MINUTES OF A SPECIAL MEETING

NWQ PUBLIC INFRASTRUCTURE DISTRICT
BOARD OF TRUSTEES

INITIAL MEETING
Thursday, August 14, 2025, at 10:00 a.m.
1245 E Brickyard Rd Ste 70, Salt Lake City, UT 84106

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 of the Board of Trustees were in attendance:

Corey Berg
Paul Ritchie
Rob Fetzer
Rob Heywood

Joseph Hunt was absent. All absences are deemed excused unless otherwise noted in these minutes.

Also present: Blair M. Dickhoner, Esq. WBA, PC, District General Counsel; Mary Barnes, Gilmore & Bell; Shelby Clymer and David Hutchinson, CliftonLarsonAllen LLP; Marcus Keller, Crews & Associates, Inc.; and, David Hennefer, member of the public.

Call to Order/Declaration of Quorum

It was noted that a quorum of the Board was present and in person. Upon a motion duly made and seconded, the meeting was called to order at 10:07 a.m.

Preliminary Action Items

Election of District Chair

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

Election of District Vice Chair

Upon a motion duly made and seconded, the Board unanimously approved appointing Paul Ritchie to the office of District Vice Chair.

Election of District Treasurer

Upon a motion duly made and seconded, the Board unanimously approved appointing Rob Heywood to the office of District Treasurer.

Election of District Clerk/Secretary

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

Election of Assistant District Clerk/Secretary

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

Election of Recording Secretary

Upon a motion duly made and seconded, the Board unanimously approved appointing Emilee D. Hansen, from WBA, PC, as Recording Secretary.

Consider Approval of Agenda

The Board reviewed the proposed agenda for the meeting. Following discussion, upon a motion duly made by Mr. Berg, seconded by Mr. Ritchie, the Board unanimously approved the agenda as presented.

Public Comment

None.

Action Items

Engagement Letters

Approve Engagement Letters of WBA, PC as General Counsel

Mr. Dickhoner presented the Engagement Letter with WBA, PC for Legal Services to the Board for consideration. Mr. Dickhoner is not independent as to the engagement, the Board is advised to have separate legal counsel review the engagement letter. Following review, upon a motion duly made by Mr. Berg, seconded by Mr. Ritchie, and upon a vote unanimously carried, the Board approved the engagement of WBA, PC as General Counsel for the District.

Approve Master Services Agreement with CliftonLarsonAllen LLP for Accounting Services and Statement of Work

Mr. Dickhoner presented the Master Services Agreement with CliftonLarsonAllen LLP for Accounting Services and Statement of Work to the Board for consideration. Following review by Ms. Clymer, upon a motion duly made by Mr. Berg, seconded by Mr. Ritchie, and upon a vote unanimously carried, the Board approved the engagement of CliftonLarsonAllen LLP for Accounting Services.

Approve Agreement with CliftonLarsonAllen LLP for Financial Forecast

Mr. Dickhoner presented the CliftonLarsonAllen LLP for Financial Forecast to the Board for consideration. Following review by Ms. Clymer, upon a motion duly made by Mr. Berg, seconded by Mr. Ritchie, and upon a vote unanimously carried, the Board approved the engagement of CliftonLarsonAllen LLP for Financial Forecast

Approve Engagement of Gilmore & Bell as Bond Counsel

Mr. Dickhoner presented the Letter Agreement with Gilmore & Bell as Bond Counsel to the Board for consideration. Following review, upon a motion duly made by Mr. Berg, seconded by Mr. Ritchie, and upon a vote unanimously carried, the Board approved the engagement of Gilmore & Bell as Bond Counsel.

Approve Engagement of Piper Sandler & Co. as Underwriter

Mr. Dickhoner presented the Letter Engagement of Piper Sandler & Co. as Underwriter to the Board for consideration. Following review, upon a motion duly made by Mr. Berg, seconded by Mr. Ritchie, and upon a vote unanimously carried, the Board approved the Engagement of Piper Sandler & Co. as Underwriter.

Approve Engagement of Crews & Associates, Inc. as Municipal Advisor

Mr. Dickhoner presented the Letter Engagement from Crews & Associates to the Board for consideration. Following review, upon a motion duly made by Mr. Berg, seconded by Mr. Ritchie, and upon a vote unanimously carried, the Board approved the Engagement of Crews & Associates, Inc. as Municipal Advisor.

Approve Bond Fee Disclosure from WBA, PC

Mr. Dickhoner presented the Bond Fee Disclosure Letter Agreement from WBA, PC to the Board for consideration. Following review, upon a motion duly made by Mr. Berg, seconded by Mr. Ritchie, and upon a vote unanimously carried, the Board approved the Bond Fee Disclosure Letter Agreement from WBA, PC.

Discuss Engagement of District Engineer

Mr. Dickhoner and the board engaged in discussion regarding the need to engage an engineer. Following discussion, the board directed legal counsel to request a proposal from CIR Engineering for the board to consider.

