

**MINUTES OF MEETING
OF THE
BOARD OF DIRECTORS**

THE STATE OF TEXAS §

COUNTIES OF DENTON AND WISE §

**ALPHA RANCH FRESH WATER SUPPLY DISTRICT NO. 1
OF DENTON AND WISE COUNTIES** §

The Board of Directors (the “Board”) of Alpha Ranch Fresh Water Supply District No. 1 of Denton and Wise Counties (the “District”) met in special session, open to the public, on the 10th day of August, 2021, by telephone conference.

Ms. Sarah Landiak, General and Bond Counsel for the District, announced that the Meeting would be conducted by telephone conference to mitigate the spread of COVID-19. Ms. Landiak confirmed that Meeting participants would observe guidance provided by the Texas Attorney General’s office to suspend certain requirements of the Texas Open Meetings Act. Ms. Landiak next stated that (i) Notice of the Meeting was given in accordance with Chapter 551, Government Code, and Chapter 49, Texas Water Code, as amended by the Governor’s order and Attorney General’s guidance; (ii) the Meeting was being conducted in a transparent and accessible manner; (iii) Meeting packets were distributed to all participants and made available to the public; and (iv) the Meeting would be recorded and made available for electronic distribution upon request.

The roll was called of the members of the Board, to-wit:

Charlie Haynes	President
Douglas B. Strecker	Vice President
James Fipps	Secretary
David G. Sims	Assistant Secretary

All members of the Board were present by telephone at the commencement of the meeting, thus constituting a quorum. Also present were Mr. Andrew Mizerek, P.E., of Peloton Land Solutions, Inc.; Ms. Kerry Tovery of Dye & Tovery, LLC, bookkeepers for the District; Mr. Andre Ayala of Hilltop Securities, Inc.; and Ms. Sarah Landiak, attorney, and Ms. Amy Bieber, paralegal, each of Winstead PC, attorneys for the District.

The meeting was called to order at 5:33 p.m. 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 or comment. Hearing none, the Board closed the public comment session of the agenda.

2. The Board next acknowledged receipt of a Texas Commission on Environmental Quality (“TCEQ”) Order approving the District’s name change to Alpha Ranch Water Control and Improvement District of Denton and Wise Counties, a copy of which is attached hereto as Exhibit “A”. The Board recognized Ms. Landiak, who explained the process following the name change and noted that the District’s legal counsel has notified Denton and Wise County of the change and published notice of same in the newspaper as required by law. No formal action was taken by the Board.

3. The Board next considered adoption of a new District seal, an impression of which is attached hereto as Exhibit “B”. Following a discussion, Director Fipps moved that the Board adopt the new District seal as presented. Director Sims seconded said motion, which carried unanimously.

4. The Board next considered an Amended District Information Form to reflect the District’s name change, a copy of which is attached hereto as Exhibit “C”. Ms. Landiak noted that the District Information Form needs to be updated to reflect the District’s name change. Following a discussion, Director Fipps moved that the Board (i) approve the Amended District Information Form; and (ii) authorize the District’s legal counsel to record same with Denton and Wise Counties, Texas, and the TCEQ. Director Strecker seconded said motion, which carried unanimously.

5. The Board next confirmed receipt of the draft minutes of the April 29, 2021, Board of Directors meeting. Following a discussion, Director Fipps moved that the Board approve the minutes as drafted. Director Strecker seconded the motion, which carried unanimously.

6. The Board next considered an Interlocal Cooperation Agreement for Property Tax Assessment and Collection (“ILA”) by and between the District and Denton County, Texas, a copy of which is attached hereto as Exhibit “D”. Ms. Landiak noted that the rate for tax collection services remains the same as in years past. Following a discussion, Director Fipps moved that the Board approve the ILA as presented. Director Sims seconded said motion, which carried unanimously.

7. The Board next confirmed receipt of the 2021 tax rolls by the Denton Central Appraisal District and Wise County Appraisal Districts and recognized Ms. Landiak, who discussed the 2021 Truth-in-Taxation calculations and recommended that the Board continue to engage Assessments of the Southwest to complete said tax calculations on behalf of the District. Following a discussion, Director Fipps moved that the Board approve the continued engagement of Assessments of the Southwest to complete Truth-in-Taxation calculations for the District. Director Strecker seconded said motion, which carried unanimously.

8. The Board next recognized Mr. Ayala, who presented to and reviewed with the Board the 2021 tax rate calculations and recommendations from Hilltop, a copy of which is attached hereto as Exhibit “E”. The total tax rate recommendation is \$1.00 per \$100 of net taxable value. Following a discussion, Director Fipps moved that the Board (i) approve the proposed tax rate; (ii) call a public hearing on the proposed tax rate for September 14, 2021, at 5:30 p.m. at 405 North Oak Street, Roanoke, Texas 76262; and (iii) authorize publication of a notice of the same. Director Sims seconded said motion, which carried unanimously.

9. The Board next recognized Mr. Mizerek, who presented to and reviewed with the Board an engineer's report dated August 10, 2021, a copy of which is attached hereto as Exhibit "F". Next, Mr. Mizerek updated the Board with regard to engineering projects within the District, and detailed the need to increase the total bond capacity of the District pursuant to the calculations detailed on the attached report.

Following a discussion, Director Fipps moved that the Board approve the Engineer's report as presented. Director Strecker seconded said motion, which carried unanimously.

10. In the absence of a developer representative, the Board deferred action on a developer's report.

11. The Board continued to recognize Ms. Tovery, who presented to and reviewed with the Board a bookkeeping report dated August 10, 2021, a copy of which is attached hereto as Exhibit "G". Following a discussion, Director Fipps moved that the Board (i) approved the bookkeeping report and payment of expenses reflected therein; and (ii) approve the engagement of Dye & Tovery, LLC, for preparation and filing of the District's annual financial report. Director Sims seconded said motion, which carried unanimously.

12. The Board next recognized Ms. Landiak, who recommended that the Board continue to authorize the District's bookkeeper to distribute funds as approved on the bookkeeping report pursuant to Section 49.151, Texas Water Code. Following a discussion, Director Fipps moved that the Board authorize the distribution of funds by the Bookkeeper as requested. Director Sims seconded said motion, which carried unanimously.

13. Consideration was next given to the supplemental agenda. The Board next recognized Ms. Landiak, who presented to and reviewed with the Board copies of an Order Approving Engineer's Report and Calling Utility Bond Election, Utility Refunding Bond Election, Road Bond Election, and Road Refunding Bond Election ("Order Calling Elections") to be held on Tuesday, November 2, 2021, a copy of which is attached hereto as Exhibit "H". Next, Ms. Landiak explained that the District is required to contract with Denton County and Wise County for election services for a November general election, and requested that the Board authorize contracts with Denton County and Wise County for such services. A copy of the contract with Denton County is attached hereto as Exhibit "I". Following a discussion, Director Fipps moved that the Board (i) authorize contracting with Denton County and Wise County for election services for the November 2, 2021, elections; and (ii) authorize District counsel to provide notice of said Election to be held within the District, as may be required. Director Strecker seconded said motion, which carried unanimously.

There being no further business to conduct, and upon motion by Director Fipps, seconded by Director Strecker and unanimously carried, the meeting was adjourned at 6:17 p.m. until further call.

[Signature Page Follows]

APPROVED AND ADOPTED this 14th day of September, 2021.



James Fipps, Secretary
Alpha Ranch Fresh Water Supply District
No. 1 of Denton and Wise Counties