



OFFICE OF THE LIEUTENANT GOVERNOR

CERTIFICATE OF CREATION

I, SPENCER J. COX, LIEUTENANT GOVERNOR OF THE STATE OF UTAH, HEREBY CERTIFY THAT there has been filed in my office a notice of creation of the MIDA MOUNTAIN VILLAGE PUBLIC INFRASTRUCTURE DISTRICT as a local district, dated June 26, 2020, in substantial compliance with Section 17B-1-215, Utah Code Annotated, 1953, as amended.

NOW, THEREFORE, notice is hereby given to all whom it may concern that the attached is a true and correct copy of the notice of creation, referred to above, on file with the Office of the Lieutenant Governor pertaining to the MIDA MOUNTAIN VILLAGE PUBLIC INFRASTRUCTURE DISTRICT, located in Wasatch County, State of Utah.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of Utah at Salt Lake City, this 7<sup>th</sup> day of July, 2020.



A handwritten signature in black ink, appearing to read "Spencer J. Cox".

SPENCER J. COX  
Lieutenant Governor

## NOTICE OF IMPENDING BOUNDARY ACTION

TO: The Lieutenant Governor, State of Utah

NOTICE IS HEREBY GIVEN that the Board of Directors of the Military Installation Development Authority, Utah (the "Board"), acting in its capacity as the creating entity for the MIDA Mountain Village Public Infrastructure District (the "District"), at a regular meeting of the Board, duly convened pursuant to notice, on March 17, 2020 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 Wasatch 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 26 day of June, 2020.

THE MILITARY INSTALLATION DEVELOPMENT  
AUTHORITY, UTAH,  
acting in its capacity as the creating authority for the  
MIDA Mountain Village Public Infrastructure District,

By: 

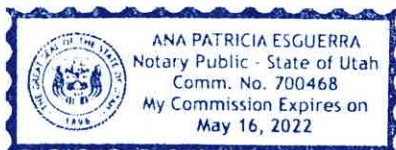
Heather Kruse  
Military Recreation Facility Project  
Area Manager

### VERIFICATION

STATE OF UTAH     )  
                              :SS.  
County of Wasatch

SUBSCRIBED AND SWORN to before me this 26 day of June

\_\_\_\_\_, 2020.



  
NOTARY PUBLIC

Kaysville, Utah

March 17, 2020

The Board of Directors (the "Board") of the Military Installation Development Authority, Utah ("MIDA"), met in regular session (including by electronic means) on Tuesday, March 17, 2020, at its regular meeting place in Kaysville, Utah at 9:00 a.m., with the following members of the Board being present:

Jerry Stevenson	Vice Chair
Mark Shepherd	Boardmember
Gary Harter	Boardmember
Danny Goode	Boardmember
Mike Ostermiller	Boardmember
Gage Froerer	Boardmember
Ben Hart	Non-voting member

Also present:

Paul Morris	Acting Executive Director
Detlef Galke	COO/Treasurer
Paula Eldredge	Chief Financial Officer

Absent:

J Stuart Adams	Chair
----------------	-------

After the meeting had been duly called to order and after other matters not pertinent to this Resolution had been discussed, MIDA staff presented to the Board a Certificate of Compliance with Open Meeting Law with respect to this March 17, 2020, 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 Mike Ostermiller and seconded by Gage Froerer adopted by the following vote:

AYE: Jerry Stevenson, Mark Shepherd, Gary Harter, Danny Goode, Mike Ostermiller, Gage Froerer

NAY: None

The resolution was later signed by the Chair and recorded by MIDA staff in the official records of MDIA. The resolution is as follows:

RESOLUTION 2020-04

A RESOLUTION OF THE BOARD OF DIRECTORS (THE "BOARD") OF THE MILITARY INSTALLATION DEVELOPMENT AUTHORITY, UTAH ("MIDA"), PROVIDING FOR THE CREATION OF THE MIDA MOUNTAIN VILLAGE PUBLIC INFRASTRUCTURE DISTRICT (THE "DISTRICT") AS A SUBSIDIARY OF MIDA; AUTHORIZING AND APPROVING A GOVERNING DOCUMENT; AND PROVIDING AN EFFECTIVE DATE; AND RELATED MATTERS.

WHEREAS, MIDA desires to create a public infrastructure district as a subsidiary of MIDA, pursuant to the Public Infrastructure District Act, Title 17B, Chapter 12, Utah Code Annotated 1953, as amended (the "PID Act") for the purpose of financing infrastructure costs and providing operation and maintenance of infrastructure; and

WHEREAS, pursuant to the terms of the PID Act, MIDA 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, consent of such Property Owners has been obtained and is attached as Exhibit C hereto 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 MIDA 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 MIDA under the provisions of the PID Act is appropriate to the general welfare, order and security of MIDA 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 Wasatch County within 30 days of the Effective Date (as defined below), as set forth in the Governing Document.

7. The Acting Executive Director of MIDA is hereby authorized to correct errors or omissions in the Governing Document and to finalize and amend the terms thereof.

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 become effective upon the effective date of Senate Bill 192 (the "Effective Date") of the 2020 General Session of the Utah Legislature.

PASSED AND ADOPTED by the Board of Trustees of the Military Installation Development Authority, Utah, this March 17, 2020.

MILITARY INSTALLATION  
DEVELOPMENT AUTHORITY, UTAH


By: Larry Stevenson  
Vice Chair

ATTEST:

By: [Signature]  
MIDA Staff

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

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

By:  Vice Chair

ATTEST:

By:  MIDA Staff

STATE OF UTAH                     )  
  : ss.  
COUNTY OF DAVIS                )

I, Detlef Galke, the undersigned duly qualified and acting COO /Treasurer of the Military Installation Development Authority, Utah ("MIDA"), do hereby certify as follows:

The foregoing pages are a true, correct, and complete copy of the record of proceedings of the MIDA Board (the "MIDA Board"), had and taken at a lawful meeting of the MIDA Board on March 17, 2020, commencing at the hour of 9:00 a.m., as recorded in the regular official book of the proceedings of the MIDA 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.

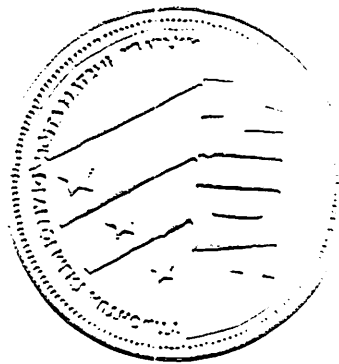
All members of the MIDA Board were duly notified of said meeting, pursuant to law.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of MIDA, this March 17, 2020.



By:   
MIDA Staff





## EXHIBIT A

### CERTIFICATE OF COMPLIANCE WITH OPEN MEETING LAW

I, Detlef Galke, the undersigned of the Military Installation Development Authority, Utah (the "MIDA"), do hereby certify that I gave written public notice of the agenda, date, time and place of the regular meeting held by the MIDA Board (the "Board") on March 17, 2020, 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 MIDA'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;

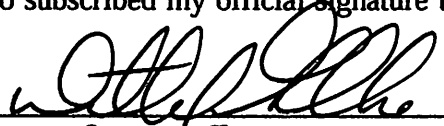
(b) By causing a copy of such Notice, in the form attached hereto as Schedule 1, to be delivered to the Davis County Clipper at least twenty-four (24) hours prior to the convening of the meeting; and

(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 2020 Annual Meeting Schedule for the Board of (attached hereto as Schedule 2) was given specifying the date, time and place of the regular meetings of the MIDA Board of MIDA to be held during the year, by causing said Notice to be (i) posted on 12-31-2019, at the principal office of MIDA, (ii) provided to at least one newspaper of general circulation within the geographic jurisdiction of MIDA on 12-31-2019 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 March 17, 2020.

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

  
Secretary-Treasurer

SCHEDULE 1

NOTICE OF MEETING AND AGENDA

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## Notice: Add

Note: Items marked with an \* are required.

