

**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 July 7, 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
Waymon D. Hyde	Assistant Secretary

All members of the Board were present at the commencement of the meeting, 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”).

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

1. The Board opened the meeting to public communication or comment. At this time, Ms. Landiak reviewed an audit continuance letter from McCall Gibson Swedlund Barfoot PLLC (“Auditor”) confirming the intention of the Auditor to continue auditing services for 2023. Ms. Landiak noted that the letter is for informational purposes and no action is required by the Board. Hearing no additional public comment, the Board closed the public comment section of the meeting.

2. The Board next reviewed the Minutes from the June 2, 2023, Board of Directors meeting. Following a discussion, and upon motion by Director Hyde, seconded by Director O’Grady and unanimously carried, the Board approved the minutes as presented.

3. In the absence of a developer representative, the Board deferred action with regard to a developer’s report.

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

5. The Board next recognized Mr. Knight, who presented to and reviewed with the Board an Engineer's report dated July 7, 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 5 is entirely complete, formally accepted by all parties, and final retainage is requested to be paid to the final contractor today. Mr. Knight further reported that grading for the roughly 1000 lots in Lone Start at Liberty Trails Phases 1 and 2 will be underway following receipt of City of Fort Worth approval of the first design plans.

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

- Pay Application No. 6 in the amount of \$15,696.00 from Gilco Contracting, Inc. ("Gilco") under the paving improvements contract for Liberty Trails Phase 5.
- Pay Application No. 7 (Retainage) in the amount of \$123,410.27 from Gilco under the paving improvements contract for Liberty Trails Phase 5.

Following a discussion, Director Hyde 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 Rich seconded said motion, which carried unanimously.

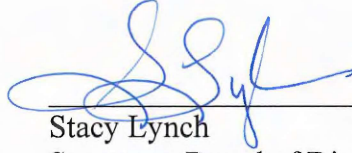
6. The Board next recognized Ms. Galindo, who presented to and reviewed with the Board copies of a bookkeeping report dated July 7, 2023, a copy of which is attached hereto as Exhibit "B". Following a discussion, Director Hyde moved that the Board (i) approve the bookkeeping report as presented; and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

7. Next, Ms. Landiak presented to and reviewed with the Board an Amended District Information Form, a copy of which is attached hereto as Exhibit "C". Ms. Landiak noted that an amendment is required due to legislative changes in the form of Notice to Purchaser attached to the District Information Form. Following a discussion, Director O'Grady moved that the Board (i) approve the Amended District Information Form as presented; and (ii) authorize the filing of same with the Texas Commission on Environmental Quality and Denton County. Director Lynch seconded said motion, which carried unanimously.

There being no further business to conduct, Director Lynch 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 4<sup>th</sup> day of August, 2023.



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

