MINUTES
SOLEIL HILLS PUBLIC INFRASTRUCTURE DISTRICT NO. 1
SPECIAL MEETING

NOTICE IS HEREBY GIVEN THAT THE BOARD OF TRUSTEES OF SOLEIL HILLS PUBLIC INFRASTRUCTURE DISTRICT NO. 1 HELD A SPECIAL MEETING ON FRIDAY, JANUARY 17, 2025 AT YORK HOWELL, 10610 SOUTH JORDAN GATEWAY, SUITE 200, SOUTH JORDAN, UTAH 84095

AT 10:00am

A. Call to Order

M. Thomas Jolley called to order the special meeting of Soleil Hills Public Infrastructure District No. 1 at 10:00am on Friday, January 17, 2025 at York Howell, 10610 South Jordan Gateway, Suite 200, South Jordan, Utah 84095.

The combined special meeting convened at 10:10am.

B. Roll Call

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

Members Present:

- Leif Smith – Trustee (in-person)
- Matt Wilcox – Trustee (in-person)
- Alex Dahlstrom – Trustee (in-person)

Also Present:

- M. Thomas Jolley – District Counsel (in-person)
- Ashley Tedesco – District Counsel Paralegal (in-person)
- Aaron Wade – Bond Counsel (via Zoom)
- Benjamin Wilhelm – Underwriter (via Zoom)
- Craig Martin – Developer Project Manager (in-person)

C. Preliminary Action Items

1. Oaths of Office
   a. Leif Smith recites and signs his Oath of Office.
   b. Matt Wilcox recites and signs his Oath of Office.
   c. Alex Dahlstrom recites and signs his Oath of Office.

2. Election of District Chair

a. Alex Dahlstrom moves to elect Leif Smith as District Chair.
b. Matt Wilcox seconds the motion to elect Leif Smith as District Chair.
c. Leif Smith: Aye / Matt Wilcox: Aye / Alex Dahlstrom: Aye
d. The motion passes unanimously.

3. Election of District Treasurer/Vice Chair
    a. Leif Smith moves to elect Matt Wilcox as District Treasurer/Vice Chair.
    b. Alex Dahlstrom seconds the motion to elect Matt Wilcox as District Treasurer/Vice Chair.
    c. Leif Smith: Aye / Matt Wilcox: Aye / Alex Dahlstrom: Aye
    d. The motion passes unanimously.

4. Election of District Clerk/Secretary
    a. Leif Smith moves to elect Alex Dahlstrom as District Clerk/Secretary.
    b. Matt Wilcox seconds the motion to elect Alex Dahlstrom as District Clerk/Secretary.
    c. Leif Smith: Aye / Matt Wilcox: Aye / Alex Dahlstrom: Aye
    d. The motion passes unanimously.

5. Discussion of Trustees' Conflict of Interest Disclosure Forms and Ethical Behavior Pledge Forms
    a. Leif Smith reviews, completes, and signs his Conflict of Interest Disclosure Form and Ethical Behavior Pledge Form.
    b. Matt Wilcox reviews, completes, and signs his Conflict of Interest Disclosure Form and Ethical Behavior Pledge Form.
    c. Alex Dahlstrom reviews, completes, and signs his Conflict of Interest Disclosure Form and Ethical Behavior Pledge Form.

D. <u>Action Items</u>

1. Consider approval and ratification of the Interlocal Agreement between Herriman City and the District, which is signed by Herriman City and attached to the Governing Document, and authorizing the District Chair to sign.
    a. Leif Smith moves to approve and ratify the Interlocal Agreement between Herriman City and the District, which is signed by Herriman City and attached to the Governing Document, and authorizes the District Chair to sign.
    b. Matt Wilcox seconds the motion to approve and ratify the Interlocal Agreement between Herriman City and the District, which is signed by Herriman City and attached to the Governing Document, and authorizes the District Chair to sign.
    c. Leif Smith: Aye / Matt Wilcox: Aye / Alex Dahlstrom: Aye

    d. The motion passes unanimously.

2. Consider approval of Resolution 2025-01: A resolution adopting rules of order.
    a. Leif Smith moves to approve Resolution 2025-01.
    b. Matt Wilcox seconds the motion to approve Resolution 2025-01.
    c. Leif Smith: Aye / Matt Wilcox: Aye / Alex Dahlstrom: Aye
    d. The motion passes unanimously.

3. Consider approval of Resolution 2025-02: A resolution implementing an electronic meetings policy.
    a. Alex Dahlstrom moves to approve Resolution 2025-02.
    b. Matt Wilcox seconds the motion to approve Resolution 2025-02.
    c. Leif Smith: Aye / Matt Wilcox: Aye / Alex Dahlstrom: Aye
    d. The motion passes unanimously.

4. Consider approval of Resolution 2025-03: A resolution adopting District bylaws, including ethics and fraud prevention policies.
    a. Matt Wilcox moves to approve Resolution 2025-03.
    b. Alex Dahlstrom seconds the motion to approve Resolution 2025-03.
    c. Leif Smith: Aye / Matt Wilcox: Aye / Alex Dahlstrom: Aye
    d. The motion passes unanimously.

