

MINUTES
FIELDS ESTATES PUBLIC INFRASTRUCTURE DISTRICT
SPECIAL MEETING

A. Call to Order

M. Thomas Jolley called to order the special meeting of Fields Estates Public Infrastructure District at 3:00pm on Wednesday, May 1, 2024 at York Howell, 10610 South Jordan Gateway, Suite 200, South Jordan, Utah 84095.

The combined special meeting convened at 3:03pm.

B. Roll Call

M. Thomas Jolley conducted a roll call. The following individuals were present:

Members Present:

- Pete Evans – Trustee (via Zoom)
- Terry Wade – Trustee (in-person)
- Bronson Tatton – Trustee (via Zoom)

Also Present:

- M. Thomas Jolley – District Counsel (in-person)
- Ashley Tedesco – District Counsel Paralegal (in-person)
- Aaron Wade – District Bond Counsel (via Zoom)
- Adam Daly – District Bond Counsel (via Zoom)
- Sam Elder – District Underwriter (via Zoom)
- Kira Kaur – District Underwriter (via Zoom)
- Shelby Clymer – District Accountant (via Zoom)
- Jordan Blanco – District Accountant (via Zoom)
- Johnathan Ward – Financial Advisor (via Zoom)
- Michael Porter – Observer (via Zoom)

C. Preliminary Action Items

1. Oaths of Office

- a. Terry Wade recites and signs his Oath of Office.
- b. Pete Evans recites his Oath of Office, and will sign and return an original.
- c. Bronson Tatton recites his Oath of Office, and will sign and return an original.

2. Election of District Chair

- a. Pete Evans moves to elect himself as District Chair.

- b. Bronson Tatton seconds the motion to elect Pete Evans as District Chair.
 - c. Pete Evans: Aye / Terry Wade: Aye / Bronson Tatton: Aye
 - d. The motion passes unanimously.
- 3. Election of District Treasurer/Vice Chair
 - a. Pete Evans moves to elect Terry Wade as District Treasurer/Vice Chair.
 - b. Terry Wade seconds the motion to elect him as District Treasurer/Vice Chair.
 - c. Pete Evans: Aye / Terry Wade: Aye / Bronson Tatton: Aye
 - d. The motion passes unanimously.
- 4. Election of District Clerk/Secretary
 - a. Pete Evans moves to elect Bronson Tatton as District Clerk/Secretary.
 - b. Terry Wade seconds the motion to elect Bronson Tatton as District Clerk/Secretary.
 - c. Pete Evans: Aye / Terry Wade: Aye / Bronson Tatton: Aye
 - d. The motion passes unanimously.
- 5. Discussion of Trustees' Conflict of Interest Disclosure Forms and Ethical Behavior Pledge Forms
 - a. Pete Evans will review, complete, sign, and return his Conflict of Interest Disclosure Form and Ethical Behavior Pledge Form.
 - b. Bronson Tatton will review, complete, sign, and return his Conflict of Interest Disclosure Form and Ethical Behavior Pledge Form.
 - c. Terry Wade will review, complete, sign, and return his Conflict of Interest Disclosure Form and Ethical Behavior Pledge Form.

D. Action Items

- 1. Consider approval and ratification of the Interlocal Agreement between Salem City and the District, which is signed by Salem City and attached to the Governing Documents for Fields Estates Public Infrastructure District, and authorizing the District Chair to sign.
 - a. Terry Wade moves to approve and ratify the Interlocal Agreement between Salem City and the District, which is signed by Salem City and attached to the Governing Documents for Fields Estates Public Infrastructure District, and authorizes the District Chair to sign.
 - b. Bronson Tatton seconds the motion to approve and ratify the Interlocal Agreement between Salem City and the District, which is signed by Salem City and attached to the Governing Documents for Fields Estates Public Infrastructure District, and authorizes the District Chair to sign.
 - c. Pete Evans: Aye / Terry Wade: Aye / Bronson Tatton: Aye

