

**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 February 22, 2024, 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, thus constituting a quorum. Also present were Ms. Stefani Chastain of Dye & Toverly, LLC (“Bookkeeper”); Mr. Jake Hockett attorney, and Ms. Amy Bieber, Paralegal, each of Winstead PC; Mr. Cameron Robinson of Inframark, LLC (“Operator”); and Mr. Art Barraza of Barraza Consulting Group, LLC (“Engineer”).

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

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

2. The Board next acknowledged receipt of the Minutes from the January 16, 2024, Board meeting. Following a discussion, Supervisor Beecroft moved that the Board approve the Minutes as presented. Supervisor Patman seconded said motion, which carried unanimously.

3. Next, the Board acknowledged receipt of a letter signed by Ms. Amy Bieber, records manager for the District, attesting to the fact that Supervisor Beecroft and Supervisor Kline have each filed their respective applications for a place on the ballot for the May 4, 2024, Supervisors Election, and no other applications have been received. Mr. Hockett noted that it would be appropriate at this time to cancel the Supervisors Election, and to declare Supervisor Beecroft and Supervisor Kline elected for new four-year terms. Next, Mr. Hockett discussed the provisions of an Order Declaring Unopposed Candidates Elected and Canceling Supervisors Election with the Board, a copy of which is attached hereto as Exhibit “A”. Following a discussion,

Supervisor Beecroft moved that the Board adopt said Order as presented and declare the unopposed candidates elected. Supervisor Patman seconded said motion, which carried unanimously.

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

5. The Board next considered a Notice and Acknowledgment of Collateral Assignment from MM Forney 92, LLC, to Trez Capital (2015) Corporation and a Notice and Acknowledgment of Collateral Assignment from MM Walden Pond West, LLC, to Trez Capital (2015) Corporation, copies of which is attached hereto as Exhibit "B" and Exhibit "C", respectively. Following a discussion, Supervisor Patman moved that the Board acknowledge the notice and execute the acknowledgment as presented. Supervisor Beecroft seconded said motion, which carried unanimously.

6. The Board next recognized Mr. Robinson, who presented to and reviewed with the Board an operations report dated February 22, 2024, a copy of which is attached hereto as Exhibit "D". Mr. Robinson noted that the homebuilder in Walden Pond West has begun to request sewer connection inspections and that there are currently 85 active connections within the District with a total of 239 meters currently installed. Following a discussion, Supervisor Beecroft moved that the Board approve the Operator's report as presented. Supervisor Patman seconded said motion, which carried unanimously.

7. The Board continued to recognize Mr. Robison, who presented to and reviewed with the Board agreements related to the District's utility billing service, copies of which are attached hereto as Exhibit "E". Mr. Robinson noted that the engagement for such services have been previously approved, but additional documents were required to related to credit card payments and paperless billing. Following a discussion, Supervisor Beecroft approved the agreements as presented. Supervisor Patman 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 February 22, 2024, a copy of which is attached hereto as Exhibit "F". Mr. Barraza updated the Board with regard to engineering matters within the District, noting that all roughly 450 lots within Walden Pond South are underway as a single phase, and next recommended approval of the following pay applications and change orders:

- Change Order No. 4 in the amount of (\$101,600.00) from Circle H Contractors, LP ("Circle H") under the water, wastewater, and storm drainage improvements contract for Walden Pond South.
- Pay Application No. 4 in the amount of \$30,687.30 from GM Construction TX ("GM") under the paving improvements contract for Walden Pond South.
- Change Order No. 1 in the amount of (\$181,475.00) from GM under the paving improvements contract for Walden Pond South.

- Pay Application No. 10RET in the amount of \$556,079.84 from Circle H under the water, wastewater, and storm drainage improvements contract for Walden Pond West Phase 1.
- Pay Application No. 6 in the amount of \$198,477.45 from RPM xConstruction LLC under the paving improvements contract for Walden Pond West Phase 1.

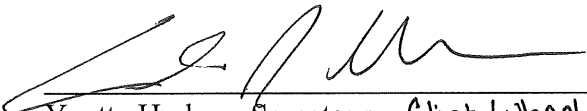
Mr. Barraza explained that the change order requested by Circle H is due to the removal of certain testing fees that will be paid by the developer as opposed to the District, and that the change order requested by GM is due to a reduction in the amount of lime that will be needed for the project following additional tests. Following a discussion, Supervisor Patman 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. Supervisor Beecroft seconded said motion, which carried unanimously.

9. The Board recognized Ms. Chastain, who presented to and reviewed with the Board a bookkeeping report dated February 22, 2024, a copy of which is attached hereto as Exhibit "G". Following a discussion, Supervisor Patman 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 Hodges 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 12:20 p.m. Supervisor Patman seconded said motion, which unanimously carried.

[Signature page follows]

APPROVED AND ADOPTED this 21st day of March, 2024.


~~Yvette Hodges, Secretary~~ Clint Wheeler, Asst. Secretary
Board of Supervisors
Walden Pond Fresh Water Supply District of
Kaufman County

