

May 30, 2018

Utah Public Service Commission  
160 East 300 South  
Salt Lake City, UT 84111

*Via E-mail (psc@utah.gov)*

*Re: Application for Exemption for Summit Vista Water Company*

Honorable Commissioners LeVar, Clark, and White:

This law firm represents Summit Vista Water Company (“**Summit Vista**”) with respect to its planned water system that will serve the Summit Vista Life Plan Community, a retirement/continuing care community under construction in Taylorsville, Utah (the “**Project**”). The Project is wholly within the Taylorsville-Bennion Improvement District (“**TBID**”), but based on discussions with TBID and the Utah Division of Drinking Water (“**DDW**”), it was decided that the Project would be served by a separate water system operated by Summit Vista, which would receive water on a wholesale basis from TBID. Summit Vista’s sole customer and shareholder is Summit Life Plan Communities, LLC (“**Customer**”), and Summit Vista will not provide water service to the public generally. Accordingly, Summit Vista is exempt from regulation by the Public Service Commission (the “**PSC**”) and respectfully requests a Letter of Exemption.

Attached as **Exhibit A** to this letter is the Application for Exemption (the “**Application**”). Also attached are the items required under Section A of the Application, and all exhibits are linked and bookmarked for your convenience. **Exhibit B** is the Certificate of Existence of Summit Vista. **Exhibit C** is the DDW Plan Approval for the Summit Vista water system. **Exhibit D** is a certified copy of Summit Vista’s Articles of Incorporation. **Exhibit E** is Summit Vista’s Bylaws. **Exhibit F** is a copy of the will serve letter from TBID. Summit Vista owns no water rights and operates no water storage or independent water sources. Rather, TBID has committed to have sufficient water rights, storage, and sourcing for the Project. Summit Vista’s role in providing water to the Project is wheeling water supplied by TBID, maintaining the delivery infrastructure within the Project, and maintaining pump stations to supply sufficient pressure for water service and fire protection to the Project. Additionally, I have not included a balance sheet for Summit Vista because the water system is not yet constructed and operational. Customer is currently constructing the water system and will dedicate it to Summit Vista on a phase-by-phase basis as infrastructure is completed and inspected. Finally, **Exhibit G** includes a location map and a Project map showing the location and planned extent of the Project.

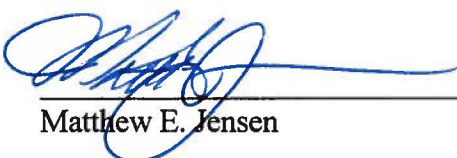
In determining the shareholder structure of Summit Vista, the nature of the Project was of primary importance. Specifically, the Project is a continuing care facility approved under the

Department of Insurance pursuant to the Continuing Care Provider Act (the “Act”). Utah Code section 31A-44-101 et seq. The Act defines “[c]ontinuing care” as “furnishing or providing access to an individual . . . of lodging together with nursing services, medical services, or other related services pursuant to a contract requiring an entrance fee.” *Id.* § 31A-44-102(1). Consistent with the Act, the Project is planned to provide services ranging from independent living, to assisted living, to memory care, to skilled nursing. The Act requires a “standard contract form” and a uniform “disclosure statement” that identifies “the fees the provider requires a resident to pay, including any entrance fees or periodic charges.” Utah Code section 31A-44-305, -309. The Act also requires disclosure of the circumstance under which “a provider may adjust a fee . . . and any limitations on those adjustments.” *Id.* 31A-44-305(3)(c). Accordingly, the Act contemplates a slate of services included in the “periodic charges,” which includes water service. It is this uniformity and predictability that is so attractive to the aging community that will reside at the Project. Thus, although the Application recites that the Project is currently planned at buildout to include 1,674 residential units and 4 commercial units (the three clubhouses and the healthcare facility), the Project will be operated as a whole with a single Customer who is also the sole shareholder of Summit Vista. Furthermore, Summit Vista serves only the Project and its residents who have satisfied the requirements of the Act and the standard contract. Summit Vista does not, therefore, provide service to “the public generally” such that the PSC would have statutory jurisdiction. Utah Code § 54-2-1(21)(a); *see also id.* § 54-2-1(35) (limiting the definition of a “Water corporation” to include only those systems “for public service”).

Based on the nature of the Project and Summit Vista’s role in providing water solely to the Project, Summit Vista respectfully requests that the PSC issue a Letter of Exemption to Summit Vista. Please don’t hesitate to contact me with any further questions on this matter.

Sincerely,

PARR BROWN GEE & LOVELESS

By:   
Matthew E. Jensen

Enclosures:

cc: Summit Vista Water Company  
Ron Slusher, Dept. Public Utilities (rslusher@utah.gov)

4829-3445-5650

# **Exhibit A**

Legal name of applicant (company name): Summit Vista Water Company



## Questionnaire

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Please fill out the following questionnaire to assist you in determining if you are subject to PSC regulation. *(Please check only one for each question.)*

**Q1. Is this company providing water to anyone other than the owner (2 houses or more)?:**

**Yes**

If “**Yes**” then please provide the information requested in **Section A**, and continue to **Question Q2**.

**No**

If “**No**”: then this company or water distribution system is not subject to PSC regulation. You are not required to register with the PSC at this time. If your circumstances change, you may be required to register with the PSC at a later time.

**Q2. Is the company serving its members only and not to the public generally?**

**Yes**

If “**Yes**” then this company appears to meet the criteria to be exempt from PSC regulation. Please continue to **Section C** and fill out the “**Application**.”

**No**

If “**No**” then this company meets the criteria requiring it to be regulated by the PSC. In addition to providing the information in **Section A**, Please also provide the information requested in **Section B**, and then continue to **Section C** and fill out the “**Application**.”

Legal name of applicant (company name): Summit Vista Water Company

Section

**A**

**Items to be included with this application for ALL applicants, both regulated and exempt.**

The following documentation **MUST** be provided with this application to be considered complete. Incomplete applications will **NOT** be considered.

- A copy of your Business License verifying proof of authority to conduct business in Utah.
- Verification of the review and approval of the water system by the Division of Drinking Water.
- Certified copy of the articles of incorporation and by-laws. (Whatever restrictions there are in use of water on an annual basis should be explained in by-laws, restrictive covenants and protective covenants.)
- Proof of ownership of water rights, in the name of the company sufficient to provide the water promised to each customer. (Water rights must be held by the water company for the use of the shareholders or customers of the company. Water rights must stay with the water company in the event a lot is sold rather than with the lot owner.)
- Proof of ownership of sufficient water storage.
- Proof of ownership of an approved water source with sufficient water flow.
- A balance sheet for the water company.
- A historical operating statement if the water company is already operating, a projected statement if not yet operating.
- All phases of a proposed development should be identified in the application whether they are to be developed immediately or not. Otherwise, an additional application may be required for each additional phase before the Public Service Commission will give plan approval.
- Maps (8 1/2" by 11") showing the location of water system relative to nearby towns and highways and the proposed platted subdivision.

*The above list covers the items of interest to the Division of Public Utilities. The list does not necessarily include all items the Public Service Commission and the Division of Public Utilities need to review in the application procedure. Additional items may be requested as the Division and Commission become more familiar with the applicant's particular circumstances.*

Legal name of applicant (company name): Summit Vista Water Company

Section

**B**

**Additional items to be included with this application for applicants applying for authority to operate as a regulated public utility.**

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The following documentation **MUST** be provided with this application to be considered complete. Incomplete applications will **NOT** be considered.

