

**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 special 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 November 10, 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; Mr. Sam Knight of Pape-Dawson Engineers, Inc. (“Engineer”); Mr. Henry Jeffries of D.R. Horton; and Mr. Brian Lopera of McCall Gibson Swedlund Barfoot PLLC.

The meeting was called to order at 12:04 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 October 12, 2023, Board of Directors meeting. Following a discussion, and upon motion by Director O’Grady, seconded by Director Knight and unanimously carried, the Board approved the minutes as presented.

3. The Board next recognized Mr. Jeffries, who updated the Board with regard to development within the District, reporting that Lone Star at Liberty Trails will be under construction within the next week and a half. 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 dated November 10, 2023, a copy of which is attached hereto as

Exhibit “A”. Mr. Knight updated the Board regarding engineering matters within the District, reporting that the City of Fort Worth has approved the preliminary plat for the first 1700 lots in the Lone Star development and the design for Phase 1A and 1B, representing roughly 600 lots, has also been approved. Next, Mr. Knight recommended award of the following contracts:

- Water, wastewater, and storm drainage improvements contract for Lone Star Phase 1A and 1B to Wright Construction Company, Inc. (“Wright”) in the total base bid amount of \$13,866,084.80.
- Paving improvements contract for Lone Star Phase 1A and 1B to Glenn Thurman, Inc. (“Thurman”) in the total base bid amount of \$7,611,908.80.

Following a discussion, Director Hyde moved that the Board (i) ratify and approve award of the water, wastewater, and storm drainage improvements contract for Lone Star Phase 1A and 1B to Wright as recommended by the District’s Engineer; (ii) ratify and approve award of the paving improvements contract for Lone Star Phase 1A and 1B to Thurman as recommended by the District’s Engineer; and (iii) approve the Engineer’s report as presented. Director Rich seconded said motion, which carried unanimously.

5. The Board next recognized Ms. Dye, who presented to and reviewed with the Board copies of a bookkeeping report dated November 10, 2023, a copy of which is attached hereto as Exhibit “B”. Following a discussion, Director Knight moved that the Board (i) approve the bookkeeping report as presented; (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 budgets as presented. Director O’Grady seconded said motion, which carried unanimously.

6. The Board next recognized Mr. Lopera, who presented to and reviewed with the Board the Agreed Upon Procedures (“AUP”) Report prepared by the Auditor in connection with reimbursements to be made from the District’s Unlimited Tax Road Bonds, Series 2023 (the “Series 2022 Road Bonds”). A copy of the AUP Report is attached hereto as Exhibit “C”. Upon motion by Director O’Grady, seconded by Director Knight and unanimously carried, the Board approved the AUP Report as presented, it being noted that the reimbursements detailed therein were included in the current bookkeeper’s report that would be presented for approval later in the meeting.

7. The Board continued to recognize Mr. Lopera, who presented to and reviewed with the Board a draft of the audit for the fiscal year ended July 31, 2023, a copy of which is attached hereto as Exhibit “D”. Following a discussion, Director Hyde moved that the Board (i) approve the audit as presented; and (ii) authorize the District’s auditor to file the same with the Texas Commission on Environmental Quality as required. 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 12:34 p.m. until further call.

[Signature page follows]

APPROVED AND ADOPTED this 1st day of December, 2023.



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

