

**MINUTES
WOHALI PUBLIC INFRASTRUCTURE DISTRICT NO. 2
SPECIAL MEETING**

A. Call to Order

M. Thomas Jolley called to order the meeting of the Wohali Public Infrastructure District No. 2 at 2:00pm on April 12, 2023 at York Howell, 10610 South Jordan Gateway, Suite 200, South Jordan, Utah 84095.

The meeting convened at 2:16pm.

B. Roll Call

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

Members Present:

- Dave Boyden – Managing Partner/Trustee (in-person)
- John Kaiser – Managing Partner/Trustee (in-person)
- Philip Dunn – Controller/Trustee (in-person)

Also Present:

- M. Thomas Jolley – District Counsel (in-person)
- Ashley Tedesco – District Counsel Paralegal (in-person)
- John Behnke – Senior Operations Advisor (in-person)
- Aaron Wade – Bond Counsel (via Zoom)
- Adam Daly – Bond Counsel (via Zoom)
- Kira Kaur – Bond Counsel Paralegal (via Zoom)

C. Preliminary Action Items

1. Oaths of Office
 - a. Dave Boyden recites and signs his Oath of Office
 - b. John Kaiser recites and signs his Oath of Office
 - c. Philip Dunn recites and signs his Oath of Office
2. Election of District Chair
 - a. Philip Dunn moves to elect Dave Boyden as District Chair
 - b. John Kaiser seconds the motion to elect Dave Boyden as District Chair
 - c. Dave Boyden: Aye / John Kaiser: Aye / Philip Dunn: Aye
 - d. The motion passes unanimously
3. Election of District Treasurer/Vice Chair
 - a. Dave Boyden moves to elect John Kaiser as District Treasurer/Vice Chair
 - b. Philip Dunn seconds the motion to elect John Kaiser as District Treasurer/Vice Chair
 - c. Dave Boyden: Aye / John Kaiser: Aye / Philip Dunn: Aye

- d. The motion passes unanimously
- 4. Election of District Clerk/Secretary
 - a. Dave Boyden moves to elect Philip Dunn as District Clerk/Secretary
 - b. John Kaiser seconds the motion to elect Philip Dunn as District Clerk/Secretary
 - c. Dave Boyden: Aye / John Kaiser: Aye / Philip Dunn: Aye
 - d. The motion passes unanimously
- 5. Discussion of trustees' conflict disclosures and ethics pledge
 - a. Dave Boyden reviews, completes, and signs his Conflict of Interest Disclosure Form and Ethical Behavior Pledge Form
 - b. John Kaiser reviews, completes, and signs his Conflict of Interest Disclosure Form and Ethical Behavior Pledge Form
 - c. Philip Dunn reviews, completes, and signs his Conflict of Interest Disclosure Form and Ethical Behavior Pledge Form

C. Action Items

- 1. The first item concerned the approval of Resolution 2023-01: A resolution adopting rules of order.
 - a. Dave Boyden moves to approve Resolution 2023-01
 - b. John Kaiser seconds the motion to approve Resolution 2023-01
 - c. Dave Boyden: Aye / John Kaiser: Aye / Philip Dunn: Aye
 - d. The motion passes unanimously
- 2. The second item concerned the approval of Resolution 2023-02: A resolution implementing an electronic meetings policy.
 - a. John Kaiser moves to approve Resolution 2023-02
 - b. Philip Dunn seconds the motion to approve Resolution 2023-02
 - c. Dave Boyden: Aye / John Kaiser: Aye / Philip Dunn: Aye
 - d. The motion passes unanimously
- 3. The third item concerned the approval of Resolution 2023-03: A resolution adopting District bylaws, including ethics and fraud prevention policies.
 - a. Philip Dunn moves to approve Resolution 2023-03
 - b. Dave Boyden seconds the motion to approve Resolution 2023-03
 - c. Dave Boyden: Aye / John Kaiser: Aye / Philip Dunn: Aye
 - d. The motion passes unanimously
- 4. The fourth item concerned the approval of Resolution 2023-04: A resolution implementing a District records policy.

