NORDIC VALLEY SEWER IMPROVEMENT DISTRICT
AGENDA -- BOARD OF TRUSTEES MEETING
Tuesday November 19, 2024
Electronic Participation Invited

THE INITIAL MEETING OF THE NORDIC VALLEY SEWER IMPROVEMENT DISTRICT BOARD OF TRUSTEES TO BE HELD ON NOVEMBER 19, 2024, AT 6:00 P.M. THE LOCATION OF THE MEETING WILL BE IN THE DISTRICT OFFICE, EDEN PROFESSIONAL CENTER, 2580 NORTH HIGHWAY 162, SUITE D, EDEN UTAH, 84310. For electronic meeting access the meeting will be available on Teams. Those wishing to participate with video will need to request a meeting invite from the Board Chair, Robert Behunin, at rob.behunin@gmail.com, or it is possible to **Dial in by phone** +1 213-379-5544,,237268877# United States, Los Angeles, Phone conference ID: 237 268 877#.

1. Welcome and Introduction.

2. Public Comment. Brief items not listed on agenda; time limit of three (3) minutes. If more time is needed, please contact board chair to be added to a future agenda.

3. Approval of Minutes from the October 4, 2024 meeting

4. Action Item: Review and Approval of 2024 Tentative Budget, and set date for hearing on adoption of 2024 Final Budget for the NVSID December 19, 2024 meeting

5. Action Item: Review and Approval of 2025 Tentative Budget, and set date for hearing on adoption of 2025 Final Budget for the NVSID December 19, 2024 meeting

6. Public Hearing: Review of Proposed Reservation Fee as a source of revenue for NVSID.

7. Discussion item: Revenues for the District through Reservation Fee

8. Action Item: Approval of Reservation Fee Resolution

9. Discussion Item: 2025 Meeting Schedule

10. Action: Approve Resolution for 2025 Meeting Schedule

11. Discussion , Action Item and Resolution: Amendment of District Bylaws to Define District Services to Include Culinary Water and Sanitary Sewer.

12. Information and Reports
    a. Chair, Mr. Behunin
    b. Clark, Mr. Jouffray
    c. Treasurer, Mr. Lewis
    d. Legal Counsel, Mr. Bell
    e. Engineer

13. Closed Session (if needed): Discussion of "Closed Meeting" Topics, Utah Code Annotated § 52-4-205[1]

14. Adjournment

Policy Statement: The District does not discriminate on the basis of race, color, national origin, gender, religion, age or disability in employment or the provision of services.

Disabilities: In compliance with the Americans with Disabilities Act, any individual needing accommodations or services during this meeting should contact Robert Behunin at least 24 hours prior to the meeting. Mr. Behunin may be reached by email at rob.behunin@gmail.com or by telephone at (801) 400-3649.

Certificate of Posting: On or before 6:00 p.m. on Monday, November 19, 2024, a copy of this Agenda was posted on the Utah Public Notice Website under Utah Code §63F-1-701 and at the District Offices. Certified by Robert Behunin, Member, Board of Trustees. _______/s/_______ Robert Behunin.

[1] See, e.g., https://le.utah.gov/xcode/title52/chapter4/C52-4_1800010118000101.pdf

<u>NOVEMBER 19, 2024</u>
<u>BOARD MEETING MATERIALS</u>

DRAFT (Unapproved) MINUTES
OF THE NORDIC VALLEY SEWER IMPROVEMENT DISTRICT
AGENDA -- BOARD OF TRUSTEES MEETING
FRIDAY, OCTOBER 4, 2024

THE INITIAL MEETING OF THE NORDIC VALLEY SEWER IMPROVEMENT DISTRICT BOARD OF TRUSTEES WAS HELD ON OCTOBER 4, 2024, AT 11:00 A.M. THE LOCATION OF THE MEETING WAS IN THE DISTRICT OFFICE, EDEN PROFESSIONAL CENTER, 2580 NORTH HIGHWAY 162, SUITE D, EDEN UTAH, 84310.

MEETING STARTED: 11:12 am, Friday October 4th
ATTENDING: Rob Behunin, Trustee; Laurent Jouffray, Trustee; John Lewis, Trustee; Mark Bell, Legal Counsel.
MEMBERS OF THE PUBLIC: Brook Cole

1. <u>Oath of Office for Board Members</u>: Robert Behunin; Laurant Jouffray; John Lewis
   a. Legal cousel, Mark Bell, a notary public, administered the oath of office to the trustees. The Oath of Offices was signed by each trustee and notorized by Mr. Bell.

2. <u>Election of Board Officers</u>: Chair; Vice Chair; Director
   a. Mr. Bell explained the statutory offices needed in the district and the roles and responsibilities.
   b. Mr. Jouffray nominated and motioned Mr. Behunin as Chair. Mr. Lewis second. Vote was unanimous.
   c. Mr. Behunin nominated and motioned Laurent Jouffray as Vice-Chair and Mr. Lewis as Director; second by Mr. Jouffray. Vote was unanimous in the affirmative.

3. <u>Appointment of District Officers</u>: Clerk (CFO); Treasurer; Public Records Officer
   a. Mr. Behunin nominated and motioned Laurent as Clerk and John Lewis as Treasurer. Mr. Lewis seconded. Vote was unanimous in the affirmative.

4. <u>Public Comments</u>: Brief items not listed on agenda; time limit of three (3) minutes. If more time is needed, please contact board chair to be added to a future agenda.
   a. Noted that the meeting was posted on the Utah Public Website and that no members of the public contacted the district via email or phone for information or special accomodations.

b. Member of the public present was Brook Cole of Nordic Village Ventures who offered no comments.