(Only letters, numbers, spaces and allowed characters (, . @ : # [ ] - \_ ' ) are permitted.)

Notice Title: \*

Government Type: \*

Entity: \*

Body: \*

Notice Subject: \*

Notice Subject 2:

Notice Type: \* ☒ Notice

☐ Meeting

☐ Hearing

☐ Bond

Street Address: \*

Street Address continued:

City: \*

Zip:

Event Start Date: \*

Event Start Time: \*  :  :

Event End Date:

Event End Time:  :  :

Event Deadline Date:

Event Deadline Time:  :  :

\* There will be a Public Meeting held in Kaysville, Utah of the:

Military Installation Development Authority  
March 17, 2020  
9:00 a.m.  
Northfront Business Resource Center  
450 Simmons Way  
Kaysville, Utah

MIDA Board Agenda

**ADA: \***

The Military Installation Development Authority does not discriminate on the basis of race, color, national origin, sex, religion, age or disability in employment or the provision of services. If you are planning to attend this meeting and, due to a disability, need assistance in understanding or participating in the meeting, please notify the Authority eight or more hours in advance of the meeting and we will try to provide assistance. Please contact the Authority at the above address or telephone numbers or (801) 694-6834 or (801) 593-2241

**Electronic Participation: \***

Authority Board Members may participate in the meeting via telephonic communication. If a Board Member does participate via telephonic communication, the Board Member will be on speaker phone. The speaker phone will be amplified so that the other Board Members and all other persons present in the Board Meeting will be able to hear all discussions.

**Other:**

In the event of an absence of a majority quorum, agenda items will be continued to the next regularly scheduled meeting. By motion of a member of the Authority Board, the Board may vote to hold a closed meeting for any of the purposes allowed by law, Utah Code §§ 52-4-204, 52-4-205, 52-4-206.  
At least 24 hours before the meeting, this agenda was posted in conspicuous view at the meeting location and on the Utah State Webpage.

Emergency Notice:

☐

Email copy of notice to:

dgalke0280@gmail.com

Audio File Address:

**Attachments**

Other file attachments: .PDF - Portable Document Format | .DOC - Word Document | .DOCX - 2007/2010 Word Document | .WPD - Word Perfect Document | .RTF - Rich Text Format | .XLS - Excel Spreadsheet | .XLSX - Excel Spreadsheet | .ZIP - Compressed file | .DOCM - Open XML Formatted file

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**PUBLIC NOTICE is hereby given that there will be a Public Meeting held in Kaysville, Utah of the:**

**Military Installation Development Authority**

**March 17, 2020**

**9:00 a.m.**

**Northfront Business Resource Center**

**450 Simmons Way**

**Kaysville, Utah**

**MIDA Board Agenda**

- 1. Welcome**
- 2. Approval of Minutes for October 1, 2019**
- 3. Consideration of Resolution 2020-01 Extending the Property Tax Allocation for the Military Recreation Facility Project Area for an Additional 15 Years by Finding the Development will Produce a Significant Benefit**
- 4. Consideration of Resolution 2020-02 Approving Amendments to the Interlocal Cooperation Agreements with Wasatch County for the Military Recreation Facility Project Area**
- 5. Consideration of Resolution 2020-03 Approving an Amendment to the Interlocal Cooperation Agreement with the Wasatch County Fire District for the Military Recreation Facility Project Area**
- 6. Consideration of Resolution 2020-04 Creating the Mountainside Resort Public Infrastructure District in the Military Recreation District Project Area and Adopting the Governing Document**
- 7. Consideration of Resolution 2020-05 Approving the Mountainside Road Plat in the Military Recreation Facility Project Area**
- 8. Consideration of Resolution 2020-06 Approving the Condominium Plat for the MWR Hotel in the Military Recreation Facility Project Area**
- 9. Consideration of Resolution 2020-07 Authorizing C-PACE Bonds for the MWR Hotel in the Military Recreation Facility Project Area**
- 10. Consideration of Resolution 2020-08 Appointing Mike Davis to the Development Review Committee for the Military Recreation Facility Project Area**
- 11. Consideration of Resolution 2020-09 Appointing Max Covy to the Development Review Committee for the Military Recreation Facility Project Area**
- 12. Consideration of Resolution 2020-10 Appointing Ryan Stark to the Development Review Committee for the Military Recreation Facility Project Area**
- 13. Consideration of Ordinance 2020-01 Levying the MIDA Accommodations Tax on the MWR Hotel in the Military Recreation Facility Project Area**
- 14. Consideration of Ordinance 2020-02 Levying the Resort Communities Tax in the Military Recreation Facility Project Area**
- 15. Consideration of Ordinance 2020-03 Levying the Energy Tax in the Military Recreation Facility Project Area**

16. Consideration of Ordinance 2020-04 Levying the Telephone Tax in the Military Recreation Facility Project Area
17. Consideration of Ordinance 2020-05 Levying the Municipal Transit Room Tax in the Military Recreation Facility Project Area
18. Other Business including updates on MIDA Projects
19. The next meeting — Tuesday, May 5, 2020 at 9:00 am

#### **NOTICES**

The Military Installation Development Authority does not discriminate on the basis of race, color, national origin, sex, religion, age or disability in employment or the provision of services. If you are planning to attend this meeting and, due to a disability, need assistance in understanding or participating in the meeting, please notify the Authority eight or more hours in advance of the meeting and we will try to provide assistance. Please contact the Authority at the above address or telephone numbers (801) 694-6834 (801) 593-2241.

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At least 24 hours before the meeting, this agenda was posted in conspicuous view at the meeting location and on the Utah State Webpage.



SCHEDULE 2

NOTICE OF ANNUAL MEETING SCHEDULE

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## Notice: Edit

Notice Title: \* 

Entity: Military Installation Development Authority (MIDA)

Body Name: Board of Directors

Notice Subject: \* 

Notice Subject 2: -- Please select subject --

Notice Type: \* ☒ Notice☐ Meeting☐ Hearing☐ BondStreet Address: \* Street Address continued: City: \* Zip: Event Start Date: \* 

Event Start Time: \* 1 : 00 AM

Event End Date: 

Event End Time: 1 : 00 AM

Event Deadline Date: 

Event Deadline Time: 1 : 00 AM

### Please Note

Agenda may not be changed within 24 hours prior to the meeting.

\*  
July 7, 2020  
August 4, 2020  
September 1, 2020  
October 6, 2020  
November 3, 2020  
December 1, 2020

Use ADA on PMN: \*

The Military Installation Development Authority does not discriminate on the basis of race, color, national origin, sex, religion, age or disability in employment or the provision of services. If you are planning to attend this meeting and, due to a disability, need assistance in understanding or participating in the meeting, please notify the Authority eight or more hours in advance of the meeting and we will try to provide assistance. Please contact the Authority at the above address or telephone numbers or (801) 694-6834.

Electronic  
Participation: \*

Authority Board Members may participate in the meeting via telephonic communication. If a Board Member does participate via telephonic communication, the Board Member will be on speaker phone. The speaker phone will be amplified so that the other Board Members and all other persons present in the Board Meeting will be able to hear all discussions.

