

**MINUTES
WOHALI PUBLIC INFRASTRUCTURE DISTRICT NOS. 1-2
COMBINED SPECIAL MEETING**

**NOTICE IS HEREBY GIVEN THAT THE BOARD OF TRUSTEES OF WOHALI PUBLIC
INFRASTRUCTURE DISTRICT NOS. 1-2 HELD A COMBINED SPECIAL MEETING ON
THURSDAY, JANUARY 25, 2024, AT YORK HOWELL, 10610 SOUTH JORDAN GATEWAY,
SUITE 200, SOUTH JORDAN, UTAH 84095**

AT 9:30am

A. Call to Order

M. Thomas Jolley called to order the combined special meeting of Wohali Public Infrastructure District Nos. 1-2 at 9:30am on Thursday, January 25, 2024 at York Howell, 10610 South Jordan Gateway, Suite 200, South Jordan, Utah 84095.

The combined special meeting convened at 9:32am.

B. Roll Call

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

Members Present:

- Dave Boyden – Trustee (via Zoom)
- John Kaiser – Trustee (via Zoom)
- Philip Dunn – Trustee (via Zoom)

Also Present:

- M. Thomas Jolley – District Counsel (in-person)
- Ashley Tedesco – District Counsel Paralegal (in-person)
- Shelby Clymer – District Accountant (via Zoom)
- Adam Daly – District Bond Counsel (via Zoom)

C. Preliminary Action Items

1. Consider combined board meeting for Wohali Public Infrastructure District Nos. 1-2.
 - a. Dave Boyden moves for a combined board meeting for Wohali Public Infrastructure District Nos. 1-2.
 - b. John Kaiser seconds the motion for a combined board meeting for Wohali Public Infrastructure District Nos. 1-2.
 - c. Dave Boyden: Aye / John Kaiser: Aye / Philip Dunn: Aye
 - d. The motion passes unanimously

D. Consent Items

1. Approve the draft minutes of the Wohali Public Infrastructure District No. 1 board meeting held on December 13, 2023.
 - a. Philip Dunn moves to approve the draft minutes of the Wohali Public Infrastructure District No. 1 board meeting held on December 13, 2023.
 - b. John Kaiser seconds the motion to approve the draft minutes of the Wohali Public Infrastructure District No. 1 board meeting held on December 13, 2023.
 - c. Dave Boyden: Aye / John Kaiser: Aye / Philip Dunn: Aye
 - d. The motion passes unanimously
2. Approve the draft minutes of the Wohali Public Infrastructure District No. 2 board meeting held on December 13, 2023.
 - a. Philip Dunn moves to approve the draft minutes of the Wohali Public Infrastructure District No. 2 board meeting held on December 13, 2023.
 - b. John Kaiser seconds the motion to approve the draft minutes of the Wohali Public Infrastructure District No. 2 board meeting held on December 13, 2023.
 - c. Dave Boyden: Aye / John Kaiser: Aye / Philip Dunn: Aye
 - d. The motion passes unanimously

E. Action Items

1. Consider approval of the December 31, 2023 unaudited financials.
 - a. Shelby Clymer summarizes the December 31, 2023 unaudited financials.
 - b. Philip Dunn moves to approve the December 31, 2023 unaudited financials.
 - c. John Kaiser seconds the motion to approve the December 31, 2023 unaudited financials.
 - d. Dave Boyden: Aye / John Kaiser: Aye / Philip Dunn: Aye
 - e. The motion passes unanimously
2. Consider approval of proposals and engagement agreements from prospective engineering firms, and authorizing the District Chair to sign the engagement agreement of the new engineering firm that is selected.
 - a. Shelby Clymer explains her experience with IDES and their experience as it relates to public infrastructure district financials, reimbursements, and related documentation.
 - b. A discussion ensues in connection with Action Item No. 2.
 - c. The District decides to move forward with the services of IDES.
 - d. Philip Dunn moves to approve the proposal of IDES, and authorizes the District Chair to sign the engagement agreement.

