

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

THE STATE OF TEXAS §

COUNTY OF DENTON §

BROOKFIELD FRESH WATER SUPPLY DISTRICT NO. 1 §

The Board of Directors (the "Board") of Brookfield Fresh Water Supply District No.1 (the "District") met in special session, open to the public, at 1800 Valley View Drive, Suite 300, Farmers Branch, Texas, a designated office of the District outside the boundaries of the District, on January 10, 2020, and the roll was called of the members of the Board to-wit:

Sandra Tabacinic	President
Madeleine Mitchell	Vice President
Abraham Achar	Secretary
Shelly Elieson	Assistant Secretary

All members of the Board were present at the commencement of the meeting, thus constituting a quorum. All Directors present voted on all matters that came before the Board. Also present were Ms. Kerry Tovery of Dye & Tovery, LLC, bookkeepers for the District; Mr. Ross Martin, attorney, and Ms. Amy Bieber, paralegal, of Winstead PC, attorneys for the District; Mr. Mark Spear of Pape-Dawson Engineers, Inc., engineers for the District ("Pape-Dawson"); and Mr. Steve Howard of D.R. Horton, developer of lands within the District.

The meeting was called to order at 10:36 a.m. and evidence was presented that public notice of such meeting had been given as required by law.

1. The Board opened the meeting to public communication or comment. Hearing none, upon motion from Director Tabacinic, seconded by Director Achar and unanimously carried, the Board closed the public comment section of the meeting.

2. The Board next considered the supplemental agenda. Mr. Martin presented to and reviewed with the Board an Order Calling Directors Election, a copy of which is attached hereto as Exhibit "A". Following a discussion, Director Tabacinic moved that the Board (i) approve the Order as presented; and (ii) authorize distribution of the Notice of Election. Director Achar seconded said motion, which carried unanimously.

3. The Board deferred action on a Texas Commission on Environment Quality ("TCEQ") Order approving the District's name change.

4. The Board deferred action on a new District seal.

5. The Board deferred action on an Amended District Information Form.

6. The Board next reviewed the Minutes from the December 6, 2019, Board of Directors meeting. Following a discussion, and upon motion by Director Tabacinic, seconded by Director Achar and unanimously carried, the Board approved the December 6, 2019, minutes as presented.

7. The Board next recognized Mr. Spear, who presented to and reviewed with the Board an Engineer's report prepared by Pape-Dawson, a copy of which is attached hereto as Exhibit "B". Mr. Spear noted that construction within Liberty Trails Phase 1A is expected to begin within a month or so following a preconstruction meeting with the City of Fort Worth. Mr. Spear also reported that the TCEQ has requested additional information in support of the District's application for the addition of drainage powers, which the District's engineer is currently preparing.

Next, Mr. Spear recommended that the Board approve Pay Application No. 9 in the amount of \$163,320.97 from Wilson Contractor Services, LLC ("Wilson"), under the off-site water pipeline improvements contract. Following a discussion, Director Tabacinic moved that the Board approve Pay Application No. 9 to Wilson in the amount of \$163,320.97 as recommended by the District's Engineer. Director Achar seconded said motion, which carried unanimously.

Next, Mr. Spear recommended that the Board approve Pay Application No. 9 in the amount of \$249,786.45 from Wright Construction Services, Inc. ("Wright"), under the off-site sanitary sewer pipeline improvements contract. Following a discussion, Director Tabacinic moved that the Board approve Pay Application No. 9 to Wright in the amount of \$249,786.45 as recommended by the District's Engineer. Director Achar seconded said motion, which carried unanimously.

Finally, following a discussion, Director Tabacinic moved that the board accept the Engineer's report as presented. Director Achar seconded said motion, which carried unanimously.

8. The Board next recognized Mr. Howard, who gave an update regarding development matters within the District. Mr. Howard noted that the off-site water line is roughly 91% complete and the off-site sanitary sewer line is roughly 95% complete pending completion of boring underneath the railroad tracks and Highway 114 within 3-4 weeks. Once the off-site lines are complete, on-site development will begin. No formal action was taken by the Board.

9. The Board next recognized Ms. Tovery, who presented to and reviewed with the Board copies of a bookkeeping report dated January 10, 2020, a copy of which is attached hereto as Exhibit "C". Following a discussion, Director Tabacinic moved that the Board (i) approve the bookkeeping report; and (ii) authorize the payment of bills listed thereon. Director Achar seconded said motion, which carried unanimously.

10. The Board next considered an Amended Order Adopting a Investment Policy and Appointing and Investment Officer, a copy of which is attached hereto as Exhibit "D". Following a discussion, Director Tabacinic moved that the Board (i) adopt the Amended Order

as presented; and (ii) appoint Ms. Kathi Dye or Ms. Kerry Toverly as the District's Investment Officer. Director Achar seconded said motion, which carried unanimously.

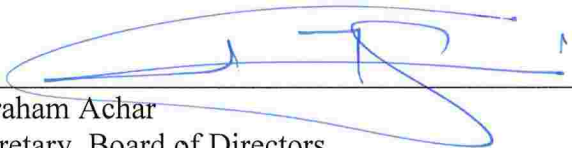
11. The Board next considered an Amended Order Establishing a Records Management Program and Appointing Records Management Officer, a copy of which is attached hereto as Exhibit "E". Following a discussion, Director Tabacinic moved that the Board (i) adopt the Resolution as presented; (i) appoint a paralegal with Winstead PC as the District's Records Management Officer; and (iii) authorize the filing of said Order with the Texas State Library and Archives Commission. Director Achar seconded said motion, which carried unanimously.

12. The Board next considered a Resolution Adopting Prevailing Wage Rate Scale for Construction Projects, a copy of which is attached hereto as Exhibit "F". Following a discussion, Director Tabacinic moved that the Board adopt the Resolution as presented. Director Achar seconded said motion, which carried unanimously.

There being no further business to conduct, Director Tabacinic moved that the meeting be adjourned, which motion was seconded by Director Achar and unanimously carried, whereupon the Board adjourned at 10:47 a.m. until further call.

[Signature page follows]

APPROVED AND ADOPTED this 7th day of February, 2020.



Abraham Achar
Secretary, Board of Directors
Brookfield Fresh Water Supply District No. 1