Other:

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to:

Audio File Address:

Status: ACTIVE

## Attachments

**Audio file attachments:** .MP3, .WAV, .FTR Gold (200MB max)

**Other file attachments:** .PDF - Portable Document Format | .DOC - Word Document | .DOCX - 2007/2010 Word Document | .WPD - Word Perfect Document | .RTF - Rich Text Format | .XLS - Excel Spreadsheet | .XLSX - Excel Spreadsheet | .ZIP - Compressed file | .DOCM - Open XML Formatted file

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# **Military Installation Development Authority**

## **2020 Board Meeting Schedule**

**MIDA Board Meetings are the 1<sup>st</sup> Tuesday of Month - 9:00 a.m.**

**Location: Northfront Business Resource Center  
450 Simmons Way  
Kaysville, Utah 84037**

**January 21, 2020**

**April 7, 2020**

**May 5, 2020**

**June 2, 2020**

**July 7, 2020**

**August 4, 2020**

**September 1, 2020**

**October 6, 2020**

**November 3, 2020**

**December 1, 2020**

EXHIBIT B  
GOVERNING DOCUMENT

**GOVERNING DOCUMENT  
FOR  
MIDA MOUNTAIN VILLAGE PUBLIC INFRASTRUCTURE DISTRICT  
A SUBSIDIARY OF THE  
MILITARY INSTALLATION DEVELOPMENT AUTHORITY**

March 17, 2020

## TABLE OF CONTENTS

I.	INTRODUCTION .....	2
A.	Purpose and Intent.....	2
B.	Need for the District.....	2
C.	Objective of MIDA Regarding District's Governing Document.....	2
II.	DEFINITIONS.....	3
III.	BOUNDARIES.....	5
IV.	DESCRIPTION OF PROPOSED POWERS, IMPROVEMENTS AND SERVICES.....	5
A.	Powers of the District and Governing Document Amendment. ....	5
1.	Operations and Maintenance.....	5
2.	Construction Standards Limitation .....	5
3.	Procurement .....	6
4.	Annexation and Withdrawal. ....	6
5.	Bankruptcy Limitation .....	6
6.	Governing Document Amendment Requirement .....	6
B.	Planning, Design, and Construction of Public Improvements.....	7
V.	THE DISTRICT BOARD OF TRUSTEES.....	7
A.	Board Composition .....	7
B.	Terms. ....	7
C.	Vacancy.....	7
D.	Conflicts of Interest .....	7
E.	District Executive Director .....	7
VI.	FINANCIAL PLAN.....	7
A.	General. ....	7
B.	Maximum Voted Interest Rate and Maximum Underwriting Discount. ....	8
C.	Maximum Debt Mill Levy.....	8
D.	Maximum Debt Mill Levy Imposition Term.....	8
E.	Debt Repayment Sources.....	8
VII.	DISSOLUTION .....	9
VIII.	DISCLOSURE TO PURCHASERS.....	9

## LIST OF EXHIBITS

<b>EXHIBIT A</b>	Legal Descriptions
<b>EXHIBIT B</b>	Initial District Boundary Map



## **I. INTRODUCTION**

### **A. Purpose and Intent.**

The District is a subsidiary of MIDA and it is intended that the District will provide a part or all of the Public Improvements for the use and benefit of all anticipated inhabitants and taxpayers of the District and to operate and maintain the Public Improvements. The primary purpose of the District will be to finance the construction and operation and maintenance of these Public Improvements.

### **B. Need for the District.**

There are currently no other governmental entities located in the immediate vicinity of the District that consider it desirable, feasible or practical to undertake the planning, design, acquisition, construction installation, relocation, redevelopment, and financing of the Public Improvements needed for the Project or to provide for the operation and maintenance of the Public Improvements. Formation of the District is therefore necessary in order for the Public Improvements required for the Project to be provided and to be operated and maintained in the most economic manner possible.

### **C. Objective of MIDA Regarding District's Governing Document.**

MIDA's objective in approving the Governing Document for the District is to authorize the District to provide for the planning, design, acquisition, construction, installation, relocation and redevelopment of the Public Improvements from the proceeds of Debt to be issued by the District and to allow the District to operate and maintain the Public Improvements by charging Fees, Assessments or taxes. All Debt is expected to be repaid by taxes imposed and collected and/or repaid by Assessments. All operation and maintenance relating to the Public Improvements is expected to be paid from Fees, Assessments, or taxes paid by property owners and other users. It is the intent of MIDA that the District will continue to charge or levy, as applicable, Fees, Assessments, and taxes and to operate and maintain the Public Improvements after payment or defeasance of all Debt incurred.

The primary purpose is to provide for the Public Improvements associated with development and regional needs and for the provision of operation and maintenance of the Public Improvements.

The District shall be authorized to finance the Public Improvements that can be funded from Debt to be repaid from Assessments or from tax revenues collected from a mill levy which shall not exceed the Maximum Debt Mill Levy on taxable properties and which shall not exceed the Maximum Debt Mill Levy Imposition Term on taxable properties. It is the intent of this Governing Document to assure to the extent possible that no taxable property bear an economic burden that is greater than that associated with the Maximum Debt Mill Levy in amount and that no taxable property bear an economic burden that is greater than that associated with the Maximum Debt Mill Levy Imposition Term in duration even under bankruptcy or other unusual situations. Generally, the cost of Public Improvements that cannot be funded within these parameters are not costs to be paid by the District.

## II. DEFINITIONS

In this Governing Document, the following terms shall have the meanings indicated below, unless the context hereof clearly requires otherwise:

Act: means collectively, the Assessment Act, the Local District Act, the MIDA Act, and the PID Act.

Assessment: means assessments levied in an assessment area created within the District.

Assessment Act: means Title 11, Chapter 42 of the Utah Code, as amended from time to time.

District Board: means the board of trustees of the District.

Bond, Bonds or Debt: means bonds or other obligations, including loans of any property owner, for the payment of which the District has promised to impose an *ad valorem* property tax mill levy, and/or collect Assessments.

Developer: means Extell Development Company and its successor and assigns.

Developer Representative: means the Trustee representing the Developer.

District: means the MIDA Mountain Village Public Infrastructure District.

District Area: means the property within the Initial District Boundary Map.

District Executive Director: means the Executive Director or Executive Director pro tem of the District.

End User: means any owner, or tenant of any owner, of any taxable improvement within the District, who is intended to become burdened by the imposition of ad valorem property taxes subject to the Maximum Debt Mill Levy. By way of illustration, a resident homeowner, renter, commercial property owner, or commercial tenant is an End User. The business entity that constructs homes or commercial structures is not an End User.

Fees: means any fee imposed by the District relating to services provided by the District.

Financial Plan: means the Financial Plan described in Section VI which describes (i) the potential means whereby the Public Improvements may be financed; (ii) how the Debt is expected to be incurred; and (iii) the estimated operating revenue derived from property taxes for the first budget year.

General Obligation Debt: means a Debt that is directly payable from and secured by ad valorem property taxes that are levied by the District and does not include Limited Tax Debt.

Governing Document: means this Governing Document for the District approved by the MIDA Board.

Governing Document Amendment: means an amendment to the Governing Document approved by the MIDA Board in accordance with MIDA's ordinance and the applicable state law and approved by the District Board in accordance with applicable state law.

Initial District Boundaries: means the boundaries of the area described in the Initial District Boundary Map.

Initial District Boundary Map: means the map attached hereto as **Exhibit B**, describing the District's initial boundaries.

Limited Tax Debt: means a debt that is directly payable from and secured by ad valorem property taxes that are levied by the District which may not exceed the Maximum Debt Mill Levy.

Local District Act: means Title 17B of the Utah Code, as amended from time to time, including the PID Act.

Maximum Debt Mill Levy: means the maximum mill levy the District is permitted to impose for payment of Debt as set forth in Section VI.C below.

Maximum Debt Mill Levy Imposition Term: means the maximum term for imposition of a mill levy for any given series of bonds as set forth in Section VI.D below.

MIDA: means the Military Installation Development Authority, created in Section 63H-1-201 of the Utah Code.

MIDA Act: means Title 63H, Chapter 1 of the Utah Code, as amended from time to time.

MIDA Board: means the Board of Directors of MIDA.

MIDA Executive Director: means the Executive Director or Executive Director pro tem of MIDA.

MIDA Trustees: means the three Trustees appointed from the MIDA Board.

Project: means the development or property commonly referred to as \_\_\_\_\_.

PID Act: means Title 17B, Chapter 2a, Part 12 of the Utah Code, as amended from time to time.

