

MINUTES
10TH AND MAIN PUBLIC INFRASTRUCTURE DISTRICT
SPECIAL MEETING

A. Call to Order

M. Thomas Jolley called to order the special meeting of 10th and Main Public Infrastructure District at 10:30am on Thursday, August 1, 2024 at York Howell, 10610 South Jordan Gateway, Suite 200, South Jordan, Utah 84095.

The combined special meeting convened at 10:43am. The meeting started late due to technical difficulties at the anchor location.

B. Roll Call

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

Members Present:

- Victor Kimball – Trustee (via Zoom)
- Justin Kimball – Trustee (in person)
- Ryan Kimball – Trustee (in person)
- Jayd Peterson – Trustee (via Zoom)
- David Kimball – 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)
- Sam Elder – District Underwriter (via Zoom)

C. Preliminary Action Items

1. Oaths of Office

- a. Victor Kimball recites his Oath of Office, and will sign and return an original.
- b. Justin Kimball recites his Oath of Office, and will sign and return an original.
- c. Ryan Kimball recites his Oath of Office, and will sign and return an original.
- d. Jayd Peterson recites his Oath of Office, and will sign and return an original.
- e. David Kimball recites his Oath of Office, and will sign and return an original.

2. Election of District Chair

- a. Justin Kimball moves to elect Victor Kimball as District Chair.
- b. Ryan Kimball seconds the motion to elect Victor Kimball as District Chair.

- c. Victor Kimball: Aye / Justin Kimball: Aye / Ryan Kimball: Aye / Jayd Peterson: Aye / David Kimball: Aye
 - d. The motion passes unanimously.
- 3. Election of District Treasurer/Vice Chair
 - a. Ryan Kimball moves to elect Justin Kimball as District Treasurer/Vice Chair.
 - b. Victor Kimball seconds the motion to elect Justin Kimball as District Treasurer/Vice Chair.
 - c. Victor Kimball: Aye / Justin Kimball: Aye / Ryan Kimball: Aye / Jayd Peterson: Aye / David Kimball: Aye
 - d. The motion passes unanimously.
- 4. Election of District Clerk/Secretary
 - a. Victor Kimball moves to elect Ryan Kimball as District Clerk/Secretary.
 - b. Justin Kimball seconds the motion to elect Ryan Kimball as District Clerk/Secretary.
 - c. Victor Kimball: Aye / Justin Kimball: Aye / Ryan Kimball: Aye / Jayd Peterson: Aye / David Kimball: Aye
 - d. The motion passes unanimously.
 - e. Victor Kimball moves to elect Jayd Petersen as Assistant District Clerk/Secretary.
 - f. Justin Kimball seconds the motion to elect Jayd Petersen as Assistant District Clerk/Secretary.
 - g. Victor Kimball: Aye / Justin Kimball: Aye / Ryan Kimball: Aye / Jayd Peterson: Aye / David Kimball: Aye
 - h. The motion passes unanimously.
- 5. Discussion of Trustees' Conflict of Interest Disclosure Forms and Ethical Behavior Pledge Forms
 - a. Victor Kimball will review, complete, sign, and return his Conflict of Interest Disclosure Form and Ethical Behavior Pledge Form.
 - b. Justin Kimball will review, complete, sign, and return his Conflict of Interest Disclosure Form and Ethical Behavior Pledge Form.
 - c. Ryan Kimball will review, complete, sign, and return his Conflict of Interest Disclosure Form and Ethical Behavior Pledge Form.
 - d. Jayd Peterson will review, complete, sign, and return his Conflict of Interest Disclosure Form and Ethical Behavior Pledge Form.
 - e. David Kimball 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 Tooele City and the District, which is signed by Tooele City and attached to the Governing Document for 10th and Main Public Infrastructure District, and authorizing the District Chair to sign.
 - a. Ryan Kimball moves to approve and ratify the Interlocal Agreement between Tooele City and the District, which is signed by Tooele City and attached to the Governing Documents for 10th and Main Public Infrastructure District, and authorizes the District Chair to sign.
 - b. Victor Kimball seconds the motion to approve and ratify the Interlocal Agreement between Tooele City and the District, which is signed by Tooele City and attached to the Governing Documents for 10th and Main Public Infrastructure District, and authorizes the District Chair to sign.
 - c. Victor Kimball: Aye / Justin Kimball: Aye / Ryan Kimball: Aye / Jayd Peterson: Aye / David Kimball: Aye
 - d. The motion passes unanimously.
2. Consider approval of Resolution 2024-01: A resolution adopting rules of order.
 - a. Victor Kimball moves to approve Resolution 2024-01.
 - b. Ryan Kimball seconds the motion to approve Resolution 2024-01.
 - c. Victor Kimball: Aye / Justin Kimball: Aye / Ryan Kimball: Aye / Jayd Peterson: Aye / David Kimball: Aye
 - d. The motion passes unanimously.
3. Consider approval of Resolution 2024-02: A resolution implementing an electronic meetings policy.
 - a. Ryan Kimball moves to approve Resolution 2024-02.
 - b. Victor Kimball seconds the motion to approve Resolution 2024-02.
 - c. Victor Kimball: Aye / Justin Kimball: Aye / Ryan Kimball: Aye / Jayd Peterson: Aye / David Kimball: 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. Ryan Kimball moves to approve Resolution 2024-03.
 - b. Justin Kimball seconds the motion to approve Resolution 2024-03.
 - c. Victor Kimball: Aye / Justin Kimball: Aye / Ryan Kimball: Aye / Jayd Peterson: Aye / David Kimball: Aye
 - d. The motion passes unanimously.

