

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

THE STATE OF TEXAS §
COUNTY OF WISE §
ROLLING V RANCH WATER CONTROL AND IMPROVEMENT DISTRICT NO. 2 §
OF WISE COUNTY

The Board of Directors (the “Board”) of Rolling V Ranch Water Control and Improvement District No. 2 of Wise County (the “District”) met in special session, open to the public, on the 1st day of June, 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:

Adam Portacci	President
Paul Sabbagh	Vice President
Josh Moore	Secretary
Grant Miller	Assistant Secretary

All members of the Board were present at the commencement of the meeting with the exception of Director Moore, thus constituting a quorum. Also present were Mr. Kevin Kessler of LJA Engineering, Inc. (“LJA”); Ms. Kathi Dye of Dye & Toverly, LLC; Ms. Jan Bartholomew of Robert W. Baird & Co. (“Baird”); Mr. Brian Motsenbocker and Mr. Peter Pincoffs of PMB Capital Investments (“PMB”); and Ms. Sarah Landiak, attorney, and Ms. Amy Bieber, paralegal, each of Winstead PC.

The meeting was called to order at 12:06 p.m.

1. The Board next called for any public communications or comments. Hearing none, the Board closed the public comment portion of the agenda.

2. The Board next reviewed the Minutes from the May 6, 2021, Board of Directors meeting. Following a discussion, and upon motion by Director Sabbagh, seconded by Director Miller and unanimously carried, the Board approved the minutes as presented.

3. The Board next recognized Mr. Pincoffs, who updated the Board with regard to development within the District. Mr. Pincoffs reported that grading is underway, utility improvements will commence in about two months, following by paving improvements. Mr. Pincoffs noted that lots should be ready for homebuilders by the middle of 2022. No formal action was taken by the Board.

4. The Board next recognized Mr. Kessler, who presented to and reviewed with the Board an engineering report dated June 1, 2021, a copy of which is attached hereto as Exhibit "A". Next, Mr. Kessler updated the Board with regard to engineering matters within the District. Mr. Kessler then reviewed with the Board the proposals received for water, wastewater, and storm drainage improvements in Bluestem Phase 1, noting that the lowest qualified bidder is Blue Star Utilities, LLC ("Blue Star"), in the total base bid amount of \$5,160,070.20, and recommended that the Board ratify award the contract to Conatser. Next, Mr. Kessler reviewed with the Board the proposals received for paving improvements in Bluestem Phase 1, noting that the lowest qualified bidder is Conatser Construction TX, LP ("Conatser"), in the total base bid amount of \$2,118,802.50, and recommended that the Board ratify award the contract to Conatser.

Following a discussion, Director Sabbagh moved that the Board (i) ratify award of the contract and approval of related contract documents for Phase 1 water, wastewater, and storm drainage improvements to Blue Star as recommended by the District's Engineer; (ii) ratify issuance of the Notice to Proceed to Blue Star for Phase 1 water, wastewater, and storm drainage improvements; (iii) ratify award of the contract and approval of related contract documents for Phase 1 paving improvements to Conatser as recommended by the District's Engineer; (iv) ratify issuance of the Notice to Proceed to Conatser for Phase 1 paving improvements; and (v) approve the Engineer's Report as presented. Director Portacci seconded said motion, which carried unanimously.

5. The Board next recognized Ms. Dye, who presented to and reviewed with the Board copies of a bookkeeping report dated June 1, 2021, a copy of which is attached hereto as Exhibit "B". Following a discussion, Director Miller moved that the Board (i) approve the bookkeeping report; and (ii) authorize the payment of bills listed thereon. Director Portacci seconded said motion, which carried unanimously.

6. The Board next considered the authorization of the District's bookkeeper to distribute funds as approved on the bookkeeping report pursuant to Section 49.151, Texas Water Code. Ms. Landiak explained that due to the ongoing Covid-19 emergency, the Board may opt to continue to authorize the Bookkeeper to sign disbursements on behalf of the District. Following a discussion, Director Miller moved that the Board authorize the distribution of funds by the Bookkeeper as requested. Director Portacci seconded said motion, which carried unanimously.

There being no further business to conduct, Director Sabbagh moved that the meeting be adjourned at 12:16 p.m. Director Miller seconded said motion, which carried unanimously. The Board adjourned until further call.

[Signature Page Follows]

APPROVED AND ADOPTED this 6th day of July, 2021.

J. D. Moore

Josh Moore, Secretary
Board of Directors
Rolling V Ranch Water Control and Improvement
District No. 2 of Wise County

