

**MINUTES
PANORAMA PUBLIC INFRASTRUCTURE DISTRICT NOS. 1-5
COMBINED SPECIAL MEETING**

**NOTICE IS HEREBY GIVEN THAT THE BOARD OF TRUSTEES OF PANORAMA PUBLIC
INFRASTRUCTURE DISTRICT NOS. 1-5 HELD A COMBINED SPECIAL MEETING ON
THURSDAY, JANUARY 16, 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 combined special meeting of Panorama Public Infrastructure District Nos. 1-5 at 10:00am on Thursday, January 16, 2025 at York Howell, 10610 South Jordan Gateway, Suite 200, South Jordan, Utah 84095.

The combined special meeting convened at 10:05am.

B. Roll Call

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

Members Present:

- Nate Shipp – Trustee (in-person)
- Jim Giles – Trustee (in-person)
- Bryan Flamm – 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)
- Chase Andrizzi – Developer Counsel (in-person)
- Ryan Campbell – Developer Project Manager (in-person)

C. Preliminary Action Items

1. Consider combined board meeting for Panorama Public Infrastructure District Nos. 1-5.
 - a. Nate Shipp moves for a combined board meeting for Panorama Public Infrastructure District Nos. 1-5.

- b. Bryan Flamm seconds the motion for a combined board meeting for Panorama Public Infrastructure District Nos. 1-5.
- c. Jim Giles: Aye / Nate Shipp: Aye / Bryan Flamm: Aye
- d. The motion passes unanimously

2. Oaths of Office

- a. Jim Giles recites and signs his Oath of Office.
- b. Nate Shipp recites and signs his Oath of Office.
- c. Bryan Flamm recites and signs his Oath of Office.

3. Election of District Chair

- a. Bryan Flamm moves to elect Jim Giles as District Chair.
- b. Nate Shipp seconds the motion to elect Jim Giles as District Chair.
- c. Jim Giles: Aye / Nate Shipp: Aye / Bryan Flamm: Aye
- d. The motion passes unanimously.

4. Election of District Treasurer/Vice Chair

- a. Bryan Flamm moves to elect Nate Shipp as District Treasurer/Vice Chair.
- b. Jim Giles seconds the motion to elect Nate Shipp as District Treasurer/Vice Chair.
- c. Jim Giles: Aye / Nate Shipp: Aye / Bryan Flamm: Aye
- d. The motion passes unanimously.

5. Election of District Clerk/Secretary

- a. Nate Shipp moves to elect Bryan Flamm as District Clerk/Secretary.
- b. Jim Giles seconds the motion to elect Bryan Flamm as District Clerk/Secretary.
- c. Jim Giles: Aye / Nate Shipp: Aye / Bryan Flamm: Aye
- d. The motion passes unanimously.

6. Discussion of Trustees' Conflict of Interest Disclosure Forms and Ethical Behavior Pledge Forms

- a. Jim Giles reviews, completes, and signs his Conflict of Interest Disclosure Form and Ethical Behavior Pledge Form.
- b. Nate Shipp reviews, completes, and signs his Conflict of Interest Disclosure Form and Ethical Behavior Pledge Form.
- c. Bryan Flamm reviews, completes, and signs his Conflict of Interest Disclosure Form and Ethical Behavior Pledge Form.

D. Action Items

1. Consider approval and ratification of the Interlocal Agreement between Herriman City and the Districts, which is signed by Herriman City and attached to the Governing Document, and authorizing the District Chair to sign.
 - a. Nate Shipp moves to approve and ratify the Interlocal Agreement between Herriman City and the Districts, which is signed by Herriman City and attached to the Governing Document, and authorizes the District Chair to sign.
 - b. Bryan Flamm seconds the motion to approve and ratify the Interlocal Agreement between Herriman City and the Districts, which is signed by Herriman City and attached to the Governing Document, and authorizes the District Chair to sign.
 - c. Jim Giles: Aye / Nate Shipp: Aye / Bryan Flamm: Aye
 - d. The motion passes unanimously.
2. Consider approval of Resolution 2025-01: A resolution adopting rules of order.
 - a. Nate Shipp moves to approve Resolution 2025-01.
 - b. Bryan Flamm seconds the motion to approve Resolution 2025-01.
 - c. Jim Giles: Aye / Nate Shipp: Aye / Bryan Flamm: Aye
 - d. The motion passes unanimously.
3. Consider approval of Resolution 2025-02: A resolution implementing an electronic meetings policy.
 - a. Nate Shipp moves to approve Resolution 2025-02.
 - b. Bryan Flamm seconds the motion to approve Resolution 2025-02.
 - c. Jim Giles: Aye / Nate Shipp: Aye / Bryan Flamm: 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. Nate Shipp moves to approve Resolution 2025-03.
 - b. Bryan Flamm seconds the motion to approve Resolution 2025-03.
 - c. Jim Giles: Aye / Nate Shipp: Aye / Bryan Flamm: Aye
 - d. The motion passes unanimously.
5. Consider approval of Resolution 2025-04: A resolution implementing a District records policy.
 - a. Nate Shipp moves to approve Resolution 2025-04.
 - b. Bryan Flamm seconds the motion to approve Resolution 2025-04.
 - c. Jim Giles: Aye / Nate Shipp: Aye / Bryan Flamm: Aye
 - d. The motion passes unanimously.

