

MINUTES
Viridian Farm Public Infrastructure District Nos 1-3
Board of Trustees
Special Meeting

HELD ON JANUARY 14, 2024, AT THE OFFICE OF SNOW JENSEN & REECE, P.C., 912 W.
1600 S., SUITE B-200, ST. GEORGE, UTAH 84770
AT 3:00 P.M.

MEMBERS PRESENT: Jonathan Thornley, (zoom); Adam loser, (zoom); Scott Bishop (zoom)

ALSO PRESENT: Matt Ence District Counsel, (zoom); Robert Hartshorn, DR Horton (zoom); Randy Larsen – Gilmore and Bell (zoom)Evan Watson, Evan Kist, Tierra Financial (zoom) Jonathan Ward, Zions Bank (zoom); Tom Wynne, & Trung Luc Wells Fargo (zoom); Melissa Trunnell, Counsel (zoom) Ryan Poulsen, Wells Fargo (zoom)Adam Daly, (zoom); Aaron Wade, Gilmore and Bell (zoom); Michael Jensen, (zoom) & Jennifer Gowans – Snow Jensen & Reese.

A. Call to Order

The meeting convened at 3:03pm.

B. Public Comment

C. Preliminary Non-Action Items

1. Oaths of Office
2. Election of District Chair
3. Election of District Treasurer/Vice Chair
4. Election of District Clerk/Secretary
5. Discussion of trustees' conflict disclosures and ethics pledge.

Adam Loser to be appointed Chair, Jonathan Thornley to be appointed as Treasurer/Vice Chair, Scott Bishop to be appointed to district Clerk/Secretary,

Adam Loser motions to approve the board members as presented.
Jonathan Thornley seconds the motion.

All trustees present voted in favor and the motion passed.

Michael Jensen explains the conflict disclosures and ethical behavior pledge documents to be filled out, signed & sent back by the board members.

D. Action Items (applicable to all Districts except where otherwise noted)

Michael Jensen takes the board through the first four action items pertaining to PIDs 1-3.

1. **Consider approval of Resolution 2024-01: A resolution adopting rules of order.**
2. **Consider approval of Resolution 2024-02: A resolution implementing an electronic meetings policy.**
3. **Consider approval of Resolution 2024-03: A resolution adopting District bylaws, including ethics and fraud prevention policies.**
4. **Consider approval of Resolution 2024-04: A resolution implementing a District records policy.**

Scott Bishop motions to approve Resolutions 2024-01, 2024-02, 2024-03, 2024-04, to be approved for Public Infrastructure Districts 1-3.

Jonathan Thornley seconds the motion.

All trustees present voted in favor and the motion passed

5. **(District No. 1 only) Consider approval of Resolution 2024-05: A resolution of the Board of Trustees of Viridian Farm Public Infrastructure District No. 1 declaring its intention to reimburse the developer for expenditures incurred in connection with the public improvements and all related improvements with proceeds of federally tax-exempt bonds that it intends to issue; and related matters.**

Michael Jensen takes the board through Resolution 2024-05 & explains the change of language from “reimburse itself” to reimburse the developer.

Jonathan Thornley motions to approve Resolution 2024-05 with the changes.

Adam Loser seconds the motion.

All trustees present voted in favor and the motion passed.

6. **Consider approval of the Interlocal Agreement between the City of Salem and the Districts and consider authorizing the District chair to sign.**

Michael Jensen takes the board through the Interlocal Agreement.

Adam Loser moves to approve the Interlocal Agreement between Salem City & Viridian Farm PID's 1-3 and approve for Chair to sign.

Scott Bishop seconds the motion.

All trustees present voted in favor and the Interlocal Agreement passed.

7. (District No. 1 only) Consider authorizing the District Chair to (a) obtain a General Liability policy proposal from Utah Local Governments Trust; (b) accept any policy proposal for aggregate coverage of a minimum of \$2 million with an annual premium not to exceed \$3,500; and (c) to adjust the policy period as needed to coordinate with pending bond issuance.

Jonathan Thornley moves to approve the authorization of purchase of General Liability Funds.
Scott Bishop seconds the motion.

All trustees present voted in favor and the General Liability Policy proposal passed.

8. (District No. 1 only) Consider authorizing the District Chair to obtain public officials' bonds for the District officers from Utah Local Governments Trust in the amounts of \$250,000 for the District Treasurer, and \$100,000 each for the other District officers, and authorizing the payment of premiums for the same.

Scott Bishop moves to approve the authorization of obtaining officers bonds.
Jonathan Thornley seconds the motion.