1

**A Proposed TARIFF**

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Proposed tariff should include proposed rates and service rules and regulations. Applicant's tariff must comply with the format, construction and elements as set forth in Utah Administrative Rule : [R746-405](#) < Use Ctrl+Click to follow link >

2

**Rates**

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For item 2, please select one of the following regarding rates and provide the information requested.

**Proposed rates will cover the entire cost of service.**

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Please provide calculations to show that the proposed rates are reasonable based upon actual cost of service.

**OR**

**Developer agrees to subsidize costs.**

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A statement that the proposed rates are less than the full cost of service but that the developer will subsidize such rates until the system has enough customers on line to operate and cover costs at the proposed rates.

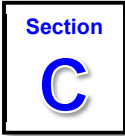
3

**A balance sheet for the developer.**

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If the water company is to be, or was, constructed by a developer please provide a personal balance sheet for the developer to ensure that funds are available for the operations of the water company.

*The above list covers the items of interest to the Division of Public Utilities. The list does not necessarily include all items the Public Service Commission and the Division of Public Utilities need to review in the application procedure. Additional items may be requested as the Division and Commission become more familiar with the applicant's particular circumstances.*



## Application

The following information **MUST** be provided with this application to be considered complete. Incomplete applications will **NOT** be considered.

1. Legal name of applicant (company name): Summit Vista Water Company

2. Principal office address, phone number and email address:

Address: 6183 Prarie View Drive Ste 103A

Address: \_\_\_\_\_

City: Taylorville State: UT ZIP: 84129

Phone No.: (801) 758-3138 Email address: ryanbevan@gardnercompany.net

3. Name of the state in which applicant is incorporated and date of incorporation

Name of State: UT Date of Incorporation: 01/12/2018

*(A certified copy of the Articles of Incorporation and By-laws should accompany this application).*

If not incorporated, describe the type of organization and state in which it is organized.

4. The officers and directors (or partners) of the applicant are as follows:

Name	Title	Phone #	Email
Christian Gardner	Director, President	(801) 456-1280	christian@gardnercompany.com
Karl Frey	Director	(212) 930-9460	kfrey@istar.com
Eric F. Scheuermann	Director	(212) 235-2961	vvs@solamerecapital.com
Mark L. Pace	Vice-Pres.	(801) 456-1280	markpace@gardnercompany.net
J. Ryan Bevan	Sec./Treas.	(801) 456-1280	ryanbevan@gardnercompany.net

5. The type of service (water, sewer or both) which applicant proposes to render is:  
*(Please check the services that apply.)*

- Water Only       Sewer Only       Both Water and Sewer

6. If the applicant is conducting operations at present, please enter the date applicant commenced rendering such service: \_\_\_\_\_

7. How Many Connections will the company serve and type (residential/commercial)?

Residential Customers:          1,674

Commercial Customers:         4

Total Number of Customers:    1,678

8. The names of any water companies that are providing (or proposing to provide) similar service near or in any part of the area covered by this applicant are as follows:

Summit Vista Water Company is wholly within Taylorsville Bennion Improvement District (TBID), and it receives its water from TBID.



**Applicant Must Sign and Date below:**

**I certify that to the best of my knowledge the above information is true, accurate and complete. I am in compliance with and agree to comply with all regulations and requirements of all State and local government agencies.**

Legal name of applicant (company name): Summit Vista Water Company

Sign Here: *Mark Pace*      Date: *5/29/18*

Your Name: Mark L. Pace      Title: Vice President  
*(Please enter electronically or print clearly)*

*This Application covers the items of interest to the Division of Public Utilities. The list does not necessarily include all items the Public Service Commission and the Division of Public Utilities need to review in the application procedure. Additional items may be requested as the Division and Commission become more familiar with the applicant's particular circumstances.*



# **Exhibit B**



**Utah Department of Commerce**  
**Division of Corporations & Commercial Code**  
160 East 300 South, 2nd Floor, PO Box 146705  
Salt Lake City, UT 84114-6705  
Service Center: (801) 530-4849  
Toll Free: (877) 526-3994 Utah Residents  
Fax: (801) 530-6438  
Web Site: <http://www.commerce.utah.gov>

05/23/2018  
10675042-014005232018-2853701

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## CERTIFICATE OF EXISTENCE

**Registration Number:** 10675042-0140  
**Business Name:** SUMMIT VISTA WATER COMPANY  
**Registered Date:** January 17, 2018  
**Entity Type:** Corporation - Domestic - Non-Profit  
**Status:** Current

The Division of Corporations and Commercial Code of the State of Utah, custodian of the records of business registrations, certifies that the business entity on this certificate is authorized to transact business and was duly registered under the laws of the State of Utah. The Division also certifies that this entity has paid all fees and penalties owed to this state; its most recent annual report has been filed by the Division (unless Delinquent); and, that Articles of Dissolution have not been filed.



Kathy Berg  
Director  
Division of Corporations and Commercial Code

# Exhibit C



State of Utah

GARY R. HERBERT  
*Governor*

SPENCER J. COX  
*Lieutenant Governor*

Department of  
Environmental Quality

Alan Matheson  
*Executive Director*

DIVISION OF DRINKING WATER  
Marie E. Owens, P.E.  
*Director*

February 22, 2018

Ryan Bevan  
Summit Vista Water Company  
201 South Main Street, Suite 2000  
Salt Lake City, Utah 84111

Subject: **Plan Approval**, Wholesale Connection from Taylorsville-Bennion Improvement District, Water Lines and Pump Station Serving the Summit Vista Retirement Community (WS001, DS001, PF001); Summit Vista Water Company, System #18178, File #11109,

Dear Mr. Bevan:

The Division of Drinking Water (the Division) received the plans and specifications for the Summit Vista Retirement Community project from your consultant, Andy Hubbard with Great Basin Engineering on January 8, 2018. We also received subsequent submittals on the following dates:

- January 11, a completed Supplemental Form for New Public Drinking Water System and a will serve letter issued by Taylorsville-Bennion Improvement District.
- January 12, Project Notification Form, water/sewer crossing table and hand delivered paper copy of the design drawings.
- January 30, Professional engineer stamped copy of the revised design drawings, revised hydraulic model dated 1/25/2018 and a hydraulic analysis certification form.
- February 12, Revised pump station design drawings.

The Summit Vista Water Company is a proposed public water system that will operate and maintain the drinking water infrastructure serving the Summit Vista Retirement Community development. This development is anticipated to be developed in three phases, and will serve approximately 3,000 residents and associated employees at full buildout. The subject project is the first of three phases. The phase one project consists of the following components:

1. Summit Vista's only drinking water source is a wholesale connection from Taylorsville-Bennion Improvement District (PWS ID #18021) (identified as WS001 in the Division's database). The wholesale water is delivered through a 10-inch Neptune Protectus III S meter for both drinking water use and fire suppression.
2. Approximately 695 feet of 4-inch, 1,072 feet of 6-inch, 282 feet of 8-inch, 4,128 feet of 10-inch and 787 feet of 12-inch PVC C-900 DR-14 water lines (DS001) will be installed, which loop around six (6) five-story buildings and one (1) two-story building.
3. The Summit Vista Pump Facility (PF001) will be installed, which will contain four (4) Quantum Flow Genius V Series 40 horsepower (hp) booster pumps, each capable of 615 gallon per minute

Ryan Bevan  
Page 2 of 2  
February 22, 2018

(gpm). Three pumps are needed to maintain adequate drinking water pressure during peak day demand, and the remaining pump provides redundancy. This pump station will also contain a Meco 200 hp fire booster pump, capable of 3000 gpm for fire flow. The pump station will include a Cummins 240 kilowatts (kw) electrical generator as a power backup in the event of power grid failure.