6. Consider approval of Resolution 2025-05: A resolution authorizing the annexation of certain property.
 - a. Nate Shipp moves to approve Resolution 2025-05, subject to obtaining the remaining signatures on the Petition for Annexation.
 - b. Bryan Flamm seconds the motion to approve Resolution 2025-05, subject to obtaining the remaining signatures on the Petition for Annexation.
 - c. Jim Giles: Aye / Nate Shipp: Aye / Bryan Flamm: Aye
 - d. The motion passes unanimously.
7. Consider approval of Resolution 2025-06: A resolution authorizing the issuance and sale of Limited Tax General Obligation Bonds and Subordinate Limited Tax General Obligation Bonds.
 - a. Nate Shipp moves to approve Resolution 2025-06.
 - b. Bryan Flamm seconds the motion to approve Resolution 2025-06.
 - c. Jim Giles: Aye / Nate Shipp: Aye / Bryan Flamm: Aye
 - d. The motion passes unanimously.
8. 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. Nate Shipp 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. Jim Giles 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. Jim Giles: Aye / Nate Shipp: Aye / Bryan Flamm: Aye
 - d. The motion passes unanimously.
9. Consider authorizing the District Chair to obtain public officials' bonds for the Districts' 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. Nate Shipp moves to authorize the District Chair to obtain public officials' bonds for the Districts' 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. Jim Giles seconds the motion to authorize the District Chair to obtain public officials' bonds for the Districts' 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. Jim Giles: Aye / Nate Shipp: Aye / Bryan Flamm: Aye
 - d. The motion passes unanimously.
10. Consider approval of a tentative District board meeting calendar for the calendar year of 2025.
 - a. Nate Shipp moves to approve the tentative District board meeting calendar for the calendar year of 2025.
 - b. Jim Giles seconds the motion to approve the tentative District board meeting calendar for the calendar year of 2025.
 - c. Jim Giles: Aye / Nate Shipp: Aye / Bryan Flamm: Aye
 - d. The motion passes unanimously.
11. Consider approval of an engagement agreement for legal services between the Districts and York Howell, and authorizing the District Chair to sign.
 - a. Nate Shipp moves to approve the engagement agreement for legal services between the Districts and York Howell, and authorizes the District Chair to sign.
 - b. Jim Giles seconds the motion to approve the engagement agreement for legal services between the Districts and York Howell, and authorizes the District Chair to sign.
 - c. Jim Giles: Aye / Nate Shipp: Aye / Bryan Flamm: Aye
 - d. The motion passes unanimously.
12. Consider authorizing the Notice of Public Infrastructure Districts 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. Nate Shipp moves to authorize the Notice of Public Infrastructure Districts 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. Jim Giles seconds the motion to authorize the Notice of Public Infrastructure Districts 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. Jim Giles: Aye / Nate Shipp: Aye / Bryan Flamm: Aye
- d. The motion passes unanimously.

13. Consider approval of the proposed Funding and Reimbursement Agreement (Administrative) between the Districts and Panorama Developers, LLC, and authorizing the District Chair to sign.

- a. Nate Shipp moves to approve the proposed Funding and Reimbursement Agreement (Administrative) between the Districts and Panorama Developers, LLC, and authorizes the District Chair to sign.
- b. Jim Giles seconds the motion to approve the proposed Funding and Reimbursement Agreement (Administrative) between the Districts and Panorama Developers, LLC, and authorizes the District Chair to sign.
- c. Jim Giles: Aye / Nate Shipp: Aye / Bryan Flamm: Aye
- d. The motion passes unanimously.

14. Consider approval of the proposed Infrastructure Acquisition and Reimbursement Agreement between the Districts and Panorama Developers, LLC, and authorizing the District Chair to sign.

- a. Nate Shipp moves to approve the proposed Infrastructure Acquisition and Reimbursement Agreement between the Districts and Panorama Developers, LLC, and authorizes the District Chair to sign.
- b. Jim Giles seconds the motion to approve the proposed Infrastructure Acquisition and Reimbursement Agreement between the Districts and Panorama Developers, LLC, and authorizes the District Chair to sign.
- c. Jim Giles: Aye / Nate Shipp: Aye / Bryan Flamm: 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. Jim Giles intends on completing his training before the next special meeting.
 - b. Nate Shipp intends on completing his training before the next special meeting.
 - c. Bryan Flamm intends on completing his training before the next special meeting.

F. Adjourn

1. Nate Shipp moves to adjourn the meeting.
2. Jim Giles seconds the motion to adjourn the meeting.
3. Jim Giles: Aye / Nate Shipp: Aye / Bryan Flamm: Aye
4. Meeting adjourned at 10:49am.

Signed:

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Bryan Flamm

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Bryan Flamm, District Clerk/Secretary

Date:

January 16, 2025