<u>Agreements</u>

Approve Interlocal Agreement with UIPA

Mr. Dickhoner presented the Interlocal Agreement with UIPA to the Board for consideration. Following review, upon a motion duly made by Mr. Berg, seconded by Mr. Ritchie, and upon a vote unanimously carried, the Board approved the Interlocal Agreement.

Approve Funding and Reimbursement Agreement with XR Quadrant Development, LLC

Mr. Dickhoner presented the Funding and Reimbursement Agreement with XR Quadrant Development, LLC to the Board for consideration. Following review, upon a motion duly made by Mr. Berg, seconded by Mr. Ritchie, and upon a vote unanimously carried, the Board approved the Funding and Reimbursement Agreement, subject to legal finalization.

Approve Infrastructure Acquisition and Reimbursement Agreement with XR Quadrant Development, LLC

Mr. Dickhoner presented the Infrastructure Acquisition and Reimbursement Agreement with XR Quadrant Development, LLC to the Board for consideration, subject to legal counsel review and edits. Following review, upon a motion duly made by Mr. Berg, seconded by Mr. Ritchie, and upon a vote unanimously carried, the Board approved the Infrastructure Acquisition and Reimbursement Agreement.

<u>Resolutions</u>

Adopt Resolution Adopting a Conflicts of Interest Policy

Mr. Dickhoner presented the Resolution Adopting a Conflicts of Interest Policy to the Board for consideration. Following review, upon a motion duly made by Mr. Berg seconded by Mr. Ritchie, and upon a vote unanimously carried, the Board adopted the resolution and policy.

Adopt Resolution Adopting Rules of Order and Procedure

Mr. Dickhoner presented the Resolution Adopting Rules of Order and Procedure to the Board for consideration. Following review, upon a motion duly made by Mr. Berg, seconded by Mr. Ritchie, and upon a vote unanimously carried, the Board adopted the resolution.

Adopt Resolution Adopting Written Procedures Governing Electronic Meetings

Mr. Dickhoner presented the Resolution Adopting Written Procedures Governing Electronic Meetings to the Board for consideration. Following review, upon a motion duly made *by Mr. Berg, seconded by Mr. Ritchie, and upon a vote unanimously carried, the Board adopted the resolution.*

Adopt Resolution Adopting a Public Records Policy

Mr. Dickhoner presented the Resolution Adopting a Public Records Policy to the Board for consideration. Following review, upon a motion duly made by Mr. Berg, seconded by Mr. Ritchie, and upon a vote unanimously carried, the Board adopted the resolution and policy.

Adopt Annual Administrative Resolution

Mr. Dickhoner presented the Annual Administrative Resolution to the Board for consideration. Following review, upon a motion duly made by Mr. Berg, seconded by Mr. Ritchie, and upon a vote unanimously carried, the Board adopted the resolution.

Approve Written Certification to State Auditor

Mr. Dickhoner presented the Written Certification to the State Auditor to the Board for consideration. Following review, upon a motion duly made by Mr. Berg, seconded by Mr. Ritchie, and upon a vote unanimously carried, the Board approved the certification.

Authorize Trustees to obtain Crime Coverage, as required, through the Utah Local Governments Trust for the District Treasurer

Mr. Dickhoner and the Board engaged in discussion regarding the requirements for public surety bonds for certain members. Following discussion, the Board directed legal counsel to obtain proposals for the required crime coverage.

Tentative 2025 Budget

Consider Adoption of Tentative 2025 Budget and Confirm Public Hearing Date to hear public comment on the same

Ms. Clymer and the Board engaged in discussion regarding the Adoption of Tentative 2025 Budget and the need to Confirm a Public Hearing Date for the Adoption of a 2025 budget. Following review, upon a motion duly made by Mr. Berg, seconded by Mr. Ritchie, and upon a vote unanimously carried, the Board approved the tentative 2025 budget, and confirmed the date of August 27, 2025 at 2:00 pm for a Public Hearing to adopt the tentative 2025 budget as final.

Administrative Non-Action Items

Discuss Liability Insurance

Mr. Dickhoner and the Board engaged in discussion regarding liability insurance through the Utah Local Government Trust. Following discussion, the Board directed legal counsel to obtain a proposal for general liability.

Discuss Bond Issuance

Mr. Dickhoner and the Board engaged in discussion regarding the District's proposed bond issuance.

Board Training – Open and Public Meetings Act & Training Required by state auditor for New Board Members

Mr. Dickhoner informed the Board members of the required annual board training by the state auditor and under the Open and Public Meetings Act.

Adjourn

There being no further business to come before the Board and upon a motion duly made by Mr. Berg, seconded by Mr. Ritchie, and unanimously carried, the meeting was adjourned.

The foregoing constitutes a true and correct copy of the minutes of the above-referenced meeting.

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Rob Fetzer
District Clerk/Secretary

The foregoing minutes were approved on the 3rd day of September, 2025.