Public Improvements: means a part or all of the improvements authorized to be planned, designed, acquired, constructed, installed, relocated, redeveloped and financed as generally described in the Local District Act to serve the future taxpayers and inhabitants of the District Area as determined by the District Board.

State: means the State of Utah.

Taxable Property: means real or personal property within the District Area subject to ad valorem taxes imposed by the District.

Trustee: means a member of the District Board.

Utah Code: means the Utah Code Annotated 1953, as amended.

### **III. BOUNDARIES**

The area of the Initial District Boundaries includes approximately \_\_\_\_\_ (\_\_\_) acres. A preliminary legal description of the Initial District Boundaries is attached hereto as **Exhibit A**. A preliminary map of the Initial District Boundaries is attached hereto as **Exhibit B**. Such boundaries may be finalized by the MIDA Executive Director as they become available. It is anticipated that the District's boundaries may change from time to time as it undergoes annexations and withdrawals pursuant to Section 17B-2a-1204, Utah Code, subject to Article V below.

### **IV. DESCRIPTION OF PROPOSED POWERS, IMPROVEMENTS AND SERVICES**

#### **A. Powers of the District and Governing Document Amendment.**

The District shall have all powers and authorities granted to it pursuant to the Act and is authorized to provide the Public Improvements within and without the boundaries of the District as such power and authority is described in the Act, and other applicable statutes, common law and the Constitution, subject to the limitations set forth herein.

1. Operations and Maintenance. The purpose of the District is to plan for, design, acquire, construct, install, relocate, redevelop and finance the Public Improvements. The District shall dedicate the Public Improvements to MIDA or other appropriate public entity or owners association. The District shall be authorized, but not obligated, to own, operate and maintain Public Improvements not otherwise required to be dedicated to MIDA or other public entities, including, but not limited to street improvements (including roads, curbs, gutters, culverts, sidewalks, bridges, parking facilities, paving, lighting, grading, landscaping, and other street improvements), traffic and safety controls, retaining walls, park and recreation improvements and facilities, trails, open space, landscaping, drainage improvements (including detention and retention ponds, trickle channels, and other drainage facilities), irrigation system improvements (including wells, pumps, storage facilities, and distribution facilities), snowmaking equipment that can also be used for water storage or fire suppression purposes, and all necessary equipment and appurtenances incident thereto. The District shall be authorized to operate and main the Public Improvements and to charge Fees, Assessments or taxes as authorized under the Act.

2. Construction Standards Limitation. The District will ensure that the Public Improvements are designed and constructed in accordance with the standards and specifications of MIDA and of other governmental entities having proper jurisdiction. The District will obtain applicable permits for construction and installation of Public Improvements prior to performing such work.

3. Procurement. The District shall be subject to the Utah Procurement Code, Title 63G, Chapter 6a. Notwithstanding this requirement, the District may acquire completed or partially completed improvements for fair market value as reasonably determined by any one of a surveyor or engineer that the District employs or engages to perform the necessary engineering services for and to supervise the construction or installation of the improvements, the District Board, or the MIDA Board.

4. Annexation and Withdrawal. After finalization of the boundaries of the District by the MIDA Executive Director, any annexation or withdrawal to or from the District shall require the consent of the MIDA Board and the PID Board.

5. Bankruptcy Limitation. All of the limitations contained in this Governing Document, including, but not limited to, those pertaining to the Maximum Debt Mill Levy, Maximum Debt Mill Levy Imposition Term and the Fees have been established under the authority of MIDA to approve a Governing Document with conditions pursuant to Section 17B-2a-1204(4), Utah Code. It is expressly intended that such limitations:

(a) Shall not be subject to set-aside for any reason or by any court of competent jurisdiction, absent a Governing Document Amendment; and

(b) Are, together with all other requirements of Utah law, included in the “political or governmental powers” reserved to the State under the U.S. Bankruptcy Code (11 U.S.C.) Section 903, and are also included in the “regulatory or electoral approval necessary under applicable nonbankruptcy law” as required for confirmation of a Chapter 9 Bankruptcy Plan under Bankruptcy Code Section 943(b)(6).

Any Debt, issued with a pledge or which results in a pledge, that exceeds the Maximum Debt Mill Levy and the Maximum Debt Mill Levy Imposition Term, shall be deemed a material modification of this Governing Document and shall not be an authorized issuance of Debt unless and until such material modification has been approved by MIDA as part of a Governing Document Amendment.

6. Governing Document Amendment Requirement.

(a) This Governing Document has been designed with sufficient flexibility to enable the District to provide required facilities under evolving circumstances without the need for numerous amendments.

(b) Subject to the limitations and exceptions contained herein, this Governing Document may be amended with the consent of the MIDA Board and the District Board approving such amendment.

(c) Prior to the recording of this Governing Document, the MIDA Executive Director is authorized to correct errors or omissions herein and to finalize and amend the terms hereof.

B. Planning, Design, and Construction of Public Improvements.

The District shall have authority to provide for the planning, design, acquisition, construction, installation, relocation, redevelopment, maintenance, and financing of the Public Improvements within and without the boundaries of the District.

All of the Public Improvements will be designed in such a way as to assure that the Public Improvements standards will be compatible with those of MIDA and/or any other applicable public entity. All construction cost estimates are based on the assumption that construction conforms to applicable local, State or Federal requirements.

V. THE DISTRICT BOARD OF TRUSTEES

A. Board Composition. The District Board shall be composed of five Trustees who shall be appointed by the MIDA Board pursuant to the PID Act. The District Board shall be comprised as follows, the MIDA Executive Director, currently Paul Morris; three members of the MIDA Board, initially Gary Harter, Mike Ostermiller, and Steve Ferrell; and the Developer Representative, initially Kurt Krieg.

B. Terms. The terms of the MIDA Executive Director and the MIDA Trustees terms shall run concurrent with their terms on the MIDA Board. The Developer Representative shall remain on the District Board until the resignation thereof or such time as the Developer shall appoint a successor thereto.

C. Vacancy. During any period of vacancy in the role of MIDA Executive Director, the MIDA Board may appoint an additional MIDA Trustee. Upon a vacancy of a MIDA Trustee, such seat shall be appointed by the MIDA Board. Upon a vacancy of the Developer Representative, a new Developer Representative shall be selected by the Developer and confirmed by the MIDA Board.

D. Conflicts of Interest. Trustees shall disclose all conflicts of interest. Any Trustee who discloses such conflicts in accordance with 17B-2a-1205 and 67-16-9, Utah Code, shall be entitled to vote on such matters.

E. District Executive Director. There is hereby created the position of District Executive Director. The District Executive Director shall serve at the will of the MIDA Board and have duties as shall be determined by the MIDA Executive Director. The initial District Executive Director is Heather Kruse.

VI. FINANCIAL PLAN

A. General.

The District shall be authorized to provide for the planning, design, acquisition, construction, installation, relocation and/or redevelopment of the Public Improvements from its revenues and by and through the proceeds of Debt to be issued by the District. The Financial Plan for the District shall be to issue such Debt as the District can reasonably pay within the Maximum Debt Mill Levy Imposition Term from revenues derived from the Maximum Debt

Mill Levy, Assessments and other legally available revenues. All bonds and other Debt issued by the District may be payable from any and all legally available revenues of the District, including general ad valorem taxes to be imposed upon all Taxable Property within the District and Assessments. The District will also rely upon various other revenue sources authorized by law. These will include the power to assess Fees, penalties, or charges, including as provided in Section 17B-2a-1210, Utah Code, as amended from time to time.

B. Maximum Voted Interest Rate and Maximum Underwriting Discount.

The interest rate on any Debt is expected to be the market rate at the time the Debt is issued. In the event of a default, the proposed maximum interest rate on any Debt is not expected to exceed eighteen percent (18%). The proposed maximum underwriting discount will be five percent (5%). Debt, when issued, will comply with all relevant requirements of this Governing Document, State law and Federal law as then applicable to the issuance of public securities.