- d. The motion passes unanimously.
- 2. Consider approval of Resolution 2024-01: A resolution adopting rules of order.
 - a. Terry Wade moves to approve Resolution 2024-01.
 - b. Pete Evans seconds the motion to approve Resolution 2024-01.
 - c. Pete Evans: Aye / Terry Wade: Aye / Bronson Tatton: Aye
 - d. The motion passes unanimously.
- 3. Consider approval of Resolution 2024-02: A resolution implementing an electronic meetings policy.
 - a. Terry Wade moves to approve Resolution 2024-02.
 - b. Pete Evans seconds the motion to approve Resolution 2024-02.
 - c. Pete Evans: Aye / Terry Wade: Aye / Bronson Tatton: Aye
 - d. The motion passes unanimously.
- 4. Consider approval of Resolution 2024-03: A resolution adopting District bylaws, including ethics and fraud prevention policies.
 - a. Terry Wade moves to approve Resolution 2024-03.
 - b. Bronson Tatton seconds the motion to approve Resolution 2024-03.
 - c. Pete Evans: Aye / Terry Wade: Aye / Bronson Tatton: Aye
 - d. The motion passes unanimously.
- 5. Consider approval of Resolution 2024-04: A resolution implementing a District records policy.
 - a. Terry Wade moves to approve Resolution 2024-04.
 - b. Bronson Tatton seconds the motion to approve Resolution 2024-04.
 - c. Pete Evans: Aye / Terry Wade: Aye / Bronson Tatton: Aye
 - d. The motion passes unanimously.
- 6. Consider authorizing the District Chair to (a) obtain a general liability policy proposal from Utah Local Governments Trust or such other insurance provider, (b) accept any policy proposal for aggregate coverage of a minimum of \$2 million with an annual premium not to exceed \$3,000; and (c) to adjust the policy period as needed to coordinate with pending bond issuance.
 - a. Terry Wade moves to authorize the District Chair to obtain a general liability policy proposal from Utah Local Governments Trust or such other insurance provider, accept any policy proposal for aggregate coverage of a minimum of \$2 million with an annual premium not to exceed \$3,000, and to adjust the policy period as needed to coordinate with pending bond insurance.
 - b. Pete Evans seconds the motion to authorize the District Chair to obtain a general liability policy proposal from Utah Local Governments Trust or such

other insurance provider, accept any policy proposal for aggregate coverage of a minimum of \$2 million with an annual premium not to exceed \$3,000, and to adjust the policy period as needed to coordinate with pending bond insurance.

- c. Pete Evans: Aye / Terry Wade: Aye / Bronson Tatton: Aye
 - d. The motion passes unanimously.
7. Consider authorizing the District Chair to obtain public officials' bonds for the District's officers from Utah Local Governments Trust or such other insurance provider in the amounts of \$250,000 for the District Treasurer and \$100,000 for each of the other District Officers, and authorizing the payment of premiums for the same.
- a. Terry Wade moves to authorize the District Chair to obtain public officials' bonds for the District's officers from Utah Local Governments Trust or such other insurance provider in the amounts of \$250,000 for the District Treasurer and \$100,000 for each of the other District Officers, and authorizes the payment of premiums for the same.
 - b. Pete Evans seconds the motion to authorize the District Chair to obtain public officials' bonds for the District's officers from Utah Local Governments Trust or such other insurance provider in the amounts of \$250,000 for the District Treasurer and \$100,000 for each of the other District Officers, and authorizes the payment of premiums for the same.
 - c. Pete Evans: Aye / Terry Wade: Aye / Bronson Tatton: Aye
 - d. The motion passes unanimously.
8. Consider approval of a tentative District board meeting calendar for the remaining calendar year of 2024.
- a. Terry Wade moves to approve the tentative District board meeting calendar for the remaining calendar year of 2024.
 - b. Bronson Tatton seconds the motion to approve the tentative District board meeting calendar for the remaining calendar year of 2024.
 - c. Pete Evans: Aye / Terry Wade: Aye / Bronson Tatton: Aye
 - d. The motion passes unanimously.
9. Consider adopting Resolution 2024-05: A resolution of the Board of Trustees of the Fields Estates Public Infrastructure District establishing the terms and conditions of an Assessment Ordinance for the Fields Estates Assessment Area (the "Assessment Area"), authorizing the execution of a Designation Resolution and an Assessment Ordinance for the Assessment Area; approving the appraisal for the Assessment Area; authorizing the taking of all other actions necessary to the consummation of the transactions contemplated by this resolution; and related matters.
- a. Terry Wade moves to approve Resolution 2024-05.

- b. Bronson Tatton seconds the motion to approve Resolution 2024-05.
- c. Pete Evans: Aye / Terry Wade: Aye / Bronson Tatton: Aye
- d. The motion passes unanimously.

10. Consider approval of an engagement agreement for legal services between the District and York Howell, and authorizing the District Chair to sign.

- a. Terry Wade moves to approve the engagement agreement for legal services between the District and York Howell, and authorizes the District Chair to sign.
- b. Bronson Tatton seconds the motion to approve the engagement agreement for legal services between the District and York Howell, and authorizes the District Chair to sign.
- c. Pete Evans: Aye / Terry Wade: Aye / Bronson Tatton: Aye
- d. The motion passes unanimously.

11. Consider authorizing the Notice of PID to be filed with the Utah County Recorder's Office in compliance with the Governing Documents and authorizing the District Chair to sign.