5. Description of District: Creation by Weber County; Recent Appointment of Trustees; Boundaries; General Discussion
   a. General discussion was held on the boundaries of the district. It was noted that the ski resort is not currently in the district service area, but will need to be annexed in at a later date.

6. Purposes of District: discussion and motion; purposes to include both sanitary sewer service and culinary water service
   a. A request from the property owner came to the district to include water as well as sewer. Discussion was held.
   b. Mr. Joffray motioned to include among the services of the district culinary water and public sewer. Discussion held on secondary water. Mr. Lewis second. Vote was unanimous in the affirmative.
   c. Mr. Lewis raised the question about potential public concern over a new district being formed and that they (the public) will be pulled into it. Mr. Lewis suggested that the district put out some sort of announcement or press release describing the district, its purpose, its boundaries and authorities.

7. Relationship with PIDs: "Will-serve" Notification: discussion; decision; adoption of resolution.
   a. The district has received a request from the property owner, Nordic Village Venture and the associated PID, to provide a "Will-Serve" notification of water and sewer services.
   b. The Chair invited public comment from Brook Cole who noted that the PID is being formed through Weber County and that the county and the PID requires the public infrastructure that is created be turned over to the district upon completion.
   c. Mr. Bell noted that this is merely an intent for the district to own, operate, and maintain certain public infrastructure if it meets the requirments of the district. Brook Cole also noted that the PID is under no obligation to transfer the infrasture to the district. The two groups, the district and the PID, are expressing the willingness to work together on future water and sewer infrastructure and may enter into a contractual arrangement at a future date.
   d. It was noted that this is, in fact, not technically a "Will-Serve" notice but rather a Notice of Preliminary Intent from the district to the PID.
   e. Mr. Lewis wanted to ask some questions offline, and Mr. Bell cautioned that any questions pertaining to the business of the district should be conducted openly and that if Mr. Lewis had questions of business nature or private interests that might impact the district his questions could be addressed offline but without a quorum present.
   f. Mr. Jouffray moved to authorize and issue the Notice of Preliminary Intent to Own, Operate and Maintain Improvements for for Nordic Village PID No 1-3,

and to authorize the Chair to sign the notice. Mr. Lewis seconded. Vote was unanimous in the affirmative.

8. Budget Matters: discussion/decision; 2024 -- remainder of year; 2025 -- calendar year budget.
   a. Discussion held on the budget that was prepared by a consultant to the district, Brad Rasmussen. The district is very basic in its operation at this point. There are some costs to the district: rent and utilities, UASD Dues, Legal and Engineering fees, Directors and Officers insurance, Accounting services fees.
   b. It was noted that the distrct is fee based at this time and not receiving tax funding.
   c. Chair recognized Brook Cole. Brook noted that GWC Capital has helped get the districted started by funding legal fees and engineerg fees. He also noted that GWC Capital is the manager of Nordic Village Ventures and all start-up costs have come from Nordic Village Ventures.
   d. Mr. Bell noted the district should consider a reimbursement agreement from the district to Nordic Village Ventures.
   e. Discussion was held concerning Nordic Village Ventures would receive a reservation fee for a specified period of time, and the mechanism of how those fees would be assessed.
   f. Board authorized Mr. Bell to work with Nordic Village Ventures on a reservation agreement.

9. Public Hearing: District Name Change to "Nordic Valley Improvement District"
   a. Opened Public Hearing on Name Change.
   b. No comment from the public.
   c. Public Hearing Closed.

10. Action Item: Discussion of Name Change; Adoption of Name Change Resolution
    a. Mr. Bell explained the details of how the name change would proceed.
    b. Mr. Behunin asked Mr. Bell to clarify that the district is a special district as opposed to a special service district. Mr. Behunin noted that we need to make the change from a "special service district" with the Lt.Governor's Office to a "special district." The Public Records Office also listed the district as a "special district." That needs to be changed as well.
    c. Laurent motioned to approve Resolution No 2024-10-04 A Changing the Name of the District to Nordic Valley Improvement District. John seconded. Roll call vote was unanimous in the affirmative.

11. Action Item(s): Discussion; Approval of Policies; Adoption of Resolution(s)
    a. Bylaws (UASD Template)
    b. Board Meetings (UASD Template)
    c. Conflicts of Interest (UASD Template)
    d. Critical Infrastructure Records (UASD Template)

e. Government Records Access and Management Act (UASD Template)
f. Purchasing Policies (UASD Template)
g. Public Comments Policy

Mr. Bell explained that the policies proposed for adoption are templates provided by the Utah Association of Special Districts. As templates, these will need to be adjusted to make them more closely aligned with the district, but they are sufficient at this time to get the district started.

Mr. Bell also noted that the board does not have to approve these today and that they can take the time to review further.

Mr. Behunin noted that the board members had received all of those in advance and had the opportunity to review except for the GRAMA and the Public Comments Policy.

Mr.Jouffray asked a question about the name change on the document.

Mr. Bell noted a typo in the document on page three. The signature line has Midvalley Sewer and should be Nordic Valley Sewer Improvement. The change was made by handwriting in the correct name.

Mr. Lewis motioned to approve Resolution 2024-10-4-B Adopting Bylaws, Policies and Procedures Governing the Operation, Management and Activities of the Nordic Valley Sewer Improvement District. Mr. Jouffray seconded. Roll call vote was unanimous in the affirmative.

12. Action Item: Preliminary Funding Agreement with Nordic Valley Ventures; Discussion/Decision
   a. Motion to table Item 12 by Mr. Lewis. Seconded by Mr. Jouffray. Vote was unanimous in the affirmative.

