

**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 April 23, 2024, 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 Rex and Director Gatlin, thus constituting a quorum. Also present were: Mr. Ross Martin, attorney, and Ms. Melisa Montague, 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. Kathleen Martinez of Dye & Toverly, LLC ("Bookkeeper"); Mr. Devon Whitlock of Robert W. Baird & Co.; and Mr. Danny Armstrong of Enprotec/Hibbs & Todd, Inc. ("Operator").

The meeting was called to order at 4:07 p.m.

1. The Board first called for public communications or comment. Hearing none, Director Moore 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 October 24, 2023, Board of Directors meeting. Following a discussion, Director Flynt moved that the Board approve the minutes as transcribed. Director Cyr seconded said motion, which carried unanimously.

3. The Board recognized Mr. Pedigo, who updated the Board with regard to development within the District. Mr. Pedigo reported that the amenity center should be complete by Memorial Day and updated the Board with regard to home sales within the development. No formal action was taken by the Board.

4. Next, the Board recognized Mr. Armstrong, who introduced himself and EHT, and it was noted that EHT has replaced Inframark, LLC, as operator for the District following the termination of Inframark, LLC, pursuant to the termination clauses in Inframark's agreement with the District. Next, Mr. Martin presented to and reviewed with the Board a Professional Services Agreement by and between the District and EHT, a copy of which is attached hereto as

Exhibit “A”. Following a discussion, Director Flynt moved that the Board (i) ratify the termination of Inframark, LLC, as Operator for the District; and (ii) approve the Professional Services Agreement as presented. Director Cyr seconded said motion, which carried unanimously.

5. The Board next recognized Mr. Armstrong, who presented to and reviewed with the Board a wastewater report dated March 2024, a copy of which is attached hereto as Exhibit “B”, reporting that the wastewater treatment plant is running well. Following a discussion, Director Flynt moved that the Board approve the Operator’s report as presented. Director Cyr seconded said motion, which carried unanimously.

6. The Board next recognized Mr. Dayton, who presented to and reviewed with the Board an Engineer’s report dated April 23, 2024, a copy of which is attached hereto as Exhibit “C”, and updated the Board with regard to engineering matters within the District. Next, Mr. Dayton recommended approval of the following pay applications and change orders:

- Invoice No. 161920 from Alpha Testing, LLC, in the amount of \$496.50 under the materials testing contract for Silo Mills Phase 1C.
- Invoice No. 000039 from Southern Land Specialist in the amount of \$950.00 for roundabout grading improvements for the Silo Mills development.
- Invoice No. SW095723 from CrossRoads in the amount of \$1,025.00 for traffic device repairs in the Silo Mills development.
- Pay Application for retainage from FCS Construction, LP, in the amount of \$3,627.01 under the grading improvements contract for Silo Mills Phase 1C.
- Pay Application No. 3 from Glenn Thurman, Inc. (“Thurman”) in the amount of \$3,627.01 under the paving improvements contract for Silo Mills Phase 1C.2.
- Invoice No. 34090-8094 from Illuminations by Greenlee in the amount of \$5,875.21 under the landscaping improvements contract for the Silo Mills development.
- Invoice No. INV00812 from Johnson County Special Utility District in the amount of \$187.40 for inspections fees for Silo Mills Phase 1C.2.
- Invoice No. 110874 from Lyness Construction LP in the amount of \$11,140.14 for sewer cleanouts.
- Invoice No. 115260 from Merit Professional Services (“Merit”) in the amount of \$325.00 under the storm water compliance inspection contract for Silo Mills.
- Invoice No. 114258 from Merit in the amount of \$325.00 under the storm water compliance inspection contract for Silo Mills.
- Invoice No. 111513 from Merit in the amount of \$325.00 under the storm water compliance inspection contract for Silo Mills.
- Invoice No. 113753 from Merit in the amount of \$325.00 under the storm water compliance inspection contract for Silo Mills.
- Invoice No. 115817 from Merit in the amount of \$325.00 under the storm water compliance inspection contract for Silo Mills.
- Invoice No. 117576 from Merit in the amount of \$325.00 under the storm water compliance inspection contract for Silo Mills.
- Invoice No. 2023-0918 from Prairielands Groundwater Conservation District in the amount of \$9,196.00 for operating permit fees.

