

**MINUTES OF MEETING  
OF THE BOARD OF DIRECTORS**

THE STATE OF TEXAS §

COUNTY OF JOHNSON §

JOSHUA FARMS MUNICIPAL MANAGEMENT DISTRICT NO. 2 §

The Board of Directors (the "Board" or the "Board of Directors") of Joshua Farms Municipal Management District No. 2 (also sometimes referred to herein as the "District") met in special session, open to the public, at 1460 Main Street, Suite 200, Southlake, Texas, on October 24, 2023, and the roll was called of the members of the Board to-wit:

Perry Moore	President
Justin Flynt	Vice President
Dylan Cyr	Secretary
David Rex	Assistant Secretary
Ross B. Gatlin	Assistant Secretary

All members of the Board were present at the commencement of the meeting with the exception of Director Flint and Director Gatlin, thus constituting a quorum. Also present were: Mr. Ross Martin, attorney, and Ms. Amy Bieber, paralegal, each of Winstead PC, attorneys for the District; Mr. Bret Pedigo and Mr. Bobby Harrell of Terra Manna, LLC; Mr. Tom Dayton of Johnson Volk Consulting ("Volk"); Ms. Kathi Dye of Dye & Toverly, LLC ("Bookkeeper"); Mr. Devon Whitlock of Robert W. Baird & Co.; and Ms. Tiffany Moore of Inframark, LLC.

The meeting was called to order at 4:14 p.m.

1. The Board first called for public communications or comment. Hearing none, Director Rex moved that the Board close the public comment session of the agenda. Director Cyr seconded said motion, which carried unanimously.

2. The Board next confirmed receipt of the minutes of the July 6, 2023, Board of Directors meeting. Following a discussion, Director Rex moved that the Board approve the minutes as transcribed. Director Cyr seconded said motion, which carried unanimously.

3. The Board continued to recognize Mr. Pedigo, who updated the Board with regard to development within the District. Mr. Pedigo updated the Board with regard to lot purchases by homebuilders, noting that Chesmar will take down an additional 8 lots in Phase 1C on November 2, and reported that hardscaping and landscaping in Phase 1C will be complete in mid-November. No formal action was taken by the Board.

4. The Board next considered a qualified maintenance agreement by and between the District and the Silo Mills Homeowners Association for maintenance of District-owned improvements, a copy of which is attached hereto as Exhibit "A". Following a discussion, Director Rex moved that the Board approve the conveyances as presented. Director Cyr seconded said motion, which carried unanimously.

5. The Board next considered a conveyance of open space lots from the developer to the District, a copy of which is attached hereto as Exhibit “B”. Following a discussion, Director Rex moved that the Board approve the conveyances as presented. Director Cyr seconded said motion, which carried unanimously.

6. The Board next recognized Ms. Moore, who presented to and reviewed with the Board an operating report dated July, August, and September 2023, a copy of which is attached hereto as Exhibit “C”. Ms. Moore reported that wastewater is still being removed by pump-and-haul, but that the wastewater treatment plant should be operational in the near future. Following a discussion, Director Rex moved that the Board approve the Operator’s report as presented. Director Cyr seconded said motion, which carried unanimously.

7. The Board next recognized Mr. Dayton, who presented to and reviewed with the Board an Engineer’s report dated October 24, 2023, a copy of which is attached hereto as Exhibit “D”, and updated the Board with regard to engineering matters within the District. Mr. Dayton reported that as Silo Mills Phase 1C is complete and accepted by all other interested parties, it would be timely and appropriate for the Board to also accept completion of Phase 1C. Next, Mr. Dayton recommended approval of the following pay applications and change order:

- Pay Application No. 2 from Glenn Thurman, Inc. (“Thurman”) in the amount of \$17,200.58 under the paving improvements contract for Silo Mills Phase 1C.2.
- Pay Application No. 3 from Thurman in the amount of \$81,104.94 under the paving improvements contract for Silo Mills Phase 1C.2.
- Pay Application No. 2 from SOI Group, Inc. (“SOI”) in the amount of \$37,327.50 under the hardscaping improvements contract for Silo Mills.
- Pay Application No. 3 from SOI in the amount of \$279,396.04 under the hardscaping improvements contract for Silo Mills.
- Pay Application No. 4 from SOI in the amount of \$201,057.66 under the amenity center improvements contract for Silo Mills.
- Invoice #964 from KIK Underground, LLC, in the amount of \$72,262.30 under the sanitary sewer utility services.
- Invoice No. 157644 from Alpha Testing, LLC (“Alpha”) in the amount of \$811.25 under the materials testing contract for Silo Mills Phase 1C.
- Invoice No. 158696 from Alpha in the amount of \$2,001.66 under the materials testing contract for Silo Mills Phase 1C.
- Pay Application No. 8 from Southwest Erosion Control, Inc. (“Southwest”) in the amount of \$18,833.44 under the erosion control contract for Silo Mills Phases 1A and 1B.
- Pay Application No. 3 from Southwest in the amount of \$1,877.38 under the erosion control contract for offsite improvements.
- Pay Application No. 1 from YTL, Inc. (“YTL”) in the amount of \$94,679.60 under the landscaping and irrigation improvements contract for Silo Mills Phase 1A, 1B, master infrastructure, Silo Mills Parkway, and Godley ISD.
- Invoice No. 160812 from Alpha in the amount of \$762.94 under the materials testing contract for Silo Mills Phase 1C.
- Invoice No. 159742 from Alpha in the amount of \$420.13 under the materials testing contract for Silo Mills Phase 1C.