13. Action Item: District to Hold Elections Under the Rules for a "Basic Special District" Utah Code Annotated §§ 17B-1-1402 & 17B-1-306. Base Elections on: Acreage, Assessed Value or Water. Discussion/Decision.
   a. Mr. Bell explained how the voting for board positions would be handled in the future. They are typically based on acerage, assessed value or water rights.
   b. The board can set the way in which elections handled.
   c. Brook Cole asked how voting rights were allocated. Mr. Bell gave an example of how voting rights are allocated. If the development is divided into 1 acre lots and a person owns half an acre, that person gets .5 (one half) of a vote.
   d. Mr. Bell indicated that the district does not have to vote on this issue today and that the district has two years to make a decision.
   e. More discussion was regarding acreage versus assessed value and included how condiminiums might be handled.

f. Mr. Lewis moved to table Item 13. Mr. Jouffray seconded. Vote was unanimous in the affirmative.

14. Action Item: Schedule of Regular Meetings for Remainder of 2024; Calendar Year 2025
    a. Discussion was held about the next two meeting for calendar year 2024, and that the district needed to hold a public hearing for a tentative budget for 2025.
    b. November 19, 2024 for the next meeting and public hearing for the tentative 2025 budget at 11am.
    c. December 19, 2024, for the public hearing to approve the 2025 budget at 11am.
    d. The district will attempt to have the reservation agreement done for the November meeting.
    e. Discuss was held about another property owner who is not in the district and who may seek annexation and services from the district.
    f. Laruent Jouffray moved to approve the 2024 meeting schedule. John Lewis seconded. Vote was unanimous in the affirmative.

15. Professional Service Matters: Disclosure of Nordic Valley Ventures' Consultants Providing Professional Services related to District; Discussion/Decision
    a. Mark Bell disclosed that he has been providing legal services to GWC Capital. He will prepare the appropriate documentation to make sure the engagement agreements were in place to manage any conflicts of interest.

16. Information/Training: Information: Board Member Training at the UASD Annual Conference November 6, 7, 8. Specific training for new boards on November 6. Location: Davis Conference Center, 1651 North 700 West, Layton, Utah.
    a. Mark Bell will be providing the clerk training.
    b. Rob Behunin registered and paid for the board to attend.

17. Closed Session (if needed): Discussion of "Closed Meeting" Topics, Utah Code Annotated § 52-4-205[2]
    a. No closed session needed.

18. Trustees: Information provided re: current, past or future business of District
    a. No business.

19. Adjournment
    a. Motion to adjourn by Mr. Jouffary. Mr. Lewis seconded. Meeting adjourned.

Policy Statement: The District does not discriminate on the basis of race, color, national origin, gender, religion, age or disability in employment or the provision of services.

Disabilities: In compliance with the Americans with Disabilities Act, any individual needing accommodations or services during this meeting should contact Robert Behunin at least 24 hours prior to the meeting. Mr. Behunin may be reached by email at rob.behunin@gmail.com or by telephone at (801) 400-3649.

[2] See, e.g., https://le.utah.gov/xcode/title52/chapter4/C52-4_1800010118000101.pdf

Certificate of Posting: On or before 11:00 a.m. on Thursday, October 3, 2024, a copy of this Agenda was posted on the Utah Public Notice Website under Utah Code §63F-1-701. Certified by Robert Behunin, Member, Board of Trustees

NORDIC VALLEY SEWER IMPROVEMENT DISTRICT
2024 TENTATIVE BUDGET

	Sewer	Water	Totals
Revenue	$0	$0	$0
Reservation Fee	$0	$0	$0
Annual O&M	$0	$0	$0
½ Manager Salary w/burden	$0	$0	$0
½ Administration/billing	$0	$0	$0
General Overhead	$0	$0	$0
Rent	$0	$0	$0
Utilities	$0	$0	$0
UASD Dues	$0	$0	$0
Legal Consulting Fees	$0	$0	$0
Engineering Consulting Fees	$0	$0	$0
Directors & Officers Insurance	$0	$0	$0
Accounting Service Fees	$0	$0	$0
Annual Reserves	$0	$0	$0
Debt Service	$0	$0	$0

NORDIC VALLEY SEWER IMPROVEMENT DISTRICT
2025 TENTATIVE BUDGET

	Sewer	Water	Totals
Revenue: Reservation Fees			$200,000
Annual O&M	$0	$0	$0
½ Manager Salary w/burden	$0	$0	$0
½ Administration/billing	$0	$0	$0
General Overhead	$115,918	$65,918	$181,836
Rent	$4,200	$4,200	$8,400
Utilities	$3,000	$3,000	$6,000
UASD Dues	$218	$218	$436
Legal Consulting Fees	$50,000	$25,000	$75,000
Engineering Consulting Fees	$50,000	$25,000	$75,000
Directors & Officers Insurance	$1,000	$1,000	$2000
Accounting Service Fees	$7,500	$7,500	$15,000
Annual Reserves	$0		$0
Debt Service	$0		$0
Miscellaneous Expenses: financial advisors; travel; conferences; education; etc.	$		

BYLAWS

Nordic Valley Improvement District

INDEX

Nordic Valley Improvement District

BYLAWS

A. GENERAL.

In the event of a conflict between these Bylaws and any policy, procedure, rule or regulation of the District or any motion approved by the Board of Trustees of the District (the “Board”) as reflected in official Board meeting minutes, these Bylaws shall control.

B. PRINCIPAL OFFICE.

The District’s office and principal place of business shall be located at Eden Professional Center, 2580 North Highway 162, Suite D, Eden, Utah, 84310, until changed pursuant to Board action.

