

MINUTES OF A JOINT SPECIAL MEETING

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

November 25, 2025 at 2:00 p.m.

ANCHOR LOCATION: 95 South State Street, Suite 1150, Salt Lake City, UT, 84111

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 board members were in attendance:

Dave Boyden
John Kaiser

Board Member Shaun Boydston was absent. All absences are deemed excused unless otherwise noted in these minutes.

Also present: Blair Dickhoner, Esq., and Betsy Fowler-Russon, Esq., WBA PC, General Counsel; Matthew Cox, Spencer Fane LLP, Special Counsel.

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

Consider Approval of Meeting Agenda

The Boards reviewed the proposed agenda for the meeting. Following discussion, upon a motion duly made by Mr. Boyden and seconded by Mr. Kaiser, the Boards unanimously approved the agenda as presented.

Conflict Disclosures

Mr. Dickhoner inquired into whether members of the Boards had any additional disclosures of potential or existing conflicts of interest with regard to any matters scheduled for discussion at the meeting. No additional disclosures were noted.

Public Comment

No members of the public were in attendance.

Closed Session

At 2:05 p.m., the Boards voted to move into a closed session meeting held at 95 South State Street, Suite 1150, Salt Lake City, UT, 84111, and via electronic meeting for the purpose of consideration of legal strategy and related matters of potential significance to the Districts as allowed and described in Sections 52-4-204 and 52-4-205 of the Utah Open and Public Meetings Act. Board member Boyden made a motion to move into closed session. Board member Kaiser seconded the motion.

Vote:

Dave Boyden – yes

John Kaiser – yes

The closed session ended at 2:27 p.m.

Action Items

Consider Motion directing PID Counsel Communication

A motion was duly made by Mr. Kaiser directing District Counsel, Mr. Dickhoner, and Special Counsel, Mr. Cox, to communicate with Jonathan Cox regarding his proposal related to the developer bankruptcy. Following discussion, upon the motion being seconded by Mr. Boyden, the Boards unanimously directed Mr. Dickhoner to engage in said communication.

Adjourn

There being no further business to come before the Boards 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/ Dave Boyden _____
Dave Boyden
District Chair

The foregoing minutes were approved on the 15th day of December 2025.