

**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 regular session, open to the public, on the 3rd day of April, 2020, by telephone conference.

Mr. Ross Martin, General and Bond Counsel for the District, announced that the Meeting would be conducted by telephone conference to mitigate the spread of COVID-19. Mr. Martin confirmed that Meeting participants would observe guidance provided by the Texas Attorney General’s office to suspend certain requirements of the Texas Open Meetings Act. Mr. Martin next stated that (i) Notice of the Meeting was given in accordance with Chapter 551, Government Code, and Chapter 49, Texas Water Code, as amended by the Governor’s order and Attorney General’s guidance; (ii) the Meeting was being conducted in a transparent and accessible manner; (iii) Meeting packets were distributed to all participants and made available to the public; and (iv) the Meeting would be recorded and made available for electronic distribution upon request.

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
Bethany Brackebusch	Assistant Secretary

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

The meeting was called to order at 10:35 a.m.

1. The Board opened the meeting to public communication or comment. Hearing none, Director Tabacinic moved that the Board close the public comment section of the meeting. Director Achar seconded said motion, which carried unanimously.

2. The Board next reviewed the Minutes from the March 13, 2020, Board of Directors meeting. Following a discussion, and upon motion by Director Tabacinic, seconded by Director Achar and unanimously carried, the Board approved the March 13, 2020, minutes as presented.

3. The Board next recognized Mr. Howard, who updated the Board with regard to development matters within the District. With regard to the District's off-site wastewater pipeline, Mr. Howard reported that the pipeline is complete and a final inspection by the City of Fort Worth has been completed. Similarly, the off-site water pipeline is complete and the final walkthrough has been completed. Both the off-site wastewater pipeline and off-site water pipeline should be ready for final acceptance by the Board in May. Mr. Howard also reported that utility work within Phase 1A of the development is about to begin, and preparations for the beginning of excavation work are starting in Phase 1B. No formal action was taken by the Board.

4. The Board next recognized Ms. Martinez, who presented to and reviewed with the Board copies of a bookkeeping report dated April 3, 2020, a copy of which is attached hereto as Exhibit "A". 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.

5. The Board next considered the authorization of the District's bookkeeper to distribute funds as approved on the bookkeeping report pursuant to Section 49.151, Texas Water Code. Mr. Martin explained that such an authorization would allow for the distribution of payments from the District without violation of distancing guidelines related to COVID-19. Following a discussion, Director Tabacinic moved that the Board authorize the distribution of funds by the Bookkeeper. Director Achar seconded said motion, which carried unanimously.

6. At this time, Mr. Spear joined the meeting by telephone. The Board 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 following the approval of the completed off-site wastewater pipeline by the City of Fort Worth, the final payment for the off-site wastewater pipeline improvements contract, which was approved by the Board at the March 13, 2020, Board meeting, was released to Wright Construction Services, Inc.

Next, Mr. Spear recommended that the Board approve Pay Application No. 12 in the amount of \$37,717.36 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. 12 to Wilson in the amount of \$37,717.36 as recommended by the District's Engineer. Director Achar seconded said motion, which carried unanimously.

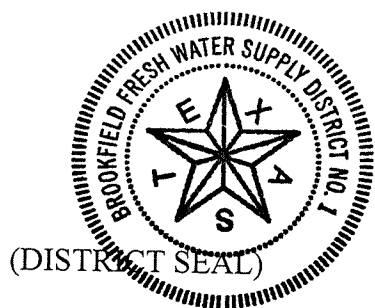
Next, Mr. Spear recommended that the Board approve Pay Application No. 1 in the amount of \$30,600.00 from Burnsco Construction, Inc. ("Burnsco"), under the water, sanitary sewer, and storm drainage improvements contract for Liberty Trails Phase 1A. Following a discussion, Director Tabacinic moved that the Board approve Pay Application No. 1 to Burnsco

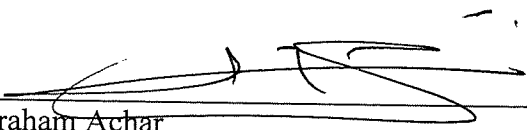
in the amount of \$30,600.00 as recommended by the District's Engineer. Director Achar seconded said motion, which carried unanimously.

Next, Mr. Spear reported that grading is underway in Liberty Trails Phase 1B, designs are in progress for Phase 2, and planning has begun for Phase 3. Following a discussion, Director Tabacinic moved that the board accept the Engineer's report 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 11:10 a.m. until further call.

APPROVED AND ADOPTED this 1st day of May, 2020.




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