- a. Terry Wade moves to authorize the Notice of PID to be filed with the Utah County Recorder's Office in compliance with the Governing Documents and authorizes the District Chair to sign.
- b. Bronson Tatton seconds the motion to authorize the Notice of PID to be filed with the Utah County Recorder's Office in compliance with the Governing Documents and authorizes the District Chair to sign.
- c. Pete Evans: Aye / Terry Wade: Aye / Bronson Tatton: Aye
- d. The motion passes unanimously.

12. Consider approval of the proposed Funding and Reimbursement Agreement (Administrative) between the District and BCP Development, LLC d/b/a Flagship Homes, and authorizing the District Chair to sign.

- a. Terry Wade moves to approve the proposed Funding and Reimbursement Agreement (Administrative) between the District and BCP Development, LLC d/b/a Flagship Homes, and authorizes the District Chair to sign.
- b. Pete Evans seconds the motion to approve the proposed Funding and Reimbursement Agreement (Administrative) between the District and BCP Development, LLC d/b/a Flagship Homes, and authorizes the District Chair to sign.
- c. Pete Evans: Aye / Terry Wade: Aye / Bronson Tatton: Aye
- d. The motion passes unanimously.

13. Consider approval of the proposed Infrastructure Acquisition and Reimbursement Agreement between the District and BCP Development, LLC d/b/a Flagship Homes, and authorizing the District Chair to sign.
 - a. Terry Wade moves to approve the proposed Infrastructure Acquisition and Reimbursement Agreement between the District and BCP Development, LLC d/b/a Flagship Homes, and authorizes the District Chair to sign.
 - b. Bronson Tatton seconds the motion to approve the proposed Infrastructure Acquisition and Reimbursement Agreement between the District and BCP Development, LLC d/b/a Flagship Homes, and authorizes the District Chair to sign.
 - c. Pete Evans: Aye / Terry Wade: Aye / Bronson Tatton: Aye
 - d. The motion passes unanimously.
14. Consider approval of the Agreement for Municipal Advisory Services between the District and Zions Public Finance, Inc., and authorizing the District Chair to sign.
 - a. Terry Wade moves to approve the Agreement for Municipal Advisory Services between the District and Zions Public Finance, Inc., and authorizes the District Chair to sign.
 - b. Pete Evans seconds the motion to approve the Agreement for Municipal Advisory Services between the District and Zions Public Finance, Inc., and authorizes the District Chair to sign.
 - c. Pete Evans: Aye / Terry Wade: Aye / Bronson Tatton: Aye
 - d. The motion passes unanimously.
15. Consider approval of the Special Districts Preparation Statement of Work and the Special Districts Master Services Agreement between the District and Clifton Larson Allen LLP, and authorizing the District Chair to sign.
 - a. Terry Wade moves to approve the Special Districts Preparation Statement of Work and the Special Districts Master Services Agreement between the District and Clifton Larson Allen LLP, and authorizes the District Chair to sign.
 - b. Pete Evans seconds the motion to approve the Special Districts Preparation Statement of Work and the Special Districts Master Services Agreement between the District and Clifton Larson Allen LLP, and authorizes the District Chair to sign.
 - c. Pete Evans: Aye / Terry Wade: Aye / Bronson Tatton: Aye
 - d. The motion passes unanimously.
16. Consider approval of the Letter Agreement for Investment Banking Services between the District and D.A. Davidson, and authorizing the District Chair to sign.

- a. Terry Wade moves to approve the Letter Agreement for Investment Banking Services between the District and D.A. Davidson, and authorizing the District Chair to sign.
- b. Pete Evans seconds the motion to approve the Letter Agreement for Investment Banking Services between the District and D.A. Davidson, and authorizing the District Chair to sign.
- c. Pete Evans: Aye / Terry Wade: Aye / Bronson Tatton: Aye
- d. The motion passes unanimously.

E. Administrative Non-Action Items

1. Board Training – Open and Public Meetings Act
2. Training required by state auditor for new board members:
<https://training.auditor.utah.gov>
 - a. Pete Evans intends on completing his training before the next special meeting.
 - b. Bronson Tatton intends on completing his training before the next special meeting.
 - c. Terry Wade intends on completing his training before the next special meeting.

F. Adjourn

1. Terry Wade moves to adjourn the meeting.
2. Pete Evans seconds the motion to adjourn the meeting.
3. Pete Evans: Aye / Terry Wade: Aye / Bronson Tatton: Aye
4. Meeting adjourned at 3:45pm.

Signed:

Bronson Tatton, District Clerk/Secretary

Date:

May 1, 2024