C. NAME/ORGANIZATION.

1. Name. The name of this special district is Nordic Valley Improvement District, herein the “District”.

2. Organization. The District was organized pursuant to applicable provisions of the Utah Code.

3. Nature of District. The District is a political subdivision of the State of Utah and a body corporate with all of the powers granted or necessarily implied by state law.

4. Public Purpose. The purpose of the District is to provide the services and exercise the powers stated in the creation documents of the District; and to exercise all powers conferred upon such districts by law. *See* Title 17B Chapter 1 of the Utah Code and appropriate provisions in Title 17B Chapter 2a of the Utah Code. The services to be provided by the District shall include the services conferred on an "improvement district" under U.C.A. § 17B-2a-403(1)(a) including, without limitation: (i) the supply, treatment and distribution of water; and (ii) the collection, treatment and disposition of sewage. Other services may be performed by the District as provided by law and approved by the District board of trustees.

D. TRUSTEES.

1. Authority. The District is governed by a Board of Trustees, the members of which are appointed and/or elected as provided by law (the "Board") as authorized by Utah Code Title 17B, Chapter 1, Part 3.

2. Oath of Office. Prior to assuming official duties, each Trustee is to take and subscribe, before an officer authorized to administer oaths, to an oath as required by Utah Code Ann. § 17B-1-303(3). However, the failure of a Trustee to take the required oath shall not invalidate any official act of that Trustee.

3. Fidelity Bond/Insurance. A corporate surety bond or theft or crime insurance, as allowed by law, for the faithful performance of the Trustee's duties is required for each Trustee as provided in Utah Code Ann. § 17B-1-303(7) at the expense of the District, in the amount and with the surety, sureties, insurance company or insurance companies prescribed by the Board.

4. Term of Office. The term of each member of the Board of Trustees is four (4) years and until the Trustee's successor is elected or appointed, as appropriate, and has qualified, all as provided in Utah Code Title 17B, Chapter 1, Part 3 and any applicable provision in Title 17B, Chapter 2a of the Utah Code. A Trustee appointed to fill a vacancy will serve the unexpired portion of the term of the Trustee being replaced. The term of a person elected or appointed to serve on the Board, subject to the above and except as may otherwise be provided by law, commences at noon on the January 1 following the Trustee's election or appointment.

5. Trustee Vacancies. To the extent allowed by law, a vacancy in a Trustee's term of office shall be deemed to exist in the case of death, resignation, disqualification of the Trustee (as, for example, when a Trustee ceases to be a registered voter who resides within the boundaries of the District or the Trustee ceases to reside within the boundaries of the District or a particular Division or area within the District), if a Trustee has been declared of unsound mind by order of a court, or if a Trustee has been convicted of or pled guilty or "no contest" to a felony. Except as otherwise provided in Utah Code Ann. § 17B-1-303(6), all vacancies which may occur on the Board will be filled in accordance with the requirements of Utah Code Ann. § 20A-1-512, as it may be amended from time to time.

6. Powers and Duties. The Board of Trustees has all powers necessary for the administration of the affairs and operation of the properties of the District and may do all such acts as are not by law, or these Bylaws, forbidden. The duties and powers of the Board are generally set forth in Utah Code Ann. §§ 17B-1-301 and the specific Part of Title 17B, Chapter 2a of the Utah Code that applies to the District. The primary function of the Board is to establish policies and make decisions as guidelines for administrative action. The Board may employ or retain the services of a General

Manager/CEO/Director (hereafter the "General Manager") and other employees and may retain the services of consultants to perform specified duties and activities under the direction of the General Manager and, ultimately, of the Board.

7. Meetings. Regular, special and emergency meetings of the Board of Trustees may be held as provided in any Board Meeting Policies and Procedures adopted by the Board (the "Board Meeting Policy") and in the Utah Open and Public Meetings Act (Utah Code Ann., §§ 52-4-101, *et seq*. the "Act"). At all meetings of the Board, a majority of the Trustees, or a majority of the voting power of the Trustees, as applicable, shall constitute a quorum for the transaction of business. *See* Utah Code Ann. § 17B-1-310. Meetings of the Board may take place through telephonic and other electronic means as may be provided in the Act and in the Board Meeting Policy.

E. OFFICERS.

1. Principal Officers. The principal officers of the District shall consist of a Board Chair, a Board Vice Chair, a General Manager (or Director), a Clerk of the District, a Treasurer, a Records Officer and such other officers as the Board may from time to time establish.

2. Qualifications; Election and Term of Office. The Chair and the Vice Chair shall be selected from the Trustees by majority vote of the Trustees annually or biennially at the discretion of the Board. Any vacancy in the position of Chair or Vice Chair caused by the expiration of the term of the incumbent as a member of the Board or by the death, resignation or removal of the incumbent shall likewise be filled by a majority vote of the Trustees and the Trustee selected to fill the position shall do so for the remaining unexpired term. The Board shall also appoint a General Manager (or Director), a Clerk, a Treasurer, a Records Officer and other officers and assistant officers as desired by the Board. The Chair may not serve either as Treasurer or Clerk and the Clerk may not also serve as Treasurer. Subject to those limitations, and except as otherwise provided by law, one person may hold more than one office. Notwithstanding the foregoing, the officers shall serve until their replacements are elected or appointed provided, however, that an officer who is also a full-time employee of the District will not continue to serve in office after the officer ceases to be an employee of the District unless there is a written agreement between the District and the officer that provides otherwise.

3. Duties of Officers.

   a. Chair. The Chair shall, when present, preside at all meetings of the Board and do and perform all duties incident to that position as are customarily done or performed by a special district board chair.