All trustees present voted in favor of the authorization of obtaining officers bonds.

Michael Jensen takes the board through the next four agenda items

9. (District No. 1 only) Consider ratification of engagement agreement for bond underwriting services between the District and Wells Fargo Corporate & Investment Banking, previously signed by trustee Scott Bishop.

10. (District No. 1 only) Consider ratification of engagement agreement for municipal advisory services, between the District and Tierra Municipal Advisors, LLC, previously signed by trustee Scott Bishop.

11. (District No. 1 only) Consider ratification of engagement agreement for a market study and competitive market area analysis, between the District and Zonda Advisors, previously signed by trustee Adam Loser.

12. (District No. 1 only) Consider approval of engagement agreement for legal services between the District and Snow Jensen & Reece, PC, and authorize the District Chair to sign.

Jonathan Thornley moves to approve items 9-12 allowing the Chair to sign the letters of engagement for Wells Fargo, Tierra Municipal Advisors, Zonda Advisors, & Snow Jensen & Reece.

Adam Loser seconds the motion.

All trustees present voted in favor of the engagement agreements to be signed by the Chair

13. (District No. 1 only) Consider approval of a tentative District board meeting calendar for the remaining calendar year 2024.

The Board agrees to a meeting schedule as follows: The 3rd Thursday, at 3pm for April, July, November & December. The October meeting will be Tuesday, the 15th at 1pm.

E. Administrative Non-Action Items (applicable to all Districts)

1. Board Training – Open and Public Meetings Act
Michael Jensen takes the board through the required training & that training is complete for 2024.

2. Training required by state auditor for New Board Members:
<https://training.auditor.utah.gov>

F. Other Items From Board Members

G. Adjourn

Adam Loser moves to adjourn.
Jonathan Thornley seconds the motion.

All trustees present voted in favor of approval of adjournment of the meeting.



Scott Bishop, District Clerk

Approval Date: June 17, 2024

SIGNATURE CERTIFICATE



REFERENCE NUMBER

1DE23A7F-D0AE-4A0F-AE9B-D583B0683317

TRANSACTION DETAILS	DOCUMENT DETAILS
Reference Number 1DE23A7F-D0AE-4A0F-AE9B-D583B0683317 Transaction Type Signature Request Sent At 06/14/2024 10:41 MST Executed At 06/17/2024 15:26 MST Identity Method email Distribution Method email Signed Checksum ab8ae10ad29609bd47755b56f0f8df0b7e956d58cb7e875bed633a7c3265ec44 Signer Sequencing Disabled Document Passcode Disabled	Document Name VFPID 2024 01 25 Minutes Filename VFPID_2024_01_25_Minutes.docx Pages 4 pages Content Type application/vnd.openxmlformats-officedocument.wordprocessingml.document File Size 40.1 KB Original Checksum 7de8a0915c2f272d97687d2ae49c430c322be96f9eadc0c6626819d169070e21

SIGNERS

SIGNER	E-SIGNATURE	EVENTS
Name Scott Bishop Email sbbishop@drhorton.com Components 2	Status signed Multi-factor Digital Fingerprint Checksum 0e04fda6513fbbd45cdeaac86d19e59c9cf6b62b0cd34f2327c60ea1e487fcc5 IP Address 165.225.11.71 Device Microsoft Edge via Windows Typed Signature Signature Reference ID AEB2206B	Viewed At 06/17/2024 15:26 MST Identity Authenticated At 06/17/2024 15:26 MST Signed At 06/17/2024 15:26 MST

AUDITS

TIMESTAMP	AUDIT
06/14/2024 10:41 MST	Jennifer Gowans (jgowans@snowjensen.com) created document 'VFPID_2024_01_25_Minutes.docx' on Chrome via Windows from 208.117.120.90.
06/14/2024 10:41 MST	Scott Bishop (sbbishop@drhorton.com) was emailed a link to sign.
06/17/2024 15:26 MST	Scott Bishop (sbbishop@drhorton.com) viewed the document on Microsoft Edge via Windows from 165.225.11.71.
06/17/2024 15:26 MST	Scott Bishop (sbbishop@drhorton.com) viewed the document on Microsoft Edge via Windows from 44.215.90.114.
06/17/2024 15:26 MST	Scott Bishop (sbbishop@drhorton.com) authenticated via email on Microsoft Edge via Windows from 165.225.11.71.
06/17/2024 15:26 MST	Scott Bishop (sbbishop@drhorton.com) signed the document on Microsoft Edge via Windows from 165.225.11.71.