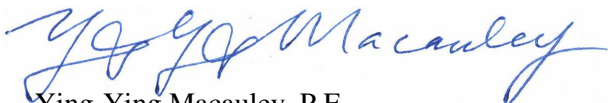
We have completed our review of the plans and specifications, stamped and signed by Paul Clark Anderson, P.E., and dated January 29, 2018 and find they basically comply with the applicable portions of Utah's Administrative Rules for Public Drinking Water Systems in R309. On this basis, **the plans for the wholesale connection to receive water from Taylorsville Bennion Improvement District, new water lines and Summit Vista Pump Facility serving the Summit Vista Retirement Community are hereby approved.**

This approval pertains to construction only. **An Operating Permit must be obtained from the Director before the new infrastructure may be placed in service.** A checklist outlining the items required for operating permit issuance is enclosed for your information.

Approvals or permits from the local authority or the county may be necessary before beginning construction of this project. As the project proceeds, notice of any changes in the approved design, as well as any change affecting the quantity or quality of the delivered water, must be submitted to the Division. We may also conduct interim and final inspections of this project. Please notify us when actual construction begins so that these inspections can be scheduled. This approval must be renewed if construction has not begun or if substantial equipment has not been ordered within one year of the date of this letter.

If you have any questions regarding this approval, please contact Gary Kobzeff, of this office, at (801) 536-0099 or Ying-Ying Macauley at (801) 536-4188.

Sincerely,



Ying-Ying Macauley, P.E.  
Engineering Manager

GK/ym/hb

Enclosure — Operating Permit Checklist

cc: Royal Delegge, Salt Lake City Health Department, [rdelegge@slco.org](mailto:rdelegge@slco.org)  
J. Ryan Bevan, Gardner Company, [ryanbevan@gardnercompany.net](mailto:ryanbevan@gardnercompany.net)  
Mark L. Price, Gardner Company, [marklprice@gardnercompany.net](mailto:marklprice@gardnercompany.net)  
Andy Hubbard, Great Basin Engineering, [andyh@greatbasineng.com](mailto:andyh@greatbasineng.com)  
Gary Kobzeff, Division of Drinking Water, [gtkobzeff@utah.gov](mailto:gtkobzeff@utah.gov)  
Rachael Cassady, Division of Drinking Water, [rcassady@utah.gov](mailto:rcassady@utah.gov)  
Janet Lee, Division of Drinking Water, [jjlee@utah.gov](mailto:jjlee@utah.gov)  
Colt Smith, Division of Drinking Water, [acsmith@utah.gov](mailto:acsmith@utah.gov)  
Kevin Fenn, Taylorsville-Bennion Improvement District, [kevin@tbid.org](mailto:kevin@tbid.org)  
Mark Chandler, CRS Engineers, [mark.chandler@crsengineers.com](mailto:mark.chandler@crsengineers.com)

DDW-2018-001542.docx

## Utah Division of Drinking Water — Checklist for Issuing Operating Permits

Water System Name: \_\_\_\_\_ System Number: \_\_\_\_\_

Project Description: \_\_\_\_\_ File Number: \_\_\_\_\_

Items 1 through 8 below must be submitted to the Division and found to be acceptable prior to operating permit issuance (unless a water line project meets the requirements of R309-500-7 and is not required to obtain an Operating Permit).

Distribution lines (not including in-line booster pump stations) requiring Plan Approval may be placed into service prior to submitting all of the following items and receipt of Operating Permit if the water system has received items 1 and 4 below.

- 1. Certification of Rule Conformance by a professional engineer (P.E.) that all conditions of Plan Approval were accomplished, and if applicable, changes made during construction were in conformance with rules R309-500 through 550
- 2. As-built or record drawings incorporating all changes to approved plans and specifications (unless no changes were made to the previously approved plans during construction)
- 3. Confirmation that as-built or record drawings have been received by the water system
- 4. Satisfactory bacteriological samples as evidence of proper disinfection and flushing in accordance with the appropriate ANSI/AWWA standards:
  - ANSI/AWWA C651-14 AWWA Standard for Disinfecting Water Mains  
Two consecutive sample sets at least 16 hours apart, none positive (e.g., every 1,200 feet, end-of-line, each branch)
  - ANSI/AWWA C652-11 AWWA Standard for Disinfection of Water-Storage Facilities  
One or more samples, none positive
  - ANSI/AWWA C653-13 AWWA Standard for Disinfection of Water Treatment Plants  
Two consecutive samples per unit, none positive, no less than 30 minutes apart
  - ANSI/AWWA C654-13 AWWA Standard for Disinfection of Wells  
Two consecutive samples, none positive, no less than 30 minutes apart
- 5. Water quality data, where appropriate [*For example, include raw and finished water data that demonstrate satisfactory performance of the treatment facility; sample should be taken from a storage tank for residual volatile organic compounds after tank interior re-coating; etc.*]
- 6. If applicable, all other documentation that may have been required during the plan review process
- 7. If applicable, confirmation that the water system owner has received the O&M manual for the new facility
- 8. If applicable, location data of new storage tank, treatment facility, or source

# **Exhibit D**



**Utah Department of Commerce**  
**Division of Corporations & Commercial Code**  
160 East 300 South, 2nd Floor, S.M. Box 146705  
Salt Lake City, UT 84114-6705  
Phone: (801) 530-4849  
Toll Free: (877)526-3994 Utah Residents  
Fax: (801) 530-6438  
Web Site: <http://www.commerce.utah.gov>

Registration Number: 10675042-0140  
Business Name: SUMMIT VISTA WATER COMPANY  
Registered Date: JANUARY 17, 2018

March 20, 2018

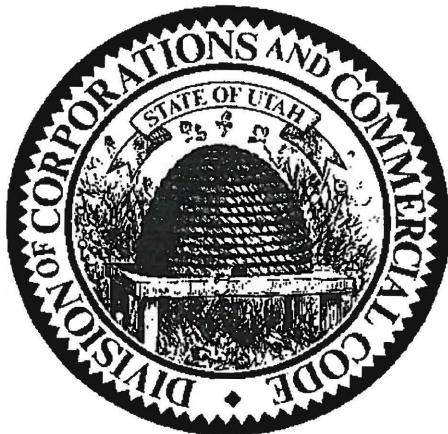
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## **CERTIFIED COPY OF ARTICLES OF INCORPORATION**

THE UTAH DIVISION OF CORPORATIONS AND COMMERCIAL CODE ("DIVISION") HEREBY CERTIFIES THAT THE ATTACHED IS TRUE, CORRECT, AND COMPLETE COPY OF THE ARTICLES OF INCORPORATION OF

SUMMIT VISTA WATER COMPANY

AS APPEARS OF RECORD IN THE OFFICE OF THE DIVISION.



