

**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 January 7, 2022, 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 Tabacinic and Director Elieson, thus constituting a quorum. 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; 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 December 3, 2021, Board of Directors meeting. Following a discussion, and upon motion by Director Achar, seconded by Director Mitchell and unanimously carried, the Board approved the December 3, 2021, minutes as presented.

3. The Board next recognized Mr. Spear, who presented to and reviewed with the Board an Engineer's report dated January 7, 2022, a copy of which is attached hereto as Exhibit "A" and updated the Board with regard to ongoing construction within the District.

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

- Change Order No. 3 in the amount of (\$420.00) from FCS Construction (“FCS”) under the grading improvements contract for Liberty Trails Phase 3.
- Pay Application No. 4 in the amount of \$32,652.00 from FCS under the grading improvements contract for Liberty Trails Phase 3.
- Pay Application No. 4 in the amount of \$30,121.20 from Stephenson Dirt Contracting, LLC (“Stephenson”) under the grading improvements contract for Liberty Trails Phase 4.
- Pay Application No. 4 in the amount of \$12,528.27 from Stephenson under the grading improvements contract for Liberty Trails Phase 5.

Following a discussion, Director Achar moved that the Board (i) approve all Pay Applications and the Change Order as recommended by the District’s Engineer; and (ii) approve the Engineer’s report as presented. Director Mitchell seconded said motion, which carried unanimously.

4. 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. Tovery, who presented to and reviewed with the Board copies of a bookkeeping report dated January 7, 2022, a copy of which is attached hereto as Exhibit “B”. Ms. Tovery also noted an annual rate increase for bookkeeping services in accordance with the District’s current agreement with Dye & Tovery, LLC. 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.

6. The Board next recognized Ms. Landiak, who reviewed the District’s current Investment Policy, dated January 10, 2020, with the Board. Ms. Landiak noted that an annual review of said Policy is required, and that no amendments to the Investment Policy are recommended by the District’s legal counsel at this time. Next, Ms. Landiak presented to and reviewed with the Board a Resolution Acknowledging Annual Review of the Investment Policy and Investment Strategies, a copy of which is attached hereto as Exhibit “C”. Following a discussion, Director Achar moved that the Board approve the Resolution as presented. Director Mitchell seconded said motion, which carried unanimously.

7. The Board next considered a Resolution Adopting Prevailing Wage Rate Scale for Construction Projects, a copy of which is attached hereto as Exhibit “D”. Following a discussion, Director Achar moved that the Board adopt the Resolution as presented. Director Mitchell 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 “E”. Following a discussion, Director Achar moved that the Board approve the Resolution as presented. Director Mitchell seconded said motion, which carried unanimously.

9. The Board next considered the supplemental agenda. Ms. Landiak presented to and reviewed with the Board an Order Calling Directors Election, a copy of which is attached

hereto as Exhibit “F”. Following a discussion, Director Achar moved that the Board (i) approve the Order as presented; and (ii) authorize distribution of the Notice of Election. 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 10:51 a.m. until further call.

*[Signature Page Follows]*

APPROVED AND ADOPTED this 1<sup>st</sup> day of April, 2022.



(DISTRICT SEAL)

/s/ Abraham Achar

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