

**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 regular session, open to the public, at 2321 Coit Road, Suite B, Plano, Texas 75075, a designated office of the District outside the boundaries of the District, on June 3, 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. Brandi Galindo of Dye & Toverly, LLC, bookkeepers for the District; Ms. Sarah Landiak, attorney, and Ms. Angie Barrett, paralegal, each of Winstead PC, attorneys for the District; Mr. Andre Ayala and Mr. Connor McMillan; and Mr. Mark Spear of Pape-Dawson Engineers, Inc., engineers for the District ("Pape-Dawson"). Mr. Brian Tolden of McCall Gibson Swedlund Barfoot PLLC participated by audio conference.

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 recognized Mr. Toldan, who reviewed with the Board an engagement letter for auditor services, a copy of which is attached hereto as Exhibit "A". Mr. Toldan then reviewed a summary of McCall Gibson's qualifications, proposed scope of services and fees for same. The Board next recognized Ms. Landiak, who discussed with the Board the need to authorize the District's auditor to prepare an Agreed Upon Procedures ("AUP") Report in connection with the Series 2022 Road Bonds. Following a discussion, Director Achar moved that the Board authorize McCall Gibson to prepare an AUP Report in connection with the sale of the District's Series 2022 Road Bonds. Director Mitchell seconded said motion, which carried unanimously.

3. The Board next acknowledged receipt of the Minutes from May 6, 2022, Board of Directors meeting. Following a discussion, Director Achar moved that the Board approve the Minutes as presented. 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. Ms. Landiak noted that the documents have been distributed for signing by Director Mitchell to mark the beginning of their new four-year terms. Following a discussion, Director Achar moved that the Board formally acknowledge the administration of the Statement of Officer forms, Oaths of Office and Director Mitchell as the new President. Director Mitchell seconded said motion, which carried unanimously.

5. The Board next recognized Mr. Ayala, who presented to and reviewed with the Board MSRB G-42 disclosures prepared by Hilltop, the District's Financial Advisor, a copy of which is attached hereto as Exhibit "B". Following a discussion, Director Achar moved that the Board formally acknowledge receipt of said Disclosures. Director Mitchell seconded said motion, which carried unanimously.

6. The Board continued to recognize Mr. Ayala, who discussed with the Board a preliminary Plan of Finance for the District's Unlimited Tax Road Bonds, Series 2022 (the "Series 2022 Road Bonds"), a copy of which is attached hereto as Exhibit "C". Mr. Ayala noted that the final bond amount has not been set but will be approximately \$6,295,000 with target date for the sale of the bonds is August 4. Mr. Ayala also noted that the District's consultants are preparing for the issuance of utility bonds. Following a discussion, Director Achar moved that the Board approve the preliminary Plan of Finance for the Series 2022 Road Bonds in an approximate amount of \$6,295,000 Director Mitchell seconded said motion, which carried unanimously.

7. The Board next considered a Proposal from Jones-Heroy & Associates, Inc. in connection with Bond Application No. 1 for Approval of Utility System Bond Issue to the Texas Commission on Environmental Quality. Ms. Landiak presented to the Board copies of a proposal from Jones-Heroy & Associates, Inc., a copy of which is attached hereto as Exhibit "D". Following a discussion Director Achar moved to approve same. Director Mitchell seconded said motion, which carried unanimously.

8. The Board next considered approval of a bond for the District's tax assessor-collector. Ms. Landiak discussed the matter with the Board, noting that the bond has been approved by Denton County. Following a discussion, Director Achar moved that the Board approve the addition of the tax assessor-collector bond to the District's insurance coverages. Director Mitchell seconded said motion, which carried unanimously.

9. The Board next recognized Mr. Spear, who presented to and reviewed with the Board an Engineer's report dated June 3, 2022, prepared by Pape-Dawson Engineers, Inc., Engineers for the District, a copy of which is attached hereto as Exhibit "E" and updated the Board with regard to ongoing construction within the District. Next, Mr. Spear presented the following pay application to the Board, noting that the Engineer has recommended approval of same:

- Pay Application No. 1 in the amount of \$517,921.20 from Burnsco Construction, Inc. (“Burnsco”) under the Liberty Trails Phase 4 water, wastewater, and storm drainage improvements contract.

Following a discussion, Director Achar moved that the Board (i) approve the pay application from Burnsco as recommended by the District’s Engineer; and (ii) approve the Engineer’s report as presented. Director Mitchell seconded said motion, which carried unanimously.

10. The Board next recognized Mr. Spear, who updated the Board with regard to development matters within the District. Mr. Spear reported that the community pool opened June 1st and the pond is stocked with fish. Mr. Spear also reported that all homes in Liberty Trails Phase 1A, 1B, 2 and 3 are all either occupied or under construction with all lots in Phase 4 committed to homebuilders and preparations underway to annex additional lands into the District for future development. No formal action was taken by the Board.

11. The Board next recognized Ms. Galindo, who presented to and reviewed with the Board copies of a bookkeeping report dated June 3, 2022, a copy of which is attached hereto as Exhibit “F”. 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.

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 11:07 a.m. until further call.

[Signature Page Follows]

APPROVED AND ADOPTED this 30th day of June, 2022.



/s/ Abraham Achar

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