

MINUTES
Auto Mall & Retail Public Infrastructure District
Special Meeting

HELD ON FEBRUARY 17, 2023 AT THE OFFICE OF SNOW JENSEN & REECE, P.C., 912 W.
1600 S., SUITE B-200, ST. GEORGE, UTAH 84770
AT 9:30 A.M.

MEMBERS PRESENT: Heather McDougald (zoom); Larry Myler (zoom); James Horsley (zoom)

ALSO PRESENT: Matt Ence, district general counsel; Aaron Wade, Gilmore & Bell (zoom); Ben Wilhelm, DA Davidson (zoom); Natasha Asmus.

A. Call to Order

The meeting convened at 9:35am

B. Consent Items

1. Approve the draft minutes of the board meeting held January 19, 2023.

Heather McDougald moves to approve the draft minutes of the board meeting held on January 19, 2023

James Horsley seconds the motion

Larry Myler: Aye

James Horsley: Aye

Heather McDougald: Aye

C. Action Items

1. **Consider approval of Resolution 2023-05, a Resolution of the Board of Trustees of the Auto Mall and Retail Public Infrastructure District (the “Issuer”), authorizing the issuance and sale of Limited Tax General Obligation Bonds, Series 2023A and Subordinate Limited Tax General Obligation Bonds, Series 2023B in the combined aggregate principal amount of not to exceed \$28,000,000, fixing the maximum aggregate principal amount of the Bonds, the maximum number of years over which the Bonds may mature, the maximum interest rate which the Bonds may bear, and the maximum discount from par at which the Bonds may be sold; delegating to certain officers of the Issuer the authority to approve the final terms and provisions of the Bonds within the parameters set forth herein; providing for the publication of a notice of public hearing and Bonds to be issued; providing for the running of a contest period and setting of a public hearing date; authorizing and approving the execution of Indentures, a Preliminary Limited Offering Memorandum, a Limited Offering Memorandum, a Bond Purchase Agreement, a Continuing Disclosure Agreement; and other**

documents required in connection therewith; authorizing the taking of all other actions necessary to the consummation of the transactions contemplated by this Resolution; and related matters.

Larry Myler moves to approve Resolution 2023-05 and schedule a hearing for Thursday, March 3, 2023 at 2:00pm.

James Horsley seconds the motion

Larry Myler: Aye

James Horsley: Aye

Heather McDougald: Aye

- 2. Consider approval of an engagement for preparation of a cash flow forecast by Clifton Larson Allen (CLA), and authorizing the Chair to sign (or ratifying the Chair's signing thereof).**

Heather McDougald moves to approve engagement for preparation of a cash flow forecast by CLA, and authorizing Chair to sign.

James Horsley seconds the motion

Larry Myler: Aye

James Horsley: Aye

Heather McDougald: Aye

- 3. Consider approval of a Master Service Agreement and Scope of Work for accounting services by Clifton Larson Allen (CLA), and authorizing the Chair to sign (or ratifying the Chair's signing thereof).**

James Horsley moves to approve MSA and Scope of Work for accounting services by CLA, and authorizing Chair to sign.

Larry Myler seconds the motion

Larry Myler: Aye

James Horsley: Aye

Heather McDougald: Aye

- 4. Consider approval of an engagement for bond underwriting services by D.A. Davidson, and authorizing the Chair to sign (or ratifying the Chair's signing thereof).**

Heather McDougald moves to approve engagement for bond underwriting services by D.A. Davidson, and authorizing Chair to sign.

Larry Myler seconds the motion

Larry Myler: Aye

James Horsley: Aye
Heather McDougald: Aye

D. Administrative Non-Action Items

1. None.

E. Adjourn

Heather McDougald moves to adjourn.

James Horsley seconds the motion

Larry Myler: Aye

James Horsley: Aye

Heather McDougald: Aye

Heather McDougald

Heather McDougald, District Clerk

Approval Date: 03/09/2023

SIGNATURE CERTIFICATE



REFERENCE NUMBER

8FE856D1-D6FA-4358-970F-83A2A39516F3

TRANSACTION DETAILS	DOCUMENT DETAILS
Reference Number 8FE856D1-D6FA-4358-970F-83A2A39516F3 Transaction Type Signature Request Sent At 03/09/2023 17:29 EST Executed At 03/09/2023 17:41 EST Identity Method email Distribution Method email Signed Checksum caa87a57fc435b44283ec858f9522349d2b16e7296e8e48606c6cd0c50ef09cd Signer Sequencing Disabled Document Passcode Disabled	Document Name Auto Mall & Retail PID 2023 02 17 Minutes Filename amrpid_2023_02_17_minutes.docx Pages 3 pages Content Type application/vnd.openxmlformats-officedocument.wordprocessingml.document File Size 35.9 KB Original Checksum 93513818cf2ee24600c4d844682e87defa782fc71e77531feff97cfb99093ba4

SIGNERS

SIGNER	E-SIGNATURE	EVENTS
Name Heather McDougald Email hmcDougald@highground.dev Components 2	Status signed Multi-factor Digital Fingerprint Checksum 12c9bef49e9eb0822cf49135a0ece95113714714454240b898bf5a1e13da2d20 IP Address 75.245.118.164 Device Chrome Mobile iOS via iOS Typed Signature Heather McDougald Signature Reference ID D5A72384	Viewed At 03/09/2023 17:41 EST Identity Authenticated At 03/09/2023 17:41 EST Signed At 03/09/2023 17:41 EST

AUDITS

TIMESTAMP	AUDIT
03/09/2023 17:29 EST	Natasha Asmus (nasmus@snowjensen.com) created document 'amrpid_2023_02_17_minutes.docx' on Chrome via Windows from 208.117.120.90.
03/09/2023 17:29 EST	Heather McDougald (hmcDougald@highground.dev) was emailed a link to sign.
03/09/2023 17:41 EST	Heather McDougald (hmcDougald@highground.dev) viewed the document on Chrome Mobile iOS via iOS from 75.245.118.164.
03/09/2023 17:41 EST	Heather McDougald (hmcDougald@highground.dev) authenticated via email on Chrome Mobile iOS via iOS from 75.245.118.164.
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