

**MINUTES OF A JOINT SPECIAL MEETING
POWER DISTRICT PUBLIC INFRASTRUCTURE DISTRICT NOS. 4-8, 11 AND 12
BOARDS OF TRUSTEES**

Monday, March 9, 2026 at 1:00 p.m.

ANCHOR LOCATION: 9350 South 150 East, Suite 800, Sandy, Utah 84070

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 Boards of Trustees were in attendance:

Nos. 5-8 and 12:

Brad Holmes, Chair

Eric Carlson, Treasurer

Carl Duke, Secretary

Nos. 4 and 11:

Brad Holmes, Chair

Benn Buys, Treasurer

Carl Duke, Secretary

Also present: Blair M. Dickhoner, Esq. and Betsy F. Russon, Esq., WBA, PC, District General Counsel; Julie Randall and Spencer Hille, Larry H. Miller; Benj Becker, Piper Sandler & Co.

Call to Order/Declaration of Quorum

It was noted that a quorum of the Boards was present. Upon a motion duly made and seconded, the meeting was called to order at 1:03 p.m.

Preliminary Action Items

Election of Officers (Nos. 5-8 and 12)

Election of District Chair

Mr. Dickhoner presented the election of District Chair for the Boards of Trustees of Power District Public Infrastructure District Nos. 5-8 and 12 for consideration. Following discussion, upon a motion duly made by Mr. Holmes, seconded by Mr. Carlson, the Boards unanimously elected Brad Holmes as District Chair.

Election of District Treasurer/Vice Chair

Mr. Dickhoner presented the election of District Treasurer/Vice Chair for the Boards of Trustees of Power District Public Infrastructure District Nos. 5-8 and 12 for consideration. Following discussion, upon a motion duly made by Mr. Holmes, seconded by Mr. Carlson, the Boards unanimously elected Eric Carlson as District Treasurer/Vice Chair.

Election of District Clerk/Secretary

Mr. Dickhoner presented the election of District Clerk/Secretary for the Boards of Trustees of Power District Public Infrastructure District Nos. 5-8 and 12 for consideration. Following discussion, upon a motion duly made by Mr. Holmes, seconded by Mr. Carlson, the Boards unanimously elected Carl Duke as District Clerk/Secretary.

Election of Officers (Nos. 4 and 11)

Election of District Chair

Mr. Dickhoner presented the election of District Chair for the Boards of Trustees of Power District Public Infrastructure District Nos. 4 and 11 for consideration. Following discussion, upon a motion duly made by Mr. Buys, seconded by Mr. Holmes, the Boards unanimously elected Brad Holmes as District Chair.

Election of District Treasurer/Vice Chair

Mr. Dickhoner presented the election of District Treasurer/Vice Chair for the Boards of Trustees of Power District Public Infrastructure District Nos. 4 and 11 for consideration. Following discussion, upon a motion duly made by Mr. Buys, seconded by Mr. Holmes, the Boards unanimously elected Benn Buys as District Treasurer/Vice Chair.

Election of District Clerk/Secretary

Mr. Dickhoner presented the election of District Clerk/Secretary for the Boards of Trustees of Power District Public Infrastructure District Nos. 4 and 11 for consideration. Following discussion, upon a motion duly made by Mr. Buys, seconded by Mr. Holmes, the Boards unanimously elected Carl Duke as District Clerk/Secretary.

Approval of Agenda

Mr. Dickhoner presented the proposed agenda to the Boards for consideration. For the Boards of Power District Public Infrastructure District Nos. 5-8 and 12, upon a motion duly made by Mr. Duke, seconded by Mr. Carlson, the Boards unanimously approved the agenda as presented. For the Boards of Power District Public Infrastructure District Nos. 4 and 11, upon a motion duly made by Mr. Buys, seconded by Mr. Holmes, the Boards unanimously approved the agenda as presented.

Conflict of Interest 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

None.

