

**MINUTES
BRIXTON INFRASTRUCTURE FINANCING DISTRICT
SPECIAL MEETING**

**NOTICE IS HEREBY GIVEN THAT THE BOARD OF TRUSTEES OF BRIXTON
INFRASTRUCTURE FINANCING DISTRICT HELD A SPECIAL MEETING ON
THURSDAY, MARCH 6, 2025 AT YORK HOWELL, 10610 SOUTH JORDAN GATEWAY,
SUITE 200, SOUTH JORDAN, UTAH 84095**

AT 2:00pm

A. Call to Order

M. Thomas Jolley called to order the special meeting of Brixton Infrastructure Financing District at 2:00pm on Thursday, March 6, 2025 at York Howell, 10610 South Jordan Gateway, Suite 200, South Jordan, Utah 84095.

The combined special meeting convened at 2:04pm.

B. Roll Call

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

Members Present:

- Larry Myler – Trustee (via Zoom)
- Trey Orsak – Trustee (via Zoom)

Also Present:

- M. Thomas Jolley – District Counsel (in-person)
- Ashley Tedesco – District Counsel Paralegal (in-person)
- Aaron Wade – Bond Counsel (via Zoom)
- Mary Barnes – Bond Counsel Paralegal (via Zoom)
- Pamela Giss – District Administrator (via Zoom)

Absent:

- James Horsley – Trustee

C. Preliminary Action Items

Not applicable.

D. Consent Items

1. Approve the draft minutes of the board meeting held on February 7, 2025.
 - a. Larry Myler moves to approve the draft minutes of the board meeting held on February 7, 2025.
 - b. Trey Orsak seconds the motion to approve the draft minutes of the board meeting held on February 7, 2025.
 - c. Larry Myler: Aye / Trey Orsak: Aye
 - d. The motion passes by a quorum of the board.

E. Action Items

1. Consider approval of Resolution 2025-06: A resolution of the Board of Trustees of Brixton Infrastructure Financing District (the “District”), authorizing the issuance and sale of the District’s Special Assessment Bonds, Series 2025 (the “Series 2025 Bonds”) in the aggregate principal amount of not to exceed \$38,505,000; fixing the maximum principal amount of the Series 2025 Bonds, the maximum number of years over which the Series 2025 Bonds may mature, the maximum interest rate which the Series 2025 Bonds may bear, and the maximum discount from par at which the Series 2025 Bonds may be sold; delegating to certain officers of the District the authority to approve the final terms and provisions of the Series 2025 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.
 - a. Larry Myler moves to approve Resolution 2025-06.
 - b. Trey Orsak seconds the motion to approve Resolution 2025-06.
 - c. Larry Myler: Aye / Trey Orsak: Aye
 - d. The motion passes by a quorum of the board.
2. Consider approval and/or ratification of the proposal/engagement agreement from Blackwood Advisors, LLC for administration, consulting, and accounting services, and authorizing the District Chair to sign.
 - a. Larry Myler moves to approve and/or ratify the proposal/engagement agreement from Blackwood Advisors, LLC for administration, consulting, and accounting services, and authorizes the District Chair to sign.

- b. Trey Orsak seconds the motion to approve and/or ratify the proposal/engagement agreement from Blackwood Advisors, LLC for administration, consulting, and accounting services, and authorizes the District Chair to sign.
- c. Larry Myler: Aye / Trey Orsak: Aye
- d. The motion passes by a quorum of the board.

F. Administrative Non-Action Items

- 1. Open meeting discussion with Board members of any infrastructure financing district business.
 - a. No matters for discussion are presented.

G. Adjourn

- 1. Larry Myler moves to adjourn the meeting.
- 2. Trey Orsak seconds the motion to adjourn the meeting.
- 3. Larry Myler: Aye / Trey Orsak: Aye
- 4. Meeting adjourned at 2:15pm.

Signed:

Trey Orsak, District Clerk/Secretary

Date:

March 6, 2025