

**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 January 16, 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 with the exception of Supervisor Beecroft and Supervisor Wheeler, thus constituting a quorum. Also present were Ms. Stefani Chastain of Dye & Toverly, LLC (“Bookkeeper”); Mr. Scott Eidman attorney, and Ms. Amy Bieber, Paralegal, each of Winstead PC; Mr. Cameron Robinson of Inframark, LLC (“Operator”); Mr. Matt Clark of Barraza Consulting Group, LLC (“Engineer”); and Mr. Brian Lopera of McCall Gibson Swedlund Barfoot PLLC.

The meeting was called to order at 12:17 p.m.

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

2. The Board next acknowledged receipt of the Minutes from the December 18, 2023, Board meeting. Following a discussion, Supervisor Patman moved that the Board approve the Minutes as presented. Supervisor Hodges seconded said motion, which carried unanimously.

3. The Board next recognized Mr. Lopera, who presented to and reviewed with the Board an Agreed-Upon Procedures Report (“AUP”) related to the District’s \$2,450,000 Unlimited Tax Road Bonds, Series 2024, a copy of which is attached hereto as Exhibit “A”. Following a discussion, Supervisor Hodges moved that the Board approve the AUP Report subject to the revisions noted above. Supervisor Patman seconded said motion, which carried unanimously.

4. Next, Ms. Eidman presented to and reviewed with the Board an Amended District Information Form, a copy of which is attached hereto as Exhibit “B”. Mr. Eidman noted that an amendment is required due to the issuance of additional bonds. Following a discussion, Supervisor

Patman moved that the Board (i) approve the Amended District Information Form as presented; and (ii) authorize the filing of same with the Texas Commission on Environmental Quality and Kaufman County. Supervisor Hodges seconded said motion, which carried unanimously.

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

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

7. The Board next recognized Mr. Robinson, who presented to and reviewed with the Board an operations report dated January 16, 2024, a copy of which is attached hereto as Exhibit "D". Mr. Robinson noted that the report includes a proposal for transfer of the District's billing software to a new billing system in order to replace the obsolete software. Following a discussion, Supervisor Patman moved that the Board (i) approve the Operator's report as presented; and (ii) approve the proposal for software transfer as presented. Supervisor Kline seconded said motion, which carried unanimously.

8. The Board next considered an Easement for Storm Water and Surface Drainage, a copy of which is attached hereto as Exhibit "E", and a Grading and Drainage Easement, a copy of which is attached hereto as Exhibit "F". Mr. Clark presented the easements to the Board. Following a discussion, Supervisor Patman moved that the Board (i) approve the easements as presented; and (ii) authorize the execution and filing of same with Kaufman County. Supervisor Kline seconded said motion, which carried unanimously.

9. The Board next recognized Mr. Clark, who presented to and reviewed with the Board an Engineer's report dated January 16, 2024, a copy of which is attached hereto as Exhibit "G". Mr. Clark updated the Board with regard to engineering matters within the District, and next recommended approval of the following pay applications:

- Pay Application No. 5 in the amount of \$142,614.00 from Circle H Contractors, LP, under the lift station improvements contract to serve the Walden Pond development.
- Pay Application No. 3 in the amount of \$2,432,197.89 from GM Construction TX under the paving improvements contract for Walden Pond South.
- Change Order No. 3 in the amount of \$28,658.00 from RPM xConstruction LLC ("RPM") under the grading improvements contract for Walden Pond West Phase 1.
- Pay Application No. 5 in the amount of \$422,391.60 from RPM under the grading improvements contract for Walden Pond West Phase 1.
- Change Order No. 1 in the amount of (\$225,550.00) from RPM under the grading improvements contract for Walden Pond West Phase 1.
- Change Order No. 3 in the amount of (\$24,888.60) from RPM under the grading improvements contract for Walden Pond West Phase 1.

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 Kline seconded said motion, which carried unanimously.

10. The Board continued to recognize Ms. Chastain, who presented to and reviewed with the Board a bookkeeping report dated January 16, 2024, a copy of which is attached hereto as Exhibit "H". Ms. Chastain also noted a cost-of-living increase of hourly rates pursuant to the District's bookkeeping services agreement. 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.

11. The Board next considered a Resolution Adopting Amended Operating Budget for the fiscal year ending June 30, 2024, a copy of which is attached hereto as Exhibit "I". Following a discussion, Supervisor Patman moved that the Board adopt the Resolution as presented. Supervisor Kline seconded said motion, which carried unanimously.

12. The Board next recognized Mr. Eidman, who reviewed the District's current Investment Policy, dated January 28, 2020, with the Board. Mr. Eidman noted that an annual review of said Policy is required, and that no amendments to the Investment Policy are recommended by the District's legal counsel at this time. Next, Mr. Eidman presented to and reviewed with the Board a Resolution Acknowledging Annual Review of the Investment Policy and Investment Strategies, a copy of which is attached hereto as Exhibit "J". Following a discussion, Supervisor Patman moved that the Board approve the Resolution as presented. Supervisor Kline seconded said motion, which carried unanimously.

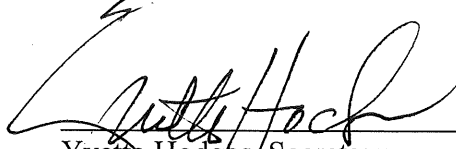
13. The Board next considered a Resolution Adopting Prevailing Wage Rate Scale for Construction Projects, a copy of which is attached hereto as Exhibit "K". Following a discussion, Supervisor Patman moved that the Board adopt the Resolution as presented. Supervisor Hodges seconded said motion, which carried unanimously.

14. The Board next considered a Resolution Designating Depositories and Establishing Investment Accounts for Deposit of District Funds, a copy of which is attached hereto as Exhibit "L". Following a discussion, Supervisor Patman moved that the Board approve the Resolution as presented. Supervisor Kline seconded said motion, which carried unanimously.

15. The Board next considered the supplemental agenda. Mr. Eidman presented to and reviewed with the Board an Order Calling Supervisors Election, a copy of which is attached hereto as Exhibit "M". Following a discussion, Supervisor Patman moved that the Board (i) approve the Order as presented; and (ii) authorize distribution of the Notice of Election. Supervisor Hodges seconded said motion, which carried unanimously.

There being no further business to come before the Board, Supervisor Patman moved that the meeting be adjourned at 12:44 p.m. Supervisor Hodges seconded said motion, which carried unanimously.

APPROVED AND ADOPTED this 22nd day of February, 2024.



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

