

Salt Lake City, Utah

October 11, 2021

The Board as the governing body (the “Board”) of the Utah Inland Port Authority, Utah (“UIPA”), met in a special meeting (by electronic means) on October 11, 2021 at 2:00 p.m., with the following members of the Board being present:

Nicole Cottle	Chair
D. Gregg Buxton	Vice Chair
Dennis Faris	Boardmember
Francis Gibson	Boardmember
Ben Hart	Boardmember
Michael Jensen	Boardmember
Derek Miller	Boardmember
Garth Ogden	Boardmember
Steve Prokopis	Boardmember
Jevon Gibb	Boardmember
Rachel Otto	Boardmember

Also present:

Jack Hedge	Executive Director
Jill Flygare	Chief Operating Officer
Lynne Mayer	Executive Assistant

Absent:

After the meeting had been duly called to order and after other matters not pertinent to this Resolution had been discussed, the following Resolution was introduced in written form along with a Board a Certificate of Compliance with Open Meeting Law with respect to this October 11, 2021, meeting, a copy of which is attached hereto as Exhibit A.

The Resolution was discussed, and pursuant to motion duly made by Boardmember \_\_\_\_\_ and seconded by Boardmember \_\_\_\_\_ adopted by the following vote:

AYE:

NAY:

The Resolution was later signed by the Chair and recorded by UIPA in the official records of UIPA. The resolution is as follows:

RESOLUTION NO. 2021-03

A RESOLUTION OF THE BOARD, AS THE GOVERNING AUTHORITY (THE “BOARD”) OF THE UTAH INLAND PORT AUTHORITY, UTAH (“UIPA”), PROVIDING FOR THE CREATION OF THE UIPA CROSSROADS PUBLIC INFRASTRUCTURE DISTRICT (THE “DISTRICT”), AS A SUBSIDIARY OF UIPA; AUTHORIZING AND APPROVING A GOVERNING DOCUMENT; APPOINTING A BOARD OF TRUSTEES; AUTHORIZING OTHER DOCUMENTS IN CONNECTION THEREWITH; AND RELATED MATTERS.

WHEREAS, UIPA desires to create a public infrastructure district as a subsidiary of UIPA, pursuant to the Public Infrastructure District Act, Title 17D, Chapter 4, Utah Code Annotated 1953, as amended (the “PID Act”), and the Utah Inland Port Authority Act, Title 11, Chapter 58, Utah Code Annotated 1953, as amended (the “UIPA Act” and together with the PID Act, the “Act”) for the purpose of financing infrastructure costs and providing operation and maintenance of infrastructure; and

WHEREAS, pursuant to the terms of the Act, UIPA may create a public infrastructure district by adoption of a resolution of the Board and with consent of 100% of all surface property owners proposed to be included in the District (the “Property Owners”); and

WHEREAS, the consent of such Property Owners will be obtained prior to filing this resolution with the Office of the Lieutenant Governor and it is in the best interests of the Property Owners that the creation of the District be authorized in the manner and for the purposes hereinafter set forth; and

WHEREAS, it is necessary to authorize the creation of the District under and in compliance with the laws of the State of Utah and to authorize other actions in connection therewith; and

WHEREAS, the governance of the District shall be in accordance with the PID Act and the terms of a governing document (the “Governing Document”) attached hereto as Exhibit B.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD, AS FOLLOWS:

1. Terms defined in the foregoing recitals shall have the same meaning when used herein. All action heretofore taken (not inconsistent with the provisions of this Resolution) by the Board and by officers of the Board directed toward the creation and establishment of the District, are hereby ratified, approved and confirmed.

2. UIPA, as tenant of the property underlying the District, hereby consents to the creation of the District and the Chair, Vice Chair, or Executive Director of UIPA are authorized to execute any consents relating thereto.

3. The District is hereby created as a subsidiary of UIPA in accordance with the Governing Document. The boundaries of the District shall be as set forth in the Governing Document.

4. It is hereby found and determined by the Board that the creation of the District as a subsidiary of UIPA under the provisions of the PID Act is appropriate to the general welfare, order and security of UIPA and is in the best interests of the Property Owners, and the organization of the District pursuant to the PID Act is hereby approved.

5. The Governing Document in the form presented to this meeting and attached hereto as Exhibits B is hereby authorized and approved and the District shall be governed by the terms thereof and applicable law.

6. The Board of Trustees of the District (the “District Board”) and Executive Director of the District are hereby appointed as set forth in the Governing Document. The initial three members of the District Board are authorized to appoint the remaining two members as set forth in the Governing Document.

7. The District Board is hereby authorized and directed to record such Governing Document with the recorder of Salt Lake County within 30 days of the issuance of a Certificate of Creation for the District, as set forth in the Governing Document.

