MINUTES OF AN INITIAL MEETING

**SAGE CREEK INFRASTRUCTURE FINANCING DISTRICT
BOARDS OF TRUSTEES**

Tuesday, October 29, 2024 at 3:30 p.m.
1936 W 5600 S, Roy, UT 84067

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

Attendance

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

Pat Burns

Nathan Combs

Tom Willis

Also present: Blair M. Dickhoner, Esq., White Bear Ankele Tanaka & Waldron, Attorneys at Law, District General Counsel; David Hutchinson, CliftonLarsonAllen, District Accountant; and Alex Owens, Lync Construction, LLC; and Adam Daly, Gilmore Bell.

Call to Order/Declaration of Quorum

It was noted that a quorum of the Board was present. Upon a motion duly made and seconded, the meeting was called to order at 3:39 p.m.

Preliminary Action Items

Election of District Chair

Upon a motion duly made by Mr. Combs and seconded by Mr. Burns, the Board unanimously approved appointing Mr. Willis to the office of District Chair.

Election of District Treasurer/Vice Chair

Upon a motion duly made by Mr. Willia and seconded by Mr. Burns, the Board unanimously approved appointing Mr. Combs to the office of District Treasurer/Vice Chair.

Election of District Clerk/Secretary

Upon a motion duly made by Mr. Combs and seconded by Mr. Willis, the Board unanimously approved appointing Mr. Burns to the office of District Clerk/Secretary.

Election of Recording Secretary

Upon a motion duly made by Mr. Combs and seconded by Mr. Burns, the Board unanimously approved appointing Allison Hanson of the Law Offices of White Bear Ankele Tanaka & Waldron as Recording Secretary.

<u>Consider Approval of Agenda</u>

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

<u>Public Comment</u>

No members of the public were in attendance.

<u>Action Items</u>

<u>Engagement Letters</u>

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

Mr. Dickhoner presented the Engagement Letter with White Bear Ankele Tanaka & Waldron for Legal Services to the Board for consideration. Mr. Dickhoner stated that as he is not independent as to the engagement, the Board are advised to have separate legal counsel review the engagement letter. The Board declined to engage separate legal counsel to review the letter. Following review, upon a motion duly made by Mr. Combs, seconded by Mr. Burns, and upon a vote unanimously carried, the Board approved the engagement of White Bear Ankele Tanaka & Waldron as General Counsel.

Approval of Engagement Letter with CliftonLarsonAllen, LLP for Accounting Services

Mr. Dickhoner presented the Master Service Agreement and Statement of Work with CliftonLarsonAllen, LLP to the Board for consideration. Following review, upon a motion duly made by Mr. Combs, seconded by Mr. Burns, and upon a vote unanimously carried, the Board approved the Master Service Agreement and Statement of Work with CliftonLarsonAllen, LLP for accounting services.

Ratification of Proposal for Engineering Services with The ConNEXTion Group, LLC

Mr. Dickhoner reviewed the proposal from The ConNEXTion Group, LLC with the Board. Following discussion, upon a motion duly made by Mr. Combs, seconded by Mr. Burns, and upon a vote unanimously carried, the Board approved the proposal from The ConNEXTion Group, LLC for engineering services.

Approval of Engagement Letter with D.A. Davidson & Co. as Underwriter

Mr. Dickhoner presented the Engagement Letter with D.A. Davidson & Co. as underwriter to the Board for consideration. Following review, upon a motion duly made by Mr. Combs, seconded *by Mr. Burns, and upon a vote unanimously carried, the Board approved the engagement of D.A. Davidson & Co. as underwriter.*

Approval of Special Bond Fee Disclosure Letter with White Bear Ankele Tanaka & Waldron

Mr. Dickhoner reviewed the Special Bond Fee Disclosure Letter with White Bear Ankele Tanaka & Waldron with the Board. Mr. Dickhoner stated that as he is not independent as to the engagement, the Board are advised to have separate legal counsel review the engagement letter. The Board declined to engage separate legal counsel to review the letter. Following discussion, upon a motion duly made by Mr. Combs, seconded by Mr. Burns, and upon a vote unanimously carried, the Board approved the bond fee disclosure with White Bear Ankele Tanaka & Waldron.