- Invoice No. 000035 from Southern Land Specialist in the amount of \$2,000.00 under the rock and dirt hauling contract for Silo Mill Phase 1A, 1B, and master infrastructure.
- Pay Application No. 4 from Burnsco Construction, Inc. (“Burnsco”) in the amount of \$9,303.08 under the water, wastewater, and storm drainage improvements contract for Silo Mills Phase 1C.2.
- Pay Application No. 5 from Burnsco in the amount of \$14,672.25 under the water, wastewater, and storm drainage improvements contract for Silo Mills Phase 1C.2.
- Pay Application No. 6 from Burnsco in the amount of \$21,308.03 under the water, wastewater, and storm drainage improvements contract for Silo Mills Phase 1C.2.
- Pay Application for retainage from FCS Construction, LP (“FCS”) in the amount of \$61,776.26 under the grading improvements contract for Silo Mills Phase 1C.
- Invoice No. 011058 from FCS in the amount of \$21,350.00 under the grading improvements contract for Silo Mills master infrastructure.
- Pay Application No. 4 from Thurman in the amount of \$15,435.00 under the paving improvements contract for Silo Mills Phase 1C.2.
- Pay Application No. 5 from Thurman in the amount of \$12,867.84 under the paving improvements contract for Silo Mills Phase 1C.2.
- Invoice No. 112267 from Merit Professional Services (“Merit”) in the amount of \$325.00 under the storm water compliance inspection contract for Silo Mills.
- Invoice No. 113029 from Merit in the amount of \$325.00 under the storm water compliance inspection contract for Silo Mills.
- Invoice No. 2337 from Shield Site Services in the amount of \$3,116.79 under the erosion control contract for Silo Mills Phase 1C.
- Pay Application No. 4 from SOI in the amount of \$180,862.98 under the hardscaping improvements contract for Silo Mills.
- Pay Application No. 5(REV) from SOI in the amount of \$1,543.50 under the hardscaping improvements contract for Silo Mills.
- Pay Application No. 6 from SOI in the amount of \$220,630.86 under the amenity center improvements contract for Silo Mills.
- Pay Application No. 1 from SOI in the amount of \$76,919.65 under the landscaping improvements contract for Silo Mills.
- Pay Application No. 2 from YTL in the amount of \$49,944.23 under the landscaping and irrigation improvements contract for Silo Mills Phase 1A, 1B, master infrastructure, Silo Mills Parkway, and Godley ISD.
- Pay Application No. 3 from YTL in the amount of \$96,321.05 under the landscaping and irrigation improvements contract for Silo Mills Phase 1A, 1B, master infrastructure, Silo Mills Parkway, and Godley ISD.
- Change Order No. 13900 and Invoice No. 62567 from Alterra Services, LLC in the amount of \$29,200.00 under the excavation improvements contract for the pond pavilion.

Following a discussion, Director Rex moved that the Board (i) finally accept Silo Mills Phase 1C as recommended by the District’s Engineer; (ii) approve all pay applications and the

change order as recommended by the District's Engineer; and (iii) approve the Engineer's report prepared as presented. Director Cyr seconded said motion, which carried unanimously.

8. The Board next recognized Ms. Dye, who presented to and reviewed with the Board copies of a bookkeeping report dated October 24, 2023, a copy of which is attached hereto as Exhibit "E". Following a discussion, Director Rex moved that the Board (i) approve the bookkeeping report; and (ii) authorize the payment of bills listed thereon. Director Cyr seconded said motion, which carried unanimously.

9. The Board next considered a Resolution Establishing District's Regular Meeting Date, a copy of which is attached hereto as Exhibit "F". Following a discussion, Director Rex moved that the Board (i) establish the 4<sup>th</sup> Tuesday of the month at 4:00 p.m. as the District's regular meeting date; and (ii) adopt the resolution as presented. Director Cyr seconded said motion, which carried unanimously.

There being no further business to conduct, Director Rex moved that the meeting be adjourned, which motion was seconded by Director Cyr, and unanimously carried, and the Board adjourned at 4:30 p.m. until further call.

*[Signature page follows]*

APPROVED AND ADOPTED this 23rd day of April, 2024.



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Dylan Cyr, Secretary  
Board of Directors  
Joshua Farms Municipal Management District No. 2

(DISTRICT SEAL)

