

**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 regular session, open to the public, at 2728 N. Harwood Street, Suite 500, Dallas, Texas 75201, outside the boundaries of the District, on December 18, 2023, and the roll was called of the members of the Board, to-wit:

Linda Patman	President
Blake Beecroft	Vice President
Yvette Hodges	Secretary
Sharon Kline	Assistant Secretary
Clinton Wheeler	Assistant Secretary

All members of the Board were present at the commencement of the meeting with the exception of Supervisor Kline, thus constituting a quorum. Also present were Ms. Kerry Tovery of Dye & Tovery, LLC (“Bookkeeper”); Ms. Sarah Landiak and Ms. Ujaala Rashid-Ferraro, attorneys, and Ms. Amy Bieber, Paralegal, each of Winstead PC; Mr. Cameron Robinson of Inframark, LLC (“Operator”); Mr. Art Barraza of Barraza Consulting Group, LLC (“Engineer”); and Mr. Andre Ayala of Hilltop Securities, Inc. (“Hilltop”).

The meeting was called to order at 12:09 p.m.

1. The Board called for public communications and comments. Hearing none, the Board closed the public comment section of the meeting.

2. The Board next acknowledged receipt of the Minutes from the November 29, 2023, Board meeting. Following a discussion, Supervisor Beecroft moved that the Board approve the Minutes as presented. Supervisor Wheeler seconded said motion, which carried unanimously.

3. The Board next recognized Mr. Ayala, who reviewed the bid results, a copy of which is attached hereto as Exhibit “A”, and reviewed the bids that were received in connection with the sale of the District’s \$2,450,000 Unlimited Tax Road Bonds, Series 2024 (the “Series 2024 Road Bonds”). Mr. Ayala recommended that the Board award the bid to Crews & Associates, Inc. (“Crews”) of Little Rock, AR, at an interest rate of 5.131387%. Following a discussion, Supervisor Beecroft moved that the Board (i) award the bid for Series 2024 Road Bonds to Crews as recommended by the District’s Financial Advisor. Supervisor Wheeler seconded said motion, which carried unanimously at 12:12 p.m.

4. The Board next recognized Ms. Landiak, who presented to and reviewed with the Board copies of (i) an Order Authorizing the Issuance of the District's \$2,450,000 Unlimited Tax Road Bonds, Series 2024; (ii) a Paying Agent/Registrar Agreement designating BOKF, NA, as the paying agent/registrar; and (iii) a General and No-Litigation Certificate, copies of which are attached hereto as Exhibit "B", "C", and "D", respectively. Following a discussion, Supervisor Beecroft moved that the Board (i) approve all instruments in connection with the Series 2024 Road Bond issue; and (ii) authorize the Board President to execute and the Board Secretary to attest to same. Supervisor Wheeler seconded said motion, which carried unanimously.

5. The Board continued to recognize Ms. Landiak, who discussed the proposed closing date for the Series 2024 Road Bonds and related Agreed Upon Procedures ("AUP") Report in connection with the bond closing scheduled for January 16, 2024. Following a discussion, Supervisor Beecroft moved that the Board (i) authorize submission of the Transcript of Proceedings for the Series 2024 Road Bonds to the office of the Texas Attorney General; (ii) schedule the next Board meeting date for January 11, 2024; and (iii) authorize McCall Gibson Swedlund Barfoot PLLC to prepare an AUP Report for review at the next meeting of the Board of Supervisors. Supervisor Wheeler seconded said motion, which carried unanimously.

6. In the absence of a developer representative, the Board deferred action with regard to a developer's report.

7. The Board next recognized Mr. Robinson, who presented to and reviewed with the Board an operations report dated November 2023, a copy of which is attached hereto as Exhibit "E". Mr. Robinson reported that the District currently has 198 active, 10 of which are occupied homes. Following a discussion, Supervisor Beecroft moved that the Board accept the Operator's report as presented. Supervisor Wheeler seconded said motion, which carried unanimously.

8. The Board next recognized Mr. Barraza, who presented to and reviewed with the Board an Engineer's report dated December 18, 2023, a copy of which is attached hereto as Exhibit "F". Mr. Barraza updated the Board with regard to engineering matters within the District, reporting that Walden Pond East Phase 1 is complete with Walden Pond West Phase 1 contracts in their clean-up stages. Mr. Barraza next updated the Board with regard to the acquisition of an off-site drainage easement, noting that the easement has been reconfigured to make the area smaller and requested that the Board authorize the execution and recording of that easement when the final document is received.

Next, Mr. Barraza recommended approval of the following pay applications:

- Pay Application No. 6 in the amount of \$75,219.30 from RPM xConstruction LLC ("RPM") under the grading improvements contract for Walden Pond West Phase 1.
- Pay Application No. 7RET in the amount of \$114,062.22 from RPM under the grading improvements contract for Walden Pond West Phase 1.

Mr. Barraza next recommended that the Board authorize final acceptance of the following contracts:

- Grading improvements for Walden Pond West Phase 1.
- Water, wastewater, and storm drainage improvements for Walden Pond West Phase 1.
- Paving improvements for Walden Pond West Phase 1.

Following a discussion, Supervisor Beecroft moved that the Board (i) authorize the execution and recording of the drainage easement; (ii) approve all pay applications as recommended by the District's Engineer; (iii) authorize final acceptance of all construction contracts for Walden Pond West Phase 1 as recommended by the District's Engineer; and (iv) approve the Engineer's report as presented. Supervisor Wheeler seconded said motion, which carried unanimously.

9. The Board continued to recognize Ms. Tovery, who presented to and reviewed with the Board a bookkeeping report dated December 18, 2023, a copy of which is attached hereto as Exhibit "G". Following a discussion, Supervisor Beecroft 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 District funds as recommended by the District's Bookkeeper. Supervisor Wheeler 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 12:26 p.m. Supervisor Wheeler seconded said motion, which unanimously carried.

*[Signature page follows]*

APPROVED AND ADOPTED this 16<sup>th</sup> day of January, 2024.



Yvette Hodges, Secretary  
Board of Supervisors  
Walden Pond Fresh Water Supply District of  
Kaufman County