C. Maximum Debt Mill Levy.

(a) The "Maximum Debt Mill Levy" shall be the maximum mill levy the District is permitted to impose upon the taxable property within the District for payment of Limited Tax Debt shall be fifteen (15) mills; provided that such levy shall be subject to adjustment as provided in Section 17B-2a-1207(8), Utah Code.

(b) Such Maximum Debt Mill Levy may only be amended pursuant to a Governing Document Amendment and as provided in Section 17B-2a-1205, Utah Code.

D. Maximum Debt Mill Levy Imposition Term.

Each bond issued by the District shall mature within forty (40) years from the date of issuance of such bond. In addition, no mill levy may be imposed for the repayment of a series of bonds after a period exceeding forty (40) years from the date of issuance of such bond (the "Maximum Debt Mill Levy Imposition Term").

E. Debt Repayment Sources.

The District may impose a mill levy on taxable property within its boundaries as a primary source of revenue for repayment of debt service. The District may also rely upon various other revenue sources authorized by law. At the District's discretion, these may include the power to assess Assessments, penalties, or charges, including as provided in Section 17B-2a-1210, Utah Code, as amended from time to time. Except as described in Section VI.C(a), the debt service mill levy in the District shall not exceed the Maximum Debt Mill Levy or, the Maximum Debt Mill Levy Imposition Term, except for repayment of General Obligation Debt.

The District shall not be permitted to charge an End User the costs of any portion of a Public Improvement for which such End User has already paid or is presently obligated to pay through any combination of mill levy, Assessment, or impact fee. This provision shall not

prohibit the division of costs between mill levies, Assessments, or impact fees, but is intended to prevent double taxation of End Users for the costs of Public Improvements.

## **VII. DISSOLUTION**

Upon an independent determination of the MIDA Board that the purposes for which the District was created have been accomplished, the District agrees to file petitions in the appropriate District Court for dissolution, pursuant to the applicable State statutes. In no event shall a dissolution occur until the District has provided for the payment or discharge of all of their outstanding indebtedness and other financial obligations as required pursuant to State statutes.

## **VIII. DISCLOSURE TO PURCHASERS**

Within thirty (30) days of the effective date of the resolution of MIDA creating the District, the District Board shall record a notice with the recorder of Wasatch County. Such notice shall (a) contain a description of the boundaries of the District, (b) state that a copy of this Governing Document is on file at the office of MIDA, (c) state that the District may finance and repay infrastructure and other improvements through the levy of a property tax; (d) state the Maximum Debt Mill Levy of the District; and (d) if applicable, stating that the debt may convert to general obligation debt and outlining the provisions relating to conversion. Such notice shall further be filed with MIDA.



## **EXHIBIT A LEGAL DESCRIPTION**

A parcel of land located in the southeast quarter of Section 22, Sections 23, 24, 25, 26 and 36, Township 2 South, Range 4 East, and the southwest quarter of Section 30 and the northwest quarter of Section 31, Township 2 South, Range 5 East, Salt Lake Base and Meridian, said parcel of land being described as follows:

Beginning at a point that is South 00°14'49" East 1313.22 feet coincident with the section line from a brass cap at the northeast corner of Section 36, Township 2 South, Range 4 East, Salt Lake Base and Meridian (Basis of Bearings for the herein described parcel being South 26°11'47" East 5917.16 feet from the North Quarter Corner of Section 25, to said Northeast Corner of said Section 36, said North Quarter Corner also being North 89°57'12" West 2633.77 feet from the Northeast Corner of said Section 25, See Record of Survey Maps 2647 & 3058 on file with the Wasatch County Surveyor's office for said Section 25 retracement and the Mayflower LOP coordinate system projection parameters), said point being on the east line of said Section 36; and running thence coincident with said east line of Section 36 the following two (2) courses: 1) South 00°14'49" East 1313.22 feet; thence 2) South 00°14'35" West 1187.29 feet to a point on the westerly right-of-way of US Highway 40; thence coincident with said westerly right-of-way of US Highway 40 the following six (6) courses: 1) South 75°43'08" West 680.61 feet; thence 2) South 63°26'03" West 365.84 feet; thence 3) South 19°06'31" West 304.17 feet; thence 4) South 01°58'35" West 223.60 feet; thence 5) South 28°09'42" East 359.25 feet; thence 6) South 04°37'42" West 345.64 feet to a point on the south line of said Section 36; thence coincident with the south line of said Section 36 the following two (2) courses: 1) North 89°36'53" West 1641.16 feet; thence 2) South 88°21'13" West 1306.73 feet to the southwest corner of the southeast quarter of the southwest quarter of said Section 36; thence North 01°08'20" East 2593.92 feet to the northwest corner of the northeast quarter of the southwest quarter of said Section 36; thence coincident with the center section line of said Section 36 South 88°09'38" West 1271.93 feet to the west quarter corner of said Section 36; thence coincident with the west line of said Section 36 North 00°07'43" East 1364.42 feet to the southwest corner of the northwest quarter of the northwest quarter of said Section 36; thence North 88°44'03" East 1274.33 feet to the southeast corner of the northwest quarter of the northwest quarter of said Section 36; thence North 00°14'45" East 1351.81 feet to the northeast corner of the northwest quarter of the northwest quarter of said Section 36; thence along the North line of said Section 36 South 89°18'12" West 1276.85 feet to the southwest corner of said Section 25; thence coincident with the West line of said Section 25 the following two (2) courses: 1) North 03°07'30" West 2726.06 feet; thence 2) North 00°04'23" East 145.54 feet to a point on Parcel 1 as described in that certain Quitclaim Deed, recorded August 1, 2019, as Entry No. 466261 in the Wasatch County Recorder's Office; thence coincident with said Parcel 1 the following eleven (11) courses: 1) South 81°00'00" West 1563.25 feet; thence 2) South 70°02'47" West 2380.50 feet; thence 3) North 39°14'27" West 196.07 feet; thence 4) North 07°37'23" West 776.67 feet; thence 5) North 23°58'02" East 323.32 feet; thence 6) North 34°20'25" West 203.37 feet; thence 7) North 86°03'04" West 126.53 feet; thence 8) North 01°17'11" East 816.52 feet; thence 9) North 54°08'26"

East 1342.56 feet; thence 10) North 72°41'29" East 1667.20 feet; thence 11) South 89°46'29" East 92.95 feet to the west line of the property described in that certain Warranty Deed recorded September 27, 2018, as Entry No. 456476 in the Wasatch County Recorder's Office; thence coincident with said west line the following five (5) courses:

