

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

March 5, 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, March 5, 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; Mr. Jason Kaup, member of the Board of Directors of Kaufman County Fresh Water Supply District No. 1-C; Mr. Bryant Caswell, P.E., and Ms. Karena Hauter, P.E. of BGE, Inc. ("BGE"); Mr. Cameron Robinson, Mr. Todd Burer, and Ms. Vaite Paavilainen of Inframark, LLC ("Inframark"); Ms. Kerry Tovery of Dye & Tovery, LLC ("D&T"); Mr. RL Lemke of Pillar Income Asset Management; and Mr. Ross Martin, attorney, and Ms. Genny Lutzell, paralegal, with Winstead PC.

1. Call to Order. The meeting was called to order at 12:03 p.m. Mr. Martin 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 Teal moved that the Board close the public comment session. Director Woods seconded said motion, which carried unanimously.
3. Letter Confirming Candidates for May 2, 2020, Directors Election; Adopt Order Declaring Unopposed Candidates Elected and Canceling Directors Election, Authorize Postings. Mr. Martin stated that Jenny Berry Woods and Kellye Teal have each filed their respective applications for a place on the ballot for the May 2, 2020, Directors Election, and no other applications have been received. Mr. Martin stated that it would be appropriate at this time to cancel the Directors Election, and to declare Jenny Berry Woods and Kellye Teal elected for new four-year terms. Next, Mr. Martin discussed the provisions of an Order Declaring Unopposed Candidates Elected and Canceling Director's Election with the Board, a copy of which is attached hereto as Exhibit "A". Following a discussion, Director Teal moved that the Board adopt said Order, and authorize related postings. Director Woods seconded said motion, which carried unanimously.

4. Minutes of Board Meeting held on February 6, 2020. Following a discussion, Director Woods moved that the Board approve the Minutes of the February 6, 2020, Board of Directors meeting, as transcribed. Director Bittner seconded said motion, which carried unanimously.
5. 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 "B". 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. 6 for \$14,427.00 from Obra Ramos Construction, LLC, for earthwork improvements in Windmill Farms Phase 4B. Following a discussion, Director Teal moved that the Board approve Pay Estimate No. 6, as presented. Director Woods seconded said motion, which carried unanimously.

Ms. Hauter next presented to and reviewed with the Board copies of Change Order No. 2 from KIK Underground, LLC in the amount of \$18,575.50 for utility improvements in Windmill Farms Phase 4B. Following a discussion, Director Berry moved that the Board approve Change Order No. 2, as presented. Director Christensen seconded said motion, which carried unanimously.

Ms. Hauter next presented to and reviewed with the Board copies of Change Order No. 3 from Glenn Thurman, Inc. in the amount of -(\$218,221.00) for paving improvements in Windmill Farms Phase 4B. Following a discussion, Director Teal moved that the Board approve Change Order No. 3, as presented. Director Woods seconded said motion, which carried unanimously.

Ms. Hauter next presented to and reviewed with the Board copies of Pay Estimate No. 6 and Final in the amount of \$107,316.24, and Change Order No. 2 in the amount of \$8,280.00 from Glenn Thurman, Inc., for paving improvements in Windmill Farms Phase 4C. Following a discussion, Director Teal moved that the Board approve Pay Estimate No. 6, and Change Order No. 2, 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. 6 for \$18,982.80 from KIK Underground, LLC for utility improvements in Windmill Farms Phase 6A. Following a discussion, Director Teal moved that the Board approve Pay Estimate No. 6, as presented. Director Woods seconded said motion, which carried unanimously.

Ms. Hauter next reported that the Windmill Farms 4C Earthwork Improvement project has been completed by Obra Ramos Construction, LLC, and recommended that the District accept said facilities.

Ms. Hauter then discussed the need for a capacity reservation letter from Kaufman County Fresh Water Supply District No. 1-A ("KC1A") to serve Windmill Farms Phase 4A, Smith Intermediate School, and Windmill Farms Phase 4A. Following a discussion, Director Teal moved that the Board authorize BGE to request confirmation from KC1A for 458

equivalent single-family connections. Director Woods seconded said motion, which carried unanimously.

Finally, Ms. Hauter discussed 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. Ms. Hauter reminded the Board that the District authorized BGE to prepare a plan sheet and to obtain pricing for re-stripping and signage along Iron Gate Blvd. to improve traffic flow. No formal action was taken by the Board.

6. Operator's Report. The Board recognized and welcomed Mr. Burer and Ms. Paavilainem from Inframark. Next, 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 "C". Following a discussion, Director Terry moved that the Board accept the Operator's Report. Director Woods seconded said motion, which carried unanimously.
7. Developer's Report. Mr. Lemke discussed the status of lot and home closings, noting that residents will soon be occupying single-family homes located within the District. Mr. Lemke further discussed construction delays caused by inclement weather. No formal action was taken by the Board.
8. Discussion Regarding Trash Collection Services. Following a discussion, Director Teal moved that the Board authorize District consultants to solicit bids from solid waste collection service providers for review at the April Board meeting. Director Bittner seconded said motion, which carried unanimously.
9. Amendment to District's Facility Charges, Water and Wastewater Service Rates and Tap Fees, and Adopt Certain General Policies with respect to the District's Water, Wastewater, and Drainage Systems. The Board deferred action on the matter.
10. Review and Approve Second Amendment to Joint Utility and Wholesale Allocation Agreement. Mr. Martin discussed the matter with the Board. The Board deferred action on the matter.
11. Discussion Regarding Contract for Patrol Services with Kaufman County Constable's Office. Mr. Martin discussed the matter with the Board. No formal action was taken by the Board.
12. 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 "D". Following a discussion, Director Teal moved that the Board (i) approve the bookkeeper's report as presented; and (ii) authorize payment of checks as listed in the report. Director Woods seconded said motion, which carried unanimously.
13. Draft Budgets for Fiscal Year Ending March 31, 2021. Ms. Tovery presented to and reviewed with the Board copies of proposed budgets for fiscal year ending March 31, 2020, copies of which are attached hereto as Exhibit "E". Following a discussion, Director Woods moved that the Board adopt same. Director Teal seconded said motion, which carried unanimously.

14. Discuss tentative date for next meeting. Upon motion duly made, seconded and unanimously carried, the Board scheduled the next meeting for Thursday, April 2, 2020, at 12:00 noon, at 2728 N. Harwood Street, Suite 500, Dallas, Texas 75201.
15. After noting no further business to come before the Board, Director Teal moved that the meeting be adjourned. Director Woods seconded said motion, which carried unanimously. The meeting adjourned at 12:21 p.m.



/s/ Heather Aubrey Baker
Secretary