

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

THE STATE OF TEXAS §

COUNTY OF KAUFMAN §

KAUFMAN COUNTY FRESH WATER SUPPLY DISTRICT NO. 7-A §

The Board of Directors (the “Board” or the “Board of Directors”) of Kaufman County Fresh Water Supply District No. 7-A (also sometimes referred to herein as the “District”) met in regular session, open to the public, at 2728 N. Harwood Street, Suite 500, Dallas, Texas 75201, a designated meeting place outside the boundaries of the District on September 27, 2023, and the roll was called of the members of the Board to-wit:

Barbara King	President
Karen Arington	Vice President
W. Garrett Wesp	Secretary
Laura Harris	Assistant Secretary
Joshua Lane	Assistant Secretary

All members of the Board were present at the commencement of the meeting with the exception of Director Lane, thus constituting a quorum. Also present were: Mr. Ishmael Machoka of LJA Engineering, Inc. (“LJA” or “Engineer”); Ms. Jennifer Watts of Dye & Toverly, LLC (“Bookkeeper”); Mr. Jake Finch, Mr. Josh Dennison, and Mr. James Mabrey, developers of lands within the District; Mr. Andre Ayala of Hilltop Securities, Inc. (“Hilltop”); and Mr. Scott Eidman attorney, and Ms. Amy Bieber, paralegal, each of Winstead PC.

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

1. The Board called for public communications and comments. Hearing none, Director Wesp moved that the Board close the public comment section of the meeting. Director Arington seconded said motion, which carried unanimously.

2. The Board next acknowledged receipt of the Minutes from the August 23, 2023, Board of Directors meeting. Following a discussion, Director King moved that the Board approve the Minutes as presented. Director Arington seconded said motion, which carried unanimously.

3. The Board next considered the engagement of McCall Parkhurst & Horton L.L.P. as disclosure counsel for the District, a copy of the proposed agreement for which is attached hereto as Exhibit “A”. Mr. Eidman noted that required notice of the District entering into a contingent fee agreement has been given. Following a discussion, Director Arington moved that the Board (i) approve the engagement of McCall Parkhurst & Horton L.L.P. as disclosure counsel;

and (ii) adopt a resolution acknowledging the approval of a contingent fee contract. Director Harris seconded said motion, which carried unanimously

4. The Board next considered the engagement of Hilltop Securities, Inc., as financial advisor for the District and recognized Mr. Ayala, who reviewed a proposed Municipal Advisory Agreement, a copy of which is attached hereto as Exhibit "B". Mr. Ayala introduced himself and Hilltop, and then reviewed a statement of qualifications with the Board. Next, Mr. Ayala presented to and reviewed with the Board MSRB G-42 disclosures and a letter regarding preparation of an official statement prepared by Hilltop, the District's Financial Advisor, copies of which are attached hereto as Exhibit "C". Finally, Mr. Ayala reviewed with the Board a preliminary Plan of Finance for the proposed issuance of road bonds on behalf of the District, a copy of which is attached hereto as Exhibit "D", and noted that the road bond issuance would be in an amount not to exceed \$1,335,000. Following a discussion, Director Wesp moved that the Board (i) approve the engagement of Hilltop as financial advisor to the District; (ii) acknowledge receipt of the MSRB G-42 disclosures; and (iii) approve the preliminary Plan of Finance for the District's proposed road bond issuance. Director Arington seconded said motion, which carried unanimously.

5. The Board next recognized Mr. Finch, who updated the Board with regard to construction of facilities for the development, noting that the master water line to the development is complete and expected to be active in the next 30 days. Mr. Finch also reported that the offsite wastewater lines is complete and in the process of being connected, and bids are due back for the wastewater treatment plant to serve the District in the second week of October. No formal action was taken by the Board.

6. The Board next recognized Mr. Machoka, who presented to and reviewed with the Board an engineering report dated September 27, 2023, a copy of which is attached hereto as Exhibit "E". Mr. Machoka updated the Board with regard to engineering matters within the District and recommended approval of the following pay applications:

- Pay Application No. 5 from KCK Utility Construction, Inc. ("KCK") in the total amount of \$31,739.40 under the water, wastewater, and storm drainage improvements contract for Kingsborough, Phase 1A.
- Change Order No. 1 from GM Construction TX ("GM") in the total amount of \$18,947.00 under the paving improvements contract from Kingsborough, Phase 1A.
- Pay Application No. 1 from GM in the total amount of \$991,269.00 under the paving improvements contract from Kingsborough, Phase 1A.
- Pay Application No. 4 from KCK in the total amount of \$1,620.00 under the master utility contract for Kingsborough East.

Mr. Machoka noted that the above change order was for additional dirt hauling to the site. Following a discussion, Director Arington 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. Director King seconded said motion, which carried unanimously.

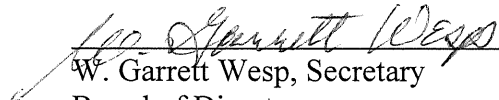
7. The Board next recognized Ms. Watts, who presented to and reviewed with the Board a bookkeeping report dated September 27, 2023, a copy of which is attached hereto as Exhibit “F”. Following a discussion, Director Wesp moved that the Board (i) approve the bookkeeping report as presented; (ii) authorize the payment of bills listed thereon; and (iii) approve the investment of funds as recommended by the District’s Bookkeeper. Director King seconded said motion, which carried unanimously.

There being no further business to conduct, Director Arington moved that the meeting be adjourned at 12:26 p.m. Director King seconded said motion, which carried unanimously. The Board adjourned until further call.

[Signature page follows]

APPROVED AND ADOPTED this 18th day of October, 2023.




W. Garrett Wesp, Secretary
Board of Directors
Kaufman County Fresh Water Supply District
No. 7-A