MINUTES OF A JOINT MEETING

NS PUBLIC INFRASTRUCTURE DISTRICT NOS. 1, 3-5
BOARD OF TRUSTEES

Wednesday, August 7, 2024 at 10:00 a.m.
1265 E Fort Union Blvd., Suite 302, Cottonwood Heights, UT

The meeting was also held via teleconference and open to the public.

Attendance

The meeting referenced above was called and held in accordance with the applicable statutes of the State of Utah. The following members were in attendance:

Boyd Brown

Jonny Christensen

Clay Winder

Also present: Megan J. Murphy, Esq., White Bear Ankele Tanaka & Waldron, Attorneys at Law, District General Counsel.

Call to Order/Declaration of Quorum

It was noted that a quorum of each Board was present. Upon a motion duly made by Mr. Brown and seconded by Mr. Winder, the meeting was called to order at 10:02 a.m.

Preliminary Action Items

Election of District Chair

Upon a motion duly made by Mr. Christensen and seconded by Mr. Winder, the Board unanimously approved appointing Boyd Brown to the office of District Chair.

Election of District Treasurer/Vice Chair

Upon a motion duly made by Mr. Brown and seconded by Mr. Winder, the Board unanimously approved appointing Jonny Christensen to the office of District Treasurer/Vice Chair.

Election of District Clerk/Secretary

Upon a motion duly made by Mr. Brown and seconded by Mr. Christensen, the Board unanimously approved appointing Clay Winder to the office of District Clerk/Secretary.

Election of Recording Secretary

Upon a motion duly made by Mr. Christensen and seconded by Mr. Winder, the Board unanimously approved appointing Emilee Hansen of the Law Offices of White Bear Ankele Tanaka & Waldron as Recording Secretary.

Consider Approval of Agenda

The Board reviewed the proposed agenda for the meeting. Following discussion, upon a motion duly made by Mr. Christensen and seconded by Mr. Winder, the Board unanimously approved the agenda as presented.

Public Comment

No members of the public were in attendance.

Action Items

Engagement Letters

Approval of Engagement Letter with White Bear Ankele Tanaka & Waldron for Legal Services

Ms. Murphy presented the Engagement Letters with White Bear Ankele Tanaka & Waldron for Legal Services to the Boards for consideration. Following review, upon a motion duly made by Mr. Christensen, seconded by Mr. Brown, and upon a vote unanimously carried, the Board approved the engagement of White Bear Ankele Tanaka & Waldron as General Counsel.

Approval of Master Service Agreement and Statement of Work with CliftonLarsonAllen, LLP for Accounting Services

Ms. Murphy presented the Master Service Agreement and Statement of Work with CliftonLarsonAllen, LLP to the Boards for consideration. Following review, upon a motion duly made by Mr. Christensen and seconded by Mr. Winder, and upon a vote unanimously carried, the Board approved the Master Service Agreement and Statement of Work with CliftonLarsonAllen, LLP.

Agreements

Approval of Interlocal Agreement with Salem City

Ms. Murphy presented the Interlocal Agreement with Salem City to the Boards for consideration. Following review, upon a motion duly made by Mr. Brown and seconded by Mr. Winder, and upon a vote unanimously carried, the Board approved the Interlocal Agreement with Salem City.

Approval of Funding and Reimbursement Agreement with New Salem Vision 1, LLC (No. 1)

Ms. Murphy presented the Funding and Reimbursement Agreement with New Salem Vision 1, LLC. to the Board of District No. 1 for consideration. Following review, upon a motion duly made by

Mr. Brown and seconded by Mr. Winder, and upon a vote unanimously carried, the Board of District No. 1 approved the agreement, subject to finalization by legal counsel.

Approval of Funding and Reimbursement Agreement with New Salem Vision 1, LLC (No. 3)

Ms. Murphy presented the Funding and Reimbursement Agreement with New Salem Vision 1, LLC. to the Board of District No. 3 for consideration. Following review, upon a motion duly made by Mr. Brown and seconded by Mr. Winder, and upon a vote unanimously carried, the Board of District No. 2 approved the agreement, subject to finalization by legal counsel.

Approval of Funding and Reimbursement Agreement with New Salem Vision 1, LLC (No. 4)

Ms. Murphy presented the Funding and Reimbursement Agreement with New Salem Vision 1, LLC to the Board of District No. 4 for consideration. Following review, upon a motion duly made by Mr. Brown and seconded by Mr. Winder, and upon a vote unanimously carried, the Board of District No. 3 approved the agreement, subject to finalization by legal counsel.

