

**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, at 1800 Valley View Drive, Suite 300, Farmers Branch, Texas, a designated office of the District outside the boundaries of the District, on February 7, 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; Ms. Sarah Landiak, 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 10:34 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, the Board closed the public comment section of the meeting.

2. The Board next reviewed the Minutes from the January 10, 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 January 10, 2020, minutes as presented.

3. 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 "A". Mr. Spear noted that the off-site sanitary sewer line is 98% complete with the City of Fort Worth scheduled to complete an inspection either at the end of February or beginning of March, and the off-site water line is 92% complete with testing underway. A preconstruction meeting is also being set up with the City regarding Liberty Trail Phase 1 utilities, and Mr. Spear noted that plans for Liberty Trails Phase 2 are still pending approval from the City.

Next, Mr. Spear recommended that the Board approve Pay Application No. 10 in the amount of \$186,716.21 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. 10 to Wilson in the amount of \$186,716.21 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. 10 in the amount of \$14,926.50 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. 10 to Wright in the amount of \$14,926.50 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.

4. The Board next recognized Mr. Howard, who updated the Board with regard to development matters and summarized the status of construction and development within the District. Next, Mr. Howard provided an update on the installation of off-site water and sanitary sewer lines, noting that testing will be scheduled following completion of said lines. Finally, Mr. Howard discussed the status of negotiations for acquisition of drainage easements. No formal action was taken by the Board.

5. Consideration was next given to the engagement of Dye & Toverly, LLC for preparation and filing of an Annual Financial Report. The Board deferred action on the matter.

6. The Board next recognized Ms. Toverly, who presented to and reviewed with the Board copies of a bookkeeping report dated February 7, 2020, a copy of which is attached hereto as Exhibit “B”. 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.

7. Consideration was next given to acquisition of property by condemnation for water and/or sanitary sewer services located within or outside the boundaries of the District, or the service area of a water supply corporation. Ms. Landiak discussed the matter with the Board. Following a discussion, Director Tabacinic moved that the Board authorize District consultants to negotiate acquisition of property required for the provision of water and sanitary sewer services to the District. Director Achar seconded said motion, which carried unanimously.

8. 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 “C”. Following a discussion, Director Tabacinic moved that the Board approve the Resolution as presented. Director Achar seconded said motion, which carried unanimously.

9. By motion duly made, seconded, and unanimously carried, the Board set its next meeting for Friday, March 13, 2020, at 10:30 a.m.

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 10:52 a.m. until further call.

[Signature page follows]

APPROVED AND ADOPTED this 13th day of March, 2020.



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