1) North 242.59 feet; thence 2) North 69°03'01" East 218.52 feet; thence 3) North 02°05'34" West 210.70 feet; thence 4) South 69°02'11" West 210.31 feet; thence 5) North 674.87 feet to a point on the southerly boundary described in that certain Record of Survey 3134, recorded July 31, 2018, in the Wasatch County Recorder's Office; thence coincident with said boundary of Record of Survey 3134 the following forty-eight (48) courses: 1) South 86°10'17" West 1501.77 feet; thence 2) South 85°54'49" West 304.20 feet; thence 3) North 03°59'55" West 45.51 feet; thence 4) South 52°30'17" West 900.78 feet; thence 5) South 70°59'55" West 43.70 feet; thence 6) North 04°23'39" West 313.47 feet; thence 7) North 04°55'13" East 289.98 feet; thence 8) South 76°44'41" West 47.50 feet; thence 9) North 04°23'38" West 38.60 feet; thence 10) North 71°10'54" East 43.56 feet; thence 11) North 53°00'37" East 9.34 feet; thence 12) North 19°01'05" West 397.45 feet; thence 13) South 67°46'53" West 1436.92 feet; thence 14) North 19°01'05" West 58.30 feet; thence 15) North 62°25'02" East 467.69 feet; thence 16) North 17°54'08" West 201.04 feet; thence 17) South 70°30'00" West 31.57 feet; thence 18) North 27°29'01" West 10.39 feet; thence 19) South 61°27'11" West 65.45 feet; thence 20) South 70°30'00" West 3.71 feet; thence 21) North 45°09'14" West 316.30 feet; thence 22) North 44°21'20" West 172.34 feet; thence 23) South 85°09'10" East 262.33 feet; thence 24) North 67°45'09" East 222.94 feet; thence 25) North 22°13'56" West 199.88 feet; thence 26) South 67°56'39" West 83.08 feet; thence 27) North 63°35'13" West 134.94 feet; thence 28) North 22°15'35" West 122.71 feet; thence 29) North 37°22'19" West 151.30 feet; thence 30) North 59°26'45" East 579.22 feet; thence 31) South 61°21'30" East 183.68 feet; thence 32) South 75°59'01" East 533.59 feet; thence 33) North 64°23'24" East 227.86 feet; thence 34) North 13°10'01" East 229.12 feet; thence 35) North 53°27'47" East 242.75 feet; thence 36) South 36°24'29" East 421.78 feet; thence 37) South 68°33'18" East 323.01 feet; thence 38) North 10°33'50" East 688.88 feet; thence 39) North 09°39'19" West 339.12 feet; thence 40) North 85°54'24" East 663.10 feet; thence 41) South 48°18'48" East 214.88 feet; thence 42) South 48°17'22" East 395.55 feet; thence 43) South 89°58'39" East 296.09 feet; thence 44) North 06°56'14" East 383.42 feet; thence 45) North 58°36'26" East 212.36 feet; thence 46) North 80°24'16" East 952.66 feet; thence 47) North 80°21'28" East 378.62 feet; thence 48) North 80°45'40" East 421.81 feet to a point on the westerly right-of-way of US Highway 40; thence coincident with the right-of-way of said US Highway 40 the following thirteen (13) courses: 1) South 71°14'53" East 260.34 feet to a point on a non tangent curve to the right having a radius of 522.96 feet, of which the radius point bears South 18°45'47" West; thence 2) along the arc of said curve 357.44 feet through a central angle of 39°09'41"; thence 3) South 32°03'30" East 158.61 feet; thence 4) South 26°11'18" East 493.34 feet; thence 5) South 29°10'10" East 440.39 feet; thence 6) South 13°27'28" East 334.72 feet; thence 7) South 13°28'06" East 28.57 feet to a point on a non tangent curve to the left having a radius of 766.20 feet, of which the radius point bears North 76°30'39" East; thence 8) along the arc of said curve 484.61 feet through a central angle of 36°14'20"; thence 9) South 38°24'33" East 152.21 feet; thence 10) South 59°10'51" East 182.48 feet; thence 11) South 49°43'07" East 500.00 feet; thence 12) South 38°24'31" East 152.97 feet; thence 13) South 56°25'28" East 114.49 feet to a point on the west line of Government Lot 14,

Section 24, Township 2 South, Range 4 East; thence coincident with the boundary of said west line of Government Lot 14 the following three (3) courses: 1) South 00°00'51" West 518.84 feet; thence 2) North 81°01'26" East 228.57 feet; thence 3) North 00°00'43" West 298.80 feet to a point on a non tangent curve to the right having a radius of 904.63 feet, of which the radius point bears South 49°31'50" West, said point also being on the westerly right-of-way of US Highway 40; thence coincident with said westerly right-of-way of US Highway 40 the following twelve (12) courses: 1) along the arc of said curve 221.13 feet through a central angle of 14°00'20"; thence 2) South 26°31'07" East 103.05 feet; thence 3) South 14°12'29" East 300.60 feet; thence 4) South 31°31'07" East 329.97 feet to a point on a curve to the left having a radius of 2984.79 feet, of which the radius point bears North 58°28'53" East; thence 5) along the arc of said curve 648.58 feet through a central angle of 12°27'00"; thence 6) South 43°58'07" East 177.72 feet; thence 7) South 38°30'49" East 279.61 feet; thence 8) South 24°58'07" East 218.13 feet; thence 9) South 10°49'13" East 221.70 feet; thence 10) South 46°11'55" East 208.95 feet; thence 11) South 30°58'07" East 232.72 feet to a point on a curve to the right having a radius of 5629.58 feet, of which the radius point bears South 59°01'53" West; thence 12) along the arc of said curve 358.50 feet through a central angle of 03°38'55" to a point on the north line of the south half of the southeast quarter of the northeast quarter of said Section 25; thence coincident with said north line North 89°52'06" West 360.43 feet to a point on the west line of the southeast quarter of the northeast quarter of Section 25; thence coincident with said west line South 00°15'55" East 665.04 feet to a point on the center section line of said Section 25; thence coincident with said center section line South 89°50'23" East 514.97 feet to a point on the westerly right-of-way of US Highway 40; thence coincident with said westerly right-of-way of US Highway 40 the following twenty-one (21) courses: 1) South 19°15'58" East 171.64 feet; thence 2) South 55°00'19" West 135.40 feet; thence 3) South 76°01'53" West 128.96 feet; thence 4) South 84°32'35" West 202.92 feet; thence 5) North 75°58'07" West 132.05 feet; thence 6) South 14°01'53" West 150.00 feet; thence 7) South 55°13'48" East 141.20 feet; thence 8) North 88°11'09" East 651.65 feet; thence 9) South 18°47'08" East 632.92 feet; thence 10) South 50°47'53" East 505.02 feet; thence 11) South 21°20'17" East 544.17 feet; thence 12) South 46°43'07" East 154.73 feet; thence 13) North 43°16'53" East 126.14 feet to a point on a non tangent curve to the right having a radius of 5269.58 feet, of which the radius point bears South 64°23'08" West; thence 14) along the arc of said curve 554.14 feet through a central angle of 06°01'31"; thence 15) South 76°42'19" East 309.34 feet; thence 16) South 19°25'56" East 460.15 feet; thence 17) South 04°34'47" East 195.62 feet; thence 18) South 86°15'31" West 100.00 feet; thence 19) South 04°00'00" East 98.00 feet; thence 20) South 04°31'07" East 100.82 feet; thence 21) South 05°00'24" East 643.46 feet to a point on the south line of Government Lot 1 of Section 31, Township 2 South, Range 5 East; thence coincident with said south line North 89°59'03" West 1093.88 feet to the point of beginning.