Kathy Berg  
Director  
Division of Corporations and Commercial Code

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Div. of Professional Licensing (801)530-6628	Real Estate (801)530-6747	Public Utilities (801)530-6651	Securities (801)530-6600	Consumer Protection (801)530-6601
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Date: 01/17/2018  
Receipt Number: 7204170  
Amount Paid: \$30.00

RECEIVED



JAN 17 2018

Utah Div of Corp. & Comm. Code

**ARTICLES OF INCORPORATION**  
of  
**SUMMIT VISTA WATER COMPANY**

The undersigned do hereby adopt the following Articles of Incorporation this 12<sup>th</sup> day of January, 2018.

**ARTICLE I - CORPORATE NAME**

The name of this Company is the **Summit Vista Water Company**.

**ARTICLE II - PERIOD OF DURATION**

The period of duration for this Company is perpetual, unless sooner terminated in the manner provided by law.

**ARTICLE III - POWERS AND PURPOSES**

In furtherance of and in no way in limitation of the powers now or hereinafter conferred upon non-profit corporations by the laws of the State of Utah, the nature of business of the Company, and the objects, purposes and powers to be transacted, promoted, exercised or carried on by it are as follows:

- A. To own water rights for domestic, culinary, and other purposes allowed under the laws of the State of Utah, and to store and distribute this water on a non-profit basis only to the members of the Company.
- B. To acquire and maintain water rights and sources of water supply by purchase, lease, contract, appropriation, change application or otherwise.
- C. To acquire, hold, and sell real and personal property useful to the carrying on of the corporate business.

10675042-0140

**D To own water diversion, transportation, distribution, measurement and storage facilities useful to the distribution of the water supply held by the Company**

**E To purchase, own, and sell real and personal property, to make contracts, to invest corporate funds, to spend corporate funds for corporate purposes, and to engage in any activity in furtherance of, incidental to, or connected with any of the other purposes**

**F To convey its assets as security for loans and make and perform contracts of any kind and description, including, without limitation, contracts with the State of Utah or the United States of America, or any agency, department or political subdivision thereof, for the purpose of borrowing money, acquiring water and water rights, and for the use, joint development of and/or the construction, development, repair, improvement, modification, repair, and replacement of all springs, wells, reservoirs and other water sources, as well as all other water diversion, transportation, distribution, measurement and storage facilities**

**G To charge fees for water service and make assessments, in accordance with Article VIII and Utah Code Annotated sections 16-4-201, et seq , against its membership shares (“Shares”) and members either on or not on a pro rata basis for the purpose of raising funds to accomplish any of the other purposes or powers, or to pay its debts or obligations, to publish notice of delinquency for nonpayment of assessments**

**H To engage in any and all other lawful purposes, activities and pursuits, which are substantially similar to the foregoing and which are or may hereafter be authorized by Section 501(c)(12) of the Internal Revenue Code and consistent with those powers described in the Utah Revised Nonprofit Corporation Act, as amended and supplemented**

I. To do any and all acts and things, and to exercise any and all other powers which a natural person could do or exercise, and which are not now nor hereafter prohibited by law, in carrying on its business, or for the purpose of attaining or furthering its objectives.

J. With respect to such purposes:

(1) no part of the net earnings of the Company shall inure to the benefit of, or be distributed to, its directors, officers, members, or other private persons, except that the Company shall be authorized and empowered to pay reasonable and customary compensation for services rendered to the Company by employees or contractors and to make payments and distributions in furtherance of the purposes set forth herein;

(2) no substantial part of the activities of the Company shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Company shall not participate in, or intervene in (including publishing or distribution of statements) any political campaign on behalf of any candidate for public office, except as authorized under the Internal Revenue Code of 1954, as amended; and

(3) the Company shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States Internal Revenue Code).

#### **ARTICLE IV - MEMBERS**

This Company shall have one class of members, which are the shareholders in the Company.

#### **ARTICLE V – MEMBERSHIP SHARES**

Ownership in the Company shall be held by the members in accordance with their respective interests. For purposes of ownership, interest in the Company is divided into Shares. The total number of Shares in the Company is fifteen thousand (15,000).

#### **ARTICLE VI – SHARES APPURTENANT TO LAND**

The Shares of the Company shall be deemed to be appurtenant to the land described on the membership certificate at such time and in the manner specifically provided for in the Bylaws or rules and regulations. Once Shares become appurtenant to the land, the owner thereof shall not be entitled to separately convey or transfer ownership of its Shares off the land without the express written approval of the Board of Directors of the Company.

#### **ARTICLE VII - VOTING RIGHTS**

The Company's members are entitled to cast one vote for each Share. In elections concerning the sale, transfer, or other conveyance of the assets of the Company and the operation of the Company's water system to any other entity, the majority vote of all voting Shares is required in order to take action on the matter being voted upon. In all other matters, only a majority vote of the Shares present or represented by proxy at a meeting of the members is required in order to take action on the matter being voted upon, unless otherwise provided for herein or in the duly adopted Bylaws of the Company.

#### **ARTICLE VIII – SHARE ASSESSMENTS & WATER SERVICE FEES**

All Shares shall be fully assessable for the purpose of paying their proportionate share of all lawful obligations of the Company, including, without limitation, operating, maintaining, developing, and managing the facilities used to divert and convey water from any water source within the Company to water storage facilities, or to the place of use, and for the operation,

maintenance, development, and management of facilities utilized to divert, store and distribute water, and to pay their proportionate share of the general administrative expenses incurred in the operation of the Company.

In addition to or in lieu of share assessments, members of the Company may be charged water service fees. Such water service fees may be charged on a monthly basis or any other increment authorized by the Board. The water service fees or water rates may be based on the quantity of water used by a particular member.

#### **ARTICLE IX - BOARD OF DIRECTORS**

This Company shall be governed by a Board of Directors. The Board of Directors shall consist of between three and seven directors. The Board of Directors shall elect a President, Vice-President, Secretary, and Treasurer as more fully set forth in the Bylaws of the Company.

Pursuant to Utah Code Annotated section 16-6a-801, the Board of Directors may authorize persons other than the Board of Directors to have the authority and perform a duty of the Board of Directors and the directors shall be relieved to that extent from such duty.

#### **ARTICLE X – QUORUM & TIE BREAKING PROCEDURE**

A majority of the members of the Board of Directors of the Company shall be necessary to form or constitute a quorum to transact the business and exercise the corporate powers of the Company and every decision of a majority of the quorum so formed shall be valid as a corporate act.

#### **ARTICLE XI - INCORPORATORS**

The names and addresses of the incorporator of this Company is:

<u>Name</u>	<u>Address</u>
Summit Life Plan Communities, LLC	6183 Prarie View Drive Ste 103A Taylorsville, UT 84129

#### **ARTICLE XII - CURRENT REGISTERED AGENT**

The registered agent of the Company as of the date of these Amended and Restated Articles of Incorporation is:

David Gee  
101 S 200 E Ste 700  
Salt Lake City, UT 84111

#### **ARTICLE XIII - CURRENT REGISTERED OFFICE**

The location of the registered principal offices of the Company as of the date of these Amended and Restated Articles of Incorporation is:

6183 Prarie View Drive Ste 103A  
Taylorsville, UT 84129

#### **ARTICLE XIV - SHAREHOLDERS AND DIRECTORS NOT LIABLE**

Officers, directors and members are not liable under a judgment, decree, or order of a court, or in any other manner, for a debt, obligation or liability of the Company, and the private property of a director, officer or member of the Company shall not be subject to a debt or obligation of the Company.

