

**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”) of Joshua Farms Municipal Management District No. 2 (the “District”) met in special session, open to the public, on the 28th day of January, 2021, by telephone conference.

Ms. Sarah Landiak, General and Bond Counsel for the District, announced that the Meeting would be conducted by telephone conference to mitigate the spread of COVID-19. Ms. Landiak confirmed that Meeting participants would observe guidance provided by the Texas Attorney General’s office to suspend certain requirements of the Texas Open Meetings Act. Ms. Landiak next stated that (i) Notice of the Meeting was given in accordance with Chapter 551, Government Code, and Chapter 49, Texas Water Code, as amended by the Governor’s order and Attorney General’s guidance; (ii) the Meeting was being conducted in a transparent and accessible manner; (iii) Meeting packets were distributed to all participants and made available to the public; and (iv) the Meeting would be recorded and made available for electronic distribution upon request.

The roll was called of the members of the Board, to-wit:

David Rex	President
Charles Collie	Vice President
Vikram Agrawal	Secretary
Stephanie Fine	Assistant Secretary
John Tatum	Assistant Secretary

All members of the Board were present at the commencement of the meeting except for Director Agrawal, thus constituting a quorum. Also present were: Ms. Sarah Landiak, attorney, and Ms. Amy Bieber, paralegal, each of Winstead PC, attorneys for the District; Ms. Jan Bartholomew, Mr. Ryan Nesmith, and Ms. Samantha Jones of Robert W. Baird & Co., the District’s Financial Advisor; Mr. Bret Pedigo and Mr. Bobby Harrell of Terra Manna, LLC; Mr. Nathan Thompson of Peloton Land Solutions, Engineers for the District; and Mr. Drew Kirby, a member of the public.

The meeting was called to order at 2:38 p.m.

1. The Board first called for public communications or comment. Hearing none, further comment and upon motion by Director Fine seconded by Director Tatum and unanimously carried, the Board closed the public comment session of the agenda.

2. The Board next confirmed receipt of the minutes of the February 28, 2019, Board of Directors meeting. Following a discussion, Director Fine moved that the Board approve the minutes as transcribed. Director Tatum seconded said motion, which carried unanimously.

3. The Board next considered renewal of the District's insurance coverages, a summary of which is attached hereto as Exhibit "A". Following a discussion, Director Fine moved that the Board approve the renewal of the District's insurance coverages as presented. Director Tatum seconded said motion, which carried unanimously.

4. The Board next acknowledged receipt of the written resignation of Director Vikram Agrawal and considered the appointment of a new Director to fill the vacancy on the Board. Next, the Board reviewed an Order Accepting Resignation and Appointing Director, a copy of which is attached hereto as Exhibit "B". Following a discussion, Director Fine moved that the Board (i) appoint Drew Kirby to the vacancy on the Board in the office of Secretary; and (ii) approve the Order Accepting Resignation and Appointing Director as presented. Director Tatum seconded said motion, which carried unanimously.

5. The Board next recognized Mr. Pedigo who updated the Board regarding development matters within the District, noting that the Developer has recently closed on a development loan to begin construction within the development. Mr. Pedigo reported that the first construction plans will be submitted to the city for review in February and first construction is anticipated to begin in April, with construction on a Godley ISD elementary school within the development to begin in June or July. No formal action was taken by the Board.

6. The Board next considered an Estoppel Certificate and Assignment of Agreements related to the development loan, copies of which are attached hereto as Exhibit "C" and Exhibit "D" respectively. Following a discussion, Director Fine moved that the Board approve the Estoppel Certificate and Assignment of Agreements as presented. Director Tatum seconded said motion, which carried unanimously.

7. The Board next recognized Mr. Thompson, who updated the Board with regard to engineering matters within the District. Next, Mr. Thompson requested that the Board authorize the preparation of construction plans for the initial phase of development. Following a discussion, Director Fine moved that the Board authorize the preparation of construction plans as requested by the District's Engineer. Director Tatum seconded said motion, which carried unanimously.

8. The Board next recognized Ms. Landiak, who presented to and reviewed with the Board an engagement letter from Dye & Toverly, LLC, for bookkeeping services for the District, a copy of which is attached hereto as Exhibit "E". Following a discussion, Director Fine moved that the Board approve the engagement of Dye & Toverly, LLC, as presented. Director Tatum seconded said motion, which carried unanimously.

9. The Board continued to recognize Ms. Landiak, who presented to and reviewed with the Board an engagement letter from Dye & Toverly, LLC, for preparation of the District's annual financial report, a copy of which is attached hereto as Exhibit "F". Following a discussion, Director Fine moved that the Board approve the engagement of Dye & Toverly, LLC, as presented. Director Tatum seconded said motion, which carried unanimously.

10. Following a discussion, the Board deferred action on an Order Adopting an Investment Policy and Appointing an Investment Officer.

11. The Board next considered an Order Establishing Records Management Program and Appointing Records Management Officer, a copy of which is attached hereto as Exhibit “G”. Following a discussion, Director Fine moved that the Board (i) approve the Resolution as presented; and (ii) appoint a paralegal with Winstead PC as the records management officer. Director Tatum seconded said motion, which carried unanimously.

12. The Board next considered an Amended District Information Form, a copy of which is attached hereto as Exhibit “H”. Following a discussion, Director Fine moved that the Board (i) approve the Amended District Information Form as presented; and (ii) authorize the District’s legal counsel to file the Form with Johnson County, Texas. Director Tatum seconded said motion, which carried unanimously.

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

14. 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 “J”. Following a discussion, Director Fine moved that the Board approve the Resolution as presented. Director Tatum seconded said motion, which carried unanimously.

15. Consideration was next given to the supplemental agenda. Ms. Landiak requested that the Board review the supplemental agenda at this time. Next, Ms. Landiak presented to and reviewed with the Board copies of an Order Calling Directors Election to be held on Saturday, May 1, 2021, a copy of which is attached hereto as Exhibit “K”. Following a discussion, Director Fine moved that the Board (i) approve and adopt said Order; and (ii) authorize District counsel to provide such notice of said Election to be held within the District as may be required. Director Tatum seconded said motion, which carried unanimously.

There being no further business to conduct, Director Fine moved that the meeting be adjourned, which motion was seconded by Director Tatum, and unanimously carried, and the Board adjourned at 3:03 p.m. until further call.

APPROVED AND ADOPTED this 30th day of March, 2021.



/s/ Drew Kirby
Drew Kirby, Secretary
Board of Directors
Joshua Farms Municipal Management District No. 2