# EXHIBIT B Initial District Boundary Map

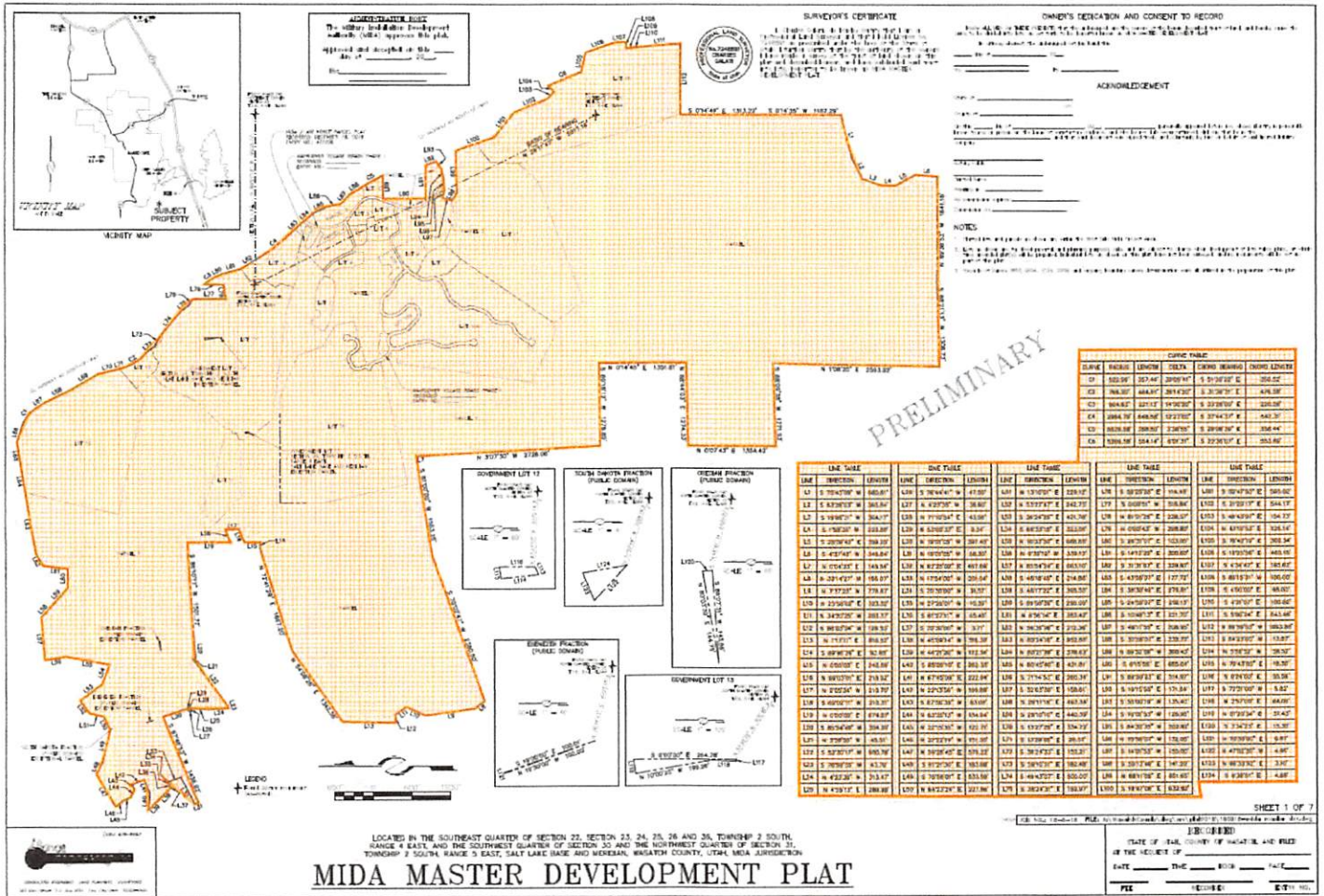


EXHIBIT C

PROPERTY OWNER CONSENT

## ACKNOWLEDGMENT, WAIVER, AND CONSENT AGREEMENT

This ACKNOWLEDGMENT, WAIVER, AND CONSENT AGREEMENT (this “Agreement”) is effective March 17, 2020, by BLX LLC (“BLX”), BLX MAYFLOWER LLC (“BLXM”), BLX PIOCHE LLC (“BLX Pioche”), BLX LAND LLC (“BLX Land”), BLX MWR HOTEL LLC (“BLX MWR”), RH MAYFLOWER LLC (“RH Mayflower”), and 32 DOM MAYFLOWER LLC (“32 DOM”), each of which is a Delaware limited liability company (collectively, the “Landowners”) and EX UTAH DEVELOPMENT LLC, a Delaware limited liability company (“Master Developer”, and with the Landowners, the “BLX Entities”).

### R E C I T A L S:

1. As of the date hereof the Landowners own all of the real property described in Exhibit A attached hereto (the “Subject Property”) which constitutes the entirety of the property proposed to be included in the District described herein.

2. The Landowners desire the Military Installation Development Authority (the “Authority”) to create a public infrastructure district (the “District”) pursuant to Title 17B, including Chapter 1 and Chapter 2a, Part 12, Utah Code Annotated 1953, as amended (collectively, the “Act”), for purposes of financing infrastructure and other improvements and related facilities in connection with the development of the Subject Property as a four season mountain resort and village.

3. The Authority and the Landowners desire to expedite the creation of the District by waiving certain statutory procedures as permitted by the Act.

NOW, THEREFORE, in consideration of the premises stated herein, the creation of the District, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties hereto hereby agree as follows:

4. Representation: The Landowners hereby represent and warrant that:

- a. the Landowners are, taken together and each with respect to their separate parcels, the sole owners of the Subject Property identified as such in Exhibit A attached hereto; and
- b. no registered voters reside within the Subject Property.

5. Waiver. The BLX Entities, on behalf of themselves, their successors in title and assigns, hereby waive:

- a. any and all notice and hearing requirements set forth in the Act;
- b. their rights for contesting, protesting, or challenging the legality or validity of the creation and establishing of the District and the adoption of any resolutions or ordinances by the Authority in connection therewith; and

- c. any other procedures that the Authority may be required to follow in order to create the District, as provided in the Act.

6. Consent. The BLX Entities, on behalf of themselves, their successors in title and assigns, hereby consent to:

- a. The creation of a public infrastructure district on the Subject Property;
- b. A waiver of the entirety of the protest period described in Section 17B-1-213 of the Act pursuant to Section 17B-2a-1204(2)(b) of the Act; and
- c. The District levying a property tax on taxable property within the District, and acknowledge that the Subject Property will be subject to such tax.

7. Amendment. The BLX Entities hereby acknowledge that bond and district counsel will rely on the representations, warranties, acknowledgments, consents, and agreements herein contained in issuing opinions relating to the creation of the District and the issuance of bonds and consequently hereby agree that this Agreement may not be amended, modified, or changed without the prior written consent of the Authority and such bond and district counsel.

8. Severability. The invalidity or un-enforceability in particular circumstances of any provision of this Agreement shall not extend beyond such provision or circumstances and no other provision hereof shall be affected by such invalidity or un-enforceability.

9. Headings. The headings of the sections of this Agreement are inserted for convenience only and shall not affect the meaning or interpretation hereof.

10. Successors and Assigns. This Agreement shall be binding upon the Parties hereto and their successors and assigns.

11. Governing Law. This Agreement shall be governed by and construed in accordance with the laws of the State of Utah.

12. Counterparts. This Agreement may be conducted by electronic means and executed in several counterparts, all or any of which may be treated for all purposes as an original and shall constitute and be one and the same instrument.



IN WITNESS WHEREOF, the undersigned, on behalf of the BLX Entities have hereunto executed this Agreement all as on the date first hereinabove set forth.

**MASTER DEVELOPER:**

EX UTAH DEVELOPMENT LLC,  
a Delaware limited liability company


By:   
Name: Gary Barnett  
Title: President

**LANDOWNERS:**

BLX LLC, a Delaware limited liability company, as  
property owner of Parcel Number[s] \_\_\_\_\_  
\_\_\_\_\_

By:   
Name: Gary Barnett  
Title: President

BLX MAYFLOWER LLC, a Delaware limited liability  
company, as property owner of Parcel Number[s]  
\_\_\_\_\_  
\_\_\_\_\_

By:   
Name: Gary Barnett  
Title: President

BLX PIOCHE LLC, a Delaware limited liability  
company, as property owner of Parcel Number[s]  
\_\_\_\_\_  
\_\_\_\_\_

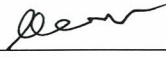
By:   
Name: Gary Barnett  
Title: President



BLX LAND LLC, a Delaware limited liability company,  
as property owner of Parcel Number[s]

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By:   
Name: Gary Barnett  
Title: President

BLX MWR HOTEL LLC, a Delaware limited liability  
company, as property owner of Parcel Number[s]

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By:   
Name: Gary Barnett  
Title: President

RH MAYFLOWER LLC, a Delaware limited liability  
company, as property owner of Parcel Number[s]

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By:   
Name: Gary Barnett  
Title: President