8. The Executive Director of UIPA is hereby authorized to correct errors or omissions in the Governing Document and to finalize and amend the terms thereof (including legal descriptions and maps) prior to the issuance of a Certificate of Creation by the Office of the Lieutenant Governor.

9. If any section, paragraph, clause or provision of this Resolution shall for any reason be held to be invalid or unenforceable, the invalidity or unenforceability of such section, paragraph, clause or provision shall not affect any of the remaining provisions of this Resolution.

10. All acts, orders and resolutions, and parts thereof in conflict with this Resolution be, and the same are hereby, rescinded.

11. This resolution shall take effect immediately.

PASSED AND ADOPTED by the Board of the Utah Inland Port Authority, Utah,  
this October 11, 2021.

UTAH INLAND PORT AUTHORITY,  
UTAH

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

ATTEST:

By: \_\_\_\_\_  
UIPA Staff

(Here follows other business not pertinent to the above.)

Pursuant to motion duly made and seconded, the meeting of the Board of UIPA adjourned.

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

ATTEST:

By: \_\_\_\_\_  
UIPA Staff



EXHIBIT A

CERTIFICATE OF COMPLIANCE WITH OPEN MEETING LAW

I, \_\_\_\_\_, the undersigned of the Utah Inland Port Authority, Utah (“UIPA”), do hereby certify that I gave written public notice of the agenda, date, time and place of the special meeting held by the UIPA Board (the “Board”) on October 11, 2021, not less than 24 hours in advance of the meeting. The public notice was given in compliance with the requirements of the Utah Open and Public Meetings Act, Section 52-4-202, Utah Code Annotated 1953, as amended, by causing a Notice, in the form attached hereto as Schedule 1, to be posted on the Utah Public Notice Website (<http://pmn.utah.gov>) at least twenty-four (24) hours prior to the convening of the meeting.

In addition, the Notice of 2021 Annual Meeting Schedule for the Board of (attached hereto as Schedule 2) was given specifying the date, time and place of the meetings of the UIPA Board to be held during the year, by causing said Notice to be (a) posted on \_\_\_\_\_, at the principal office of UIPA and (b) published on the Utah Public Notice Website (<http://pmn.utah.gov>) during the current calendar year.

IN WITNESS WHEREOF, I have hereunto subscribed my official signature this October 11, 2021.

By: \_\_\_\_\_

UIPA Staff

SCHEDULE 1

NOTICE OF MEETING AND AGENDA



SCHEDULE 2

NOTICE OF ANNUAL MEETING SCHEDULE

EXHIBIT B  
GOVERNING DOCUMENT

EXHIBIT C

NOTICE OF BOUNDARY ACTION

**NOTICE OF IMPENDING BOUNDARY ACTION**  
**(UIPA Crossroads Public Infrastructure District)**

**TO: The Lieutenant Governor, State of Utah**

**NOTICE IS HEREBY GIVEN** that the Board of the Utah Inland Port Authority, Utah (the “Board”), acting in its capacity as the creating entity for the UIPA Crossroads Public Infrastructure District (the “District”), at a meeting of the Board, duly convened pursuant to notice, on October 11, 2021 adopted a *Resolution Providing for the Creation of a Public Infrastructure District*, a true and correct copy of which is attached as EXHIBIT “A” hereto and incorporated by this reference herein (the “Creation Resolution”).

A copy of the Final Local Entity Plat satisfying the applicable legal requirements as set forth in Utah Code Ann. §17-23-20, approved as a final local entity plat by the Surveyor of Salt Lake County, Utah, is attached as EXHIBIT “B” hereto and incorporated by this reference. The Board hereby certifies that all requirements applicable to the creation of the District, as more particularly described in the Creation Resolution, have been met. The District is not anticipated to result in the employment of personnel.

**WHEREFORE**, the Board hereby respectfully requests the issuance of a Certificate of Incorporation pursuant to and in conformance with the provisions of Utah Code Ann. §17B-1-215.

**DATED** this \_\_\_\_\_ day of \_\_\_\_\_, 2021.

**BOARD OF THE UTAH INLAND PORT AUTHORITY,  
UTAH, acting in its capacity as the creating authority for the  
UIPA Crossroads Public Infrastructure District,**

By: \_\_\_\_\_  
AUTHORIZED REPRESENTATIVE

**VERIFICATION**

STATE OF UTAH     )  
                                  :ss.  
COUNTY OF \_\_\_\_\_)

SUBSCRIBED AND SWORN to before me this \_\_\_\_\_ day of  
\_\_\_\_\_, 2021.

\_\_\_\_\_  
NOTARY PUBLIC

**EXHIBIT “A” TO NOTICE OF BOUNDARY ACTION  
(UIPA Crossroads Public Infrastructure District)**

**Copy of the Creation Resolution**