5. Consider approval of Resolution 2025-04: A resolution implementing a District records policy.
    a. Matt Wilcox moves to approve Resolution 2025-04.
    b. Leif Smith seconds the motion to approve Resolution 2025-04.
    c. Leif Smith: Aye / Matt Wilcox: Aye / Alex Dahlstrom: Aye
    d. The motion passes unanimously.

6. Consider approval of Resolution 2025-05: A resolution authorizing the issuance and sale of Limited Tax General Obligation and Special Revenue Bonds and Subordinate Limited Tax General Obligation and Special Revenue Bonds.
    a. Alex Dahlstrom moves to approve Resolution 2025-05.
    b. Leif Smith seconds the motion to approve Resolution 2025-05.
    c. Leif Smith: Aye / Matt Wilcox: Aye / Alex Dahlstrom: Aye
    d. The motion passes unanimously.

7. Consider approval of Resolution 2025-06: A resolution authorizing a Contract Fee Agreement.

    a. This action item has been postponed and will be discussed at a later board meeting.

8. Consider approval of the Contract Fee Agreement, and authorizing the District Chair to sign.
    a. This action item has been postponed and will be discussed at a later board meeting.

9. 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 $3,500; and (c) to adjust the policy period as needed to coordinate with pending bond issuance.
    a. Matt Wilcox 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 $3,500, and to adjust the policy period as needed to coordinate with pending bond insurance.
    b. Alex Dahlstrom 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 $3,500, and to adjust the policy period as needed to coordinate with pending bond insurance.
    c. Leif Smith: Aye / Matt Wilcox: Aye / Alex Dahlstrom: Aye
    d. The motion passes unanimously.

10. 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. Leif Smith 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. Matt Wilcox 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. Leif Smith: Aye / Matt Wilcox: Aye / Alex Dahlstrom: Aye
d. The motion passes unanimously.

11. Consider approval of a tentative District board meeting calendar for the calendar year of 2025.
    a. Matt Wilcox moves to approve the tentative District board meeting calendar for the calendar year of 2025.
    b. Leif Smith seconds the motion to approve the tentative District board meeting calendar for the calendar year of 2025.
    c. Leif Smith: Aye / Matt Wilcox: Aye / Alex Dahlstrom: Aye
    d. The motion passes unanimously.

12. Consider approval of an engagement agreement for legal services between the District and York Howell, and authorizing the District Chair to sign.
    a. Leif Smith moves to approve the engagement agreement for legal services between the District and York Howell, and authorizes the District Chair to sign.
    b. Alex Dahlstrom 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. Leif Smith: Aye / Matt Wilcox: Aye / Alex Dahlstrom: Aye
    d. The motion passes unanimously.

13. Consider authorizing the Notice of Public Infrastructure District to be filed with the Salt Lake County Recorder's Office in compliance with the Governing Document, and authorizing the District Chair to sign.
    a. Leif Smith moves to authorize the Notice of Public Infrastructure District to be filed with the Salt Lake County Recorder's Office in compliance with the Governing Document, and authorizes the District Chair to sign.
    b. Matt Wilcox seconds the motion to authorize the Notice of Public Infrastructure District to be filed with the Salt Lake County Recorder's Office in compliance with the Governing Document, and authorizes the District Chair to sign.
    c. Leif Smith: Aye / Matt Wilcox: Aye / Alex Dahlstrom: Aye
    d. The motion passes unanimously.

14. Consider approval of the proposed Funding and Reimbursement Agreement (Administrative) between the District and Wasatch South Hills Development Co, LLC, and authorizing the District Chair to sign.

a. Leif Smith moves to approve the proposed Funding and Reimbursement Agreement (Administrative) between the District and Wasatch South Hills Development Co, LLC, and authorizes the District Chair to sign.
b. Alex Dahlstrom seconds the motion to approve the proposed Funding and Reimbursement Agreement (Administrative) between the District and Wasatch South Hills Development Co, LLC, and authorizes the District Chair to sign.
c. Leif Smith: Aye / Matt Wilcox: Aye / Alex Dahlstrom: Aye
d. The motion passes unanimously.

15. Consider approval of the proposed Infrastructure Acquisition and Reimbursement Agreement between the District and Wasatch South Hills Development Co, LLC, and authorizing the District Chair to sign.
    a. Matt Wilcox moves to approve the proposed Infrastructure Acquisition and Reimbursement Agreement between the District and Wasatch South Hills Development Co, LLC, and authorizes the District Chair to sign.
    b. Alex Dahlstrom seconds the motion to approve the proposed Infrastructure Acquisition and Reimbursement Agreement between the District and Wasatch South Hills Development Co, LLC, and authorizes the District Chair to sign.
    c. Leif Smith: Aye / Matt Wilcox: Aye / Alex Dahlstrom: 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. Leif Smith intends on completing his training before the next special meeting.
    b. Matt Wilcox intends on completing his training before the next special meeting.
    c. Alex Dahlstrom intends on completing his training before the next special meeting.

F. Adjourn

1. Alex Dahlstrom moves to adjourn the meeting.
2. Leif Smith seconds the motion to adjourn the meeting.
3. Leif Smith: Aye / Matt Wilcox: Aye / Alex Dahlstrom: Aye
4. Meeting adjourned at 10:50am.

Signed: ______________________
Alex Dahlstrom, District Clerk/Secretary

Date: January 17, 2025