

**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 March 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, of Winstead PC, attorneys for the District; Mr. Steve Howard of D.R. Horton; and Mr. Sam Knight of Pape-Dawson Engineers, Inc. (“Engineer”).

The meeting was called to order at 12:02 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 February 6, 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. Howard, who updated the Board with regard to development within the District. Mr. Howard reported that all Liberty Trails phases are complete with the exception of Phase 5, in which franchise utilities are currently being installed prior to home construction. Following a discussion, Director O’Grady moved that the Board approve the developer’s report as presented. Director Rich seconded said motion, which carried unanimously.

4. 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 March 3, 2023, a copy of which is attached hereto as Exhibit “A”. Mr. Knight updated the Board

regarding engineering and construction within the District, and then presented the following pay application and change order to the Board, noting that the District’s Engineer has recommended approval of same:

- Community Facilities Agreement (“CFA”) inspection reconciliation in the amount of \$9,056.50.
- Pay Application No. 4 in the amount of \$125,973.00 from Burnsco Construction, Inc. (“Burnsco”) under the water, wastewater, and storm drainage improvements contract for Liberty Trails Phase 5.
- Pay Application No. 3 in the amount of \$32,411.34 from Gilco Contracting, Inc. under the paving improvements contract for Liberty Trails Phase 5.

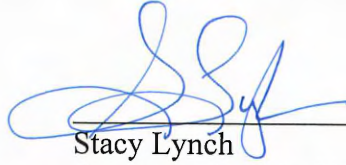
Mr. Knight explained that the CFA reconciliation payment is being made to the City of Fort Worth for additional inspections in Liberty Trails Phase 4 under the CFA by and between the District and City. Following a discussion, Director O’Grady moved that the Board (i) approve the CFA inspection reconciliation and pay applications as recommended by the District’s Engineer; and (ii) approve the Engineer’s report as presented. Director Rich seconded said motion, which carried unanimously.

5. The Board next recognized Ms. Galindo, who presented to and reviewed with the Board copies of a bookkeeping report dated March 3, 2023, a copy of which is attached hereto as Exhibit “B”. Ms. Galindo also reviewed a draft amended operating budget for the 2022-2023 fiscal year, a copy of which are attached hereto as Exhibit “C”. Following a discussion, Director Rich moved that the Board (i) approve the bookkeeping report; (ii) authorize the payment of bills listed thereon; (iii) approve the investment of funds as recommended by the District’s Bookkeeper; and (iv) approve the draft amended budget 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 12:15 p.m. until further call.

[Signature page follows]

APPROVED AND ADOPTED this 3rd day of April, 2023.



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

