

NOTICE OF SPECIAL MEETING

TO THE MEMBERS OF THE BOARD OF TRUSTEES OF PANORAMA PUBLIC INFRASTRUCTURE DISTRICT NO. 1:

NOTICE IS HEREBY GIVEN that a special meeting of the Board of Trustees of Panorama Public Infrastructure District No. 1 will be held at 1:00pm on April 20, 2026, for the purpose of consideration for adoption of a resolution finding that the estimated number of certificates of occupancy to be issued by Herriman City with the boundaries of the District will be approximately 1,518 (“Estimated COO”) and upon attainment of the Estimated COO, the respective Board seats of the District shall transition from appointed to elected seats following the expiration of the then current term for such Board member, in accordance with Section VI.B.2 of the Governing Document, and for the transaction of such other business incidental to the foregoing as may come before said meeting.

---

District Secretary/Clerk

ACKNOWLEDGMENT OF NOTICE  
AND CONSENT TO SPECIAL MEETING

We, the members of the Board of Trustees of Panorama Public Infrastructure District No. 1, do hereby acknowledge receipt of the foregoing Notice of Special Meeting, and we hereby waive any and all irregularities, if any, in such notice and in the manner of service thereof upon us and consent and agree to the holding of such special meeting at the time and place specified in said notice, and to the transaction of any and all business which may come before said meeting.

---

District Chair

---

District Vice Chair/Treasurer

---

District Secretary/Clerk

April 20, 2026

The Board of Trustees (the “Board”) of Panorama Public Infrastructure District No. 1 (the “District”), held a special meeting on April 20, 2026, at the hour of 1:00pm, with the following members of the Board being present, including by electronic means:

Jim Giles	District Chair
Nate Shipp	District Vice Chair/Treasurer
Bryan Flamm	District Secretary/Clerk

Also present:

M. Thomas Jolley	District Counsel
Shana Bedard	District Counsel Paralegal

Absent:

After the meeting had been duly called to order and after other matters not pertinent to this resolution had been discussed, the District Secretary/Clerk presented to the Board a Certificate of Compliance with Open Meeting Law with respect to this April 20, 2026 meeting, a copy of which is attached hereto as **Exhibit A**.

The following resolution was then introduced in written form, was fully discussed, and pursuant to motion duly made by \_\_\_\_\_ and seconded by \_\_\_\_\_, was adopted by the following vote:

AYE:

Unanimous

NAY:

The resolution is as follows:

RESOLUTION NO. 2026-05

A RESOLUTION OF THE BOARD OF TRUSTEES OF PANORMA PUBLIC INFRASTRUCTURE DISTRICT NO. 1 (THE “DISTRICT”), ADOPTING A FINDING THAT THE ESTIMATED NUMBER OF CERTIFICATES OF OCCUPANCY TO BE ISSUED BY HERRIMAN CITY WITHIN THE BOUNDARIES OF THE DISTRICT WILL BE APPROXIMATELY 1,371 (“ESTIMATED COO”) AND UPON ATTAINMENT OF THE ESTIMATED COO, THE RESPECTIVE BOARD SEATS OF THE DISTRICT SHALL TRANSITION FROM APPOINTED TO ELECTED SEATS FOLLOWING THE EXPIRATION OF THE THEN CURRENT TERM FOR SUCH BOARD MEMBER, IN ACCORDANCE WITH SECTION VI.B.2 OF THE GOVERNING DOCUMENT, AND RELATED MATTERS.

WHEREAS, the District is a public infrastructure district and a political subdivision and body corporate and politic duly organized and existing under the Constitution and laws of the State of Utah (the “State”), including particularly Title 17B, Chapter 1 and Title 17D, Chapter 4 (collectively, the “PID Act”), Utah Code Annotated 1953, as amended Utah Code; and

WHEREAS, on December 11, 2024, the City Council of Herriman City, Utah (the “City”) did adopt a Creation Resolution (the “Creation Resolution”) authorizing the creation of the District, approving a Governing Document for the District (the “Governing Document”), and appointing the Board; and