- e. John Kaiser seconds the motion to approve the proposal of IDES, and authorizes the District Chair to sign the engagement agreement.
 - f. Dave Boyden: Aye / John Kaiser: Aye / Philip Dunn: Aye
 - g. The motion passes unanimously
- 3. Consider approval of a minor amendment to the Infrastructure Acquisition and Reimbursement Agreement between the District and Wohali Partners, LLC.
 - a. Philip Dunn expresses interest in revising the Infrastructure Acquisition and Reimbursement Agreement to allow for an increase in the flexibility of supporting documentation.
 - b. M. Thomas Jolley offers to make changes to the Infrastructure Acquisition and Reimbursement Agreement to allow for an increase in the flexibility of supporting documentation while still complying with state statutes.
 - c. Philip Dunn moves to approve the minor amendment to the Infrastructure and Reimbursement Agreement between the District and Wohali Partners, LLC.
 - d. John Kaiser seconds the motion to approve the minor amendment to the Infrastructure and Reimbursement Agreement between the District and Wohali Partners, LLC.
 - e. Dave Boyden: Aye / John Kaiser: Aye / Philip Dunn: Aye
 - f. The motion passes unanimously
- 4. Approve and ratify previous payment applications and requisition requests made since last meeting.
 - a. Philip Dunn moves to approve and ratify the previous payment applications and requisition requests made since last meeting.
 - b. John Kaiser seconds the motion to approve and ratify the previous payment applications and requisition requests made since last meeting.
 - c. Dave Boyden: Aye / John Kaiser: Aye / Philip Dunn: Aye
 - d. The motion passes unanimously
- 5. Consideration for authorizing an engagement letter with an outside auditing firm to perform a financial audit for the 2023 fiscal year, not to exceed \$9,000, and authorize the District Chair to sign once an auditing firm has been selected.
 - a. Shelby Clymer suggests appointing Philip Dunn to review and select an auditing firm once all proposals have been received.
 - b. John Kaiser moves to consider for authorizing an engagement letter with an outside auditing firm to perform a financial audit for the 2023 fiscal year, not to exceed \$9,000, and authorize the District Chair to sign once an auditing firm has been selected.
 - c. Dave Boyden seconds the motion to consider for authorizing an engagement letter with an outside auditing firm to perform a financial audit for the 2023 fiscal year,

not to exceed \$9,000, and authorize the District Chair to sign once an auditing firm has been selected.

- d. Dave Boyden: Aye / John Kaiser: Aye / Philip Dunn: Aye
- e. The motion passes unanimously

6. Consider approval of a District board meeting calendar for the calendar year of 2024.

- a. Philip Dunn moves to approve the District board meeting calendar for the calendar year of 2024.
- b. John Kaiser seconds the motion to approve the District board meeting calendar for the calendar year of 2024.
- c. Dave Boyden: Aye / John Kaiser: Aye / Philip Dunn: Aye
- d. The motion passes unanimously

F. Administrative Non-Action Items

- 1. Consideration and general discussion of the eligibility of certain costs (i.e. Coalville City pond reconstruction, Weber River diversion, Village View Drive road surface).
 - a. Philip Dunn explains that the Coalville City pond reconstruction is a public improvement, the Weber River diversion is currently a private improvement but there is a possibility that it will become a public improvement via a development agreement with Coalville City, and the Village View Drive road surface is currently a public improvement but the District intends to make it a private improvement.
 - b. M. Thomas Jolley explains his understanding that the differentiation between public and private improvements and eligibility of costs relates to ownership, but will conduct research to find out more information.

G. Adjourn

- 1. Dave Boyden moves to adjourn the meeting.
- 2. John Kaiser seconds the motion to adjourn the meeting.
- 3. Dave Boyden: Aye / John Kaiser: Aye / Philip Dunn: Aye
- 4. Meeting adjourned at 10:17am

Signed:

DocuSigned by:

Philip Dunn, District Clerk / Secretary

Date: January 25, 2024