

**MINUTES OF THE MEETING
OF THE
BOARD OF SUPERVISORS**

THE STATE OF TEXAS §

COUNTY OF KAUFMAN §

WALDEN POND FRESH WATER SUPPLY DISTRICT OF KAUFMAN COUNTY §

The Board of Supervisors (the “Board”) of Walden Pond Fresh Water Supply District of Kaufman County (the “District”) met in special session, open to the public, at 2728 N. Harwood Street, Suite 500, Dallas, Texas 75201, outside the boundaries of the District, on March 22, 2022, at 12:00 p.m., and the roll was called of the members of the Board, to-wit:

Linda Patman	President
Blake Beecroft	Vice President
Paige S. White	Secretary
Randy Edwards	Assistant Secretary
Riley Hamilton	Assistant Secretary

All members of the Board were present at the commencement of the meeting with the exception of Supervisor Hamilton, thus constituting a quorum. Also present were Ms. Kerry Tovery of Dye & Tovery, LLC; Mr. Scott Eidman, attorney, and Ms. Amy Bieber, paralegal, each of Winstead PC; and Mr. Alex Gonzalez-Rodiles of Barraza Consulting Group, LLC (“Engineer”) joined the meeting by telephone.

The meeting was called to order at 12:08 p.m.

1. The Board called for public communications and comments. There being none and upon motion by Supervisor Beecroft, seconded by Supervisor Patman and unanimously carried, the Board adjourned the public comment section of the meeting.

2. The Board next acknowledged receipt of the Minutes from the January 19, 2022, Board meeting. After review and discussion, Supervisor Beecroft moved that the Board approve the Minutes as presented. Supervisor Patman seconded said motion, which carried unanimously.

3. The Board next reviewed an Order of the TCEQ dated January 27, 2022, authorizing the acquisition of drainage powers within the District, a copy of which is attached hereto as Exhibit “A”. Mr. Eidman noted that a hearing with TCEQ on the District’s application for the acquisition of drainage powers was held on January 26, 2022, and the application was approved. Following a discussion, Supervisor Beecroft moved that the Board formally acknowledge the Order of the TCEQ and the District’s acquisition of drainage powers. Supervisor Patman seconded said motion, which carried unanimously.

4. Next, the Board acknowledged receipt of a letter signed by Ms. Amy Bieber, records manager for the District, attesting to the fact that Supervisor Patman, Supervisor White, and Supervisor Edwards have each filed their respective applications for a place on the ballot for the May 7, 2022, Supervisors Election, and no other applications have been received. Mr. Eidman noted that it would be appropriate at this time to cancel the Supervisors Election, and to declare Supervisor Patman, Supervisor White, and Supervisor Edwards elected for new four-year terms. Next, Mr. Eidman discussed the provisions of an Order Declaring Unopposed Candidates Elected and Canceling Supervisors Election with the Board, a copy of which is attached hereto as Exhibit "B". Following a discussion, Supervisor Beecroft moved that the Board adopt said Order as presented and declare the unopposed candidates elected. Supervisor Patman seconded said motion, which carried unanimously.

5. The Board deferred action with regard to a Professional Services Agreement by and between the District and Inframark, LLC.

6. The Board next considered a Partial Assignment of Reimbursement Agreement by MM Walden Pond, LLC, to MM Walden Pond West, LLC, a copy of which is attached hereto as Exhibit "C". Following a discussion, Supervisor Beecroft moved that the Board approve the Partial Assignment as presented. Supervisor White seconded said motion, which carried unanimously.

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

8. The Board next considered Amended and Restated Interlocal Cooperation Agreements for Water and Wastewater Treatment Services by and between the District and Kaufman County Fresh Water Supply District No. 1-A ("KCFWSD 1-A"), copies of which are attached hereto as Exhibit "D". Mr. Eidman noted that the Amended and Restated Agreements have been previously approved by the Board, but revisions have been proposed to the cost-sharing exhibits by the engineers and developers of each district. Following a discussion, Supervisor Patman moved that the Board approve the Amended and Restated Agreements as presented. Supervisor Beecroft seconded said motion, which carried unanimously.

9. The Board continued to recognize Mr. Gonzalez-Rodiles, who presented to and reviewed with the Board an Engineer's report dated March 22, 2022, a copy of which is attached hereto as Exhibit "E", and updated the Board with regard to engineering matters within the District. Next, Mr. Gonzalez-Rodiles reviewed proposals received for grading improvements for Walden Pond West Phase 1, noting that the lowest qualified bidder is RPM xConstruction, LLC ("RPM") in the total base bid amount of \$1,152,729.94 to be completed in 110 days, and recommended that the Board award the contract to RPM. Next, Mr. Gonzalez-Rodiles reviewed proposals received for grading improvements for Walden Pond South Phase 1, noting that the lowest qualified bidder is also RPM in the total base bid amount of \$1,901,768.91 to be completed in 135 days, and recommended that the Board award the contract to RPM.

Following a discussion, Supervisor Patman moved that the Board (i) award the contract for grading improvements for Walden Pond West Phase 1 to RPM as recommended by the District's Engineer; (ii) award the contract for grading improvements for Walden Pond South Phase 1 to RPM

as recommended by the District's Engineer; and (iii) approve the Engineer's report as presented. Supervisor Beecroft seconded said motion, which carried unanimously.

10. The Board recognized Ms. Tovery, who presented to and reviewed with the Board a bookkeeping report dated March 22, 2022, a copy of which is attached hereto as Exhibit "F". Following a discussion, Supervisor Edwards moved that the Board (i) approve the bookkeeping report; and (ii) authorize the payment of bills listed thereon. Supervisor Beecroft seconded said motion, which carried unanimously.

There being no further business to come before the Board, Supervisor Beecroft moved that the meeting be adjourned at 12:19 p.m. Supervisor Patman seconded said motion, which unanimously carried.

[Signature Page Follows]

APPROVED AND ADOPTED this 19th day of April, 2022.

/s/ Paige White

Paige White, Secretary

Board of Supervisors

Walden Pond Fresh Water Supply District of
Kaufman County

