seconded said motion, which carried unanimously.
7. Agreement for Maintenance of Detention Ponds. The Board deferred action on the matter.
8. Bookkeeper's Report. Ms. Tovery presented to and reviewed with the Board copies of the District's bookkeeping report prepared by Dye & Tovery LLC, attached hereto as Exhibit "C". Following a discussion, Director Christensen moved that the Board (i) approve the bookkeeper's report as presented; and (ii) authorize payment of checks as listed in the report. Director Teal seconded said motion, which carried unanimously.
9. Draft Budget for Fiscal Year Ending March 31, 2020. The Board deferred action on the matter.
10. Resolution Granting a Franchise to Furnish and Supply Gas to the General Public in the District. The Board deferred action on the matter.
11. Discuss tentative date for next meeting. Upon motion duly made, seconded and unanimously carried, the Board scheduled the next meeting for Thursday, March 5, 2020, at 12:00 noon, at 2728 N. Harwood Street, Suite 500, Dallas, Texas 75201.
12. After noting no further business to come before the Board, Director Christensen moved that the meeting be adjourned. Director Bittner seconded said motion, which carried unanimously. The meeting adjourned at 12:25 p.m.




Secretary