

DRAFT MINUTES
FIREFLY PUBLIC INFRASTRUCTURE DISTRICT NOS. 1-10 COMBINED SPECIAL MEETING

NOTICE IS HEREBY GIVEN THAT THE BOARD OF TRUSTEES OF FIREFLY PUBLIC INFRASTRUCTURE DISTRICT NOS. 1-10 HELD A BOARD MEETING ON FRIDAY, DECEMBER 12, AT 9:00 AM, AT BLACKWOOD ADVISORS, LLC, 2265 MURRAY HOLLADAY ROAD, SUITE 107, HOLLADAY, UTAH 84117

A. Call to Order

Pamela Giss called to order the meeting of Firefly Public Infrastructure District Nos. 1-10 at 9:00 am on Friday, December 12, 2025, at Blackwood Advisors, LLC., 2265 Murray Holladay Road, Suite 107, Holladay, Utah 84117.

The meeting convened at 9:03 am.

B. Roll Call

Pamela Giss conducted a roll call. The following individuals were present:

Members Present

- Bryan Flamm – Board Member (via Teams)
- Jared Westhoff – Board Member (via Teams)
- Nate Shipp – Board Member (via Teams)

Also Present

- Pamela Giss – District Manager, Blackwood Advisors (via Teams)
- Kristin Matthews – District Manager, Blackwood Advisors (in person)
- Jacquelyn Clink – District Administrator, Blackwood Advisors (via Teams)
- Shelby Clymer – District Accountant, Clifton Larson Allen (via Teams)
- M. Tom Jolley – District Council, York Howell (via Teams)
- Hannah Guerricabeitia - District Counsel Paralegal, York Howell (via Teams)

C. Preliminary Action Items

Consider combined board meeting for Firefly Public Infrastructure District Nos. 1-10.

1. Bryan Flamm made the motion for a combined board meeting for Firefly Public Infrastructure District Nos. 1-10.
2. Jared Westhoff seconds the motion for a combined board meeting for Firefly Public Infrastructure District Nos. 1-10.
3. Bryan Flamm: Aye / Jared Westhoff: Aye
4. The motion passes by a quorum of the board.

D. Consent Items

1. Approve the draft minutes of the Firefly Public Infrastructure District Nos. 1-10 Board meeting held on November 14, 2025.
 - a. Bryan Flamm made the motion to approve the draft minutes of the Firefly Public Infrastructure District Nos. 1-10 Board meeting held on November 14, 2025.
 - b. Jared Westhoff seconds the motion to approve the draft minutes of the Firefly Public Infrastructure District Nos. 1-10 Board meeting held on November 14, 2025.
 - c. Bryan Flamm: Aye / Jared Westhoff: Aye
 - d. The motion passes by a quorum of the board.
2. Approve and ratify payment applications and requisition requests made since the last Board meeting.
 - a. Bryan Flamm made the motion to approve and ratify payment applications and requisition requests made since the last Board meeting.
 - b. Jared Westhoff seconds the motion to approve and ratify payment applications and requisition requests made since the last Board meeting.
 - c. Bryan Flamm: Aye / Jared Westhoff: Aye
 - d. The motion passes by a quorum of the board.

E. Public Hearing

1. Take public comment on the amended tentative operating and capital budget for Firefly Public Infrastructure District No. 1 adopted on November 14, 2025, which is proposed to be adopted as the amended final operating and capital budget for calendar year 2025.
2. Take public comment on the tentative operating and capital budgets for Firefly Public Infrastructure District Nos. 1-10 adopted on November 14, 2025, which are proposed to be adopted as the final operating and capital budgets for calendar year 2026.
 - a. Jared Westhoff moves to open the public hearing.
 - b. Bryan Flamm seconds the motion to open the public hearing
 - c. Jared Westhoff: Aye / Bryan Flamm: Aye
 - d. The hearing is open to public comments and questions.
 - e. Shelby Clymer presented the tentative operating and capital budget for Firefly Public Infrastructure District No. 1, adopted on November 14, 2025, which is proposed to be adopted as the amended final operating and capital budget for calendar year 2025. Shelby Clymer also presented the tentative operating and capital budgets for Firefly Public Infrastructure District Nos. 1-10 adopted on November 14, 2025, which are proposed to be adopted as the final operating and capital budgets for calendar year 2026.
 - f. No members of the public are present; thus, no comments or questions are presented.
 - g. Bryan Flamm moves to close the public hearing.

