

**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 August 4, 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. Brandi Galindo of Dye & Toverly, LLC; Ms. Amy Bieber, paralegal, of Winstead PC; and Mr. Alex Gonzalez-Rodiles of Barraza Consulting Group, LLC (“Engineer”). Mr. Scott Eidman, attorney, of Winstead PC, joined the meeting by telephone conference.

The meeting was called to order at 12:04 p.m.

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

2. The Board next acknowledged receipt of the Minutes from the June 23, 2022, Board meeting. After review and discussion, Supervisor Beecroft moved that the Board approve the Minutes as presented. Supervisor White seconded said motion, which carried unanimously.

3. Next, Ms. Eidman reported that Supervisor Hamilton has submitted his written notice of resignation to the Board and noted that Ms. Heather Alexander, a landowner in the District, has expressed her desire to serve on the Board of Supervisors. Following a discussion, Supervisor Beecroft moved that the Board (i) accept the resignation of Supervisor Hamilton; (ii) appoint Ms. Alexander to the Board of Supervisors to serve for the remainder of the term expiring on May 4, 2024; and (iii) adopt an Order declaring the same. Supervisor Edwards seconded said motion, which carried unanimously.

4. The Board next recognized Mr. Eidman, who explained the process of setting tax rates, noting that the District would levy its initial tax rate in 2022 prior to the completion of houses within the District, noting that the proposed tax rate is slated for operation and maintenance expenses. Mr. Eidman stated that the District would be levying its initial tax rate and that notice requirements would change in future years to include a public hearing on the matter. Next, Mr. Eidman noted that the District's Financial Advisor has recommended that the Board levy an initial tax rate of \$1.00 per \$100 of assessed value, and presented to and reviewed with the Board copies of an Order Setting Tax Rate for 2022, a copy of which is attached hereto as Exhibit "A". Following a discussion, Supervisor Beecroft moved that the Board (i) accept the tax rate recommendation of not to exceed \$1.00 per \$100.00 of assessed value; and (ii) adopt the Order Setting Tax Rate for 2022 as presented, which was \$1.00 per \$100.00 of assessed value. Supervisor White seconded said motion, which carried unanimously.

5. Consideration was next given to an Amended District Information Form ("ADIF"), a copy of which is attached hereto as Exhibit "B". Mr. Eidman noted that the form has been amended to show the District's tax rate. Following a discussion, Supervisor Beecroft moved that the Board (i) approve the ADIF as presented; and (ii) authorize the filing of same with the Texas Commission on Environmental Quality and Kaufman County. Supervisor White seconded said motion, which carried unanimously.

6. The Board next considered an Elevated Water Storage Capacity Reservation and Pro Rata Share of Construction Expenses Escrow Agreement and a Ground Water Storage Capacity Reservation and Pro Rata Share of Construction Expenses Escrow Agreement by and between the District and High Point Special Utility District, copies of which are attached hereto as Exhibit "C" and Exhibit "D", respectively. Following a discussion, Supervisor Beecroft moved that the Board approve the Agreements as presented. Supervisor Patman 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 continued to recognize Mr. Gonzalez-Rodiles, who presented to and reviewed with the Board an Engineer's report dated August 4, 2022, a copy of which is attached hereto as Exhibit "E", and updated the Board with regard to engineering matters within the District, reporting that construction is underway in all three sections of the District. Mr. Gonzalez-Rodiles next recommended approval of the following pay applications:

- Pay Application No. 7 in the amount of \$2,817,602.96 from Blue Star Utilities, LLC ("Blue Star") under the water, wastewater, and storm drainage improvements contract for Walden Pond East Phase 1.
- Pay Application No. 8 in the amount of \$1,145,230.16 from Blue Star the water, wastewater, and storm drainage improvements contract for Walden Pond East Phase 1.
- Pay Application No. 9 in the amount of \$940,132.39 from Blue Star under the water, wastewater, and storm drainage improvements contract for Walden Pond East Phase 1.

- Pay Application No. 1R in the amount of \$477,876.05 from RPM xConstruction, LLC, under the grading improvements contract for Walden Pond South Phase 1.

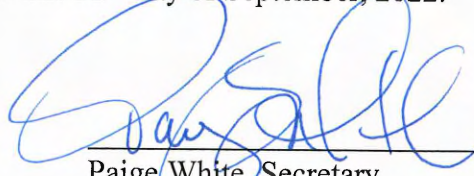
Following a discussion, Supervisor Beecroft moved that the Board (i) approve all pay applications as recommended by the District's Engineer; and (ii) approve the Engineer's report as presented. Supervisor Patman seconded said motion, which carried unanimously.

9. The Board recognized Ms. Dye, who presented to and reviewed with the Board a bookkeeping report dated August 4, 2022, a copy of which is attached hereto as Exhibit "F". Following a discussion, Supervisor Beecroft moved that the Board (i) approve the bookkeeping report; and (ii) authorize the payment of bills listed thereon. Supervisor Patman 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 12:12 p.m. Supervisor Patman seconded said motion, which unanimously carried.

*[Signature page follows]*

APPROVED AND ADOPTED this 22<sup>nd</sup> day of September, 2022.



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Paige White, Secretary  
Board of Supervisors  
Walden Pond Fresh Water Supply District of  
Kaufman County

