MINUTES OF A JOINT MEETING

**MOONLIGHT VILLAGE PUBLIC INFRASTRUCTURE DISTRICT NOS. 1 & 2
BOARD OF TRUSTEES**

Monday, December 16, 2024 at 11:00 a.m.
733 N Main St, Spanish Fork, UT 84660

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:

Dean Ingram

Dave Scoville

Mike Scoville (**arrived late*)

Also present: Megan J. Murphy, Esq. and Betsy Fowler-Russon, Esq., White Bear Ankele Tanaka & Waldron, Attorneys at Law, District General Counsel, Sam Elder, D.A. Davidson Companies; Darci Stephens, Esq., Aaron Wade, Esq., and Mary Barnes, Gilmore Bell; and Shanice Hone and Drew Lord, Arive Homes, LLC.

Call to Order/Declaration of Quorum

It was noted that a quorum of each Board was present. Upon a motion duly made and seconded, the meeting was called to order.

Preliminary Action Items

Election of District Chair

Upon a motion duly made and seconded, the Board unanimously approved appointing Dave Scoville to the office of District Chair.

Election of District Treasurer/Vice Chair

Upon a motion duly made and seconded, the Board unanimously approved appointing Mike Scoville to the office of District Treasurer/Vice Chair.

Election of District Clerk/Secretary

Upon a motion duly made and seconded, the Board unanimously approved appointing Dean Ingram to the office of District Clerk/Secretary.

Election of Recording Secretary

Upon a motion duly made and seconded, 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 and seconded, 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 Letters 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. Ms. Murphy stated that as she and Ms. Russon are not independent as to the engagement, the Boards are advised to have separate legal counsel review the engagement letters. The Boards declined to engage separate legal counsel to review the engagement letters. Following review, upon a motion duly made and seconded, 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 Connextion Group – Civil, LLC for District Engineering Services

Ms. Murphy presented the Engagement Letter with the Connextion Group – Civil, LLC for District Engineering Services to the Boards for consideration. Following review, upon a motion duly made and seconded, and upon a vote unanimously carried, the Board approved the engagement of the Connextion Group – Civil, LLC as District Engineer.

Approval of Letter Agreement for Investment Banking Services with D.A. Davidson & Co.

Ms. Murphy presented the Letter Agreement for Investment Banking Services with D.A. Davidson & Co. to the Boards for consideration. Following review, upon amotion duly made and seconded, and upon a vote unanimously carried, the Board approved the Letter Agreement for Investment Banking Services with D.A. Davidson & Co.

**Trustee Mike Scoville arrived.*

Discussion regarding accounting services

Mr. Elder noted that CliftonLarsonAllen has already provided services as the District Accountant. The Board asked Ms. Murphy to obtain a proposal for these services to be presented at the next meeting.

<u>Agreements</u>

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 and seconded, and upon a vote unanimously carried, the Boards approved the Interlocal Agreement with Salem City.

Approval of Funding and Reimbursement Agreement with Arive Homes, LLC

Ms. Murphy presented the Funding and Reimbursement Agreement with Arive Homes, LLC to the Boards for consideration. Following review, the Boards determined to defer this item until the next meeting.

<u>Resolutions</u>

CONSIDERATION FOR ADOPTION OF A RESOLUTION ESTABLISHING THE TERMS AND CONDITIONS OF AN ASSESSMENT ORDINANCE FOR THE MOONLIGHT VILLAGE ASSESSMENT AREA NO. 1 (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 THE RESOLUTION; AND RELATED MATTERS.

Ms. Stephens and Mr. Wade presented the Resolution Establishing the Terms and Conditions of an Assessment Ordinance for the Moonlight Village Assessment Area No. 1 (the "Assessment Area") to the Board of District No. 1 for consideration. Following review, upon a motion duly made by Mr. Ingram, seconded by Mr. D. Scoville, and upon a vote unanimously carried, the Boards adopted the resolution authorizing 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 the resolution and related matters subject to final legal review by counsel to Arive Homes, LLC.

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. D. Scoville, seconded by Mr. Ingram, 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. D. Scoville, seconded by Mr. Ingram, 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. D. Scoville, seconded by Mr. Ingram, 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. D. Scoville, seconded by Mr. Ingram, 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. D. Scoville, seconded by Mr. Ingram, and upon a vote unanimously carried, the Boards adopted the resolution.

Approval of Joint Written Certification to State Auditor

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

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 Boards 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 reminded the Board members of the required annual training.

Training Required by state auditor for New Board Members

Ms. Murphy reminded 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.

/s/Dean Ingram

Dean Ingram
District Clerk/Secretary

The foregoing minutes were approved on the 24th day of January, 2025.