

**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 2nd day of July 2020, by telephone conference.

Ms. Sarah Landiak, General and Bond Counsel for the District, announced that the Meeting would be conducted by telephone conference to mitigate the spread of COVID-19. Ms. Landiak 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. Ms. Landiak 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 with the exception of Director Tabacinic, 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; 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 10:31 a.m.

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

2. The Board next reviewed the Minutes from the June 5, 2020, Board of Directors meeting. Following a discussion, and upon motion by Director Achar, seconded by Director Mitchell and unanimously carried, the Board approved the June 5, 2020, minutes as presented.

3. The Board next considered an Interlocal Cooperation Agreement for Property Tax Assessment and Collection by and between the District and Denton County, Texas, a copy of which is attached hereto as Exhibit "A". Ms. Landiak discussed the matter with the Board, noting that the District would be levying taxes for the first time in the 2020 tax year. Following a discussion, Director Achar moved that the Board approve the Interlocal Cooperation Agreement as presented. Director Mitchell seconded said motion, which carried unanimously.

4. The Board next recognized Mr. Spear, who presented to and reviewed with the Board an Engineer's report dated July 2, 2020, a copy of which is attached hereto as Exhibit "B". Next, Mr. Spear updated the Board with regard to engineering matters within the District, noting that the off-site water and wastewater lines received final approval from the City of Fort Worth. Mr. Spear also reported that Phase 2 designs and drainage study have been submitted to the City and once approval is received, construction projects will be bid for that phase. In addition, Mr. Spear reported that Phase 3 design is ongoing and will be submitted for City approval soon, and the TCEQ is scheduled to consider the District's application for addition of drainage powers on July 29, 2020.

Next, Mr. Spear recommended the Board approve Pay Application No. 1 in the amount of \$233,489.25 from Burnsco Construction, Inc. ("Burnsco"), under the water, sanitary sewer, and storm drainage improvements contract for Liberty Trails Phase 1B. Following a discussion, Director Achar moved that the Board (i) approve the engineer's report as presented; and (ii) approve Pay Application No. 1 from Burnsco. Director Mitchell seconded said motion, which carried unanimously.

5. The Board next recognized Mr. Howard, who updated the Board with regard to development matters within the District. Mr. Howard reported that paving of the 47 streets within Phase 1A is awaiting completion of drainage culverts within the next week and a half, and the developer is hoping to acquire about 30 building permits for Phase 1A by the end of September. Mr. Howard explained that homes are currently planned to be on the ground by this time next year. No formal action was taken by the Board.

6. The Board next recognized Ms. Martinez, who presented to and reviewed with the Board copies of a bookkeeping report dated July 2, 2020, a copy of which is attached hereto as Exhibit "C". Following a discussion, Director Achar moved that the Board (i) approve the bookkeeping report; and (ii) authorize the payment of bills listed thereon. Director Mitchell seconded said motion, which carried unanimously.

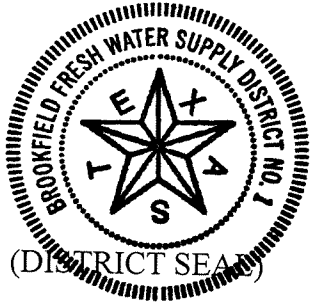
7. The Board continued to recognize Ms. Martinez, who presented the final draft of the District's proposed 2020-2021 operating budget, a copy of which is attached hereto as Exhibit "D". Following a discussion, Director Achar moved that the Board (i) approve the operating budget as presented; and (ii) adopt a resolution adopting the same. Director Mitchell seconded said motion, which carried unanimously.


8. The Board next recognized Ms. Landiak, who recommended that the Board continue to authorize the District's bookkeeper to distribute funds as approved on the bookkeeping report pursuant to Section 49.151, Texas Water Code. Following a discussion, Director Achar moved that the Board authorize the distribution of funds by the Bookkeeper as requested. Director Mitchell seconded said motion, which carried unanimously.

There being no further business to conduct, Director Achar moved that the meeting be adjourned, which motion was seconded by Director Mitchell and unanimously carried, whereupon the Board adjourned at 10:49 a.m. until further call.

[Signature Page Follows]

APPROVED AND ADOPTED this 7th day of August 2020.




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