

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

THE STATE OF TEXAS §
COUNTY OF JOHNSON §
JOSHUA FARMS MUNICIPAL MANAGEMENT DISTRICT NO. 1 §

The Board of Directors (the “Board”) of Joshua Farms Municipal Management District No. 1 (the “District”) met in regular session, open to the public, at 1460 Main Street, Suite 200, Southlake, Texas 76092, a designated meeting place of the District located outside the boundaries of the District, on July 23, 2024, and the roll was called of the members of the Board to-wit:

Ty Wellborn	President
Wynne Moore	Vice President
Thomas Capstick	Secretary
Tommy Pistana	Assistant Secretary
Travis Franks	Assistant Secretary

All members of the Board were present at the commencement of the meeting with the exception of Director Pistana and Director Franks. Also present were Mr. Ross Martin, attorney, and Ms. Amy Bieber, paralegal, each of Winstead PC, attorneys for the District; Mr. Tom Dayton of Johnson Volk Consulting (“Engineer”); Ms. Kathleen Martinez of Dye & Toverly, LLC; and Mr. Bret Pedigo and Mr. Bobby Harrell of Terra Manna, LLC.

The meeting was called to order at 12:12 p.m., and evidence was presented that public notice of such meeting had been given as required by law.

1. The Board called for public communications and comments. Hearing none, Director Capstick moved that the Board close the public comment session of the meeting. Director Moore seconded the motion, which carried unanimously.

2. The Board next considered and reviewed the Minutes of the Meeting of the District held May 21, 2024. Following a discussion, upon motion of Director Capstick, seconded by Director Moore and unanimously carried, the Board approved said Minutes as presented.

3. In the absence of an MMD Administrator representative, the Board deferred action with regard to an MMD Administrator’s report.

4. The Board next recognized Mr. Pedigo, who updated the Board with regard to development within the District, reporting that the Amenity Center is substantially complete. Mr. Pedigo also reported that homebuilders are reporting 2-4 sales per month and negotiations are ongoing with homebuilders for purchase of lots in Phase 2, which is currently in the design phase. No formal action was taken by the Board.

5. The Board continued to recognize Mr. Pedigo, who updated the Board with regard to operations and maintenance within the District, reporting that Mr. Danny Armstrong has resigned from Enprotec | Hobbs & Todd (“EHT”) in order to take a position with the City of Godley, but will continue to operate the District’s wastewater treatment plant under a future interlocal agreement by and between the District and the City of Godley. Mr. Pedigo noted that the District received a notice of termination of contract dated July 21, 2024, pursuant to the above arrangement. Mr. Pedigo further reported that at this time, the operator is reporting roughly 10 tap inspections per month for new homesite construction, and that the operator discovered a required E.coli test that was missed by the testing lab, which has been self-reported to TCEQ. Following a discussion, Director Capstick moved that the Board accept the operations report as presented. Director Moore seconded said motion, which carried unanimously.

6. The Board recognized Mr. Dayton, who presented to and reviewed with the Board an Engineer’s report dated July 23, 2024, a copy of which is attached hereto as Exhibit “A”. Mr. Dayton updated the Board with regard to engineering matters within the District, reporting that the final punch list is being completed for construction of the Amenity Center, the first submission for approval to the City for the design of Phase 2 is nearly complete, and the Engineer is working on renewal of the wastewater discharge permit. Mr. Dayton also noted to the Board that in the future the capacity of the discharge permit will need to be increased to accommodate growth within the District and necessary upsizing of the plant, but that is not immediately needed in conjunction with the current renewal. Next, Mr. Dayton recommended that the Board approve the following invoices, pay applications, and change order:

- Invoice No. 122381 from Merit Professional Services (“Merit”) in the amount of \$325.00 for storm water compliance inspections for the Silo Mills development.
- Pay Application No. 3 from SOI Group, Inc. in the amount of \$17,343.00 under the landscaping improvements contract for Silo Mills Phase 1C.
- Invoice No. SMI502-PUB-01 from Johnson Volk Consulting in the amount of \$71,747.00 for professional engineering services.
- Invoice No. 487 from Terra Manna, LLC, in the amount of \$6,229.00 for reimbursement of irrigation invoice to Johnson County Special Utility District for costs incurred at the Amenity Center site.
- Pay Application No. 7 from YTL, Inc. (“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 Independent School District.
- 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 Independent School District.
- Pay Application No. 9 from YTL in the amount of \$19,219.79 under the landscaping and irrigation improvements contract for Silo Mills Phase 1A, 1B, master infrastructure, Silo Mills Parkway, and Godley Independent School District.
- Pay Application No. 10 from YTL in the amount of \$51,362.20 under the landscaping and irrigation improvements contract for Silo Mills Phase 1A, 1B, master infrastructure, Silo Mills Parkway, and Godley Independent School District.

- Pay Application No. 11-RET from YTL in the amount of \$91,917.87 under the landscaping and irrigation improvements contract for Silo Mills Phase 1A, 1B, master infrastructure, Silo Mills Parkway, and Godley Independent School District.
- Change Order No. 1 from YTL in the amount of (\$354.77) under the landscaping and irrigation improvements contract for Silo Mills Phase 1A, 1B, master infrastructure, Silo Mills Parkway, and Godley Independent School District.

Following a discussion, Director Capstick moved that the Board (i) approve all invoices, pay applications, and the change order as recommended by the District's Engineer; and (ii) approve the Engineer's report as presented. Director Moore seconded said motion, which carried unanimously.

7. The Board next recognized Ms. Martinez, who presented to and reviewed with the Board a copy of the District's current bookkeeping report dated July 23, 2024, a copy of which is attached hereto as Exhibit "B". Following a discussion, Director Capstick moved that the Board (i) approve the Bookkeeping report as presented; (ii) authorize payment of bills as listed thereon; and (iii) approve the investment of funds as recommended by the District's Bookkeeper. Director Moore seconded said motion, which carried unanimously.

8. The Board next considered ratification of a Resolution Adopting Amended Operations Budget for the fiscal year ending June 30, 2025, a copy of which is attached hereto as Exhibit "C". Following a discussion, Director Capstick moved that the Board ratify and approve the Resolution as presented. Director Moore seconded said motion, which carried unanimously.

9. The Board recognized Mr. Martin who presented to and reviewed with the Board a draft copy of the District's audit prepared by the Auditor for the fiscal year ended June 30, 2024, a copy of which is attached hereto as Exhibit "D". Following a discussion, Director Capstick moved that the Board (i) approve the draft audit as presented; and (ii) authorize the District's consultants to file the final audit with the Texas Commission on Environmental Quality and the Texas Comptroller's office. Director Moore seconded said motion, which carried unanimously.

There being no further business to conduct and upon motion by Director Capstick, seconded by Director Moore and unanimously carried, the meeting was adjourned at 12:32 p.m.

[Signature page follows]

APPROVED AND ADOPTED this 20th day of August, 2024.



Thomas Capstick, Secretary
Joshua Farms Municipal Management District
No. 1

