

**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 April 3, 2026, 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 except for Director Lynch and Director Rich, thus constituting a quorum. Also present were Ms. Wendy Randall of Dye & Toverly, LLC (“Bookkeeper”); Ms. Taylor Elliott, attorney, and Ms. Linda J. Proctor, paralegal, each of Winstead PC; Mr. Kevin Murphy of Pape-Dawson Engineers, Inc. (“Engineer”); and Mr. Albert Arthur of D.R. Horton, developers of land within the District.

The meeting was called to order at 12:00 p.m.

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

2. The Board next reviewed the Minutes from the March 6, 2026, Board of Directors meeting. Following a discussion, and upon motion by Director Hyde, seconded by Director Knight and unanimously carried, the Board approved the minutes as presented.

3. The Board next recognized Ms. Elliott, who advised the Board that the District's Financial Advisor reviews tax exemptions on an annual basis, and the District's Financial Advisor is not recommending any tax exemptions at this time. Following a discussion, Director Hyde moved that the Board not approve any tax exemptions for the tax year 2026. Director O'Grady seconded the motion, which carried unanimously.

4. The Board next considered an Order Authorizing Application for Approval of Project and Utility Bond Issue by Texas Commission on Environmental Quality (“TCEQ”) and

Requesting Waivers, a copy of which is attached hereto as Exhibit "A". Ms. Elliott explained that this is the first step toward the District's next utility bond issuance and noted that the total amount requested for the issuance is not to exceed \$16,340,000.00. Following a discussion, Director Hyde moved that the Board adopt the Order as presented. Director Knight seconded said motion, which carried unanimously.

5. Ms. Elliott then informed the Board with respect to the Interlocal Cooperation Agreement for Fire Protection and Emergency Ambulance Services (the "ILA") by and between the District and Denton County that negotiations regarding certain provisions of the ILA are ongoing. The Board deferred approval of the ILA.

6. The Board next recognized Mr. Arthur, who reported to the Board that home sales are strong, and the Community Facilities Agreement for the next phase of development is pending. No formal action was taken by the Board.

7. The Board next recognized Mr. Murphy, who presented to and reviewed with the Board an Engineer's report dated April 3, 2026, a copy of which is attached hereto as Exhibit "B", and updated the Board regarding engineering matters within the District, reporting that the City approved the Lone Star Phase 2A construction plans, and City approval of the Lone Star Phase 2B construction plans is pending.

Mr. Murphy next presented bids received for the paving improvements contract, the street lights improvements contract, and the water, wastewater, and storm drainage improvements contract for Lone Star at Liberty Trails Phase 2A ("Item 6b.") Mr. Murphy recommended award to Gilco Contracting, Inc. ("Gilco"), the second lowest qualified bidder, for the Lone Star at Liberty Trails Phase 2A paving improvements contract, in the total base bid amount of \$1,502,786.40, for 40 working days. Mr. Murphy and Mr. Arthur advised the Board that they have worked with Gilco on other improvements in the District and that Gilco's completion timeline is five (5) days shorter than the lowest bidder's completion timeline. Ms. Elliott noted that this approval of the award to the second lowest bidder was contingent upon approval by the District's legal counsel.

Mr. Murphy next recommended award to (i) Independent Utility Construction, Inc. ("Independent"), the lowest qualified bidder, for the Lone Star at Liberty Trails Phase 2A street lights improvements contract, in the total base bid amount of \$340,136.88, for 45 working days; and (ii) Burnsco Construction, Inc. ("Burnsco"), the lowest qualified bidder, for the Lone Star at Liberty Trails Phase 2A water, wastewater, and storm drainage improvements contract, in the total base bid amount of \$2,786,974.00, for 95 working days.

Next, Mr. Murphy recommended approval of the following change orders and pay application:

- Change Order No. 7 in the amount of \$10,647.00 from Wright Construction Company ("Wright") under the water, wastewater, and storm drainage improvements contract for Lone Star at Liberty Trails Phase 1A.
- Change Order No. 10 in the amount of \$7,946.00 from Wright under the water, wastewater, and storm drainage improvements contract for Lone Star at Liberty Trails Phases 1A.

- Change Order No. 4 in the amount of \$33,509.00 from Wright under the water, wastewater, and storm drainage improvements contract for Lone Star at Liberty Trails Phases 1B.
- Pay Application No. 3 in the amount of \$119,371.32 from Wright under the off-site water main improvements contract for Lone Star Liberty Trails.

Following a discussion, Director Knight moved that the Board (i) approve the Engineer's report as presented, with the exception of item 6b. pertaining to the paving improvements contract; (ii) award the street lights improvements contract for Lone Star at Liberty Trails Phase 2A to Independent, as recommended by the District's Engineer; (iii) award the water, wastewater, and storm drainage improvements contract for Lone Star at Liberty Trails Phase 2A to Burnsco, as recommended by the District's Engineer; (iv) approve item 6b. pertaining to the paving improvements contract subject to review and approval by the District's counsel; and should the District's counsel determine that award to Gilco is not within the District's best interest from a legal perspective, the award for the paving improvements contract for Lone Star at Liberty Trails Phase 2A shall go to Glenn Thurman, Inc., the lowest qualified bidder, in the total base bid amount of \$1,480,178.05, for 45 calendar days; and (v) approve the pay application and change orders as recommended by the District's Engineer. Director Hyde seconded said motion, which carried unanimously.

8. The Board next recognized Ms. Randall, who presented to and reviewed with the Board copies of a Bookkeeper's report dated April 3, 2026, a copy of which is attached hereto as Exhibit "C". Following a discussion, Director Hyde moved that the Board (i) approve the Bookkeeper's report as presented; (ii) authorize the payment of bills listed thereon; and (iii) approve the investment of funds as recommended by the District's Bookkeeper. 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 12:29 p.m. until further call.

[Signature page follows]

APPROVED AND ADOPTED this 1st day of May, 2026.



~~Stacy Lynch, Secretary~~ GARRETT O'GRADY, PRESIDENT
Board of Directors
Brookfield Water Control and Improvement
District of Denton County