#### **ARTICLE XV - BYLAWS**

The Board of Directors shall adopt appropriate bylaws, rules and regulations and any amendments thereto that may be necessary for the proper governance of this Company. Bylaws and amendments thereto so approved need not be confirmed by the members.

#### **ARTICLE XVI - DISSOLUTION**

In the event of dissolution, each member of the Company shall receive his proportionate share of the Company's property based upon their legal interests as they may appear, after paying


or providing for the payment of all debts of the Company. This Article shall not apply in the event of a conversion of the Company into a governmental entity.

**ARTICLE XVII – OWNERSHIP OF WATER SYSTEM**

The Company shall hold title for and on behalf of its members to all land, reservoirs, storage tanks, wells, pumps, pumphouses, pressure reduction valves, treatment plants, main distribution lines, delivery, and service lateral lines and connections from the water mains to a point ten feet (10') on either side of a water main, together with any fire lines and fire hydrant outside the foundation of any building, and together with any other facilities constituting the water system. Members shall individually own the service lateral from the point ten feet (10') from the water main to the premises being served.

DATED this 12<sup>th</sup> day of January, 2018.

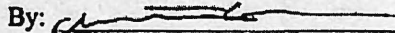
**REGISTERED AGENT**

  
David Gee


**SUMMIT LIFE PLAN COMMUNITIES, LLC,**  
a Delaware limited liability company

By: Gardner Taylorsville L.C.,  
a Utah limited liability company,  
Member of Summit Life Plan Communities, LLC

By: KC Gardner Company, L.C.,  
a Utah limited liability company,  
Manager of Gardner Taylorsville L.C.

By:   
Name: Charles Gardner  
Title: Manager of KC Gardner Company, L.C.

State of Utah  
Department of Commerce  
Division of Corporations and Commercial Code  
I hereby certified that the foregoing has been filed  
and approved on this 17 day of Jan 20 18  
In this office of this Division and hereby issued  
This Certificate thereof.

Examiner VM Date 1/25/18  
  
Kathy Berg  
Kathy Berg  
Division Director

# **Exhibit E**



**BYLAWS**  
**OF**  
**SUMMIT VISTA WATER COMPANY**

ADOPTED MARCH \_\_, 2018

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**ARTICLE I - NAME**

The name of this non-profit water company is the Summit Vista Water Company (hereinafter referred to as the "Company").

**ARTICLE II - DURATION**

The period of duration of the Company shall be perpetual.

**ARTICLE III - PURPOSE**

The Company is a non-profit water company which operates or may in the future operate a domestic, culinary, secondary, and irrigation water distribution system solely on behalf of its members. The Company may engage in any act or activity allowed by law in accordance with the provisions of the Utah Revised Nonprofit Corporation Act.

**ARTICLE IV - FISCAL YEAR**

The fiscal year of the Company shall be from January 1st to December 31st of each year.

**ARTICLE V - PRINCIPAL OFFICE & REGISTERED AGENT**

The principal place of business and registered agent of the Company shall be as provided in Articles XIII and XIV of the Company's Articles of Incorporation and may be changed from time to time by the Board of Directors in accordance with Utah Code Ann. §§ 16-6a-501 and 16-6a-502, as may be amended from time to time.

**ARTICLE VI – MEMBERSHIP SHARES**

**A. MEMBERSHIP SHARES.**

The Company shall have one class of members, which are the shareholders in the Company.

**B. SHARES APPURTENANT TO LAND.**

The shares of the Company shall be deemed to be appurtenant to the land described on the membership certificate. Once shares become appurtenant to the land, the owner thereof shall not be entitled to separately convey or transfer ownership of its shares off the land without the express written approval of the Board of Directors of the Company.

**C. DESCRIPTION OF SHARE CERTIFICATES.**

The Board of Directors shall set, and may from time to time revise, the form of the Company's share certificates. The certificates shall be consecutively numbered and duly signed by the President, or such other officer authorized by law and by the Board of Directors, and countersigned by the Secretary and sealed with the seal of the Company. The certificates shall exhibit the member's name, the total number of membership shares represented thereby, any condition(s) or restriction(s) placed thereon, and any other

information designated by the Board of Directors. Such information shall be perpetuated on any and all subsequent transfers of such shares.

**D. SHARE TRANSFER BOOKS.**

The name and address of the member, the number of shares, the nature and place of use, any condition(s) or restriction(s) placed thereon, and the date of issue shall be entered in the share transfer books of the Company which shall be kept at the principal office of the Company.

**E. CONDITIONS AND RESTRICTIONS ON SHARES.**

Upon written request and 15 days notice from the Company, share certificates shall be surrendered to the Company for re-issuance to the member with any reasonable condition(s) or restriction(s) written thereon.

**F. LOST, STOLEN, OR DESTROYED CERTIFICATES.**

If a member shall claim that a certificate has been lost, stolen, or destroyed, the Board of Directors may, at its discretion, direct that a new certificate be issued, upon the making of an affidavit of that fact by the person claiming the old certificate was lost, stolen, destroyed and upon the deposit of a bond or other indemnity in such form and amount and with such sureties, if any, as the Board may require.

**G. MEMBER OF RECORD.**

The Company shall be entitled to treat the holder of record according to the share transfer books of the Company of any share as the holder in fact thereof, and shall not be bound to recognize any equitable claim or other claim to, or interest in, such share on the part of any other person whether or not the Company shall have express or other notice thereof, except as expressly provided by the laws of this State.

**ARTICLE VII - MEMBERS**

**A. ANNUAL MEETINGS.**

The Annual Meeting of the members of the Company shall be held at such date and time in March as the Board of Directors may determine, with 15 to 30 days advance written notice of the date, time, and place of said meeting. Failure to hold this meeting as appointed herein shall not impair in any way any of the Company's corporate rights and any such missed meeting may be held thereafter with 15 to 30 days advance written notice of the date, time, and place of said meeting.

**B. SPECIAL MEETINGS.**

Special Meetings of the members of the Company or the members of a certain class may be held as necessary when properly called and upon reasonable notice under the circumstances of the date, time, and place of such meetings.

**C. CALLING SPECIAL MEETINGS.**

Special meetings shall be called by written request by the President, by a majority of all directors, or by the owners of at least 20% of the issued and outstanding shares of the Company. The written request required herein shall be given to the President and shall specify the purpose(s) and a date, time, and place for the meeting that is reasonable under the circumstances.

**D. NOTICE.**

The Secretary shall provide notice by mail to all members of record as of the date that any notice is mailed to the members of the Company. The Notice shall specify the date, time, and place for the meeting, and if it is a special meeting, the general purpose(s) for which it is being called.

**E. MAILING NOTICE.**

The mailing of all required notices under the Articles of Incorporation and these Bylaws shall be deemed to be delivered when deposited in the United States mail, addressed to the member at his address as it appears on the Company's share transfer books, and with postage provided thereon.

**F. WAIVER OF NOTICE.**

Whenever any notice is required to be given, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice. Attendance of a member at any meeting shall constitute waiver of notice of such meeting except where such member attends a meeting for the express purpose of objecting to the transacting of any business at that meeting because the meeting is not lawfully called or convened, and where said purpose is duly announced on the record of the meeting.