WHEREAS, the District was incorporated on December 30, 2024, upon the issuance of a Certificate of Incorporation, by the Office of the Lieutenant Governor of the State and operates pursuant to the Governing Document dated December 11, 2024; and

WHEREAS, the District is authorized by the Special District Act, to issue bonds for the purpose of paying all or parts of the costs of acquiring, acquiring an interest in, improving, or extending certain improvements, facilities, or property (the “Public Improvements”); and

WHEREAS, Section VI.B.2 of the Governing Document requires that prior to issuance of bonds, the District shall make a finding of the estimated number of certificates of occupancy to be issued by Herriman City with the boundaries of the District (“Estimated COO”) and upon attainment of the Estimated COO, the respective Board seats of the District shall transition from appointed to elected seats following the expiration of the then current term for such Board member; and

WHEREAS, the District adopted Resolution No. 2025-07 on February 6, 2025, which adopted a finding that the estimated number of certificates of occupancy to be issued by Herriman City within the boundaries of the District would be approximately 1,518 and setting forth the transition from appointed to elected seats all as required by the Governing Document; and

WHEREAS, it is necessary to adopt a revised finding of the estimated number of certificates of occupancy to be issued by Herriman City within the Boundaries of the District in connection with a new bond issuance for the District.

NOW, THEREFORE, it is hereby resolved by the Board of Trustees of Panorama Public Infrastructure District No. 1, as follows:

Section 1. The Board of the District has determined and finds that it is in the best interests of the District, its inhabitants, and taxpayers to exercise its power to adopt Resolution 2026-05 and make a revised finding that the estimated number of certificates of occupancy to be issued by Herriman City with the boundaries of the District will be approximately 1,371 (“Estimated COO”) and upon attainment of the Estimated COO, the respective Board seats of the District shall transition from appointed to elected seats following the expiration of the then current term for such Board member, in accordance with Section VI.B.2 of the Governing Document.

Section 2. If any portion of this Resolution is declared by any court of competent jurisdiction to be void or unenforceable, such decision shall not affect the validity of any remaining portion of this Resolution, which shall remain in full force and effect. In addition, in lieu of such void or unenforceable provision, there shall automatically be added as a part of this Resolution a provision similar in terms to such illegal, invalid, or unenforceable provision so that the resulting reformed provision is legal, valid, and enforceable.

Section 3. All resolutions or parts thereof in conflict herewith are, to the extent of such conflict, hereby repealed and this Resolution shall be in full force and effect immediately upon its approval and adoption.

APPROVED AND ADOPTED this April 20, 2026.

(SEAL)

By: \_\_\_\_\_  
District Chair

ATTEST:

By: \_\_\_\_\_  
District Secretary/Clerk

**EXHIBIT A**

CERTIFICATE OF COMPLIANCE WITH  
OPEN MEETING LAW

I, Bryan Flamm, the undersigned District Secretary/Clerk of Panorama Public Infrastructure District No. 1 (the “District”), do hereby certify, according to the records of the District in my official possession, and upon my own knowledge and belief, that in accordance with the requirements of Section 52-4-202, Utah Code Annotated, 1953, as amended, I gave not less than twenty-four (24) hours public notice of the agenda, date, time, and place of the public meeting held by the Board of Trustees of the District (the “Board”) as follows:

(a) By causing a copy of a Notice, in the form attached hereto as **Schedule 1**, to be posted on the Utah Public Notice Website (<http://pmn.utah.gov>) and at the meeting location at least twenty-four (24) hours prior to the convening of the meeting; and

(b) By causing a copy of such Notice, in the form attached hereto as **Schedule 1**, to be delivered to the Salt Lake Tribune, either directly or through the newspaper’s subscription to the Utah Public Notice Website (<http://pmn.utah.gov>) at least twenty-four (24) hours prior to the convening of the meeting.

The Board of the District does not schedule regular meetings and meets on an “as needed” basis.

IN WITNESS WHEREOF, I have hereunto subscribed my official signature this April 20, 2026.

(SEAL)

By: \_\_\_\_\_  
District Secretary/Clerk

**SCHEDULE 1**

NOTICE OF MEETING