

**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 June 2, 2023, and the roll was called of the members of the Board to-wit:

Garrett O’Grady	President
Rachel Knight	Vice President
Stacy Lynch	Secretary
Stephanie Rich	Assistant Secretary
VACANT	Assistant Secretary

All members of the Board were present at the commencement of the meeting with the exception of Director Lynch, thus constituting a quorum. Director Lynch entered later as noted below. Also present were Ms. Brandi Galindo of Dye & Toverly, LLC, bookkeepers for the District; Ms. Sarah Landiak, attorney, and Ms. Genny Lutzell, paralegal, each of Winstead PC, attorneys for the District; Mr. Sam Knight of Pape-Dawson Engineers, Inc. (“Engineer”); and Mr. Steve Howard of D.R. Horton.

The meeting was called to order at 12:06 p.m.

1. The Board opened the meeting to public communication or comment. Hearing none, Director O’Grady moved that the Board close the public comment section of the meeting. Director Rich seconded said motion, which carried unanimously.

2. The Board next reviewed the Minutes from the May 5, 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 considered the appointment of a Director to fill the vacancy on the Board. Ms. Landiak announced that Mr. Waymon Hyde, a property owner within the District, has expressed his desire to serve on the Board of Directors. Following a discussion, Director Knight moved that the Board (i) appoint Mr. Hyde to the Board of Directors to serve as Assistant Secretary for the remainder of the term expiring on May 2, 2026; and (i) adopt an Order declaring the same. Director Rich seconded said motion, which carried unanimously.

4. At this time, Director Lynch joined the meeting. The Board next recognized Mr. Howard, who updated the Board with regard to development in the District, reporting that Liberty Trails Phase 5 is complete and awaiting final acceptance by the City of Fort Worth. Mr. Howard estimated that 140 lots will be closing between the present and September 2023. Finally, Mr. Howard reported that there is some damage to pavement panels within the District that will need to be repaired. No formal action was taken by the Board.

5. In the absence of a financial advisor representative, the Board deferred action with regard to a financial advisor's report.

6. The Board next recognized Mr. Knight, who presented to and reviewed with the Board an Engineer's report dated June 2, 2023, a copy of which is attached hereto as Exhibit "A". Mr. Knight updated the Board regarding engineering and construction within the District, and, in anticipation of City approval of plans for Lone Star at Liberty Trails Phase 1, requested that the Board authorize the advertisement for bids for grading of said phase. Next, Mr. Knight requested that the Board authorize the replacement of damaged pavement panels in an amount not to exceed \$15,000.00. Mr. Knight also noted that, as discussed by Mr. Howard, final acceptance of Liberty Trails Phase 5 by the City of Fort Worth is anticipated in the near future and recommended that the Board give final acceptance of the phase at this time.

Next, Mr. Knight presented the following pay applications and change orders to the Board, noting that the District's Engineer has recommended approval of same:

- Pay Application No. 6 (Retainage) in the amount of \$51,534.40 from Stephenson Dirt Contracting, LLC ("Stephenson") under the grading improvements contract for Liberty Trails Phase 4.
- Pay Application No. 6 in the amount of \$34,884.00 from Stephenson under the grading improvements contract for Liberty Trails Phase 5.
- Pay Application No. 7 (Retainage) in the amount of \$27,606.96 from Stephenson under the grading improvements contract for Liberty Trails Phase 5.
- Change Order No. 1 in the amount of \$6,000.00 from Stephenson under the grading improvements contract for Liberty Trails Phase 5.
- Pay Application No. 8 in the amount of \$173,212.27 from Burnsco Construction, Inc. under the water, wastewater, and storm drainage improvements contract for Liberty Trails Phase 5.
- Pay Application No. 5 in the amount of \$25,885.04 from Gilco Contracting, Inc. ("Gilco") under the paving improvements contract for Liberty Trails Phase 5.
- Change Order No. 3 in the amount of \$6,492.64 from Gilco under the paving improvements contract for Liberty Trails Phase 5.

Following a discussion, Director O'Grady moved that the Board (i) authorize the advertisement for bids for grading of Lone Star at Liberty Trails Phase 1; (ii) authorize the replacement of damaged pavement panels in an amount not to exceed \$15,000.00; (iii) approve all pay applications as recommended by the District's Engineer; (iv) give final acceptance of

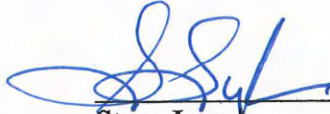
Liberty Trails Phase 5; and (v) approve the Engineer's report as presented. Director Lynch seconded said motion, which carried unanimously.

7. The Board next recognized Ms. Galindo, who presented to and reviewed with the Board copies of a bookkeeping report dated June 2, 2023, a copy of which is attached hereto as Exhibit "B". Following a discussion, Director Hyde moved that the Board (i) approve the bookkeeping report as presented; and (ii) authorize the payment of bills listed thereon. Director Knight seconded said motion, which carried unanimously.

There being no further business to conduct, Director Hyde moved that the meeting be adjourned, which motion was seconded by Director Knight and unanimously carried, whereupon the Board adjourned at 12:25 p.m. until further call.

[Signature page follows]

APPROVED AND ADOPTED this 7th day of July, 2023.



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