**G. VOTING LIST & MEMBER OF RECORD DATE.**

For voting purposes, the member of record date shall be ten (10) days prior to any member meeting. The Secretary shall close and bring current the share transfer books as of such date. The share transfer books shall be subject to inspection by any member at any time during usual business hours and shall also be subject to the inspection of any member during the whole time of the meeting. The share transfer books shall be prima facie evidence as to the list of members who are entitled to vote at the meeting. When a determination of members entitled to vote at any meeting of members has been made as provided in this section, such determination shall apply to any adjournment thereof. If, under emergency conditions, the share transfer books cannot be closed for ten (10) days prior to the meeting, the record date shall be fixed for the determination of members entitled to vote at such a meeting of members as the date on which notice of the meeting is mailed.

For the purpose of determining members entitled to receive notice of any meeting of members, or in order to make a determination of members for any other proper purpose, the Company's members as they are then listed on the share transfer books shall be the members of record and said books shall be closed for that event and the record date for that event shall be the date on which said books were closed.

**H. VOTING.**

Holders of membership shares of the Company are entitled to one (1) vote for each membership share issued and outstanding in the name of such member on the books of the Company on the date of record.

**I. PROXY.**

Votes may be cast in person or by written, authorized proxy. Each proxy must be executed in writing by the member or the member's duly authorized attorney. The proxies shall be filed with the Secretary of the Company before or at the time of the meeting. No proxy shall be valid after the expiration of eleven (11) months from the date of its execution unless its duration shall have been specified therein. Every proxy shall be revocable at the discretion of the person executing it or of his or her personal representative(s) or assign(s).

**J. VOTING BY CERTAIN TYPES OF MEMBERS.**

Special voting rules and procedures apply to certain types of members as follows:

1. **CORPORATE MEMBERS.** Shares held in the name of a corporation may be voted by such officer, agent, or proxy as the bylaws of such corporation may prescribe, or, in the absence of such provision, as the Board of Directors of such corporation may determine.
2. **REPRESENTATIVE MEMBERS.** Shares held by a personal representative, administrator, executor, guardian, or conservator may be voted either in person or by proxy without a transfer of such shares into his or her name. Shares held in the name of a trustee may be voted by the trustee either in person or by proxy, but no trustee shall be entitled to vote shares held by the trustee without a transfer of such shares into that trustee's name.
3. **MEMBERS IN RECEIVERSHIP.** Shares held in the name of a receiver may be voted by that receiver, and shares held by or under the control of a receiver may be voted by that receiver without the transfer thereof into the receiver's name if authority so to do be contained in an appropriate Order of the Court by which that receiver was appointed.
4. **MEMBERS OF PLEDGED SHARES.** A member whose shares are pledged shall be entitled to vote those shares until the shares have been transferred into the name of the pledgee and, thereafter, the pledgee shall be entitled to vote the shares so transferred.



5. **TREASURY SHARES.** Membership shares in this Company belonging to this Company or held by it in a fiduciary capacity shall not be voted, directly or indirectly, at any meeting, and shall not be counted in determining the total number of outstanding shares at any given time.

**K. QUORUM.**

The members present in person or by proxy at any duly called meeting of the members shall constitute a quorum and, except as otherwise provided for herein or in the Articles of Incorporation, a majority vote of such quorum shall be a majority vote of the members and shall be the action of the members on that matter, to the maximum extent allowed by law.

**L. PRESUMPTION OF ASSENT.**

A member who is present at a meeting of the members at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless that member's dissent is entered in the minutes of the meeting or unless he or she shall file written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent, by registered or certified mail, to the Secretary of the Company immediately after the adjournment of the meeting. Such right to dissent shall not apply to a member who voted in favor of such action.

**M. ORDER OF BUSINESS.**

The order of business at all annual meetings of the members, and at all special meetings as applicable, shall be as follows:

1. Roll Call.
2. Reading of the notice of the meeting.
3. Reading of the minutes of the preceding meeting and approval thereof.
4. Secretary's report on the number of membership shares present in person or by proxy.
5. President's Business Report.
6. Presentation of the Annual Report on Financial Condition of the Company.
7. Unfinished business.
8. New Business.
9. Elections.

**ARTICLE VIII - BOARD OF DIRECTORS**

**A. APPOINTMENT OF DIRECTORS.**

The Board of Directors shall consist of between three and seven directors elected by the Company's members.

**B. TENURE & QUALIFICATIONS OF DIRECTORS.**

Each director shall hold office until resignation or replacement at a duly called meeting of the members.

**C. POWERS & DUTIES OF DIRECTORS.**

The Board of Directors shall have the control and general management of the affairs and business of the Company. The directors shall in all cases act as a regularly convened Board and may adopt such rules and regulations for the conduct of meetings and the management of the Company as may be deemed proper, so long as they are not inconsistent with these Bylaws, the Company's Articles of Incorporation, and the laws of the State of Utah.

**D. HANDLING OF FINANCIAL MATTERS.**

No contract, loan, or other such obligation shall be executed in the name of, or on behalf of, the Company by any officer or agent of the Company unless specifically authorized to do so by a resolution of the Board of Directors, which authorization may be general or limited to specific conditions or circumstances. All contracts, loans, checks, notes, evidences of indebtedness, and other such documents shall be signed by the officers as specified in these Bylaws or by such persons as the Board of Directors may from time to time designate in such manner as shall be determined by the Board. All funds of the Company not otherwise employed shall be regularly deposited to the credit of the Company in such financial institution(s) as the Board of Directors shall designate.

**E. VOTING.**

At all meetings of the Board of Directors, each director is to have one (1) vote. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

**F. QUORUM.**

A majority of the directors on the Board shall constitute a quorum of the Board. If a quorum shall not be present at any meeting of the Board of Directors, those present may adjourn the meeting, from time to time, until a quorum shall be present.

**G. REGULAR BOARD MEETINGS.**

A regular meeting of the Board of Directors may be held without any notice, other than that given by this Bylaw, immediately following and at the same location as the annual meeting of the members. The directors may provide by resolution, the time and place for additional regular meetings without any notice other than that given by such a resolution.

**H. SPECIAL BOARD MEETINGS.**

Special meetings of the Board of Directors may be called by the President or by the written request of any two directors given to the President. The President shall fix a time and place for the meeting that is reasonable under the circumstances.

**I. NOTICE OF BOARD MEETINGS.**

Meetings of the Board of Directors, regular or special, may be held upon such notice as the Board may prescribe by resolution. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting.

**J. WAIVER OF NOTICE.**

Whenever any notice is required to be given, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice. Attendance of a director at any meeting shall constitute waiver of notice of such meeting except where such director attends a meeting for the express purpose of objecting to the transacting of any business at that meeting because the meeting is not lawfully called or convened.

**K. PRESUMPTION OF ASSENT.**

A director who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless that director's dissent is entered in the minutes of the meeting or unless he or she shall file written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent, by registered or certified mail, to the Secretary of the Company immediately after the adjournment of the meeting.

**ARTICLE IX - OFFICERS**

**A. ELECTION OF OFFICERS.**

The Board of Directors shall elect a President, a Vice-President, a Secretary, and a Treasurer. The President and Vice-President need not be members of the Board of Directors. The Secretary and the Treasurer need not be members of the Board of Directors and may be the same person if so designated by the Board of Directors, but cannot be the same person as the President. The Board of Directors may also require the President, Vice-President, Secretary, Treasurer, or any other officer or employee of the Company to give to the Company such security or bond for the faithful discharge of his or her duties as the Board may direct.

