

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 regular session, open to the public, at 2595 Dallas Parkway, Suite 101, Frisco, Texas 75034, an office outside the boundaries of the District, on Tuesday, May 19, 2026, at 8:15 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
Vacant	Assistant Secretary

All members of the Board were present. Also present were Mr. Scott Norris of Land Advisors, Ltd.; Mr. Jason Frey, P.E. and Mr. Adam Claycombe, P.E. of BGE, Inc.; Ms. Brandi Galindo of Dye & Toverly, LLC, the District's Bookkeeper; Ms. Darsey Norton, attorney, and Ms. Genny Lutzell, paralegal, of Winstead PC.

1. The meeting was called to order at 8:16 a.m., and evidence was presented that public notice of such meeting had been given as required by law.

2. Consideration was next given to public comments and communications. Hearing none, Director Fernandez moved that the Board close the public comment session of the meeting. Director Cates seconded said motion, which carried unanimously.

3. Consideration was next given to the receipt of Statement of Officer and Oath of Office forms from newly-elected Directors. Following a discussion, Director Fernandez moved that the Board acknowledge receipt of same. Director Cates seconded said motion, which carried unanimously.

4. Consideration was next given to the reorganization of the Board of Directors. No formal action was taken by the Board.

5. Consideration was next given to the review and approval of the Minutes of the April 21, 2026 Board of Directors meeting. Following a discussion, Director Cates moved that

the Board approve the minutes as transcribed. Director Fernandez seconded said motion, which carried unanimously.

6. Consideration was next given to the Engineer's Report, a copy of which is attached hereto as Exhibit "A". Mr. Frey summarized construction projects within the District. The Board next reviewed the following pay applications:

- Green Meadows Tract 3A and Carey Road Phase Two, Paving Improvements
Pay Application No. 8 from RPM xConstruction, LLC in the amount of \$22,563.00;
and
Pay Application No. 6 from DeLeon Excavating, LLC in the amount of \$9,450.00.
- Green Meadows Master Infrastructure Hardscape Improvements
Pay Application No. 2 from Waterton Construction Group, LLC in the amount of \$78,803.26; and
Pay Application No. 2 from Superscapes, Inc. in the amount of \$358,304.83.
- Green Meadows Tract 4A Earthwork Improvements
Pay Application No. 3 from De Leon Excavating, LLC in the amount of \$376,122.29.
- Green Meadows Tract 5 Utility Improvements
Pay Application No. 7 from Interstate Pipeline Utility Construction, LLC in the amount of \$140,105.80.
- Green Meadows Tract 9A Utility Improvements
Pay Application No. 3 from Blue Star Materials II, LLC DBA AHR Texas in the amount of \$434,446.65.
- Green Meadows Tract 4A Utility Improvements
Pay Application No. 1 from Blue Star Materials, II, LLC DBA AHR in the amount of \$444,757.50.
- Green Meadows Tract 7 and 8, Phase 1 – Grading Improvements
Pay Application No. 4 from De Leon Excavating and Spiars Engineering in the amount of \$127,518.77; and
Pay Application No. 5 from De Leon Excavating and Spiars Engineering in the amount of \$62,008.36.

The Board next reviewed the following change orders:

- Green Meadows Five Infrastructure Projects – Mario Sinicola & Sons Excavating, Inc.

Change Order No. 9 in the amount of \$50,000.00 (non-reimbursable developer direct pay) for mobilization, pavement demo and haul off and installation of flex base and concrete;

Change Order No. 10 in the amount of \$44,802.30 (reimbursable – required punch list items by City of Celina); mobilization, paint, flexamat, signage and revisions;

Change Order No. 11 in the amount of \$42,625.00 (reimbursable – required punch list item by Mustang); adjustment of existing sanitary sewer manholes;

Change Order No. 12 in the amount of \$6,500.00 (reimbursable); installation of metal grate at Punk Carter; and

Change Order No. 13 in the amount of \$109,290.00 (reimbursable – amount to be determined by percentage of flow to pond) – Lines E, D and Z backfill and gabion mattresses.

- Green Meadows Tract 5 Utility Improvements (Interstate Pipeline Utility Construction LLC)

Change Order No. 3 in the amount of (\$4,305.66) and (\$12,000) for spray liner and \$7,694.34 increase for existing water valve relocation (reimbursable);

Change Order No. 3 from DeLeon Excavating LLC \$15,090.00 (loading and removal of franchise spoils – non reimbursable, developer direct pay); and

Change Order No. 4 in the amount of (\$77,610.00) for Green Meadows Tract 3A and Carey Road Phase 2 earthwork improvements and (\$88,110.00) for stapled pod. \$10,500 increase for mobilization and Cary Road spoils removal (non reimbursable).

7. Consideration was next given to an Order Calling Public Hearing on Exclusion of Land, a copy of which is attached hereto as Exhibit “B”. Ms. Norton explained that the developer has indicated that a petition is forthcoming and that it would be appropriate at this time to call and publish notice of a hearing to consider the exclusion. Following a discussion, Director Baker moved that the Board (i) call a public hearing at 8:15 a.m. on Tuesday, June 16, 2026 at BGE, Inc., 2595 Dallas Parkway, Suite 101, Frisco, Texas 75034; (ii) approve the Order as presented; and (iii) authorize publication of notice of said hearing as required by law. Director Dean seconded said motion, which carried unanimously.

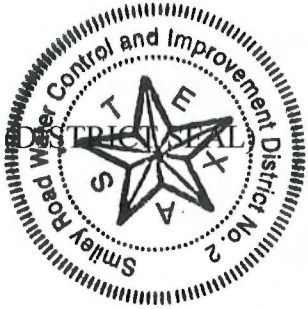
8. Consideration was next given to the developer’s report. No formal report was heard.

9. Consideration was next given to conveyance of easements and the taking of any action in connection therewith. Ms. Norton reviewed with the Board (i) a draft Electric Line Easement and Right of Way instrument granting Denton County Electric Cooperative, Inc. (d/b/a CoServe Electric) access to District Property for the provision of electric service, a copy of which is attached hereto as Exhibit "C"; and (ii) a draft Facilities and Access Easement Agreement by and between the District and Maverick Infrastructure II, LLC to provide access to certain utility facilities, a copy of which is attached hereto as Exhibit "D". Following a discussion, Director Cates moved that the Board approve both instruments as presented. Director Fernandez seconded said motion, which carried unanimously.

10. 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 "E". Following a discussion, Director Cates 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 Fernandez seconded said motion, which carried unanimously.

There being no further business to conduct, Director Dean moved that the meeting be adjourned at 9:48 a.m. Director Fernandez seconded said motion, which carried unanimously. The Board adjourned until further call.

APPROVED AND ADOPTED this 16th day of June, 2026.



Secretary