

**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 2321 Coit Road, Suite B, Plano, Texas 75075, a designated office of the District outside the boundaries of the District, on May 6, 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, thus constituting a quorum. Also present were Ms. Brandi Galindo of Dye & Toverly, LLC, bookkeepers for the District; Ms. Sarah Landiak, attorney, and Ms. Amy Bieber, paralegal, each of Winstead PC, attorneys for the District; and Mr. Darrel Cartmel of D.R. Horton.

The meeting was called to order at 10:38 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 April 1, 2022, Board of Directors meeting. Following a discussion, and upon motion by Director Achar, seconded by Director Mitchell and unanimously carried, the Board approved the minutes as presented.

3. The Board next considered renewal of the District's insurance coverages, a copy of the summary of which is attached hereto as Exhibit "A". Following a discussion, Director Achar moved that the Board approve the renewal of insurance coverages as presented. Director Mitchell seconded said motion, which carried unanimously.

4. The Board next recognized Ms. Landiak, who presented to and reviewed with the Board an Engineer's report dated May 6, 2022, prepared by Pape-Dawson Engineers, Inc.,

Engineers for the District, a copy of which is attached hereto as Exhibit “B” and updated the Board with regard to ongoing construction within the District. Next, Ms. Landiak presented the following pay application and change orders to the Board, noting that the Engineer has recommended approval of same:

- Pay Application No. 1 in the amount of \$478,804.50 from Burnsco Construction, Inc. (“Burnsco”) under the Liberty Trails Phase 4 water, wastewater, and storm drainage improvements contract.
- Change Order No. 1 in the amount of \$33,314.00 from Burnsco under the Liberty Trails Phase 4 water, wastewater, and storm drainage improvements contract.
- Change Order No. 2 in the amount of \$14,637.00 from 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 applications and change orders 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.

5. The Board next recognized Mr. Cartmel, who updated the Board with regard to development matters within the District. Mr. Cartmel reported that sewer installation is 70% complete and construction is almost ready to commence in Liberty Trails Phase 5.

Next, the Board recognized Ms. Landiak, who updated the Board with regard to proposed bond issuances for reimbursement of the District’s developers. Ms. Landiak explained that the District may issue road bonds without authorization of the Texas Commission on Environmental Quality (“TCEQ”), but in order to issue utility bonds the District must submit an application to TCEQ. Ms. Landiak recommended that the Board authorize the engagement of Jones-Heroy & Associates to prepare such application should the developer request reimbursement via issuance of utility bonds. Following a discussion, Director Achar moved that the Board authorize the engagement of Jones-Heroy & Associates to prepare a utility bond application on behalf of the District. Director Mitchell seconded said motion, which carried unanimously.

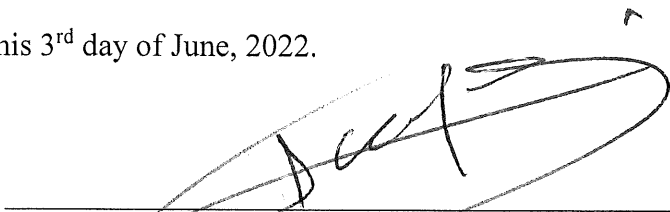
6. The Board next recognized Ms. Galindo, who presented to and reviewed with the Board copies of a bookkeeping report dated May 6 2022, a copy of which is attached hereto as Exhibit “C”. Following a discussion, Director Achar moved that the Board (i) approve the bookkeeping report; and (ii) authorize the payment of bills listed thereon. Director Mitchell seconded said motion, which carried unanimously.

7. The Board next considered an Amended Resolution Designating Posting Location of Meeting Notices, a copy of which is attached hereto as Exhibit “D”. Ms. Bieber notes that the fence upon which notices have previously been posted has been removed, so the posting location will be adjusted to the tree at the same location. Following a discussion, Director Achar moved that the Board approve the Amended Resolution with the requested changed. 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 10:44 a.m. until further call.

[Signature Page Follows]

APPROVED AND ADOPTED this 3rd day of June, 2022.



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

