

**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 special session, open to the public, on the 30th day of March, 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:

Ross Gatlin	President
Trent Horton	Vice President
Sarah Adamcik	Secretary
Michael Hirschfeld	Assistant Secretary
Charlie Velie	Assistant Secretary

All members of the Board were present at the commencement of the meeting except for Director Horton, thus constituting a quorum. Also present were: Ms. Sarah Landiak, attorney, and Ms. Amy Bieber, paralegal, each of Winstead PC, attorneys for the District; Mr. Ryan Nesmith of Robert W. Baird & Co., the District’s Financial Advisor; Mr. Bret Pedigo of Terra Manna, LLC; Mr. David Rex, Mr. Seth Slover, and Mr. Charles Collie of Prophet Equity; Mr. Nathan Thompson of Peloton Land Solutions, Engineers for the District.

The meeting was called to order at 2:07 p.m.

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

2. The Board next confirmed receipt of the minutes of the January 28, 2021, Board of Directors meeting. Following a discussion, Director Hirschfeld moved that the Board approve the minutes as transcribed. Director Velie seconded said motion, which carried unanimously.

3. Next, the Board acknowledged receipt of a letter signed by Director Adamcik, Board Secretary, attesting to the fact that Director Gatlin, Director Adamcik, and Director Velie have each filed their respective applications for a place on the ballot for the May 1, 2020, Directors Election, and no other applications have been received. Ms. Landiak noted that it would be appropriate at this time to cancel the Directors Election and to declare Director Gatlin, Director Adamcik, and Director Velie elected for new four-year terms. Next, Ms. Landiak discussed the provisions of an Order Declaring Unopposed Candidates Elected and Canceling Directors Election with the Board, a copy of which is attached hereto as Exhibit "A". Following a discussion, Director Hirschfeld moved that the Board adopt said Order as presented and declare the unopposed candidates elected. Director Velie seconded said motion, which carried unanimously.

4. The Board next acknowledged receipt of the oral resignation of Director Trent Horton and considered the appointment of a new Director to fill the vacancy on the Board. The Board recognized Mr. Slover, who expressed interest in being appointed to 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 Hirschfeld moved that the Board (i) appoint Seth Slover to the vacancy on the Board in the office of Vice President; and (ii) approve the Order Accepting Resignation and Appointing Director as presented. Director Velie seconded said motion, which carried unanimously.

5. The Board next recognized Mr. Pedigo who updated the Board regarding development matters within the District. Mr. Pedigo reported that construction plans for the development are awaiting approval by both the City of Burleson and the City of Cleburne, and noted that the developer is ready to convey land to Godley ISD for the future elementary school site within the development. No formal action was taken by the Board.

6. The Board deferred action regarding engagement of a Municipal Management District Administrator.

7. The Board next considered a lease agreement for a wastewater treatment plant by and between the District and AUC Group, Inc., a copy of which is attached hereto as Exhibit "C". The Board recognized Mr. Thompson and Ms. Landiak, who explained the plans for the treatment plant and the terms of the agreement. Following a discussion, Director Hirschfeld moved that the Board approve the agreement as presented. Director Velie seconded said motion, which carried unanimously.

8. The Board next considered a Recognition Agreement related to the wastewater treatment plant lease agreement, a copy of which is attached hereto as Exhibit "D". Following a discussion, Director Hirschfeld moved that the Board approve the Recognition Agreement as presented. Director Velie seconded said motion, which carried unanimously.

9. The Board next recognized Mr. Thompson, who presented to and reviewed with the Board an Engineer's report dated March 30, 2021, a copy of which is attached hereto as Exhibit "E". Next, Mr. Thompson updated the Board with regard to engineering matters within

the District, and requested that the Board ratify and approve authorization of the Engineer to proceed with the designs for District facilities in Silo Mills Phase 1A, Phase 1B, and Silo Mills Parkway, as well as approve the plans and specifications for same. Next, Mr. Thompson requested that the Board authorize the advertisement of bids for grading improvements in Silo Mills Phase 1A and 1B. Following a discussion, Director Hirschfeld moved that the Board (i) ratify design of and approve plans and specifications for Phase 1A, Phase 1B, and Silo Mills Parkway; (ii) authorize the advertising of bids for grading improvements for Phases 1A and 1B as requested by the District's Engineer; and (iii) approve the Engineer's report as presented. Director Velie 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 recognized Ms. Landiak, who presented to and reviewed with the Board a bookkeeping report prepared by Dye & Toverly, LLC, dated March 30, 2021, a copy of which is attached hereto as Exhibit "F". Following a discussion, Director Hirschfeld moved that the Board (i) approve the bookkeeping report; and (ii) authorize the payment of bills listed thereon. Director Velie seconded said motion, which carried unanimously.

There being no further business to conduct, Director Hirschfeld moved that the meeting be adjourned, which motion was seconded by Director Velie, and unanimously carried, and the Board adjourned at 2:47 p.m. until further call.

APPROVED AND ADOPTED this 26th day of May, 2021.



/s/ Sarah Adamcik
Sarah Adamcik, Secretary
Board of Directors
Joshua Farms Municipal Management District No. 1