Unless the Board action approving any contract or other document specifies otherwise, either the Chair or the General Manager (or Director), or both, shall be authorized and empowered to execute and implement any and all properly approved documents for and on behalf of the District.

b. <u>Vice Chair</u>. The Vice Chair shall chair meetings of the Board and otherwise act in the place of the Chair when the Chair is absent.

c. <u>General Manager</u>. The General Manager (or Director) shall be the Chief Operating Officer of the District and shall be responsible for the day-to-day business and affairs of the District, subject to oversight by the Board. The General Manager shall, among other duties, supervise purchasing for the District, supervise the preparation and negotiation of contracts, make necessary contacts on behalf of the District with responsible officials and representatives of federal, state, county and local units of government, verify all payrolls, claims and expenditures for submission to the Board, assist in preparing the annual budget, supervise all employees of the District and be responsible for and exercise supervision and control over the District's property, facilities and operations. Respecting purchases made for or on behalf of the District, the General Manager, or a designee of the General Manager under the General Manager's supervision, is the Board's designee to act as the District's Procurement Official, as provided in the Utah Procurement Code found in Title 63G, Chapter 6a of the Utah Code. The General Manager will perform all other duties, assignments and functions required by the Board to the end that the District may be operated in an efficient, economical and satisfactory manner and effectively serve the public. The General Manager shall serve at the pleasure of the Board. Unless the Board action approving a contract or other document specifies otherwise, either the General Manager or the Chair, or both, shall be authorized and empowered to execute and implement any and all properly approved contracts and other documents for and on behalf of the District.

d. <u>Clerk</u>. The Clerk shall be the custodian of the District's financial records and of the seal of the District and shall perform such other duties as may be required by law, particularly those duties specified in Title 17B, Chapter 1, Part 6 of the Utah Code, or as may be directed by the Board or the General Manager (or Director), with such assistance as may be appropriate. In particular, the Clerk shall give such notices of meetings and other matters pertaining to the District as are required by law, these Bylaws, or any other enactment of the Board. Among other duties, the Clerk shall provide notice of Trustee elections (if one or more Trustees is/are elected) and certify candidate names to the County Clerk as provided in Utah Code Ann.

§ 17B-1-306, certify the resolution setting the levy to the County Auditor as provided in Utah Code Ann. § 17B-1-628, and certify any unpaid and delinquent qualifying charges to the County Treasurer as directed by the Board so those charges may become a lien on the delinquent premises as provided in Utah Code Ann. § 17B-1-902. The Clerk or other appointed person shall attend District Board meetings and keep a record of the proceedings as provided in Utah Code Ann. § 17B-1-631 and prepare and present to the Board detailed quarterly financial reports as provided in Utah Code Ann. § 17B-1-638. The Clerk or other appointed person not performing Treasurer duties shall maintain the financial records for each fund of the District and all related subsidiary records (including a list of all outstanding bonds, their purpose, amount, terms, date and place payable) as provided in Utah Code Ann. § 17B-1-632, and shall prepare necessary checks after having made the determinations required by Utah Code Ann. § 17B-1-635. The Clerk shall serve at the pleasure of the Board. One or more Assistant Clerks may be appointed to assist the Clerk and to carry out administrative and other functions of the Clerk.

e. <u>Treasurer</u>. The Treasurer shall have charge and custody of, and be responsible for, all funds received and disposed of by the District from any source whatsoever and, in particular, shall be responsible for the lawful investment and safekeeping of District funds by following the procedures and requirements of the State Money Management Act which is found in Title 51, Chapter 7 of the Utah Code and shall perform such other duties as may be required by law, particularly those Treasurer duties specified in Title 17B, Chapter 1, Part 6 of the Utah Code, or as directed by the Board or the General Manager (or Director), with such assistance as may be appropriate. In particular, the Treasurer shall receive all public funds and money payable to the District, shall keep an accurate, detailed account of all monies received and shall be the custodian of all money, bonds and other securities and assets of the District as provided in Utah Code Ann. § 17B-1-633. The Treasurer shall give or cause to be given a receipt or other evidence of payment to persons paying money to the District treasury as provided in Utah Code Ann. § 17B-1-634. The Treasurer is required to promptly deposit all District funds into the appropriate bank accounts of the District as provided in Utah Code Ann. § 17B-1-637. The Treasurer shall see to it that all money received on any special assessment is applied to pay for the improvement for which the assessment was made as provided in Utah Code Ann. § 17B-1-636. The Treasurer and/or any other person(s) appointed by the Board shall sign all checks for the District after determining that sufficient money is on deposit in the appropriate bank account of the District to honor the check, as provided in Utah Code Ann. § 17B-1-635(2). Notwithstanding anything to the contrary in these Bylaws, or in any policy, procedure, rule or regulation of the District, the person maintaining the financial records of the District may not sign any single signature check. The Treasurer shall serve at the pleasure of the Board. One or more Assistant Treasurers may be appointed to assist the Treasurer and to carry out administrative and other functions of the Treasurer provided that no one person may perform both statutory Treasurer duties and statutory Clerk duties.

f. <u>Records Officer</u>. A Records Officer shall be appointed to exercise such rights and perform such duties in the classification, preservation and oversight of District records as provided in Utah Code Ann. §§ 63G-2-101, *et seq*. (the "Government Records Access and Management Act" or "GRAMA") and in any Records Policy established by the Board, provided that such Policy is consistent with GRAMA, and as may be assigned by the General Manager (or Director). The Records Officer shall be the custodian of the records of the District that are not, by law or these Bylaws, under the custody of some other person such as the Clerk or the Treasurer.

g. <u>Other Officers</u>. There shall be such other officers and the officers shall perform such duties as determined by the Board or the General Manager (or Director) in addition to those duties referenced in these Bylaws.

