

**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, located at 405 North Oak Street, Roanoke, Texas 76262, outside the District’s boundaries, on March 3, 2020, and 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 at the commencement of the meeting, thus constituting a quorum. All Directors present voted on all matters that came before the Board. Also present were Mr. Mark Spear, P.E., of Pape-Dawson Engineers, Inc., engineers for the District (“Pape-Dawson”); Ms. Kerry Tovery of Dye & Tovery, LLC, bookkeepers for the District; 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. Next, the Board acknowledged receipt of a letter signed by Director Fipps, Board Secretary, attesting to the fact that Director Fipps and Director Haynes 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. Ms. Landiak noted that it would be appropriate at this time to cancel the Directors Election, and to declare Director Fipps and Director Haynes elected for new four-year terms. Next, Ms. Landiak discussed the provisions of an Order Declaring Unopposed Candidates Elected and Canceling Directors Election with the Board, a copy of which is attached hereto as Exhibit “A”. Following a discussion, Director Fipps moved that the Board adopt said Order as presented and declare the unopposed candidates elected. Director Strecker seconded said motion, which carried unanimously.

3. The Board next confirmed receipt of the draft minutes of the February 4, 2020, Board of Directors meeting. Following a discussion, Director Strecker moved that the Board approve the minutes as drafted. Director Fipps seconded the motion, which carried unanimously.

4. The Board next recognized Mr. Spear, who presented to and reviewed with the Board an engineer's report dated March 3, 2020, a copy of which is attached hereto as Exhibit "B". Next, Mr. Spear updated the Board with regard to construction and engineering in the District, noting that Phase 1 is underway and all utilities are nearing completion. Mr. Spear also noted that paving in Phase 1 will begin once the City of Fort Worth has inspected and accepted completion of the utilities, and the offsite water and wastewater lines are nearly complete as well with testing underway on the water line. Following a discussion, Director Fipps moved that the Board accept the Engineer's Report as presented. Director Strecker seconded said motion, which carried unanimously.

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

6. The Board next recognized Ms. Tovery, who presented to and reviewed with the Board two engagement letters prepared by Dye & Tovery, LLC, for preparation of the District's Annual Financial Report for the fiscal years ended March 31, 2019, and March 31, 2020, copies of which are attached hereto as Exhibit "C". Following a discussion, Director Fipps moved that the Board approve the engagement of Dye & Tovery, LLC, for preparation of the District's Annual Financial Reports. Director Strecker seconded said motion, which carried unanimously.

7. The Board continued to recognize Ms. Tovery, who presented to and reviewed with the Board a bookkeeping report dated March 3, 2020, a copy of which is attached hereto as Exhibit "D". Following a discussion, and upon motion by Director Fipps, seconded by Director Sims and unanimously carried, the Board approved the bookkeeping report and payment of expenses reflected therein.

There being no further business to conduct, and upon motion by Director Fipps, seconded by Director Sims and unanimously carried, the meeting was adjourned at 5:57 p.m. until further call.

*[Signature Page Follows]*

APPROVED AND ADOPTED this 28<sup>th</sup> day of July, 2020.



/s/ James Fipps

James Fipps, Secretary

Alpha Ranch Fresh Water Supply District  
No. 1 of Denton and Wise Counties