

**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 October 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:

Madeleine Mitchell	President
VACANT	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 Elieson, 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, each of Winstead PC, attorneys for the District; Mr. Steve Howard of D.R. Horton; and Mr. Mark Spear of Pape Dawson Engineers, Inc.

The meeting was called to order at 10:44 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 September 2, 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 recognized Mr. Spear, who presented to and reviewed with the Board an Engineer's report dated October 7, 2022, prepared by Pape-Dawson Engineers, Inc., Engineers for the District, a copy of which is attached hereto as Exhibit "A" and updated the Board with regard to ongoing construction within the District. Mr. Spear noted that wet utilities in Liberty Trails Phase 4 are complete and the final plat has been submitted for review and approval by the City of Fort Worth. Mr. Spear also updated the Board regarding the proposed expansion of the District boundaries, reporting that a development agreement for the new area, to

be called “Lone Star at Liberty Trails,” should be approved by the City Council in a couple of weeks. Next, Mr. Spear presented the following pay applications to the Board, noting that the Engineer has recommended approval of same:

- Pay Application No. 6 in the amount of \$251,892.00 from Burnsco Construction, Inc. (“Burnsco”) under the Liberty Trails Phase 4 water, wastewater, and storm drainage improvements contract.
- Pay Application No. 3 in the amount of \$34,528.14 from Gilco Contracting, Inc. under the Liberty Trails Phase 4 paving improvements contract.
- Pay Application No. 1 in the amount of \$204,444.00 from Burnsco under the Liberty Trails Phase 5 water, wastewater, and storm drainage improvements contract.

Following a discussion, Director Achar moved that the Board (i) approve all pay applications 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 next recognized Mr. Howard, who updated the Board with regard to development matters within the District. Mr. Howard reported that sales of all home sites except those reserved by the developer have closed in Liberty Trails Phases 1A, 1B, 2, and 3, and paving in Phase 4 will be complete Monday with final grade to be complete in roughly a week and a half to finish the phase. Mr. Howard also noted that all wet utilities are scheduled to be complete by the end of October.

The Board next recognized Ms. Landiak, who requested that the Board give a preliminary approval for an Agreement for the Construction of Improvements and Reimbursement of Advances by and between the District and Double R Devco, LLC, a developer of lands for the proposed Lone Star at Liberty Trails development. Ms. Landiak noted that the form of the agreement is identical to the previous reimbursement agreements approved by the Board, and that approval of the agreement would be ratified at the Board’s next meeting. Following a discussion, Director Achar moved that the Board approve the agreement. Director Mitchell seconded said motion, which carried unanimously.

5. The Board next recognized Ms. Martinez, who presented to and reviewed with the Board copies of a bookkeeping report dated October 7, 2022, a copy of which is attached hereto as Exhibit “B”. Following a discussion, Director Achar moved that the Board (i) approve the bookkeeping report; (ii) authorize the payment of bills listed thereon; and (iii) approve the draft operating budget as presented. 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 11:01 a.m. until further call.

APPROVED AND ADOPTED this 4th day of November, 2022.



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