4. <u>Resignation</u>. Any officer may resign at any time by giving verbal or written notice to the Board. Any resignation shall take effect upon receipt of such notice or at any later time specified therein. Unless otherwise specified in the notice, acceptance of the resignation shall not be necessary to make it effective.

5. <u>Removal of Officers</u>. Any officer elected by the Board may be removed and a successor may be elected by a majority vote of the Board whenever, in the Board's judgment, the best interests of the District would be served by such removal provided, however, that the termination of employment with the District of an officer may be subject to the District's Personnel Policies and Procedures.

F. <u>POLICIES AND PROCEDURES</u>.

1. <u>Formal Rules and Regulations</u>. From time to time, the Board may adopt rules and regulations for the governance and operation of the District including, but not limited to, administrative policies and procedures, personnel policies and procedures, procurement policies and procedures and other rules and regulations (collectively "Rules and Regulations" or "Formal Rules and Regulations"). The Rules and Regulations may cover subjects included in these Bylaws and may be more detailed than these

Bylaws provided, however, in the event of any conflict between these Bylaws and the Rules and Regulations that cannot otherwise be reconciled, these Bylaws shall control.

2. Informal Rules and Regulations. "Informal", but nonetheless binding, rules and regulations and policies and procedures may be adopted by the Board or approved by the General Manager (or Director) where such authority has been delegated by the Board. The Informal Rules and Regulations shall be in writing in such form as the Board and/or the General Manager, as appropriate, shall desire. In the event of a conflict between the Informal and the Formal Rules and Regulations, the Formal Rules and Regulations shall control unless declared otherwise by the Board.

3. Amendments. The Formal Rules and Regulations and all other rules and regulations and other enactments of the District may be amended by the Board from time-to-time.

G. CHECKING AND INVESTMENT ACCOUNTS AND DISBURSEMENTS.

1. Deposits. All monies, promissory notes, and evidences of debt or investments belonging to the District shall be deposited in financial centers or banks or with the Utah State Treasurer as authorized by the State Money Management Act, Title 51, Chapter 7, of the Utah Code, or other applicable law.

2. Check Procedure. With the exception of minor "petty cash" purchases or the use of an authorized credit or payment card, payments and disbursements by the District shall be made by a check drawn on the District's account or by an authorized direct deposit or electronic transfer. A check signer machine or computer with appropriate signature plates or equivalent may be utilized to generate checks after it has been determined that the payment has been properly authorized and does not overextend the budget and there are sufficient funds in the bank account to honor the check. Except as otherwise authorized by the Board, the signatures of the General Manager (or Director) and the Clerk will be depicted on any computer/machine generated checks. When a check is manually prepared, the check shall be signed by any two of the following officers of the District: the General Manager, the Clerk, the Treasurer, the Board Chair, the Board Vice Chair or any other officer of the District as authorized by the Board. A person may sign a check no more than once, even if the person holds more than one office. All checks presented for signature are to be accompanied by documentation supporting the expenditure. A check is not to be submitted for signature, either using the check signer machine or computer or manual signatures, and a direct deposit or electronic transfer is not to be made, unless there are available funds to cover the expenditure.

3. Direct Deposits. As noted in subsection 2 immediately above, properly approved payments, including but not limited to payroll, may be made by direct deposit into an authorized financial institution account or by electronic transfer.

4. Approval. Approved disbursements may be shown in the Board meeting minutes and, if so shown, the minutes shall constitute authority for the payment of capital items and other expenditures which require Board approval. Other disbursements may be approved as provided in the District's Rules and Regulations.

5. Surety Required. All persons with check signing or direct deposit authority and/or with investment and/or financial recordkeeping responsibilities shall be bonded or covered by theft or crime insurance in such sum as may be required by law or prescribed by the State Money Management Council and with such surety, sureties, insurance company or insurance companies as the Board shall determine, with the costs of each bond or insurance coverage to be paid by the District. If it appears that the Treasurer or any other officer or employee of the District is making a profit out of public money, is comingling District funds with personal funds, or is using District funds for any purpose not authorized by law, the Treasurer, officer or employee shall be suspended from office and/or employment as provided by law and may be subject to criminal prosecution and/or civil suit.

H. SEAL.

The Board of Trustees may have adopted a corporate seal, the imprint of which may, but need not, be embossed hereon. The Clerk shall have custody of the seal, if there is one, and be responsible for its safekeeping and use.

I. EFFECT OF STATE LAW.

1. State Law to Supplement. The District is subject to the requirements of state law as reflected in applicable provisions of Title 17B and other applicable portions of the Utah Code regardless of whether the subject of those provisions is covered by these Bylaws or other enactments of the Board.

2. State Law to Control. In the event of a conflict between these Bylaws or any other enactment of the Board and an applicable provision of the Utah Code, the Code provision shall control, even though the said provision may not have been in effect when these Bylaws or other enactment were adopted or may have been amended after the effective date of these Bylaws. Notwithstanding the foregoing, however, should the applicable state statute provide that it is not to impact action previously taken then, to the extent permissible, these Bylaws or other District enactment shall continue to control.

J. AMENDMENTS TO BYLAWS.

Amendments to these Bylaws may be made, and these Bylaws may be superseded and replaced by new Bylaws, on the affirmative vote of at least 2/3 of the Trustees, or at least 2/3 of the voting power of the entire Board, as applicable, present at a Board meeting, with a quorum being present, at any meeting of the Board, provided that notice of the intent to amend or replace the Bylaws shall have been given to each Trustee in the notice of the meeting at least three (3) days prior to the meeting, unless such notice requirement is waived by the Trustee.

