

**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 November 8, 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 and Ms. Kerry Tovery of Dye & Tovery, LLC (“Bookkeeper”); Mr. Jake Finch, Ms. Elaine Torres, and Mr. James Mabrey, developers of lands within the District; Mr. Andre Ayala of Hilltop Securities, Inc. (“Hilltop”); Ms. Sarah Landiak, attorney, and Ms. Amy Bieber and Ms. Brynne West, paralegals, each of Winstead PC; Mr. Matt Gilbertson of Pape-Dawson Engineers; and Mr. Bill King, a member of the Kaufman County Fresh Water Supply District No. 7-B Board of Supervisors.

The meeting was called to order at 12:02 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 October 18, 2023, Board of Directors meeting. Following a discussion, Director King moved that the Board approve the Minutes as presented. Director Wesp 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 reported that one qualified bid was submitted in connection with the sale of the District’s \$1,000,000 Unlimited Tax Road Bonds, Series 2023 (the “Series 2023 Road Bonds”). Mr. Ayala recommended that the Board award the bid to FMSbonds, Inc., of North Miami Beach, Florida, at an interest rate of 6.670374%. Following a discussion,

Director Wesp moved that the Board award the bid for Series 2023 Road Bonds to FMSbonds, Inc. Director Arington seconded said motion, which carried unanimously at 12:05 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 \$1,000,000 Kaufman County Fresh Water Supply District No. 7-A Unlimited Tax Road Bonds, Series 2023; (ii) a Paying Agent/Registrar Agreement designating UMB Bank, N.A., 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, Director Harris moved that the Board (i) approve all instruments in connection with the Series 2023 Road Bond issue; and (ii) authorize the Board President to execute, and the Board Secretary to attest to same. Director Wesp seconded said motion, which carried unanimously.

5. The Board continued to recognize Ms. Landiak, who discussed the proposed closing date for the Series 2023 Road Bonds and related Agreed Upon Procedures (“AUP”) Report in connection with the bond closing scheduled for December 7, 2023. Following a discussion, Director Arington moved that the Board (i) authorize submission of the Transcript of Proceedings for the Series 2023 Road Bonds to the office of the Texas Attorney General; (ii) schedule the next Board meeting date for December 6, 2023; and (iii) authorize McCall Gibson Swedlund Barfoot PLLC to prepare an AUP Report for review at the next meeting of the Board of Directors. Director Wesp seconded said motion, which carried unanimously.

6. The Board next recognized Ms. Torres, who updated the Board with regard to development within the District. Ms. Torres reported that 60 lots in Phase 1A are complete and waiting for electricity, and bids for the roughly 92 lots in Phase 1B have been received. Following a discussion, Director Wesp moved that the Board approve the developer’s report as presented. Director King seconded said motion, which carried unanimously.

7. The Board next recognized Mr. Machoka, who presented to and reviewed with the Board an engineering report dated November 8, 2023, a copy of which is attached hereto as Exhibit “E”, and updated the Board with regard to engineering matters within the District. Next, Mr. Machoka recommended approval of the following pay applications and change orders:

- Change Order No. 4 in the amount of (\$126,366.52) from RPM xConstruction (“RPM”) under the earthwork and SWPPP facilities contract for Kingsborough Phase 1.
- Pay Application No. 6 in the amount of \$23,576.67 from RPM under the earthwork and SWPPP facilities contract for Kingsborough Phase 1.
- Pay Application No. 6 in the amount of \$108,441.00 from KCK Utility Construction, Inc. (“KCK”) under the water, wastewater, and storm drainage improvements contract for Kingsborough Phase 1A.
- Pay Application No. 2 in the amount of \$25, 512.30 from Midkiff Holdings, LLC, d/b/a GM Construction TX under the paving improvements contract for Kingsborough Phase 1A.

- Pay Application No. 5 (Retainage) in the amount of \$65,663.73 from KCK under the master utility improvements contract for Kingsborough East.

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

8. The Board next recognized Ms. Watts, who presented to and reviewed with the Board a bookkeeping report dated November 8, 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.

9. The Board next considered a Resolution Setting Per Diem Fee for Directors, a copy of which is attached hereto as Exhibit "G". Following a discussion, Director King moved that the approve the resolution as presented. Director Wesp seconded said motion, which carried unanimously.

There being no further business to conduct, Director Wesp moved that the meeting be adjourned at 12:19 p.m. Director Arington seconded said motion, which carried unanimously. The Board adjourned until further call.

[Signature page follows]

APPROVED AND ADOPTED this 6th day of December, 2023.

W. Garrett Wesp

W. Garrett Wesp, Secretary

Board of Directors

Kaufman County Fresh Water Supply District

No. 7-A