Discussion Items

Overall Coordination of Districts and their Intended Roles

Mr. Dickhoner and the Boards discussed the overall coordination and intended roles among the thirteen Power District Public Infrastructure Districts.

Engagement of District Engineer and Process for Cost Certifications

Mr. Dickhoner explained the role of the district engineer and the cost certification process. Following discussion, the Boards directed Mr. Dickhoner to obtain a proposal for district engineering services for consideration at a future meeting.

Accounting Proposals and Timing for Presentation of 2026 Budgets

Mr. Dickhoner explained the role of the district accountant and the budget process. Following discussion, the Boards directed Mr. Dickhoner to obtain proposals for district accounting services for consideration at a future meeting.

Action Items

Approve Engagement of WBA, PC as General Counsel

Mr. Dickhoner presented the proposed engagement letters from WBA, PC to the Boards for consideration. Following discussion, upon a motion duly made by Mr. Duke, seconded by Mr. Holmes, the Boards unanimously approved the engagement of WBA, PC as General Counsel.

Adopt Joint Resolution Adopting a Conflicts of Interest Policy (Nos. 5-8 and 12)

Mr. Dickhoner presented the Joint Resolution Adopting a Conflicts of Interest Policy for the Boards of Power District Public Infrastructure District Nos. 5-8 and 12 for consideration. Following discussion, upon a motion duly made by Mr. Duke, seconded by Mr. Holmes, the Boards unanimously adopted the resolution.

Adopt Joint Resolution Adopting a Conflicts of Interest Policy (Nos. 4 and 11)

Mr. Dickhoner presented the Joint Resolution Adopting a Conflicts of Interest Policy for the Boards of Power District Public Infrastructure District Nos. 4 and 11 for consideration. Following discussion, upon a motion duly made by Mr. Duke, seconded by Mr. Holmes, the Boards unanimously adopted the resolution.

Adopt Joint Resolution Adopting Rules of Order and Procedure (Nos. 5-8 and 12)

Mr. Dickhoner presented the Joint Resolution Adopting Rules of Order and Procedure for the Boards of Power District Public Infrastructure District Nos. 5-8 and 12 for consideration. Following discussion, upon a motion duly made by Mr. Duke, seconded by Mr. Holmes, the Boards unanimously adopted the resolution.

Adopt Joint Resolution Adopting Rules of Order and Procedure (Nos. 4 and 11)

Mr. Dickhoner presented the Joint Resolution Adopting Rules of Order and Procedure for the Boards of Power District Public Infrastructure District Nos. 4 and 11 for consideration. Following discussion, upon a motion duly made by Mr. Duke, seconded by Mr. Holmes, the Boards unanimously adopted the resolution.

Adopt Joint Resolution Adopting Written Procedures Governing Electronic Meetings (Nos. 5-8 and 12)

Mr. Dickhoner presented the Joint Resolution Adopting Written Procedures Governing Electronic Meetings for the Boards of Power District Public Infrastructure District Nos. 5-8 and 12 for consideration. Following discussion, upon a motion duly made by Mr. Duke, seconded by Mr. Holmes, the Boards unanimously adopted the resolution.

Adopt Joint Resolution Adopting Written Procedures Governing Electronic Meetings (Nos. 4 and 11)

Mr. Dickhoner presented the Joint Resolution Adopting Written Procedures Governing Electronic Meetings for the Boards of Power District Public Infrastructure District Nos. 4 and 11 for consideration. Following discussion, upon a motion duly made by Mr. Duke, seconded by Mr. Holmes, the Boards unanimously adopted the resolution.

Adopt Joint Resolution Adopting a Public Records Policy (Nos. 5-8 and 12)

Mr. Dickhoner presented the Joint Resolution Adopting a Public Records Policy for the Boards of Power District Public Infrastructure District Nos. 5-8 and 12 for consideration. Following discussion, upon a motion duly made by Mr. Duke, seconded by Mr. Holmes, the Boards unanimously adopted the resolution.

