MINUTES OF THE MEETING
OF THE
BOARD OF DIRECTORS

THE STATE OF TEXAS §

COUNTY OF HUNT §

BEARPEN CREEK MUNICIPAL UTILITY DISTRICT OF HUNT COUNTY §

The Board of Directors (the "Board" or the "Board of Supervisor") of Bearpen Creek Municipal Utility District of Hunt County (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, an office outside the boundaries of the District, on Friday, January 7, 2022, and the roll was called of the members of the Board to-wit:

Trent Jones	President
Murphy Short	Vice President
Beau Barnes	Secretary
Hayden Bower	Assistant Secretary
Jack Blanton	Assistant Secretary

All members of the Board were present at the commencement of the meeting with the exception of Director Bower and Director Blanton, thus constituting a quorum. Also present were Mr. Jorge Gonzalez-Rodiles of Southland Consulting Engineers, Inc. ("Southland"); Ms. Kerry Tovery of Dye & Tovery, LLC; Mr. Mason Mille of Provident Realty Advisors, developers of lands within the District; and Ms. Sarah Landiak, attorney, and Ms. Amy Bieber, paralegal, each of Winstead PC.

The meeting was called to order at 12:00 p.m.

1. Consideration was next given to public comments and communication. Hearing none, the Board closed the public comment portion of the meeting.

2. The Board next reviewed the Minutes from the August 24, 2021, organizational meeting of the Board of Directors. Following a discussion, and upon motion by Director Jones, seconded by Director Barnes and unanimously carried, the Board approved the minutes as presented.

3. Consideration was next given to the assignment of the Professional Services Agreement for engineer services from Canal Street Consultants, LLC, to Southland. The Board recognized Mr. Gonzalez-Rodiles, who presented to and reviewed with the Board a proposed Consent to Assignment and Assumption of Professional Services Agreement, a copy of which is attached hereto as Exhibit "A". Following a discussion, Director Jones moved that the Board

4. Consideration was next given to the review and approval of a Resolution allowing for the acquisition by condemnation the reasonable and necessary land, easements, or other property inside or outside the District's boundaries necessary for water and/or sanitary sewer, in either fee simple title or a lesser property interest, and take any action necessary or appropriate in connection therewith. At this time, the complete text of this agenda item was read into the minutes. A copy of the Consent and Resolution of the Board of Supervisors dated January 7, 2022, is attached hereto as Exhibit "C". The Board recognized Ms. Landiak at this time who reviewed the provisions of said Resolution with the Board. Following a discussion, Director Jones moved that the Board of Directors of Bearpen Creek Municipal Utility District of Hunt County (i) authorize the use and power of eminent domain to acquire land, easements, or other property, as set forth in Exhibit "A" to the Consent and Resolution, for public use of a sanitary sewer pipeline, a water pipeline, and appurtenant facilities. Director Barnes seconded said motion, which carried unanimously.

5. The Board next recognized Ms. Tovery, who presented to and reviewed with the Board copies of a bookkeeping report dated January 7, 2022, a copy of which is attached hereto as Exhibit "D". Following a discussion, Director Jones moved that the Board (i) approve the bookkeeping report; and (ii) authorize the payment of bills listed thereon. Director Barnes seconded said motion, which carried unanimously.

There being no further business to conduct, Director Jones moved that the meeting be adjourned at 12:09 p.m. Director Barnes seconded said motion, which carried unanimously. The Board adjourned until further call.

[Signature Page Follows]

APPROVED AND ADOPTED this 20th day of February, 2023.

/s/ Beau Barnes
Beau Barnes, Secretary
Board of Directors
Bearpen Creek Municipal Utility District of Hunt County

(DISTRICT SEAL)