

**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 February 6, 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. Steve Howard and Mr. Ben Clark of D.R. Horton.

The meeting was called to order at 12:11 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 January 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 aside from small delays from muddy conditions at the site, construction is progressing well and home sales are continuing in Liberty Trails Phase 4. 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.

4. The Board next considered a Petition for Addition of Lands into the District submitted by Double R DevCo, LLC, a copy of which is attached hereto as Exhibit “A”. Ms. Landiak reviewed the Petition with the Board, noting that the parcel to be considered for addition

4858-0625-1858v.1

is located wholly within the extraterritorial jurisdiction of Fort Worth, Texas, and that the City Council of Fort Worth consented to the inclusion of such lands in the District. The Board next considered an Order Adding Lands and Redefining and Correcting Boundaries, a copy of which is attached hereto as Exhibit “B”. Following a discussion, Director Rich moved that the Board (i) approve the addition of lands as described in the Petition for Addition; and (ii) adopt the Order pursuant to final review and approval by the District’s consultants. Director Lynch seconded said motion, which carried unanimously.

5. Consideration was next given to an Amended District Information Form, a copy of which is attached hereto as Exhibit “C”. Ms. Landiak noted that the form has been amended to show the redefined boundaries of the District. Following a discussion, Director Lynch 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 O’Grady seconded said motion, which carried unanimously.

6. The Board next recognized Mr. Howard, who presented to and reviewed with the Board an Engineer’s report prepared by Pape-Dawson Engineers, Inc. (“Engineer”) and dated February 6, 2023, a copy of which is attached hereto as Exhibit “D”. Mr. Howard 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:

- Pay Application No. 2 in the amount of \$918,850.50 from Gilco Contracting, Inc. under the Liberty Trails Phase 5 paving improvements contract.
- Change Order No. 1 in the amount of \$99,560.91 from Gilco Contracting, Inc. under the Liberty Trails Phase 5 paving improvements contract.

Mr. Howard noted that the change order is for increase materials costs from the time of contract award and is requested pursuant to the terms of the contract. Following a discussion, Director O’Grady moved that the Board (i) approve the pay application and change order as recommended by the District’s Engineer; and (ii) 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 February 6, 2023, a copy of which is attached hereto as Exhibit “E”. Following a discussion, Director Lynch 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 O’Grady 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 12:27 p.m. until further call.

*[Signature page follows]*

APPROVED AND ADOPTED this 3<sup>rd</sup> day of March, 2023.



/s/ Stacy Lynch

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