Adopt Joint Resolution Adopting a Public Records Policy (Nos. 4 and 11)

Mr. Dickhoner presented the Joint Resolution Adopting a Public Records Policy for the Boards of Power District Public Infrastructure District Nos. 4 and 11 for consideration. Following discussion, upon a motion duly made by Mr. Duke, seconded by Mr. Holmes, the Boards unanimously adopted the resolution.

Adopt Joint Annual Administrative Resolution (Nos. 5-8 and 12)

Mr. Dickhoner presented the Joint Annual Administrative Resolution for the Boards of Power District Public Infrastructure District Nos. 5-8 and 12 for consideration. Following discussion, upon a motion duly made by Mr. Duke, seconded by Mr. Holmes, the Boards unanimously adopted the resolution.

Adopt Joint Annual Administrative Resolution (Nos. 4 and 11)

Mr. Dickhoner presented the Joint Annual Administrative Resolution for the Boards of Power District Public Infrastructure District Nos. 4 and 11 for consideration. Following discussion, upon a motion duly made by Mr. Duke, seconded by Mr. Holmes, the Boards unanimously adopted the resolution.

Adopt District Bylaws (Nos. 5-8 and 12)

Mr. Dickhoner presented the District Bylaws for the Boards of Power District Public Infrastructure District Nos. 5-8 and 12 for consideration. Following discussion, upon a motion duly made by Mr. Duke, seconded by Mr. Holmes, the Boards unanimously adopted the Bylaws.

Adopt District Bylaws (Nos. 4 and 11)

Mr. Dickhoner presented the District Bylaws for the Boards of Power District Public Infrastructure District Nos. 4 and 11 for consideration. Following discussion, upon a motion duly made by Mr. Duke, seconded by Mr. Holmes, the Boards unanimously adopted the Bylaws.

Approve Written Certification to State Auditor (Nos. 5-8 and 12)

Mr. Dickhoner presented the Written Certification to the State Auditor for the Boards of Power District Public Infrastructure District Nos. 5-8 and 12 for consideration. Following discussion, upon a motion duly made by Mr. Duke, seconded by Mr. Holmes, the Boards unanimously approved the Written Certification.

Approve Written Certification to State Auditor (Nos. 4 and 11)

Mr. Dickhoner presented the Written Certification to the State Auditor for the Boards of Power District Public Infrastructure District Nos. 4 and 11 for consideration. Following discussion, upon a motion duly made by Mr. Duke, seconded by Mr. Holmes, the Boards unanimously approved the Written Certification.

Authorize Legal Counsel to Complete Application for Federal Employer Identification Numbers

Mr. Dickhoner presented the authorization for Legal Counsel to complete the application for Federal Employer Identification Numbers for consideration. Following discussion, upon a motion duly made by Mr. Duke, seconded by Mr. Holmes, the Boards unanimously authorized Legal Counsel to complete the applications.

Authorize Legal Counsel to Obtain Crime Insurance

Mr. Dickhoner discussed the requirements for crime insurance, through the Utah Local Governments Trust. Following discussion, upon a motion duly made by Mr. Duke, seconded by Mr. Holmes, the Boards unanimously authorized Legal Counsel to obtain the required crime insurance.

Administrative Non-Action Items

Discussion Regarding Liability Insurance

Mr. Dickhoner presented an overview of liability insurance options and requirements for the Districts. No action was taken by the Boards.

Board Member Training

Mr. Dickhoner reminded the Board members to complete the Special District & Special Service District Training 2026, if they had not already done so. No action was taken by the Boards.

Open and Public Meetings Act Training

Mr. Dickhoner reminded the Board members to complete the Open and Public Meetings Act Training 2026, if they had not already done so. No action was taken by the Boards.

Timing for Next Meeting

The Boards discussed the timing for the next meeting. No action was taken by the Boards.

Adjourn

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

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

/s/ Spencer Hille
Spencer Hille
District Clerk/Secretary

The foregoing minutes were approved on the 15th day of June, 2026.