

MINUTES
WOHALI PUBLIC INFRASTRUCTURE DISTRICT NO. 1
SPECIAL MEETING

A. Call to Order

M. Thomas Jolley called to order the meeting of the Wohali Public Infrastructure District No. 1 at 2:00pm on April 27, 2023 at York Howell, 10610 South Jordan Gateway, Suite 200, South Jordan, Utah 84095.

The meeting convened at 2:00pm

B. Roll Call

M. Thomas Jolley conducted a roll call. The following individuals were present:

Members Present:

- Dave Boyden – Managing Partner/Trustee (via Zoom)
- John Kaiser – Managing Partner/Trustee (via Zoom)
- Philip Dunn – Controller/Trustee (via Zoom)

Also Present:

- M. Thomas Jolley – District Counsel (in-person)
- Ashley Tedesco – District Counsel Paralegal (in-person)
- Aaron Wade – Bond Counsel (via Zoom)
- Shanelle Salcido – Bond Counsel (via Zoom)
- Adam Daly – Bond Counsel (via Zoom)
- Kira Kaur – Underwriter (via Zoom)

C. Consent Items

1. Approve the draft minutes of the board meeting held on March 21, 2023.
 - a. Philip Dunn moves to approve the draft minutes of the board meeting held on March 21, 2023
 - b. Dave Boyden seconds the motion to approve the draft minutes of the board meeting held on March 21, 2023
 - c. Dave Boyden: Aye / John Kaiser: Aye / Philip Dunn: Aye
 - d. The motion passes unanimously

D. Action Items

1. The first item concerned the approval of Resolution 2023-07, a resolution of the Board of Trustees of the Wohali Public Infrastructure District No. 1 (the “Issuer”), authorizing the issuance and sale of Special Assessment Revenue Bonds, Series 2023 (Wohali Assessment Area #1) in the aggregate principal amount of not to exceed \$60,000,000, 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; 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; ratifying publication of a Notice of Bonds to be Issued; and related matters.

- a. Philip Dunn moves to approve Resolution 2023-07
 - b. Dave Boyden seconds the motion to approve Resolution 2023-07
 - c. Dave Boyden: Aye / John Kaiser: Aye / Philip Dunn: Aye
 - d. The motion passes unanimously
2. Consider approval of the proposed Funding and Reimbursement Agreement (Administrative) between the District and Wohali Partners, LLC, and authorizing the District Chair to sign.
 - a. Dave Boyden moves to approve the proposed Funding and Reimbursement Agreement (Administrative) between the District and Wohali Partners, LLC, and authorizes the District Chair to sign
 - b. John Kaiser seconds the motion to approve the proposed Funding and Reimbursement Agreement (Administrative) between the District and Wohali Partners, LLC, and authorizes the District Chair to sign
 - c. Dave Boyden: Aye / John Kaiser: Aye / Philip Dunn: Aye
 - d. The motion passes unanimously
3. Consider approval of the proposed Infrastructure Acquisition and Reimbursement Agreement between the District and Wohali Partners, LLC, and authorizing the District Chair to sign.
 - a. Philip Dunn moves to approve the proposed Infrastructure Acquisition and Reimbursement Agreement between the District and Wohali Partners, LLC, and authorizes the District Chair to sign
 - b. Dave Boyden seconds the motion to approve the proposed Infrastructure Acquisition and Reimbursement Agreement between the District and Wohali Partners, LLC, and authorizes the District Chair to sign
 - c. Dave Boyden: Aye / John Kaiser: Aye / Philip Dunn: Aye
 - d. The motion passes unanimously
4. Consider approval of a minor amendment to the Governing Document and Interlocal Agreement requested by the City Attorney for Coalville City and authorizing the District Chair to sign.

- a. Dave Boyden moves to approve a minor amendment to the Governing Document and Interlocal Agreement requested by the City Attorney for Coalville City and authorizes the District Chair to sign
 - b. John Kaiser seconds the motion to approve a minor amendment to the Governing Document and Interlocal Agreement requested by the City Attorney for Coalville City and authorizes the District Chair to sign
 - c. Dave Boyden: Aye / John Kaiser: Aye / Philip Dunn: Aye
 - d. The motion passes unanimously
5. Consider approval of an engagement letter for bond underwriting services by D.A. Davidson, and authorizing the District Chair to sign (or ratifying the District Chair's signing thereof).
 - a. Dave Boyden moves to approve an engagement letter for bond underwriting services by D.A. Davidson, and authorizes the District Chair to sign (or ratify the District Chair's signing thereof)
 - b. John Kaiser seconds the motion to approve an engagement letter for bond underwriting services by D.A. Davidson, and authorizes the District Chair to sign (or ratify the District Chair's signing thereof)
 - c. Dave Boyden: Aye / John Kaiser: Aye / Philip Dunn: Aye
 - d. The motion passes unanimously

E. Administrative Non-Action Items

1. Status check – Officer signatures for liability insurance and officers' bonds.
 - a. M. Thomas Jolley and Ashley Tedesco are in the process of completing applications for liability insurance and officers' bonds
2. Status check – EIN for the District.
 - a. M. Thomas Jolley and Ashley Tedesco are in the process of applying for an EIN

E. Adjourn

1. John Kaiser moves to adjourn the meeting
2. Dave Boyden: Aye / John Kaiser: Aye / Philip Dunn: Aye
3. Meeting adjourned at 2:25pm

Signed: _____
Philip Dunn, District Clerk/Secretary

Date: April 27, 2023