

**MINUTES OF THE MEETING  
OF THE BOARD OF DIRECTORS**

THE STATE OF TEXAS §

COUNTY OF DENTON §

BROOKFIELD WATER CONTROL AND IMPROVEMENT DISTRICT OF DENTON §  
COUNTY

The Board of Directors (the "Board") of Brookfield Water Control and Improvement District of Denton County (the "District") met in special 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 December 3, 2021, and the roll was called of the members of the Board to-wit:

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
Kayla "Alley" Caldwell	Assistant Secretary

All members of the Board were present at the commencement of the meeting with the exception of Director Achar and Director Elieson who arrived later as noted below, thus constituting a quorum. 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; and Mr. Mark Spear of Pape-Dawson Engineers, Inc., engineers for the District ("Pape-Dawson").

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

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 November 5, 2021, Board of Directors meeting. Following a discussion, and upon motion by Director Tabacinic, seconded by Director Mitchell and unanimously carried, the Board approved the November 5, 2021, minutes as presented.

3. The Board next recognized Mr. Spear, who presented to and reviewed with the Board an Engineer's report dated December 3, 2021, a copy of which is attached hereto as Exhibit "A". Mr. Spear reported that Liberty Trails Phase 2 is complete, and in Phase 3 grading and paving will be complete by Christmas, utilities have been accepted by the City of Fort Worth, and all lots are sold.

Next, Mr. Spear recommended approval of the following pay applications and change orders:

- Pay Application (Retainage) in the amount of \$44,788.50 from FCS Construction under the grading improvements contract for Liberty Trails Phase 2.
- Pay Application No.3 in the amount of \$47,988.90 from Blue Star Utilities, LLC (“Blue Star”) under the water, wastewater, and storm drainage improvements contract for Liberty Trails Phase 3.
- Pay Application (Retainage) in the amount of \$105,597.86 from Blue Star under the water, wastewater, and storm drainage improvements contract for Liberty Trails Phase 3.
- Pay Application No. 3 in the amount of \$75,096.60 from Stephenson Dirt Contracting, LLC (“Stephenson”) under the grading improvements contract for Liberty Trails Phase 4.
- Pay Application No. 3 in the amount of \$15,463.76 from Stephenson under the grading improvements contract for Liberty Trails Phase 5.

Next, Mr. Spear reviewed with the Board the proposals received for water, wastewater, and storm drainage improvements in Liberty Trails Phase 4, noting that the lowest qualified bidder is Burnsco Construction, Inc. (“Burnsco”), in the total base bid amount of \$2,381,660.60, and recommended that the Board award the contract to Burnsco. Next, Mr. Spear next requested authorization from the Board to advertise for bids for water, wastewater, and storm drainage improvements for Liberty Trails Phase 4 and requested authorization from the Board to advertise for bids for paving improvements for Liberty Trails Phase 4.

Following a discussion, Director Tabacinic moved that the Board (i) approve all Pay Applications as recommended by the District’s Engineer; (ii) award the contract for water, wastewater, and storm drainage improvements for Liberty Trails Phase 4 to Burnsco as recommended by the District’s Engineer; (iii) authorize the District’s Engineer to advertise for bids for paving improvements and water, wastewater, and storm drainage improvements in Liberty Trails Phase 5; and (iv) approve the Engineer’s report as presented. Director Mitchell seconded said motion, which carried unanimously.

4. At this time, Director Achar and Director Elieson joined the meeting. The Board continued to recognize Mr. Spear, who updated the Board with regard to development matters within the District. No formal action was taken by the Board.

5. The Board next recognized Ms. Martinez, who presented to and reviewed with the Board copies of a bookkeeping report dated December 3, 2021, 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.

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 10:51 a.m. until further call.

APPROVED AND ADOPTED this 7<sup>th</sup> day of January, 2021.



(DISTRICT SEAL)

/s/ Abraham Achar

Abraham Achar  
Secretary, Board of Directors  
Brookfield Water Control and Improvement  
District of Denton County