- Pay Application No. 6 from SOI Group, Inc. (“SOI”) in the amount of \$362,578.05 under the hardscaping improvements contract for Silo Mills.
- Pay Application No. 7 from SOI in the amount of \$31,140.00 under the hardscaping improvements contract for Silo Mills.
- Pay Application No. 8 from SOI in the amount of \$168,781.50 under the hardscaping improvements contract for Silo Mills.
- Pay Application No. 9 from SOI in the amount of \$4,086.00 under the hardscaping improvements contract for Silo Mills.
- Pay Application No. 10 from SOI in the amount of \$29,766.60 under the hardscaping improvements contract for Silo Mills.
- Pay Application No. 11 from SOI in the amount of \$15,507.00 under the hardscaping improvements contract for Silo Mills.
- Pay Application No. 2RET from SOI in the amount of \$15,000.31 under the landscaping improvements contract for Silo Mills.
- Pay Application No. 4 from YTL, Inc. (“YTL”) in the amount of \$390,130.64 under the landscaping and irrigation improvements contract for Silo Mills Phase 1A, 1B, master infrastructure, Silo Mills Parkway, and Godley ISD.
- Pay Application No. 5 from YTL in the amount of \$17,492.64 under the landscaping and irrigation improvements contract for Silo Mills Phase 1A, 1B, master infrastructure, Silo Mills Parkway, and Godley ISD.
- Pay Application No. 6 from YTL in the amount of \$39,241.91 under the landscaping and irrigation improvements contract for Silo Mills Phase 1A, 1B, master infrastructure, Silo Mills Parkway, and Godley ISD.
- Pay Application No. 7 from YTL in the amount of \$40,091.02 under the landscaping and irrigation improvements contract for Silo Mills Phase 1A, 1B, master infrastructure, Silo Mills Parkway, and Godley ISD.
- Pay Application No. 8 from YTL in the amount of \$28,777.50 under the landscaping and irrigation improvements contract for Silo Mills Phase 1A, 1B, master infrastructure, Silo Mills Parkway, and Godley ISD.
- Change Order No. 1 from Thurman in the amount of \$6,700.00 under the paving improvements contract for Silo Mills Phase 1C.2.
- Change Order No. 1 from YTL in the amount of \$7,058.54 under the landscaping and irrigation improvements contract for Silo Mills Phase 1A, 1B, master infrastructure, Silo Mills Parkway, and Godley ISD.
- Change Order No. 2 from YTL in the amount of \$25,237.24 under the landscaping and irrigation improvements contract for Silo Mills Phase 1A, 1B, master infrastructure, Silo Mills Parkway, and Godley ISD.
- Change Order No. 3 from YTL in the amount of \$2,400.00 under the landscaping and irrigation improvements contract for Silo Mills Phase 1A, 1B, master infrastructure, Silo Mills Parkway, and Godley ISD.

Following a discussion, Director Flynt moved that the Board (i) approve all pay applications and change orders as recommended by the District’s Engineer; and (ii) approve the Engineer’s report prepared as presented. Director Cyr seconded said motion, which carried unanimously.

7. The Board next recognized Ms. Martinez, who presented to and reviewed with the Board copies of a bookkeeping report dated April 23, 2024, a copy of which is attached hereto as Exhibit “D”. Next, the Board next considered a District Order regarding release of maintenance and operations funds from Wilmington Trust, N.A. (“Trustee”) to the District, a copy of which is attached hereto as Exhibit “E”. Mr. Martin explained that the Trustee is designated to hold and distribute proceeds from the Joshua Farms Municipal Management District No. 1’s 2023 bond issuance; however, maintenance and operations funds that were not proceeds of the bonds were distributed to the Trustee and should have been distributed to the District and the Trustee is requiring a formal order of the Board in order to release those funds to the District. Following a discussion, Director Flynt moved that the Board (i) approve the Order as presented; (ii) approve the bookkeeping report as presented; and (iii) authorize the payment of bills listed thereon. Director Cyr seconded said motion, which carried unanimously.

8. The Board next considered a Resolution Adopting Amended Operations Budget for the fiscal year ending June 30, 2024, a copy of which is attached hereto as Exhibit “F”. Following a discussion, Director Flynt moved that the Board adopt the resolution as presented. Director Cyr seconded said motion, which carried unanimously.

9. The Board next recognized Mr. Martin, who reviewed the District’s current Investment Policy, dated March 23, 2023, with the Board. Mr. Martin noted that an annual review of said Policy is required, and that no amendments to the Investment Policy are recommended by the District’s legal counsel at this time. Next, Mr. Martin presented to and reviewed with the Board a Resolution Acknowledging Annual Review of the Investment Policy and Investment Strategies, a copy of which is attached hereto as Exhibit “G”. Following a discussion, Director Flynt moved that the Board approve the Resolution as presented. Director Cyr seconded said motion, which carried unanimously.

10. The Board next considered a Resolution Adopting Prevailing Wage Rate Scale for Construction Projects, a copy of which is attached hereto as Exhibit “H”. Following a discussion, Director Flynt moved that the Board adopt the Resolution as presented. Director Cyr seconded said motion, which carried unanimously.

11. The Board next considered a Resolution Designating Depositories and Establishing Investment Accounts for Deposit of District Funds, a copy of which is attached hereto as Exhibit “I”. Following a discussion, Director Flynt moved that the Board approve the Resolution as presented. Director Cyr seconded said motion, which carried unanimously.

There being no further business to conduct, Director Cyr moved that the meeting be adjourned, which motion was seconded by Director Flynt, and unanimously carried, and the Board adjourned at 4:45 p.m. until further call.

[Signature page follows]

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

Dylan Cyr

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

