

**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 1st day of May, 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:

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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 Mitchell and Director Brackebusch, 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; 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 10:43 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 April 3, 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 April 3, 2020, minutes as presented.

3. The Board next considered the renewal of insurance coverages for the District, a summary of the proposal for which is attached hereto as Exhibit "A". Following a discussion, Director Tabacinic moved that the Board approval the renewal of District insurance coverages as presented. Director Achar 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 May 1, 2020, a copy of which is attached hereto as Exhibit "B". Next, Mr. Spear recommended the Board approve Change Order No. 1 from Wilson Contractor Services, LLC ("Wilson"), under the off-site water pipeline improvements contract in the amount of (\$58,700.00). Following a discussion, Director Tabacinic moved that the Board approve Change Order No. 1 from Wilson as presented. Director Achar seconded said motion, which carried unanimously. Next, Mr. Spear recommended that the Board approve final Pay Application No. 13 in the amount of \$324,984.63 from Wilson under the off-site water pipeline improvements contract. Following a discussion, Director Tabacinic moved that the Board approve final Pay Application No. 13 to Wilson as recommended by the District's Engineer. Director Achar seconded said motion, which carried unanimously. Mr. Spear noted that payment of the final pay application would be held until final acceptance of the off-site water pipeline project was received from the City of Fort Worth.

Next, Mr. Spear recommended that the Board approve Pay Application No. 2 in the amount of \$324,489.42 from Burnsko Construction, Inc. ("Burnsko"), 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. 2 to Burnsko as recommended by the District's Engineer. Director Achar seconded said motion, which carried unanimously.

Next, Mr. Spear recommended that the Board approve Change Order No. 1 from FCS Construction, LLC ("FCS"), under the Liberty Trails Phase 1B grading improvements contract in the amount of \$4,600.00. Mr. Spear explained that this change order was requested due to the pipelines adjacent to the grading as a protective measure. Following a discussion, Director Tabacinic moved that the Board approve Change Order No. 1 from FCS as presented. Director Achar seconded said motion, which carried unanimously. Next, Mr. Spear recommended that the Board approve Pay Application No. 1 in the amount of \$320,664.91 from FCW under the Liberty Trails Phase 1B grading improvements contract. Following a discussion, Director Tabacinic moved that the Board approve Pay Application No. 1 to FCS as recommended by the District's Engineer. Director Achar seconded said motion, which carried unanimously.

Next, Mr. Spear recommended that the Board approve Change Order No. 1 from Burnsko Construction, Inc. ("Burnsko") under the Liberty Trails Phase 1B water, sanitary sewer, and storm drainage improvements contract in the amount of (\$9,592.80). Mr. Spear explained that this change order was requested in response to comments on the Phase 1B designs by the City of Fort Worth. Following a discussion, Director Tabacinic moved that the Board approve Change

Order No. 1 from Burnsco as presented. Director Achar seconded said motion, which carried unanimously.

Finally, Mr. Spear recommended that the Board approve Change Order No. 1 from Gilco Contracting, Inc. (“Gilco”), under the Liberty Trails Phase 1B paving improvements contract in the amount of (\$52,800.95). Mr. Spear explained that this change order was requested in response to comments on the Phase 1B designs by the City of Fort Worth. Following a discussion, Director Tabacinic moved that the Board approve Change Order No. 1 from Gilco as presented. Director Achar seconded said motion, which carried unanimously. At this time, Mr. Spear noted that plans for Phase 2 would be submitted to the City of Fort Worth next week, and Phase 3 designs are currently underway.

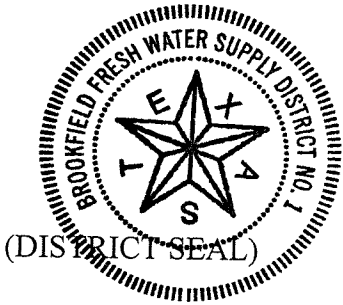
5. The Board next recognized Mr. Howard, who updated the Board with regard to development matters within the District, reporting that interior water and sewer for Phase 1A are completed and storm sewer improvements are being installed. Next, Mr. Howard noted that excavation in Phase 1B is about 70% complete. No formal action was taken by the Board.

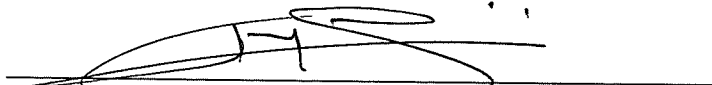
6. The Board next recognized Ms. Martinez, who presented to and reviewed with the Board copies of a bookkeeping report dated May 1, 2020, a copy of which is attached hereto as Exhibit “C”. Following a discussion, Director Tabacinic moved that the Board (i) approve the bookkeeping report; and (ii) authorize the payment of bills listed thereon. Director Achar seconded said motion, which carried unanimously.

7. 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.

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 10:57 a.m. until further call.

APPROVED AND ADOPTED this 5th day of June, 2020.




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