- a. Dave Boyden moves to approve Resolution 2023-04
 - b. John Kaiser seconds the motion to approve Resolution 2023-04
 - c. Dave Boyden: Aye / John Kaiser: Aye / Philip Dunn: Aye
 - d. The motion passes unanimously
5. The fifth item concerned the approval of the Interlocal Agreement between Coalville City and the District, and authorizing the District Chair to sign.
 - a. John Kaiser moves to approve the Interlocal Agreement between Coalville City and the District, and authorizes the District Chair to sign
 - b. Philip Dunn seconds the motion to approve the Interlocal Agreement between Coalville City and the District, and authorizes the District Chair to sign
 - c. Dave Boyden: Aye / John Kaiser: Aye / Philip Dunn: Aye
 - d. The motion passes unanimously
6. The sixth item concerned the authorization of the District Chair to (a) obtain a general liability policy proposal from Utah Local Governments Trust or such other insurance provider, (b) accept any policy proposal for aggregate coverage of a minimum of \$2 million with an annual premium not to exceed \$3,000; and (c) to adjust the policy period as needed to coordinate with pending bond issuance.
 - a. Philip Dunn moves to authorize the District Chair to obtain a general liability policy proposal from Utah Local Governments Trust or such other insurance provider, accept any policy proposal for aggregate coverage of a minimum of \$2 million with an annual premium not to exceed \$3,000, and to adjust the policy period as needed to coordinate with pending bond insurance
 - b. John Kaiser seconds the motion to authorize the District Chair to obtain a general liability policy proposal from Utah Local Governments Trust or such other insurance provider, accept any policy proposal for aggregate coverage of a minimum of \$2 million with an annual premium not to exceed \$3,000, and to adjust the policy period as needed to coordinate with pending bond insurance
 - c. Dave Boyden: Aye / John Kaiser: Aye / Philip Dunn: Aye
 - d. The motion passes unanimously
7. The seventh item concerned the authorization of the District Chair to obtain public officials' bonds for the District officers from Utah Local Governments Trust or such other insurance provider in the amounts of \$250,000 for the District Treasurer and \$100,000 for each of the other District officers, and authorizing the payment of premiums for the same.
 - a. Dave Boyden moves to authorize the District Chair to obtain public officials' bonds for the District officers from Utah Local Governments Trust or such other insurance provider in the amounts of \$250,000 for the District Treasurer and \$100,000 for each of the other District officers, and authorizes the payment of premiums for the same
 - b. John Kaiser seconds the motion to authorize the District Chair to obtain public officials' bonds for the District officers from Utah Local Governments Trust or such

other insurance provider in the amounts of \$250,000 for the District Treasurer and \$100,000 for each of the other District officers, and authorizes the payment of premiums for the same

- c. Dave Boyden: Aye / John Kaiser: Aye / Philip Dunn: Aye
 - d. The motion passes unanimously
8. The eighth item concerned the approval of an engagement agreement for legal services between the District and York Howell, and authorizing the District Chair to sign.
- a. John Kaiser moves to approve the engagement agreement for legal services between the District and York Howell, and authorizes the District Chair to sign
 - b. Philip Dunn seconds the motion to approve the engagement agreement for legal services between the District and York Howell, and authorizes the District Chair to sign
 - c. Dave Boyden: Aye / John Kaiser: Aye / Philip Dunn: Aye
 - d. The motion passes unanimously
9. The ninth item concerned the approval of a tentative District board meeting calendar for the remaining calendar year of 2023.
- a. Philip Dunn moves to approve the tentative District board meeting calendar for the remaining calendar year of 2023
 - b. John Kaiser seconds the motion to approve the tentative District board meeting calendar for the remaining calendar year of 2023
 - c. Dave Boyden: Aye / John Kaiser: Aye / Philip Dunn: Aye
 - d. The motion passes unanimously
10. The tenth item concerned the authorization of the Notice of PID to be filed with the Summit County Recorder's Office in compliance with the Governing Document and authorizing the District Chair to sign.
- a. Dave Boyden moves to authorize the Notice of PID to be filed with the Summit County Recorder's Office in compliance with the Governing Documents and authorizes the District Chair to sign
 - b. John Kaiser seconds the motion to authorize the Notice of PID to be filed with the Summit County Recorder's Office in compliance with the Governing Documents and authorizes the District Chair to sign
 - a. Dave Boyden: Aye / John Kaiser: Aye / Philip Dunn: Aye
 - b. The motion passes unanimously

D. Administrative Non-Action Items

- 1. Board Training – Open and Public Meetings Act
- 2. Training required by state auditor for new board members: <https://training.auditor.utah.gov>

- a. Dave Boyden intends on completing his training before the next special meeting
- b. John Kaiser intends on completing his training before the next special meeting
- c. Philip Dunn intends on completing his training before the next special meeting

E. Adjourn

1. Philip Dunn moves to adjourn the meeting
2. Dave Boyden: Aye / John Kaiser: Aye / Philip Dunn: Aye
3. Meeting adjourned at 2:44pm

Signed:

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Philip Dunn, District Clerk/Secretary

Date: April 12, 2023