K. SAVINGS CLAUSE

Should any part, subdivision, section, subsection, sentence, clause, phrase or provision of these Bylaws or the application thereof be found to be invalid or in conflict with state or federal law, the conflicting portion of these Bylaws shall not affect the application or force of the balance of the Bylaws.

These Bylaws were adopted by the Board of Trustees on the ____ day of ____________________, 20___.

____
Chair

RESOULTION NO. 2024-11-19-

A RESOLUTION AMENDING THE BYLAWS OF THE NORDIC VALLEY SEWER IMPROVEMENT DISTRICT TO CONFIRM THAT SERVICES OF THE DISTRICT WILL INCLUDE BOTH SANITARY SEWER SERVICES AND CULINARY WATER SERVICES

RECITALS

A. The Nordic Valley Sewer Improvement District ("District") was created in 1980. The purpose of the District, as reflected in the organizational documents prepared and approved by Weber County, was to provide sanitary sewer services within the boundaries of the District;

B. Since its organization in 1980, the District has not conducted any business activities, and in May 2024, the Weber County Commission appointed a new Board of Trustees, comprised of three members;

C. The Board of Trustees held its first meeting on October 4, 2024. In the course of that meeting, the Board adopted Bylaws and also recognized and acknowledged that to meet its public purposes, its services should include both sanitary sewer services and culinary water services;

D. The Board of Trustees has determined that the best interests of the District will be served by amending its bylaws to memorialize that the services of the District will encompass, without limitation, both sewer and water.

RESOLUTION

IT IS RESOLVED by the Board of Trustees of the Nordic Valley Sewer Improvement District as follows:

1. Recitals Incorporated. The recitals set forth above are incorporated in this Resolution as though fully set forth herein.

2. Amendment. Paragraph C.4. of the Bylaws adopted on October 4, 2024 is amended to read in its entirety as follows:

> *Public Purpose. The purpose of the District is to provide the services and exercise the powers stated in the creation documents of the District; and to exercise all powers conferred upon such districts by law. See Title 17B Chapter 1 of the Utah Code and appropriate provisions in Title 17B Chapter 2a of the Utah Code. The services to be provided by the District shall include the services conferred on an*

"improvement district" under U.C.A. § 17B-2a-403(1)(a) including, without limitation: (i) the supply, treatment and distribution of water; and (ii) the collection, treatment and disposition of sewage. Other services may be performed by the District as provided by law and approved by the District board of trustees. [1]

3. Incorporation of Amendment. The Chair of the Board and the District Clerk are directed to add the foregoing new language to the text of the District's Bylaws.

4. Severability. If any section, clause, or provision of this Resolution is declared to be invalid by a court of competent jurisdiction, the remainder shall not be affected thereby.

5. Effective Date. This Resolution shall take effect immediately upon its passage and approval by the Board of Trustees of the Nordic Valley Sewer Improvement District.

PASSED and ADOPTED by unanimous vote of the Nordic Valley Sewer Improvement District Board of Trustees on November 19, 2024.

NORDIC VALLEY SEWER IMPROVEMENT DISTRICT

____

Vice Chair, Board of Trustees

Attest:

____

District Clerk/Member Board of Trustees

Voting	Aye	NayAbstain "A"/Not Present "NP"
Robert Behunin		
Laurent Jouffray		
John Lewis		

RESOLUTION N0. 2024-11-19

A RESOLUTION OF THE NORDIC VALLEY SEWER IMPROVEMENT DISTRICT FOR THE SCHEDULE OF MONTHLY BOARD OF TRUSTEES MEETINGS DURING THE CALENDAR YEAR 2025

RECITALS

A. The District holds its monthly Board of Trustees Meeting on the second Monday of each month at 11:00 a.m.

B. The District desires to adopt a schedule of meeting dates and times for the calendar year 2025 in accordance with the schedule set forth below.

RESOLUTION

IT IS RESOLVED by the Board of Trustees of the Nordic Valley Sewer Improvement District as follows:

1. Date and Time for Monthly Meetings. The Board of Trustees of the Nordic Valley Sewer Improvement District will hold its monthly meetings on the second Monday of each month, at the hour of 11:00 a.m. The location of the meetings will be at the District Offices, 2580 North Highway 162, Suite D, Eden, Utah 84310. The schedule for said meetings is set forth on Exhibit "A" attached hereto and incorporated herein by this reference.

2. Publication of Meeting Schedule. The meeting schedule attached as Exhibit "A" shall be posted as a Class A Notice.

3. Effective Date. This Resolution shall take effect immediately upon its passage and approval by the Board of Trustees.

PASSED and ADOPTED by unanimous vote of the Nordic Valley Sewer Improvement District Board of Trustees on November 19, 2024.

