

**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 December 1, 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 with the exception of Director Lynch and Director Rich, thus constituting a quorum. Also present were Ms. Kathi Dye of Dye & Toverly, LLC (“Bookkeeper”); Ms. Sarah Landiak, attorney, and Ms. Amy Bieber, paralegal, each of Winstead PC; Mr. Sam Knight of Pape-Dawson Engineers, Inc. (“Engineer”); and Mr. Henry Jeffries of D.R. Horton.

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 November 10, 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 all homes are built in Liberty Trails Phase 5 and the final grading will be starting soon. Following a discussion, Director Knight moved that the Board approve the developer’s report as presented. Director Hyde 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 December 1, 2023, a copy of which is attached hereto as

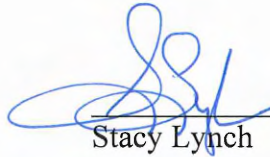
Exhibit “A”. Mr. Knight updated the Board regarding engineering matters within the District, reporting that the Engineer is working on design for Lone Star Phase 2, and that Phase 1 has been entirely approved by the City of Fort Worth and is awaiting final signature. Following a discussion, Director Hyde moved that the Board approve the Engineer’s report as presented. Director Knight 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 December 1, 2023, a copy of which is attached hereto as Exhibit “B”. Following a discussion, Director O’Grady 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 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 12:07 p.m. until further call.

[Signature page follows]

APPROVED AND ADOPTED this 5th day of January, 2023.



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