**B. DUTIES OF OFFICERS.**

The duties and powers of the Officers of the Company shall be as follows:

1. **PRESIDENT.** The President shall be the principal executive officer of the Company and, subject to the direction of the Board of Directors, shall supervise and control all of the business and affairs of the Company. The President shall preside at all meetings of the members and of the Board of Directors. The President shall: present a report of the condition of the business of the Company at each annual meeting of the members and directors; cause to be called regular and special meetings of the members and directors in accordance with these Bylaws and the Company's Articles of Incorporation; appoint and remove, employ and discharge, and fix the compensation of all employees and agents of the Company other than the duly appointed officers, subject to the approval of the Board of Directors; sign and make all contracts and agreements in the name of the Company, subject to the approval of the Board of Directors; see that the books, reports, statements and certificates required by the statutes are properly kept, made, and filed according to law; sign all share certificates, notes, drafts, or bills of exchange, warrants or other orders for the payment of money duly drawn by the Secretary and/or Treasurer; and enforce these Bylaws and perform all the duties incident to the position and office and which are required by law.
2. **VICE-PRESIDENT.** During the absence or inability of the President to render and perform the President's duties or exercise the President's powers, as set forth in these Bylaws or in the statutes under which the Company is organized, the same shall be performed and exercised by the Vice President and, when so acting, the Vice-President shall have all the powers and be subject to all the responsibilities hereby given to or imposed upon such President. The Vice-President shall also perform such other duties as are from time to time assigned by the President or the Board of Directors.
3. **SECRETARY.** The Secretary shall see that accurate minutes are kept of the meetings of the Board of Directors and of the members in appropriate books; shall give and serve all notices of the Company; and shall be custodian of the records and of the corporate seal and affix the latter when required. In addition, the Secretary shall keep the records of the names and addresses of each member and such other information as is appropriate; and keep such records open daily during the business hours of the office of the Company, subject to the inspection of any member of the Company, and permit such member to make copies of said records to the extent prescribed by law. The Secretary shall also present to the Board of Directors at their meetings all communications addressed to the Secretary officially, by the President, or any officer or member of the Company; and shall attend to all correspondence and perform all duties incident to the office of Secretary. The Secretary shall also perform such other duties as are from time to time assigned by the President or the Board of Directors. The Company may contract for commercial/professional services to assist the Secretary in any of these duties.
4. **TREASURER.** The Treasurer shall be responsible for: (1) the care and custody of all the funds and securities of the Company; (2) the deposit of all such funds in the name of the Company in such bank or banks, trust company or trust

companies, or safe deposit vaults as the Board of Directors may designate; (3) exhibiting at all reasonable times the Company's books and accounts to any director or member of the Company upon application at the office of the Company during business hours; (4) rendering a statement of the conditions of the finances of the Company at each regular meeting of the Board of Directors and at such other times as shall be required, as well as a full financial report at the annual meeting of the members; (5) keeping, at the office of the Company, correct books of account of all its business and transactions and such other books of account as the Board of Directors may require; and (6) doing and performing all duties appertaining to the office of Treasurer. The Treasurer shall also perform such other duties as are from time to time assigned by the President or the Board of Directors. The Company may contract for commercial/professional services to assist the Treasurer in any of these duties.

**C. RESIGNATION OF OFFICERS.**

An Officer may resign at any time by giving written notice to the Secretary, or to the President in the case of the Secretary. Unless otherwise specified in the notice, the resignation shall take effect upon receipt of said notice, regardless of whether or not it is accepted by the Company.

**D. REMOVAL OF OFFICERS.**

Any or all of the Officers may be removed by a majority vote of the Board of Directors whenever the Board determines it is in the best interests of the Company. The removal of an Officer shall not prejudice any contract rights of the removed Officer. However, election or appointment as an Officer, of itself, shall not create any contract rights. (Utah Code Ann. § 16-6a-821.)

**E. VACANCIES.**

A vacancy caused by the resignation, removal, or death of an Officer shall be filled by a majority vote of the Board of Directors.

**ARTICLE X - COMPENSATION**

**A. COMPENSATION OF DIRECTORS.**

By resolution of the Board of Directors, the directors may be paid their expenses, if any, of attendance at each meeting of the Board of Directors. No such payment shall preclude any director from serving the Company in any other capacity and receiving compensation therefore.

**B. COMPENSATION OF OFFICERS.**

By resolution of the Board of Directors, the Officers may be paid a reasonable stipend for their services. No such payment shall preclude any Officer from serving the Company in any other capacity and receiving compensation therefore.

**C. COMPENSATION OF EMPLOYEES.**

By resolution of the Board of Directors, the Company may hire employees and/or contract with independent contractors and may authorize the payment of appropriate compensation to the same.

**ARTICLE XI - SERVICE AREA**

The Board of Directors shall establish, and may from time to time change, enlarge, or reduce, the territory that is to be serviced by the Company, i.e., the Company's service area. No reduction of service territory shall be made which would cause the discontinuance or reduction of service to a member presently being served without the approval of said member, if said member is current on its accounts with the Company.

**ARTICLE XII - WATER DELIVERY**

Deliveries of water to Company customers shall be on such terms and conditions as the Board of Directors may from time to time establish, except in limited circumstances evidenced by special written agreements approved by the Board of Directors. It is the responsibility of the members to provide or arrange for the conveyance of water from the Company owned and operated water mains and delivery facilities to their respective places of use.

**ARTICLE XIII - INDEMNIFICATION**

Any person made a party to or involved in any civil, criminal, or administrative action by reason of the fact that this person or his or her testator or intestate is or was a director, officer, or employee of the Company, or of any other Company where such service was at the request of the Company, shall be indemnified by the Company against expenses reasonably incurred by him or her or imposed on him or her in connection with or resulting from the defense of such action and in connection with or resulting from any appeal thereon, except with respect to matters as to which it is adjudged in such action that such officer, director, or employee was liable to the Company, or to such other corporation, for negligence or misconduct in the performance of his or her duty. As used herein, the term "expense" shall include all obligations incurred by such person for the payment of money, including without limitation attorney's fees, judgments, awards, fines, penalties, and amounts paid in satisfaction of judgment or in settlement of any such action, except amounts paid to the Company or such other corporation by him or her.

A judgment or conviction whether based on plea of guilty or nolo contendere or its equivalent, or after trial, shall not of itself be deemed an adjudication that such director, officer or employee is liable to the Company, or such other corporation, for negligence or misconduct in the performance of his or her duties. Determination of the rights of such indemnification and the amount thereof may be made at the option of the person to be indemnified pursuant to procedure set forth, from time to time, in the Bylaws, or by any of the following procedures: (a) order of the Court or administrative body or agency having jurisdiction of the action; (b) resolution adopted by a majority of the quorum of the Board of Directors without counting in such majority any directors who have incurred expenses in connection with such action; (c) if there is no quorum of directors who have not incurred expense in connection with such action, then by resolution adopted by a majority of the committee of members and directors who have not

incurred such expenses appointed by the Board of Directors; (d) resolution adopted by a majority of the quorum of the directors entitled to vote at any meeting; or (e) Order of any Court having jurisdiction over the Company. Any such determination that a payment by way of indemnity should be made will be binding upon the Company. Such right of indemnification shall not be exclusive of any other right which such directors, officers, and employees of the Company and the other persons above mentioned may have or hereafter acquire, and without limiting the generality of such statement, they shall be entitled to their respective rights of indemnification under any Bylaw, Agreement, vote of members, provision of law, or otherwise in addition to their rights under this Article. The provisions of this Article shall apply to any member of any committee appointed by the Board of Directors as fully as though each person had been a director, officer or employee of the Company.

