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") 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 Tuesday, January 21, 2025, at 8:00 a.m., and the roll was called of the members of the Board to-wit:

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Julie Fernandez	President
Linda Baker	Vice President
Britt Dean	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 Baker. All Directors present voted on all agenda items that came before the Board. Also present were Mr. Scott Norris; Ms. McKenna Gaddis, P.E. and Mr. Bryant Caswell, P.E. of BGE, Inc.; Ms. Brandi Galindo of Dye & Tovery, LLC, the District's Bookkeeper; and Ms. Sarah Landiak and Ms. Genny Lutzel, Paralegal, of Winstead PC, the District's Attorneys.

1. Call to Order. The meeting was called to order at 8:07 a.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 Cates moved that the Board close the public comment session of the agenda. Director Fernandez seconded said motion, which carried unanimously.

3. Minutes of December 17, 2024 Board Meeting. Following a discussion, Director Fernandez moved that the Board approve the Minutes of the December 17, 2024 Board of Directors meeting, as presented. Director Cates seconded said motion, which carried unanimously.

4. Engineer's Report. Ms. Gaddis presented to and reviewed with the Board copies of an Engineer's Report prepared by BGE, Inc., a copy of which is attached hereto as Exhibit "A". Mr. Caswell provided an update on work performed by Mario Sinacola & Sons Excavating, Inc. for Green Meadows Five Infrastructure Projects. Next, the Board reviewed pay applications from Mario Sinacola & Sons Excavating, Inc.: (i) Pay Application No. 2 in the amount of $905,973.30; and (ii) Pay Application No. 3 in the amount of $1,009,962.00. Following a discussion, Director

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Teltschik moved that the Board approve the Engineer's Report, and Pay Application Nos. 2 and 3, as presented. Director Fernandez seconded said motion, which carried unanimously.

5. Developer's Report. The Board heard an update from the developer. Next, the Board and meeting attendees reviewed drone footage of construction and development currently underway within the District. No formal action was taken by the Board.

6. The Board deferred action on the review and approval of an Amended and Restated Reimbursement Agreement.

7. Bookkeeper's Report. Ms. Galindo presented to and reviewed with the Board copies of a Bookkeeper's Report, a copy of which is attached hereto as Exhibit "B". Following a discussion, Director Fernandez moved that the Board: (i) approve the Bookkeeper's Report as presented; and (ii) authorize payment of bills presented by checks drawn on the District's accounts as listed thereon. Director Cates seconded said motion, which carried unanimously.

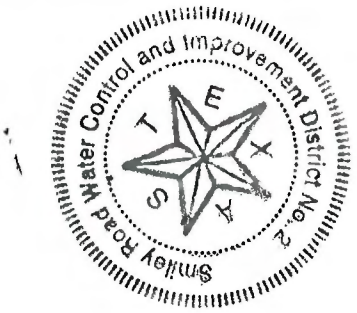
8. Consideration was next given to the adoption of an Order Adopting an Investment Policy and Appointing an Investment Officer, a copy of which is attached hereto as Exhibit "C". Following a discussion, Director Teltschik moved that the Board adopt said Order. Director Cates seconded said motion, which carried unanimously.

9. Consideration was next given to the adoption of a Resolution Adopting Prevailing Wage Rate Scale for Construction Workers, a copy of which is attached hereto as Exhibit "D". Following a discussion, Director Teltschik moved that the Board adopt said resolution. Director Cates seconded said motion, which carried unanimously.

10. Consideration was next given to the adoption of a Resolution Designating Depositories and Establishing Investment Accounts for Deposit of District Funds, a copy of which is attached hereto as Exhibit "E". Ms. Galindo reviewed the proposed updates to financial institutions with the Board. Following a discussion, Director Cates moved that the Board adopt said resolution. Director Teltschik seconded said motion, which carried unanimously.

There being no further business to conduct, Director Fernandez moved that the meeting be adjourned at 8:37 a.m. Director Cates seconded said motion, which carried unanimously. The Board adjourned until further call.

APPROVED AND ADOPTED this 18th day of February, 2025.

Secretary

(DISTRICT SEAL)