32 DOM MAYFLOWER LLC, a Delaware limited  
liability company, as property owner of Parcel  
Number[s]

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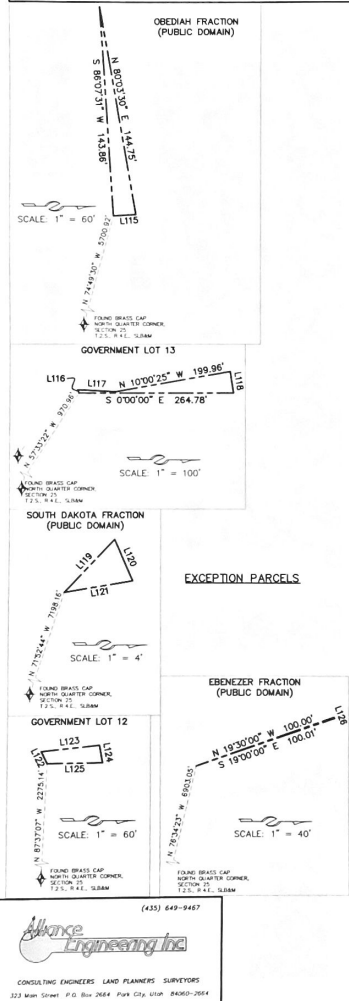
By:   
Name: Gary Barnett  
Title: President

EXHIBIT A

LEGAL DESCRIPTION AND TAX ID OF THE SUBJECT PROPERTY

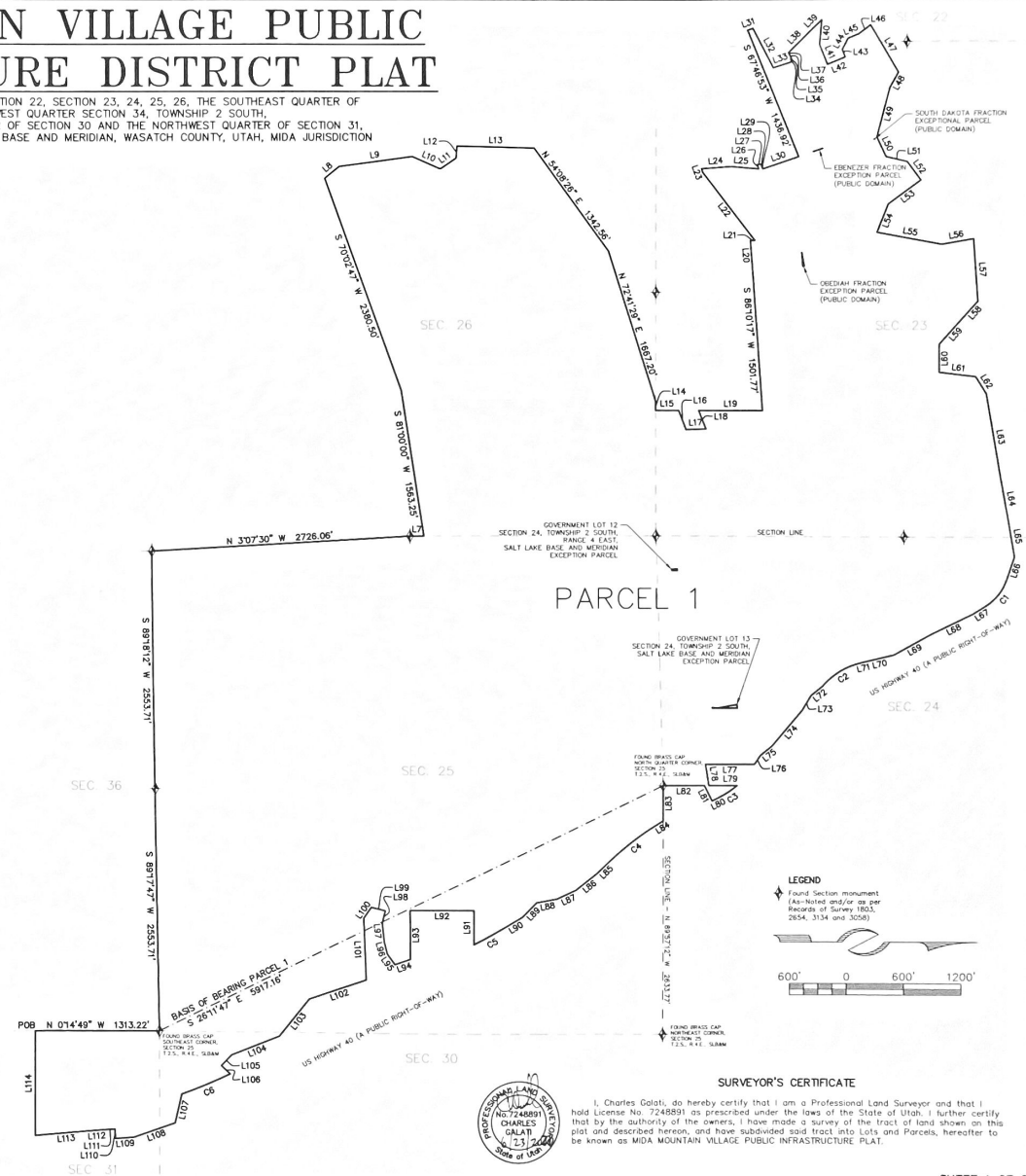
LOCATED IN THE SOUTHEAST QUARTER OF SECTION 22, SECTION 23, 24, 25, 26, THE SOUTHEAST QUARTER OF SECTION 33 AND THE SOUTHWEST QUARTER SECTION 34, TOWNSHIP 2 SOUTH, RANGE 4 EAST, AND THE SOUTHWEST QUARTER OF SECTION 30 AND THE NORTHWEST QUARTER OF SECTION 31, TOWNSHIP 2 SOUTH, RANGE 5 EAST, SALT LAKE BASE AND MERIDIAN, WASATCH COUNTY, UTAH, MIDA JURISDICTION



CURVE TABLE					
CURVE	RADIUS	LENGTH	DELTA	CHORD BEARING	CHORD LENGTH
C1	522.96'	357.44'	39°09'41"	S 51°39'22" E	350.52'
C2	766.20'	484.61'	36°14'20"	S 31°36'31" E	476.58'
C3	904.63'	221.00'	13°59'50"	S 33°27'45" E	220.45'
C4	2984.79'	648.58'	12°27'00"	S 37°34'37" E	647.31'
C5	5629.58'	358.50'	3°38'55"	S 29°08'39" E	358.44'
C6	5269.58'	554.14'	8°01'31"	S 22°36'07" E	553.89'

TABLE		
	CHORD BEARING	CHORD LENGTH
S	51°39'22" E	350.52'
S	31°36'31" E	476.58'
S	33°27'45" E	220.45'
S	37°44'37" E	647.31'
S	29°08'39" E	358.44'
S	22°36'07" E	553.89'

10



I, Charles Galati, do hereby certify that I am a Professional Land Surveyor and that I hold License No. 7248891 as prescribed under the laws of the State of Utah. I further certify that by the authority of the owners, I have made a survey of the tract of land shown on this plat and described herein, and have subdivided said tract into Lots and Parcels, hereafter to be known as MIDA MOUNTAIN VILLAGE PUBLIC INFRASTRUCTURE PLAT.

SHEET 1 OF 2

<b>MILITARY INSTALLATION DEVELOPMENT AUTHORITY "MIDA"</b> Approved and accepted on this <u>21<sup>st</sup></u> day of <u>August</u> , 2020. By: <u>Heather Furr</u> MRF PROJECT AREA MANAGER		<b>WASATCH COUNTY SURREYOR</b> APPROVED AS TO FORM ON THIS <u>21<sup>st</sup></u> day of <u>June</u> , 2020. ROS: <u>3544, 3516, 3057</u> <u>3144B, 3147, 3054-4-d</u> <u>Tucker</u> Wasatch County Surveyor		<b>RECORDED</b> STATE OF UTAH, COUNTY OF WASATCH, AND FILED AT THE REQUEST OF _____ DATE _____ TIME _____ BOOK _____ PAGE _____ FEE _____ RECORDER _____ ENTRY NO. _____	
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