MINUTES OF THE MEETING
OF THE
BOARD OF DIRECTORS

THE STATE OF TEXAS §

COUNTY OF DENTON §

SMILEY ROAD WATER CONTROL AND IMPROVEMENT DISTRICT NO. 2 §

The Board of Directors (the "Board" or the "Board of Directors") of Smiley Road Water Control and Improvement District No. 2 (also sometimes referred to herein as the "District") met in special session, open to the public, at 2595 Dallas Parkway, Suite 101, Frisco, Texas 75034, an office outside the boundaries of the District, on Wednesday, September 6, 2023, at 1:00 p.m., and the roll was called of the members of the Board to-wit:

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

Julie Fernandez	President
Vacant	Vice President
Leslie P. Toomay	Secretary
Lawrence A. Cates	Assistant Secretary
John R. Teltschik	Assistant Secretary

All members of the Board were present at the commencement of the meeting with the exception of Director Toomay, thus constituting a quorum. All Directors present voted on all agenda items that came before the Board. Also present were Mr. Scott Norris of Tomlin Investments; Mr. Teague Griffin of Brown & Griffin, Mr. Bryant Caswell, P.E. and Ms. McKenna Gaddis, P.E. of BGE, Inc.; and Mr. Scott Eidman, attorney, and Ms. Genny Lutzel, paralegal of Winstead PC.

1. Call to Order. The meeting was called to order at 1:02 p.m., and evidence was presented that public notice of such meeting had been given as required by law.

2. Public Comments and Communications. After noting that there were no members of the public present at the meeting, Director Teltschik moved that the Board close the public comment session of the agenda. Director Cates seconded said motion, which carried unanimously.

3. Minutes of April 14, 2022 Board Meeting. Following a discussion, Director Teltschik moved that the Board approve the Minutes of the April 14, 2022 Board of Directors meeting, as presented. Director Fernandez seconded said motion, which carried unanimously.

4. Engineer's Report. No formal report was heard.

5. Developer's Report. Mr. Griffin was recognized by the Board and generally discussed future plans for development. No formal action was taken by the Board.

6. Ratify and approve Reimbursement and Assignment Agreements. No formal action was taken by the Board.

7. Ratify and approve Interlocal Cooperation Agreement for Fire Protection Services ("ILA"). Mr. Norris discussed the status of the ILA with the City of Celina, Texas ("City"). Following a discussion, Director Fernandez moved that the Board ratify and approve same. Director Cates seconded said motion, which carried unanimously.

8. Ratify and approve Fourth and Fifth Amendments to Development Agreement. Mr. Norris and Mr. Eidman discussed the amendments with the Board, noting that the City has approved both instruments. Following a discussion, Director Fernandez moved that the Board ratify and approve the Fourth and Fifth Amendments to the Development Agreement with the City. Director Cates seconded said motion, which carried unanimously.

9. Bookkeeper's Report. Ms. Chastain presented to and reviewed with the Board copies of a bookkeeper's report, and updated list of depositories prepared by Dye & Tovery, LLC, copies of which are attached hereto as Exhibit "A". Following a discussion, Director Cates moved that the Board (i) approve the bookkeeper's report as presented; (ii) authorize payment of bills presented by checks drawn on the District's accounts as listed thereon; and adopt the updated list of depositories. Director Teltschik seconded said motion, which carried unanimously.

10. Insurance Policy Renewal. Mr. Eidman presented to and reviewed with the Board renewal policies for the District. Following a discussion, Director Cates moved that the Board approve the renewal with include additional coverages for general liability. Director Teltschik seconded said motion, which carried unanimously.

There being no further business to conduct, Director Teltschik moved that the meeting be adjourned at 1:10 p.m. Director Cates seconded said motion, which carried unanimously. The Board adjourned until further call.

APPROVED AND ADOPTED this 18th day of October, 2023.

Secretary

(DISTRICT SEAL)