- h. Jared Westhoff seconds the motion to close the public hearing.
- i. Jared Westhoff: Aye / Bryan Flamm: Aye
- j. The public hearing is closed.

F. Action Items

1. Consider adoption of Resolution 2025-04: a resolution adopting the amended final operating and capital budget for calendar year 2025 for Firefly Public Infrastructure District No. 1.
 - a. Bryan Flamm moves to adopt Resolution 2025-04.
 - b. Jared Westhoff seconds the motion to adopt Resolution 2025-04.
 - c. Bryan Flamm: Aye / Jared Westhoff: Aye
 - d. The motion passes by a quorum of the board.
2. Consider adoption of Resolution 2025-05: a resolution adopting the final operating and capital budgets for calendar year 2026 for Firefly Public Infrastructure District Nos. 1-10, the previously adopted ad valorem tax rate remains unchanged from the prior year.
 - a. Nate Shipp moves to adopt Resolution 2025-05.
 - b. Bryan Flamm seconds the motion to adopt Resolution 2025-05.
 - c. Bryan Flamm: Aye / Jared Westhoff: Aye / Nate Shipp: Aye
 - d. The motion passes unanimously.
3. Consider approval of the renewal of Haynie & Company as the auditor for the 2025 audit and authorize the Chair to sign the engagement letter.
 - a. Bryan Flamm moves to approve the renewal of Haynie & Company as the auditor for the 2025 audit and authorizes the Chair to sign the engagement letter.
 - b. Nate Shipp seconds the motion to approve the renewal of Haynie & Company as the auditor for the 2025 audit and authorizes the Chair to sign the engagement letter.
 - c. Bryan Flamm: Aye / Jared Westhoff: Aye / Nate Shipp: Aye
 - d. The motion passes unanimously.
4. Consider approval of the renewal of CLA engagement and authorize the Chair to sign the Statement of Work.
 - a. Nate Shipp moves to approve the renewal of CLA engagement and authorizes the Chair to sign the Statement of Work.
 - b. Jared Westhoff seconds the motion to approve the renewal of CLA engagement and authorizes the Chair to sign the Statement of Work
 - c. Bryan Flamm: Aye / Jared Westhoff: Aye / Nate Shipp: Aye
 - d. The motion passes unanimously.
5. Consider approval of the renewal of York Howell engagement and authorize the Chair to sign the engagement letter.

- a. Jared Westcoff moves to approve the renewal of York Howell's engagement and authorize the Chair to sign the engagement letter.
 - b. Nate Shipp seconds the motion to approve the renewal of York Howell's engagement and authorize the Chair to sign the engagement letter.
 - c. Bryan Flamm: Aye / Jared Westcoff: Aye / Nate Shipp: Aye
 - d. The motion passes unanimously.
6. Consider approval of the renewal of Blackwood Advisors' engagement as District Manager and authorize the Chair to sign the engagement letter.
- a. Nate Shipp moves to approve the renewal of Blackwood Advisors' engagement as District Manager and authorize the Chair to sign the engagement letter.
 - b. Bryan Flamm seconds the motion to approve the Blackwood Advisors' engagement as District Manager and authorize the Chair to sign the engagement letter.
 - c. Bryan Flamm: Aye / Jared Westcoff: Aye / Nate Shipp: Aye
 - d. The motion passes unanimously.

G. Administrative Non-Action Items

- 1. Shelby Clymer presented the 2024 audit by Haynie & Company. Per Shelby, the audit has been filed, and Haynie & Company gave the district a clean opinion. There were no questions from the board.
- 2. Pamela Giss reminded board members that assessment bills will be mailed for Firefly PID No. 1 on or before February 1, 2026, for payment of assessments on or before March 1, 2026.

H. Adjourn

Pamela Giss asked for a motion to adjourn.

- a. Jared Westcoff moves to adjourn the meeting.
- b. Nate Shipp seconds the motion to adjourn the meeting.
- c. Jared Westcoff: Aye / Bryan Flamm: Aye
- d. Meeting adjourned at 9:22 am.

Signed: _____
Bryan Flamm, District Clerk/Secretary

Dated: _____