

MINUTES OF THE MEETING  
OF THE  
BOARD OF DIRECTORS

STATE OF TEXAS §

COUNTY OF DENTON §

SMILEY ROAD WATER CONTROL AND IMPROVEMENT DISTRICT NO. 1 §

The Board of Directors (the "Board") of Smiley Road Water Control and Improvement District No. 1 (the "District") met in regular session by audio conference, open to the public, on Wednesday, April 15, 2020 at 12:00 p.m.

Mr. Ross Martin, General and Bond Counsel for the District, announced that the Meeting would be conducted by audio conference to mitigate the spread of COVID-19. Mr. Martin confirmed that Meeting participants will observe guidance provided by the Texas Attorney General's office to suspend certain requirements of the Texas Open Meetings Act. Mr. Martin next stated that (i) Notice of the Meeting was given in accordance with Chapter 551, Government Code, and Chapter 49, Texas Water Code, as amended by the Governor's order and Attorney General's guidance; (ii) the Meeting is being conducted in a transparent and accessible manner; (iii) Meeting packets were distributed to all participants, and made available to the public; and (iv) the Meeting will be recorded, and available for electronic distribution upon request.

The roll was called of the members of the Board to-wit:

Shane Jordan	President
Michael Cummings	Vice President
James Robert Douglas, III	Secretary
Renee Funderburgh	Assistant Secretary
Michelle Crossland Meeks	Treasurer/Assistant Secretary

Also participating were: Mr. Scott Norris of Tomlin Investments, Ms. Karena Hauter, P.E. of BGE Inc.; Ms. Kathleen Martinez of Dye & Toverly, LLC; and Mr. Ross Martin, attorney, and Ms. Genny Lutzel, paralegal of Winstead PC.

1. Call to Order. The meeting was called to order at 12:05 pm.
2. Public Communication and Comment. Mr. Martin opened the meeting for public communication and comment. Hearing none, Director Cummings moved that the Board close the public communication and comment session of the meeting. Director Jordan seconded said motion, which carried unanimously.
3. Minutes of March 18, 2020, Board of Directors Meeting. Following a discussion, Director Funderburgh moved that the Board approve the Minutes of the March 18, 2020, Board of Directors Meeting. Director Douglas seconded said motion, which carried unanimously.

4. Engineer's Report. Ms. Hauter reviewed with the Board copies of an Engineer's Report prepared by BGE, Inc., a copy of which is attached hereto as Exhibit "A". Ms. Hauter next summarized the status of projects currently underway within the District, including construction of model homes, and an amenity center.

Ms. Hauter next reviewed with the Board copies of Pay Estimate No. 16 in the amount of \$13,310,283.63 from L.H. Lacy Company, Ltd. for construction of Green Meadows, Phase 1 Earthwork, Sanitary Sewer, Water, Drainage and Paving Improvements. Following a discussion, Director Jordan moved that the Board approve (i) Pay Estimate No. 16 in the amount of \$13,310,283.63; and (ii) accept the Engineer's Report. Director Cummings seconded said motion, which carried unanimously.

5. Developer's Report. Mr. Norris discussed with the Board a proposed agreement with the City of Celina for the provision of patrol and emergency services. Next, Mr. Norris briefed the Board on construction projects within Phases 1A, and 1B, and paving improvements. No formal action was taken by the Board.

6. Bookkeeper's Report. Ms. Martinez reviewed with the Board copies of a Bookkeeper's Report dated April 15, 2020, a copy of which is attached hereto as Exhibit "B". Mr. Martin discussed the matter with the Board, noting that pursuant to Section 49.151(a) Texas Water Code, the Board of Directors typically disburses funds by checks, draft, order, or other instruments signed by a majority of the Directors. Next, Mr. Martin stated that due to the current suspension of in-person meetings of political subdivisions such as the District, the Board may elect to authorize the bookkeeper to sign disbursements. Following a discussion, Director Cummings moved that the Board (i) approve the bookkeeper's report; (ii) pay the bills listed thereon; and authorize the bookkeeper to sign disbursements on behalf of the Board of Directors of the District, noting that said authorization would terminate upon motion of the Board when the declared State of Disaster ceases. Director Funderburgh seconded said motion, which carried unanimously.

7. Tentative date for next meeting. Upon motion duly made, seconded and unanimously carried, the Board elected to schedule the next Board meeting for Wednesday, May 20, 2020, at 12:00 noon, or until further call.

There being no further business to conduct, the meeting was adjourned at 12:20 p.m., and until further call.

APPROVED AND ADOPTED this 13th day of May, 2020.



/s/ Renee Funderburgh  
Assistant Secretary