Approval of Funding and Reimbursement Agreement with New Salem Vision 1, LLC (No. 5)

Ms. Murphy presented the Funding and Reimbursement Agreement with New Salem Vision 1, LLC to the Board of District No. 5 for consideration. Following review, upon a motion duly made by Mr. Brown and seconded by Mr. Winder, and upon a vote unanimously carried, the Board of District No. 3 approved the agreement, subject to finalization by legal counsel.

Approval of Infrastructure Acquisition Agreement with New Salem Vision 1, LLC (No. 1)

Ms. Murphy presented the Infrastructure Acquisition Agreement with New Salem Vision 1, LLC to the Board of District No. 1 for consideration. Following review, upon a motion duly made by Mr. Christensen, seconded by Mr. Winder, and upon a vote unanimously carried, the Board of District No. 1 approved the agreement, subject to finalization by legal counsel.

<u>Resolutions</u>

Adoption of Joint Resolution Adopting a Conflicts of Interest Policy

Ms. Murphy presented the Joint Resolution Adopting a Conflicts of Interest Policy to the Boards for consideration. Following review, upon a motion duly made by Mr. Brown, seconded by Mr. Christensen, and upon a vote unanimously carried, the Boards adopted the resolution and policy.

Adoption of Joint Resolution Adopting Rules of Order and Procedure

Ms. Murphy presented the Joint Resolution Adopting Rules of Order and Procedure to the Boards for consideration. Following review, upon a motion duly made by Mr. Christensen, seconded by Mr. Winder, and upon a vote unanimously carried, the Boards adopted the resolution.

Adoption of a Joint Resolution Adopting Written Procedures Governing Electronic Meetings

Ms. Murphy presented the Joint Resolution Adopting Written Procedures Governing Electronic

Meetings to the Boards for consideration. Following review, upon a motion duly made by Mr. Christensen, seconded by Mr. Winder, and upon a vote unanimously carried, the Boards adopted the resolution.

Adoption of a Joint Resolution Adopting a Public Records Policy

Ms. Murphy presented the Joint Resolution Adopting a Public Records Policy to the Boards for consideration. Following review, upon a motion duly made by Mr. Brown, seconded by Mr. Winder, and upon a vote unanimously carried, the Boards adopted the resolution and policy.

Adoption of Joint Annual Administrative Resolution

Ms. Murphy presented the Joint Annual Administrative Resolution to the Boards for consideration. Following review, upon a motion duly made by Mr. Christensen, seconded by Mr. Brown, and upon a vote unanimously carried, the Boards adopted the resolution.

<u>Approval of Joint Written Certification to State Auditor</u>

Ms. Murphy presented the Joint Written Certification to State Auditor to the Boards for consideration. Following review, upon a motion duly made by Mr. Brown, seconded by Mr. Winder, and upon a vote unanimously carried, the Boards approved the certification.

<u>Tentative Budgets</u>

Adoption of Tentative Operating and Capital Budget for 2024 and Set Public Hearing Date to take Public Comment on Same

Ms. Murphy presented the tentative budgets to the Boards for review. Following review and discussion, upon a motion duly made by Mr. Brown, seconded by Mr. Winder, and upon a vote unanimously carried, the Boards approved the Tenative Budgets and directed legal counsel to coordinate with the Boards to set a public hearing date to take public comment on the tentative budgets prior to final adoption.

Authorize Trustees to obtain public surety bonds, as required, through the Utah Local Governments Trust in the amount of $5,000 for the District Treasurer and $1,000 each for the District Chair and District Clerk

Ms. Murphy and the Boards engaged in discussion regarding the requirements for public surety bonds for certain members. Following discussion, the Boards directed legal counsel to obtain proposals for those bonds required by statute in addition to bonds for the District Chair and District Clerk.

Administrative Non-Action Items

Discussion Regarding Liability Insurance

Ms. Murphy and the Boards engaged in discussion regarding liability insurance through the Utah Local Government Trust. Following discussion, the Board of District No. 1 directed legal counsel to obtain a proposal for general liability to be presented at the next meeting.

Board Training – Open and Public Meetings Act

Ms. Murphy informed the Board members of the required annual training.

Training Required by state auditor for New Board Members

Ms. Murphy informed the Board members of the required annual training.

Adjourn

There being no further business to come before the Board and upon a motion duly made, seconded, and unanimously carried, the meeting was adjourned.

The foregoing constitutes a true and correct copy of the minutes of the above-referenced meeting.

Clay Winder
Clay Winder (Sep 25, 2024 18:15 MDT)

Clay Winder
District Clerk/Secretary

The foregoing minutes were approved on the 19th day of September, 2024.