

**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 300 Throckmorton Street, Suite 1700, Fort Worth, Texas 76102, a designated office of the District outside the boundaries of the District, on April 3, 2023, and the roll was called of the members of the Board to-wit:

Garrett O’Grady	President
Nioclas Dale Knight	Vice President
Stacy Lynch	Secretary
Stephanie Louise Rich	Assistant Secretary
Bryant Anthony Vazquez	Assistant Secretary

All members of the Board were present at the commencement of the meeting with the exception of Director Knight and Director Vazquez, 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. Sam Knight of Pape-Dawson Engineers, Inc. (“Engineer”). Mr. Steve Howard of D.R. Horton joined later as noted below.

The meeting was called to order at 12:03 p.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 March 3, 2023, Board of Directors meeting. Following a discussion, and upon motion by Director O’Grady, seconded by Director Rich and unanimously carried, the Board approved the minutes as presented.

3. The Board next recognized Mr. Knight, who presented to and reviewed with the Board an Engineer’s report prepared by Pape-Dawson Engineers, Inc. (“Engineer”) and dated April 3, 2023, a copy of which is attached hereto as Exhibit “A”. Mr. Knight updated the Board regarding engineering and construction within the District, reporting that Liberty Trails Phase 4 is complete and accepted by all parties; Liberty Trails Phase 5 will have its final walkthrough in a few weeks; and the first plans for Lone Star at Liberty Trails will be submitted to the City of Fort Worth for approval on April 24th with construction to begin in June or July of 2023. Next, Mr. Knight presented the following pay application and change orders to the Board, noting that the District’s Engineer has recommended approval of same:

- Pay Application No. 5 in the amount of \$90,999.00 from Burnsco Construction, Inc. (“Burnsco”) under the water, wastewater, and storm drainage improvements contract for Liberty Trails Phase 5.
- Change Order No. 2 in the amount of \$52,890.00 from Burnsco under the water, wastewater, and storm drainage improvements contract for Liberty Trails Phase 5.
- Change Order No. 2 in the amount of \$19,540.00 from Gilco Contracting, Inc. under the paving improvements contract for Liberty Trails Phase 5.

Following a discussion, Director O’Grady moved that the Board (i) approve the pay application and change orders as recommended by the District’s Engineer; and (ii) approve the Engineer’s report as presented. Director Rich seconded said motion, which carried unanimously.

4. The Board next recognized Ms. Galindo, who presented to and reviewed with the Board copies of a bookkeeping report dated April 3, 2023, a copy of which is attached hereto as Exhibit “B”. Following a discussion, Director Rich moved that the Board (i) approve the bookkeeping report; (ii) authorize the payment of bills listed thereon; and (iii) approve the investment of funds as recommended by the District’s Bookkeeper. Director Lynch seconded said motion, which carried unanimously.

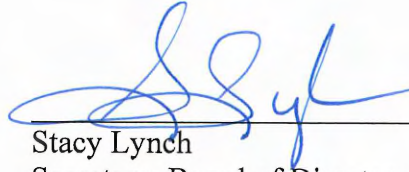
5. The Board next considered a Resolution Adopting Amended Operating Budget for the fiscal year ending July 31, 2023, a copy of which is attached hereto as Exhibit “C”. Following a discussion, Director Lynch moved that the Board adopt the Resolution as presented. Director O’Grady seconded said motion, which carried unanimously.

6. At this time, Mr. Howard joined the meeting. The Board next recognized Mr. Howard, who updated the Board with regard to development within the District. Mr. Howard reported that all 90% of homes in Liberty Trails Phase 4 are under construction and all lots should be closed by September of 2023, and also noted that final trail and amenity cleanup is underway. Next, Mr. Howard reported that all lots in Phase 5 are expected to be closed by the end of the year, and Phase 1 of Lone Start at Liberty Trails will follow with all 565 lots to be developed at once. Following a discussion, Director O’Grady moved that the Board approve the developer’s report as presented. Director Lynch seconded said motion, which carried unanimously.

There being no further business to conduct, Director O’Grady moved that the meeting be adjourned, which motion was seconded by Director Lynch and unanimously carried, whereupon the Board adjourned at 12:26 p.m. until further call.

[Signature page follows]

APPROVED AND ADOPTED this 5th day of May, 2023.



Stacy Lynch
Secretary, Board of Directors
Brookfield Water Control and Improvement
District of Denton County