Approval of Engagement Letter with Gilmore & Bell, PC as Bond Counsel

Mr. Dickhoner presented the Engagement Letter with Gilmore & Bell, PC as Bond Counsel to the Board for consideration. Following review, upon a motion duly made by Mr. Combs, seconded by Mr. Burns, and upon a vote unanimously carried, the Board approved the engagement of Gilmore & Bell, PC as Bond Counsel.

Approval of Engagement Letter with CliftonLarsonAllen, LLP for SAA Administrator Services

Mr. Dickhoner presented the Engagement Letter with CliftonLarsonAllen, LLP for SAA Administrator Services to the Board for consideration. Following review, upon a motion duly made by Mr. Combs, seconded by Mr. Burns, and upon a vote unanimously carried, the Board approved the engagement of CliftonLarsonAllen, LLP for SAA Administrator Services.

<u>Agreements</u>

Approval of Funding and Reimbursement Agreement with Lync Construction LLC

Mr. Dickhoner presented the Funding and Reimbursement Agreement with Lync Construction LLC to the Board for consideration. Following review, upon a motion duly made by Mr. Combs, seconded by Mr. Burns, and upon a vote unanimously carried, the Board approved the agreement, subject to finalization by legal counsel and changes made as discussed.

Approval of Infrastructure Acquisition Agreement with Lync Construction, LLC

Mr. Dickhoner presented the Infrastructure Acquisition Agreement with Lync Construction LLC to the Board for consideration. Following review, upon a motion duly made by Mr. Combs, seconded by Mr. Burns, and upon a vote unanimously carried, the Board approved the agreement, subject to finalization by legal counsel and changes made as discussed.

<u>Resolutions</u>

Adoption of Resolution Adopting a Conflicts of Interest Policy

Mr. Dickhoner presented the Resolution Adopting a Conflicts of Interest Policy to the Board for consideration. Following review, upon a motion duly made by Mr. Combs, seconded by Mr. Burns, and upon a vote unanimously carried, the Board adopted the resolution and policy.

Adoption of Resolution Adopting Rules of Order and Procedure

Mr. Dickhoner presented the Resolution Adopting Rules of Order and Procedure to the Board for consideration. Following review, upon a motion duly made by Mr. Combs, seconded by Mr. Burns, and upon a vote unanimously carried, the Board adopted the resolution.

Adoption of a Resolution Adopting Written Procedures Governing Electronic Meetings

Mr. Dickhoner presented the Resolution Adopting Written Procedures Governing Electronic Meetings to the Board for consideration. Following review, upon a motion duly made by Mr. Combs, seconded by Mr. Burns, and upon a vote unanimously carried, the Board adopted the resolution.

Adoption of a Resolution Adopting a Public Records Policy

Mr. Dickhoner presented the Resolution Adopting a Public Records Policy to the Board for consideration. Following review, upon a motion duly made by Mr. Combs, seconded by Mr. Burns, and upon a vote unanimously carried, the Board adopted the resolution and policy.

Adoption of Annual Administrative Resolution

Mr. Dickhoner presented the Annual Administrative Resolution to the Board for consideration. Following review, upon a motion duly made by Mr. Combs, seconded by Mr. Burns, and upon a vote unanimously carried, the Board adopted the resolution.

Approval of Written Certification to State Auditor

Mr. Dickhoner presented the Written Certification to State Auditor to the Board for consideration. Following review, upon a motion duly made by Mr. Combs, seconded by Mr. Burns, and upon a vote unanimously carried, the Board approved the certification.

