

**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 5th day of June, 2020, by telephone conference.

Mr. Scott Eidman, 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. Eidman 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. Eidman 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:

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| 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; Mr. Scott Eidman, 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 10:32 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 May 1, 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 May 1, 2020, minutes as presented.

3. The Board next considered the re-appointment of Director Brackebusch. Mr. Eidman explained to the Board that Ms. Brackebusch was appointed to a term which ended on May 2, 2020, and must therefore be re-appointed to the Board in order to continue serving. Following a discussion, Director Achar moved that the Board (i) appoint Bethany Brackebusch to a new term of office to expire on May 4, 2024. Director Mitchell seconded said motion, which carried unanimously.

4. Consideration was next given to the administration of Statement of Officer Forms, and Oaths of Office to Directors. Mr. Eidman noted that the documents would be distributed for signing by Directors Achar, Elieson, and Brackebusch to mark the beginning of their new four-year terms. No formal action was taken by the Board.

5. The Board next recognized Mr. Eidman, who updated the Board with regard to the District's application for the addition of drainage powers. Mr. Eidman reported that the Texas Commission on Environmental Quality is still reviewing the application and intends to have it on the agenda for final approval in August. No formal action was taken by the Board.

6. The Board next recognized Mr. Spear, who presented to and reviewed with the Board an Engineer's report dated June 5, 2020, a copy of which is attached hereto as Exhibit "A". Next, Mr. Spear updated the Board with regard to engineering matters within the District, noting that the off-site water and wastewater lines have been inspected by the City of Fort Worth and received final approval. Mr. Spear also reported that Phase 2 designs and drainage study are to be submitted to the City shortly, and Phase 3 design is underway.

Next, Mr. Spear reviewing the pending change orders and pay applications recommended for approval by the District's Engineer. Mr. Spear recommended the Board approve deductive Change Order No. 1 in the amount of (\$1,023,705.00) and Pay Application No. 3 in the amount of \$203,619.08 from Burnsco Construction, Inc. ("Burnsco"), under the water, sanitary sewer, and storm drainage improvements contract for Liberty Trails Phase 1A. Next, Mr. Spear recommended the Board approve deductive Change Order No. 1 in the amount of (\$554,469.05) from Gilco Contracting, Inc. ("Gilco") under the paving improvements contract for Liberty Trails Phase 1A. Finally, Mr. Spear recommended that the Board approve Change Order No. 2 in the amount of \$3,500.00 and Pay Application No. 2 in the amount of \$258,646.58 from FCS Construction, LLC ("FCS"), under the Liberty Trails Phase 1B grading improvements contract.

Following a discussion, Director Achar moved that the Board (i) approve the engineer's report as presented; and (ii) approve all change orders and pay applications from Burnsco, Gilco, and FCS listed thereon. Director Mitchell seconded said motion, which carried unanimously.

7. The Board next recognized Mr. Howard, who updated the Board with regard to development matters within the District. Mr. Howard reported that Phase 1A construction is

transitioning from utilities to paving, and Phase 1B construction is transitioning from grading to utilities. No formal action was taken by the Board.

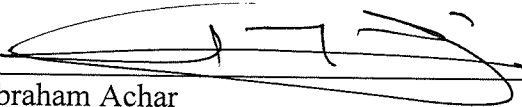
8. The Board next recognized Ms. Martinez, who presented to and reviewed with the Board copies of a bookkeeping report dated June 5, 2020, a copy of which is attached hereto as Exhibit "B". Ms. Martinez also presented a draft 2020-2021 operating budget for review, noting that it would be presented for final approval in July. 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.

9. 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. Eidman reminded the Board that at the May 1, 2020, Board meeting, the Board authorized the Bookkeeper to sign checks and allow for the distribution of payments from the District without violation of distancing guidelines related to COVID-19. No additional action was taken by the Board.

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 10:48 a.m. until further call.

APPROVED AND ADOPTED this 2nd day of July, 2020.




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