

Salt Lake City, Utah

September 20, 2021

The Board of Directors (the “Board”) of the Utah Inland Port Authority, Utah (“UIPA”), met in a special meeting (including by electronic means) on September 20, 2021, at its regular meeting place in Salt Lake City, Utah at 2:00 p.m., with the following members of the Board being present:

Nicole Cottle	Chair
D. Gregg Buxton	Vice Chair
James Roger	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, UIPA staff presented to the Board a Certificate of Compliance with Open Meeting Law with respect to this September 20, 2021, meeting, a copy of which is attached hereto as Exhibit A.

Thereupon, the following Resolution was introduced in writing, read in full 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 staff in the official records of UIPA. The resolution is as follows:

RESOLUTION NO. _____

A RESOLUTION OF THE BOARD OF DIRECTORS (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. 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.

3. 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.

4. 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.

5. The District Board and Executive Director of the District are hereby appointed as set forth in the Governing Document.

6. The Board or the Board of Trustees of the District (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.

7. 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.

8. 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.

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 All acts, orders and resolutions, and parts thereof in conflict with this Resolution be, and the same are hereby, rescinded.

10. This resolution shall take effect immediately.

PASSED AND ADOPTED by the Board of Trustees of the Utah Inland Port Authority, Utah, this September 20, 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

STATE OF UTAH)
 : ss.
COUNTY OF SALT LAKE)

I, _____, the undersigned duly qualified and acting _____ of the Utah Inland Port Authority, Utah (“UIPA”), do hereby certify as follows:

The foregoing pages are a true, correct, and complete copy of the record of proceedings of the UIPA Board (the “UIPA Board”), had and taken at a lawful meeting of the Board on September 20, 2021, commencing at the hour of 2:00 p.m., as recorded in the regular official book of the proceedings of the UIPA Board kept in my office, and said proceedings were duly had and taken as therein shown, and the meeting therein shown was duly held, and the persons therein were present at said meeting as therein shown.

All members of the UIPA Board were duly notified of said meeting, pursuant to law.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of UIPA, this September 20, 2021.

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 September 20, 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:

(a) By causing a Notice, in the form attached hereto as Schedule 1, to be posted at UIPA’s principal offices at least twenty-four (24) hours prior to the convening of the meeting, said Notice having continuously remained so posted and available for public inspection until the completion of the meeting;

(b) By causing a copy of such Notice, in the form attached hereto as Schedule 1, to be delivered to the Salt Lake Tribune at least twenty-four (24) hours prior to the convening of the meeting; and

(c) By causing a copy of such Notice, in the form attached hereto as Schedule 1, to be published 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 (i) posted on _____, at the principal office of UIPA, (ii) provided to at least one newspaper of general circulation within the geographic jurisdiction of UIPA on _____ and (iii) 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 September 20, 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 September 20, 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 DIRECTORS, 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