NORDIC VALLEY SEWER IMPROVEMENT DISTRICT

____
Chair, Board of Trustees

Attest:

____
District Clerk

Posted on November ___, 2025 (a) on the Utah Public Notice Website; and at ______________________.
Posting confirmed by: ___________________________ *[signature]*

EXHIBIT "A"

NORDIC VALLEY SEWER IMPROVEMENT DISTRICT
2025 SCHEDULE OF TRUSTEES' MEETINGS

MEETINGS TO BE HELD ON THE SECOND MONDAY OF EACH MONTH AT 11:00 A.M.
DISTRICT OFFICES: 2580 North Highway 162, Suite D, Eden, Utah 84310

January 13, 2025

February 10, 2025

March 10, 2025

April 14, 2025

May 23, 2025

June 9, 2025

July 14, 2025

August 11, 2025

September 8, 2025

October 13, 2025

Noevmber 10, 2025

December 8, 2025

NORDIC VALLEY SEWER IMPROVEMENT DISTRICT
MINUTES APPROVED OF THE BOARD OF TRUSTEES MEETING
Tuesday November 19, 2024
Electronic Participation

A MEETING OF THE NORDIC VALLEY SEWER IMPROVEMENT DISTRICT BOARD OF TRUSTEES WAS HELD ON NOVEMBER 19, 2024, AT 6:00 P.M. THE LOCATION OF THE MEETING WAS IN THE DISTRICT OFFICE, EDEN PROFESSIONAL CENTER, 2580 NORTH HIGHWAY 162, SUITE D, EDEN UTAH, 84310. For electronic meeting access the meeting was available on Teams. Those wishing to participate with video will needed to request a meeting invite from the Board Chair, Robert Behunin, at rob.behunin@gmail.com, or it was possible to **Dial in by phone** +1 213-379-5544,,237268877# United States, Los Angeles, Phone conference ID: 237 268 877#.

Attendees: Mr. Laurent Jouffray, Mr. John Lewis, Mr. Mark Bell.
Excused: Mr. Rob Behunin
Public Attendees: Mr. Brook Cole

1. It was noted that the meeting started at 6:10pm on Tuesday, November 19th, 2024, and that Mr. Jouffray was on site at the anchor location at the District Offices and that the meeting was also available electronically via Teams. Mr. Behunin is not in the meeting but is listed on the meeting as the meeting organizer. Mr Jouffray and Mr. Lewis are present and constitute a quorum of the board. It was also noted that the meeting was advertised on the Utah Public Notice website and posted at the District Office as well as in the parking lot of the Nordic Valley Ski Resort which is within the district boundaries and on a public road.

2. Public Comment.
   No public comment.

3. Approval of Minutes from the October 4, 2024, meeting
   Mr. Lewis motioned to approve the minutes from October 4, 2024. Mr. Jouffray seconded the motion. No discussion. Motion to approve passed unanimously.

4. Action Item: Review and Approval of 2024 Tentative Budget and set date for hearing on adoption of 2024 Final Budget for the NVSID December 19, 2024, meeting.
   The tentative budget for 2024 is a $0 sum budget. No revenue and no expenses at this time. Mr. Jouffray motioned to approve the 2024 tentative budget and approved December 19th, 2024, as the date to approve the 2024 final budget

with a public hearing at 11:00am. Mr. Lewis seconded. No discussion. Motion to approve passed unanimously.

5. Action Item: Review and Approval of 2025 Tentative Budget and set date for hearing on adoption of 2025 Final Budget for the NVSID December 19, 2024 meeting.
The tentative budget for 2025 is $200,000. It is noted that the budget will need to be adjusted to equal $200,000. Mr Bell noted that the revenue in the tentative budget shows "Reservation Fees" and that the anticipated revenue may in fact come from loans from Nordic Villiage Ventures rather than a reservation fee program. Mr. Lewis motioned to approve the 2025 tentative budget with the proviso that the budget be adjusted to reflect the correct revenue and expenses and that a public hearing to approve the budget be set for December 19th, 2024, at 11:00am. Mr. Jouffray seconded. No discussion. Motion passed unanimously.

6. Public Hearing: Review of Proposed Reservation Fee as a source of revenue for NVSID.
Public Hearing was opened. Public input was solicited. No public comment. Public Hearing Closed.

7. Discussion item: Revenues for the District through Reservation Fee
This item was tabled. Mr. Jouffray motioned to table. Mr. Lewis seconded. No discussion. Motion passed unanimously.

8. Action Item: Approval of Reservation Fee Resolution
This item was tabled. Mr. Jouffray motioned to table. Mr. Lewis seconded. No discussion. Motion passed unanimously.

9. Discussion Item: 2025 Meeting Schedule
Discussion held around the dates for 2025. Mr. Lewis agreed that these dates would work, but his schedule is hard to predict. Mr. Bell noted that the meetings can be held electronically. Mr. Jouffray is fine with the schedule.

10. Action: Approve Resolution for 2025 Meeting Schedule
Mr. Jouffray motioned to approved resolution 2024-11-19-A regarding the 2025 meeting schedule. Mr. Lewis seconded. No discussion. Motion passed unanimously.

11. Discussion, Action Item and Resolution: Amendment of District Bylaws to Define District Services to Include Culinary Water and Sanitary Sewer.
Discussion was held about amending the bylaws to reflect the change the district services to include culinary water and sanitary sewer. Mr. Bell clarified that in order to make sure that Weber County is comfortable with the functions of the district we need to amend the bylaws to reflect the culinary water

services. Mr. Lews motioned to approve resolution 2024-11-19-B which calls for the bylaws to be amended to reflect culinary water and sanitary sewer as district services. Mr. Jouffray seconded. No discussion. Motion passed unanimously.

12. Information and Reports
    a. Chair, Mr. Behunin
    b. Clerk, Mr. Jouffray
    c. Treasurer, Mr. Lewis
    d. Legal Counsel, Mr. Bell
    e. Engineer

    Mr. Jouffray noted the word “Clark” to be changed to “Clerk.” Mr. Jouffray asked for comment. No comments.

13. Closed Session (if needed): Discussion of "Closed Meeting" Topics, Utah Code Annotated § 52-4-205[1]
    No Closed Session.

14. Adjournment

    Mr. Jouffray motioned to adjorn. Mr. Lewis seconded. Motion to adjourn passed unanimously. Meeting adjourned at 6:29pm November 19, 2024.

____