

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

THE STATE OF TEXAS §
COUNTIES OF DENTON AND WISE §
ALPHA RANCH WATER CONTROL AND IMPROVEMENT DISTRICT NO. 1 §
OF DENTON AND WISE COUNTIES

The Board of Directors (the “Board”) of Alpha Ranch Water Control and Improvement District of Denton and Wise Counties (the “District”) met in regular session, open to the public, located at 520 I-35 Frontage Road, Denton, Texas 76205, outside the District’s boundaries, on September 12, 2024, and the roll was called of the members of the Board to-wit:

Gary Fitzgerald	President
Marc Stanwyck	Vice President
Robert Cabbage	Secretary
Glen Vaughn	Assistant Secretary
Jordan Peterson	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”); Ms. Taylor Elliott, attorney, and Ms. Amy Bieber, paralegal, each of Winstead PC; Mr. Robert Alvis of Westwood Professional Services (“Engineer”); and Mr. Andre Ayala of Hilltop Securities, Inc. (“Financial Advisor”).

The meeting was called to order at 1:04 p.m. and evidence was presented that public notice of such meeting had been given as required by law.

1. The Board first called for public communications or comment. Hearing none, Director Stanwyck moved that the Board close the public comment session of the meeting. Director Fitzgerald seconded said motion, which carried unanimously.

2. The Board next confirmed receipt of the draft minutes of the August 8, 2024, Board of Directors meeting. Following a discussion, Director Cabbage moved that the Board approve the minutes as drafted. Director Fitzgerald seconded the motion, which carried unanimously.

3. Upon duly made, seconded, and unanimously carried, the Board convened a public hearing regarding the District’s proposed 2024 tax rate. The notice of the hearing was published in accordance with the requirements of the Texas Water Code, and a copy of said notice is attached hereto as Exhibit “A”. The Board reviewed the tax rate recommendation prepared by Hilltop, and, hearing no public comment, Director Fitzgerald moved that the Board close the public hearing. Director Vaughn seconded said motion, which carried unanimously. The Board reopened the meeting.

4. The Board next reviewed and discussed an Order Setting Tax Rate for 2024, a copy of which is attached hereto as Exhibit “B”. Following a discussion, Director Stanwyck moved that the Board (i) levy a 2024 operations and maintenance tax of \$0.2303 per \$100 of net taxable value; (ii) levy a 2024 road bond debt service tax of \$0.7697; and (iii) adopt the Order Setting Tax Rate for 2024 to reflect the same. Director Fitzgerald seconded said motion, which carried unanimously.

5. The Board next recognized Mr. Ayala, who presented to and reviewed with the Board MSRB G-42 disclosures prepared by Hilltop, the District’s Financial Advisor, a copy of which is attached hereto as Exhibit “C”, and an Official Statement Letter prepared by Hilltop related to the District’s Unlimited Tax Road Bonds, Series 2024 (the “Series 2024 Road Bonds”), a copy of which is attached hereto as Exhibit “D”. Following a discussion, upon motion duly made, seconded, and unanimously carried, the Board formally acknowledged receipt of said disclosures and the Official Statement Letter.

6. The Board continued to recognize Mr. Ayala, who discussed with the Board the proposed schedule of events related to the issuance of the Series 2024 Road Bonds. Next, Mr. Ayala reported that the bond issuance will be approximately \$9,175,000 and reviewed with the Board a Preliminary Official Statement and Notice of Sale, copies of which are attached hereto as Exhibit “E” and Exhibit “F”, respectively. Mr. Ayala also requested that the Board authorize the submission of an application for bond rating through Moody’s Investors Services. Following a discussion and upon motion by Director Cubbage, seconded by Director Fitzgerald, and unanimously carried, the Board (i) formally authorized the publication of the Official Notice of Sale and the Preliminary Official Statement in connection with the sale of the District’s Series 2024 Road Bonds; (ii) set such sale date for October 10, 2024, as set forth therein; and (iii) authorized the application for bond rating.

7. The Board next recognized Ms. Elliott, who discussed with the Board the need to authorize the District’s auditor to prepare an Agreed Upon Procedures (“AUP”) Report in connection with the Series 2024 Road Bonds in the event that the developer requests any reimbursements for funds that have been previously expended on behalf of the District. It was noted that the current intent is to acquire funding for future planned expenses, and if that is the sole use of the funds, an AUP Report would not be needed. Following a discussion, Director Stanwyck moved that the Board authorize McCall Gibson to prepare an AUP Report in connection with the sale of the District’s Series 2024 Road Bonds. Director Fitzgerald seconded said motion, which carried unanimously.

8. The Board next recognized Mr. Alvis, who presented to and reviewed with the Board an engineering report dated September 12, 2024, a copy of which is attached hereto as Exhibit “G”, and updated the Board with regard to engineering and construction within the District, reporting that Elizabeth Creek Phase 3 is under construction, and construction of the Sendera Ranch Boulevard bridge will commence in October. Next, Mr. Alvis recommended that the Board award the following contracts to the lowest qualified bidders:

- Alpha Ranch Roadways Master Infrastructure Paving Improvements to RPM xConstruction in the total base bid amount of \$4,682,926.40.

- Alpha Ranch Roadways Master Infrastructure Street Light Improvements to Independent Utility Construction in the total base bid amount of \$825,391.90.
- Alpha Ranch Roadways Master Infrastructure Erosion Control Improvements to Meade Servicing Group in the total base bid amount of \$150,782.99.
- Alpha Ranch Roadways Master Infrastructure Water and Storm Drainage Improvements to Conatser Construction in the total base bid amount of \$6,822,571.00.

Mr. Alvis also requested that the Board approve the engagement of the Engineer for services related to the preparation of the road bonds. Following a discussion, Director Stanwyck moved that the Board (i) award all contracts as recommended by the District's Engineer; (ii) approve the engagement of the Engineer for services related to the preparation of the road bonds; and (ii) approve the Engineer's report as presented. Director Fitzgerald seconded the motion which carried unanimously.

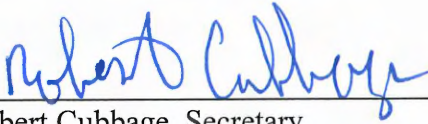
9. In the absence of a developer representative, the Board deferred action with regard to a developer's report.

10. The Board next recognized Ms. Chastain, who presented to and reviewed with the Board copies of a bookkeeping report dated September 12, 2024, a copy of which is attached hereto as Exhibit "H". Following a discussion, Director Vaughn 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 Fitzgerald seconded said motion, which carried unanimously.

There being no further business to conduct, and upon motion by Director Stanwyck seconded by Director Fitzgerald and unanimously carried, the meeting was adjourned at 1:24 p.m. until further call.

[Signature Page Follows]

APPROVED AND ADOPTED this 10th day of October, 2024.



Robert Cabbage, Secretary
Alpha Ranch Water Control and
Improvement District of Denton and Wise
Counties