#### **ARTICLE XIV - INSURANCE**

The Company shall maintain reasonable amounts of errors and omissions liability insurance on the officers, directors, and employees of the Company. The Company shall also maintain a reasonable amount of general liability insurance on its real property and all water distribution facilities, with a minimum coverage level of one million dollars.

#### **ARTICLE XV - ANNUAL BUDGET & FINANCIAL REPORT**

The President and the Board of Directors shall prepare an annual budget prior to, or at the beginning of, each fiscal year. The President and the Board of Directors shall also prepare, or cause to be prepared by a qualified accountant, an annual report on the financial condition of the Company at the end of each fiscal year. The President or his designee shall present this report to the members at the annual meeting. Any member, at its own expense, may cause an independent audit of the financial records of the Company.

#### **ARTICLE XVI - TAX PROVISIONS**

The rights and interests of members in the annual savings of the Company shall be determined in proportion to the quantity of services purchased from the Company. Funds in excess of those needed to meet current losses and operating expenses may be retained to meet the Company's reasonable needs for normal business purposes such as retiring indebtedness, expansion, or maintaining reserves. The Company shall keep records that show each member's rights and interests in the funds which it retains.

Upon dissolution, the members' and former members' interests in retained savings shall be distributed on a pro rata basis. Gains from the sale of an appreciated asset upon dissolution shall be distributed, to the extent practicable, on a pro rata basis to all persons who were members during the period when the asset was owned by the Company. Notwithstanding this provision, no asset of the Company shall be distributed to the members upon dissolution if such dissolution occurs as part of a plan approved by the members to convert the Company into a governmental entity or convey all the assets of the Company to a governmental entity that will serve water to the members. Under such circumstances, the members' shares shall be surrendered without consideration, except that (1) the governmental entity shall continue to

provide water service to members receiving water service from the company at the time of dissolution.

#### **ARTICLE XVII - AMENDMENTS TO THE BYLAWS**

These bylaws may be amended as set forth in Article XVII of the existing Articles of Incorporation.

#### **ARTICLE XVIII - SEVERABILITY CLAUSE**

If any provision of these bylaws, or the application of any provision to any person or circumstance, is held invalid, the remainder of the bylaws shall be given effect without the invalid provision or application.

**[Signature page follows.]**



DULY ADOPTED by a two-thirds vote of the Board of Directors of the Company by a unanimous written consent of the Board of Directors of the Company in lieu of a meeting March 21, 2018.

Summit Vista Water Company

By:   
Christian Gardner, President

Attested by:

  
J. Ryan Bevan, Secretary

**CERTIFICATE OF SECRETARY**

I do hereby certify:

1. That I am the duly appointed and acting Secretary of the Summit Vista Water Company, a Utah nonprofit corporation; and
2. That the foregoing Bylaws of the Summit Vista Water Company constitute the Bylaws of this Company as duly adopted by a two-thirds vote of the Board of Directors of the Company by a unanimous written consent of the Board of Directors of the Company in lieu of a meeting March 21, 2018.

  
J. Ryan Bevan, Secretary

# Exhibit F



**Taylorsville-Bennion Improvement District**  
**P. O. Box 18579**  
**1800 West 4700 South**  
**Taylorsville, Utah 84118**  
**Telephone (801) 968-9081 Fax (801) 963-3199**

**WILL SERVE LETTER**

July 7, 2017

To Whom It May Concern,

Re: Summit Vistas

This will advise that the TAYLORSVILLE-BENNION IMPROVEMENT DISTRICT agrees to provide sewer and water service to this project subject to the following:

Conformity by the developer with the Rules and Regulations of the Taylorsville-Bennion Improvement District, City of Taylorsville, Salt Lake County and Utah State laws and ordinances.

Payment of applicable fees.

Development of site so as to provide proper slope of sewer mains and laterals, in addition to the minimum required cover. Note: Floor elevations must be sufficient to allow for proper grade on sewer lateral to main.

Extension by the Developer of water and sewer mains from existing mains as recommended by our Engineer.

Granting of easements to the District for sewer and water main lines on private property. Easements for sewer and water laterals over private property are to be made in favor of property owner.

The culinary water pressure meets requirements.

Sincerely,

Lance Fisher  
IT Manager

Cc: Kevin Fenn, Assistant General Manager, Taylorsville-Bennion Improvement District

# Exhibit G

# SUMMITVISTA

*It's all within reach*



## Business Plan



The chart below outlines the contemplated programming for the entire Summit Vista development. In total, there are 1,674 independent living (“IL”) units within 15 IL buildings across 3 neighborhoods that will be supported by 3 clubhouses and over 2,000 underground and surface parking spaces. This proposed land plan could take up to 12 years to fully develop. Unit density, unit size, parking mix (underground vs. surface), etc. can be adjusted over time based on prospective resident demand.

There are also plans to develop 294 beds of assisted living (“AL”), memory care (“MC”), and skilled nursing (“SNF”) inventory. The intent is to build this facility in conjunction with Neighborhood 2, but the ultimate decision and timing will be driven by market demand and operating need.

Neighborhood 1			Neighborhood 2			Neighborhood 3			Total Project		
Units	U/G Park	Gross SF	Units	U/G Park	Gross SF	Units	U/G Park	Gross SF	Units	U/G Park	Gross SF
Clubhouse		62,932	Clubhouse		62,932	Clubhouse		62,932	Clubhouse		188,796
RB 1.1	114	157,010	RB 2.1	132	180,444	RB 3.1	135	184,545	Total IL	1,674	2,494,218
RB 1.1 Parking	70	31,286	RB 2.1 Parking	77	30,000	RB 3.1 Parking	77	30,000	AL / MC / SNI	[294]	
RB 1.2	100	139,335	RB 2.2	120	164,040	RB 3.2	108	147,636			
RB 1.2 Parking	70	27,867	RB 2.3	105	143,535	RB 3.3	147	200,949			
RB 1.3	100	128,625	RB 2.4	136	185,912	RB 3.1 Parking	77	30,000			
RB 1.3 Parking	70	25,725	RB 2.4 Parking		30,000	RB 3.4	86	117,562			
RB 1.4	115	153,867	RB 2.5	95	129,865						
RB 1.5	95	128,095									
RB 1.6	86	116,420									
Building Links		3,500	Building Links		4,000	Building Links		4,000			
<b>Total</b>	<b>610</b>	<b>210 974,662</b>	<b>Total</b>	<b>588</b>	<b>154 930,728</b>	<b>Total</b>	<b>476</b>	<b>154 777,624</b>	<b>Total</b>	<b>1,674</b>	<b>518 2,683,014</b>
Surface Parking	400		Surface Parking	760		Surface Parking	400		Surface Parking	1,560	
Total Spaces	610		Total Spaces	914		Total Spaces	554		Total Spaces	2,078	