Tentative Budgets

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

Mr. Dickhoner presented the tentative budgets for 2024 to the Boards for review. Following review and discussion, the Board confirmed the public hearing for November 12, 2024 at 12:00pm to take public comment on the 2024 tentative budgets prior to final adoption.

Adoption of Tentative Operating and Capital Budget for 2025 and Set Public Hearing Date to take Public Comment on Same

Mr. Dickhoner presented the tentative budgets for 2025 to the Boards for review. Following review and discussion, the Board confirmed the public hearing for November 12, 2024 at 12:00pm to take public comment on the 2025 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

Mr. Dickhoner presented the public surety bonds in the amount of $5,000 for the District Treasurer and $1,000 each for the District Chair and District Clerk to the Board. Following review, upon a motion duly made by Mr. Combs, seconded by Mr. Burns, and upon a vote unanimously carried, the Board approved the public surety bonds.

<u>2024 Bonds</u>

A RESOLUTION OF THE BOARD ESTABLISHING THE TERMS AND CONDITIONS OF AN ASSESSMENT ORDINANCE FOR SAGE CREEK 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 RESOLUTION OF THE BOARD, AUTHORIZING THE ISSUANCE AND SALE OF THE ISSUANCE OF THE DISTRICT'S SPECIAL ASSESSMENT BONDS, SERIES 2024 (SAGE CREEK ASSESSMENT AREA) (THE "SERIES 2024 BONDS") IN THE AGGREGATE PRINCIPAL AMOUNT OF NOT TO EXCEED $8,155,000; FIXING THE MAXIMUM PRINCIPAL AMOUNT OF THE SERIES 2024 BONDS, THE MAXIMUM NUMBER OF YEARS OVER WHICH THE SERIES 2024 BONDS MAY MATURE, THE MAXIMUM INTEREST RATE WHICH THE SERIES 2024 BONDS MAY BEAR, AND THE MAXIMUM DISCOUNT FROM PAR AT WHICH THE SERIES 2024 BONDS MAY BE SOLD; DELEGATING TO CERTAIN OFFICERS OF THE DISTRICT THE AUTHORITY TO APPROVE THE FINAL TERMS AND PROVISIONS OF THE SERIES 2024 BONDS WITHIN THE PARAMETERS SET FORTH HEREIN; AUTHORIZING THE EXECUTION BY THE DISTRICT OF AN INDENTURE OF TRUST AND PLEDGE, A PRELIMINARY LIMITED OFFERING MEMORANDUM, A LIMITED OFFERING MEMORANDUM, A BOND PURCHASE AGREEMENT, A CONTINUING DISCLOSURE AGREEMENT, A COMPLETION AGREEMENT, A COLLATERAL ASSIGNMENT AGREEMENT AND OTHER DOCUMENTS REQUIRED IN CONNECTION THEREWITH; AUTHORIZING THE TAKING OF ALL OTHER ACTIONS NECESSARY TO THE CONSUMMATION OF THE TRANSACTIONS CONTEMPLATED BY THIS RESOLUTION; AND RELATED MATTERS.

Mr. Daly presented the 2024 bond resolutions to the Board and answered questions from the Trustees. Following review, upon a motion duly made by Mr. Burns, seconded by Mr. Combs, and upon a vote unanimously carried, the Board adopted the Designation Resolution and Assessment Resolution.

Administrative Non-Action Items

Discussion Regarding Liability Insurance

Mr. Dickhoner and the Board engaged in discussion regarding liability insurance through the Utah Local Government Trust. Following discussion, the Board directed legal counsel to obtain a proposal for general liability to be presented at the next meeting.

Board Training – Open and Public Meetings Act

Mr. Dickhoner reminded the Board members of the required annual training and to send their completion certificates to White Bear Ankele Tanaka & Waldron.

Training Required by state auditor for New Board Members

Mr. Dickhoner 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.

____
Pat Burns
District Clerk/Secretary

The foregoing minutes were approved on the 12th day of November, 2024.