5. Consider approval of Resolution 2024-04: A resolution implementing a District records policy.
 - a. Ryan Kimball moves to approve Resolution 2024-04.
 - b. Justin Kimball seconds the motion to approve Resolution 2024-04.
 - c. Victor Kimball: Aye / Justin Kimball: Aye / Ryan Kimball: Aye / Jayd Peterson: Aye / David Kimball: Aye
 - d. The motion passes unanimously.
6. Consider approval of Resolution 2024-05: A resolution approving and ratifying the Amended and Restated Governing Document for 10th and Main Public Infrastructure District.
 - a. Victor Kimball moves to approve Resolution 2024-05.
 - b. Ryan Kimball seconds the motion to approve Resolution 2024-05.
 - c. Victor Kimball: Aye / Justin Kimball: Aye / Ryan Kimball: Aye / Jayd Peterson: Aye / David Kimball: Aye
 - d. The motion passes unanimously.
7. 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. Victor Kimball 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. Jayd Petersen 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. Victor Kimball: Aye / Justin Kimball: Aye / Ryan Kimball: Aye / Jayd Peterson: Aye / David Kimball: Aye
 - d. The motion passes unanimously.
8. 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. Justin Kimball 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. Ryan Kimball 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. Victor Kimball: Aye / Justin Kimball: Aye / Ryan Kimball: Aye / Jayd Peterson: Aye / David Kimball: Aye
 - d. The motion passes unanimously.
9. Consider approval of a tentative District board meeting calendar for the remaining calendar year of 2024.
 - a. Victor Kimball moves to approve the tentative District board meeting calendar for the remaining calendar year of 2024.
 - b. Justin Kimball seconds the motion to approve the tentative District board meeting calendar for the remaining calendar year of 2024.
 - c. Victor Kimball: Aye / Justin Kimball: Aye / Ryan Kimball: Aye / Jayd Peterson: Aye / David Kimball: 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. Victor Kimball moves to approve the engagement agreement for legal services between the District and York Howell, and authorizes the District Chair to sign.
 - b. Ryan Kimball 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. Victor Kimball: Aye / Justin Kimball: Aye / Ryan Kimball: Aye / Jayd Peterson: Aye / David Kimball: Aye
 - d. The motion passes unanimously.
11. Consider approval of the proposed Funding and Reimbursement Agreement (Administrative) between the District and Tally Three, LLC, MRI Investment, LLC, Golden Heights, LLC, and 1030 Salt Lake City, LLC, and authorizing the District Chair to sign.

- a. Victor Kimball moves to approve the proposed Funding and Reimbursement Agreement (Administrative) between the District and Tally Three, LLC, MRI Investment, LLC, Golden Heights, LLC, and 1030 Salt Lake City, LLC, and authorizes the District Chair to sign.
 - b. Ryan Kimball seconds the motion to approve the proposed Funding and Reimbursement Agreement (Administrative) between the District and Tally Three, LLC, MRI Investment, LLC, Golden Heights, LLC, and 1030 Salt Lake City, LLC, and authorizes the District Chair to sign.
 - c. Victor Kimball: Aye / Justin Kimball: Aye / Ryan Kimball: Aye / Jayd Peterson: Aye / David Kimball: Aye
 - d. The motion passes unanimously.
12. Consider approval of the proposed Infrastructure Acquisition and Reimbursement Agreement between the District and Tally Three, LLC, MRI Investment, LLC, Golden Heights, LLC, and 1030 Salt Lake City, LLC, and authorizing the District Chair to sign.
- a. Justin Kimball moves to approve the proposed Infrastructure Acquisition and Reimbursement Agreement between the District and Tally Three, LLC, MRI Investment, LLC, Golden Heights, LLC, and authorizes the District Chair to sign.
 - b. Ryan Kimball seconds the motion to approve the proposed Infrastructure Acquisition and Reimbursement Agreement between the District and Tally Three, LLC, MRI Investment, LLC, Golden Heights, LLC, and authorizes the District Chair to sign.
 - c. Victor Kimball: Aye / Justin Kimball: Aye / Ryan Kimball: Aye / Jayd Peterson: Aye / David Kimball: Aye
 - d. The motion passes unanimously.
13. 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. Victor Kimball 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. Justin Kimball 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. Victor Kimball: Aye / Justin Kimball: Aye / Ryan Kimball: Aye / Jayd Peterson: Aye / David Kimball: 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. Victor Kimball intends on completing his training before the next special meeting.
 - b. Justin Kimball intends on completing his training before the next special meeting.
 - c. Ryan Kimball intends on completing his training before the next special meeting.
 - d. Jayd Peterson intends on completing his training before the next special meeting.
 - e. David Kimball intends on completing his training before the next special meeting.

F. Adjourn

1. Victor Kimball moves to adjourn the meeting.
2. Ryan Kimball seconds the motion to adjourn the meeting.
3. Victor Kimball: Aye / Justin Kimball: Aye / Ryan Kimball: Aye / Jayd Peterson: Aye
/ David Kimball: Aye
4. Meeting adjourned at 11:28am

Signed:

Ryan Kimball, District Clerk/Secretary

Date:

August 1, 2024